

**ONTARIO POWER GENERATION INC.  
RESOLUTIONS OF THE SOLE SHAREHOLDER**

**REGARDING REQUEST FOR EXPRESSIONS OF  
INTEREST FOR SUPPLY AND TRANSPORTATION  
OF SOLID BIOMASS FUEL ("RFEI")**

**BACKGROUND:**

**A.** Her Majesty The Queen in Right of the Province of Ontario as represented by the Minister of Energy and Infrastructure (the "**Shareholder**"), as the sole shareholder of Ontario Power Generation Inc. (the "**Corporation**"), pursuant to section 108 of the *Business Corporations Act* (Ontario) (the "**Act**") executed a written declaration dated as of the Effective Date (as defined below), intending the same to be deemed to be a unanimous shareholder agreement within the meaning of the Act (the "**Unanimous Shareholder Agreement**").

**B.** Under the Unanimous Shareholder Agreement, the Shareholder removed from the directors of the Corporation all of their rights, powers and duties with regard to:

- (1) the establishment of any local content requirements in the RFEI relating to the location of the source of the components that would be converted into biomass fuel and the location of the production facilities that would convert those components into biomass fuel (the "**Local Content Requirements**"), and
- (2) the determination as to whether prospective proponents' participation in the RFEI will have any bearing on their entitlement to participate in any subsequent RFP or call for tenders or other procurement process issued by the Corporation,

(collectively the "**Restricted Powers**"),

and itself assumed the Restricted Powers, all effective as of the Effective Date.

**C.** The Shareholder wishes to exercise the Restricted Powers to establish Local Content Requirements in the RFEI and to require that the RFEI expressly provide that prospective proponents' participation in the RFEI will not have any bearing on their entitlement to participate in any subsequent RFP or call for tenders or other procurement process issued by the Corporation.

**NOW THEREFORE** the undersigned, being the sole shareholder of the Corporation, by its signature hereby passes the following resolutions pursuant to section 104 of the Act:

1. The Corporation is authorized and directed to amend the RFEI as follows:

- (i) To require that the source of the components that would be converted into biomass fuel and the location of the production facilities that would convert those components into biomass fuel be located in Ontario, and
  - (ii) To require that the RFEI clearly provide that prospective proponents' participation in the RFEI will not have any bearing on their entitlement to participate in any subsequent RFP or call for tenders or other procurement process issued by the Corporation.
2. Any officer or director of the Corporation be and is hereby authorized and directed to execute and deliver all documents and agreements, and to do and perform all things as may be necessary or desirable, in order to give effect to and implement the foregoing resolutions.

The foregoing resolutions are hereby consented to as evidenced by the signature of the sole shareholder of the Corporation pursuant to the provisions of the Act.

**DATED** as of **January 13, 2009** (the "**Effective Date**").

**HER MAJESTY THE QUEEN IN THE RIGHT  
OF THE PROVINCE OF ONTARIO AS  
REPRESENTED BY THE MINISTER OF  
ENERGY AND INFRASTRUCTURE**

**ORIGINAL SIGNED BY**

By: \_\_\_\_\_  
George Smitherman  
Deputy Premier  
Minister of Energy and Infrastructure

**ONTARIO POWER GENERATION INC.  
DECLARATION OF THE SOLE SHAREHOLDER (“DECLARATION”)**

**REGARDING REQUEST FOR EXPRESSIONS OF  
INTEREST FOR SUPPLY AND TRANSPORTATION  
OF SOLID BIOMASS FUEL (“RFEI”)**

**BACKGROUND:**

**A.** Her Majesty The Queen in Right of the Province of Ontario as represented by the Minister of Energy and Infrastructure (the “**Shareholder**”) is the registered and beneficial owner of all the issued and outstanding shares of Ontario Power Generation Inc. (the “**Corporation**”).

**B.** The Corporation intends to issue the RFEI.

**C.** The Shareholder finds it necessary to assume, in accordance with the authority granted to it under subsection 108 of the *Business Corporations Act* (Ontario) (the “**Act**”), all decision-making power in respect of the imposition of local content requirements in the RFEI relating to the location of the source of the components that would be converted into biomass fuel and the location of the production facilities that would convert those components into biomass fuel (the “**Local Content Requirements**”).

**NOW THEREFORE** the Shareholder makes the following declaration pursuant to section 108 of the Act, intending the same to be deemed to be a Unanimous Shareholder Agreement within the meaning of the Act:

1. The rights, powers and duties of the directors of the Corporation (the “**Directors**”) to manage, or supervise the management of, the business and affairs of the Corporation (whether such rights, powers or duties arise under the Act, any articles of incorporation or amalgamation of the Corporation, or the by-laws of the Corporation, each as and when amended, or otherwise) are hereby restricted with regard to:
  - (i) the establishment of any Local Content Requirements under the RFEI, and
  - (ii) the determination as to whether prospective proponents’ participation in the RFEI will have any bearing on their entitlement to participate in any subsequent RFP or call for tenders or other procurement process issued by the Corporation.

(collectively the “**Restricted Powers**”),

and such Restricted Powers are hereby assumed by the Shareholder and no longer reside with the Directors, from and after the Effective Date, until this Declaration is amended or revoked.

2. By assuming the Restricted Powers, the Shareholder assumes, pursuant to section 108 of the Act, all of the rights, powers, duties and liabilities of the Directors to manage or supervise the management of the business and affairs of the Corporation in connection with the Restricted Powers, and pursuant to subsection 108(5) of the Act the Directors are relieved of their duties and liabilities, including any liabilities under section 131 of the Act, to the same extent.
3. For greater clarity, the Restricted Powers do not restrict the duties and liabilities of the Directors to manage, or supervise the management of, the business and affairs of the Corporation relating to the actual implementation of any decisions made by the Shareholder in its exercise of the Restricted Powers.
4. This Declaration shall be governed by the laws of the Province of Ontario and the laws of Canada applicable in that Province.

**IN WITNESS OF THE FOREGOING** the Shareholder has duly executed this Declaration as of **January 13, 2009** (the “**Effective Date**”).

**HER MAJESTY THE QUEEN IN THE RIGHT  
OF THE PROVINCE OF ONTARIO AS  
REPRESENTED BY THE MINISTER OF  
ENERGY AND INFRASTRUCTURE**

**ORIGINAL SIGNED BY**

By: \_\_\_\_\_  
George Smitherman  
Deputy Premier  
Minister of Energy and Infrastructure