



THE CORPORATION OF THE CITY OF BRAMPTON

BY-LAW

244-2000

Number _____

To authorize the entering into of a Share
Purchase Agreement with Hydro One Inc.

WHEREAS The Corporation of the City of Brampton (the "City") is the beneficial and registered owner of all of the issued and outstanding shares of Brampton Hydro Corporation, a corporation incorporated under the Business Corporations Act (Ontario) pursuant to section 142 of the Electricity Act, 1998 (Ontario);

AND WHEREAS the City wishes to sell to Hydro One Inc. all of the issued and outstanding shares of Brampton Hydro Corporation substantially in accordance with the terms and conditions set forth in the share purchase agreement between the City as vendor and Hydro One Inc. as purchaser, a copy of which was presented to City Council (the "Share Purchase Agreement").

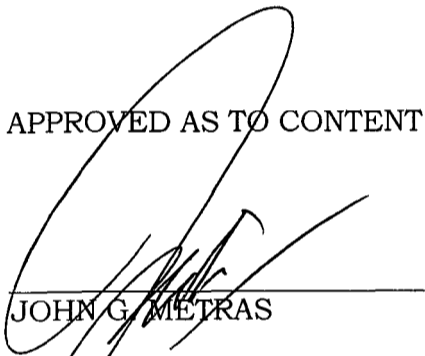
NOW THEREFORE the Council of The Corporation of the City of Brampton **ENACTS** as follows:

1. Either (a) the Mayor and the Clerk or (b) the Chief Information Officer and the Commissioner of Legal Services and City Solicitor are hereby authorized and directed on behalf of the City to
 - 1.1 execute and deliver the Share Purchase Agreement substantially in the form presented to City Council with such minor changes as the City Manager, the Chief Information Officer, and the Commissioner of Legal Services and City Solicitor may approve in their discretion;
 - 1.2 execute and deliver the ancillary agreements substantially in the form of the ancillary agreements described in and attached as exhibits to the Share Purchase Agreement (the "Ancillary Agreements") with such minor changes as the City Manager, the Chief Information Officer, and the Commissioner of Legal Services and City Solicitor may approve in their discretion; and
 - 1.3 do all things and to execute and deliver all other documents necessary to complete the transactions and perform the obligations of the City set forth in the Share Purchase Agreement and the Ancillary Agreements.
2. The Share Purchase Agreement, the Ancillary Agreements, and all other documents authorized for execution by section 1 of this by-law shall be approved by the City Manager, the Chief Information Officer, and the Commissioner of Legal Services and City Solicitor before they are executed by the authorized signing officers set forth in this by-law.

3. The City Clerk or the Commissioner of Legal Services and City Solicitor is authorized to affix the seal of the City to all agreements and documents authorized by this by-law.

READ a FIRST, SECOND, AND THIRD TIME and passed in Open Council this **30th day of October, 2000.**

APPROVED AS TO CONTENT



JOHN G. METRAS

JGM/dl/working file



PETER ROBERTSON MAYOR



LEONARD J. MIKULICH CLERK