

Toronto Hydro Corporation  
(the "Corporation")

2014 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 \_\_\_\_\_, 2015

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 \_\_\_\_\_, 2015.

\_\_\_\_\_  
per: Ulli Watkiss  
City Clerk