

HAMILTON RENEWABLE POWER INC.
Board of Directors
Minutes 23-003
December 12, 2023
Council Chambers
Hamilton City Hall

Present: **Board of Directors:**
Councillors C. Cassar (Chair), M. Tadeson (Vice-Chair) and
M. Wilson

Officers:
C. Khan, President
I. Maharjan, Senior Vice-President
L. Campbell, Vice-President, Operations
I. Herman, Accountant
J. Pilon, Acting Secretary

Also Present: D. McKenna, Solicitor
S. Hesmer, Manager, Accounting Services
A. Whalen, Legislative Coordinator
S. Salamone, Legislative Assistant

**Absent with
regrets:** Mayor Horwath – Personal and T. Hwang – Personal

**THE FOLLOWING ITEMS WERE REFERRED TO THE HAMILTON RENEWABLE
POWER INC. SHAREHOLDERS:**

**1. Resolutions of the Hamilton Renewable Power Inc. Board of
Directors (Item 7.1)**

(Tadeson/ M. Wilson)

**(i) EXTENSION OF TOROMONT OPERATIONS AND MAINTENANCE
SERVICES AGREEMENT**

(a) WHEREAS the decision to allow the Corporation to execute an amending agreement (the "Agreement") in order to extend the term of the Operations and Maintenance Services Agreement between the Corporation and Toromont Industries Ltd. requires approval by the Board of Directors by written resolution signed by the Directors entitled to vote on such resolution at a meeting of the Board of Directors;

(b) 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, with content satisfactory to the President and in a form satisfactory to the Corporation's solicitor.

(ii) RENEWABLE NATURAL GAS DEVELOPMENT STUDY

- (a) WHEREAS at an August 30, 2022 Board of Directors meeting the Directors of the Corporation received Report HRP202201 (attached hereto as Appendix "A");
- (b) AND WHEREAS as a result of the 'lame duck' session of the Hamilton City Council prior to the 2022 Municipal Elections, the recommendations associated with Report HRP202201 were not ratified;
- (c) AND WHEREAS staff deem it prudent to seek renewed authorization from the Board of Directors as a result of the appointment of new members to the Board of Directors following the 2022 Municipal Elections;
- (d) BE IT RESOLVED that the consultant report identified as "Renewable Energy Options Assessment", prepared by Jacobs Engineering Group Inc., dated June 2, 2022 (attached hereto as Appendix "B") be received;
- (e) BE IT FURTHER RESOLVED that the Directors of the Corporation hereby authorize and direct staff to proceed to advance the concept design and develop both a financial business case, including funding options, and an environmental benefit assessment for renewable natural gas production, at a cost not to exceed \$150,000 to be drawn from the Corporation's 'cash reserve'.

(iii) CONFIRMATORY ACTIONS

- (a) BE IT RESOLVED that the officers of the Corporation are, and each acting alone is, hereby authorized and directed to do and perform any and all such acts, including execution of any other agreements, documents, notices, articles and/or certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.
- (b) 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.

- (c) 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.

Result: Motion CARRIED by a vote of 3 to 0, as follows:

Absent	-	Mayor Andrea Horwath
Yes	-	Ward 12 Councillor Craig Cassar
Absent	-	Ward 4 Councillor Tammy Hwang
Yes	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 1 Councillor Maureen Wilson

FOR INFORMATION:

The meeting was called to order at 11:30 a.m.

(a) CHANGES TO THE AGENDA (Item 2)

The Secretary advised the Board of the following changes to the agenda:

5. OPERATIONS UPDATE

- 5.1 Glanbrook Landfill Site-Proposed Extension to the Toromont Operations and Maintenance Services Agreement
- 5.2 Renewable Energy Options Assessment of HRP Inc. – Woodward Operations

7. MOTIONS

- 7.1 Resolutions of the Hamilton Renewable Power Inc. Board of Directors - REVISED

(M. Wilson/Tadeson)

That the Agenda of the December 12, 2023, meeting of the Hamilton Renewable Power Inc. (HRPI) Board of Directors be approved, as amended.

Result: Motion CARRIED by a vote of 3 to 0, as follows:

Absent	-	Mayor Andrea Horwath
Yes	-	Ward 12 Councillor Craig Cassar
Absent	-	Ward 4 Councillor Tammy Hwang
Yes	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 1 Councillor Maureen Wilson

(b) DECLARATIONS OF INTEREST (Item 3)

There were no declarations of interest.

(c) ADOPTION OF MINUTES (Item 4)

(a) June 26, 2023 (Item 4.1)

(Tadeson/ M. Wilson)

That the Minutes of the meeting of the Hamilton Renewable Power Inc. (HRP Inc.) Board of Directors held on June 26, 2023, be approved, as presented.

Result: Motion CARRIED by a vote of 3 to 0, as follows:

Absent	-	Mayor Andrea Horwath
Yes	-	Ward 12 Councillor Craig Cassar
Absent	-	Ward 4 Councillor Tammy Hwang
Yes	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 1 Councillor Maureen Wilson

(d) OPERATIONS UPDATE (Item 5)

(i) Glanbrook Landfill Site-Proposed Extension to the Toromont Operations and Maintenance Services Agreement (Item 5.1)

(Tadeson/ M. Wilson)

That the information report respecting the Glanbrook Landfill Site-Proposed Extension to the Toromont Operations and Maintenance Services Agreement, be received.

Result: Motion CARRIED by a vote of 3 to 0, as follows:

Absent	-	Mayor Andrea Horwath
Yes	-	Ward 12 Councillor Craig Cassar
Absent	-	Ward 4 Councillor Tammy Hwang
Yes	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 1 Councillor Maureen Wilson

(ii) Renewable Energy Options Assessment of HRP Inc. – Woodward Operations (Item 5.2)

(Tadeson/ M. Wilson)

That the information report respecting the Renewable Energy Options Assessment of HRP Inc. – Woodward Operations, be received.

Result: Motion CARRIED by a vote of 3 to 0, as follows:

Absent	-	Mayor Andrea Horwath
Yes	-	Ward 12 Councillor Craig Cassar
Absent	-	Ward 4 Councillor Tammy Hwang
Yes	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 1 Councillor Maureen Wilson

(e) ADJOURNMENT (Item 8)

(Tadeson/ Cassar)

There being no further business, the meeting adjourned at 11:49 a.m.

Result: Motion CARRIED by a vote of 3 to 0, as follows:

Absent	-	Mayor Andrea Horwath
Yes	-	Ward 12 Councillor Craig Cassar
Absent	-	Ward 4 Councillor Tammy Hwang
Yes	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 1 Councillor Maureen Wilson

Respectfully submitted,

Chair, Councillor C. Cassar
Hamilton Renewable Power Inc.
Board of Directors

Janet Pilon, Acting City Clerk
Acting Secretary to Hamilton Renewable Power Inc.
December 12, 2023