THE CITY OF WINNIPEG

BY-LAW NO. 120/2009

A borrowing by-law of THE CITY OF WINNIPEG to authorize the borrowing of money in an amount up to $75,000,000.00.

WHEREAS Section 294 of *The City of Winnipeg Charter* provides, in part, as follows:

"294(1) Subject to subsection (2), council may pass by-laws enabling the city to borrow money in such manner, in such amounts, and on such security as council may consider necessary for any purpose for which the city is authorized to make provision, including, without limiting the generality of the foregoing, borrowing money required for local improvements.

294(2) Before council gives second reading to a by-law under subsection (1), the city must apply for and obtain the approval of the Minister of Finance for the borrowing under the proposed by-law.

294(3) An application for approval under subsection (2) must specify the principal amount to be borrowed and give a general description of the objects for which the amount will be used, but it is not necessary to specify in the application

(a) the manner of borrowing;

(b) the particulars of any proposed securities to be issued in respect of the borrowing; or

(c) the rate of interest payable on the amount or the term within which it is repayable.

294(4) In dealing with an application made under this section, the Minister of Finance must consider only the financial position of the city and must

(a) approve the application in whole or in part or subject to terms and conditions, including specifying the time within which the amount to be borrowed is to be repayable; or

(b) refuse to approve the application."

AND WHEREAS THE CITY OF WINNIPEG (hereinafter referred to as "the City") considers it necessary during the year 2009 and subsequently, to borrow money in an amount up to $75,000,000.00 on the security of debentures or other city securities for the purpose of providing a substantial completion payment relating to the Disraeli Bridge Overpass Facility to replace, in part, private borrowing contemplated through the Design/Build/Finance/Maintain model.

AND WHEREAS after the first reading and before the second reading of this borrowing by-law, its enactment received the authorization of the Minister of Finance;

NOW THEREFORE THE CITY OF WINNIPEG, in Council assembled, enacts as follows:

1 For the purposes and objects of the City specified in this by-law, money in the principal amount up to $75,000,000.00 may be borrowed during the year 2009 and subsequently on the credit of the City by the issue and sale of debentures of the City, or by the issue of such other city securities as may be determined by the Chief Financial Officer.

2 Pending the issue of the debentures or other city securities, the City may agree with a bank or person for temporary borrowing from time to time to meet expenditures incurred for the purposes stated in this by-law.

RECEIVED FIRST READING on the 30th day of September, 2009;

AUTHORIZATION OF THE MINISTER OF FINANCE RECEIVED on the 27th day of October, 2009;

RECEIVED SECOND READING on the 25th day of November, 2009;

RECEIVED THIRD READING AND PASSED on the 25th day of November, 2009.

DONE AND PASSED in Council assembled, this 25th day of November, 2009.