

**LONDON HYDRO INC.**  
**(the "Corporation")**

The following resolution, signed by the sole shareholder of the Corporation (the "**Shareholder**"), is hereby passed pursuant to the provisions of the *Business Corporations Act* (Ontario):

**ARRANGEMENT WITH LONDON DISTRICT RENEWABLE ENERGY COOPERATIVE**

**WHEREAS** the directors of the Corporation have approved, subject to confirmation by the undersigned, certain resolutions, as set out on the attached Schedule A;

**AND WHEREAS** such resolutions contemplate the entering into by the Corporation of a joint venture, limited partnership or other arrangement in respect of the generation of electricity;

**AND WHEREAS**, pursuant to Section 8.7 of the Shareholder Declaration adopted November 26, 2007 (as amended, the "**Shareholder Declaration**"), the Corporation shall not enter into any such arrangement without Shareholder Approval given in accordance with Section 6.1 and 6.2 of the Shareholder Declaration;

**NOW THEREFORE BE IT RESOLVED THAT** the undersigned, being the sole shareholder of the Corporation, hereby authorizes the Corporation to enter into the business arrangement with London District Renewable Energy Cooperative ("**LDREC**") for the purposes described in the attached resolution, such arrangement to be in such form (joint venture, limited partnership, corporation or otherwise) as the board of directors of the Corporation may determine advisable.

**DATED** as of the \_\_\_\_\_ day of January, 2013.

**The Corporation of the City of London**

By: \_\_\_\_\_  
Name: Joe Fontana  
Title: Mayor

By: \_\_\_\_\_  
Name:  
Title: City Clerk

## SCHEDULE A

### “ARRANGEMENT WITH LONDON DISTRICT RENEWABLE ENERGY COOPERATIVE

**WHEREAS** the Corporation previously applied for contracts (“**FIT Contracts**”) to develop, own and operate renewable energy facilities on roofs (“**Solar Facilities**”) of buildings owned by The Corporation of the City of London (the “**City**”), by application made (the “**FIT Applications**”) pursuant to the Feed in Tariff program (as amended from time to time, the “**FIT Program**”) operated by the Ontario Power Authority (“**OPA**”);

**AND WHEREAS**, as described in its letter dated December 20, 2012, the City has invited the Corporation to participate and work cooperatively to implement the City’s Council direction to participate in the FIT Program pursuant to the City’s *Phase 1 Strategy for Employing Solar PV Systems on City of London’s Municipal Buildings and Properties* in respect of the current application window for the FIT Program which closes on January 18, 2013;

**AND WHEREAS** such participation is most likely to be effected by the Corporation making the FIT Applications available for use by an entity (the “**Joint Venture Entity**”) in which the Corporation becomes a participant and/or investor, whether by way of a joint venture agreement, a limited partnership arrangement, or otherwise, with the London District Renewable Energy Co-operative (“**LDREC**”), so that such entity may re-apply for a FIT Contract in respect of each such FIT Application pursuant to the FIT Program and thereby take advantage of the date stamp originally assigned to each of the FIT Applications;

**AND WHEREAS** the City, as the sole shareholder of the Corporation, enacted a unanimous shareholders’ agreement which restricted, in part, the authority of the board of directors to manage the business and affairs of the Corporation and requires that the sole shareholder approve any activity by the Corporation which would result in the Corporation entering into the transaction contemplated hereby (such approval, being hereinafter referred to as “**Shareholder Approval**”);

#### **NOW THEREFORE BE IT RESOLVED THAT:**

1. subject to Shareholder Approval, the Corporation be and it is hereby authorized and directed to negotiate and settle an arrangement (the “**LDREC Arrangement**”) with LDREC whereby the Corporation and LDREC, or the Joint Venture Entity shall apply for FIT Contracts in respect of the FIT Applications with the intention that such applications qualify as Community Participation Projects under the Contract Capacity Set-Aside Eligible Contract provisions of the FIT Program and, if awarded FIT Contracts in respect of one or more of such FIT Applications, develop, own and operate such of the applicable Solar Facilities as may satisfy the due diligence investigations undertaken by the Joint Venture Entity and/or the Corporation;
2. subject to Shareholder Approval, the Corporation be and it is hereby authorized and directed to enter into and perform its obligations under the one or more definitive agreement(s) and instrument(s) (the “**Definitive Agreements**”), whether by way of a joint venture agreement between the Corporation and LDREC, an investment in a limited partnership and its associated general partner corporation pursuant to a limited partnership agreement, or otherwise, pursuant to which the LDREC arrangement shall become effective, in such form as the person executing such Definitive Agreement on behalf of the Corporation may approve;
3. the Corporation make application to and seek Shareholder Approval from the City;

4. the Chair and the Chief Executive Officer of the Corporation are hereby authorized and directed to execute and deliver on behalf of the Corporation the Definitive Agreements and take such steps as may be necessary or desirable to give effect to the foregoing.”

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