



**HAMILTON ENTERPRISES HOLDING CORPORATION
SHAREHOLDER
ANNUAL GENERAL MEETING
REPORT 24-001**

10:32 a.m.

June 24, 2024

Council Chambers, 2nd Floor

Hamilton City Hall

71 Main Street West, Hamilton, Ontario

Present: Deputy Mayor T. Hwang (Chair)
Councillors J. Beattie, C. Cassar, J. P. Danko, M. Francis, T. McMeekin,
N. Nann, E. Pauls, M. Spadafora, M. Tadeson, and M. Wilson

Absent: Mayor A. Horwath – City Business
Councillors B. Clark, T. Jackson, C. Kroetsch and A. Wilson – Personal

**THE HAMILTON ENTERPRISES HOLDING CORPORATION SHAREHOLDER
PRESENTS REPORT 24-001 AND RESPECTFULLY RECOMMENDS:**

1. **Audited Consolidated Financial Statements - Year Ended December 31, 2023; Appointment and Remuneration of Auditor; Directors of the Corporation (Item 6.1)**

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

NOW THEREFORE the Council of the City of Hamilton, acting in its capacity as representative of the Sole Shareholder, RESOLVES AS FOLLOWS:

- (a) **AUDITED CONSOLIDATED FINANCIAL STATEMENTS – YEAR ENDED DECEMBER 31, 2023**

BE IT RESOLVED that the Audited Consolidated Financial Statements of the Corporation for the year ended December 31, 2023 (attached hereto as Appendix “A”), as approved by the Board of Directors of the Corporation, be received and approved by the Sole Shareholder.

(b) APPOINTMENT AND REMUNERATION OF AUDITOR

BE IT RESOLVED that the present auditor of the Corporation, KPMG LLP, be appointed as the auditor of the Corporation for the 2024 fiscal year of the Corporation at a remuneration to be fixed by the Directors of the Corporation, the Directors of the Corporation being hereby authorized to fix such remuneration.

(c) DIRECTORS OF THE CORPORATION

WHEREAS it has heretofore been resolved that the Corporation shall have seven (7) Directors;

AND WHEREAS at the 2021 Annual General Meeting of the Corporation Greg McCamus was elected as a Private Director of the Corporation for a three (3) year term expiring on June 30, 2024;

AND WHEREAS it is desirable to re-elect Greg McCamus as a Private Director of the Corporation for a three (3) year term commencing on July 1, 2024 and expiring on June 30, 2027 and the Nominating Committee of the Corporation has prepared a written recommendation in support of such action, attached hereto as Appendix "B" ("Recommendation A");

AND WHEREAS at the 2023 Annual General Meeting of the Corporation Anna Ventresca was elected as a Private Director of the Corporation for a one (1) year term expiring on June 30, 2024;

AND WHEREAS it is desirable to elect Anna Ventresca as a Private Director of the Corporation for a three (3) year term commencing on July 1, 2024 and expiring on June 30, 2027 and the Nominating Committee of the Corporation has prepared a written recommendation in support of such action, attached hereto as Appendix "C" ("Recommendation B");

BE IT RESOLVED:

- (i) that Recommendations A and B be and the same are hereby received by the Sole Shareholder;
- (ii) that the recommendation in Recommendation A is hereby approved and Greg McCamus, being a resident Canadian and having previously consented to act as a Private Director of the Corporation, is re-elected as a Private Director of the Corporation to hold office for a three (3) year term commencing on July 1, 2024 and expiring on June 30, 2027 and thereafter until their successor is duly elected or appointed;

- (iii) that the recommendations in Recommendation B are hereby approved and Anna Ventresca, being a resident Canadian and having previously consented to act as a Private Director of the Corporation, is re-elected as a Private Director of the Corporation to hold office for a three (3) year term commencing on July 1, 2024 and expiring on June 30, 2027 and thereafter until their successor is duly elected or appointed; and
- (iv) that the Sole Shareholder approves the preparation of all necessary documents and/or agreements to give effect to the foregoing and the Corporation's President (or designate) is hereby authorized and directed to execute, on behalf of the Corporation, all such necessary documents and/or agreements or to take any action deemed necessary in respect of any of the foregoing.

FOR INFORMATION:

(a) CHANGES TO THE AGENDA (Item 1)

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

The agenda for the June 24, 2024 Hamilton Enterprises Holding Corporation Annual General Meeting, was approved, as presented.

(b) DECLARATIONS OF INTEREST (Item 2)

There were no declarations of interest.

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

(i) June 8, 2023 (Items 3.1)

The Minutes of the June 8, 2023 Hamilton Enterprises Holding Corporation Shareholder meeting, were approved, as presented.

(d) COMMUNICATIONS (Item 4)

(i) Correspondence from Hamilton Enterprises Holding Corporation, respecting Hamilton Enterprises Holding Corporation Executive Overview 2024 (Item 4.1)

The correspondence from Hamilton Enterprises Holding Corporation, respecting Hamilton Enterprises Holding Corporation Executive Overview 2024, was received.

(e) PRESENTATIONS (Item 6)

(i) Hamilton Enterprises Holding Corporation - Annual General Meeting 2024 (Item 5.1)

Laurie Tugman, Chairman of the Board, Hamilton Enterprises Holding Corporation; and, Jeff Cowan, President and CEO of Hamilton Enterprises Holding Corporation, addressed Committee and provided a presentation respecting the Hamilton Enterprises Holding Corporation.

The presentation respecting, Hamilton Enterprises Holding Corporation – Annual General Meeting 2024, was received.

(f) ADJOURNMENT (Item 8)

There being no further business, the Hamilton Enterprises Holding Corporation Shareholder meeting adjourned at 11:32 a.m.

Respectfully submitted,

Deputy Mayor Tammy Hwang
Chair, Hamilton Enterprises
Holding Corporation Shareholder

Angela McRae
Legislative Coordinator
Office of the City Clerk