

By-Law No.2 (b)

a by-law to amend By-Law No. 2, a by-law providing for the exercise of power for borrowing by the

FINANCIAL SERVICES REGULATORY AUTHORITY OF ONTARIO

WHEREAS:

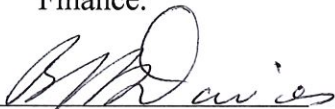
1. On August 29, 2017, the President of Treasury Board, as alternate for the Minister of Finance, approved a by-law of the Financial Services Regulatory Authority of Ontario (“**Corporation**”) authorizing the Corporation to, among other things, to enter into a loan agreement to borrow from Her Majesty the Queen in right of Ontario as represented by the Minister of Finance an amount not to exceed \$20,000,000 for the purposes of the Corporation (“**By-law No. 2**”);
2. Pursuant to By-law No.2, the Corporation entered into a loan agreement dated August 29, 2017 with the Province (“**Loan 1**”);
3. On March 21, 2018, the Minister of Finance, approved a by-law authorizing the Corporation to borrow from Her Majesty the Queen in right of Ontario as represented by the Minister of Finance an amount not to exceed \$40,000,000 for the purposes of the Corporation (“**By-law No. 2 (a)**”) and amending Loan 1;
4. It is necessary and desirable and in the best interest of the Corporation to increase the maximum amount that may be borrowed by the Corporation from \$40,000,000 to \$60,000,000 in respect of Loan 1;
5. It is necessary and desirable and in the best interest of the Corporation to enter into a new loan agreement not exceeding \$40,000,000;
6. In order to support the Corporation’s activities, it is necessary and desirable to include a Letter of Credit as an approved borrowing instrument of the Corporation;
7. It is necessary to amend By-law No. 2 to increase the aggregate credit limit of the Corporation that may be borrowed upon by way of credit cards, in anticipation of growth in business activities;
8. Finally, it is necessary to amend section 4 of By-Law No. 2 to reflect corporate delegations to execute agreements.

BE IT ENACTED as a by-law of the Corporation as follows:

1. The Corporation is authorized to enter into an amending agreement with Her Majesty the Queen in right of Ontario as represented by the Minister of Finance to amend the Loan 1, among other things, to increase the maximum principal amount of “\$60,000,000” and to create multiple credit facilities. By-Law No. 2 is amended by deleting all references to “\$40,000,000” and replacing them with “\$60,000,000”.
2. The Corporation, the borrower, is authorized to enter into a loan agreement with Her Majesty the Queen in right of Ontario as represented by the Minister of Finance, setting out the terms

and conditions of, non-revolving facility up to a maximum principal amount of "\$40,000,000" ("Loan 2").

3. The incurrence by the Corporation of the indebtedness under Loan 2 and the borrowings made by the Corporation pursuant thereto from time to time, are hereby authorized and approved.
4. The execution and delivery by the Corporation of Loan 2 in substantially the forms thereof submitted to and reviewed by the directors, and the performance by the Corporation of its obligations thereunder, are hereby authorized and approved.
5. Section 4 of By-Law No. 2 is hereby amended to strike the wording of "any one of the other directors" and replace with "any one of the CEO or EVP Corporate Services".
6. The Chair of the Corporation together with any one of the CEO or EVP Corporate Services of the Corporation are hereby authorized to enter into, execute and deliver, on behalf of the Corporation, the Loan 2 substantially in the form thereof submitted to and reviewed by the directors, together with such additional deletions, alterations or amendments therefor as such persons executing the Loan 2 may approve, such approval to be conclusively evidenced by the execution thereof, and to deliver such other agreements, and take such other actions as they determine to be necessary or desirable in connection therewith in their absolute discretion.
7. The Corporation may borrow money upon the credit of the Corporation by way of letter of credit for the purposes of the OP Trust Participation Agreement provided that the amount borrowed does not exceed \$1.74 million.
8. By-law No.2 is amended by deleting all references to "\$100,000" and replacing them with "\$1,000,000".
9. For clarity, prior to entering into any agreements authorized under paragraph 7 of this by-law, the Corporation shall seek any other necessary approvals including under section 28 of the *Financial Administration Act*.
10. This By-law No.2 (b) shall become effective on the date approved by the Minister of Finance.



Bryan Davies, Chair

APPROVED the 6th day of June, 2019



VICTOR FEDELI

MINISTER OF FINANCE