

**HAMILTON UTILITIES CORPORATION**  
(the "Corporation")

RESOLUTIONS OF THE SOLE SHAREHOLDER OF THE CORPORATION

**WHEREAS** the Corporation has received from Alectra a form of letter agreement relating to the Alectra Shareholders' Agreement (the "**Alectra Letter Agreement**"), a copy of which is appended as Appendix 1 to these Resolutions;

**AND WHEREAS** Alectra has requested the Corporation execute the Alectra Letter Agreement;

**AND WHEREAS** the Board of Directors of the Corporation has provided to the Shareholder of the Corporation a written report in relation to Alectra's request, appended as Appendix 2 to these Resolutions (the "**HUC Report**");

**AND WHEREAS** the Board of Directors of the Corporation has provided to the Shareholder of the Corporation a recommendation in response to the Alectra Letter Agreement, appended as Appendix 3 to these Resolutions (the "**HUC Recommendation**");

**AND WHEREAS** the Shareholder Direction and Unanimous Shareholder Declaration (the "**Shareholder Direction**") from the Shareholder of the Corporation to the Corporation currently in effect, provides in section 3.03 thereof, that the Shareholder shall endeavor to provide the Corporation in a timely manner with a decision with respect to any actions advised by the Corporation to the Shareholder for which the Shareholder may or may not grant approval;

**AND WHEREAS** the Shareholder Direction provides, in section 3.06 thereof, that the Corporation shall provide to Alectra any response to a notice received by the Shareholder from the Corporation pursuant to Section 3.05 of the Shareholder Direction of which the Shareholder gives the Corporation written notice ... and ... the Corporation shall only act in a manner that it is authorized by such notice and at all times in furtherance of and consistent with such notice.

**NOW THEREFORE BE IT RESOLVED THAT:**

**1. RECEIVE THE HUC REPORT**

The HUC Report is hereby received by the Shareholder.

**2. APPROVE THE HUC RECOMMENDATION**

The HUC Recommendation is hereby approved by the Shareholder.

**3. SHAREHOLDER AUTHORIZATION TO EXECUTE ALECTRA LETTER AGREEMENT**

The Corporation is hereby authorized by the Shareholder to execute the Alectra Letter Agreement and deliver a copy of same to Alectra forthwith.

**THE FOREGOING RESOLUTIONS** are hereby consented to by the sole shareholder of the Corporation pursuant to the provision of the *Business Corporation Act* (Ontario).

**DATED** the 2nd day of March 2022.

CITY OF HAMILTON

Per: \_\_\_\_\_  
Fred Eisenberger  
Mayor

Per: \_\_\_\_\_  
Andrea Holland  
City Clerk