



# **HAMILTON RENEWABLE POWER INC. SHAREHOLDER ANNUAL GENERAL MEETING REPORT 22-001**

**10:30 a.m.**

**Tuesday, September 13, 2022**

**Council Chambers, Hamilton City Hall, 2<sup>nd</sup> Floor  
71 Main Street West, Hamilton, ON**

**Present:** Mayor F. Eisenberger, Deputy Mayor R. Powers (Chair)  
Councillors J. Farr, N. Nann, T. Jackson, J.P. Danko,  
B. Clark, M. Pearson, B. Johnson, L. Ferguson, A. VanderBeek

**Absent:** Councillors S. Merulla, T. Whitehead – Personal  
Councillors M. Wilson, E. Pauls, J. Partridge – Other City Business

## **THE HAMILTON RENEWABLE POWER INC. SHAREHOLDER PRESENTS REPORT 22-001, AND RESPECTFULLY RECOMMENDS:**

### **1. Hamilton Renewable Power Inc. Board of Directors Report 22-002, August 30, 2022 (Item 4.1)**

#### **(a) Change to the Acronym for Hamilton Renewable Power Inc. (Item 7.1)**

WHEREAS, an acronym is an informal construction, and does not impact on the legal name of Hamilton Renewable Power Inc.

THEREFORE, BE IT RESOLVED:

That the acronym for the Hamilton Renewable Power Inc. be changed to HRP Inc.

#### **(b) Resolutions of the Hamilton Renewable Power Inc. Board of Directors (Item 7.2)**

##### **(i) Hamilton Renewable Power Inc. Renewable Natural Gas Development (HRP202201)**

- (1) That the consultant report identified as “Renewable Energy Options Assessment”, prepared by Jacobs Engineering Group Inc., dated June 2, 2022, attached as Appendix “A” to Report HRP202201, be received; and,
  - (2) That Subsection (a)(ii) of Item 2 of the Hamilton Renewable Power Inc. Board of Directors Report 22-002, Resolutions of the Hamilton Renewable Power Inc. Board of Directors respecting Hamilton Renewable Power Inc. Renewable Natural Gas Development (HPR202201), which reads as follows, be REFERRED to the City Manager for appropriate action:
    - (ii) That staff proceed to advance the concept design and develop both a financial business case, including funding options and an environmental benefit for renewable natural gas (RNG) production, at a cost not to exceed \$100,000 to be drawn from the HRP Inc, ‘cash reserve’.
2. **Consolidated Financial Statements of the Corporation for the year ended December 31, 2021; 2022 Budget of the Corporation; June 7, 2022 and August 30, 2022 Board of Directors’ Resolutions; Removal and Appointment of Non-Voting Directors; Appointment of the Auditors; and, Ratification (Item 5.1)**

WHEREAS, the City of Hamilton is the sole shareholder of the Corporation (“Shareholder”);

WHEREAS, by Section 203 (1) of the *Municipal Act, 2001*, S.O. 2001, c. 25, as amended, the City of Hamilton is authorized to hold the shares in the Corporation and to exercise the rights attributed thereto; and,

WHEREAS, the Council of the City of Hamilton are sitting as representatives of the Shareholder (City of Hamilton) for the Corporation;

NOW THEREFORE the Council of the City of Hamilton, acting in its capacity as representative of the Shareholder (City of Hamilton) of the Corporation;

THEREFORE, BE IT RESOLVED:

- (a) **Receipt of the Consolidated Financial Statements of the Corporation for the year ended December 31, 2021**

That the audited Consolidated Financial Statements of the Corporation for the year ended December 31, 2021, a copy of which is attached hereto as Schedule "A", as approved by the Board of Directors of the Corporation, be received by the Shareholder.

**(b) Receive the 2022 Budget of the Corporation**

That the 2022 budget of the Corporation, a copy of which is attached hereto as Schedule "B", as approved by the Board of Directors of the Corporation, be received by the Shareholder.

**(c) Receive the June 7, 2022 and August 30, 2022 Board of Directors' Resolutions**

- (i) That the June 7, 2022 Board of Director's Resolution, a copy of which is attached hereto as Schedule "C", be received by the Shareholder; and,
- (ii) That the August 30, 2022 Board of Director's Resolution, a copy of which is attached hereto as Schedule "D", be approved by the Shareholder.

**(d) Removal and Appointment of Non-Voting Directors**

- (a) That Dan McKinnon be removed as Non-Voting Director of the Corporation; and,
- (b) That Carlyle Khan, having consented to act as Non-Voting Director of the Corporation, be hereby appointed as Non-Voting Director of the Corporation commencing on September 28, 2022 and continuing thereafter until their successor is duly appointed.

**(e) Appointment of the Auditors**

**Appointment of KPMG as auditors of the Corporation:**

- Auditor continues until appointed or changed; and
- Board of Directors satisfied with service provided by KPMG as auditors.

That KPMG LLP, Chartered Accountants, be appointed auditors of the Corporation for the fiscal year 2022 at a remuneration to be settled by the President of the Corporation.

**(f) Ratification**

That all by-laws, resolutions, contracts, acts, and proceedings of the Board of Directors, Shareholder and Officers of the Corporation enacted, passed, made, done or taken since the last meeting of the Shareholder as the same are set forth or referred to in the minutes of the Corporation or in the financial statements submitted to the Shareholder are hereby approved, ratified, sanctioned and confirmed.

**FOR INFORMATION:**

**(a) APPROVAL OF THE AGENDA (Item 1)**

The Committee Clerk advised that there were no changes to the agenda.

The agenda for the September 13, 2022 Hamilton Renewable Power Inc. Shareholder Annual General Meeting was approved, as amended.

**(b) DECLARATIONS OF INTEREST (Item 2)**

There were no declarations of interest.

**(c) APPROVAL OF MINUTES OF PREVIOUS MEETING (Item 3)**

**(i) September 13, 2021 (Item 3.1)**

The September 13, 2021 Minutes of the Hamilton Renewable Power Inc. Shareholder Annual General Meeting were approved, as presented.

**(d) DISCUSSION ITEMS (Item 4)**

**(i) Hamilton Renewable Power Inc. Board of Directors Report 22-002, August 30, 2022 (Item 4.1)**

WHEREAS, Hamilton City Council, who is the ratifying body to the Hamilton Renewable Power Inc. Shareholder, is currently in a Restricted

Acts Period, pursuant to Section 275 of the *Ontario Municipal Act* also known as a “Lame Duck Council”;

WHEREAS, sub-section (a)(ii) of Item 2 of the Resolutions of the Hamilton Renewable Power Inc. Board of Directors is requesting approval of an amount of up to \$100,000; and,

WHEREAS, at this time, Council is limited to approval of expenditures or incurring any other liability, which does not exceed \$50,000;

THEREFORE, BE IT RESOLVED:

Subsection (a)(ii) of Item 2 of the Hamilton Renewable Power Inc. Board of Directors Report 22-002, Resolutions of the Hamilton Renewable Power Inc. Board of Directors respecting Hamilton Renewable Power Inc. Renewable Natural Gas Development (HRP202201), which reads as follows, was REFERRED to the City Manager for appropriate action:

**2. Resolutions of the Hamilton Renewable Power Inc. Board of Directors (Item 7.2)**

**(a) Hamilton Renewable Power Inc. Renewable Natural Gas Development (HRP202201)**

- (i) That the consultant report identified as “Renewable Energy Options Assessment”, prepared by Jacobs Engineering Group Inc., dated June 2, 2022, attached as Appendix “A” to Report HRP202201, be received; and
- (ii) ***That staff proceed to advance the concept design and develop both a financial business case, including funding options and an environmental benefit for renewable natural gas (RNG) production, at a cost not to exceed \$100,000 to be drawn from the HRP Inc, ‘cash reserve’.***

For further disposition of this matter, please refer to Item 1.

**(e) ADJOURNMENT (Item 10)**

There being no further business, the Hamilton Renewable Power Company Inc. Shareholder Annual General Meeting adjourned at 10:36 a.m.

Respectfully submitted,

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Mayor Fred Eisenberger  
Chair, Hamilton Renewable  
Power Inc. Shareholder

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Stephanie Paparella  
Legislative Coordinator  
Office of the City Clerk