

Schedule "A"

FIRST AMENDMENT TO SHAREHOLDER DIRECTION

CITY OF TORONTO

TO

TORONTO COMMUNITY HOUSING CORPORATION

FIRST AMENDMENT TO SHAREHOLDER DIRECTION

- (1) Section 5.3 of the Shareholder Direction adopted by Council at its meeting of October 2-4, 2001 is replaced by the following:

5.3 Composition of the Board

Effective the date of this Amendment the Board will be composed on an interim basis of a single managing director (the "Managing Director") appointed at the pleasure of the Shareholder. The term of the Managing Director will start on the date of appointment by the Shareholder and end on the date that a replacement Board is appointed by the Shareholder. Upon appointment of such replacement Board by the Shareholder, the Board will be composed of 13 Directors, comprised of 9 citizens, 2 of whom shall be tenants and 4 members of Council, one of whom shall be the Mayor, or the Mayor's designate.

- (2) Section 12 of the Shareholder Direction is hereby replaced by the following:

12. Amendments

This Shareholder Direction may only be amended or terminated by a resolution adopted by the Council of the City of Toronto as shareholder of TCHC as at the time such amendment or termination is to become effective. Promptly following the amendment or termination of the Shareholder Direction, TCHC shall give written notice of the amendment or termination to each of the Directors in office at the time such amendment or termination is to become effective.