



“When You Talk - We Listen!”



TOWN OF COLLINGWOOD

JUDICIAL INQUIRY

Before:

Associate Chief Justice Frank Marrocco

Held at:

Collingwood Town Hall

Council Chambers

97 Hurontario Street

Collingwood, Ontario

April 25th, 2019

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APPEARANCES

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	TABLE OF CONTENTS	
		PAGE NO.
1		
2		
3	List of Exhibits	4
4		
5	SANDRA COOPER, Previously Sworn	
6	Cross-examination by Mr. William McDowell	5
7	Cross-examination by Mr. Frederick Chenoweth	121
8	Cross-examination by Mr. Michael Watson	228
9	Cross-examination by Mr. Tim Fryer	299
10	Cross-examination by Mr. Paul Bonwick	332
11		
12		
13		
14	Certificate of Transcript	374
15		
16		
17		
18		
19		
20		
21		
22		
23		
24		
25		

1	List of Exhibits		
2	Exhibit No.	Description	Page No.
3	73	CJI0009079	
4	74	EHH0000100	
5	75	CJI0008080	
6	76	TOC0516594	
7			
8			
9			
10			
11			
12			
13			
14			
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1 --- Upon commencing at 10:03 a.m.

2

3 THE HONOURABLE FRANK MARROCCO: I
4 should say before we begin that I plan to sit a little
5 later today in an effort to make sure that we complete
6 the cross-examination and re-examination of the
7 witness.

8 Who's -- who's going first?

9 MR. WILLIAM MCDOWELL: I am,
10 Commissioner. And I -- I propose to examine from
11 here, which may make it --

12 THE HONOURABLE FRANK MARROCCO: That -
13 - that's fine.

14 MR. WILLIAM MCDOWELL: -- go more
15 quickly, and I won't have my back to Mr. Chenoweth the
16 entire time.

17 THE REGISTRAR: Ms. Cooper, you
18 understand you're still under oath?

19 MS. SANDRA COOPER: Yes, I do.

20

21 SANDRA COOPER, Previously Sworn

22

23 CROSS-EXAMINATION BY MR. WILLIAM MCDOWELL:

24 MR. WILLIAM MCDOWELL: Good morning,
25 Ms. Cooper.

1 MS. SANDRA COOPER: Good morning, Mr.
2 McDowell.

3 MR. WILLIAM MCDOWELL: I -- as I said
4 to you before your examination began, I may
5 unconsciously lapse in the calling you Your Worship on
6 the way through this, and I apologize if I do.

7 So, let me start with a couple of
8 points from thirty thousand (30,000) feet, as it were.
9 You ran your campaign in the 2010 election on a
10 platform of reining in Town spending; that was a big
11 theme?

12 MS. SANDRA COOPER: That was, yes.

13 MR. WILLIAM MCDOWELL: And as part of
14 that, paying down the debt was a big part of it?

15 MS. SANDRA COOPER: Yes.

16 MR. WILLIAM MCDOWELL: And the idea for
17 the sale of all or part of Collus was that the Town
18 would get an infusion of cash?

19 MS. SANDRA COOPER: That is correct.

20 MR. WILLIAM MCDOWELL: And in that
21 way, could pay down the Town's debt?

22 MS. SANDRA COOPER: Yes. It was
23 fulfilling the needs of the community, yes.

24 MR. WILLIAM MCDOWELL: Right. So --
25 and we'll get to this ultimately in part 2 of the

1 inquiry, but that's not really what happened with the
2 proceeds of the sale, I take it, that they were used
3 to -- to build this recreational complex?

4 MS. SANDRA COOPER: Partly that.

5 MR. WILLIAM MCDOWELL: Right. Now the
6 second overarching set of points is that Mr. Bonwick,
7 your brother, was involved in this transaction at many
8 points. At the beginning, he saw the draft of your
9 message requesting evaluation of Collus Power.

10 We heard that evidence? You have to
11 say yes or no for the record.

12 MS. SANDRA COOPER: Sorry. Yes.

13 MR. WILLIAM MCDOWELL: And then he
14 wrote a draft of your remarks for Council at the in
15 camera Council meeting concerning the results of the
16 RFP? He reviewed that?

17 MS. SANDRA COOPER: Yes. He provided.

18 MR. WILLIAM MCDOWELL: Right, and I --
19 I take your point that you didn't use all of his
20 draft, but -- and then lastly, he was involved when
21 the transaction closed in convening a meeting with the
22 Town's lawyers just before the closing. We heard that
23 evidence yesterday?

24 MS. SANDRA COOPER: We did.

25 MR. WILLIAM MCDOWELL: He was advising

1 PowerStream for much of 2011 and 2012. We've seen
2 some of that evidence?

3 MS. SANDRA COOPER: We have seen that
4 evidence on the foundation documents.

5 MR. WILLIAM MCDOWELL: Right. And I
6 just -- I want to ask you at the very beginning of the
7 examination, as you have read the foundation document,
8 and you've heard some of the evidence, do you think
9 that Mr. Bonwick was involved in this Collus
10 Transaction too much, with the benefit of hindsight?

11 MS. SANDRA COOPER: With the benefit
12 of hindsight, I -- I think that perhaps.

13 MR. WILLIAM MCDOWELL: All right.
14 Okay. So let's turn to sort of the broader question
15 of conflicts of interest. So as I heard your
16 evidence, you looked at conflicts of interest by
17 looking at the Municipal Conflict of Interest Act?

18 MS. SANDRA COOPER: Yes.

19 MR. WILLIAM MCDOWELL: And I just
20 wanted to pull up a document called the Declaration of
21 Office, which is TLC55939.

22

23 (BRIEF PAUSE)

24

25 MR. WILLIAM MCDOWELL: All right. So

1 let's scroll right to the bottom of this.

2

3 (BRIEF PAUSE)

4

5 MR. WILLIAM MCDOWELL: Keep going.

6

7 (BRIEF PAUSE)

8

9 MR. WILLIAM MCDOWELL: All right. And
10 then is there a -- a page 1 of this document? So this
11 is the one (1) that you -- if we go to the bottom --
12 the one (1) that you executed. And it says:

13 "I make this solemn promise and
14 declaration conscientiously,
15 believing it to be true, and knowing
16 that it is of the same force and
17 effect as if made under oath."

18 You see that?

19 MS. SANDRA COOPER: Yes.

20 MR. WILLIAM MCDOWELL: And you signed
21 that --

22 MS. SANDRA COOPER: Yes.

23 MR. WILLIAM MCDOWELL: -- before Ms.
24 Almas? So this is something you have to take
25 seriously, I take it?

1 MS. SANDRA COOPER: Yes.

2 MR. WILLIAM MCDOWELL: All right.

3 Then if we scroll back up. If we look at number 1:

4 "I will truly, faithfully, and
5 impartially exercise this office to
6 the best of my off -- my knowledge
7 and ability."

8 That was part of this, correct?

9 MS. SANDRA COOPER: Correct.

10 MR. WILLIAM MCDOWELL: And
11 "impartially" forms a big part of this, obviously,
12 impartially exercising your office?

13 MS. SANDRA COOPER: Yes, that is part
14 of the sentence.

15 MR. WILLIAM MCDOWELL: Part of the
16 sentence, but it's part of the legal obligation, too,
17 isn't it?

18 MS. SANDRA COOPER: It's part of the
19 obligation, yes.

20 MR. WILLIAM MCDOWELL: And if we turn
21 up the Code of Conduct, which I think is TOC534828, so
22 if we -- if we scroll down, the first paragraph there,
23 stopping, "They," speaking of members of Council:

24 "...are also expected to carry out
25 their duties in a fair, impartial,

1 transparent, and professional
2 manner."

3 Do you see that?

4 MS. SANDRA COOPER: Yes.

5 MR. WILLIAM MCDOWELL: So
6 impartiality, again, is a part of this?

7 MS. SANDRA COOPER: Yes.

8 MR. WILLIAM MCDOWELL: And
9 transparency's a part of it?

10 MS. SANDRA COOPER: Yes.

11 MR. WILLIAM MCDOWELL: And just keep
12 going down to the very bottom. So there, you signed
13 at -- at the top of the list as the mayor?

14 MS. SANDRA COOPER: M-hm.

15 MR. WILLIAM MCDOWELL: Correct? You
16 have to say yes or no, sorry.

17 MS. SANDRA COOPER: Yes.

18 MR. WILLIAM MCDOWELL: All right. So
19 let's leave that for the moment. Let me ask you some
20 questions about Mr. Bonwick. Obviously, he's an
21 experienced politician, correct?

22 MS. SANDRA COOPER: Yes. I would say
23 that.

24 MR. WILLIAM MCDOWELL: He had served
25 on Council in the '90s. Is that right?

1 MS. SANDRA COOPER: That is correct.

2 MR. WILLIAM MCDOWELL: And then he was
3 a member of Parliament who was elected and then
4 reelected to Parliament, correct?

5 MS. SANDRA COOPER: Yes.

6 MR. WILLIAM MCDOWELL: He was a privy
7 Councillor?

8 MS. SANDRA COOPER: He -- he was. I
9 don't know today if he is. I think --

10 MR. WILLIAM MCDOWELL: Well, I think -
11 - I think he still is. It's a -- I think it's a
12 lifetime appointment.

13 MS. SANDRA COOPER: Okay. Then yes.

14 MR. WILLIAM MCDOWELL: He was -- he
15 was involved in your election campaigns, I take it?

16 MS. SANDRA COOPER: Yes, to a degree,
17 yes.

18 MR. WILLIAM MCDOWELL: And as an
19 accomplished politician, that was a useful thing to
20 have?

21 MS. SANDRA COOPER: Yes.

22 MR. WILLIAM MCDOWELL: Was he involved
23 in fundraising for you?

24 MS. SANDRA COOPER: It was out of my
25 hands, I believe, as mayor. It was others that were --

1 MR. WILLIAM MCDOWELL: So there was a
2 committee?

3 MS. SANDRA COOPER: Yes.

4 MR. WILLIAM MCDOWELL: And he was on
5 the committee, I assume?

6 MS. SANDRA COOPER: He would be there
7 on occasion, yes.

8 MR. WILLIAM MCDOWELL: And who were
9 the others on the committee?

10 MS. SANDRA COOPER: Going back to
11 2010, it would have been Duncan Hawkins -- Duncan
12 Hawkins, Mr. Brian Hickey --

13 MR. WILLIAM MCDOWELL: Yes.

14 MS. SANDRA COOPER: -- Ms. Ann Gage --
15 it's -- it's --

16 MR. WILLIAM MCDOWELL: Mr. -- Mr. Emo,
17 would he be one (1) as well, or?

18 MS. SANDRA COOPER: Yes, Mr. Emo.

19 MR. WILLIAM MCDOWELL: Okay. And is
20 Mr. Houghton involved in fundraising for you?

21 MS. SANDRA COOPER: No.

22 MR. WILLIAM MCDOWELL: Mr. Bonwick
23 advised you on important matters involving the Town, I
24 take it?

25 MS. SANDRA COOPER: I don't know if I

1 would call it that.

2 MR. WILLIAM MCDOWELL: Well, what do
3 you struggling --

4 MS. SANDRA COOPER: Provide --

5 MR. WILLIAM MCDOWELL: -- "important,"
6 is that the problem, or?

7 MS. SANDRA COOPER: -- suggestions.
8 No, no, provide suggestions.

9 MR. WILLIAM MCDOWELL: Right. But
10 that's advice, isn't it?

11 MS. SANDRA COOPER: I would say
12 suggestions, yes.

13 MR. WILLIAM MCDOWELL: And his
14 suggestions were important to you, I assume?

15 MS. SANDRA COOPER: Certainly, I would
16 consider advice, yes.

17 MR. WILLIAM MCDOWELL: So if we turn
18 up paragraph 36 of the foundation document.

19

20 (BRIEF PAUSE)

21

22 MR. WILLIAM MCDOWELL: So -- oops.
23 There we go.

24 So it -- this records some of the
25 advice that Mr. Bonwick gave you on the lead-up to the

1 budget deliberations in 2011?

2 MS. SANDRA COOPER: Yes, as other
3 residents had as well.

4 MR. WILLIAM MCDOWELL: Right. So he
5 has some quite specific advice. And I know that one
6 (1) of the things you testified about is that you
7 wanted to preserve good jobs in Collingwood?

8 MS. SANDRA COOPER: Yes.

9 MR. WILLIAM MCDOWELL: And you made
10 the point, which I think is a good one, that
11 otherwise, people are left with minimum-wage service
12 industry jobs?

13 MS. SANDRA COOPER: They're
14 struggling, yes.

15 MR. WILLIAM MCDOWELL: Right. And so
16 one (1) of the things that Mr. Bonwick suggested was
17 cutting the economic development bud -- budget by two
18 hundred and fifty thousand dollars (\$250,000), right?

19 MS. SANDRA COOPER: That's what it
20 says.

21 MR. WILLIAM MCDOWELL: And if you want
22 to attract new jobs, that seems sort of
23 counterintuitive.

24 MS. SANDRA COOPER: Yes.

25 MR. WILLIAM MCDOWELL: Okay. And is

1 that a suggestion of his that you -- that you cast
2 aside, or did you move in the direction of cutting the
3 economic development budget?

4 MS. SANDRA COOPER: The budget
5 deliberations were Council participation, and economic
6 development over my time was certainly enhanced in
7 attracting jobs or -- or job retention.

8 MR. WILLIAM MCDOWELL: Okay, let --
9 can we turn up -- I think it's TOC41596.

10

11 (BRIEF PAUSE)

12

13 MR. WILLIAM MCDOWELL: So these are
14 the remarks that he had drafted for you. Did you
15 adopt most of these remarks?

16 MS. SANDRA COOPER: If I can just take
17 a moment and read?

18 MR. WILLIAM MCDOWELL: Of course. Go
19 ahead.

20 MS. SANDRA COOPER: Thank you.

21

22 (BRIEF PAUSE)

23

24 MS. SANDRA COOPER: So could you now
25 repeat your question, please.

1 MR. WILLIAM MCDOWELL: Well, it's
2 really -- it's testing your memory, but as you look at
3 these draft remarks, would you have delivered more or
4 less this set of remarks?

5 MS. SANDRA COOPER: It would be
6 certainly in the forefront for me. I did work in the
7 community, live in the community, and I was fully
8 aware of challenges.

9 MR. WILLIAM MCDOWELL: Sure, but --
10 but there are a number of times in the foundation
11 document where Mr. Bonwick drafts remarks for you.
12 And just looking at this occasion, would you have more
13 or less adopted the text that he had proposed?

14 MS. SANDRA COOPER: More or less, yes.

15 MR. WILLIAM MCDOWELL: Now, is it fair
16 to say that during your time as mayor, you had a close
17 relationship with Mr. Bonwick?

18 MS. SANDRA COOPER: No more than most
19 of my siblings.

20 MR. WILLIAM MCDOWELL: Would you speak
21 to him weekly?

22 MS. SANDRA COOPER: It may be one (1)
23 week, and then not again for some time.

24 MR. WILLIAM MCDOWELL: You're in
25 contact by email as well?

1 MS. SANDRA COOPER: On occasion.

2 MR. WILLIAM MCDOWELL: Just as a
3 general proposition, I take it that what he
4 communicated to you about the business of the Town
5 mattered to you?

6 MS. SANDRA COOPER: The business of
7 the Town did matter to me, yes.

8 MR. WILLIAM MCDOWELL: Yes. But what
9 he thought about it mattered to you?

10 MS. SANDRA COOPER: I would guess he
11 thought it mattered to me. He had just come off --

12 MR. WILLIAM MCDOWELL: No, no. It's
13 whether I -- it's whether you thought it mattered to
14 you that I'm keen to hear about.

15 MS. SANDRA COOPER: It was important
16 for me to hear from residents, and certainly
17 confirming that there -- there was a need to be a
18 focus there.

19 MR. WILLIAM MCDOWELL: Okay, but I --
20 I want to be fair to you. I -- I'm suggesting to you
21 that what Mr. Bonwick thought about these issues
22 mattered more to you than what the average resident
23 thought?

24 MS. SANDRA COOPER: Well, I was coming
25 in as mayor and it did matter to me. However, it

1 also, I would say equally, mattered to all of the
2 residents, all the taxpayers.

3 MR. WILLIAM MCDOWELL: Right. And
4 just for perspective, I take it you had worked at one
5 (1) of the grocery stores?

6 MS. SANDRA COOPER: Yes, I did work in
7 retail, yes, for --

8 MR. WILLIAM MCDOWELL: For --

9 MS. SANDRA COOPER: -- for over thirty
10 (30) years.

11 MR. WILLIAM MCDOWELL: -- for thirty
12 (30) years. And so in that job, you get to know the
13 community?

14 MS. SANDRA COOPER: Yes.

15 MR. WILLIAM MCDOWELL: And so you're
16 probably approachable in a way that other mayors were
17 not, correct?

18 MS. SANDRA COOPER: Correct.

19 MR. WILLIAM MCDOWELL: Because you're
20 a familiar, friendly face, I take it.

21 MS. SANDRA COOPER: I would think so.

22 MR. WILLIAM MCDOWELL: Okay. Now let
23 me just touch on confidentiality a bit, here. Can we
24 go back to the Code of Conduct, which is 0534828.
25 That's the Code of Ethics rather than the Code of

1 Conduct?

2 MS. SANDRA COOPER: Yes.

3

4 (BRIEF PAUSE)

5

6 MR. WILLIAM MCDOWELL: TOC, sorry. So
7 if we scroll down -- so it's number 2, I think, use of
8 information. So that says:

9 "In their decision-making process,
10 members of Council are sometimes
11 privy to information which may be
12 confidential or controversial, such
13 as but not limited to in camera
14 meetings.

15 There's a list of bullet points. The
16 first one (1) is, not use confidential information for
17 their personal advantage. That was an obligation?

18 MS. SANDRA COOPER: Yes.

19 MR. WILLIAM MCDOWELL: Not use
20 confidential information to cause detriment or benefit
21 to others, correct?

22 MS. SANDRA COOPER: Yes.

23 MR. WILLIAM MCDOWELL: Respect the
24 status of confidential -- and it says in parentheses,
25 "(Personnel, legal, property acquisition)," in

1 parentheses:

2 "(information until the matter
3 ceases to be confidential as
4 determined by Council)."

5 And that was an important one, I take
6 it?

7 MS. SANDRA COOPER: All important,
8 yes.

9 MR. WILLIAM MCDOWELL: So in your
10 capacity as mayor, you were privy to a lot of
11 information in these different categories, personnel
12 information, legal information?

13 MS. SANDRA COOPER: Yes.

14 MR. WILLIAM MCDOWELL: And you accept
15 that you had a duty to keep in confidence many Town
16 matters that came out of your task?

17 MS. SANDRA COOPER: Correct.

18 MR. WILLIAM MCDOWELL: And so just
19 touching on legal matters, whether or not the Town
20 would seek legal advice on a particular matter is a
21 confidential item, I take it.

22 MS. SANDRA COOPER: Yes, unless
23 there's something that can be shared that is indicated
24 can be shared.

25 MR. WILLIAM MCDOWELL: Right. But the

1 starting point is that legal advice that is going to
2 be given to the Town is confidential?

3 MS. SANDRA COOPER: Yes.

4 MR. WILLIAM MCDOWELL: So I wanted to
5 have a look at TOC44451.

6

7 (BRIEF PAUSE)

8

9 MR. WILLIAM MCDOWELL: Then just have
10 a look at that one.

11

12 (BRIEF PAUSE)

13

14 MR. WILLIAM MCDOWELL: Do you recall
15 this email?

16 MS. SANDRA COOPER: Yes.

17 MR. WILLIAM MCDOWELL: Okay. And can
18 we turn up TOC44458?

19

20 (BRIEF PAUSE)

21

22 MR. WILLIAM MCDOWELL: So then
23 scrolling down...

24

25 (BRIEF PAUSE)

1 MR. WILLIAM MCDOWELL: So this is an
2 exchange between you and Mr. Bonwick in which he
3 attaches the email that we've just seen, correct?

4 MS. SANDRA COOPER: Yes.

5 MR. WILLIAM MCDOWELL: And if we
6 scroll up, there's the discussion there between Mr.
7 Bonwick and Mr. Houghton. Mr. Bonwick says:

8 "The matter is being discussed with
9 Chadwick, and he has agreed to back
10 down at this time. Sandra will ask
11 you tomorrow to secure a legal
12 opinion on the matter on the
13 matter."

14 And the matter, I take it, was whether
15 or not the salaries of Collus employees had to be
16 disclosed under Freedom of Information legislation?

17 MS. SANDRA COOPER: That was what
18 Councillor Chadwick had asked for at the time --

19 MR. WILLIAM MCDOWELL: Right. So that
20 was the issue.

21 MS. SANDRA COOPER: -- as had others
22 in the community. Yes.

23 MR. WILLIAM MCDOWELL: And if we keep
24 scrolling up, Mr. Houghton thanks him and then Mr.
25 Bonwick at the top has a comforting email about

1 getting rid of stress.

2 MS. SANDRA COOPER: And that wasn't to
3 me.

4 MR. WILLIAM MCDOWELL: No, I know.
5 That was -- that was to Mr. Houghton. But -- so just
6 taking this -- and if we go back to 44451, so this is
7 the email that you in fact sent, I take it, to members
8 of Council?

9 MS. SANDRA COOPER: Yes.

10 MR. WILLIAM MCDOWELL: Right. And the
11 way that you dealt with this issue was that in fact
12 you did commission a legal opinion?

13 MS. SANDRA COOPER: Yes, in notice
14 with others, and that's -- and -- and then everyone
15 was aware.

16 MR. WILLIAM MCDOWELL: Right. So --

17 MS. SANDRA COOPER: And there is no
18 legal opinion here.

19 MR. WILLIAM MCDOWELL: And I
20 appreciate that, but Mr. Bonwick is discussing with
21 you whether or not the Town is going to get a legal
22 opinion, on a personnel matter actually, correct?

23 MS. SANDRA COOPER: He has given his
24 suggestion --

25 MR. WILLIAM MCDOWELL: Right, but then

1 --

2 MS. SANDRA COOPER: But --

3 MR. WILLIAM MCDOWELL: -- he's
4 transmitted to Mr. Houghton that you're going to
5 commission a legal opinion.

6 MS. SANDRA COOPER: I was not aware of
7 that.

8 MR. WILLIAM MCDOWELL: I appreciate
9 that, but he was -- he was in the loop, as it were, as
10 to whether or not you were going to get an opinion.

11 MS. SANDRA COOPER: And I was not
12 aware of that.

13 MR. WILLIAM MCDOWELL: Do I take it --

14 MS. SANDRA COOPER: I'm reading it
15 from the Foundation Documents, yeah.

16 MR. WILLIAM MCDOWELL: Okay, but --
17 but the inference that I draw, and the Commissioner
18 may draw, is that you had told him you were going to
19 get a legal opinion.

20 MS. SANDRA COOPER: It was something
21 that I would be considering, yes.

22 MR. WILLIAM MCDOWELL: And you told
23 him that?

24 MS. SANDRA COOPER: Yes.

25 MR. WILLIAM MCDOWELL: Right. Now --

1 MS. SANDRA COOPER: And I didn't
2 provide any legal opinions to him. I want to be
3 clear.

4 MR. WILLIAM MCDOWELL: Right. So in
5 other words, when the Town got the opinion, you didn't
6 give it to Mr. Bonwick.

7 MS. SANDRA COOPER: I did not.

8 MR. WILLIAM MCDOWELL: Okay, that's
9 fair. Now, let me just look at this one (1) quickly,
10 TOC45070.

11

12 (BRIEF PAUSE)

13

14 MR. WILLIAM MCDOWELL: So this is an
15 email between Mr. Bonwick and Mr. Houghton. Mr.
16 Houghton asks:

17 "How did you make out with
18 PowerStream?"

19 We'll come back to that part with --
20 and then the last sentence:

21 "Have you spoken to Sandra about the
22 extension of the Board terms?"

23 So I'm assuming that was the Board
24 terms of Collus Power, from inference, do you know?

25 MS. SANDRA COOPER: I would guess that

1 as well.

2 MR. WILLIAM MCDOWELL: Okay.

3 MS. SANDRA COOPER: I would agree with
4 you.

5 MR. WILLIAM MCDOWELL: And did you
6 have a discussion with Mr. Bonwick about extending the
7 Board terms of Collus Power, do you recall?

8 MS. SANDRA COOPER: No.

9 MR. WILLIAM MCDOWELL: No, you can't
10 recall, or no, you didn't have --

11 MS. SANDRA COOPER: No, I did not have
12 the conversation.

13 MR. WILLIAM MCDOWELL: Okay. And then
14 can we turn up TOC45155?

15

16 (BRIEF PAUSE)

17

18 MR. WILLIAM MCDOWELL: And scroll
19 down.

20

21 (BRIEF PAUSE)

22

23 MR. WILLIAM MCDOWELL: So this is the
24 whole chain going up. And I won't go through it all
25 but do I -- do I take it that we're unaware as at

1 April of 2011 that Mr. Bonwick was dealing with
2 PowerStream?

3 MS. SANDRA COOPER: Yes.

4 MR. WILLIAM MCDOWELL: Right. And
5 we'll come back to this in some detail, but is it your
6 evidence that you didn't know until sometime in May
7 that he was dealing with PowerStream?

8 MS. SANDRA COOPER: Yes.

9 MR. WILLIAM MCDOWELL: And when in
10 May, do you know?

11 MS. SANDRA COOPER: Would have been
12 about mid May.

13 MR. WILLIAM MCDOWELL: Mid May.

14 MS. SANDRA COOPER: I don't recall an
15 exact date.

16 MR. WILLIAM MCDOWELL: Okay. Now, can
17 we pull up TOC527136.0001?

18

19 (BRIEF PAUSE)

20

21 MR. WILLIAM MCDOWELL: May be missing
22 a zero there, I'm not -- after the decimal point.

23 COURT OPERATOR: 527136.

24 MR. WILLIAM MCDOWELL: 527136.

25

1 (BRIEF PAUSE)

2

3 MR. WILLIAM MCDOWELL: Try -- try four
4 zeros.

5

6 (BRIEF PAUSE)

7

8 COURT OPERATOR: It's not currently
9 appearing in the database.

10 MR. WILLIAM MCDOWELL: Okay. Well
11 I'll come back to it if I have to.

12 Now, let me switch very briefly to the
13 Amaizeingly Green issue that we -- risk of enraging
14 Mr. Chenoweth.

15 So if we turn up the Foundation
16 Document, paragraph 84.

17

18 (BRIEF PAUSE)

19

20 MR. WILLIAM MCDOWELL: So we touched
21 on this yesterday or the day before. So the problem
22 was that we had an employer in town that had roughly
23 how many employees, twenty-five (24), or something
24 like that?

25 MS. SANDRA COOPER: My understanding,

1 there were about eighty (80).

2 MR. WILLIAM MCDOWELL: Eighty (80),
3 okay. I apologize.

4 And -- and that's important, but the
5 problem was that it owed back taxes to the Town,
6 correct?

7 MS. SANDRA COOPER: Yes.

8 MR. WILLIAM MCDOWELL: And then it
9 owed a lot on its hydro bill?

10 MS. SANDRA COOPER: Yes.

11 MR. WILLIAM MCDOWELL: And the amount,
12 whether that's all-inclusive or not, was about a
13 million dollars, right?

14 MS. SANDRA COOPER: I recall that,
15 yes.

16 MR. WILLIAM MCDOWELL: And the Town
17 wants to do what it can for AGP, but at the same time
18 it -- it has a statutory obligation to collect taxes,
19 correct?

20 MS. SANDRA COOPER: Yes.

21 MR. WILLIAM MCDOWELL: And to that
22 extent its interests are different.

23 MS. SANDRA COOPER: Yes.

24 MR. WILLIAM MCDOWELL: That AG -- if
25 it's up to AGP, they would never pay their taxes, but

1 you're the Town, you have to collect them, correct?

2 MS. SANDRA COOPER: Yes.

3 MR. WILLIAM MCDOWELL: So we heard
4 evidence from you about Mr. Bonwick advocating for the
5 Town, correct, advocating for the -- the company
6 rather, I apologize.

7 MS. SANDRA COOPER: Okay, thank you.
8 Yes.

9 MR. WILLIAM MCDOWELL: And I want to
10 be clear about this, we now know that he was doing so
11 as a commercial relationship, that they were a client
12 of his, correct?

13 MS. SANDRA COOPER: I made that
14 assumption, yes.

15 MR. WILLIAM MCDOWELL: But did you
16 make that assumption at the time?

17 MS. SANDRA COOPER: I don't recall
18 when I made that assumption.

19 MR. WILLIAM MCDOWELL: Right, because
20 I guess looking at this, if he was still the MP, that
21 would make some sense that he'd be advocating for
22 them, but if he's a private citizen, one would assume
23 he's not doing this just to be altruistic, correct?

24 MS. SANDRA COOPER: Mr. Bonwick is a
25 former MP and perhaps would have relationships and

1 ties to the government.

2 MR. WILLIAM MCDOWELL: I appreciate
3 that, but to the extent that he is advocating for the
4 company in relation to getting a grant and in relation
5 to its tax and hydro bill arrangements, you must have
6 thought that he was doing this for a fee of some kind.

7 MS. SANDRA COOPER: I hadn't given it
8 that thought. My thoughts where to saving jobs.

9 MR. WILLIAM MCDOWELL: No. I -- I got
10 that message from your testimony the other day.

11 Now, then we turn up TOC59201.

12

13 (BRIEF PAUSE)

14

15 MR. WILLIAM MCDOWELL: And scroll to
16 the bottom. So this is your email to Mr. Houghton.

17 "I've been asked again about AGP and
18 outstanding debt to the Town. I
19 want a full report so this can be
20 brought to Council."

21 That's your message, correct?

22 MS. SANDRA COOPER: Yes.

23 MR. WILLIAM MCDOWELL: And is this to
24 Mr. Houghton in his capacity as the Executive Director
25 of Public Works?

1 MS. SANDRA COOPER: It would have been
2 as -- as Collus and --

3 MR. WILLIAM MCDOWELL: Okay.

4 MS. SANDRA COOPER: -- and --

5 MR. WILLIAM MCDOWELL: Sorry, go
6 ahead.

7 MS. SANDRA COOPER: And it would be
8 overall Public Works and Engineering.

9 MR. WILLIAM MCDOWELL: Right. And was
10 tax collecting under his area of responsibility?

11 MS. SANDRA COOPER: No, it was not.

12 MR. WILLIAM MCDOWELL: All right.

13 But, I mean, he had his finger on the AGP pulse, as it
14 were.

15 MS. SANDRA COOPER: That was my
16 understanding, yes.

17 MR. WILLIAM MCDOWELL: Right. So then
18 if we scroll up, Mr. Houghton says to Mr. Bonwick:

19 "I hope she really doesn't mean
20 this."

21 But then the line I wanted to ask you
22 about is:

23 "I have been lenient because of your
24 involvement. This could be very
25 embarrassing."

1 So start with this, you didn't know
2 about this email?

3 MS. SANDRA COOPER: I had -- was not
4 copied nor did I know about this email.

5 MR. WILLIAM MCDOWELL: All right. But
6 this email seems to suggest, in the words of Mr.
7 Houghton, that AGP is getting a break because Mr.
8 Bonwick is involved, correct?

9 MS. SANDRA COOPER: That's what I'm
10 reading into the email.

11 MR. WILLIAM MCDOWELL: Right. And
12 this is the definition of preferential treatment,
13 isn't it?

14 MS. SANDRA COOPER: Yes, I would
15 suggest that.

16 MR. WILLIAM MCDOWELL: And if Mr.
17 Houghton was in fact giving AGP preferential treatment
18 because of Mr. Bonwick's involvement, that was wrong,
19 correct?

20 MS. SANDRA COOPER: For me, myself, it
21 would be wrong to give preferential treatment, however
22 --

23 MR. WILLIAM MCDOWELL: Well, if it's
24 wrong for you, it's wrong for Mr. Houghton, isn't it?

25 MS. SANDRA COOPER: I can't speak for

1 Mr. Houghton.

2 MR. WILLIAM MCDOWELL: Well, I'm not
3 asking you to but you -- you were the mayor..

4 MS. SANDRA COOPER: Yes.

5 MR. WILLIAM MCDOWELL: And this was
6 going on on your watch. If Mr. Houghton was doing
7 this on behalf of Town, it was wrong, correct?

8 MS. SANDRA COOPER: Were to be
9 lenient, yes.

10 MR. WILLIAM MCDOWELL: So -- so
11 turning to the Collus PowerStream transaction and its
12 beginning, so the beginnings of the idea of a sale or
13 a partial sale, you were the mayor --

14 MS. SANDRA COOPER: M-hm.

15 MR. WILLIAM MCDOWELL: -- the head of
16 Council, you're then on the Board of Collus.

17 MS. SANDRA COOPER: M-hm. Many
18 others, yes.

19 MR. WILLIAM MCDOWELL: And can I ask
20 you, and I should know the answer to this, but because
21 you are the mayor, were you automatically a member of
22 the Board of Collus Power?

23 MS. SANDRA COOPER: Yes, that's
24 correct.

25 MR. WILLIAM MCDOWELL: And so did you

1 take office as a member of the Board when you were
2 sworn in as mayor effectively?

3 MS. SANDRA COOPER: Yes.

4 MR. WILLIAM MCDOWELL: And you were
5 sworn in in -- is it in January of 2011?

6 MS. SANDRA COOPER: It would be in
7 December.

8 MR. WILLIAM MCDOWELL: In December of
9 2010?

10 MS. SANDRA COOPER: 2010.

11 MR. WILLIAM MCDOWELL: So we know, and
12 we'll pull it up eventually, that in December of 2010
13 Mr. Houghton had a discussion with Mr. Bentz over
14 breakfast at Sunset Grill, correct?

15 MS. SANDRA COOPER: That's what I read
16 in the Foundation Documents, correct.

17 MR. WILLIAM MCDOWELL: Right. And you
18 accept that that's accurate?

19 MS. SANDRA COOPER: I have nothing to
20 dispute that.

21 MR. WILLIAM MCDOWELL: That's fair.
22 And do I take it that at the time he's having
23 breakfast in December of 2010, you didn't know about
24 that discussion that he'd had with Mr. Bentz?

25 MS. SANDRA COOPER: No, I did not.

1 MR. WILLIAM MCDOWELL: All right. And
2 can we pull up the Foundation Document, paragraph 114?

3

4 (BRIEF PAUSE)

5

6 MR. WILLIAM MCDOWELL: So January 6th,
7 2011, Mr. Houghton gave an orientation presentation to
8 Town Council on behalf of Collus, and this is because
9 there's a new Council, I take it?

10 MS. SANDRA COOPER: Yes. All
11 departments did this.

12 MR. WILLIAM MCDOWELL: And we can --
13 if we scroll down, the Foundation Document says:

14 "Presentation slides did not mention
15 the contemplation of any mergers,
16 acquisitions, or divestments."

17 And that's true, I take it. We can
18 pull up the presentation if you want, but that is
19 correct.

20 MS. SANDRA COOPER: Okay.

21 MR. WILLIAM MCDOWELL: And as at date,
22 January the 6th of 2011, I take it you had no idea
23 that a sale of Collus Power was being contemplated.

24 MS. SANDRA COOPER: That is correct.

25 MR. WILLIAM MCDOWELL: And if we pull

1 up this document very quickly, ALE50195.

2

3 (BRIEF PAUSE)

4

5 MR. WILLIAM MCDOWELL: These are the
6 notes that were taken at this -- at this meeting and
7 we'll -- we'll hear from Mr. Bentz about them, but
8 this is the -- the discussion that he had, and all of
9 this is something that you learned about sometime
10 later.

11 MS. SANDRA COOPER: Yes.

12 MR. WILLIAM MCDOWELL: And is it fair
13 to say that the initial discussion where Mr. Houghton
14 approached Mr. Bentz is -- is something that you only
15 learned about when you saw the Foundation Document?

16 MS. SANDRA COOPER: At that point in
17 time, I understood that Mr. Houghton was meeting with
18 various -- just trying to get an idea if there was an
19 interest.

20 MR. WILLIAM MCDOWELL: All right, but
21 he has that meeting with Mr. Bentz in early December
22 of 2010. I guess the -- the question I wanted to ask
23 you is, that breakfast meeting that he had in December
24 where he went to Mr. Bentz and they had this
25 discussion, that's something that you only learned

1 about much later.

2 MS. SANDRA COOPER: At a later time,
3 yes.

4 MR. WILLIAM MCDOWELL: So then can we
5 scroll down a bit here? So he -- Mr. Bentz records:

6 "Received email, E. Houghton, known
7 him for over 15 years, asked to
8 speak on a confidential matter.

9 Talked about situation with Collus."

10 And carries on. Then he says:

11 "Also in his role as Executive
12 Director of the Town of Collingwood,
13 basically runs municipal deputy
14 (sic) there. Has a lot of clout."

15 I'm assuming that's "department." Was
16 there such a position as Executive Director of the
17 Town of Collingwood?

18 MS. SANDRA COOPER: Executive Director
19 --

20 MR. WILLIAM MCDOWELL: Of Public
21 Works, is it?

22 MS. SANDRA COOPER: Public Works,
23 which is under the Town of Collingwood.

24 MR. WILLIAM MCDOWELL: Right. And the
25 -- Mr. Houghton is recorded as having said, I take it,

1 there has a lot of clout.

2 And I take it Mr. Houghton in the Town
3 of Collingwood did have a lot of clout.

4 MS. SANDRA COOPER: He was a long-time
5 employee for the Town of Collingwood.

6 MR. WILLIAM MCDOWELL: And he had a
7 lot of clout?

8 MS. SANDRA COOPER: He would certainly
9 provide advice. Did he have a lot of clout? I -- I'm
10 not sure. I know it was amicable with other
11 department heads.

12 MR. WILLIAM MCDOWELL: Well, yeah, but
13 that's not what I'm asking. I mean, he was the most
14 influential department head. Can we put it that way?

15 MS. SANDRA COOPER: Yes.

16 MR. WILLIAM MCDOWELL: All right. And
17 then as we go down, he says:

18 "Had breakfast with him shortly
19 thereafter. Talked about process
20 and value range. Said back of
21 envelope, 15 to \$20 million on
22 enterprise value less debt."

23 MR. WILLIAM MCDOWELL: So we don't
24 know who said that to whom but that discussion was
25 had, correct?

1 MS. SANDRA COOPER: From what I'm
2 reading, yes.

3 MR. WILLIAM MCDOWELL: And:
4 "RF -- RFP with multiple bidders."

5 It appears that this is -- is something
6 that was discussed in December of 2010.

7 MS. SANDRA COOPER: I believe so.

8 MR. WILLIAM MCDOWELL: Right. Now,
9 the question that I have I guess is a philosophical
10 one, before Mr. Houghton heads off and begins
11 breakfasting with people in the industry about selling
12 the company, shouldn't Council at a very high level
13 have a discussion about whether or not they want to
14 sell this asset?

15 MS. SANDRA COOPER: My understanding,
16 it was fact gathering, and so I think from that point
17 --

18 MR. WILLIAM MCDOWELL: He jumped
19 pretty quickly to the facts, what the enterprise is
20 worth, correct?

21 MS. SANDRA COOPER: What he believes,
22 yes.

23 MR. WILLIAM MCDOWELL: Right.

24 MS. SANDRA COOPER: M-hm.

25 MR. WILLIAM MCDOWELL: And this is

1 something that I'll probably come back to, but this is
2 the most valuable asset that Coll -- that Collingwood
3 had, correct?

4 MS. SANDRA COOPER: Yes.

5 MR. WILLIAM MCDOWELL: So, fair
6 enough, that the -- the electricity market is changing
7 and the government may want fewer LDCs, but before
8 Collingwood decides to sell the asset, shouldn't it
9 have that yes or no discussion, and the discussion
10 would be at Town Council.

11 MS. SANDRA COOPER: M-hm, yes, I
12 understand that.

13 MR. WILLIAM MCDOWELL: Do you accept
14 that?

15 MS. SANDRA COOPER: Well, perhaps,
16 yes.

17 MR. WILLIAM MCDOWELL: Well, can I --
18 can I get you to lean over to yes there or --

19 MS. SANDRA COOPER: Yes.

20 MR. WILLIAM MCDOWELL: Right. So then
21 I guess the next question I have is that Mr. Houghton
22 at this time is famously wearing two (2) hats. He's
23 running Collus Power and he is an Executive Director
24 at the Town, right?

25 MS. SANDRA COOPER: That's correct.

1 MR. WILLIAM MCDOWELL: So we know that
2 Town Council didn't give him the authority to have
3 this exploratory discussion with Mr. Bentz, correct?

4 MS. SANDRA COOPER: Correct.

5 MR. WILLIAM MCDOWELL: And I haven't
6 seen a Board minute from Collus Power that suggests
7 that he had the authority from Collus Power, correct?

8 MS. SANDRA COOPER: Correct, I haven't
9 seen Board minutes.

10 MR. WILLIAM MCDOWELL: Right.

11 And so the question that I have is who
12 gave him the authority to have this discussion?

13 MS. SANDRA COOPER: He had -- my
14 understanding was Mr. Houghton had a close working
15 relationship with the chair of Collus Power, or
16 Collus, and that there would have been that
17 relationship and communication with the chair of the
18 Board.

19 MR. WILLIAM MCDOWELL: Well, I
20 understand that at a general level, that very
21 fortunate to have somebody as experienced in business
22 as Mr. Muncaster.

23 But do you think that Mr. Muncaster
24 said to Mr. Houghton why don't we just see if we can
25 sell this company and he didn't consult with anybody?

1 MS. SANDRA COOPER: I understood that
2 the exercise was to look at an in -- to see if there
3 was an interest, an appetite.

4 MR. WILLIAM MCDOWELL: Right, but I
5 want to be clear. Do you have any knowledge that Mr.
6 Muncaster authorized Mr. Houghton to have this
7 discussion?

8 MS. SANDRA COOPER: I don't know that.

9 MR. WILLIAM MCDOWELL: All right.

10 Let's pull up ALE 45. This is Mr.
11 Bonwick's e-mail to to Mr. Bentz, January 10th, 2011,
12 correct?

13 MS. SANDRA COOPER: Yes.

14 MR. WILLIAM MCDOWELL: And this is
15 something that you didn't see at the time, of course?

16 MS. SANDRA COOPER: That is correct.
17 I did not see it.

18 MR. WILLIAM MCDOWELL: Right. And in
19 this e-mail, if we scroll down, Mr. Bonwick says:

20 "Over the course of the last few
21 years, more specifically over the
22 last few weeks, I have followed with
23 interest the situation presently
24 being experienced by Collingwood
25 Council. More specifically, their

1 financial situation and the need for
2 a significant capital injection."

3 Then he goes on to talk about his own
4 experience in elected office and the prospect of
5 selling Collingwood's utility services.

6 So if you come to the end of the
7 paragraph, he talks about timing. Municipal Council
8 was in the process of beginning their budget
9 considerations. As a result, timing is potentially a
10 critical factor.

11 And they take it he was right that
12 budget deliberations would begin in January.

13 MS. SANDRA COOPER: Usually in the
14 spring, that's been the practice.

15 MR. WILLIAM MCDOWELL: All right.

16 And he is right in saying that if
17 Collus was -- sorry, if the Town was going to sell all
18 or part of Collus, this would be relevant to budget
19 considerations, correct?

20 MS. SANDRA COOPER: Yes, it -- it
21 would be.

22 MR. WILLIAM MCDOWELL: And Mr. Bonwick
23 raises the prospect of PowerStream having a potential
24 interest. Do you see that at the end of the long
25 paragraph?

1 MS. SANDRA COOPER: I see that on the
2 e-mail.

3 MR. WILLIAM MCDOWELL: And so he - he
4 seems to be in the loop with the idea that PowerStream
5 and Collus might come to some arrangement, correct?

6 MS. SANDRA COOPER: It would seem from
7 reading the e-mails from the Foundation document.

8 MR. WILLIAM MCDOWELL: Right. And at
9 this point again, just to underline it, Town Council
10 has got no idea that this is in contemplation?

11 MS. SANDRA COOPER: Not specifically.

12 MR. WILLIAM MCDOWELL: Not at all, in
13 fact?

14 MS. SANDRA COOPER: Not at all.

15 MR. WILLIAM MCDOWELL: And he didn't
16 get any of this information from you, because as at
17 January 10th you didn't know anything about any
18 contact between Collus Power and PowerStream, correct?

19 MS. SANDRA COOPER: He did not receive
20 any of this information from me.

21 MR. WILLIAM MCDOWELL: Now, you said
22 something yesterday in relation to the engagement
23 letter that Mr. Bonwick entered with PowerStream, and
24 about the comfort lever -- letter, if I can call it
25 that, that you gave PowerStream?

1 MS. SANDRA COOPER: Yes.

2 MR. WILLIAM MCDOWELL: And you said
3 that it was important to tell Mr. Bentz that you and
4 Mr. Bonwick were related. Do you remember that?

5 MS. SANDRA COOPER: Yes.

6 MR. WILLIAM MCDOWELL: Because you
7 don't share the same surname and it was important to
8 tell him that, right?

9 MS. SANDRA COOPER: That is correct.
10 That was part of it.

11 MR. WILLIAM MCDOWELL: Okay. So if we
12 look at the Foundation document, paragraph 117. So
13 just looking at this, we scroll up just to get the
14 context a little bit.

15 So we're going down. Mr. Bentz in his
16 note says a couple of weeks later, "Received the e-
17 mail from Paul Bonwick. Also indicated he was the
18 brother of the mayor, Sandra Cooper."

19 You see that, right?

20 MS. SANDRA COOPER: I see that.

21 MR. WILLIAM MCDOWELL: So in his
22 initial approach to PowerStream, Mr. Bonwick made it
23 clear that he was related to you?

24 MS. SANDRA COOPER: Yes.

25 MR. WILLIAM MCDOWELL: That he was

1 your brother?

2 MS. SANDRA COOPER: Looking at -- yes,
3 the e-mail, that is the indication.

4 MR. WILLIAM MCDOWELL: Now, if we look
5 at TOC 37577, this -- so this, following on the
6 conversation, I guess, between Mr. -- or the e-mail
7 between Mr. Bentz and Mr. Bonwick, Mr. Bonwick was
8 sending on the Compensio PowerStream proposal to Mr.
9 Houghton?

10 MS. SANDRA COOPER: That is what I
11 read from the e-mail that I was not copied on.

12 MR. WILLIAM MCDOWELL: No, I
13 appreciate that. But I guess a couple of questions
14 about that.

15 If we're headed into an RFP in which
16 PowerStream is going to be a proponent, this is
17 probably something that Mr. Houghton should not be
18 doing, correct?

19 MS. SANDRA COOPER: I wouldn't think
20 so.

21 MR. WILLIAM MCDOWELL: Okay. And then
22 if we look at TOC38100 --

23 THE HONOURABLE FRANK MARROCCO: Just
24 before you go on, you said "I wouldn't think so".

25 MS. SANDRA COOPER: Oh, I'm sorry.

1 THE HONOURABLE FRANK MARROCCO: Should
2 I -- should I take from that that you're -- you agree
3 he ought not to be doing that, or should I take
4 something else from it?

5 MS. SANDRA COOPER: No, Your Honour.
6 I would say that he should not have done that.

7 THE HONOURABLE FRANK MARROCCO: Thank
8 you.

9

10 CONTINUED BY MR. WILLIAM MCDOWELL:

11 MR. WILLIAM MCDOWELL: Thank you,
12 Commissioner.

13 So this is the e-mail that Mr. Houghton
14 drafts and this is a template for your remarks to
15 Council about the prospect of selling Collus, correct?

16 MS. SANDRA COOPER: Yes.

17 MR. WILLIAM MCDOWELL: And as I
18 understood your evidence, you asked Mr. Houghton to
19 draft this e-mail for you, correct?

20 MS. SANDRA COOPER: Yes.

21 MR. WILLIAM MCDOWELL: That was your
22 evidence, but you've thought about it over a couple of
23 nights. Is that, in fact, correct? It's a long time
24 ago, but I just wanted to be clear about this.

25 MS. SANDRA COOPER: It is, it's

1 January 2011.

2 MR. WILLIAM MCDOWELL: So sitting here
3 today, is that still your evidence, that you asked him
4 to draft this?

5 MR. FREDERICK CHENOWETH: I thought
6 she just said it is. That's her evidence.

7 THE HONOURABLE FRANK MARROCCO: I --
8 I'll allow the question.

9

10 CONTINUED BY MR. WILLIAM MCDOWELL:

11 MR. WILLIAM MCDOWELL: Just out of
12 fairness, sitting here today, is that still your
13 evidence, that you asked Mr. Houghton to draft this?

14 MS. SANDRA COOPER: To draft something
15 up for me, yes.

16 MR. WILLIAM MCDOWELL: All right.

17 But one (1) of the things that's
18 curious about is that you ask him to draft your
19 remarks to Council, but he sends the draft to your
20 brother.

21 MS. SANDRA COOPER: I was not copied
22 on that.

23 MR. WILLIAM MCDOWELL: No, I know, but
24 do you know why that is?

25 MS. SANDRA COOPER: No. I -- I was

1 not privy to it.

2 MR. WILLIAM MCDOWELL: And then if we
3 scroll to the bottom of this -- is that the bottom?

4 So Mr. Houghton says to Mr. Bonwick,
5 "We have a Board meeting tomorrow morning."

6 I'm assuming that's the Board of Collus
7 Power?

8 MS. SANDRA COOPER: I would assume
9 that as well.

10 MR. WILLIAM MCDOWELL: "I was
11 wondering if we should chat."

12 You have no idea why there was that
13 suggestion from Mr. Houghton?

14 MS. SANDRA COOPER: No.

15 MR. WILLIAM MCDOWELL: And then if we
16 look at paragraph 140 of the Foundation document.

17

18 (BRIEF PAUSE)

19

20 MR. WILLIAM MCDOWELL: So we can pull
21 up the actual e-mail. Mr. Houghton's text is above,
22 and then your draft is at paragraph 140.

23 MS. SANDRA COOPER: Yes.

24 MR. WILLIAM MCDOWELL: A couple of
25 questions about this. If we go up to paragraph 139,

1 oh, hang on.

2 Mr. Houghton in his draft had said:

3 "This request and your review must
4 be kept in strictest confidence."

5 So he said that.

6 MS. SANDRA COOPER: Yes.

7 MR. WILLIAM MCDOWELL: And that's also
8 in your e-mail, I believe, correct?

9 MS. SANDRA COOPER: M-hm.

10 MR. WILLIAM MCDOWELL: You have to say
11 yes or no for the record.

12 MS. SANDRA COOPER: Oh, sorry. Yes.

13 MR. WILLIAM MCDOWELL: And in his
14 draft he says:

15 "I must also say that this is not a
16 done deal that Collus will be sold
17 if after the review we are asked
18 about selling Collus, we can provide
19 the details that suggest the
20 contrary, if that is the right
21 thing."

22 MS. SANDRA COOPER: That's what I
23 read, yes.

24 MR. WILLIAM MCDOWELL: All right.

25 But if we scroll down to your version,

1 that language isn't in there? Keep going.

2 You say my specific request is that
3 Chair Muncaster direct Mr. Houghton to undertake
4 evaluation of Collus, examining all potential
5 opportunities that might benefit -- Coll --
6 Collingwood residents and that a report containing
7 recommendations be presented to Council by May 30th,
8 2011.

9 MS. SANDRA COOPER: Yes.

10 MR. WILLIAM MCDOWELL: Right. So were
11 you more firm than Mr. Houghton in the idea that there
12 had to be a transaction of some kind involving Collus?

13 MS. SANDRA COOPER: No.

14 MR. WILLIAM MCDOWELL: Do you recall
15 why you took that working out? The wording about it
16 not being a done deal?

17 MS. SANDRA COOPER: I don't recall
18 then, but as reading it today, report containing
19 recommendation. So it would be Council's
20 consideration, in any event.

21 MR. WILLIAM MCDOWELL: All right.

22 So in other words, the recommendation
23 might be don't sell the company?

24 MS. SANDRA COOPER: It could have
25 been.

1 MR. WILLIAM MCDOWELL: All right.

2 Thank you for clearing that up.

3 Commissioner, I'm in your hands, but if
4 you want to break now or do you want to go on a little
5 bit more?

6 THE HONOURABLE FRANK MARROCCO: We --
7 we'll go on a little bit longer. I'm trying to get
8 through this.

9 MR. WILLIAM MCDOWELL: Sure, that's
10 fine.

11 THE HONOURABLE FRANK MARROCCO: I
12 didn't mean to imply, Ms. Cooper, -- I meant I was
13 trying to get to the conclusion of your evidence.

14 MS. SANDRA COOPER: No offence taken,
15 Your Honour.

16

17 CONTINUED BY MR. WILLIAM MCDOWELL:

18 MR. WILLIAM MCDOWELL: You're a better
19 person than I.

20 So in the e-mail you requested that Mr.
21 Muncaster tell Mr. Houghton to get a valuation of
22 Collus, right?

23 MS. SANDRA COOPER: Yes.

24 MR. WILLIAM MCDOWELL: So if you are a
25 potential buyer of Collus, that would be valuable

1 commercial information to have, that the Town was
2 serious about selling the company, and in fact it was
3 going to get a valuation, right?

4 MS. SANDRA COOPER: Yes.

5 MR. WILLIAM MCDOWELL: Okay. And this
6 was a confidential and sensitive matter --

7 MS. SANDRA COOPER: Yes.

8 MR. WILLIAM MCDOWELL: -- for a whole
9 bunch of reasons. You've got employees who maybe
10 displaced, right?

11 MS. SANDRA COOPER: Affect employees.

12 MR. WILLIAM MCDOWELL: Right.

13 MS. SANDRA COOPER: Customer service.

14 A lot of --

15 MR. WILLIAM MCDOWELL: Customer
16 service, people don't like selling their hydro
17 utilities, as we saw with the whole Hydro One system
18 right?

19 MS. SANDRA COOPER: Yes.

20 MR. WILLIAM MCDOWELL: And if we pull
21 up ALE 71. So this is the e-mail Mr. Bonwick to Mr.
22 Bentz. And Mr. Bonwick in the second paragraph says,
23 "In the interest of time", bearing in mind this is a
24 day or two (2) after your e-mail, right?

25 MS. SANDRA COOPER: Yes.

1 MR. WILLIAM MCDOWELL:

2 "In the interest of time, I had to
3 initiate the beginning of the
4 process we discussed. Unfortunately
5 the next committee meeting was not
6 scheduled for another two (2)
7 months, which would have caused some
8 timing challenge -- challenges if
9 process was not initiated this
10 week."

11 So taking it that far Mr. Bonwick
12 speaks of initiating a process. Do you know what he's
13 talking about?

14 MS. SANDRA COOPER: No.

15 MR. WILLIAM MCDOWELL: Did he have any
16 role in the initiation of discussions about selling
17 Collus Power, as far as you knew?

18 MS. SANDRA COOPER: Not that I'm aware
19 of.

20 MR. WILLIAM MCDOWELL: Right. And
21 then in the next paragraph he says:

22 "As a result, the Chairperson and
23 Executive Director have now received
24 direction to commence evaluation of
25 the utility."

1 You see that?

2 MS. SANDRA COOPER: I see that.

3 MR. WILLIAM MCDOWELL: And in fact,
4 that much was true. They had received that direction
5 from you?

6 MS. SANDRA COOPER: Yes.

7 MR. WILLIAM MCDOWELL: So is taking it
8 that far the thing that we agreed was confidential,
9 somehow been leaked to Mr. Bonwick, correct?

10 MS. SANDRA COOPER: I would consider
11 it confidential, yes.

12 MR. WILLIAM MCDOWELL: And it was
13 leaked?

14 MS. SANDRA COOPER: It -- yes.

15 MR. WILLIAM MCDOWELL: Right. And to
16 cover this off, did you leak it to him?

17 MS. SANDRA COOPER: No.

18 MR. WILLIAM MCDOWELL: Okay.

19 And then carrying on, a bit of a
20 backgrounder is now being prepared to present to the
21 audit committee in order to secure approval on the
22 sole-source option as it relates to the valuation.

23 So that the audit committee is the
24 audit committee of Collus Power?

25 MS. SANDRA COOPER: Yes.

1 MR. WILLIAM MCDOWELL: And that was
2 true, I take it, the audit committee was looking at
3 that?

4 MS. SANDRA COOPER: I would take it at
5 that, from what I'm reading.

6 MR. WILLIAM MCDOWELL: You didn't know
7 that at the time?

8 MS. SANDRA COOPER: I don't recall.

9 MR. WILLIAM MCDOWELL: So just looking
10 at that, Mr. Bonwick seems to know an awful lot about
11 what's going on at Collus Power and its respective
12 sale, correct?

13 MS. SANDRA COOPER: Yes, from what I'm
14 reading.

15 MR. WILLIAM MCDOWELL: And he
16 shouldn't have known any of that, correct?

17 MS. SANDRA COOPER: Yes.

18 MR. WILLIAM MCDOWELL: Yes, he
19 should've known, or yes, you're agreeing with me?

20 MS. SANDRA COOPER: I'm agreeing with
21 you.

22 MR. WILLIAM MCDOWELL: Good.

23 All right, now I'm going to move to a
24 different area, Commissioner. This might be an
25 appropriate time.

1 THE HONOURABLE FRANK MARROCCO: We'll
2 take ten (10) minutes. Thank you.

3

4 --- Upon recessing at 11:07 a.m.

5 --- Upon resuming at 11:18 a.m.

6

7 MR. WILLIAM MCDOWELL: Thank you,
8 Commissioner.

9

10 CONTINUED BY MR. WILLIAM MCDOWELL:

11 MR. WILLIAM MCDOWELL: So if we turn
12 up paragraph 138 of the Foundation Document. So this
13 is at the end of January. This is at the time that
14 you have written the email or about to write the email
15 directing that evaluation be undertaken of Collus
16 Power?

17 MS. SANDRA COOPER: Yes.

18 MR. WILLIAM MCDOWELL: And Mr.
19 Houghton writes to Mr. Bonwick:

20 "It is so important that Rick does
21 not know what I am doing."

22 And in that context, Rick I assume is
23 the deputy mayor?

24 MS. SANDRA COOPER: I would assume
25 that well.

1 MR. WILLIAM MCDOWELL: And Mr. Bonwick
2 responded:

3 "No kidding, that applies to
4 absolutely everyone."

5 Right?

6 MS. SANDRA COOPER: Yes.

7 MR. WILLIAM MCDOWELL: And that in the
8 context again, I -- I assume means all the other
9 members of Council?

10 MS. SANDRA COOPER: I would assume.

11 MR. WILLIAM MCDOWELL: Right.

12 MS. SANDRA COOPER: I -- I would agree
13 with you.

14 MR. WILLIAM MCDOWELL: And the matter
15 wasn't raised with Council until June 27th, 2011;
16 that's my recollection of the evidence?

17 MS. SANDRA COOPER: There was an in
18 camera meeting June 27th, yes.

19 MR. WILLIAM MCDOWELL: And that's the
20 first that Council knows about it?

21 MS. SANDRA COOPER: Yes.

22 MR. WILLIAM MCDOWELL: Right. And if
23 we look at the Foundation Document 146, Muncaster says
24 there:

25 "Because Mayor Cooper has been

1 involved in the previous
2 consideration of having this
3 valuation done that should not be a
4 difficulty and I would suspect that
5 we will be relying on her judgment
6 about the involvement of the
7 shareholder."

8 You see that?

9 MS. SANDRA COOPER: I read that, yes.

10 MR. WILLIAM MCDOWELL: The
11 shareholder's the Town?

12 MS. SANDRA COOPER: Correct.

13 MR. WILLIAM MCDOWELL: And so the
14 whole question from the perspective of the chairman of
15 Collus Power of who was going to -- or when Council
16 was going to be told, that was delegated to you,
17 correct?

18 MS. SANDRA COOPER: From reading here,
19 yes.

20 MR. WILLIAM MCDOWELL: But I -- I
21 assume that meets with your recollection too?

22 MS. SANDRA COOPER: Yes.

23 MR. WILLIAM MCDOWELL: Then if we
24 scroll up to 142. So this is Mr. Bonwick emailing you
25 talking about budget and saying:

1 "Same goes for Collus, it also sends
2 a message through early in your term
3 that your Council will provide
4 direction."

5 This is on the heels of you having
6 directed that an evaluation be undertaken?

7 MS. SANDRA COOPER: Yes.

8 MR. WILLIAM MCDOWELL: And then he
9 says:

10 "When I spoke to you a few weeks ago
11 about this type of direction, Ed
12 thought his board would be
13 supportive of such a request."

14 And as I heard your evidence, you
15 didn't recall speaking with Mr. Bonwick about
16 direction in relation to Collus Power?

17 MS. SANDRA COOPER: I don't recall
18 that.

19 MR. WILLIAM MCDOWELL: But again, this
20 shows that at -- at this point in time Mr. Bonwick
21 seems to know an awful lot about what's going on with
22 Collus Power?

23 MS. SANDRA COOPER: Yes.

24 MR. WILLIAM MCDOWELL: Now let's turn
25 to paragraph 176 of the Foundation Document. So we've

1 moved ahead to May of 2011. So Messrs. Muncaster,
2 Houghton and Fryer present the Collus annual report
3 and business plan to Town Council. You see that?

4 MS. SANDRA COOPER: Yes, I do.

5 MR. WILLIAM MCDOWELL: And then
6 turning to 177. Mr. Houghton says:

7 "We look at Council and our citizens
8 as our partner."

9 But it really wasn't -- weren't the
10 citizens of Collingwood, in effect, the shareholders
11 of Collus?

12 MS. SANDRA COOPER: Yes.

13 MR. WILLIAM MCDOWELL: Technically,
14 the shareholder is the Town, but really, that means
15 the citizens own -- own the shares?

16 MS. SANDRA COOPER: Yes.

17 MR. WILLIAM MCDOWELL: And again going
18 to 178. Mr. Houghton offers a teaser that:

19 "There's something that we've been
20 doing quite a bit lately. I think
21 very soon you're going to be hearing
22 something that we're very much
23 involved with."

24 And, obviously, he's referring to the
25 idea of selling all or part of Collus?

1 MS. SANDRA COOPER: Yes.

2 MR. WILLIAM MCDOWELL: And again, Town
3 Council, apart from that tantalizing bit from Mr.
4 Houghton, knows nothing about this?

5 MS. SANDRA COOPER: Yes.

6 MR. WILLIAM MCDOWELL: You're agreeing
7 with me?

8 MS. SANDRA COOPER: Yes, I am.

9 MR. WILLIAM MCDOWELL: Now, looking at
10 paragraph 187 of the Foundation Document. So this is
11 the draft of the letter, which ultimately you send
12 back to Mr. Bentz. And if we can pull up ALE136.

13 This is the draft.

14 MS. SANDRA COOPER: Yes.

15 MR. WILLIAM MCDOWELL: Sorry?

16 MR. GEORGE MARRON: There should be a
17 date on this letter and I -- I say that because I had
18 reference to it and I believe I introduced it as
19 Exhibit 30 in the proceedings.

20 THE HONOURABLE FRANK MARROCCO: My
21 recollection is there was no date on it. I've never
22 seen it with a date on it.

23

24 CONTINUED BY MR. WILLIAM MCDOWELL:

25 MR. WILLIAM MCDOWELL: Let's look at

1 one (1) -- paragraph. Just while we're here, let's
2 look at this. So, Mr. Bonwick --

3 MR. GEORGE MARRON: Excuse me, I may
4 be in error. This -- this is a draft of the letter.

5 MR. WILLIAM MCDOWELL: Right.

6 MR. GEORGE MARRON: It's not the
7 letter that the mayor --

8 MR. WILLIAM MCDOWELL: It's not --
9 it's not the letter.

10 MR. GEORGE MARRON: I'm sorry, I'm in
11 error. I'm sorry.

12

13 CONTINUED BY MR. WILLIAM MCDOWELL:

14 MR. WILLIAM MCDOWELL: So there you
15 are to acknowledge to -- to Mr. Bentz that Mr. Hought
16 -- you say Mr. Bonwick's responsibilities could
17 potentially incorporate advice relating to the Town of
18 Collingwood.

19 MS. SANDRA COOPER: Yes, that is
20 correct.

21 MR. WILLIAM MCDOWELL: All right and
22 at the time that you were sending this -- you are to
23 send this letter, you know that there is a transaction
24 contemplated involving Collus Power?

25 MS. SANDRA COOPER: Yes.

1 MR. WILLIAM MCDOWELL: And you know
2 that PowerStream is going to be one (1) of the
3 bidders, correct? Or you expected they'll be one (1)
4 of the bidders.

5 MS. SANDRA COOPER: I would expect
6 they would be.

7 MR. WILLIAM MCDOWELL: And then
8 turning up paragraph 189 of the Foundation Document.
9 So Mr. Bonwick says to Mr. Bentz:

10 "I wrote it with the thought of
11 public disclosure, if ever
12 required."

13 Right?

14 MS. SANDRA COOPER: Yes, that is
15 right.

16 MR. WILLIAM MCDOWELL: And I
17 appreciate that you weren't copied on this email but
18 that was your understanding that this letter was to
19 provide -- provide cover for PowerStream if this
20 relationship ever became public, correct?

21 MS. SANDRA COOPER: Yes.

22 MR. WILLIAM MCDOWELL: And then
23 turning up paragraph 197. This is the text of your
24 letter.

25 MS. SANDRA COOPER: Yes, that's

1 correct.

2 MR. WILLIAM MCDOWELL: Which is
3 substantially in the form of the draft that Mr.
4 Bonwick had given you?

5 MS. SANDRA COOPER: Yes.

6 MR. WILLIAM MCDOWELL: Then scrolling
7 down -- okay, keep going. Stop there.

8 "I would emphasize [you say in your
9 letter] that should you choose to
10 engage Compenco in some manner of
11 service, it should be based entirely
12 on the merits of the proposal and
13 completely unrelated to his
14 relationship with me and that of my
15 office."

16 Right?

17 MS. SANDRA COOPER: Yes.

18 MR. WILLIAM MCDOWELL: My
19 understanding of your evidence is that you made no
20 inquiries of Mr. Bonwick about the type of advice he
21 was going to be getting to PowerStream.

22 MS. SANDRA COOPER: I was of a -- I
23 felt it was public relations and communications.

24 MR. WILLIAM MCDOWELL: Those were the
25 -- that -- that's -- that was what the advice and what

1 the services were going to be as you understood it?

2 MS. SANDRA COOPER: That's what I
3 understand, yes.

4 MR. WILLIAM MCDOWELL: But you made no
5 inquiries?

6 MS. SANDRA COOPER: That is correct.

7 MR. WILLIAM MCDOWELL: And as I
8 understood your evidence the reason for that was that
9 you have a reticence about asking your siblings about
10 how they earn their income, right?

11 MS. SANDRA COOPER: Yes.

12 MR. WILLIAM MCDOWELL: But your other
13 siblings aren't involved in business that intersects
14 with the Town of Collingwood, are they?

15 MS. SANDRA COOPER: I wouldn't
16 necessarily know.

17 MR. WILLIAM MCDOWELL: Right, not
18 having made inquiries you wouldn't -- you wouldn't
19 know.

20 MS. SANDRA COOPER: I don't see them
21 weekly.

22 MR. WILLIAM MCDOWELL: Did you -- let
23 me ask you this. When you wrote your letter, did you
24 give any independent thought as to the content of your
25 letter or did you just look at his and say, that looks

1 fine, I'll sign off on that?

2 MS. SANDRA COOPER: I looked at his
3 letter and thought it was fine to -- to sign at the
4 time.

5 MR. WILLIAM MCDOWELL: As we've seen,
6 we know that Mr. Bonwick was getting confidential
7 information about PowerStream on the runup to you
8 sending this letter.

9 MS. SANDRA COOPER: Yes, we've seen
10 that.

11 MR. WILLIAM MCDOWELL: Can we pull up
12 ALE216.

13

14 (BRIEF PAUSE)

15

16 MR. WILLIAM MCDOWELL: And then let's
17 pull up 218.

18

19 (BRIEF PAUSE)

20

21 MR. WILLIAM MCDOWELL: So if we scroll
22 through, this is PowerStream's strategic retreat. I'm
23 looking for the reference to Mr. Bonwick.

24

25 (BRIEF PAUSE)

1 MR. WILLIAM MCDOWELL: So there,
2 PowerStream is talking about -- is it slide 6?
3 They're understanding the Town of Collingwood is
4 considering selling the Utility. They have KPMG in --
5 involved.

6 Do you see that?

7 MS. SANDRA COOPER: Yes, that's
8 correct. They do.

9 MR. WILLIAM MCDOWELL: Then at the
10 same time, the slide says, PowerStream has been
11 approached by the Honourable Paul Bonwick. They talk
12 about his expertise, and they say that he has close
13 relationships within the community that may assist
14 PowerStream in achieving its M&A objectives, right?

15 MS. SANDRA COOPER: Yes.

16 MR. WILLIAM MCDOWELL: So then looking
17 at -- at that, just by itself, that seems to suggest
18 that what PowerStream thinks it's buying is Mr.
19 Bonwick's expertise, but also his relationships,
20 right?

21 MS. SANDRA COOPER: That's what --
22 yes, I agree with you.

23 MR. WILLIAM MCDOWELL: And let's go to
24 the foundation document, paragraph 2 -- 202.

25 MR. FREDERICK CHENOWETH: Just assist

1 me if you would. I'm just wondering what the date of
2 that PowerStream retreat was.

3 MR. WILLIAM MCDOWELL: It's on the
4 first slide.

5

6 (BRIEF PAUSE)

7

8 MR. WILLIAM MCDOWELL: There you go,
9 June 16.

10 MR. FREDERICK CHENOWETH: Thank you.
11 Appreciate it. Thank you.

12 MR. WILLIAM MCDOWELL: Then if we go
13 to Foundation Document paragraph 202.

14

15 (BRIEF PAUSE)

16

17 MR. WILLIAM MCDOWELL: So this is a
18 review of the retainer letter signed on June the 7th
19 by PowerStream. Do you see there that Mr. Bonwick
20 would, among other things, prepare detailed briefings
21 identifying key decision makers related to a
22 particular opportunity? Do you see that?

23 MS. SANDRA COOPER: Yes, I do.

24 MR. WILLIAM MCDOWELL: So Mr. Bonwick
25 was to figure out who were the real decision makers in

1 relation to the -- the PowerStream opportunity?

2 MS. SANDRA COOPER: Yes.

3 MR. WILLIAM MCDOWELL: For the -- the
4 Collus opportunity? And then if we scroll down...

5

6 (BRIEF PAUSE)

7

8 MR. WILLIAM MCDOWELL: Sorry, go up a
9 little bit, there.

10

11 (BRIEF PAUSE)

12

13 MR. WILLIAM MCDOWELL:

14 "Compenso is in constant contact
15 with the municipal government
16 leaders, and as such, is able to
17 monitor and report any changes or
18 opportunities that may arise. Our
19 intelligence gathering will help
20 prepare you to respond to any
21 potential critical challenges being
22 brought forward."

23 So you see that?

24 MS. SANDRA COOPER: Yes, I do see
25 that.

1 MR. WILLIAM MCDOWELL: So when you put
2 all of that together, Mr. Bonwick is being paid
3 because of his access to people like you? Do you see
4 that?

5 MS. SANDRA COOPER: Yes, I do.

6 MR. WILLIAM MCDOWELL: He's being paid
7 for his access to you personally?

8 MS. SANDRA COOPER: To government
9 leaders, yes.

10 MR. WILLIAM MCDOWELL: Yeah, but --

11 MS. SANDRA COOPER: That would include
12 me.

13 MR. WILLIAM MCDOWELL: That would
14 include you. And he is to gather intelligence, right?

15 MS. SANDRA COOPER: That's -- yes.

16 MR. WILLIAM MCDOWELL: And
17 "intelligence" is one (1) of those funny words,
18 because it means information gathered by all kinds of
19 means, correct?

20 MS. SANDRA COOPER: Yes.

21 MR. WILLIAM MCDOWELL: And the most
22 valuable intelligence is going to be information that
23 is confidential to the vendor, the Town, correct?

24 MS. SANDRA COOPER: I would agree with
25 that.

1 (BRIEF PAUSE)

2

3 MR. WILLIAM MCDOWELL: So just to put
4 it all together, you now accept, sitting here today,
5 that when Mr. Bonwick approached PowerStream, he was,
6 in part, selling his ability to gain access to you and
7 your office?

8 MS. SANDRA COOPER: Yes.

9 MR. WILLIAM MCDOWELL: Now, if we keep
10 scrolling down, under disclosure, if you take a second
11 to look at that.

12

13 (BRIEF PAUSE)

14

15 MR. WILLIAM MCDOWELL:

16 "Bonwick represents and warrants
17 that he has disclosed the scope of
18 his services and his retainer by
19 PowerStream to the mayor and clerk
20 of the Town of Collingwood."

21 Do you see that?

22 MS. SANDRA COOPER: Yes, I do see
23 that.

24 MR. WILLIAM MCDOWELL: As I understand
25 your evidence, you understood that he was going to be

1 acting for PowerStream, but only in public relations
2 activities?

3 MS. SANDRA COOPER: Public relations,
4 communications. That was what I understood.

5 MR. WILLIAM MCDOWELL: Can we agree,
6 then, that Mr. Bonwick did not disclose the scope of
7 his -- these activities as this required him to do?

8 MS. SANDRA COOPER: I had not seen
9 financials or that detailed scope.

10 MR. WILLIAM MCDOWELL: All right, but
11 if he was supposed to disclose the scope of his
12 activities, he didn't do that, did he?

13 MS. SANDRA COOPER: Correct. That is
14 right.

15

16 (BRIEF PAUSE)

17

18 MR. WILLIAM MCDOWELL: Now, if we turn
19 to a different topic, CPS4397.

20

21 (BRIEF PAUSE)

22

23 MR. WILLIAM MCDOWELL: So this is the
24 review of options?

25 MS. SANDRA COOPER: Yes, that's

1 correct.

2 MR. WILLIAM MCDOWELL: And we can go
3 through this, but we agreed that the option of a 50
4 percent share sale was not something that KPMG had
5 recommended as an option?

6 MS. SANDRA COOPER: They did not
7 recommend 50 percent. That is correct.

8 MR. WILLIAM MCDOWELL: And there was a
9 lot of evidence about this yesterday, but is it fair
10 to say that sitting here today, you don't know where
11 the 50 percent option came from?

12 MS. SANDRA COOPER: To be honest, I
13 don't recall.

14 MR. WILLIAM MCDOWELL: Right. And you
15 made reference to a KPMG -- a separate KPMG
16 presentation about the 50 percent?

17 MS. SANDRA COOPER: Yes.

18 MR. WILLIAM MCDOWELL: And we have
19 looked, and we can't find any evidence that there was
20 one?

21 MS. SANDRA COOPER: Okay.

22 MR. WILLIAM MCDOWELL: Do you accept
23 that?

24 MS. SANDRA COOPER: Yes, I do accept
25 that. There's been a lot of documents.

1 (BRIEF PAUSE)

2

3 MR. WILLIAM MCDOWELL: And if we turn
4 up TOC516351.

5

6 (BRIEF PAUSE)

7

8 MR. WILLIAM MCDOWELL: These are the
9 in camera minutes --

10 MS. SANDRA COOPER: Yes.

11 MR. WILLIAM MCDOWELL: -- for the
12 meeting of June 27th, 2011. So if we scroll
13 through...

14

15 (BRIEF PAUSE)

16

17 MR. WILLIAM MCDOWELL: They're fairly
18 brief. There's no resolution recorded as to the
19 direction Council wanted the process to go in?

20 MS. SANDRA COOPER: That's correct.

21 MR. WILLIAM MCDOWELL: And again,
22 we'll go back to this. This is the most valuable
23 asset the Town has. This is pretty important,
24 correct?

25 MS. SANDRA COOPER: And can we now

1 agree that there should have been some indication as
2 to the consensus reached by Council in camera?

3 MS. SANDRA COOPER: Yes, I would agree
4 with that.

5 MR. WILLIAM MCDOWELL: Now the
6 Strategic Task Team was formed after the June 27th
7 meeting?

8 MS. SANDRA COOPER: Yes.

9 MR. WILLIAM MCDOWELL: And on August
10 the 3rd, you had the first meeting?

11 MS. SANDRA COOPER: Yes, that's
12 correct.

13 MR. WILLIAM MCDOWELL: And Mr.
14 Houghton and Mr. Muncaster reported at that meeting
15 that they had attended initial meetings with
16 potentially interested bidders, and they had used a
17 consistent introduction in each meeting?

18 MS. SANDRA COOPER: Yes.

19 MR. WILLIAM MCDOWELL: And your
20 evidence yesterday was that this was important because
21 it made for a level playing field, correct?

22 MS. SANDRA COOPER: That is correct.

23 MR. WILLIAM MCDOWELL: The idea is
24 that in the RFP, you want to treat all bidders the
25 same, correct?

1 MS. SANDRA COOPER: Absolutely.

2 MR. WILLIAM MCDOWELL: The reason for
3 that is that you want real competition, right?

4 MS. SANDRA COOPER: Yes.

5 MR. WILLIAM MCDOWELL: And if you have
6 real competition among the bidders, that tends to
7 drive the price up, correct?

8 MS. SANDRA COOPER: Yes.

9 MR. WILLIAM MCDOWELL: And so the
10 reason that you want to treat all bidders the same
11 isn't out of a sense of altruism or fairness. It's to
12 get the most value for the shareholder, correct?

13 MS. SANDRA COOPER: It would be
14 fairness and to get the best value.

15 MR. WILLIAM MCDOWELL: Right. So the
16 dates of these meetings -- if we pull up the
17 foundation document at paragraph 240.

18

19 (BRIEF PAUSE)

20

21 MR. WILLIAM MCDOWELL: So those are
22 the dates of the -- of the meetings among Mr.
23 Muncaster, Mr. Houghton, and the prospective bidders.
24 Do you see that?

25 MS. SANDRA COOPER: Yes, I do see

1 that.

2 MR. WILLIAM MCDOWELL: But we now know
3 that by July the 7th, Mr. Houghton has had all kinds
4 of contact with our PowerStream. You know that,
5 right?

6 MS. SANDRA COOPER: Yes.

7 MR. WILLIAM MCDOWELL: Going back to
8 December of 2010?

9 MS. SANDRA COOPER: Yes.

10 MR. WILLIAM MCDOWELL: He's had
11 different contacts with Mr. Bentz. He's gone golfing
12 with Mr. Bentz, correct?

13 MS. SANDRA COOPER: Yes.

14 MR. WILLIAM MCDOWELL: Wouldn't it
15 have been important for the Strategic Task Team to
16 know that?

17 MS. SANDRA COOPER: Yes, I think that
18 they should have known that.

19 MR. WILLIAM MCDOWELL: Because if
20 you're starting the RFP process where there has been
21 more access given to one (1) bidder than another,
22 that's important, right?

23 MS. SANDRA COOPER: Absolutely, it is
24 important.

25 MR. WILLIAM MCDOWELL: And you may

1 have to adjust the process, taking that into account?

2 MS. SANDRA COOPER: Yes.

3 MR. WILLIAM MCDOWELL: And then
4 layered onto that, there's the whole business of the
5 solar vent project?

6 MS. SANDRA COOPER: M-hm.

7 MR. WILLIAM MCDOWELL: You have to say
8 "yes" or "no."

9 MS. SANDRA COOPER: Sorry, yes.

10 MR. WILLIAM MCDOWELL: All right. And
11 turn up paragraph 220 of the foundation document.

12

13 (BRIEF PAUSE)

14

15 MR. WILLIAM MCDOWELL: So this is
16 something that also has to be factored into the design
17 of the RFP, I take it?

18 MS. SANDRA COOPER: Yes.

19 MR. WILLIAM MCDOWELL: All right. Now
20 you will know, I think, from reading the foundation
21 document, that there are some documents from which it
22 appears that Mr. Houghton had a financial interest in
23 the solar vent company, correct?

24 MS. SANDRA COOPER: There was some
25 reference in the foundation documents, yes.

1 MR. WILLIAM MCDOWELL: All right. If
2 that was true, that is something that -- that Collus
3 Power should have known, I take it?

4 MS. SANDRA COOPER: Yes, I think so.

5 MR. WILLIAM MCDOWELL: Because Collus
6 Power was doing business with the solar vent company,
7 correct?

8 MS. SANDRA COOPER: Yes.

9 MR. WILLIAM MCDOWELL: And if Mr.
10 Houghton is the CEO of Powers -- Collus PowerStream,
11 and he is doing side business with the Company, that's
12 important to know, right?

13 MS. SANDRA COOPER: It is important
14 information.

15 MR. WILLIAM MCDOWELL: And if he is
16 doing business with PowerStream -- or sorry, with
17 Collus Power, and he is not disclosing his interest,
18 then that is very problematic from the point of view
19 of the CEO of the Company, isn't it?

20 MS. SANDRA COOPER: That information
21 should have been provided, yes.

22 MR. WILLIAM MCDOWELL: Right, but it
23 goes beyond that. You talked about your fiduciary
24 duties to Collus PowerStream, right?

25 MS. SANDRA COOPER: M-hm, yes.

1 MR. WILLIAM MCDOWELL: Well, Mr.
2 Houghton running the Company also has fiduciary
3 duties?

4 MS. SANDRA COOPER: Yes, he does.

5 MR. WILLIAM MCDOWELL: And one (1) of
6 them, I would say, is that he can't, in a covert way,
7 do business with the Company?

8 MS. SANDRA COOPER: Yes, I would agree
9 with that.

10 MR. WILLIAM MCDOWELL: And as a
11 director with your own fiduciary duties, if you had
12 known that, that would have caused you great concern?

13 MS. SANDRA COOPER: I would have asked
14 some questions.

15 MR. WILLIAM MCDOWELL: Right, and you
16 would have disapproved of it, I take it?

17 MS. SANDRA COOPER: Yes. It wouldn't
18 be appropriate.

19 MR. WILLIAM MCDOWELL: Well, that's
20 fair. So just to go back to the contact, the golf
21 games, and the meetings, and so on, between Mr.
22 Houghton and Mr. Bentz, running up to August 3rd,
23 2011, did you know of the extent of the contact
24 between Mr. Houghton and the people at PowerStream?

25 MS. SANDRA COOPER: No.

1 MR. WILLIAM MCDOWELL: And then Mr.
2 Bonwick, to the extent that Mr. Bonwick was providing
3 information to PowerStream concerning Collus and the
4 Town, going way back to February -- sorry, to January
5 of 2011, were you aware that Mr. Bonwick was providing
6 that information?

7 MS. SANDRA COOPER: No, I was not
8 aware of that.

9 MR. WILLIAM MCDOWELL: Now let's look
10 at CPS4397.

11

12 (BRIEF PAUSE)

13

14 MR. WILLIAM MCDOWELL: Go to slide 24.

15

16 (BRIEF PAUSE)

17

18 MR. WILLIAM MCDOWELL: So these are
19 the next steps that are noted. Do you see that?

20 MS. SANDRA COOPER: Yes, I do.

21 MR. WILLIAM MCDOWELL: Thank you. Can
22 we just look at twenty-five (25) for a second?

23 "Confidentiality is critical to
24 ensure that the greatest value is
25 fully recognized."

1 Do you see that?

2 MS. SANDRA COOPER: Yes, I do see
3 that.

4 MR. WILLIAM MCDOWELL: Let's go to the
5 Foundation Document, paragraph 239.

6
7 (BRIEF PAUSE)

8
9 MR. WILLIAM MCDOWELL: So this
10 recounts that you have the -- you have the meeting on
11 August 3rd, 2011, of the Strategic Task Team. Then if
12 we go to CPS2342.

13
14 (BRIEF PAUSE)

15
16 MR. WILLIAM MCDOWELL: These are the
17 minutes? You don't have to go through them to any
18 great extent, but these track what was discussed at
19 that initial meeting, right?

20 MS. SANDRA COOPER: Yes, that is
21 correct.

22 MR. WILLIAM MCDOWELL: Okay. And then
23 if we turn up paragraph 269 of the Foundation
24 Document.

25

1 (BRIEF PAUSE)

2

3 MR. WILLIAM MCDOWELL: So Mr. Bonwick
4 sends Ed Houghton a memo, and the memo is addressed to
5 Mr. Bentz, Mr. Glicksman, a few others at PowerStream.
6 Do you see that?

7 MS. SANDRA COOPER: Yes, I do see
8 that.

9 MR. WILLIAM MCDOWELL: And he has
10 summarized the presentations of the bidders in the
11 process?

12

13 (BRIEF PAUSE)

14

15 MS. SANDRA COOPER: Yes, I'm seeing
16 competitive analysis.

17 MR. WILLIAM MCDOWELL: Okay. And then
18 scroll down. So there, there are different points
19 made about Hydro One, and about Veridian, and it
20 carries on, right?

21 MS. SANDRA COOPER: Yes, it does.
22 They are listed there.

23 MR. WILLIAM MCDOWELL: Okay. So we
24 can agree that the information provided by the bidders
25 is highly confidential?

1 MS. SANDRA COOPER: Yes, it is
2 confidential information.

3 MR. WILLIAM MCDOWELL: It's
4 information that Mr. Bonwick should not have had?

5 MS. SANDRA COOPER: I would agree.

6 MR. WILLIAM MCDOWELL: But he has
7 written this memo ostensibly to pass this information
8 on to one (1) of the bidders, correct?

9 MS. SANDRA COOPER: That's what I'm
10 reading, yes.

11 MR. WILLIAM MCDOWELL: So let's look
12 at the TOC59013.

13

14 (BRIEF PAUSE)

15

16 MR. WILLIAM MCDOWELL: So there, he is
17 sending on presentations which had been made to that
18 point, and the presentations were to PowerStream?

19 MS. SANDRA COOPER: Yes, I agree with
20 that.

21 MR. WILLIAM MCDOWELL: And it's the
22 same point, this is information that is highly
23 confidential?

24 MS. SANDRA COOPER: I believe it to be
25 highly confidential.

1 MR. WILLIAM MCDOWELL: And if we turn
2 up ALE412.

3

4 (BRIEF PAUSE)

5

6 MR. WILLIAM MCDOWELL: So here Mr.
7 Bonwick is giving PowerStream detailed feedback about
8 how PowerStream's proposal went down, correct?

9 MS. SANDRA COOPER: Yes.

10 MR. WILLIAM MCDOWELL: How -- whether
11 the extent to which it was liked or disliked by
12 members of the strategic task team?

13 MS. SANDRA COOPER: Well received.

14 MR. WILLIAM MCDOWELL: Okay. And then
15 in the middle paragraph there he says:

16 "There is a great deal of focus on
17 the committee's desire to create a
18 partnership that provides
19 Collingwood with 50 percent of
20 ownership of the LDC."

21 Then he says:

22 "This issues appears to be more
23 political than practical in terms of
24 control or value. They believe that
25 palatability is much greater from a

1 Council perspective if they are able
2 to announce this type of scenario
3 rather than the perceived loss of
4 control in a less than 50 percent
5 scenario."

6 You see that?

7 MS. SANDRA COOPER: Yes, I do see
8 that.

9 MR. WILLIAM MCDOWELL: I must say,
10 this is really, you know, the only explanation of the
11 50 percent idea that I've really seen in the
12 documents.

13 MS. SANDRA COOPER: Yes, that it was a
14 political.

15 MR. WILLIAM MCDOWELL: And when I read
16 that, it -- from a political standpoint it -- it makes
17 sense, right?

18 MS. SANDRA COOPER: Yes. A -- a true
19 partner.

20 MR. WILLIAM MCDOWELL: Right. And
21 that was an accurate reflection of what members of the
22 strategic task team were thinking.

23 MS. SANDRA COOPER: Yes.

24 MR. WILLIAM MCDOWELL: And what, for
25 that matter, what members of Council were thinking.

1 MS. SANDRA COOPER: A partnership,
2 yes.

3 MR. WILLIAM MCDOWELL: But then he
4 carries on and he has a list of things on which -- on
5 which Collus was prepared to acquiesce, and he lists
6 them there. You see that?

7 MS. SANDRA COOPER: Yes.

8 MR. WILLIAM MCDOWELL: So again this
9 is highly confidential information.

10 MS. SANDRA COOPER: It's sensitive
11 information.

12 MR. WILLIAM MCDOWELL: It's sensitive
13 information and it has enormous commercial value, if -
14 - if PowerStream, the bidder, is being told here are
15 things they're going to collapse on.

16 MS. SANDRA COOPER: M-hm.

17 MR. WILLIAM MCDOWELL: Right?

18 MS. SANDRA COOPER: Yes.

19 MR. WILLIAM MCDOWELL: It's like being
20 told here are the cards that your opponent is holding,
21 right?

22 MS. SANDRA COOPER: Yes. I'll get it
23 right yet.

24 MR. WILLIAM MCDOWELL: That's all
25 right.

1 Now, I think I know the answer to this
2 question, but did this information come from you?

3 MS. SANDRA COOPER: No, it did not
4 come from me.

5 MR. WILLIAM MCDOWELL: Let's go to
6 ALE5133.003.

7

8 (BRIEF PAUSE)

9

10 MR. WILLIAM MCDOWELL: So this is an
11 update -- we don't need to go through all of the
12 slides, but there was an update given by Mr. Houghton
13 on that date.

14 MS. SANDRA COOPER: Yes.

15 MR. WILLIAM MCDOWELL: And if we go to
16 TOC512163 -- the date of that for the record was
17 October 3rd, 2011.

18 Sorry, TOC512163.

19

20 (BRIEF PAUSE)

21

22 MR. WILLIAM MCDOWELL: So these are
23 the in camera minutes.

24 MS. SANDRA COOPER: Yes, by October
25 3rd, 2011.

1 MR. WILLIAM MCDOWELL: Okay. And we
2 looked at in the evidence yesterday the -- the same
3 day Mr. Bonwick advised PowerStream that Collus would
4 send out RFP documents the following day. Do you
5 recall that?

6 MS. SANDRA COOPER: Yes.

7 MR. WILLIAM MCDOWELL: So looking at -
8 - so we're going to move ahead to November 10th, 2011,
9 TOC66378.

10

11 (BRIEF PAUSE)

12

13 MR. WILLIAM MCDOWELL: So the
14 attachment that Mr. Houghton is sending Mr. Bonwick is
15 Communication Strategy.

16 MS. SANDRA COOPER: Yes, that's what
17 it says.

18 MR. WILLIAM MCDOWELL: And then let's
19 look at CPS2643.

20

21 (BRIEF PAUSE)

22

23 MR. WILLIAM MCDOWELL: So this was the
24 slide deck that was used by Collus describing how it
25 was going to conduct its public information session.

1 You recall that?

2 MS. SANDRA COOPER: Yes, I remember
3 the public information session.

4 MR. WILLIAM MCDOWELL: And if Collus -
5 - sorry, if PowerStream got its hands on this, it
6 would be quite helpful to them to know the way in
7 which the project was going to be pitched to the
8 public, correct?

9 MS. SANDRA COOPER: It was a -- a
10 public information presentation.

11 MR. WILLIAM MCDOWELL: Right, but if
12 you know how it is that PowerStream is going -- sorry
13 that Collus is going to explain to the public why it's
14 doing what it's doing, if you're one (1) of the
15 bidders it's very helpful to know that.

16 MS. SANDRA COOPER: Absolutely.

17 MR. WILLIAM MCDOWELL: Let's look at
18 ALE -- sorry, let's go to paragraph 323 of the
19 Foundation Document.

20 MS. SANDRA COOPER: I should say
21 absolutely, yes.

22 MR. WILLIAM MCDOWELL: Yes, thank you.

23

24 (BRIEF PAUSE)

25

1 MR. WILLIAM MCDOWELL: So Mr. Fagen is
2 at PowerStream.

3 MS. SANDRA COOPER: Okay.

4 MR. WILLIAM MCDOWELL: And he says --
5 sends an email:

6 "A recap of the tentative public
7 disclosure and decision time lines
8 for the Collus Power, Collingwood
9 RFP that Ed Houghton and Paul
10 Bonwick outlined to me in a
11 conference call this morning."

12 MS. SANDRA COOPER: I read that.

13 MR. WILLIAM MCDOWELL: Right. And
14 then in the following paragraph, the -- the detailed
15 steps are set out.

16 MS. SANDRA COOPER: Yes.

17 MR. WILLIAM MCDOWELL: And can we
18 agree that if Mr. Bonwick and Mr. Houghton shared this
19 information with PowerStream, they should not have
20 done so?

21 MS. SANDRA COOPER: I think it was --
22 I believe it to be critical information not to be
23 shared.

24 MR. WILLIAM MCDOWELL: Right. And
25 just to cover this off, I looked through the

1 documents, I don't see any evidence that Mr. Houghton
2 was sharing this information with any other bidders in
3 the RFP.

4 MS. SANDRA COOPER: And I have not
5 seen that either in the Foundation Document.

6 MR. WILLIAM MCDOWELL: Now, going over
7 to January 2012, they selected -- the Town has -- and
8 -- sorry, Collus has selected PowerStream as the
9 successful bidder, right?

10 MS. SANDRA COOPER: M-hm, yes.

11 MR. WILLIAM MCDOWELL: And let's pull
12 up CPS9063_00001, four (4) zeroes and a one (1).
13 Scrolling down.

14

15 (BRIEF PAUSE)

16

17 MR. WILLIAM MCDOWELL: So this is the
18 one (1) where Mr. Bonwick is suggesting precisely how
19 you should engage the Town's lawyers, right?

20 MS. SANDRA COOPER: Yes.

21 MR. WILLIAM MCDOWELL: And he says:

22 "This will provide an opportunity to
23 provide clear direction to Leo and
24 the CAO from both members of the
25 review team -- will also have to be

1 mayor and deputy mayor."

2 You see that?

3 MS. SANDRA COOPER: Yes, I do.

4 MR. WILLIAM MCDOWELL: So this is a
5 critical point on the time line because the
6 transaction is about to close?

7 MS. SANDRA COOPER: Yes.

8 MR. WILLIAM MCDOWELL: And then if you
9 scroll up, you confirmed:

10 "Hello Paul: I will email Leo to be
11 included likely around two-ish."

12 Correct?

13 MS. SANDRA COOPER: Yes.

14 MR. WILLIAM MCDOWELL: Now, we talked
15 about things that are confidential, but the
16 relationship between the Town and its lawyers is a
17 relationship between a client and a lawyer.

18 Do you understand that?

19 MS. SANDRA COOPER: Yes, I understand.

20 MR. WILLIAM MCDOWELL: So it is a
21 special level of confidentiality. Do you understand
22 that?

23 MS. SANDRA COOPER: Yes.

24 MR. WILLIAM MCDOWELL: That
25 relationship is cloaked by solicitor and client

1 privilege.

2 MS. SANDRA COOPER: Yes.

3 MR. WILLIAM MCDOWELL: Which under our
4 law is as near to absolute as possible --

5 MS. SANDRA COOPER: M-hm.

6 MR. WILLIAM MCDOWELL: -- is protected
7 almost absolutely.

8 MS. SANDRA COOPER: Yes.

9 MR. WILLIAM MCDOWELL: Right. So to
10 have somebody who is in the other camp, the other side
11 of the transaction, involved in how you instruct your
12 lawyers is a very bad thing. You accept that?

13 MS. SANDRA COOPER: Yes, it -- yes, I
14 -- I agree with you.

15 MR. WILLIAM MCDOWELL: Right. And
16 when you were asked why that happened yesterday, you
17 said that you had no answer.

18 MS. SANDRA COOPER: It was a
19 suggestion made and there was no information provided
20 to anyone. It was -- it was, in my estimation -- I
21 look at it now and I look at it then -- it was, you
22 know, you should get Leo involved in this.

23 MR. WILLIAM MCDOWELL: Right, but it
24 wasn't just get Leo involved; it was to push Leo in a
25 particular direction, right?

1 MS. SANDRA COOPER: That was the
2 suggestion.

3 MR. WILLIAM MCDOWELL: Right. But you
4 now understand that it was very wrong of you to be
5 taking advice from Paul Bonwick on that subject.

6 MS. SANDRA COOPER: I should not have
7 done that.

8 MR. WILLIAM MCDOWELL: Right. And the
9 reason for that is that your brother was being paid to
10 advance PowerStream's interests in this transaction,
11 right?

12 MS. SANDRA COOPER: Yes.

13 MR. WILLIAM MCDOWELL: And then in
14 that part of the evidence yesterday, you were asked
15 whether Mr. Bonwick had a role advising the Town in
16 relation to the transaction, and you -- you gave kind
17 of a funny answer. You said not with me.

18 And just to clear this up, was there
19 anybody else who had an informal relationship with Mr.
20 Bonwick in -- on the Town side?

21 MS. SANDRA COOPER: Well, the deputy
22 mayor and he would have had -- and some other members
23 of Council as well.

24 MR. WILLIAM MCDOWELL: Do you think
25 that the deputy mayor was sharing information with Mr.

1 Bonwick?

2 MS. SANDRA COOPER: I don't know.

3 MR. WILLIAM MCDOWELL: You don't know?

4 MS. SANDRA COOPER: No. I only know
5 what I didn't share.

6 MR. WILLIAM MCDOWELL: All right. And
7 we'll hear from Mr. Lloyd fairly shortly, but what
8 you're saying is that he and Mr. Bonwick had a close
9 relationship.

10 MS. SANDRA COOPER: They -- they knew
11 one (1) another. I'm not sure how close that was and
12 Mr. Bonwick was on Council, I believe, when Councillor
13 Cunningham was the Fire Chief, so I would say that
14 there are...

15 MR. WILLIAM MCDOWELL: Right, I
16 understand.

17 Now, turn up ALE1529.

18

19 (BRIEF PAUSE)

20

21 MR. WILLIAM MCDOWELL: So turning
22 down. Okay, stop there. Here Mr. Bonwick is
23 reporting in some detail on the meeting that took
24 place with the Town's lawyers, you, Mr. Lloyd, and so
25 on.

1 MS. SANDRA COOPER: M-hm.

2 MR. WILLIAM MCDOWELL: You see that?

3 MS. SANDRA COOPER: Yes.

4 MR. WILLIAM MCDOWELL: It says:

5 "The motion is completely in keeping
6 with our discussion."

7 You see that?

8 MS. SANDRA COOPER: Yes, I see that.

9 MR. WILLIAM MCDOWELL: So in other
10 words, the proposed bylaw that talked about the
11 agreement being subject to the approval of the mayor,
12 the clerk, and the Town's solicitor, now made no
13 mention of the solicitor, correct?

14 MS. SANDRA COOPER: Yes.

15 MR. WILLIAM MCDOWELL: It is -- and he
16 says it is subject to the satisfaction of the mayor
17 with no mention of their lawyer. Do you see that?

18 MS. SANDRA COOPER: Yes, I see that.

19 MR. WILLIAM MCDOWELL: So this is Mr.
20 Bonwick sharing the contents of the privileged
21 conversation that the Town had with its lawyer with
22 the other side of the transaction.

23 MS. SANDRA COOPER: I read that now
24 and I was not aware of that. I did not share that
25 information.

1 MR. WILLIAM MCDOWELL: Obviously that
2 should not have happened.

3 MS. SANDRA COOPER: I would totally
4 agree.

5 MR. WILLIAM MCDOWELL: And then I'll
6 just ask you this, that information did not come from
7 you?

8 MS. SANDRA COOPER: That is correct,
9 that did not come from me.

10 MR. WILLIAM MCDOWELL: And ALE2075 --

11

12 (BRIEF PAUSE)

13

14 MR. WILLIAM MCDOWELL: So Mr. Bonwick
15 is reporting Mr. Houghton about the documents and when
16 they're going to be signed and he has attached a -- a
17 number of documents. One of them is -- find it --
18 they're number 3 at the bottom, "memo to Leo Longo, re
19 documents to be signed."

20 And then at the very top, the heading
21 is "Documents to be signed by mayor and clerk an
22 explanatory memorandum."

23 MS. SANDRA COOPER: Yes.

24 MR. WILLIAM MCDOWELL: And that is
25 copied to Brian Bentz with the attachments. You see

1 that?

2 MS. SANDRA COOPER: Yes, I do see
3 that.

4 MR. WILLIAM MCDOWELL: So again, don't
5 have to go through them, but a number of these
6 documents are obviously privileged. The memorandum to
7 the mayor explaining what the transaction documents
8 are about, those are highly confidential, those are
9 privileged.

10 MS. SANDRA COOPER: Yes.

11 MR. WILLIAM MCDOWELL: And Mr. Bonwick
12 should not have sent them obviously to Mr. Bentz, on
13 the other side of the transaction.

14 MS. SANDRA COOPER: I would think now.
15 I would agree with you.

16 MR. WILLIAM MCDOWELL: It's quite
17 inappropriate for him to do so.

18 MS. SANDRA COOPER: Yes.

19 MR. WILLIAM MCDOWELL: We'll have our
20 own questions about Mr. Bentz and what he did when he
21 got the privileged documents from the other side.

22 Now, just to move quickly to the -- the
23 question of the weighting of the non-financial and
24 financial criteria.

25 MS. SANDRA COOPER: M-hm.

1 MR. WILLIAM MCDOWELL: I guess if the
2 point of this transaction was to get the maximum cash
3 value for the 50 percent of Collus, then why were the
4 criteria weighted 70 percent to the non-financial
5 details?

6 MS. SANDRA COOPER: That had been
7 recommended in -- in the discussion that -- and again
8 I am not -- I wasn't at that time familiar with RFPs
9 or preparing them or marking any of those tenders
10 coming in.

11 MR. WILLIAM MCDOWELL: Right. But
12 when you say it was recommended, it wasn't recommended
13 by your consultants; it was recommended by Mr.
14 Muncaster and Mr. Houghton? Is that correct?

15 MS. SANDRA COOPER: I can't recall
16 specifically but it was -- it was recommended -- not
17 recommended by KPMG. I don't recall that they had
18 recommended that.

19 MR. WILLIAM MCDOWELL: Right. So it
20 came -- and we agreed it came from one (1) of or both
21 of Mr. Muncaster, Mr. Houghton?

22 MS. SANDRA COOPER: It could have,
23 yes.

24 MR. WILLIAM MCDOWELL: Is that your
25 best --

1 MS. SANDRA COOPER: I don't --

2 MR. WILLIAM MCDOWELL: --

3 recollection?

4 MS. SANDRA COOPER: I don't recall who
5 -- I -- I would suggest that Mr. Houghton would have
6 put that together.

7 MR. WILLIAM MCDOWELL: Should Council
8 have had some involvement in establishing those
9 criteria?

10 MS. SANDRA COOPER: Council had
11 selected a task -- well, had selected a member of
12 Council for the task team to represent them and I was
13 there -- the mayor is there in various capacities of -
14 - as the mayor. So I would say that there was Council
15 representation there to give their view.

16 MR. WILLIAM MCDOWELL: But that was
17 the extent of Council's participation?

18 MS. SANDRA COOPER: Yes, that is
19 correct.

20 MR. WILLIAM MCDOWELL: Can we turn up
21 CPS2633?

22

23 (BRIEF PAUSE)

24

25 MR. WILLIAM MCDOWELL: So if we scroll

1 down -- so this is the question of how it is that the
2 leading proponent in each category gets the maximum
3 number of points, and Mr. Houghton explains there:

4 "If you feel Respondent A has the
5 best proposal regarding the support
6 for employees and their careers,
7 then they shall get the full ten
8 (10) points. The other three (3)
9 Respondents will then be judged and
10 provided points based on the best
11 proposal."

12 So it appears that this idea of the
13 leading proponent in each category getting all of the
14 points simply came from Mr. Muncaster and Mr.
15 Houghton. Is that fair?

16 MS. SANDRA COOPER: Yes.

17 MR. WILLIAM MCDOWELL: And then --

18 MR. FREDERICK CHENOWETH: Could we
19 just scroll up so I can see the date on this
20 correspondence? Thank you.

21

22 CONTINUED BY MR. WILLIAM MCDOWELL:

23 MR. WILLIAM MCDOWELL: And then if we
24 turn up -- before we do that, there is no advice from
25 KPMG on that particular part of the -- of the process,

1 I assume.

2 MS. SANDRA COOPER: Right, and
3 although Mr. Herhalt is copied.

4 MR. WILLIAM MCDOWELL: So if we turn
5 up Ms. Wingrove's transcript of April 18th at page 60.

6
7 (BRIEF PAUSE)

8
9 MR. WILLIAM MCDOWELL: So here she's
10 talking about -- well actually go to -- go to the page
11 before. Go to page 59 so you get the -- the full
12 context.

13 Okay. So she says:

14 "My greatest concern I think came
15 later when as a group we were
16 discussing the evaluation and the
17 scoring of the responses at the
18 strategic task table."

19 I think you were in the room when she
20 was giving this evidence.

21 MS. SANDRA COOPER: Yes, I was.

22 MR. WILLIAM MCDOWELL: Right. So then
23 if we turn to page 60, she says:

24 "And there was a lot of discussion
25 that was based on experience, and

1 Mr. Houghton and potentially
2 Director McFadden had with some of
3 the responses -- respondents,"
4 sorry, "as to their business
5 practices, their fit, what it would
6 mean for them to be the successful
7 proponent in the process."

8 And then if you go to the next
9 paragraph, she gives the example of Hydro One, that
10 Hydro One was large and bureaucratic. They would be
11 difficult to work with, that Collus would lose all its
12 identity, and so on.

13 So when you are scoring the different
14 bidders on the non-financial criteria --

15 MS. SANDRA COOPER: M-hm.

16 MR. WILLIAM MCDOWELL: -- I take it
17 she's right that you're sitting around the table
18 having these kinds of discussions.

19 MS. SANDRA COOPER: Yes.

20 MR. WILLIAM MCDOWELL: And to come
21 back to a point you had made, Mr. Muncaster had a lot
22 of experience in the industry, I take it?

23 MS. SANDRA COOPER: Yes.

24 MR. WILLIAM MCDOWELL: And Mr. --

25 MS. SANDRA COOPER: And Mr. McFadden.

1 MR. WILLIAM MCDOWELL: Mr. McFadden as
2 well. And so they have a lot of influence on the way
3 these scores are assigned, I take it?

4 MS. SANDRA COOPER: They had a -- a
5 knowledge that they were able to provide.

6 MR. WILLIAM MCDOWELL: Right, and that
7 meant -- that brought with it some -- some great
8 influence on the other members of the team, I take it?

9 MS. SANDRA COOPER: Yes.

10 MR. WILLIAM MCDOWELL: Then scrolling
11 down, she says, and this is still in relation to Hydro
12 One:

13 "Certainly that was not a direction
14 that was, you know, being supported,
15 if you will, by Mr. Houghton and
16 others.

17 So there was a general dislike of Hydro
18 One as a -- as a prospective partner, I take it?

19 MS. SANDRA COOPER: That is correct.
20 They were not successful.

21 MR. WILLIAM MCDOWELL: And then if you
22 turn, I think it's to page 62, so Ms. Wingrove says:

23 "But to sit at the table and have
24 the discussion about the merits of
25 one (1) bid over another before

1 everything is finalized it's not a
2 practice that it's too easy to be
3 influenced by the other people
4 around the table for me."

5 And I just would like your reaction to
6 that.

7 MS. SANDRA COOPER: I do not recall
8 Ms. Wingrove speaking to this at the time, and I was
9 not familiar with RFP process and so I'm not sure --
10 and criteria, so I'm not sure --

11 MR. WILLIAM MCDOWELL: So --

12 MS. SANDRA COOPER: -- how it falls
13 out. I was not --

14 MR. WILLIAM MCDOWELL: Okay. So as
15 you -- so what it comes to is that you don't feel you
16 can really comment on that from her?

17 MS. SANDRA COOPER: No. I -- I
18 thought it was good information that was being
19 provided.

20 MR. WILLIAM MCDOWELL: Okay. Can we
21 turn up KPM1901?

22

23 (BRIEF PAUSE)

24

25 MR. WILLIAM MCDOWELL: So just

1 scrolling down, Mr. Rockx at KPMG writing. This is --
2 KPMG is in the process of doing adjustments to the
3 different bids to determine the real value.

4 MS. SANDRA COOPER: Yes.

5 MR. WILLIAM MCDOWELL: And he says in
6 the bottom paragraph:

7 "I have a phone call with Hydro One
8 this afternoon to confirm the
9 details of their offer, which
10 probably still is \$2 million higher
11 than that of PowerStream."

12 You see that?

13 MS. SANDRA COOPER: Yes, I do.

14 MR. WILLIAM MCDOWELL: And there are
15 further adjustments made and I think the -- the gap in
16 the end is about a million dollars, that Hydro One is
17 about a million dollars more than PowerStream?

18 MS. SANDRA COOPER: Yes, that is
19 correct.

20 MR. WILLIAM MCDOWELL: So let's turn
21 to -- to paragraph 421 of the Foundation Document.

22

23 (BRIEF PAUSE)

24

25 MR. WILLIAM MCDOWELL: So this is

1 reflecting KPMG discussions with Hydro One. We're
2 scrolling down. And Mr. Rockx asks Mr. Houghton:

3 "Can I provide Hydro One with the
4 one-page summary of their offer to
5 see if they agree with the assumed
6 purchase price adjustment?"

7 So really that was to find out whether
8 or not Collus understood just what Hydro One was
9 offering. Do you agree?

10 MS. SANDRA COOPER: Yes.

11 MR. WILLIAM MCDOWELL: And Mr.

12 Houghton says:

13 "My first reaction is to leave that
14 as is for now."

15 MS. SANDRA COOPER: I read that.

16 MR. WILLIAM MCDOWELL: Correct?

17 MS. SANDRA COOPER: M-hm.

18 MR. WILLIAM MCDOWELL: And so they're
19 not really interested in going back and finding out
20 just how much Hydro was offering.

21 MS. SANDRA COOPER: Yes, I -- I see
22 that.

23 MR. WILLIAM MCDOWELL: Right. So in
24 all of this I guess the question is, if the whole
25 reason you got into this in the first place was to get

1 the maximum value to pay down the debt of the Town of
2 Collingwood --

3 MS. SANDRA COOPER: M-hm.

4 MR. WILLIAM MCDOWELL: -- it seems
5 kind of funny that the leading bidder is really being
6 given such short shrift.

7 MS. SANDRA COOPER: In -- if I can say
8 in my view that there was the list and -- and
9 individuals marked accordingly and - -and so Hydro One
10 was not -- there was no appetite or interest for Hydro
11 One.

12 MR. WILLIAM MCDOWELL: So -- so
13 getting cash and the most cash possible from the
14 successful bidder turned out to be not that important
15 in the scheme of things.

16 MS. SANDRA COOPER: Well, it was
17 important but other things were important too, and
18 looking at future investments in my mind.

19 MR. WILLIAM MCDOWELL: Well, fair
20 enough.

21 Looking at how the successful bidder
22 was going to treat staff, that was one?

23 MS. SANDRA COOPER: Yes.

24 MR. WILLIAM MCDOWELL: So included in
25 that is whether or not the successful bidder is going

1 to keep the Collus executive team in power. That's a
2 consideration?

3 MS. SANDRA COOPER: I wouldn't say
4 that per se, staff, employees.

5 MR. WILLIAM MCDOWELL: That includes
6 the executive team.

7 MS. SANDRA COOPER: Well, it would
8 everyone, yeah.

9 MR. WILLIAM MCDOWELL: Right, but the
10 --

11 MS. SANDRA COOPER: Including --

12 MR. WILLIAM MCDOWELL: Right.

13 MS. SANDRA COOPER: yeah.

14 MR. WILLIAM MCDOWELL: But one (1) of
15 the features of the way this unfolded is that the
16 chief of the executive team is highly influential in
17 the evaluation of the RFP bidders, correct?

18 MS. SANDRA COOPER: Yes.

19 MR. WILLIAM MCDOWELL: And we'll hear
20 from Mr. Houghton but one (1) of the things that he
21 may have had a sense of, given the extent of his
22 contact with PowerStream, is whether or not they were
23 going to keep on the executive team.

24 MS. SANDRA COOPER: Yes, I'm sure of
25 that.

1 MR. WILLIAM MCDOWELL: Now, I won't
2 turn it up, but you remember that there was an email
3 from Mr. Longo as the closing approached where Mr.
4 Longo said the Town's interests and Collus' interests
5 may not be the same.

6 MS. SANDRA COOPER: Yes.

7 MR. WILLIAM MCDOWELL: Right?

8 MS. SANDRA COOPER: I recall.

9 MR. WILLIAM MCDOWELL: Now, Mr. Longo
10 is an excellent lawyer. We can agree on that.

11 MS. SANDRA COOPER: Yes.

12 MR. WILLIAM MCDOWELL: And he had
13 given a lot of advice to the Town over the years?

14 MS. SANDRA COOPER: Yes, he has.

15 MR. WILLIAM MCDOWELL: And you said
16 that what he was telling you there was an opinion.

17 MS. SANDRA COOPER: Yes.

18 MR. WILLIAM MCDOWELL: But can I
19 suggest that almost all of the advice that Mr. Longo
20 has given the Town over the years has been in the form
21 of an opinion?

22 MS. SANDRA COOPER: Yes, that's true.

23 MR. WILLIAM MCDOWELL: And you've
24 relied on those opinions?

25 MS. SANDRA COOPER: Yes.

1 MR. WILLIAM MCDOWELL: So he tells you
2 that these interests are different.

3 Mr. Houghton, as I understood your
4 evidence yesterday, was nevertheless selected to
5 instruct Aird & Berlis on behalf of the Town?

6 MS. SANDRA COOPER: The Town and
7 Collus, yes.

8 MR. WILLIAM MCDOWELL: But if the
9 interests are different, the Town's interests and
10 Collus' interests, then how does he -- how does he
11 give instructions on behalf of both of them?

12 MS. SANDRA COOPER: The -- the
13 decision made impacts the people of Collingwood.

14 MR. WILLIAM MCDOWELL: I understand
15 that.

16 MS. SANDRA COOPER: Which is one (1)
17 and the same.

18 MR. WILLIAM MCDOWELL: Right. But the
19 interests of the company may be different than the
20 interests of the Town.

21 MS. SANDRA COOPER: I would disagree
22 with that. I think it's all encompassing, all one (1)
23 and the same, in my view.

24 MR. WILLIAM MCDOWELL: All right. So
25 --

1 MS. SANDRA COOPER: That Collus is
2 under the umbrella of the Town of Collingwood.

3 MR. WILLIAM MCDOWELL: All right. So
4 when your long-standing lawyer told you that --
5 something different, you, even sitting here today, you
6 reject that?

7 MS. SANDRA COOPER: I -- I see that --
8 I'm not saying I --

9 MR. FREDERICK CHENOWETH: I'm not sure
10 about the -- about the nature of the question asked
11 there. The lawyer said they may be different. He
12 didn't say that they were different. That's, in my
13 view, significant for a question to this witness --

14 MR. WILLIAM MCDOWELL: I'm more than
15 happy to pull up the email, because this is -- the
16 significant note of caution sounded by Mr. Longo.

17 THE HONOURABLE FRANK MARROCCO: Well,
18 can you -- let's pull up the email, if -- if you've
19 got the number handy. Can we find the number of that
20 document?

21 MR. WILLIAM MCDOWELL: Okay. It's
22 CJI6303.

23

24

(BRIEF PAUSE)

25

1 COURT OPERATOR: Counsel, is there a
2 page number?

3 MR. WILLIAM MCDOWELL: Go to paragraph
4 484.

5

6 (BRIEF PAUSE)

7

8 CONTINUED BY MR. WILLIAM MCDOWELL:

9 MR. WILLIAM MCDOWELL: Okay. So --
10 all right. So here -- that's fine. So this is part
11 of an exchange, scroll down. You have your answer to
12 Mr. Longo, document all of the oversight that you've
13 had, to use your terms, right?

14 MS. SANDRA COOPER: Yes.

15 MR. WILLIAM MCDOWELL: And then if you
16 scroll up, Mr. Longo says:

17 "Ron and Corrine are advising
18 Collus, not the Town. I just want
19 to note that the Town's interest may
20 not be identical to Collus."

21 Do you see that?

22 MS. SANDRA COOPER: Yes, I do.

23 MR. WILLIAM MCDOWELL: And then if we
24 turn up paragraph 486, there Mr. Longo indicated he
25 understood was not questioning that Council believe

1 the Collus PowerStream transaction to be in the best
2 interest of the Town.

3 Mr. Longo then stated:

4 "My earlier e-mail addressed
5 something different, i.e., that the
6 lawyers preparing the agreements are
7 representing entities other than the
8 Town."

9 MS. SANDRA COOPER: I see that, yes.

10 MR. WILLIAM MCDOWELL: Right. And so,
11 to go back to my question. If Mr. Houghton is
12 representing an interest other than the Town's
13 interest, isn't it difficult for him to represent the
14 Town's interest as well when he's instructing the
15 lawyers?

16 MS. SANDRA COOPER: I did not see that
17 at the time, I -- I'm reading what Mr. Longo has
18 stated.

19 MR. WILLIAM MCDOWELL: Right. And he
20 did e-mail that to you at the time?

21 MS. SANDRA COOPER: Yes, he -- yes, he
22 did. But it was my understanding that it was Collus
23 under -- or under the umbrella of the Town of
24 Collingwood and from the list of people that were
25 involved in oversight, including there were a few

1 lawyers from Aird & Berlis, four (4) lawyers that --

2 MR. WILLIAM MCDOWELL: I understand.

3 MS. SANDRA COOPER: I have a comfort
4 there.

5 MR. WILLIAM MCDOWELL: All right. So,
6 can I put it this way, that -- that you understood
7 that the Town was selling its asset.

8 MS. SANDRA COOPER: Yes.

9 MR. WILLIAM MCDOWELL: That Collus was
10 the company that was being sold.

11 MS. SANDRA COOPER: M-hm.

12 MR. WILLIAM MCDOWELL: And that you
13 didn't make a distinction between the interests of the
14 Town and the interests of Collus in that situation?

15 MS. SANDRA COOPER: I was looking for
16 the best interest of the Town.

17 MR. WILLIAM MCDOWELL: Turn up
18 paragraph 662. May I ask you, when you're sitting on
19 the Board of Collus, you didn't accept director's
20 fees, I take it?

21 MS. SANDRA COOPER: On the Board of
22 Collus there was a director fee of a -- I didn't -- I
23 accepted a per diem rate for each of the --

24 MR. WILLIAM MCDOWELL: So let me just
25 look at this and I'll close with this.

1 Journal entry produced to the auditor
2 showed a bonus payment from Collus to Mayor Cooper of
3 7,500 that had been marked voided.

4 MS. SANDRA COOPER: Yes.

5 MR. WILLIAM MCDOWELL: So you were
6 offered \$7,500 as a bonus and you turned it down. Is
7 that what happened?

8 MS. SANDRA COOPER: I don't recall
9 having a cheque and returning it. I do recall that I
10 was -- I was fine with receiving the per diem.

11 MR. WILLIAM MCDOWELL: Okay, and then
12 if we turn up 663, there is a list of extraordinary
13 deduction payments to Collus Board and strategic
14 partnership task team.

15 It's a bit like looking at the salaries
16 of a hockey team here, and Dean Muncaster gets \$5,700
17 and it says here that you get 2,400.

18 MS. SANDRA COOPER: So -- and I
19 questioned that extraordinary deduction. Those are
20 per diems for the strategic task team with mine.

21 MR. WILLIAM MCDOWELL: Okay, so your
22 recollection is that this wasn't a bonus, it was just
23 the per diems?

24 MS. SANDRA COOPER: Yes, a total of
25 the per diems. That's my understanding.

1 MR. WILLIAM MCDOWELL: All right. Is
2 it your understanding that no bonuses were paid
3 following the --

4 MS. SANDRA COOPER: To me.

5 MR. WILLIAM MCDOWELL: Well, were they
6 paid to others following the transaction?

7 MS. SANDRA COOPER: I believe so, yes.

8 MR. WILLIAM MCDOWELL: And do you know
9 why that was?

10 MS. SANDRA COOPER: It was -- it was
11 explained to me that after -- for extraordinary
12 circumstances and that in the business world that
13 people are recognized for the work they have done.
14 That was the explanation.

15 MR. WILLIAM MCDOWELL: Right. I
16 suspect Mr. Muncaster may have brought home bigger
17 bonuses in his day. But we'll leave that for him.

18 MS. SANDRA COOPER: Well, he's not --
19 no longer with us, unfortunately.

20 MR. WILLIAM MCDOWELL: Right. All
21 right, just give me a moment.

22 Those are the questions for the Town.

23 THE HONOURABLE FRANK MARROCCO: Thank
24 you, Mr. McDowell.

25 Who is next? Mr. Chenoweth. Go ahead.

1 CROSS-EXAMINATION BY MR. FREDERICK CHENOWETH:

2 MR. FREDERICK CHENOWETH: Very good,
3 thank you.

4 And I'm going to ask my questions from
5 this location as well. There may be necessity to look
6 at a number of documents.

7 I can certainly try, and if I -- if I
8 fail, please remind me. Thank you.

9 Collingwood's counsel has asked you a
10 series of questions about the correspondence that you
11 had with Leo Longo with respect to this matter.

12 And -- and I take it that Mr. Longo was
13 pointing out to you that there may, and he used the
14 word "may", there may be a difference -- I -- I'm just
15 about eating my mic.

16 But in any event, there may be a
17 difference in interest between Collus and the Town.
18 He said there may be.

19 MS. SANDRA COOPER: Yes.

20 MR. FREDERICK CHENOWETH: All right.
21 And he asked you to be mindful of that?

22 MS. SANDRA COOPER: Yes.

23 MR. FREDERICK CHENOWETH: I take it
24 that as a result of -- of that caution from Leo Longo,
25 that you considered whether there was a difference in

1 interest between Collus and the Town? You would have
2 considered that --

3 MS. SANDRA COOPER: Yes.

4 MR. FREDERICK CHENOWETH: -- during
5 the course of that correspondence. Thank you.

6 And -- and I think you already
7 expressed it, but I take it that in your judgment at
8 that time you did not see a -- a difference in
9 interest between Collus and the Town?

10 MS. SANDRA COOPER: Yes, that's
11 correct.

12 MR. FREDERICK CHENOWETH: In fact, you
13 felt they had the same interest?

14 MS. SANDRA COOPER: Yes.

15 MR. FREDERICK CHENOWETH: All right.

16 Now, Mr. Longo appears to be injecting
17 himself into this matter and you already had two (2)
18 other solicitors working on this at the time, you had
19 Corrine Kennedy and you had -- you had Ron Clark,
20 correct?

21 MS. SANDRA COOPER: Yes, that is
22 correct.

23 MR. FREDERICK CHENOWETH: And I think
24 one (1) of the things, as I understand it, that you
25 were concerned about when you were elected was the

1 costs of consultants and the costs of lawyers and that
2 were engaged and paid by the Town and the citizens of
3 the Town?

4 MS. SANDRA COOPER: Yes, that is
5 correct.

6 MR. FREDERICK CHENOWETH: Would it be
7 fair to say that one (1) of your concerns with respect
8 to the involvement of -- the involvement of Mr. Longo
9 over and above the exercise of due diligence that
10 Kennedy and Clark were exercising, would it be fair to
11 say that one (1) of your concerns at that time would
12 have been the potential for the over-injection of Mr.
13 Longo into this matter and the costs that might arise
14 from that?

15 MS. SANDRA COOPER: That would have
16 been one (1) of, yes.

17 MR. FREDERICK CHENOWETH: All right.

18 And -- and I take it that the concern
19 for the costs of that would have been one (1) of the
20 things that tempered your thinking about not the
21 involvement of, but the extent of the involvement of
22 Mr. Longo with respect to the preparation of the two
23 (2) documents at issue?

24 MS. SANDRA COOPER: That would have
25 been one (1) of, yes.

1 MR. FREDERICK CHENOWETH: But in fact
2 you did continue to take the advice of Mr. Longo in
3 these matters, and in fact he's the gentleman that
4 explained in detail to you in some conversations had,
5 I don't know that I have an exact date but the
6 conversations were had between March 2nd and March
7 5th, 2012, Mr. Longo was one (1) of the gentleman in a
8 meeting that explained to you in detail the nature of
9 the documents that you were about to sign on March
10 6th.

11 MS. SANDRA COOPER: I do recall that,
12 yes.

13 MR. FREDERICK CHENOWETH: So you did,
14 you did take his advice on an ongoing basis?

15 MS. SANDRA COOPER: Yes.

16 MR. FREDERICK CHENOWETH: All right.

17 And I'll come back to that meeting, but
18 just while we're on it, do I take it that -- and this
19 may stretch your memory and if it does, tell me,
20 there's some suggestion that Corrine Kennedy and Ron
21 Clark were on a -- on -- on the telephone during the
22 course of that meeting and provided further
23 instruction and education with respect to the nature
24 of the documents you were signing?

25 MS. SANDRA COOPER: Yes.

1 MR. FREDERICK CHENOWETH: Thank you.

2 And you remember that to be the case?

3 All right, very good. I'll come back
4 to that, as I've indicated, at a later time.

5 An interesting line of questioning
6 from, again, Collingwood's counsel, with respect to
7 thinking about Collus in as late as November and
8 December of 2010 and -- and really the suggestion from
9 Collingwood's counsel that Mr. Houghton was off on a
10 lark of his own by meeting with -- with Brian Bentz.

11 First of all, I -- I take it that you
12 wouldn't have been privy -- privy to discussions had
13 between Mr. Muncaster, who you highly respected, and
14 Mr. Houghton as to whether or not Mr. Houghton should
15 approach Mr. Bentz.

16 You don't know whether they had
17 discussions about that?

18 MS. SANDRA COOPER: I don't know that.

19 MR. FREDERICK CHENOWETH: And you
20 don't know whether Mr. Houghton was instructed by Mr.
21 Muncaster to -- to have conversations with Mr. Bentz?

22 MS. SANDRA COOPER: I don't recall
23 that.

24 MR. FREDERICK CHENOWETH: And you
25 weren't -- you weren't privy to those -- those

1 conversations that Mr. Houghton had with Mr. Bentz in
2 a phone call in late November 2010 and at the Sunset
3 Grill Breakfast on December 3rd, 2010, correct?

4 MS. SANDRA COOPER: That's correct.

5 MR. FREDERICK CHENOWETH: So other
6 than the notes that we've seen from Mr. Bentz, you
7 really don't know what they discussed?

8 MS. SANDRA COOPER: That's correct.

9 MR. FREDERICK CHENOWETH: All right.

10 So if Mr. Houghton was to tell us that
11 those discussions were had at -- the phrase seems to
12 be a 30,000 foot level about the -- about the status
13 of the industry, about the success that -- that
14 PowerStream had had with its amalgamation approach,
15 and about potential paths to keep Collus as a highly
16 functional and capable organization as it had been
17 that day, if that was the nature of the discussion
18 that was had an Mr. Houghton tells us that, you
19 wouldn't be in a position to say otherwise.

20 MS. SANDRA COOPER: That is correct, I
21 wasn't there.

22 MR. FREDERICK CHENOWETH: Thank you.

23 Now I'm -- I'm interested in the
24 suggestion really made by Town Council again, that
25 this business of -- of looking at the future of Collus

1 was a -- a novel idea and the suggestion is that Mr.
2 Houghton and/or Mr. Houghton and Mr. Muncaster were
3 off on a lark of their own with respect to this.

4 I suggest to you that that's completely
5 inaccurate. And I'm -- I'm going to take you through
6 a set of facts and see if --

7 MR. WILLIAM MCDOWELL: Just -- just
8 before you do that. It's a small point, but when you
9 say "Town counsel", you might want to say "lawyer"
10 because we're going to have the spelling problem
11 between the "il" and the "el".

12 No, I'm serious about that.

13 MR. FREDERICK CHENOWETH: All right,
14 if my friend is serious, I'm quite happy to refer to
15 him as the Town lawyer, and if I do otherwise, I trust
16 you'll correct me again.

17

18 CONTINUED BY MR. FREDERICK CHENOWETH:

19 MR. FREDERICK CHENOWETH: In any
20 event, it's pretty clear that when you came to office
21 in 2010 that Collingwood was concerned about its debt?

22 MS. SANDRA COOPER: Yes.

23 MR. FREDERICK CHENOWETH: And we've --
24 we've heard some numbers tossed around and -- and
25 frankly, I don't know what the numbers are. Maybe you

1 can edify us a little bit with respect to the nature
2 of the debt that the Town of Collingwood faced when
3 you came to office in December of -- of 2010.

4 MS. SANDRA COOPER: There was a lot of
5 spending prior to my being -- come the -- being
6 elected as mayor.

7 The previous term I knew that decisions
8 that were made there would be impacted. On my first
9 term and going forward there were some large projects,
10 such as the downtown revitalization, and there was an
11 opportunity for a funding partner with the upper tier
12 governments and the Town of Collingwood was not even
13 in a position to take money out of reserves to partner
14 with the -- with the upper tier government.

15 The Town had to borrow that money in
16 order to partner and receive funding. The other was
17 the new -- well, it's not new now, the Collingwood
18 Public Library was another new add-on facility which
19 was -- it came in just under budget. I believe it was
20 around 8 million. And it was a -- a lead building,
21 which is an added cost.

22 And looking at the growth of our
23 community, the growth pressures, and residents moving
24 here and we're expecting had an expectation of things.
25 So there were pressures of spending and it -- it goes

1 back and it catches up eventually because you --

2 MR. FREDERICK CHENOWETH: So really
3 what you're telling me is that there's a number of
4 examples that illustrate that when you became mayor in
5 December of 2010, there were a number of examples of
6 where Collingwood was having difficulty participating
7 in or achieving the projects it wanted to achieve
8 because of it's debt?

9 MS. SANDRA COOPER: They did not have
10 reserve -- reserves, they had to borrow. That is
11 correct.

12 MR. FREDERICK CHENOWETH: Thank you.
13 When I started out my question, and I appreciate for -
14 - identification because it's very helpful, I was
15 simply wondering about a question -- or, sorry,
16 wondering about an amount.

17 Do -- again, we've had a few amounts
18 tossed around. Do you happen to remember, and you may
19 not, what the amount of that debt was in or about
20 December of 2010?

21 MS. SANDRA COOPER: I recall around 50
22 million.

23 MR. FREDERICK CHENOWETH: So Mr.
24 Marron was right with respect to that figure.

25 In any event, this was something that

1 you'd considered in the run-up to your inauguration as
2 mayor in December of 2010.

3 And in fact, it was part of your
4 campaign?

5 MS. SANDRA COOPER: Yes.

6 MR. FREDERICK CHENOWETH: And you felt
7 it was important to the Town?

8 MS. SANDRA COOPER: Yes.

9 MR. FREDERICK CHENOWETH: In fact, as
10 I understand it, you campaigned on reducing
11 Collingwood's debt?

12 MS. SANDRA COOPER: Yes, my brochure
13 went door-to-door.

14 MR. FREDERICK CHENOWETH: Right.
15 Hence an interest in things like the cost of too many
16 lawyers involved in projects and things of that
17 nature, just to go back to that example?

18 MS. SANDRA COOPER: Well, no
19 disrespect. However, looking at all ways of savings.

20 MR. FREDERICK CHENOWETH: Yes, indeed.
21 So you ran on that is the point of it all.

22 MS. SANDRA COOPER: Yes, I did.

23 MR. FREDERICK CHENOWETH: And you
24 would have been aware, around the time of your
25 election, as a number of people in the know in the

1 community would've been aware, that the province was
2 giving some thought to reducing the number of LDCs in
3 the province?

4 MS. SANDRA COOPER: Yes, that is
5 correct.

6 MR. FREDERICK CHENOWETH: You would
7 have known that at an early time in your term?

8 MS. SANDRA COOPER: Yes.

9 MR. FREDERICK CHENOWETH: And I
10 suspect that it wouldn't shock you to learn that as
11 early as January of 2010, and I don't have the
12 document number or else I'd take you to it -- sorry,
13 2010. Yes. 2010, January of 2010, that there were
14 discussions around the Collus board table in which
15 they discussed the future of Collus and how it would
16 keep up with changing times.

17 MS. SANDRA COOPER: Yes, it was a
18 small utility and that was an impact.

19 MR. FREDERICK CHENOWETH: And -- and
20 maybe you might remember the document to which I'm
21 referring, but Mr. McFadden sent a letter to the Board
22 in -- Board in which you were -- let me think about
23 that for a second. A Board that you weren't yet on in
24 January of 2010, in which he suggested that Collus is
25 going to have to examine how it's going to keep up in

1 changing times.

2 MS. SANDRA COOPER: I wouldn't have
3 seen that at the time.

4 MR. FREDERICK CHENOWETH: Wouldn't
5 have seen that, but it wouldn't surprise you that --
6 that people with the -- with the skill in this
7 industry such as David McFadden, would be making those
8 kinds of thoughts to the Board.

9 MS. SANDRA COOPER: That's -- I agree
10 with you.

11 MR. FREDERICK CHENOWETH: All right.
12 I put to you that as a result of the culmination of
13 all of those things, that the thought of changing or
14 adjusting, given the debt, given the province's
15 direction, given what we learned at various
16 conferences that you'd been at to that time, that
17 people would have been aware that Collus -- and I'm
18 now talking about when you came into office -- that
19 people would have been aware that Collus and its value
20 would have been one (1) of the ways of reducing the
21 Collingwood debt?

22 MS. SANDRA COOPER: Yes.

23 MR. FREDERICK CHENOWETH: And that was
24 something that you would have thought of as far back
25 as when you're running for the election, running for

1 mayor in -- in October of 2010?

2 MS. SANDRA COOPER: Yes.

3 MR. FREDERICK CHENOWETH: Right, thank
4 you.

5 And I -- I take it that if you're
6 thinking about it, that there's others in the
7 community that are thinking about it too, for
8 instance, the Councillors of the Town of Collingwood?

9 MS. SANDRA COOPER: Yes, I would
10 expect that.

11 MR. FREDERICK CHENOWETH: All right.

12 So that it would not surprise you that
13 -- that it was a topic of some discussion amongst the
14 Councillors of the Town of Collingwood in or about the
15 time of the election and in or about your election in
16 -- in -- your -- your successful run for the office in
17 -- in October of 2010?

18 MS. SANDRA COOPER: Yes.

19 MR. FREDERICK CHENOWETH: So the
20 prospect of Collus changing, the prospect of -- of the
21 value of Collus, value which the Town needed to reduce
22 its debt, would have been something that was -- it was
23 on the minds of you and on the minds of -- of
24 Collingwood Councillors as early as the time of your
25 election in October of 2010?

1 MS. SANDRA COOPER: Yes.

2 MR. FREDERICK CHENOWETH: Thank you.

3 So the -- and it wouldn't surprise you,
4 I take it, that it would have been also on the minds
5 of the people who were charged with the responsibility
6 of running Collus, i.e. Dean Muncaster and David
7 McFadden and -- and their president and CEO who
8 answered to the board, people like Ed Houghton who
9 wouldn't surprise you that that was on their mind.

10 MS. SANDRA COOPER: Absolutely.

11 MR. FREDERICK CHENOWETH: And it
12 wouldn't surprise you that they --

13 MS. SANDRA COOPER: I should say yes,
14 excuse me.

15 MR. FREDERICK CHENOWETH: Wouldn't
16 surprise you that they might do things about that and
17 discuss those prospects at a board level?

18 MS. SANDRA COOPER: Yes. I would
19 expect that.

20 MR. FREDERICK CHENOWETH: And -- and I
21 take it the fact that -- that with all the discussions
22 you've described that were going on about the Town's
23 debt and about one (1) of its major assets, Collus, it
24 would not be surprising to you, in fact it may be
25 surprising if it wasn't happening, it would not be

1 surprising to you that -- that on the instructions of
2 Dean Muncaster people like Ed Houghton might've been
3 having discussions with a variety of people in the
4 industry about the future of Collus.

5 MS. SANDRA COOPER: That is correct.

6 MR. FREDERICK CHENOWETH: I -- I take
7 it you'd be a little shocked if they went?

8 MS. SANDRA COOPER: I had attended
9 many, over the years, EDA, Electricity Distribution
10 Association conference our annual meetings.

11 MR. FREDERICK CHENOWETH: Yes.

12 MS. SANDRA COOPER: And there was
13 quite a reduction in LDC participation from when I had
14 attended initially, and sometime later attending. And
15 part of that discussion was a reduction in LDCs.

16 MR. FREDERICK CHENOWETH: People
17 involved in this industry knew that it was changing
18 and knew that there was going to be some mergers and
19 acquisitions and significant changes in the industry,
20 and they knew that around the time, or frankly even
21 prior to your election, correct?

22 MS. SANDRA COOPER: I would say that
23 was accurate.

24 MR. FREDERICK CHENOWETH: So that your
25 correspondence that you had Ed Houghton draft for you

1 in late January, January 30th and 31st, 2011, didn't
2 simply come out of the blue.

3 MS. SANDRA COOPER: That is correct.

4 MR. FREDERICK CHENOWETH: All right.

5 And it came out of the thinking that --
6 that got you elected by the townsfolk, i.e. reducing
7 debt and considering what the future of Collus was
8 going to be?

9 MS. SANDRA COOPER: Yes.

10 MR. FREDERICK CHENOWETH: And when you
11 -- and again, these were matters that were on the
12 minds of the Councillors in or about this period of
13 time?

14 MS. SANDRA COOPER: Certainly the
15 finances of the Town --

16 MR. FREDERICK CHENOWETH: Yes.

17 MS. SANDRA COOPER: -- yes.

18 MR. FREDERICK CHENOWETH: And -- and -
19 - and the future of Collus, because it was your
20 largest asset in terms of the finances.

21 MS. SANDRA COOPER: It -- in terms of
22 the finances.

23 MR. FREDERICK CHENOWETH: And again,
24 it was on the minds of the Collus Board because they -
25 - their ear would be to the ground, as yours was, with

1 respect to the changes that were taking place?

2 MS. SANDRA COOPER: Yes.

3 MR. FREDERICK CHENOWETH: And you, in
4 your letter to Mr. Houghton of -- I'm sorry, yes. To
5 Mr. Houghton and drafted by Mr. Houghton in January of
6 2011, you told him to get a valuation.

7 MS. SANDRA COOPER: Yes, that is
8 correct.

9 MR. FREDERICK CHENOWETH: All right.

10 And I take it -- and we've -- there's
11 been some questions, some discussions about this
12 already, a valuation can from time to time be a
13 precursor to the prospect of a sale?

14 MS. SANDRA COOPER: It could be.

15 MR. FREDERICK CHENOWETH: So that the
16 prospect of a sale of Collus was clearly something
17 that was -- the prospect, in any event, that was one
18 (1) of the options.

19 The prospect of a sale was something
20 that was on your mind clearly in the January 31st
21 correspondence that Mr. Houghton drafted for you and
22 you sent to him?

23 MS. SANDRA COOPER: Yes, it was my
24 understanding that the province would be -- continue
25 to be putting pressure -- pressure to bear on --

1 MR. FREDERICK CHENOWETH: On the minds
2 of Councillors and the Board --

3 THE HONOURABLE FRANK MARROCCO: I -- I
4 don't think Ms. Cooper finished her answer.

5 MR. FREDERICK CHENOWETH: Certainly,
6 Your Honour.

7 MS. SANDRA COOPER: Thank you. So it
8 certainly was something that there was provincial
9 political or pol -- provincial pressures in the
10 electricity industry, and I had seen that first-hand
11 and I'm sure others that may have attended the
12 conference or received correspondence or magazines
13 dealing with the energy or the electricity industry
14 would have seen that.

15

16 CONTINUED BY MR. FREDERICK CHENOWETH:

17 MR. FREDERICK CHENOWETH: Thank you.
18 Moving along. My friend, the Town's lawyer, directed
19 you to paragraph 138 of the Foundation document. And
20 I'm -- I'm looking at it now. I -- I don't know
21 whether you need to have it brought up or not, I'm --
22 I'm going to make a reference. In that exchange of
23 correspondence between Houghton and Bonwick, Mr.
24 Houghton seems to have said it's important that Rick
25 does not know what I'm doing.

1 You didn't write that correspondence,
2 you didn't receive the correspondence.

3 MS. SANDRA COOPER: Correct.

4 MR. FREDERICK CHENOWETH: You -- from
5 that brief bit of correspondence and e-mail, do you
6 have really any understanding of what Mr. Houghton was
7 suggesting Rick should not know?

8 MS. SANDRA COOPER: No, there's no
9 indication. There may be a suggestion, but I also
10 think that Mr. Houghton was over -- had some oversight
11 over Public Works and Engineering, so I'm not sure
12 what --

13 MR. FREDERICK CHENOWETH: Right. He
14 had lots of involvements in the Town, didn't he?

15 MS. SANDRA COOPER: Many hats.

16 MR. FREDERICK CHENOWETH: All right.
17 So we'll have to leave it to Mr.

18 Houghton, I take it, to tell us what his reference to
19 -- was to in that letter.

20 MS. SANDRA COOPER: I think that would
21 be best.

22 MR. FREDERICK CHENOWETH: Thank you.

23

24 (BRIEF PAUSE)

25

1 MR. FREDERICK CHENOWETH: Coming back
2 for the moment to your letter that we've spoken of
3 January 31st. Actually, it's not January 31st, it's
4 the letter that you wrote to Brian Bentz, in which you
5 gave your thoughts about the involvement of Mr.
6 Bonwick with PowerStream.

7 MS. SANDRA COOPER: Okay.

8 MR. FREDERICK CHENOWETH: You -- you
9 have told us that you understood that Mr. Bonwick was
10 involved in media relations and -- and -- and PR,
11 that's what you rather understood his job to be?

12 MS. SANDRA COOPER: Yes.

13 MR. FREDERICK CHENOWETH: All right.

14 I was interested in the fact that in
15 the letter you wrote to Mr. Bentz, you talked about
16 the -- about involvement in those two (2) things, but
17 you also used the word "acquisitions".

18 MS. SANDRA COOPER: Yes, I saw that in
19 the letter.

20 MR. FREDERICK CHENOWETH: And I take
21 it that when you did so, you were describing, along
22 with PR and media relations, you were describing the
23 jobs that you understood that Mr. Bonwick would be
24 involved in with PowerStream, correct?

25 MS. SANDRA COOPER: Yes.

1 MR. FREDERICK CHENOWETH: Thank you.

2 So that when you wrote that letter to
3 Mr. Bentz, you understood that Mr. Bonwick might also
4 be involved with Collingwood -- I'm sorry. Might also
5 be involved with PowerStream with respect to the
6 prospect of acquisitions to be made in the future by
7 PowerStream?

8 MS. SANDRA COOPER: I saw that in the
9 letter, yes.

10 MR. FREDERICK CHENOWETH: Good, thank
11 you. And as I understand it, you went on in the
12 letter to say that there's -- might be some future
13 developments, and I'm paraphrasing to some extent,
14 there might be some future developments with
15 Collingwood that would require you to revisit a
16 question of Mr. Bonwick's involvement in PowerStream?

17 MS. SANDRA COOPER: In so many words,
18 yes.

19 MR. FREDERICK CHENOWETH: I -- I -- I
20 take it that there's little question that that would
21 have been a reference to what you had already been
22 thinking of to that date, i.e., the possible sale of
23 Collus. True?

24 MS. SANDRA COOPER: It would have been
25 considering opportunities for Collus.

1 MR. FREDERICK CHENOWETH: Collus.

2 Indeed. Indeed. Considering opportunities for
3 Collus, and if opportunities for Collus in the future
4 involve PowerStream, then there may have to be some --
5 not have to be, but it had been suggested there might
6 be a further meeting, an in-person meeting --

7 MS. SANDRA COOPER: Yes.

8 MR. FREDERICK CHENOWETH: -- to
9 discuss that prospect.

10 MS. SANDRA COOPER: Yes.

11 MR. FREDERICK CHENOWETH: And that's
12 what you put in your letter?

13 MS. SANDRA COOPER: Yes.

14 MR. FREDERICK CHENOWETH: All right.

15 And I suggest to you that things had
16 progressed by June 29th of 2011. And in fact, you had
17 that meeting?

18 MS. SANDRA COOPER: Yes, that's

19 correct.

20 MR. FREDERICK CHENOWETH: Thank you.

21 And that further meeting took place --
22 I think you said it took place in your office, didn't
23 it? Or maybe it was in the Council chamber.

24 MS. SANDRA COOPER: Council board

25 room.

1 MR. FREDERICK CHENOWETH: In the
2 boardroom. Very good.

3 MS. SANDRA COOPER: In Town hall.

4 MR. FREDERICK CHENOWETH: And those in
5 attendance were yourself, Mr. Bentz, and tell me, was
6 Mr. Bonwick there at that?

7 MS. SANDRA COOPER: Yes. I believe he
8 was.

9 MR. FREDERICK CHENOWETH: You believe
10 he was. Are -- are you certain of that? Because
11 there's a suggestion here that maybe you were going to
12 be talking about Mr. Bonwick, if this is the meeting
13 that was contemplated, the later meeting contemplated
14 by your -- by your letter to Mr. Bentz, it would see
15 that you would have been discussing Mr. Bonwick.

16 And in that light, I'm wondering if
17 that refreshes your memory as to whether or not Mr.
18 Bonwick was or was not at that meeting, if you were
19 going to be discussing him.

20 MS. SANDRA COOPER: As I had stated
21 earlier, that I recall that there were several
22 participants in the board room.

23 MR. FREDERICK CHENOWETH: Right.

24 MS. SANDRA COOPER: And Mr. Bentz was
25 there, the CAO was there, --

1 MR. FREDERICK CHENOWETH: Ms.

2 Wingrove?

3 MS. SANDRA COOPER: Ms. Wingrove, yes.

4 And myself and --

5 MR. FREDERICK CHENOWETH: Mr. Houghton
6 wasn't there, as I -- as I recall it.

7 MS. SANDRA COOPER: No, he was not in
8 attendance.

9 MR. FREDERICK CHENOWETH: Okay, thank
10 you. And I didn't want to cut you off and maybe I'm -
11 - I'm doing that and I apologize if I did so, Your
12 Honour.

13 You were telling us who was -- who was
14 in attendance.

15 MS. SANDRA COOPER: And I'm trying to
16 recall back. I don't have an attendance record and
17 I'm trying to recall who -- who all was in attendance.

18 I believe that Mr. -- I keep saying
19 Mr., but Mayor Jeff Lehman was in attendance I
20 believe, as well.

21 MR. FREDERICK CHENOWETH: Yes that's -
22 - that's true, as I understand it.

23 MS. SANDRA COOPER: At least he had
24 been invited.

25 MR. FREDERICK CHENOWETH: Is it --

1 there is other evidence to suggest that Mr. Bonwick
2 wasn't at that meeting.

3 Are you in a position to say that that
4 evidence is wrong?

5 MS. SANDRA COOPER: No.

6 MR. FREDERICK CHENOWETH: It may in
7 fact be that Mr. Bonwick was not at that June 29th
8 meeting.

9 MS. SANDRA COOPER: That -- if the
10 evidence shows that, that could very well be.

11 MR. FREDERICK CHENOWETH: And again,
12 the meeting appears to be had as a follow-up meeting
13 to your letter to Mr. Bentz that if things developed,
14 i.e. the possible sale of Collus, that we'd have -- we
15 may have to meet again to discuss the position of Mr.
16 Bonwick with PowerStream?

17 MS. SANDRA COOPER: Yes.

18 MR. FREDERICK CHENOWETH: And I -- I -
19 - I take it that it's common ground between us that at
20 the meeting of June 29th with things having progressed
21 to the stage where there's a valuation of Collus going
22 on, et cetera, when things haven't progressed at that
23 stage there was in fact a discussion with Mr. Bentz
24 and others in the room about the fact that Mr. Bonwick
25 was asking -- was acting on behalf of -- of

1 PowerStream, in those circumstances.

2 MS. SANDRA COOPER: I recall being --
3 it being an introductory meeting at that time. And I
4 don't recall the detail of the meeting.

5 MR. FREDERICK CHENOWETH: All right,
6 thank you.

7 THE HONOURABLE FRANK MARROCCO: Are
8 you -- are you -- I don't want to interrupt, but are
9 you about to move on to something else?

10 MR. FREDERICK CHENOWETH: I -- I just
11 would finish this area in -- in a brief second.

12 THE HONOURABLE FRANK MARROCCO: Sure,
13 go ahead. Go ahead.

14 MR. FREDERICK CHENOWETH: Thank you,
15 Your Honour.

16

17 CONTINUED BY MR. FREDERICK CHENOWETH:

18 MR. FREDERICK CHENOWETH: So that
19 given your memory of the meeting --

20 MS. SANDRA COOPER: Yes.

21 MR. FREDERICK CHENOWETH: -- I -- I
22 take it it would not surprise you that there may be
23 evi -- not surprise you, but you would not dismiss
24 evidence of others that suggested that the -- the
25 involvement -- the continuing involvement of Mr.

1 Bonwick for PowerStream, when Collus was being sold,
2 was a conversation at the June 29th meeting?

3 You wouldn't say that -- you -- you're
4 not in a position, given your memory, to say that that
5 didn't occur?

6 MS. SANDRA COOPER: I don't recall the
7 details of the meeting.

8 MR. FREDERICK CHENOWETH: Thank you.
9 Thank you.

10 And one (1) last question, Your Honour,
11 and thank you.

12 I take it that -- that in the
13 circumstances that existed at the time, i.e., the
14 valuation of Collus and the potential sale of Collus,
15 an introductory meeting, as you've describe it with
16 Mr. Bentz and Mr. Bonwick, acting for PowerStream that
17 no one raised any alarms or particular concerns about
18 -- about those circumstances in that meeting of June
19 29th, correct?

20 MS. SANDRA COOPER: That is correct.

21 MR. FREDERICK CHENOWETH: Thank you,
22 Your Honour.

23 THE HONOURABLE FRANK MARROCCO: All
24 right. We'll break for lunch, but can we come back at
25 a quarter to 2:00 to try to move this along.

1 --- Upon recessing at 1:09 p.m.

2 --- Upon resuming at 1:48 p.m.

3

4 MR. FREDERICK CHENOWETH: Thank you,
5 Your Honour.

6

7 CONTINUED BY MR. FREDERICK CHENOWETH:

8 MR. FREDERICK CHENOWETH: Ms. Cooper,
9 my friend, the lawyer for the Town of Collingwood, had
10 suggested to you that KPMG wasn't part of the
11 strategic partnership concept.

12 My friend had suggested that KPMG
13 wasn't part of the strategic partnership, the
14 evolution of that concept, and -- and didn't recommend
15 50/50. In particular he said that KPMG did not do a
16 report with respect to a strategic partnership with a
17 50/50 split, and I think we know that that's likely
18 true. However, as I understand it, KPMG in their
19 report did talk about the sale of a minority interest
20 up to and including 50 percent.

21 Is that your understanding?

22 MS. SANDRA COOPER: That -- yes, that
23 is my understanding.

24 MR. FREDERICK CHENOWETH: So to that
25 extent, KPMG did deal with a 50 percent sale in its

1 report, correct?

2 MS. SANDRA COOPER: In so many words,
3 yes.

4 MR. FREDERICK CHENOWETH: Yes, thank
5 you.

6 And indeed KPMG, you would have been
7 involved in -- in not only Board meetings but Board
8 meetings with -- of Collus and Collus Power, but also
9 you would have been involved in the strategic task
10 force team.

11 MS. SANDRA COOPER: Yes, that is
12 correct.

13 MR. FREDERICK CHENOWETH: And -- and I
14 take it that KPMG continued to have input in the
15 discussions that were happening at the Board level
16 with respect to the involve -- to the evolving nature
17 of what would eventually take place.

18 MS. SANDRA COOPER: Yes. KPMG were at
19 Board meetings, yes.

20 MR. FREDERICK CHENOWETH: Thank you.
21 And KPMG where it doesn't appear for the first meeting
22 or two, KPMG did not appear to be regarded as a member
23 of the strategic task team, correct?

24 MS. SANDRA COOPER: Correct.

25 MR. FREDERICK CHENOWETH: But KPMG

1 became a member of the strategic task team, and John
2 Herhalt of KPMG was at the meetings of the strategic
3 task team on an ongoing basis after the first couple
4 of meetings, correct?

5 MS. SANDRA COOPER: Yes, that is
6 correct.

7 MR. FREDERICK CHENOWETH: So that KPMG
8 would have been part of, and his comments and thinking
9 would have been part of, the development of the
10 eventual recommendation by the Board to pursue the
11 strategic partnership, correct?

12 MS. SANDRA COOPER: Yes.

13 MR. FREDERICK CHENOWETH: And KPMG
14 would have played a role in and given advice on the --
15 the strategic partnership idea that eventually came
16 out of the strategic task force.

17 MS. SANDRA COOPER: They were in
18 attendance -- participated all along. They were in
19 attendance.

20 MR. FREDERICK CHENOWETH: And they --
21 and they gave input, as did other strategic task force
22 members, that led to the conclusion that a strategic
23 partnership would be recommended.

24 MS. SANDRA COOPER: Yes, they
25 participated all along with Board members.

1 MR. FREDERICK CHENOWETH: Thank you.

2 So that to simply say that they didn't do a report on
3 the strategic task force -- I'm sorry, to simply say
4 that they didn't do a report on a 50/50 partnership is
5 far from the end of the story, correct?

6 MS. SANDRA COOPER: Yes, correct.

7 MR. FREDERICK CHENOWETH: Thank you.

8 Is it -- is it fair to say that the strategic
9 partnership concept was an evolving idea? In other
10 words, we didn't start out with a strategic
11 partnership idea and it -- it wasn't -- although it
12 was -- the prospect of a 50/50 partnership would have
13 been one (1) of the considerations in the report, the
14 idea of a strategic partnership 50/50 evolved through
15 the course of the time that the Collus Board and the
16 strategic task force team discussed this.

17 MS. SANDRA COOPER: Yes.

18 MR. FREDERICK CHENOWETH: Thank you.

19 And I think you said that you were uncertain as to who
20 came up with the strategic partnership or 50/50
21 concept. That was your evidence as I recall.

22 MS. SANDRA COOPER: That is correct.

23 I don't know the specific person.

24 MR. FREDERICK CHENOWETH: And -- and I

25 -- I put it to you that -- that that's a very

1 supportable conclusion, given the fact that the idea
2 of a strategic partnership came out of the efforts of
3 the Board, KPMG, and the strategic task force, all
4 making a contribution to that eventual conclusion of a
5 strategic partnership.

6 MS. SANDRA COOPER: Yes. There was
7 that discussion.

8 MR. FREDERICK CHENOWETH: But the
9 point is it was an evolving discussion.

10 MS. SANDRA COOPER: It was. It was up
11 to 50 percent. It was a -- a strategic partner, and
12 then it did come forward eventually as 50 percent.

13 MR. FREDERICK CHENOWETH: As a result
14 of the involving -- of the evolving discussions of the
15 groups I've mentioned, the Board, the STT, and the
16 input of the KPMG.

17 MS. SANDRA COOPER: Yes.

18 MR. FREDERICK CHENOWETH: Thank you.
19 I'm going to move for a moment to the question of
20 solar vents, and I have to go back a ways to -- to get
21 where I think is the appropriate place with respect to
22 this matter.

23 You had been a councillor of the Town
24 of Collingwood for how many years?

25 MS. SANDRA COOPER: I had been for

1 twenty-one (21) years.

2 MR. FREDERICK CHENOWETH: Good. And I
3 take it that as a staff member did Ed Houghton come
4 before you as a staff member of the -- of the Town of
5 -- of Collingwood and of Collus? I understand he
6 joined in '77.

7 MS. SANDRA COOPER: That was before my
8 time.

9 MR. FREDERICK CHENOWETH: Very good.
10 So when you became a councillor and started to work
11 with Council, Ed Houghton would have already been
12 there.

13 MS. SANDRA COOPER: Yes, that is
14 correct.

15 MR. FREDERICK CHENOWETH: And by the
16 you became the mayor in -- and were inaugurated in
17 December of -- of 2010, he was the most senior staff
18 person at the Town.

19 MS. SANDRA COOPER: That is likely
20 correct.

21 MR. FREDERICK CHENOWETH: Thank you.
22 I -- I'm interested in -- in your -- your assessment
23 of Mr. Houghton in or about the time that you became
24 mayor in the fall of -- of 2010.

25 As a result of being a councillor for

1 all those years, I take it that you had run into Mr.
2 Houghton with some frequency.

3 MS. SANDRA COOPER: Yes, we would see
4 -- see one (1) another, run into one (1) another,
5 those terms.

6 MR. FREDERICK CHENOWETH: Run into --
7 run into another with respect to Town business.

8 MS. SANDRA COOPER: Yes.

9 MR. FREDERICK CHENOWETH: Because he -
10 - he was President and CEO of Collus, he was head of
11 the Utility or Water Group in Collingwood --

12 MS. SANDRA COOPER: Yes.

13 MR. FREDERICK CHENOWETH: -- and he
14 was also head of -- of Public Works, which involved
15 roads and buses and all the moving parts of
16 Collingwood.

17 MS. SANDRA COOPER: Yes.

18 MR. FREDERICK CHENOWETH: Fair to say
19 that he had a substantial role in what went on in
20 Collingwood?

21 MS. SANDRA COOPER: Yes.

22 MR. FREDERICK CHENOWETH: And I take
23 it that -- is -- would it be fair to suggest that as a
24 councillor and eventually the mayor of Collingwood,
25 you had developed a trust for the activities of Ed

1 Houghton in his job as a staffer person?

2 MS. SANDRA COOPER: As a long-time
3 staff person for the Town of Collingwood, yes.

4 MR. FREDERICK CHENOWETH: Yes.

5 MS. SANDRA COOPER: I -- I did have a
6 trust.

7 MR. FREDERICK CHENOWETH: Thank you.
8 And I think there's more that comes out of the -- the
9 phrasing you've chosen with respect to that answer. I
10 take it that as a person of the Town of Collingwood,
11 was it -- was it your observation in the many years
12 that you worked with Mr. Houghton that he appeared to
13 have the best interests of the Town of Collingwood and
14 the residents of Collingwood at heart, as he did his
15 job over those years?

16 MS. SANDRA COOPER: It appeared to be,
17 yes.

18 MR. FREDERICK CHENOWETH: Yes. And
19 you don't recall anything that -- that up to the time
20 that you became mayor, that led you to doubt that he
21 was a -- a trusted servant of the Town of Collingwood?

22 MS. SANDRA COOPER: That is correct.

23 MR. FREDERICK CHENOWETH: Thank you.

24 And is it fair to say that that was his general
25 reputation in the community, someone who had the Town

1 of Collingwood and its interests at heart?

2 MS. SANDRA COOPER: I think so.

3 MR. FREDERICK CHENOWETH: Thank you.

4 And as I understand it, Mr. Houghton had the good
5 fortune to, and I may misstate the nature of the -- or
6 the name of the -- the award, but he was -- received
7 the -- what is it, Collingwood Man of the Year or what
8 -- what is it?

9 MS. SANDRA COOPER: It's not Man of
10 the Year. It's --

11 MR. FREDERICK CHENOWETH: But --

12 MS. SANDRA COOPER: -- Order of
13 Collingwood.

14 MR. FREDERICK CHENOWETH: Thank you
15 very much. I'm sorry I missed it.

16 And in any event, he received the Order
17 of Collingwood at some time through the course of his
18 career.

19 MS. SANDRA COOPER: Yes. That --

20 MR. FREDERICK CHENOWETH: And I take
21 it that --

22 MS. SANDRA COOPER: -- that is what I
23 understand.

24 MR. FREDERICK CHENOWETH: That speaks
25 to his reputation.

1 MS. SANDRA COOPER: Yes.

2 MR. FREDERICK CHENOWETH: All right.

3 Now, my friend Mr. McDowell was asking you about --
4 about the solar vent project.

5 MS. SANDRA COOPER: M-hm.

6 MR. FREDERICK CHENOWETH: And in
7 particular he was questioning you about the
8 appropriateness that if Mr. Houghton had an interest -
9 - a business interest of some kind in the solar
10 project in which he was making some personal gain, you
11 indicated that you believed that that would have been
12 something that Mr. Houghton should have revealed.

13 MS. SANDRA COOPER: Yes.

14 MR. FREDERICK CHENOWETH: It -- it may
15 be that it -- that it -- this comes you with some
16 relief, but I understand the evidence of Mr. Houghton
17 will be that he had no business interest at all, no
18 financial interest at all, in the solar vent project.

19 MS. SANDRA COOPER: Thank you.

20 MR. FREDERICK CHENOWETH: All right.
21 And that's -- that would be, I take it, more in
22 keeping with what you knew of him personally and his
23 reputation with respect to trust, correct?

24 MS. SANDRA COOPER: From what I knew
25 of him as -- as staff, an employee of the Town of

1 Collingwood, yes.

2 MR. FREDERICK CHENOWETH: So that if
3 he had no business interest at all in the -- in the
4 solar vent project, and if that is confirmed by his
5 evidence and the evidence of others, then I take it
6 when it came to his bringing the solar vent project to
7 the Board of Collus and bringing it to the Town of
8 Collingwood, there'd be nothing for him to reveal,
9 correct?

10 MS. SANDRA COOPER: Yes.

11 MR. FREDERICK CHENOWETH: And as we
12 sit here today, you don't really know, other than what
13 I told you about his anticipated evidence, as to
14 whether or not Mr. Houghton did or did not have a
15 business interest in the solar project?

16 MS. SANDRA COOPER: I'm not aware of
17 that.

18 MR. FREDERICK CHENOWETH: So that will
19 have to unfold itself as other -- as other evidence
20 comes before this commission, correct?

21 MS. SANDRA COOPER: Yes.

22 MR. FREDERICK CHENOWETH: Thank you.
23 Now, my friend Mr. McDowell took you through a number
24 of correspondence that appear to reveal that Mr.
25 Bonwick had received a substantial amount of

1 information with respect to the progress of the sale
2 of Collus.

3 MS. SANDRA COOPER: Yes.

4 MR. FREDERICK CHENOWETH: All right.
5 And I take it that as you sit here today, you don't
6 know where that information that Mr. Bonwick had came
7 from?

8 MS. SANDRA COOPER: Yes.

9 MR. FREDERICK CHENOWETH: You don't
10 know whether it came from Mr. Houghton or not.

11 MS. SANDRA COOPER: I know where it
12 came from.

13 MR. FREDERICK CHENOWETH: Mr. Houghton
14 or -- or Rick Lloyd or --

15 THE HONOURABLE FRANK MARROCCO: The
16 witness has indicated that she doesn't know where it
17 came from.

18 MR. FREDERICK CHENOWETH: Thank you,
19 Your Honour.

20

21 CONTINUED BY MR. FREDERICK CHENOWETH:

22 MR. FREDERICK CHENOWETH: And others
23 that might have had that kind of information would
24 have included other members of the strategic task
25 force, I'm assuming?

1 MS. SANDRA COOPER: Yes, they would.

2 MR. FREDERICK CHENOWETH: And after
3 Council became fully involved, other members of
4 Council, correct?

5 MS. SANDRA COOPER: Yes. There would
6 have been a presentation.

7 MR. FREDERICK CHENOWETH: Thank you.
8 Could we turn to TOC0066378? And I know I'm going to
9 have trouble with these document numbers, Your Honour,
10 so I'm giving -- giving the commission notice of that
11 and I hope I can manage to get through without
12 fumbling the document numbers.

13 Could we just move down, or up in that
14 to get to the information that was translated? Yeah.
15 All right.

16 We saw an email at earlier times this
17 morning in which it appeared that information was
18 exchanged between Mr. Bonwick and Mr. Houghton with
19 respect to the timetable relating to the Collus sale,
20 i.e., when the -- when the RFPs were going to go out,
21 when they'd be required to come back, matters of that
22 nature.

23 MS. SANDRA COOPER: Yes.

24 MR. FREDERICK CHENOWETH: I -- I -- I
25 take it that you would agree that -- that none of that

1 information was financial in nature. In other words,
2 there wasn't a discussion about price.

3 MS. SANDRA COOPER: That is correct.

4 MR. FREDERICK CHENOWETH: All right.
5 Would you know whether -- if other bidders asked for
6 this information with respect to timing so they could
7 understand what the timing of this matter was, would
8 you know whether -- either it was or could be relayed
9 by Houghton or others to other bidders?

10 MS. SANDRA COOPER: I don't know
11 whether it was. Could it be? If it -- I guess that's
12 possible.

13 MR. FREDERICK CHENOWETH: All right.
14 In other words, I'm putting to you that -- that the
15 kind of information that appears to have been
16 revealed, i.e., the timing of certain items in the
17 bidding process, et cetera, was innocuous information
18 that really didn't have a -- a significant or
19 important impact on the bids or the bids that were
20 eventually taken.

21 MS. SANDRA COOPER: There were no
22 financial pricing on -- on that --

23 MR. FREDERICK CHENOWETH: I suggest to
24 you it wasn't impactful information.

25 MS. SANDRA COOPER: It wasn't detailed

1 information, in my estimation.

2 MR. FREDERICK CHENOWETH: Not
3 particularly impactful because everyone would clearly
4 have understood at some juncture what the course of
5 activities would be with respect to the RFP, correct?

6 MS. SANDRA COOPER: They would.

7 MR. FREDERICK CHENOWETH: Thank you.
8 Now, I was interested in the -- in the criteria that
9 were eventually used, or differentiating between the
10 bidders.

11 MS. SANDRA COOPER: Yes.

12 MR. FREDERICK CHENOWETH: Little doubt
13 that this was discussed at the Board level, those
14 criteria?

15 MS. SANDRA COOPER: Yes, it would
16 have.

17 MR. FREDERICK CHENOWETH: Thank you.
18 And little doubt the criteria was also discussed at
19 the level of the strategic task force team.

20 MS. SANDRA COOPER: It was a fulsome
21 discussion, yes.

22 MR. FREDERICK CHENOWETH: Thank you.
23 And there were nine (9) thoughtful people at this
24 point, including KPMG, on the strategic task force?

25 MS. SANDRA COOPER: Yes. Those would

1 have been the participants.

2 MR. FREDERICK CHENOWETH: And there
3 was representatives of Collus and there were
4 representatives of the Town?

5 MS. SANDRA COOPER: yes.

6 MR. FREDERICK CHENOWETH: And you say
7 it was a fulsome discussion with respect to the
8 development of those criteria?

9 MS. SANDRA COOPER: Yes.

10 MR. FREDERICK CHENOWETH: All right.
11 And I take it that would have been both at the Board
12 level and at the STT level?

13 MS. SANDRA COOPER: Yes. I'm trying
14 to just in my mind --

15 MR. FREDERICK CHENOWETH: Yes.

16 MS. SANDRA COOPER: -- the board and
17 then separate to the task team.

18

19 (BRIEF PAUSE)

20

21 MR. FREDERICK CHENOWETH: So that you
22 felt that certainly, the STT team, in any event, had a
23 fulsome opportunity to discuss those criteria before
24 they were used, and to put input into those criteria?

25 MS. SANDRA COOPER: Yes.

1 MR. FREDERICK CHENOWETH: Thank you.

2 And there were some questions raised about the choice
3 of the seventy (70) non-financial and thirty (30)
4 financial choice?

5 MS. SANDRA COOPER: Yes.

6 MR. FREDERICK CHENOWETH: Help me
7 understand why you and others on the Strategic Task
8 Team felt that that was an appropriate split? And let
9 me -- maybe to be -- just -- maybe assist you a little
10 bit, I -- I take it that you were anxious -- you --
11 you were selling a big chunk of a valuable asset of
12 the Town of Collingwood?

13 MS. SANDRA COOPER: Yes, contemplating
14 that, yes.

15 MR. FREDERICK CHENOWETH: Collus, and
16 it had served the Town of Collingwood well, and its
17 residents up to that time?

18 MS. SANDRA COOPER: Yes, it had.

19 MR. FREDERICK CHENOWETH: And I take
20 it that one (1) of the concerns of -- of Council and
21 the -- and the people of Collingwood would have been
22 as -- as you would've adjudged that -- at that time,
23 to ensure that -- that Collingwood and its residents
24 continued to have an input into how their power was
25 distributed throughout the community?

1 MS. SANDRA COOPER: Yes.

2 MR. FREDERICK CHENOWETH: And you felt
3 that was something of significant value?

4 MS. SANDRA COOPER: Yes.

5 MR. FREDERICK CHENOWETH: And the Town
6 of Collingwood's always been concerned about its --
7 about its employees and -- in spite of the remarks of
8 Mr. McDowell, or the -- or -- or certainly Collus has
9 been?

10 MS. SANDRA COOPER: Yes, all
11 employees.

12 MR. FREDERICK CHENOWETH: And -- and
13 you felt that that was an admirable thing for Collus
14 to consider doing?

15 MS. SANDRA COOPER: Yes.

16 MR. FREDERICK CHENOWETH: And I take
17 it from the 70/30 split that clearly, there was a wish
18 to get some dollars and cents for -- for debt
19 reduction in the Town of Collingwood, obviously?

20 MS. SANDRA COOPER: The needs of the
21 municipality, yes.

22 MR. FREDERICK CHENOWETH: Right. But
23 there was a significant and -- obviously a greater
24 significant concern to ensure that the Town of
25 Collingwood had a -- was -- was able to have its -- to

1 have Collus move forward in a constructive way, for
2 the Town would continue to contribute to what Collus
3 was doing, and that would have a -- a good strategic
4 partner that would allow that to happen?

5 MS. SANDRA COOPER: Yes.

6 MR. FREDERICK CHENOWETH: And it were
7 -- it was those kinds of interests that motivated the
8 STT team in particular to conclude that a 70/30 split
9 between non-financial and financial was appropriate?

10 MS. SANDRA COOPER: Yes.

11 MR. FREDERICK CHENOWETH: So it really
12 was the reality that they did -- really wasn't all
13 about dollars and cents?

14 MS. SANDRA COOPER: It wasn't all
15 about dollars and cents. That is correct. And it was
16 looking to the future as well of Collus and the
17 residents of Collingwood.

18 MR. FREDERICK CHENOWETH: Thank you.
19 And I take it was eventually concluded that -- that
20 that was best served by a 50/50 strategic partnership
21 arrangement?

22 MS. SANDRA COOPER: Yes.

23

24

(BRIEF PAUSE)

25

1 MR. FREDERICK CHENOWETH: And these
2 criteria -- and we'll come to the -- to the minutes in
3 a moment -- but these criteria, I take it, after being
4 worked on by the STT and the board were eventually
5 talked about at Council?

6 We'll -- we'll come to that, but I see
7 there was a series of slides in which Council was told
8 exactly what the criteria were, including the 70/30
9 split, and the makeup of the non-financial criteria?

10 MS. SANDRA COOPER: They did receive a
11 presentation, yes.

12 MR. FREDERICK CHENOWETH: Yes. So
13 that was before them for their consideration and
14 common before the RFPs went out to the bidders?

15 MS. SANDRA COOPER: Yes.

16 MR. FREDERICK CHENOWETH: Thank you.

17

18 (BRIEF PAUSE)

19

20 MR. FREDERICK CHENOWETH: Now I want
21 to move for a moment to the -- to the evaluation
22 meeting.

23

24 (BRIEF PAUSE)

25

1 MR. FREDERICK CHENOWETH: And we'll
2 get to that by looking at the document itself in a
3 moment. But as I understand it, each member of the
4 STT, each of the nine (9) members was asked prior to
5 that meeting to complete a form which -- or -- or at
6 least to calculate the number of points they gave each
7 bidder with respect to each one (1) of those sections?

8 MS. SANDRA COOPER: Yes, that is
9 correct.

10 MR. FREDERICK CHENOWETH: And that
11 occurred before the nine (9) members attended at the
12 November 23rd meeting?

13 MS. SANDRA COOPER: Yes.

14 MR. FREDERICK CHENOWETH: Thank you.
15 And there's been something made here of -- of the
16 comments -- alleged comments of individuals at that
17 November 23rd meeting that, you know, that Ontario
18 Hydro wasn't a great idea, et cetera, et cetera.

19 But I take it that in the final
20 analysis, that really wasn't part of a decision,
21 because people had already done their scoring before
22 they got to that meeting, correct?

23 MS. SANDRA COOPER: Yes. That scoring
24 was done, and then you went to the meeting.

25 MR. FREDERICK CHENOWETH: Right. And

1 I think Ms. Wingrove talked about -- about doing it
2 over the weekend?

3 MS. SANDRA COOPER: Yes. I think --

4 MR. FREDERICK CHENOWETH: I -- and I
5 suspect that's what most people did?

6 MS. SANDRA COOPER: It could very well
7 be.

8 MR. FREDERICK CHENOWETH: All right.
9 In any event, when you got there, a process was
10 followed, as I understand it, in which Pam Hogg, or
11 Pam Hogg --

12 MS. SANDRA COOPER: M-hm.

13 MR. FREDERICK CHENOWETH: -- put
14 various score sheets up on a screen --

15 MS. SANDRA COOPER: Yes.

16 MR. FREDERICK CHENOWETH: -- and she
17 populated those score sheets through the course of the
18 meeting?

19 MS. SANDRA COOPER: Yes.

20 MR. FREDERICK CHENOWETH: Thank you.
21 And she did so by going to each one (1) of the members
22 of the Strategic Task Force team and asking them to
23 advise as to what scoring they had come up with in
24 their -- in their personal deliberations prior to the
25 time of that meeting?

1 MS. SANDRA COOPER: We went around the
2 board table.

3 MR. FREDERICK CHENOWETH: Yes, and Pam
4 Hogg then -- again, I think that you've already
5 indicated that's the case, Pam Hogg then populated the
6 scores given by each one (1) of the nine (9)
7 participants into that sheet that she had on the
8 screen?

9 MS. SANDRA COOPER: Yes.

10 MR. FREDERICK CHENOWETH: All right.
11 And do you have any specific memory of -- of the
12 comments that -- that may have been exchanged as that
13 -- as this process was taking place?

14 MS. SANDRA COOPER: I believe that it
15 was one (1) of frank discussion, and honesty, and --
16 and bring forward peoples' views on particular areas
17 that they felt was strong or weak.

18 MR. FREDERICK CHENOWETH: And did you
19 feel that the scoring process in general, it was
20 occasioned at that November 23rd meeting, was it a
21 good process, a bad process, and a different process?

22 MS. SANDRA COOPER: I thought it was
23 fair.

24 MR. FREDERICK CHENOWETH: Thank you.
25 And you thought the result was in keeping with the

1 scoring of each one (1) of the nine (9) individuals
2 prepared prior to attendance at that meeting?

3 MS. SANDRA COOPER: I believe so.

4 MR. FREDERICK CHENOWETH: Do you feel
5 there was anything at that meeting that in any way
6 coloured your thinking or coloured your views with
7 respect to your scoring of the -- of the various
8 bidders nine (9) -- non-financial criteria?

9 MS. SANDRA COOPER: No.

10 MR. FREDERICK CHENOWETH: And there
11 couldn't be, because, in fact, you completed your
12 scoring before you got there?

13 MS. SANDRA COOPER: Yes.

14 MR. FREDERICK CHENOWETH: All right.
15 Good.

16

17 (BRIEF PAUSE)

18

19 MR. FREDERICK CHENOWETH: After
20 becoming mayor in -- in 2010, are you able to assist
21 with respect to the frequency with which you would
22 have had conversations about Town business with Mr.
23 Houghton? Was that a -- a daily thing? Was it a -- a
24 weekly thing?

25 I had the impression that -- that your

1 interaction was -- was pretty frequent and pretty
2 regular that he would have been in your office on --
3 on one (1) matter or another that dealt with the three
4 (3) major aspects of the Town that he was involved in?

5 MS. SANDRA COOPER: Yes, and it would
6 be depending on what particular time of the year, if
7 there was some flooding, or some ice jams, or it could
8 be any matter.

9 MR. FREDERICK CHENOWETH: So that you
10 would have seen him and had occasion to have
11 conversations with him about Town business with some
12 frequency during the week?

13 MS. SANDRA COOPER: Yes.

14 MR. FREDERICK CHENOWETH: Thank you.
15 We talked about the fact that -- that there had been
16 discussions about the -- about the -- about possible
17 changes at Collus, about it being your most valuable
18 asset, and that those conversations had gone back to,
19 certainly, the time of your election in -- in October
20 of -- of 2010, correct?

21 MS. SANDRA COOPER: It was looking --
22 yes, looking at ways in cutting costs, saving.

23 MR. FREDERICK CHENOWETH: Right. Is
24 it -- is it fair to say that in those -- in -- during
25 the course of those discussions you've described with

1 Mr. Houghton, that there may possibly have been some
2 discussions about the future of Collus and what
3 direction that might take? And I'm talking now in the
4 fall of 2010.

5 MS. SANDRA COOPER: So I would have
6 been elected and sworn in December of 2010, Oct --
7 October election, and then inaugural in -- in
8 December.

9 However, prior to that, as I referenced
10 the -- and I'll use the acr -- acronym, if I may, the
11 EDA conference and asking Mr. Houghton at that time,
12 why is the attendance lower than what I had recalled?

13 And then he had explained to me that
14 there were changes happening in the energy industry.

15 MR. FREDERICK CHENOWETH: All right.
16 In other words, there wasn't -- there wasn't as many
17 players around as there had been at earlier times --

18 MS. SANDRA COOPER: Yes, that's
19 correct.

20 MR. FREDERICK CHENOWETH: -- because
21 of consolidation, et cetera?

22 MS. SANDRA COOPER: Yes.

23 MR. FREDERICK CHENOWETH: So that you
24 had had ongoing discussions with -- with Mr. Houghton
25 prior to your direction to him of January 31st. You

1 had had discussions with Mr. Houghton about the
2 developments in the LDC industry?

3 MS. SANDRA COOPER: Yes.

4 MR. FREDERICK CHENOWETH: And would it
5 be fair to say that you had similar views with respect
6 to -- to the prospect of consolidation and concerns
7 about the future of Collus?

8 MS. SANDRA COOPER: Yes.

9 MR. FREDERICK CHENOWETH: Thank you.

10

11

(BRIEF PAUSE)

12

13 MR. FREDERICK CHENOWETH: And I'll --
14 I'll do this very quickly. I -- I take it there's --
15 there's no -- there's no difference in our views with
16 respect to who Mr. Houghton reported to? With respect
17 to Collus, he reported to the Collus boards -- and
18 boards, correct?

19 MS. SANDRA COOPER: Correct.

20 MR. FREDERICK CHENOWETH: All right.
21 With respect to utilities, i.e., the water group, he
22 reported to the -- to the board that was set up to
23 manage the water group?

24 MS. SANDRA COOPER: Yes.

25 MR. FREDERICK CHENOWETH: And with

1 respect to public works, i.e., roads, and buses, and
2 things of that nature, he was a department head like
3 others --

4 MS. SANDRA COOPER: That is correct.

5 MR. FREDERICK CHENOWETH: -- and
6 reported to -- to the CAO?

7 MS. SANDRA COOPER: Yes.

8 MR. FREDERICK CHENOWETH: Very good.

9

10 (BRIEF PAUSE)

11

12 MR. FREDERICK CHENOWETH: I'll just
13 touch for a moment on the Amaizeing Green issue.
14 Clearly, there were some pushes and pulls of various
15 interests when dealing with the problem of Amaizeing
16 Green?

17 MS. SANDRA COOPER: Yes, it certainly
18 appeared that way.

19 MR. FREDERICK CHENOWETH: All right.
20 And -- and it there was a -- there was a -- a real
21 pull, and it was a -- it was a thorny issue for the
22 Town in that the -- the Town was owed a bunch of
23 money, Collus was owed money -- was owed money for
24 taxes, et cetera, and the number was up to a million
25 dollars, in fact, over a million dollars --

1 MS. SANDRA COOPER: M-hm.

2 MR. FREDERICK CHENOWETH: -- as I
3 understand it.

4 So the Town had an obligation to
5 collect, correct?

6 MS. SANDRA COOPER: Yes, that is
7 correct.

8 MR. FREDERICK CHENOWETH: But it
9 obviously had an obligation to collect in such a way
10 that didn't drive AGP into the ground?

11 MS. SANDRA COOPER: I would hope that
12 would be the case.

13 MR. FREDERICK CHENOWETH: Right. And
14 in fact, there was an effort made to balance the
15 interests in -- and I didn't mention it a moment ago,
16 but to balance the interest in jobs and ongoing
17 employment of a good-quality nature in the Town --

18 MS. SANDRA COOPER: M-hm. Yes.

19 MR. FREDERICK CHENOWETH: -- and the
20 fact that the Town was owed money for taxes, and
21 utilities, et cetera?

22 MS. SANDRA COOPER: That is correct.

23 MR. FREDERICK CHENOWETH: All right.

24 MS. SANDRA COOPER: That's accurate.

25 MR. FREDERICK CHENOWETH: And it

1 appears that in exercising that balance, the Town and
2 those involved did a good job. In other words, the
3 issue was eventually resolved?

4 MS. SANDRA COOPER: Yes, that's
5 correct. It was.

6 MR. FREDERICK CHENOWETH: And it
7 appears to have been resolved in a very positive way?

8 MS. SANDRA COOPER: Yes, the --

9 MR. FREDERICK CHENOWETH: So that any
10 balancing that the Town and the Town staff and its
11 officials carried out proved to have been an
12 appropriate exercise of judgment in the final
13 analysis?

14 MS. SANDRA COOPER: They had -- AGP
15 had paid their obligations that they had owen -- owed,
16 and -- in the Town and -- and I would say Collus was
17 pleased about that.

18 MR. FREDERICK CHENOWETH: I'm sure
19 they were.

20 MS. SANDRA COOPER: I was relieved.

21 MR. FREDERICK CHENOWETH: And -- and
22 the community had the good fortune to maintain this
23 employer that offered such satisfactory employment,
24 about eighty (80) people in the community?

25 MS. SANDRA COOPER: Yes, that is

1 correct.

2 MR. FREDERICK CHENOWETH: So both of
3 those, to some extent, contrary concerns at times of
4 the Town were satisfied as a result of the efforts of
5 those involved?

6 MS. SANDRA COOPER: Concerns were
7 satisfied, yes.

8 MR. FREDERICK CHENOWETH: Now I
9 understand that -- that some of those involved in --
10 in achieving what I take it you would describe as a
11 good result --

12 MS. SANDRA COOPER: Yes.

13 MR. FREDERICK CHENOWETH: -- in the
14 AGP matter included Mr. Houghton trying to collect his
15 money, and trying to balance the concerns about
16 getting money with your concerns about employment?

17 MS. SANDRA COOPER: Yes.

18 MR. FREDERICK CHENOWETH: And it would
19 appear that Mr. Bonwick, acting for AGP, made a useful
20 contribution to that process?

21 MS. SANDRA COOPER: The funds -- the
22 Provincial funds did come in.

23 MR. FREDERICK CHENOWETH: Yes. And
24 that was important to the survival of AGP at that
25 time?

1 MS. SANDRA COOPER: It was at that
2 time.

3

4 (BRIEF PAUSE)

5

6 MR. FREDERICK CHENOWETH: Now I'm just
7 going to take you -- leaf through some of the minutes
8 of the various institutions that worked on this
9 matter, and Your Honour, I'll do this as quickly as I
10 possibly can.

11 THE HONOURABLE FRANK MARROCCO: Thank
12 you.

13

14 CONTINUED BY MR. FREDERICK CHENOWETH:

15 MR. FREDERICK CHENOWETH: And in this
16 respect, I want to turn your attention, first of all,
17 to the meeting of the board of directors of Collus,
18 which is June 10th, 2011. And I understand that
19 document to be CPS0007007_0001. And if I'm not saying
20 that slowly enough, tell me.

21

22 (BRIEF PAUSE)

23

24 MR. FREDERICK CHENOWETH: And I take
25 it that at that meeting was the -- was the Collus

1 Power board of directors, Mr. Muncaster, yourself, and
2 Mr. McFadden, correct?

3 MS. SANDRA COOPER: Yes.

4 MR. FREDERICK CHENOWETH: And Ed
5 Houghton was there, and that Tim Fryer, the chief
6 financial officer for the -- for Collus was also
7 there?

8 MS. SANDRA COOPER: Yes.

9 MR. FREDERICK CHENOWETH: I -- and
10 there were other guests involved as well, and I won't
11 read them off. They're on the screen.

12 And I understand that at that meeting,
13 Mr. Houghton displayed a solar roof vent demo unit.
14 Mr. Houghton described the way in which the solar unit
15 operated. Mr. Houghton stated that Collus has an
16 opportunity to get involved with the project, and Mr.
17 McAllister was currently looking into any
18 opportunities through the OPA.

19 "Mr. Houghton stated that he would
20 like us to become a pilot community,
21 and run a beta test, and then
22 approach other LDCs. A discussion
23 ensued as to how we could get the
24 project to work. Mr. Houghton will
25 continue to work with Mr. McAllister

1 and report to the board."

2 Do you remember that that took place at
3 the -- the meeting of the Collus board on June 10th,
4 2011?

5 MS. SANDRA COOPER: Yes, there was a -
6 - a solar roof vent at that meeting.

7 MR. FREDERICK CHENOWETH: Thank you.

8 "And at that meeting, the board
9 agreed --"

10 That's the -- the board of Collus
11 Power.

12 " -- that we should move forward
13 with this initiative as -- as it
14 shows us as a leader with a positive
15 message for our Utility, and Council
16 to get the message out regarding
17 conservation."

18 So that project was considered by the
19 Collus Power board?

20 MS. SANDRA COOPER: Yes.

21 MR. FREDERICK CHENOWETH: And -- and
22 the Collus Power board agreed to move forward with
23 that?

24 MS. SANDRA COOPER: Yes, they did.

25 MR. FREDERICK CHENOWETH: And there's

1 no note here of Mr. Houghton declaring any sort of
2 conflict, or any sort of the interest that he may have
3 in the -- in the solar project. And I take it we've
4 agreed at earlier times that -- that if he had no
5 interest, there was nothing -- no conflict for him to
6 reveal?

7 MS. SANDRA COOPER: That would be
8 correct.

9 MR. FREDERICK CHENOWETH: I notice a
10 further minute of the Board of the Collus Power, which
11 is dated the -- dated July 8th, 20 -- or July 8th,
12 2011 and that appears to be document number
13 CPS0007018_0001.

14 Have a look at that document. Scroll
15 through it quickly. Thank you. Thank you, you can go
16 to the top of the document again.

17 Now, again, the -- I was going to use
18 the phrase the usual suspects, but the people we just
19 spoke of were at the -- at that Board meeting,
20 correct?

21 MS. SANDRA COOPER: Yes.

22 MR. FREDERICK CHENOWETH: And I see
23 Glenn McAllister was at that Board meeting and does
24 not appear to have been at the previous board meeting.

25 MS. SANDRA COOPER: That is correct,

1 looking at the -- reviewing the minutes.

2 MR. FREDERICK CHENOWETH: Yes. Now
3 just -- just assist me here. I don't know who Glenn
4 McAllister is, I've got a guess from what -- what part
5 he played in this, but who was Glenn McAllister and
6 what was his role?

7 MS. SANDRA COOPER: And I don't know
8 what Glenn's position was called, but again -- Glenn
9 was an employee of Collus Power, he was a staff person
10 and his -- part of his focus was energy conservation.

11 MR. FREDERICK CHENOWETH: He is a bit
12 of a technical guy and he was charged with having a
13 look at these solar vents on behalf of the Board, was
14 he?

15 MS. SANDRA COOPER: Yes.

16 MR. FREDERICK CHENOWETH: All right.

17 And I take it his thoughts on the
18 matter are set out on page 2 of that document under
19 the miscellaneous update section, and I'm -- I'm going
20 to read this to you and ask you to follow me.

21 "Mr. McAllister reviewed the solar
22 vent proposal that was presented to
23 the Board on June 10th." The last
24 meeting I went through. "It was
25 stated that this is not part of the

1 Ontario Power Authority CDM program,
2 but a separate add-on. It is
3 anticipated that the pilot programs
4 net cost to the utility would be
5 \$90,000, which ultimately would be
6 recouped by others. Mr. Houghton
7 requested a motion to move forward
8 with the solar vent proposal as
9 presented."

10 So that I take it they -- they had the
11 benefit, the Board had the benefit of the technical
12 input of Mr. McAllister with respect to this vent?

13 MS. SANDRA COOPER: Yes.

14 MR. FREDERICK CHENOWETH: And although
15 the -- although the concept was brought to the Board,
16 would it be fair to say that the Board had a full
17 opportunity to review the prospect of becoming
18 involved in the solar vent project?

19 MS. SANDRA COOPER: Yes.

20 MR. FREDERICK CHENOWETH: Thank you.

21 And then upon motion duly made,
22 seconded and unanimously carried, the solar vent
23 proposal will move forward as presented.

24 And that was the -- the conclusion of
25 that particular Board meeting, correct?

1 MS. SANDRA COOPER: In that area, yes.

2 MR. FREDERICK CHENOWETH: So -- so
3 clearly Mr. Houghton's involvement with the solar
4 project was an involvement that was directed and
5 approved by the Board of Collus Power, correct?

6 MS. SANDRA COOPER: Yes, that's
7 correct.

8 MR. FREDERICK CHENOWETH: Thank you.

9 Now, I want to look very briefly at the
10 in camera minutes of the June 27th, 2011 meeting, and
11 in particular look at those meetings and then I want
12 to move to the slides that were part of that, and I
13 have a number which I --I hope will include the
14 slides. It may not. But the number I have is -- is
15 it -- would it be BLG or BLC? BLG 000259, then
16 there's an underscore and a 001 and I don't know
17 whether that takes us to the minutes or to the --or
18 the slides or what it takes us to, but let's see what
19 comes up.

20 All right, we got the minutes and
21 that's a good thing. You were at this meeting?

22 MS. SANDRA COOPER: Yes, I was.

23 MR. FREDERICK CHENOWETH: And you've
24 told us a good deal about what went on at the meeting
25 and you told us, I think, that what came out of the

1 meeting was a -- a direction that those involved
2 continue forward with the Collus sale project,
3 correct?

4 MS. SANDRA COOPER: Yes.

5 MR. FREDERICK CHENOWETH: Thank you.

6 And in fact, it's an in camera meeting,
7 so as I understand it, and tell me if I'm wrong,
8 resolutions don't come out of in camera meetings, only
9 directions.

10 MS. SANDRA COOPER: That is correct.

11 MR. FREDERICK CHENOWETH: Very good,
12 thank you.

13 And in this particular case, Mr.
14 Houghton, president and CEO of Collus, provided an
15 update for Council for Council's information on a
16 study that Collus Power is undertaking to investigate
17 their strategic opportunities.

18 Mr. Houghton and Mr. Fryer, CFO,
19 addressed questions from Council, including concerns
20 with valuations, partnership, assets, staffing, shared
21 resources, and high use customers.

22 And I'm moving through -- through that
23 very quickly and I'm doing so simply for the purpose
24 of -- to see whether you would agree with me that the
25 update provided to Council on June 27th was a fulsome

1 update of the -- of the status at that time?

2 MS. SANDRA COOPER: Yes, that's
3 correct.

4 MR. FREDERICK CHENOWETH: Right. And
5 you would regard it as a fulsome update?

6 MS. SANDRA COOPER: Yes.

7 MR. FREDERICK CHENOWETH: And I'm
8 looking now at some of the slides that are part of
9 that, and I hope -- hopefully they follow.

10 Did you find the slides?

11 MS. KATE MCGRANN: Can I assist?

12 MR. FREDERICK CHENOWETH: That would
13 be great.

14 MS. KATE MCGRANN: I think you'll find
15 the slides, it's CPS 4397.

16 MR. FREDERICK CHENOWETH: Thank you,
17 counsel, I very much appreciate that. All right.

18 And just to do this very quickly, in --
19 in looking through the slides, I -- I -- I see that --

20 THE HONOURABLE FRANK MARROCCO: Sorry,
21 just wait til we get the slide up.

22 MR. FREDERICK CHENOWETH: Yes, thank
23 you, Your Honour.

24 THE HONOURABLE FRANK MARROCCO: We
25 have it. We have it up there, Mr. Chenoweth.

1 MR. FREDERICK CHENOWETH: Thank you,
2 Your Honour.

3 THE HONOURABLE FRANK MARROCCO: And
4 there's -- seem to be 25 of them, so if there's a
5 particular --

6 MR. FREDERICK CHENOWETH: Well, we're
7 not going to go through all 25, by any means.

8 THE HONOURABLE FRANK MARROCCO: No.
9 No, we're not.

10

11 CONTINUED BY MR. FREDERICK CHENOWETH:

12 MR. FREDERICK CHENOWETH: But the
13 points I wanted to make out of them were very simply
14 that the option of -- the status quo option was -- was
15 reviewed with Council, and I see that that's a -- a
16 slide that's -- it's contained on slide 17.

17 So they -- the Council was taken
18 through the various options that were being considered
19 in this matter, i.e., the status quo option, which is
20 at slide 17, and the -- the partial sale option, which
21 is at slide 19, and the strategic partner option,
22 which is at slide 21, correct?

23 MS. SANDRA COOPER: Yes, that is
24 correct.

25 MR. FREDERICK CHENOWETH: Right.

1 And in addition to that, the Town was -
2 - it was discussed with the Town at slide 24 the next
3 steps that it was being recommended that Council
4 consider undertaking with respect to moving this
5 project forward?

6 MS. SANDRA COOPER: Yes.

7 MR. FREDERICK CHENOWETH: And I note
8 that -- that one (1) of the steps was the formation of
9 the STT team. Is that correct?

10 MS. SANDRA COOPER: Yes.

11 MR. FREDERICK CHENOWETH: All right.

12 And in that particular respect, it's -- it's
13 interesting to see that in the slides it's spoken of -
14 - of a number of people, Dean Muncaster, Mayor Cooper,
15 Dave McFadden, Ed Houghton, Kim Fryer, CAO Kim
16 Wingrove, and a Council representative.

17 As I understand it, the Town actually
18 moved ahead and named that representative. In other
19 words, moved into the next steps right at that June
20 27th meeting and appointed Rick Lloyd as the
21 individual to be the Council representative. Is that
22 correct?

23 MS. SANDRA COOPER: Yes, that is.

24 MR. FREDERICK CHENOWETH: So in -- in
25 essence the Town was moving ahead with the next steps

1 that were recommended at the meeting, right at the
2 meeting, correct?

3 MS. SANDRA COOPER: Yes.

4 MR. FREDERICK CHENOWETH: Thank you.

5 Now I want to go to a document, and I
6 hope I have the -- the right number for this. This is
7 a July 8, 2011 Collus Power Board minutes. And it
8 appears to be an excerpt from the minutes and it
9 appears to have the number CPS 000-7018_001.

10 THE HONOURABLE FRANK MARROCCO: We had
11 that document before, did we not?

12 MR. FREDERICK CHENOWETH: Well, I'm
13 not -- it may be the same number. I'm looking at a
14 different document.

15 THE HONOURABLE FRANK MARROCCO: Well,
16 I think we had this document up once before.

17 But in any event, go ahead.

18 MR. FREDERICK CHENOWETH: All right.

19 It -- it may be that I am unable to
20 find the document, but I have a different document
21 that I'm wishing to refer the witness to, but in any
22 event I'll -- I'll simply do it this way, Your Honour,
23 if we can't get the document up.

24 Am I to understand that --

25 THE HONOURABLE FRANK MARROCCO: The --

1 excuse me, the document -- the number you gave, that
2 document is on the screen.

3 MR. FREDERICK CHENOWETH: I understand
4 that. I have a different document that appears --
5 that I thought had the same -- or had a number which
6 turns out to be the same number as the document we
7 earlier looked at, which is why I made the reference
8 to it.

9 In any event, to get to the point I'm -
10 - I'm wishing to bring out witness, the note I have,
11 and let's not talk about the note because I'm unable
12 to bring it up for you, but as I understand it at the
13 July 8th Collus Power Board meeting, there was also a
14 motion duly made and seconded and unanimously carried
15 that the Board supports the preferred option of moving
16 forward with the strategic partnership option and
17 fully supports management in the execution of that
18 direction.

19 THE HONOURABLE FRANK MARROCCO: Now --
20 now, just before you answer.

21 That's a -- a resolution of the Board,
22 but it's in a different document than this document?

23 MR. FREDERICK CHENOWETH: That's
24 correct, sir.

25 MS. KATE MCGRANN: May -- I think I

1 can assist, if you don't mind. I think on page 3
2 you'll find the reference that you're looking for.

3 MR. FREDERICK CHENOWETH: On page 3 of
4 the minutes?

5 MS. KATE MCGRANN: Page 3 of this
6 document.

7 MR. FREDERICK CHENOWETH: That's fine.
8 Thank you, we appreciate that, counsel. Let's go to
9 page 3.

10 So this indeed is an excerpt of -- of
11 the minutes that I was referring to.

12 THE HONOURABLE FRANK MARROCCO: Yes,
13 there it is, just above the words "termination".

14 MR. FREDERICK CHENOWETH: Yes, thank
15 you very much, Your Honour.

16

17 CONTINUED BY MR. FREDERICK CHENOWETH:

18 MR. FREDERICK CHENOWETH: Upon motion
19 duly made and seconded, et cetera, the Board directed
20 that they move ahead with the strategic partnership
21 option.

22 MS. SANDRA COOPER: Yes.

23 MR. FREDERICK CHENOWETH: So those
24 matters - matters of solar vents dealt with at that
25 July 8th Board meeting and a direction to move on with

1 the strategic partnership concept, correct?

2 MS. SANDRA COOPER: That is correct.

3 MR. FREDERICK CHENOWETH: Thank you.

4 And August 3rd, and I think I have this
5 right and I hope I do, I don't want to be wrong twice
6 in a row and I believe the document is CPS 000 6299,
7 and this appears to be minutes of the strategic
8 partnership to -- team, from Wednesday, August 3rd,
9 2011.

10 MS. SANDRA COOPER: Yes.

11 MR. FREDERICK CHENOWETH: Thank you.

12 And by the way, as -- as I understand
13 it, it was Pamela Hogg, or Hogg that prepared the
14 minutes and acted as the secretary for the STT team?

15 MS. SANDRA COOPER: Pam Hogg did that,
16 yes.

17 MR. FREDERICK CHENOWETH: Yes, thank
18 you. And just to go quickly through these matters.

19 It looks like Mr. McFadden, as early as August of
20 2011, broached with the STT team the -- the manner in
21 which the sale would proceed, i.e., would it be a -- a
22 share sale or would it be a shale of -- a sale of the
23 holding company or a sale of -- of Collus Power.

24 And I see that under the first of the
25 salient points Mr. McFadden broached the subject of

1 where the partnership would -- would come in. It
2 would come into Collus Power then the interested party
3 only becomes a shareholder in Collus. Keep it simple,
4 purchase equity, share purchase. The simplest would -
5 - would be that the shares are acquired directly from
6 the -- from the Town or holdings.

7 So there was a discussion as to whether
8 or not you'd -- you'd sell the shares of holdings or
9 at least he -- he in part initiated this discussion,
10 or whether or not you would sell power, and he
11 initiated this as early as the August 3rd, 2011
12 strategic partnership minutes meeting, correct?

13 MS. SANDRA COOPER: Yes, that is
14 correct.

15 MR. FREDERICK CHENOWETH: Thank you.

16 And I see here that Mr. Houghton and
17 Mr. Muncaster, to go down a little further, thank you
18 very much.

19 Mr. Houghton and Mr. Muncaster met with
20 the various utilities using a consistent introduction
21 at each meeting and the strategic task force team was
22 brought up with -- up to speed with the fact that
23 Muncaster and Houghton had met with five potential
24 interested parties here to judge their interest.

25 Is that fair?

1 MS. SANDRA COOPER: Yes, that is
2 correct.

3 MR. FREDERICK CHENOWETH: And that had
4 happened on a somewhat informal basis in July of 2011,
5 prior to the time of the formal meeting with the
6 various bidders that took place in September, on
7 September 12th and September 18th, 2011.

8 MS. SANDRA COOPER: Yes, that is
9 correct.

10 MR. FREDERICK CHENOWETH: The first
11 being a -- an informal session to interest?

12 MS. SANDRA COOPER: Yes.

13 MR. FREDERICK CHENOWETH: And the
14 second being something more akin to an explanation
15 with respect to RFPs, et cetera.

16 MS. SANDRA COOPER: Yes.

17 MR. FREDERICK CHENOWETH: All right.

18 And that was brought to the --
19 obviously it was known by the Board of -- of Collus
20 because at least one (1) of the Board members was
21 involved and you would've been involved and this --
22 this was brought to the attention of the strategic
23 partnership team as well during the course of this
24 meeting, correct?

25 MS. SANDRA COOPER: That is correct.

1 MR. FREDERICK CHENOWETH: All right.

2 And then there's a statement which is
3 of significance.

4 "It was agreed that we are
5 investigating this venture to make
6 Collus stronger through a
7 partnership, not a sale of the
8 Utility."

9 MS. SANDRA COOPER: Yes, I see that.

10 MR. FREDERICK CHENOWETH: And -- and I
11 take it that's consistent with the views you had
12 expressed, coming from Council members and others, who
13 were involved in this conversation that -- that major
14 consideration was making Collus strong -- stronger and
15 more useful to the community.

16 MS. SANDRA COOPER: Yes.

17 MR. FREDERICK CHENOWETH: And it
18 wasn't just the money, correct?

19 MS. SANDRA COOPER: That is correct.

20 MR. FREDERICK CHENOWETH: And so that
21 was discussed on Wednesday, August 3rd at the STT
22 meeting, correct?

23 MS. SANDRA COOPER: Yes, that is
24 correct.

25 MR. FREDERICK CHENOWETH: And then Mr.

1 Houghton described the response he had gotten at those
2 July meetings with interested parties, and stated that
3 the utilities -- that the utilities that the -- that
4 the introductory meeting were held with all expressed
5 a huge amount of interest, so that it was -- it was
6 told to the STT team that we're getting some pretty
7 major interest from the parties that are -- that are
8 out there with respect to this matter, correct?

9 MS. SANDRA COOPER: Yes.

10 MR. FREDERICK CHENOWETH: And on the
11 next page over, --

12 THE HONOURABLE FRANK MARROCCO: I'm
13 sorry, I -- the page wasn't on the screen. What page
14 were you reading from?

15 MR. FREDERICK CHENOWETH: I was
16 reading from page 1 at the bottom of page 1 -- very
17 bottom paragraph of page 1 of the --

18 THE HONOURABLE FRANK MARROCCO: That's
19 fine, thank you.

20 MR. FREDERICK CHENOWETH: Sorry, Your
21 Honour, I'll try and improve on that.

22 THE HONOURABLE FRANK MARROCCO: No, it
23 wasn't that, it's just not on the screen.

24 MR. FREDERICK CHENOWETH: Yes, yes.

25 THE HONOURABLE FRANK MARROCCO: Go

1 ahead.

2

3 CONTINUED BY MR. FREDERICK CHENOWETH:

4 MR. FREDERICK CHENOWETH: Thank you.

5 Then looking at the top of page 2, the first bullet on

6 page 2, discussion ensued as to the right time to

7 inform staff. It was decided that perhaps following

8 the RFP process might be the best time.

9 So this was a matter that was discussed

10 in the STT team?

11 MS. SANDRA COOPER: Yes, that is

12 correct.

13 MR. FREDERICK CHENOWETH: And I think

14 you went over this the other day and I don't want to

15 repeat it, but clearly the judgment of the -- of the

16 nine people on -- on the STT team was that the best

17 time to inform staff was following the RFP.

18 MS. SANDRA COOPER: That was the

19 consensus.

20 MR. FREDERICK CHENOWETH: Thank you.

21 And I note that there's a little

22 further down its bullet -- bullet 4 on page 2 of 2.

23 It was suggested by Ms. Wingrove that we do no further

24 -- that we do not further pursue a partnership with

25 St. Thomas Energy due to the economies of scale and

1 the similar size of that -- of that utility.

2 It's obvious what she -- what she
3 suggested, and -- and that was adopted, I think, by --
4 by the STT team at that point.

5 But the point I wanted to bring out of
6 that was that it appears that Ms. Wingrove was a
7 functioning and contributing member of the STT team.

8 MS. SANDRA COOPER: I would agree with
9 that.

10 MR. FREDERICK CHENOWETH: And her --
11 and her suggestions were -- and her input was taken
12 seriously, and in this case it involved St. Thomas
13 being taken off a list of the bidders.

14 MS. SANDRA COOPER: That is accurate.

15 MR. FREDERICK CHENOWETH: And I'll go
16 through further inputs of Ms. Wingrove at a later
17 time.

18 And you discussed the fact that -- that
19 the interview dates for the four remaining bidders
20 would be as set out at the bottom of page 2 of -- of
21 these materials, correct?

22 MS. SANDRA COOPER: Yes.

23 MR. FREDERICK CHENOWETH: All right.

24 And again, I'm -- I'm trying to get through these
25 matters quickly, Your Honour, but I think there is

1 some -- some matters of some significance that should
2 be brought out of these minutes.

3 I note the -- the minutes of the second
4 meeting of the strategic partnership team strategy
5 session was on Monday, August 29, 2011. And the
6 number -- document number for this I believe to be
7 CPS0002341.

8 Spin the dial and let's see if I get
9 lucky. Oh, my gosh. All right.

10

11 (BRIEF PAUSE)

12

13 MR. FREDERICK CHENOWETH: And that
14 this meeting, I take it there was a discussion with
15 respect to the RFP, that's -- that's .4 on page 1, .4
16 on page 1?

17 MS. SANDRA COOPER: Yes.

18 MR. FREDERICK CHENOWETH: And did you
19 regard the discussion of the RFP at the August 29th
20 meeting of the STT to be a fulsome discussion?

21 MS. SANDRA COOPER: I would expect it
22 would be, yes, from what I recall.

23 MR. FREDERICK CHENOWETH: Right.

24 MS. SANDRA COOPER: And it was.

25 MR. FREDERICK CHENOWETH: Thank you.

1 And again, there was a discussion with respect to the
2 evaluation criteria and the weighting?

3 MS. SANDRA COOPER: Yes.

4 MR. FREDERICK CHENOWETH: And I take
5 it by, "weighting," you mean the 70:30 weighting?

6 MS. SANDRA COOPER: I would say that's
7 likely what it's referring to.

8 MR. FREDERICK CHENOWETH: And the
9 evaluation criteria, it seems, usually refer to the
10 non-financial criteria?

11 MS. SANDRA COOPER: Yes.

12 MR. FREDERICK CHENOWETH: And did you
13 feel that that discussion had by the STT and its nine
14 (9) members on August 29th was fulsome?

15 MS. SANDRA COOPER: Yes.

16 MR. FREDERICK CHENOWETH: Right. I
17 notice there's some action items that come out of
18 that, and I'll -- and I'm looking midway down page --
19 well, it says page 1 of four.

20 "Mr. Houghton put forth a suggestion."
21 I think it's the next -- the next page over.

22 THE HONOURABLE FRANK MARROCCO: Can
23 you just hold on a second, please?

24 MS. KATE MCGRANN: I wonder if I can
25 assist again. What you've got on the screen right now

1 the agenda. I think what you want to be referring to
2 --

3 MR. FREDERICK CHENOWETH: I think
4 you're right.

5 MS. KATE MCGRANN: -- is the minutes.

6 MR. FREDERICK CHENOWETH: I think it's
7 the minutes. Yes. Yes. Thank you.

8 MS. KATE MCGRANN: Can I help you with
9 that dock ID?

10

11 CONTINUED BY MR. FREDERICK CHENOWETH:

12 MR. FREDERICK CHENOWETH: Well I think
13 I have the -- the team minutes. And I can give the
14 number for that, which is CPS0007465_0001. You're
15 right, the first page was -- that I referred to was
16 the agenda.

17 And going midway down that -- that
18 first page of the minutes:

19 "Mr. Houghton put forth a suggestion
20 that KPMG put together the RFP for
21 us and, as well, sit in on the
22 interview meetings"

23 So that was a suggestion made by Mr.
24 Houghton at the August 29th STT meeting, correct?

25 MS. SANDRA COOPER: Yes.

1 MR. FREDERICK CHENOWETH: And that was
2 adopted. And as a result of that suggestion, you had
3 the benefit of -- of KPMG's professional input through
4 the course of -- of this process, i.e., the RFP
5 process?

6 MS. SANDRA COOPER: Yes, that is
7 correct.

8 MR. FREDERICK CHENOWETH: Thank you.
9 All right. And -- and there was a motion duly
10 seconded in the same paragraph, going a little further
11 down in the same paragraph. Thank you.

12 "Agreed to move forward with
13 contracting at KPMG to put together
14 the RFP and investigate the cost of
15 having them participate in the
16 interview process."

17 Et cetera, et cetera. And the action
18 item immediately below that:

19 "Mr. Houghton stated that he would
20 contact John Herhalt, of KPMG, to
21 prepare RFP and ask for further
22 costing analysis."

23 And then there's another action item:

24 "Ms. Hogg will contact the
25 parties and request the names and

1 positions of the individuals
2 attending the interviews so that can
3 be moved along."

4 And then underneath that:

5 "Mr. Houghton also suggested that a
6 letter signed by Chair Muncaster
7 should be prepared and sent to the
8 interested parties outlining the
9 process of the interview meeting."

10 And that was agreed to, correct?

11 MS. SANDRA COOPER: Yes.

12 MR. FREDERICK CHENOWETH: All right.

13 And going over to page 2 of those minutes. And I -- I
14 take it, as an action item, Mr. Houghton and Mr. (sic)
15 Hogg will prepare the letter to be sent to the
16 interested persons prior to the interview meeting?

17 MS. SANDRA COOPER: Correct.

18 MR. FREDERICK CHENOWETH: And Ms. --
19 Mr. Houghton and Mr. (sic) Hogg would prepare the
20 questions to be asked during the interview, correct?

21 MS. SANDRA COOPER: Yes.

22 MR. FREDERICK CHENOWETH: I -- I take
23 it that -- that you, as a member of the STT, were not
24 going to be preparing the letter to the interviewees,
25 correct?

1 MS. SANDRA COOPER: That is correct.

2 MR. FREDERICK CHENOWETH: You -- you
3 were keen to have the -- the assistance of the
4 Houghton and Hogg to do that?

5 MS. SANDRA COOPER: Absolutely. Yes.

6 MR. FREDERICK CHENOWETH: All right.
7 And -- and that would've been keeping with the usual
8 practice as you'd seen of moving these kinds of
9 matters forward?

10 MS. SANDRA COOPER: Yes.

11 MR. FREDERICK CHENOWETH: All right.
12 You have the assistance of staff, right?

13 MS. SANDRA COOPER: Absolutely. Yes.

14 MR. FREDERICK CHENOWETH: Very good.
15 And again, Ms. Hogg was preparing the questions for
16 the interviewers, and that's in keeping with suitable
17 process as you understand it?

18 MS. SANDRA COOPER: Yes.

19 MR. FREDERICK CHENOWETH: Thank you.

20

21 (BRIEF PAUSE)

22

23 MR. FREDERICK CHENOWETH: Now, I
24 understand that there was a third meeting of the STT
25 which occurred on the 28th of September, 2011. And

1 I'm not -- I don't believe there's any minutes of that
2 particular third meeting of the STT.

3 And maybe you can assist me. Is it the
4 case that there was further review of the -- of the
5 RFP and the criteria to be put in the RFP at that
6 time?

7 MS. SANDRA COOPER: That is possible.

8 MR. FREDERICK CHENOWETH: Thank you.
9 I'm going to move then quickly on to the in camera
10 minutes of October 3, 2011. That's the town in camera
11 minutes, and that's document TOC0512163.

12 And just looking about two-thirds the
13 way down the first page of those minutes under,
14 "Discussion." A little further down. Here we go.

15 "Mr. Houghton provided a detailed
16 presentation and report to Council
17 on the potential to establish a
18 strategic partnership with another
19 electrical distribution country --
20 company and address questions from
21 Council."

22 That took place that time?

23 MS. SANDRA COOPER: Yes.

24 MR. FREDERICK CHENOWETH: Did you
25 regard the presentation given by Mr. Houghton during

1 the course of -- of that meeting as a fulsome
2 presentation to the town as to the processes to be
3 followed to pursue the prospect of a strategic
4 partnership?

5 MS. SANDRA COOPER: Yes.

6 MR. FREDERICK CHENOWETH: Clearly, by
7 this juncture, being October 3rd, 2011, Council was
8 aware that strategic partnership was the approach that
9 -- that the Board, that the STT which they appointed
10 to -- to help process this matter, that the ST -- that
11 the strategic partnership approach was the one (1)
12 that was being pursued, correct?

13 MS. SANDRA COOPER: Yes.

14 MR. FREDERICK CHENOWETH: Thank you.
15 And I just quickly think it's useful to look very
16 quickly at -- at some of the slides. And,
17 unfortunately, the slides aren't numbered in the
18 document that I have. And maybe we can assist.

19 I'll just -- I'll just...

20

21 (BRIEF PAUSE)

22

23 MR. FREDERICK CHENOWETH: Can we bring
24 up the slides? Are they part of this document or are
25 they at another document?

1 (BRIEF PAUSE)

2

3 MR. FREDERICK CHENOWETH: Very good.
4 So this is titled, "Strategic partnership update,"
5 correct?

6 MS. SANDRA COOPER: Yes.

7 MR. FREDERICK CHENOWETH: And I'm
8 looking at a document that says, "Key events," and it
9 talks about -- about the events right back to June
10 27th and reviews the events that are going to take
11 place right up to October 4th, i.e., the presentation
12 of the RFP.

13 MS. SANDRA COOPER: Okay. I don't
14 have that slide.

15 MR. FREDERICK CHENOWETH: Right. I
16 don't have it either. Keep going down and see if we
17 can get it. No, keep going.

18

19 (BRIEF PAUSE)

20

21 MR. FREDERICK CHENOWETH: There we
22 are. That appears to be it. Okay.

23 MS. SANDRA COOPER: Yes.

24 MR. FREDERICK CHENOWETH: So Council
25 was fully aware of the of -- of what the going forward

1 plan was with respect to meeting with the bidders and
2 meetings of the strategic task force team, the
3 preparation and issuance of the -- of the RFP on the
4 day after this meeting, being October 4th.

5 So they were brought fully up to speed
6 with respect to what had happened to that date?

7 MS. SANDRA COOPER: Yes.

8

9 (BRIEF PAUSE)

10

11 MR. FREDERICK CHENOWETH: And about
12 another few slides in, about six (6), there's a slide
13 title, "Proposed scope and response." Find that
14 slide. That's helpful. Just going further into the
15 slides, "Proposed scope and response continued,"
16 actually.

17 And there's -- there's -- "Anticipated
18 process," is the is the title of one (1) of those.

19

20 (BRIEF PAUSE)

21

22 MR. FREDERICK CHENOWETH: It's -- it's
23 -- his -- his number is 3.9.

24

25 (BRIEF PAUSE)

1 MR. FREDERICK CHENOWETH: There we go.
2 So the anticipated project and -- or process. And
3 there are the dates for the -- informing Council about
4 when the RFP is going to go out and when the RFPs will
5 come back in and providing the findings of the RFP to
6 the Collus Board, in camera meetings with Council
7 which eventually took place, and resolution of the
8 Council at a later time.

9 So Council was brought up to speed with
10 where this was heading, correct?

11 MS. SANDRA COOPER: Yes, that is
12 correct.

13 MR. FREDERICK CHENOWETH: And then
14 there's proposed evaluation. And it's -- it's
15 numbered 4, "Proposed evaluation," right there. And
16 little doubt in looking at that slide that the 70:30
17 split, i.e., 30 for financial at the top of the -- of
18 the page and the remaining 70 percent on the non-
19 financial matters, was brought to the attention of --
20 of Council at that time?

21 MS. SANDRA COOPER: It was a part of
22 the presentation, yes.

23 MR. FREDERICK CHENOWETH: And as I
24 understand it, out of these in camera meetings, there
25 was a direction to go forward with this process that

1 they'd just been advised of?

2 MS. SANDRA COOPER: Yes.

3 MR. FREDERICK CHENOWETH: Thank you.

4 And then at later times, and again I'll do my best to
5 keep my pace up here, I understand that when the bids
6 came in on November 16th, that there was nine (9)
7 original packages that were to be prepared by each of
8 the bidders so that each one (1) of the members of the
9 STT team could have their own original package from
10 each bidder. Is that correct?

11 MS. SANDRA COOPER: Yes, that is.

12 MR. FREDERICK CHENOWETH: All right.

13 So you all got an original package from each bidder,
14 including the two (2) envelopes, the financial and
15 non-financial?

16 MS. SANDRA COOPER: Yes.

17 MR. FREDERICK CHENOWETH: Very good.

18

19 (BRIEF PAUSE)

20

21 MR. FREDERICK CHENOWETH: And I note
22 in camera meetings with Council that were on November
23 17, 2011. And this is, I believe, CJI10500.

24

25 (BRIEF PAUSE)

1 MR. FREDERICK CHENOWETH: And again,
2 you were in -- you were in attendance at this meeting?

3 MS. SANDRA COOPER: Yes, I was.

4 MR. FREDERICK CHENOWETH: And at the
5 meeting, it appears that Mr. Houghton provided a
6 detailed presentation of the options, full-sale,
7 partial sale, status quo, hybrid strategic partnership
8 option?

9 MS. SANDRA COOPER: Yes.

10 MR. FREDERICK CHENOWETH: And again,
11 Council was advised on the day after the bids came in
12 that the RFP was issued, and five (5) were received
13 and four (4) are being reviewed, correct?

14 MS. SANDRA COOPER: That is correct.

15 MR. FREDERICK CHENOWETH: They were
16 advised of that on November 17th, the day after the
17 bids came in?

18 MS. SANDRA COOPER: Yes.

19 MR. FREDERICK CHENOWETH: And they
20 were advised that the bids would be evaluated
21 individually and that -- by each of the team members
22 in keeping with the criteria they had earlier been
23 advised of and the recommendation will come to Council
24 on December 5th, correct?

25 MS. SANDRA COOPER: That is correct.

1 MR. FREDERICK CHENOWETH: Thank you.

2

3 (BRIEF PAUSE)

4

5 MR. FREDERICK CHENOWETH: And we've
6 already talked about the November 23rd evaluation
7 meeting, and you've told us about that. But that is,
8 I believe, document CPS0010212.0001.

9 The only point I wish to make with
10 respect to that -- and if we can bring that up. And
11 does it have attached to it the -- the score sheets
12 that were prepared by Pam Hogg as each one (1) of the
13 nine (9) STT members gave their scoring for each one
14 (1) of the bidders? Can we go beyond that.

15 So having a look at those -- at those
16 charts -- and just circle through those charts
17 briefly.

18

19 (BRIEF PAUSE)

20

21 MR. FREDERICK CHENOWETH: Thank you.

22

23 (BRIEF PAUSE)

24

25 MR. FREDERICK CHENOWETH: And I think

1 I'm going to -- I'm going to do one (1) question here
2 is to move this along. This appears to be the -- the
3 charts that were prepared by Mr. -- Ms. Pamela Hogg in
4 the meeting of November 23rd, 2011?

5 MS. SANDRA COOPER: Yes.

6 MR. FREDERICK CHENOWETH: Thank you.
7 That's -- that's the scoring chart that she prepared
8 with the input of each one (1) of the nine (9) STT
9 members at that time?

10 MS. SANDRA COOPER: Yes.

11 MR. FREDERICK CHENOWETH: Thank you.

12

13 (BRIEF PAUSE)

14

15 MR. FREDERICK CHENOWETH: And I'm
16 noticing another document, minutes of the -- of a
17 joint meeting of the Board of Directors of Collus
18 Power Corp. and Collus Solutions. And that appears to
19 be document number CPS0007026_0001.

20

21 (BRIEF PAUSE)

22

23 MR. FREDERICK CHENOWETH: Lucky again.
24 All right. On the second page of the those minutes,
25 to get right to it, the Board approved that:

1 "Collus Power Corporations Board
2 hereby accept the findings of the
3 strategic partnership task force
4 team and recommend to Collingwood
5 Council that -- that Collus Power
6 Board be directed to undertake
7 negotiations with PowerStream Inc.
8 for the purpose of entering the
9 strategic partnership agreement."

10 THE HONOURABLE FRANK MARROCCO: Is
11 there any doubt about that?

12 MR. FREDERICK CHENOWETH: I'd like to
13 think not, Your Honour, but -- but the point is that
14 the -- really what I wanted to highlight with re --
15 for -- by bringing out these minutes, Your Honour, was
16 that the Board was involved in this and the STT team
17 were involved in it and that this recommendation was
18 made by the Board to pers -- to make a recommendation
19 to Council with respect to the negotiations with --
20 with PowerStream after full advice.

21 THE HONOURABLE FRANK MARROCCO: Okay.

22 MR. FREDERICK CHENOWETH: Thank you.

23 THE HONOURABLE FRANK MARROCCO: I -- I
24 think we'll -- we'll take ten (10) minutes.

25 MR. FREDERICK CHENOWETH: Thank you,

1 Your Honour.

2

3 --- Upon recessing at 3:17 p.m.

4 --- Upon resuming at 3:28 p.m.

5

6 MR. FREDERICK CHENOWETH: Your Honour,
7 let me simply say that I anticipate I'll be mercifully
8 not more than ten (10) minutes and I -- I'll be about
9 ten (10) minutes and probably not much more than
10 fifteen (15). That may not be merciful enough, but
11 that's where I am.

12 THE HONOURABLE FRANK MARROCCO: Well,
13 ten (10) minutes. If you're going to be ten (10)
14 minutes then take as long as you need to --

15 MR. FREDERICK CHENOWETH: Thank you,
16 Your Honour.

17

18 CONTINUED BY MR. FREDERICK CHENOWETH:

19 MR. FREDERICK CHENOWETH: In any event,
20 I believe we already have marked as an exhibit in
21 these proceedings the December 5th minutes of the Town
22 of Collingwood, and in that respect I simply want to
23 bring out that you made a presentation to the Council
24 at that point with an overview of the RFP and the
25 potential partnership opportunities?

1 MS. SANDRA COOPER: Yes.

2 MR. FREDERICK CHENOWETH: Thank you.

3 And Mr. Houghton reported on the
4 process to date and detailed the evaluation of the
5 request for proposals?

6 MS. SANDRA COOPER: Yes.

7 MR. FREDERICK CHENOWETH: And there
8 were certain motions passed by the -- by the Council
9 at that time, directing people to move forward with
10 the negotiations with PowerStream?

11 MS. SANDRA COOPER: That is correct.

12 MR. FREDERICK CHENOWETH: Very good.

13 And there is in camera minutes of
14 January 16th. And I'm not sure whether these have
15 been marked as an exhibit or not, but I want to ensure
16 that they are, and that's CJI or CJ1?

17 CJI0009079, and these are in camera
18 meetings -- minutes of the January 16th, 2012 meetings
19 of Council.

20 And that in that respect, I simply want
21 to note that Council at that juncture as I take it, if
22 you'll recall the meeting, and it appears you were at
23 the meeting --

24 MS. SANDRA COOPER: Yes.

25 MR. FREDERICK CHENOWETH: -- Council

1 had the benefit of the comments and instructions and
2 thoughts of Ron Clark, the -- of your legal team, with
3 respect to the status of the -- of the purchase
4 agreement and the unanimous shareholders agreement --

5 MS. SANDRA COOPER: Yes.

6 MR. FREDERICK CHENOWETH: -- at that
7 time?

8 MS. SANDRA COOPER: Yes, that's
9 correct.

10 MR. FREDERICK CHENOWETH: Mr. Clark
11 went through a whole series of -- of matters with you,
12 including the dividends, the necessity for the
13 approval of the -- of the Ontario Energy Board, et
14 cetera. And Council was brought up to speed with
15 respect to the status of -- of those documents et
16 cetera.

17 MS. SANDRA COOPER: Yes, Council was.

18 MR. FREDERICK CHENOWETH: Thank you.

19 Now, you've made some comments from
20 time to time with respect to the negotiators on behalf
21 of, I think you said the Town and Collus of these
22 documents.

23 I take it that you were personally not
24 involved in the negotiations or the instructions of
25 the Aird & Berlis lawyers with respect to the eventual

1 conclusion of the sale purchase agreement and the
2 unanimous shareholders agreement, you weren't involved
3 in instructing the -- your legal counsel?

4 MS. SANDRA COOPER: That is correct.

5 MR. FREDERICK CHENOWETH: All right.

6 And I -- I take it that -- that as a
7 result of your lack of involvement in that, you
8 weren't involved in -- in negotiating those
9 agreements.

10 MS. SANDRA COOPER: I was not involved
11 in that.

12 MR. FREDERICK CHENOWETH: So that I
13 take it that personally you may not have personal
14 knowledge of who instructed the Aird & Berlis legal
15 counsel with respect to those agreements?

16 MS. SANDRA COOPER: That could be,
17 yes.

18 MR. FREDERICK CHENOWETH: All right.
19 And it may be that we require further evidence to
20 solve that difficulty?

21 MS. SANDRA COOPER: Yes.

22 MR. FREDERICK CHENOWETH: Good, thank
23 you.

24 In fact those -- those January 16th
25 minutes I -- I don't know whether there were may --

1 made an exhibit or not, but if they weren't, if they
2 could be made an exhibit at this time.

3 THE HONOURABLE FRANK MARROCCO: Yes,
4 they can be if they haven't already been. Have they
5 been made an exhibit?

6 All right, so they're an exhibit.

7 MR. FREDERICK CHENOWETH: Thank you
8 very much.

9 And I don't whether these have been
10 made an exhibit yet either and they should be if
11 they're not.

12 This is the minutes of a special
13 meeting of the Board of Directors of Collingwood
14 Utilities Services, the Corporation, which is Collus
15 Company, held at 23 -- or 43 Stewart Rd., and they're
16 minutes of a meeting held January 20th, 8:05 AM, 2012
17 and indicated that -- that Sandra Cooper, the mayor,
18 was there for those -- for those items.

19 THE HONOURABLE FRANK MARROCCO: Can
20 you give me the number?

21 MR. FREDERICK CHENOWETH: I certainly
22 can sir, yes. As I understand, the number is EHH100.

23

24 CONTINUED BY MR. FREDERICK CHENOWETH:

25 MR. FREDERICK CHENOWETH: There we go.

1 And at this meeting Collingwood
2 Utilities Services Board recommends that the Town of
3 Collingwood execute the share purchase agreement and
4 unanimous shareholder agreement for the sale of 50
5 percent shares of -- of Collus to PowerStream.

6 And I would simply -- that -- that's
7 what it -- was occurred on that occasion?

8 MS. SANDRA COOPER: Yes.

9 MR. FREDERICK CHENOWETH: Thank you.
10 I would simply ask that that be marked as an exhibit,
11 if it's not, and I don't believe it has been to date.

12 THE HONOURABLE FRANK MARROCCO: This
13 is the holding company, right?

14 MR. FREDERICK CHENOWETH: I'm sorry?

15 THE HONOURABLE FRANK MARROCCO: This
16 is the holding company?

17 MR. FREDERICK CHENOWETH: Correct.
18 Yes. It is, sir, yes.

19 And then there's the Council me -- the
20 Council minutes of January 23rd, 2012, with respect to
21 the passing of the bylaw and I take it that's already
22 been marked as an exhibit.

23 I believe that's CJI000-8080.

24 THE HONOURABLE FRANK MARROCCO: CJI,
25 is it?

1 MR. FREDERICK CHENOWETH: Yes, sir,
2 CJI.

3 THE HONOURABLE FRANK MARROCCO: What's
4 the balance of the number?

5 MR. FREDERICK CHENOWETH: CJI0008080.
6 That's an -- I'll make it an exhibit.

7 MR. FREDERICK CHENOWETH: Thank you
8 very much.

9

10 CONTINUED BY MR. FREDERICK CHENOWETH:

11 MR. FREDERICK CHENOWETH: And we
12 understand that the bylaw authorizing certain officers
13 to sign the sale purchase agreement and the unanimous
14 shareholder's agreement was passed at that meeting,
15 correct?

16 MS. SANDRA COOPER: Yes.

17 MR. FREDERICK CHENOWETH: Thank you.

18 And just two (2) more matters to cover
19 quickly at this juncture.

20 You've told us about the fact that in
21 or about March 2nd to March 5th, somewhere in there,
22 there was a meeting at which Leo Longo attended and
23 you had Corrine Kennedy and Ron Clark on the phone and
24 they went through, with you, the details, as they
25 understood it, with respect to the SPA and the

1 unanimous shareholders agreement, correct?

2 MS. SANDRA COOPER: Yes.

3 MR. FREDERICK CHENOWETH: All right.

4 And in attendance, we've talked about
5 the fact that Sara Almas was there because she was the
6 signator.

7 MS. SANDRA COOPER: Yes.

8 MR. FREDERICK CHENOWETH: The CAO was
9 there.

10 MS. SANDRA COOPER: Yes.

11 MR. FREDERICK CHENOWETH: And as I
12 understand it, Ms. Wingrove had some questions during
13 the course of that meeting, and I think Ms. Almas
14 detailed that in her testimony.

15 MS. SANDRA COOPER: Yes.

16 MR. FREDERICK CHENOWETH: You recall
17 she had some questions?

18 MS. SANDRA COOPER: Yes, there was
19 conversation, yes.

20 MR. FREDERICK CHENOWETH: Yes, thank
21 you.

22 And Sara Almas says that the questions
23 of Ms. Wingrove were successfully answered during the
24 course of that -- what I'll describe as an educational
25 meeting. Is that fair?

1 MS. SANDRA COOPER: That is fair.

2 MR. FREDERICK CHENOWETH: All right.

3 And as I also understand it, Ms.

4 Wingrove made two (2) additional suggestions during
5 the course of -- of that meeting. And you may or may
6 not recall these, but assist me if you can.

7 There was a concern about the service
8 agreements which had not yet been reviewed and
9 completed at that time. Is that correct, that was
10 raised during the course of that meeting?

11 MS. SANDRA COOPER: That likely was,
12 yes.

13 MR. FREDERICK CHENOWETH: Thank you.

14 And as a result of Ms. Wingrove's
15 raising those concerns -- and by the way, that was a
16 concern of -- of -- of all the parties, the Town and
17 Collus and PowerStream, you wanted to maintain those
18 service agreements?

19 MS. SANDRA COOPER: Yes.

20 MR. FREDERICK CHENOWETH: Right. And
21 Ms. Wingrove raised that at the meeting and as a
22 result of her raising it, there was an undertaking
23 inserted in the agreement that those concerns about
24 the service agreements would be addressed within one
25 (1) year of the closing of the document?

1 MS. SANDRA COOPER: Yes, that is
2 correct.

3 MR. FREDERICK CHENOWETH: Thank you.

4 And in addition, there was occurrence -
5 - concern raised by Ms. Wingrove with respect to
6 whether the amalgamated company would go off on its
7 own and -- and become involved in -- in acquisitions
8 and mergers and things of that nature without the
9 involvement of its partner, Collus. That was also
10 expressed by Ms. Wingrove?

11 MS. SANDRA COOPER: Yes.

12 MR. FREDERICK CHENOWETH: And as a
13 result of that, there was a -- an undertaking that
14 eventually was signed by all the parties in which the
15 new entity undertook to give a first refusal with
16 respect to any of these matters to -- to Collus?

17 MS. SANDRA COOPER: Yes.

18 MR. FREDERICK CHENOWETH: Very good,
19 thank you.

20 Which I think is called the right of
21 first refusal, I think --

22 MS. SANDRA COOPER: That is correct.

23 MR. FREDERICK CHENOWETH: Thank you
24 very much.

25 So again, Ms. Wingrove was a -- a

1 functioning, contributing member of the STT team?

2 MS. SANDRA COOPER: I felt that way.

3 Yes, that's accurate.

4 MR. FREDERICK CHENOWETH: And as a
5 result of that education and instruction you obtained
6 at the Leo Longo meeting, you were content to sign the
7 agreement, various agreements, on March 6th?

8 MS. SANDRA COOPER: Yes.

9 MR. FREDERICK CHENOWETH: And you felt
10 comfortable in doing so?

11 MS. SANDRA COOPER: Yes.

12 MR. FREDERICK CHENOWETH: And felt
13 that the process that had been used to arrive at the
14 eventual result, which you were evidencing by your
15 signature, had been a proper and appropriate result?

16 MS. SANDRA COOPER: Yes.

17 MR. FREDERICK CHENOWETH: Thank you
18 very much. Those are my questions, Your Honour.

19 THE HONOURABLE FRANK MARROCCO: Thank
20 you. Next? Mr. Watson...?

21 MR. MICHAEL WATSON: Yes, I am, Your
22 Honour, thank you.

23 THE HONOURABLE FRANK MARROCCO: Go
24 ahead.

25

1 CROSS-EXAMINATION BY MR. MICHAEL WATSON:

2 MR. MICHAEL WATSON: As a result of
3 Mr. Chenoweth's examination, I have been doing, Your
4 Honour, a lot of cutting and slashing of my notes, so
5 I maybe bounce around just a little bit, but that's
6 why.

7 And Ms. Cooper, I think you know that I
8 am one (1) of the lawyers for Alectra, which is now
9 the current name of what was PowerStream.

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: All right.

12 Now, you came on the Town Council in
13 1997?

14 MS. SANDRA COOPER: Yes.

15 MR. MICHAEL WATSON: And you remained
16 on Council for the 13-year period until 2010?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: And for several
19 of those years, from 2003 to 2010 you were Deputy
20 Mayor?

21 MS. SANDRA COOPER: Correct.

22 MR. MICHAEL WATSON: And you assisted
23 the mayor in the mayor's discharge of the mayor's
24 duties during that period?

25 MS. SANDRA COOPER: Somewhat.

1 MR. MICHAEL WATSON: And I take it
2 that during that time, your 13 years on Council,
3 before you were elected mayor, you became familiar
4 with Collus, knew what it was and knew what it's
5 importance was to the Town?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: You mentioned a
8 couple of times in your evidence meetings of the EDA
9 that you attended?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: And the EDA, of
12 course, is the Electricity Distributors Association?

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: And the EDA is
15 divided into several regions or districts in the
16 province, right?

17 MS. SANDRA COOPER: Yes, it is.

18 MR. MICHAEL WATSON: And one (1) of
19 them is the Georgian Bay District?

20 MS. SANDRA COOPER: That is the one
21 (1) I attended.

22 MR. MICHAEL WATSON: Indeed. And you
23 said meetings, plural. It suggested to me that you
24 had attended several, and I think you said over the
25 years. Did I get that right?

1 MS. SANDRA COOPER: Yes, they were
2 annual meetings.

3 MR. MICHAEL WATSON: Right. About
4 when did you start attending meetings of the EDA?

5 MS. SANDRA COOPER: Perhaps in the
6 very early 2000s. It might have been 2001. It was --
7 or just -- actually, as I became deputy mayor.

8 MR. MICHAEL WATSON: So that would've
9 been, I believe, 2003, is that right?

10 MS. SANDRA COOPER: I think that's --

11 MR. MICHAEL WATSON: And did you make
12 it a practice to attend those meetings fairly
13 regularly in the years that followed?

14 MS. SANDRA COOPER: I had attended
15 several times. There may have been once or twice that
16 I didn't.

17 MR. MICHAEL WATSON: And that's where
18 you learned about trends in the electricity
19 distribution business, if I can put it that way?

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: And about
22 provincial initiatives?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: And about
25 consolidation that had been taking place in the

1 industry?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: And I take it
4 that you became familiar with the fact that around the
5 end of the 1990s, there were about 300 LDCs in
6 Ontario?

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: And that by the
9 time we got to about 2010, that number had been
10 reduced to about seventy (70) to eighty (80)?

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: And it seemed to
13 have kind of stalled there at that time, were -- you
14 became familiar with that?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: And the province
17 was interested in moving the process forward again.

18 MS. SANDRA COOPER: M-hm.

19 MR. MICHAEL WATSON: Is that a "yes"?

20 MS. SANDRA COOPER: Yes, sorry. Yes.

21 MR. MICHAEL WATSON: And this is
22 everything that you became familiar with as a result
23 of your position as deputy mayor, right?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: And your

1 familiarity with Collus?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: And attending EDA
4 meetings with other LDCs?

5 MS. SANDRA COOPER: Yes, that's
6 correct.

7 MR. MICHAEL WATSON: Now, you remember
8 that the Town's lawyer this morning took you, among
9 other places, to the December 2010 time period when
10 you were installed. Do you remember that?

11 MS. SANDRA COOPER: Oh, yes.

12 MR. MICHAEL WATSON: And he had asked
13 you about -- about taking the oath of office and so on
14 and I've had the pleasure to go over minutes from way
15 back 2010 on the Town's website.

16 And does it ring a bell that, in fact,
17 the first meeting of the new Council, when you were
18 installed, was December 6th of 2010?

19 MS. SANDRA COOPER: Yes. I do recall.

20 MR. MICHAEL WATSON: And so -- and of
21 course the election had been at the end of October,
22 right?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: And then at that
25 point, that's the point at which you became a member

1 of the Collus Board?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: Right.

4 And -- and at that time, I made a note
5 of what you said this morning, Mr. McDowell had -- was
6 asking you about Collus in particular, and he was
7 asking you about December 2010. And -- and he asked
8 you about -- about Mr. Bentz and you said that you
9 didn't know that Mr. Houghton had had a meeting with
10 Mr. Bentz.

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: You remember
13 saying that?

14 MS. SANDRA COOPER: I do remember
15 saying that.

16 MR. MICHAEL WATSON: Right.

17 And then -- and then right after that
18 you said "I knew that Ed Houghton was meeting with
19 various", and then you didn't put in a word there,
20 then you picked up, "To determine whether there was
21 any interest."

22 Do you remember saying that?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: And I take it
25 that whatever the names were, you had been made aware

1 of the fact that Mr. Houghton was meeting with various
2 parties who might be interested. Is that so?

3 MS. SANDRA COOPER: Seeing what the
4 industry -- where it was going and the interest, yes.

5 MR. MICHAEL WATSON: All right.

6 And -- and the interest being a
7 possible interest in doing something with Collus?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: All right. And
10 this is in around the -- the December 2010 period that
11 McDowell was asking you about?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: And I take it
14 when you found that out, that didn't particular
15 surprise you given the state of Collingwood's finances
16 that you described?

17 MS. SANDRA COOPER: M-hm.

18 MR. MICHAEL WATSON: Is that right?

19 MS. SANDRA COOPER: Yes.

20 MR. MICHAEL WATSON: And also given
21 your election platform, that he was quite aware of?

22 MS. SANDRA COOPER: Yes.

23 MR. MICHAEL WATSON: And also given
24 the province's policy and wishes concerning LDC
25 consolidation?

1 MS. SANDRA COOPER: Yes.

2 MR. MICHAEL WATSON: All right. And
3 you probably were fairly very pleased that in fact he
4 had been -- he was in the process of doing that?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: All right.

7 And I -- I take it that the subject of
8 -- and I think you've said this -- of LDC
9 consolidation in whatever format had been the subject
10 of significant discussion at the EDA over the years?

11 MS. SANDRA COOPER: Yes, with the
12 guest speakers, yes.

13 MR. MICHAEL WATSON: Right. And you
14 heard, I take it, that, you know, Hydro One had --
15 had, shall we say in -- one (1) way of looking at it
16 was a merger taken over a large number of municipal
17 utilities in that period of time?

18 MS. SANDRA COOPER: That is accurate.

19 MR. MICHAEL WATSON: Some might say
20 gobbled up?

21 MS. SANDRA COOPER: You could refer to
22 that.

23 MR. MICHAEL WATSON: And -- and I take
24 it that you became familiar with the fact that there
25 were various ways in which these consolidations,

1 mergers, acquisitions, had come about?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: Some had been
4 done by RFP?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: And some had been
7 done by the head of one (1) utility calling up the
8 head of another utility, saying, you know, this is
9 where the province is moving, we're small, you know,
10 are you interested in talking, that sort of thing?

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: And that's very
13 much how it happened in that time you became familiar
14 with, I take it?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: Now, you, of
17 course, knew of PowerStream?

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: All right. And -
20 - and -- and you had talked about that this morning,
21 you knew that PowerStream was an LDC?

22 MS. SANDRA COOPER: Yes.

23 MR. MICHAEL WATSON: And that it was
24 the -- it -- it was an immediately adjoining area,
25 among others --

1 MS. SANDRA COOPER: Yes.

2 MR. MICHAEL WATSON: -- in Barrie,
3 right?

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: And I take it
6 that you knew, it was fairly big news, that it was
7 created around the year 2004 as a result of the merger
8 of Markham Hydro and Hydro Vaughan and Richmond Hill
9 Hydro? You became aware of that?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: And had become
12 fairly, fairly large, right?

13 MS. SANDRA COOPER: Yes, it had.

14 MR. MICHAEL WATSON: And then at the
15 end of -- right at the end of 2008, it had merged with
16 Barrie Hydro?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: And of course
19 Mayor Lehman told you when you spoke with him, he was
20 not mayor at that time, right?

21 MS. SANDRA COOPER: That -- yes.

22 MR. MICHAEL WATSON: But he was on
23 Council?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: So you were

1 familiar with that, and that was fairly big news in
2 the LDC world in Ontario, right?

3 MS. SANDRA COOPER: Yes.

4 MR. MICHAEL WATSON: And you were also
5 familiar with and knew about Horizon?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: And Veridian?

8 MS. SANDRA COOPER: Well, attending
9 the -- the annual conference, I would have been
10 familiar with them.

11 MR. MICHAEL WATSON: Right. And also
12 obviously Hydro One, everybody is, right?

13 MS. SANDRA COOPER: Everyone, yes.

14 MR. MICHAEL WATSON: All right.

15 And -- and those companies with -- with
16 PowerStream, were, you know, major players in the LDC
17 world in Ontario, right?

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: And becoming more
20 so?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: And they were, I
23 take it, the very ones that you would expect Collus
24 would canvass to determine whether there was any
25 interest in any kind of merger, consolidation,

1 partnership, deal, purchase of share, something like
2 that, right?

3 MS. SANDRA COOPER: Yes.

4 MR. MICHAEL WATSON: Right. And
5 therefore it was absolutely no surprise to you when
6 you saw those names in -- in August, that these are
7 the people that have been talked to?

8 MS. SANDRA COOPER: No surprise.

9 MR. MICHAEL WATSON: Now, could I --
10 could we turn up, please, Foundation document
11 paragraph 104. I want to talk to you about something
12 else, and that is the provincial Minister's task force
13 on LDC consolidation.

14 You're nodding. You're familiar with
15 that?

16 MS. SANDRA COOPER: Yes, I am.

17 MR. MICHAEL WATSON: All right. If we
18 could turn up that, please?

19 All right and -- and we see -- we see
20 that in April 2012, so -- so just to situate us, this
21 I right after the transaction documents have been
22 executed by you and clerk Almas, right?

23 MS. SANDRA COOPER: Yes, it is.

24 MR. MICHAEL WATSON: But a few months
25 before the closing, which was at the end of July,

1 right?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: Okay. And of
4 course there was a significant delay in the closing
5 because of the requirement to get, among others, OEB
6 approval?

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: Ontario Energy
9 Board. All right.

10 And I take it you became aware of the
11 fact that the Ontario Minister of Energy had
12 established this review panel, Ontario Distribution
13 Sector review panel?

14 MS. SANDRA COOPER: Yes.

15 MR. MICHAEL WATSON: Right. And you
16 were aware that David McFadden was a member of that
17 panel?

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: Could we please
20 bring up, and I'm not going to go through all of it,
21 but just a couple of pages, the document that is
22 referred to there, the CJI10462 document, please?

23

24 (BRIEF PAUSE)

25

1 MR. MICHAEL WATSON: All right. And -
2 - so if we can actually -- is there any way of just
3 getting an entire slide on -- on the screen? Yes,
4 just -- all right. Okay, great. Thank you. And if
5 we can scroll down. All right. So we see -- now, if
6 I can stop there.

7 I just want to make this clear, the
8 report came out later that year. Do you recall that,
9 in December 2012?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: But -- and -- and
12 therefore, after this transaction had closed, right?

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: But it -- and
15 you're, I take it, familiar with it?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: Have you seen it
18 before?

19 MS. SANDRA COOPER: I'm sure I have,
20 yes.

21 MR. MICHAEL WATSON: All right.

22 And you know that, among other things,
23 it discussed the history of LDCs and consolidation and
24 what the report concluded was a problem facing Ontario
25 at that time --

1 MS. SANDRA COOPER: Yes.

2 MR. MICHAEL WATSON: -- and

3 historically?

4 All right. If we can go down, please.

5 Scroll through and keep going, keep going, keep going.

6 Stopping there.

7 We see that the three (3) members were

8 a Murray Elston, a former energy minister as the

9 chair, do you see that?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: And Floyd Logrin

12 (phonetic) and in the NDP government, I believe of Bob

13 Rae, (phonetic). He was treasurer. Do you remember

14 that?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: And then David

17 McFadden.

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: Okay.

20 And could we go, please, to -- to page

21 6. I hope I get the right page here. Where are we.

22 All right.

23 And do you see there that -- that there

24 is a heading Ontario's Current Landscape?

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: And -- and it
2 says among others, and there are just a couple of
3 pages, I'm not going to read a lot of it, but:

4 "Ontario's fragmented system for
5 distributing electricity is unique
6 in Canada, a product of history,
7 rather than the outcome of rational
8 planning. No other jurisdiction has
9 chosen this structure as a desired
10 outcome."

11 Do you see that?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: And were you
14 familiar with that conclusion of this task force?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: And then it goes
17 on in the next paragraph to talk about 80 licensed
18 electricity distributors, right?

19 MS. SANDRA COOPER: Yes.

20 MR. MICHAEL WATSON: And we've talked
21 -- we've talked about that, right?

22 MS. SANDRA COOPER: M-hm. Yes.

23 MR. MICHAEL WATSON: Yes.

24 And then just before the bullet points
25 we see the paragraph:

1 "The range in variety of the
2 province's LDCs is remarkable and
3 cannot be found in any other
4 jurisdiction in Canada. One of the
5 smaller utilities, Hydro 2000,
6 serves just twelve hundred eight
7 (1,208) customers in eastern
8 Ontario. Largest distributor, Hydro
9 One network says a thousand times as
10 many customers."

11 And it goes on, right.

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: Okay. And could
14 we -- I think that may be it. Thank you. That's --
15 that's it for that document.

16 And if we can just turn up then par --
17 in Foundation Document, the next paragraph which is
18 105.

19

20 (BRIEF PAUSE)

21

22 MR. MICHAEL WATSON: And as we see
23 here, the report reviewed the history and current
24 state of electricity sector. And you are familiar
25 with the fact that there were several conclusions at

1 the end of the report, right?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: Right. And you
4 were generally familiar with what those were.

5 MS. SANDRA COOPER: Generally
6 familiar, yes.

7 MR. MICHAEL WATSON: And you remember
8 that, and this is quoting:

9 "Most municipalities and LDCs
10 understand that status quo will not
11 serve the citizens of the province
12 well in the decades to come."

13 You -- do you remember that as being
14 one (1) of the conclusions?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: And then the
17 primary report was that seventy-three (73) of
18 Ontario's LDCs be consolidated into, and then quoting
19 again:

20 "Eight (8) to twelve (12) larger
21 regional distributors that are large
22 enough to deliver improved
23 efficiency and enhance customer
24 focus, while at the same time
25 maintaining a strong connection with

1 their local communities."

2 Right?

3 MS. SANDRA COOPER: Yes.

4 MR. MICHAEL WATSON: And I take it
5 that from all of your evidence, one (1) of your goals
6 certainly was to improve efficiency?

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: And one (1) of
9 the ways of doing that was to cut the burden on the
10 taxpayer?

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: And the taxpayers
13 of course were electricity users?

14 MS. SANDRA COOPER: Yes.

15 MR. MICHAEL WATSON: And also to
16 enhance customer focus, that was one (1) of your
17 goals?

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: And also to
20 maintain a strong connection with the local community,
21 Collingwood, right?

22 MS. SANDRA COOPER: Yeah, yes.

23 MR. MICHAEL WATSON: Okay. And that
24 was one (1) of the things that you had in mind as you
25 went through this transaction process that ultimately

1 led to the transaction with PowerStream, right?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: Okay. Now, just
4 going ahead to May, and then I do have to come back to
5 one (1) other point, but going ahead to May, do you
6 remember that you had a discussion with Mayor Lehman?

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: And I don't want
9 to take you to the documents, but you remember the
10 email exchange between you and Paul Bonwick and then
11 over to Brian Bentz and then back about that, right?

12 MS. SANDRA COOPER: Yes, I recall.

13 MR. MICHAEL WATSON: Right. And do
14 you remember -- and -- and you saw that entire email
15 exchange when it came back to you?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: And do you
18 remember that Mr. Bonwick asked Mr. Bentz for -- for
19 Mayor Lehman's telephone number, right?

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: And it was the
22 cell number, not an office. Do you remember that, in
23 the -- in the email?

24 MS. SANDRA COOPER: I -- yes, I do
25 recall.

1 MR. MICHAEL WATSON: All right. And -
2 - and of course May -- Mayor Lehman -- well first of
3 at that time he Mayor of Barrie.

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: And this was now
6 two (2) years and a bit after the merger of Barrie
7 Hydro and PowerStream.

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: And I think you
10 probably knew that -- that Jeff Lehman, Mayor Lehman,
11 was on the Combined Companies Board, the PowerStream
12 Board.

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: Yes, all right.
15 And so it was no surprise to you then that -- that a
16 place to get his cell phone would be through
17 PowerStream, given that he was on the Board, right?

18 MS. SANDRA COOPER: Yeah.

19 MR. MICHAEL WATSON: With -- with Mr.
20 Bentz, right?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: Okay, okay. Then
23 -- and the June 27 meeting, I'm not going to go
24 through that, but am I right that that was the first
25 time that you met Mr. Bentz?

1 MS. SANDRA COOPER: That I recall,
2 yes.

3 MR. MICHAEL WATSON: Yes. And you --
4 you certainly had heard his name before.

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: Right. But you
7 had -- had neither met him nor spoke on the phone with
8 him that you can recall.

9 MS. SANDRA COOPER: Not that I recall.

10 MR. MICHAEL WATSON: All right. And
11 you will remember that a short time after that, it was
12 about six (6) weeks, on August 11th, you saw him again
13 at the public launch of the solar vent initiative. Do
14 you remember that?

15 MS. SANDRA COOPER: Yes, I do.

16 MR. MICHAEL WATSON: Right. And --
17 and he spoke at that. Do you remember there was sort
18 of a -- a half hour introduction with various people
19 speaking?

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: I'm not going to
22 go through the documents but he spoke, right?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: He was allotted
25 five (5) minutes, right, and then there was one (1) in

1 the middle and then you allotted five (5) minutes.

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: And --

4 MS. SANDRA COOPER: I didn't prepare
5 the agenda but I do recall.

6 MR. MICHAEL WATSON: All right. And
7 then the next time you saw him was at the presentation
8 that PowerStream made among the four (4) potential
9 bidders to the strategic task team in September.

10 MS. SANDRA COOPER: I believe so, yes,
11 that's accurate.

12 MR. MICHAEL WATSON: Now, the Collus
13 Board, as we've seen, you came on the Collus Board as
14 soon as you became mayor.

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: And you said that
17 you received a binder of materials with respect to
18 Collus at that time.

19 MS. SANDRA COOPER: If I recollect,
20 there was -- yes.

21 MR. MICHAEL WATSON: And one (1) of
22 the things that you said was in the binder were the
23 minutes of past meetings.

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: Right. And you

1 also talked about definitions or acronyms, you know,
2 who was who in the -- in the --

3 MS. SANDRA COOPER: Oh yes, pages.

4 MR. MICHAEL WATSON: Right. And in --
5 in the Collus world, if I can put it that way.

6 MS. SANDRA COOPER: In the industry
7 world, yes.

8 MR. MICHAEL WATSON: And I take it
9 that one (1) of the things you wanted to do -- well,
10 first of all, you were now a member of the Collus
11 Board, right?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: And you had
14 become familiar with Collus but you had not been a
15 member of the Board while deputy mayor.

16 MS. SANDRA COOPER: I believe --
17 oh sorry, yes. I'm trying to recall. I know that
18 previously I had been involved with the Board.

19 MR. MICHAEL WATSON: At meetings?

20 MS. SANDRA COOPER: Yes. Not -- not
21 my second term as deputy mayor, and it likely was
22 around the time that the province had made some
23 changes early in the 2000s.

24 MR. MICHAEL WATSON: And by "changes,"
25 do you mean mandating or requiring that municipal

1 utilities now be changed into business corporations?

2 MS. SANDRA COOPER: That is correct.

3 MR. MICHAEL WATSON: And that's
4 exactly what happened with Collus and how it became a
5 business corporation, right?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: Okay. And what
8 I'd like to do, please, is -- is bring up or have you
9 bring up, please, TOC516594.

10

11 (BRIEF PAUSE)

12

13 MR. MICHAEL WATSON: Now, this is a
14 presentation that David McFadden made to Collus Power
15 in January 2010. I'm going to ask you about that.
16 There's one (1) particular thing that I want to ask
17 you about, but could we just flip through a couple of
18 the slides? I just want to have you take a look at
19 this, electricity made the 20th century, going on,
20 importance of energy to Canada, et cetera.

21 In becoming familiar with Collus and
22 perhaps even attending meetings, and when you came on
23 board, did you become familiar with -- you -- you saw
24 this presentation that Mr. McFadden had made a few
25 months earlier?

1 MS. SANDRA COOPER: I would have.

2 MR. MICHAEL WATSON: Yes, all right.

3 Could we then please -- and -- and, sorry, when you
4 say you would have, are you saying I did?

5 MS. SANDRA COOPER: Sorry. I -- I
6 recall Mr. McFadden making a presentation. I didn't -
7 - I don't recall right now the details of that.

8 MR. MICHAEL WATSON: All right. But
9 it was on this topic?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: All right. And --

12 MS. SANDRA COOPER: Oh, absolutely,
13 yes.

14 MR. MICHAEL WATSON: Right. And it
15 was a PowerPoint?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: And you saw the
18 PowerPoint slides?

19 MS. SANDRA COOPER: Yep.

20 MR. MICHAEL WATSON: And so --

21 MS. SANDRA COOPER: And --

22 MR. MICHAEL WATSON: Sorry, that's a
23 "yes"?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: Right.

1 MS. SANDRA COOPER: Yeah.

2 MR. MICHAEL WATSON: And so I take it
3 that all you're saying is you can't recall whether
4 this was the precise wording of the slides?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: All right. I
7 should, because I haven't done it before, ask that
8 this be marked as the next exhibit, Your Honour.

9 THE HONOURABLE FRANK MARROCCO: So
10 ordered.

11

12 CONTINUED BY MR. MICHAEL WATSON:

13 MR. MICHAEL WATSON: And -- and could
14 I turn, please, to page 15? Right. And at the end,
15 and -- and this -- this is getting close to -- to the
16 end, two-thirds of the through. We see the heading,
17 "Challenges Created for LDCs by the Green Energy Act."

18 Do you see that?

19 MS. SANDRA COOPER: Yes.

20 MR. MICHAEL WATSON: And you'll
21 remember the Green Energy Act as being an initiative
22 of the McGuinty Liberal government?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: That received in
25 -- in various years has received mixed reviews.

1 That's fair to say, right?

2 MS. SANDRA COOPER: That's a good
3 statement, yes.

4 MR. MICHAEL WATSON: Right.

5 MS. SANDRA COOPER: Right.

6 MR. MICHAEL WATSON: But it was being
7 strongly pushed at that time?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: Okay. And -- and
10 Mr. McFadden notes that among the challenges are
11 rising electricity prices, local demand, type of
12 technology, and so on, right?

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: And I take it
15 that you are familiar with these kinds of challenges
16 from your attendance at meetings of the EDCs and
17 discussions with other LDCs and people involved?

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: And at the he
20 says, "partnership/joint venture." You see that?

21 MS. SANDRA COOPER: Yes, I do.

22 MR. MICHAEL WATSON: All right. And
23 so that was certainly one (1) of the things that --
24 that Mr. McFadden, who through the years and a bit
25 later was named to the provincial task force on this,

1 was considering talking to Collus about that time.

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: And a few months
4 later you came on the Board. Yes?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: Okay, thank you.
7 Now -- yes, you remember -- I just want to touch very
8 briefly on these points -- but the January 2011
9 direction that you gave to Mr. Muncaster and Mr.
10 Houghton to get a valuation done concerning the -- the
11 draft said, a possible sale of Collus assets.

12 Do you remember that?

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: And then you
15 reworded it to opportunities, right?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: But it had to do
18 with the future of Collus and what might be done with
19 it.

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: And all of the
22 various opportunities, including a partial or entire
23 sale.

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: Or status quo.

1 MS. SANDRA COOPER: Yes.

2 MR. MICHAEL WATSON: Or something

3 else, right?

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: And you said in
6 your evidence two (2) days ago that the idea here was
7 to kick the tires on the possibility of interest in
8 the electricity world about a possible sale of Collus
9 shares, right?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: And kicking the
12 tires on the possibility of interest means, you know,
13 talking to people who might be interested.

14 MS. SANDRA COOPER: Yes.

15 MR. MICHAEL WATSON: Just as you knew
16 a month earlier Mr. Houghton was already doing.

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: Right. And --
19 and the direction was to get a valuation done for that
20 purpose, right?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: And -- and so a
23 possible transaction might be, might be, the sale of
24 some or all of Collus assets?

25 MS. SANDRA COOPER: That is accurate.

1 MR. MICHAEL WATSON: And indeed that
2 was the original wording in the draft direction,
3 right?

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: Or it might be a
6 sale of some or all of Collus, not through sale of
7 assets but rather through sale of some or all of the
8 Town's shares in the company, right?

9 MS. SANDRA COOPER: Yes, yes.

10 MR. MICHAEL WATSON: Right. And --
11 and what would be very important to learn would be
12 what the Town might expect to receive from such an
13 initiative, right?

14 MS. SANDRA COOPER: Yes.

15 MR. MICHAEL WATSON: Because if there
16 was going to be a tiny pittance of money, that wasn't
17 going to do anything to advance your agenda, right?

18 MS. SANDRA COOPER: Right.

19 MR. MICHAEL WATSON: Or indeed to
20 assist the taxpayers of Collingwood.

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: Whereas, if it
23 would be a rather large amount of money, that would be
24 something very significant that might prompt the Town
25 to pursue the prospect of such a transaction, right?

1 MS. SANDRA COOPER: Yes.

2 MR. MICHAEL WATSON: And critical to
3 that is getting a valuation, right?

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: And no one (1) in
6 the LDC world could possibly imagine that you'd start
7 out on an initiative without getting a valuation.

8 MS. SANDRA COOPER: I agree.

9 MR. MICHAEL WATSON: And -- and in
10 fact, any -- anybody who'd be approached by somebody
11 for a possible transaction without that someone having
12 done an evaluation would think that they were crazy,
13 isn't that fair?

14 MS. SANDRA COOPER: I would say -- I
15 would agree with that.

16 MR. MICHAEL WATSON: Now, within a few
17 days after that direction, right at the end of
18 January, you know that -- well, sorry, Mr. -- Mr.
19 Houghton told you that he had spoken to KPMG about
20 getting exactly such a study done.

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: Right. And that
23 he had gotten a -- a draft retainer letter from KPMG?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: If it had been

1 earlier in the day, I'd take us to that, but it's not,
2 so -- and the Collus Board knew as well, and you gave
3 some evidence about this on Tuesday, that the Collus
4 Board knew that KPMG had been retained to do exactly
5 that, a valuation and a report on strategic options.

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: And you remember
8 that the KPMG report came out and was delivered to
9 Collus on May 24th?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: And you remember
12 that it contained -- it was in -- it was in two (2)
13 separate documents. One (1) was the valuation, right?

14 MS. SANDRA COOPER: Yes.

15 MR. MICHAEL WATSON: And one (1) was
16 the report on strategic alternatives, right?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: And as you said,
19 you saw it when Mr. Houghton got it.

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: Right. And this
22 was, I take it, exactly what you had been directing,
23 or if I can put it slightly more politely, asking
24 finally be done on January 31st, right?

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: Okay. So you
2 were pleased with that.

3 MS. SANDRA COOPER: Yes.

4 MR. MICHAEL WATSON: Okay. And -- and
5 so now we get -- and now we get to June 2nd, and June
6 2nd of course is the date of your letter to Mr. Bentz.

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: That you had --
9 that had, we've seen, been in draft form back on May
10 18th, right?

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: And you gave --
13 you said in your evidence that around that time, May
14 18th, you had some discussion with Mr. Bonwick about
15 this and what he would be doing and so on, right?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: Okay. And as at
18 that time, June 2nd when you finally signed the
19 letter, obviously as we've seen, you'd been aware for
20 years about talk of consolidation of LDCs, right?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: Mergers,
23 acquisitions?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: Other kinds of

1 deals?

2 MS. SANDRA COOPER: M-hm, yes.

3 MR. MICHAEL WATSON: Yes? And you had
4 given direction to Collus to explore exactly those
5 opportunities?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: And you knew that
8 PowerStream had merged with Barrie just a couple of
9 years earlier?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: You knew that it
12 had gone well?

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: And you heard
15 that generally, and also from Mayor Lehman, right?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: And that, I take
18 it, encouraged you, the fact that, you know, that that
19 fairly recent merger of two (2) LDCs sort of next door
20 in Barrie had gone well.

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: Right. And that
23 allayed any possible, or some possible concerns that
24 you might have had as to how it might be received by
25 the citizens of the Town, is that fair?

1 MS. SANDRA COOPER: That is accurate.

2 MR. MICHAEL WATSON: All right. And -
3 - and you knew at this time again, June 2nd, that
4 Collus had engaged KPMG to do a valuation and you'd
5 seen the valuation and the options report, right?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: And all of these
8 events -- information that you had, things, people to
9 whom you had talked, had all been about mergers,
10 acquisitions, and possible sale of assets or shares in
11 whole or in part of Collus, right?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: And you knew at
14 that time that Mr. Bonwick was telling you that he was
15 -- had been hired by PowerStream or was about to be
16 hired by PowerStream, right?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: The very company
19 that had merged with Barrie two (2) years earlier?

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: Right. And that
22 in the letter, one (1) of the things, no surprise, was
23 acquisitions, right?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: Which is exactly

1 what we're talking about and that you were considering
2 through this entire period, right?

3 MS. SANDRA COOPER: Yes.

4 MR. MICHAEL WATSON: Yes, all right.

5 So -- yeah, just one (1) thing about the solar --
6 sorry -- sorry, that -- that solar attic launch event,
7 you remember that -- that you forwarded the invitation
8 to Paul Bonwick?

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: And you were
11 asked, I believe it was yesterday, why you invited
12 him. Do you remember being asked that?

13 MS. SANDRA COOPER: Yes, I do.

14 MR. MICHAEL WATSON: And you said I
15 invited him to attend for no specific reason, right?

16 MS. SANDRA COOPER: Right, yeah.

17 MR. MICHAEL WATSON: Well, now that
18 we've gone through all of this and it's sort of coming
19 back to you, everything that happened and the -- you
20 know, the discussion with Paul Bonwick and all of that
21 and getting the cell phone for Mr. -- Mayor Lehman
22 through Brian Bentz at -- at PowerStream, you knew
23 that PowerStream of course was involved in the solar
24 event initiative?

25 MS. SANDRA COOPER: Yes, their logo

1 was among others on the agenda.

2 MR. MICHAEL WATSON: Yes. And of
3 course Collus was as well, right? And -- and by that
4 time of course you -- the solar event launch was on
5 August 11th, right?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: Which was eight
8 (8) days after the first meeting of the strategic
9 partnership task team on August 3rd?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: At which time I -
12 - had been discussed with all the members of that task
13 team, including you, that the -- that five (5)
14 potential bidders had been -- had had informal
15 interviews with Houghton and Muncaster in July, right?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: And you knew that
18 PowerStream was one (1) of those five (5)?

19 MS. SANDRA COOPER: Yes.

20 MR. MICHAEL WATSON: And so with all
21 of that, isn't that the reason why you invited Paul
22 Bonwick?

23 MS. SANDRA COOPER: I knew that --

24 MR. MICHAEL WATSON: That your reason?

25 MS. SANDRA COOPER: No reason. He was

1 attending the golf tournament and but that it would be
2 nice to invite him to the -- the solar event.

3 MR. MICHAEL WATSON: All right. And
4 now let's move -- let's move ahead then to September
5 of 2011 and the bidder presentations, or the potential
6 bidder presentations in September. And you remember
7 them, yes?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: All right. And
10 there were two (2) on September 12th?

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: And two (2) on
13 September 19th? Yes?

14 MS. SANDRA COOPER: Yes.

15 MR. MICHAEL WATSON: And I say
16 potential bidders because of course they still had to
17 decide whether or not to bid, right?

18 MS. SANDRA COOPER: That's correct.

19 MR. MICHAEL WATSON: And they would
20 have to see the RFP and what was formulated and the
21 criteria and what the Town was looking for and all of
22 that, right?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: So at that time
25 everybody knew that they were -- that it -- it was --

1 it was sort of a bit of a courtship of potential
2 partners at that point, right?

3 MS. SANDRA COOPER: Yes, you could --

4 MR. MICHAEL WATSON: Right.

5 MS. SANDRA COOPER: -- put it like
6 that. S

7 MR. MICHAEL WATSON: And so -- and so
8 during this, again this is part of sort of the kicking
9 of the tires.

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: They were brought
12 in to make presentations generally about what they
13 were like, what they did, how they worked and so on,
14 right?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: Right. And I --
17 I take it that -- that you had a pretty fair idea
18 about, you know, these sort of four (4) large
19 organizations even before you went in, what they did,
20 where they operated, the kind of, you know, relations
21 they had and that sort of thing?

22 MS. SANDRA COOPER: I would have
23 googled and -- and looked further, yes.

24 MR. MICHAEL WATSON: And I take it
25 that there was nothing shocking or --

1 MS. SANDRA COOPER: Oh, I said I would
2 google and check their websites.

3 MR. MICHAEL WATSON: And -- but I take
4 it that you also, you know, the subject of these, and
5 I think you've said this, came up in your various
6 attendances at EDA meetings and so on --

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: -- right?

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: And so there
11 would be talk about, you know. who they were, what
12 they did, you know, whether there were differences and
13 all of that, and that --

14 MS. SANDRA COOPER: Yeah.

15 MR. MICHAEL WATSON: -- sort of thing
16 was well known in the industry.

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: And I take it
19 therefore that, you know, from what you heard in
20 September meetings, the sort of high level thing,
21 there was no big surprise to you about what you heard
22 from any of them. Is that fair?

23 MS. SANDRA COOPER: That would be
24 fair.

25 MR. MICHAEL WATSON: Yes. Now, I want

1 -- now, at that -- at this time, one (1) of your
2 primary concerns was looking at the entire thing of
3 Collus from the perspective of electricity users in
4 Collingwood, right?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: And you wanted to
7 protect them?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: Right? And --
10 and there -- there was at that time, I think it's fair
11 to say, going back several years, some light
12 manufacturing in the Collingwood area.

13 Is that a fair way to put it?

14 MS. SANDRA COOPER: Yes.

15 MR. MICHAEL WATSON: Not a lot, but
16 some.

17 MS. SANDRA COOPER: There were still
18 some.

19 MR. MICHAEL WATSON: Right. And-- and
20 when you say "still," there had been kind of an
21 evaporation or a loss of some of that?

22 MS. SANDRA COOPER: That is correct.

23 MR. MICHAEL WATSON: And one (1) of
24 the huge ones of course historically was the loss of
25 the shipbuilding.

1 MS. SANDRA COOPER: Yes.

2 MR. MICHAEL WATSON: Right. And that
3 had been a number of years earlier.

4 MS. SANDRA COOPER: '86.

5 MR. MICHAEL WATSON: Right. But
6 mainly the users and the electricity users in
7 Collingwood were residential, mainly.

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: And of course
10 Collus served not only Collingwood but also Stayner?

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: Thornbury?

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: And Clearview, I
15 believe?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: All right.

18 MS. SANDRA COOPER: That's correct.

19 MR. MICHAEL WATSON: And they're
20 fairly small, no disrespect attended -- intended, but
21 very small municipalities, fairly close by, right?

22 MS. SANDRA COOPER: Yes. Rural, yes.

23 MR. MICHAEL WATSON: And -- and Collus
24 had at that time around fifteen thousand (15,000)
25 electricity customers. Does that ring a bell?

1 MS. SANDRA COOPER: Yes.

2 MR. MICHAEL WATSON: Right. And they
3 -- and -- and as we've seen, they were mainly
4 residential users.

5 MS. SANDRA COOPER: Right.

6 MR. MICHAEL WATSON: And they were
7 also voters.

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: Right. And one
10 (1) of the presentations was made by Horizon. Do you
11 remember that?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: Could we please
14 have KPM1133?

15

16 (BRIEF PAUSE)

17

18 MR. MICHAEL WATSON: And do you -- and
19 you will remember -- I think that -- that each of the
20 potential bidders was given something like forty (40)
21 minutes for a presentation and then there's a
22 question/answer period, or something like that.

23 MS. SANDRA COOPER: That sounds about
24 accurate, yes.

25 MR. MICHAEL WATSON: All right. And I

1 -- when I first saw this, I thought that it was a very
2 striking photograph. Do you remember this photograph
3 appearing up on the screen in --

4 MS. SANDRA COOPER: Yes, I --

5 MR. MICHAEL WATSON: -- this room?

6 MS. SANDRA COOPER: Yes, I do.

7 MR. MICHAEL WATSON: All right. And
8 so this was the Horizon presentation, right?

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: And there were,
11 you know, lots of photographs and all sorts of stuff
12 there, but what I'd like to do is go, please, to Slide
13 24 of 37.

14

15 (BRIEF PAUSE)

16

17 MR. MICHAEL WATSON: Now Horizon
18 brought before the SPTT, the task team, a comparison
19 of distribution rates, electricit -- electricity rates
20 for distribution, that is LDDs, distribution
21 companies, in 2011. That was that very year, among
22 the various parties, right?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: And what we see,
25 first of all, there -- there are -- are four (4)

1 different charts here and -- or graphs, I suppose, and
2 we'll look at them.

3 But what I'd like to look at, the
4 bottom of each of the bars, I just want to take a look
5 at the names. And we see on the left side of each
6 under the green bar is, "Horizon utilities," right?

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: And that was the
9 entity making this presentation?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: And then beside
12 that was Collus, right --

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: -- the potential
15 partner, right?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: And then beside
18 that, we see PowerStream, St. Thomas Energy, Veridian,
19 Hydro One. And then there are two (2) Hydro One.

20 Do you see that?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: And those just
23 happen to all of the five (5) who had been interviewed
24 by the -- by Munc -- Messrs. Muncaster and Houghton --

25 MS. SANDRA COOPER: M-hm.

1 MR. MICHAEL WATSON: -- in July, right

2 --

3 MS. SANDRA COOPER: Yes.

4 MR. MICHAEL WATSON: -- and -- and
5 four (4) of the five (5) who had been called to make
6 presentations, right?

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: So, certainly,
9 Horizon knew who are of these people were, right?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: All right. And
12 you would expect that all of the others knew who all
13 of the others were, as well?

14 MS. SANDRA COOPER: Yes.

15 MR. MICHAEL WATSON: Nothing
16 confidential about that, right?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: All right. And
19 so we see that the rates here -- and -- and these are
20 dollars per thousand kilowatt hours. Do you see that?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: And we see that
23 in the upper left, there is one (1) for residential.
24 Do you see that?

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: And -- and then
2 next over on the right, top right, "Small commercial"?

3 MS. SANDRA COOPER: Yes.

4 MR. MICHAEL WATSON: And then bottom
5 left, "Light manufacturing"?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: And bottom right
8 is, "Manufacturing"?

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: All right. And,
11 of course, you were very interested in and concerned
12 with residential, right --

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: -- because the
15 vast majority of -- of Collingwood's electricity users
16 were residential?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: And I take it
19 that you were somewhat, you know, interested in maybe
20 small commercial and light manufacturing because there
21 was some of each in Collingwood --

22 MS. SANDRA COOPER: Yes.

23 MR. MICHAEL WATSON: -- but much less
24 interested in manufacturing because that had kind of
25 disappeared largely, fair?

1 MS. SANDRA COOPER: There was some
2 manufacturing still, but --

3 MR. MICHAEL WATSON: All right. But
4 not a lot?

5 MS. SANDRA COOPER: -- not as much.

6 MR. MICHAEL WATSON: All right.

7 MS. SANDRA COOPER: That's right.

8 MR. MICHAEL WATSON: And -- and do we
9 -- and -- and I take it that you paid attention to
10 this --

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: -- at the time of
13 the presentation and these numbers were of importance
14 to you?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: All right. And
17 we see there under, "Residential" -- do you see that
18 of all of the utilities there, which one (1) is the
19 lowest?

20 MS. SANDRA COOPER: PowerStream.

21 MR. MICHAEL WATSON: And which was the
22 highest?

23 MS. SANDRA COOPER: Hydro One.

24 MR. MICHAEL WATSON: Right. And then
25 going over to, "Small commercial," do we see that --

1 that there, Horizon was lowest?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: But then Collus
4 and PowerStream together were equal at next lowest?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: And then it went
7 up from there to a rather gargantuan figure for Hydro
8 One compared with all of the others?

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: And then
11 similarly, for light manufacturing we see again that
12 Horizon was somewhat lower than both Collus and
13 PowerStream --

14 MS. SANDRA COOPER: Yes.

15 MR. MICHAEL WATSON: -- but Hydro One
16 again at the upper end of the scale?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: And I take it
19 that this was of considerable importance to you?

20 MS. SANDRA COOPER: Yes --

21 MR. MICHAEL WATSON: Okay.

22 MS. SANDRA COOPER: -- it was.

23 MR. MICHAEL WATSON: Thank you.

24 That's it for that one. And we then get to the RFP
25 itself. And there actually hasn't been a lot of

1 discussion about this. I'm not even sure if it's been
2 marked as exhibit, but could we look please at
3 CPS6891?

4 And, Your Honour, if I can just give
5 you an indication, I think I can be done within ten
6 (10) minutes.

7 THE HONOURABLE FRANK MARROCCO: All
8 right. Then I extend the same courtesy to you I
9 extended to Mr. Chenoweth.

10 MR. MICHAEL WATSON: And -- and I
11 can't tell you how much I really appreciate it, Your
12 Honour.

13 THE HONOURABLE FRANK MARROCCO: Right,
14 you can't tell me.

15 MR. MICHAEL WATSON: All right.

16

17 CONTINUED BY MR. MICHAEL WATSON:

18 MR. MICHAEL WATSON: So this -- this
19 is the RFP itself for the strategic partnership. And
20 you --

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: -- recognize it?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: Could we just
25 scroll down over the first few slides. Then I want to

1 go to one (1) -- stopping there. All right, just back.

2 And we see that -- that these were the
3 various parts of the RFP, right?

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: And the RFP had
6 been together with the assistance and guidance and
7 advice of KPMG?

8 MS. SANDRA COOPER: That is correct.

9 MR. MICHAEL WATSON: And it had been
10 looked at and discussed and debated and -- and agreed
11 to by the -- by the Collus Board?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: All right. -- and
14 by the Strategic Partnership Task Team, as well --

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: -- of which you
17 were a member, right?

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: Maybe turn,
20 please, to -- and sorry, we'll see toward the bottom
21 there -- you don't have to scroll, but to the bottom,
22 item number 4 is, "Proposed evaluation," and it says,
23 "Page 8"?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: Can we please

1 turn to page 8?

2

3

(BRIEF PAUSE)

4

5 MR. MICHAEL WATSON: All right. There
6 we go. And -- and you're very familiar with this
7 chart, right?

8

MS. SANDRA COOPER: Yes.

9

MR. MICHAEL WATSON: And, indeed, I
10 believe that this is reproduced in the -- in the
11 foundation book?

12

MS. SANDRA COOPER: Yes.

13

MR. MICHAEL WATSON: All right. And
14 so we see:

15

"Proposals will be evaluated using
16 the following criteria and
17 weightings."

18

And we've seen this before. And --
19 and, obviously, the -- the first one's 30 points
20 payment for up to 50 percent of the shares. That was
21 number 1, right?

22

MS. SANDRA COOPER: Yes.

23

MR. MICHAEL WATSON: And that's what
24 has -- we've been calling and was considered to be the
25 financial aspect of that, right?

1 MS. SANDRA COOPER: Yes.

2 MR. MICHAEL WATSON: How much money
3 was going to be paid by a possible successful bidder
4 if the town decided to proceed for up to 50 percent of
5 the shares, right?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: But not more than
8 50 percent, right?

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: Because the town
11 didn't want to seed or give up control or say -- say
12 in the control of Collus, right?

13 MS. SANDRA COOPER: That is correct.

14 MR. MICHAEL WATSON: But it wanted to
15 have a true strategic partnership, not just 50:50 but
16 strategic, as well, right?

17 MS. SANDRA COOPER: Ye -- yes.

18 MR. MICHAEL WATSON: And the stra --
19 the strategic part of that was provision of shared
20 services, right?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: And obviously,
23 Collus -- the idea was that Collus would be entering
24 into a partnership with -- with all due respect to
25 Collus, it was very small with obviously a much larger

1 entity?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: All right. And
4 certainly all of the four (4) were much larger
5 entities, right?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: And so what you
8 wanted was, among other things, to take advantage of
9 the efficiencies and the lower costs that large
10 organizations might bring. And it was well-known in
11 the industry at that time, right?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: And that indeed
14 was one (1) of the major factors and major reasons why
15 the province had been pushing, pushing, pushing for a
16 consolidation, to bring lower rates to ratepayers?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: Okay. And -- and
19 so we see, "Provision of strategic and specialized
20 resources," and, "Supporting growing Collus business
21 30 points," right?

22 MS. SANDRA COOPER: Yes.

23 MR. MICHAEL WATSON: And -- and this
24 is one (1) of the things, provision of strategic and
25 specialized resources, that we were just talking

1 about, this strategic partnership that was important,
2 right?

3 MS. SANDRA COOPER: Yes.

4 MR. MICHAEL WATSON: And then we see,
5 "Support for employees and their -- and their
6 careers." One (1) of the things -- do you remember
7 from the -- from the electricity task force report of
8 2012 that one (1) of the observations in there was
9 that there was a very -- an aging workforce?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: And, generally, in
12 electricity in Ontario at the time, right.

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: All right, and
15 that -- and that there was concern for employees of
16 LDCs, right?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: And one (1) of
19 the concerns was that with -- that, you know, in
20 consolidation there might very well be the prospect of
21 job losses. Do you remember that discussion?

22 MS. SANDRA COOPER: Yes.

23 MR. MICHAEL WATSON: -- and that with
24 the prospect of job losses, a large portion of the job
25 losses might be of more experienced workers, if we can

1 put it that way, right --

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: -- who might have
4 great difficulty in finding new employment?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: And so I take it
7 that this was one (1) of the issues that was important
8 to the town?

9 MS. SANDRA COOPER: It was --

10 MR. MICHAEL WATSON: All right.

11 MS. SANDRA COOPER: -- yes.

12 MR. MICHAEL WATSON: And then customer
13 experience and satisfaction, another 10 percent. You
14 wanted the residents and the electricity users to be
15 happy with what ultimately came out of this entire
16 process if the town decide to proceed?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: And indeed that's
19 one (1) of the -- the things that you were talking to
20 Mayor Lehman about, right?

21 MS. SANDRA COOPER: Yes, it was.

22 MR. MICHAEL WATSON: I take it you'd
23 already heard that the merger with Barrie had seemed
24 to be quite successful?

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: But you wanted to
2 find out firsthand from the mayor, in particular,
3 about, you know, how it had gone down in how the
4 voters and the electricity users in his municipality
5 had reacted to what happened. Is that right?

6 MS. SANDRA COOPER: That is accurate.

7 MR. MICHAEL WATSON: Right. And --
8 and, of course, you knew by that time that he had and
9 Barrie had two and a half (2 1/2) years of experience
10 after the merger with that?

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: Okay. And then
13 distribution rate and cost structure of Collus cost
14 structure, that was awarded ten (10) points, right?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: And I take it
17 that one (1) of the things -- if -- if we go back to --
18 -- to your January 31 direction to Collus, one (1) of
19 the things that you noted at the beginning is that you
20 had given a direction to all department heads to look
21 for ways to cut costs and find opportunities and get
22 the costs down, right?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: Not -- not
25 increasing every year, but at least 1 percent actual

1 induction, right?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: All right. And -
4 - and so the cost structure of Collus, I take it, was
5 something that was important to you that you had run
6 on and that, given Collingwood's financial situation,
7 was something that was of importance, as well?

8 MS. SANDRA COOPER: It was of
9 importance.

10 MR. MICHAEL WATSON: Right. And so
11 this distribution rate and cost structure of Collus
12 actually had a -- somewhat of a financial component to
13 it, too, didn't it?

14 MS. SANDRA COOPER: Yes.

15 MR. MICHAEL WATSON: All right. In
16 addition to the straight 30 percent for the sale price
17 of the shares, right?

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: And then ulti --
20 and then, lastly, "Cultural and synergistic fit," I
21 always wonder what that actually means, but, you know,
22 how everybody is going to get along in this new
23 arrangement, right --

24 MS. SANDRA COOPER: Yes. It's --

25 MR. MICHAEL WATSON: -- with a large

1 LDC and a much smaller one (1) entering into a 50:50
2 strategic partnership, right?

3 MS. SANDRA COOPER: Yes.

4 MR. MICHAEL WATSON: And I take it
5 that the concern was that Collingwood did not want to
6 be run over by a bulldozer?

7 MS. SANDRA COOPER: We didn't want to
8 be overtaken.

9 MR. MICHAEL WATSON: Right. Okay.
10 And so --

11 MS. SANDRA COOPER: The same --

12 MR. MICHAEL WATSON: Right. And so, I
13 take it that -- that the -- these were the reasons why
14 all of these items, a) were of importance to
15 Collingwood, right --

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: -- and, b) were
18 weighted in the way in which they were?

19 MS. SANDRA COOPER: Yes.

20 MR. MICHAEL WATSON: Thank you. Now,
21 pretty close to the end. I'd like to go through your
22 scorecards, your personal ones. And, actually, along
23 the way, we're going to see the scorecards of the
24 others, as well. Could we please turn up CPS6920?

25

1 (BRIEF PAUSE)

2

3 MR. MICHAEL WATSON: And you will
4 recognize these slides as being what had been
5 populated with the scores of the various St -- SPTT
6 members at the end of November meeting of the SPTT,
7 right?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: Now, you remember
10 that -- that Mr. Chenoweth showed you one (1) -- the -
11 - in his examination that were -- slides that were
12 anonymized?

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: And it says,
15 "Strategic team member 1, 2, 3, 4 to 9"?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: Do you recall now
18 that that was what was presented to Council at the
19 Council meeting of December 5th, that -- that it had
20 been anonymized?

21 MS. SANDRA COOPER: I --

22 MR. MICHAEL WATSON: Does that ring a
23 bell?

24 MS. SANDRA COOPER: I believe so.

25 MR. MICHAEL WATSON: All right. But

1 in -- in any -- in any event, the numbers -- and we
2 can compare them, but the numbers were identical --

3 MS. SANDRA COOPER: Yes.

4 MR. MICHAEL WATSON: -- right? It was
5 just that the names had been removed, right?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: Although the
8 names of the strategic partnership task team were
9 listed at the -- at the very beginning of that
10 presentation that had been made to Council, right?

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: All right, but
13 not necessarily in the order in which the strategic
14 team member numbers 1 through 9 appeared, right?

15 MS. SANDRA COOPER: That's right.

16 MR. MICHAEL WATSON: Yes, right.
17 Okay. But within the SPTT, this was put up beside
18 each person's name, correct?

19 MS. SANDRA COOPER: Yes.

20 MR. MICHAEL WATSON: Right. And --
21 and, therefore, you are able to see that indeed these
22 were the scores that each person had put up and they
23 have been transcribed correctly?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: And, of course,

1 after the discussion, these scores did not change --
2 change. The scores weren't changed for anybody,
3 right?

4 MS. SANDRA COOPER: That's right.

5 MR. MICHAEL WATSON: Okay. And so
6 here we see -- and we're just going to go down through
7 a few of them. There aren't really an awful lot, but
8 you remember -- sorry, no, we're -- just back up.
9 We'll go -- go through them one (1) by one, but there
10 aren't that many. And this is for non-financial.

11 And we see there that -- the customer
12 experience and satisfaction, supporting interest of
13 the communities. We see that -- that PowerStream was
14 rated 10 by -- by everybody other than Mr. Fryer. Do
15 you see that?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: And Mr. Fryer
18 rated it a 9?

19 MS. SANDRA COOPER: Yes.

20 MR. MICHAEL WATSON: And Mr. Fryer
21 also rated Horizon and Veridian as a 9, right --

22 MS. SANDRA COOPER: Yes.

23 MR. MICHAEL WATSON: -- but Hydro One
24 way down?

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: And it's fair to
2 say that Hydro One was ranked at the lowest by
3 everyone?

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: All right. And
6 indeed when you look at the totals, Hydro One is at
7 44, Horizon 75, Veridian 81, and PowerStream on top at
8 89?

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: All right. The
11 next one, please. Then we see, "Provision of
12 strategic and specialized resources." And we talked
13 about that one. Do you remember?

14 MS. SANDRA COOPER: Yes.

15 MR. MICHAEL WATSON: Okay. And -- and
16 here what we see is a little bit of a -- not exactly
17 the -- the same shakeout, but the same result. And do
18 you remember that -- that this was worth 30 percent in
19 the RFP?

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: And that accounts
22 for the 30s under PowerStream, right?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: Except for Mr.
25 Garbutt, who decided not to give a 30, but a 25,

1 right?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: But -- but it was
4 the case that all members, all of them, rated
5 PowerStream number 1, right --

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: -- for a total of
8 265?

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: And the next
11 closest was Horizon at 200?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: And then way down
14 was both Hydro One and Veridian?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: And this was on a
17 30 percent factor, which was the same as the financial
18 consideration, right?

19 MS. SANDRA COOPER: Yes.

20 MR. MICHAEL WATSON: Okay. Let's go
21 to the next one. We see then here, "Support for
22 employees and careers." And this was a 10 pointer.
23 Do you remember that?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: All right. And -

1 - and so here what we see is you putting in
2 PowerStream at 9. You didn't put Power -- you didn't
3 give PowerStream a 10 --

4 MS. SANDRA COOPER: Right.

5 MR. MICHAEL WATSON: -- right, because
6 I take it that you were, you know, sort of
7 thoughtfully considering exactly, you know, what you
8 had read from PowerStream --

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: -- and all of the
11 others --

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: -- because you --
14 I take it you had read their bids or the responses
15 that they put in very carefully before you ranked
16 them?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: And, also, you
19 had heard their presentations --

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: -- although they
22 weren't a big surprise to you, as I think you said,
23 right?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: All right. And -

1 - and down you ranked PowerStre -- yes, PowerStream a
2 9 on -- in this one, and various others rated them, as
3 well?

4 MS. SANDRA COOPER: Yeah.

5 MR. MICHAEL WATSON: But again,
6 PowerStream came out on top --

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: -- with 80
9 compared with the next one, Horizon, at 65?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: And again, Hydro
12 One and Veridian down at the bottom?

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: Okay. Next one
15 (1). We see, "Competitive distribution rate a cost
16 structure of Collus." And we talked about that. That
17 was another 10 percenter, and it was at the bottom of
18 the list of criteria in the RFP?

19 MS. SANDRA COOPER: Yes.

20 MR. MICHAEL WATSON: All right. And
21 here what we see is -- is for you. You've actually
22 rated Horizon the highest on this particular one (1).
23 Do you -- do you see that?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: And then you

1 rated PowerStream and Veridian equal --

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: -- and Hydro One
4 at the bottom?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: All right. And
7 on this one, Horizon actually came out on top, right?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: And Veridian came
10 out second --

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: -- followed
13 closely by PowerStream, 72. And then Hydro One, as
14 with all of the slides, at the bottom, right?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: Now, but this
17 one, of course, was worth 10 percent --

18 MS. SANDRA COOPER: That's correct.

19 MR. MICHAEL WATSON: -- right? And --
20 and -- all right. And so -- sorry, go down to the
21 next one. All right, "Culture and synergistic fit."

22 And -- and here everyone rated PowerStream highest,
23 except Mr. Fryer rated PowerStream and Horizon equal?

24 MS. SANDRA COOPER: Okay. Yeah.

25 MR. MICHAEL WATSON: Do you see that?

1 MS. SANDRA COOPER: Yes.

2 MR. MICHAEL WATSON: All right. Okay.

3 I think that we -- we can stop there. And so-- and
4 so all of -- you know, all of these -- you know, from
5 -- from all of this, we can see that all of these
6 members were pretty much, with the exception of one
7 (1), where Horizon was highest, was pretty much rating
8 PowerStream right at the very top, right --

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: -- all
11 independently, right --

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: -- before any
14 discussion and based on the results of the RFPs and
15 what they had heard, right.

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: And -- and I -- I
18 take it from the discussion here that you were
19 comfortable that PowerStream had the best overall bid?

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: And I take it it
22 was unanimous among the members of the task team that
23 -- that they ranked PowerStream at the top and wanted
24 to recommend that, too --

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: -- right? And --
2 and they were all people who didn't have Paul Bonwick
3 as a brother, right?

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: Yes. And this is
6 exactly what the Board recommended to Collus Power --
7 sorry, what the task team recommended to Collus Power,
8 right?

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: But, of course,
11 the task team still had to take all of this into
12 consideration and the KPMG financial analysis, right?

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: And -- and the
15 strategic task team -- it -- it wasn't just enough
16 just to add up the numbers and whoever got the -- the
17 final number, oh, that's the one (1) we got to go
18 with, right, because you had to consider all of it in
19 context, right?

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: And so that was
22 the purpose of the discussion that then took place,
23 right --

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: -- not change the

1 numbers --

2 MS. SANDRA COOPER: No.

3 MR. MICHAEL WATSON: -- right, but to
4 put the numbers in the context of the overall strategy
5 of what the town wanted to achieve, right --

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: -- in order to
8 determine whether -- you know, whether they would
9 recommend anyone, first of all, right --

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: -- and if so,
12 whom to recommend?

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: And that's
15 exactly what the task team did, right?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: And it
18 recommended that to the Collus Board?

19 MS. SANDRA COOPER: Yes.

20 MR. MICHAEL WATSON: The Collus Board
21 recommended that the Town Council?

22 MS. SANDRA COOPER: Yes.

23 MR. MICHAEL WATSON: This was
24 explained at lengthy in camera session?

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: The town agreed?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: Those are my
4 questions. Thank you.

5 THE HONOURABLE FRANK MARROCCO: Thank
6 you, Mr. Watson. Who's next? Mr. Fryer...?

7 MR. TIM FRYER: Your Honour, I'm --
8 I'm next. If it's okay with you, I'd move up to the
9 vacant chair if it's okay with Mr. Breedon and then
10 that way the angles stay the same instead of Sandra
11 turning this way to --

12 THE HONOURABLE FRANK MARROCCO: That's
13 fine. Why don't -- you can stand at the lector.

14 MR. TIM FRYER: I -- I'd prefer to be
15 sitting so I can see the screen.

16 THE HONOURABLE FRANK MARROCCO: All
17 right. That's fine. Go ahead.

18 MR. TIM FRYER: Thank you. And that
19 last light could stay up. Thank you.

20

21 CROSS-EXAMINATION BY MR. TIM FRYER:

22 MR. TIM FRYER: Justice Marrocco, Mrs.
23 Cooper. And, again, we've known each other and worked
24 together for a long time and I could slip up, too, so
25 --

1 MS. SANDRA COOPER: That's fine.

2 MR. TIM FRYER: -- I'll apologize in
3 advance for that. And again, in a thirty thousand
4 (30,000) level, I'd like to say that I'm Tim Fryer.
5 I'm representative of myself during these proceedings.
6 And -- and to frame that, my interests are founded
7 based on insights as the chief financial officer of
8 the Collus companies and the Collingwood Public
9 Utilities Service Board during some of the relevant
10 time periods.

11 I also am a longtime municipal electric
12 and water ratepayer, as well as a taxpayer. I hope to
13 continue to be for a long time, too. So I also
14 utilize that perspective during my examination as I
15 work to try to help to add some clarity and context to
16 the evidence that's being presented.

17 And I wanted to bring that forward at
18 this time rather than my first opportunity last week
19 to address the court because, as I prepared myself, I
20 believed that this was an appropriate point. So I
21 appreciate your indulgence in this regard, Justice
22 Marrocco.

23 So my opening perspective, and -- and
24 this has been somewhat covered by Mr. Chenoweth, so I
25 tried to do the same thing, tried to cut and slash,

1 and -- and I apologize if I --

2 THE HONOURABLE FRANK MARROCCO: You
3 know where --

4 MR. TIM FRYER: -- or covered
5 something else.

6 THE HONOURABLE FRANK MARROCCO: You
7 know where you have a topic that's been covered and
8 the answer's satisfactory, there's usually no good
9 purpose served by going over it again.

10 MR. TIM FRYER: I understand, Sir.

11 THE HONOURABLE FRANK MARROCCO: Okay.

12

13 CONTINUED BY MR. TIM FRYER:

14 MR. TIM FRYER: Okay. So in this
15 particular case, this is the first opportunity to talk
16 to one (1) of the SPTT members. And -- and some of my
17 questions would be directed to whoever it was that was
18 first. I would have --

19 I -- I was afraid I was -- I -- I
20 talked to you about that last week, didn't I, that I -
21 - I'm a microphone talker and -- and I'm the first one
22 (1) to get told to move back, but that's not a
23 surprise.

24 I would've liked it to be Ms. Wingrove
25 because it does have little to do -- and it has been

1 covered a little bit with what Mr. Watson just spoke
2 about from the Town lawyer introducing him.

3 THE HONOURABLE FRANK MARROCCO: All
4 right. So let's get to the questions.

5

6 CONTINUED BY MR. TIM FRYER:

7 MR. TIM FRYER: So -- so with this
8 particular slide, it's been pointed out that -- and --
9 and it was introduced early this morning about the
10 concern about starting out with the ten (10) as the --
11 as the -- for anybody who was the best. And clearly
12 from what went over there, six out of the nine people
13 didn't use that.

14 So what I was going to say to the -- to
15 the witness is: Do you recall then -- I know in the
16 slide that we saw often where it was said that
17 Ed Houghton and Dean Muncaster decided that ten would
18 be the starting point.

19 MS. SANDRA COOPER: Yes.

20 MR. TIM FRYER: There must have been a
21 discussion. That must have meant decided amongst
22 themselves to bring recommendation to the SPTT. Do
23 you recall that, that there must have been a
24 discussion? Because as I said, six out of nine do not
25 use ten as a starting point.

1 MS. SANDRA COOPER: Not use the ten.

2 MR. TIM FRYER: Yourself is one (1)

3 and -- and Mr. Muncaster is, as well.

4 MS. SANDRA COOPER: On -- on another

5 slide then, I take it. So we're looking at, then,

6 another slide, Mr. Fryer, because it -- I do have a

7 ten.

8 MR. TIM FRYER: Yes.

9 THE HONOURABLE FRANK MARROCCO: Well,

10 just a second. Can we go -- move through this. See

11 if we can find a slide.

12 MR. TIM FRYER: It'll actually be the

13 next slide, I believe.

14 THE HONOURABLE FRANK MARROCCO:

15 There -- there's one, I think, Ms. Cooper, that --

16 MR. TIM FRYER: This is where four --

17 this is where four didn't use nine --

18 THE HONOURABLE FRANK MARROCCO: --

19 where nobody seems to --

20 MR. TIM FRYER: -- or didn't use ten.

21 THE HONOURABLE FRANK MARROCCO: --

22 excuse me -- where -- where no one seems to have --

23 seems to have used ten. And that's what your point

24 is, I guess, right?

25 MS. SANDRA COOPER: Yes.

1 CONTINUED BY MR. TIM FRYER:

2 MR. TIM FRYER: That is wasn't
3 maintained. So I'm asking: Do you -- do you feel
4 that that means there must have been a discussion at
5 our meeting to change that point of view that came
6 forward from Mr. Houghton and Mr. Muncaster?

7 MS. SANDRA COOPER: I don't recall any
8 of that detail, Mr. Fryer.

9 MR. TIM FRYER: And that -- and that's
10 fair. But -- but I did want to point out that that
11 had happened.

12 MS. SANDRA COOPER: Thank you.

13 MR. TIM FRYER: And the other things
14 I'll point out, if -- if you slide down further into
15 the next one (1) and the one (1) after that, this is
16 the slide that's supposed to have the numbers for the
17 financial. And I have asked for that through a
18 document search, and we haven't been able to locate it
19 yet.

20 But if you go to the next one, to the
21 test of totals. And -- and the total of the financial
22 is there and either one (1) shows two hundred seventy
23 (270) out of nine (9) people. So that means all nine
24 (9) scored it as thirty (30). PowerStream averages
25 out to twenty-seven (27). Horizon averages out to

1 twenty-three (23).

2 So the -- Hydro One's proposal was
3 given the top mark by all nine of the past members.

4 MS. SANDRA COOPER: On the financial,
5 yes.

6 MR. TIM FRYER: Okay. So -- so that
7 being said, the other thing I do when I'm -- as an
8 economist, when I'm looking at a heavy-weight
9 situation, if you happen to do a reverse test and use
10 the ratios of changing the 70/30 to a 30/70, it still
11 would show that PowerStream was the top candidate.

12 So -- so I -- I won't go through the
13 detail of what I had written down to show that, but
14 I'm going to make that statement. And I -- I can
15 prove it in evidence later.

16 But I wanted to point out that in
17 regards to the -- the 30 percent for the -- for the
18 strategic partnership, do you recall them -- there was
19 a fair bit of discussion --

20 MS. SANDRA COOPER: Yes.

21 MR. TIM FRYER: -- by Council, by the
22 team, and 30 percent was decided to be the -- the
23 amount given for that.

24 MS. SANDRA COOPER: That was -- yes.

25 MR. TIM FRYER: So -- so there's been

1 a lot of talk about a 70/30 split.

2 MS. SANDRA COOPER: Yes.

3 MR. TIM FRYER: But really, there was
4 three (3) sections: There was the financial of 30;
5 the strategic partnership 30; and then the rest of the
6 qualitative 40 percent. There's been -- everybody's
7 been caught up on the 70/30 split --

8 MS. SANDRA COOPER: M-hm.

9 MR. TIM FRYER: -- but would you agree
10 that it was really a 30/30/40 split? Because the
11 strategic partnership aspect of it was so important,
12 it was given the same weight as the financial.

13 MS. SANDRA COOPER: It was important
14 definitely. However, I've looked it as 70/30.

15 MR. TIM FRYER: And that's -- and
16 that's to be fair. So -- so we'll move on from that.

17 And I was going to go to --

18 THE HONOURABLE FRANK MARROCCO:
19 Mr. Fryer, before you leave that -- on that point that
20 you're raising and trying to make, there was a slide
21 that showed the percentages for different ones.

22 MR. TIM FRYER: If you bring up 293 --
23 paragraph 293, that'll have it.

24 THE HONOURABLE FRANK MARROCCO: All
25 right. That may help you make the point you're trying

1 to make.

2 MR. TIM FRYER: In paragraph 293. I
3 was just going to ask for that to be brought up.

4 I do have a bad habit of speaking out
5 of turn.

6 THE HONOURABLE FRANK MARROCCO: Well,
7 it's -- it's your turn to speak, but we'll just --
8 best if we both don't speak at the same time.

9 MR. TIM FRYER: You're always first.

10

11 CONTINUED BY MR. TIM FRYER:

12 MR. TIM FRYER: So in this particular
13 case, what I was going to show is this is the criteria
14 that made up the 30 percent, so it's extensive. It
15 wasn't just one (1) point, the strategic partner.
16 These were the aspects of it that made 30 percent.

17 And -- and as you can see, when you
18 look at the 30/30, the other ones that had 10 percent
19 were -- were single factors or -- or maybe two.

20 I actually, if -- if you consider the
21 10 percent for rates, you know how I feel about rates.

22 MS. SANDRA COOPER: Yes.

23 MR. TIM FRYER: I actually wanted more
24 than that, but I can understand the perspective of
25 Council, which was being put forward to us, which is

1 we're looking at a partnership here. We're not
2 thinking necessarily that down the road, we're going
3 to be owned by the entity and -- and we're going to
4 have their rate structure.

5 So -- so I was acceptive of the idea
6 that it was 10 percent. But if you consider that as a
7 quantitative amount, rather than qualitative, which I
8 would, then you'd be -- again, it'd be 40 percent
9 quantitative.

10 MS. SANDRA COOPER: Okay.

11 MR. TIM FRYER: So that -- that's all
12 I was going to -- to deal with on -- in that
13 particular regard.

14 And I know it wasn't a case where
15 necessarily I was asking direct questions of yourself.
16 I guess if you disagree with anything I've put
17 forward, you can say so.

18 MS. SANDRA COOPER: Okay. Thank you.

19 MR. TIM FRYER: So if we -- and I want
20 to leave the strategic partnership RFP.

21 THE HONOURABLE FRANK MARROCCO: But --
22 so just before you...

23 So really what you're suggesting is
24 that you look at the criteria as 30/30/10/10/10/10 as
25 opposed to 70/30.

1 MR. TIM FRYER: Even previous Council
2 got really caught up in the 70/30 split, and I didn't
3 feel it was 70/30, and I actually tried to get the
4 data presented to Council and had difficulty finding
5 out because I was going with my memory. I didn't have
6 any -- any -- so -- so yes. That's -- that's what I'm
7 putting forward to -- to Ms. Cooper.

8 In regards to the work of the task
9 force, 30 percent for a strategic partnership was
10 given equal weight to the financial.

11 THE HONOURABLE FRANK MARROCCO: Well,
12 I -- I think Ms. Cooper indicated she looked at it as
13 70/30.

14 MR. TIM FRYER: M-hm.

15 THE HONOURABLE FRANK MARROCCO: And
16 you're suggesting a different way of looking at it. I
17 just want to make sure I understood the way that you
18 were suggesting I look at it, and I think I have that.
19 And I have Ms. Cooper's evidence, so --

20 MR. TIM FRYER: Yes, Sir.

21 THE HONOURABLE FRANK MARROCCO: -- we
22 should move on.

23

24 CONTINUED BY MR. TIM FRYER:

25 MR. TIM FRYER: Yes. So another

1 aspect of ratepayer consideration, as you know,
2 Ontario Energy Board, the regulator, they regard
3 ratepayers as -- as being regarded on a balanced
4 approach along the shareholder interest. As a former
5 Board member, would you agree with that?

6 MS. SANDRA COOPER: Yes.

7 MR. TIM FRYER: And as a former Board
8 member of both Collus and the Public Utilities Service
9 Board, what's your understanding of -- regarding
10 customer service and possible rate impact when
11 considering such things as dividends?

12 MS. SANDRA COOPER: So looking at the
13 RFP, I think that's where you're focussing on,
14 Mr. Fryer. So still, I look at it as a 70/30 overall.

15 MR. TIM FRYER: Okay. We've moved
16 away from the scoring aspect of things.

17 MS. SANDRA COOPER: Okay. Okay.

18 MR. TIM FRYER: What I'm asking in --
19 in with regards to you as being a former member of the
20 Board --

21 MS. SANDRA COOPER: M-hm.

22 MR. TIM FRYER: -- when issues would
23 be brought forward and they were either customer
24 service rate related or they were things like
25 dividends or that, how would they be weighted? How

1 would they be considered by the Board? On an equal
2 basis?

3 MS. SANDRA COOPER: By the
4 Board... I'm not sure how the Board would rate --
5 rate it.

6 MR. TIM FRYER: Okay. And then --
7 that's your answer. That's fine.

8 As a former -- and this wasn't when you
9 were a Board member, but a former councilor -- do you
10 remember if Council -- do you recall the history of
11 the purchase Collingwood Council did in -- in the
12 early 2000s of Thornbury, Creemore, and Stayner?

13 MS. SANDRA COOPER: No.

14 MR. TIM FRYER: I wasn't sure if you
15 were on Council then or not.

16 MS. SANDRA COOPER: I was in the early
17 2000s, but I wasn't --

18 MR. TIM FRYER: That's when the
19 purchase occurred.

20 MS. SANDRA COOPER: Okay.

21 MR. TIM FRYER: But you don't recall
22 about it.

23 MS. SANDRA COOPER: No.

24 MR. TIM FRYER: Okay. Because -- and
25 I can introduce that evidence later.

1 Now, regarding your -- your tenure as a
2 Board member, before -- and then after the strategic
3 partnership transaction, did you note anything
4 different about Board governance after the change in
5 ownership?

6 MS. SANDRA COOPER: After the
7 change -- or after the partnership, then there was
8 representation from both PowerStream and Collus.

9 MR. TIM FRYER: Did you notice
10 anything -- being familiar with formerly when it was a
11 hundred percent owned by the Town and the governing
12 way that you operated, and then it became 50/50 --
13 somewhat of a joint venture, really, because it was
14 50/50 --

15 MS. SANDRA COOPER: Yes.

16 MR. TIM FRYER: -- did you notice
17 anything different about the way the Board governs
18 itself compared to the previous Board?

19 MS. SANDRA COOPER: No.

20 MR. TIM FRYER: Okay. Did you
21 experience any difficulty with your ability to
22 complete your liaison requirements back to the
23 shareholder, your Council? And this is in the early
24 stages back when it was the 2010/'14 Council.

25 MS. SANDRA COOPER: M-hm. I felt that

1 there was -- and I -- I think it's touched upon. I
2 understood that I had a fiducial responsibility for
3 the Board that I was on.

4 MR. TIM FRYER: But you still would be
5 able to liaise on certain things with your Council?

6 MS. SANDRA COOPER: Yes.

7 MR. TIM FRYER: Now, reviewing your
8 testimony, I -- there's a suggestion that going
9 forward, maybe governance and structure of local
10 utilities could be reviewed. And that indicates that
11 perhaps now you have a concern about that operation of
12 governance?

13 MS. SANDRA COOPER: It's not
14 necessarily a concern, but it's something I think is
15 healthy to do from time to time to have a review of
16 governance.

17 MR. TIM FRYER: Okay. In the early
18 stages of -- of this part term of Council, I had
19 raised a concern then about I thought a good form of
20 governance -- and -- and Council supported it -- it
21 was a major change to the Board structure that they
22 felt was necessary. Do you recall this?

23 MS. SANDRA COOPER: If you could just
24 refresh me, please, on that topic.

25 MR. TIM FRYER: So at the

1 December 15th , 2014 Council meeting, as per the
2 proposal agreement of the striking committee, approval
3 was given to have you reappointed to the Collus Board.
4 Do you recall that?

5 MS. SANDRA COOPER: Yes. Yes.

6 MR. TIM FRYER: An additional part of
7 that motion was for Deputy Mayor Saunderson to be
8 appointed as first opportunity since Council
9 determined the shareholding needed additional
10 municipal representation during that critically
11 important time.

12 Yet, a few months later when the
13 expected Board opening came available to Collus,
14 PowerStream Board denied the shareholders' request.
15 Can you recall why that happened? Because it did lead
16 to a deterioration of cooperation amongst partners.

17 THE HONOURABLE FRANK MARROCCO:

18 Just -- just a second before you answer. We're
19 governed by terms of reference, so we're looking at
20 the 50 percent sale in the application of funds.

21 We're -- we're not looking at -- in any
22 serious way what happened after that to the companies,
23 unless somehow what happened after has something to do
24 with the sale or the application of the funds.

25 This is not an -- the inquiry has to be

1 somewhat circumspect. It's not an inquiry into all
2 aspects of Collus Power from the date of its inception
3 until today. We're focussing on a very specific set
4 of events. And I'm having trouble appreciating why
5 the failure to appoint Mr. Saunderson -- or I guess
6 Mayor Saunderson -- to the Board has anything to do
7 with what I'm interested in.

8 MR. TIM FRYER: So, Your Honour, I did
9 consider that, and -- and I believe it's per
10 section 2(a), part 5 of the terms referenced, which is
11 regarding ongoing commercial relationships between
12 Collus, PowerStream, and the Town of Collingwood, and
13 the preferred governance model that the 2014/'18
14 Council had -- had wanted.

15 And it has to do with some discussion
16 and -- and testimony over the last couple days in
17 regards to shared services and the difficulties with
18 that agreement moving forward through the process.

19 THE HONOURABLE FRANK MARROCCO: Go
20 ahead and ask the question.

21

22 CONTINUED BY MR. TIM FRYER:

23 MR. TIM FRYER: I've just -- that is
24 the question if - if there's an explanation available
25 as to why that -- that approval by Council in motion

1 wasn't carried out.

2 MS. SANDRA COOPER: So firstly, I-- I
3 don't recall what the discussion was. Certainly, we
4 know what the outfall of is -- of it.

5 And I'm not sure if I recall the -- the
6 discussion if it'd be appropriate to speak about an
7 individual that's not involved here. That's only --
8 and I don't recall.

9 THE HONOURABLE FRANK MARROCCO: Yes. I
10 don't -- I don't --

11 MR. TIM FRYER: Okay.

12 THE HONOURABLE FRANK MARROCCO: --
13 want you to speak about an individual who's not
14 involved here and -- but in any event.

15 MR. TIM FRYER: Okay. Thank you.

16

17 CONTINUED BY MR. TIM FRYER:

18 MR. TIM FRYER: So the next part I
19 wanted to focus on is a particular area. Now,
20 actually I should move back.

21 Moving back into the 2010 time frame,
22 I'd like to further consider some aspects of corporate
23 structure from your Collus Board perspective.

24 Speaking firstly on a theme of good
25 governance, Collus had an audit committee. Do you

1 recall the -- sorry. I should have had the answer.

2 MS. SANDRA COOPER: Collus did not
3 have a committee. Could you repeat --

4 MR. TIM FRYER: Sorry. Sorry. Collus
5 had an audit committee.

6 MS. SANDRA COOPER: Oh, okay. Yes.
7 Now I hear you. Yes.

8 MR. TIM FRYER: Sorry about that. Do
9 you recall the members of the audit committee? Back
10 in 2010, so you just had become mayor and --

11 MS. SANDRA COOPER: Right. And a lot
12 of things happening.

13 THE HONOURABLE FRANK MARROCCO:
14 What -- why don't you suggest who the members are.

15

16 CONTINUED BY MR. TIM FRYER:

17 MR. TIM FRYER: Okay. And I will,
18 Sir. I will.

19 So Mr. Muncaster, Mr. Garbutt, and
20 yourself --

21 MS. SANDRA COOPER: Okay.

22 MR. TIM FRYER: -- as mayor because
23 that's who sat on the audit committee for Collus.

24 MS. SANDRA COOPER: Okay.

25 MR. TIM FRYER: And again from a good

1 governance standpoint. So you were a member, a new
2 member.

3 MS. SANDRA COOPER: Yes.

4 MR. TIM FRYER: And unfortunately,
5 that happened to be one (1) of -- if not the most
6 intensive and challenging finance regulatory time
7 periods --

8 MS. SANDRA COOPER: Yes.

9 MR. TIM FRYER: -- for Ontario LDC
10 rates. Would you agree with that?

11 MS. SANDRA COOPER: Yes.

12 MR. TIM FRYER: So I wanted to focus
13 on one (1) particular area of all the financial
14 initiatives going on then. Do you recall a
15 requirement of Collus to conform to the international
16 financial reporting standards, known as IFRS?

17 MS. SANDRA COOPER: Yes.

18 MR. TIM FRYER: Although it took some
19 time -- it's some time ago, what can you recall about
20 Collus' work on converting from the generally-accepted
21 accounting principles, GAAP, to IFRS?

22 MS. SANDRA COOPER: What I do
23 recall -- not in detail -- but certainly, what I
24 recall was as you were CFO at the time, Mr. Fryer,
25 that it was -- and no disrespect -- but it was trying

1 to get your house in order, sort of thing. Changes
2 had been made; regulations had been made; and you were
3 trying to get everything on track.

4 MR. TIM FRYER: So do you recall the
5 fact that it required quite a bit more reporting under
6 that new set of standards?

7 MS. SANDRA COOPER: That is something
8 I recall that you had said.

9 MR. TIM FRYER: Okay. So I'd like to
10 bring up paragraph 223 from the Foundation Document.
11 This is an explanation in this paragraph that I was
12 reporting to -- to Collus Solutions Board -- I
13 recognize you're not a member of the Board, but you
14 are a member of the audit committee, and I think
15 there's familiarity because of that -- about current
16 service agreements and considering adjustments that
17 are needed to be made.

18 If we go to linked document in the
19 page 7, so the TOC.

20

21 (BRIEF PAUSE)

22

23 MR. TIM FRYER: On page 7 and just
24 scroll it down a little bit. It's the middle
25 paragraph that I'm -- I'm specifically indicating to.

1 I'm not going to read the whole paragraph, but I -- I
2 do have it as -- the second paragraph is about service
3 agreements and is detailed that the need for further
4 internal review due to the recent OEB decisions about
5 employees ad service companies.

6 The corporate structure that Collus
7 had, if you recall, with Collus Solutions?

8 MS. SANDRA COOPER: Yes.

9 MR. TIM FRYER: So if we look at the
10 other link, CPS0007021.

11

12 (BRIEF PAUSE)

13

14 MR. TIM FRYER: And it does note --
15 just a little bit down -- that I reported the --
16 currently reviewing the current service agreements,
17 and we'll work towards having recommendations ready at
18 the next meeting.

19 Now, as I said, you weren't a member of
20 the Solutions Board, but do you recall that we were
21 working on the service agreements in this particular
22 time period?

23 MS. SANDRA COOPER: I believe so, yes.

24 MR. TIM FRYER: Okay. So again ,just
25 to -- some of the other things I could bring up, one

1 (1) of the implications was that there was
2 consideration that Collus Solutions would be moved
3 into Collus Power.

4 And one (1) of the major reasons was
5 the transfer pricing reporting requirements under IFRS
6 were going to be very extensive, and that would
7 involve your -- your company that had employees and --
8 and services within it.

9 MS. SANDRA COOPER: Okay.

10 MR. TIM FRYER: Do you agree with
11 that?

12 MS. SANDRA COOPER: I agree with that.

13 MR. TIM FRYER: Okay. So I just
14 wanted to know right now for the time being that we
15 were thinking there was likely a chance that the
16 corporate structure that was in play during the RFP
17 that there was a -- while we were trying to decide
18 about the sale, the share sale, and the decision
19 turned around to being Collingwood Utility Services
20 Corp, the holding company --

21 MS. SANDRA COOPER: Yes.

22 MR. TIM FRYER: -- that it has to do
23 with a number of factors.

24 MS. SANDRA COOPER: Yes.

25 MR. TIM FRYER: And you did say

1 yesterday -- and I would agree with you -- that one
2 (1) of the ones was a possibility of tax implications.

3 MS. SANDRA COOPER: Yes. That's --

4 MR. TIM FRYER: Do you agree with
5 that?

6 MS. SANDRA COOPER: Yes, I do.

7 MR. TIM FRYER: And I was going to see
8 though if you recall -- because you did say possibly
9 advice from me -- but do you recall that we had
10 brought in a local representative person after I had
11 made a recommendation due to my lack of experience on
12 corporate tax regulation that assisted us?

13 If I may, Judge, I -- I know the name.
14 I know -- so I was speaking about --

15 THE HONOURABLE FRANK MARROCCO:

16 Suggest the name.

17

18 CONTINUED BY MR. TIM FRYER:

19 MR. TIM FRYER: I was speaking about
20 Mr. Ralph Neate from -- from, at the time, Gaveler
21 (phonetic) and Company --

22 MS. SANDRA COOPER: Yes.

23 MR. TIM FRYER: -- which was our
24 external auditor. Do you -- you recall that we
25 brought him in?

1 MS. SANDRA COOPER: Yes.

2 MR. TIM FRYER: And between him and
3 KPMG and myself --

4 MS. SANDRA COOPER: Yes.

5 MR. TIM FRYER: -- we worked on tax
6 advice to the -- the Board.

7 MS. SANDRA COOPER: Yes.

8 MR. TIM FRYER: All that had to do
9 with -- with the reasoning why it turned over from
10 being Collus Power to the holding company because we
11 felt it was the -- to maximize the -- the situation.

12 MS. SANDRA COOPER: Yes.

13 MR. TIM FRYER: Okay. So -- so now in
14 regards to the latter part of 2011 -- and I'm going to
15 move on to the -- the key in camera meetings that
16 Mr. Chenoweth has -- has gone over briefly, or not
17 briefly -- yeah, I should say briefly.

18 So I think first, I'll just refer back
19 to the discussion about Amaizeingly Green.

20 MS. SANDRA COOPER: Yes.

21 MR. TIM FRYER: I thought
22 Mr. Chenoweth carried -- or covered a lot of what I
23 wanted to bring up from -- from what was discussed
24 when that first was reviewed with the Town lawyer.

25 And -- and I was going to say I wasn't

1 familiar with the email, and you weren't, that the
2 words "lenient" were used. You know that the Board
3 was aware of it --

4 MS. SANDRA COOPER: Yes.

5 MR. TIM FRYER: -- as far as the power
6 arrears went.

7 MS. SANDRA COOPER: Yes.

8 MR. TIM FRYER: And I would use the
9 words, Board was supportive of the -- of the business
10 at a time when they needed the support.

11 MS. SANDRA COOPER: Yes.

12 MR. TIM FRYER: Yes. And that had
13 been used in other situations.

14 MS. SANDRA COOPER: Yes. That's what
15 I understood.

16 MR. TIM FRYER: And -- and it has been
17 talked about the fact that there was back taxes and
18 there was water and waste water charges, as well?

19 MS. SANDRA COOPER: Yes.

20 MR. TIM FRYER: You're familiar with
21 the fact that if there is default of those and a
22 company ceases to operate, there is the ability for
23 the Town to put that charges onto the tax arrears of
24 that property.

25 MS. SANDRA COOPER: I'm aware of that.

1 MR. TIM FRYER: And those can be
2 recovered when the property sells as the first
3 recovery.

4 MS. SANDRA COOPER: I'm aware of that,
5 yes.

6 MR. TIM FRYER: Yes. So -- so
7 quite -- quite rightly, the major concern was power.
8 And, as you said, it was in the order of a million
9 dollars, and there was quite a bit of relief when it
10 was taken care of because there was other aspects
11 about things, too. It's not just about a company
12 maybe ceasing operations, but it has a major impact on
13 local electricity rates.

14 MS. SANDRA COOPER: Yes.

15 MR. TIM FRYER: You'll remember --
16 it's through the course of approving rates that you
17 have a low profile that's approved by the OEB in order
18 to do your rate calculations.

19 MS. SANDRA COOPER: Okay.

20 MR. TIM FRYER: And when a major
21 customer --

22 MS. SANDRA COOPER: Okay.

23 MR. TIM FRYER: -- and when a major
24 customer is no longer in operation that is part of
25 that low profile, since part of your revenue recovery

1 is variable, based on the kilowatt hours that are
2 used, it's -- it's an impact on the bottom line for
3 the utility.

4 MS. SANDRA COOPER: Yes, that is
5 correct. Yes, I would agree.

6 MR. TIM FRYER: So every -- every
7 device available to us, we try to use to keep
8 companies --

9 MS. SANDRA COOPER: Lights on.

10 MR. TIM FRYER: Even worse, yes.

11 MS. SANDRA COOPER: Yes.

12 THE HONOURABLE FRANK MARROCCO: I
13 think -- I think what I'm going to do is I'm going to
14 take a few minutes, a five (5) minute, ten (10) minute
15 break. How much longer do you think you'll, Mr.
16 Fryer?

17 MR. TIM FRYER: I think I'd be about
18 five (5) minutes.

19 THE HONOURABLE FRANK MARROCCO: All
20 right. That's -- that's fine. I'll take the -- I'll
21 take the break now, and then we'll come back.

22 MR. TIM FRYER: Okay.

23

24 --- Upon recessing at 5:05 p.m.

25 --- Upon resuming at 5:13 p.m.

1 THE HONOURABLE FRANK MARROCCO: Go
2 ahead, Mr. Fryer.

3 MR. TIM FRYER: Thank you, sir.

4

5 CONTINUED BY MR. TIM FRYER:

6 MR. TIM FRYER: Could I have this
7 TOC0512163?

8

9 (BRIEF PAUSE)

10

11 MR. TIM FRYER: And if you just scroll
12 down to the -- there's an in camera minutes. We've
13 seen these before. I'm listed as one (1) of the
14 attendees. And it says about Mr. Houghton providing
15 the presentation and -- and advising Council.

16 I was going to ask the witness: Do you
17 recall the Strategic Partnership Task Team determining
18 that there should be one (1) spokesperson?

19 MS. SANDRA COOPER: I don't recall
20 specifics on that.

21 MR. TIM FRYER: Okay. The -- the --

22 MS. SANDRA COOPER: I'm sorry.

23 MR. TIM FRYER: -- I -- the -- the --
24 I'm -- okay. So then I'll move on to CJI0009082.

25

1 (BRIEF PAUSE)

2

3 MR. TIM FRYER: And these are the in
4 camera minutes of November 17th. And just if you
5 scroll down, I'm not listed as in attendance, so I
6 have a couple of questions because I wasn't there.
7 And then again, it shows that Mr. Houghton made a
8 detailed presentation. He identifies who the Task
9 members are. There's a question -- because of the
10 note about the public meeting session being held on
11 November 22nd, if we just scroll down a little bit
12 more and try to keep that there -- may not be able to
13 -- there's a set of questions at the bottom that are
14 coming from Councillors.

15 And Councillor West asks, "Why so
16 quick?" which seems to be in reference to the fact
17 that this is November 17th, and the public meeting
18 session is just four (4) or five (5) days later.

19 MS. SANDRA COOPER: M-hm.

20 MR. TIM FRYER: Is that what you
21 recall -- or -- or can you recall what -- what
22 Councillor West was referring to there?

23 MS. SANDRA COOPER: I don't recall.

24 MR. TIM FRYER: Okay. It also says --
25 and now we have to scroll just a little bit up. Mayor

1 Cooper recognized the board, KPMG are involved in the
2 questions, money to have a special reserve, and need
3 not dwell on the amount.

4 Can you recall what you were
5 referencing there?

6 MS. SANDRA COOPER: So KPMG involved,
7 that would have been involving -- referring to KPMG.

8 MR. TIM FRYER: Okay.

9 MS. SANDRA COOPER: Not that -- and
10 their invoice.

11 MR. TIM FRYER: So --

12

13 (BRIEF PAUSE)

14

15 MR. TIM FRYER: Sorry.

16

17 (BRIEF PAUSE)

18

19 MR. TIM FRYER: So it says, need not
20 dwell on amount. And you think that has to do with
21 KPMG?

22 MS. SANDRA COOPER: Yes.

23 MR. TIM FRYER: I was going to -- the
24 other part is about rates, but that's for Mr.
25 Chadwick, so -- so I'll -- I'll move on to CJI0009074

1 as a final one.

2

3

(BRIEF PAUSE)

4

5 MR. TIM FRYER: And again, another set
6 of in camera. And if you scroll down, it -- it does
7 indicate again that I'm not in attendance. And it --
8 it does refer -- or it -- it shows that Ed provided a
9 PowerPoint.

10 And below it, this is where direction
11 was given by Council to undertake negotiations.

12 MS. SANDRA COOPER: Okay.

13 MR. TIM FRYER: And if you recall
14 yesterday from the evidence, so I don't have to call
15 it all up, there had been an indication that the price
16 was the price, and then once it was established who it
17 was going to be, there would be further negotiation of
18 the finer details.

19 MS. SANDRA COOPER: I did read that.

20 MR. TIM FRYER: Do you recall that?

21 MS. SANDRA COOPER: Yes.

22 MR. TIM FRYER: So that's where the
23 authorization was to go out and do that finer detail
24 work.

25 MS. SANDRA COOPER: Okay.

1 MR. TIM FRYER: So -- so that's the
2 end for that. And then I'll just -- in closing, in
3 earlier evidence, you spoke about the importance of
4 the CAO working collaboratively with the mayor?

5 MS. SANDRA COOPER: Yes.

6 MR. TIM FRYER: And is the same for
7 the deputy mayor?

8 MS. SANDRA COOPER: I think -- I -- I
9 believe all of Council.

10 MR. TIM FRYER: For both the deputy
11 mayor working with the mayor and the deputy mayor
12 working with the CAO?

13 MS. SANDRA COOPER: I believe that all
14 of -- all members of Council should work
15 collaboratively with the CAO. That's my view.

16 MR. TIM FRYER: And other staff?

17 MS. SANDRA COOPER: Of course.

18 MR. TIM FRYER: Okay. So I'll ask
19 you, are you aware of any conversations between
20 yourself and the deputy mayor in regards to myself?

21 MS. SANDRA COOPER: No.

22 MR. TIM FRYER: Okay. Thank you.
23 That's all I have, Your Honour.

24 THE HONOURABLE FRANK MARROCCO: Okay.
25 Thank you, Mr. Fryer. Who -- who's questioning next?

1 Mr. Bonwick ...?

2 MR. PAUL BONWICK: Do you want me to
3 come up there or just stay here?

4 THE HONOURABLE FRANK MARROCCO:
5 Wherever you're -- people have been doing both, mostly
6 from the seats, but if you want to come up to the
7 lectern, that's fine too.

8 MR. PAUL BONWICK: Either is fine.

9 THE HONOURABLE FRANK MARROCCO: I
10 think staying there is probably better.

11

12 (BRIEF PAUSE)

13

14 CROSS-EXAMINATION BY MR. PAUL BONWICK:

15 MR. PAUL BONWICK: Thank you, Your
16 Honour.

17 Ms. Cooper, I'd like to sort of reverse
18 engineer this process a little bit in terms of how
19 it's been approached to date, and sort of selectively
20 going at it.

21 I think would start with you were first
22 elected -- and you've got to help me out here. I
23 should remember this. Was it 1997?

24 MS. SANDRA COOPER: Yes.

25 MR. PAUL BONWICK: So at 1997, you

1 were first elected to Council?

2 MS. SANDRA COOPER: Yes.

3 MR. PAUL BONWICK: Then you were
4 elected deputy mayor four (4) years after that?

5 MS. SANDRA COOPER: Six (6) years
6 after that, two (2) terms as a Councillor.

7 MR. PAUL BONWICK: Two (2) -- okay,
8 they were three (3) year terms, and --

9 MS. SANDRA COOPER: Yes.

10 MR. PAUL BONWICK: -- that's where I
11 was getting confused in the math. You served two (2)
12 terms as a Councillor --

13 MS. SANDRA COOPER: Yes.

14 MR. PAUL BONWICK: And you served one
15 (1) term as deputy mayor?

16 MS. SANDRA COOPER: Two (2).

17 MR. PAUL BONWICK: Two (2) terms as
18 deputy mayor --

19 MS. SANDRA COOPER: Seven (7) years.

20 MR. PAUL BONWICK: And then you served
21 two (2) additional terms as mayor?

22 MS. SANDRA COOPER: Yes.

23 MR. PAUL BONWICK: Throughout that
24 election cycle of those five (5) or six (6) terms, you
25 clearly had the support and confidence of the

1 community.

2 And I know it's difficult to talk about
3 it in -- in terms of how you reflect on it, I suggest
4 for the purpose of the inquiry, would you agree that
5 you enjoyed the trust and confidence of the majority
6 of the people in Collingwood throughout that period of
7 time?

8 MS. SANDRA COOPER: Yes.

9 MR. PAUL BONWICK: Would you agree
10 that an example of that would be when you ran for
11 mayor the first time in 2010, the incumbent, in fact,
12 you won by more than double the votes of the
13 incumbent? And I think you beat the two (2) people
14 that ran against you by a larger plurality than theirs
15 combined?

16 MS. SANDRA COOPER: Yes.

17 MR. PAUL BONWICK: I say that just
18 simply to demonstrate once again the level of trust
19 and confidence that people in the community had
20 demonstrated in you to make decisions that they
21 clearly thought would be in their best interest?

22 MS. SANDRA COOPER: Yes.

23 MR. PAUL BONWICK: There's been some
24 discussion about your past work history as it relates
25 to coming into Council and if -- eventually, the

1 mayor's office.

2 And while we all understand that we
3 weren't electing a judge, or a lawyer, or a doctor, or
4 an accountant, I think it would be -- would you
5 consider it reasonable to say that the community was
6 electing one (1) of the people that was from amongst
7 them, and one (1) of the people that had walked in
8 their shoes, had a better appreciation, perhaps, of
9 the consequences, both positive and negatives of
10 certain situations, and that would be one (1) of the
11 reasons why you would have been chosen?

12 MS. SANDRA COOPER: Yes.

13 MR. PAUL BONWICK: Thank you. Going
14 to 2010, and it's been discussed on many occasions
15 over the course of the last several days as it relates
16 to conflict of interest --

17 MS. SANDRA COOPER: Yes.

18 MR. PAUL BONWICK: -- and I think
19 generally speaking, it would be conflict relis -- of
20 interest specific to any dealings I might have with
21 the municipality directly or indirectly?

22 MS. SANDRA COOPER: Yes.

23 MR. PAUL BONWICK: You cited numerous
24 examples where either directly, you've reviewed the
25 Municipal Act yourself?

1 MS. SANDRA COOPER: Yes.

2 MR. PAUL BONWICK: You've engaged your
3 clerk?

4 MS. SANDRA COOPER: Yes.

5 MR. PAUL BONWICK: You've attended
6 seminars put on by the Ontario Municipalities
7 Association, if I'm --

8 MS. SANDRA COOPER: Yeah.

9 MR. PAUL BONWICK: -- describing that
10 properly?

11 MS. SANDRA COOPER: Yes.

12 MR. PAUL BONWICK: So you've also
13 heard lawyers speak in detail as it relates to the
14 Municipal Act, and clearly identifying, in their
15 opinion, that you were not in conflict as a result of
16 having a brother working directly or indirectly for
17 the municipality, and is certainly not directly --
18 indirectly, obviously, with relations specific to the
19 municipality.

20 So if you understand and you
21 understood, then, clearly, that in your mind, you did
22 not have a conflict of interest, I'm trying to
23 understand why the questioning would be directed to
24 you, and perhaps you can help me with this.

25 Why would you feel you would have the

1 right to ask about my service agreements or my
2 contractual agreements with outside entities,
3 companies that are dealing with the municipality, when
4 in fact, I'm not in conflict -- or sorry, you're not
5 in conflict?

6 So I'm in no more conflict than
7 somebody's cousin, brother-in-law, next-door
8 neighbour, as long as there's not a direct or indirect
9 pecuniary interest, or I'm not your son or daughter,
10 your husband, or your parents. I'm curious why it
11 would -- somebody would think you would have the right
12 to know what my contracts are, what the terms of my
13 contracts are, or how you would have that and -- and I
14 -- I kind of got ahead of me, because I didn't want to
15 speak about non-disclosure agreements as well.

16 And this came up in my initial
17 interview with the judicial Council, who made it clear
18 that when standard operating procedure within most
19 business relationships, when you enter into one, is
20 you sign a non-disclosure agreement.

21 Are you familiar with non-disclosure
22 agreements?

23 MS. SANDRA COOPER: I've seen them in
24 the Foundation Documents, and I was aware of non-
25 disclosure.

1 MR. PAUL BONWICK: Thank you.

2 THE HONOURABLE FRANK MARROCCO: I -- I
3 just want to stop for a second, because you're --
4 you're being asked some -- like, two (2) or three (3)
5 questions, but all at once.

6 And I can understand why that happens,
7 but I think the earlier question was: If there's no
8 conflict, would you perceive that you have the right
9 to ask about contracts that Mr. Bonwick, through his
10 Company, has entered into?

11 MS. SANDRA COOPER: Thank you, Your
12 Honour, for the -- that opportunity. If there is no
13 pecuniary interest -- and I've stated this previously,
14 that I have not asked any of my siblings what -- the
15 detail of any type of work that they're doing.

16 THE HONOURABLE FRANK MARROCCO: I -- I
17 think -- I think the question's a little diff -- a
18 little different than that. I think -- I think what
19 Mr. Bonwick's trying to get at is if there's no
20 conflict --

21 MS. SANDRA COOPER: Right.

22 THE HONOURABLE FRANK MARROCCO: -- why
23 would you have the right to ask him about his business
24 dealings, even though he was having dealings with the
25 Town? That -- that's, I guess, the question, or what

1 -- how -- how do -- what do you think of that?

2 MS. SANDRA COOPER: Okay. Thank you.

3 Yes, if there is no direct or indirect pecuniary
4 interest, then I would think that -- I believe that I
5 would not ask you for your information.

6 MR. PAUL BONWICK: Thank you. And
7 thank you for clarifying that, Your Honour. I'm
8 skipping through as quick as I can, here, rather than
9 taking time, so I may be jumping over questions.

10

11 CONTINUED BY MR. PAUL BONWICK:

12 MR. PAUL BONWICK: So I -- I want back
13 to the point of non-disclosure agreements. They're
14 very standard, not only within my industry or -- or
15 generally speaking, within business relationships,
16 whether you're buying properties, whatever the case
17 might be. And so you've stated for the record that
18 you understand what a non-disclosure agreement is, and
19 --

20 MS. SANDRA COOPER: Yes.

21 MR. PAUL BONWICK: -- would you agree
22 that a non-disclosure agreement when two (2) or more
23 parties enter into it restrict the ability of those
24 signatories to share information in terms of what
25 they're doing, what information they're gathering, how

1 they're discussing that with the client, or with a --
2 an associate, or any -- anybody that's a signatory to
3 that.

4 Would you agree that there are confines
5 put on that relationship as a result of signing those
6 non-disclosure agreements that would limit the ability
7 of people to share information?

8 MS. SANDRA COOPER: Yes, I would agree
9 with that.

10 MR. PAUL BONWICK: Thank you. Going
11 back to my sort of comments regarding the reverse
12 engineering, and obviously, the trust that the people
13 of Collingwood have demonstrated in you over, and
14 over, and over again, I would say proudly so, I -- I'm
15 trying to keep this on a 2010/2014 lens, or earlier
16 than 2010 lens, and specific to the Transaction
17 leading up -- or leading up -- events leading up to
18 the Transaction of the 50 percent share of Collus to
19 PowerStream.

20 After the deal was concluded, did you
21 feel the majority of Council, the board of directors,
22 the lawyers, the consultants, all the key players that
23 were involved on behalf of Collus, on behalf of the
24 municipality, did you feel that you had rec --
25 achieved a great result for the Town of Collingwood?

1 MS. SANDRA COOPER: Yes.

2 MR. PAUL BONWICK: Thank you. There's
3 been some discussion in regards to the Board makeup
4 for Collus. And we've heard reference to Mr.
5 McFadden, likely one (1) of the most well-respected
6 energy lawyers internationally; he's now chair of
7 Toronto Hydro.

8 MS. SANDRA COOPER: Yes.

9 MR. PAUL BONWICK: The chairman, Mr.
10 Muncaster -- not -- yeah, Mr. Muncaster, one (1) of
11 the most highly respected corporate executives in
12 Canada fortunately decided to retire here. Former
13 mayor Doug Garbutt, who was actively involved with
14 Collus, served on Council for many years as senior
15 executive with multinational corporation.

16 Could you imagine having any stronger
17 board? Was there something missing there that you'd
18 seen in terms of the kind of weight, and intellect,
19 and experience that was sitting on that board
20 throughout this period of time?

21 MS. SANDRA COOPER: No, absolutely
22 not.

23 MR. PAUL BONWICK: Would you agree
24 that the people that were sitting on that board first
25 and foremost always had the best interests of the

1 community, Town of Collingwood's -- as part of that --
2 the Collus operations as a measuring stick for any
3 actions they might take?

4 MS. SANDRA COOPER: Yes.

5 MR. PAUL BONWICK: Would you agree
6 that the staff that were involved had a similar
7 inclination in terms of having lived here most of
8 their lives, or in some cases, perhaps not. I'm
9 thinking about some of the financial people that would
10 have been involved.

11 Would you agree that they would have
12 always had the best interests of the municipality, the
13 Collus, and at the end of the day, the residents as a
14 measuring stick for any actions that they were taking?

15 MS. SANDRA COOPER: Yes.

16 MR. PAUL BONWICK: The -- we've had
17 some discussion about the lead up to the -- the share
18 sale, and what was happening at the provincial level
19 consolidation. We've seen slides about reductions
20 from three hundred (300) to eighty (80), or seventy-
21 eight (78). We've seen proposals from various parties
22 that were running for office at that time provincially
23 talking about as low as fifteen (15), eight (8) I
24 believe the NDP ideally wanted one (1), being Hydro
25 One running the entire operation.

1 But there can be no confusion on your
2 mind that the trend was to consolidation then, now and
3 likely sometime leading into the future.

4 MS. SANDRA COOPER: Yes.

5 MR. PAUL BONWICK: Did you have a
6 reasonable degree of confidence that under the model
7 that the Collus board had adopted and recommended and,
8 in turn, recommended to Council and that they passed,
9 did you believe, in your mind, that the end result had
10 the ability to create a truly original powerhouse --
11 and perhaps that's the wrong language -- original
12 entity that would expand far beyond what Collus
13 currently had as a customer base, I do believe fifteen
14 thousand (15,000), understanding consolidation was
15 going to take place, that there was perhaps an
16 opportunity to create even more partnerships had
17 things unfolded in a different manner to create
18 something that was of significant economic benefit to
19 the community beyond simply managing the rates and the
20 technologies of the time?

21 MS. SANDRA COOPER: Yes, I would
22 agree. I would call it a hub.

23 MR. PAUL BONWICK: I think that's --
24 that's fair. I'm going to jump over to address a
25 couple of comments from Mr. McDowell and I ask you to

1 give some clarification on it.

2 And he was spoken -- speaking
3 specifically about when the transaction was -- part of
4 the rationale behind the initiating this process was
5 the financial dilemma that people in Collingwood and
6 their elected officials felt that Collingwood was
7 experiencing during that time.

8 MS. SANDRA COOPER: Yes.

9 MR. PAUL BONWICK: And so during the
10 election there was a significant amount of discussion
11 about rates, about industry, about the amount of debt
12 the municipality had --

13 MS. SANDRA COOPER: Yes.

14 MR. PAUL BONWICK: -- is that fair?

15 MS. SANDRA COOPER: Yes.

16 MR. PAUL BONWICK: In terms of
17 municipal debts and we've heard some numbers bantered
18 around about what it was. And I guess I'd like to
19 sort of -- for the benefit of the judge and -- and
20 community at large give a clear understanding of what
21 the debt means and sort of why the concerns are where
22 they are.

23 You're aware of the fact that when a
24 municipality, generally speaking, takes on a debt it
25 issues a bond. It's a term bond. It can be ten (10)

1 years, fifteen (15) years, twenty (20) years, whatever
2 the particular piece of equipment or infrastructure it
3 might be buying. There is a fixed or floating-rate
4 attached to that and --

5 MS. SANDRA COOPER: Yes.

6 MR. PAUL BONWICK: The Municipality
7 really enters into an agreement with a financial
8 institution of some kind to say, we will borrow this
9 money for this period of time and we'll pay it down
10 over that period of time.

11 MS. SANDRA COOPER: Yes.

12 MR. PAUL BONWICK: Where the concern
13 comes in or would you agree, I should say, that the
14 concern comes in not in terms of paying down the debt
15 because that's going to happen. You've entered into a
16 term reduction payment. It's not like some of us that
17 have credit lines and throw a million on when -- or a
18 hundred thousand (100,000) on or a hundred dollars on
19 (\$100) when it's available. It's -- it's a term
20 structure debt so over that period of time you're
21 going to pay that debt down --

22 MS. SANDRA COOPER: Yes.

23 MR. PAUL BONWICK: -- correct. Where
24 the issue, in your mind, would come into play or does
25 the issue come in to your mind, it's about what

1 municipalities do as they're paying down debt? Does
2 it concern you that they're actually picking up more
3 debt than they're paying down based on other demands
4 within the community?

5 MS. SANDRA COOPER: Yes.

6 MR. PAUL BONWICK: And so we see
7 situations, unfortunately, and if you follow the
8 federal government more recently, we've seen those
9 situations arise where debt just seems to be growing
10 out of control.

11 MS. SANDRA COOPER: Yes.

12 MR. PAUL BONWICK: Would it be safe to
13 say that during that election and post that election
14 you wanted to ensure that didn't happen.

15 MS. SANDRA COOPER: Absolutely.

16 MR. PAUL BONWICK: There's been a lot
17 of talk about leading up to the election, what
18 happened during the election and -- and you've stated
19 quite clearly that you wanted to get the financial
20 house in order -- I'm using my own words --

21 MS. SANDRA COOPER: Yes.

22 MR. PAUL BONWICK: -- fair?

23 MS. SANDRA COOPER: Yes.

24 MR. PAUL BONWICK: You've raised
25 concerns, if I understood it properly, about the

1 amount of money that was being spent on lawyers and
2 consultants.

3 MS. SANDRA COOPER: Yes.

4 MR. PAUL BONWICK: I think I seen one
5 (1) slide where in one (1) given year, please help me,
6 it was about seven hundred and fifty thousand
7 (750,000) for one (1) year.

8 MS. SANDRA COOPER: Yes.

9 MR. PAUL BONWICK: This seemed to be a
10 standard operating procedure during your time as
11 deputy mayor, is that a fair statement?

12 MS. SANDRA COOPER: Yes, that's fair.

13 MR. PAUL BONWICK: So were you
14 surprised after running a fairly contentious election
15 against the incumbent bring forward your portfolio --
16 or sorry, your platform in terms of reducing debt,
17 managing costs, cutting out lawyers and consultants.

18 Were you surprised when one (1) of the
19 very first actions the former CAO, Ms. Wingrove,
20 brought to your attention was the desire to hire a
21 consultant to help with a strategic planning exercise?

22 MS. SANDRA COOPER: I was disappointed
23 in that; that bringing, you know, we're starting off
24 here, and here we are bringing in a consultant.

25 In my experience as -- I'll -- I'll go

1 to comparison to a county councillor which the mayor
2 and deputy mayor, county councillor for the County of
3 Simcoe and that a lot of times the -- most times are -
4 - strategic initiatives are done inhouse, facilitated
5 within house.

6 MR. PAUL BONWICK: Thank you. And --
7 and while I don't recall all of our conversations and
8 I'll get to that in just a second, or minute, I do
9 recall at that time you wrestling with the amount of
10 costs that had been going out the door again in -- in
11 legal fees and consulting fees and without having to
12 go through the exercise or bringing up the email, you
13 sent an email to -- to me. You had sent it to Ms.
14 Wingrove and I thought it was, quite frankly, entirely
15 positive.

16 It basically said that -- using my own
17 words -- that you had directed her that, no, at this
18 time we would not engage an outside consultant for the
19 strategic planning session; that you would revisit the
20 matter with your Council and provide direction and
21 wished her a -- a great weekend.

22 MS. SANDRA COOPER: Yes.

23 MR. PAUL BONWICK: Do you have any
24 idea why after Ms. Wingrove stated clearly that she
25 followed the election, she understood the issues in

1 the election as it relates to finance, why in her
2 testimony she would raise issue about being concerned
3 that you simply disregarded her comments or her
4 recommendation on bringing in an outside consultant?

5 Can you lend any value or, sorry, any
6 additional information to why she would be upset that
7 you weren't prepared to authorize or to bring it
8 forward to Council to hire outside consultants again?

9 MS. SANDRA COOPER: No. I'm -- I had
10 presumed that she didn't read that message. She
11 hadn't engaged. I've had other -- I've had other
12 experiences where the CAOs have asked for our campaign
13 literature to -- to read and --

14 MR. PAUL BONWICK: Just --

15 MS. SANDRA COOPER: -- see our --

16 MR. PAUL BONWICK: And thank you. And
17 just for the record, she did indicate that she did
18 follow the election and she understood that finance
19 was a major portion of it. So, I bring that to your --

20 MS. SANDRA COOPER: Yes, she did state
21 that.

22 MR. PAUL BONWICK: -- attention.
23 During your experiences, the first four (4) years as
24 mayor, can you reflect on the relationship you
25 would've had with the director of parks, the director

1 of planning, the fire chief, I believe it would be the
2 deputy -- I forget his name -- detachment commander,
3 or superintendent, I forget what --

4 MS. SANDRA COOPER: Yes,
5 superintendent.

6 MR. PAUL BONWICK: What did you feel
7 your relationship was with all of those department
8 heads that had been there for some time?

9 MS. SANDRA COOPER: A good
10 relationship, a positive relationship.

11 MR. PAUL BONWICK: And I see -- would
12 it be fair to say that, Ms. Almas said earlier or late
13 last week made mention clearly that she felt she had a
14 positive and professional working relationship with
15 you. Is there any reason to think that --

16 MS. SANDRA COOPER: Yes.

17 MR. PAUL BONWICK: -- that any of the
18 others would say anything differently?

19 MS. SANDRA COOPER: No.

20 MR. PAUL BONWICK: So it would be safe
21 for those of us to assume that you had a very strong
22 professional collegial working relationship with all
23 senior department heads?

24 MS. SANDRA COOPER: Yes.

25 MR. PAUL BONWICK: Ms. Wingrove

1 painted a different picture. She felt that -- without
2 putting words in her mouth -- and her testimony would
3 show this, that she felt that right from the start she
4 did not have a -- she had somewhat of a dysfunctional
5 relationship with Council, more specifically, with you
6 and that while she took certain measures to try to
7 overcome those things, she never felt she had the full
8 confidence or confidence.

9 Did you hear that testimony? I heard
10 the testimony, yes.

11 MR. PAUL BONWICK: Were you somewhat
12 surprised to hear that she felt she had taken lots of
13 actions or taken actions to overcome the belief that
14 the majority of Council did not have confidence in her
15 ability to do the job?

16 MS. SANDRA COOPER: Yes.

17 MR. PAUL BONWICK: Knowing you the way
18 I do, this is going to be maybe a little bit more
19 difficult for -- for you to answer because I do know
20 you to be a very caring and compassionate person but
21 it needs to be brought out in terms of what the
22 environment was that the Council was working with.

23 Was there emotional challenges on a
24 irregular or regular basis in terms of some of your
25 dealings with Ms. Win (sic) outside of the arena of --

1 of the share purchase or the Collus relationship?

2 MS. SANDRA COOPER: Yes.

3 MR. PAUL BONWICK: Would you care to
4 expand on that in terms of some of the comments that
5 some of your fellow councillors might have shared with
6 you or personal experiences in terms of where that
7 emotional fragility and I don't want to put words in
8 your mouth, I'll let you speak to the experiences that
9 you had.

10 MS. SANDRA COOPER: And it's certainly
11 not easy that I -- I thought we were off to a good
12 start and we attended various employers within the
13 Town of Collingwood together, worked together and then
14 I'm not sure at what time but then there was frailty,
15 emotional, with the -- the CAO, Ms. Wingrove.

16 MR. PAUL BONWICK: And I appreciate
17 your restraint in terms of describing it. Just to the
18 point at hand, there was -- there was many awkward
19 moments; is that reasonable in terms of things that
20 were far beyond this Collus share or Mr. Houghton --

21 MS. SANDRA COOPER: Yes.

22 MR. PAUL BONWICK: -- or rather in
23 just general dealings with staff and issues that might
24 come up?

25 MS. SANDRA COOPER: Yes.

1 MR. PAUL BONWICK: I want go to the
2 AGP matter, if I may. And Mr. McDowell was
3 questioning you about preferential treatment that Ed
4 was supposedly giving as a result of me being involved
5 with that.

6 But I think you quite smartly stated in
7 earlier testimony, you have a great deal of difficulty
8 in analyzing a text or an email without understanding
9 the situation leading up to it or the events that
10 followed. And so to take a snapshot in time, it's
11 really difficult to understand the pictures.

12 Is that what I understood you to be
13 saying?

14 MS. SANDRA COOPER: You need to have
15 the broader picture, yes.

16 MR. PAUL BONWICK: Right. And so then
17 would it make sense to you that if I was working for
18 Power -- for Amaizeingly Green Products, had been
19 pursuing grant opportunities, as well as helping them
20 with restructuring, financing, dealing with their
21 creditors right across the board, that would it make
22 sense for me to be having a conversation with Mr.
23 Houghton about what their situation is as it relates
24 to the amount of debt that they had with the
25 Municipality?

1 MS. SANDRA COOPER: It's knowledge
2 that you would have and have a conversation with him,
3 yes.

4 MR. PAUL BONWICK: So in terms of my
5 responsibilities to Amaizeingly Green Products, most
6 people would know them as the ethanol plant in town,
7 but they had a nicer term for it at that point in
8 time. I was responsible in terms of following up on
9 their grant application which had been approved by the
10 province and I believe you were aware of that?

11 MS. SANDRA COOPER: Yes.

12 MR. PAUL BONWICK: And unfortunately,
13 while the province at that time had approved the
14 program for many ethanol plants across the province,
15 you'll also remember, I assume, that the grants were
16 very slow in actually being delivered.

17 MS. SANDRA COOPER: They tend to be.

18 MR. PAUL BONWICK: For those reasons
19 you'll recall that's why I was asking not only you but
20 other members within the Municipality to stand up and
21 try to bring forward a compelling argument for the
22 province to accelerate the delivery of those funds.

23 MS. SANDRA COOPER: Yes.

24 MR. PAUL BONWICK: Would it seem
25 reasonable, recognizing those funds were measured

1 annually in hundreds of thousands of dollars that they
2 would represent a significant part of the operating
3 budget for that company?

4 MS. SANDRA COOPER: I would say it
5 would.

6 MR. PAUL BONWICK: And so with me
7 having that intimate knowledge of where the grant is,
8 that it's approved, that it is being delivered,
9 working with AGP in terms of helping them restructure
10 their financing and dealing with their creditors,
11 would it make sense then that if I'm having a
12 conversation with Mr. Houghton, prior to him sending
13 the email about being lenient, that I'm giving him my
14 word. Paul Bonwick is saying to him that here's my
15 experiences; here's what I'm being told what the
16 province said and I'm telling you that the money is
17 coming.

18 MS. SANDRA COOPER: Yes.

19 MR. PAUL BONWICK: And -- would that
20 seem reasonable to you?

21 MS. SANDRA COOPER: Yes.

22 MR. PAUL BONWICK: I don't understand
23 why he used the word "lenient" because quite frankly,
24 in keeping with what Mr. Fryer just said, not all
25 these debts were recoverable.

1 MS. SANDRA COOPER: That's correct.

2 MR. PAUL BONWICK: You -- in fact, I
3 would argue that the majority of them were
4 nonrecoverable debts. And so if the Town had of
5 acted, you understand that they had of acted on the
6 debt the plant likely would have closed.

7 MS. SANDRA COOPER: Yes.

8 MR. PAUL BONWICK: In that particular
9 instance, you understand that the majority of that
10 debt would not have been recoverable?

11 MS. SANDRA COOPER: Yes.

12 MR. PAUL BONWICK: To conclude the
13 matter, I would ask you, would you consider it a
14 success story, unfortunately two (2) or three (3)
15 years later the plant did close as a result of grants
16 drying up and whether they were -- it made sense at
17 the time or not, but they dried up.

18 But through that 2012 lens or 2013, I
19 don't recall exactly when, would you say that it
20 turned out to be a success story because the taxes
21 were paid, the utility costs were paid, the
22 electricity costs were paid, and they were brought up
23 to date through restructuring and through that grant.

24 MS. SANDRA COOPER: Yes, they were

25 MR. PAUL BONWICK: So, to Mr.

1 Chenoweth's comments, to me that's how it's supposed
2 to work. It was a good news story to Mr. Fryer's
3 comment, we're not in the business of trying to put
4 people out of business, but rather work with them to
5 recapture our costs and allow them to continue to
6 operate.

7 Do you think that was a base philosophy
8 behind working with AGP at the time?

9 MS. SANDRA COOPER: Yes.

10 MR. PAUL BONWICK: Thank you.

11 I wanted to go to an e-mail, and I
12 apologize because I have a lot of notes here, but the
13 -- there was -- Mr. McDowell brought forward a
14 position or information to you about me sharing a
15 draft proposal. I want to emphasize the word "draft"
16 this time, proposal, for me becoming engaged with
17 PowerStream.

18 At this point in time, Collingwood and
19 PowerStream did not have a business relationship,
20 Collingwood was going through a process where they
21 were assessing, if I understood it properly, whether
22 they were going to in fact sell part, all, or none of
23 their utility, but in fact at that time PowerStream
24 was now actively involved in any business relationship
25 with the Municipality. Is that fair?

1 MS. SANDRA COOPER: Yes.

2 MR. PAUL BONWICK: So in your mind,
3 would it make sense, based on the fact that I know Mr.
4 Houghton, I respect Mr. Houghton, you have stated that
5 he had the trust of seven mayors, several Councils,
6 would you -- would you state that he was one (1) of
7 the more highly regarded people in the LDC sector in
8 that Province of Ontario?

9 MS. SANDRA COOPER: Yes.

10 MR. PAUL BONWICK: And so if I had
11 that resource available to me, do you not think it
12 would be reasonable for me to say do you mind having a
13 look at this, you see these all the time, does -- is
14 this something that would make sense for a third party
15 LDC?

16 MS. SANDRA COOPER: I'm not so sure on
17 that one.

18 MR. PAUL BONWICK: Okay, fair -- fair
19 question, I just -- without having any business ties
20 at that point in time, absolutely it's in the eye of
21 the beholder and if you think that was a different
22 source for checking out my proposal made sense, then I
23 -- it speaks again to your credibility and the level
24 of integrity you bring to the table.

25 MS. SANDRA COOPER: Thank you.

1 MR. PAUL BONWICK: It would be
2 important to note though, that in his comments and --
3 Mr. McDowell left this out when he provided a response
4 he only added one (1) comma. There was no changes
5 made to the actual document.

6 One of the things that I think you and
7 I found equally confusing was, at the time, and I'm
8 just going to go to this. Mr. McDowell made some
9 statements to you that led down a darker path than was
10 actually was the case.

11 It was regarding the scheduling an
12 appointment to sign the legal documents.

13 MS. SANDRA COOPER: Oh, yes.

14 MR. PAUL BONWICK: And I can't bring
15 up the actual words Mr. McDowell used because it won't
16 be available until tomorrow.

17 But effectively, he was suggesting to
18 you that do you not see an inherent problem with Mr.
19 Bonwick working for PowerStream and taking a direct
20 role in the signing of the document, the legal
21 documents that were required. That's what he put to
22 you.

23 I would put to you different scenario,
24 one (1) that actually transpired. Again, I'm unsure
25 why Mr. Houghton reached out to me to ask if I could

1 help push long the meeting, other than the fact I knew
2 that in -- the number of signatures that were
3 required, one (1) person was going on holidays for two
4 (2) weeks, and if it transpire that week, the
5 opportunity was lost for two (2) weeks and change.

6 Again, I -- I can't speak to why at
7 that time Mr. Houghton, whether he felt that he had
8 issue fatigue with you or -- again I -- I just can't
9 understand at that time why. But it seemed rather an
10 innocuous request in terms of do you mind reaching out
11 and suggesting that -- because you are working for the
12 other company, the partnerships agreement is important
13 to you, you don't want to delay it for two (2) weeks.

14 I wasn't involved in any of the
15 document signing. I wasn't involved in giving
16 instructions about changing any wording. It was
17 simply centred around the scheduling of the
18 appointment. Is that correct?

19 MS. SANDRA COOPER: Yes.

20 MR. PAUL BONWICK: And so to suggest
21 otherwise is just simply not the case.

22 MS. SANDRA COOPER: Correct.

23 MR. PAUL BONWICK: One of the other
24 points that I wanted to touch on is there has been
25 reference to some of the e-mails that I've sent to

1 you, some of the speaking notes that I've prepared for
2 you, some of which you've used, some of which you
3 haven't.

4 I think it's fair to say, based on your
5 response, many of them were unsolicited?

6 MS. SANDRA COOPER: Yes.

7 MR. PAUL BONWICK: I would agree with
8 that. And so, like any person that is a strong
9 advocate or supporter, I likely am a little more
10 tenacious than I should be. But I recognize the fact
11 that I'm sending you information sometimes and, quite
12 frankly afterwards you in speaking say that's not
13 relevant and -- do you remember those occasions where
14 you would comment about you don't need to send me this
15 or send me that?

16 MS. SANDRA COOPER: Yes.

17 MR. PAUL BONWICK: So I -- I just want
18 to make it clear that it wasn't you in fact reaching
19 out to me on a regular basis asking for assistance,
20 but rather me reaching out to you and suggesting that
21 I think it would be done this way best, or I think it
22 would be done that way best.

23 MS. SANDRA COOPER: I would agree.

24 MR. PAUL BONWICK: There's been
25 significant -- there was significant discussion about

1 the meeting that you were going to have, the lunch
2 with Mr. Emo.

3 MS. SANDRA COOPER: Oh, I wasn't
4 having lunch --

5 MR. PAUL BONWICK: Brian's last name,
6 I can't think of his last name.

7 MS. SANDRA COOPER: Brian Hickey, yes.
8 Yes.

9 MR. PAUL BONWICK: Yes, Mr. Hickey and
10 Mr. Duncan. Mr. Duncan. And in Mr. Emo's -- Mr.
11 Emo's e-mail he indicated that he had problems
12 potentially or was identifying potential problems with
13 a matter that was confidential at that point in time.

14 MS. SANDRA COOPER: Yes.

15 MR. PAUL BONWICK: And you -- you
16 related to the judge and the counsel that you were
17 unsure what Rick was going to talk about, but
18 apparently Rick had a meeting scheduled with him which
19 you had been made aware of.

20 When you were making that comment, I
21 was trying to think about how many people were aware
22 at that time that consideration was given -- being
23 given to part sale, whole sale, no sale, but that
24 there was -- there was definitely an eye to call us on
25 doing something.

1 And when I was writing down my numbers
2 I was at 24. And I looked at Council, I looked at the
3 Board, I looked at the staff, I looked at the staffing
4 Council for the Municipality and just to revisit Mr.
5 Emo, one (1) of the most highly respected mayors in
6 the Town of Collingwood, served on Council, ran a very
7 successful business, long-term relationships with
8 staff, advisor to members of Council for many years,
9 does it seem reasonable that Mr. Emo might have heard
10 through the rumour mill that this was -- this was
11 something that was potentially on the table?

12 MS. SANDRA COOPER: It could have
13 been.

14 MR. PAUL BONWICK: Would -- in your
15 experience, 20 years on Council, how good has Council
16 and staff been historically at keeping secrets as it
17 relates to in camera matters?

18 And I'm not reflecting on just Collus,
19 I'm talking about any number of different matters.

20 MS. SANDRA COOPER: Generally
21 speaking, it was felt that it was out in the newspaper
22 before Council had even made a decision at times.

23 MR. PAUL BONWICK: So it wasn't an
24 uncommon experience for matters that were being dealt
25 with in camera from any different number of sources,

1 and I think about when you would have an in camera
2 meeting, I would assume, the OPP commander would be
3 there, the Fire Chief would be there, the director of
4 the library would be there, the director of planning
5 would be -- those people quite often sit in, the
6 senior level people, on in camera meetings, correct?

7 MS. SANDRA COOPER: Depending on what
8 the topic is, yes.

9 MR. PAUL BONWICK: And then of course
10 you have all your Council sitting there as well.

11 MS. SANDRA COOPER: Yes.

12 MR. PAUL BONWICK: So would it be
13 reasonable to assume then that Mr. Emo, with his
14 infinite wealth of contacts and the high level of
15 respect people had for him and constantly reaching out
16 for opinions and advice that he may have heard that
17 from just about anybody.

18 MS. SANDRA COOPER: Yes.

19 MR. PAUL BONWICK: Was Mr. Emo ever
20 shy about sharing his opinions in terms of a
21 particular direction Council might take?

22 MS. SANDRA COOPER: No.

23 MR. PAUL BONWICK: Thank you.

24 There's a lot of other information in
25 here, but I -- I think I've tried to cover off as best

1 I can, Your Honour, the -- I would simply close out
2 with how I started.

3 Oh, there was one (1) other thing. Mr.
4 McDowell made reference to the fact that in his
5 opinion, and he asked if you would agree, that based
6 on Mr. Bon -- Mr. Bentz talking about the relationship
7 aspect of me being in this community and trying to
8 direct a line specific to you and suggest, in fact,
9 Ms. Cooper, I think his question was something along
10 the lines, Mr. Bonwick was hired because of his
11 relationship with you.

12 Do you recall that question in not so
13 many words?

14 MS. SANDRA COOPER: Yes.

15 MR. PAUL BONWICK: So we've touched on
16 my past a little bit. I sat on Council, I sat on the
17 BIA before I was in Council. Our family was born and
18 raised here, I've served as a Member of Parliament for
19 a number of years, run a business and employ --
20 employed people in the community. I've sat on service
21 clubs.

22 Would it be reasonable for Mr. Bentz to
23 assume that my relationship -- the benefits of my
24 relationship go beyond you and in fact deal with
25 presidents of service clubs, other members of Council,

1 respect I've earned or developed with members of
2 staff, my outreach in the community. Does it not make
3 more sense that Mr. Bentz and PowerStream would rely
4 on the fact that I've developed over 25 or 30 years of
5 very broad network and a lot of relationships in the
6 area and not just specific -- specific to you?

7 MS. SANDRA COOPER: Yes.

8 MR. PAUL BONWICK: Thank you.

9 Have you ever witnessed in your 20
10 years on Council of any situation where a proponent or
11 an agent for a proponent and the member of Council has
12 gone to the lengths that you did and we did in terms
13 of talking about what we were going to be engaged on,
14 disclosure, conflicts of interest, and have you ever
15 witnessed a situation where there's been that level of
16 transparency and that double checking in terms of
17 conflict on any other matter?

18 MS. SANDRA COOPER: Not to that
19 extent.

20 MR. PAUL BONWICK: Is it safe to
21 assume that based on your 20 years of Council that
22 there would be several instances where Councillors
23 would have brothers, family members, next door
24 neighbours, business associates, that are actually
25 doing business with the Municipality and have not gone

1 to the extent that we did?

2 MS. SANDRA COOPER: Yes, that's
3 possible.

4 MR. PAUL BONWICK: Thank you.

5 I'll close out with the fact that we're
6 talking about specific e-mails and I didn't take an
7 exact count, but I'm going to suggest that the -- the
8 number is somewhere in the neighbourhood of 15 to 20
9 over a four-year period, the period that's in
10 question.

11 MS. SANDRA COOPER: Yes.

12 MR. PAUL BONWICK: Let's reduce that
13 and say over the last -- or a two-year period, the
14 period in question.

15 So this isn't something that's
16 happening every day, every other day, once a week.
17 These communications are somewhat irregular. I don't
18 recall reading any of them -- the letters that were
19 going out, marketing them confidential. Would you
20 agree that these were all done in the interest of
21 transparency?

22 Letters to Mr. Bentz, meeting with Ms.
23 Almas, meeting with Ms. Wingrove, bringing in Mr.
24 Lehman, Mr. Bentz, these meetings were not back room
25 meetings. These meetings were held in Council

1 boardroom -- they were open. And were they -- in your
2 opinion, were they done in the interest of trying to
3 provide as transparent of environment as possible?

4 MS. SANDRA COOPER: Well, I believe it
5 was -- certainly for you to contact -- make contact
6 with the clerk, who doesn't give a legal opinion,
7 however -- however does provide the information for
8 you to deter - determine your outcome that you
9 require.

10 Certainly with the -- with Ms.
11 Wingrove, with the CAO at the time, and meeting with -
12 - with her and -- yes, I would maybe have reached out
13 to various staff people.

14 MR. PAUL BONWICK: Do you recall me
15 speaking to you about my meeting with -- there was
16 actually two(2) meetings that I had scheduled with Ms.
17 Wingrove.

18 Do you remember me speaking to you
19 about the meeting after the second meeting in terms of
20 how it unfolded?

21 MS. SANDRA COOPER: I don't recall,
22 I'm sorry.

23 MR. PAUL BONWICK: Perhaps I could try
24 to refresh your memory.

25 The first meeting that I had scheduled

1 was approximately two (2) days before the first, and I
2 sat in her reception area for half an hour, forty (40)
3 minutes.

4 She left the office. She was visibly
5 upset, nothing to do with me, I don't believe. And
6 just -- turned to me and said I'm going to have to
7 reschedule I've got something that came up.

8 I did mention that?

9 MS. SANDRA COOPER: Yes, I recall you
10 said you sat in the foyer for --

11 MR. PAUL BONWICK: And then the second
12 meeting, Mr. McDowell had -- and judicial Council had
13 spoke about, as did Ms. Wingrove, the lack of content,
14 that she really didn't think anything of the meeting,
15 that she clearly articulated that I was going to be
16 doing work with PowerStream, that it was going to be
17 government relations, communications, and possibly
18 mergers or acquisitions and she read into the record
19 that that was the case, but she said it was very
20 short.

21 And that's why I'm asking, do you
22 recall me saying that I had had that meeting with her,
23 but do you recall me commenting about -- once we got
24 through the niceties of the day and I started to
25 describe what happened, Ms. Wingrove took a call on

1 her cell, excused herself and went over to her desk
2 and spoke for some period of time, became very
3 emotional, told me that we would have to reconvene the
4 meeting and that I would have to leave.

5 And that ended the meeting and I left
6 it. But I do recall bringing it to your attention and
7 saying I have no idea what just transpired there, but
8 I tried to give her a briefing and -- do you recall
9 that?

10 MS. SANDRA COOPER: I do recall the
11 first --

12 THE HONOURABLE FRANK MARROCCO: I'm
13 not -- I'm not sure how helpful it is for Ms. Cooper
14 to recount what you told her happened in your meeting
15 with Ms. Wingrove.

16 She is no doubt going to recount what
17 you told her happened. It's -- it -- if -- if in
18 terms of what happened at the meeting, that's
19 something that you'll obviously bring to people's
20 attention at the appropriate time.

21 All -- all Ms. Cooper could say is that
22 that's what you told her happened.

23 MR. PAUL BONWICK: Sure.

24 THE HONOURABLE FRANK MARROCCO: You
25 see what I mean?

1 MR. PAUL BONWICK: Yes, I do, Your
2 Honour, and thank you for -- for that.

3

4 CONTINUED BY MR. PAUL BONWICK:

5 MR. PAUL BONWICK: What I was trying
6 to do, because the judicial Council and Mr. McDowell
7 had spoke about the meeting, and it made it appear to
8 -- I have to assume it made it appear to you as that I
9 was very succinct, brief and I left the meeting.

10 And I just wanted Ms. Cooper to verify
11 that I had explained to her how the meeting actually
12 transpired and that there would be a third party to
13 say this is what actually took place.

14 All right. I'll close out with the way
15 I started. It is so critical to look in the rearview
16 mirror and realize that it's a different place and
17 time. People have asked you to reflect on what you
18 would do differently or in hindsight.

19 I think it's safe to assume when we
20 look back seven or eight years ago, based on the
21 environment today, the rules that are in place today,
22 the reporting structures, there's always something we
23 would have done differently.

24 But I want to just finish out with
25 after the deal was done, you had total confidence that

1 the right deal had been made.

2 MS. SANDRA COOPER: Yes, that's
3 correct.

4 MR. PAUL BONWICK: Thank you, Your
5 Honour.

6 THE HONOURABLE FRANK MARROCCO: Mr.
7 Marron?

8 MR. MARRON: I have no questions.

9 THE HONOURABLE FRANK MARROCCO: Thank
10 you very much for your time over the last several days
11 and that pretty much concludes the matter, unless
12 there's some re-examination. Is there any re-
13 examination?

14 MS. KATE MCGRANN: No, there's not.

15 THE HONOURABLE FRANK MARROCCO: Thank
16 you for your assistance.

17 MS. SANDRA COOPER: Thank you, Your
18 Honour.

19 THE HONOURABLE FRANK MARROCCO: And we
20 are finished for today. Thank you all for -- I -- I
21 realize you all could have put up a fuss about sitting
22 here until six o'clock, but thank you for your help.

23 And I think -- I think it was important
24 to allow Ms. Cooper to go back to her affairs and to
25 get this part of it over with. So thank you for your

1 help.

2 MS. SANDRA COOPER: Your Honour, I
3 just have a quick question. When I'm excused now, is
4 that me done?

5 THE HONOURABLE FRANK MARROCCO: Well --

6 MS. SANDRA COOPER: I mean, am I still
7 -- am I still --

8 THE HONOURABLE FRANK MARROCCO: Well,
9 you're done. To say that we couldn't come back and
10 bother you some more would be perhaps for you to be
11 overly confident, but -- but you're for all practical
12 purposes, finished.

13 MS. SANDRA COOPER: Okay, and I guess
14 it was more to -- that I can go about and I don't feel
15 that everyone has to move away from me.

16 THE HONOURABLE FRANK MARROCCO: No,
17 that's correct. You -- you've completed your
18 testimony, the -- it's possible you could come back,
19 but it -- it's not -- it -- it -- you could view it as
20 unlikely.

21 MS. SANDRA COOPER: Thank you, Your
22 Honour.

23

24 (WITNESS STANDS DOWN)

25

1 --- Upon adjourning at 6:05 p.m.

2

3

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5 Certified Correct,

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8 _____

9 Wendy Woodworth, Ms.

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260:12	132:11,13	207:10	84:14	193:1,3,5
262:19	,24	208:7	190:2	,9 207:10
263:19	134:1,17,	212:23	272:13	242:7
266:10,12	25	215:4	363:2	288:15
273:19	154:17,24	256:8	240 79:17	306:4
285:9	172:20	266:5	24th 260:9	333:8
288:15	173:20	272:21	25 84:22	338:4
333:6,7,1	174:4,6	323:14	189:4,7	356:14
1,16,17,2	228:16,19	2012 8:1	291:25	3.9 210:23
1 334:13	231:9	95:7	366:4	3:17 217:3
338:4	232:9,15,	125:7	25th 1:22	3:28 217:4
339:22	18 233:7	218:18	265 292:8	30 19:10,12
356:14	234:10	221:16	269 85:23	165:3
360:4,5,1	252:15	222:20	27 248:23	211:17
3 369:1	316:21	239:20	304:25	280:19
2(a) 315:10	317:10	241:9	270 304:23	282:21
2,400	334:11	283:8	27th	286:16
120:17	335:14	356:18	60:15,18	291:18,25
2:00 148:25	340:16	2013 356:18	27th	292:17
20 183:11	2010/'14	2014 314:1	77:12	304:24
345:1	312:24	2014/'18	78:6	305:17,22
363:15	2010/2014	315:13	186:10	306:4,5
366:9,21	340:15	2019 1:22	187:25	307:14,16
367:8	2011 8:1	202 70:24	190:20	309:9
200 292:11	15:1 28:1	71:13	209:10	366:4
2000 244:5	36:5	20th 221:16	28th 206:25	30,000 6:8
2000s 230:6	37:7,22	252:19	29 201:5	127:12
251:23	44:11	21 154:1	293	300:4
311:12,17	50:1 53:8	189:22	306:22,23	30/30
2001 230:6	60:15	218 69:17	307:2	307:18
2003 228:19	63:1	220 81:11	299 3:9	30/30/10/10
230:9	77:12	223 319:10	29th 143:16	/10/10
2004 237:7	83:23	228 3:8	146:7,20	308:24
2008 237:15	84:5	22nd 328:11	148:2,19	30/30/40
2010 6:9	85:11	23 221:15	201:19	306:10
13:11	91:17,25	305:1	202:14	30/70
36:9,10,1	92:8	239 85:5	203:24	305:10
2,23	137:1	23rd	2nd 125:6	300 231:5
38:22	138:6	169:12,17	223:21	342:20
41:6 80:8	143:16	171:20	261:5,6,1	30s 291:22
126:8	180:18	214:6	8 263:3	30th 53:7
127:2,3	182:4	215:4	<hr/>	137:1
128:21	183:12	222:20	3	31 285:18
129:3	186:10	24 29:23	3 101:18	31st 137:1
130:5,20	191:7		105:8	138:20
131:2	194:9,20		173:4	141:3

174:25	45 44:10	213:24	245:17	289:14
260:24	484 117:4	217:21	74 4:4	290:18,21
323 93:18	486 117:24	223:21	75 4:5	293:2
332 3:10	4th 209:11	288:19	291:7	294:2
36 14:18	210:4	<hr/>	750,000	304:23,24
37 272:13	<hr/>	6	347:7	90s 11:25
374 3:14	5	6 70:2	76 4:6	97 1:18
37577 48:5	5 3:6	210:12	77 154:6	<hr/>
3rd 78:10	213:12	242:21	78 342:21	A
83:22	249:25	249:12	7th 71:18	a.m 5:1
85:11	250:1	333:5,24	80:3	59:4,5
91:17,25	265:13,18	6:05 374:1	<hr/>	ability
127:3	273:23	60 106:5,23	8	10:7 74:6
194:4,8	274:5	62 108:22	8 129:20	312:21
195:11	315:10	6299 194:6	191:7	324:22
197:21	326:14,18	65 294:9	245:20	339:23
208:7	328:18	662 119:18	265:8	340:6
265:9	333:24	663 120:12	279:23	343:10
<hr/>	5:05 326:24	6th 37:6,22	280:1	351:15
4	5:13 326:25	125:10	342:23	able 72:16
4 3:3 95:12	50	227:7	8:05 221:16	89:1
119:1	76:3,7,11	232:18	80 30:1,2	108:5
199:22	,16 88:19	<hr/>	178:24	166:25
201:15	89:4,11	7	231:10	172:20
211:15	103:3	7 319:19,23	243:17	289:21
213:13	130:21	333:19	294:8	304:18
250:8	149:20,25	7,500 120:3	342:20	313:5
267:18	153:11,12	70 103:4	81 291:7	328:12
272:25	222:4	165:3	84 29:16	absolute
274:5	280:20	211:18	86 270:4	97:4
279:22	281:4,8	231:10	89 291:8	absolutely
282:4	314:20	70/30	8th 183:11	60:4 79:1
288:15	340:18	166:17	192:13	80:23
328:18	50/50	167:8	193:25	93:16,21
333:4	149:15,17	168:8	<hr/>	97:7
349:23	152:4,12,	305:10	9	135:10
40 271:20	14,20	306:1,7,1	9 163:23	206:5,13
306:6	167:20	4 308:25	169:4,11	239:5
308:8	312:12,14	309:2,3,1	171:6	253:12
369:2	50:50	3 310:14	9 163:23	341:21
421 110:21	281:15	70:30 202:5	169:4,11	346:15
43 221:15	287:1	211:16	172:1,8	358:20
4397 188:15	527136	71 55:21	202:14	accelerate
44 291:7	28:23,24	72 295:13	212:6	354:22
44451 24:6	59 106:11	73 4:3	214:13	accept
	5th 125:7		215:8	21:14
			288:15	36:18
				42:13

74:4	179:10	351:13	333:21	25 15:5
76:22,24	acknowledge	actively	349:6	21:20
97:12	65:15	341:13	add-on	22:1 40:9
119:19	acquiesce	357:24	129:18	65:17
216:2	90:5	activities	185:2	67:20,25
accepted	acquired	75:2,7,12	address	98:5
119:23	195:5	155:25	207:20	105:24
acceptive	acquisition	163:5	300:19	114:13,19
308:5	20:25	actual	343:24	125:2,14
access	acquisition	51:21	addressed	151:14
73:3,7	s 37:16	285:25	86:4	216:20
74:6	136:19	359:5,15	118:4	279:7
80:21	141:17	actually	187:19	322:9
accomplished	142:6	24:22	225:24	323:6
12:19	226:7	106:10	adjoining	364:16
accordingly	236:1	141:3	236:24	advise
112:9	261:23	190:17	adjourning	170:23
account	263:10,23	210:16	374:1	advised
81:1	369:18	230:7	adjudged	13:23
accountant	acr 174:10	241:2	165:22	92:3
335:4	acronym	277:25	adjust 81:1	212:1
accounting	174:10	286:12,21	adjusting	213:11,16
318:21	acronyms	287:22	133:14	,20,23
accounts	251:1	294:21	adjustment	advising
291:21	across	295:7	111:6	7:25
accurate	353:21	303:12	adjustments	98:15
36:18	354:14	307:20,23	110:2,15	117:17
89:21	Act 8:17	309:3	319:16	327:15
136:23	254:17,21	316:20	admirable	advisor
177:24	335:25	346:2	166:13	363:8
200:14	336:14	354:16	adopt 16:15	advocate
227:3	acted	359:10,24	adopted	361:9
235:18	194:14	366:24	17:13	advocating
250:11	356:5	368:16	200:3	31:4,5,21
257:25	acting 75:1	371:11,13	204:2	32:3
263:1	146:25	ad 320:5	343:7	affairs
271:24	148:16	add 297:16	advance	372:24
285:6	179:19	300:15	98:10	Affect
achieve	action	added	258:17	55:11
130:7	202:17	129:21	300:3	afraid
298:5	204:17,23	359:4	advantage	301:19
achieved	205:14	addition	20:17	afternoon
340:25	actions	190:1	282:8	110:8
achieving	342:3,14	226:4	advice	afterwards
70:14	347:19	286:16	14:10,16,	361:12
130:7		additional		AG 30:24
		225:4		
		314:6,9		

against 334:14 347:15	224:1 225:23 227:7 314:2 315:18 337:20 339:18,22 345:7 360:12	64:12 ALE1529 99:17 ALE2075 101:10 ALE216 69:12 ALE412 88:2 ALE50195 38:1 ALE5133.003 91:6 Alectra 2:7 228:8 allayed 262:23 alleged 169:16 all- inclusive 30:12 allotted 249:24 250:1 allow 50:8 167:4 357:5 372:24 Almas 9:24 224:5,13, 22 239:22 350:12 367:23 already 123:6,17 138:12 142:21 154:11 169:21 171:4 214:6 217:20 221:4 222:21 257:16	284:23 alternative s 260:16 altruism 79:11 altruistic 31:23 am 5:9 59:21 64:8 103:8 191:19,24 217:11 221:16 227:21 228:8 239:16 248:24 300:11 361:9 373:6,7 Amaizeing 176:13,15 Amaizeingly 29:13 323:19 353:18 354:5 amalgamated 226:6 amalgamatio n 127:14 amicable 40:10 among 71:20 79:6,22 232:8 236:25 240:5 241:22 243:2 250:8 255:10 265:1 272:21 282:8 296:22	amongst 134:13 302:21 314:16 335:6 amount 30:11 130:16,19 159:25 198:5 258:23 305:23 308:7 329:3,20 344:10,11 347:1 348:9 353:24 amounts 130:17 analysis 86:16 169:20 178:13 204:22 297:12 analyzing 353:8 and/or 128:2 angles 299:10 Ann 13:14 announce 89:2 annual 63:2 136:10 230:2 238:9 annually 355:1 anonymized 288:12,20 answer 35:20 91:1
agenda 203:1,16 250:5 258:17 265:1	agreements 118:6 220:9,15 225:8,18, 24 227:7 319:16 320:3,16, 21 337:1,2,1 5,22 339:13 340:6 ahead 16:19 33:6 63:1 92:8 121:25 147:13 190:18,25 191:17 193:20 199:1 227:24 247:4,5 266:4 299:17 315:20 327:2 337:14 Aird 115:5 119:1 219:25 220:14 akin 196:14 alarms 148:17 ALE 44:10 55:21 93:18 ALE136			
agent 366:11				
aging 283:9				
ago 49:24 62:10 177:15 257:6 318:19 371:20				
AGP 30:17,25 32:17 33:13 34:7,17 177:10 178:14 179:14,19 ,24 353:2 355:9 357:8				
agreed 23:9 57:8 76:3 103:20 182:9,22 183:4 197:4 204:12 205:10 279:10 299:1				
agreeing 58:19,20 64:6				
agreement 100:11 216:9 219:4 220:1,2 222:3,4 223:13,14				

97:17	6:6 30:3	applies	153:21	68:13
98:17	31:6	60:3	165:8	208:17
117:11	145:11	appoint	167:9	290:7,10
139:4	300:2	315:5	178:12	argue 356:3
156:9	301:1	appointed	227:15	argument
192:20	357:12	190:20	300:20	354:21
311:7	apparently	208:9	316:6	arise 72:18
314:18	362:18	314:8	370:20	124:13
317:1	appear	appointment	appropriate	346:9
351:19	150:21,22	12:12	ness	arrangement
answered	159:24	359:12	158:8	46:5
135:8	179:19	360:18	approval	167:21
224:23	183:24	appreciate	57:21	286:23
answer's	371:7,8	24:20	100:11	arrangement
301:8	APPEARANCES	25:8 32:2	219:13	s 32:5
anticipate	2:1	48:13	240:6	arrears
217:7	appeared	66:17	314:2	324:6,23
anticipated	156:12,16	71:11	315:25	arrive
159:13	161:17	130:13	approved	227:13
185:3	176:18	188:17	186:5	articulated
210:17	289:14	193:8	215:25	369:15
211:2	appearing	278:11	325:17	aside 16:2
anxious	29:9	300:21	354:9,13	aspect
165:10	272:3	352:16	355:8	280:25
anybody	appears	appreciatin	approving	306:11
43:25	41:5	g 315:4	325:16	310:1,16
98:19	81:22	appreciatio	approximate	365:7
259:10	88:22	n 335:8	ly 369:1	aspects
290:2	105:12	approach	April 1:22	173:4
302:11	123:16	47:22	28:1	307:16
340:2	146:12	126:15	106:5	315:2
364:17	162:15	127:14	239:20	316:22
anyone	178:1,7	181:22	area 33:10	325:10
97:20	183:12	208:8,11	58:24	assessing
298:9	191:8,9	310:4	147:11	357:21
anything	192:4	approachabl	186:1	assessment
46:17	194:7	e 19:16	236:24	154:22
156:19	200:6	approached	269:12	asset 41:14
172:5	209:22	38:14	316:19	42:2,8
258:17	213:5	70:11	318:13	77:23
308:16	215:2,18	74:5	366:6	119:7
312:3,10,	218:22	114:3	369:2	137:20
17 315:6	appetite	259:10	areas	165:11
350:18	44:3	332:19	171:16	173:18
369:14	112:10	appropriate	arena	assets
apart 64:3	application	58:25	351:25	
apologize	314:20,24	83:18	aren't	
	354:9			

135:23	365:23	24 230:14	265:5,9	325:4
187:20	366:21	270:20	authority	331:19
256:11	371:8,19	336:5	43:2,7,12	337:24
257:24	assumed	352:12	185:1	344:23
258:7	111:5	attendees	authorizati	354:10
263:10	assuming	327:14	on 330:23	362:19,21
assigned	26:23	attending	authorize	away 310:16
108:3	39:15	136:14	349:7	373:15
assist	51:6	205:2	authorized	awful 58:10
70:13,25	160:25	230:4	44:6	62:21
165:9	assumption	232:3	authorizing	290:7
172:20	31:14,16,	238:8	223:12	awkward
184:3	18	252:22	automatical	352:18
188:11	attached	266:1	ly 35:21	
193:1	101:16	attention	available	<hr/> B <hr/>
202:25	214:11	180:16	314:13	backgrounde
207:3	345:4	196:22	315:24	r 57:20
208:18	attaches	211:19	326:7	bad 97:12
225:6	23:3	276:9	345:19	171:21
258:20	attachment	347:20	358:11	307:4
assistance	92:14	349:22	359:16	Bain 2:8
206:3,12	attachments	370:6,20	average	balance
279:6	101:25	attic 264:6	18:22	177:14,16
361:19	attend	attract	averages	178:1
372:16	230:12	15:22	304:24,25	179:15
assisted	264:15	attracting	award 157:6	223:4
228:22	attendance	16:7	awarded	balanced
322:12	144:5	audit	285:14	310:3
associate	145:8,14,	57:21,23,	aware 17:8	balancing
1:7 2:4	16,17,19	24 58:2	24:15	178:10
340:2	151:18,19	316:25	25:6,12	bantered
associates	172:2	317:5,9,2	56:18	344:17
366:24	174:12	3 319:14	84:5,8	bar 273:6
Association	213:2	auditor	100:24	Barrie
136:10	224:4	120:1	131:24	237:2,16
229:12	255:16	322:24	132:1	248:3,6
336:7	328:5	August 78:9	133:17,19	262:8,20
assume 13:5	330:7	83:22	159:16	263:19
14:14	attendances	85:11	208:8	284:23
31:22	268:6	194:4,8,1	209:25	285:9
51:8	attended	9 195:11	233:25	bars 273:4
59:22,24	78:15	197:21	234:21	base 343:13
60:8,10	136:8,14	201:5,19	237:9	357:7
61:21	139:11	202:14	240:10,16	based 67:11
106:1	169:11	203:24	261:19	105:10
350:21	223:22	239:6	324:3,25	
354:15	229:9,21,	249:12		
364:2,13				

106:25	237:11	121:7	219:1	103:25
296:14	251:14	129:19	343:18	105:5,10
300:7	252:23	144:7,9	344:19	118:1
326:1	317:10	145:18,20	benefits	119:16
346:3	becomes	171:14	365:23	140:21
358:3	195:3	172:3	Bentz	156:13
361:4	becoming	194:6	36:13,24	167:20
365:5	172:20	201:6	38:7,14,2	199:8,16
366:21	185:17	207:1	1,24 39:5	212:4
371:20	238:19	212:23	43:3	296:19
basically	252:21	214:8	44:11	302:11
39:13	357:16	217:20	47:3,15	307:8
348:16	begin 5:4	222:11,23	48:7	334:21
basis	45:12	230:9	55:22	341:25
125:14	beginning	242:12	64:12	342:12
151:3	7:8 8:6	250:10	65:15	361:21,22
196:4	35:12	251:16	66:9	364:25
311:2	45:8 56:3	264:11	80:11,12	beta 181:21
351:24	285:19	270:15	83:22	better
361:19	289:9	280:10	86:5	54:18
Bay 229:19	beginnings	288:24	101:25	332:10
bear 138:25	35:12	303:13	102:12,20	335:8
bearing	begins	315:9	126:10,15	beyond
55:23	41:10	320:23	,21	82:23
beat 334:13	behalf 35:7	331:9,13	127:1,6	214:14
became	37:8	339:4	141:4,15	343:12,19
66:20	115:5,11	342:24	142:3	352:20
130:4	146:25	343:9,13	144:5,14,	365:24
151:1	184:13	350:1	24	BIA 365:17
154:10,16	219:20	354:10	146:13,23	bid 108:25
,23	340:23	368:4	148:16	266:17
156:20	behind	369:5	233:8,10	296:19
161:3	344:4	believed	247:11,18	bidder
229:3	357:8	158:11	248:20,25	80:21
230:7	beholder	300:20	261:6	90:14
231:4,14,	358:21	believes	264:22	95:9
22 232:25	belief	41:21	365:6,22	112:5,14,
235:24	351:13	believing	366:3	21,25
236:13	believe	9:15	367:22,24	169:7
237:9	12:25	Belina 2:8	Berlis	212:10,13
240:10	41:7 52:8	bell 232:16	115:5	266:5,6
250:14	64:18	270:25	119:1	281:3
252:4	87:24	288:23	219:25	bidders
312:12	88:24	benefit	220:14	41:4
370:2	94:22	8:10,11	beside	66:3,4
become	99:12	20:20	273:11,17	78:16,24
181:20	117:25	53:5	289:17	79:6,10,2
226:7		185:11	best 10:6	3
		204:3	79:14	

86:10,24	291:16	,16,25	368:1	75:6
87:8	302:1	186:5	boards	84:2,5
93:15	305:19	191:7	175:17,18	86:3 87:4
95:2	319:5,24	192:13,15	Bob 242:12	88:7
107:14	320:15	,21	Bon 365:6	92:3,14
113:17	325:9	193:19,25	bond 344:25	94:10,18
162:5,9	328:11,25	196:19,20	bonus	95:18
163:10	332:18	208:9	120:2,6,2	98:5,15,2
168:14	351:18	211:6	2	0
172:8	365:16	215:17,25	bonuses	99:1,8,12
196:6	BLC 186:15	216:1,6,1	121:2,17	,22
200:13,19	BLG 186:15	6,18	Bonwick	100:20
210:1	blue 137:2	219:13	2:10 3:10	101:14
212:8	board	221:13	7:6 8:9	102:11
214:14	26:22,23	222:2	11:20	139:23
250:9	27:7	233:1	13:22	141:6,9,2
265:14	35:16,22	240:9	14:25	3 142:3
266:16	36:1	248:11,12	15:16	144:6,12,
271:20	43:6,9,18	,17	17:11,17	15,18
bidding	51:5,6	250:13	18:21	146:1,7,1
162:17	62:12	251:11,15	23:2,7,25	6,24
bids 110:3	119:19,21	,18	24:20	148:1,16
162:19	120:13	252:23	26:6,15	159:25
212:5	132:14,21	256:4	27:6 28:1	160:6
213:11,17	,22,23	260:2,4	31:4,24	161:18
,20	133:8	279:11	33:18	179:19
293:14	135:8,17	297:6	34:8	247:10,18
bigger	137:24	298:18,20	44:19	261:14
121:16	139:2	300:9	45:22	263:14
bill 30:9	143:24	310:2,5,7	46:23	264:8,20
32:5	144:22	,9,20	47:4,17,2	265:22
binder	150:7,15,	311:1,4,9	2 48:7	297:2
250:17,22	19	312:2,4,1	51:4	332:1,2,8
bit 19:23	151:10,25	7,18	55:21,22	,14,15,25
39:5	152:15	313:3,21	56:11	333:3,7,1
47:14	153:3,15	314:3,13,	57:9	0,14,17,2
54:5,7	159:7	14 315:6	58:10	0,23
57:19	163:13	316:23	59:19	334:9,17,
63:20	164:11,16	319:12,13	60:1	23
64:3 72:9	168:4	320:20	61:24	335:13,18
120:15	171:2	323:6	62:15,20	,23
129:1	175:22	324:2,9	65:2 66:9	336:2,5,9
140:5	180:17	329:1	67:4,20	,12
165:10	181:1	340:21	69:6,23	338:1,9
184:11	182:1,3,8	341:3,17,	70:11	339:6,11,
228:5	,10,19,22	19,24	71:19,24	12,21
248:6	183:10,19	343:7	73:2	340:10
255:24	168:4	353:21	74:5,16	341:2,9,2
267:1	171:2	363:3		3
	175:22	boardroom		342:5,16
	180:17	144:2		343:5,23
	181:1			
	182:1,3,8			
	,10,19,22			
	183:10,19			
	,23,24			
	184:13,23			
	185:11,15			

344:9,14, 16 345:6,12, 23 346:6,12, 16,22,24 347:4,9,1 3 348:6,23 349:14,16 ,22 350:6,11, 17,20,25 351:11,17 352:3,16, 22 353:1,16 354:4,12, 18,24 355:6,14, 19,22 356:2,8,1 2,25 357:10 358:2,10, 18 359:1,14, 19 360:20,23 361:7,17, 24 362:5,9,1 5 363:14,23 364:9,12, 19,23 365:10,15 366:8,20 367:4,12 368:14,23 369:11 370:23 371:1,4,5 372:4 Bonwick's 34:18 44:11 65:16 70:19 142:16	338:19 book 280:11 born 365:17 borrow 129:15 130:10 345:8 bother 373:10 bottom 9:1,11 11:12 32:16 51:3 101:18 110:6 198:16,17 200:20 273:4 275:4,7 279:20,21 294:12,17 295:4,14 326:2 328:13 bounce 228:5 break 34:7 54:4 148:24 326:15,21 breakfast 36:14,23 38:23 40:18 127:3 breakfastin g 41:11 Breedon 2:19 299:9 Brian 13:12 101:25 126:10 141:4 247:11 264:22	362:7 Brian's 362:5 brief 8:23 9:3,7 14:20 16:11,22 20:4 22:7,12,2 0,25 26:12 27:16,21 28:19 29:1,6,18 32:13 37:4 38:3 51:18 69:14,19, 25 71:6,15 72:6,11 74:1,13 75:16,21 77:1,6,15 ,18 79:19 81:13 84:12,16 85:7,14 86:1,13 87:14 88:4 91:8,20 92:11,21 93:24 95:15 99:19 101:12 104:23 106:7 109:23 110:23 116:24 117:6 140:5,24 147:11 164:19 167:24 168:18,24 172:17 175:11	176:10 180:4,22 201:11 206:21 208:21 209:1,19 210:9,20, 25 212:19,25 214:3,19, 23 215:13,21 240:24 244:20 252:11 271:16 272:15 280:3 288:1 319:21 320:12 327:9 328:1 329:13,17 330:3 332:12 371:9 briefing 370:8 briefings 71:20 briefly 29:12 186:9 214:17 256:8 323:16,17 bring 171:16 192:10,12 200:5 208:23 214:10 217:23 240:20 252:8,9 282:10,16 300:17 302:22 306:22	319:10 320:25 323:23 347:15 349:7,19 354:21 358:24 359:14 370:19 bringing 159:6,7 216:15 347:23,24 348:12 349:4 367:23 370:6 broached 194:20,25 broad 366:5 broader 8:14 353:15 brochure 131:12 brother 7:7 47:18 48:1 50:20 98:9 297:3 336:16 brother-in- law 337:7 brothers 366:23 brought 32:20 72:22 108:7 121:16 139:21 185:15 195:22 196:18,22 201:2 210:5 211:9,19
--	--	---	--	--

219:14	155:7	363:17,25	105:6	306:7
267:11	158:9,17	364:1,6	283:6	309:2
272:18	159:3,15	camp 97:10	292:22	cause 20:20
307:3	172:22	campaign	carefully	caused 56:7
310:23	173:11	6:9 131:4	293:15	83:12
322:10,25	230:19	349:12	caring	caution
347:20	252:1,5	campaigned	351:20	116:16
351:21	282:20	131:10	carried	122:24
356:22	324:9	campaigns	178:11	CDM 185:1
357:13	337:19	12:15	185:22	ceases 21:3
bud 15:17	338:23	Canada	192:14	324:22
budget	339:15	243:6	316:1	ceasing
15:1,17	357:3,4,1	244:4	323:22	325:12
16:3,4	9,24	252:20	carries	cell 247:22
45:8,12,1	358:19	341:12	39:10	248:16
8 61:25	363:7	candidate	86:20	264:21
129:19	365:19	305:11	90:4	370:1
355:3	366:24,25	canvass	carry 10:24	centred
build 7:3	buyer 54:25	238:24	carrying	360:17
building	buying	CAO 95:24	57:19	cents
129:20	70:18	144:25	case 126:2	166:18
bulldozer	339:16	176:6	171:5	167:13,15
287:6	345:3	190:15	177:12	century
bullet	bylaw	224:8	187:13	252:19
20:15	100:10	331:4,12,	200:12	CEO
199:5,22	222:21	15 347:19	207:4	82:10,19
243:24	223:12	352:15	292:4	135:7
bunch 55:9	<hr/>	368:11	301:15	155:10
176:22	C	CAOs 349:12	307:13	187:14
burden	calculate	capable	308:14	certain
246:9	169:6	127:16	339:16	144:10
bureaucrati	calculation	capacities	359:10	162:16
c 107:10	s 325:18	104:13	360:21	218:8
buses	camera 7:15	capacity	369:19	223:12
155:15	20:13	21:10	cases 342:8	313:5
176:1	60:18	32:24	cash 6:18	335:10
business	77:9 78:2	capital	103:2	351:6
18:4,6	91:23	45:2	112:13	certainly
43:21	186:10	cards 90:20	cast 16:1	14:15
63:3	187:6,8	care 325:10	catches	16:6 17:6
68:13	207:9,10	352:3	130:1	18:16
81:4	211:6,24	career	21:11	40:8
82:6,11,1	212:22	157:18	category	108:13
6 83:7	218:13,17	careers	105:2,13	122:7
107:4	298:24		caught	137:14
121:12	323:15			139:5,8
127:25	327:12			
	328:4			
	330:6			

164:22	56:22	184:12	15,20	2
166:8	challenge	charges	136:6,11,	161:2,7,2
173:19	56:8	324:18,23	16,24	4
176:17	challenges	chart 215:7	137:4,10,	162:4,13,
221:21	17:8 56:8	280:7	16,18,23	23
246:6	72:21	charts	138:3,9,1	163:2,7,1
249:4	254:17	214:16	5	2,17,22
255:23	255:10,15	215:3	139:1,5,1	164:2,6,1
274:8	351:23	273:1	6,17	0,15,21
282:4	challenging	chat 51:11	140:4,13,	165:1,6,1
316:3	318:6	check 268:2	16,22	5,19
318:23	chamber	checking	141:1,8,1	166:2,5,1
336:17	143:23	358:22	3,20	2,16,22
352:10	Chambers	366:16	142:1,10,	167:6,11,
368:5,10	1:17	Chenoweth	19	18
Certificate	chance	2:16 3:7	143:1,8,1	168:1,12,
3:14	321:15	5:15	1,14,20	16,20
Certified	change	29:14	144:1,4,9	169:1,10,
374:5	290:1,2	50:5	,23	14,25
cetera	297:25	70:25	145:1,5,9	170:4,8,1
146:22	304:5	71:10	,21,25	3,16,20
162:17	312:4,7	105:18	146:6,11,	171:3,10,
169:18	313:21	116:9	18	18,24
174:21	360:5	121:25	147:5,10,	172:4,10,
176:24	changed	122:1,2,2	14,17,18,	14,19
177:21	252:1	0,23	21	173:9,14,
193:19	290:2	123:4,12,	148:8,21	23
196:15	changes	15,23	149:4,7,8	174:15,20
204:17	72:17	124:6,17	,24	,23
219:14,16	136:19	125:1,13,	150:4,13,	175:4,9,1
252:20	138:1	16	20,25	3,20,25
CFO 187:18	173:17	126:1,19,	151:7,13,	176:5,8,1
318:24	174:14	24	20	2,19
Chadwick	251:23,24	127:5,9,2	152:1,7,1	177:2,8,1
23:9,18	319:1	2	8,24	3,19,23,2
329:25	359:4	128:13,18	153:8,13,	5
chain 27:24	changing	,19,23	18	178:6,9,1
chair	42:6	130:2,12,	154:2,9,1	8,21
43:15,17	132:16	23	5,21	179:2,8,1
53:3	133:1,13	131:6,9,1	155:6,9,1	3,18,23
205:6	134:20	4,20,23	3,18,22	180:6,14,
242:9	136:17	132:6,9,1	156:4,7,1	15,24
299:9	305:10	9	8,23	181:4,9
341:6	360:16	133:4,11,	157:3,11,	182:7,21,
chairman	charged	23	14,20,24	25
61:14	135:5	134:3,11,	158:2,6,1	183:9,22
341:9		19	4,20	184:2,11,
Chairperson		135:2,11,	159:2,11,	16
			18,22	185:14,20
			160:4,9,1	186:2,8,2
			3,18,21,2	3

187:5,11	1,25	335:11	339:7	31:11
188:4,7,1	215:6,11,	chunk	clarity	96:17,25
2,16,22,2	15,23	165:11	300:15	340:1
5	216:12,22	circle	Clark	cloaked
189:1,6,1	,25	214:16	123:19	96:25
1,12,25	217:6,15,	circumspect	124:10	close 17:16
190:7,11,	18,19	315:1	125:21	43:14
24	218:2,7,1	circumstanc	219:2,10	70:12
191:4,12,	2,25	es 121:12	223:23	96:6
18	219:6,10,	147:1	clear 26:3	99:8,11
192:3,23	18	148:13,18	31:10	119:25
193:3,7,1	220:5,12,	cited	44:5	254:15
4,17,18,2	18,22	335:23	47:23	270:21
3	221:7,21,	citizen	49:24	287:21
194:3,11,	24,25	31:22	95:23	356:15
17 195:15	222:9,14,	citizens	98:18	365:1
196:3,10,	17	63:7,10,1	128:20	367:5
13,17	223:1,5,7	5 124:2	241:7	371:14
197:1,10,	,10,11,17	245:11	337:17	closed 7:21
17,20,25	224:3,8,1	262:25	344:20	241:12
198:10,15	1,16,20	CJ1 218:16	361:18	356:6
,20,24	225:2,13,	CJI 218:16	clearing	closely
199:3,4,1	20	222:24	54:2	295:13
3,20	226:3,12,	223:2	clearly	closest
200:10,15	18,23	CJI0008080	138:16,20	292:11
,23	227:4,9,1	4:5 223:5	163:3	closing
201:13,18	2,17	CJI000-8080	166:17	7:22
,23,25	278:9	222:23	176:14	114:3
202:4,8,1	288:10	CJI0009074	186:3	225:25
2,16	300:24	329:25	199:15	239:25
203:3,6,1	323:16,22	CJI0009079	208:6	240:4
1,12	Chenoweth's	4:3	302:11	331:2
204:1,8	228:3	218:17	333:25	clout 39:14
205:12,18	357:1	CJI0009082	334:21	40:1,3,7,
,22	cheque	327:24	336:14,21	9
206:2,6,1	120:9	CJI10462	346:19	clubs
1,14,19,2	chief 1:7	240:22	348:24	365:21,25
3	99:13	CJI10500	350:13	Code 10:21
207:8,24	113:16	212:23	369:15	19:24,25
208:6,14,	181:5	CJI6303	Clearview	Coll 42:2
23	300:7	116:22	270:14	53:5
209:3,7,1	350:1	clarificati	clerk 74:19	collaborati
5,21,24	364:3	on 344:1	100:12	vely
210:11,22	choice	clarifying	101:21	331:4,15
211:1,13,	165:2,4		239:22	collapse
23	choose 67:9		336:3	90:15
212:3,12,	chosen		368:6	
17,21	156:9		client	
213:1,4,1	243:9			
0,15,19				
214:1,5,2				

collect	217:22	58:11	166:8,13	277:3,12
30:18	221:13	59:15	167:1,2,1	279:11
31:1	222:1,3	61:15	6 173:17	281:12,23
177:5,9	246:21	62:1,16,2	174:2	,25
179:14	258:20	2	175:7,17	282:20
collecting	269:4,12	63:2,11,2	176:23	285:13,18
33:10	270:7,10	5 65:24	178:16	286:4,11
collegial	275:21	72:4	180:17,25	294:16
350:22	287:5,15	82:2,5,10	181:6,15	297:6,7
Collingwood	300:8	,17,24	182:3,10,	298:18,20
1:2,16,19	311:11	84:3 90:5	19,22	300:8
2:18 15:7	315:12	92:3,24	183:10	310:8
39:12,17,	321:19	93:4,13	184:9	312:8
23 40:3,5	334:6	94:8 95:8	186:5	314:3,13
42:2,8	340:13,25	103:3	187:2,14,	315:2,12
44:24	344:5,6	107:11	16 191:7	316:23,25
53:6	352:13	111:8	192:13	317:2,4,2
63:10	357:18,20	113:1	194:23	3
65:18	363:6	114:4	195:2,3	318:15,20
68:14	Collingwood	115:7,10	196:19	319:12
70:3	's 45:5	116:1	197:6,14	320:6,7
74:20	122:9	117:18,20	211:6	321:2,3
88:19	126:6,9	118:1,22	215:17,18	323:10
94:8	131:11	119:9,14,	216:1,5	340:18,23
112:2	166:6	19,22	219:21	341:4,14
115:13	234:15	120:2,13	221:14	342:2,13
116:2	275:15	122:17	222:5	343:7,12
118:24	286:6	123:1,9	225:17	352:1,20
128:21	342:1	126:7	226:9,16	363:18
129:2,12,	Collus 2:21	127:15,25	229:4	coloured
17 130:6	6:17 7:9	132:14,15	232:1	172:6
133:21	8:9 23:15	,24	233:1,6	combined
134:8,14,	26:24	133:17,19	234:7	248:11
24	27:7 33:2	134:20,21	238:23	334:15
142:4,15	35:11,16,	135:6,23	250:12,13	comes
149:9	22	136:4	,18	109:15
153:24	37:8,23	137:7,19,	251:5,10,	156:8
154:5	39:9	24 138:16	14	158:15
155:11,16	42:23	142:23,25	252:4,14,	159:20
,20,24	43:6,7,15	143:1,3	21	186:19
156:3,10,	,16	146:14,21	256:1,11,	345:13,14
13,14,21	45:17,18	148:1,14	18	comfort
157:1,7,1	46:5,18	150:8	257:8,24	46:24
3,17	49:15	152:15	258:6	119:3
159:1,8	51:6	154:5	260:2,3,9	comfortable
165:12,16	52:16,18	155:10	262:4	227:10
,21,23	53:4,12	159:7	263:4,11	296:19
166:19,25	54:22,25	160:2	265:3	comforting
167:17	56:17	161:19	269:3	
216:4	57:24	164:3	270:10,23	
		165:15	273:12	

23:25	161:10	181:20	294:9	302:10
coming	Commissione	197:15	312:18	313:11,14
18:24	r 5:10	246:20	comparison	,19 325:7
103:10	25:17	334:1,19	272:18	345:12,14
141:1	49:12	335:5	348:1	346:2
197:12	54:3	342:1	compassiona	concerned
264:18	58:24	343:19	te 351:20	123:25
328:14	59:8	344:20	compelling	128:21
334:25	committee	346:4	354:21	166:6
355:17	13:2,5,9	365:7,20	Compenso	275:11
comma 359:4	56:5	366:2	48:8	349:2
commander	57:21,23,	companies	67:10	concerning
350:2	24 58:2	238:15	72:14	7:15 84:3
364:2	314:2	248:11	competition	234:24
commence	316:25	272:21	79:3,6	256:10
56:24	317:3,5,9	300:8	competitive	concerns
commencing	,23	314:22	86:16	124:7,11
5:1	319:14	320:5	294:15	148:17
comment	committee's	326:8	complete	165:20
109:16	88:17	337:3	5:5 169:5	175:6
357:3	common	company	312:22	179:3,6,1
361:14	146:19	31:5 32:4	completed	5,16
362:20	168:14	41:12	172:11	187:19
commenting	communicate	43:25	225:9	225:15,23
369:23	d 18:4	53:23	373:17	262:23
comments	communicati	55:2	completely	269:2
151:8	on 43:17	81:23	67:13	283:19
169:16	92:15	82:6,11,1	100:5	344:21
171:12	communicati	9 83:2,7	128:4	346:25
219:1,19	ons 67:23	115:19	complex 7:3	conclude
340:11	75:4	119:10	286:12	167:8
343:25	367:17	194:23	component	356:12
349:3	369:17	207:20	286:12	concluded
352:4	communities	221:15	concept	167:19
357:1	246:1	222:13,16	149:11,14	241:24
359:2	290:13	226:6	152:9,21	340:20
commercial	community	258:8	185:15	concludes
31:11	6:23 17:7	263:18	194:1	372:11
55:1	19:13	321:7,20	concern	conclusion
90:13	23:22	322:21	83:12	54:13
275:2,20	70:13	323:10	106:14	151:22
276:25	129:23	324:22	124:18	153:1,4
315:11	132:1	325:11	166:24	185:24
commission	134:7	338:10	225:7,16	220:1
24:12	156:25	355:3	226:5	243:14
25:5	165:25	360:12	283:15	conclusions
159:20	178:22,24	compare	287:5	244:25
		289:2		245:14
		compared		
		277:8		

conduct 10:21 19:24 20:1 92:25	confirm 110:8	307:20 308:6 315:9	consolidati on 174:21 175:6	80:11 364:14
conference 94:11 136:10 139:12 174:11 238:9	confirmed 96:9 159:4	316:22 335:5 356:13	230:25 234:25 235:9 238:25 239:13 241:23 261:20 282:16 283:20 342:19 343:2,14	contained 189:16 260:12
conferences 133:16	confirming 18:17	considerabl e 277:19	277:19	containing 53:6,18
confidence 21:15 52:4 333:25 334:5,19 343:6 351:8,14 371:25	conflict 8:17 183:2,5 335:16,19 336:15,22 337:4,5,6 338:8,20 366:17	considerati on 53:20 61:2 113:2 168:13 197:14 292:18 297:12 310:1 321:2 362:22	277:19 282:16 283:20 342:19 343:2,14	contemplate d 37:23 65:24 144:13
confident 373:11	conflicts 8:15,16 366:14	considerati ons 45:9,19 152:13	consolidati ons 235:25	contemplati ng 165:13
confidentia l 20:12,16, 20,24 21:3,21 22:2 39:8 55:6 57:8,11 69:6 73:23 86:25 87:2,23,2 5 90:9 96:15 102:8 274:16 362:13 367:19	conform 318:15	considerati ons 45:9,19 152:13	constant 72:14	contemplati on 37:15 46:10
confidential 20:12,16, 20,24 21:3,21 22:2 39:8 55:6 57:8,11 69:6 73:23 86:25 87:2,23,2 5 90:9 96:15 102:8 274:16 362:13 367:19	confused 333:11	considerati ons 45:9,19 152:13	constant 72:14	content 68:24 227:6 369:13
confidential lity 19:23 84:23 96:21	confusing 359:7	considered 122:25 123:2 131:1 182:18 189:18 280:24 311:1	constant 364:15	content 68:24 227:6 369:13
confines 340:4	confusion 343:1	considered 122:25 123:2 131:1 182:18 189:18 280:24 311:1	constructiv e 167:1	contentious 347:14
	connection 245:25 246:20	considered 122:25 123:2 131:1 182:18 189:18 280:24 311:1	consult 43:25	contents 3:1 100:20
	conscientio usly 9:14	considered 122:25 123:2 131:1 182:18 189:18 280:24 311:1	consultant 347:21,24 348:18 349:4	context 47:14 59:22 60:8 106:12 297:19 298:4 300:15
	consensus 78:2 199:19	considering 25:21 70:4 137:7 142:25 143:2 256:1 264:1 293:7 310:11 319:16	consultants 103:13 124:1 340:22 347:2,17 349:8	continue 125:2 138:24 167:2 181:25 187:2 300:13 357:5
	consequence s 335:9	considering 25:21 70:4 137:7 142:25 143:2 256:1 264:1 293:7 310:11 319:16	consulting 348:11	continued 49:10 50:10 54:17 59:10 64:24
	conservatio n 182:17 184:10	consistent 78:17 195:20 197:11	contact 17:25 46:18 72:14 80:4 83:20,23 113:22 204:20,24 368:5	
	consider 14:16 57:10 166:14 190:4 297:18	consistent 78:17 195:20 197:11	contacts	
		consolidate d 245:18		

65:13	g 200:7	, 14, 17, 22	2	2
105:22	227:1	12:1, 5, 8,	40:4, 8, 15	68:2, 6, 11
117:8	contributio	13, 16, 21,	41:1, 7, 15	, 15, 20
128:18	n 153:4	24	, 21, 24	69:2, 9
139:16	179:20	13:3, 6, 10	42:4, 11, 1	70:7, 15, 2
147:17	control	, 14, 18, 21	5, 19, 25	1 71:23
149:7	88:24	, 25	43:4, 8, 13	72:2, 24
150:14	89:4	14:4, 7, 11	44:1, 8, 13	73:5, 8, 11
160:21	281:11, 12	, 15	, 16	, 15, 20, 24
165:24	346:10	15:2, 8, 13	45:13, 20	74:8, 22
180:14	controversi	, 19, 24	46:1, 6, 11	75:3, 8, 13
189:11	al 20:12	16:4, 16, 2	, 14, 19	, 25
193:17	convening	0, 24	47:1, 5, 9,	76:6, 12, 1
199:3	7:21	17:5, 14, 1	18, 20, 24	7, 21, 24
203:11	conversatio	8, 22	48:2, 10, 1	77:10, 20,
210:15	n 27:12	18:1, 6, 10	9, 25	25
217:18	48:6	, 15, 24	49:5, 16, 2	78:3, 8, 11
221:24	100:21	19:6, 9, 14	0, 25	, 18, 22
223:10	148:2	, 18, 21	50:14, 21,	79:1, 4, 8,
254:12	197:13	20:2, 18, 2	25	13, 25
278:17	224:19	2	51:8, 14, 2	80:6, 9, 13
301:13	353:22	21:7, 13, 1	3	, 17, 23
302:6	354:2	7, 22	52:6, 9, 12	81:2, 6, 9,
304:1	355:12	22:3, 16	, 22	18, 24
307:11	conversatio	23:4, 17, 2	53:9, 13, 1	82:4, 8, 13
309:24	ns	1	7, 24	, 20, 25
315:22	125:4, 6	24:2, 9, 13	54:12, 14,	83:4, 8, 13
316:17	126:21	, 17, 23	23	, 17, 25
317:16	127:1	25:2, 6, 11	55:4, 7, 11	84:7, 20
322:18	172:22	, 14, 20, 24	, 13, 19, 25	85:2, 20
327:5	173:11, 18	26:1, 7, 25	56:14, 18	86:7, 15, 2
339:11	331:19	27:3, 8, 11	57:2, 6, 10	1
371:4	348:7	28:3, 8, 11	, 14, 17, 25	87:1, 5, 9,
continuing		, 14 29:25	58:4, 8, 13	19, 24
147:25	converting	30:7, 10, 1	, 17, 20	88:9, 13
contracting	318:20	4, 20, 23	59:17, 24	89:7, 13, 1
204:13	Cooper 2:12	31:2, 7, 13	60:6, 10, 1	8, 23
contracts	3:5	, 17, 24	2, 17, 21, 2	90:1, 7, 10
337:12, 13	5:17, 19, 2	32:7, 22	5	, 16, 18, 22
338:9	1, 25	33:1, 4, 7,	61:9, 12, 1	91:3, 14, 2
contractual	6:1, 12, 15	11, 15	8, 22	4 92:6, 16
337:2	, 19, 22	34:3, 9, 14	62:7, 17, 2	93:2, 9, 16
contrary	7:4, 12, 17	, 20, 25	3	, 20
52:20	, 24	35:4, 8, 14	63:4, 12, 1	94:3, 12, 1
179:3	8:3, 11, 18	, 17, 23	6	6, 21
contribute	9:19, 22	36:3, 6, 10	64:1, 5, 8,	95:4, 10, 2
167:2	10:1, 9, 13	, 15, 19, 25	14	0
contributin	, 18	37:10, 20,	65:19, 25	96:3, 7, 13
	11:4, 7, 10	24	66:5, 14, 2	, 19, 23
		38:11, 16	1, 25	97:2, 5, 8,
		39:2, 18, 2	67:5, 17, 2	13, 18

98:1,6,12 ,21	,25 126:18,22	2,17,21 156:2,5,1	182:5,20, 24	221:17 222:8
99:2,4,10	127:4,8,2	6,22	183:7,21,	223:16
100:1,3,8 ,14,18,23	0 128:22 129:4	157:2,9,1 2,19,22	25 184:7,15	224:2,7,1 0,15,18
101:3,8,2 3	130:9,21 131:5,8,1	158:1,5,1 3,19,24	185:13,19 186:1,6,2	225:1,11, 19
102:2,10, 14,18,25	2,18,22 132:4,8,1	159:10,16 ,21	2 187:4,10	226:1,11, 17,22
103:6,15, 22	7 133:2,9,2	160:3,8,1 1	188:2,6 189:23	227:2,8,1 1,16
104:1,4,1 0,18	2 134:2,9,1	161:1,5,2 3	190:6,10, 14,23	228:7,10, 14,17,21,
105:16	8	162:3,10, 21,25	191:3 193:22	25 229:6,10, 13,17,20
106:2,21	135:1,10, 13,18	163:6,11, 15,20,25	194:2,10, 15 195:13	230:1,5,1 0,14,20,2
107:15,19 ,23,25	136:5,8,1 2,22	164:5,9,1 3,16,25	196:1,8,1 2,16,25	3 231:2,7,1
108:4,9,1 9	137:3,9,1 4,17,21	165:5,13, 18	197:9,16, 19,23	1,15,18,2 0,24
109:7,12, 17	138:2,7,1 4,23	166:1,4,1 0,15,20	198:9 199:11,18	232:2,5,1 1,19,23
110:4,13, 18	139:4,7 140:3,8,1	167:5,10, 14,22	200:8,14, 22	233:2,11, 14,23
111:10,15 ,17,21	5,20 141:7,12, 18,25	168:10,15 169:8,13, 23	201:17,21 ,24	234:3,8,1 2,17,19,2
112:3,7,1 6,23	142:8,17, 24	170:3,6,1 2,15,19	202:3,6,1 1,15	2 235:1,5,1
113:3,7,1 1,13,18,2 4	143:7,10, 13,18,24	171:1,9,1 4,22	203:25 204:6	1,18,21 236:2,5,1
114:6,8,1 1,14,17,2 2,25	144:3,7,2 0,24	172:3,9,1 3	205:11,17 ,21	1,15,18,2 2
115:6,12, 16,21	145:3,7,1 5,23	173:5,13, 21	206:1,5,1 0,13,18	237:1,4,1 0,13,17,2
116:1,7	146:5,9,1 7	174:5,18, 22	207:7,23 208:5,13	1,24 238:3,6,8
117:14,22	147:2,20 148:6,20	175:3,8,1 9,24	209:6,13, 23 210:7	,13,18,21 239:3,8,1
118:9,16, 21	149:8,22 150:2,11, 18,24	176:4,7,1 7	211:11,21 212:2,11, 16	6,23 240:2,7,1
119:3,8,1 1,15,21	151:5,12, 17,24	177:1,6,1 1,18,22,2	213:3,9,1 4,18,25	4,18 241:10,13
120:2,4,8 ,18,24	152:6,17, 22	178:4,8,1 4,20,25	215:5,10 218:1,6,1	,16,19 242:1,10, 15,18,25
121:4,7,1 0,18	153:6,10, 17,25	179:6,12, 17,21	219:5,8,1 7	243:12,15 ,19,22
122:19,22	154:7,13, 19	180:1 181:3,8	220:4,10, 16,21	244:12 245:2,5,1
123:3,10, 14,21	155:3,8,1			
124:4,15, 24				
125:11,15				

5	266:8,11,	16,21,24	318:3,8,1	348:22
246:3,7,1	14,18,23	289:3,6,1	1,17,22	349:9,15,
1,14,18,2	267:3,5,1	1,15,19,2	319:7	20
2	0,15,22	4	320:8,23	350:4,9,1
247:2,7,1	268:1,7,9	290:4,16,	321:9,12,	6,19,24
2,16,20,2	,14,17,23	19,22,25	21,24	351:16
4	269:5,8,1	291:4,9,1	322:3,6,2	352:2,10,
248:4,8,1	4,17,22	4,20,23	2	21,25
3,18,21	270:1,4,8	292:2,6,9	323:1,4,7	353:14
249:1,5,9	,11,13,16	,12,15,19	,12,20	354:1,11,
,15,20,23	,18,22	,24	324:4,7,1	17,23
250:2,4,1	271:1,5,8	293:4,9,1	1,14,19,2	355:4,18,
0,15,19,2	,12,23	2,17,20,2	5	21
4	272:4,6,9	4	325:4,14,	356:1,7,1
251:3,6,1	,23	294:4,7,1	19,22	1,24
2,16,20	273:7,10,	0,13,19,2	326:4,9,1	357:9
252:2,6	13,16,21,	4	1	358:1,9,1
253:1,5,1	25	295:2,5,8	327:19,22	6,25
0,12,16,1	274:3,7,1	,11,15,18	328:19,23	359:13
9,21,24	0,14,17,2	,24	329:1,6,9	360:19,22
254:1,5,1	1,25	296:1,9,1	,22	361:6,16,
9,23	275:3,6,9	2,16,20,2	330:12,19	23
255:2,5,8	,13,17,22	5	,21,25	362:3,7,1
,13,18,21	276:1,5,7	297:4,9,1	331:5,8,1	4
256:2,5,1	,11,15,20	3,20,24	3,17,21	363:12,20
3,16,20,2	,23	298:2,6,1	332:17,24	364:7,11,
4	277:2,5,9	0,13,16,1	333:2,5,9	18,22
257:1,4,1	,14,17,20	9,22,25	,13,16,19	365:9,14
0,14,17,2	,22	299:2,23	,22	366:7,18
1,25	278:21,23	300:1	334:8,16,	367:2,11
258:4,9,1	279:4,8,1	302:19	22	368:4,21
4,18,21	2,15,18,2	303:1,4,1	335:12,17	369:9
259:1,4,8	4	5,25	,22	370:10,13
,14,21,24	280:8,12,	304:7,12	336:1,4,8	,21
260:6,10,	22	305:4,20,	,11	371:10
14,17,20,	281:1,6,9	24	337:23	372:2,17,
25	,13,17,21	306:2,8,1	338:11,21	24
261:3,7,1	282:2,6,1	3 307:22	339:2,20	373:2,6,1
1,16,21,2	2,17,22	308:10,18	340:8	3,21
4	283:3,10,	309:7,12	341:1,8,2	cooperation
262:2,6,1	13,17,22	310:6,12,	1	314:16
0,13,16,2	284:2,5,9	17,21	342:4,15	Cooper's
1	,11,17,21	311:3,13,	343:4,21	309:19
263:1,6,1	,25	16,20,23	344:8,13,	copied 34:4
2,17,20,2	285:6,11,	312:6,15,	15	48:11
4	15,23	19,25	345:5,11,	50:21
264:3,9,1	286:2,8,1	313:6,13,	22	66:17
3,16,25	4,18,24	23 314:5	346:5,11,	101:25
265:6,10,	287:3,7,1	316:2	15,21,23	106:3
16,19,23,	1,16,19	317:2,6,1	347:3,8,1	
25	288:8,13,	1,21,24	2,22	Corp 215:18

321:20	67:1 68:6	167:15	269:22	357:5
corporate	70:8	169:9,22	270:18	Council
316:22	73:19,23	173:20	279:8	1:17
320:6	75:13	174:19	281:13	7:14,15
321:16	76:1,7	175:18,19	289:18	10:23
322:12	77:20,24	176:4	295:18	11:25
341:11	78:12,21, 22,25	177:5,7,2 2 178:5	326:5	16:5
corporation	79:7,12	179:1	345:23	20:10
2:8,22	80:12	181:2	356:1	21:4 24:8
221:14	81:23	183:8,20, 25 185:25	360:18,22	32:20
252:5	82:7	186:5,7	364:6	35:16
341:15	85:21	187:3,10	372:3	37:8,9
corporation	87:8 88:8	188:3	373:17	41:12
s 216:1	93:8	189:22,24	374:5	42:10
252:1	96:12	190:9,22	correctly	43:2
correct	100:13	191:2	289:23	44:25
6:19	101:8	192:24	corresponde	45:7 46:9
10:8,9	103:14	194:1,2	nce	49:15
11:15,21	104:19	195:12,14	105:20	50:19
12:1,4	108:19	196:2,9,2 4,25	122:10	53:7
19:17,18	110:19	197:18,19 ,22,24	123:5	60:9,15,2
20:21	111:16	198:8	136:25	0 61:15
21:17	113:17	199:12	138:21	62:3
23:3	123:11,20 ,22 124:5	200:21	139:12,23	63:3,7
24:22	127:3,4,8 ,20	203:24	140:1,2,5	64:3
30:6,19	128:16	204:7	159:24	77:19
31:1,5,12 ,23 32:21	130:11	205:10,17 ,20,25	Corrine	78:2
34:8,19	132:5	206:1	117:17	89:1,25
35:7,24	136:5,21	208:12	123:19	98:23
36:14,16	137:3	209:5	125:20	99:12
37:19,24	138:8	211:10,12	223:23	104:7,10, 12,14
40:25	140:3	212:10	cost 129:21	117:25
41:20	141:24	213:13,14 ,24,25	131:15	127:24
42:3,25	143:19	218:11	185:4	143:23,24
43:3,4,7, 8	148:19,20	219:9	204:14	154:11
44:12,16	150:1,12, 23,24	220:4	285:13	161:3,4
45:19	151:4,6,1 1	222:17	286:4,11	165:20
46:5,18	152:5,6,2 2	223:15	294:15	168:5,7
47:9	154:14,20	224:1	costing	182:15
48:18	156:22	225:9	204:22	187:15,19 ,25
49:15,19, 23 52:8	158:23	226:2,22	costs	189:15,17
57:9	159:9,20	228:21	124:1,13, 19 173:22	190:3,16, 21 197:12
58:12,16	161:4	232:6	282:9	207:16,21
61:12,17	162:3	252:2	285:21,22	208:7
65:20	163:5	266:18	347:17	209:24
66:3,20			348:10	211:3,6,8 ,9,20
			356:21,22	212:22

213:11,23	153:23	243:2	267:1	84:10
216:5,19	154:10,25	252:17	cousin	CPS6891
217:23	155:24	262:8	337:7	278:3
218:8,19,	328:15,22	315:16	cover 57:16	CPS6920
21,25	333:6,12	328:6	66:19	287:24
219:14,17	348:1,2	343:25	94:25	CPS9063_000
222:19,20	councillors	course	223:18	01 95:12
228:12,16	134:8,14,	16:18	364:25	crazy
229:2	24 137:12	44:15,20	covered	259:12
232:17	139:2	123:5	300:24	create
237:23	328:14	125:22	301:4,7	88:17
288:18,19	352:5	152:15	302:1	343:10,16
289:10	366:22	157:17	323:22	,17
298:21	councilor	163:4	covert 83:6	created
305:21	311:9	170:17	CPS 188:15	237:7
307:25	Councils	173:25	191:9	254:17
309:1,4	358:5	196:23	194:6	credibility
311:10,11	Council's	204:4	CPS0002341	358:23
,15	53:19	208:1	201:7	credit
312:23,24	104:17	224:13,24	CPS0007007_	345:17
313:5,18,	187:15	225:5,10	0001	creditors
20	counsel	229:12	180:19	353:21
314:1,8	2:3,5,10,	232:21	CPS0007018_	355:10
315:14,25	14 117:1	236:17	0001	Creemore
327:15	122:9	237:18	183:13	311:12
330:11	126:6,9	240:4	CPS0007021	criteria
331:9,14	128:9	246:13	320:10	102:24
333:1	188:17	248:2	CPS0007026_	103:4
334:25	193:8	261:6	0001	104:9
337:17	220:3,15	264:23	215:19	107:14
340:21	362:16	265:3,4	CPS0007465_	109:10
341:14	count 367:7	266:16	0001	163:8,14,
343:8	counterintu	269:24	203:14	18
348:20	itive	270:9	CPS0010212.	164:8,23,
349:8	15:23	275:11	0001	24
351:5,14,	country	285:8	214:8	168:2,3,8
22	207:19	289:25	CPS2342	,9 172:8
363:2,4,6	county	295:17	85:12	202:2,9,1
,8,15,22	348:1,2	297:10	CPS2633	0 207:5
364:10,21	couple 6:7	325:16	104:21	213:22
365:16,17	47:16	331:17	CPS2643	266:21
,25	48:13	335:15	92:19	280:16
366:10,11	49:22	364:9	CPS4397	294:18
,21	51:24	court 28:23	75:19	307:13
367:25	151:3	29:8	critical	308:24
369:12	229:8	117:1		
371:6	240:21	300:19		
councillor		courtesy		
12:7		278:8		
23:18		courtship		
99:12				

45:10	310:10,23	200:19	353:20	36:7,8,12
72:21	325:21,24	211:3	355:10	,23
84:23	343:13	daughter	dealings	38:21,23
94:22	customers	337:9	335:20	41:6 80:8
96:5	187:21	Dave 190:15	338:24	126:8
259:2	244:7,10	David 133:7	351:25	127:3
371:15	270:25	135:6	352:23	129:3
critically	cut 145:10	240:16	deals 262:1	130:5,20
314:10	246:9	242:16	dealt 24:11	131:2
cross-	285:21	252:14	173:3	154:17
examinati	300:25	day 29:21	193:24	174:6,8
on	cutting	32:10	363:24	213:24
3:6,7,8,9	15:17	55:24	Dean 120:16	217:21
,10	16:2	92:3,4	135:6	232:9,18
5:6,23	173:22	121:17	136:2	233:7
122:1	228:4	127:17	190:14	234:10
228:1	347:17	199:14	302:17	241:9
299:21	cycle	210:4	debated	288:19
332:14	333:24	213:11,16	279:10	314:1
culmination		260:1	debt	decide
133:12	<hr/>	342:13	6:14,21	266:17
Cultural	D	367:16	32:18	284:16
286:20	daily	369:24	40:22	321:17
Culture	172:23	days 257:6	112:1	decided
295:21	darker	259:17	128:21	199:7
Cunningham	359:9	265:8	129:2	281:4
99:13	data 309:4	315:16	130:8,19	291:25
curious	database	328:18	131:11	302:17,21
50:18	29:9	335:15	133:14,21	305:22
337:10	date 28:15	369:1	134:22	341:12
current	37:21	372:10	135:23	decides
228:9	64:17,21,	deal 52:16	137:7	42:8
242:24	22 71:1	53:16	166:18	decimal
244:23	91:13,16	88:16	344:11,21	28:22
319:15	105:19	149:25	,24	decision
320:16	125:5	186:24	345:14,20	71:21,25
currently	142:22	239:1	,21	94:7
29:8	210:6	308:12	346:1,3,9	115:13
181:17	218:4	340:20	347:16	169:20
320:16	222:11	353:7	353:24	321:18
343:13	261:6	365:24	356:6,10	363:22
customer	315:2	371:25	debts	decision-
55:13,15	332:19	372:1	344:17	making
245:23	356:23	dealing	355:25	20:9
246:16	dated	28:1,7	356:4	decisions
284:12	183:11	139:13	decades	129:7
290:11	dates	176:15	245:12	320:4
	79:16,22	337:3	December	334:20

deck 92:24	demonstrate	Description	238:24	110:3
declaration 8:20 9:14	d 334:20 340:13	4:2	298:8	115:2,9,19
declaring 183:1	denied 314:14	design 81:16	368:8	9
deduction 120:13,19	department 39:15 40:11,14	desire 88:17 347:20	determined 21:4 314:9	116:5,11, 12 118:5 171:21 191:14,20
default 324:21	176:2 285:20	desired 243:9	determining 327:17	192:4,22 273:1
definitely 306:14 362:24	350:7,23 departments 37:11	desk 370:1	detriment 20:20	306:21 309:16 312:4,17
definition 34:12	depending 173:6 364:7	detachment 350:2	developed 146:13 155:25 366:1,4	338:18 343:17 351:1 358:21
definitions 251:1	deputy 39:13 59:23 96:1 98:21,25 228:19 230:7 231:23 251:15,21 314:7 331:7,10, 11,20 333:4,15, 18 347:11 348:2 350:2	detail 28:5 99:23 125:4,8 147:4 304:8 305:13 318:23 330:23 336:13 338:15	development 15:17 16:3,6 151:9 164:8 development s 142:13,14 175:2	359:23 363:19,25 371:16 differentia ting 163:9 differently 350:18 371:18,23
degree 12:16 343:6	delay 240:4 360:13	detailed 71:20 75:9 88:7 94:14 162:25 207:15 213:6 218:4 224:14 320:3 328:8	device 326:7 dial 201:8 diem 119:23 120:10 diems 120:20,23 ,25 diff 338:17	difficult 107:11 118:13 334:2 351:19 353:11 difficultie s 315:17 difficulty 61:4 130:6 220:20 284:4 309:4 312:21 353:7
delegated 61:16	deliberatio ns 15:1 16:5 45:12 170:24	details 52:19 103:5 110:9 148:7 223:24 253:7 330:18	difference 122:14,17 ,25 123:8 175:15 differences 268:12 different 21:11 30:22 58:24 75:19 80:11 86:18 107:13	difficultie s 315:17 difficulty 61:4 130:6 220:20 284:4 309:4 312:21 353:7 dilemma 344:5 diligence 124:9 direct 53:3 308:15 337:8
deliver 245:22	delivered 17:3 260:8 354:16 355:8	deter 368:8	deteriorati on 314:16	
delivery 354:22	described 135:22 173:25 181:14 198:1 234:16	determine 110:3 233:20		
demand 255:11	describing 92:24 141:21,22			
demands 346:3	demonstrate 336:9 352:17			
demo 181:13				
demonstrate 334:18				

339:3	18 42:23	23:8 41:6	235:10	disregarded
359:19	56:23	56:4	247:6	349:3
365:8	83:11	85:18	261:14	disrespect
directed	107:2	127:7	264:20	131:19
62:6	119:22	132:15	278:1	270:20
139:18	349:25	152:16	283:21	318:25
186:4	364:3,4	163:13,18	290:1	distinction
193:19	directors	190:2	296:14,18	119:13
216:6	180:17	197:21	297:22	distributed
301:17	181:1	199:9	302:21,24	165:25
336:23	340:21	200:18	304:4	distributin
348:17	director's	241:23	305:19	g 243:5
directing	119:19	265:12	315:15	distributio
59:15	Directors	279:10	316:3,6	n 136:9
218:9	215:17	323:23	323:19	207:19
260:22	221:13	335:14	334:24	230:19
direction	disagree	discussing	341:3	240:12
16:2	115:21	24:20	342:17	272:19,20
56:24	308:16	106:16	344:10	285:13
57:4	disappeared	144:15,19	361:25	286:11
62:4,11,1	275:25	340:1	discussions	294:15
6 77:19	disappointe	discussion	56:16	distributor
95:23	d 347:22	23:6 27:6	107:18	244:8
97:25	disapproved	36:13,24	111:1	distributor
108:13	83:16	38:8,13,2	126:12,17	s 229:12
133:15	discharge	5 40:24	127:11	243:18
174:3,25	228:23	41:13	132:14	245:21
187:1	disclose	42:9	135:21	District
192:18	75:6,11	43:3,12	136:3	229:19
193:25	disclosed	44:7	138:11	districts
211:25	23:16	100:6	150:15	229:15
256:9	74:17	103:7	153:14	divestments
257:19	disclosing	106:24	173:16,25	37:16
258:2	82:17	108:24	174:2,24	divided
259:17	disclosure	127:17	175:1	229:15
262:4	66:11	134:13	255:17	dividends
285:18,20	74:10	136:15	dislike	219:12
330:10	94:7	146:23	108:17	310:11,25
348:20	337:25	153:7,9	disliked	dock 203:9
364:21	366:14	162:2	88:11	doctor
directions	discuss	163:21	dismiss	335:3
187:9	135:17	164:7	147:23	document
directly	143:9	171:15	displaced	8:7,20
195:5	146:15	181:22	55:10	9:10
335:21,24	164:23	195:7,9	displayed	14:18
336:16,17	discussed	199:6	181:13	
director		201:14,19	dispute	
32:24		,20	36:20	
39:12,16,		202:1,13		
		207:14		

17:11	documents	371:23,25	drive 79:7	<hr/>
29:16	8:4 25:15	373:4,9	177:10	<hr/> E
37:2,13	36:16	door 262:19	drying	ear 137:25
38:1,15	76:25	348:10	356:16	earlier
46:7	81:21,25	366:23	due 124:9	118:4
47:12	89:12	door-to-	199:25	144:21
51:16	92:4 95:1	door	281:24	161:16
59:12	101:15,17	131:13	320:4	174:17
60:23	,19,21	double	322:11	183:4
62:25	102:6,7,2	334:12	duly 185:21	192:7
64:10	1 122:6	366:16	192:14	213:22
66:8	124:23	doubt	193:19	252:25
70:24	125:9,24	156:20	204:9	257:16
71:13	219:15,22	163:12,18	Duncan	260:1
79:17	239:21	211:16	13:11	262:9
81:11,21	247:9	216:11	362:10	263:19
85:5,24	249:22	370:16	during	270:3
93:19	260:13	Doug 341:13	17:16	331:3
95:5	337:24	downtown	123:4	338:7
110:21	359:12,21	129:10	125:21	340:15
116:20	dollars	draft	173:12,24	350:12
117:12	15:18	7:8,14,20	196:23	353:7
132:12,20	30:13	17:3	205:20	early 38:21
139:19	110:16,17	49:19	207:25	62:2
161:9,12	166:18	50:4,13,1	224:12,23	132:7,11
169:2	167:13,15	4,18,19	225:4,10	134:24
180:19	176:25	51:22	228:24	194:19
183:12,14	274:20	52:2,14	229:2	195:11
,16	325:9	64:11,13	267:8	230:6
184:18	345:18	65:4 67:3	300:5,9,1	251:23
191:5,11,	355:1	136:25	4 314:10	302:9
14,16,20,	done 49:6	256:11	321:16	311:12,16
23	52:16	258:2	344:7,9	312:23
192:1,2,4	53:16	259:23	346:13,18	313:17
,6,22	61:3	261:9	347:10	earn 68:10
193:6	94:20	357:15	349:23	earned
194:6	98:7	drafted	duties	366:1
201:6	121:13	16:14	10:25	eastern
207:11	169:21,24	138:5,21	82:24	244:7
208:18,24	236:4,7	drafts	83:3,11	easy 109:2
,25 209:8	254:7	17:11	228:24	352:11
214:8	256:10,18	49:14	duty 21:15	eating
215:16,19	257:19	draw	dwell	122:15
225:25	259:12,20	25:17,18	329:3,20	economic
239:10	260:24	dried	dysfunction	15:17
240:21,22	278:5	356:17	al 351:4	16:3,5
244:15,17	348:4			343:18
304:18	361:21,22			economies
319:10,18	367:20			
359:5,20	368:2			
360:15				

199:25	EHH0000100	,18	59:14	365:19
economist	4:4	347:14	66:17	employed
305:8	EHH100	348:25	94:5	365:20
Ed 62:11	221:22	349:1,18	96:10	employee
86:4 94:9	eight 244:6	electric	114:2	40:5
135:8	245:20	300:11	116:15,18	158:25
136:2,25	265:7	electrical	161:16	184:9
154:3,11	342:21,23	207:19	247:10,14	employees
155:25	371:20	electricit	,23 324:1	23:15
181:4	eighty	272:19	348:12,13	29:23
190:15	30:1,2	electricity	353:8	55:9,11
233:18	178:24	42:6	355:13	105:6
302:17	231:10	136:9	e-mail	113:4
330:8	342:20	139:10,13	44:11,19	166:7,11
353:3	either 95:5	229:12	46:2	283:5,15
EDA 136:9	162:8	230:18	48:3,6,11	292:22
174:11	209:16	243:5,18	49:13,19	320:5
229:8,11,	221:10	244:24	51:21	321:7
14 230:4	304:22	246:13	52:8	employer
232:3	310:23	252:19	54:20	29:22
235:10	332:8	255:11	55:21,24	178:23
268:6	335:24	257:8	118:4,20	employers
EDCs 255:16	el 128:11	269:3	140:5	352:12
edify 129:1	elected	270:6,25	357:11	employment
education	12:3 45:4	272:19	362:11	177:17
125:23	123:25	275:15	emailing	178:23
227:5	129:6	283:7,12	61:24	179:16
educational	137:6	284:14	e-mails	284:4
224:24	174:6	285:4	46:7	encompassin
Edwin 2:16	174:6	325:13	360:25	g 115:22
effect 9:17	229:3	356:22	367:6	encouraged
63:10	332:22	else 49:4	embarrassin	262:18
effectively	333:1,4	98:19	g 33:25	energy
36:2	344:6	132:12	Emo	139:13
359:17	electing	147:9	13:16,18	174:14
efficiencie	335:3,6	239:12	362:2	184:10
s 282:9	election	257:3	363:5,9	199:25
efficiency	6:9 12:15	301:5	364:13,19	219:13
245:23	131:25	Elston	Emo's	240:8,11
246:6	133:25	242:8	362:10,11	242:8
effort 5:5	134:15,25	email 17:25	emotional	252:20
177:14	136:21	22:15	351:23	254:17,21
efforts	173:19	23:3,25	352:7,15	273:18
153:2	174:7	24:7	370:3	310:2
179:4	232:21	26:15	emphasize	341:6
	234:21	32:16	67:8	engage
	333:24	34:2,4,6,	357:15	67:10
	344:10	10 39:6	employ	
	346:13,17			

95:19	281:23	equity	279:22	290:14
348:18	287:1	195:4	evaporation	everybody's
engaged	enterprise	error	269:21	306:6
124:2	40:22	65:4,11	event 53:20	everyone
263:4	41:19	essence	122:16	24:14
336:2	enters	190:25	128:20	60:4
349:11	345:7	establish	130:25	113:8
357:16	entire 5:16	207:17	138:17	163:3
366:13	241:3	established	157:16	238:13
engagement	247:14	240:12	164:22	291:3
46:22	256:22	330:16	170:9	295:22
engineer	264:2	establishin	191:17,22	373:15
332:18	269:2	g 104:8	192:9	everything
engineering	284:15	estimation	217:19	109:1
33:8	342:25	97:20	264:6,24	231:22
140:11	entirely	163:1	265:4	264:19
340:12	67:11	et 146:22	266:2	319:3
enhance	348:14	162:17	289:1	evi 147:23
245:23	entities	169:18	316:14	evidence
246:16	118:7	174:21	events	7:10,23
enhanced	282:5	176:24	209:8,9,1	8:2,4,8,1
16:6	337:2	177:21	0 263:8	6 28:6
enjoyed	entity	193:19	315:4	31:4
334:5	226:15	196:15	340:17	49:18,22
enormous	273:9	204:17	353:9	50:3,6,13
90:13	282:1	219:13,15	eventual	54:13
enraging	308:3	252:20	151:10	60:16
29:13	343:12	ethanol	153:4	62:14
ensued	entry 120:1	354:6,14	219:25	67:19
181:23	envelope	Ethics	227:14	68:8
199:6	40:21	19:25	eventually	74:25
ensure	envelopes	evaluated	36:12	76:9,19
84:24	212:14	213:20	130:1	78:20
165:23	environment	280:15	150:17	92:2 95:1
166:24	351:22	evaluation	151:15	98:14
218:15	368:3	7:9 53:4	153:12	106:20
346:14	371:21	56:24	155:24	115:4
enter	equal 277:4	59:15	162:20	146:1,4,1
337:19	295:1,23	62:6	163:9	0 147:24
339:23	309:10	106:16	167:19	152:21
entered	311:1	113:17	168:4	158:16
46:23	equally	168:21	178:3	159:5,13,
338:10	19:1	202:2,9	211:7	19 220:19
345:15	359:7	211:14,15	226:14	229:8
entering	equipment	214:6	334:25	246:5
216:8	345:2	218:4	everybody	257:6
		259:12	238:12	260:3
			266:25	261:13
			286:22	300:16

305:15	335:24	178:12	312:21	226:10
309:19	excellent	347:21	322:11	extend
311:25	114:10	348:12	341:19	278:8
330:14	except	exercising	347:25	extended
331:3	291:24	10:12	363:15,24	278:9
evidencing	295:23	124:10	experienced	extending
227:14	exception	178:1	11:21	27:6
evolution	296:6	exhibit 4:2	43:21	extension
149:14	excerpt	217:20	44:24	26:22
evolved	191:8	218:15	283:25	experiences
152:14	193:10	221:1,2,5	experiences	extensive
evolving	exchange	,6,10	349:12,23	307:14
150:16	23:2	222:10,22	352:6,8	321:6
152:9	117:11	223:6	355:15	extent
153:9,14	139:22	254:8	experiencing	30:22
exact 28:15	247:10,15	278:2	g 344:7	32:3
125:5	exchanged	Exhibit 30	expertise	83:23
367:7	161:18	64:19	70:12,19	84:2
exactly	171:12	Exhibits	explain	85:18
168:8	excuse 65:3	3:3 4:1	93:13	88:11
252:4	135:14	existed	explained	104:17
259:20	192:1	148:13	121:11	113:21
260:4,22	303:22	expand	125:4,8	124:21
262:4	excused	343:12	174:13	142:13
263:25	370:1	352:4	298:24	149:25
291:16	373:3	expect 66:5	371:11	179:3
293:7	execute	134:10	explaining	366:19
297:6	222:3	135:19	102:7	367:1
298:15	executed	201:21	explains	external
356:19	9:12	238:23	105:3	322:24
examination	239:22	258:12	explanation	extraordina
6:4 8:7	execution	274:12	89:10	ry
228:3	192:17	expectation	121:14	120:12,19
288:11	executive	129:24	196:14	121:11
300:14	32:24	expected	315:24	eye 358:20
372:13	39:11,16,	10:24	319:11	362:24
examine	18 42:23	66:3	explanatory	<hr/>
5:10	56:23	314:13	101:22	face 19:20
132:25	113:1,6,1	expecting	exploratory	faced 129:2
examining	6,23	129:24	43:3	facilitated
53:4	341:15	experience	explore	348:4
example	executives	45:4	262:4	facility
107:9	341:11	106:25	expressed	129:18
131:17	exercise	107:22	123:7	facing
334:10	10:5 44:2	284:13	197:12	241:24
examples	124:9	285:9	198:4	
130:4,5		290:12		

fact	factored	357:25	366:23	,12 360:7
24:7,11	81:16	358:18	famously	363:21
34:17	factors	361:4	42:22	fewer 42:7
41:16	282:14	fairly	fatigue	fiducial
46:13	307:19	77:17	360:8	313:2
49:23	321:23	99:7	features	fiduciary
55:2 57:3	facts 41:19	230:12	113:15	82:23
123:12	128:6	235:3	February	83:2,11
125:1,3	Fagen 94:1	237:6,12	84:4	field 78:21
131:3,9	fail 122:8	238:1	federal	fifteen
135:21,24	failure	262:19	346:8	217:10
141:14	315:5	270:20,21	fee 32:6	270:24
143:16	fair 10:25	347:14	119:22	342:23
146:7,23,	17:15	fairness	feedback	343:13
24 153:1	18:20	50:12	88:7	345:1
172:11	26:9	79:11,14	feel 105:4	fifty 15:18
173:15	36:21	faithfully	109:15	347:6
176:25	38:12	10:4	171:19	figure
177:14,20	42:5 76:9	fall 154:24	172:4	71:25
187:6	83:20	174:4	202:13	130:24
195:22	105:15	falls	304:3	277:7
200:18	112:19	109:12	307:21	final
220:24	124:7,10	familiar	309:3	169:19
223:20	152:8	19:20	336:25	178:12
224:5	155:18,23	103:8	340:21,24	297:17
231:4	156:24	109:9	350:6	330:1
232:16	171:23	229:3	373:14	finalized
234:1	173:24	231:4,14,	fees 119:20	109:1
235:3,24	175:5	22 235:24	348:11	finally
240:11	185:16	236:13	feet 6:8	260:24
244:25	195:25	238:1,5,1	fellow	261:18
259:10	224:25	0 239:14	352:5	finance
262:18	225:1	241:15	felt 67:23	318:6
319:5	255:1	243:14	123:13	349:1,18
324:17,21	259:13	244:24	131:6	finances
328:16	262:25	245:4,6	164:22	137:15,20
334:11	267:17	251:14	165:8	,22
337:4	268:22,24	252:21,23	166:2,13	234:15
344:23	269:10,13	255:15	171:17	financial
356:2	275:25	280:6	227:2,9,1	45:1
357:22,23	291:1	312:10	2 312:25	81:22
358:3	291:1	324:1,20	313:22	102:24
360:1	304:10	337:21	323:11	158:18
361:10,18	305:19	familiarity	344:6	162:1,22
365:4,8,2	306:16	232:1	350:13	165:4
4 366:4	343:24	319:15	351:1,3,7	167:9
367:5	344:14	family		
factor	346:22	365:17		
45:10	347:11,12			
292:17	350:12			

181:6	finished	firsthand	160:25	43:21
211:17,19	139:4	285:2	163:19,24	fortunately
212:14	372:20	first-hand	170:22	341:12
280:25	373:12	139:10	195:21	fortune
286:6,12	fire 99:13	firstly	210:2	157:5
292:17	350:1	316:2,24	216:3	178:22
297:12	364:3	fit 107:5	239:12	forty
300:7	firm 53:11	286:20	243:14	271:20
304:17,21	first 5:8	295:21	255:25	369:2
305:4	10:22	five 195:23	283:7	forward
306:4,12	20:16	213:12	309:9	72:22
309:10	60:20	249:25	forefront	129:9
318:13,16	71:4	250:1	17:6	153:12
342:9	78:10	265:13,18	foremost	167:1
344:5	111:13,25	273:23	341:25	171:16
345:7	126:11	274:5	forget	182:12,22
346:19	129:8	326:14,18	350:2,3	185:7,23
financials	150:21	328:18	form 67:3	187:2
75:9	151:3	333:24	114:20	190:5
financing	180:16	fixed 345:3	169:5	192:16
353:20	194:24	flip 252:17	261:9	204:12
355:10	196:10	floating-	313:19	206:9
finding	199:5	rate	formal	209:25
111:19	203:15,18	345:3	196:5	211:25
284:4	207:13	flooding	format	218:9
309:4	226:15,21	173:7	235:9	231:17
findings	232:17	Floyd	formation	300:17
211:5	248:2,24	242:11	190:8	304:6
216:2	251:10	focus 18:18	formed 78:6	307:25
fine 5:13	265:8	88:16	309:7	308:17
54:10	272:1,25	184:10	310:23	309:7
69:1,3	278:25	245:24	former	310:23
117:10	280:19	246:16	31:25	313:9
120:10	298:9	316:19	242:8	315:18
193:7	300:18	318:12	310:4,7,1	347:15
198:19	301:15,18	focussing	9 311:8,9	349:8
299:13,17	,21 307:9	310:13	341:12	354:21
300:1	314:8	315:3	347:19	357:13
311:7	323:18,24	follow-up	formerly	forwarded
326:20	325:2	146:12	312:10	264:7
332:7,8	332:21	foot 127:12	forms 10:11	foundation
finer	333:1	force 9:16	formulated	8:4,7
330:18,23	334:11	150:10	266:20	14:18
finger	341:24	151:16,21	forth	17:10
33:13	347:19	152:3,16	202:20	25:15
finish	349:23	153:3	203:19	29:15
147:11	368:25	fortunate	fortunate	36:16
371:24	369:1			37:2,13
	370:11			38:15

46:7	147:7,12	128:25	143:1,8,1	168:1,12,
47:12	148:23	136:20	1,14,20	16,20
51:16	160:15	348:14	144:1,4,9	169:1,10,
59:12	171:15	355:23	,23	14,25
60:23	180:11	361:12	145:1,5,9	170:4,8,1
62:25	188:20,24	Frederick	,21,25	3,16,20
64:10	189:3,8	2:16 3:7	146:6,11,	171:3,10,
66:8	191:10,15	50:5	18	18,24
70:24	,25	70:25	147:5,10,	172:4,10,
71:13	192:19	71:10	14,17,18,	14,19
79:17	193:12	105:18	21	173:9,14,
81:11,20,	198:12,18	116:9	148:8,21	23
25	,22,25	122:1,2,2	149:4,7,8	174:15,20
85:5,23	202:22	0,23	,24	,23
93:19	216:10,21	123:4,12,	150:4,13,	175:4,9,1
95:5	,23	15,23	20,25	3,20,25
110:21	217:12	124:6,17	151:7,13,	176:5,8,1
139:19	221:3,19	125:1,13,	20	2,19
239:10	222:12,15	16	152:1,7,1	177:2,8,1
244:17	,24 223:3	126:1,19,	8,24	3,19,23,2
280:11	227:19,23	24	153:8,13,	5
319:10	254:9	127:5,9,2	18	178:6,9,1
337:24	278:7,13	2	154:2,9,1	8,21
founded	299:5,12,	128:13,18	5,21	179:2,8,1
300:6	16	,19,23	155:6,9,1	3,18,23
four-year	301:2,6,1	130:2,12,	3,18,22	180:6,14,
367:9	1 302:3	23	156:4,7,1	15,24
foyer	303:9,14,	131:6,9,1	8,23	181:4,9
369:10	18,21	4,20,23	157:3,11,	182:7,21,
fragility	306:18,24	132:6,9,1	14,20,24	25
352:7	307:6	9	158:2,6,1	183:9,22
fragmented	308:21	133:4,11,	4,20	184:2,11,
243:4	309:11,15	23	159:2,11,	16
frailty	,21	134:3,11,	18,22	185:14,20
352:14	314:17	19	160:4,9,1	186:2,8,2
frame 300:6	315:19	135:2,11,	3,18,21,2	3
316:21	316:9,12	15,20	2	187:5,11
frank 1:7	317:13	136:6,11,	161:2,7,2	188:4,7,1
5:3,12	322:15	16,24	4	2,16,22
48:23	326:12,19	137:4,10,	162:4,13,	189:1,6,1
49:1,7	327:1	16,18,23	23	1,12,25
50:7	331:24	138:3,9,1	163:2,7,1	190:7,11,
54:6,11	332:4,9	5	2,17,22	24
59:1	338:2,16,	139:1,5,1	164:2,6,1	191:4,12,
64:20	22	6,17	0,15,21	18
116:17	370:12,24	140:4,13,	165:1,6,1	192:3,23
121:23	372:6,9,1	16,22	5,19	193:3,7,1
139:3	5,19	141:1,8,1	166:2,5,1	4,17,18,2
	373:5,8,1	3,20	2,16,22	3
	6	142:1,10,	167:6,11,	194:3,11,
	frankly	19	18	17 195:15

196:3,10, 13,17 197:1,10, 17,20,25 198:10,15 ,20,24 199:3,4,1 3,20 200:10,15 ,23 201:13,18 ,23,25 202:4,8,1 2,16 203:3,6,1 1,12 204:1,8 205:12,18 ,22 206:2,6,1 1,14,19,2 3 207:8,24 208:6,14, 23 209:3,7,1 5,21,24 210:11,22 211:1,13, 23 212:3,12, 17,21 213:1,4,1 0,15,19 214:1,5,2 1,25 215:6,11, 15,23 216:12,22 ,25 217:6,15, 18,19 218:2,7,1 2,25 219:6,10, 18 220:5,12, 18,22 221:7,21, 24,25 222:9,14,	17 223:1,5,7 ,10,11,17 224:3,8,1 1,16,20 225:2,13, 20 226:3,12, 18,23 227:4,9,1 2,17 Freedom 23:16 frequency 155:2 172:21 173:12 frequent 173:1 friend 128:14 139:18 149:9,12 158:3 159:23 friendly 19:20 Fryer 2:14 3:9 63:2 181:5 187:18 190:15 290:14,17 ,20 295:23 299:6,7,1 4,18,21,2 2 300:2,4 301:4,10, 13,14 302:6,7,2 0 303:2,6,8 ,12,16,20 304:1,2,8 ,9,13 305:6,21, 25 306:3,9,1	5,19,22 307:2,9,1 1,12,23 308:11,19 309:1,14, 20,24,25 310:7,14, 15,18,22 311:6,14, 18,21,24 312:9,16, 20 313:4,7,1 7,25 314:6 315:8,22, 23 316:11,15 ,17,18 317:4,8,1 6,17,22,2 5 318:4,9,1 2,18,24 319:4,9,2 3 320:9,14, 24 321:10,13 ,22,25 322:4,7,1 8,19,23 323:2,5,8 ,13,21 324:5,8,1 2,16,20 325:1,6,1 5,20,23 326:6,10, 16,17,22 327:2,3,5 ,6,11,21, 23 328:3,20, 24 329:8,11, 15,19,23 330:5,13, 20,22 331:1,6,1 0,16,18,2	2,25 355:24 Fryer's 357:2 fulfilling 6:23 full 32:19 105:7 106:11 185:16 216:20 351:7 full-sale 213:6 fully 17:7 84:25 161:3 192:17 209:25 210:5 fulsome 163:20 164:7,23 187:25 188:5 201:20 202:14 208:1 fumbling 161:12 functional 127:16 functioning 200:7 227:1 funding 129:11,16 fundraising 12:23 13:20 funds 179:21,22 314:20,24 354:22,25 funny 73:17 98:17	112:5 fuss 372:21 future 112:18 127:25 132:15 136:4 137:7,19 142:6,12, 14 143:3 167:16 174:2 175:7 256:18 343:3 <hr/> G <hr/> GAAP 318:21 Gage 13:14 gain 74:6 158:10 Gajos 2:21 games 83:21 gap 110:15 Garbutt 291:25 317:19 341:13 gargantuan 277:7 gather 73:14 gathered 73:18 gathering 41:16 72:19 339:25 Gaveler 322:20 general 18:3 43:20 108:17 156:24
---	---	---	---	--

171:19	151:14	285:3	graphs	26:25
352:23	153:1	323:16	273:1	31:20
generally	171:6	366:12,25	great 83:12	38:22
245:4,5	207:25	good-	85:18	41:9
262:15	234:15,20	quality	88:16	42:21
267:12	,23	177:17	108:7	48:6,13
283:11	248:17	google	169:18	103:1
335:19	262:4	268:2	188:13	111:24
339:15	271:20	googled	241:4	162:11
344:24	285:20	267:23	284:4	184:4
363:20	286:6	gosh 201:9	340:25	303:24
generally-	305:3,23	gotten	348:21	308:16
accepted	306:12	198:1	353:7	315:5
318:20	309:10	governance	greater	338:25
gentleman	314:3	312:4	88:25	344:18
125:3,7	330:11	313:9,12,	166:23	373:13
George 2:12	347:5	16,20	greatest	guest
64:16	362:22,23	315:13	84:24	235:12
65:3,6,10	gives 107:9	316:25	106:14	guests
Georgian	giving	318:1	green 29:13	181:10
229:19	34:17	governed	176:13,16	guidance
gets 105:2	88:7	314:19	254:17,21	279:6
120:16	106:20	governing	273:6	guy 184:12
getting	132:2	312:11	323:19	<hr/>
24:1 32:4	161:10	government	353:18	H
34:7	353:4	32:1 42:7	354:5	habit 307:4
67:21	355:13	72:15	Grill 36:14	half 249:18
69:6	360:15	73:8	127:3	285:9
105:13	Glenn	129:14	grocery	369:2
112:13	183:23	242:12	19:5	hall 1:16
179:16	184:3,5,8	254:22	ground	144:3
198:6	Glenn's	346:8	137:25	hand 352:18
241:3	184:8	369:17	146:19	hands 12:25
254:15	Glicksman	governments	177:10	54:3 93:5
259:3,7,2	86:5	129:12	group	handy
0 264:21	goals	governs	106:15	116:19
333:11	246:5,17	312:17	155:11	hang 52:1
given 22:2	gobbled	grant 32:4	175:21,23	happen
24:23	235:20	353:19	groups	130:18
32:7 67:4	golf 83:20	354:9	153:15	167:4
80:21	266:1	355:7	growing	273:23
91:12	golfing	356:23	282:20	305:9
112:6	80:11	grants	346:9	345:15
113:21	gone 80:11	354:15	growth	346:14
114:13,20	173:18	356:15	129:22,23	happened
133:14,15	262:12,20	guess 18:10	guess 18:10	7:1 97:16
147:19	264:18			
148:4				

101:2	341:16	344:17	355:14,15	Hill 237:8
120:7	342:7	351:9	Herhalt	hindsight
196:4	348:11	363:9	106:3	8:10,12
210:6	353:22	364:16	151:2	371:18
236:13	355:7,11	hearing	204:20	hire 347:20
252:4	358:12,19	63:21	herself	349:8
264:19	362:4	heart	370:1	hired
285:5	Hawkins	156:14	he's 11:20	263:15,16
304:11	13:11,12	157:1	25:3	365:10
314:15,22	head 35:15	heavy-	31:22,23	historically 242:3
,23 318:5	40:14	weight	36:22	269:24
346:18	155:10,14	305:8	42:22	363:16
369:25	176:2	he'd 31:21	56:12	history
370:14,17	236:7,8	36:24	63:24	241:23
,18,22	headed	heels 62:5	73:6	243:6
happens	48:15	held 1:15	80:10,11	244:23
338:6	heading	198:4	118:14	311:10
happy	101:20	221:15,16	121:18	334:24
116:15	211:10	328:10	125:3	hockey
128:14	242:24	367:25	341:6	120:16
284:15	254:16	Hello 96:10	Hickey	
hats 42:22	heads 40:11	help 72:19	13:12	Hogg
140:15	41:10	165:6	362:7,9	170:10,11
haven't	285:20	203:8	high 41:12	171:4,5
43:5,8	350:8,23	208:10	187:21	194:13,15
146:22	healthy	300:15	268:20	204:24
221:4	313:15	306:25	364:14	205:15,19
254:7	hear	332:22	higher	206:4,15
304:18	18:14,16	336:24	110:10	214:12
361:3	38:7 99:7	347:5,21	highest	215:3
having	113:19	360:1	276:22	hold 202:23
36:22	317:7	372:22	294:22	holding
39:25	351:9,12	373:1	295:22	90:20
45:23	heard	helpful	296:7	194:23
61:2 62:5	7:10,22	93:6,15	highlight	222:13,16
68:18	8:8,15	130:14	216:14	321:20
107:18	31:3	210:14	highly	323:10
120:9	62:14	370:13	86:25	holdings
130:6	128:24	helping	87:22,25	195:6,8
136:3	235:14	353:19	90:9	holidays
146:20	249:4	355:9	102:8	360:3
184:12	262:14	Hence	113:16	home 121:16
204:15	268:19,21	131:15	126:13	honest
214:15	284:23	hereby	127:15	76:12
259:11	293:19	216:2	341:11	honesty
315:4	296:15	here's	358:7	
320:17	336:13		363:5	
336:16	341:4			
338:24				

171:15	188:20,24	194:5	78:14	190:15
Honour 49:5	189:3,8	242:21	79:23	195:16,19
54:15	191:10,15	300:12	80:3	,23 198:1
139:6	,25	hopefully	81:22	202:20
145:12	192:19	188:9	82:10	203:19,24
147:15	193:12	Horizon	83:2,22,2	204:19
148:10,22	198:12,18	238:5	4 86:4	205:5,14,
149:5	,22,25	271:10	91:12	19 206:4
160:19	202:22	272:8,17	92:14	207:15,25
161:9	216:10,21	273:6	94:9,18	213:5
180:9	,23	274:9	95:1	218:3
188:23	217:12	277:1,12	101:15	233:9,18
189:2	221:3,19	290:21	103:14,21	234:1
191:22	222:12,15	291:7	104:5	256:10
193:15	,24 223:3	292:11	105:3,15	257:16
198:21	227:19,23	294:9,22	107:1	259:19
200:25	254:9	295:7,23	108:15	260:19
216:13,15	278:7,13	296:7	111:2,12	265:15
217:1,6,1	299:5,12,	304:25	113:20	273:24
6	16	Hought	115:3	302:17
227:18,22	301:2,6,1	65:15	118:11	304:6
228:4	1 302:3	Houghton	126:9,14,	327:14
254:8	303:9,14,	2:16	20	328:7
278:4,12	18,21	13:20	127:1,10,	352:20
299:7	306:18,24	23:7,24	18 128:2	353:23
315:8	307:6	24:5 25:4	135:8	355:12
331:23	308:21	26:15,16	136:2,25	358:4
332:16	309:11,15	32:16,24	138:4,5,2	359:25
338:12	,21	33:18	1	360:7
339:7	314:17	34:7,17,2	139:23,24	Houghton's
365:1	315:19	4 35:1,6	140:6,10,	51:21
371:2	316:9,12	36:13	18 145:5	186:3
372:5,18	317:13	37:7	154:3,11,	hour 249:18
373:2,22	322:15	38:13,17	23 155:2	369:2
Honourable	326:12,19	39:6,25	156:1,12	hours
5:3,12	327:1	40:2	157:4	274:20
48:23	331:24	41:10	158:8,12,	326:1
49:1,7	332:4,9	42:21	16 159:14	house 319:1
50:7	338:2,16,	43:14,24	160:10,13	346:20
54:6,11	22	44:6	161:18	348:5
59:1	370:12,24	48:9,17	162:9	hub 343:22
64:20	372:6,9,1	49:13,18	172:23	huge 198:5
70:11	5,19	50:13	174:1,11,	269:24
116:17	373:5,8,1	51:4,13	24	hundred
121:23	6	52:2	175:1,16	15:18
139:3	hope 33:19	53:3,11	179:14	244:6
147:7,12	161:11	54:21	181:5,13,	304:22
148:23	177:11	59:19	14,15,19,	312:11
160:15	186:13	63:2,6,18	24 183:1	
180:11	188:9	64:4	185:6	
	191:6		187:14,18	

342:20	176:1	289:2	371:14	174:3
345:18	189:19	identificat	illustrate	178:18
347:6	194:21	ion	130:4	180:6,19
hundreds	204:4	130:14	I'm	184:19
355:1	209:11	identifies	18:14,20	187:7,22,
Hurontario	211:17	328:8	25:14	23 188:7
1:18	ice 173:7	identifying	26:23	191:12,13
husband	I'd 132:12	71:21	28:22	,21
337:10	216:12	336:14	34:9 35:2	192:9,10,
hybrid	252:8	362:12	39:15	11 198:12
213:7	260:1	identity	40:9,13	200:24
hydro 30:9	272:12	107:12	41:1	202:18
32:5	273:3	IFRS	48:25	207:1,9
55:16,17	287:21	318:16,21	51:6	209:7
86:19	299:8,14	321:5	54:3,7	215:1,15
107:9,10	300:4	il 128:11	56:18	218:14
108:11,17	316:22	I'll 29:11	58:5,13,2	222:14
110:7,16	319:9	42:1 50:8	0,23	240:20
111:1,3,8	326:17	69:1	65:10,11	241:19
,20	332:17	90:22	69:22	243:3
112:9,10	344:18	101:5	71:1	248:23
169:18	ID 203:9	119:25	86:15	249:21
235:14	idea 6:16	125:17	87:9	251:17
237:8,9,1	35:12	126:3	99:11	252:15
6 238:12	37:22	174:10	109:9,10	278:1
244:5,8	38:18	175:13,14	113:24	299:7,8
248:7	46:4,10	176:12	116:8,9,1	300:4,5
273:19	51:12	180:9	4 118:17	301:21
276:23	53:11	191:22	122:4,14	304:3
277:7,15	63:25	198:21	127:23	305:7,8,1
290:23	78:23	200:15	128:5,12,	4 309:6
291:2,6	89:11	202:18	14 132:20	310:18
292:14	105:12	208:19	133:17	311:4
294:11	128:1	212:4	138:4	315:4,7
295:3,13	151:15	217:7,8	139:11,20	316:5
305:2	152:9,11,	223:6	,21,22,25	319:25
341:7	14 153:1	224:24	140:11	320:1
342:24	169:18	300:2	142:4,13	323:14
	257:6	304:14	144:16	324:25
	267:17	323:18	145:10,11	325:4
	281:23	326:20	,15,17	326:13
	308:5	327:24	152:3	327:13,22
i.e 118:5	348:24	329:25	153:19	,24 328:5
135:6	370:7	331:2,18	154:22	330:7
137:6	ideally	347:25	157:15	336:7,22
142:22	342:24	348:8	159:16	337:4,6,9
146:14	identical	352:8	160:25	,10 339:7
148:13	117:20	367:5	161:8,10	340:14
161:20			162:14	342:8
162:16			164:13	343:24
175:21				346:20

349:9	276:13	n 131:1	289:21	286:1
352:14	277:19	Inc 216:7	291:6	indulgence
355:11,13	286:7,9	inception	independent	300:21
,15,16	287:14	315:2	68:24	industry
358:16	331:3	inclination	independent	15:12
359:7,24	important	342:7	ly 296:11	41:11
361:11	13:23	include	indicate	107:22
363:18,19	14:5,14	73:11,14	330:7	127:13
367:7	18:15	186:13	349:17	133:7
368:22	21:5,7	included	indicated	136:4,17,
369:6,21	30:4	96:11	21:23	19
370:12,13	47:3,7	112:24	47:17	139:10,13
373:3	59:20	160:24	117:24	174:14
imagine	77:23	179:14	126:4	175:2
259:6	78:20	includes	158:11	231:1
341:16	80:15,22,	113:5	160:16	234:4
immediately	24	including	171:5	251:6
204:18	82:12,13	113:11	221:17	268:16
236:24	112:14,17	118:25	309:12	282:11
impact	131:7	149:20	362:11	339:14
132:18	139:24	163:24	indicates	344:11
162:19	162:19	168:8	313:10	inference
310:10	179:24	187:19	indicating	25:17
325:12	258:11	212:14	319:25	26:24
326:2	283:1	219:12	indication	infinite
impacted	284:7	256:22	48:3 78:1	364:14
129:8	286:5	265:13	140:9	influence
impactful	306:11,13	income	278:5	108:2,8
162:24	314:11	68:10	330:15	influenced
163:3	359:2	incorporate	indirect	109:3
impacts	360:12	65:17	337:8	influential
115:13	372:23	increasing	339:3	40:14
impartial	impression	285:25	indirectly	113:16
10:25	172:25	incumbent	335:21	inform
impartialit	improve	334:11,13	336:16,18	199:7,17
y 11:6	198:21	347:15	individual	informal
impartially	246:6	indeed	190:21	98:19
10:5,11,1	improved	131:20	316:7,13	196:4,11
2	245:22	143:2	individuall	265:14
implication	inaccurate	150:6	y 213:21	information
s 321:1	128:5	193:10	individuals	20:8,11,1
322:2	inappropriate	229:22	112:9	6,20
imply 54:12	te 102:17	258:1,19	169:16	21:2,11,1
importance	inaugural	280:9	172:1	2 23:16
229:5	174:7	282:13	205:1	46:16,20
252:20	inaugurated	284:18	induction	55:1 69:7
	154:16			73:18,22
	inauguratio			

82:14,20	136:14	inquiry 1:3	73:14,17,	interested
84:3,6	initiate	2:3,4 7:1	22	78:16
86:24	56:3	314:25	intended	111:19
87:2,4,7,	initiated	315:1	270:20	127:23
22	56:9	334:4	intensive	141:14
90:9,11,1	195:9,11	inserted	318:6	154:22
3 91:2	initiating	225:23	interaction	163:8
92:25	56:12	insights	173:1	195:2,24
93:3,10	344:4	300:7	interest	198:2
94:19,22	initiation	installed	8:15,16,1	205:8,16
95:2	56:16	232:10,18	7 38:19	231:17
97:19	initiative	instance	44:3,23	234:2
98:25	182:13	134:8	45:24	236:10
100:25	249:13	356:9	55:23	257:13
101:6	254:21	instances	56:2	275:11,19
109:18	258:13	366:22	81:22	,24 315:7
160:1,6,2	259:7	instead	82:17	interesting
3	264:24	299:10	112:10	126:5
161:14,17	initiatives	institution	117:19	190:13
162:1,6,1	230:22	345:8	118:2,12,	interests
5,17,24	318:14	institution	13,14	30:22
163:1	348:4	s 180:8	119:16	98:10
187:15	injecting	instruct	122:17	114:4
263:8	123:16	97:11	123:1,9,1	115:2,9,1
339:5,24,	injection	115:5	3 131:15	0,19,20
25 340:7	45:2	instructed	149:19	119:13,14
349:6	innocuous	126:20	158:8,9,1	156:13
357:14	162:17	220:14	7,18	157:1
361:11	360:10	instructing	159:3,15	167:7
364:24	in-person	118:14	177:16	176:15
368:7	143:6	220:3	183:2,5	177:15
informing	input	instruction	195:24	300:6
211:3	150:14	125:23	196:11	341:25
infrastruct	151:21	227:5	198:5,7	342:12
ure 345:2	153:16	instruction	233:21	internal
infusion	164:24	s 115:11	234:4,6,7	320:4
6:18	165:24	136:1	238:25	internation
inherent	185:12	219:1,24	257:7,12	al 318:15
359:18	200:11	360:16	290:12	internation
inhouse	204:3	integrity	310:4	ally
348:4	215:8	358:24	334:21	341:6
initial	inputs	intellect	335:16,20	interrupt
38:13	200:16	341:18	336:22	147:8
47:22	inquiries	intelligenc	337:9	intersects
78:15	67:20	e 72:19	338:13	68:13
85:19	68:5,18		339:4	interview
337:16			366:14	200:19
initially			367:20	203:22
			368:2	

204:16	invoice	34:18	310:22	132:11,13
205:9,16,	329:10	61:6	344:25	,24 137:1
20 337:17	involve	104:8	348:25	138:5,20
interviewed	143:4	124:8,21	352:23	141:3
273:23	150:16	141:5,16	it'd 308:8	174:25
interviewee	321:7	142:16	316:6	218:14,18
s 205:24	involved	147:25	item 21:21	220:24
interviewer	7:7,20	186:3,4	204:18,23	221:16
s 206:16	8:9	220:7	205:14	222:20
interviews	12:15,22	226:9	279:22	252:15
205:2	13:20	involvement	items	256:8
265:15	34:8 61:1	s 140:14	162:16	259:18
intimate	63:23	involving	202:17	260:24
355:7	68:13	13:23	221:18	285:18
introduce	70:5	53:12	287:14	Jeff 145:19
311:25	97:11,22,	65:24	It'll	248:10
introduced	24 118:25	153:14	303:12	job 16:7
64:18	131:16	329:7	I've 32:17	19:12
302:9	136:17	irregular	64:21	141:11
introducing	141:10,24	351:24	89:11	156:1,15
302:2	142:4,5	367:17	126:4	178:2
introductio	150:7,9	isn't 10:17	153:15	283:21,24
n 78:17	155:14	14:10	184:4	351:15
195:20	161:3	34:13,24	232:14	jobs
249:18	173:4	53:1	306:14	15:7,12,2
introducor	178:2	79:11	308:16	2 16:7
y 147:3	179:5,9	82:19	315:23	32:8
148:15	181:10,16	118:13	337:23	141:23
198:4	185:18	259:13	338:13	177:16
investigate	187:1	265:21	349:11	John 2:4
187:16	196:21	367:15	360:25	151:1
204:14	200:12	issuance	361:1	204:20
investigati	216:16,17	210:3	364:25	joined
ng 197:5	219:24	issue 23:20	365:18,20	154:6
investments	220:2,8,1	24:11	366:1,4	joint
112:18	0 226:7	29:13	369:7	215:17
invitation	251:18	124:23	<hr/>	312:13
264:7	255:17	176:13,21	J	Journal
invite	264:23	178:3	jams 173:7	120:1
266:2	316:7,14	345:24,25	January	judge
invited	329:1,6	349:2	36:5	195:24
145:24	340:23	360:8	37:6,22	322:13
264:11,15	341:13	issued	44:11	335:3
265:21	342:6,10	213:12	45:12	344:19
involvement	353:4	issues	46:17	362:16
33:24	357:24	18:21	50:1	judged
	360:14,15	88:22	59:13	105:9
		284:7	84:4 95:7	

judgment 61:5 123:7 178:12 199:15	jurisdiction n 243:8 244:4 Justice 1:7 299:22 300:21	129:7 136:17,18 ,20 158:22,24 229:4 233:18 236:17,21 237:6 238:5 248:10 257:15 260:2,4 262:7,11 263:3,13 264:22 265:17,23 266:25 274:9,12 285:8 360:1	18,21,22, 25 151:2,7,1 3 153:3,16 163:24 203:20 204:13,20 259:19,23 260:4,8 263:4 279:7 297:12 323:3 329:1,6,7 ,21	largest 137:20 244:8 lark 126:10 128:3 last 26:20 44:20,22 148:10 184:23 299:19 300:18 301:20 315:16 335:15 350:13 362:5,6 367:13 372:10
judicial 1:3 337:17 369:12 371:6	<hr/> K <hr/> Kate 2:3 188:11,14 192:25 193:5 202:24 203:5,8 372:14	266:25 274:9,12 285:8 360:1	KPMG's 204:3	lastly 7:20 286:20
July 80:3 183:11 191:7 192:13 193:25 196:4 198:2 239:25 265:15 274:1	keen 18:14 206:3 Kennedy 123:19 124:10 125:20 223:23	knowledge 10:6 44:5 108:5 220:14 354:1 355:7	<hr/> L <hr/> lack 220:7 322:11 369:13	late 126:7 127:2 137:1 350:12
jump 343:24	key 71:21 209:8 323:15 340:22	known 39:6 58:16,19 80:18 82:3 83:12 132:7 196:19 268:16 299:23 318:16	Landscape 242:24	lately 63:20
jumped 41:18	kick 257:7	58:16,19 80:18 82:3 83:12 132:7 196:19 268:16 299:23 318:16	language 53:1 343:11	later 5:5 38:10 39:1,2 47:16 106:15 126:4 136:14 144:13 200:16 211:8 212:4 241:8 255:25 256:4 305:15 311:25 314:12 328:18 356:15
jumping 339:9	kidding 60:3	82:3 83:12 132:7 196:19 268:16 299:23 318:16	lapse 6:5	
juncture 163:4 208:7 218:21 223:19	kilowatt 274:20 326:1	82:3 83:12 132:7 196:19 268:16 299:23 318:16	large 107:10 129:9 235:16 237:12 245:21 258:23 267:18 282:9 283:24 286:25 344:20	
June 60:15,18 71:9,18 77:12 78:6 143:16 146:7,20 148:2,18 180:18 182:3 184:23 186:10 187:25 190:19 209:9 248:23 261:5,18 263:3	Kim 190:15 kinds 73:18 80:3 107:18 133:8 167:7 206:8 255:15 261:25	KPM1133 271:14 KPM1901 109:21 KPMG 70:4 76:4,15 103:17 105:25 110:1,2 111:1 149:10,12 ,15,18,25 150:6,14,	largely 275:25	
	knew 56:17 99:10	110:1,2 111:1 149:10,12 ,15,18,25 150:6,14,	larger 245:20 281:25 282:4 334:14	latter 323:14 launch

249:13	181:22	285:25	298:24	23
264:6	231:5	leave 11:19	lenient	66:18,24
265:4	232:4	111:13	33:23	67:9
law 97:4	241:23	121:17	35:9	68:23,25
lawyer	244:2	140:17	324:2	69:3,8
96:17	245:9,18	306:19	355:13,23	71:18
100:17,21	254:17	308:20	lens	132:21
114:10	255:17	370:4	340:15,16	138:4
116:4,11	261:20	lectern	356:18	140:19
128:9,15	262:19	332:7	Leo 95:23	141:2,4,1
139:18	283:16	lector	96:10	5,19
149:9	LDDs 272:20	299:13	97:22,24	142:2,9,1
232:8	lead 129:20	led 151:22	101:18	2 143:12
302:2	314:15	156:20	122:11,24	144:14
323:24	342:17	247:1	223:22	146:13
335:3	leader	359:9	227:6	205:6,15,
lawyers	182:14	legal 10:16	less	24 259:23
7:22	leaders	20:25	17:4,13,1	261:6,19
95:19	72:16	21:12,19,	4 40:22	263:22
96:16	73:9	20 22:1	89:4	letters
97:12	leading	23:11	275:23	367:18,22
99:24	105:2,13	24:12,18,	let's 8:14	level 41:12
118:6,15	112:5	21	9:1 11:19	43:20
119:1	340:17	25:5,19	44:10	78:21
124:1	343:3	26:2	62:24	96:21
131:16	346:17	219:2	64:25	127:12
219:25	353:9	220:3,14	65:1	135:17
228:8	lead-up	348:11	69:16	150:15
336:13	14:25	359:12,20	70:23	163:13,19
340:22	leaf 180:7	368:6	84:9 85:4	164:12
341:6	leaf 57:16	legislation	87:11	268:20
347:1,17	leak 57:16	23:16	91:5	300:4
layered	leaked	Lehman	92:18	334:18
81:4	57:9,13	145:19	93:17,18	342:18
LDC 88:20	lean 42:18	237:19	95:11	358:23
136:13	learn	247:6	110:20	364:6,14
175:2	132:10	248:2,10	116:18	366:15
234:24	258:11	262:15	186:18	lever 46:24
235:8	learned	264:21	192:11	liaise
236:21	38:9,15,2	284:20	193:8	313:5
238:2,16	5 133:15	367:24	201:8	liaison
239:13	230:18	Lehman's	266:4	312:22
259:6	least	247:19	292:20	Liberal
287:1	145:23	lend 349:5	302:4	254:22
318:9	169:6	lengths	367:12	library
358:7,15	195:9	366:12	letter	129:18
LDCs 42:7	196:20	lengthy	46:23,24	364:4
132:2			64:11,17	licensed
136:15			65:4,7,9,	

243:17	listed	304:18	loss 89:3	215:23
lifetime	86:22	location	269:21,24	lunch
12:12	289:9	122:5	losses	148:24
light	327:13	logo 264:25	283:21,24	362:1,4
144:16	328:5	Logrin	,25	<hr/>
269:11	lists 90:5	242:11	lost 360:5	M
275:5,20	literature	long 45:24	lot 21:10	M&A 70:14
277:11	349:13	49:23	30:9	magazines
299:19	little 5:4	217:14	39:14	139:12
Lights	47:14	299:24	40:1,3,7,	mail 47:17
326:9	54:4,7	300:13	9 55:14	mainly
likely	72:9	337:8	58:10	270:6,7
96:11	129:1	360:1	62:21	271:3
149:17	136:7	longer 54:7	76:9,25	maintain
154:19	142:20	121:19	106:24	178:22
202:7	163:12,18	325:24	107:21	225:17
225:11	165:9	326:15	108:2	246:20
251:21	195:17	Longo	114:13	maintained
321:15	199:21	101:18	129:4	304:3
341:5	204:10	114:3,4,9	228:4	maintaining
343:3	207:14	,19	243:3	245:25
356:6	211:16	116:16	269:15	major
361:9	228:5	117:12,16	276:4	135:23
limit 340:6	291:16	,24	277:25	173:4
limited	301:25	118:3,17	290:7	197:13
20:13	302:1	122:11,12	306:1	198:7
line 33:21	319:24	,24	317:11	238:16
96:5	320:15	123:16	323:22	282:14
126:5	328:11,25	124:8,13,	346:16	313:21
326:2	332:18	22	348:3	321:4
365:8	338:17,18	125:2,7	357:12	325:7,12,
lines 94:7	351:18	223:22	364:24	20,23
345:17	361:9	227:6	366:5	349:19
365:10	365:16	long-	lots 140:14	majority
link 320:10	live 17:7	standing	272:11	275:15
linked	lived 342:7	116:4	351:12	334:5
319:18	lives 342:8	long-term	low	340:21
list 3:3	Lloyd	363:7	325:17,25	351:14
4:1 11:13	99:7,24	longtime	342:23	356:3,9
20:15	160:14	300:11	lower	makers
90:4	190:20	long-time	174:12	71:21,25
112:8	local	40:4	277:12	makeup
118:24	246:1,20	156:2	282:9,16	168:9
120:12	255:11	loop 25:9	lowest	341:3
200:13	313:9	46:4	276:19	Man 157:7,9
294:18	322:10	lose 107:11	277:1,4	manage
	325:13		291:2	
	locate		lucky 201:9	

161:11	59:1	372:6,9,1	21:16,19	158:14
175:23	64:20	5,19	125:3	171:12
management	116:17	373:5,8,1	137:11	174:1,10
192:17	121:23	6	161:21	183:2
	139:3	Marron 2:12	193:24	186:14
managing	147:7,12	64:16	194:18	191:13,19
343:19	148:23	65:3,6,10	200:25	192:25
347:17	160:15	130:24	201:1	217:10
mandating	180:11	372:7,8	206:9	220:13,19
251:25	188:20,24		211:19	,25 225:5
manner 11:2	189:3,8	materials	219:11	230:15
67:10	191:10,15	200:21	223:18	244:14
194:20	,25	250:17	226:16	247:4,5
343:17	192:19	math 333:11	363:17,19	248:2
	193:12		,24	260:9
manufacturi	198:12,18	Mather 2:4	maximize	261:9,13
ng 269:12	,22,25		323:11	306:25
275:5,8,2	202:22	matter		322:13
0,24	216:10,21	18:7,25	maximum	328:12
276:2	,23	21:2,20	103:2	339:9
277:11	217:12	23:8,12,1	105:2	353:2
March	221:3,19	3,14	112:1	364:16
125:6,9	222:12,15	24:22		
223:21	,24 223:3	39:8 55:6	may 5:11	maybe 55:9
227:7	227:19,23	60:14	6:4 17:22	128:25
mark 305:3	254:9	89:25	20:11	132:20
	278:7,13	122:11	25:18	143:23
marked	299:5,12,	123:17	28:6,10,1	144:11
112:9	16,22	124:13	2,13,21	145:10
120:3	300:22	153:22	42:7 53:7	165:9
217:20	301:2,6,1	162:7	63:1 65:3	207:3
218:15	1 302:3	173:3,8	70:13	208:18
222:10,22	303:9,14,	179:14	72:18	228:5
254:8	18,21	180:9	80:25	275:19
278:2	306:18,24	184:18	113:21	279:19
market 42:6	307:6	189:19	114:5	307:19
	308:21	198:8	115:19	313:9
marketing	309:11,15	199:9	116:11	325:12
367:19	,21	208:10	117:19	351:18
Markham	314:17	348:20	119:18	368:12
237:8	315:19	353:2	121:16	
	316:9,12	356:13	122:5,13,	mayor 11:13
marking	317:13	362:13	14,16,18	12:25
103:9	322:15	366:17	125:19	17:16
	326:12,19	372:11	130:18	18:25
Marrocco	327:1	mattered	135:24	21:10
1:7	331:24	18:5,9,11	139:11	35:3,13,2
5:3,12	332:4,9	,13,22	140:9	1 36:2
48:23	338:2,16,	19:1	143:4	47:18
49:1,7	22	matters	146:6,15	59:23
50:7	370:12,24	13:23	147:22	60:25
54:6,11			157:5	65:7

74:19	228:23	25:3,8,13	5,20,24	,17,21
96:1	335:1	,16,22,25	52:7,10,1	78:5,9,13
98:22,25	McAllister	26:4,8,14	3,24	,19,23
100:11,16	181:17,25	27:2,5,9,	53:10,14,	79:2,5,9,
101:21	183:23	13,18,23	21	15,21
102:7	184:4,5,2	28:4,9,13	54:1,9,17	80:2,7,10
104:13,14	1 185:12	,16,21,24	,18,24	,14,19,25
120:2	McDowell	29:3,10,2	55:5,8,12	81:3,7,10
129:6	2:18 3:6	0	,15,20	,15,19
130:4	5:9,14,23	30:2,8,11	56:1,15,2	82:1,5,9,
131:2	,24	,16,21,24	0	15,22
134:1	6:2,3,13,	31:3,9,15	57:3,7,12	83:1,5,10
145:19	16,20,24	,19	,15,18	,15,19
154:16,24	7:5,13,18	32:2,9,15	58:1,6,9,	84:1,9,14
155:24	,25	,23	15,18,22	,18,21
156:20	8:5,13,19	33:3,5,9,	59:7,10,1	85:4,9,16
172:20	,25	12,17	1,18	,22
190:14	9:5,9,20,	34:5,11,1	60:1,7,11	86:3,9,17
221:17	23	6,23	,14,19,22	,23
228:20,23	10:2,10,1	35:2,5,10	61:10,13,	87:3,6,11
229:3	5,20	,15,19,25	20,23	,16,21
230:7	11:5,8,11	36:4,8,11	62:8,19,2	88:1,6,10
231:23	,15,18,24	,17,21	4	,14
237:19,20	12:2,6,10	37:1,6,12	63:5,13,1	89:9,15,2
247:6,19	,14,18,22	,21,25	7	0,24
248:2,3,1	13:1,4,8,	38:5,12,2	64:2,6,9,	90:3,8,12
0 250:14	13,16,19,	0	15,24,25	,17,19,24
251:15,21	22	39:4,20,2	65:5,8,13	91:5,10,1
262:15	14:2,5,9,	4	,14,21	5,22
264:21	13,17,22	40:6,12,1	66:1,7,16	92:1,7,13
284:20	15:4,9,15	6,23	,22	,18,23
285:2	,21,25	41:3,8,18	67:2,6,18	93:4,11,1
314:7	16:8,13,1	,23,25	,24	7,22
315:6	8	42:5,13,1	68:4,7,12	94:1,4,13
317:10,22	17:1,9,15	7,20	,17,22	,17,24
328:25	,20,24	43:1,5,10	69:5,11,1	95:6,11,1
331:4,7,1	18:2,8,12	,19	6,21	7,21
1,20	,19	44:4,9,14	70:1,9,16	96:4,8,14
333:4,15,	19:3,8,11	,18	,23	,20,24
18,21	,15,19,22	45:15,22	71:3,8,12	97:3,6,9,
334:11	20:6,19,2	46:3,8,12	,17,24	15,23
341:13	3	,15,21	72:3,8,13	98:3,8,13
347:11	21:9,14,1	47:2,6,11	73:1,6,10	,24
348:1,2	8,25	,21,25	,13,16,21	99:3,6,15
349:24	22:4,9,14	48:4,12,2	74:3,9,15	,21
mayors	,17,22	1	,24	100:2,4,9
19:16	23:1,5,19	49:10,11,	75:5,10,1	,15,19
358:5	,23	17,21	8,23	101:1,5,1
363:5	24:4,10,1	50:2,10,1	76:2,8,14	0,14,24
mayor's	6,19,25	1,16,23	,18,22	102:4,11,
		51:2,10,1	77:3,8,11	16,19

103:1,11, 19,24 104:2,7,1 6,20,25 105:17,22 ,23 106:4,9,2 2 107:16,20 ,24 108:1,6,1 0,21 109:11,14 ,20,25 110:5,14, 20,25 111:11,16 ,18,23 112:4,12, 19,24 113:5,9,1 2,14,19 114:1,7,9 ,12,15,18 ,23 115:1,8,1 4,18,24 116:3,14, 21 117:3,8,9 ,15,23 118:10,19 119:2,5,9 ,12,17,24 120:5,11, 21 121:1,5,8 ,15,20,24 128:7 158:3 159:23 166:8 233:5 234:11 343:25 353:2 357:13 359:3,8,1 5 365:4 369:12 371:6	McFadden 107:2,25 108:1 132:21 133:7 135:7 181:2 190:15 194:19,25 240:16 242:17 252:14,24 253:6 255:10,24 341:5 McGrann 2:3 188:11,14 192:25 193:5 202:24 203:5,8 372:14 McGuinty 254:22 mean 33:13,19 40:13 54:12 107:6 202:5 251:25 370:25 373:6 means 60:8 63:14 73:18,19 189:7 257:12 286:21 304:4,23 344:21 meant 54:12 108:7 302:21 measured 354:25 measures 351:6	measuring 342:2,14 media 141:10,22 meet 146:15 meeting 7:15,21 38:6,17,2 1,23 51:5 56:5 60:18 77:12 78:7,10,1 4,17 85:10,19 99:23 125:8,17, 22 126:10 143:6,17, 21 144:12,13 ,18 146:2,8,1 2,20 147:3,4,1 9 148:2,7,1 5,18 150:21 168:22 169:5,12, 17,22,24 170:18,25 171:20 172:2,5 180:17,25 181:12 182:3,6,8 183:19,23 ,24 184:24 185:25 186:10,21 ,24 187:1,6 190:20 191:1,2 192:13 193:25 195:12,21	196:5,24 197:22 198:4 201:4,14, 20 203:24 205:9,16 206:24 207:2 208:1 210:1,4 213:2,5 214:7 215:4,17 218:22,23 221:13,16 222:1 223:14,22 224:13,25 225:5,10, 21 227:6 232:17 233:9,18 234:1 248:23 265:8 288:6,19 304:5 314:1 320:18 328:10,17 360:1 362:1,18 364:2 367:22,23 368:11,15 ,19,25 369:12,14 ,22 370:4,5,1 4,18 371:7,9,1 1 meetings 20:14 78:15 79:16,22 83:21 136:10 150:7,8,1 9 151:2,4 186:11	187:8 198:2 203:22 210:2 211:6,24 212:22 218:18 229:8,23 230:2,4,1 2 232:4 250:23 251:19 252:22 255:16 268:6,20 323:15 364:6 367:24,25 368:16 meets 61:21 member 12:3 35:21 36:1 104:11 150:22 151:1 154:3,4 169:3 200:7 205:23 227:1 232:25 240:16 251:10,15 279:17 288:15 289:14 310:5,8,1 9 311:9 312:2 318:1,2 319:13,14 320:19 365:18 366:11 members 10:23 20:10 24:7 60:9 88:12
--	---	---	--	---

89:21,25	369:8	82:25	3	258:1,5,1
95:24	mentioned	90:16	237:2,5,1	0,15,19,2
98:22	153:15	95:10	1,14,18,2	2
108:8	229:7	97:5	2,25	259:2,5,9
151:22,25	merciful	100:1	238:4,7,1	,16,22,25
160:24	217:10	102:25	1,14,19,2	260:7,11,
161:3	mercifully	107:15	2	15,18,21
169:4,11	217:7	111:17	239:4,9,1	261:1,4,8
170:21	merged	112:3	7,24	,12,17,22
196:20	237:15	119:11	240:3,8,1	,25
197:12	262:8	158:5	5,19	262:3,7,1
202:14	263:19	170:12	241:1,11,	1,14,17,2
212:8	merger	177:1,18	14,17,21	2
213:21	235:16	231:18	242:2,11,	263:2,7,1
214:13	237:7	234:17	16,19	3,18,21,2
215:9	238:25	243:22	243:1,13,	5
242:7	248:6	262:2	16,20,23	264:4,10,
265:12	262:19	273:25	244:13,22	14,17
288:6	284:23	306:8	245:3,7,1	265:2,7,1
292:4	285:10	309:14	6	1,17,20,2
296:6,22	mergers	310:21	246:4,8,1	4
301:16	37:15	312:25	2,15,19,2	266:3,9,1
305:3	136:18	328:19	3	2,15,19,2
317:9,14	226:8	mic 122:15	247:3,8,1	4
328:9	236:1	Michael 2:7	3,17,21	267:4,7,1
331:14	261:22	3:8	248:1,5,9	1,16,24
354:20	263:9	227:21	,14,19,22	268:3,8,1
363:8	369:18	228:1,2,1	249:3,6,1	0,15,18,2
365:25	merits	1,15,18,2	0,16,21,2	5
366:1,23	67:12	2	4	269:6,9,1
memo 86:4	108:24	229:1,7,1	250:3,6,1	5,19,23
87:7	message 7:9	1,14,18,2	2,16,21,2	270:2,5,9
101:18	32:10,21	2	5	,12,14,17
memorandum	62:2	230:3,8,1	251:4,8,1	,19,23
101:22	182:15,16	1,17,21,2	3,19,24	271:2,6,9
102:6	349:10	4	252:3,7,1	,13,18,25
memory 17:2	Messrs 63:1	231:3,8,1	3	272:5,7,1
125:19	273:24	2,16,19,2	253:2,8,1	0,17,24
144:17	met	1,25	1,14,17,2	273:8,11,
147:19	195:19,23	232:3,7,1	0,22,25	14,17,22
148:4	248:25	2,20,24	254:2,6,1	274:1,4,8
171:11	249:7	233:3,12,	2,13,20,2	,11,15,18
309:5	M-hm 11:14	16,24	4	,22
368:24	35:14,17	234:5,9,1	255:4,6,9	275:1,4,7
mention	41:24	3,18,20,2	,14,19,22	,10,14,18
37:14	42:11	3	256:3,6,1	,23
100:13,17	52:9 81:6	235:2,6,1	4,17,21,2	276:3,6,8
177:15		3,19,23	5	,12,16,21
350:13		236:3,6,1	257:2,5,1	,24
		2,16,19,2	1,15,18,2	277:3,6,1
			2	0,15,18,2

1,23	0,14,21,2	137:12,24	271:21	355:16
278:10,15	5	139:1	278:6	monitor
,17,18,22	298:3,7,1	mine 120:20	326:14,18	72:17
,24	1,14,17,2	minimum-	327:12	month
279:5,9,1	0,23	wage	328:4	257:16
3,16,19,2	299:1,3	15:11	369:3	months 56:7
5	microphone	minister	mirror	239:24
280:5,9,1	301:21	240:11	371:16	252:25
3,23	mid	242:8	miscellaneous	256:3
281:2,7,1	28:12,13	Minister's	us 184:19	314:12
0,14,18,2	middle	239:12	missed	morning
2	88:15	minority	157:15	5:24 6:1
282:3,7,1	250:1	149:19	missing	51:5
3,18,23	319:24	minute 43:6	28:21	94:11
283:4,11,	midway	183:10	341:17	161:17
14,18,23	202:18	326:14	misstate	232:8
284:3,6,1	203:17	348:8	157:5	233:5
0,12,18,2	might've	minutes	mixed	236:20
2	136:2	43:9 59:2	254:25	302:9
285:1,7,1	mill 363:10	77:9	model	mostly
2,16,24	million	85:17	315:13	332:5
286:3,10,	30:13	91:23	343:6	motion
15,19,25	40:21	168:2	moment	100:5
287:4,9,1	110:10,16	180:7	11:19	185:7,21
2,17,20	,17	184:1	16:17	192:14
288:3,9,1	129:20	186:10,17	121:21	193:18
4,17,22,2	130:22	,20	141:2	204:9
5	176:24,25	191:7,8	153:19	314:7
289:4,7,1	325:8	193:4,11	168:3,21	315:25
2,16,20,2	345:17	194:7,14	169:3	motions
5	mind 55:23	195:12	176:13	218:8
290:5,17,	112:18	201:2,3	177:15	motivated
20,23	135:9	203:5,7,1	moments	167:7
291:1,5,1	138:20	3,18	352:19	mouth 351:2
0,15,21,2	164:14	205:13	Monday	352:8
4	193:1	207:1,10,	201:5	move 16:2
292:3,7,1	246:24	11,13	money	58:23
0,13,16,2	336:21	215:16,24	129:13,15	92:8
0,25	343:2,9	216:15,24	176:23	102:22
293:5,10,	345:24,25	217:8,9,1	177:20	147:9
13,18,21,	358:2,12	3,14,21	179:15,16	148:25
25	360:10	218:13,18	197:18	153:19
294:5,8,1	mindful	220:25	258:16,23	161:13
1,14,20,2	122:21	221:12,16	281:2	167:1
5	minds	222:20	329:2	168:21
295:3,6,9	134:23	232:14	345:9	182:12,22
,12,16,19	135:4	249:25	347:1	185:7,23
,25		250:1,23		
296:2,10,				
13,17,21				
297:1,5,1				

186:12	103:14,21	345:6	330:17	215:8
193:20,25	105:14	353:25	negotiation	302:12,24
204:12	107:21	357:25	s	303:17
207:9	120:16	363:4	216:7,19	304:23
215:2	121:16	366:25	218:10	305:3
218:9	126:13,21	Murray	219:24	nobody
266:4	128:2	242:8	330:11	303:19
299:8	135:6	myself	negotiators	nodding
301:22	136:2	34:20	219:20	239:14
303:10	181:1	145:4	neighbour	non 211:18
306:16	190:14	300:5,19	337:8	337:24
309:22	195:17,19	323:3	neighbourho	non-
316:20	,23 205:6	331:20	od 367:8	disclosur
323:15	256:9		neighbours	e
327:24	265:15		366:24	337:15,20
329:25	273:24	<hr/> N <hr/>	neither	,21
373:15	302:17	nature	249:7	339:13,18
moved 63:1	303:3	116:10	net 185:4	,22 340:6
190:18,19	304:6	125:8,23	network	none 161:25
205:3	317:19	127:17	244:9	357:22
310:15	341:10	129:1	366:5	non-
321:2	Municipality	131:17	nevertheles	financial
moving	354:20	150:16	s 115:4	102:23
129:23	municipal	157:5	news 237:6	103:4
139:18	8:17	161:22	238:1	107:14
155:15	39:13	162:1	357:2	165:3
187:22	45:7	176:2	newspaper	167:9
190:4,25	72:15	177:17	363:21	168:9
192:15	72:15	226:8	next-door	212:15
192:15	235:16	NDP 242:12	337:7	290:10
206:8	251:25	342:24	nice 266:2	nonrecovera
231:17	300:11	Neate	nicer 354:7	ble 356:4
236:9	314:10	322:20	niceties	nor 34:4
315:18	335:25	necessarily	369:24	249:7
316:21	336:14	68:16	nights	note 47:16
MP 31:20,25	344:17	289:13	49:23	116:16
multination	municipalit	308:2,15	nine 163:23	117:19
al 341:15	ies 245:9	313:14	169:4,11	183:1
multiple	270:21	necessary	171:6	190:7
41:4	336:6	313:22	172:1,8	192:10,11
Munc 273:24	346:1	necessity	199:16	199:21
Muncaster	municipalit	122:5	202:13	201:3
43:22,23	y 166:21	219:12	212:6	212:21
44:6 53:3	285:4	negatives	214:13	218:21
54:21	335:21	335:9		233:4
60:23	336:17,19	negotiating		
63:1	337:3	220:8		
78:14	340:24	negotiation		
79:23	342:12			
	344:12,24			

312:3	oath 5:18	361:13	173:2	86:17,23
320:14	9:17	occur 148:5	232:13	88:14
328:10	232:13	occurred	247:22	92:1 94:3
359:2	objectives	169:11	335:1	99:22
noted 84:19	70:14	206:25	342:22	106:13
285:19	obligation	222:7	369:4	109:14,20
notes 38:6	10:16,19	311:19	officer	116:21
127:6	20:17	occurrence	181:6	117:9
228:4	30:18	226:4	300:7	120:11,21
255:10	177:4,9	o'clock	officers	141:7
357:12	obligations	372:22	223:12	145:9
361:1	178:15	Oct 174:6	officials	209:13,22
nothing	observation	October	178:11	216:21
36:19	156:11	91:17,24	344:6	240:3
64:4	observation	134:1,17,	oh 48:25	241:4
159:8	s 283:8	25 173:19	52:1,12	242:19
183:5	obtained	174:7	201:9	244:13
267:25	227:5	207:10	232:11	246:23
274:15	obvious	208:7	251:3,17	247:3
369:5	200:2	209:11	253:12	248:22
notice	obviously	210:4	268:1	252:7
24:13	10:11	232:21	297:17	255:9
161:10	11:20	OEB 240:5	317:6	256:6
183:9	63:24	320:4	359:13	261:1,4,1
202:17	101:1	325:17	362:3	7 277:21
312:9,16	102:6,12	offence	365:3	282:18
noticing	166:19,23	54:14	okay 8:14	285:12
215:16	177:9	offer 110:9	12:13	287:9
novel 128:1	196:19	111:4	13:19	289:17
November	238:12	offered	15:25	290:5
92:8	261:19	120:6	16:8	291:15
126:7	280:19	178:23	18:19	292:20
127:2	281:22,25	offering	19:22	294:14
169:12,17	336:18	111:9,20	22:17	295:24
171:20	340:12	offers	25:16	296:2
212:6,22	370:19	63:18	26:8	299:8,9
213:16	occasion	office 8:21	27:2,13	301:11,14
214:6	13:7	10:5,12	28:16	305:6
215:4	17:12	36:1 45:4	29:10	308:10,18
288:6	18:1	67:15	30:3 31:7	310:15,17
328:4,11,	173:10	74:7	33:3	311:6,20,
17	222:7	128:20	37:20	24 312:20
np 2:21	occasioned	129:3	47:11	313:17
numerous	171:20	133:18	48:21	316:11,15
335:23	occasions	134:16	55:5	317:6,17,
	335:14	143:22	57:18	21,24
			67:7	319:9
			76:21	320:24
			85:22	321:9,13
				323:13
				325:19,22

326:22	oops 14:22	es 53:5	346:20	15:11
327:21,24	OPA 181:18	72:18	ordered	127:19
328:24	open 368:1	142:25	254:10	128:15
329:8	opening	143:2,3	organizatio	360:21
330:12,25	300:23	181:18	n 127:16	ought 49:3
331:18,22	314:13	187:17	organizatio	outcome
,24 333:7	operate	217:25	ns 267:19	243:7,10
339:2	324:22	256:15,22	282:10	368:8
358:18	357:6	262:5	orientation	outfall
373:13	operated	285:21	37:7	316:4
one-page	181:15	353:19	original	outlined
111:4	267:20	opportunity	212:7,9,1	94:10
ones 238:23	312:12	71:22	3 258:2	outlining
269:24	operating	72:1,4	343:10,11	205:8
287:22	337:18	95:22	ostensibly	outreach
306:21	347:10	129:11	87:7	366:2
307:18	355:2	164:23	others	outside
322:2	operation	181:16	12:25	337:2
one's	313:11	185:17	13:9	348:18
280:19	325:24	300:18	20:21	349:4,8
305:2	342:25	301:15	23:21	351:25
ongoing	operations	314:8	24:14	outstanding
125:14	325:12	338:12	35:18	32:18
151:3	342:2	343:16	86:5	overall
174:24	OPERATOR	360:5	108:16	33:8
177:16	28:23	opposed	121:6	296:19
315:11	29:8	308:25	134:6	298:4
Ontario	117:1	option	139:11	310:14
1:19	opinion	57:22	146:24	overarching
169:17	23:12	76:3,5,11	147:24	7:6
185:1	24:12,18,	189:14,19	159:5	overcome
219:13	22	,20,21	160:22	351:7,13
231:6	25:5,10,1	192:15,16	162:9	over-
238:2,17	9 26:5	193:21	165:7	injection
240:8,11,	114:16,21	213:8	176:3	124:12
12 241:24	336:15	options	185:6	overly
244:8	365:5	75:24	197:12	373:11
283:12	368:2,6	138:18	236:25	oversight
310:2	opinions	189:18	240:5	117:12
318:9	26:2	213:6	243:2	118:25
336:6	114:24	260:5	265:1	140:10
358:8	114:24	263:5	274:12,13	overtaken
Ontario's	364:16,20	order 57:21	277:8	287:8
242:24	OPP 364:2	129:16	287:24	overview
243:4	opponent	157:12,16	293:11	
245:18	90:20	289:13	294:2	
onto 81:4	opportuniti	298:7	350:18	
324:23		319:1	otherwise	
		325:8,17		

217:24	319:19,23	85:5,23	participati	Partly 7:4
owed 30:5,9	pages	88:15	on 16:5	partner
176:22,23	240:21	93:18	104:17	63:8
177:20	243:3	94:14	136:13	89:19
178:15	251:3	107:9	particular	108:18
owen 178:15	paid 73:2,6	110:6,21	21:20	129:11,13
owned 308:3	98:9	117:3,24	71:22	,16
312:11	121:2,6	119:18	97:25	153:11
ownership	124:2	139:19	105:25	167:4
88:20	178:15	198:17	148:17	189:21
312:5	276:9	204:10,11	149:15	226:9
	281:3	239:11	158:7	273:15
	356:21,22	243:17,25	167:8	307:15
		244:17	171:16	partners
<hr/>		306:23	173:6	267:2
P	painted	307:2	185:25	314:16
p.m 149:1,2	351:1	319:10,11	186:11	partnership
217:3,4	palatabilit	,25	187:13	88:18
326:24,25	y 88:25	320:1,2	189:5	90:1
374:1	Pam	paraphrasin	190:12	120:14
pace 212:5	170:10,11	g 142:13	207:2	149:11,13
package	171:3,5	parentheses	233:6	,16
212:9,13	194:15	20:24	234:14	151:11,15
packages	214:12	21:1	252:16	,23
212:7	Pamela	parents	285:2	152:4,9,1
page 3:2	194:13	337:10	294:22	1,12,14,2
4:2 9:10	215:3	parks	301:15	0 153:2,5
106:5,10,	panel	349:25	302:8	167:20
11,23	240:12,13	Parliament	307:12	187:20
108:22	,17	12:3,4	308:13	192:16
117:2	par 244:16	365:18	316:19	193:20
184:18	paragraph	partial	318:13	194:1,8
193:1,3,5	10:22	35:13	320:21	195:1,12
,9	14:18	189:20	345:2	196:23
198:11,13	29:16	213:7	356:8	197:7
,16,17	37:2	256:22	364:21	199:24
199:5,6,2	45:7,25	participant	particularl	201:4
2 200:20	47:12	s 144:22	y 163:3	207:18
201:15,16	51:16,22,	164:1	parties	208:4,8,1
202:18,19	25 55:22	171:7	195:24	1 209:4
,21	56:21	participate	198:2,7	213:7
203:15,18	59:12	204:15	204:25	216:3,9
205:13	62:25	participate	205:8	217:25
207:13	64:10	d	225:16	239:1
211:18	65:1	participate	226:14	265:9
215:24	66:8,23	d	234:2	278:19
242:20,21	70:24	151:18,25	272:22	279:14
254:14	71:13	participati	339:23	281:15,24
279:23	79:17	ng 130:6	342:21	283:1
280:1	81:11			287:2

289:8	0,23	367:4,12	175:11	83:24
305:18	334:9,17,	368:14,23	176:10	109:3
306:5,11	23	369:11	180:4,22	115:13
308:1,20	335:13,18	370:23	201:11	118:24
309:9	,23	371:1,4,5	206:21	121:13
312:3,7	336:2,5,9	372:4	208:21	131:25
327:17	,12 338:1	PAUSE 8:23	209:1,19	133:6,17,
partnership	339:6,11,	9:3,7	210:9,20,	19
/joint	12,21	14:20	25	135:5,8
255:20	340:10	16:11,22	212:19,25	136:2,3,1
partnership	341:2,9,2	20:4	214:3,19,	6 163:23
s 343:16	3	22:7,12,2	23	165:21
360:12	342:5,16	0,25	215:13,21	169:21
party 195:2	343:5,23	26:12	240:24	170:5
358:14	344:9,14,	27:16,21	244:20	178:24
371:12	16	28:19	252:11	183:18
pass 87:7	345:6,12,	29:1,6,18	271:16	190:14
passed	23	32:13	272:15	199:16
218:8	346:6,12,	37:4 38:3	280:3	218:9
223:14	16,22,24	51:18	288:1	239:7
343:8	347:4,9,1	69:14,19,	319:21	249:18
passing	3	25	320:12	255:17
222:21	348:6,23	71:6,15	327:9	257:13
past 250:23	349:14,16	72:6,11	328:1	263:8
305:3	,22	74:1,13	329:13,17	274:9
334:24	350:6,11,	75:16,21	330:3	297:2
365:16	17,20,25	77:1,6,15	332:12	302:12
path 359:9	351:11,17	79:19	pay 6:21	304:23
paths	352:3,16,	81:13	30:25	332:5
127:15	22	84:12,16	112:1	334:6,13,
Patrick	353:1,16	85:7,14	345:9,21	19
2:21	354:4,12,	86:1,13	paying 6:14	335:6,7
Paul 2:10	18,24	87:14	345:14	340:7,12
3:10	355:6,14,	88:4	346:1,3	341:24
47:17	19,22	91:8,20	payment	342:9
70:11	356:2,8,1	92:11,21	120:2	344:5
94:9	2,25	93:24	280:20	354:6
96:10	357:10	95:15	345:16	357:4
98:5	358:2,10,	99:19	payments	358:7
247:10	18	101:12	120:13	362:21
264:8,20	359:1,14	104:23	pecuniary	364:5,6,1
265:21	360:20,23	106:7	337:9	5 365:20
297:2	361:7,17,	109:23	338:13	368:13
332:2,8,1	24	110:23	339:3	371:17
4,15,25	362:5,9,1	116:24	people	peoples
333:3,7,1	5	117:6	15:11	171:16
0,14,17,2	363:14,23	140:24	41:11	people's
	364:9,12,	164:19	55:16	370:19
	19,23	167:24	73:3	per 113:4
	365:15	168:18,24		119:23
	366:8,20	172:17		

120:10,20 ,23,25 274:20 314:1 315:9	342:8 343:11,15 368:23 373:10	21:11 24:22	piece 345:2	253:3 254:14 271:13 272:12 278:2 279:20,25 287:24 291:11 313:24 347:5
perceive 338:8	period 137:12 228:16,24 232:9 234:10 235:17 264:2 271:22 320:22 334:6 341:20 345:9,10, 20 367:9,13, 14 370:2	persons 205:16	pilot 181:20 185:3	
perceived 89:3		person's 289:18	pitched 93:7	
percent 76:4,7,11 ,16 88:19 89:4,11 103:3,4 149:20,25 153:11,12 211:18 222:5 280:20 281:4,8 284:13 285:25 286:16 291:18 292:17 295:17 305:17,22 306:6 307:14,16 ,18,21 308:6,8 309:9 312:11 314:20 340:18		perspective 19:4 61:14 89:1 269:3 300:14,23 307:24 316:23	pittance 258:16	
		philosophic al 41:9	places 232:9	
	periods 300:10 318:7	philosophy 357:7	plan 5:4 63:3 210:1	pleased 178:17 235:3 261:2
	pers 216:18	philosophical 41:9	planning 243:8 347:21 348:19 350:1 364:4	pleasure 232:14
	person 54:19 152:23 154:18 156:1,3,1 0 184:9 289:22 322:10 351:20 360:3 361:8	phone 110:7 127:2 223:23 248:16 249:7 264:21	plant 354:6 356:6,15	plural 229:23
	personal 20:17 158:10 170:24 220:13 287:22 352:6	phonetic 242:12,13 322:21	plants 354:14	plurality 334:14
percentages 306:21		photograph 272:2	platform 6:10 234:21 347:16	point 7:19 15:10 22:1 28:22 38:16 41:16 46:9 62:20 82:18 87:18,22 96:5 103:2 107:21 128:8 131:21 153:9 163:24 192:9 200:4,5 214:9 216:13 217:24 232:25 247:5 267:2 300:20 302:18,25 303:23 304:5,10,
percenter 294:17		photographs 272:11	play 321:16 345:24	
perhaps 8:12 31:25 42:15 199:7 230:5 252:22 313:11 335:8 336:24		phrase 127:11 183:18	played 151:14 184:5	
	personally 73:7 158:22 219:23 220:13	phrasing 156:9	players 174:17 238:16 340:22	
	personnel 20:25	picked 233:20	playing 78:21	
		picking 346:2	please 16:25 122:8 202:23 239:10,18 240:19,22 242:4,20 252:8,9	
		picture 351:1 353:15		
		pictures 353:11		

14 305:16	347:15	369:17	,22	82:10,16,
306:19,25	portion	post 346:13	183:10	24 83:24
307:15	283:24	potential	184:9	84:3 86:5
339:13	349:19	45:23	185:1	87:18
352:18	position	53:4	186:5	88:7
354:7	39:16	54:25	187:16	90:14
357:18	127:19	72:21	191:7	92:3
358:20	129:13	124:12	192:13	93:5,12
362:13	146:3,15	127:15	194:23	94:2,19
pointed	148:4	148:14	195:2,10	95:8
302:8	184:8	195:23	215:18	110:11,17
pointer	231:23	207:17	216:1,5	113:22
292:22	357:14	217:25	252:14	118:1
pointing	positions	250:8	293:2	127:14
122:13	205:1	265:14	297:6,7	141:6,24
points 6:8	positive	266:5,16	315:2	142:5,7,1
7:6,8	178:7	267:1	321:3	6 143:4
20:15	182:14	271:20	323:10	146:16
86:18	335:9	273:14	324:5	147:1
105:3,8,1	348:15	362:12	325:7	148:1,16
0,14	350:10,14	potentially	353:18	216:7,20
169:6	possibility	45:9	powerhouse	218:10
189:13	257:7,12	65:17	343:10	222:5
194:25	322:2	78:16	PowerPoint	225:17
243:24	possible	107:1	253:15,18	228:9
256:8	97:4	362:12	330:9	236:17,21
280:19	112:13	363:11	Powers	238:16
282:21	142:22	power 7:9	82:10	247:1
285:14	146:14	26:24	PowerStre	248:7,11,
360:24	162:12	27:7	294:1	17 250:8
pol 139:9	173:16	35:22	PowerStream	262:8
policy	207:7	37:23	2:21 8:1	263:15,16
234:24	234:7	42:23	26:18	264:22,23
politely	256:11	43:6,7,15	28:2,7	265:18
260:23	257:8,23	46:18	35:11	273:18
political	259:11	51:7	45:23	276:20
88:23	262:23	56:17	46:4,18,2	277:4,13
89:14,16	263:10	57:24	3,25	290:13
139:9	281:3	58:11	47:22	291:7,22
politician	310:10	59:16	48:8,16	292:5
11:21	367:3	61:15	66:2,19	293:2,3,8
12:19	368:3	62:16,22	67:21	294:1,6
populated	373:18	65:24	69:7	295:1,13,
170:17	possibly	82:3,6,17	70:2,10,1	22,23
171:5	174:1	94:8	4,18	296:8,19,
288:5	180:10	113:1	71:2,19	23 304:24
portfolio	259:6	150:8	72:1	305:11
	322:8	165:24	74:5,19	312:8
		181:1	75:1 80:4	314:14
		182:11,19		315:12
				340:19

357:17,19 ,23 359:19 366:3 369:16 PowerStream 's 69:22 88:8 98:10 PR 141:10,22 practical 88:23 373:11 practice 45:14 109:2 206:8 230:12 practices 107:5 precise 254:4 precisely 95:18 precursor 138:13 prefer 299:14 preferential 1 34:12,17, 21 353:3 preferred 192:15 315:13 preparation 124:22 210:3 prepare 71:20 72:20 204:21 205:15,19 250:4 prepared	57:20 90:5 172:2 194:13 205:7 212:7 214:12 215:3,7 300:19 349:7 361:1 preparing 103:9 118:6 205:24 206:15 present 57:20 63:2 presentatio n 37:7,14,1 8 76:16 93:10 161:6 168:11 207:16,25 208:2 209:11 211:22 213:6 217:23 250:7 252:14,24 253:6 271:21 272:8 273:9 276:13 289:10 327:15 328:8 presentatio ns 86:10 87:17,18 266:5,6 267:12 271:10 274:6	293:19 presented 53:7 184:22 185:9,23 288:18 300:16 309:4 presently 44:23 preserve 15:7 president 135:7 155:10 187:14 presidents 365:25 pressure 138:25 pressures 129:23,25 139:9 presumed 349:10 pretty 41:19 77:23 128:20 173:1 198:6 267:17 287:21 296:6,7 372:11 previous 61:1 129:7 183:24 309:1 312:18 previously 3:5 5:21 251:18 338:13 price 79:7	111:6 162:2 286:16 330:15,16 prices 255:11 pricing 162:22 321:5 primary 245:17 269:2 principles 318:21 prior 129:5 136:21 169:4 170:24 172:2 174:9,25 196:5 205:16 355:12 private 31:22 privilege 97:1 privileged 100:20 102:6,9,2 1 privy 12:6 20:11 21:10 51:1 126:12,25 probably 19:16 42:1 48:17 110:10 217:9 235:3 248:10 332:10 problem 14:6	29:21 30:5 128:10 176:15 241:24 359:18 problematic 82:18 problems 362:11,12 procedure 337:18 347:10 proceed 194:21 281:4 284:16 proceedings 64:19 217:21 300:5 proceeds 7:2 process 20:9 40:19 45:8 56:4,9,12 77:19 80:20 81:1 86:11 105:25 107:7 109:9 110:2 162:17 170:9 171:13,19 ,21 179:20 199:8 204:4,5,1 6 205:9 206:17 208:10 210:18 211:2,25
--	--	--	---	---

218:4	190:5	100:10	7:17	public
227:13	211:2	210:13,15	82:21	32:25
231:17	projects	211:14,15	86:24	33:8
235:4	129:9	279:22	97:19	39:20,22
246:25	130:7	proposition	105:10	66:11,20
284:16	131:16	18:3	109:19	67:23
315:18	promise	prospect	125:22	75:1,3
332:18	9:13	45:4,23	187:14,25	92:25
344:4	prompt	49:15	207:15	93:3,8,10
357:20	258:24	134:20	213:5	,13 94:6
processes	proper	138:13,16	330:8	129:18
208:2	properly	,17,19	359:3	140:11
produced	227:15	142:6	provides	155:14
120:1	properly	143:9	88:18	176:1
product	336:10	152:12	providing	249:13
243:6	346:25	175:6	84:2,5	300:8
Products	357:21	185:17	211:5	310:8
353:18	properties	208:3	327:14	328:10,17
354:5	339:16	258:25	province	pull 8:20
professiona	property	283:20,24	132:1,3	28:17
l 11:1	20:25	prospective	138:24	36:12
204:3	324:24	79:23	229:16	37:2,18,2
350:14,22	325:2	108:18	231:16	5 44:10
profile	proponent	prospects	236:9	51:20
325:17,25	48:16	135:17	245:11	55:20
program	105:2,13	protect	251:22	64:12
185:1	107:7	269:7	282:15	69:11,17
354:14	366:10,11	protected	354:10,13	79:16
programs	proposal	97:6	,14,22	95:11
185:3	48:8	proudly	355:16	116:15,18
progress	67:12	340:14	358:8	176:21
160:1	88:8	prove	province's	pulls
progressed	105:5,11	305:15	133:14	176:14
143:16	184:22	proved	234:24	pulse 33:13
146:20,22	185:8,23	178:11	244:2	purchase
project	305:2	provide	provincial	111:6
81:5 93:7	314:2	14:4,8	139:8,9	195:4
158:4,10,	357:15,16	26:2 40:9	179:22	219:3
18	358:22	52:18	230:22	220:1
159:4,6,1	proposals	62:3	239:12	222:3
5	218:5	66:19	255:25	223:13
181:16,24	280:15	95:22,23	342:18	239:1
182:18	342:21	108:5	provincially	311:11,19
183:3	propose	111:3	342:22	352:1
185:18	5:10	348:20	provision	purpose
186:4	proposed	368:3,7	281:19	187:23
187:2	17:13	provided	282:19,24	216:8
			291:11	257:20
				297:22

301:9	102:23	308:15	245:8,18	ratepayer
334:4	105:1	328:6,13		300:12
purposes	111:24	329:2	<hr/> R <hr/>	310:1
373:12	116:10,13	338:5	Rae 242:13	ratepayers
pursue	118:11	339:9	raise 349:2	282:16
151:10	130:13,15	372:8	raised	310:3
199:24	142:16,20	question's	60:15	rates
208:3	148:10	338:17	148:17	272:19
258:25	153:19	quick	165:2	274:19
pursued	215:1	328:16	225:10,21	282:16
208:12	315:20,24	339:8	226:5	307:21
pursuing	328:9	373:3	313:19	318:10
353:19	338:7,25	quickly	346:24	325:13,16
push 97:24	358:19	5:15 26:9	365:18	329:24
360:1	365:9,12	38:1	raises	343:19
pushed	367:10,14	41:19	45:23	344:11
255:7	373:3	102:22	raising	rather
pushes	question/	175:14	225:15,22	19:25
176:14	answer	180:9	306:20	31:6 89:3
pushing	271:22	183:15	Ralph	141:11
282:15	questioned	187:23	322:20	243:7
putting	120:19	188:18	ran 6:9	258:7,23
138:25	questioning	194:18	131:21	277:7
162:14	117:25	200:25	334:10,14	300:18
293:1	126:5	207:9	363:6	308:7
309:7	158:7	208:15,16	range 40:20	339:8
351:2	331:25	223:19	244:1	352:22
<hr/> Q <hr/>	336:23	quite 15:5	ranked	357:4
qualitative	353:3	63:20	291:2	360:9
306:6	questions	93:6	293:15	361:20
308:7	11:20	102:16	294:1	rating
quantitativ	48:13	128:14	296:23	296:7
e 308:7,9	51:25	136:13	rate 119:23	rational
quarter	83:14	234:21	285:13	243:7
148:25	102:20	284:24	286:11	rationale
question	121:22	319:5	294:15	344:4
8:14	122:4,10	325:7,9	308:4	ratios
16:25	138:11	346:19	310:10,24	305:10
38:22	165:2	348:14	311:4,5	Rd 221:15
41:9	187:19	353:6	325:18	re 101:18
42:21	205:20	355:23	rated	216:14
43:11	206:15	361:11	290:14,18	372:12
50:8	207:20	364:5	,21 292:4	reached
61:14	224:12,17	quo	294:2,22	78:2
91:2	,22	189:14,19	295:1,22,	359:25
	227:18	213:7	23	368:12
	299:4	245:10	reaching	
	301:17	256:25		
	302:4	quoting		

360:10	278:11	58:8	354:19	recognize
361:18,20	290:7	62:15,17	356:19	278:22
364:15	306:3,10	76:13	365:12	288:4
reacted	308:23	92:5 93:1	367:18	319:13
285:5	309:2	103:15,17	368:14,21	361:10
reaction	312:13	104:4	369:9,22,	recognized
109:5	345:7	109:7	23	84:25
111:13	353:11	114:8	370:6,8,1	121:13
reading	369:14	120:8,9	0	329:1
25:14	reappointed	125:11	recalled	recognizing
34:10	314:3	126:22	174:12	354:25
41:2 46:7	rearview	130:21	recap 94:6	recollect
53:18	371:15	144:21	recapture	250:19
58:5,14	reason 68:8	145:6,16,	357:5	recollectio
61:18	79:2,10	17	receive	n 60:16
81:20	98:9	147:2,4	46:19	61:21
87:10	111:25	148:6	129:16	64:21
118:17	264:15	152:21	140:2	104:3
198:14,16	265:21,24	156:19	168:10	120:22
367:18	,25	201:22	258:12	recommend
ready	350:15	218:22	received	76:7
320:17	reasonable	224:16	39:6	149:14
real 71:25	335:5	225:6	47:16	216:4
79:3,6	343:6	232:19	56:23	296:24
110:3	352:19	241:8	57:4	298:9,12
176:20	354:25	247:12,25	88:13	recommendat
reality	355:20	249:1,8,9	139:12	ion
167:12	358:12	250:5	157:6,16	53:19,22
realize	363:9	251:17	159:25	151:10
371:16	364:13	253:6,7	213:12	213:23
372:21	365:22	254:3	250:17	216:17,18
really 7:1	reasoning	288:17	254:24,25	302:22
17:2	323:9	302:15,23	262:24	322:11
33:19	reasons	304:7	receiving	349:4
63:9,14	55:9	305:18	120:10	recommendat
89:10,11	282:14	311:10,21	recent	ions 53:7
109:16	287:13	313:22	262:19	320:17
111:7,19	321:4	314:4,15	320:4	recommended
112:5	335:11	316:3,5,8	recently	76:5
126:8	354:18	317:1,9	346:8	103:7,12,
127:7,24	rec 340:24	318:14,19	reception	13,16,17,
130:2	recall	,23,24	369:2	18 151:23
140:6	22:14	319:4,8	recessing	190:3
159:12	27:7,10	320:7,20	59:4	191:1
162:18	28:14	322:8,9,2	149:1	297:6,7
167:11,12	30:14	4	217:3	298:18,21
169:20	31:17	327:17,19	326:24	343:7,8
216:14	53:14,17	328:21,23		
		329:4		
		330:13,20		
		348:7,9		

recommends 222:2	166:19 345:16	329:7	regions 229:15	67:23 75:1,3 141:10,22
reconvene 370:3	reductions 342:19	reflect 334:3 349:24 371:17	REGISTRAR 5:17	267:20 336:18 369:17
record 7:11 52:11 91:16 145:16 339:17 349:17 369:18	reelected 12:4	reflecting 111:1 363:18	regular 173:2 351:24 361:19	relationshi p 17:17 31:11 43:15,17 66:20 67:14 96:16,17, 25 98:19 99:9 340:5 349:24 350:7,10, 14,22 351:5 352:1 357:19,24 365:6,11, 23,24
recorded 39:25 77:18	re- examinati on 5:6 372:12	reflection 89:21	regularly 230:13	66:20 67:14 96:16,17, 25 98:19 99:9 340:5 349:24 350:7,10, 14,22 351:5 352:1 357:19,24 365:6,11, 23,24
records 14:24 39:5	refer 128:14 191:21 202:9 235:21 323:18 330:8	refresh 313:24 368:24	regulation 322:12	66:20 67:14 96:16,17, 25 98:19 99:9 340:5 349:24 350:7,10, 14,22 351:5 352:1 357:19,24 365:6,11, 23,24
recount 370:14,16	reference 64:18 69:23 76:15 81:25 139:22 140:18 142:21 192:7 193:2 314:19 328:16 341:4 360:25 365:4	refreshes 144:17	regulations 319:2	66:20 67:14 96:16,17, 25 98:19 99:9 340:5 349:24 350:7,10, 14,22 351:5 352:1 357:19,24 365:6,11, 23,24
recounts 85:10	reference 64:18 69:23 76:15 81:25 139:22 140:18 142:21 192:7 193:2 314:19 328:16 341:4 360:25 365:4	refusal 226:15,21	regulator 310:2	66:20 67:14 96:16,17, 25 98:19 99:9 340:5 349:24 350:7,10, 14,22 351:5 352:1 357:19,24 365:6,11, 23,24
recouped 185:6	reference 64:18 69:23 76:15 81:25 139:22 140:18 142:21 192:7 193:2 314:19 328:16 341:4 360:25 365:4	regard 188:5 201:19 207:25 300:21 308:13 310:2	regulatory 318:6	66:20 67:14 96:16,17, 25 98:19 99:9 340:5 349:24 350:7,10, 14,22 351:5 352:1 357:19,24 365:6,11, 23,24
recoverable 355:25 356:10	reference 64:18 69:23 76:15 81:25 139:22 140:18 142:21 192:7 193:2 314:19 328:16 341:4 360:25 365:4	regarded 150:22 310:3 358:7	reining 6:10	66:20 67:14 96:16,17, 25 98:19 99:9 340:5 349:24 350:7,10, 14,22 351:5 352:1 357:19,24 365:6,11, 23,24
recovered 325:2	reference 64:18 69:23 76:15 81:25 139:22 140:18 142:21 192:7 193:2 314:19 328:16 341:4 360:25 365:4	regarding 105:5 182:16 310:9 312:1 315:11 340:11 359:11	reject 116:6	66:20 67:14 96:16,17, 25 98:19 99:9 340:5 349:24 350:7,10, 14,22 351:5 352:1 357:19,24 365:6,11, 23,24
recovery 325:3,25	reference 64:18 69:23 76:15 81:25 139:22 140:18 142:21 192:7 193:2 314:19 328:16 341:4 360:25 365:4	regarded 150:22 310:3 358:7	related 47:4,23 71:21 310:24 362:16	66:20 67:14 96:16,17, 25 98:19 99:9 340:5 349:24 350:7,10, 14,22 351:5 352:1 357:19,24 365:6,11, 23,24
recreational 1 7:3	referenced 174:9 315:10	regarding 105:5 182:16 310:9 312:1 315:11 340:11 359:11	regulatory 318:6	66:20 67:14 96:16,17, 25 98:19 99:9 340:5 349:24 350:7,10, 14,22 351:5 352:1 357:19,24 365:6,11, 23,24
reduce 134:21 367:12	referencing 329:5	regards 305:17 309:8 310:19 315:17 323:14 331:20 341:3	reining 6:10	66:20 67:14 96:16,17, 25 98:19 99:9 340:5 349:24 350:7,10, 14,22 351:5 352:1 357:19,24 365:6,11, 23,24
reduced 231:10	referred 203:15 240:22	regional 245:21	reject 116:6	66:20 67:14 96:16,17, 25 98:19 99:9 340:5 349:24 350:7,10, 14,22 351:5 352:1 357:19,24 365:6,11, 23,24
reducing 131:10 132:2 133:20 137:6 347:16	referring 63:24 132:21 193:11 202:7 203:1 328:22		relates 57:22 334:24 335:15 336:13 349:1 353:23 363:17	66:20 67:14 96:16,17, 25 98:19 99:9 340:5 349:24 350:7,10, 14,22 351:5 352:1 357:19,24 365:6,11, 23,24
reduction 136:13,15			relating 65:17 161:19	66:20 67:14 96:16,17, 25 98:19 99:9 340:5 349:24 350:7,10, 14,22 351:5 352:1 357:19,24 365:6,11, 23,24

rely 366:3	361:13	representat	s 312:22	122:11
relying	368:18	ive	321:5	124:7,22
61:5	remind	190:16,18	requiring	125:23
remained	122:8	,21 300:5	251:25	126:6
228:15	removed	322:10	reschedule	128:3
remaining	289:5	representat	369:7	129:1
200:19	repeat	ives	reserve	130:24
211:18	16:25	164:3,4	130:10	138:1
remarkable	199:15	representin	329:2	142:5
244:2	317:3	g	reserves	149:16
remarks	report	118:7,12	129:13	150:16
7:14	32:19	represents	130:10	153:21
16:14,15	53:6,18	74:16	resident	155:7
17:3,4,11	63:2	reproduced	18:22	156:9
49:14	72:17	280:10	residential	158:23
50:19	149:16,19	reputation	270:7	160:1
166:7	150:1	156:25	271:4	161:19
remember	152:2,4,1	157:25	274:23	162:6
47:4 93:2	3 182:1	158:23	275:12,16	163:5
114:2	207:16	request	276:17	164:7
126:2	241:8,24	52:3 53:2	residents	169:7
130:18	244:23	62:13	15:3	172:7,21
132:20	245:1,17	204:25	18:16	175:5,16,
182:2	260:5,8,1	218:5	19:2 53:6	21 176:1
232:7,10	6 263:5	314:14	129:23	180:16
233:12,14	283:7	360:10	156:14	185:12
,22	reported	requested	165:17,23	190:4,12
242:13	78:14	54:20	167:17	196:15
245:7,13	175:16,17	185:7	284:14	198:8
247:6,9,1	,22 176:6	requesting	342:13	201:15
4,18,22	218:3	7:9	resolution	202:1
249:11,14	320:15	require	77:18	210:1,6
,17	reporting	142:15	192:21	214:10
254:21	99:23	220:19	211:7	216:19
256:7,12	101:15	368:9	resolutions	217:22
260:7,11	318:16	required	187:8	218:20
264:7,12	319:5,12	66:12	resolved	219:3,15,
266:6	321:5	75:7	178:3,7	20,25
271:11,19	371:22	161:21	resource	220:15
272:2	represent	319:5	358:11	222:20
283:6,21	104:12	359:21	resources	223:25
288:9	118:13	360:3	187:21	226:5,16
290:8	355:2	requirement	282:20,25	250:17
291:13,18	representat	240:5	291:12	281:24
292:23	ion	318:15	respect	358:4
311:10	104:15	requirement	20:23	364:15
325:15	312:8			366:1
332:23	314:10			respected
354:15				126:13
				341:11

363:5	153:13	183:6	RF 41:4	325:7
respective	154:25	revealed	RFP 7:16	ring 232:16
58:11	171:25	158:12	41:4	270:25
respond	179:4,11	162:16	48:15	288:22
72:20	204:2	revenue	78:24	rising
responded	220:7	325:25	80:20	255:11
60:2	225:14,22	reverse	81:17	risk 29:13
Respondent	226:13	305:9	92:4 94:9	road 308:2
105:4	227:5,14,	332:17	95:3	roads
respondents	15 228:2	340:11	109:9	155:15
105:9	231:22	review	113:17	176:1
107:3	237:7	52:3,17	163:5	Rockx 110:1
response	291:17	71:18	199:8,17	111:2
198:1	336:15	75:24	201:15,19	role 39:11
210:13,15	340:5,25	95:25	203:20	56:16
359:3	343:9	185:17	204:4,14,	98:15
361:5	353:4	207:4	21 207:5	151:14
responses	356:15	240:12,13	209:12	155:19
106:17	results	313:15	210:3	184:6
107:3	7:15	320:4	211:4,5	359:20
293:14	296:14	reviewed	213:12	Ron 117:17
responsibil	resuming	7:16	217:24	123:19
ities	59:5	184:21	236:4	125:20
65:16	149:2	189:15	266:20	219:2
354:5	217:4	213:13	277:24	223:23
responsibil	326:25	225:8	278:19	roof 181:13
ity 33:10	retail 19:7	244:23	279:3,5	182:6
135:5	retained	313:10	291:19	room 106:19
313:2	260:4	323:24	294:18	143:25
responsible	retainer	335:24	308:20	144:22
354:8	71:18	reviewing	310:13	146:24
rest 306:5	74:18	184:1	321:16	272:5
restraint	259:23	313:7	RFPs 103:8	367:24
352:17	retention	320:16	161:20	roughly
restrict	16:7	reviews	168:14	29:22
339:23	reticence	209:10	196:15	row 194:6
restructure	68:9	254:25	211:4	rules
355:9	retire	revisit	296:14	371:21
restructuri	341:12	142:15	Richmond	rumour
ng 353:20	retreat	348:19	237:8	363:10
356:23	69:22	363:4	Rick	run 134:16
result 45:9	71:2	revitalizat	59:20,22	155:1,4,6
56:22	returning	ion	139:24	,7 181:21
122:24	120:9	129:10	140:7	286:5
133:12	reveal	reworded	160:14	287:6
	159:8,24	256:15	190:20	
			362:17,18	
			rid 24:1	
			rightly	

365:19	258:6,7	,14,20,24	,13,19,25	86:7,15,2
running	263:10	26:1,7,21	56:14,18	1
42:23	286:16	,25	57:2,6,10	87:1,5,9,
83:2,22	314:20,24	27:3,8,11	,14,17,25	19,24
133:25	321:18	28:3,8,11	58:4,8,13	88:9,13
135:6	342:18	,14 29:25	,17,20	89:7,13,1
342:22,25	362:23	30:7,10,1	59:17,24	8,23
347:14	salient	4,20,23	60:6,10,1	90:1,7,10
runs 39:13	194:25	31:2,7,13	2,17,21	,16,18,22
runup 69:7	Sandra 2:12	,17,24	61:9,12,1	91:3,14,2
run-up	3:5	32:7,22	8,22	4 92:6,16
131:1	5:19,21	33:1,4,7,	62:7,17,2	93:2,9,16
Rural	6:1,12,15	11,15	3	,20
270:22	,19,22	34:3,9,14	63:4,12,1	94:3,12,1
Ryan 2:19	7:4,12,17	,20,25	6	6,21
	,24	35:4,8,14	64:1,5,8,	95:4,10,2
	8:3,11,18	,17,23	14	0
	9:19,22	36:3,6,10	65:19,25	96:3,7,13
	10:1,9,13	,15,19,25	66:5,14,2	,19,23
S	,18	37:10,20,	1,25	97:2,5,8,
safe 346:12	11:4,7,10	24	67:5,17,2	13,18
350:20	,14,17,22	38:11,16	2	98:1,6,12
366:20	12:1,5,8,	39:2,18,2	68:2,6,11	,21
371:19	13,16,21,	2	,15,20	99:2,4,10
salaries	24	40:4,8,15	69:2,9	100:1,3,8
23:15	13:3,6,10	41:1,7,15	70:7,15,2	,14,18,23
120:15	,14,18,21	,21,24	1 71:23	101:3,8,2
sale 6:17	,25	42:4,11,1	72:2,24	3
7:2	14:4,7,11	5,19,25	73:5,8,11	102:2,10,
35:12,13	,15	43:4,8,13	,15,20,24	14,18,25
37:23	15:2,8,13	44:1,8,13	74:8,22	103:6,15,
58:12	,19,24	,16	75:3,8,13	22
76:4	16:4,16,2	45:13,20	,25	104:1,4,1
138:13,16	0,24	46:1,6,11	76:6,12,1	0,18
,19	17:5,14,1	,14,19	7,21,24	105:16
142:22	8,22	47:1,5,9,	77:10,20,	106:2,21
146:14	18:1,6,10	18,20,24	25	107:15,19
148:14	,15,24	48:2,10,1	78:3,8,11	,23,25
149:19,25	19:6,9,14	9,25	,18,22	108:4,9,1
160:1	,18,21	49:5,16,2	79:1,4,8,	9
161:19	20:2,18,2	0,25	13,25	109:7,12,
187:2	2	50:14,21,	80:6,9,13	17
189:20	21:7,13,1	25	,17,23	110:4,13,
194:21,22	7,22	51:8,14,2	81:2,6,9,	18
,23 197:7	22:3,16	3	18,24	111:10,15
213:7	23:4,10,1	52:6,9,12	82:4,8,13	,17,21
220:1	7,21	,22	,20,25	112:3,7,1
222:4	24:2,9,13	53:9,13,1	83:4,8,13	6,23
223:13	,17,23	7,24	,17,25	113:3,7,1
256:11,23	25:2,6,11	54:14,23	84:7,20	1,13,18,2
257:8,23		55:4,7,11	85:2,20	4

114:6,8,1 1,14,17,2 2,25 115:6,12, 16,21 116:1,7 117:14,22 118:9,16, 21 119:3,8,1 1,15,21 120:4,8,1 8,24 121:4,7,1 0,18 122:19,22 123:3,10, 14,21 124:4,15, 24 125:11,15 ,25 126:18,22 127:4,8,2 0 128:22 129:4 130:9,21 131:5,8,1 2,18,22 132:4,8,1 7 133:2,9,2 2 134:2,9,1 8 135:1,10, 13,18 136:5,8,1 2,22 137:3,9,1 4,17,21 138:2,7,1 4,23 139:7 140:3,8,1 5,20 141:7,12, 18,25 142:8,17, 24 143:7,10,	13,18,24 144:3,7,2 0,24 145:3,7,1 5,23 146:5,9,1 7 147:2,20 148:6,20 149:22 150:2,11, 18,24 151:5,12, 17,24 152:6,17, 22 153:6,10, 17,25 154:7,13, 19 155:3,8,1 2,17,21 156:2,5,1 6,22 157:2,9,1 2,19,22 158:1,5,1 3,19,24 159:10,16 ,21 160:3,8,1 1 161:1,5,2 3 162:3,10, 21,25 163:6,11, 15,20,25 164:5,9,1 3,16,25 165:5,13, 18 166:1,4,1 0,15,20 167:5,10, 14,22 168:10,15 169:8,13, 23 170:3,6,1 2,15,19	171:1,9,1 4,22 172:3,9,1 3 173:5,13, 21 174:5,18, 22 175:3,8,1 9,24 176:4,7,1 7 177:1,6,1 1,18,22,2 4 178:4,8,1 4,20,25 179:6,12, 17,21 180:1 181:3,8 182:5,20, 24 183:7,21, 25 184:7,15 185:13,19 186:1,6,2 2 187:4,10 188:2,6 189:23 190:6,10, 23 191:3 193:22 194:2,10, 15 195:13 196:1,8,1 2,16,25 197:9,16, 19,23 198:9 199:11,18 200:8,14, 22 201:17,21 ,24 202:3,6,1 1,15 203:25 204:6	205:11,17 ,21 206:1,5,1 0,13,18 207:7,23 208:5,13 209:6,13, 23 210:7 211:11,21 212:2,11, 16 213:3,9,1 4,18,25 215:5,10 218:1,6,1 1,24 219:5,8,1 7 220:4,10, 16,21 221:17 222:8 223:16 224:2,7,1 0,15,18 225:1,11, 19 226:1,11, 17,22 227:2,8,1 1,16 228:10,14 ,17,21,25 229:6,10, 13,17,20 230:1,5,1 0,14,20,2 3 231:2,7,1 1,15,18,2 0,24 232:2,5,1 1,19,23 233:2,11, 14,23 234:3,8,1 2,17,19,2 2 235:1,5,1 1,18,21 236:2,5,1	1,15,18,2 2 237:1,4,1 0,13,17,2 1,24 238:3,6,8 ,13,18,21 239:3,8,1 6,23 240:2,7,1 4,18 241:10,13 ,16,19 242:1,10, 15,18,25 243:12,15 ,19,22 244:12 245:2,5,1 5 246:3,7,1 1,14,18,2 2 247:2,7,1 2,16,20,2 4 248:4,8,1 3,18,21 249:1,5,9 ,15,20,23 250:2,4,1 0,15,19,2 4 251:3,6,1 2,16,20 252:2,6 253:1,5,1 0,12,16,1 9,21,24 254:1,5,1 9,23 255:2,5,8 ,13,18,21 256:2,5,1 3,16,20,2 4 257:1,4,1 0,14,17,2 1,25 258:4,9,1 4,18,21
--	---	---	---	--

259:1,4,8 ,14,21,24 260:6,10, 14,17,20, 25 261:3,7,1 1,16,21,2 4 262:2,6,1 0,13,16,2 1 263:1,6,1 2,17,20,2 4 264:3,9,1 3,16,25 265:6,10, 16,19,23, 25 266:8,11, 14,18,23 267:3,5,1 0,15,22 268:1,7,9 ,14,17,23 269:5,8,1 4,17,22 270:1,4,8 ,11,13,16 ,18,22 271:1,5,8 ,12,23 272:4,6,9 ,23 273:7,10, 13,16,21, 25 274:3,7,1 0,14,17,2 1,25 275:3,6,9 ,13,17,22 276:1,5,7 ,11,15,20 ,23 277:2,5,9 ,14,17,20 ,22 278:21,23 279:4,8,1 2,15,18,2	4 280:8,12, 22 281:1,6,9 ,13,17,21 282:2,6,1 2,17,22 283:3,10, 13,17,22 284:2,5,9 ,11,17,21 ,25 285:6,11, 15,23 286:2,8,1 4,18,24 287:3,7,1 1,16,19 288:8,13, 16,21,24 289:3,6,1 1,15,19,2 4 290:4,16, 19,22,25 291:4,9,1 4,20,23 292:2,6,9 ,12,15,19 ,24 293:4,9,1 2,17,20,2 4 294:4,7,1 0,13,19,2 4 295:2,5,8 ,11,15,18 ,24 296:1,9,1 2,16,20,2 5 297:4,9,1 3,20,24 298:2,6,1 0,13,16,1 9,22,25 299:2,10 300:1 302:19 303:1,4,2	5 304:7,12 305:4,20, 24 306:2,8,1 3 307:22 308:10,18 310:6,12, 17,21 311:3,13, 16,20,23 312:6,15, 19,25 313:6,13, 23 314:5 316:2 317:2,6,1 1,21,24 318:3,8,1 1,17,22 319:7 320:8,23 321:9,12, 21,24 322:3,6,2 2 323:1,4,7 ,12,20 324:4,7,1 1,14,19,2 5 325:4,14, 19,22 326:4,9,1 1 327:19,22 328:19,23 329:6,9,2 2 330:12,19 ,21,25 331:5,8,1 3,17,21 332:24 333:2,5,9 ,13,16,19 ,22 334:8,16, 22 335:12,17 ,22	336:1,4,8 ,11 337:23 338:11,21 339:2,20 340:8 341:1,8,2 1 342:4,15 343:4,21 344:8,13, 15 345:5,11, 22 346:5,11, 15,21,23 347:3,8,1 2,22 348:22 349:9,15, 20 350:4,9,1 6,19,24 351:16 352:2,10, 21,25 353:14 354:1,11, 17,23 355:4,18, 21 356:1,7,1 1,24 357:9 358:1,9,1 6,25 359:13 360:19,22 361:6,16, 23 362:3,7,1 4 363:12,20 364:7,11, 18,22 365:14 366:7,18 367:2,11 368:4,21 369:9 370:10	372:2,17 373:2,6,1 3,21 Sara 224:5,22 sat 317:23 365:16,20 369:2,10 satisfactio n 100:16 284:13 290:12 satisfactor y 178:23 301:8 satisfied 179:4,7 Saunderson 314:7 315:5,6 saving 32:8 173:22 savings 131:19 saw 7:8 38:15 55:17 141:18 142:8 161:16 239:6 247:14 249:12 250:7 252:23 253:17 260:19 272:1 302:16 scale 199:25 277:16 scenario 89:2,5 359:23 scheduled
--	---	---	---	--

56:6	27:18	215:24	360:9	53:23
362:18	32:15	251:21	seems 15:22	195:8,10
368:16,25	33:18	295:10	34:6 46:4	357:22
scheduling	37:13	303:10	58:10	selling
359:11	39:5	314:18	62:21	41:11
360:17	44:19	320:2	70:17	45:5
scheme	47:13	338:3	112:4	49:15
112:15	51:3	348:8	127:11	52:18
scope 74:17	52:25	368:19	139:24	55:2,16
75:6,9,11	61:24	369:11	202:9	56:16
210:13,15	69:21	seconded	303:19,22	63:25
score	72:4	185:22	,23	70:4 74:6
170:14,17	77:12	192:14	328:16	119:7
214:11	86:18	193:19	346:9	165:11
scorecards	96:9	204:10	seen 8:1,3	sells 325:2
287:22,23	104:25	secretary	23:3	seminars
scored	105:19	194:14	43:6,9	336:6
304:24	117:11,16	secrets	64:22	send 64:11
scores	183:14	363:16	69:5,9	65:23
108:3	241:5	section	75:8	92:4
171:6	242:5	184:19	89:11	361:14,15
288:5	278:25	315:10	95:5	sending
289:22	279:21	sections	127:6	48:8
290:1,2	319:24	169:7	133:3,5	65:22
scoring	327:11	306:4	139:10,14	69:8
106:17	328:5,11,	sector	173:10	87:17
107:13	25 330:6	240:13	206:8	92:14
169:21,23	scrolling	244:24	241:17	355:12
170:23	22:23	358:7	250:13	361:11
171:19	23:24	secure	261:9,19	sends 50:19
172:1,7,1	67:6	23:11	263:5	62:1 86:4
2 214:13	74:10	57:21	271:3	94:5
215:7	95:13	seed 281:11	280:18	senior
310:16	108:10	seeing	327:13	154:17
screen	110:1	86:15	337:23	341:14
170:14	111:2	234:3	341:18	350:23
171:8	se 113:4	seek 21:20	342:19,21	364:6
181:11	search	seem 46:6	346:8	sense 31:21
192:2	304:18	189:4	347:4	79:11
198:13,23	seats 332:6	354:24	selected	89:17
202:25	second 7:6	355:20	95:7,8	113:21
241:3	55:22	363:9	104:11	353:17,22
272:3	74:10	seemed	115:4	355:11
299:15	84:22	231:12	selectively	356:16
scroll 9:1	132:23	284:23	332:19	358:3,14,
10:3,22	147:11	347:9	sell 41:14	22 366:3
20:7 23:6	196:14	seems	42:8	sensitive
	201:3	43:25	45:17	55:6
	202:23			

90:10,12	363:6	229:15,24	shareholdin	shows 62:20
sent 24:7	365:18	230:15	g 314:9	146:10
102:12	serves	244:25	shares	182:14
132:21	244:6	269:11	63:15	304:22
138:22	service	335:15	195:5,8	328:7
205:7,15	15:11	358:5	222:5	330:8
348:13	55:13,16	366:22	257:9	shrift
360:25	67:11	372:10	258:8	112:6
sentence	225:7,18,	shakeout	263:10	shy 364:20
10:14,16	24 300:9	291:17	280:20	siblings
26:20	310:8,10,	shale	281:5	17:19
separate	24 319:16	194:22	286:17	68:9,13
76:15	320:2,5,1	share 47:7	sharing	338:14
164:17	6,21	76:4 99:5	95:2	sic 39:14
185:2	337:1	100:24	98:25	205:14,19
260:13	365:20,25	194:22	100:20	351:25
September	services	195:4	357:14	sign 69:1,3
196:6,7	45:5 68:1	222:3	364:20	125:9
206:25	74:18	239:1	sheet 171:7	223:13
250:9	221:14	321:18	sheets	227:6
266:4,6,1	222:2	339:24	170:14,17	337:20
0,13	281:20	340:7,18	214:11	359:12
268:20	315:17	342:17	she's 106:9	signator
series	321:8,19	352:1,20	107:17	224:6
122:10	session	shared	shipbuildin	signatories
168:7	92:25	21:23,24	g 269:25	339:24
219:11	93:3	94:18,23	shock	signatory
serious	196:11	187:20	132:10	340:2
55:2	201:5	281:19	shocked	signature
128:12,14	298:24	315:17	136:7	227:15
314:22	328:10,18	352:5	shocking	signatures
seriously	348:19	shareholder	267:25	360:2
9:25	seven	61:7	shoes 335:8	signed 9:20
200:12	333:19	63:14	short 112:6	11:12
servant	347:6	79:12	249:11	71:18
156:21	358:5	195:3	369:20	101:16,19
serve	371:20	222:4	shortly	,21 205:6
245:11	seventy	310:4	40:18	226:14
served	165:3	312:23	99:7	261:18
11:24	231:10	shareholder	should've	significanc
165:16	304:22	s 63:10	58:19	e 197:3
167:20	342:20	219:4	showed	201:1
270:10	seventy-	220:2	120:2	significant
301:9	three	224:1	288:10	45:2
333:11,14	245:17	314:14	306:21	116:13,16
,20	several	shareholder		136:19
341:14	144:21	's 61:11		
	228:18	223:14		

162:18	301:10	300:25	small 128:8	320:7,20
166:3,23,	309:20	slashing	132:18	321:2
24 235:10	317:18	228:4	236:9	solve
240:4	327:3	slide	270:20,21	220:20
258:24	sit 5:4	70:2,10	275:2,20	somebody
343:18	108:23	71:4	276:25	43:21
344:10	159:12	84:14	281:25	97:10
355:2	160:5	92:24	smaller	259:10
361:25	203:21	188:21	244:5	337:11
signing	364:5	189:16,20	287:1	somebody's
125:24	sitting	,21,22	smartly	337:7
340:5	50:2,12	190:2	353:6	somehow
359:20	74:4	209:14	snapshot	57:9
360:15	76:10	210:12,14	353:10	314:23
Simcoe	107:17	211:16	solar	someone
348:3	116:5	241:3	81:5,23	156:25
similar	119:18	272:12	82:6	259:11
175:5	299:15	302:8,16	153:20	sometime
200:1	341:19,24	303:5,6,1	158:4,9,1	28:6 38:9
342:6	364:10	1,13	8	136:14
similarly	372:21	304:14,16	159:4,6,1	343:3
277:11	situate	306:20	5	somewhat
simple	239:20	347:5	181:13,14	196:4
195:3	situation	slides	182:6	228:25
simplest	39:9	37:14	183:3	275:19
195:4	44:23	91:12	184:13,21	277:12
simply	45:1	168:7	185:8,18,	286:12
105:14	119:14	186:12,14	22 186:3	300:24
130:15	286:6	,18	193:24	312:13
137:2	305:9	188:8,10,	249:13	315:1
152:2,3	323:11	15,19	264:5,6,2	351:4,11
187:23	353:9,23	190:13	3 265:4	367:17
189:13	366:10,15	208:16,17	266:2	somewhere
191:22	situations	,24	sold 52:16	223:21
217:7,22	324:13	210:12,15	119:10	367:8
218:20	335:10	252:18	148:1	son 337:9
222:6,10	346:7,9	253:18	solemn 9:13	sorry 7:12
334:18	six 210:12	254:4	sole-source	11:16
343:19	249:12	278:25	57:22	20:6 33:5
349:3	302:12,24	288:4,11	solicitor	45:17
360:17,21	333:5,24	295:14	96:25	48:25
365:1	372:22	342:19	100:12,13	52:12
single	size 200:1	slightly	solicitors	64:15
307:19	skill 133:6	260:23	123:18	65:10,11
sir 192:24	skipping	slip 299:24	Solutions	72:8 81:9
221:22	339:8	slow 354:16	215:18	82:16
222:18	slash	slowly	319:12	84:4
223:1		180:20		

91:18	271:23	315:3	371:7	stalled
93:5,12,1	source	335:20	spoken	231:13
8 95:8	358:22	336:18	26:21	stand
107:4	sources	340:16	141:2	299:13
130:15	363:25	365:8	190:13	354:20
132:12	SPA 223:25	366:6	259:19	standard
138:4	speak 17:20	367:6	344:2	337:18
142:4	34:25	specificall	spokesperso	339:14
152:3	39:8	y	n 327:18	347:10
157:15	307:7,8	44:21,25	spring	standards
188:20	316:6,13	46:11	45:14	318:16
198:13,20	336:13	103:16	SPTT 272:18	319:6
222:14	337:15	319:25	288:5,6	standpoint
231:20	352:8	344:3	289:17	89:16
251:17	360:6	351:5	301:16	318:1
253:3,5,2	speakers	specifics	302:22	STANDS
2 259:18	235:12	327:20	St 199:25	373:24
264:6	speaking	speed	200:12	start 6:7
279:20	10:23	195:22	208:10	34:1
290:8	62:15	210:5	273:18	152:10
295:20	109:8	211:9	288:5	230:4
297:7	249:19	219:14	staff	259:6
317:1,4,8	307:4	spelling	112:22	332:21
327:22	316:24	128:10	113:4	351:3
329:15	322:14,19	spending	154:3,4,1	352:12
337:4	335:19	6:10	7 156:3	started
347:16	339:15	129:5,25	158:25	130:13
349:5	344:2,24	spent 347:1	178:10	154:10
368:22	361:1,12	Spin 201:8	184:9	365:2
sort 8:14	363:21	spite 166:7	199:7,17	369:24
15:22	368:15,18	split	206:12	371:15
183:1,2	speaks	149:17	331:16	starting
236:10	56:12	165:8	342:6	22:1
249:17	157:24	166:17	352:23	80:20
262:19	358:23	167:8	363:3,8,1	302:10,18
264:18	special	168:9	6 366:2	,25
267:1,8,1	96:21	211:17	368:13	347:23
8,21	221:12	306:1,7,1	staffer	state
268:15,20	329:2	0 309:2	156:1	234:15
293:6	specialized	spoke 62:10	staffing	244:24
319:1	282:19,25	183:19	187:20	349:20
332:17,19	291:12	237:19	363:3	358:6
340:11	specific	249:7,17,	stage	stated
344:19,21	15:5 53:2	22 302:1	146:21,23	118:3,18
sorts	152:23	331:3	stages	144:20
272:11	171:11	369:13	312:24	181:15,19
sounded	264:15	370:2	313:18	184:25
116:16				
sounds				

198:2	338:3	213:7	strongly	268:4
204:19	stopping	216:3,9	255:7	substantial
338:13	10:23	250:9	structure	155:19
339:17	242:6	260:5,16	243:9	159:25
346:18	279:1	265:8	285:13,14	substantial
348:24	stores 19:5	278:19	286:4,11	ly 67:3
353:6	story 152:5	279:14	294:16	success
358:4	356:14,20	281:15,16	308:4	127:13
statement	357:2	,19	313:9,21	356:14,20
197:2	stra 281:18	282:19,24	316:23	successful
255:3	straight	283:1	320:6	95:9
305:14	286:16	287:2	321:16	107:6
347:11	strategic	288:15	345:20	108:20
statements	69:22	289:8,13	structures	112:14,21
359:9	78:6	291:12	371:22	,25
status	80:15	297:15	struggling	134:16
20:24	85:11	305:18	14:3	281:3
127:12	88:12	306:5,11	15:14	284:24
188:1	89:22	307:15	STT 153:15	363:7
189:14,19	106:18	308:20	164:12,22	successfull
213:7	120:13,20	309:9	167:8	y 224:23
219:3,15	149:11,13	312:2	168:4	succinct
245:10	,16	327:17	169:4	371:9
256:25	150:9,23	347:21	190:9	suggest
statutory	151:1,2,1	348:4,19	194:14,20	34:6,15
30:18	1,15,16,2	strategy	197:21	52:19
stay	1,22	92:15	198:6	70:17
299:10,19	152:3,8,1	201:4	199:10,16	104:5
332:3	0,14,16,2	298:4	200:4,7	114:19
staying	0	Street 1:18	201:20	128:4
332:10	153:2,3,5	stress 24:1	202:13	143:15
Stayner	,11	stretch	203:24	146:1
270:10	160:24	125:19	205:23	155:23
311:12	163:19,24	strictest	206:24	162:23
steps 84:19	165:7	52:4	207:2	317:14
94:15	167:3,20	striking	208:9	322:16
190:3,8,1	170:22	272:2	212:9	334:3
9,25	187:17	314:2	214:13	360:20
Stewart	189:21	strong	215:8	365:8
221:15	192:16	171:17	216:16	367:7
stick	193:20	197:14	227:1	suggested
342:2,14	194:1,7	245:25	stuff	15:16
stop 67:7	195:12,21	246:20	272:11	132:24
99:22	196:22	350:21	subject	143:5
241:6	201:4	361:8	98:5	147:24
296:3	207:18	stronger	100:11,16	149:10,12
	208:3,8,1	197:6,14	194:25	199:23
	1 209:4	341:16	235:7,9	200:3
	210:2			

205:5	105:5	358:16	table 3:1	294:16
229:23	283:5	370:13,23	106:18	301:20
suggesting	292:21	surname	107:17	324:17
18:20	324:10	47:7	108:23	talker
95:18	333:25	surprise	109:4	301:21
140:7	supportable	133:5	132:14	talking
308:23	153:1	134:12	171:2	56:13
309:16,18	supported	135:3,9,1	358:24	61:25
359:17	108:14	2,16	363:11	70:2
360:11	313:20	147:22,23	taking 24:6	106:10
361:20	supporter	234:15	56:11	133:18
suggestion	361:9	239:5,8	57:7 81:1	144:12
16:1	supporting	248:15	98:5	174:3
24:24	282:20	263:22	138:1	236:10
51:13	290:12	268:21	171:13	256:1
97:19	supportive	293:22	230:25	257:13
98:2	62:13	301:23	232:13	264:1
125:20	324:9	surprised	339:9	282:25
126:8	supports	347:14,18	342:14	284:19
127:24	192:15,17	351:12	359:19	342:23
128:1	suppose	surprising	talk 45:3	363:19
140:9	273:1	135:24,25	70:11	365:6
144:11	supposed	136:1	149:19	366:13
202:20	75:11	survival	192:11	367:6
203:19,23	304:16	179:24	239:11	talks 45:7
204:2	357:1	suspect	243:17	209:9
313:8	supposedly	61:4	261:20	tantalizing
suggestions	353:4	121:16	268:11	64:3
14:7,8,12	sure 5:5	132:10	301:15	task 21:16
,14	17:9	170:5	306:1	78:6
200:11	40:10	suspects	334:2	80:15
225:4	54:9	183:18	346:17	85:11
suggests	99:11	switch	362:17	88:12
43:6	109:9,10	29:12	talked 39:9	89:22
suitable	113:24	sworn 3:5	40:19	104:11,12
206:16	116:9	5:21	82:23	106:18
summarized	139:11	36:2,5	96:14	120:14,20
86:10	140:11	174:6	100:10	150:9,23
summary	147:12	synergistic	141:15	151:1,3,1
111:4	178:18	286:20	168:5	6,21
Sunset	218:14	295:21	170:1	152:3,16
36:14	241:19	system	173:15	153:3
127:2	278:1	55:17	214:6	160:24
superintend	309:17	243:4	224:4	163:19,24
ent	311:4,14	<hr/>	236:20	164:17
350:3,5	316:5	<hr/>	239:7	165:7
support	352:14	<hr/>	243:20,21	170:22
		<hr/>	251:1	195:21
		<hr/>	263:9	210:2
		<hr/>	291:12	

216:3	163:19	49:14	337:12	126:1
239:12	164:17,22	ten 59:2	339:24	127:22
243:14	165:8	105:7	341:18	130:12
250:9	167:8	216:24	342:7	134:3
255:25	170:22	217:8,9,1	344:16	135:2
265:9,12	190:9	3 278:5	345:14	139:7,17
272:18	194:8,14,	285:14	347:16	140:22
279:14	20 195:21	302:10,17	351:21,24	142:1,10
283:7	196:23	,25	352:4,6,1	143:20
289:8	198:6	303:1,7,2	7,19	145:9
296:22	199:10,16	0,23	354:4,8	147:6,14
297:7,11,	200:4,7	326:14	355:9	148:8,9,1
15 298:15	201:4	344:25	360:10	1,21
309:8	203:13	tenacious	364:20	149:4
327:17	210:2	361:10	366:12,16	150:4,20
328:8	212:9	tend 354:17	368:19	152:1,7,1
tax 32:5	213:21	tenders	370:18	8 153:18
33:10	216:4,16	103:9	test 181:21	154:21
322:2,12	219:2	tends 79:6	304:21	156:7,23
323:5	227:1	tentative	305:9	157:3,14
324:23	250:9	94:6	testified	158:19
taxes	265:9,13	tenure	15:6	159:22
30:5,18,2	272:18	312:1	testimony	160:18
5 176:24	279:14	term 62:2	32:10	161:7
177:20	288:15	129:7,9	224:14	163:7,17,
324:17	289:8,14	132:7	313:8	22 165:1
356:20	296:22	251:21	315:16	167:18
taxpayer	297:7,11,	313:18	349:2	168:16
246:10	15 298:15	333:15	351:2,9,1	169:14
300:12	305:22	344:25	0 353:7	170:20
taxpayers	327:17	345:16,19	373:18	171:24
19:2	teaser	354:7	testing	173:14
246:12	63:18	termination	17:2	175:9
258:20	technical	193:13	text 17:13	180:11
team 78:6	184:12	terms	51:21	182:7
80:15	185:11	26:22,24	66:23	183:15
85:11	Technically	27:7	353:8	185:20
88:12	63:13	88:23	thank 16:20	186:8
89:22	technologie	117:13	31:7	187:5,12
95:25	s 343:20	137:20,21	49:7,11	188:16,22
104:12	technology	155:5	54:2	189:1
108:8	255:12	314:19	59:2,7	191:4
113:1,6,1	telephone	315:10	71:10,11	193:8,14
6,23	125:21	332:18	84:21	194:3,11,
120:14,16	247:19	333:6,8,1	93:22	17
,20	tempered	2,17,21,2	105:20	195:15,17
150:10,23	124:20	4 334:3	121:23	198:19
151:1,3	template		122:3,8	199:4,20
152:16			123:5	201:25
				203:7
				204:8,11

206:19	23:24	252:16	304:24	18,21,22
207:8	that'll	271:21	Thomas	300:2,4
208:14	306:23	301:8	199:25	301:4,10,
212:3	theirs	303:15	200:12	13,14
214:1,21	334:14	305:25	273:18	302:6,7,2
215:6,11		306:6		0
216:22,25	theme 6:11	313:8	Thornbury	303:2,8,1
217:15	316:24	315:24	270:12	2,16,20
218:2	themselves	319:15	311:12	304:1,2,9
219:18	302:22	327:12	thorny	,13
220:22	thereafter	328:9,13	176:21	305:6,21,
221:7	40:19	334:23	thoughtful	25
222:9	there'd	337:8	163:23	306:3,9,1
223:7,17	159:8	338:7,19	thoughtfull	5,22
224:20	therefore	341:2	y 293:7	307:2,9,1
225:13	239:5	346:16	thoughts	1,12,23
226:3,19,	241:12	361:24	32:8	308:11,19
23	268:19	364:24	133:8	309:1,14,
227:17,19	289:21	366:15	141:5	20,24,25
,22 241:4		371:22	184:17	310:7,15,
244:14	there's	372:12,14	219:2	18,22
256:6	20:15	they'd	thousand	311:6,14,
277:23	21:23	161:21	6:8 15:18	18,21,24
287:20	23:6 37:9	212:1	244:9	312:9,16,
299:4,5,1	63:19	they'll	270:24	20
8,19	76:25	66:3	274:20	313:4,7,1
304:12	77:18	they're	300:3	7,25
308:18	81:4	15:13	343:14	314:6
316:15	125:20	70:3	345:18	315:8,22,
327:3	130:3	77:17	347:6	23
331:22,25	134:6	90:15	thousands	316:11,15
332:15	138:10	101:16,18	355:1	,17,18
335:13	140:8	111:18	throughout	317:4,8,1
338:1,11	142:12,20	181:11	165:25	6,17,22,2
339:2,6,7	144:11	221:6,11,	333:23	5
340:10	146:21	15 270:19	334:6	318:4,9,1
341:2	156:8	338:15	341:20	2,18
348:6	169:15	339:13,25	throw	319:4,9,2
349:16	175:14,15	340:1	345:17	3
357:10	182:25	346:1,2,3	tier	320:9,14,
358:25	186:16	third	129:11,14	24
364:23	189:4	206:24	ties 32:1	321:10,13
366:8	197:2	207:2	358:19	,22,25
367:4	199:21	358:14	til 188:21	322:4,7,1
371:2	202:17	371:12	Tim 3:9	8,19,23
372:4,9,1	204:23	thirty 6:8	181:5	323:2,5,8
5,17,20,2	207:1	19:9,11	299:7,14,	,13,21
2,25	210:12,17	165:3		324:5,8,1
373:21	211:14	300:3		2,16,20
thanks	222:19			325:1,6,1
				5,20,23

326:6,10, 17,22 327:3,5,6 ,11,21,23 328:3,20, 24 329:8,11, 15,19,23 330:5,13, 20,22 331:1,6,1 0,16,18,2 2 timetable 161:19 Timothy 2:14 tiny 258:16 tires 257:7,12 267:9 title 210:13,18 titled 209:4 TLC55939 8:21 TOC 20:6 48:5 319:19 TOC0066378 161:8 TOC0512163 207:11 327:7 TOC0516594 4:6 TOC38100 48:22 TOC41596 16:9 TOC44451 22:5 TOC44458 22:18	TOC45070 26:10 TOC45155 27:14 TOC512163 91:16,18 TOC516351 77:4 TOC516594 252:9 TOC527136.0 001 28:17 TOC534828 10:21 TOC59013 87:12 TOC59201 32:11 TOC66378 92:9 today 5:5 12:9 50:3,12 53:18 74:4 76:10 116:5 159:12 160:5 315:3 371:21 372:20 tomorrow 23:11 51:5 359:16 top 11:13 23:25 101:20 183:16 199:5 211:17 275:2 291:7 294:6 295:7	296:8,23 305:3,11 topic 75:19 134:13 253:9 301:7 313:24 364:8 Toronto 341:7 tossed 128:24 130:18 total 120:24 292:7 304:21 371:25 totally 101:3 totals 291:6 304:21 touch 19:23 176:13 256:7 360:24 touched 29:20 313:1 365:15 touching 21:19 tournament 266:1 toward 279:20 towards 320:17 town 1:2,16 2:18 6:10,17 13:23 18:4,7 21:15,19 22:2	24:21 26:5 29:22 30:5,16 31:1,5 32:18 35:7 37:8 39:12,17, 23 40:2,5 42:10,24 43:2 45:17 46:9 55:1 61:11 63:3,14 64:2 65:17 68:14 70:3 73:23 74:20 77:23 84:4 95:7 96:16 98:15,20 100:21 112:1 114:13,20 115:5,6,2 0 116:2 117:18 118:2,8,2 3 119:7,14, 16 121:22 122:17 123:1,9 124:2,3 127:24 128:9,15 129:2,12, 15 131:7 134:8,14, 21 137:15 140:14 144:3 149:9 153:23 154:4,18 155:7 156:3,10,	13,21,25 158:25 159:7 164:4 165:12,16 166:5,19, 24 167:2 172:22 173:4,11 176:22 177:4,17, 20 178:1,10, 16 179:4 190:1,2,1 7,25 195:6 207:10 208:2 217:21 219:21 222:2 225:16 228:12 229:5 258:12,24 262:25 266:21 281:4,10 284:8,16 298:5,21 299:1 302:2 312:11 315:12 323:24 324:23 338:25 340:25 342:1 352:13 354:6 356:4 363:6 Town's 6:21 7:22 95:19 99:24 100:12 114:4 115:9
---	---	---	---	--

117:19	367:21	156:6	75:18	twenty-one
118:12,14	transparenc	158:23	77:3	154:1
135:22	y's 11:9	334:5,18	81:11	twenty-
139:18	transparent	340:12	85:23	seven
232:8,15	11:1	358:5	88:1	304:25
258:8	368:3	trusted	99:17	twenty-
townsfolk	transpire	156:21	104:20	three
137:6	360:4	try 29:3	105:24	305:1
track 85:18	transpired	122:7	106:4,23	twice 194:5
319:3	359:24	148:25	108:22	230:15
transaction	370:7	198:21	109:21	two (2
7:7,21	371:12	300:15	110:20	368:16
8:10	treasurer	326:7	114:2	two-ish
35:11	242:13	328:12	117:24	96:11
53:12	treat 78:24	351:6	119:17	two-thirds
65:23	79:10	354:21	120:12	207:12
96:6	112:22	368:23	161:8	254:16
97:11	treatment	trying	180:16	two-year
98:10,16	34:12,17,	38:18	239:10,18	367:13
100:22	21 353:3	54:7,13	244:16	type 62:11
102:7,13	trend 343:2	145:15,17	254:14	67:20
103:2	trends	164:13	279:19	89:2
118:1	230:18	179:14,15	280:1	255:11
121:6	tried	200:24	287:24	338:15
239:21	300:25	251:17	307:5,7	
241:12	309:3	306:20,25	turned	<hr/> U <hr/>
246:25	364:25	318:25	112:14	ulti 286:19
247:1	370:8	319:3	120:6	ultimately
257:23	trouble	321:17	321:19	6:25
258:25	161:9	336:22	323:9	64:11
259:11	315:4	338:19	356:20	185:5
312:3	true 9:15	340:15	369:6	246:25
340:16,18	37:17	357:3	turning	284:15
344:3	57:4 58:2	362:21	35:11	umbrella
transcribed	82:2	365:7	63:6	116:2
289:23	89:18	368:2	66:8,23	118:23
transcript	114:22	371:5	99:21	unable
3:14	142:23	Tuesday	299:11	191:19
106:5	145:22	260:3	turns 192:6	192:11
transfer	149:18	turn 8:14	twelve	unanimous
321:5	281:15	10:20	244:6	219:4
translated	truly 10:4	14:17	245:20	220:2
161:14	343:10	16:9	twenty	222:4
transmitted	trust	22:18	345:1	223:13
25:4	128:15	27:14	twenty-five	224:1
transparenc	155:25	29:15	29:23	296:22
y 366:16		32:11	84:22	
		59:11		
		62:24		

unanimously	194:12	163:4	unlikely	45:13
185:22	206:17,24	223:25	373:20	202:9
192:14	211:24	309:17	unrelated	301:8
unaware	212:5	313:2	67:13	utilities
27:25	221:22	324:15	unsolicited	2:7 55:17
uncertain	223:12	336:21	361:5	175:21
152:19	224:12	346:25	unsure	177:21
uncommon	225:3	348:25	359:24	195:20
363:24	245:10	349:18	362:17	198:3
unconscious	301:10	353:12	update	221:14
ly 6:5	307:24	357:21	91:11,12	222:2
underline	335:2	undertake	184:19	235:17
46:9	336:20,23	53:3	187:15,25	244:5
underneath	338:6	216:6	188:1,5	252:1
205:4	339:18	330:11	209:4	273:6
underscore	353:11	undertaken	upon 5:1	276:18
186:16	355:22	59:15	59:4,5	300:9
understand	356:5,9	62:6	149:1,2	310:8
5:18	understandi	undertaking	185:21	313:10
42:12	ng 29:25	187:16	193:18	utility
43:20	33:16	190:4	217:3,4	45:5
68:3	41:15	225:22	313:1	56:25
74:24	43:14	226:13	326:24,25	70:4
96:18,19,	66:18	undertook	374:1	132:18
21 98:4	67:19	226:15	upper	155:11
99:16	70:3	unfold	129:11,14	182:15
115:14	118:22	159:19	274:23	185:4
119:2	120:25	unfolded	277:16	197:8
123:24	121:2	113:15	upset 349:6	200:1
131:10	138:24	343:17	369:5	236:7,8
142:11	140:6	368:20	useful	321:19
145:22	149:21,23	unfortunate	12:19	326:3
149:18	310:9	ly 56:4	179:19	356:21
154:5	343:14	121:19	197:15	357:23
157:4,23	344:20	208:17	208:15	utilize
158:16	353:8	318:4	users	300:14
162:7	understood	346:7	246:13	<hr/> V <hr/>
165:7	38:17	354:12	269:3	vacant
169:3	44:1	356:14	270:6	299:9
170:10	49:18	unique	271:4	valuable
177:3	68:1,8	243:5	275:15	42:2
179:9	74:25	unit	284:14	54:25
180:18	75:4	181:13,14	285:4	73:22
181:12	111:8	unless	usual	77:22
187:7	115:3	21:22	183:18	165:11
190:17	117:25	314:23	206:7	173:17
191:24	119:6	372:11	usually	valuation
192:3,12	141:9,11,			54:21
	23 142:3			

55:3	268:5	112:8	304:2	1,14,19,2
57:22	272:22	115:23	307:15	2
61:3	279:3	116:13	308:14	239:4,9,1
138:6,12	288:5	304:5	311:8,14,	7,24
146:21	294:2	331:15	17 316:1	240:3,8,1
148:14	342:21	373:19	323:25	5,19
256:10	352:12	views	328:6	241:1,11,
257:19	368:13	171:16	360:14,15	14,17,21
259:3,7	vast 275:15	172:6	361:18	242:2,11,
260:5,13	Vaughan	175:5,15	362:3	16,19
263:4,5	237:8	197:11	363:23	243:1,13,
valuations		visibly	waste	16,20,23
187:20	vendor	369:4	324:18	244:13,22
value	73:23	voided	watch 35:6	245:3,7,1
40:20,22	vent	120:3	water	6
79:12,14	81:5,23	voters	155:11	246:4,8,1
84:24	82:6	271:7	175:21,23	2,15,19,2
88:24	158:4,18	285:4	300:12	3
90:13	159:4,6	votes	324:18	247:3,8,1
103:3	181:13	334:12	Watson 2:7	3,17,21
110:3	182:6		3:8	248:1,5,9
112:1	184:22		227:20,21	,14,19,22
133:19	185:8,12,		228:1,2,1	249:3,6,1
134:21	18,22		1,15,18,2	0,16,21,2
166:3	249:13		2	4
349:5	vents		229:1,7,1	250:3,6,1
variable	153:20		1,14,18,2	2,16,21,2
326:1	184:13		2	5
variety	193:24		230:3,8,1	251:4,8,1
136:3	venture		1,17,21,2	3,19,24
244:1	197:5		4	252:3,7,1
various	255:20		231:3,8,1	3
38:18	312:13		2,16,19,2	253:2,8,1
104:13	Veridian		1,25	1,14,17,2
133:15	86:19		232:3,7,1	0,22,25
170:14	238:7		2,20,24	254:2,6,1
172:7	273:18		233:3,12,	2,13,20,2
176:14	290:21		16,24	4
180:8	291:7		234:5,9,1	255:4,6,9
189:18	292:14		3,18,20,2	,14,19,22
195:20	294:12		3	256:3,6,1
196:6	295:1,9		235:2,6,1	4,17,21,2
227:7	verify		3,19,23	5
233:19	371:10		236:3,6,1	257:2,5,1
234:1	version		2,16,19,2	1,15,18,2
235:25	52:25		3	2
249:18	view 82:18		237:2,5,1	258:1,5,1
254:25	104:15		1,14,18,2	0,15,19,2
256:22			2,25	2
			238:4,7,1	259:2,5,9
				,16,22,25

260:7,11, 15,18,21	3,16,19,2 5	299:1,3,6 302:1	341:18	129:24
261:1,4,8 ,12,17,22 ,25	280:5,9,1 3,23	ways 131:19 133:20	weighted 103:4	189:6,9 198:6
262:3,7,1 1,14,17,2 2	281:2,7,1 0,14,18,2 2	153:20 173:22	287:18 310:25	236:9 264:1
263:2,7,1 3,18,21,2 5	282:3,7,1 3,18,23	235:25 246:9 285:21	weighting 102:23 202:2,5	287:23 290:6,8 303:5
264:4,10, 14,17	283:4,11, 14,18,23	weak 171:17	weightings 280:17	308:1,2,3 314:18,19 ,21 315:3
265:2,7,1 1,17,20,2 4	284:3,6,1 0,12,18,2 2	wealth 364:14	we'll 6:25 26:19	347:23 357:3 367:5
266:3,9,1 2,15,19,2 4	285:1,7,1 2,16,24	wearing 42:22	28:5 36:12	West 328:15,22
267:4,7,1 1,16,24	286:3,10, 15,19,25	website 232:15	38:7 54:7 59:1	we've 8:1 23:3
268:3,8,1 0,15,18,2 5	287:4,9,1 2,17,20	websites 268:2	77:22 99:7	62:25 63:19
269:6,9,1 5,19,23	288:3,9,1 4,17,22,2 5	we'd 146:14	102:19 113:19	69:5,9 127:6
270:2,5,9 ,12,14,17 ,19,23	289:4,7,1 2,16,20,2 5	Wednesday 194:8 197:21	121:17 140:17	128:23,24 130:17
271:2,6,9 ,13,18,25	290:5,17, 20,23	week 17:23 56:10	148:24 168:2,6	138:10 141:2
272:5,7,1 0,17,24	291:1,5,1 0,15,21,2 4	173:12 300:18	169:1 216:24	183:3 214:5
273:8,11, 14,17,22	292:3,7,1 0,13,16,2 0,25	301:20 350:13	273:2 279:20	224:4 243:20,21
274:1,4,8 ,11,15,18 ,22	293:5,10, 13,18,21, 25	360:4 367:16	290:9 306:16	250:13 261:9,19
275:1,4,7 ,10,14,18 ,23	294:5,8,1 1,14,20,2 5	weekend 170:2 348:21	307:7 320:17	264:18 271:3
276:3,6,8 ,12,16,21 ,24	295:3,6,9 ,12,16,19 ,25	weekly 17:21 68:21 172:24	326:21 345:9	280:18,24 299:23
277:3,6,1 0,15,18,2 1,23	296:2,10, 13,17,21	weeks 44:22 47:16	well-known 282:10	310:15 327:12
278:10,15 ,17,18,22 ,24	297:1,5,1 0,14,21,2 5	62:10 249:12	well- respected 341:5	341:4 342:16,19 ,21
279:5,9,1	298:3,7,1 1,14,17,2 0,23	360:4,5,1 3	Wendy 374:9 we're 27:25 47:15	344:17 346:8 365:15
		weight 306:12 309:10	48:15 63:22 65:1 92:8 111:1	whatever 233:25 235:9 339:16
			125:18 128:10	345:1 Whereas

258:22	263:11	, 23	50:2, 10, 1	76:2, 8, 14
Wherever	320:1	24:4, 10, 1	1, 16, 23	, 18, 22
332:5	362:23	6, 19, 25	51:2, 10, 1	77:3, 8, 11
whether	whom 40:24	25:3, 8, 13	5, 20, 24	, 17, 21
18:13	263:9	, 16, 22, 25	52:7, 10, 1	78:5, 9, 13
21:19	298:12	26:4, 8, 14	3, 24	, 19, 23
23:14	who's 5:8	27:2, 5, 9,	53:10, 14,	79:2, 5, 9,
24:21	299:6	13, 18, 23	21	15, 21
25:10	316:13	28:4, 9, 13	54:1, 9, 17	80:2, 7, 10
30:12	331:25	, 16, 21, 24	, 18, 24	, 14, 19, 25
41:13	William	29:3, 10, 2	55:5, 8, 12	81:3, 7, 10
88:10	2:18 3:6	0	, 15, 20	, 15, 19
98:15	5:9, 14, 23	30:2, 8, 11	56:1, 15, 2	82:1, 5, 9,
111:7	, 24	, 16, 21, 24	0	15, 22
112:25	6:3, 13, 16	31:3, 9, 15	57:3, 7, 12	83:1, 5, 10
113:22	, 20, 24	, 19	, 15, 18	, 15, 19
122:25	7:5, 13, 18	32:2, 9, 15	58:1, 6, 9,	84:1, 9, 14
126:14, 16	, 25	, 23	15, 18, 22	, 18, 21
, 20	8:5, 13, 19	33:3, 5, 9,	59:7, 10, 1	85:4, 9, 16
139:21	, 25	12, 17	1, 18	, 22
144:17	9:5, 9, 20,	34:5, 11, 1	60:1, 7, 11	86:3, 9, 17
159:14	23	6, 23	, 14, 19, 22	, 23
160:10	10:2, 10, 1	35:2, 5, 10	61:10, 13,	87:3, 6, 11
162:5, 8, 1	5, 20	, 15, 19, 25	20, 23	, 16, 21
1 186:17	11:5, 8, 11	36:4, 8, 11	62:8, 19, 2	88:1, 6, 10
187:24	, 15, 18, 24	, 17, 21	4	, 14
195:7, 10	12:2, 6, 10	37:1, 6, 12	63:5, 13, 1	89:9, 15, 2
218:14	, 14, 18, 22	, 21, 25	7	0, 24
220:25	13:1, 4, 8,	38:5, 12, 2	64:2, 6, 9,	90:3, 8, 12
221:9	13, 16, 19,	0	15, 24, 25	, 17, 19, 24
226:6	22	39:4, 20, 2	65:5, 8, 13	91:5, 10, 1
233:20	14:2, 5, 9,	4	, 14, 21	5, 22
238:24	13, 17, 22	40:6, 12, 1	66:1, 7, 16	92:1, 7, 13
254:3	15:4, 9, 15	6, 23	, 22	, 18, 23
266:17	, 21, 25	41:3, 8, 18	67:2, 6, 18	93:4, 11, 1
268:12	16:8, 13, 1	, 23, 25	, 24	7, 22
298:8	8	42:5, 13, 1	68:4, 7, 12	94:1, 4, 13
339:16	17:1, 9, 15	7, 20	, 17, 22	, 17, 24
356:16	, 20, 24	43:1, 5, 10	69:5, 11, 1	95:6, 11, 1
357:21	18:2, 8, 12	, 19	6, 21	7, 21
360:7	, 19	44:4, 9, 14	70:1, 9, 16	96:4, 8, 14
whoever	19:3, 8, 11	, 18	, 23	, 20, 24
297:16	, 15, 19, 22	45:15, 22	71:3, 8, 12	97:3, 6, 9,
301:17	20:6, 19, 2	46:3, 8, 12	, 17, 24	15, 23
whole 27:24	3	, 15, 21	72:3, 8, 13	98:3, 8, 13
55:8, 17	21:9, 14, 1	47:2, 6, 11	73:1, 6, 10	, 24
61:14	8, 25	, 21, 25	, 13, 16, 21	99:3, 6, 15
81:4	22:4, 9, 14	48:4, 12, 2	74:3, 9, 15	, 21
111:24	, 17, 22	1	, 24	100:2, 4, 9
219:11	23:1, 5, 19	49:10, 11,	75:5, 10, 1	, 15, 19
		17, 21	8, 23	101:1, 5, 1

0,14,24	200:6,16	wording	39:21,22	66:10
102:4,11,	224:12,23	53:15	140:11	68:23
16,19	225:4,21	254:4	155:14	141:4,15
103:1,11,	226:5,10,	258:2	176:1	142:2
19,24	25 301:24	360:16	world	
104:2,7,1	347:19	work 17:6	121:12	<hr/> Y <hr/>
6,20,25	348:14,24	19:6	238:2,17	Ye 281:17
105:17,22	350:25	107:11	251:5,7	Yep 253:19
,23	352:15	121:13	257:8	yesterday
106:4,9,2	367:23	154:10	259:6	7:23
2	368:11,17	181:24,25	worse	29:21
107:16,20	369:13,25	300:15	326:10	46:22
,24	370:15	309:8	Worship 6:5	76:9
108:1,6,1	Wingrove's	318:20	worth 41:20	78:20
0,21	106:5	320:17	291:18	92:2
109:11,14	225:14	330:24	295:17	97:16
,20,25	wish 166:17	331:14	would've	98:14
110:5,14,	214:9	334:24	132:1	115:4
20,25	wished	338:15	165:22	264:11
111:11,16	348:21	357:2,4	196:21	322:1
,18,23	wishes	369:16	206:7	330:14
112:4,12,	234:24	worked 19:4	230:8	yet 90:23
19,24	wishing	156:12	301:24	132:23
113:5,9,1	191:21	168:4	349:25	221:10
2,14,19	192:10	180:8	wrestling	225:8
114:1,7,9	witness 5:7	267:13	348:9	304:19
,12,15,18	116:13	299:23	write 59:14	314:12
,23	160:16	323:5	140:1	you'll
115:1,8,1	191:21	352:13	writes	128:16
4,18,24	192:10	workers	59:19	188:14
116:3,14,	302:15	283:25	writing	193:2
21	327:16	workforce	110:1	218:22
117:3,8,9	373:24	283:9	363:1	254:20
,15,23	witnessed	working	written	325:15
118:10,19	366:9,15	43:14	59:14	326:15
119:2,5,9	won 334:12	53:15	87:7	354:15,19
,12,17,24	wonder	123:18	305:13	370:19
120:5,11,	202:24	320:21	wrong	yours
21	286:21	331:4,11,	34:18,21,	137:25
121:1,5,8	wondering	12 336:16	24 35:7	yourself
,15,20	51:11	350:14,22	98:4	144:5
128:7	71:1	351:22	146:4	181:1
Win 351:25	130:15,16	353:17	187:7	303:2
Wingrove	144:16	355:9	194:5	308:15
108:22	Woodworth	357:8	343:11	317:20
109:8	374:9	359:19	wrote 7:14	331:20
145:2,3		360:11	you've 8:8	335:25
170:1		works 32:25		
190:16		33:8		
199:23				

49:22
55:9
114:23
116:18
117:12
135:22
148:15
156:9
171:4
173:25
186:23
202:25
214:7
219:19
223:20
235:8
268:5
294:21
332:22
335:24
336:2,5,1
2 339:17
345:15
346:18,24
361:2
373:17

Z

zero 28:22

zeroes

95:12

zeros 29:4