



**SOLE VOTING MEMBER OF THE HAMILTON TOURISM  
DEVELOPMENT CORPORATION  
MINUTES 23-001**

**9:30 a.m.**

**Thursday, December 14, 2023**

**Council Chambers**

**Hamilton City Hall, 71 Main Street West**

**Present:** Mayor Horwath (Chair)  
Councillors C. Cassar, J.P. Danko, M. Francis, C. Kroetsch,  
N. Nann, E. Pauls, M. Spadafora, M. Tadeson, and A. Wilson

**Absent  
with Regrets:** Councillor J. Beattie – City Business  
Councillors B. Clark, T. Hwang, T. Jackson, T. McMeekin,  
M. Wilson - Personal

**THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR CONSIDERATION:**

**1. Hamilton Tourism Development Corporation Board of Directors Report 23-001 (November 30, 2023) (Item 8.1)**

**(Spadafora/A. Wilson)**

**(a) Appointment of Chair and Vice-Chair (Item 1)**

- (i) That Councillor Spadafora be appointed Chair of the Hamilton Tourism Development Corporation Board of Directors for the 2022-2026 term of Council.
- (ii) That Councillor Hwang be appointed Vice-Chair of the Hamilton Tourism Development Corporation Board of Directors for the 2022-2026 term of Council.

**(b) Shareholder Resolutions (Item 7.1)**

**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 as, 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. MUNICIPAL ACCOMMODATION TAX RESERVE FUND POLICY**

BE IT RESOLVED that the Corporation's Municipal Accommodation Tax 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).

**Result: Motion CARRIED by a vote of 10 to 0, as follows:**

NOT PRESENT - Ward 10 Councillor Jeff Beattie  
YES - Deputy Mayor - Ward 12 Councillor Craig Cassar  
NOT PRESENT - Ward 9 Councillor Brad Clark  
YES - Ward 8 Councillor John-Paul Danko  
YES - Ward 5 Councillor Matt Francis  
YES - Mayor Andrea Horwath  
NOT PRESENT - Ward 4 Councillor Tammy Hwang  
NOT PRESENT - Ward 6 Councillor Tom Jackson  
YES - Ward 2 Councillor Cameron Kroetsch  
NOT PRESENT - Ward 15 Councillor Ted McMeekin  
YES - Ward 3 Councillor Nrinder Nann  
YES - Ward 7 Councillor Esther Pauls  
YES - Ward 14 Councillor Mike Spadafora  
YES - Ward 11 Councillor Mark Tadeson  
YES - Ward 13 Councillor Alex Wilson  
NOT PRESENT - Ward 1 Councillor Maureen Wilson

**2. Appointment and Remuneration of Auditor, 2023 Budget, Board of Directors Resolutions, Lines of Credit, Shareholder Resolutions (Item 11.1)**

**(Spadafora/Pauls)**

**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*.

**Result: Motion CARRIED by a vote of 10 to 0, as follows:**

NOT PRESENT - Ward 10 Councillor Jeff Beattie  
YES - Deputy Mayor - Ward 12 Councillor Craig Cassar  
NOT PRESENT - Ward 9 Councillor Brad Clark  
YES - Ward 8 Councillor John-Paul Danko  
YES - Ward 5 Councillor Matt Francis  
YES - Mayor Andrea Horwath

NOT PRESENT - Ward 4 Councillor Tammy Hwang  
NOT PRESENT - Ward 6 Councillor Tom Jackson  
YES - Ward 2 Councillor Cameron Kroetsch  
NOT PRESENT - Ward 15 Councillor Ted McMeekin  
YES - Ward 3 Councillor Nrinder Nann  
YES - Ward 7 Councillor Esther Pauls  
YES - Ward 14 Councillor Mike Spadafora  
YES - Ward 11 Councillor Mark Tadeson  
YES - Ward 13 Councillor Alex Wilson  
NOT PRESENT - Ward 1 Councillor Maureen Wilson

**FOR INFORMATION:**

**(a) APPROVAL OF AGENDA (Item 1)**

The Committee Clerk advised there were no changes to the agenda:

**(Tadeson/Spadafora)**

That the Agenda for the December 14, 2023 meeting of the Sole Voting Member of the Hamilton Tourism Development Corporation, be approved, as presented.

**Result: Motion CARRIED by a vote of 10 to 0, as follows:**

NOT PRESENT - Ward 10 Councillor Jeff Beattie  
YES - Deputy Mayor - Ward 12 Councillor Craig Cassar  
NOT PRESENT - Ward 9 Councillor Brad Clark  
YES - Ward 8 Councillor John-Paul Danko  
YES - Ward 5 Councillor Matt Francis  
YES - Mayor Andrea Horwath  
NOT PRESENT - Ward 4 Councillor Tammy Hwang  
NOT PRESENT - Ward 6 Councillor Tom Jackson  
YES - Ward 2 Councillor Cameron Kroetsch  
NOT PRESENT - Ward 15 Councillor Ted McMeekin  
YES - Ward 3 Councillor Nrinder Nann  
YES - Ward 7 Councillor Esther Pauls  
YES - Ward 14 Councillor Mike Spadafora  
YES - Ward 11 Councillor Mark Tadeson  
YES - Ward 13 Councillor Alex Wilson  
NOT PRESENT - Ward 1 Councillor Maureen Wilson

**(b) DECLARATIONS OF INTEREST (Item 2)**

There were no declarations of interest.

**(c) COMMUNICATIONS (Item 5)**

**(i) Hamilton Tourism Development Corporation and Municipal  
Accommodation Tax Overview (Item 5.1)**

**(Spadafora/Cassar)**

That the That the correspondence from the Hamilton Tourism  
Development Corporation Board of Directors respecting Hamilton Tourism  
Development Corporation and Municipal Accommodation Tax Overview,  
be received.

**Result: Motion CARRIED by a vote of 10 to 0, as follows:**

NOT PRESENT - Ward 10 Councillor Jeff Beattie  
YES - Deputy Mayor - Ward 12 Councillor Craig Cassar  
NOT PRESENT - Ward 9 Councillor Brad Clark  
YES - Ward 8 Councillor John-Paul Danko  
YES - Ward 5 Councillor Matt Francis  
YES - Mayor Andrea Horwath  
NOT PRESENT - Ward 4 Councillor Tammy Hwang  
NOT PRESENT - Ward 6 Councillor Tom Jackson  
YES - Ward 2 Councillor Cameron Kroetsch  
NOT PRESENT - Ward 15 Councillor Ted McMeekin  
YES - Ward 3 Councillor Nrinder Nann  
YES - Ward 7 Councillor Esther Pauls  
YES - Ward 14 Councillor Mike Spadafora  
YES - Ward 11 Councillor Mark Tadeson  
YES - Ward 13 Councillor Alex Wilson  
NOT PRESENT - Ward 1 Councillor Maureen Wilson

**(d) ADJOURNMENT (Item 15)**

**(Spadafora/Kroetsch)**

That there being no further business the Sole Voting Member of the Hamilton  
Tourism Development Corporation meeting be adjourned at 9:41 a.m.

**Result: Motion CARRIED by a vote of 10 to 0, as follows:**

NOT PRESENT - Ward 10 Councillor Jeff Beattie  
YES - Deputy Mayor - Ward 12 Councillor Craig Cassar  
NOT PRESENT - Ward 9 Councillor Brad Clark  
YES - Ward 8 Councillor John-Paul Danko  
YES - Ward 5 Councillor Matt Francis  
YES - Mayor Andrea Horwath  
NOT PRESENT - Ward 4 Councillor Tammy Hwang  
NOT PRESENT - Ward 6 Councillor Tom Jackson

YES - Ward 2 Councillor Cameron Kroetsch  
NOT PRESENT - Ward 15 Councillor Ted McMeekin  
YES - Ward 3 Councillor Nrinder Nann  
YES - Ward 7 Councillor Esther Pauls  
YES - Ward 14 Councillor Mike Spadafora  
YES - Ward 11 Councillor Mark Tadeson  
YES - Ward 13 Councillor Alex Wilson  
NOT PRESENT - Ward 1 Councillor Maureen Wilson

Respectfully submitted,

Mayor A. Horwath  
Chair, Sole Voting Member of the  
Hamilton Tourism Development  
Corporation

Tamara Bates, Legislative Coordinator  
Acting Secretary to Sole Voting Member  
of the Hamilton Tourism Development Corporation