

**SPECIAL RESOLUTION  
OF  
BURLINGTON HYDRO INC.  
(the “Corporation”)**

**1. NUMBER AND ELECTION OF DIRECTOR**

**WHEREAS** the Articles of the Corporation provide that the number of directors for the Corporation is a range with a minimum of one (1) and a maximum of eleven (11);

**NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE CORPORATION THAT:**

- i) the number of directors comprising the board of directors of the Corporation shall be fixed at seven (7), being a number within the prescribed range;
- ii) the following persons by and they are hereby elected directors of the Corporation to hold office for a term of two (2) years or until their successors are duly elected, subject to the provisions of the by-laws of the Corporation and the provisions of the *Business Corporations Act* (Ontario):

JOHN MAHEU  
DAVID KERR  
SUSAN KILBURN  
PATRICIA VOLKER  
SHERRY SMITH

- iii) the following persons be and they are hereby elected directors of the Corporation by virtue of the offices they hold, to hold the office of director for so long as they hold the offices specified below or until their successors to said offices below are duly elected or appointed, as the case may be, subject to the provisions of the by-laws of the Corporation and the provisions of the *Business Corporations Act* (Ontario):

MARIANNE MEED WARD, by virtue of holding the office of Mayor of the City of Burlington

As no one presently holds the position of City Manager of the City of Burlington on a permanent basis, that board spot shall remain vacant until such time as a permanent City Manager is appointed.

- iv) the directors of the Corporation are hereby empowered to determine the number of directors of the Corporation hereafter from time to time by resolution of the board.

**THE FOREGOING SPECIAL RESOLUTION** is hereby consented to and passed by the sole shareholder of the Corporation entitled to vote thereon at a meeting of shareholders, as evidenced by the signature of its authorized signing authority in accordance with the provisions of section 104(1) of the *Business Corporations Act* (Ontario), this 6th day of May, 2019.

**THE CORPORATION OF THE CITY OF  
BURLINGTON**

Per: \_\_\_\_\_  
Name: Angela Morgan, City Clerk

**CONSENT TO ACT AS DIRECTOR**

**TO: Burlington Hydro Inc.**

**AND TO: The Shareholder thereof**

**I, THE UNDERSIGNED,** hereby:

- i) consent to being elected and to acting as director of the above Corporation, such consent to take effect immediately and to continue in effect until I give written notice to the Corporation revoking such consent or until I otherwise cease to be a director of the Corporation;
- ii) consent to the holding of meetings of directors or of committees of directors by means of such telephone, electronic or other communication facilities as permit all persons participating in the meetings to communicate with each other simultaneously and instantaneously; and
- iii) certify that I am a resident Canadian within the meaning of the *Business Corporations Act* (Ontario) and that I shall notify the Corporation forthwith in the event of a change in such status.

**DATED** the 6th day of May, 2019.

\_\_\_\_\_  
JOHN MAHEU

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"Resident Canadian" is defined under the *Business Corporations Act* (Ontario) as an individual who is:

- (a) a Canadian citizen ordinarily resident in Canada;
- (b) a Canadian citizen not ordinarily resident in Canada who is a member of a prescribed class of persons; or
- (c) a permanent resident within the meaning of the *Immigration and Refugee Protection Act (Canada)* and ordinarily resident in Canada.

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DAVID KERR

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SUSAN KILBURN

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PATRICIA VOLKER

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MARIANNE MEED WARD

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