

**RESOLUTION OF THE SOLE SHAREHOLDER
OF
YORK REGION RAPID TRANSIT CORPORATION
(the "Corporation")**

NUMBER OF DIRECTORS

WHEREAS the Articles of Incorporation of the Corporation provide that the Board of Directors shall consist of a minimum of one (1) and a maximum of fifteen (15) directors;

RESOLVED, as a special resolution, that until otherwise determined, the number of directors of the Corporation shall be six (6), of whom four (4) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

ELECTION OF DIRECTORS

FURTHER RESOLVED that the following persons, being the only persons nominated for such position, be and they are hereby elected as directors of the Corporation, to serve until the next annual meeting of the Corporation or until their successors are duly elected or appointed in accordance with the *Business Corporations Act* (Ontario) and the Corporation's by-laws:

- William Fisch
- William Bell
- W. Donald Cousens
- Michael Di Biase
- Jim Jones
- Margaret J. Black

The foregoing resolutions are, by the signature below of the sole shareholder of the Corporation entitled to vote on such resolutions, passed as resolutions of the Corporation pursuant to the provisions of Section 104(1)(a) and (b) of the *Business Corporations Act* (Ontario).

**THE REGIONAL MUNICIPALITY OF
YORK**

Per _____
William Fisch