



City of Hamilton
**HAMILTON RENEWABLE POWER INC.
 SHAREHOLDER ANNUAL GENERAL MEETING
 REPORT 23-001**

9:30 am
 Monday, October 23, 2023
 Council Chambers, Hamilton City Hall, 2nd Floor
 71 Main Street West, Hamilton, ON

Present: Mayor A. Horwath
 Councillor T. Hwang (Acting Deputy Mayor)
 Councillors J. Beattie, C. Cassar, B. Clark, J.P. Danko, M. Francis,
 T. McMeekin, E. Pauls, M. Spadafora, A. Wilson and M. Wilson

Absent: Councillors C. Kroetsch, N. Nann, and M. Tadeson – City Business
 Councillor T. Jackson - Personal

**THE HAMILTON RENEWABLE POWER INC. SHAREHOLDER PRESENTS REPORT
 23-001 AND RESPECTFULLY RECOMMENDS:**

1. **Hamilton Renewable Power Inc. Board of Directors Report 23-001 - February 24, 2023 (Item 4.1)**
 - (a) **APPOINTMENT OF CHAIR & VICE CHAIR (Item 1)**
 - (i) That C. Cassar be appointed as the of Chair of the Hamilton Renewable Power Inc. Board of Directors for 2022-2026 term; and,
 - (ii) That M. Tadeson be appointed as the Vice-chair of the Hamilton Renewable Power Inc. Board of Directors for the 2022-2026 term.
 - (b) **Resolutions of the Hamilton Renewable Power Inc. Board of Directors (Item 7.1)**
 - (i) **Appointment of Officer**
 - (1) That Carlyle Khan, having consented to act as President of the Corporation, is hereby appointed as President of the Corporation commencing on the date hereof and continuing thereafter until their successor is duly appointed.

(ii) Extension of Toromont Maintenance Services Agreement

- (1) WHEREAS the decision to allow the Corporation to execute an amending agreement in order to extend the term of the Maintenance Services Agreement between the Corporation and Toromont Inc. (the “Agreement”, attached hereto as Schedule “A”) is a business decision to be approved by the Board of Directors by written resolution signed by all the Directors entitled to vote on such resolution at a meeting of the Board of Directors;

THEREFORE BE IT RESOLVED:

That the Directors of the Corporation hereby authorize and direct the President of the Corporation to execute, on behalf of the Corporation, together with all necessary ancillary documents, the Agreement.

(iii) Confirmatory Actions

- (1) That the officers of the Corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.
- (2) That any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of the Corporation.

2. Hamilton Renewable Power Inc. Board of Directors Report 23-002 – June 26, 2023 (Item 4.2)

(a) Hamilton Renewable Power Inc. (HRP Inc.) Operating and Financial Update (Item 5.1)

- (i) That the Information Report respecting Hamilton Renewable Power Inc. (HRP Inc.) Operating and Financial Update, be received; and
- (ii) That staff be requested to report back by Q1 2024 with the strategy that will guide Hamilton Renewable Power Incorporated Board of Directors during the consideration of the future status of Hamilton Renewable Power Inc.

(b) Hamilton Renewable Power Inc. (HRP Inc.) Resolutions (Item 6.1)

Hamilton Renewable Power Inc. Board of Directors Resolutions;
Hamilton Renewable Power Inc. 2022 Audited Financial Statements; and
Hamilton Renewable Power Inc. 2023 Draft Budget

(i) 2022 AUDITED FINANCIAL STATEMENTS

- (1) BE IT RESOLVED that the audited financial statements for the 2022 fiscal year (attached hereto as Schedule "A") be approved.

(ii) 2023 BUDGET

- (1) BE IT RESOLVED that the 2023 budget (attached hereto as Schedule "B") be approved and adopted.

(iii) APPOINTMENT OF OFFICERS

- (1) BE IT RESOLVED that Indra Maharjan, having consented to act as Senior Vice-President of the Corporation, is hereby appointed as Senior Vice-President of the Corporation commencing on June 26, 2023 and continuing thereafter until their successor is duly appointed.

(iv) CONFIRMATORY ACTIONS

- (1) BE IT RESOLVED that the officers of the Corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.
- (2) BE IT FURTHER RESOLVED that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of the Corporation.
- (3) THE FOREGOING RESOLUTIONS are hereby consented to by all of the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario), R.S.O. 1990, c. B.16, as evidenced by such directors' signatures hereto.

3. Receive the Consolidated Financial Statements of the Corporation for the year ended December 31, 2022; Receive the 2023 Budget of the Corporation; Receive Board of Directors' Resolutions; and Appointment of the Auditors (Item 6.1)

WHEREAS the City of Hamilton is the sole shareholder of the Corporation ("Shareholder")

AND 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, RESOLVES AS FOLLOWS:

(a) Receive the Consolidated Financial Statements of the Corporation for the year ended December 31, 2022

BE IT RESOLVED THAT the audited Consolidated Financial Statements of the Corporation for the year ended December 31, 2022, a copy of which is attached hereto, as approved by the Board of Directors of the Corporation, is received by the Shareholder.

(b) Receive the 2023 Budget of the Corporation

BE IT RESOLVED THAT the 2023 budget of the Corporation, a copy of which is attached hereto, as approved by the Board of Directors of the Corporation, is received by the Shareholder.

(c) Receive Board of Directors' Resolutions

BE IT RESOLVED THAT the February 24, 2023 Board of Directors' Resolution, a copy of which is attached hereto, is received by the Shareholder.

BE IT RESOLVED THAT the June 26, 2023 Board of Directors' Resolution, a copy of which is attached hereto, is received by the Shareholder.

(d) Appointment of the Auditors

Appointment of auditors of the Corporation:

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

BE IT RESOLVED THAT KPMG LLP, Chartered Accountants, are appointed auditors of the Corporation for the fiscal year 2023, at a remuneration to be settled by the President of the Corporation, unless the President deems it necessary to appoint different auditors.

(e) Ratification

BE IT RESOLVED 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.

THE FOREGOING RESOLUTIONS are hereby consented to by the Shareholder of the Corporation pursuant to the provisions of the *Business Corporation Act* (Ontario).

FOR INFORMATION:

(a) APPROVAL OF AGENDA (Item 1)

The Committee Clerk advised of the following changes to the agenda:

CHANGE TO THE ORDER OF ITEMS:

That the Staff Presentation, Item 5.1 – Hamilton Renewable Power Inc. – 2023 Annual General Meeting be move up on the agenda to be heard immediately following Approval of the Minutes of the Previous Meeting, Item 3.1 - September 13, 2022.

The agenda for the October 23, 2023 meeting of the Hamilton Renewable Power Inc. Shareholder, was approved, as amended.

(b) DECLARATIONS OF INTEREST (Item 2)

There were no declarations of interest.

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

(i) September 13, 2022 (Item 3.1)

The Minutes of the September 13, 2022 meeting of the Hamilton Renewable Power Inc. Shareholder, were approved, as presented.

(d) STAFF PRESENTATIONS (Item 5)

(i) Hamilton Renewable Power Inc - 2023 Annual General Meeting (Item 5)

Carlyle Kahn, General Manager, Public Works, provided opening remarks and introduced Indra Maharjan, Director of Corporate Facilities & Energy Management, and Isabella Herman, Senior Financial Analyst, who provided Committee with a presentation respecting Hamilton Renewable Power Inc - 2023 Annual General Meeting.

The staff presentation respecting Hamilton Renewable Power Inc - 2023 Annual General Meeting, was received.

(e) ADJOURNMENT (Item 9)

There being no further business, the Hamilton Renewable Power Inc. Shareholder, adjourned at 10:12 a.m.

Respectfully submitted,

Acting Deputy Mayor Tammy Hwang
Chair, Sole Voting Member
Hamilton Farmers' Market

Angela McRae
Legislative Coordinator
Office of the City Clerk