CITY OF HAMILTON
SHAREHOLDERS RESOLUTION
Safety Service and Adjusters Limited

RESOLUTION

Council Date: June 14, 2006

MOVED BY COUNCILLOR .................................................................

SECONDED BY COUNCILLOR.............................................................

WHEREAS the Board of Directors of The Hamilton Street Railway Company, is sitting as the representative Shareholder for Safety Service and Adjusters Limited (the “Corporation”);

NOW THEREFORE the Board of Directors of The Hamilton Street Railway Company, acting in its capacity as the representative Shareholder of the Corporation, RESOLVES AS FOLLOWS:

1. BE IT RESOLVED that all the shares of the Corporation held by The Regional Municipality of Hamilton-Wentworth and all assets and liabilities of the said Regional Municipality in respect of the shares of the Corporation are hereby acquired and vest in The Hamilton Street Railway Company, effective December 1, 2000.

2. BE IT RESOLVED that the Board of Directors of the Corporation be authorized to enact a by-law to revoke all previously outstanding share certificates and issue a replacement share certificate representing one-hundred percent (100%) of the shares of the Corporation naming The Hamilton Street Railway Company as shareholder and dated December 1, 2000.

3. BE IT RESOLVED that the number of Directors comprising the Board of Directors of the Corporation be set at sixteen (16) and be comprised of the following persons:

   Mayor Larry DiIanni
   Councillor Bernie Morelli
   Councillor Sam Merulla
   Councillor Chad Collins
   Councillor Tom Jackson
   Councillor Bill Kelly
   Councillor David Mitchell
   Councillor Murray Ferguson
Councillor Dave Braden
Councillor Margaret McCarthy
Councillor Brian McHattie
Councillor Terry Whitehead
Councillor Phil Bruckler
Councillor Maria Pearson
Councillor Bob Bratina
Councillor Art Samson

4. BE IT RESOLVED that the Board of Directors of the Corporation be authorized to enact a by-law to direct and authorize the Legal Services Division of the City of Hamilton to file Articles of Dissolution of the Company.

5. BE IT RESOLVED that the President and Secretary of the Corporation are hereby authorized and directed to sign the Special Resolution of Shareholders in writing formalizing the items contained therein.

RESOLVED at Hamilton, this day of June, 2006

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Larry DiIanni
President

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Kevin C. Christenson
SAFETY SERVICE AND ADJUSTERS LIMITED

BY-LAW NO. SSA 05-001

Being a By-law to appoint the Officers of the Company for the period commencing December 1, 2003, ending with dissolution, to revoke all outstanding share certificates and re-issue a replacement certificate to The Hamilton Street Railway Company, and to authorize dissolution of the Company.

That the Council of the City Of Hamilton, sitting as the Board of Directors for Safety Service and Adjusters Limited, hereby enacts as follows:

1. That the following persons be appointed to the following positions as Officers of the Company concurrent with the term of Council commencing December 1, 2003, ending November 30, 2006:

   President                  Larry DiIanni
   Vice-President             Scott Stewart
   Secretary                  Kevin C. Christenson
   General Manager            Don Hull
   Treasurer                  Joseph Rinaldo

2. That the Legal Services Division of the City of Hamilton is authorized to act as Solicitor for the Company and, as such, is authorized and directed to prepare and file any and all documents as may be required by the Ministry of Consumer and Business Services and any governing legislation, to give effect to the foregoing.

3. a. That the signing officers of the Company for the purposes of signing contracts shall be the President and Secretary.
     b. That every contract to be signed for the Company shall be initialed by the General Manager and Solicitor of the Company before being signed by the signing officers.
     c. That subject to 3 (a) and (b) hereof, the Purchasing Policies adopted by the Transition Board for the City of Hamilton, any successor Purchasing Policies that may be adopted by the City of Hamilton and any amendments thereto that may from time to time be made, shall apply in their entirety to the Company.

4. That all outstanding share certificates of the Company are hereby revoked and are to be replaced with a share certificate naming The Hamilton Street Railway Company as the sole shareholder effective December 1, 2000, in accordance with the provisions of City of Hamilton Act.

5. That the Legal Services Division of the City of Hamilton is authorized and directed to prepare any such corporate minutes, registers, share certificates and any other documentation as may be required to give effect to the foregoing and to create an up-to-date corporate minute book for the Company.

6. That the Legal Services Division of the City of Hamilton is authorized and directed to prepare and file Articles of Dissolution to wind-up the Company effective immediately.
7. That By-law SSA01-001 and any amendments thereof are hereby repealed.

PASSED AND ENACTED the day of June, 2006

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Larry DiIanni
President

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Kevin C. Christenson
Secretary