



“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

June 10th, 2019

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APPEARANCES

Kate McGrann) Inquiry Counsel
John Mather) Associate Inquiry
) Counsel
Michael Watson) Alectra Utilities
Belinda Bain) Corporation
(No Counsel)) For Paul Bonwick
George Marron) For Sandra Cooper
(No Counsel)) For Timothy Fryer
Frederick Chenoweth) For Edwin Houghton
William McDowell) For Town of Collingwood
Ryan Breedon)
Patrick Gajos (np)) For Collus PowerStream
) Corporation

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1 --- Upon commencing at 10:02 a.m.

2

3 MR. WILLIAM MCDOWELL: Commissioner?

4 THE HONOURABLE FRANK MARROCCO: Yes?

5 MR. WILLIAM MCDOWELL: Good morning.

6 I wonder if at some point we could address the -- the
7 order of examinations for Mr. Bonwick's evidence? For
8 what it's worth, just put it on the table, the Town
9 would -- would be content to keep the same order as we
10 have with Mr. Houghton, but.

11 THE HONOURABLE FRANK MARROCCO: I -- I
12 intended to, basically -- you may have noticed that I
13 selected the order having regard to what happened when
14 Mr. Fryer testified, actually. I'd just like to,
15 generally speaking, keep the same order, but then Mr.
16 Fryer asked for permission to cross-examine a little
17 later, and that seemed reasonable to me.

18 MR. WILLIAM MCDOWELL: M-hm.

19 THE HONOURABLE FRANK MARROCCO: So I'm
20 happy to address it, but I would be -- I'll be
21 inclined to keep the order the same, because I'll
22 apply the same principle when I'm figuring it out.

23 MR. WILLIAM MCDOWELL: Right. So the
24 same order as with the present witness?

25 THE HONOURABLE FRANK MARROCCO: Yeah,

1 I think so. Yeah.

2 MR. WILLIAM MCDOWELL: Or -- yes? All
3 right. Thank you, Commissioner.

4 MR. FREDERICK CHENOWETH: Your Honour
5 --

6 THE HONOURABLE FRANK MARROCCO: The
7 same order -- I should say that the same order -- the
8 -- the same order with the present witness. Yeah,
9 that's right, but that I'll -- happy to address that
10 before Mr. Bonwick starts testifying.

11 MR. WILLIAM MCDOWELL: Thank you. All
12 right.

13 MR. FREDERICK CHENOWETH: Your Honour,
14 with respect to that order, it -- it would be useful,
15 it seems to me, just to assist the present witness to
16 refresh us as to what that order was again. It
17 probably is more for me than -- than Mr. Houghton, but
18 in any event, the order was --

19 THE HONOURABLE FRANK MARROCCO: I
20 think it was -- it was started with Mr. Marron, and
21 then went through the -- went through the list, and --
22 and you're at the end, because -- well, you see --
23 yours was a little different because you led the
24 evidence-in-chief, but it -- it's the same effect,
25 took you out of the mix, and Mr. Marron has typically

1 followed you, and -- and so that was the order. And
2 then either Mr. Watson or Ms. Bane, and would have
3 been Mr. Fryer, Mr. Bonwick, and -- and Mr. McDowell,
4 and Mr. Breedon. Mr. Fryer asked to come a little
5 later. So --

6 MR. FREDERICK CHENOWETH: And then it
7 was --

8 THE HONOURABLE FRANK MARROCCO: And my
9 -- my counsel -- in -- who would typically lead the
10 evidence, went down to closer to the end of the list.
11 I -- I just basically worked my way through the list,
12 and then moved to Mr. Fryer in his request to a little
13 later.

14 MR. FREDERICK CHENOWETH: Thank you,
15 Your Honour.

16 THE HONOURABLE FRANK MARROCCO: And --
17 and I would probably follow the same practice. Can we
18 address the -- the notes the -- that Mr. Houghton had?
19 Mr. Chenoweth, you've had an opportunity to look at
20 them over the weekend?

21 MR. FREDERICK CHENOWETH: I have, Your
22 Honour.

23 THE HONOURABLE FRANK MARROCCO: Yeah.
24 Did -- did you have any sub -- you're aware, as I
25 think probably everybody is, that typically if a

1 witness refreshes his or her memory from notes while
2 testifying, the notes are producible.

3 Do you have any -- any sub --
4 submissions on this pretty well established principle?

5 MR. FREDERICK CHENOWETH: Well, that's
6 true. I -- I don't think it's -- it's -- it would --
7 it would seem to me that the particular circumstances
8 arising in each circumstance may -- may be a factor in
9 the final result that the juris comes to with respect
10 to that, but I think there are some really significant
11 things that -- that are important here.

12 I should say, first of all, that I was
13 unaware that Mr. Houghton had notes with him at the --
14 at his location from which he gives his evidence. I
15 also must say that -- that it wasn't my observation
16 that, as alleged, he used the notes to refresh his
17 memory, at least with any frequency. Your -- Your
18 Honour would be in a -- in a better position than I in
19 part because of the location of the monitor in front
20 of Mr. Houghton to know that more than I.

21 But in my observation, if Mr. Houghton
22 made reference to his notes, it would have been very
23 infrequently. And as I say, Your Honour would have a
24 better view of that than I, and of course, were in a
25 position to ask Mr. Houghton what took place in that

1 respect.

2 It should also be noted that other
3 individuals in this hearing have had notes with them
4 when they've testified, and -- and made, again, what I
5 observed to be in frequent references to those. And
6 of course, no one asked, but it -- it could have been
7 that they were -- the court could have even asked that
8 they be produced. Others haven't had that concern to
9 face in spite of the fact of the use of their notes.

10 More importantly, however, Your Honour,
11 there's two (2) things that -- that are significant,
12 here. The documents which I have reviewed are the
13 same documents that Mr. Houghton prepared for me, and
14 gave to me in order to assist me in preparing his
15 examination and will assist me in preparing the case.
16 So they were -- they were made to assist counsel, and
17 I take the position that they're solicitor and client,
18 and that has to be balanced against -- against the
19 other principles that are at play in this matter.

20 And again, if I say -- and it's
21 important to repeat it this time, that if -- if there
22 was any reference to the notes, and again, Your Honour
23 is in a better position than I to judge that -- that
24 they were very infrequent, and would strike me as --
25 as an inappropriate balance to produce what our

1 solicitor and client materials in the face of the
2 concern about the very infrequently used notes.

3 The other matter that's of concern is
4 that the notes contain a -- a confidential letter from
5 Ms. McGrann containing --

6 THE HONOURABLE FRANK MARROCCO: Well,
7 like, I thought before --

8 MR. FREDERICK CHENOWETH: -- other
9 matt -- other matters --

10 THE HONOURABLE FRANK MARROCCO: -- we
11 -- they -- I -- I think I can then understand that
12 particular -- what you're referring to, but -- but
13 what I'm -- would have some difficult -- and so you
14 don't need to get into the detail of it as far as the
15 letter from Ms. McGrann and anything that accompanied
16 it, but that obviously wasn't prepared for you --

17 MR. FREDERICK CHENOWETH: Correct.

18 THE HONOURABLE FRANK MARROCCO: -- by
19 the client --

20 MR. FREDERICK CHENOWETH: Having said
21 that, it is confidential.

22 THE HONOURABLE FRANK MARROCCO: -- for
23 the -- for the purpose...

24 No, but I understood your submission
25 originally to be that the notes -- the materials were

1 prepared by Mr. Houghton for your review so that you
2 could assist him. I take it you meant with the
3 exception of that document.

4 MR. FREDERICK CHENOWETH: Correct.
5 We're ad idem on that, Your Honour.

6 THE HONOURABLE FRANK MARROCCO: Okay.

7 MR. FREDERICK CHENOWETH: So, it's --
8 as -- as many things are in the law, it's a function
9 of -- of striking a balance, and with the solicitor
10 and client nature of the documents, the -- the -- the
11 -- the potential offence that -- that this, if you
12 wish to call it a rule, is -- is sometimes exercised
13 on, and the infrequency of the reference to the notes,
14 I would submit that the balance is that the notes, and
15 particularly any -- anything with respect to Ms.
16 McGrann should not be produced.

17 THE HONOURABLE FRANK MARROCCO: Yeah.
18 I -- you -- I was about to say you don't need to spend
19 too much time on that particular document.

20 MR. FREDERICK CHENOWETH: Agreed.

21 THE HONOURABLE FRANK MARROCCO: All
22 right.

23 MR. FREDERICK CHENOWETH: Those are my
24 submissions, Your Honour.

25 THE HONOURABLE FRANK MARROCCO: Mr.

1 Marron, do you have any submission you want to make?

2 MR. GEORGE MARRON: No.

3 MR. TIM FRYER: Justice Marrocco, may
4 I just speak?

5 THE HONOURABLE FRANK MARROCCO: Well
6 I'll just go in --

7 MR. TIM FRYER: Okay, I'm sorry.

8 THE HONOURABLE FRANK MARROCCO: -- the
9 regular order and then --

10 MR. TIM FRYER: Thank you.

11 THE HONOURABLE FRANK MARROCCO: Ms.
12 Bain or Mr. Watson?

13 MS. BELINDA BAIN: We have no
14 submissions on this issue, Your Honour.

15 THE HONOURABLE FRANK MARROCCO: Mr.
16 Fryer...?

17 MR. TIM FRYER: So, Your Honour, when
18 I was considering it on Friday, I knew that we could
19 ask for them but I decided not to. It was when Mr.
20 Marron and Mr. Houghton were having some differences
21 about context, and I knew there was eight (8) hours of
22 testimony and I just thought at the time if there were
23 some prepared notes on the -- on the answers to the
24 questions, it would make it easier to go through. I
25 wasn't looking to create a debate on it, so whatever

1 you decide on it is fine with me.

2 THE HONOURABLE FRANK MARROCCO: Thank
3 you for that. That's helpful.

4 MR. GEORGE MARRON: Your Honour, just
5 -- just to set the record straight, I -- I sit beside
6 Mr. Chenoweth and I was on Friday afternoon and I was
7 unaware that Mr. Houghton had any notes to which --

8 THE HONOURABLE FRANK MARROCCO: I -- I
9 could see the notes --

10 MR. GEORGE MARRON: -- he referenced,
11 so.

12 THE HONOURABLE FRANK MARROCCO: --
13 from -- from my perspective. I wasn't keeping track
14 of how many times he -- he -- he might have referred
15 to them, but I -- I could -- I could see that they
16 were there and they were referred to. I don't bring
17 these motions on my own. I'm trying to stay out of
18 your jurisdiction and remain in my own, although I
19 think I'm -- at times fail in that regard, but -- but
20 in any event --

21 Mr. Bonwick, if you -- if you -- the
22 idea is that if a witness refreshes his or her memory
23 from notes, that the people cross-examining can -- can
24 ask for production of the notes. If the notes are
25 protected by solicitor-client privilege, it may be a

1 little different question about how easily they can be
2 produced in terms of whether the waiver, which is what
3 the conduct would amount to, was an informed waiver.

4 But -- but leaving that aside, it --
5 there's this general idea that if you -- and -- and
6 these notes -- you prepare notes and you use them
7 while you're testifying or you use them to refresh
8 your memory just before you testify or that sort of
9 thing, that everybody gets to see them.

10 Now, the -- the notes that you would
11 make when you're listening to somebody else testify so
12 that you can have a note of what they said or the --
13 your own notes of what questions you want to ask, that
14 -- that - they're a different kind. Those notes stand
15 in a different category and that's not what we're
16 talking about.

17 We would be talking about a situation
18 where, for -- for our purposes, you got on the witness
19 stand and you had these notes and you were reading
20 them off and on while you were testifying. That
21 creates the situation.

22 So if there's something you want to say
23 about that, that's fine, and if not, I'll just carry
24 on.

25 MR. PAUL BONWICK: Thank you, Your

1 Honour, for --

2 THE HONOURABLE FRANK MARROCCO: But
3 the idea -- what we're trying to decide here is
4 whether or not there's any reason not to apply the
5 rule.

6 MR. PAUL BONWICK: Thank you, Your
7 Honour. Two (2) points from my perspective.

8 One (1) relates to privileged
9 information between a lawyer. I'm obviously not going
10 to enjoy that same benefit as the previous witnesses,
11 and so if I'm bringing up notes, background
12 information to help me with answers, taking -- writing
13 notes on the side of those things, obviously I don't
14 qualify in the same manner as other witnesses specific
15 to that privileged information, so I'm curious how
16 that affects me.

17 The -- really that's -- that's my only
18 concern.

19 THE HONOURABLE FRANK MARROCCO: Well,
20 --

21 MR. PAUL BONWICK: I noticed --

22 THE HONOURABLE FRANK MARROCCO: All
23 right, I think --

24 MR. PAUL BONWICK: -- I noticed that
25 almost every witness has had -- or several witnesses

1 have been writing stuff down and has had -- had some
2 prep time I thought because of the fact that the
3 transcripts are taking down everybody's word verbatim,
4 that that was -- satisfied the issue in terms of
5 what's actually being presented, but to my point, is
6 just now that ruling affects me not enjoying the
7 privilege or benefit of having legal counsel.

8 THE HONOURABLE FRANK MARROCCO: Well,
9 I think probably what would -- would be a prudent way
10 to approach it is that -- that the notes you bring up
11 there are producible, but that doesn't stop you from
12 creating some notes for yourself with the idea that
13 people may look at them.

14 But -- but perhaps you wouldn't bring
15 up certain other -- things -- you -- you just be
16 careful about the -- the notes that you're -- that you
17 refer -- that's probably the -- the way it ends up
18 affecting you.

19 MR. PAUL BONWICK: I would agree with
20 you, you would be careful.

21 THE HONOURABLE FRANK MARROCCO: Yeah.

22 MR. FREDERICK CHENOWETH: Your Honour
23 --

24 THE HONOURABLE FRANK MARROCCO: But --
25 but your own notes to yourself that you sit -- there,

1 are -- are not producible. So if you -- if you make a
2 separate set of notes and bring them up there to --
3 because you want to make sure you cover certain
4 things, you would say to yourself, well, others are
5 going to read these notes.

6 MR. FREDERICK CHENOWETH: Your Honour,
7 in light of the -- the courteous position that Mr.
8 Fryer has taken, it -- it seems that no one is
9 pressing for the notes.

10 THE HONOURABLE FRANK MARROCCO: Well,
11 I want to hear from Mr. McDowell and -- and Mr.
12 Breedon first. I haven't heard from them yet.

13 MR. WILLIAM MCDOWELL: Well, I mean, I
14 guess three (3) points, Commissioner. One (1) is
15 that, you know, these are complicated issues and that
16 happens in -- in proceedings from time to time. We,
17 in this proceeding, have had witnesses for the Town
18 who've wanted to have notes on the stand and we've
19 said no because this is an absolute rule.

20 And the second one is, and I guess
21 following on the ruling, this is -- this is not a
22 novel rule. This is a rule of long standing and,
23 frankly, everyone at some point gets burned by it, and
24 I got burned by it early in my career and it's
25 embedded in my conscience -- consciousness because of

1 that.

2 But the third one is that given what
3 Mr. Chenoweth has said about the nature and content of
4 the notes, it gives rise to the inference that the
5 client has prepared a kind of narrative or script and
6 counsel is asking the questions and the client is
7 answering the questions, and in those circumstances,
8 there has to be waiver. He has referred to the notes.
9 You know, the notes may end up not being controversial
10 or useful for anyone in cross-examination, but this is
11 frankly the clearest of cases where they have to be
12 produced.

13 THE HONOURABLE FRANK MARROCCO: I
14 think what I'm going to do next is I'm going to look
15 at the notes myself and see if there's material in
16 there that -- because obviously not -- I -- I --
17 obviously doesn't need to be produced and -- and I'm
18 going to make that decision and then the balance of
19 the notes I -- I think fall within the general rule,
20 but I want to look at them first, and so that's what
21 I'm going to do.

22 I'm going to stand down, I'm going to
23 open the envelope, and I'm look at the notes.

24 MR. WILLIAM MCDOWELL: Thanks.

25 MR. FREDERICK CHENOWETH: Thank you,

1 Your Honour.

2

3 --- Upon recessing at 10:19 a.m.

4 --- Upon resuming at 10:52 a.m.

5

6 RULING

7 THE HONOURABLE FRANK MARROCCO: So
8 what I'm going to do is the -- most of the material
9 will be scanned and put in the court book and then
10 I'll give you all a chance to take a look at it. I
11 don't want Mr. Houghton back and forth for his cross-
12 examination. I want him to complete his -- I'm sure
13 he does too.

14 With respect to the confidential
15 communication from Ms. McGrann, that'll be returned to
16 Mr. Houghton, along with any attachments and his notes
17 on that -- as far as that's concerned and we will not
18 be keeping a copy of that.

19 In my view, it's irrelevant, although
20 the letters -- I don't wish to imply that
21 correspondence from Ms. McGrann is irrelevant, that --
22 that is not the case. But for purposes of -- our
23 purposes, we don't require it.

24 So we'll stand down for a few minutes
25 while it takes place.

1 --- Upon recessing at 10:53 a.m.

2 --- Upon resuming at 11:50 a.m.

3

4 THE HONOURABLE FRANK MARROCCO: Mr.
5 Marron, did you have any questions? I appreciate that
6 you finished on Friday, but I think you did reserve to
7 yourself or indicate you might want to -- you wanted
8 to reflect on what you'd heard on Friday and now
9 you've had this material.

10 Do you want to ask any further
11 questions?

12 THE REGISTRAR: Mr. Houghton, you
13 understand you're still under oath?

14 MR. EDWIN HOUGHTON: Yes.

15

16 EDWIN DONALD HOUGHTON, Previously Sworn

17

18 MR. GEORGE MARRON: Well, I'm part-way
19 through the material and I've focused on the area of
20 the cross-examination which I conducted.

21 So I -- I could defer, if I may? I
22 don't want to foreclose, but I'd like to read -- I'd
23 like to consider the materials.

24 I'm wondering --

25 THE HONOURABLE FRANK MARROCCO: All

1 right. How much -- I -- I've obviously come in before
2 you finished reading it. How much longer will you
3 require?

4 MR. GEORGE MARRON: Well, I don't want
5 to hold up the proceedings, Your Honour, and other
6 parties can commence their examination.

7 THE HONOURABLE FRANK MARROCCO: Well,
8 let me see --

9 MR. GEORGE MARRON: I could -- I could
10 indicate to you and I'll consider this over the lunch
11 hour or recess so that I can indicate to you perhaps
12 when we recommence this afternoon?

13 THE HONOURABLE FRANK MARROCCO: That's
14 fine.

15 MR. GEORGE MARRON: Thank you.

16 THE HONOURABLE FRANK MARROCCO: Ms.
17 Bain?

18 MS. BELINDA BAIN: Thank you, Your
19 Honour, we have had a chance to consider the notes.

20 We have no questions for Mr. Houghton.

21 THE HONOURABLE FRANK MARROCCO: Thank
22 you.

23 Mr. Bonwick next? I think I moved Mr.
24 Fryer, is that right?

25 MR. TIM FRYER: Would you like me to --

1 THE HONOURABLE FRANK MARROCCO: No,
2 no, Mr. Fryer, I think we agreed you'd come a little
3 later.

4 MR. TIM FRYER: Yes, so it was Mr.
5 Bonwick and then me and then judge's counsel and then
6 you just switched me and judge's counsel, so --

7 THE HONOURABLE FRANK MARROCCO: All
8 right. Mr. Bonwick?

9 MR. PAUL BONWICK: Thank you, Your
10 Honour.

11

12 CROSS-EXAMINATION BY MR. PAUL BONWICK:

13 MR. PAUL BONWICK: Mr. Houghton, Paul
14 Bonwick --

15 MR. EDWIN HOUGHTON: How are you ?

16 MR. PAUL BONWICK: -- participant at
17 the hearing. Good, thank you.

18 Mr. Houghton what I -- I guess I will
19 go back to the concept of a 50 percent partnership,
20 how that came about and the potential bidders that
21 were considered for the project.

22 When I count through, I'm thinking that
23 there was five Board people, approximately, from two
24 (2) different boards, counting somewhere in the
25 neighbourhood of about thirteen (13) staff, plus

1 Councillors, that at different points of intersection
2 had knowledge in terms of the undertakings that were
3 going on.

4 Is that a fair statement?

5 MR. EDWIN HOUGHTON: That's fair.

6 MR. PAUL BONWICK: And so recognizing
7 that all the people that had knowledge of what was
8 going on, would it be reasonable to say that several
9 of them would have some understanding of some of the
10 potential bidders and who they were?

11 MR. EDWIN HOUGHTON: Do you mean prior
12 to?

13 MR. PAUL BONWICK: During the process.

14 MR. EDWIN HOUGHTON: Oh, absolutely,
15 yes.

16 MR. PAUL BONWICK: Right. And so it
17 would come as no surprise to many of the staff, board
18 members and Councillors that PowerStream, Hydro One,
19 possibly Veridian, Horizon, St. Thomas in the early
20 stages, were some of the interested parties and moving
21 forward with the potential partnership, is that fair?

22 MR. EDWIN HOUGHTON: It's fair.

23 MR. PAUL BONWICK: And so
24 understanding that some of those people that we have
25 talked about, and no specific names, but would have

1 significant interaction with other colleagues
2 throughout Simcoe County either through the County
3 Government, through LDCs, any number of different
4 interactions throughout our region, is that a fair
5 statement as well?

6 MR. EDWIN HOUGHTON: One would expect,
7 yes.

8 MR. PAUL BONWICK: And so would you
9 agree that PowerStream, based on its proximity to
10 Collus, based on its activities within the Simcoe
11 County region, based on the relationship that some of
12 the municipal councillors may have had with other
13 municipal councillors within the Simcoe County
14 catchment area, that PowerStream may very well have
15 been viewed in a very favourable light, versus others,
16 just based on their interaction and their knowledge of
17 their neighbouring LDC?

18 MR. EDWIN HOUGHTON: I think it would
19 be fair to say that it was PowerStream's to lose.

20 MR. PAUL BONWICK: So could you maybe
21 expand on that for me a little bit, please, in terms
22 of -- maybe I can help a little bit here, I recognize
23 that Barrie was outside of the county government at
24 that time, if I'm not mistaken?

25 MR. EDWIN HOUGHTON: That's correct.

1 MR. PAUL BONWICK: Yes. But
2 reasonable to say that the county councillors had lots
3 of interaction with Barrie based on it being the
4 largest urban hub?

5 MR. EDWIN HOUGHTON: That's correct.

6 MR. PAUL BONWICK: And we've heard
7 testimony that the Barrie transaction partnership that
8 took place between I think it was Barrie Hydro and
9 PowerStream, was a highly regarded initiative?

10 MR. EDWIN HOUGHTON: That's correct.

11 MR. PAUL BONWICK: We've heard that
12 based on third-party testimony that Mayor Lehman
13 certainly seemed to be a champion for the initiative
14 that was launched and closed between Barrie and
15 PowerStream?

16 MR. EDWIN HOUGHTON: Yes, he's -- he's
17 a very competent person.

18 MR. PAUL BONWICK: And he's a big
19 supporter of the PowerStream Barrie initiative and
20 what had transpired as a result of that. Is that
21 fair?

22 MR. EDWIN HOUGHTON: That's correct.

23 MR. PAUL BONWICK: So again, I go back
24 to the point of the municipal councillors that had
25 experience either with Barrie directly or through

1 Simcoe County would certainly be aware of the fact
2 that Mayor Lehman, a highly respected mayor in the
3 Province of Ontario, had glowing comments, very
4 positive comments about PowerStream?

5 MR. EDWIN HOUGHTON: That's correct.

6 MR. PAUL BONWICK: I recognize that
7 there was very broad criteria in the scoring that your
8 strategic task team, KPMG, and Board put together.

9 In your opinion and your experience
10 sitting in on several of these task team meetings as
11 well as with your Board, was there any one (1)
12 specific issue that seemed to provide favourable
13 consideration for any one (1) of the partic -- any one
14 (1) of the bidders?

15 MR. EDWIN HOUGHTON: Sorry, I -- twice
16 I lost you.

17 MR. PAUL BONWICK: Sorry, I'll get a
18 little closer. So, I'm aware of the fact that there
19 was very broad criteria put in place between KPMG,
20 yourself, the task team, the Board.

21 My question to you is: Upon reflection
22 on all the meetings you sat in, was there any one (1)
23 defining element that seemed to give favourable
24 consideration to one (1) LDC over another? If you
25 could slide out anything, was there any one (1) or was

1 it based on a much broader representation?

2 MR. EDWIN HOUGHTON: I would suggest
3 that it was -- it was broad in that PowerStream, in
4 that review of the criteria that was important to
5 Collingwood, they -- they rated at the top or second
6 on all of those items.

7 MR. PAUL BONWICK: And I think this is
8 a fundamental question for the commission as it's
9 tasked with understanding what transpired leading up
10 to and post-transaction for them to have an
11 understanding of why one (1) was picked over another
12 and if there was any one (1) significant defining
13 issue.

14 And so, if I understood your answer
15 properly, there wasn't one (1) specific issue that
16 propelled PowerStream or gave other significant
17 consideration. Is that fair?

18 MR. EDWIN HOUGHTON: That's -- that's
19 fair.

20 MR. PAUL BONWICK: So, as I break out
21 sort of subsets of what's transpired leading up to and
22 post-transaction, there's been some discussion related
23 to the initiative specific to the solar power attic
24 vent.

25 If the solar power attic vent

1 initiative, the regional partnerships that you helped
2 create within the LDC community, if that had have
3 never been on the table, how would you review the
4 results being any different?

5 MR. EDWIN HOUGHTON: There -- there
6 would be no difference, I -- I wouldn't expect.

7

8 (BRIEF PAUSE)

9

10 MR. PAUL BONWICK: You've heard Mr.
11 Bentz during his testimony speak to the consideration
12 of a much broader approach once this deal was
13 finalized in terms of potentially creating more
14 partnerships through either mergers or acquisitions,
15 correct?

16 MR. EDWIN HOUGHTON: That's correct.

17 MR. PAUL BONWICK: You've been in the
18 business for thirty-five (35) years?

19 MR. EDWIN HOUGHTON: At that time --
20 it was about thirty-five (35) years at that time, yes.

21 MR. PAUL BONWICK: Excuse me. And
22 with your understanding of the trends that were taking
23 place in the industry, did you believe, as the
24 President and CEO, that the best path forward for the
25 Town of Collingwood and Collus was to secure a partner

1 whereby you could implement this kind of growth
2 strategy in the face of some of the pressures that
3 were being brought to bear on the smaller LDC
4 community?

5 MR. EDWIN HOUGHTON: In my experience,
6 I felt that it wasn't because small and medium size
7 utilities weren't smart or they weren't diligent or
8 they weren't hard workers.

9 I felt that, for us to be able to
10 continue to do the good job that we did, and I think
11 we did a great job, for us to continue to do that good
12 job in the future, we needed to have more skill, more
13 scope, and be able to offer, again, what I've said a
14 few times here and a hundred times before, answer the
15 needs, wants, and desires of a -- of the customer of
16 the future, we needed to do something that would allow
17 us to do that.

18 MR. PAUL BONWICK: You may have heard
19 testimony from Mr. Bentz that -- or from Mr.
20 Glicksman, that, based on their submission and their
21 analyse -- analysis of past industry transactions,
22 that PowerStream was one (1) of the highest that had
23 taken place in the last decade in terms of the book
24 value.

25 Do you recall that?

1 MR. EDWIN HOUGHTON: Yes.

2 MR. PAUL BONWICK: One (1) of the
3 other things Mr. -- Mr. Bentz touched on very briefly
4 but, unfortunately, we didn't get a chance to explore
5 it, and that would come out of the benefit of having
6 PowerStream as a partner, when, in fact, the Town of
7 Collingwood chose to move beyond the partnership of
8 Collus PowerStream, they entered into negotiations
9 with EPCOR.

10 Are you aware of that?

11 MR. EDWIN HOUGHTON: Yes.

12 MR. PAUL BONWICK: Excuse me. And
13 subsequently, EPCOR provided a offer -- excuse the
14 lack of -- of proper terminology, but effectively
15 presented an offer to Collingwood and PowerStream to
16 buy out 100 percent of the shares of Collus.

17 Is that your understanding?

18 MR. EDWIN HOUGHTON: I heard that the
19 other day, yes.

20 MR. PAUL BONWICK: And so, Mr. Bentz
21 spoke to the value that the Town of Collingwood and
22 PowerStream received. And he alluded -- he alluded in
23 his opinion that the premium that was paid and the end
24 result -- the end benefit for Collingwood, in his
25 opinion, was significantly higher had PowerStream not

1 bee one (1) of the 50/50 partners.

2 Did you hear something similar when you
3 were following his testimony?

4 MR. EDWIN HOUGHTON: Can you say it
5 one (1) more time?

6 MR. PAUL BONWICK: Sure.

7 MR. EDWIN HOUGHTON: Partway through,
8 I -- I lost the train, sorry, my fault.

9 MR. PAUL BONWICK: So -- no. That's
10 okay. My questions could be a little bit more
11 succinct perhaps. Mr. Bentz alluded to the fact that
12 when EPCOR presented an offer to Collingwood and to
13 PowerStream to buy 100 percent of the shares, that it
14 was very substantial in terms of over market value.

15 And I took from that, based on his
16 comments, that he felt that bid was the size that it
17 was, to the largest extent, as a result of PowerStream
18 being a partner with the muscle that PowerStream
19 brings to the table in terms of financial
20 capabilities.

21 Did you understand that to be the case?

22 MR. WILLIAM MCDOWELL: Well, just --
23 just a second. We've got to be careful when we put
24 the evidence to the witness. And I don't want to slow
25 this down, but I'm not at all sure that that was the

1 evidence.

2 And if the question is, is Mr.
3 Bonwick's inference one (1) that the witness agrees
4 with, that's one (1) thing, but saying this was the
5 evidence is a little tricky.

6 THE HONOURABLE FRANK MARROCCO: Well -
7 - well, why don't we start with whether the witness
8 agrees with -- with what you're suggestion, Mr.
9 Bonwick, which is that having PowerStream as a partner
10 enhanced the sale value --

11 MR. PAUL BONWICK: In a very dramatic
12 --

13 THE HONOURABLE FRANK MARROCCO: -- in
14 -- core transaction --

15 MR. PAUL BONWICK: And respect --

16 THE HONOURABLE FRANK MARROCCO: In --
17 in your own words, but --

18 MR. PAUL BONWICK: Right. And
19 respectfully, in terms of addressing Mr. McDowell's
20 comments, I think I did say it was Mr. Bentz's opinion
21 that he alluded to this. I didn't say it was
22 necessarily a statement of fact. I'm asking for an
23 opinion.

24 THE HONOURABLE FRANK MARROCCO: So --
25 so, I think you can get there by simply asking the

1 witness whether that's his view, that having
2 PowerStream as a partner dramatically increased the
3 value, and that may help you get there.

4 And if Mr. Bentz said that, well, he
5 said it, so we've got that. So, I'm going to allow
6 the question in that sense.

7 MR. EDWIN HOUGHTON: Your Honour, I --
8 I maybe the only one in the room that's not really
9 certain of the inference part of it but, in my
10 opinion, I think that the partnership significant
11 increased the value over the period of time that we
12 had PowerStream as a partner.

13 And I'm not sure if that was where the
14 question was going or the inference. I lost you
15 again.

16 THE HONOURABLE FRANK MARROCCO: Oh, I
17 think that was the general -- I -- Mr. Bonwick's more
18 than capable of speaking for himself, but that's what
19 I took his question to be.

20 MR. EDWIN HOUGHTON: Thank -- thank
21 you.

22

23 CONTINUED BY MR. PAUL BONWICK:

24 MR. PAUL BONWICK: Thank you, Mr.
25 Houghton. We've spent a lot of time going over the

1 scoring assessment of the Strategic Task Team and how
2 that unfolded in terms of ranking.

3 Is it reasonable to state that,
4 irrespective of what the Strategic Task Team and,
5 subsequently, the Board of Collus recommended to
6 Collingwood Council, Collingwood Council had the
7 prerogative of selling the utility or the 50 percent
8 of their utility through that strategic partnership to
9 any bidder they wanted?

10 MR. EDWIN HOUGHTON: That's correct.

11 MR. PAUL BONWICK: So, when we look at
12 the analice -- analysis that was done by KPMG, KPMG
13 suggested or stated that Hydro One was approximately
14 nine hundred and eighty thousand dollars (\$980,000)
15 higher than the final number landed on by PowerStream.

16 Is that correct?

17 MR. EDWIN HOUGHTON: That's correct.

18 MR. PAUL BONWICK: And that
19 information was presented to Collingwood Council along
20 with all the rest of the information that we've gone
21 through so that they had a very clear idea of what was
22 on the table in terms of partnership and dollars.

23 Is that fair?

24 MR. EDWIN HOUGHTON: That's fair.

25 MR. PAUL BONWICK: And so, had

1 Collingwood Council or individual councillors felt
2 that there was more value in the nine hundred and
3 eighty thousand dollars (\$980,000) than the cultural
4 analysis that had been done, is it fair to say that
5 council -- any one (1) of those councillors could have
6 brought forward a motion to suggest that in fact Hydro
7 One should have been the successful bid?

8 MR. EDWIN HOUGHTON: Any of the
9 Council during any of those meetings could have easily
10 said we should consider the higher bid.

11 MR. PAUL BONWICK: And at an point
12 during your Council presentations and certainly as you
13 were getting towards the end of the process did any
14 councillor suggest that they should move in the
15 direction of the highest bidder, namely Hydro One?

16 MR. EDWIN HOUGHTON: No.

17 MR. PAUL BONWICK: Thank you.

18

19 (BRIEF PAUSE)

20

21 MR. PAUL BONWICK: And I did take down
22 a note when you were speaking -- or sorry, whe -- when
23 you were being examined-in-chief by Mr. Chenoweth.
24 Was it my understanding that at the end of the
25 presentation by yourself and KPMG that Council voted

1 unanimously on choosing PowerStream as their partner?

2 MR. EDWIN HOUGHTON: Yes. I believe
3 it was eight (8) nothing. I believe one (1) Council
4 member was not in attendance.

5 MR. PAUL BONWICK: We've heard some
6 very glowing or positive comments about members of
7 your Board during that period of time, both Mr.
8 Muncaster and Mr. McFadden.

9 Could you envision -- or could you
10 comment for the benefit of the Commission a scenario
11 where they would have played the active role,
12 providing that kind of leadership and oversight?
13 Could you imagine a scenario where they would not have
14 or where they would have been part of a process that
15 did not deliver the best possible scenario to the
16 taxpayers of Collingwood or the shareholder in short?

17 MR. EDWIN HOUGHTON: It would be
18 inconceivable.

19 MR. PAUL BONWICK: I'd like to move
20 off this for just a second and go back to a couple of
21 points that have been touched on earlier in the
22 Inquiry related to the ethanol plant or AGP,
23 Amaizeingly Green Products I believe is the full name
24 of the company.

25 There's been reference to the

1 representations that I was providing PowerStream in
2 terms of helping them deal with their financial
3 challenges during that period of time. Are you aware
4 of that?

5 MR. EDWIN HOUGHTON: You were helping
6 PowerStream?

7 MR. PAUL BONWICK: Yeah. No, sorry.
8 My bad. AGP.

9 MR. EDWIN HOUGHTON: Yes.

10 MR. PAUL BONWICK: Right. And so
11 during our -- during the time we were trying to get
12 Amaizeingly Green Products back into a position where
13 they could deal with some of their debts, including
14 the utility bills, the water bills, and their back
15 taxes, am I safe to say that the total indebtedness to
16 the municipality was somewhere around 1.4, 1.5 million
17 dollars?

18 MR. EDWIN HOUGHTON: I'm not sure I
19 know exactly what the tax portion was. I knew -- I
20 knew it was substantial -- 2, 300. I don't know if it
21 was any higher than that. And I know that with
22 electricity waterways, water was approaching a million
23 dollars.

24 MR. PAUL BONWICK: Had AGP not been
25 successful in securing their approved grants and

1 subsequent refinancing, had that not been successful
2 and they not paid Collus, what kind of impact would
3 that have had on your utility?

4 MR. EDWIN HOUGHTON: Well, years ago,
5 we were able to put those bills for electricity on the
6 tax bill, and we would become a preferred creditor.
7 We were no longer a preferred creditor.

8 So if in fact we -- the industry shut
9 down or if we cut them off from electricity and forced
10 them to shut down, it would all have been lost to us,
11 at least the electricity side of it. The wastewater,
12 I believe probably the municipality could put that on
13 the tax bill. I just can't recollect a hundred
14 percent anymore.

15 MR. PAUL BONWICK: So understanding
16 that process had they been forced into some sort of
17 receivership status and Collus was not in a position
18 to collect -- using your numbers -- approximately a
19 million dollars, what kind of impact would that have
20 had on Collus?

21 MR. EDWIN HOUGHTON: It would have
22 been a severe impact, and then all of the residents
23 would -- would have to at some point in time pick up
24 that.

25 It could have -- it would put us in

1 very, very poor shape, and it's one (1) of the reasons
2 why we attempt, where possible, to continue to work
3 with the municipality, continue to work with the
4 industry or the -- the customer to -- to try to make
5 sure that they -- they can pay and do whatever we need
6 to do to make that work for them because it's -- it's
7 employment; it's taxes; it's electricity bill. And at
8 that point, they were probably one of our largest
9 users.

10 MR. PAUL BONWICK: So understanding
11 the tremendous implications that could have had had it
12 not been paid, is it reasonable to say it would have
13 been a stressful situation from your perspective and
14 Mr. Fryer's in trying to resolve the outstanding debt
15 while still balancing the need to maintain jobs?

16 MR. EDWIN HOUGHTON: Oh, absolutely.
17 And -- and for that of the Board. We continued to
18 keep the Board apprised of it as well and send them
19 updates, even if it -- in between meetings and those
20 kinds of things where we sat with it.

21 MR. PAUL BONWICK: So would it then be
22 reasonable or accurate to say that you were trying to
23 apply -- in a very businesslike manner but trying to
24 apply as much pressure to AGP and myself to reconcile
25 that debt and get their financial house in order in

1 order to accommodate the outstanding matters, not only
2 with Collus but, in fairness, right across the board
3 for Collingwood?

4 MR. EDWIN HOUGHTON: That's absolutely
5 fair.

6 MR. PAUL BONWICK: And the record did
7 show that the bill was paid, correct?

8 MR. EDWIN HOUGHTON: That was a
9 success story, yes.

10 MR. PAUL BONWICK: There's some of the
11 previous witnesses that have gave testimony, have
12 spoken to the various meetings that took place
13 surrounding -- and more specifically within those
14 meetings, the focus on cautions related to
15 confidential information. Have you followed some of
16 that testimony?

17 MR. EDWIN HOUGHTON: Absolutely.

18 MR. PAUL BONWICK: And so when
19 cross-examining Mr. McFadden, when cross-examining
20 others that took part in the Strategic Task Team,
21 there did not -- there was no evidence supplied that
22 there was an actual lawyer brought in to qualify the
23 Board in terms of the importance that related to
24 treating everything in a confidential manner.

25 Do you recall that?

1 MR. EDWIN HOUGHTON: Do I recall that
2 there wasn't a lawyer?

3 MR. PAUL BONWICK: There was no
4 lawyers brought in to caution the STT Team.

5 MR. EDWIN HOUGHTON: That's correct.

6 MR. PAUL BONWICK: You've stated that
7 Mr. Muncaster, in his most eloquent way, did speak
8 about the need for containing some sensitive
9 information.

10 But it appeared -- to me anyways, and
11 I'd like you to maybe expand on this for a little
12 bit -- there didn't appear to be a real strong focus
13 at the beginning of each meeting to talk about the
14 importance that might be attached to some of the
15 information people were going to be sharing with each
16 other.

17 MR. EDWIN HOUGHTON: I think that's
18 fair. The reason we -- I mean, it was obviously
19 important for a lot of reasons is mainly from a human
20 resources perspective, our staff 'cause people get
21 nervous. They hear things, and they get nervous.

22 MR. PAUL BONWICK: And which leads me
23 to my next point. I think at my last count, I was
24 somewhere around 23 people within the Boards and the
25 organizations that certainly had knowledge of various

1 aspects of this deal as it was unfolding.

2 In your 35-year career of working in a
3 smaller municipality, did you find that often some of
4 those people speak to their colleagues and information
5 does get out, whether it's colleagues or family
6 members?

7 MR. EDWIN HOUGHTON: Absolutely.

8 MR. PAUL BONWICK: I'd like to move on
9 to our relationship. At any time through any company
10 that I'm involved with, have you ever invested money
11 in that?

12 MR. EDWIN HOUGHTON: Never once.

13 MR. PAUL BONWICK: Have you ever sat
14 as a director or provided services to any companies
15 that I have?

16 MR. EDWIN HOUGHTON: No, I have not.

17 MR. PAUL BONWICK: Have you ever
18 received payments for services that might align with
19 some of my companies?

20 MR. EDWIN HOUGHTON: No, I have not.

21 MR. PAUL BONWICK: During that 35-year
22 career, you had the opportunity to work with, I
23 suspect, many dozens of staff team members, both
24 within the utility and on the Collingwood side. Would
25 that be fair?

1 MR. EDWIN HOUGHTON: Oh, yes.

2 Absolutely.

3 MR. PAUL BONWICK: Could you describe
4 your working relationship with those individuals over
5 your 35-year career?

6 MR. EDWIN HOUGHTON: My -- my position
7 was always that our most valuable asset are the staff,
8 irrespective of whether you get technology or
9 equipment trucks, whatever. The staff is the most
10 important.

11 MR. PAUL BONWICK: Would you -- would
12 you suggest that you maintained a very constructive,
13 positive, and trusting relationship with many of these
14 people that you work with?

15 MR. EDWIN HOUGHTON: Absolutely.
16 Most -- most of them are my friends, and they are
17 still.

18 MR. PAUL BONWICK: I've heard you
19 speak to the fact that while you may have wore many
20 hats, if I understood you properly you were suggesting
21 that -- whether it was Collus, the water company --

22 MR. EDWIN HOUGHTON: Public Utilities.

23 MR. PAUL BONWICK: -- Public Utilities
24 company, parks and rec, planning, building services --
25 in your experience, did I understand you correctly to

1 say everybody felt at the end of the day they were
2 really working for the best interests of Collingwood?

3 MR. EDWIN HOUGHTON: What I had
4 said -- and we've said this to many, many other LDCs
5 when they -- they'd look at us and talk about the
6 relationship -- was that it didn't matter who the
7 cheque came from. We all worked for Collingwood, the
8 community.

9 MR. PAUL BONWICK: If I could bring up
10 ALE60, please.

11 Thank you. And I might have this
12 wrong, so if I do, I apologize in advance. I do have
13 it wrong.

14 There has been a great deal of
15 discussion centred around what drove this process in
16 the early days. There appears to be a balance between
17 good financial stewardship and driving a partnership
18 that could be a game changer for Collingwood.

19 Would you agree with that?

20 MR. EDWIN HOUGHTON: Yes.

21 MR. PAUL BONWICK: At any time leading
22 up to the consideration of this proposal, was the
23 monetary consideration the most important part?

24 MR. EDWIN HOUGHTON: It was not.

25 MR. PAUL BONWICK: Leading up to this,

1 and through the recommendations to Council, was there
2 any consideration or discussion had about post-
3 Transaction funds?

4 MR. EDWIN HOUGHTON: We were very
5 clear that we didn't -- let me back up. Recognizing
6 that the municipality had said at one (1) point that
7 they would like to have funds -- additional funds,
8 potentially reduce debt or whatever, we were very
9 clear that -- that the -- the funds from the
10 Transaction -- there should be an opportunity in the
11 future for Council and the -- and the citizens to
12 discuss where those monies would go.

13 MR. PAUL BONWICK: If I understand
14 properly, in fact, there was public consultation about
15 where those funds should go.

16 Is that correct?

17 MR. EDWIN HOUGHTON: That's correct.

18 MR. PAUL BONWICK: Post-OEB approval,
19 we've heard a lot of discussion focused on the first
20 year of the Transaction, the completion of the
21 Transaction about the desire to grow the LDC. Had a
22 scenario unfolded whereby -- and -- and I don't like
23 picking on Wasaga Beach all the time, just simply
24 because they're our next-door neighbour -- if an
25 opportunity had presented itself with Wasaga Beach,

1 was Collingwood in a position -- as a shareholder
2 within the Collus PowerStream family, was Collingwood
3 Council in a position to go out and borrow money to
4 put back into PowerStream or Collus PowerStream,
5 should they be a -- provided an opportunity to buy
6 into Wasaga Hydro?

7 MR. EDWIN HOUGHTON: If -- if Council
8 wished to do so and Wasaga was willing to -- to sell
9 50 percent, or whatever that would be, I would expect
10 that -- that would -- that is a scenario that could
11 happen. Yes.

12 MR. PAUL BONWICK: The same would hold
13 true for any other utility within the CHEC group or
14 beyond?

15 MR. EDWIN HOUGHTON: That's correct.

16 MR. PAUL BONWICK: You spoke through
17 evidence-in-chief about the memo that I had sent to
18 you. Do you recall what you did when you received the
19 inter -- the memo that I was preparing for PowerStream
20 that did an analysis of competitors?

21 MR. EDWIN HOUGHTON: Yes, I do.

22 MR. PAUL BONWICK: In your testimony,
23 you suggested there was a fair amount of inaccurate
24 information in there, if I understood you correctly.

25 Is that your assertion?

1 MR. EDWIN HOUGHTON: From my
2 perspective, yes.

3 MR. PAUL BONWICK: And so do you
4 recall having that conversation with me? Do you
5 recall my response when you had informed me that you -
6 - you felt obliged to share the document with Mr.
7 Muncaster?

8 MR. EDWIN HOUGHTON: Yes, I do.

9 MR. PAUL BONWICK: And so while I did
10 not suggest any particular one person that I been
11 speaking to in terms of collecting that information,
12 nor did I reference the OEB or the internet, correct?

13 MR. EDWIN HOUGHTON: Yes, you did.

14 MR. PAUL BONWICK: But I'm saying I
15 didn't identify any particular source, whether it be
16 internal or external. Is that fair?

17 MR. EDWIN HOUGHTON: Yes, and I never
18 asked you.

19 MR. PAUL BONWICK: But you are aware
20 of the fact, of course, that I had ranging discussions
21 with different people attached, whether staff or
22 board, including Mr. Muncaster?

23 MR. EDWIN HOUGHTON: I understand
24 that, yes.

25 MR. PAUL BONWICK: When Mr. Muncaster

1 addressed the issue at the next Strategic Task Team
2 meeting, did he circulate the memo that you had
3 provided him?

4 Did he reference it in any manner of
5 speaking beyond simply, in his most eloquent way,
6 suggesting that we need to be sensitive with
7 information?

8 MR. EDWIN HOUGHTON: I certainly don't
9 recall him circulating it. And I -- I'm not sure he
10 referenced it. I think what he -- and what I rec --
11 recall him basically just saying that, Listen, folks,
12 we need to be reminded that we keep these
13 conversations within these four (4) walls.

14 MR. PAUL BONWICK: At any time did Mr.
15 Muncaster raise concerns about my involvement on
16 behalf of PowerStream with you?

17 MR. EDWIN HOUGHTON: No. In fact,
18 when he went to the meeting, again, he came back from
19 the meeting saying that he -- he was quite
20 comfortable, and that if you could help Collingwood
21 get a better deal, good thing.

22 MR. PAUL BONWICK: In your
23 experiences, based on my involvement on this
24 particular file, would it be your opinion that at all
25 times, I was trying to drive the best possible deal on

1 behalf of PowerStream to Collus?

2 MR. EDWIN HOUGHTON: Well, certainly,
3 I wasn't a party to all of the things that were going
4 on at your -- to PowerStream, and I know what you do
5 in other things, and that it was always in the benefit
6 of Collingwood if that's -- I can -- I -- it's easier
7 for me to refer that way, because I've -- I've read in
8 the Foundation Document things that I was never a
9 party to.

10 MR. PAUL BONWICK: You touched on a --
11 a topic on Friday through evidence-in-chief about my
12 involvement on a \$20 million funding initiative with
13 the Provincial Government.

14 Is it reasonable to say that the
15 meetings that were scheduled that took place regarding
16 this very unique funding envelope likely would not
17 have taken place or been coordinated without my
18 support?

19 MR. EDWIN HOUGHTON: One hundred
20 percent.

21 MR. PAUL BONWICK: At any time, did I
22 suggest that I should be rewarded -- paid for the
23 services that I was providing in support of the bid
24 for Collingwood to secure this funding from the
25 Province?

1 MR. EDWIN HOUGHTON: Never once.

2 MR. PAUL BONWICK: Do you ever recall
3 me asking to be reimbursed for expenses related to
4 that matter?

5 MR. EDWIN HOUGHTON: Never once.

6 MR. PAUL BONWICK: There's been
7 discussion -- and the court book, or sorry, the
8 evidence would show there was some discussion centred
9 around works that were done on 1st and Huron Street as
10 it related to road expansion.

11 You're familiar with those works?

12 MR. EDWIN HOUGHTON: Yes, I am.

13 MR. PAUL BONWICK: You're aware of the
14 fact once again, there was significant -- very
15 significant additional funding brought to bear from
16 the Province to help Collingwood address those costs?

17 MR. EDWIN HOUGHTON: There was both
18 the coordination of getting the parties together to
19 agree that we could take that choke point out as well
20 as talking to the government to get funding to be able
21 to complete it, because at that point in time, it
22 appeared like the Province was happy to have it --
23 basically that choke point, which was a significant
24 issue for all of us.

25 MR. PAUL BONWICK: Do you recall in

1 one (1) of the meetings the Province stating that they
2 do not have the financial resources to address what
3 Collingwood was proposing at that intersection?

4 MR. EDWIN HOUGHTON: Yes.

5 MR. PAUL BONWICK: Do you recall us
6 going to further meetings and subsequently getting the
7 Province to agree to, in fact, contribute to that?

8 MR. EDWIN HOUGHTON: Yes.

9 MR. PAUL BONWICK: At any time, did I
10 ask you or propose to the Town of Collingwood that I
11 should be -- receive some sort of fee attached to that
12 work?

13 MR. EDWIN HOUGHTON: Never once.

14 MR. PAUL BONWICK: Did I ever ask that
15 I should be reimbursed for any of the expenses related
16 to my involvement in those files?

17 MR. EDWIN HOUGHTON: No, sir.

18 MR. PAUL BONWICK: I want to go back
19 to the -- to post Transaction for Collus PowerStream.
20 We've heard that you were very -- that you were very,
21 very active within the LDC community, and certainly
22 Mr. Chenoweth brought out your -- your work history.
23 Post Transaction, what was the response you were
24 getting across the province in terms of what had been
25 created here in Collingwood?

1 MR. EDWIN HOUGHTON: Well, at first, I
2 think a lot of small and medium utilities are -- are
3 very afraid of change, and I don't mean that in a
4 negative way, but some are afraid of change. Some --
5 some basically, you know, were, like, what did you do.
6 Then again, I said the same thing to the people at
7 Barrie when they -- when they merged with -- with
8 PowerStream. Some actually called and asked if we
9 could -- if I could speak to them.

10 I was downtown in -- towards Ingersoll
11 way. I spoke at a conference there on what we did. I
12 was invited to a situation in -- a conference of some
13 sort at the Royal York and spoke at what we were doing
14 there, because it was a hybrid. It was an interesting
15 idea. It was an idea that would allow the
16 municipalities to still have significant control. It
17 would allow them to be able to at least have
18 conversations with their partners about economic
19 development, support of their industries. It would --
20 it will allow a significant amount of that.

21 And if you just look at industry as an
22 example, if you have somebody from outside and they
23 have a significant bill that's approaching, they --
24 they don't -- they don't have the skin the game, if
25 you could say it that way, as -- as we would do with -

1 - with municipal or Council ownership, to be able to
2 continue to work with them and -- and make -- and make
3 it a success, and not all of them are successes.
4 We've had some failures too.

5 MR. PAUL BONWICK: So through your
6 representations at places like the Royal York, is it
7 accurate to say there was significant interest within
8 the LDC community in terms of what had been created in
9 Collingwood?

10 MR. EDWIN HOUGHTON: Yeah. There --
11 there was significant interest, but also some
12 trepidation again. Some -- some folks have
13 trepidation, you know, change and things like that,
14 yeah.

15 MR. PAUL BONWICK: I'm going back to
16 the feedback. Were you supplied positive comment,
17 negative comment, in terms of post OEB approval?

18 MR. EDWIN HOUGHTON: I think
19 immediately following, there was some negative,
20 especially from the CHEC group, which, you know, I
21 was, you know, a big part of way back when, and then -
22 - and then it became more normal. In fact, when I
23 retired, I was now again the -- the president of CHEC,
24 when I retired, so kind of went full circle where they
25 were a little bit reluctant at first but there was

1 significant acceptance by then.

2 MR. PAUL BONWICK: So to dissect that
3 a little bit, the reluctance is one that we've heard
4 of several -- on several occasions, and that is the
5 reluctance of some of the smaller LDCs to look at
6 mergers and acquisitions.

7 Beyond the cultural mind-set that was
8 there related to mergers and acquisitions, was there
9 any criticisms related post Transaction to what had
10 been created?

11 MR. EDWIN HOUGHTON: Not -- not -- not
12 per se, no.

13 MR. PAUL BONWICK: Did you receive
14 positive feedback related to the Transaction?

15 MR. EDWIN HOUGHTON: Absolutely,
16 especially those who -- who took the time to -- to --
17 to look at it and analyse it.

18 And one of the reasons we did the --
19 the review was for exactly that, because it was easy
20 for us to go and espouse that it was a wonderful thing
21 and our staff are happy. They -- they feel we're more
22 productive, et cetera, et cetera. But we wanted to
23 have somebody independently do that, and that's why we
24 did that.

25 MR. PAUL BONWICK: So then colleagues

1 that you would have had interaction with, colleagues,
2 that I would identify being quasi experts within the
3 LDC community, were viewing this in a very positive
4 light?

5 MR. EDWIN HOUGHTON: Yeah. When I --
6 again, when I went to the provincial level like with
7 the EDA, et cetera, they -- they thought that it was
8 very good. It was well -- it was well-received, even
9 when we went to the Distribution Sector Review Panel.
10 They felt it was maybe not the end game, but
11 potentially a means to an end, where there would be
12 further aggregation at some point.

13 MR. PAUL BONWICK: Now, we've heard
14 about your reputation within the industry, coming from
15 others. They speak very highly in terms of the
16 respect and the hard work that you provided not only
17 to Collus but to the province itself.

18 But it's interesting to note that some
19 of the issues that seem to be driving this process
20 beyond the cultural synergies and the growth, was the
21 fact, if I understood it correctly, there was as many
22 as four (4) or five (5) senior management people
23 within Collus that were slotted for retirement over
24 the course of the next three (3) to four (4) years.

25 MR. EDWIN HOUGHTON: Well, I think the

1 electric industry across Canada was -- like, we kind
2 of grew up together. At Collus there was, you know,
3 obviously myself and -- and Mr. Fryer, who -- who
4 decided to leave a little bit earlier, but, you know,
5 some of the others, Pam and Larry, they're -- they
6 kind of -- they're kind of growing up. We -- we just
7 lost our -- our super -- Hydro superintendent. We
8 were having difficulty replacing people once we move
9 them up, so we actually brought people from
10 PowerStream over.

11 It was difficult for us to -- to be
12 able to keep, especially on the -- on the technical
13 side, It was difficult to keep people because we don't
14 -- we weren't paying as much, and if we did have a
15 good line person, typically they got stolen by another
16 -- another utility because they -- they got paid more
17 and -- and they're -- even if they're not within the
18 same union, they were in the same -- within the same
19 retirement plan.

20 MR. PAUL BONWICK: And I apologize in
21 advance. I do not recall the gentleman's last name.
22 Darius, I think, was it?

23 MR. EDWIN HOUGHTON: Oh, yeah.
24 Darius, yeah.

25 MR. PAUL BONWICK: He was a senior

1 member of your team, was he not?

2 MR. EDWIN HOUGHTON: Yes. He had --
3 he had -- he retired just prior to this, yes.

4 MR. PAUL BONWICK: Where I'm going
5 with it is, some of the evidence suggests that small
6 LDCs need to be cognizant of the fact that they have
7 an age demographic managing their organization and
8 recruitment is a challenge.

9 MR. EDWIN HOUGHTON: That's correct.
10 I mean, you couldn't replace somebody -- you could --
11 you could not do apples-to-apples replacement of
12 Darius anywhere.

13 MR. PAUL BONWICK: With the retirement
14 looming, I'm wondering if you might inform the
15 Commission, were you ever approached to move either
16 through early retirement or simply transition out of
17 the LDC sector into the private sector?

18 Were you ever approached by anybody?

19 MR. EDWIN HOUGHTON: I had many
20 opportunities throughout my career to leave
21 Collingwood, many opportunities.

22 MR. PAUL BONWICK: If we could maybe
23 expand on that a little bit.

24 Was their partnership opportunities,
25 was there senior executive opportunities put in front

1 of you in terms of consideration?

2 MR. EDWIN HOUGHTON: Yes.

3 MR. PAUL BONWICK: Did I pursue you
4 for potential partnership opportunities?

5 MR. EDWIN HOUGHTON: No.

6 MR. PAUL BONWICK: Well, I say that --
7 I'm going to the point at hand and saying that any
8 number of different organizations would have been
9 happy to have you within their -- within their family.
10 Fair enough?

11 MR. EDWIN HOUGHTON: With -- I don't
12 want to sound egotistical, but we had -- there was
13 many opportunities and some of them were quite amazing
14 actually.

15 MR. PAUL BONWICK: I'm going to go to
16 2014. So I'm just qualifying that before I get in
17 there.

18 The first year of the -- the closure of
19 the transaction, I'd like your opinion on the culture,
20 on the atmosphere within Collus PowerStream as it
21 related both internally and externally to the
22 shareholders, namely PowerStream and Collingwood.

23 MR. EDWIN HOUGHTON: Certainly from
24 our perspective, our cultures were completely aligned,
25 even though they're very, very large and we were very

1 small in comparison. Their cultures were the same.

2 They had such high energy, positive
3 energy, within the building, their building, that
4 people that work with me would ask if they could go
5 down to the -- to -- to PowerStream, have some
6 conversations with their colleagues that they'd met
7 there and -- and as they said, we need to feel that
8 positive energy they've got so we can continue to
9 bring it back -- back to Collus.

10 It -- it really truly was a -- and I
11 had an opportunity to speak at their -- a couple of
12 their on-site -- I forget -- they had a special word
13 for the -- meeting of their entire staff, and -- and
14 it was -- it was -- it was really an amazing thing,
15 and when Mr. Bentz walked in the room, like, it was
16 like -- the energy level just rose.

17 MR. PAUL BONWICK: So during this
18 initial period of time, you were still providing some
19 services as the interim or acting direct -- CAO. Is
20 that correct?

21 During that first year, you were also
22 providing services to the Town of Collingwood as the
23 acting CAO?

24 MR. EDWIN HOUGHTON: I -- I -- yes, I
25 became acting in April of 2012. But I was also --

1 also vol -- volunteer acting or whatever you want to
2 call it, Executive Director of the Town of Collingwood
3 for the Public Works side too.

4 MR. PAUL BONWICK: And still
5 maintained your position and president and CEO of the
6 Collus PowerStream utility?

7 MR. EDWIN HOUGHTON: And president and
8 CEO of the Public Utilities.

9 MR. PAUL BONWICK: You've mentioned
10 the fact that you had agreed after saying no on a
11 couple of occasions to taking on the role to help
12 Council deal with the transition.

13 Was that a fair understanding?

14 MR. EDWIN HOUGHTON: Three times.

15 MR. PAUL BONWICK: And you've
16 communicated and the record shows that you were not
17 compensated by the Town of Collingwood, correct?

18 MR. EDWIN HOUGHTON: I specifically
19 said I did not want to be compensated.

20 MR. PAUL BONWICK: So I'm getting to a
21 point here where I'm asking the question to you.

22 Would you think it might have been a
23 consideration from Council's perspective, not only
24 having a comfort level with you running it, but the
25 fact that they weren't paying another CAO for

1 arguments sake, a couple hundred thousand dollars a
2 year?

3 MR. EDWIN HOUGHTON: You -- you know,
4 I've actually never put my mind to that, but yes, I
5 would expect that's probably a good consideration.

6 MR. PAUL BONWICK: You had a Council
7 that had ran on frugality and a Council that was
8 concerned about spending money, trying to curtail
9 spending.

10 Would it only seem reasonable then that
11 Council, understanding that they're not paying you a
12 wage for the CAO's position, that that may have been a
13 top of mind issue for them?

14 MR. EDWIN HOUGHTON: That would be
15 fair.

16 MR. PAUL BONWICK: Going to two years
17 -- 2014, in fairness, I'm just looking here, 2014 to
18 2016, did you retire in 2016?

19 MR. EDWIN HOUGHTON: Yes, I did.

20 MR. PAUL BONWICK: I want to speak to
21 the environment that unfolded from 2014 on.

22 Would you provide your experiences to
23 the Commission in terms of how the environment
24 unfolded post-2014 between the shareholder and Collus
25 PowerStream?

1 MR. EDWIN HOUGHTON: It was confusing
2 to -- to us, because again, we -- we had such a
3 wonderful working relationship with Council. And --
4 and I think that -- that's important to understand,
5 that Council of the day and the Councils previous to
6 that helped formulate Collus and how we thought. They
7 were quite happy with, you know, what we were
8 providing them with in kind services or they were
9 happy with the -- the shared services taht we did and
10 those kinds of things.

11 They were happy and they -- you know,
12 we -- we worked together as a team and it wasn't until
13 afterwards that all of a sudden then there was a
14 difference of opinion, but then they started reviewing
15 and they were criticizing things that had been
16 approved by previous Councils and previous Boards and
17 actions that had occurred as a result of the benefit
18 of Collingwood, like they -- there was even a time
19 when they said that we had lost money in 2014 or
20 something like that on the water side, but that was
21 because Council or maybe it was earlier than that --
22 Council had asked us not to put through a rate
23 increase during that period of time, because there was
24 other issues and tax increases and we follow suit.

25 So it -- it changed all of a sudden and

1 -- and it was difficult for us to try to figure out
2 how we went from being, you know, there are people
3 that they relied on, trusted, worked with, to being
4 something significantly other, like it was an us and
5 them scenario that I don't believe we created.

6 MR. PAUL BONWICK: Is it reasonable to
7 say from your perspective that the relationship
8 dissolved very quickly into one of becoming
9 dysfunctional and chaotic between the shareholder and
10 the utility?

11 MR. EDWIN HOUGHTON: Yeah, there --
12 overnight became a distrust for us. Not sure why.

13 MR. PAUL BONWICK: I'm not going to go
14 into a lot of detail on it, other than you're aware of
15 the fact that at least two, if not three of your Board
16 members resigned during that period of time?

17 MR. EDWIN HOUGHTON: Absolutely.

18 MR. PAUL BONWICK: And did they
19 identify the reasons why they had resigned to you?

20 MR. EDWIN HOUGHTON: Yes, they did.

21 MR. PAUL BONWICK: Could you expand on
22 them, please?

23 MR. EDWIN HOUGHTON: Well, I think --
24 I think there's -- Mr. McFadden had basically stated
25 that it was dysfunctional, a dysfunctional

1 relationship and -- and I -- I believe that it was
2 either he -- he resigned or he would be asked to
3 resign, and he went the next day to become the Chair
4 of Toronto Hydro.

5 You know, and Mr. Worts, he -- he put
6 in -- there was a very large, long email that's part
7 of the Foundation Document of his concerns. It -- it
8 -- it was not -- to this day it's been -- it's been
9 tough.

10 MR. PAUL BONWICK: Could I call up
11 BLG93_0001?

12 Mr. Houghton, during this period of
13 time it's my understanding that Council authorized the
14 CAO or the CAO engaged outside firms to review -- to
15 review the transaction and whether or not the value
16 and benefits were achieved that were originally set
17 out.

18 Is that an accurate statement?

19 MR. EDWIN HOUGHTON: Yes.

20 MR. PAUL BONWICK: Could you expand on
21 the level of engagement that was provided to you and
22 your team members in terms of helping these third
23 party firms conduct their review in order to provide
24 that response?

25 MR. EDWIN HOUGHTON: We -- we were

1 never asked for our information until after the report
2 had been completed and presented to Council.

3 It was then that we were asked to
4 provide documentation, even -- even on the BLG report
5 it was 51 pages and we sent 447 pages in response to
6 it.

7 We only got redacted portions of a --
8 of a financial document that was five (5) pages long,
9 and -- and Ms. Shuttleworth sent seven (7) pages of
10 errors and corrections on that.

11 Virtually all of the information that
12 we provided for the -- the -- I forget what the
13 document was called, 2020 or whatever it was,
14 virtually all of our corrections and comments that
15 corrected it were -- none of them were incorporated
16 and it -- and it's actually noted in -- in the BLG
17 document that it -- it appeared to be a surprise that
18 it -- it was -- it was something that our information
19 was not -- was not taken to consideration.

20 Throughout the whole report, it talked
21 about all conflicting information.

22 MR. PAUL BONWICK: If I could scroll
23 down, please, you'll see some smaller -- I don't know
24 if you've had an opportunity to review this document
25 or not, Mr. Houghton. If you could scroll down a

1 little bit, please. Stop.

2 Are you familiar with this document?

3 MR. EDWIN HOUGHTON: I -- I just
4 recent -- sorry. I've just recently seen it in the
5 court book.

6 MR. PAUL BONWICK: So what I see is a
7 JMR, I assume that to be Mr. Roger from BLG?

8 MR. EDWIN HOUGHTON: Makes sense, yes.

9 MR. PAUL BONWICK: I'm just wondering
10 if we could just read the JMR, start with the fact.

11 Would you mind reading that paragraph?

12 MR. EDWIN HOUGHTON: To read --
13 starting where? Oh, the fact.

14 "The fact is is that if the Town had
15 these records to start with, it
16 would not have been new information
17 from Collus. You will recall that
18 neither you nor your colleagues
19 wanted me to give Collus a draft
20 report to look at before I gave my
21 presentation to Council. So we need
22 to deal with the fact that new
23 information does exist, some of
24 which dealt with reports and
25 presentations to Council, but which

1 Town staff for whatever reason, did
2 not have in their files."

3 MR. PAUL BONWICK: Scroll down a
4 little further, please. A little further please.
5 Stop there, please.

6 If you could read JMR here is a
7 specific, that will give you an opportunity to refresh
8 your memory.

9 MR. EDWIN HOUGHTON: "Here is a
10 specific example that I would ask
11 you and Marjorie to consider. The
12 issue of the central driver behind
13 the 50 percent sale, in my
14 confidential discussions with
15 certain persons, they said on a
16 confidential basis that they
17 believed the main driver was to get
18 cash for the community centre. You
19 and your colleagues agree with this
20 view, however, no one on Town staff
21 is prepared to go on the record in
22 my report to support this view. I
23 delivered the report to Council and
24 then two Councillors who were
25 directly involved on the task team

1 are adamant this was not the case.
2 And now the Collus executive and
3 Board members say this was not the
4 case. While the money ended up
5 being spent on the community centre,
6 there does appear to be some passage
7 of time before the money was spent.
8 Although I'm not -- "

9 MR. PAUL BONWICK: Thank you.

10

11 (BRIEF PAUSE)

12

13 MR. PAUL BONWICK: If I could call up
14 BLG -- just -- right one here, my apologies,
15 CPS0006609?

16 Mr. Houghton, could you please tell us
17 who Mr. Dan Horchik is?

18 MR. EDWIN HOUGHTON: Dan Horchik, he
19 was on Council in Markham. He's both a lawyer and an
20 accountant. And he was a Collus Power Board meeting -
21 - Board member.

22 MR. PAUL BONWICK: Could you please
23 tell us who John Worts is?

24 MR. EDWIN HOUGHTON: John Worts is a
25 Collingwood icon and was appointed by the Town of

1 Collingwood to be a Collus PowerStream Board member.

2 MR. PAUL BONWICK: If I could scroll
3 down just a little bit, please. Scroll. Okay. Where
4 are we here? Right -- stop there.

5 I'm just wondering, Mr. Houghton, have
6 you seen this? You -- you're not copied on this --
7 this piece of correspondence or this email.

8 Have you had an opportunity to review
9 it before?

10 MR. EDWIN HOUGHTON: I'd have to go
11 down and see if I --

12 MR. WILLIAM MCDOWELL: If you go to
13 the top it's forwarded to you.

14 MR. EDWIN HOUGHTON: Okay. Then I
15 have seen it then from years -- years ago.

16

17 CONTINUED BY MR. PAUL BONWICK:

18 MR. PAUL BONWICK: Oh, okay. Thank
19 you. Could you scroll down just a little, wee bit,
20 please? I want to start with that sentence, "I
21 heard." Could you read the independent -- the Board
22 member that was appointed by Collingwood Council as
23 their representative and start with, "I heard"?

24 MR. EDWIN HOUGHTON:

25 "I heard that some members of

1 Council are of the opinion that
2 municipalities should not be in the
3 LDC business as they are
4 depreciating in value and that they
5 can be an operational nightmare with
6 all the changing regulation.
7 This is absolutely true if that
8 utility is considered a standalone
9 one (1) as it is an ever-changing
10 envir -- or ever-changing industry
11 and one (1) which could result in
12 very expensive adjustments.
13 However, I must applaud the previous
14 Council and their team for having
15 the foresight to understand this and
16 to seek out a suitable partner to
17 tackle the challenges."

18 MR. PAUL BONWICK: If I may just there
19 ask you to stop for a moment. When he is
20 complementing the previous Council, this is not the
21 Council that appointed him, correct?

22 MR. EDWIN HOUGHTON: That's correct.

23 MR. PAUL BONWICK: He is directing
24 this letter to the Council that actually appointed him
25 to the Board, correct?

1 MR. EDWIN HOUGHTON: That's correct.

2 MR. PAUL BONWICK: Rather than take up
3 the time to read the entire document, would you like
4 an opportunity to scan it down or do you recall it?

5 MR. EDWIN HOUGHTON: I -- I remember
6 reading it years ago, and I remember seeing it, but I
7 haven't read it for, well, a few years, actually.

8 MR. PAUL BONWICK: Your Honour, do you
9 mind if we just take a second and let him become
10 comfortable with the letter?

11 THE HONOURABLE FRANK MARROCCO: No.
12 Go -- go right ahead, Mr. Bonwick.

13 MR. PAUL BONWICK: Scan down ever so
14 slowly for Mr. Houghton.

15

16 CONTINUED BY MR. PAUL BONWICK:

17 MR. PAUL BONWICK: You -- you can
18 direct them, Mr. Houghton, to --

19 MR. EDWIN HOUGHTON: Thank you.

20 MR. PAUL BONWICK: -- adjust where...

21

22 (BRIEF PAUSE)

23

24 MR. EDWIN HOUGHTON: Yeah, actually, I
25 -- I did read this one (1) recently, yes.

1 MR. PAUL BONWICK: Okay. So, clearly,
2 the Board member appointed by that Council took
3 significant issue to how the relationship was
4 dissolving, took significant issue with the
5 relationship as it continued to unfold.

6 Is that a fair statement?

7 MR. EDWIN HOUGHTON: That's very fair.

8 MR. PAUL BONWICK: As an independent
9 member or as a member put on the Board by Collingwood
10 Council, by this Collingwood Council at that -- during
11 this period of time, is it fair to say that he was
12 highly critical of the CAO as well as the general
13 direction of Town staff specific to the utility?

14 MR. EDWIN HOUGHTON: That's correct.

15 MR. PAUL BONWICK: Would you have any
16 reason to suggest Mr. Worts at any time would not have
17 the best interests of the community at heart when he
18 is putting his time in on this Board?

19 MR. EDWIN HOUGHTON: This is his town.

20

21 (BRIEF PAUSE)

22

23 MR. PAUL BONWICK: Mr. Houghton, there
24 appears through testimony that the CAO and -- the
25 former CAO, excuse me, Mr. Brown, and yourself had a

1 relationship similar to the -- what I just described
2 in terms of not being a positive, constructive
3 relationship. Would that be a fair statement?

4 MR. EDWIN HOUGHTON: Yes, and one that
5 was very confusing to me.

6 MR. PAUL BONWICK: Did Mr. Brown
7 appear fixated in terms of the separation between the
8 Corporation and the shareholder?

9 MR. EDWIN HOUGHTON: Yes.

10 MR. PAUL BONWICK: Did Mr. Brown ever
11 give you any indication that he felt that you should
12 be reporting to him?

13 MR. EDWIN HOUGHTON: Yes.

14 MR. PAUL BONWICK: Did Mr. Brown ever
15 give any indication that the water utility should be
16 reporting to him?

17 MR. EDWIN HOUGHTON: Yes.

18 MR. PAUL BONWICK: Was it your opinion
19 that he -- Mr. Brown felt through your interactions
20 that, at the end of the day, he should and his council
21 should have controlling say whether it be through the
22 water utility or the electric utility --

23 MR. EDWIN HOUGHTON: Yes.

24 MR. PAUL BONWICK: -- on operational
25 matters?

1 MR. EDWIN HOUGHTON: Yes.

2 MR. PAUL BONWICK: Was Mr. Brown at
3 all fixated or attempting to secure your wage and
4 benefit package along with others from the utility?

5 MR. EDWIN HOUGHTON: Yes.

6 MR. PAUL BONWICK: Could you please
7 expand on the response in terms of him trying to
8 secure that information?

9 MR. EDWIN HOUGHTON: What I tried to
10 explain was the fact that, because we -- we are not a
11 company that receives provincial funding, we were not
12 a company that were -- were required to report
13 ourselves to the Sunshine list.

14 This had been a bit of an age-old
15 issue. Every time the Sunshine list would come out,
16 they'd always look to see where my wage was or
17 somebody else's wage was. There was always that
18 question.

19 And we -- did on more than one (1)
20 occasion seek legal opinion to see if in fact we were
21 -- we should be providing that information. And we
22 were actually told not to do it and to do it would be
23 inappropriate for us to do.

24 I was -- I -- I could have -- certainly
25 near the end, I could have easily acquiesced to say,

1 please, put mine -- it doesn't matter, you can put my
2 information out there, but we were advised not to do
3 that.

4 MR. PAUL BONWICK: Could I call up
5 AB496, please?

6

7 (BRIEF PAUSE)

8

9 MR. PAUL BONWICK: You suggested you
10 provided the legal opinion that in fact this was not
11 something that was required and in fact something that
12 should not be done, correct? You provided that to Mr.
13 Brown or the municipality?

14 MR. EDWIN HOUGHTON: I advised Mr.
15 Brown that we ha -- had done that, but we -- I think
16 the Town of Collingwood als -- had also got their
17 opinion, and it was ex -- explained to Council by CAO
18 Wingrove at the time, as well, in camera.

19 MR. PAUL BONWICK: Thank you. I'm not
20 sure if you've had an opportunity to review this
21 email; you are not part of it. If you could maybe
22 just scan down a little bit. Mr. Houghton, you can
23 give direction. Stop there.

24 So, this is coming from Mr. Brown's
25 personal email address. It's being addressed to, I

1 believe it is, John Mascarin --

2 MR. EDWIN HOUGHTON: Yes.

3 MR. PAUL BONWICK: -- but I'm not
4 positive. If you could scroll up. Sorry, I just want
5 to make sure I got the ri -- yes. Thank you. You can
6 go back down. I just wanted to make sure I didn't...

7 You'll read here, the first paragraphs
8 about him trying to split up invoicing, so it doesn't
9 -- it's not notable or requiring any further
10 explanation. But you'll see in the third paragraph:

11 "Also, I do not recall getting any
12 advice about the role of the CEO --
13 CAO and entitlement to information.
14 Can you please resend this email --
15 sorry -- to this email address?"

16 Which, again, it's his -- his private
17 email address. And then the following email you can
18 see:

19 "John, please expunge this email
20 thread. Thank you, John."

21 Were you aware that he was reaching out
22 to municipal lawyers in an attempt to secure
23 information related to you as it -- or Collus staff as
24 it related to wages?

25 MR. EDWIN HOUGHTON: No, and I --

1 don't know -- or didn't know.

2 MR. PAUL BONWICK: That concludes my
3 questions, Your Honour. Thank you very much.

4 THE HONOURABLE FRANK MARROCCO: Thank
5 you, Mr. Bonwick. This is perhaps a good time to take
6 lunch then, one (1) hour.

7

8 --- Upon recessing at 1:00 p.m.

9 --- Upon resuming at 2:02 p.m.

10

11 MR. GEORGE MARRON: Your Honour, if I
12 can address you --

13 THE HONOURABLE FRANK MARROCCO: Oh,
14 sorry.

15 MR. GEORGE MARRON: -- I had an
16 opportunity -- and thank you for allowing me that.
17 And I have no questions. Thank you.

18 THE HONOURABLE FRANK MARROCCO: Thank
19 you.

20

21 EXAMINATION BY MS. KATE MCGRANN:

22 MS. KATE MCGRANN: Good afternoon,
23 Mr. Houghton. I'm going to start back at the end of
24 2010 with my questions.

25 In reviewing your evidence, I -- it's

1 not clear what caused you to reach out to Mr. Bentz
2 when you first reached out to him at the end of
3 November 2010. I just want to give you a run through
4 of the chronology as I understand it to help position
5 this question.

6 So we understand that there was a
7 Georgian Bay chapter of the EDA -- a meeting of that
8 chapter in September of 2010, and you've given
9 evidence that Mr. Garbutt made a comment about time to
10 fish or cut bait at that meeting.

11 There was a Collus Power Board meeting
12 on September 25th, 2010. The elections take place in
13 October 2010 -- the municipal elections.

14 There's another Board meeting of the
15 Collus Power Board on November 30th -- 3rd, 2010. You
16 email Mr. Bentz on November 23rd to start the
17 conversation with him. You have breakfast with him on
18 December 3rd, and then the mayor's inauguration's on
19 December 6th.

20 So that's the chronology of events that
21 I've heard you reference. Why did you reach out to
22 Mr. Bentz on November 23rd?

23 MR. EDWIN HOUGHTON: I think that,
24 again, what we for some time now had been looking at
25 what we -- we needed to do for the absolute future.

1 And I think, as I've said previously, for us to be
2 able to meet the needs of the future, we needed to do
3 something, and we felt that status quo was probably
4 not that option.

5 So Mr. Muncaster and I had had many of
6 those discussions, and we felt that we needed to at
7 least reach out to somebody who had different eyes
8 than what we did. Again, I had the eyes of the medium
9 and small utility. I did not have the eyes of the
10 larger -- did not have the eyes of those who have
11 actually gone through that. And we felt that -- that
12 Mr. Bentz would be the ideal candidate to ask that
13 question.

14 MS. KATE MCGRANN: So I understand
15 that you had discussions with Mr. Muncaster before you
16 reached out to him. Did you have discussions with
17 anybody else about reaching out to Mr. Bentz before
18 you -- before you sent your email?

19 MR. EDWIN HOUGHTON: Before the
20 23rd -- November 23rd?

21 MS. KATE MCGRANN: Yes.

22 MR. EDWIN HOUGHTON: I don't know
23 if -- if we -- we had. But again, what we were doing
24 was looking at what the potential options might be for
25 the future period. You know, you're always out there

1 trying to test the water, trying to see what -- what
2 is happening in the industry and those things.

3 MS. KATE MCGRANN: And during the
4 period of time between your first email to Mr. Bentz
5 and your breakfast with him, did you talk to anybody
6 other than Mr. Muncaster about the fact that you're
7 going to go and meet with him?

8 MR. EDWIN HOUGHTON: I know I hadn't
9 spoken to Mr. McFadden at the time. I know I had not
10 spoken to him. I'm not sure if I'd spoken to
11 Her Worship, Mayor Cooper. I'm not sure. Or -- and
12 I'm not sure, as well, whether Mr. Muncaster had
13 spoken to either one of them.

14 MS. KATE MCGRANN: When you reach out
15 to Mr. Bentz, you tell him that the conversation is
16 confidential. Why did you do that?

17 MR. EDWIN HOUGHTON: Well, again, our
18 biggest concern from a confidentiality perspective
19 is -- is mainly the staff. Whenever there's going to
20 be potential change, staff get concerned.

21 We had trouble keeping people from
22 leaving because of -- of, you know, other utilities
23 poaching our staff and things like that. And the last
24 thing you needed to do was give them another reason
25 for potentially looking or changing or moving.

1 MS. KATE MCGRANN: So the reason that
2 you tell Mr. Bentz the conversation is confidential is
3 because you don't want the information that you're
4 speaking with him to get back to staff at the utility?

5 MR. EDWIN HOUGHTON: Typically, that
6 would be the thing would be staff, yes.

7 MS. KATE MCGRANN: Okay. I don't want
8 to know about typically though. I want to know
9 specifically why your conversation with Mr. Bentz was
10 confidential.

11 MR. EDWIN HOUGHTON: Well, I think at
12 that point in time again, we -- we are exercising our
13 duty as the chair and the CEO of the company to -- to
14 look outward, to look for opportunities. And I would
15 expect that I probably -- and I can't tell you
16 specifically why I put confidential -- but I think
17 that that would make -- that would make perfectly good
18 sense.

19 MS. KATE MCGRANN: Do you remember why
20 you asked Mr. Bentz to keep that conversation
21 confidential?

22 MR. EDWIN HOUGHTON: Do I ask -- do I
23 know specifically? No.

24 MS. KATE MCGRANN: Had you had any
25 discussions about the possibility of an RFP for Collus

1 Power with anyone before you spoke with Mr. Bentz?

2 MR. EDWIN HOUGHTON: I don't think
3 that Mr. Muncaster and I had gotten that far but --
4 because again, I think I was least convinced that the
5 sale was the -- the right thing to do at that point in
6 time.

7 Again, there was -- there could have
8 been -- there could have been many options we looked
9 at. So I don't -- I don't know. And I think that
10 even when I read the -- you said RFP, I think that
11 might have been just a -- the reaction to what most
12 people had done, which was just sole source.

13 MS. KATE MCGRANN: Okay. So you're
14 not sure if you spoke with Mr. Muncaster about an RFP
15 before you spoke to Mr. Bentz.

16 Is there anybody else that you spoke
17 with about a potential RFP for Collus Power before
18 your breakfast with Mr. Bentz?

19 MR. EDWIN HOUGHTON: Not that I'm
20 aware of.

21 MS. KATE MCGRANN: With respect to the
22 conversation that you had with Mr. Bentz at the
23 December 3rd breakfast, you gave evidence that you had
24 no clue as to what the value of the company might be
25 at that point?

1 MR. EDWIN HOUGHTON: That's correct.

2 MS. KATE MCGRANN: That's not
3 something you had discussed with Mr. Fryer and
4 Mr. Muncaster in your discussions about a sale?

5 MR. EDWIN HOUGHTON: Sorry. One more
6 time?

7 MS. KATE MCGRANN: You didn't have any
8 discussions with Mr. Fryer or Mr. Muncaster about the
9 potential value of the utility in your conversations
10 about the sale or the annual financial reporting?

11 MR. EDWIN HOUGHTON: I did not have a
12 conversation with Mr. Muncaster or Mr. Fryer about
13 what the value of the company would be. I didn't know
14 that that would be one -- a part of the discussion. I
15 don't even know if it was part of the discussion.

16 MS. KATE MCGRANN: When you gave
17 evidence about the breakfast -- the December 3rd
18 breakfast -- you did so with reference to Mr. Bentz's
19 notes. Leaving those notes aside, what do you recall
20 about that discussion?

21 MR. EDWIN HOUGHTON: Well, not leaving
22 those notes aside for a second, I think -- I said I'm
23 not sure that we didn't talk about it, but I wouldn't
24 have had the foggiest notion what the value -- the
25 value would be. But it would make sense to be the

1 first step.

2 What do I -- what I recollect again is
3 that it was a discussion that we talked about, again,
4 what they did in Barrie and how things were going on
5 in Barrie. We talked about Collingwood again. We
6 talked about the environment -- the industry
7 environment. We talked a bout has he heard anything
8 coming down the pipe as a -- as a result of forced
9 amalgamations or those kinds of things.

10 So we had quite a -- quite a long
11 discussion about those things. We talked more
12 specifically about Collingwood that -- that I believe
13 that we needed to think about doing something. I
14 believe that when you start looking at a lowering
15 demand of energy in your community, you look at
16 increasing costs; you look at new technology; you
17 start looking at over-regulation; you start doing all
18 of those things.

19 And it becomes exceedingly difficult to
20 actually be able to compete, even though we are -- we
21 were significantly engaged with CHEC, and quite
22 frankly, for years, we led CHEC in a whole bunch of
23 things through the gentleman that was spoke about
24 earlier, Darius.

25 But -- but I believe that status -- we

1 needed to continually challenge what status quo was
2 and look outward.

3 MS. KATE MCGRANN: Now, Mr. Bentz's
4 evidence was that you provided the 15 to 20 million
5 enterprise value. I take it you disagree with his
6 evidence on this point.

7 MR. EDWIN HOUGHTON: Well, certainly I
8 would never say "enterprise value" to begin with. And
9 again, if -- if we did have a discussion if he asked
10 me that question, I would tell him I wasn't sure.

11 And -- and Mr. Bentz comes from the
12 financial side. I don't. That he may have said well,
13 you know, how many customers do you have? What's
14 your -- you know, those kinds of things where he may
15 have been able to derive at what he felt might be a
16 reasonable value.

17 And, you know, it was pretty accurate.
18 But at that point in time, I certainly -- we had not
19 done a valuation. And even though it was reasonably
20 accurate, what that is it -- it wasn't something that
21 I had at the top of mind for sure.

22 MS. KATE MCGRANN: Okay. So leaving
23 the use of the phrase "enterprise value" aside, do you
24 disagree with Mr. Bentz's evidence that the 15 to
25 20 million number came from you?

1 MR. EDWIN HOUGHTON: I -- I totally
2 disagree that the 15 to \$20 million was something that
3 I had top of mind. And his notes that he wrote down,
4 we may have had a discussion where he was -- had the
5 ability to derive at that number.

6 MS. KATE MCGRANN: Okay. So when he
7 says you said that number, you disagree with him.

8 MR. EDWIN HOUGHTON: I'm sorry?

9 MS. KATE MCGRANN: When he says you
10 said those numbers to him, you disagree with him.

11 MR. EDWIN HOUGHTON: Sorry.

12 MR. FREDERICK CHENOWETH: I'm sorry.
13 Would the Inquiry counsel be kind enough to repeat the
14 question. I don't think my witness got it.

15 And I don't wish to cause a problem,
16 but I'm finding Inquiry counsel's voice is a little
17 low, and I'm having trouble picking it up. If that's
18 possible to -- if it's possible to improve that and
19 I -- it would be terrific. Thank you. Not that I've
20 been the best for the use of these microphones.

21 THE HONOURABLE FRANK MARROCCO: All
22 right. We've all had our difficulties with the
23 microphone, but Ms. McGrann, would you mind repeating
24 the question.

25

1 CONTINUED BY MS. KATE MCGRANN:

2 MS. KATE MCGRANN: When Mr. Bentz says
3 that the 15 to 20 million number came from you, do you
4 disagree with his evidence?

5 MR. EDWIN HOUGHTON: I -- I disagree
6 that I said 15 to \$20 million.

7 MS. KATE MCGRANN: So that's new
8 information for you. What was your reaction to
9 hearing from him that he thought the value of the
10 company was 15 to \$20 million?

11 MR. EDWIN HOUGHTON: When I first read
12 the -- the Foundation Document and saw that on back of
13 envelope -- I think you said back of envelope said
14 15 to \$20 million, when I first saw that I was
15 thinking -- because again, these notes were done
16 three (3) or four (4) months after the -- the thing --
17 that potentially he either derived at that number, he
18 had spoken to maybe somebody like Mr. Glicksman, or
19 whatever.

20 I don't recollect having a conversation
21 about it. And again, I'm just -- I can tell you
22 without -- without hesitation that I did not have a
23 value in my mind of what Collus would be worth at that
24 point in time. I'm pretty -- pretty confident in
25 that.

1 MS. KATE MCGRANN: Okay. So where
2 Mr. Bentz recalls that part of the breakfast, you have
3 no recollection of that discussion.

4 MR. EDWIN HOUGHTON: I -- and to be
5 honest, I do not have recollection of it. I'm just
6 saying that if we did, that's probably how it was
7 derived. That's all I'm saying.

8 MS. KATE MCGRANN: Okay.

9 MR. EDWIN HOUGHTON: It is -- it is
10 almost -- it's almost nine (9) years ago, so I'm doing
11 my best.

12 MS. KATE MCGRANN: So to be clear, you
13 don't remember it, but you're not saying it didn't
14 happen. You're just saying you don't have a memory
15 of -- of discussing that number with him.

16 MR. EDWIN HOUGHTON: What I'm saying
17 is I did not have a number in my mind that I could --
18 that I could repeat back.

19 But I'm not saying that we didn't have
20 a conversation that he -- if he had said, do you know
21 what the value is? And through his questioning, he
22 has that ability to do that. He is a financial person
23 and very good at it.

24 MS. KATE MCGRANN: Now, with respect
25 to the discussion of the RFP process, Mr. Bentz's

1 evidence is that you mentioned an RFP and you asked
2 him if PowerStream would be interested in
3 participating.

4 First of all, do you have a
5 recollection of discussing an RFP process with him at
6 the breakfast at all?

7 MR. EDWIN HOUGHTON: What -- what I
8 believe I recollect is that there was a conversation
9 about something, if there was options in the future
10 we'd be looking at would you sole source to go to talk
11 to somebody, would you -- or would you -- and I think
12 I said we would most likely go to RFP with multiple
13 bidders.

14 MS. KATE MCGRANN: Okay, and Mr.
15 Bentz's evidence is that you asked him if PowerStream
16 would be interested in participating in an RFP like
17 that. Do you remember having that conversation?

18 MR. EDWIN HOUGHTON: I -- I think --
19 again, I don't have a specific recollection and I
20 believe that my recollection is pretty good because
21 it's a very important thing for me what we were doing,
22 that I -- we were talking about if we did something in
23 the future is -- is PowerStream still in the business
24 to continue going down the path that they've got,
25 which is mergers, amalgamations and those things.

1 MS. KATE MCGRANN: Okay, so you recall
2 asking him if PowerStream would be interested in some
3 sort of transaction with the company?

4 MR. EDWIN HOUGHTON: No, I think I
5 asked -- what I said was are they -- I'm not sure that
6 I asked because again, the -- the concept was not
7 conceived at this point in time.

8 Again, we were -- we were just looking
9 forward, doing what we're paid to do to -- doing what
10 we're paid to do to try to look at what are our
11 options that we can provide the greatest benefit to
12 our shareholder.

13 MS. KATE MCGRANN: I understand your
14 evidence to be that you reported back to Mr. Muncaster
15 about this breakfast after it was over?

16 MR. EDWIN HOUGHTON: That's correct.

17 MS. KATE MCGRANN: Do you remember how
18 quickly you reported back to him?

19 MR. EDWIN HOUGHTON: Very soon, I
20 would expect.

21 MS. KATE MCGRANN: Do you remember if
22 that was by telephone, in person or over email?

23 MR. EDWIN HOUGHTON: Typically we
24 spoke by telephone and/or in person.

25 MS. KATE MCGRANN: Do you remember how

1 you reported back to him on this breakfast?

2 MR. EDWIN HOUGHTON: I do not
3 recollect which way it was.

4 MS. KATE MCGRANN: Do you remember if
5 you mentioned to him that the concept of an RFP had
6 been brought up?

7 MR. EDWIN HOUGHTON: I do not
8 recollect that part of the conversation.

9 MS. KATE MCGRANN: What do you
10 remember about the conversation you had with Mr.
11 Muncaster about this breakfast?

12 MR. EDWIN HOUGHTON: I think I tried
13 to relate pretty much most of the information that we
14 talked about. We talked about a valuation, so there
15 may have been the conversation of valuation that we --
16 you know, if we were thinking of doing anything we
17 needed to find out what -- what it would cost or what
18 the value would be. So -- and I think we had those
19 conversations.

20 MS. KATE MCGRANN: What do you
21 remember about talking about the need for a valuation
22 on this call with Mr. Muncaster?

23 MR. EDWIN HOUGHTON: I remember that
24 we had a conversation about it.

25 MS. KATE MCGRANN: Do you remember

1 what you talked about?

2 MR. EDWIN HOUGHTON: About the need
3 for a valuation, that's the first step.

4 MS. KATE MCGRANN: And do you remember
5 what specifically was said?

6 MR. EDWIN HOUGHTON: That if we're
7 going to be -- if -- if we're going to be considering
8 it, one of the first things you need to do is have --
9 you need to know what the value is.

10 MS. KATE MCGRANN: Did you make plans
11 for any next steps to get a valuation, did you -- how
12 did you leave things with him on that point?

13 MR. EDWIN HOUGHTON: At that point in
14 time basically we'd -- I don't think we did anything
15 at that point in time.

16 MS. KATE MCGRANN: Other than
17 reporting to Mr. Muncaster, did you tell anybody else
18 about your breakfast with Mr. Bentz?

19 MR. EDWIN HOUGHTON: I don't recollect
20 telling anybody else about it at this point in time.

21 MS. KATE MCGRANN: Do you remember
22 telling anybody else about it at any point before the
23 close of the transaction in July 2012?

24 MR. EDWIN HOUGHTON: About Mr. Bentz?

25 MS. KATE MCGRANN: About your tell --

1 about your breakfast with Mr. Bentz, yes.

2 MR. EDWIN HOUGHTON: Yes, I had spoken
3 to Her Worship. Actually, Mr. McFadden was also well
4 -- was aware that I had originally spoken to Mr.
5 Bentz.

6 MS. KATE MCGRANN: When did you tell
7 Mr. McFadden?

8 MR. EDWIN HOUGHTON: I didn't. Mr.
9 Muncaster did.

10 MS. KATE MCGRANN: When did Mr.
11 Muncaster tell Mr. McFadden?

12 MR. EDWIN HOUGHTON: I'm not -- I'm
13 not exactly certain the time. I just know it
14 happened.

15 MS. KATE MCGRANN: I understand that
16 you can't put a date on it, but can you give us a
17 general sense of timing?

18 MR. EDWIN HOUGHTON: I believe it was
19 after -- after we went to get the valuation done, yes.

20 MS. KATE MCGRANN: So sometime in sort
21 of like May, June, July of 2011?

22 MR. EDWIN HOUGHTON: Somewhere like
23 March.

24 MS. KATE MCGRANN: March? Okay.

25 And what about Sandra Cooper?

1 MR. EDWIN HOUGHTON: I had spoken to
2 her in my conversations when we were talking about the
3 letter that she wanted me to draft, or the email.

4 MS. KATE MCGRANN: So when would those
5 have been?

6 MR. EDWIN HOUGHTON: I would expect it
7 was probably first thing in the new year.

8 MS. KATE MCGRANN: Sorry, I'm just
9 reacting to the fact that you said "I would expect",
10 you're suggesting to me that you're guessing?

11 If you don't remember, that's fine,
12 just let me know. But do you remember when you spoke
13 to -- to Sandra Cooper about the fact that you had
14 breakfast with Mr. Bentz?

15 MR. EDWIN HOUGHTON: No, but when I
16 say I did and then you ask me and I'm trying to come
17 up, I'm trying to help you with that, but I know I
18 spoke to her, I don't exactly know when.

19 MS. KATE MCGRANN: Do you remember --

20 MR. FREDERICK CHENOWETH: In fairness,
21 the witness said that he spoke to her I think he said
22 before the letter.

23 If My Friend would give him the date of
24 the letter, that might assist the witness.

25

1 CONTINUED BY MS. KATE MCGRANN

2 MS. KATE MCGRANN: So you drafted the
3 letter on January 30th? Does that help you at all?

4 MR. EDWIN HOUGHTON: Yes, it was
5 before the 30th, that's why I said I expect it's
6 somewhere in the new year, that's why.

7 MS. KATE MCGRANN: Do you remember
8 what you told her?

9 MR. EDWIN HOUGHTON: We had -- I -- I
10 basically told her that -- that Dean and I had been
11 doing a little bit of research looking at what is
12 happening out in the industry, that we -- we -- I
13 reached out to Mr. Bentz, who was a -- I'm not sure, I
14 don't think she would have known who specifically Mr.
15 Bentz was at the time, that we -- I reached out, spoke
16 to him, got some information, you know, that kind of
17 general conversation, because that's all it was at
18 that point in time, was very general.

19 MS. KATE MCGRANN: You say you don't
20 think that she would know who Mr. Bentz was.

21 Do you recall providing her with an
22 explanation as to why you would be speaking to him?

23 MR. EDWIN HOUGHTON: Yes, I did,
24 that's -- that's why I say I don't think she knew who
25 he was, I explained who he was.

1 MS. KATE MCGRANN: Okay, do you
2 remember what you said to her about who he was?

3 MR. EDWIN HOUGHTON: No.

4 MS. KATE MCGRANN: Do you remember
5 anything else about that conversation with Sandra
6 Cooper?

7 MR. EDWIN HOUGHTON: Her Worship and I
8 had many, many conversations about a number of things
9 that were going on in the community and a number of
10 the things that I was looking after, and it was part
11 of those conversations and I just -- I just mentioned
12 to her that I had -- we had reached out, meaning Mr.
13 Muncaster and I because I was under his instructions
14 and -- and that we were -- we were doing this as a
15 matter of course to find out what -- what was going to
16 be taking place.

17 MS. KATE MCGRANN: How frequently were
18 you in contact with Sandra Cooper after she was
19 inaugurated as Mayor?

20 MR. EDWIN HOUGHTON: I pretty much saw
21 her every other day, at least.

22 MS. KATE MCGRANN: So sometimes more
23 frequently than every other day?

24 MR. EDWIN HOUGHTON: I was -- I was in
25 this building almost every day, and typically I would

1 poke my head around the corner and say hello, is there
2 anything I can do, is there anything you need?

3 MS. KATE MCGRANN: So I understand
4 that you're seeing her sort of somewhere between every
5 other day and every day, I'm assuming that means
6 business days only, we're not talking about the
7 weekends?

8 MR. EDWIN HOUGHTON: That's correct.

9 MS. KATE MCGRANN: With that frequency
10 of contact, how often are you having an actual
11 substantive conversation with her where you sit down
12 and you actually talk about an issue or you answer
13 some questions or something like that?

14 MR. EDWIN HOUGHTON: I would think I
15 was in her office at least twice a week where I'd
16 actually sit down at her desk and talk to her about
17 all the things that were going on in Collingwood.

18 MS. KATE MCGRANN: So turning back to
19 contacts with Mr. Bentz through the early part of
20 2011, I now want to ask you some questions about your
21 conversations with Mr. Bonwick and his contact with
22 Mr. Bentz.

23 You've talked to us about conversations
24 you had with Mr. Bonwick and in 2010 in which he was
25 reaching out to you, asking for information about the

1 LDC industry, the electric industry, could he get
2 involved? Are you -- so far so good?

3 MR. EDWIN HOUGHTON: That's fair.

4 MS. KATE MCGRANN: Do you remember
5 when he asked you for a -- a contact and you suggested
6 Mr. Bentz?

7 MR. EDWIN HOUGHTON: No, that -- that
8 question was asked the other day and I don't --
9 honestly do not recollect how long before he asked
10 that question. I don't.

11 MS. KATE MCGRANN: Are you able to say
12 whether you had that conversation with him before or
13 after your breakfast with Mr. Bentz?

14 MR. EDWIN HOUGHTON: If I told you,
15 I'd be guessing.

16 MS. KATE MCGRANN: Okay. Did you have
17 any discussions with Mr. Bonwick about whether or not
18 he should be talking to Mr. Bentz about Collingwood
19 when you suggested that Mr. Bonwick get in touch with
20 Mr. Bentz?

21 MR. EDWIN HOUGHTON: I think -- yeah,
22 I'm -- yes. When -- when -- I think the very last
23 conversation we had -- Dean and I had had -- had many
24 conversations, and David had, too. I mean, he -- he
25 wasn't a party to the fact that we went out and

1 reached out to Mr. -- Mr. Bentz.

2 But we -- I mean, Mr. -- David espoused
3 the fact that status quo was not an option, we needed
4 to think about those things.

5 So, I -- I believe the very fir -- one
6 (1) of the very last conversations we had maybe before
7 Mr. Bonwick reached out, I had said to him, you know,
8 I'm not sure where we're going in the future, but if
9 in fact you are going to be going down this path,
10 please make sure that Collingwood's not part of
11 whatever plan that you -- you guys talk about in the
12 future.

13 MS. KATE MCGRANN: And are you able to
14 help me out with when that conversation took place?

15 MR. EDWIN HOUGHTON: I believe that
16 was even before the election, to tell you the truth.

17 MS. KATE MCGRANN: Can you help me
18 understand why you said that to Mr. Bonwick?

19 MR. EDWIN HOUGHTON: Because we have -
20 - you know, we've -- we've had our strategic planning
21 session where we talked about we had to do something.
22 And we were -- at that point in time, we were looking
23 at is -- is there something that we can do to grow
24 from a multi-utility model and but they -- but we also
25 need scope and scale to do that.

1 We -- we have been listening to all of
2 the things that were -- was going on and we have
3 attended the -- the conference in September, whatever
4 date that was, where, again, one (1) of our other
5 Board members said, Look at, it pretty much is time to
6 fish or cut bait, we really have to think about -- if
7 we're going to be doing this -- if we're going to --
8 if we're going to do this, we need to think about it,
9 so I'm sure it was in that sort of range of things.

10 And, I mean, these are not -- these are
11 not conversations where I want to have this
12 conversation with you about this. This is, like, a
13 range of conversations, both social, both, you know,
14 golf game, both those kinds of things where the
15 conversation came up.

16 And so, it wasn't something specific.
17 It wasn't like I want to get together with you, we're
18 going to have a meeting and we're going to talk about
19 it. It was not those kinds of things that -- so it
20 sticks in your mind when you might do that.

21 MS. KATE MCGRANN: Why did you tell
22 Mr. Bonwick that when he reached out to Mr. Bentz he
23 shouldn't be talking about Collingwood?

24 MR. EDWIN HOUGHTON: Just -- sorry, I
25 didn't answer your question very well. But because of

1 all the things that were happening in -- in our
2 electricity world, if -- if we were going to be doing
3 something, I did not -- I'm looking after the company,
4 wanting the company to be successful. I didn't need
5 to have these kinds of issues.

6 MS. KATE MCGRANN: What kinds of
7 issues are you concerned about?

8 MR. EDWIN HOUGHTON: The -- well, the
9 issue that -- of concern from -- from those people,
10 from the outside looking in, optics.

11 MS. KATE MCGRANN: I -- can you help
12 me understand what you're talking about? I -- I'm
13 having trouble following you.

14 MR. EDWIN HOUGHTON: Collingwood's a
15 very small community. Mr. Bonwick is a very high
16 profile person. And as a result of that, sometimes he
17 attracted attention.

18 I wanted to -- I was -- we were looking
19 at what's in the best interest of Collingwood, what's
20 in the best interests of Collus. And I -- I had said
21 I -- I have no clue what we're going to be doing in
22 the future, but, you know, if -- if you're going to be
23 trying to do something in -- in the electric industry,
24 if you're going to try to do something with Mr. Bentz
25 in the future, just -- just be mindful that, you know,

1 if -- if you're doing something, please don't make it
2 your -- make it Col -- make anything about -- with
3 Collingwood.

4 MS. KATE MCGRANN: Okay. And you
5 didn't want him to have it be something to do with
6 Collingwood because you were concerned that it would
7 bring attention from the community?

8 MR. EDWIN HOUGHTON: No, not even --
9 not really attention. And maybe I'm not articulating
10 it properly. I just didn't want -- I guess it is I
11 just didn't want attention to it. I wanted to make
12 sure that what we did was -- was above reproach.

13 MS. KATE MCGRANN: Were you concerned
14 that the kind of attention that you were worried would
15 come with Mr. Bonwick would be not good attention, not
16 interested attention, attention that brought reproach
17 with it?

18 MR. EDWIN HOUGHTON: Well, I didn't
19 have a crystal ball. I don't know.

20 MS. KATE MCGRANN: Well, sir, I'm just
21 trying to understand why you told him not to talk to
22 Mr. Bentz about Collingwood.

23 MR. EDWIN HOUGHTON: I would think
24 that was the appropriate thing for me to do and that's
25 what I did do.

1 MS. KATE MCGRANN: Why? Why was it
2 appropriate?

3 MR. FREDERICK CHENOWETH: Your Honour,
4 he's answered the question about four (4) times,
5 including using the word 'optics'.

6 THE HONOURABLE FRANK MARROCCO: I -- I
7 think these questions are quite proper.

8 MR. EDWIN HOUGHTON: Sorry, can you
9 ask the question again?

10

11 CONTINUED BY MS. KATE MCGRANN:

12 MS. KATE MCGRANN: Yeah. You said
13 that telling him not to go to Mr. Bentz about
14 Collingwood was the appropriate thing to do. Why was
15 that appropriate?

16 MR. EDWIN HOUGHTON: Well, if I'm --
17 if I'm looking at -- if -- if we, as a company, were
18 looking at doing something that potentially could
19 involve PowerStream and he is -- if Mr. Bonwick, being
20 a local person, was potentially working with
21 PowerStream, I was thinking we need to have
22 sensitivity to that, so please have sensitivity to
23 that.

24 And, I mean, there's lots of other LDCs
25 out there that PowerStream can be looking at.

1 MS. KATE MCGRANN: What about the fact
2 that Mr. Bonwick was a local person required
3 sensitivity?

4 MR. EDWIN HOUGHTON: Because he is.

5 MS. KATE MCGRANN: Why would that
6 require sensitivity?

7 MR. EDWIN HOUGHTON: I just -- I
8 believe it does, that's all.

9 MS. KATE MCGRANN: Why? What is the
10 basis for that belief? What are you concerned about?

11 MR. EDWIN HOUGHTON: Well, again, from
12 an optics perspective.

13 MS. KATE MCGRANN: Okay. Explain to
14 me what you mean by, "Optics perspective."

15 MR. EDWIN HOUGHTON: What -- what
16 other people would see you look at and -- and draw
17 conclusions and -- and, most times, incorrect
18 conclusions.

19 MS. KATE MCGRANN: What incorrect
20 conclusions were you worried about?

21 MR. EDWIN HOUGHTON: I guess from the
22 perspective what I'm thinking about is, if -- if Mr.
23 Bonwick was involved and there was not full disclosure
24 and people knew, there can be incorrect conclusions.
25 I didn't want any of those.

1 I'm -- I'm trying to -- I'm trying to
2 tell you that I think I did what I was supposed to do
3 by raising the flag of sensitivity to what I was
4 trying to do as -- as the CEO of the company. And I'm
5 -- I'm trying to maybe not say it properly or say it
6 well enough, but I think that that's what I was trying
7 to do.

8 MS. KATE MCGRANN: And I -- I think
9 that you're saying that one (1) of the things that
10 you're trying to do here is -- is protect the company
11 as it's looking at options, and you're looking at
12 options for it. And I'm just trying to understand
13 what you're trying to protect the company from when
14 you tell Mr. Bonwick not to go to Mr. Bentz about
15 Collingwood.

16 Now, I understand you to be saying
17 you're concerned that it would -- it would look bad to
18 people in the community if there wasn't full
19 disclosure of his involvement. Is that fair?

20 MR. EDWIN HOUGHTON: Yes. And -- and
21 Collingwood's a very small community; it's not like
22 Toronto. If this was happening in Toronto, we --
23 probably it would have gone unnoticed by any stretch
24 of the imagination, but not in a small community.

25 MS. KATE MCGRANN: What about full

1 disclosure did you think would address your concerns?

2 MR. EDWIN HOUGHTON: I didn't even
3 think about it at that point in time. Like, at that
4 point in time, I was just saying, Please don't have
5 anything to do with Collingwood, and we had that
6 conversation. Beyond that, I hadn't even put my mind
7 to anything else.

8 MS. KATE MCGRANN: When you had that
9 conversation, what was Mr. Bonwick's response to your
10 request that he have nothing to do with Collingwood
11 when he went to Mr. Bentz?

12 MR. EDWIN HOUGHTON: I understand.

13 MS. KATE MCGRANN: Did he tell you
14 that he would honour your wish and not go to Mr. Bentz
15 about Collingwood?

16 MR. EDWIN HOUGHTON: He said, I
17 understand.

18 MS. KATE MCGRANN: What did you take
19 away from that conversation?

20 MR. EDWIN HOUGHTON: He understood my
21 sensitivity.

22 MS. KATE MCGRANN: Did you think that
23 he had made any kind of commitment to you?

24 MR. EDWIN HOUGHTON: Yes.

25 MS. KATE MCGRANN: What commitment did

1 you think he had made?

2 MR. EDWIN HOUGHTON: That he
3 understood my sensitivity to it.

4 MS. KATE MCGRANN: When you left that
5 conversation was it your understanding that Mr.
6 Bonwick had agreed not to go to Mr. Bentz about
7 Collingwood?

8 MR. EDWIN HOUGHTON: Yes.

9

10 (BRIEF PAUSE)

11

12 MS. KATE MCGRANN: More generally,
13 you've given some evidence about your relationship
14 with Mr. Bonwick. How often would you -- would you
15 see or interact with him?

16 MR. EDWIN HOUGHTON: Mr. Bonwick?

17 MS. KATE MCGRANN: Yeah, in 2010/2011
18 period?

19 MR. EDWIN HOUGHTON: Quite often.
20 There was -- I mean, Mr. Bonwick was involved with
21 many projects within the Town of Collingwood and area.

22 MS. KATE MCGRANN: Okay. Are you
23 seeing him once a week, twice a week?

24 MR. EDWIN HOUGHTON: Once a week for
25 sure.

1 MS. KATE MCGRANN: And beyond seeing
2 him once a week, we've seen email correspondence in
3 reference to telephone calls.

4 How often were you communicating with
5 him outside of your actual meetings?

6 MR. EDWIN HOUGHTON: Well, I think
7 you're -- you're looking at the -- the Foundation
8 Document, when we were starting to get things moving
9 with the solar vent things; that was more often.

10 But certainly, even when he was a
11 member of Parliament, he was very good at -- at
12 checking to see if there were things that either he
13 could do for us or he'd come and call and ask us, we
14 have this issue kind of thing, so. And that's
15 actually where I really first met him, was when he was
16 our member of Parliament.

17 MS. KATE MCGRANN: Okay. I'd like to
18 focus from the period I'll call it when you have these
19 conversations with him about entering the electric
20 market, so mid --

21 MR. EDWIN HOUGHTON: Okay.

22 MS. KATE MCGRANN: -- onwards through
23 to the close of the share sale Transaction in July
24 2012, during that period, how frequently are you in
25 communication with him?

1 MR. EDWIN HOUGHTON: I would think a
2 couple -- three (3) times a week, yeah.

3 MS. KATE MCGRANN: I understand that
4 you've -- you've been to Elvis parties at his house?

5 MR. EDWIN HOUGHTON: Yeah. I went
6 maybe every two (2) -- two out of every three (3)
7 years, yes. But that's not -- that was only once
8 during this period of time, yes.

9 MS. KATE MCGRANN: I -- I think that
10 the Elvis party only happened once a year, fair
11 enough.

12 MR. EDWIN HOUGHTON: I -- I accept
13 that, but you told me to focus on that -- that narrow
14 area, so.

15 MS. KATE MCGRANN: Beyond the Elvis
16 parties, did you go to other gatherings at his house
17 during that period?

18 MR. EDWIN HOUGHTON: I -- I've only
19 ever been to Paul's house for dinner with his family -
20 - or like with his spouse once, but I have been to
21 Paul's house before, yes.

22 MS. KATE MCGRANN: And during the
23 period between the end -- sorry, mid 2010 through to
24 July 2012, did you attend at his house to -- for
25 social gatherings to spend time with him?

1 MR. EDWIN HOUGHTON: I can't -- that
2 he -- he lived over in Lockhart Road at that point in
3 time, and I think the whole time I knew him to be
4 living there, I probably was only there maybe six (6)
5 or seven (7) times, and probably three (3) or four
6 (4) those was Elvis.

7 MS. KATE MCGRANN: I understand that
8 Mr. Bonwick maintained offices in Town during the
9 period between the middle of 2010 and July 2012?

10 MR. EDWIN HOUGHTON: That's correct.

11 MS. KATE MCGRANN: Did you ever go to
12 his offices?

13 MR. EDWIN HOUGHTON: I have, yes.

14 MS. KATE MCGRANN: Okay. Why did you
15 go to his office?

16 MR. EDWIN HOUGHTON: Well, again,
17 there was -- there was many things that Mr. Bonwick
18 was involved with in the Town of Collingwood as well.

19 MS. KATE MCGRANN: So you were there
20 for business purposes?

21 MR. EDWIN HOUGHTON: A lot of times
22 for business, yes.

23 MS. KATE MCGRANN: Did you ever go
24 there for non-business purposes?

25 MR. EDWIN HOUGHTON: Probably less

1 often than -- than business, yes.

2 MS. KATE MCGRANN: Did you have a key
3 to his office?

4 MR. EDWIN HOUGHTON: I'm sorry?

5 MS. KATE MCGRANN: Did you have a key
6 to his office?

7 MR. EDWIN HOUGHTON: I had a key at
8 one point, but this was a long time after the
9 Transaction, yes.

10 MS. KATE MCGRANN: When did you get
11 the key?

12 MR. EDWIN HOUGHTON: Maybe 20 -- I'm
13 not sure if it's 2017, '16/'17?

14 MS. KATE MCGRANN: You didn't have one
15 before that?

16 MR. EDWIN HOUGHTON: I don't think so.

17 MS. KATE MCGRANN: It's possible that
18 you did and you've just forgotten now?

19

20 (BRIEF PAUSE)

21

22 MR. EDWIN HOUGHTON: If I did, I gave
23 it back. Like, if there was something I had to drop
24 off, like, something -- but I don't -- don't recollect
25 having one before that, no.

1 MS. KATE MCGRANN: So coming back in
2 time to Mr. Bon -- Bonwick's initial contact with Mr.
3 Bentz, could we pull up TOC36839, please.

4 Scroll down to the bottom of this
5 email, just so that we can see it.

6 You've looked -- you've looked at
7 email. In your evidence, do you know who gave Mr.
8 Bonwick Mr. Bentz's email address?

9 MR. EDWIN HOUGHTON: I did.

10 MS. KATE MCGRANN: Do you remember
11 when you did that?

12 MR. EDWIN HOUGHTON: No.

13 MS. KATE MCGRANN: Do you remember if
14 you did it in and around January 2010, when this email
15 is sent?

16 MR. EDWIN HOUGHTON: No, and I -- I
17 thought -- I thought you'd asked me that same question
18 earlier. I don't recollect when I did.

19 MS. KATE MCGRANN: Okay. Did you have
20 the opportunity to review this email before Mr.
21 Bonwick sent it?

22 MR. EDWIN HOUGHTON: No.

23 MS. KATE MCGRANN: I understand that
24 you reviewed this email later in the day on the -- the
25 10th, and that you gave Mr. Bonwick a call about it.

1 What was your reaction when you read
2 this email, given that you understood that Mr. Bonwick
3 had promised you he wouldn't go to Mr. Bentz about
4 Collingwood?

5 MR. EDWIN HOUGHTON: I -- I called him
6 back -- or first, I said, Can we have a chat, which we
7 did, and I said, I thought that I was pretty clear
8 that, you know, you -- you can't do this. I -- I'm --
9 I haven't -- again, not sure what we're going to be
10 doing, but please can you not have any reference to
11 Collingwood, because they're -- it's -- it's -- it --
12 I have -- I have this significant concern about it.

13 MR. PAUL BONWICK: Your Honour --
14 excuse me. I'm not sure about the process, here, but
15 when Ms. McGrann follows up with Mr. Houghton and uses
16 words like, When he promised, when clearly the
17 evidence showed there was no such --

18 THE HONOURABLE FRANK MARROCCO: Mr.
19 Houghton never --

20 MR. PAUL BONWICK: -- used the word
21 'promise,' but yet again, responding in that kind of
22 context is just totally inaccurate.

23 MS. KATE MCGRANN: Let me rephrase.

24

25 CONTINUED BY MS. KATE MCGRANN:

1 MS. KATE MCGRANN: I think that your
2 evidence was that you understood that Mr. Bonwick had
3 made a commitment to you that he would not go to Mr.
4 Bentz about Collingwood?

5 MR. EDWIN HOUGHTON: Yeah, and I
6 continue to say I understood, yes. Yeah.

7

8 (BRIEF PAUSE)

9

10 MS. KATE MCGRANN: What was his
11 reaction to what you said to him over the phone?

12 MR. EDWIN HOUGHTON: He said, I hear
13 you, I under -- I -- I hear you. What I will do -- it
14 -- it was more than just a two (2) minute
15 conversation, but it was like, Look at -- please don't
16 do that. Yeah, I hear you, and -- and I said, Well,
17 it -- it has to be pretty clear.

18 And he said, I'll tell you what, I will
19 send you my proposal, and you can see it has no
20 reference to Collingwood. That's the only reason why
21 he sent me the proposal.

22 MS. KATE MCGRANN: I don't understand
23 what -- what you were hoping Mr. Bonwick would do at
24 this point in time. Did you not want him to make
25 explicit reference to Collingwood, or did you want him

1 to stay away from any involvement in Collingwood with
2 PowerStream?

3 MR. EDWIN HOUGHTON: My druthers would
4 have been not to have anything to do with Collingwood.

5 MS. KATE MCGRANN: For the reasons
6 that you've already explained to me?

7 MR. EDWIN HOUGHTON: Exactly.

8 MS. KATE MCGRANN: Did you explain
9 that to him?

10 MR. EDWIN HOUGHTON: Probably in less
11 clear terms is -- when you're -- the way you question
12 me, probably in significantly less clear ways than
13 that.

14 I -- I can -- I -- I don't tell people
15 what to do very well, in that sense. I -- I try to
16 tell them what I'm thinking, so.

17

18 (BRIEF PAUSE)

19

20 MS. KATE MCGRANN: Now you've seen the
21 email that Mr. Bonwick has sent to Mr. Bentz. It's
22 all about Collingwood, and it's only about
23 Collingwood, right?

24 MR. EDWIN HOUGHTON: I -- I don't see
25 it all about Collingwood. I see it about LDCs and

1 those things, and I -- and I talked to him about the
2 fact that you cannot be talking about Collingwood.

3 MS. KATE MCGRANN: Okay. Well, let's
4 scroll down and take a look at the email for a second.
5 So Mr. Bonwick writes that he doesn't think that
6 they've met before, and he introduces himself. He
7 says he lives in Collingwood. He identifies that he's
8 formerly served as a Member of Parliament, and then as
9 a municipal Councillor for Collingwood.

10 During this time, he talks about the
11 network of -- of friends and colleagues and -- and
12 individuals he's built up. Then he goes on to say:

13 "Over the last -- over the course of
14 the last few years, and more
15 specifically, the last few weeks, I
16 followed with interest the situation
17 presently being experienced by
18 Collingwood Council."

19 He makes reference to the financial
20 situation and the need for a cap -- significant
21 capital injection.

22 "As I reviewed options that might've
23 been -- that might help Council
24 address this need, I remembered that
25 during the time I spent in elected

1 office, the potential sale of
2 Collingwood's utility services had
3 been raised. It is a result of that
4 possibility that I would like to meet
5 and discuss PowerStream's level of
6 interest in pursuing such an option."

7 And then he goes on to talk about
8 budget considerations, and as a result, timing being a
9 critic -- critical factor.

10 When I read this email, it seems to me
11 that it is about Collingwood and only Collingwood.
12 Why did the fact that Mr. Bonwick's proposal was not
13 going to reference Collingwood make you feel better?

14 MR. EDWIN HOUGHTON: Mr. Bonwick is
15 not only just noting Collingwood. He has worked with
16 many, many other municipalities, and that's in the
17 very first part of his -- his letter, that he talks
18 about that he has met with many councils, he was on
19 government, et cetera, et cetera. And then the part
20 where it became Collingwood is what gave me rise to
21 give him a call and say, Please do not refer to
22 Collingwood.

23

24

(BRIEF PAUSE)

25

1 MS. KATE MCGRANN: We can pull up Mr.
2 Bonwick's proposal, if that would be of assistance to
3 you. It refers to opportunities with LDCs.

4 MR. EDWIN HOUGHTON: Yes.

5 MS. KATE MCGRANN: It doesn't identify
6 any particular LDC?

7 MR. EDWIN HOUGHTON: Yes.

8 MS. KATE MCGRANN: At this point in
9 time, when he sends it over, he's already identified
10 the Collingwood LDC. It's the only LDC that he's
11 explicitly referred to in his correspondence with --
12 with PowerStream.

13 Why did the fact that the proposal
14 didn't explicitly reference Collingwood make you feel
15 better about your concerns?

16 MR. EDWIN HOUGHTON: He -- Mr. Bonwick
17 told me he understood that he -- I have this very
18 significant concern, and that his proposal will not
19 speak to Collingwood. I thought his proposal would
20 speak to what they were talking about.

21 MS. KATE MCGRANN: When you say it
22 "would speak to what they were talking about," what do
23 you mean by that?

24 MR. EDWIN HOUGHTON: Meaning --
25 meaning the fact that he can work with other LDCs.

1 MS. KATE MCGRANN: As a result of the
2 telephone call that you had with Mr. Bonwick about the
3 email that's on the screen right now, did you
4 understand him to have made a commitment to you that
5 he would not work with PowerStream on anything related
6 to Collingwood?

7 MR. EDWIN HOUGHTON: Mr. Bonwick
8 doesn't owe me a commitment. I had a conversation
9 with him, I told him what I thought. He promised that
10 he would send me his -- his proposal. He did that. I
11 reviewed it, didn't say Collingwood, and I was -- I
12 was happy with that.

13 MS. KATE MCGRANN: Why was that
14 sufficient to address your concern?

15 MR. EDWIN HOUGHTON: I wasn't
16 suspicious that anything else was going to be going
17 on. I --

18 MS. KATE MCGRANN: So I'm just trying
19 to understand, did Mr. Bonwick lead you to believe
20 that he wouldn't work with PowerStream on anything to
21 do with Collingwood?

22 MR. EDWIN HOUGHTON: I was -- I was
23 confident that he understood what we talked about,
24 yes.

25 MS. KATE MCGRANN: You'll agree with

1 me that there's a difference between understanding
2 someone's concern and agreeing that you'll take steps
3 to address it?

4 MR. EDWIN HOUGHTON: I -- I understand
5 exactly that, but you continue to ask me if there --
6 if he made a commitment to me. I didn't ask him for a
7 commitment. I explained my situation. I tried to --
8 I tried to have him understand that -- that if in fact
9 he was going to be doing anything with PowerStream,
10 please have a sensitivity that -- that Collingwood
11 shouldn't be included in any of you -- in the
12 discussions, and I left it at that.

13 I'm not -- I don't have a suspicious
14 mind. I'm not eight (8), nine (9) years later looking
15 at it from -- with critical eyes. I was comfortable
16 that he understood what we talked about.

17 MS. KATE MCGRANN: So, Mr. Bentz gave
18 evidence that after he got Mr. Bonwick's January 10th
19 email, he gave you a call.

20 Do you remember speaking to Mr. Bentz
21 about Mr. Bonwick's email?

22 MR. EDWIN HOUGHTON: I do not
23 recollect me having a conversation with Mr. Bentz
24 about the email, no.

25 MS. KATE MCGRANN: Do you remember

1 having a conversation with Mr. Bentz about Mr. Bonwick
2 more generally?

3 MR. EDWIN HOUGHTON: Yes. He -- he
4 asked me -- that he -- he said he had got an email
5 from Mr. Bentz (sic), so I guess that's a bit of a --
6 I just said -- he told me that he had been contacted
7 by Mr. Bentz anyway, irrespective of email or what --
8 and that he -- he didn't know him. He said that he
9 knew me what do I know about him, and I told him about
10 what I knew about him.

11 THE HONOURABLE FRANK MARROCCO: I -- I
12 think you said Mr. Bentz. I think you meant --

13 MR. EDWIN HOUGHTON: Mr. Bonwick,
14 yeah. My apologies, Your Honour.

15

16 CONTINUED BY MS. KATE MCGRANN:

17 MS. KATE MCGRANN: I'm sure that I
18 will make the same mistake before this day is over.
19 So, you remember receiving that telephone call.

20 Did you know that he was referring to
21 the email that you had seen?

22 MR. EDWIN HOUGHTON: I -- really, I
23 think that he basically said that Mr. Bonwick had
24 reach out in their email -- I'm not -- again, I don't
25 recollect that part of it. I didn't put -- I didn't -

1 - I didn't tie it together. I didn't ask him if it
2 said anything about Collingwood. He cert -- Mr. Bentz
3 certainly never mentioned Collingwood.

4 MS. KATE MCGRANN: Do you remember
5 what you -- what you said to him in response to his
6 questions about Mr. Bonwick?

7 MR. EDWIN HOUGHTON: Yeah. I told him
8 that I -- I know him. I told him that he -- told him
9 his history, which I think he already pretty much
10 knew. I told him that he's involved significantly in
11 many different developments in Collingwood and in the
12 area. I -- I -- I probably told him about how many
13 times he's helped our community out, maybe those
14 things, yeah.

15 I don't recollect the entire
16 conversation, but something to that nature.

17 MS. KATE MCGRANN: I think you said in
18 your evidence yesterday that you mentioned that he's a
19 strategic thinker?

20 MR. EDWIN HOUGHTON: Yes.

21 MS. KATE MCGRANN: Did you tell Mr.
22 Bentz that you had helped Mr. Bonwick get in touch
23 with him?

24 MR. EDWIN HOUGHTON: No.

25 MS. KATE MCGRANN: Why not?

1 MR. EDWIN HOUGHTON: I didn't --
2 didn't -- he -- he may have drawn that conclusion too,
3 that that's where he got his email from. He didn't
4 ask me that and I didn't mention it.

5 MS. KATE MCGRANN: Okay. Why not?

6 MR. EDWIN HOUGHTON: Never thought of
7 it.

8 MS. KATE MCGRANN: Did you tell Mr.
9 Bentz that you had concerns about Mr. Bonwick becoming
10 involved in anything to do with Collus?

11 MR. EDWIN HOUGHTON: No. As I
12 mentioned, he -- he -- he didn't say Collingwood and I
13 didn't say Collingwood.

14 At this -- at this point in time, I
15 think the last -- the end of the conversation was, you
16 -- you -- you folks do what you need to do and don't -
17 - don't hire him because of anything I said. Not in
18 so many words, but...

19 MS. KATE MCGRANN: So you said a bunch
20 of nice things about him and then you said don't hire
21 him because of anything that I said?

22 MR. EDWIN HOUGHTON: No. You're
23 smiling at me.

24 I -- I said nice things about him
25 because they're true, but I'm not giving -- giving a

1 reference. No, the -- His Honour is smiling at me
2 too.

3 THE HONOURABLE FRANK MARROCCO: I
4 think I understood what you said.

5

6 CONTINUED BY MS. KATE MCGRANN:

7 MS. KATE MCGRANN: So, just -- and
8 just so I understand, it's -- sometime in early
9 January, is that when you would have had this call
10 with Mr. Bentz?

11 MR. EDWIN HOUGHTON: Yeah. I don't
12 know exactly when, but yes.

13 MS. KATE MCGRANN: So at this point in
14 time, you sat down and talked to him about potential
15 thoughts for Collingwood.

16 MR. EDWIN HOUGHTON: Right.

17 MS. KATE MCGRANN: You've seen Mr.
18 Bonwick email him about a potential sale for
19 Collingwood, but when Mr. Bentz calls you to ask about
20 Mr. Bonwick, you don't think of Collingwood in that
21 conversation?

22 MR. EDWIN HOUGHTON: Only because I
23 had already spoken to Mr. Bonwick about Collingwood
24 and I wasn't about to enter into any kind of a thing
25 that potentially Mr. Bon -- Bonwick was speaking to

1 with Mr. Bentz. That's not my business. I did what I
2 needed to do, was say I have a sensitivity, please
3 don't include Collingwood. I -- that's what my
4 expectation was.

5 MS. KATE MCGRANN: Documents show that
6 Mr. Bonwick and Mr. Bentz met on January 12th.

7 Were you aware that that meeting had
8 taken place?

9 MR. EDWIN HOUGHTON: No.

10 MS. KATE MCGRANN: Mr. Bentz gave
11 evidence that he wanted full disclosure to be made to
12 you about PowerStream's retainer of Mr. Bonwick.

13 Did -- was that full disclosure made?

14 MR. EDWIN HOUGHTON: Sorry, sorry, one
15 more time?

16 MS. KATE MCGRANN: Mr. Bentz gave
17 evidence that he wanted full disclosure of
18 PowerStream's retainer of Mr. Bonwick to be made to
19 you. He wanted that fact to be fully disclosed to
20 you.

21 Was that disclosure made?

22 MR. EDWIN HOUGHTON: To -- to me?

23 MS. KATE MCGRANN: Yes.

24 MR. EDWIN HOUGHTON: I didn't hear him
25 say that, but I don't -- I don't believe that -- that

1 -- I -- I don't think I was involved in a conversation
2 like that.

3 MS. KATE MCGRANN: Not at any point
4 during the period between January 2011 and July 31st,
5 2012?

6 MR. EDWIN HOUGHTON: I -- I knew
7 afterwards that Mr. Bonwick was engaged and I knew
8 afterwards that they were going to have a meeting on
9 June the 29th.

10 MS. KATE MCGRANN: When did you learn
11 that Mr. Bonwick was going to be engaged?

12 MR. EDWIN HOUGHTON: I'm not sure
13 whether I knew before and -- or after the -- he was
14 engaged, but there's -- there is a few things leading
15 up to that where we -- we started -- we got out,
16 started getting a valuation. We were getting options.

17 I was interested in potentially -- what
18 potentially might be going on, so I think I even sent
19 a -- an email saying, you know, how are things going
20 with PowerStream, because I hadn't heard anything for
21 a long time, so it was more of an interest thing, and
22 I think he told me that he was meeting with them soon
23 or something like that, but --

24 MS. KATE MCGRANN: Okay. Do you
25 remember when you learned that he was going to be

1 engaged by PowerStream?

2 MR. EDWIN HOUGHTON: I don't -- I --
3 I'm thinking I didn't know until after he was engaged
4 but I can't honestly tell you.

5 Mr. Chenoweth and I have talked about
6 it and I honestly can't tell you specific before or
7 after, but I'm -- I'm thinking it was after he was
8 engaged.

9 MS. KATE MCGRANN: And do you remember
10 how you learned that he was engaged by PowerStream?

11 MR. EDWIN HOUGHTON: I -- I believe
12 Mr. Bonwick told me.

13 MS. KATE MCGRANN: Do you remember
14 what he told you?

15 MR. EDWIN HOUGHTON: That he has been
16 engaged and that they are going to be having a
17 discussion with the Town of Collingwood about any
18 kinds of conflicts between him and his sister, and --
19 and those kinds of things.

20 MS. KATE MCGRANN: Did you understand
21 at that point that part of what he had been engaged to
22 do was work on any potential transaction with Collus?

23 MR. EDWIN HOUGHTON: I did at that
24 point, yes.

25 MS. KATE MCGRANN: And did that

1 trigger the concerns that had been bothering you in
2 the middle of 2010 and early 2011?

3 MR. EDWIN HOUGHTON: Yes.

4 MS. KATE MCGRANN: And what did you do
5 to address those concerns?

6 MR. EDWIN HOUGHTON: I spoke to Mr.
7 Muncaster, explained it to him, and then the day of
8 the June 29th meeting I spoke to him about this
9 emotional allergy I had and I needed to talk to him
10 about it, so I emailed him very early in the morning.
11 He came for coffee. We talked about it. Mr.
12 Muncaster said, I will go to meeting, you don't need
13 to go, I will be -- I will, in my best judgment,
14 listen, and then I'll let you know what happened.

15 MS. KATE MCGRANN: So am I
16 understanding you correctly that you had two (2)
17 conversations with Mr. Muncaster about Mr. Bonwick's
18 retainer by PowerStream?

19 MR. EDWIN HOUGHTON: Did you say
20 "incorrectly"?

21 MS. KATE MCGRANN: Correctly. Am I
22 right in understanding you to be saying you had two
23 (2) different conversations --

24 MR. EDWIN HOUGHTON: I did have two
25 (2) conversations with Mr. Muncaster.

1 MS. KATE MCGRANN: All right. Tell me
2 about the first conversation.

3 MR. EDWIN HOUGHTON: The first
4 conversation was just a conversation at one of our
5 meetings in the morning where I said I think I'm just
6 -- I'm actually more guessing what I'm saying.

7 We had a conversation. I think I
8 mentioned it, or I know I mentioned it, that Her
9 Worship's brother is -- is going to be involved with
10 PowerStream at some point, and he just looked at me.
11 We had a -- we had a bit -- a wee -- a small
12 conversation. We didn't say much more because we were
13 talking about other things, and then -- and the day of
14 that meeting, we had a longer conversation.

15 MS. KATE MCGRANN: Okay. I just want
16 to stick with the first conversation --

17 MR. EDWIN HOUGHTON: Okay.

18 MS. KATE MCGRANN: -- for a second.
19 When you say, "A morning meeting," were you referring
20 to a Collus Power Board meeting, were you referring to
21 a meeting between yourself and Mr. Muncaster?

22 MR. EDWIN HOUGHTON: Mr. Muncaster and
23 I met often in my office or I spoke to him -- I spoke
24 to him every day, and I -- it was in my office when we
25 had a conversation about it.

1 MS. KATE MCGRANN: Did he know who Mr.
2 Bonwick was when you referred to the Mayor's brother?

3 MR. EDWIN HOUGHTON: I -- I don't
4 think he knew him, but he knew of him for sure.

5 MS. KATE MCGRANN: Do you remember if
6 you gave Mr. Muncaster any information about what Mr.
7 Bonwick would be doing for PowerStream other than he
8 would be engaged by them at some point?

9 MR. EDWIN HOUGHTON: I -- I didn't
10 have a tremendous amount of information of what was
11 going on. My -- my conversation was -- when I heard
12 it, I said, Does it involve Collingwood. And he sa --
13 and he -- and Mr. Bonwick told me, Only if after we
14 have -- we're going to be having a discussion with
15 everybody. On after that will he be involved.

16 My understanding is that -- that they -
17 - that Mr. Bentz had said -- if -- if they had said to
18 -- if at that meeting they had said we would prefer
19 Mr. Bonwick not to be involved, then he wouldn't have
20 been involved.

21 MS. KATE MCGRANN: Okay. I think
22 we're jumping around because -- between a couple of
23 different conversations now, and it's becoming
24 difficult for me to follow. So --

25 MR. EDWIN HOUGHTON: Apologies.

1 MS. KATE MCGRANN: -- I had asked you
2 whether you gave Mr. Muncaster any information about
3 what Mr. Bonwick would be doing for PowerStream at the
4 first discussion you had with him about that. You --

5 MR. EDWIN HOUGHTON: My -- and my
6 answer was, I -- I don't -- I didn't have enou -- very
7 much information to tell him.

8 MS. KATE MCGRANN: Okay. So, do you
9 remember wha -- did you tell him anything other than
10 that the Mayor's brother is going to be retained by
11 PowerStream at some point?

12 MR. EDWIN HOUGHTON: And he
13 potentially would be working on the -- on a file that
14 would involve Collingwood if we go down that path, and
15 -- and that was all I knew.

16 MS. KATE MCGRANN: Okay. So, you told
17 Mr. Muncaster that at your first discussion with him?

18 MR. EDWIN HOUGHTON: Yes.

19 MS. KATE MCGRANN: And what was his
20 reaction?

21 MR. EDWIN HOUGHTON: He -- he just
22 kind of looked at me and said, Well, if they're going
23 to -- if they're going to have a conversation about it
24 in the future, we'll see how it goes.

25 MS. KATE MCGRANN: Okay. And then the

1 second discussion you have with him is on the morning
2 of the June 29th --

3 MR. EDWIN HOUGHTON: Yes.

4 MS. KATE MCGRANN: -- in advance of
5 the meeting? Okay. Did you talk to anybody else
6 about Mr. Bonwick's retainer with PowerStream before
7 the June 29th meeting?

8

9 (BRIEF PAUSE)

10

11 MR. EDWIN HOUGHTON: Are you thinking
12 specifically of my Board, you mean?

13 MS. KATE MCGRANN: Just generally.

14 MR. EDWIN HOUGHTON: No, I -- I don't
15 recollect that I would have.

16

17 (BRIEF PAUSE)

18

19 MS. KATE MCGRANN: So, I think we're
20 in June right now. We're going to go back in time to
21 January. And just to help you get reoriented in time,
22 we had been talking about on January 10th Mr. Bonwick
23 sends his email to Mr. Bentz, you see it. You have a
24 telephone conversation. You express your concerns to
25 him.

1 On January 14th you reach out to Mr.
2 Bentz for information about a valuator. Do you
3 remember that?

4 MR. EDWIN HOUGHTON: I do.

5 MS. KATE MCGRANN: I understand that
6 your evidence is the reason that you went to Mr. Bentz
7 is because you had been talking to Mr. Muncaster and
8 neither of you knew who might do a valuation of a
9 utility. Is that right?

10 MR. EDWIN HOUGHTON: That's correct.

11 MS. KATE MCGRANN: Did you ask Mr.
12 McFadden for a valuator recommendation or referral?

13 MR. EDWIN HOUGHTON: No.

14 MS. KATE MCGRANN: Why not?

15 MR. EDWIN HOUGHTON: It probably
16 didn't come to mind when we were having a conversation
17 about it.

18 MS. KATE MCGRANN: How many Board
19 members are on the Collus Power Board?

20 MR. EDWIN HOUGHTON: Just three (3).

21 MS. KATE MCGRANN: He didn't come to
22 mind at all?

23 MR. EDWIN HOUGHTON: He's a lawyer,
24 not an accountant.

25

1 (BRIEF PAUSE)

2

3 MS. KATE MCGRANN: Was one (1) of the
4 reasons that you contacted Mr. Bentz to ask about a
5 valuator to give him an indication that you were
6 seriously thinking about options?

7 MR. EDWIN HOUGHTON: No.

8 MS. KATE MCGRANN: Did you consider
9 whether your phone call might have that effect on him
10 even if that's not why you were calling him?

11 MR. EDWIN HOUGHTON: No.

12

13 (BRIEF PAUSE)

14

15 MS. KATE MCGRANN: Before you reached
16 out to -- to Mr. Bentz in November of 2010 how
17 frequently were you in contact with him, like, through
18 2010, for example?

19 MR. EDWIN HOUGHTON: With -- with who,
20 sorry?

21 MS. KATE MCGRANN: Mr. Bentz.

22 MR. EDWIN HOUGHTON: How frequently?
23 Not very often.

24 MS. KATE MCGRANN: Can you be more
25 specific than that?

1 MR. EDWIN HOUGHTON: I'd see him a
2 conference or a meeting maybe, that's it.

3 MS. KATE MCGRANN: Okay. So, you
4 speak with him on January 14th. You get the valuator
5 recommendation on January 19th. This is just to help
6 you move through the month so you can see where I'm
7 going. On January 19th, Mr. Bonwick sends you his
8 proposal for review and comment. He also sent it to
9 your wife at that point in time.

10 But I think your evidence is that you
11 weren't aware that that was happening?

12 MR. EDWIN HOUGHTON: Sorry, I've --
13 I've lost the train of everything you've said there,
14 my apologies.

15 MS. KATE MCGRANN: Okay. So, we're
16 leaving January 14th, when you had the telephone call
17 with Mr. Bentz --

18 MR. EDWIN HOUGHTON: Right.

19 MS. KATE MCGRANN: -- about the
20 valuator, okay?

21 MR. EDWIN HOUGHTON: Okay.

22 MS. KATE MCGRANN: Going in January
23 19th, when you review his proposal to PowerStream for
24 him --

25 MR. EDWIN HOUGHTON: Yes.

1 MS. KATE MCGRANN: -- at that point in
2 time, he also sent a copy of the proposal to your wife
3 for review. And I believe that your evidence is that
4 you were not aware that that had happened?

5 MR. EDWIN HOUGHTON: I did not know
6 that that happened. I -- I know a lot more about now
7 than I ever did.

8 MS. KATE MCGRANN: Okay. And then on
9 January 30th, you draft a letter for the Mayor
10 directing a valuation of Collus?

11 MR. EDWIN HOUGHTON: Correct.

12 MS. KATE MCGRANN: So, I understand
13 that you had been having discussions with the mayor
14 through the month of January about -- about Collus.
15 Is that right?

16 MR. EDWIN HOUGHTON: Yes, from time to
17 time. It's not like it was always at the top of our
18 conversation list.

19 MS. KATE MCGRANN: What was the --
20 what was the trajectory of your conversations with the
21 mayor over the month of January that led to the
22 drafting of that letter?

23 MR. EDWIN HOUGHTON: The trajectory?

24 MS. KATE MCGRANN: How did your
25 conversation evolve? What did you guys talk about

1 that led to the drafting of the letter?

2 MR. EDWIN HOUGHTON: Well, I think
3 that what we're talking about, how do -- how do we
4 engage Collus in the same way that she's engaged
5 department heads, in the same way that she's
6 challenged Council members and how she committed in --
7 you know, in her inauguration, through her campaign
8 and those kinds of things.

9 So, Her Worship was be -- was trying to
10 be very diligent about reducing costs, reducing debt,
11 reducing legal fees, consulting fees, those kinds of
12 things, how do we -- and -- and how do we engage
13 Collus in that same kind of an aspect.

14 MS. KATE MCGRANN: Okay. And what
15 were you -- what was your participation in the
16 conversation? What did you say to her in response to
17 those questions?

18 MR. EDWIN HOUGHTON: I -- I agreed
19 with what she was saying. I think that -- that we're
20 all part of the community. We didn't think of this us
21 and them thing that happens today.

22

23 (BRIEF PAUSE)

24

25 MS. KATE MCGRANN: Who decided that

1 the direction for the valuation should be done by way
2 of letter?

3 MR. EDWIN HOUGHTON: I believe that in
4 the conversation that we had, I probably said that I
5 think the appropriate was is you, Your Worship, as the
6 mayor, as the -- the CEO of the co -- of the
7 corporation, should send a letter to our chair asking
8 him to look at options and those kinds of things.

9 MS. KATE MCGRANN: And when you --
10 when you say she's the CEO of the corporation, are you
11 referring to the -- the municipality?

12 MR. EDWIN HOUGHTON: That's correct.
13 That's what her title is.

14 MS. KATE MCGRANN: What was your
15 understanding about the mayor's ability to give
16 directions without the support of all of Council?

17 MR. EDWIN HOUGHTON: She still is the
18 CEO. It's not for -- it's not my job to question Her
19 Worship. And she -- she didn't -- she was ask --
20 asking us to do a valuation and look at options.

21 And when we took it to them on June the
22 27th, which is our job to do, they could have easily
23 said we're not interested in this, you're going down a
24 path that we're not interested in, and they could have
25 end -- it could have ended easily right then.

1 MS. KATE MCGRANN: Step back from the
2 letter for a second though. Just generally, at this
3 point in time, you've worked for the Town for a number
4 of years?

5 MR. EDWIN HOUGHTON: Yes.

6 MS. KATE MCGRANN: What was your
7 understanding about the ability of the mayor to direct
8 -- provide directions without it being directions of
9 all of Council?

10 MR. EDWIN HOUGHTON: If she sent us a
11 direction to sell Collus, that would be one (1) thing.
12 She direct -- she sent an email and asked us to look
13 at what -- what the value of the company is, and then
14 to look at opportunities.

15 That's quite appropriate, as far as I'm
16 concerned.

17 MS. KATE MCGRANN: Okay. So, was it
18 your understanding that the mayor could provide
19 directions without all of Council needing to make a
20 decision?

21 MR. EDWIN HOUGHTON: Absolutely. And
22 certainly, it -- if -- if it had been the incorrect
23 thing on June the 27th, they would have said that.

24

25 (BRIEF PAUSE)

1 MS. KATE MCGRANN: Do you recall why
2 it made sense to you that this direction come by way
3 of letter as opposed to a discussion at the Collus
4 Power Board meeting?

5 MR. EDWIN HOUGHTON: When she gets in
6 our building, her fiduciary responsibility is to
7 Collus.

8 MS. KATE MCGRANN: When she's inside
9 the building?

10 MR. EDWIN HOUGHTON: Yeah. That's
11 maybe a little bit of exaggeration. When she's
12 sitting at our Board table. She -- she sent it as
13 Mayor. And when she's at our Board table, she's a
14 Board member.

15 MS. KATE MCGRANN: And was that the
16 reason -- so was that the reason behind sending a
17 letter, because she's sending it solely at mayor?

18 MR. EDWIN HOUGHTON: Yes, she was
19 sending it as the mayor.

20 MS. KATE MCGRANN: And -- and whose --
21 whose thought process is that? Was that your
22 understanding? Was that hers?

23 MR. EDWIN HOUGHTON: I think whoever's
24 -- whoever's thought process it was, it was the
25 correct thing to do.

1 MS. KATE MCGRANN: Was that what you
2 thought?

3 MR. EDWIN HOUGHTON: Yes, I believe
4 that, as well, and I think she did, too.

5 MS. KATE MCGRANN: Did you share those
6 thoughts with her?

7 MR. EDWIN HOUGHTON: I -- I didn't --
8 I'm not saying those were my thoughts. What I'm
9 saying is we had a discussion about it. We felt that
10 that was the appropriate way to do it. And if she
11 came to a Collus Board meeting, she's a Collus Board
12 member.

13 If she was wanting us to fall in line
14 with what she had done with Council and department
15 heads, et cetera, she needed to do it as mayor. So,
16 whe -- we both felt that it was appropriate for her to
17 send that letter to the chairman to suggest to look at
18 what the value of the company is, and then, as well,
19 to look at options.

20 MS. KATE MCGRANN: I understand that
21 Mayor Cooper asked you to send the draft on to Mr.
22 Bonwick for his comment. And we'll -- I'll have some
23 questions about that in a minute.

24 Was he involved in the conversations
25 that you had with her leading up to the drafting of

1 the letter?

2 MR. EDWIN HOUGHTON: No.

3 MS. KATE MCGRANN: Do you know if she
4 was talking to him in conversations that didn't
5 include you?

6 MR. EDWIN HOUGHTON: I -- I'm not
7 aware of that at all, no.

8 THE HONOURABLE FRANK MARROCCO: This
9 is a good time -- are you moving on to a different
10 topic -- or a different --

11 MS. KATE MCGRANN: This is a good time
12 for an afternoon break.

13 THE HONOURABLE FRANK MARROCCO: The
14 Town requires this room, so we will have to be gone by
15 4:00 and, as a result, we'll start at 9:00 tomorrow
16 morning. We'll take ten (10) minutes.

17

18 --- Upon recessing at 3:07 p.m.

19 --- Upon resuming at 3:18 p.m.

20

21 CONTINUED BY MS. KATE MCGRANN:

22 MS. KATE MCGRANN: So we're going to
23 turn to the -- the email that you drafted for the
24 Mayor on January 30th. Could we pull up TOC38100?

25 While that's coming up we see from the

1 documents that there's a Collus Power Board meeting
2 the next day, on Monday, January 31st. Is that
3 consistent with what you remember?

4 MR. EDWIN HOUGHTON: Yeah, I don't
5 recollect the Board meeting, but I -- since I've seen
6 this, yes.

7 MS. KATE MCGRANN: Okay. If we could
8 scroll down to the bottom of this email so we can see
9 the first email in the chain.

10 So at quarter to 4:00 on Sunday,
11 January 30th, you write to Mr. Bonwick and you say we
12 have a Board meeting tomorrow morning and I was
13 wondering if we should chat.

14 Do you recall if that reference is a
15 reference to the Collus Power Board meeting?

16 MR. EDWIN HOUGHTON: I would assume it
17 is, yes.

18 MS. KATE MCGRANN: Do you remember why
19 the fact of a Collus Power Board meeting the next day
20 meant that you should chat with Mr. Bonwick?

21 MR. EDWIN HOUGHTON: If it's the --
22 there was a time when just after Her Worship was
23 elected, they wanted to remove Mayor Carrier's colour
24 photo and I felt that that was not the right thing to
25 do.

1 And I wanted to -- I wanted to -- and
2 I'm not sure if this is exactly them, but I wanted to
3 speak to him to see if he had had an opportunity to
4 talk to Her Worship about it because I felt that it
5 was only going to cause problems.

6 MS. KATE MCGRANN: And this was a
7 colour picture of former Mayor Carrier that was
8 displayed where?

9 MR. EDWIN HOUGHTON: There's --
10 there's a photograph outside the Mayor's office and
11 Mayor Carrier had -- his was coloured. All the other
12 ones going down the hallway are all black and white.
13 And there -- there seemed to be a -- starting to
14 become a big hub-bub and I felt that that was
15 something that we just didn't need.

16 MS. KATE MCGRANN: Would the topic of
17 Mayor Carrier's picture have been discussed at the
18 Collus Power Board meeting?

19 MR. EDWIN HOUGHTON: Her Worship would
20 have been at the meeting so I wanted to kind of
21 understand so I could have a conversation with her
22 about it.

23 MS. KATE MCGRANN: You're seeing her
24 every other day at this point in time, right?

25 MR. EDWIN HOUGHTON: Yes.

1 MS. KATE MCGRANN: So why would the
2 Board meeting be the time that you want to speak to
3 her about this picture?

4 MR. EDWIN HOUGHTON: Because I heard
5 that they were going to be removing I and I -- I knew
6 it was going to become an issue, and it did.

7 MS. KATE MCGRANN: Did you have the
8 kind of relationship with the Mayor where you could
9 contact her directly?

10 MR. EDWIN HOUGHTON: I did, in certain
11 aspects.

12 MS. KATE MCGRANN: Tell me about the
13 aspects in which you couldn't contact her directly.

14 MR. EDWIN HOUGHTON: You also have to
15 recognize, I'm -- she's the boss and I'm not. And I
16 know that there are times when I totally disagreed
17 with her and I -- I needed her to understand that this
18 was, in my view, the wrong thing to do and it was
19 sometimes easier to have one (1) of her advisors, like
20 Mr. Bonwick, be able to have a conversation with her
21 because it was -- she understood things better from
22 him than she did from a subordinate like myself.

23 MS. KATE MCGRANN: Okay, so there were
24 times where you felt it was more productive to message
25 to the Mayor through Mr. Bonwick than to speak with

1 her directly?

2 MR. EDWIN HOUGHTON: Yeah, I think on
3 certain situations that's correct.

4 MS. KATE MCGRANN: Was there anybody
5 else who you would message to the Mayor through in the
6 way that you did with Mr. Bonwick?

7 MR. EDWIN HOUGHTON: No.

8 MS. KATE MCGRANN: Is it possible that
9 this email about having a Board meeting tomorrow and I
10 was wondering if we should chat, could be in reference
11 to the letter that you then draft for the Mayor in
12 this email chain?

13 MR. EDWIN HOUGHTON: I don't think so,
14 but I -- I don't -- I can't honestly tell you that.

15 MS. KATE MCGRANN: If we could scroll
16 up in the email chain. Mr. Bonwick responds that your
17 email is a good idea and he'll call you in a few
18 minutes.

19 Do you recall if you -- if you spoke to
20 him on the phone as a result of your email?

21 MR. EDWIN HOUGHTON: I honestly don't
22 recollect the conversation, but I think we must have
23 probably done that, yes.

24 MS. KATE MCGRANN: If you scroll up to
25 the top of the chain, this is your draft letter and

1 you're sending it on to Mr. Bonwick.

2 There's no explanation provided at the
3 email as to why you're sending the draft, so had you
4 explained to him in another email or in a conversation
5 that this would be coming and -- and explain the
6 reason why and what he was to do with it?

7 MR. EDWIN HOUGHTON: I'm sure that I -
8 - again, I don't recollect the conversation, but I'm
9 sure that I may have said to him Her Worship and I
10 have had a conversation, Mayor Cooper and I have had a
11 conversation, I've drafted something, she wants to
12 ensure that it's in keeping with the -- her campaign
13 platform and I'll be sending it to you.

14 MS. KATE MCGRANN: Okay. So I'd like
15 to go through this letter with you a little bit to
16 have a better understanding of the conversations that
17 you had with the Mayor that led to the drafting of
18 this letter.

19

20 (BRIEF PAUSE)

21

22 MS. KATE MCGRANN: And I'd like to go,
23 actually, directly to the third paragraph. I'd like
24 to understand what conversations you had with the
25 Mayor that led to you writing in your draft, and it's

1 the second sentence in that paragraph:

2 "I'm asking you to do this now where
3 you can still be in control and take
4 the lead because I firmly believe
5 that during our budget deliberations
6 this year and next the suggestion
7 will be made to sell Collus. When
8 that occurs, someone else will be in
9 control."

10 What conversations led to you putting
11 that in your draft letter?

12 MR. EDWIN HOUGHTON: I think we'd had
13 the conversation that even in the run up to the
14 election there was another conversation about
15 potentially selling the assets of Collus.

16 MS. KATE MCGRANN: What are the
17 references to control and someone else being in
18 control about here?

19 MR. EDWIN HOUGHTON: Well, it makes
20 sense that if -- if -- if we want to be able to grow
21 Collus, if we want to be able to make it stronger, the
22 -- the part of the control part is that you could
23 control the process in the sense that we know where
24 it's going, we can check all those boxes.

25 There was no -- nothing -- I don't

1 think anything more than that thought put into that.

2 If it -- if by example you just handed
3 over to a third party to look at selling it, then
4 potentially the interests of Collingwood, the
5 interests of Collus may, in fact, not be given the
6 same consideration. I think that's it.

7 MS. KATE MCGRANN: When the letter
8 says:

9 "I firmly believe that during our
10 budget deliberations this year or
11 next the suggestion will be made to
12 sell Collus, when that occurs someone
13 else will be in control."

14 Is that a reference to members of
15 Council? Who is that a reference to?

16 MR. EDWIN HOUGHTON: I think the first
17 part of it was, again, in the lead up to the election,
18 there was a -- there was discussion and there has been
19 for years and years, actually, about selling the
20 assets of Collus, ever since, you know, 1999, 2000,
21 whenever.

22 And I think what this is basically just
23 saying that in budget deliberations again, somebody
24 may put their hand up and say hey, we should -- we
25 should just, you know, think about this and we should

1 maybe hire ABC company and see what -- what we can get
2 for it.

3 MS. KATE MCGRANN: So the someone else
4 will be in control is in reference to the potential
5 retainer of a third party to sell the whole utility?

6 MR. EDWIN HOUGHTON: I'm assuming that
7 was my thought process when I drafted this, many years
8 ago.

9 MS. KATE MCGRANN: Do you remember why
10 you put this -- these two sentences in this letter?

11 MR. EDWIN HOUGHTON: When you -- when
12 you look at it with a critical eye, you look at every
13 word.

14 When I was writing this I was thinking
15 that, again, we have had people talk about potentially
16 selling Collus and -- and Council should be in
17 control. If all of a sudden you can have a ground
18 swell and then things to out of control, that's all,
19 nothing more than that.

20 MS. KATE MCGRANN: When you say that
21 "you can have a ground swell and things can go out of
22 control," what do you mean by that?

23 MR. EDWIN HOUGHTON: If -- if we don't
24 -- if you own a company, I'm thinking hypothetically
25 speaking, if you own a company and you look after that

1 company and you -- you try to merge with something
2 else, you actually probably get the best benefit from
3 it.

4 If it -- it's taken out of your hands
5 and sold by, as an example, the bank, you may not get
6 the best.

7 Again, I think you're giving more
8 weight to the words that I put in here than I actually
9 put into them when I drafted it.

10 MS. KATE MCGRANN: What I'm trying to
11 do is understand the words that you put in here. I'm
12 trying to understand what the concern was about
13 someone else being in control and I'm trying to
14 understand the answers that you're giving me.

15 So at this point in time was there a
16 concern that the bank would be coming in and selling
17 the company?

18 MR. EDWIN HOUGHTON: No, my apologies.

19 I -- I have to be careful about the
20 words I use, because every time I use a word it's --
21 it's -- it leads to another question. No, there is no
22 -- no concern of a bank.

23 MS. KATE MCGRANN: So what is the
24 change in control or the someone else in control that
25 you wrote about here?

1 MR. EDWIN HOUGHTON: Well, again, if
2 we're going to be looking after this as a group,
3 between Collus and the Town of Collingwood, we have
4 some -- some control in the destination of where we're
5 going. If -- if we don't, you don't have that same
6 control. And I don't think I gave it any more thought
7 than that.

8 MS. KATE MCGRANN: When did the notion
9 that one of the goals for Collus would be growing the
10 company become part of the conversation?

11 MR. EDWIN HOUGHTON: We'd been talking
12 about that for quite some time, and it was also part
13 of our strategic planning session back in January
14 2010.

15 MS. KATE MCGRANN: Okay. Was it part
16 of the discussions that you had with Mayor Cooper in
17 the lead up to drafting this letter?

18 MR. EDWIN HOUGHTON: Mayor Cooper was,
19 like, aware of the conversations that we've had in the
20 past.

21 And we talked about the fact about
22 growing -- I continue to say growing, but really what
23 it was trying to do was strengthen the opportunity for
24 Collus to still be sustainable into the future, that
25 it would still have presence into -- in Collingwood.

1 And then, as it turns out, we -- we
2 potentially could grow, which creates a greater
3 benefit to the Town of Collingwood.

4 MS. KATE MCGRANN: Did you have
5 discussions with the mayor in the time leading up to
6 the drafting of this letter about the potential for
7 growth and the resulting benefits to the Town?

8 MR. EDWIN HOUGHTON: I think we just
9 talked about the benefits of Collingwood, what we can
10 do, those kinds of things.

11 MS. KATE MCGRANN: Was it in your mind
12 when you wrote this letter that as part of the
13 exercise that you're being directed to do, you would
14 be looking at growth opportunities for the company to
15 strengthen it?

16 MR. EDWIN HOUGHTON: The -- the
17 direction that we got was basically to look at and the
18 challenge that we got was to be able to provide cash
19 for the Town of Collingwood, create a bigger
20 opportunity for the Town of Collingwood from a benefit
21 perspective.

22 What we were talking about was being
23 able to provide better service to our customers. And
24 at the same time, our concern as a company was also to
25 continue to survive and to do the best that we can do

1 and offer the best that we can for our customers.

2 MS. KATE MCGRANN: And were those
3 goals for you as a company in your mind when you
4 talked with the mayor about drafting this letter and
5 when you put that draft together?

6 MR. EDWIN HOUGHTON: I'm sure it was,
7 yes.

8 MS. KATE MCGRANN: Do you remember if
9 you spoke with her about it at all?

10 MR. EDWIN HOUGHTON: I'm sure we did.

11 MS. KATE MCGRANN: Do you know why
12 those goals are not included in this letter?

13 MR. EDWIN HOUGHTON: I think at this
14 point -- at this point in time, what we -- what you
15 have to do is you have to start somewhere. So the
16 first part was let's get a valuation, and let's look
17 at the potential options.

18 MS. KATE MCGRANN: Looking at the last
19 sentence in this letter, it says:

20 "This request in your review must be
21 kept in strictest confidence."

22 Why is that included in this letter?

23 MR. EDWIN HOUGHTON: Again, what we
24 were -- I was looking at was the fact that the -- the
25 last thing we want to do is give indication to our

1 staff and others that we were going to be just going
2 out and selling.

3 So we wanted to keep this confidential
4 so that we could -- we could move it forward. But it
5 was mainly from a staff perspective in respect out of
6 the -- for the staff.

7 MS. KATE MCGRANN: What discussions
8 did you have with the mayor before this letter was
9 drafted about the need for confidentiality?

10 MR. EDWIN HOUGHTON: I think I just
11 probably put that in there.

12 MS. KATE MCGRANN: Do you remember
13 having any conversations with her about whether the
14 other members of Town Council should be included
15 within the zone of confidentiality so they could
16 understand what was happening to the Town's asset?

17 MR. EDWIN HOUGHTON: We talked about
18 when -- when Council needed to be engaged, and I
19 believe in the letter that we got, she actually put an
20 end date when we would come back to Council.

21 MS. KATE MCGRANN: And do you remember
22 having discussions with her about that in advance of
23 drafting the letter?

24 MR. EDWIN HOUGHTON: We talked
25 about -- we talked about at some point in time, we

1 need to engage Council, and we weren't sure when -- I
2 didn't know when she would have wanted to do that.

3 MS. KATE MCGRANN: At any time before
4 you drafted this letter for the mayor and passed it on
5 to Mr. Bonwick for his review, did you let her know
6 that you had put Mr. Bonwick in touch with Mr. Bentz
7 or that Mr. Bonwick had reached out to Mr. Bentz about
8 a potential sale of the company?

9 MR. EDWIN HOUGHTON: No. I -- I did
10 not tell her about Mr. Bentz and Mr. Bonwick.

11 MS. KATE MCGRANN: Why not?

12 MR. EDWIN HOUGHTON: Didn't -- didn't
13 think about it actually.

14 MS. KATE MCGRANN: You're talking
15 about getting a valuation of the company, and
16 Mr. Bonwick has reached out to Mr. Bentz to talk about
17 the sale of the company. It didn't cross your mind?

18 MR. EDWIN HOUGHTON: I also had, as
19 we've talked about -- I also talked about the fact
20 that I had asked for a consideration that it not
21 include Collingwood.

22 MS. KATE MCGRANN: Well, you'd asked
23 for that consideration once before, and it hadn't been
24 followed. Why did the second consideration mean
25 something different to you?

1 MR. EDWIN HOUGHTON: Because I saw the
2 proposal, and the proposal spoke for itself. It
3 didn't say Collingwood at all.

4 MS. KATE MCGRANN: But you also saw
5 the email that went over saying I want to talk to you
6 about the sale of the utility.

7 MR. EDWIN HOUGHTON: He forward -- he
8 forwarded the email as well. I contacted him. I
9 really expressed my concern at that point in time. He
10 committed to me to -- to send me his -- his proposal,
11 which he did. And then it didn't speak about
12 Collingwood. And so I was content.

13 MS. KATE MCGRANN: The optics concerns
14 that you described earlier, they presumably would have
15 included the fact that Mr. Bonwick's sister is the
16 mayor. Fair?

17 MR. EDWIN HOUGHTON: Yes. Yeah.
18 Yeah, for sure.

19 MS. KATE MCGRANN: Now, you've seen --
20 you've put Mr. Bonwick in touch with Mr. Bentz.
21 You've seen him reach out about the sale of the
22 utility. You're now talking to the mayor, and I
23 just -- you didn't think about mentioning it to her at
24 all?

25 MR. EDWIN HOUGHTON: I didn't -- I

1 didn't feel it was my part to talk to Her Worship
2 about her brother or work that he would be doing.

3 Yeah. Like again, you have to put it
4 in context. Mr. Bonwick asked about an industry and
5 an opportunity. He asked for an email. I gave him
6 that. I asked for consideration. He gave me that.

7 It's not really for me to talk to the
8 mayor and tell her what her brother is doing. I
9 don't -- I don't see that as -- as something that --
10 that I would be doing.

11 MS. KATE MCGRANN: So is it the case
12 that you -- you thought about telling her and decided
13 that it wasn't your place to be giving that kind of
14 information to her?

15 MR. EDWIN HOUGHTON: No. It -- no.
16 As I mentioned a few moments ago, I had -- I had had
17 the conversation with Mr. Bonwick. He had given me
18 that consideration.

19 So if -- if you pushed it four (4) or
20 five (5) months down the road, and I found out, and
21 she still didn't know, and they didn't have the
22 June 29th, I would have mentioned something at that
23 point. But it wasn't required for me to do so.

24 MS. KATE MCGRANN: You see that this
25 request that you've been -- you've written in here

1 that this request must be kept in the strictest
2 confidence.

3 MR. EDWIN HOUGHTON: Yes.

4 MS. KATE MCGRANN: You're about to
5 send it on to Mr. Bonwick at the mayor's request.

6 MR. EDWIN HOUGHTON: That's correct.

7 MS. KATE MCGRANN: You know
8 Mr. Bonwick is talking to PowerStream about
9 Collingwood.

10 Did you have any concerns that the
11 confidentiality that was supposed to protect this
12 letter might immediately be breached because her
13 brother is speaking to Mr. Bentz?

14 MR. EDWIN HOUGHTON: The
15 confidentiality part was more, as I had mentioned,
16 that from a staff perspective. And -- and I didn't
17 consider that if he was -- he was going to be now
18 having a conversation with -- with PowerStream, the
19 consideration he gave me didn't include Collingwood.

20 I don't have that sort of
21 conspiratorial thinking process. I don't. I -- I was
22 quite content and...

23

24 (BRIEF PAUSE)

25

1 MS. KATE MCGRANN: This is
2 January 30th. I understand that you passed this email
3 on to Mr. Bonwick. Did he provide you comments back
4 or did he go directly to the mayor with his comments?
5 Do you know?

6 MR. EDWIN HOUGHTON: He did not -- I
7 do not recollect him -- I don't even remember having a
8 conversation with him after the fact about this to
9 tell you the truth.

10 MS. KATE MCGRANN: Do you know how
11 Mayor Cooper ended up receiving any version of the
12 draft that you had done.

13 MR. EDWIN HOUGHTON: I -- I don't.
14 And in fact, I thought -- until Mr. Marron mentioned
15 it the other day, I just assumed had got forwarded.
16 But I -- I haven't got that evidence.

17 MS. KATE MCGRANN: Other than the
18 reasoning that you've already explained to me that
19 when Mayor Cooper is attending a Collus Power Board
20 meeting, she's not there as a mayor. She's there as a
21 director.

22 Are you aware of any other reasons why
23 the potential valuation or the instruction to give a
24 valuation wasn't discussed at the Collus Power Board
25 meeting the next day?

1 MR. EDWIN HOUGHTON: Why it was not?
2 I don't think that at this point in time, Her Worship
3 had even sent the letter to Mr. Muncaster.

4 MS. KATE MCGRANN: Any reason why she
5 couldn't just talk about it with the letter on its way
6 though?

7 MR. EDWIN HOUGHTON: Absolutely no
8 reason why she could not have done that. Yes. And
9 I'm not saying she didn't. I -- I don't recollect she
10 did, but there's absolutely no reason that she could
11 not have.

12 MS. KATE MCGRANN: Is there any reason
13 that you couldn't have raised it?

14 MR. EDWIN HOUGHTON: It wasn't for me
15 to raise it.

16 MS. KATE MCGRANN: Why not?

17 MR. EDWIN HOUGHTON: I'm the CEO. Her
18 Worship, who's the mayor, who's also the head of the
19 shareholder, also on my Board, is providing a letter
20 to my chair. I'm not going to circumvent a letter
21 that she's doing, sending a letter to my chair.

22

23 (BRIEF PAUSE)

24

25 MS. KATE MCGRANN: Can we look at

1 paragraph 131 of the Foundation Document, please?

2

3

(BRIEF PAUSE)

4

5

MS. KATE MCGRANN: This paragraph describes a message from Mr. Bonwick to Mr. Bentz on February 1st, 2011, in which, amongst other things, he writes in the second line here:

9

"As a result, the chairperson and the executive director have now received direction to commence a valuation of the utility."

13

Were you aware in or around February 1st, 2011, that Mr. Bonwick was reporting back to PowerStream on the fact that a valuation was being commenced?

17

MR. EDWIN HOUGHTON: No.

18

MS. KATE MCGRANN: If we scroll down to paragraph 132, this paragraph describes that on February 2nd, 2011, you send an email to Mr. Bonwick in which you write, "Any word." And he responds, "Nothing yet."

23

I appreciate that this is some time ago, but do you remember if that email exchange was you checking in with him about PowerStream?

25

1 MR. EDWIN HOUGHTON: It was not
2 checking in about PowerStream, no.

3 MS. KATE MCGRANN: What was it about?

4 MR. EDWIN HOUGHTON: I recollect that
5 he had been dealing with First Nations out in New
6 Brunswick and that I -- I have helped First Nations on
7 many occasions in different applications, helping
8 build water filtration plants, speaking to them about
9 water and wastewater even down in the US and Wyoming
10 and -- and those places, and it's -- it's something
11 that's near to my heart.

12 And he had -- he was trying to work
13 with some First Nations out in New Brunswick. And I
14 think he had somebody flying in or something like
15 that, or doing something, and I was just wondering if
16 he had heard anything.

17 MS. KATE MCGRANN: Was he working with
18 them on a water-related issue?

19 MR. EDWIN HOUGHTON: No.

20 MS. KATE MCGRANN: Were you assisting
21 him in his work with them?

22 MR. EDWIN HOUGHTON: What -- what I
23 was -- what -- I think what -- what he was doing --
24 and -- and, no, I would -- I did not assist him in
25 doing anything. I think what he was doing was putting

1 a proposal together. I think that they were trying to
2 get better governance for a local First Nations
3 community in New Brunswick.

4 And -- and, again, I have worked with
5 First Nations; actually, very proud of the work that
6 we've done.

7 MS. KATE MCGRANN: So, you following
8 up with him on February 2nd has nothing to do with the
9 -- the valuation, his contact with PowerStream, the
10 work that you had done with him and the letter that
11 you drafted for the mayor?

12 MR. EDWIN HOUGHTON: Absolutely
13 nothing.

14 MS. KATE MCGRANN: Can we go to
15 paragraph 133? We're just about there. This
16 paragraph describes that on February 13th, 2011, Mr.
17 Bonwick emailed Mr. Bentz. He's talking about
18 reference letters.

19 And the part that I'm interested in
20 starts about halfway through where he writes:

21 "Mr. Bonwick explained that I
22 contacted Ed to secure his approval
23 of providing this letter to you. It
24 was my opinion that requesting a more
25 current letter from Ed could put him

1 in a conflict situation."

2 Do you remember whether you had a
3 conversation with Mr. Bonwick about him providing a
4 reference letter from you?

5 MR. EDWIN HOUGHTON: I honestly do not
6 remember a conversation, but I -- I'm sure if he asked
7 me, he might -- he -- he did, but I don't recollect
8 one.

9 MS. KATE MCGRANN: Do you remember at
10 any time talking about whether your providing a
11 recommendation or a reference for Mr. Bonwick would
12 put you in a conflict situation?

13 MR. EDWIN HOUGHTON: No.

14

15 (BRIEF PAUSE)

16

17 MS. KATE MCGRANN: Turning to your
18 retainer of KPMG -- I'm looking at the time, too. The
19 last four (4) more minutes of questions, and then shut
20 it down. You reached out to Mr. Herhalt at first on
21 February 6th via a telephone call. Is that right?

22 MR. EDWIN HOUGHTON: Yes.

23 MS. KATE MCGRANN: Okay. And I think
24 your evidence was that the phone call lasted about
25 five (5) or ten (10) minutes?

1 MR. EDWIN HOUGHTON: I believe so.

2 MS. KATE MCGRANN: Do you remember
3 what you discussed in the phone call?

4 MR. EDWIN HOUGHTON: After, you know,
5 the niceties of not speaking for quite some time, I
6 think we -- we got through that. I talked about that
7 we were -- we had just received a letter from Her
8 Worship.

9 We -- we -- we were trying to do a scan
10 of the industry environment. We wanted -- we were
11 asking to do -- or looking to do that, looking at
12 options. I think I even said to him at the time,
13 certainly this doesn't mean we're going to be doing
14 anything, but we need to have what the potential value
15 would be and -- and the options.

16 So, I think we had a full conversation.
17 We talked about, you know, what -- what our goals
18 would be at the -- at the end of it if we did it, but
19 -- good conversation.

20 MS. KATE MCGRANN: What goals did you
21 describe on that phone call?

22 MR. EDWIN HOUGHTON: Well, one (1) of
23 the things that -- that we talked about right at the
24 very beginning was that -- that whatever we did had to
25 provide Collingwood with the greatest benefit and --

1 and, as well, our customers.

2 So, it's a two-headed sword or whatever
3 you want to say, or animal, where the Town of
4 Collingwood wanted to have this greatest influx or
5 benefit and what we wanted to was to be able to
6 provide the best for our customers, so those had to be
7 at the forefront of our thinking.

8 MS. KATE MCGRANN: Okay. When you
9 said, "We," in reference to the Town goals and -- and
10 the Collus goals there, who are you referring to?

11 MR. EDWIN HOUGHTON: Well, I would
12 expect that in conversations with Mr. Muncaster, in
13 conversations with Her Worship, but I think in
14 conversations in general that, again, we don't
15 differentiate, or we never did def -- differentiate
16 between Collingwood and Collus whatever we could do as
17 we believe the best thing for Collingwood is the best
18 thing for Collingwood, the best thing for Collus is
19 the best thing for Collingwood.

20 MS. KATE MCGRANN: What goals did you
21 describe to Mr. Herhalt in the telephone call you had
22 with him on February 6th?

23 MR. EDWIN HOUGHTON: I -- that's what
24 I just said, didn't I, or did I not?

25 MS. KATE MCGRANN: You referenced

1 conversations that you had with Mr. Muncaster and --
2 and Mayor --

3 MR. EDWIN HOUGHTON: Oh.

4 MS. KATE MCGRANN: -- Cooper. I want
5 to know what you told Mr. Herhalt your goals were on
6 that telephone call.

7 MR. EDWIN HOUGHTON: Oh, my apologies.
8 When I may -- if I said Mr. Muncaster, I meant to say
9 that was the conversation I had with Mr. Herhalt.

10 MS. KATE MCGRANN: So, those are the
11 goals that you described on the phone?

12 MR. EDWIN HOUGHTON: Yes.

13 MS. KATE MCGRANN: Did you provide
14 KPMG with a copy of the mayor's letter?

15 MR. EDWIN HOUGHTON: I did not.

16 MS. KATE MCGRANN: Why not?

17 MR. EDWIN HOUGHTON: The letter was
18 actually sent to Mr. Muncaster.

19 MS. KATE MCGRANN: Okay. Why didn't
20 you provide a copy of it to KPMG?

21 MR. EDWIN HOUGHTON: In hindsight, I
22 could have done that, but I don't think it would have
23 made much difference.

24 MS. KATE MCGRANN: Well, it sets out
25 the direction that you received from the mayor that

1 you were responding to, right?

2 MR. EDWIN HOUGHTON: I'm sorry?

3 MS. KATE MCGRANN: I sets out the
4 direction that you were responding to, correct?

5 MR. EDWIN HOUGHTON: Correct.

6 MS. KATE MCGRANN: So, it would have
7 given them information about what your shareholder had
8 directed you to do?

9 MR. EDWIN HOUGHTON: Which I spoke to
10 them about, yes.

11 MS. KATE MCGRANN: My last question
12 because we've got to get out of the room is: You gave
13 evidence that the Mayor gave approval to move ahead
14 with KPMG. When did she do that?

15 MR. EDWIN HOUGHTON: I think if you --
16 if you look at the document, Mr. Muncaster also said
17 that Her Worship, having known about that, would not
18 be much of an issue.

19 And I know that Mr. Muncaster spoke to
20 Her Worship about it. And once Her Worship gave the
21 approval, we moved forward.

22 MS. KATE MCGRANN: What do you know
23 about the conversation that Mr. Muncaster had with the
24 mayor about retaining KPMG?

25 MR. EDWIN HOUGHTON: Except that Mr.

1 Muncaster said he spoke to Her Worship.

2 MS. KATE MCGRANN: Do you remember
3 when he told you that?

4 MR. EDWIN HOUGHTON: Well, it had to
5 be within that close February 6th to 14th kind of
6 thing -- area.

7 MS. KATE MCGRANN: Can you tell me
8 anything else about what you remember about that
9 conversation with him?

10 MR. EDWIN HOUGHTON: No.

11 MS. KATE MCGRANN: Did you -- did you
12 get approval from the mayor before you moved ahead
13 with KPMG?

14 MR. EDWIN HOUGHTON: No. I think my
15 chair spoke to the mayor.

16

17 (BRIEF PAUSE)

18

19 MS. KATE MCGRANN: Was that a
20 necessary step, in your view, before you could retain
21 KPMG?

22 MR. EDWIN HOUGHTON: I'm -- I'm sorry?

23 MS. KATE MCGRANN: Was the mayor's
24 approval of moving forward with KPMG a necessary step,
25 in your mind, before you could retain them?

1 MR. EDWIN HOUGHTON: Yes. And it was
2 also in Mr. Muncaster's because two (2) of three (3)
3 were required to -- to move forward with that. And
4 think, as -- as Mr. Muncaster says in the email, that
5 the -- the proposal met our -- our expectation and
6 that -- that the -- the process is well launched, I
7 believe is what he had said.

8 MS. KATE MCGRANN: Do you know if the
9 mayor was given the opportunity to review the
10 engagement letter before it was executed?

11 MR. EDWIN HOUGHTON: No, she would not
12 have.

13 MS. KATE MCGRANN: She was not given
14 that opportunity?

15 MR. EDWIN HOUGHTON: If she had asked
16 for it, she would have been given it.

17 MS. KATE MCGRANN: To your knowledge,
18 was she given the opportunity to review the letter?

19 MR. EDWIN HOUGHTON: She didn't ask
20 for it, no.

21 MS. KATE MCGRANN: Okay, I'm not
22 asking you if she asked for it. I just want to know
23 if she was given the opportunity to review it.

24 MR. EDWIN HOUGHTON: Well, if --
25 again, the opportunity would be there if she asked for

1 it. I'm not trying to be difficult, but I'm -- I'm --
2 there was nothing that we were -- we weren't hiding it
3 from her.

4 MS. KATE MCGRANN: Why wasn't Mr.
5 McFadden involved in the decision to retain KPMG?

6 MR. EDWIN HOUGHTON: I think that -- I
7 think, as Dean says in his -- in his email, that he --
8 I think -- and I'm not exactly certain why he used the
9 words he used. He said that getting Mr. Munca -- or
10 Mr. McFadden involved is an interesting technical or
11 whatever -- how he said it, but I know that he spoke
12 to David afterwards and he was comfortable with all of
13 it.

14 MS. KATE MCGRANN: Okay. And I'll
15 take you to the email tomorrow. Just -- I don't
16 expect you to recite it from memory, but just sitting
17 here today before we finish up, do you remember
18 knowing why Mr. McFadden was not invited into the
19 conversation before KPMG was retained?

20 MR. EDWIN HOUGHTON: He -- he's our
21 independent on the Board.

22 MS. KATE MCGRANN: M-hm.

23 MR. EDWIN HOUGHTON: And he -- he -- I
24 think what Dean was thinking about, as our
25 independent, there needed to be a conversation. Her

1 Worship -- Her Worship was the one who asked us to do
2 this.

3 I don't think there was anything more
4 than that, but I think that we were reacting to it.
5 By the time we actually signed the agreement, like, a
6 couple weeks later, Mr. Mun -- or Mr. McFadden would
7 have been well informed about it.

8 MS. KATE MCGRANN: Okay. I think
9 that's a good place to stop for the afternoon.

10 THE HONOURABLE FRANK MARROCCO: Nine
11 o'clock tomorrow.

12

13 --- Upon adjourning at 3:51 p.m.

14

15 Certified Correct,

16

17

18 _____

19 Wendy Woodworth, Ms.

20

21

22

23

24

25

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AB496 75:5	68:20	147:23	advised	120:2
ABC 150:1	133:24	149:19	75:2,14	agreement
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