

**NEWMARKET-TAY POWER DISTRIBUTION LTD.  
OEB INTERROGATORIES  
EB-2007-0776  
EXHIBIT A  
PROMISSORY NOTE - NEWMARKET**

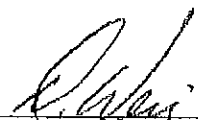
**BE IT RESOLVED THAT:**

1. The Promissory Note shall have a principal amount of \$22 million.
2. Interest on the Promissory Note shall accrue from October 1, 2001 and be payable at a simple annual rate equal to the rate of interest which the Corporation is from time to time permitted by the Ontario Energy Board to recover in its rates (currently 7.25% per annum) such interest to be paid on the last day of the Corporation's fiscal year.
3. The principal on the Promissory Note shall be due and payable on such terms and at such time as may be further determined by the Director of Finance/Town Treasurer in consultation with the senior officers of the Corporation; provided, however, that in no event, will the repayment terms of the Promissory Note be initially determined or thereafter changed by the Town without giving the Corporation at least 13 months' prior notice thereof.
4. The amount to be added to the stated capital account of the Common Shares in consideration of the issuance of the 1000 Common Shares to the Town approved by the Board of Directors by a resolution dated as of November 1, 2000 shall be \$25,806,563.
5. Any officer of the Corporation is authorized and directed to do all such acts and things and to execute or cause to be executed (whether under seal of the Corporation or otherwise) all such instruments, agreements and other documents as in such officer's opinion may be necessary in furtherance of the foregoing.

**Approval of Transfer of Shares**

1. The transfer of 1001 common shares of the Corporation to Newmarket Hydro Holdings Inc. from the Corporation of the Town of Newmarket with effect from November 1, 2000 is hereby approved.

DATED May 1, 2002

  
\_\_\_\_\_  
David Weir

**NEWMARKET-TAY POWER DISTRIBUTION LTD.  
OEB INTERROGATORIES  
EB-2007-0776  
EXHIBIT A  
PROMISSORY NOTE - TAY**

SCHEDULE "A"

FORM OF PROMISSORY NOTE

PROMISSORY NOTE

Principal Amount: \$1,742,821.00

Due: On Demand

Victoria Harbour, Ontario  
November 1, 2000

For value received, the undersigned promises to pay to the order of The Corporation of the Township of Tay (the "Township") at Victoria Harbour, Ontario, the sum of \$1,742,821.00 together with interest calculated at the rate of 7.25% per annum and payable semi-annually on June 30<sup>th</sup> and December 31<sup>st</sup> in each year with the first interest payment due on December 31, 2000, covering interest accruing from November 1, 2000 to December 31, 2000. Provided that the rate of interest payable under this Promissory Note may be changed from time to time by written agreement between the Township and the undersigned confirmed by a By-law of the Township and a Resolution of the Board of Directors of the undersigned and failing such agreement the interest rate shall continue to remain at the rate of 7.25% per annum until demand for payment has been made.

The undersigned shall not have the right to pre-pay the principal amount outstanding on this Promissory Note in whole or in part at any time other than as required by the Township.

TAY HYDRO-ELECTRIC  
DISTRIBUTION COMPANY INC.

Name: \_\_\_\_\_  
Title: \_\_\_\_\_

I have authority to bind the Corporation.