CITY OF HAMILTON
SHAREHOLDERS
HAMILTON STREET RAILWAY

RESOLUTION

Council Date: June 14, 2006

Re: Shareholders' Resolution - The Hamilton Street Railway Company

WHEREAS the Council of the City Of Hamilton are sitting as representatives of the beneficial Shareholder (City of Hamilton) for The Hamilton Street Railway Company (the “Corporation”);

WHEREAS by Section 11.9, subsection (1) of the City of Hamilton Act, 1999, S.O. 1999, c.14, the City of Hamilton is authorized to hold the shares in the Corporation and to exercise the rights attributed thereto;

WHEREAS by subsection (2) of the aforesaid subsection of the said Act, the City of Hamilton is mandated to manage the affairs of the Corporation;

NOW THEREFORE the Council of the City of Hamilton, acting in its capacity as representatives of the beneficial Shareholder (City of Hamilton) 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 City of Hamilton, 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 City of Hamilton 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 President and Secretary of the Corporation are hereby authorized and directed to sign this Special Resolution of Shareholders in writing formalizing the items contained therein.

RESOLVED at Hamilton, this day of June, 2006

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Larry Dilanni                 Kevin C. Christenson
President                     Secretary
BY-LAW NO. HSR 05-001

Being a By-law to appoint the Officers of the Company for the period commencing December 1, 2003, ending November 30, 2006, to revoke all outstanding share certificates and re-issue a replacement certificate to the City of Hamilton and to adopt purchasing policies

That the Council of the City Of Hamilton, sitting as the Board of Directors for The Hamilton Street Railway Company, 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 Purchase 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 City of Hamilton 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 Secretary of the Company be authorized and directed to maintain the corporate minute book for the Company and to retain the same at the City Clerk’s Office of the City of Hamilton.
7. That By-law HSR01-001 and any amendments thereof are hereby repealed.

PASSED AND ENACTED the day of June, 2006

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Larry DiLanni
President

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Kevin C. Christenson
Secretary