



THE CORPORATION OF THE CITY OF BRAMPTON

BY-LAW

Number 214-2001

To authorize the conversion of debt owing by
Brampton Hydro Networks Inc. and to authorize
the termination of the Shareholder Declaration

To authorize the conversion of debt owing by Brampton Hydro Networks Inc. to The Corporation City of Brampton into additional common shares of Brampton Hydro Corporation and to authorize the termination of the Shareholder Declaration

WHEREAS:

1. Brampton Hydro Networks Inc. ("Networks") is indebted to The Corporation of the City of Brampton (the "City") in the amount of \$112,940,775.36 (the "Indebtedness") representing the outstanding balance under seven promissory notes dated as of May 1, 2000;
2. The City is desirous of converting the Indebtedness into 1,000 common shares of Networks which the City will then sell to Brampton Hydro Corporation ("Hydro") for 1,000 common shares of Hydro;
3. The Shareholder Declaration dated May 1, 2000 of the City as shareholder of Hydro requires the City approve any issuances of shares by Hydro or Networks; and
4. In connection with the sale by the City of Hydro to Hydro One Inc., it is desired to terminate the Shareholder Declaration effective immediately prior to the effective time of closing.

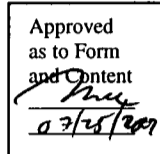
NOW THEREFORE THE COUNCIL OF THE CORPORATION OF THE CITY OF BRAMPTON ENACTS AS FOLLOWS:

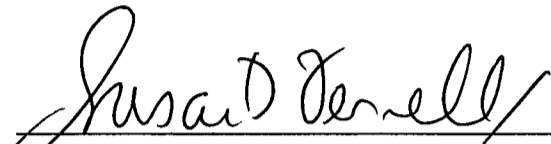
That:

1. The issuance by Networks to the City of 1,000 common shares on the conversion of the Indebtedness is approved.
2. The issuance by Hydro to the City of 1,000 common shares in exchange for the 1,000 common shares of Networks issued on the conversion of the Indebtedness is approved.

3. The City authorizes the termination of the Shareholder Declaration dated May 1, 2000 effective immediately prior to the effective time of the closing of the sale by the City of Hydro to Hydro One Inc.

READ a FIRST, SECOND and THIRD TIME and PASSED in Open Council this 25th day of July, 2001.





SUSAN FENNELL MAYOR



LEONARD J. MIKULICH CLERK