

Toronto Hydro Corporation
(the "Corporation")

2013 Annual Shareholder Meeting
Resolution of the Sole Shareholder - City of Toronto

Re-appointing Auditor

RESOLVED THAT, KPMG LLP, Chartered Accountants, is hereby re-appointed the auditor of the Corporation to hold office until the close of the next annual meeting of the shareholder of the Corporation, or until a successor is appointed, at such remuneration as may be fixed by the directors and the directors are hereby authorized to fix such remuneration. The Corporation's directors are authorized to pass the requisite resolutions giving effect to the foregoing, and any and all such resolutions passed by the directors of the Corporation regarding same are hereby confirmed and ratified.

The foregoing resolution is hereby consented to by sole shareholder of the Corporation pursuant to the *Business Corporation Act* (Ontario).

Dated as of this _____ day of _____, 2014

City of Toronto

per: Roberto Rossini
Deputy City Manager and
Chief Financial Officer

per: Ulli Watkiss
City Clerk
Approved as to Form per: Anna Kinastowski
City Solicitor

Authorized by Executive Committee Item No. _____ adopted by Council at its meeting of _____, 2014.

per: Ulli Watkiss
City Clerk