

**HAMILTON TOURISM DEVELOPMENT CORPORATION**  
(the “Corporation”)

RESOLUTIONS OF THE SOLE VOTING MEMBER OF THE CORPORATION

**WHEREAS** the City of Hamilton is the sole voting member of the Corporation (“Sole Voting Member”);

**AND WHEREAS** the Sole Voting Member is authorized to hold shares in the Corporation and to exercise the rights attributed thereto, pursuant to Subsection 203(1) of the *Municipal Act*, 2001, SO 2001, c25 (“Act”), but the Corporation is not an Offering Corporation within the meaning ascribed to that term in the *Business Corporations Act*, R.S.O. 1990, c. B.16 (“OBCA”);

**AND WHEREAS** the Corporation is a corporation incorporated and existing under the *Not-for-Profit Corporations Act*, 2010, SO 2010, c.15 (“*Not-for-Profit Corporations Act*”);

**AND WHEREAS** the Council of the City of Hamilton are sitting as representatives of the Sole Voting Member of the Corporation;

**NOW THEREFORE** the Council of the City of Hamilton, acting in its capacity as representative of the Sole Voting Member of the Corporation, RESOLVES AS FOLLOWS:

**1. APPOINTMENT AND REMUNERATION OF AUDITOR**

BE IT RESOLVED that the undersigned, being the Sole Voting Member, hereby authorizes the President of the Corporation to appoint an auditor for the Corporation for the 2023 fiscal year at such remuneration as may be fixed by the President of the Corporation, the President of the Corporation being hereby authorized to fix such remuneration.

**2. 2023 BUDGET**

BE IT RESOLVED that the 2023 budget of the Corporation, a copy of which is attached hereto as Appendix A, as approved by the Board of Directors of the Corporation, is received by the Sole Voting Member.

**3. RECEIVE BOARD OF DIRECTORS’ RESOLUTIONS**

BE IT RESOLVED that the November 30, 2023 Board of Directors’ Resolution, a copy of which is attached hereto as Appendix B, is received by the Sole Voting Member.

**4. SOLE VOTING MEMBER APPROVAL RE: LINES OF CREDIT**

BE IT RESOLVED:

- (i) That the Sole Voting Member approves the Corporation entering into a Line of Credit Agreement with the City of Hamilton, a copy of which is attached hereto as Appendix C, for financial support to an upset limit of Two Million Dollars (\$2,000,000) to be used for certain business operation expenses, together with any necessary ancillary documents and/or agreements;
- (ii) That the Sole Voting Member approves the Corporation entering into a Line of Credit Agreement with the City of Hamilton, a copy of which is attached hereto as Appendix D, for financial support to an upset limit of Two Hundred Fifty Thousand Dollars (\$250,000) to be used for certain business administration expenses, together with any necessary ancillary documents and/or agreements;
- (iii) That the Sole Voting Member approves the Corporation drawing upon the aforementioned line of credit facilities to their respective upset limits and the Treasurer of the Corporation is hereby authorized to request advances from the City of Hamilton as required and at the discretion of the Treasurer, pursuant to the terms and conditions of the respective Line of Credit Agreements; and
- (iv) That the Mayor and City Clerk are hereby authorized and directed to sign and/or dispatch and deliver all other agreements, documents, notices, articles and/or certificates to be signed and/or dispatched or delivered under or in connection with the Direction and Declaration of the Sole Voting Member or to take any action deemed necessary in respect of any of the foregoing.

**THE FOREGOING RESOLUTIONS** are hereby consented to by the Sole Voting Member of the Corporation entitled to vote on such resolutions and are hereby passed as resolutions of the Corporation pursuant to the *Not-for-Profit Corporations Act*.

**DATED** as of this 14th day of December 2023.

**CITY OF HAMILTON**

Per: \_\_\_\_\_  
Andrea Horwath  
Mayor

Per: \_\_\_\_\_  
Janet Pilon  
Acting City Clerk