

CERTIFICATE OF THE CLERK

TO: Borden Ladner Gervais LLP

IN THE MATTER OF By-law No. 83-2011 (the "**Debenture By-law**") of The Regional Municipality of Niagara (the "**Upper-tier Municipality**") authorizing instalment debentures of the Upper-tier Municipality in the aggregate principal amount of \$10,720,000.00 - \$1,729,750.00 of which relates to The Corporation of the Town of Pelham (the "**Lower-tier Municipality**");

AND IN THE MATTER OF a certain authorizing by-law of the Lower-tier Municipality.

1. I, Nancy J. Bozzato, the Clerk of the Lower-tier Municipality DO HEREBY CERTIFY THAT:

2. Authorizing by-law of the Lower-tier Municipality referred to in Schedule "A" to the Debenture By-law (the "**Authorizing By-law**") has been enacted and passed by the council of the Lower-tier Municipality (the "**Council**") in full compliance with the *Municipal Act, 2001*, as amended (the "**Act**") at a meeting at which a quorum was present. Forthwith after the passage of the Authorizing By-law the same was signed by the Mayor, being the Head of Council of the Lower-tier Municipality, and by the Clerk and sealed with the seal of the Lower-tier Municipality.

3. For the capital work described in Schedule "A" to the Debenture By-law (the "**Capital Work**"), before the Council exercised any of its powers in respect of the Capital Work the Council had its Treasurer calculate an updated limit in respect of its most recent annual debt and financial obligation limit received from the Ministry of Municipal Affairs and Housing in accordance with the applicable regulation. In this connection, before the Council authorized the Capital Work the Treasurer determined that the estimated annual amount payable in respect of the Capital Work would not cause the Lower-tier Municipality to reach or exceed its updated limit with the result that the Council authorized the Capital Work without the approval of the Ontario Municipal Board pursuant to the applicable debt and financial obligation limits regulation.

4. No application has been made or action brought to quash, set aside or declare invalid the Authorizing By-law nor has the same been in any way repealed, altered or amended and the Authorizing By-law is now in full force and effect.

5. All of the recitals contained in the Authorizing By-law are true in substance and fact.

6. To the extent that the public notice provisions of the Act are applicable, the Authorizing By-law has been enacted and passed by the Council of the Lower-tier Municipality in full compliance with the applicable public notice provisions of the Act.

7. None of the debentures authorized to be issued by the Authorizing By-law have been previously issued.

8. The principal amount of debentures which is to be issued by the Upper-tier Municipality on behalf of the Lower-tier Municipality in respect of the Capital Work pursuant to the Debenture By-law does not exceed the net cost of the Capital Work to the Lower-tier Municipality.

9. The Authorizing By-law and the transactions contemplated thereby do not conflict with, or result in a breach or violation of any statutory provisions which apply to the Lower-tier Municipality or any agreement to which the Lower-tier Municipality is a party or under which the Lower-tier Municipality or any of its property is or may be bound, or, to the best of my knowledge, violate any order, award, judgment, determination, writ, injunction or decree applicable to the Lower-tier Municipality of any regulatory, administrative or other government or public body or authority, arbitrator or court.

DATED at the Town of Pelham as at the 3rd day of August, 2011.


Nancy J. Bozzato
Clerk

CERTIFICATE OF THE TREASURER

TO: Borden Ladner Gervais LLP

IN THE MATTER OF By-law No. 83-2011 (the "**Debenture By-law**") of The Regional Municipality of Niagara (the "**Upper-tier Municipality**") authorizing instalment debentures of the Upper-tier Municipality in the aggregate principal amount of \$10,720,000.00 - \$1,729,750.00 of which relates to The Corporation of the Town of Pelham (the "**Lower-tier Municipality**");

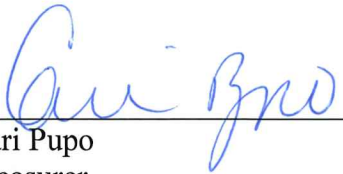
AND IN THE MATTER OF a certain authorizing by-law of the Lower-tier Municipality.

I, Cari Pupo, Treasurer of the Lower-tier Municipality, DO HEREBY CERTIFY THAT:

1. The Lower-tier Municipality has received from the Ministry of Municipal Affairs and Housing its annual debt and financial obligation limit for the relevant year.
2. With respect to the undertaking of the capital work of the Lower-tier Municipality described in the Debenture By-law (the "**Capital Work**"), before the Council of the Lower-tier Municipality authorized the Capital Work the Treasurer calculated an updated limit in respect of the applicable debt and financial obligation limit in accordance with Ontario Regulation 403/02 (the "**Regulation**"). The Treasurer thereafter determined that the estimated annual amount payable in respect of the Capital Work would not cause the Lower-tier Municipality to reach or to exceed the applicable updated most recent debt and financial obligation limit as at the date of the Council's approval and, based on the Treasurer's determination, the Council of the Lower-tier Municipality authorized the Capital Work without the approval of the Ontario Municipal Board pursuant to the Regulation.
3. As at the date hereof the Lower-tier Municipality has not reached or exceeded the updated annual debt and financial obligation limit for the year 2011.
4. In updating the applicable most recent debt and financial obligation limit, the estimated annual amount payable described in Section 4(2) of the Regulation was determined based on current interest rates and amortization periods which do not, in any case, exceed the lifetime of any of the respective purposes of the Lower-tier Municipality described in such section, all in accordance with generally accepted accounting principles for local governments as recommended, from time to time, by the Public Sector Accounting Board of the Canadian Institute of Chartered Accountants.
5. The term within which the debentures to be issued for the Lower-tier Municipality in respect of the Capital Work pursuant to the Debenture By-law are made payable does not exceed the lifetime of the Capital Work.

6. The money received by the Lower-tier Municipality from the sale of the debentures to be issued pursuant to the Debenture By-law for the Lower-tier Municipality, including any premium, and any earnings derived from the investment of that money, shall be apportioned and applied to the Capital Work, and to no other purpose except as permitted by the *Municipal Act, 2001*.

DATED at the Town of Pelham as at the 3rd day of August, 2011.



Cari Pupo
Treasurer