

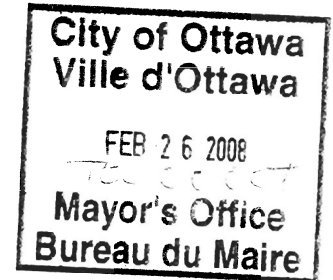
Ministry of
Transportation
Office of the Minister
Ferguson Block, 3rd Floor
77 Wellesley St. West
Toronto, Ontario
M7A 1Z8
416 327-9200
www.mto.gov.on.ca

Ministère des
Transports
Bureau du ministre
Edifice Ferguson, 3^e étage
77 rue Wellesley ouest
Toronto (Ontario)
M7A 1Z8
416 327-9200
www.mto.gov.on.ca



FEB 25 2008

His Worship Larry O'Brien
Mayor
The City of Ottawa
110 Laurier Avenue West
Ottawa, Ontario
K1P 1J1



Dear Mayor O'Brien:

RE: Amending Letter of Agreement to the Ontario Bus Replacement Program (OBRP) Letter of Agreement between Her Majesty the Queen in right of the Province of Ontario, represented by the Minister of Transportation for the Province of Ontario (the "Ministry") and the City of Ottawa (the "Municipality") (the "Amending Letter of Agreement")

The Ministry and the Municipality entered into a letter of agreement, dated March 22, 2007, (the "Letter of Agreement"), whereby the Ministry agreed to provide funding to the Municipality, subject to certain conditions, towards the capital costs of replacing transit buses.

In recognition of a surplus of funds for the 2007 OBRP, the Ministry wishes to support the capital costs of replacing transit buses and to provide additional funding to the Municipality, if it agrees to meet the terms and conditions set out in this Amending Letter of Agreement and submits the required documentation by the deadline set out below. The provision of such additional OBRP funding is to be in accordance with the terms and conditions set out in the Letter of Agreement, as amended by this Amending Letter of Agreement, and the Ontario Bus Replacement Program (OBRP) – 2007 Guidelines and Requirements which form part of the Letter of Agreement (the "Guidelines and Requirements").

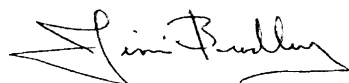
In consideration of the mutual covenants and agreements contained in this Amending Letter of Agreement, and other good and valuable consideration (the receipt of which is hereby acknowledged), the Ministry and the Municipality covenant and agree as follows:

1. Section 1 of the Letter of Agreement is amended by deleting \$7,067,420 and replacing it with \$8,339,257. The Municipality understands that the Ministry has amended subsection 5(d) of the Guidelines and Requirements by deleting the last two sentences of the second bullet of that subsection.
2. In all other respects, the Ministry and the Municipality hereby confirm that the terms of the Letter of Agreement, and the Guidelines and Requirements, remain the same and continue to apply.
3. The Municipality represents and warrants that it has the full power and authority to enter into this Amending Letter of Agreement, and that it has taken all necessary actions to authorize its execution including, if necessary, passing a new municipal by-law authorizing the municipality to enter into this Amending Letter of Agreement.
4. The Municipality hereby consents to the execution by the Ministry of this Amending Letter of Agreement by means of an electronic signature.

If the Municipality is satisfied with and accepts the terms and conditions of this Amending Letter of Agreement, please secure the required signatures for the four enclosed copies of this Amending Letter of Agreement and return two fully signed copies, **NO LATER THAN MARCH 14, 2008** (the "deadline") to the Ministry to be eligible for the additional OBRP funding set out in this Amending Letter of Agreement. Signed copies of the Amending Letter of Agreement and any necessary authorizing municipal by-law are to be forwarded to the Provincial Transit Policy Office, 2nd Floor, Building B, 1201 Wilson Avenue, Downsview, ON, M3M 1J8 for the Ministry's records.

Once the Ministry has received the signed copies of this Amending Letter of Agreement and any necessary authorizing municipal by-law, the Ministry may, in accordance with the OBRP, make arrangements for the payment of additional OBRP funding to the Municipality.

Yours sincerely,



Jim Bradley
Minister of Transportation

I have read and understand the terms of this Amending Letter of Agreement, as set out above, and by signing below I am signifying the Municipality's consent to be bound by these terms.

The Corporation of the City of Ottawa

Per: _____
Mayor

Date: _____

Per: _____
Chief Financial Officer/Treasurer
or Clerk

Date: _____