

THE CORPORATION OF THE CITY OF BROCKVILLE

BY-LAW NUMBER 85-2000

BEING A BY-LAW to appoint the Mayor to execute Resolutions of the Shareholder of Brockville Utilities Inc., to fix the number of directors of the Board of Directors of Brockville Utilities Inc. and to elect the Board of Directors of Brockville Utilities Inc.

WHEREAS on October 24, 2000, Council enacted By-Law Number 80 - 2000, being a By-Law to transfer the employees, assets, liabilities, rights and obligations of the Brockville Public Utilities Commission and the City of Brockville associated with the distribution of electricity and associated business activities to City of Brockville Holdings Inc. and Brockville Utilities Inc. corporations to be incorporated under the *Business Corporations Act* (Ontario) pursuant to Section 142 of the *Electricity Act, 1998*; and

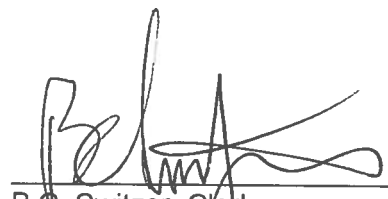
WHEREAS on October 24, 2000, Council enacted By-Law Number 81-2000, being a By-Law to authorize the City of Brockville to execute and deliver the Shareholder Declaration of City of Brockville Holdings Inc. pursuant to which certain matters relating to the organization and operation of the business of City of Brockville Holdings Inc. and Brockville Utilities Inc. are governed by resolution of Council, including the determination of the number of directors on the Board of Directors of each of City of Brockville Holdings Inc. and Brockville Utilities Inc. as well as the persons to be elected to each such Board.

NOW THEREFORE THE COUNCIL OF THE CORPORATION OF THE CITY OF BROCKVILLE ENACTS AS FOLLOWS:

1. That the Mayor, on behalf of the City of Brockville Holdings Inc., being the sole shareholder of Brockville Utilities Inc. be and he is hereby authorized to execute Resolutions of the Shareholder of Brockville Utilities Inc. in the form attached as Schedule 'A' to this By-Law to fix the number of directors of the Board of Directors of Brockville Utilities Inc. and to elect the Board of Directors of Brockville Utilities Inc. and such executed resolutions shall be inserted in the minute book of Brockville Utilities Inc.
2. That the Mayor may, in his discretion make such non-material additions, amendments and deletions to such resolutions as he shall authorize, his signature being sufficient evidence of such authorization.

GIVEN UNDER THE SEAL OF THE CORPORATION OF
THE CITY OF BROCKVILLE PASSES THIS
30TH DAY OF OCTOBER, 2000


Mayor B.W. TeKamp


B.C. Switzer, Clerk

SCHEDULE 'A'

TO

BY-LAW NUMBER 85-2000

SPECIAL RESOLUTION OF THE SHAREHOLDER

AND

RESOLUTION OF THE SHAREHOLDER

RELATING TO

BROCKVILLE UTILITIES INC.

Effective as of October 30, 2000

SPECIAL RESOLUTION OF THE SHAREHOLDER

OF

BROCKVILLE UTILITIES INC.

WHEREAS the Corporation of the City of Brockville (the "City"), being the sole shareholder of City of Brockville Holdings Inc., which is the sole Shareholder of the Corporation, has executed a Shareholder Declaration dated as of October 24th, 2000 which establishes certain principles of governance and outlines the City's expectations and objectives relating to the Corporation (the "Shareholder Declaration");

WHEREAS the City of Brockville Holdings Inc., the sole Shareholder of the Corporation, has acknowledged the Shareholder Declaration and agreed to be bound by it;

WHEREAS the Articles of the Corporation and the Shareholder Declaration provide that the board of directors shall consist of a minimum of one and maximum of twelve;

AND WHEREAS Section 125(2) of the Act provides that the number of directors shall be determined from time to time by special resolution of the shareholders;

RESOLVED:

THAT until otherwise determined, the number of directors of the Corporation shall be five (5).

The foregoing resolution is hereby passed by the sole shareholder of the Corporation pursuant to the Business Corporations Act (Ontario) this 30th day of October, 2000.

CITY OF BROCKVILLE HOLDINGS INC.



Mayor B.W. TeKamp

RESOLUTION OF THE SHAREHOLDER

OF

BROCKVILLE UTILITIES INC.

RESOLVED:

THAT the following persons be and they are hereby elected directors of the Corporation for the ensuing year or until their successors are elected or appointed:

Ben TeKamp
Jeffrey Earle
Stu Williams
Hugh George
Gordon Cameron

The foregoing resolution is hereby passed by the sole shareholder of the Corporation pursuant to the Business Corporations Act (Ontario) this 30th day of October, 2000.

CITY OF BROCKVILLE HOLDINGS INC.



Mayor B.W. TeKamp