

## HAMILTON TOURISM DEVELOPMENT CORPORATION (the "Corporation")

### RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE CORPORATION

#### 1. APPOINTMENT OF OFFICERS

BE IT RESOLVED that the following individuals, having consented to act as officers of the Corporation, are hereby appointed to the offices indicated next to their names, commencing on the date hereof and continuing thereafter until their successors are duly appointed:

- (i) Jason Thorne – President;
- (ii) John Summers – Vice-President; and
- (iii) Shelley Hesmer – Treasurer.

#### 2. APPROVAL OF CORPORATE BY-LAW

BE IT RESOLVED that By-Law No. 1 of the Corporation, a copy of which is attached hereto, is hereby approved and enacted, as of the date hereof, as the sole by-law of the Corporation and continuing thereafter until amended or replaced by the Board of Directors of the Corporation.

#### 3. APPROVAL OF THE 2023 BUDGET

BE IT RESOLVED that the 2023 Budget, a copy of which is attached hereto, be approved and adopted as of the date hereof.

#### 4. SIGNING AUTHORITY RE: CERTAIN AGREEMENTS

BE IT RESOLVED that the President of the Corporation is hereby authorized and directed to execute, on behalf of the Corporation:

- (i) an Operating Agreement between the Corporation and the City of Hamilton, a copy of which is attached hereto, together with any necessary ancillary documents and/or agreements;
- (ii) a Line of Credit Agreement with the City of Hamilton, a copy of which is attached hereto, 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; and
- (iii) a Line of Credit Agreement with the City of Hamilton, a copy of which is attached hereto, 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.

**5. MAT RESERVE FUND POLICY**

BE IT RESOLVED that the Corporation's MAT Reserve Fund Policy, a copy of which is attached hereto, be approved and adopted as of the date hereof.

**6. CONFIRMATORY ACTIONS**

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.

**THE FOREGOING RESOLUTIONS** are hereby consented to by the Board of Directors of the Corporation pursuant to the provisions of the *Not-for-Profit Corporations Act* (Ontario).

**DATED** the 30<sup>th</sup> day of November 2023.

CITY OF HAMILTON

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Tammy Hwang

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Craig Cassar

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Mike Spadafora