

CITYHOUSING HAMILTON CORPORATION
(the "Corporation")

RESOLUTION OF THE SOLE VOTING MEMBER OF THE CORPORATION

WHEREAS the City of Hamilton is the sole shareholder of the Corporation ("Sole Voting Member");

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

AND WHEREAS the Board of Directors of the Corporation comprises of a total of nine (9) members, five (5) of whom shall be elected members of Council of the City of Hamilton and four (4) of whom shall be members who are not Councillors of the City of Hamilton (the "**Citizen Members**").

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

1. NOTICE

BE IT RESOLVED:

That, in accordance with the provisions of the OBCA, the Sole Voting Member hereby waives any notice requirement for the manner or time of notice required to be given under any provision of any Act, any regulations thereunder, the articles, the by-laws or otherwise and such waiver shall cure any default in the manner or time of such notice, as the case may be.

2. MINUTES OF PREVIOUS ANNUAL MEETING

BE IT RESOLVED:

That the minutes of the annual meeting held June 21, 2018 be approved.

3. FINANCIAL STATEMENTS AND AUDITOR'S REPORT

BE IT RESOLVED:

That the financial statements of the Corporation for the fiscal year ended December 31, 2018 together with the auditor's report, if applicable, be and the same are hereby received and approved.

4. APPOINTMENT OF CITIZEN BOARD MEMBERS

BE IT RESOLVED:

That the following persons be appointed as the citizen directors of the Corporation effective June 26, 2019 and shall hold office until June 25, 2022 or until their respective successors are elected or appointed subject to the by-laws of the Corporation:

Jacqueline Aird
Nicholas But
Patricia Reid
Adriana Harris

5. AUDIT APPOINTMENT

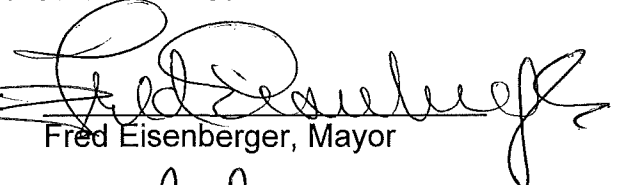
BE IT RESOLVED:

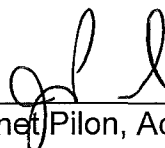
That the undersigned, being the Sole Voting Member, hereby authorizes the Directors of the Corporation to appoint an auditor of the Corporation to hold office until the next following annual meeting at such remuneration as may be fixed by the Directors and the Directors are hereby authorized to fix such remuneration.

The foregoing resolutions are, by signature below of the Sole Voting Member of the Corporation entitled to vote on such resolutions, passed as resolutions of the Corporation pursuant to the Act.

Dated as of this 26th day of June 2019.

CITY OF HAMILTON

Per: 
Fred Eisenberger, Mayor

Per: 
Janet Pilon, Acting City Clerk