



TOWN OF COLLINGWOOD

JUDICIAL INQUIRY

Before:

Associate Chief Justice Frank Marrocco

Held at:

Collingwood Town Hall

Council Chambers

97 Hurontario Street

Collingwood, Ontario

April 15th, 2019

1 APPEARANCES

2

3 Kate McGrann) Inquiry Counsel

4 John Mather) Associate Inquiry

5) Counsel

6

7 Michael Watson) Alectra Utilities

8) Corporation

9

10 (No Counsel)) For Paul Bonwick

11

12 George Marron) For Sandra Cooper

13

14 (No Counsel)) For Timothy Fryer

15

16 Frederick Chenoweth) For Edwin Houghton

17

18 William McDowell) For Town of Collingwood

19 Ryan Breedon (np))

20

21 Patrick Gajos) For Collus PowerStream

22) Corporation

23

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1 --- Upon commencing at 10:00 a.m.

2

3 THE HONOURABLE FRANK MARROCCO: I just
4 wanted to say a few words about the -- the origins of
5 the Inquiry, to start with. The Inquiry occurs
6 because of Town Council resolution in February 2018,
7 the mandate is to look into the 50 percent share sale
8 of Collus Utility Services Corporation, to
9 PowerStream, and the application of the funds from the
10 sale.

11 The Inquiry is being conducted, or is
12 circumscribed, by the terms of reference, which
13 Council passed. Part 1 focuses on the events leading
14 to the sale. Part 2 focuses on the allocation of the
15 proceeds from the sale, and Part 3 considers broader
16 policy and good governance issues.

17 We wanted to reduce the need to call
18 witnesses to prove facts, and so part of our process
19 involved the production of a foundation document.
20 There will be two (2) such documents, one (1) dealing
21 with the sale, and one (1) dealing with the
22 application of funds.

23 The foundation document was produced
24 from documents in our database. We have received an
25 overwhelming number of documents from all of the

1 participants, and from those documents, we produced a
2 foundation document which sets out some of the
3 information contained in those documents, which we
4 thought people should be aware of.

5 The document will be modified by the
6 evidence of the witnesses. The statements in the
7 document have not been tested for the truth of their
8 contents. They may be tested, challenged, and
9 supplemented through the oral evidence, which we're
10 going to hear over the next little while.

11 The public hearing is an investigation.
12 It's not a civil or criminal trial. I think I've said
13 that about five (5) times, and I'll probably say it
14 many more times before this is over. Inquiry counsel
15 assist the Commissioner. They're not partisan or
16 adverse. Their responsibility is to act in a public
17 interest. They will lead the examination of
18 witnesses.

19 But unlike a -- a trial, they cannot
20 accept the statements of the witnesses they call at
21 face value. It falls to commission counsel to examine
22 the witnesses with particular thoroughness. They must
23 investigate, test, and verify what the witnesses say.
24 Without that thoroughness, we won't be able to get the
25 answers that the town has asked us to get in

1 connection with these transactions.

2 There are participants -- persons who
3 have participatory rights. They have a direct and
4 substantial interest in the proceedings. They are
5 obligated to assist the inquiry with carrying out its
6 mandate. That the reason why they've been given
7 participatory rights, because their participation will
8 be of assistance to the inquiry in carrying out its
9 mandate.

10 After inquiry counsel have examined the
11 witness, counsel for the participants will have the
12 opportunity to cross-examine -- or examine, depending
13 on how they the approach it -- the same witnesses.
14 Counsel for the witness, if the witness has counsel,
15 will be the last person to question the witness on
16 cross-examination, and the only other examination of
17 the witness will be reexamination by commission
18 counsel.

19 The findings of the Commissioner, my
20 findings, relate to the investigation we're
21 conducting. I make findings of fact, and I will --
22 and have the opportunity to express my opinion about
23 some of what I hear or read.

24 The procedure we follow isn't the
25 typical procedure that you follow in a trial. We're

1 not bound by the evidentiary procedures that you would
2 see in a courtroom. We have more flexibility than
3 that. I cannot establish criminal or civil liability.
4 Trials -- criminal and civil trials do exactly that.

5 A trial is a narrow and retrospective
6 exercise which examines specific events in the past.
7 They don't -- trials don't seek to explain why
8 something occurred, except for the purposes of
9 determining guilt or liability. By contrast, the
10 public Inquiry is a public investigation carried out
11 in the public eye, according to the Inquiry's rules of
12 conduct. It's unusual for investigations to be
13 carried out in the public eye. Most times
14 investigations are carried out with a minimum of
15 publicity, but this is a peculiar type of
16 investigation.

17 A public inquiry can affect public
18 opinion, but it cannot have penal or civil
19 consequences. I can make findings of misconduct.
20 Misconduct is improper or unprofessional behaviour, or
21 bad management. Witnesses about whom I might make a
22 negative finding will be privately advised of that
23 fact so that they can conduct themselves accordingly.

24 Any consequences that flow from the
25 findings of the Inquiry are the responsibility of

1 others, not the Commission. Once we report, we are
2 finished. The public inquiries are less formal than
3 trials. I have a wide range of investigative powers.

4 There are some governing principles:
5 Thoroughness, which means a number of things, but it
6 means determining the proper boundaries of the
7 investigation. The Inquiry has to balance the need
8 for thoroughness with the need to get the job done.
9 No important stone must be left unturned, but the
10 emphasis is on the word important.

11 Proportionality, which requires us to
12 be engaged in developing the mandate. We develop the
13 mandate at an early stage. We don't wait for the
14 calling of witnesses. We've been interviewing since
15 basically the Commission was set up. Some people have
16 been interviewed more than once. An Inquiry cannot
17 resemble a lengthy multiparty examination for
18 discovery in which questions of limited relevance are
19 patiently tolerated.

20 Fairness is a principle that has to
21 govern the conduct of the Inquiry, and that requires
22 us to keep an open mind until all of the evidence is
23 in. It also means that there should be no surprises
24 during the course of the Inquiry. It's not a question
25 of anyone getting ambushed by something that they

1 weren't expecting, but they are public. However,
2 certain kinds of information can sometimes not be
3 discussed in public, and in those rare and exceptional
4 circumstances, we will sit in camera.

5 Finally, as the participants have been
6 given the opportunity to make an opening written
7 statement. Those written statements will be posted on
8 the website, and I would urge people interested in the
9 Inquiry take the time to read each of the witnesses'
10 opening statements.

11 So with those introductory remarks, I
12 think I'll turn my counsel. Ms. McGrann...?

13 MS. KATE MCGRANN: Good morning.
14 We'll be starting today with the foundation document.
15 You've heard that we received an overwhelming number
16 of documents. More specifically, the Inquiry has
17 received over four hundred and forty-four thousand
18 (440,000) documents. A foundation document was
19 created from the information that we received, and the
20 participants had the opportunity to provide
21 suggestions, comments, and corrections to a draft that
22 they received on a confidential basis.

23 During the hearing, the foundation
24 document will be used as a reference and a guide for
25 the witnesses and the evidence that they're here to

1 give. At this point, I will ask that foundation
2 document 1 be made Exhibit 1.

3 THE HONOURABLE FRANK MARROCCO: So
4 ordered.

5

6 --- EXHIBIT NO 1: Foundation document 1

7

8 MS. KATE MCGRANN: And I will turn to
9 my colleague, John Mather, to call our first witness.

10 THE HONOURABLE FRANK MARROCCO: Before
11 we do that, is there anything that -- is there anyone
12 that wants to say something -- say something before we
13 get started? But I -- I do want to get started, so if
14 you've got something to say, say it with your hand,
15 Mr. Watson.

16 MR. MICHAEL WATSON: There. Right
17 here. Okay. There we go. All right. Your Honour,
18 Michael Watson, for Alectra, formally PowerStream.

19 You will be aware of the fact that
20 there was a preliminary matter that we have been
21 intending to deal with this morning. I'm pleased to
22 say that it has been resolved over the past twenty-
23 four (24) hours, so we need not deal with it.

24 THE HONOURABLE FRANK MARROCCO: Thank
25 you very much, Mr. Watson, that's very helpful. Mr. -

1 - Mr. McDowell...?

2 MR. WILLIAM MCDOWELL: Yes,
3 Commissioner. Just one (1) brief point, I guess, for
4 clarification. I know that it -- it's at least in one
5 (1) version of the schedule, the Commission was
6 sitting on Easter Monday. I -- I know that in my
7 household, and in a number of others, that's a day
8 that we've observed, and so I just ask for some
9 direction on that.

10 THE HONOURABLE FRANK MARROCCO: Well,
11 actually, Mr. McDowell I -- I confess I was somewhat
12 surprised when I realized we had scheduled ourselves
13 to sit on -- on Easter Monday. It -- I'm quite
14 content to respect the fact that some people celebrate
15 that day, and we won't sit that day. Mather...?

16 MR. JOHN MATHER: Thank you. The
17 first witness will be Sara Almas.

18

19 SARA JANE ALMAS, Sworn

20

21 EXAMINATION-IN-CHIEF BY MR. JOHN MATHER:

22 MR. JOHN MATHER: Good morning, Ms.
23 Almas.

24 MS. SARA ALMAS: Good morning.

25 MR. JOHN MATHER: Good morning, Ms.

1 Almas.

2 MS. SARA ALMAS: Good morning.

3 MR. JOHN MATHER: What's your current
4 position with the town of Collingwood?

5 MS. SARA ALMAS: I am currently the
6 clerk of the municipality.

7 MR. JOHN MATHER: And how long have
8 you been the Town Clerk?

9 MS. SARA ALMAS: I was hired in 2004,
10 and became the clerk in 2007.

11 MR. JOHN MATHER: Thank you. And for
12 the benefit of the Inquiry, could you just provide an
13 overview of your roles and responsibilities as a
14 clerk?

15 MS. SARA ALMAS: Certainly. At that
16 time?

17 MR. JOHN MATHER: Certainly, I would
18 start with -- and at that time, I think we're talking
19 mostly about the 2010 to 2012 time period. So, yes,
20 at that time.

21 MS. SARA ALMAS: Perfect. As a clerk,
22 I was responsible for all the statutory obligations of
23 a municipal clerk for the municipality, including the
24 record and recording of all Council meetings, standing
25 committee of the whole, I guess, at the time, Council

1 planning and development meetings.

2 I am responsible for vital statistics,
3 lottery licensing, business licensing. My portfolio
4 includes -- I -- I am responsible for bylaw
5 enforcement, parking control, crossing guards. I am
6 resp -- I was responsible for the entire
7 communications at that point. We didn't have a
8 communications office for that, so that included any
9 sort of public notices, including any sort of media
10 release.

11 I was responsible for, obviously,
12 records management, responsible for freedom of
13 information, and protection of privacy legislation. I
14 was responsible for -- at that period of time, for --
15 for one (1) year between 2012 and 2013, I was a member
16 of the executive management team that was established
17 by the CAO at the time. And I believe that's the most
18 significant pieces of my portfolio, but --

19 MR. JOHN MATHER: I can see you're --

20 MS. SARA ALMAS: -- it's rather large.

21 MR. JOHN MATHER: -- responsible for a
22 lot of things, yes?

23 MS. SARA ALMAS: Yes, I was.

24 MR. JOHN MATHER: Has your
25 responsibilities changed in any significant way from

1 then to today?

2 MS. SARA ALMAS: Absolutely. We have
3 a purchasing officer in place. We have a
4 communications officer in place. We have a records
5 and FOI coordinator in place. We have had a
6 realignment of my entire portfolio, so I am no longer
7 responsible for bylaw enforcement, animal control,
8 parking program or parking enforcement. I am no
9 longer responsible for land administration matters,
10 including encroachments and agreements. That was
11 something that was in my portfolio before. As I said,
12 with a communications officer in place, that
13 significantly lessened that piece of -- of my duties.
14 I would say that -- that was -- are the most
15 significant changes.

16 MR. JOHN MATHER: Okay. Thank you.
17 Going back to the time period of 2010 to 2012, how
18 frequently were Town Council meetings held?

19 MS. SARA ALMAS: So back in that time
20 period, we were -- we had Council meetings actually --
21 I believe it was the first, second, and fourth Monday
22 of the month, and the third Mondays was Council
23 meetings dedicated to planning and development
24 matters.

25 MR. JOHN MATHER: Okay. And how was

1 the agenda determined for a Council meeting at that
2 time?

3 MS. SARA ALMAS: The agenda
4 preparation is reviewed with the department heads. At
5 the time, all staff reports were vetted through our
6 department head team. The correspondence was
7 collected that would go on the correspondence or
8 consent agenda. The information was vetted at
9 department heads, then there was meetings held -- a
10 meeting held with the mayor and the CAO prior to it
11 being released, confirming all the information that
12 was collected was pref -- noted on the agenda, or if
13 anything needed to be rearranged to a subsequent
14 agenda, that conversation was held. And then my staff
15 prepared a package and finalized the agenda material,
16 and distributed it generally on Thursday evenings
17 before Council on the following Monday.

18 MR. JOHN MATHER: Okay. So just so I
19 understand, that's the way a package would be
20 prepared, with agenda and supporting materials? Is
21 that fair?

22 MS. SARA ALMAS: Correct.

23 MR. JOHN MATHER: And it was your
24 office, then, that distributed it?

25 MS. SARA ALMAS: Yes, it was.

1 MR. JOHN MATHER: Was there any other
2 way to get material before Council other than going
3 through your office?

4 MS. SARA ALMAS: If Council themselves
5 made a request for a staff report, that -- that then
6 became material that -- or a notice of motion became
7 material that would be added to a future agenda.

8 Information such as PowerPoints, or any
9 sort of presentation that would have been for any sort
10 of deputation, or another staff department, at that
11 time would either bring the material with them for
12 that Council meeting, or it was provided. Now, the --
13 the system is it's provided to the clerk's department
14 by twelve noon on Fridays, and then a separate
15 information package is provided to members of Council
16 of all additional materials that would -- would go to
17 a council.

18 MR. JOHN MATHER: And -- so I just
19 want to break that down a bit. So it sounds to me
20 like what you're saying was it -- currently at this
21 time, if a -- a member of a -- a head of a staff
22 department wants to bring materials to -- before the
23 Council, at this time they go through your office, but
24 in 2010/2012, were they able to do that without going
25 through your office?

1 MS. SARA ALMAS: So if -- if was a --
2 a change to the agenda, we would either issue the
3 agenda as amended, or we would issue an addendum to
4 the agenda to provide the subsequent information.
5 However, any sort of presentation material that they
6 would provide that was supplemental to the item that
7 was on the agenda didn't necessarily come to the
8 clerk's office first.

9 MR. JOHN MATHER: It was possible
10 there would be material before Council, that had --
11 that hadn't been seen by the -- your office?

12 MS. SARA ALMAS: Correct.

13 MR. JOHN MATHER: At the time, did you
14 ever have any concerns about staff members or anyone
15 providing tho -- those sorts of materials without
16 going through your office?

17 MS. SARA ALMAS: Because the -- the
18 presentation generally didn't form what the -- the
19 recommendation was, because the recommendation was
20 generally in the -- the form of the staff report, and
21 the presentations were generally supplemental to that,
22 one (1) thing that was concerning, and obviously, why
23 we have changed is that if any of that material
24 bypassed the clerk's department, we didn't have copies
25 for official record, and I would have to make a note

1 saying that I did not have a copy to request that
2 information to ensure that the -- the file remains
3 complete.

4 MR. JOHN MATHER: How frequently would
5 there be materials that didn't go through your office
6 that you would have to track down after the fact?

7 MS. SARA ALMAS: Not -- not very
8 often. It was always generally from a specific
9 department.

10 MR. JOHN MATHER: And at that time
11 again in 2010 to 2012, was direction given to these
12 departments to file it before the office -- sorry,
13 file it through your office first?

14 MS. SARA ALMAS: I -- I don't
15 recollect.

16 MR. JOHN MATHER: And I think you said
17 that there was generally a specific department where
18 this occurred. What department was that?

19 MS. SARA ALMAS: Departments under Ed
20 Houghton's portfolio.

21 MR. JOHN MATHER: The one (1) -- and -
22 - and what was Mr. Houghton's portfolio in 2010 to
23 2012?

24 MS. SARA ALMAS: So he was responsible
25 for the public works and engineering department. He

1 was the president/CEO of Collus, and he was
2 responsible for water/wastewater.

3 MR. JOHN MATHER: Right. And so when
4 you discuss that, today, now, all materials need to go
5 through your office first, that was the change that
6 you say is responsive to the issue you were -- you had
7 in 2010/2012?

8 MS. SARA ALMAS: I would say that we
9 made that change -- I -- I would say that was probably
10 one of the preempters, yes, for the change.

11 MR. JOHN MATHER: And so at the
12 outset, I think you said one (1) of your
13 responsibilities was the record and recording of
14 Council meetings. Is -- did I have that correct?

15 MS. SARA ALMAS: That's correct.

16 MR. JOHN MATHER: Okay. So I take it,
17 then, that you were the person who took Council
18 minutes?

19 MS. SARA ALMAS: Yes.

20 MR. JOHN MATHER: Okay. How did you
21 go about taking Council minutes? What was your
22 practice?

23 MS. SARA ALMAS: So generally, my
24 deputy clerk would take the agenda and prepare it in a
25 template for minutes. During the meetings, I would

1 record in draft the -- the meeting. Following the
2 meeting, my deputy would actually review the minutes,
3 put in the appropriate resolution numbers, and do any
4 tidying up of the minutes that need to be done, and
5 then save them in a final form.

6 MR. JOHN MATHER: And how did you
7 decide what to include in minutes in terms of the
8 discussion that was going on or the decisions that
9 were being made, and how did you decide what not to
10 include in the minutes?

11 MS. SARA ALMAS: So generally, in my
12 draft version, I include more discussion and more
13 commentary. However, the official record minutes of -
14 - of a municipality or of a council, in accordance
15 with the Municipal Act, are without note and without
16 comment.

17 MR. JOHN MATHER: And what you mean by
18 "without note and without comment" for someone who
19 maybe isn't familiar with the Act?

20 MS. SARA ALMAS: Certainly. It means
21 that I cannot put in individual's -- individual
22 comments, member's opinions, whatnot. Basically, I
23 record only the direction, and resolution, and bylaws
24 that -- that are a result of the meeting.

25 MR. JOHN MATHER: And in terms of

1 directions, resolutions, and bylaws, in the 2010 to
2 2012 time period, how were those decisions made? What
3 was the process for coming to those decisions?

4 MS. SARA ALMAS: Sorry, the decisions
5 on?

6 MR. JOHN MATHER: How did Council make
7 decisions on the time? How did they vote? I just
8 want an understanding of that process.

9 MS. SARA ALMAS: Certainly. So for
10 the most part, it was done based on a staff report.
11 So a staff report would be before them. It would have
12 a recommendation in there. It would provide the
13 background, and the analysis, financial impact on what
14 the decision was going to be made. That was the basis
15 for the Council deliberation before they actually
16 voted on a matter.

17 In the case of certain staff reports,
18 they required a bylaw. So a bylaw would be appended
19 to the staff report. And the other way that a council
20 can make decisions if they did their own notice of
21 motion and they voted on -- on a motion independent of
22 a staff report.

23 MR. JOHN MATHER: And how were votes
24 taken?

25 MS. SARA ALMAS: They were generally -

1 - the mayor put the question to the table, and the
2 vote was called. If a member requested it be a
3 recorded vote, the process for recorded votes were the
4 clerk would ask those in favour to stand and then be
5 seated; all opposed to stand and be seated, and it was
6 actually acknowledged and recorded in the minutes.

7 MR. JOHN MATHER: And if it's not a
8 recorded vote, how was it determined what the
9 consensus was?

10 MS. SARA ALMAS: The Chair or the
11 mayor would -- would call the motion as either being
12 carried or defeated.

13 MR. JOHN MATHER: Okay. And how did
14 the Chair or the mayor determine whether it was
15 carried or defeated?

16 MS. SARA ALMAS: By majority vote.

17 MR. JOHN MATHER: But people saying
18 yes or no, or --

19 MS. SARA ALMAS: Sorry, they would
20 raise their hand.

21 MR. JOHN MATHER: They would raise
22 their hand. And then I take it these decisions would
23 be reflected in the minutes?

24 MS. SARA ALMAS: Correct.

25 MR. JOHN MATHER: And so is it fair to

1 say that where Council makes a decision -- again in
2 2010 to 2012, where Council made a decision, that that
3 decision should then be reflected in the minutes?

4 MS. SARA ALMAS: All decisions of the
5 Council were recorded in the minutes.

6 MR. JOHN MATHER: Going now to today,
7 has there been -- you -- you've -- you've talked about
8 the process for what you would include in the minutes,
9 and the process for decision-making and votes. Has
10 there been any significant changes from 2010/2012 to
11 today?

12 MS. SARA ALMAS: Yes, there's been
13 changes. Currently, we record all substantive
14 motions. We record and maintain a database for each
15 Council and standing committee meetings of attendance
16 and voting records. However, any formal request for a
17 recorded vote at the meeting is only what's included
18 in the actual set of minutes.

19 MR. JOHN MATHER: So -- and I just
20 want to make sure I understand that. So the minutes -
21 - the minutes may not reflect a recorded vote if it's
22 not called for, but you now have a record --

23 MS. SARA ALMAS: Yes.

24 MR. JOHN MATHER: -- in any event?

25 MS. SARA ALMAS: Correct.

1 MR. JOHN MATHER: Okay. And that
2 wasn't the case in 2012?

3 MS. SARA ALMAS: Correct.

4 MR. JOHN MATHER: So if it wasn't a
5 recorded vote, there would be no record of who voted,
6 or who was in favour, or not in favour?

7 MS. SARA ALMAS: It was the
8 individual's responsibility to -- to know how they
9 voted in the matter. Various recordings -- at the
10 time, Rogers did record the majority of the Council
11 meetings, so there was the ability also for the public
12 to review recording practices -- or voting practices
13 based on -- on reviewing the -- the Rogers televised
14 version of the -- the meeting.

15 MR. JOHN MATHER: Okay. What does it
16 mean when a session of Council was held in camera?

17 MS. SARA ALMAS: It means that Council
18 moves into a closed or confidential session. There is
19 only a specific set of exemptions that allow a
20 municipal -- a municipality to actually go in -- in
21 camera to have confidential discussions. There is no
22 decision that can be made in camera. The only thing
23 that can be provided is a -- a matter of procedure, or
24 providing instruction or direction to staff or agent
25 on behalf of the municipality.

1 MR. JOHN MATHER: So no decisions can
2 be made, but you said directions or instruction and
3 procedure. Could you just give a general example to
4 help illustrate what the difference is between a
5 decision and an instruction or procedure?

6 MS. SARA ALMAS: Certainly. So an
7 example of a procedure matter that can be voted on in
8 camera would be the receiving of the minutes from the
9 previous meeting. So -- or if there is a vote that's
10 needed to -- if somebody calls a question of personal
11 privilege, and there needs to be a vote, or a decision
12 made on -- on something like that matter, that can be
13 held in camera, but there could be no -- no direction
14 or no decision to advance any material business of the
15 municipality, basically, that can happen in camera.

16 Instruction would be if they would like
17 the CAO to investigate something further on their
18 behalf and report back to them, something along that
19 line.

20 MR. JOHN MATHER: So if something
21 that's discussed in camera needs to be decided upon,
22 how does that process follow?

23 MS. SARA ALMAS: Certainly. So that -
24 - that happens frequently, if there is information
25 that has solicitor/client privilege that we have

1 communications in camera for, that we have that
2 conversation, and then Council must rise from in
3 camera, come out, back to the table, put a motion to
4 the floor, have discussion or debate, and then decide
5 on the matter publicly, and then it forms within the
6 official records of the -- the municipality.

7 MR. JOHN MATHER: Okay. You said there
8 was only a -- a -- to paraphrase, a certain set of
9 items that could be discussed in camera were -- were
10 allowed to be discussed in camera. Where is that set
11 out? Where can you find what can and can't be
12 discussed in camera?

13 MS. SARA ALMAS: Section 239 of the
14 Municipal Act.

15 MR. JOHN MATHER: So it's in the Act?

16 MS. SARA ALMAS: Yeah.

17 MR. JOHN MATHER: Was your process
18 again in 2010 to 2012 for taking minutes different
19 when Council was in camera as opposed to when it was a
20 public session?

21 MS. SARA ALMAS: No. I followed the
22 same -- same practice. I would generally take more
23 detailed notes to ensure that I -- I recalled the --
24 the situation. The minutes, though, I guess, one (1)
25 practice that was different is generally, I -- I would

1 modify my own in camera minutes, because I'm only
2 aware of -- of what had happened. My deputy clerk, on
3 occasion, when she did the public minutes, you know,
4 would have to -- you know, may have to look at the
5 video again on -- on occasion. But for the most part,
6 they were done pretty similar, and I maintained a
7 draft file, and a final version.

8 MR. JOHN MATHER: And I think you said
9 you would maybe make them more detailed, I think, as
10 opposed to a public session. Why would you make an
11 effort to make them more detailed?

12 MS. SARA ALMAS: Actually, I don't
13 think there -- I -- I would disagree with that
14 statement, sorry.

15 MR. JOHN MATHER: And I'm not --

16 MS. SARA ALMAS: If I -- if I said
17 that, I didn't --

18 MR. JOHN MATHER: No, no, no, and I'm
19 not -- I'm certainly not trying to put words in your
20 mouth.

21 MS. SARA ALMAS: If anything, they're
22 -- it's -- it's less.

23 MR. JOHN MATHER: It's less detailed.
24 Okay. So we know decisions can't be made in camera,
25 but instructions like -- or directions can be done, or

1 procedural matters. How would those be reflected in
2 the in camera minutes?

3 MS. SARA ALMAS: In the form of a -- a
4 resolution, or a motion.

5 MR. JOHN MATHER: So it was -- it
6 would -- and -- and then would that then be reflected
7 in the same way as the -- as the public minutes?

8 MS. SARA ALMAS: So you can vote on
9 providing instruction or direction in camera, so it's
10 the same. You -- you'd have a mover and secondary.
11 You'd have the body of the motion, and it would be
12 carried or defeated.

13 MR. JOHN MATHER: Right. So if I
14 looked at in camera minutes, I could determine --

15 MS. SARA ALMAS: If there was a
16 decision made.

17 MR. JOHN MATHER: If there was a
18 decision made?

19 MS. SARA ALMAS: Correct.

20 MR. JOHN MATHER: Has anything changed
21 in terms of the process for in camera meetings, the
22 minutes taken, how decisions are recorded since 2010
23 and 2012?

24 MS. SARA ALMAS: I believe the only
25 change is currently, Council has requested a recording

1 of in camera minutes until the Inquiry is completed to
2 determine if that's something that should be
3 undertaken permanently.

4 MR. JOHN MATHER: And do you know when
5 that decision was made?

6 MS. SARA ALMAS: Fairly recently.

7 MR. JOHN MATHER: And is it an audio
8 recording or a video recording?

9 MS. SARA ALMAS: It's an audio
10 recording.

11 MR. JOHN MATHER: Okay. So when I --
12 I'm going to ask that document TOC 38001 be pulled up.
13 And if you could scroll to the bottom of the page?

14 So, Ms. Almas, what's on the screen is
15 an email from Rick Lloyd, dated January 17th, 2011, to
16 you. It's my understanding that Mr. Lloyd was the
17 deputy mayor at the time. Is that correct?

18 MS. SARA ALMAS: That's correct.

19 MR. JOHN MATHER: Okay. Do you recall
20 receiving Mr. Lloyd's email at this time?

21 MS. SARA ALMAS: I didn't recollect it
22 until it was brought to my attention.

23 MR. JOHN MATHER: Okay. And -- and in
24 the context of this Inquiry?

25 MS. SARA ALMAS: Yes.

1 MR. JOHN MATHER: And when it was
2 brought to your attention, did that refresh your
3 memory about this email?

4 MS. SARA ALMAS: Yes.

5 MR. JOHN MATHER: Okay. Just at this
6 point, I would like to mark this email as an exhibit.

7 THE HONOURABLE FRANK MARROCCO: So
8 ordered.

9

10 --- EXHIBIT NO. 2: Email dated January 17,
11 2011 from Rick Lloyd to
12 Sara Almas

13

14 CONTINUED BY MR. JOHN MATHER:

15 MR. JOHN MATHER: So in the email, Mr.
16 Lloyd writes that his brother is considering again
17 bidding -- sorry, I'll just quote it:

18 "My brother is considering again the
19 bidding on town work, but was
20 worried about putting me into a
21 conflict."

22 And then he goes on:

23 "I'm not involved in his business,
24 and I told him that I will not have
25 a conflict (pecuniary interest), as

1 I'm not involved in his business,
2 and the Conflict of Interest Act
3 clearly states that I must declare
4 an interest if it's -- if it's -- is
5 spouse, sons, or daughters, and
6 parents. I'm sending this to you
7 only to ask if this is your
8 understanding as well, and I do
9 realize that I -- that you cannot
10 give advice on this matter."

11 In your time as clerk in this time
12 period, 2010 to 2012, again, was it common for the
13 deputy mayor or other members of Council to seek your
14 input on conflicts of interest?

15 MS. SARA ALMAS: Certainly within this
16 -- this time period, and still to this day. I -- I
17 provide the conflict of interest orientation training
18 to our committees, and for Council orientation, it's
19 done through the lawyers.

20 But quite frequently, I would be asked
21 a question, and they knew my answer was always, I
22 can't provide legal advice or give you a legal
23 opinion. However, in my response to this, as you can
24 see, it would be -- generally what I would do is I'm
25 not addressing his specific conflict that he

1 identifies in here, but note that he was correct in
2 his understanding that the Municipal Conflict of
3 Interest Act does not pertain to siblings.

4 MR. JOHN MATHER: So if we could
5 scroll up, I think we can then see there -- so was
6 this -- we have an -- response from you on the same
7 day. Is this -- is this what you're referring to?

8 MS. SARA ALMAS: Yes. And the
9 statement basically that's -- that's drilled into all
10 clerks through our association of Municipal Clerks and
11 Treasurers of Ontario is -- and Council was -- is
12 fully aware, and any -- any people that I do advise is
13 that they need to satisfy themselves. So that's --
14 that's the common statement that we've always used.

15 MR. JOHN MATHER: So I -- so I
16 understand, what you're saying is you would provide
17 information, but you would tell them that they needed
18 to go and -- and satisfy yourself?

19 MS. SARA ALMAS: Correct.

20 MR. JOHN MATHER: Okay. Sorry,
21 themselves. Other -- in this time period, would
22 members of Council receive any -- and I think you've
23 already referred to it, but I'd like to know -- more
24 generally receive any training about how to identify
25 and -- and assess potential conflicts of interest?

1 MS. SARA ALMAS: Certainly. So in
2 2010, when we did our comprehensive orientation
3 process, we actually had our solicitors in from Aird
4 Berlis to do specific training. So if they had
5 examples, they could speak to them directly, because
6 as -- as you are -- are probably aware, one (1) of the
7 significant changes put into place through Bill 68 has
8 been the requirement of having an integrity
9 commissioner.

10 So now -- now, members of Council and -
11 - and the boards have access -- and the public to an
12 integrity commissioner that can provide
13 interpretation. Otherwise, Council had to seek their
14 own and pay out of pocket their own costs associated
15 with getting a legal response.

16 MR. JOHN MATHER: So -- so at that
17 time, if -- if a member of Council wanted a legal
18 opinion, just to make sure I understand you correctly,
19 they would have to go and to speak to their own
20 lawyer?

21 MS. SARA ALMAS: Correct.

22 MR. JOHN MATHER: In this response to
23 Mr. Lloyd, you referenced the Municipal Conflict of
24 Interest Act, and that it identifies that a member is
25 not deemed to be in conflict if it's the interest,

1 direct or indirect of a sibling. Again, putting
2 yourself in the time period, other than the Municipal
3 Conflict of Interest Act, were there any other laws or
4 policies that you were aware of that provided guidance
5 or information on what -- or what -- what was or was
6 not a conflict of interest?

7 MS. SARA ALMAS: I'm aware -- you
8 know, obviously, there's other conflicts -- conflict
9 of interest requirements that are out there, but I am
10 not an expert in those, and I only speak to the
11 Municipal Conflict of Interest Act.

12 MR. JOHN MATHER: Other than this
13 email exchange that we've seen between you and Mr.
14 Lloyd, do you recall having any further conversations
15 with him about this -- this issue he potentially
16 identified with his brother?

17 MS. SARA ALMAS: No, I do not
18 recollect --

19 MR. JOHN MATHER: Okay.

20 MS. SARA ALMAS: -- any further
21 conversations.

22 MR. JOHN MATHER: Did you have any
23 knowledge about what Mr. Lloyd's brother may or may
24 not be considering doing in relation to the town?

25 MS. SARA ALMAS: No idea.

1 MR. JOHN MATHER: So if we could
2 scroll up in the email chain, we see Mr. Lloyd
3 responds and thanks you. And then, on January 27th,
4 2011, the document shows that Mr. Bul -- Mr. Lloyd
5 forwarded this email to Paul Bonwick.

6 Were you aware that Mr. Lloyd had
7 forwarded your email to Mr. Bonwick?

8 MS. SARA ALMAS: I was not until I
9 received the Inquiry documents.

10 MR. JOHN MATHER: But at the time, you
11 did not know?

12 MS. SARA ALMAS: Yeah.

13 MR. JOHN MATHER: Did Mr. Lloyd give
14 you any indication that he would be forwarding your
15 response on to Mr. Bonwick?

16 MS. SARA ALMAS: No, he did not.

17 MR. JOHN MATHER: Did you have any
18 awareness that Mr. Bonwick would be relying -- or
19 using your communications with Mr. Lloyd in ongoing
20 discussions with PowerStream?

21 MS. SARA ALMAS: No, I did not.

22 MR. JOHN MATHER: And at this point in
23 time -- and by this point in time, January 2011, did
24 you know anything about Mr. Bonwick -- potential
25 relationship, or working relationship with

1 PowerStream?

2 MS. SARA ALMAS: I had no idea.

3 MR. JOHN MATHER: So the next thing
4 I'd like to turn to is page 76 of foundation document
5 1.

6

7 (BRIEF PAUSE)

8

9 MR. JOHN MATHER: And paragraph 192,
10 specifically.

11

12 (BRIEF PAUSE)

13

14 MR. JOHN MATHER: So, Ms. Almas, this
15 is -- this is paragraph 192, in Section -- in chapter
16 3.4 of foundation document 1. And the paragraph
17 describes Mr. Bonwick contacting you around June 2nd,
18 2011, and to -- to ask you for a meeting. And then it
19 indicates that you agreed to meet with him on that
20 day.

21 Do you have any recollection of this
22 meeting?

23 MS. SARA ALMAS: I do.

24 MR. JOHN MATHER: What do you recall
25 about it?

1 MS. SARA ALMAS: I recall getting the
2 -- the email from Mr. Bonwick in the morning. We had
3 agreed to get together later that morning. And I -- I
4 didn't know the basis for -- for the request, and what
5 -- what he was going to talk about -- I believe he
6 indicated it was about a proposal, and he wanted to
7 have a conversation with myself.

8 MR. JOHN MATHER: Okay. And when you
9 received this email from Mr. Bonwick, or this request
10 for a meeting, what did you know about him at the
11 time?

12 MS. SARA ALMAS: I -- I knew Mr.
13 Bonwick was a former MP. I knew he was the mayor's
14 brother. I knew of his company, Commen -- Compenso
15 Communications.

16 I didn't have any sort of personal
17 relationship or acquaintance with Mr. Bonwick, and
18 that's it.

19 MR. JOHN MATHER: What did you know
20 about Compenso at the time?

21 MS. SARA ALMAS: I -- I knew that they
22 were a -- a PR communication type of company. I
23 wasn't aware of their -- their full portfolio of what
24 they did.

25 MR. JOHN MATHER: And was this the

1 first time that Mr. Bonwick had emailed you for a
2 meeting to discuss something that his company was
3 doing?

4 MS. SARA ALMAS: I can't say for
5 certain, but I don't -- I don't recollect another time
6 prior, or -- or subsequent.

7 MR. JOHN MATHER: Okay. Were you
8 surprised that Mr. Bonwick was reaching out to you at
9 this point?

10 MS. SARA ALMAS: Not particularly. I
11 -- I get requests for meetings all the time. I'm --
12 we have a very busy office here, and I have a very
13 large portfolio, so it's not unusual to meet with a
14 lot of people.

15 MR. JOHN MATHER: Okay. And so I
16 believe you -- you agreed to meet with him, and you've
17 -- you've walked us through how that came about. What
18 you recall that the meeting itself? What was the
19 discussion there?

20 MS. SARA ALMAS: Certainly. So at --
21 at that time, he advised me that he had put in a
22 proposal with PowerStream, and he explained who
23 PowerStream was, and indicated that this proposal was
24 to work in -- as noted in here. He's saying that
25 PowerStream was basically an LDC, and he was going to

1 be -- his proposal was to work with PowerStream to do
2 work with the CHEC companies, which is an LCD
3 cooperative, basically, in the region, and Collingwood
4 was a member.

5 He was going to be providing PR
6 activities and community outreach. However, he had
7 confirmed with me that Brian Bentz, the CEO of
8 PowerStream, had indicated a concern with potential
9 conflict if they're doing any work with Collingwood,
10 since he was the mayor's brother, and he just wanted
11 to -- he wanted to seek my opinion.

12 So during the conversation, I said, I
13 cannot give you legal advice. You need to satisfy
14 yourself. He had asked if I would prepare, then, a
15 general email to provide to Mr. Bentz, and I said no,
16 I wasn't really comfortable with that.

17 He provided the suggestion about -- if
18 he sent an email and copied me, would that be
19 appropriate if -- if it relayed what we talked about,
20 and I said, As long as you said that I'm not giving
21 you legal advice, certainly. And basically, that was
22 our conversation.

23 MR. JOHN MATHER: Okay, so when I'm --
24 I'm going to ask you a few questions about that, but I
25 -- I noticed I think you were looking at paragraph

1 193, which sets out a transcript of some notes that
2 you took of that meeting. So I'm going to ask that
3 that document got called up on the screen. It says CG
4 -- CJI9206.

5

6 (BRIEF PAUSE)

7

8 MR. JOHN MATHER: So Ms. Almas, in
9 foundation document 1, we see a transcript of a
10 written -- written notes that you took at this
11 meeting. Is what -- what you see on the screen now --
12 or though -- is that a copy of those notes?

13 MS. SARA ALMAS: That is.

14 MR. JOHN MATHER: Okay. And I note,
15 if we scroll up a bit, the date of the notes is June
16 1st, 2011. Do you see that?

17 MS. SARA ALMAS: Yes.

18 MR. JOHN MATHER: Is that date
19 correct?

20 MS. SARA ALMAS: That is incorrect.
21 And actually, if you look at my notes, I regularly, on
22 the 1st of the month, do errors, but I actually
23 started to write May to begin with. But yes, it was
24 June 2nd, the date of the meeting.

25 MR. JOHN MATHER: Okay. And at this

1 point in the meeting, you mentioned that Mr. Bonwick
2 was -- had -- had -- was going to -- could -- was
3 considering working for PowerStream. What did you
4 know about PowerStream at that point?

5 MS. SARA ALMAS: I -- I really didn't
6 know too much about PowerStream.

7 MR. JOHN MATHER: Had you heard of
8 them before?

9 MS. SARA ALMAS: I believe I -- I
10 would have.

11 MR. JOHN MATHER: Okay. A I believe
12 one of the notes, or one of the things you -- you --
13 you mentioned is, there's a -- there's a line there
14 that says "PR - activities/community outreach." Do
15 you see that there?

16 MS. SARA ALMAS: Yes.

17 MR. JOHN MATHER: And I just want to
18 make sure I -- I have this correctly, that is a note
19 reflecting what Mr. Bonwick told you about what he was
20 going to be doing for PowerStream?

21 MS. SARA ALMAS: Correct.

22 MR. JOHN MATHER: And beyond PR
23 activities/community outreach, what else did he tell
24 you about what he was going to do for PowerStream?

25 MS. SARA ALMAS: Nothing further that

1 I recollect.

2 MR. JOHN MATHER: Okay. So I would
3 like to pull up document --

4 THE HONOURABLE FRANK MARROCCO: Before
5 you leave that, on your note where it says "Paul to
6 send email," there's a question mark. Is there a
7 reason for that, do you remember?

8 MS. SARA ALMAS: No. I actually -- I
9 regularly do arrows and question mark something. I
10 think that was -- I believe that that was my intention
11 to question, to make sure that we had a conversation
12 about he was going to send it, it wasn't to be me, and
13 our conversation about -- our conversation about me
14 not providing legal advice.

15 MR. JOHN MATHER: And we'll -- we will
16 be coming back to these notes in a second. I just
17 want to pull up another document, so CJI9206.

18 THE HONOURABLE FRANK MARROCCO: I
19 thought this was 9206.

20 MR. JOHN MATHER: Oh, my apologies.
21 Sorry, ALE192.

22

23 (BRIEF PAUSE)

24

25 So if we could just quickly scan

1 through the document so Ms. Almas can just see what
2 the document looks like. We'll get to specific parts.
3 And scroll down to the bottom.

4

5 (BRIEF PAUSE)

6

7 CONTINUED BY MR. JOHN MATHER:

8 MR. JOHN MATHER: So, Ms. Almas, do you
9 recognize this document?

10 MS. SARA ALMAS: I have never seen
11 this document before the inquiry showed it to me.

12 MR. JOHN MATHER: Right. So it's our
13 understanding that this is Mr. Bonwick's retainer with
14 PowerStream. And if we go up to the top of the
15 document, you see it's dated June 7th, 2011, and I
16 appreciate, Ms. Almas, that you did not see this
17 document, you weren't aware of this document at the
18 time.

19 But if we could scroll down to where it
20 says "Scope of Work" and it says "CCI," which I
21 believe is Compenso Communications, "and Bonwick
22 shall," and then it sets out in bullet point form
23 various activities or scopes of work.

24 And have you reviewed these bullet
25 points, Ms. Almas?

1 MS. SARA ALMAS: I have, yes.

2 MR. JOHN MATHER: Okay. Did Mr.
3 Bonwick say -- at your meeting, do you recall, did he
4 say this is the sort of work he'd be doing for
5 PowerStream?

6 MS. SARA ALMAS: I had no idea that it
7 had anything to do -- and obviously he probably
8 wouldn't have shared with me either because we hadn't
9 even had conversations about selling the LDC, so I had
10 no idea that it was for opportunities to actually
11 purchase the company or merge with company or a
12 strategic partnership with a company.

13 MR. JOHN MATHER: Right. So that says
14 -- the first bullet point that says, "Identify
15 potential opportunities for the purchase, merger,
16 other business combinations of LDCs," he didn't talk
17 about that in terms of what he'd be doing?

18 MS. SARA ALMAS: No.

19 MR. JOHN MATHER: And then at your
20 meeting on June 2nd, did he talk about providing,
21 sorry, preparing detailed briefings, identifying key
22 decision-makers related to a particular opportunity?

23 MS. SARA ALMAS: I don't recollect.

24 MR. JOHN MATHER: Okay. Did he say
25 anything about assisting in the preparation of any

1 proposals that PowerStream intends to submit?

2 MS. SARA ALMAS: I don't know for
3 sure, but I wouldn't be taking proposals in the
4 context of an acquisition or merger. It was more of a
5 communications, a PR, or working with a cooperative
6 together.

7 MR. JOHN MATHER: Right. And so if we
8 could scroll down to "Methodology and Deliverables."
9 And so this says, "While executing this retainer, CCI
10 and Bonwick shall undertake the following," and it
11 sets out various activities that he'd be doing.

12 Looking at this now, did Mr. Bonwick
13 describe these activities to you as what he would be
14 doing for PowerStream? And if you need a moment to
15 read, please take it.

16

17 (BRIEF PAUSE)

18

19 MS. SARA ALMAS: Sorry. In reviewing
20 it, in a general context some of this information I
21 believe Mr. Bonwick shared with me, but again it
22 wasn't in the context of -- of acquiring the Collus
23 Utility Services Corporation.

24 MR. JOHN MATHER: So what -- what did
25 he share with you?

1 MS. SARA ALMAS: So -- so basically,
2 like the key components that I actually wrote in my
3 notes were about the PR activities and that sort of
4 community outreach and -- and knowing that his company
5 did communications because we had a conversation about
6 what Ian Chadwick's role, who was a counsellor at the
7 time, generally was with this organization. I don't
8 think it was specific with the proposal he was talking
9 about. It was just -- I believe it was a side kind of
10 conversation that we had, so it was more in -- in that
11 frame --

12 MR. JOHN MATHER: Okay.

13 MS. SARA ALMAS: -- conversation. So
14 I wouldn't say that this -- I'm sure that he shared
15 some of this, but it was -- I didn't take it in the
16 correct context because I wasn't aware.

17 MR. JOHN MATHER: If we could scroll
18 down a little further, just where it says "Issue
19 monitoring," and it says in the first sentence that
20 CCI -- so:

21 "Compenso is in constant contact
22 with municipal government leaders
23 and as such is able to monitor and
24 report any changes or opportunities
25 that may arise as your early warning

1 system. Our intelligence gathering
2 will help prepare you to respond to
3 any potential critical challenges
4 brought forward regarding this
5 approach."

6 In June -- on June 2nd, 2011, were you
7 aware that Mr. Bonwick was in constant contact with
8 municipal government leaders?

9 MS. SARA ALMAS: I didn't know then.

10 MR. JOHN MATHER: Understood. So the
11 question was at that time, okay. And did he tell you
12 that he was planning on being in constant contact with
13 municipal government leaders?

14 MS. SARA ALMAS: I can't recollect
15 specifically that conversation.

16 MR. JOHN MATHER: And did he give you
17 an indication that Compenso was going to be acting as,
18 and I appreciate these are not your words, but an
19 early warning system?

20 MS. SARA ALMAS: No.

21 MR. JOHN MATHER: Okay. So I'd like
22 to mark this as an exhibit.

23 THE HONOURABLE FRANK MARROCCO: Yes.

24

25 --- EXHIBIT NO. 3: ALE0000192

1 MR. JOHN MATHER: Okay. And then if
2 we could go back to the document we had up, which was
3 see CJI9206.

4

5 (BRIEF PAUSE)

6

7 CONTINUED BY MR. JOHN MATHER:

8 MR. JOHN MATHER: Ms. Almas, we've
9 brought your notes back up on the screen, and while I
10 -- while it's on my mind, I'd like to mark this as an
11 exhibit as well.

12 THE HONOURABLE FRANK MARROCCO: Yes.

13

14 --- EXHIBIT NO. 4: CJI0009206

15

16 CONTINUED BY MR. JOHN MATHER:

17 MR. JOHN MATHER: So you mentioned
18 Ian Chadwick in your earlier answer. And Mr. Chadwick
19 was a counsellor at the time, is that correct?

20 MS. SARA ALMAS: Correct.

21 MR. JOHN MATHER: And we see here
22 there's a note that says, "Ian's role, Media Relations
23 Training." You've touched on it a bit, but I just
24 want to make sure we have a -- a complete answer.
25 What do you recall Mr. Bonwick telling you about what

1 Mr. Chadwick would be doing?

2 MS. SARA ALMAS: I don't -- certainly.

3 I don't recollect that -- that Ian's role was

4 specifically talked about in the context of his

5 proposal. I believe, because it was at that time that

6 we knew that Ian was doing some work and there was

7 some questions the odd time that would happen between

8 staff and the public about on Ian's role with

9 Compenso, so I sought -- I believe that I sought the

10 opportunity at this time just to have a, you know,

11 conversation about what Ian actually did for the

12 company.

13 MR. JOHN MATHER: So at this point in

14 time you were -- you were aware that the -- that the -

15 - the public -- it was publicly known that Mr.

16 Chadwick was working for Compenso. Do I have that

17 correct?

18 MS. SARA ALMAS: I -- I believe so.

19 MR. JOHN MATHER: Okay. And why did

20 you believe so?

21 MS. SARA ALMAS: I know that at a

22 certain time that his -- his name was on the public

23 website, and it would have been from staff or the

24 public that would've contacted me to let me know.

25 MR. JOHN MATHER: I'm sorry, what do

1 you mean by the public website?

2 MS. SARA ALMAS: The public would have
3 let ... not public website.

4 MR. JOHN MATHER: Okay.

5 MS. SARA ALMAS: Sorry, the -- the
6 Compenso website had -- had information on it.

7 MR. JOHN MATHER: Okay. So, and --
8 and again I just want to make sure I understand
9 clearly. At this point you -- you don't -- maybe I'll
10 put it this way, you don't recall whether Mr. Bonwick
11 said whether Mr. Chadwick was working in relation with
12 PowerStream?

13 MS. SARA ALMAS: Correct.

14 MR. JOHN MATHER: Okay. So the next
15 document I'd like to be pulled up is ALE175.

16

17 (BRIEF PAUSE)

18

19 MR. FREDERICK CHENOWETH: Your Honour,
20 before we move to that exhibit, are these exhibits to
21 have exhibit numbers or do I take it that we're just
22 going to refer to them by their ALE number?

23 THE HONOURABLE FRANK MARROCCO: How do
24 you want to do that?

25 MS. KATE MCGRANN: I think for ease of

1 reference we'll continue to refer to them by the
2 document ID that you've been heard called out so far
3 this morning.

4 THE HONOURABLE FRANK MARROCCO: If
5 that becomes a problem, let me know and we'll just
6 change the way we're --

7 MR. WILLIAM MCDOWELL: Just one second
8 on that point. It -- it's possible I think just to --
9 to mark them with -- on the database with a code, so
10 it's the same number but it has a checkmark or
11 something that indicates that it's been made an
12 exhibit.

13 MS. KATE MCGRANN: We'll look into
14 that and come back to you. Thanks.

15 MR. JOHN MATHER: So, Ms. Almas, on
16 the screen we have an email dated June 2nd, 2011.
17 It's from Mr. Bonwick to Brian Bentz, John Glicksman,
18 copied to yourself.

19 As a preliminary question, did you know
20 who Mr. Bentz was prior to meeting Mr. Bonwick?

21 MS. SARA ALMAS: I don't believe so.
22 I don't believe that I -- I would have known him until
23 the meeting that I had with -- with Paul.

24 MR. JOHN MATHER: And I think you said
25 earlier that Mr. Bonwick suggested that Mr. Bentz had

1 had some potential concerns, and again I'm not trying
2 to put words in your mouth so please correct me if I'm
3 wrong, but had some potential concerns and wanted Mr.
4 Bonwick to speak to the Town.

5 Do you remember what Mr. Bonwick said
6 about Mr. Bentz's concerns during the meeting?

7 MS. SARA ALMAS: Sorry, just -- just
8 to clarify, I don't recoll -- I don't recollect that
9 he said -- told Mr. Bonwick to contact the Town to get
10 clarity.

11 MR. JOHN MATHER: Okay.

12 MS. SARA ALMAS: I think -- I think he
13 was told that he needs to provide PowerStream with
14 confirmation that there wouldn't be any sort of
15 conflict, so he reached out --

16 MR. JOHN MATHER: Right.

17 MS. SARA ALMAS: -- obviously to me.

18 MR. JOHN MATHER: Right, and thank
19 you. Thank you for clarifying.

20 Do you remember anything else about
21 what Mr. Bonwick said about PowerStream or Mr. Bentz'
22 concerns?

23 MS. SARA ALMAS: They just didn't want
24 any potential opportunities that came in the future to
25 be impacted by a conflict with -- with his sister.

1 MR. JOHN MATHER: Who was the mayor at
2 the time?

3 MS. SARA ALMAS: Mayor Cooper, yes.

4 MR. JOHN MATHER: Do you -- do you
5 remember at the time receiving this email?

6 MS. SARA ALMAS: I do.

7 MR. JOHN MATHER: And what was your
8 reaction to receiving this email?

9 MS. SARA ALMAS: I remember being
10 disappointed. Obviously he put the word "opinion" in
11 brackets, because we had the conversation that I don't
12 provide legal advice or opinion. He noted in there,
13 Provincial Conflict of Interest Act, and I -- I
14 addressed the Municipal Conflict of Interest Act, but
15 generally I wasn't -- I wasn't -- I wasn't overly
16 surprised. Those were the two things I was frustrated
17 about, but generally I thought it was -- it was a
18 pretty accurate description of what -- what we had a
19 conversation about.

20 MR. JOHN MATHER: Okay. So the two
21 things you were frustrated about was the word
22 "opinion" in brackets and the Provincial Conflict of
23 Interest Act. Can you just expand on why you were
24 concerned about the word "opinion"?

25 MS. SARA ALMAS: Because it -- it gave

1 more of a -- a legal framework to it in my -- I
2 personally believe that it made it look like it was
3 more of a legal interpretation I was providing by
4 putting the word "opinion" in there.

5 MR. JOHN MATHER: Right. And you had
6 expressed to Mr. Bonwick that you weren't providing a
7 legal opinion.

8 MS. SARA ALMAS: Correct.

9 MR. JOHN MATHER: And what concerned
10 you about the use of the term "Provincial Conflict of
11 Interest Act"?

12 MS. SARA ALMAS: Because I didn't
13 speak to anything except for the Municipal Conflict of
14 Interest Act.

15 MR. JOHN MATHER: Did anything else
16 concern you about this email?

17 MS. SARA ALMAS: No. In hindsight it
18 -- it seemed okay because I was -- basically what he
19 had described as his services were. He didn't detail
20 what -- what the services were in the response, but I
21 took his services different than Mr. Bentz and John
22 Glicksman would've taken his services.

23 MR. JOHN MATHER: And you -- you've
24 explained to us how you -- you understood his
25 services, so --

1 MS. SARA ALMAS: Yeah.

2 MR. JOHN MATHER: -- based on what Mr.
3 Bonwick had described what services would be, was this
4 a fair characterization for him to write that you had
5 -- that you were quote, "Quite clear that there was no
6 conflict of interest based on my company's
7 relationship with PowerStream"?

8 MS. SARA ALMAS: And again I addressed
9 it as the Municipal Conflict of Interest Act, it was
10 not applicable to siblings.

11 MR. JOHN MATHER: So sorry, and so --
12 so --

13 MS. SARA ALMAS: So generally, that's
14 correct.

15 MR. JOHN MATHER: Based on what you --
16 you knew the time.

17 MS. SARA ALMAS: Yeah.

18 MR. JOHN MATHER: Now having seen Mr.
19 Bonwick's retainer with PowerStream, do you think that
20 was a fair characterization?

21 MS. SARA ALMAS: No.

22 MR. JOHN MATHER: Why not?

23 MS. SARA ALMAS: I -- I -- I --
24 actually I -- my response regarding the Municipal
25 Conflict of Interest Act is -- is clear, because the

1 Municipal Conflict of Interest Act is specific and it
2 doesn't include siblings, so I -- I think that's okay.
3 Do I think that if I knew the full extent of what the
4 services were, I may have responded differently? I'm
5 not so sure.

6 I think the biggest thing that I'm
7 frustrated that I didn't do, and as -- as you can see
8 later on I actually bring this to the attention of our
9 CAO at the time, because it was concerning me a little
10 bit, is I wish that I had responded just -- just be
11 clear this is not a legal opinion or an interpretation
12 or legal advice.

13 MR. JOHN MATHER: So in retrospect you
14 wish you would have responded and identified that it
15 wasn't a legal opinion or legal advice. Is there
16 anything else you would've said in retrospect?

17 MS. SARA ALMAS: I think I -- I would
18 have made it clear too in the response that, you know,
19 if that's what you're looking for, you need to go and
20 satisfy yourself, you know, same as what I would tell
21 a member of counsel.

22 MR. JOHN MATHER: At this point in
23 time wasn't unusual for someone who wasn't a member of
24 council to be coming to you asking questions about the
25 Municipal Conflict of Interest Act?

1 MS. SARA ALMAS: Yes, that was -- that
2 would be rare.

3 MR. JOHN MATHER: Can you think of
4 another occasion on when it occurred?

5 MS. SARA ALMAS: I cannot off hand.
6 If a member of the public was concerned that another
7 member -- that a member of council had -- had
8 contravened the act, I may get an inquiry, but again
9 very rare.

10 MR. JOHN MATHER: I would like to mark
11 this document as an exhibit.

12 THE HONOURABLE FRANK MARROCCO: Yes.
13 So ordered.

14

15 --- EXHIBIT NO. 5: ALE0000175

16

17 MR. JOHN MATHER: So the next document
18 I'd like to pull up is TOC 49090.

19

20 (BRIEF PAUSE)

21

22 CONTINUED BY MR. JOHN MATHER:

23 MR. JOHN MATHER: So if we scroll
24 down, we can see that it's the email we were just
25 looking at from Mr. Bonwick to Mr. Bentz and Mr.

1 Glicksman, and you then forwarded it on. If we scroll
2 to the top to Ms. Wingrove, Kim Wingrove -- and she
3 was the CAO at the time, is that correct?

4 MS. SARA ALMAS: Correct.

5 MR. JOHN MATHER: Okay. Is this what
6 you were referring to when you said that you forwarded
7 on the email to Ms. Wingrove?

8 MS. SARA ALMAS: Correct.

9 MR. JOHN MATHER: What did Ms.
10 Wingrove say about the email?

11 MS. SARA ALMAS: I -- I recollect we -
12 - we had a brief conversation, and I said, you know, I
13 did have this conversation with Mr. Bonwick and I
14 wanted to bring this to your attention.

15 And I remember saying, you know, like
16 technically he's not saying that I'm giving legal
17 advice, and I remember having a conversation, is this,
18 you know, one of the battles that we should engage in
19 or not engage in, and we -- it was collectively after
20 the conversation determined that it would remain
21 unanswered.

22 MR. JOHN MATHER: What you mean by is
23 this one of the battles we should engage in or not
24 engage in?

25 MS. SARA ALMAS: Like, I think, like -

1 - like having -- actually I don't -- I don't even know
2 how to -- like, is this -- is this -- does this
3 warrant a response basically I think was -- was
4 basically our conversation, and then we decided that,
5 you know -- you know, rather than engaging in -- in
6 the situation, sometimes it's -- it's best just to
7 leave things alone, and I believe that was the context
8 of our conversation and hence the hindsight that I
9 wish I had just responded.

10 MR. JOHN MATHER: Understood,
11 understood. Other than forwarding this email to Ms.
12 Wingrove and having the conversation you've described,
13 did you take any other steps after receiving this
14 email?

15 MS. SARA ALMAS: No.

16 MR. JOHN MATHER: Did you have any
17 further conversations with Ms. Wingrove about Mr.
18 Bonwick?

19 MS. SARA ALMAS: Not that I recollect.

20 MR. JOHN MATHER: Did you ever have
21 any further conversations with Mr. Bonwick about his
22 work for PowerStream?

23 MS. SARA ALMAS: Not that I recollect.

24 MR. JOHN MATHER: And as the process
25 towards the RFP for the sale of Collus, the sale of

1 Collus and the transaction progressed, you know, from
2 this date, June 2011 into July 2012, are you -- are
3 you -- were you aware of Mr. Bonwick's work for
4 PowerStream ever coming up in conversation or being
5 brought to your attention again?

6 MS. SARA ALMAS: I don't recollect it
7 coming to my attention again.

8 MR. JOHN MATHER: Do you recall
9 whether you ever thought about Mr. Bonwick's work for
10 PowerStream as the Collus sale was being carried
11 through?

12 MS. SARA ALMAS: I -- I -- I -- I'm
13 sure that I did but I don't recollect at what point.

14 MR. JOHN MATHER: Okay. So it sounds
15 like you -- you don't recollect where but you think
16 you maybe did. Do you remember what you thought? Did
17 you have a concern? Do you remember what the
18 recollection was?

19 MS. SARA ALMAS: You know, piecing
20 together, like, once I became aware that the sale was
21 happening and soon as I heard that one of the
22 participants was -- was PowerStream, you know, would
23 have been that kind of trigger that, hmm --

24 MR. JOHN MATHER: You said would have
25 been the trigger. Do -- do you remem -- and I just

1 want --

2 MS. SARA ALMAS: No.

3 MR. JOHN MATHER: That's fine.

4 MS. SARA ALMAS: It's so long ago. I
5 apologize.

6 MR. JOHN MATHER: No, no. And
7 understood. It's -- it's a -- it's a while. And I
8 take it then -- do you recall ever speaking to anyone
9 about Mr. Bonwick and PowerStream later in the
10 process, for instance after it was announced they were
11 a bidder?

12 MS. SARA ALMAS: No, because I had the
13 whole conversation with the CAO and the CAO was
14 involved throughout the -- the pro -- process on the
15 task team, so she was aware and if she felt that that
16 was an issue that came up, I respected that she would
17 have made a statement.

18 MR. JOHN MATHER: Understood. So the
19 next document I would like to pull up is CJI10492.

20

21 (BRIEF PAUSE)

22

23 MR. JOHN MATHER: So we're scrolling
24 through the document, and if we go to the top of the
25 page -- so it's my understanding that this is another

1 copy of a page from your notebook. Is that correct?

2 MS. SARA ALMAS: Correct.

3 MR. JOHN MATHER: And the date on the
4 top of the note is May 18th, 2011, and if we scroll
5 down, there is a note that says "Collus - valuation,
6 financial report, in-camera, council rep, arrow
7 motion."

8 Do you recall the circumstances of you
9 making this note on or around May 18th?

10 MS. SARA ALMAS: So certainly the next
11 the next -- the next council meeting, I believe it was
12 the -- the public presentation of Collus presenting
13 their business plan, and so I would have been given
14 information to say, you know, when you're preparing
15 your agenda, you know, this is the -- the information.
16 I did note in-camera on here.

17 In reviewing actually the -- the next
18 set of minutes, there was no in-camera, because quite
19 regularly I'd be asked to have something to go in-
20 camera and I would have to say whether it met the test
21 of being in-camera or not, and I could see that this
22 could have been one of those instances.

23 MR. JOHN MATHER: Of whether or not it
24 would be in-camera or not?

25 MS. SARA ALMAS: So I might have been

1 told by, and most likely it would have been Ed
2 Houghton saying that on the next agenda we need these
3 items to go forward, including an in-camera, and then
4 I would have to make the decision whether it's an in-
5 camera or not, because I -- I don't believe that there
6 was an in-camera actually on that meeting.

7 MR. JOHN MATHER: Do you recall Mr.
8 Houghton or anyone else specifically mentioning that
9 there had been a valuation of Collus at this point?

10 MS. SARA ALMAS: No. Just it was
11 provided me in this context, together with their
12 business plan, but it didn't trigger a sale to me.

13 MR. JOHN MATHER: And -- and I
14 appreciate that. I'm just wondering if, you know,
15 looking at this note today but then going back to
16 2011, May 2011, if you recall anyone telling you that
17 there had been a valuation of Collus or there was a
18 contemplation of a valuation of Collus, so there was
19 someone determining what its -- what its value would
20 be?

21 MS. SARA ALMAS: I wasn't involved
22 with the Collus board at all, and so I would write
23 down face value the information that was given and I
24 wasn't aware what they were doing.

25 MR. JOHN MATHER: And I think -- I

1 just want to make sure I have this correct, that you
2 don't recall who gave you whatever information that
3 led to this note?

4 MS. SARA ALMAS: Correct. And I
5 didn't -- I didn't note it here and I can't remember--

6 MR. JOHN MATHER: Can't remember.

7 MS. SARA ALMAS: -- eight (8) years
8 ago.

9 MR. JOHN MATHER: I would like to mark
10 this document as an exhibit.

11 THE HONOURABLE FRANK MARROCCO: Yes.

12

13 --- EXHIBIT NO. 6: CJI0010492

14

15 CONTINUED BY MR. JOHN MATHER:

16 MR. JOHN MATHER: The next document
17 I'd like to pull up is CJI9217.

18

19 (BRIEF PAUSE)

20

21 MR. JOHN MATHER: And then after that
22 I'd also like to pull up 9218.

23

24 (BRIEF PAUSE)

25

1 MR. JOHN MATHER: So we'll come back
2 to it, Ms. Wingrove (sic) (phonetic) but this is
3 documents CJI9217, so if we could just scroll.

4

5 (BRIEF PAUSE)

6

7 MR. JOHN MATHER: Actually, no, we --
8 we'll stay here for now. Do you recognize this
9 document?

10 MS. SARA ALMAS: Yes.

11 MR. JOHN MATHER: What is it?

12 MS. SARA ALMAS: It was the mayor's
13 speaking notes.

14 MR. JOHN MATHER: The mayor's speaking
15 notes from when?

16 MS. SARA ALMAS: I believe it's
17 December the 5th.

18 MR. JOHN MATHER: Is there something
19 you want to see? Do you want to go to the top of the
20 document?

21 MS. SARA ALMAS: The very top of the
22 page, I -- I've noted to keep with the December 5th
23 in-camera package and that it was confidential.

24 MR. JOHN MATHER: So these are the
25 mayor's speaking notes from December 5th from a

1 council meeting?

2 MS. SARA ALMAS: From the in-camera
3 council meeting, correct.

4 MR. JOHN MATHER: And how do you know
5 these are the mayor's notes?

6 MS. SARA ALMAS: Because -- let's just
7 go back to the bottom. Number one, I was present at
8 the meeting, so I observed her speaking, and this is -
9 - these are her notes.

10 MR. JOHN MATHER: I'm sorry, I just --
11 I -- I just want to make sure, like, why do you
12 believe these to be her notes? Did you see her write
13 them, for instance?

14 MS. SARA ALMAS: Yes. I generally sit
15 beside the mayor at -- at all meetings, and they
16 regularly -- the mayor will regularly write notes on
17 her information, notes for herself to remember
18 whenever she is speaking, and then after all in-camera
19 meetings are finished, I gather all of the materials
20 from in-camera because obviously all the materials are
21 confidential, and I would have collected her material
22 and this was with it.

23 MR. JOHN MATHER: Yeah. And so do you
24 recognize this as her handwriting?

25 MS. SARA ALMAS: Yes.

1 MR. JOHN MATHER: So I'd like to mark
2 this as an exhibit.

3 THE HONOURABLE FRANK MARROCCO: Yes.
4

5 --- EXHIBIT NO. 7: CJI0009217
6

7 MR. JOHN MATHER: And then I will pull
8 up CJI9218.
9

10 (BRIEF PAUSE)
11

12 CONTINUED BY MR. JOHN MATHER:

13 MR. JOHN MATHER: So this is a -- a
14 different document. Do you recognize it?

15 MS. SARA ALMAS: It -- it -- it
16 appears to be more notes from the mayor.

17 MR. JOHN MATHER: Okay. And can we
18 scroll down?
19

20 (BRIEF PAUSE)
21

22 MR. JOHN MATHER: Do you have any --
23 do you -- do you have any reason to believe that these
24 notes are from the same meeting as the notes we just
25 looked at?

1 MS. SARA ALMAS: I believe that they
2 are the same -- same meeting.

3 MR. JOHN MATHER: And why do you
4 believe that?

5 MS. SARA ALMAS: Because I believe on
6 December the 5th was whenever council instructed staff
7 to pursue negotiations with the number one proponent
8 and report back to council.

9 MR. JOHN MATHER: This is the -- the
10 December 5th in-camera meeting where a decision was --

11 MS. SARA ALMAS: I believe so. I
12 would have to look at my notes but I believe on
13 December 5th that's what happened.

14 MR. JOHN MATHER: Yeah. I'd like to
15 mark this as an exhibit.

16 THE HONOURABLE FRANK MARROCCO: Yes.

17

18 --- EXHIBIT NO. 8: CJI0009218

19

20 (BRIEF PAUSE)

21

22 MR. JOHN MATHER: Ms. Almas, in 2010
23 to 2012, were you ever involved in any procurement or
24 RFPs for the Town of Collingwood?

25 MS. SARA ALMAS: Generally within --

1 within the bylaw, I believe it was 2006, the clerk had
2 some responsibilities within the bylaw. It was -- the
3 bylaw was actually finalized by an external lawyer at
4 Aird & Berlis through our Treasury Department and
5 responsibility for purchasing was either through the
6 buyer or purchasing manager or department head and --
7 and on the prescribed forms that were provided by the
8 Treasurer, I believe.

9 MR. JOHN MATHER: That was in 2010 to
10 2012?

11 MS. SARA ALMAS: Yes.

12 MR. JOHN MATHER: So at that point in
13 time did you have any role in Town RFPs or
14 procurement?

15 MS. SARA ALMAS: I -- so that -- I was
16 responsible for opening, so at that time all RFPs that
17 the Town of Collingwood issued, it was the clerk's
18 requirement to be present and to open those and then
19 work with either the department head or the buyer
20 regarding any sort of official process that, you know,
21 that might need to be completed.

22 MR. JOHN MATHER: What do you mean you
23 were responsible for opening? What -- what did that
24 involve?

25 MS. SARA ALMAS: So generally --

1 generally all the RFPs or tenders that were provided
2 were actually opened in a public forum.

3 MR. JOHN MATHER: And by opened do you
4 mean what was submitted was --

5 MS. SARA ALMAS: Right. So it was --
6 it was publicly known who bid on a project, and -- but
7 the -- if there was a two-envelope system, the price
8 envelope wouldn't be provided but at least it would be
9 known who -- who was bidding.

10 MR. JOHN MATHER: And can you just
11 explain, again for someone who might not be familiar
12 with procurement, what a two-envelope system is?

13 MS. SARA ALMAS: Certainly. So
14 basically we ask that proposals be submitted, one (1)
15 including background information, the proposal, the
16 details, any sort of experience, any sort of reference
17 material that they have to support their bid, with the
18 second envelope being retained with only the price on
19 what they're -- they're bidding, the -- the dollar
20 amount. So basically you would evaluate the criteria
21 and then only the top ring bidders, I generally would
22 be able -- you'd open their -- the second envelope.

23 MR. JOHN MATHER: So a proponent would
24 submit two (2) envelopes. One (1) would contain what
25 was essentially non-financial criteria. Is that a

1 fair characterization?

2 MS. SARA ALMAS: Correct.

3 MR. JOHN MATHER: And then one
4 envelope would contain the financial criteria?

5 MS. SARA ALMAS: Correct.

6 MR. JOHN MATHER: And I think I
7 understood from your answer, the non-financial
8 criteria would typically be opened publicly?

9 MS. SARA ALMAS: Correct.

10 MR. JOHN MATHER: Okay. And -- and
11 then from there the top bidders, the financial
12 envelope would be opened?

13 MS. SARA ALMAS: So I should clarify
14 that. That's our process since we implemented our new
15 purchasing bylaw in 2014 or '15, but before that, I
16 can't recollect if -- if all the prices were opened in
17 2010 to '12 or whether it was just the top ring
18 bidders, because now it's just the top ring bidders,
19 would you get the second one.

20 MR. JOHN MATHER: Fair enough, so not
21 -- not certain in two thousand --

22 MS. SARA ALMAS: Yeah.

23 MR. JOHN MATHER: -- ten, 2012,
24 whether all of the financial envelope would be opened
25 or not.

1 MS. SARA ALMAS: Right.

2 MR. JOHN MATHER: But would -- the
3 ones that would be opened, would they be opened
4 publicly?

5 MS. SARA ALMAS: Generally.

6 MR. JOHN MATHER: Generally, okay.
7 And in 2010 to 2012 were most procurements two-
8 envelope procurements; were some?

9 MS. SARA ALMAS: I -- I believe that
10 anything significant was generally done with the two-
11 envelope system, but I have -- I'd have to go through
12 my records.

13 MR. JOHN MATHER: That's -- that's
14 your recollection, that more significant matters would
15 -- would go --

16 MS. SARA ALMAS: Yes.

17 MR. JOHN MATHER: -- would generally
18 go two envelopes? Is that -- is that fair?

19 MS. SARA ALMAS: Correct.

20 MR. JOHN MATHER: Okay. In terms of
21 the weighting of the value of the non-financial
22 submission versus the financial submission, was -- and
23 again 2010 to 2012, was there any policy or guideline
24 on how those two components of a bid should be
25 weighted?

1 MS. SARA ALMAS: No, there wasn't a
2 guideline and I -- I -- I'm aware that when they did,
3 depending on the significance and depending what the
4 project was and the proposal was for, whether it was
5 for a professional service or -- or something else,
6 but it -- it wasn't consistent. It wasn't -- whether
7 it was 60/40 or 70/30. It varied depending on the
8 project.

9 MR. JOHN MATHER: Okay. So I want to
10 move to a bit of a different topic area at this point,
11 and just to put everyone and yourself in a point in
12 time, I want to ask some questions about the process
13 of negot -- of the signing of the Transaction
14 documents.

15 And by that I mean we can see in the
16 Foundation Document that on January 23rd, 2012,
17 Council decided to proceed with the negotiations with
18 PowerStream to finalize a sale of 50 percent of Collus
19 that followed the December 5th meeting, 2011, we spoke
20 to earlier where they instructed staff -- or sorry,
21 instructed -- you'll correct me if I'm misstating
22 this, but instructed staff to continue negotiations.
23 So I want to talk about that process of finalizing the
24 Transaction documents.

25 Were you involved in that process?

1 MS. SARA ALMAS: No.

2 MR. JOHN MATHER: It's my
3 understanding that you signed the Transaction
4 documents.

5 MS. SARA ALMAS: Yes.

6 MR. JOHN MATHER: Is that correct?

7 MS. SARA ALMAS: That's correct.

8 MR. JOHN MATHER: Okay.

9 MS. SARA ALMAS: I'm a signatory for
10 the Corporation.

11 MR. JOHN MATHER: And it's also my
12 understanding that in order to have those Transaction
13 documents signed, a bylaw needed to be passed. Is
14 that fair?

15 MS. SARA ALMAS: That's correct.

16 MR. JOHN MATHER: Okay. Were you
17 involved in drafting that bylaw?

18 MS. SARA ALMAS: Ironically I wasn't
19 on this one.

20 MR. JOHN MATHER: And why do you say
21 ironically you were not?

22 MS. SARA ALMAS: Because I recall
23 receiving the bylaw actually from Leo Longo, a draft
24 bylaw that was circulated to, I believe, my -- myself
25 and the CAO and -- and Ed Houghton at the time, but

1 generally the clerk's department prepares 95 percent
2 of all the bylaws that -- that we do, unless it's some
3 sort of complex nature that -- that we would have
4 done. I know in the remaining sale transaction, we
5 had solicitor involvement as well, but it also include
6 more provisions in there because we had to deal with
7 buy-sell requirements, so basically if -- if I had
8 prepared the bylaw, it would have been more simplified
9 in its nature.

10 MR. JOHN MATHER: Okay, and so maybe
11 to assist in understanding that a bit further, we'll
12 pull up page 196 of the Foundation Document.

13

14 (BRIEF PAUSE)

15

16 MR. JOHN MATHER: And, Your Honour, I
17 -- at this point I don't know what your views on a
18 morning break. I'm happy to continue but I just --

19 THE HONOURABLE FRANK MARROCCO: 11:30.

20 MR. JOHN MATHER: 11:30?

21 THE HONOURABLE FRANK MARROCCO: 11:30,
22 if that's okay with everybody, for 15 minutes.

23 MR. JOHN MATHER: All right, thank
24 you. So Ms. Almas, if we could draw your attention to
25 paragraph 492, there's a description of -- on January

1 17th, 2012, Leo Longo of Aird & Berlis sent Ed
2 Houghton a draft bylaw authorizing Collingwood to
3 enter the Share Purchase Agreement and the Unanimous
4 Shareholders Agreement with PowerStream. And I just
5 want to ask you a few questions to help understand
6 what's going on in these -- these coming paragraphs.

7 So the Share Purchase Agreement and the
8 Unanimous Shareholders Agreement, it's our
9 understanding that those are the -- the primary
10 documents that effected the sale of Collus. Is that
11 your understanding?

12 MS. SARA ALMAS: That's correct.

13 MR. JOHN MATHER: Okay. And who was
14 Leo Longo?

15 MS. SARA ALMAS: Leo Longo was the
16 Town's municipal solicitor.

17 MR. JOHN MATHER: And he works for
18 Aird & Berlis?

19 MS. SARA ALMAS: Correct.

20 MR. JOHN MATHER: And so was this what
21 you were referring to when you said that Mr. Longo
22 drafted the bylaw authorizing Collingwood to enter the
23 -- the two (2) agreements?

24 MS. SARA ALMAS: Correct.

25 MR. JOHN MATHER: Okay. And so is it

1 fair to say, based on what you've said, you would --
2 you at the time would have expected to be responsible
3 for drafting the bylaw?

4 MS. SARA ALMAS: Generally I would for
5 -- for items of a similar nature.

6 MR. JOHN MATHER: Did anyone have any
7 discussions with you about why Mr. Longo would be
8 drafting this bylaw?

9 MS. SARA ALMAS: No. However, I knew
10 that Aird & Berlis, you know, had been working very
11 intimately on this file, so I know that generally that
12 when bylaws come forward and my responsibility with
13 them is really to ensure they're technical in nature
14 and that they're enforceable, so obviously coming from
15 the -- the lawyer, I didn't have any concern because
16 basically it's -- it's the author of whoever needs the
17 bylaw, it's -- it's however they -- they want that
18 information to be contained.

19 MR. JOHN MATHER: Understood. So
20 unusual that Mr. Longo was drafting it but you weren't
21 concerned with the process at the time?

22 MS. SARA ALMAS: No.

23 MR. JOHN MATHER: Okay. So if we can
24 scroll down to paragraph 493.

25

1 (BRIEF PAUSE)

2

3 MR. JOHN MATHER: And so I don't
4 propose to take you to the whole bylaw, so I'm just
5 going to ask you questions that are set out in the
6 document. So this paragraph says the bylaw drafted by
7 Mr. Longo included the following clauses, and there's
8 two (2) clauses there. The first is,

9 "That the mayor and clerk be
10 authorized to execute the Share
11 Purchase Agreement and Shareholders
12 Agreement with PowerStream
13 respecting the purchases of shares
14 of the Collingwood Utility Services
15 Corp. once those agreements are in a
16 form and content to the satisfaction
17 of the Town's solicitor."

18 Do you have any -- looking at that now,
19 do you have any concerns about that clause, any
20 thoughts about the clause?

21 MS. SARA ALMAS: No.

22 MR. JOHN MATHER: Is that something
23 you would have included had you drafted the bylaw?

24 MS. SARA ALMAS: We generally
25 wouldn't, you know, indicate actually within the bylaw

1 to the satisfaction of the Town's solicitors because
2 Town staff, you know, take the advice of their
3 solicitors before we signed an agreement anyways, so
4 it was common practice, you know, whether it was
5 included in -- within the -- the specificity of the
6 bylaw or not.

7 MR. JOHN MATHER: So just to make sure
8 I understand, it wasn't your practice to include
9 satisfaction of the Town's solicitor, instead it would
10 be the satisfaction of the staff member under the
11 understanding that that staff member would be taking
12 advice from the solicitor?

13 MS. SARA ALMAS: No. Basically would
14 say that the mayor and clerk be authorized to execute
15 whatever documents are necessary to effect the
16 decision of council, in a very broad sense.

17 MR. JOHN MATHER: Okay. And -- and
18 --

19 MS. SARA ALMAS: We wouldn't say to
20 the satisfaction of anyone.

21 MR. JOHN MATHER: Okay. Oh, so it
22 wouldn't say to the satisfaction of anyone?

23 MS. SARA ALMAS: No.

24 MR. JOHN MATHER: But --

25 MS. SARA ALMAS: But --

1 MR. JOHN MATHER: -- on the
2 understanding that staff was going to be seeking legal
3 advice?

4 MS. SARA ALMAS: Absolutely.

5 MR. JOHN MATHER: Thank you. That
6 helps clarify.

7 And then the second portion of the
8 bylaw that's reflected here says,

9 "That appropriate Town staff and the
10 Town solicitor report back to
11 council as required, as the
12 conditions precedent to closing this
13 transaction are addressed, and in
14 any event prior to the final closing
15 of the share purchase Transaction."

16 Did you have, at the time or today, any
17 views on this portion of the bylaw?

18 MS. SARA ALMAS: No, I didn't -- I
19 didn't have any concerns when I -- I first read it.
20 With doing that, you know, obviously -- it's not
21 something that we would normally do prior to closing.

22 An analogy would be if I am authorized
23 to execute agreements on behalf of a corporation for a
24 purchase and sale, I don't then go back, sign the
25 agreement, and report back to Council to say I did

1 what you told me to do before it closes. So I -- I
2 did think that it was a little odd. For example,
3 council in our last transaction was provided with a
4 breakdown after the close had happened because we had
5 been provided other direction to undertake before --
6 before -- for the closing, so then we reported back,
7 you know, the outcome of the closing.

8 MR. JOHN MATHER: So what you're
9 identifying as odd or unusual is -- is the requirement
10 that before closing --

11 MS. SARA ALMAS: M-hm.

12 MR. JOHN MATHER: -- the staff or
13 solicitor report back to council.

14 MS. SARA ALMAS: Right. If there was
15 something that was significantly changed from what I
16 believe the intent that council approved and provided
17 the authorization on, then absolutely council --
18 report -- go back to council, but not just for the
19 fact of going back to council.

20 MR. JOHN MATHER: Okay, understood.
21 I'll have some more questions but I think it's 11:30,
22 so --

23 THE HONOURABLE FRANK MARROCCO: Just
24 before we break, number three, can you help me with --
25 what's that supposed to mean though, that --

1 "That the appropriate Town staff and
2 the Town solicitor report back to
3 counsel as required, as the
4 conditions precedent to closing the
5 transaction are addressed, and in
6 any event prior to final closing."

7 Condition precedent to closing the
8 transaction, so if they don't do it, can't close.

9 MS. SARA ALMAS: I didn't recollect
10 that that was a condition precedent, but again I
11 wasn't familiar with the documents nor with the
12 preparation of this.

13 THE HONOURABLE FRANK MARROCCO: Thank
14 you.

15 We'll break for fifteen (15) minutes.

16

17 --- Upon recessing at 11:31 a.m.

18 --- Upon resuming at 11:51 a.m.

19

20 THE HONOURABLE FRANK MARROCCO: I just
21 want to clarify, we will be marking the exhibits with
22 numbers and the documents that have been tendered so
23 far, we'll produce a list so you have the numbers for
24 them.

25

1 (BRIEF PAUSE)

2

3 MR. FREDERICK CHENOWETH: I just --
4 with respect to that, Your Honour, I -- I thought my -
5 - I thought My Friend, Mr. McDowell's comments were
6 useful and that he suggested that it may also be
7 possible to mark -- I take it he meant the Foundation
8 Document, with -- with a note that certain links were
9 made exhibits. If that's possible, that might be of
10 assistance as well.

11 THE HONOURABLE FRANK MARROCCO: I'll
12 think about that, Mr. Chenoweth.

13

14 CONTINUED BY MR. JOHN MATHER:

15 MR. JOHN MATHER: So if we could pull
16 back up the Foundation Document where we were, page
17 196.

18

19 (BRIEF PAUSE)

20

21 MR. JOHN MATHER: So paragraph 492, I
22 believe, was around where we were.

23

24 (BRIEF PAUSE)

25

1 MR. JOHN MATHER: So Ms. -- 493,
2 sorry. So Ms. Almas, just to reorient -- reorient
3 ourselves, we were discussing these two provisions of
4 the bylaw that Mr. Longo drafted. If we could go down
5 to the next paragraph.

6

7 (BRIEF PAUSE)

8

9 MR. JOHN MATHER: And so this is
10 paragraph 494 and we see that on January 18th, 2012,
11 Dennis Nolan, who was the Executive Vice-President,
12 Corporate Services, and Secretary at PowerStream, sent
13 Mr. Houghton a revised version of the draft bylaw that
14 Mr. Longo had prepared.

15 In this time period, Ms. Almas, would
16 you have expected that the counter-party to a
17 transaction would have had the opportunity to revise a
18 bylaw that had been prepared for the Town?

19 MS. SARA ALMAS: Absolutely not.

20 MR. JOHN MATHER: Why not?

21 MS. SARA ALMAS: Because this is the
22 Town's -- the Town's bylaw and it's how the Town wants
23 it to be in the form and approval for Town Council's
24 interests. It wasn't for PowerStream's interest.

25 MR. JOHN MATHER: Do you recall any

1 discussion within the Town about -- let me put it
2 another way -- were you -- as far as you were aware,
3 did anyone know that PowerStream had made a revision
4 of the bylaw drafted by Mr. Longo?

5 MS. SARA ALMAS: No. I was surprised
6 to see that it had been to PowerStream.

7 MR. JOHN MATHER: Do you remember any
8 conversations along those lines?

9 MS. SARA ALMAS: No.

10 MR. JOHN MATHER: I want to look at
11 the summary of changes in this paragraph in terms of
12 what Ms. -- the changes Mr. Nolan made to the bylaw,
13 starting with subparagraph (b) here which says that,

14 "Mr. Nolan replaced the requirement
15 that the Share Purchase Agreement
16 and the Unanimous Shareholders
17 Agreement be in a form and contents
18 to the satisfaction of the Town
19 solicitor, with a requirement that
20 the agreements be in form and
21 content to the satisfaction of the
22 mayor."

23 Reviewing that today, do you have any
24 concerns with that proposed change?

25 MS. SARA ALMAS: Certainly knowing

1 that at the time the mayor was involved with both the
2 Town and the task force that was undertaking the
3 review and negotiation with -- with PowerStream, I
4 understand that she would have a little bit more
5 intimate knowledge, but regardless I -- as I -- I knew
6 Mayor Cooper, I know that the mayor would be relying
7 upon legal and staff advice for executing such a
8 document, so I wasn't terribly concerned.

9 MR. JOHN MATHER: And when you say
10 wasn't terribly concerned, did you -- do you recall
11 reviewing, and now you may have answered this and I
12 apologize, but do you -- do you recall reviewing these
13 draft bylaws at the time or is this sitting here
14 today?

15 MS. SARA ALMAS: I recall receiving
16 the final version that came in that evening, and again
17 it came in on a Thursday evening, once we had gone
18 home from work with that final version from Mr.
19 Houghton, but again the bylaw, I am sure that the
20 technical components of the bylaw are there, but it
21 was -- it -- it's basically a CAO report, prepared the
22 staff report, and like I said earlier, it's the
23 Business Unit's requirement, what they believe should
24 be in the bylaw that -- that formed the bylaw.

25 MR. JOHN MATHER: And we can go to it

1 if we need to, but I think the final version of the
2 bylaw essentially has this change, which is it's in
3 the form and content to the satisfaction of the mayor.
4 So I understand that you saw that at the time and you
5 were comfortable with it. Is that fair?

6 MS. SARA ALMAS: Because I knew that
7 she'd be rely -- relying on the advice --

8 MR. JOHN MATHER: Right.

9 MS. SARA ALMAS: -- of our solicitors
10 and staff.

11 MR. JOHN MATHER: Yeah, which you
12 explained, so thank you.

13 So moving to Item (c), subparagraph
14 (c), it said,

15 "Remove the requirement of that --
16 requirement that Town staff and the
17 solicitor report back to council
18 before the closing of the
19 Transaction."

20 Do you see that?

21 MS. SARA ALMAS: Yes.

22 MR. JOHN MATHER: You have any
23 concerns with this proposed change?

24 MS. SARA ALMAS: No. I think we
25 touched upon it a little bit earlier.

1 MR. JOHN MATHER: The reasons we
2 discussed, that it -- in fact it wasn't -- it was
3 unusual to have a report back. Is that fair?

4 MS. SARA ALMAS: Right. Unless there
5 was some sort of significant change from what council
6 had -- had authorized.

7 MR. JOHN MATHER: Then with
8 subparagraph (d) it says,

9 "Added a clause authorizing the
10 mayor and town clerk to execute any
11 documents related to the
12 Transaction."

13 MR. JOHN MATHER: Do you recall at the
14 time whether this suggestion caused you any concern?

15 MS. SARA ALMAS: No, it didn't.

16 MR. JOHN MATHER: And why not?

17 MS. SARA ALMAS: That's generally in -
18 - in significant transactions, there could be other
19 documents that are required to effect the decision of
20 the Council and to ensure that we have the appropriate
21 authority, the Council authority through bylaw to
22 execute them. There's generally a statement like
23 this, I think within the bylaw.

24 MR. JOHN MATHER: Thank you. So as we
25 talked about, you -- you actually sign the documents

1 themselves. Do you recall when the Transaction
2 documents were signed?

3 MS. SARA ALMAS: They were signed
4 early March of 2012.

5 MR. JOHN MATHER: And --

6 MS. SARA ALMAS: Well, there's two
7 sets of signing the documents. There was those
8 documents and the signing at close.

9 MR. JOHN MATHER: Okay, and when was
10 the close, do you remember?

11 MS. SARA ALMAS: I believe it was on
12 July 31st.

13 MR. JOHN MATHER: So there was signing
14 in March 2012 and a signing on July 31st, 2012?

15 MS. SARA ALMAS: Right.

16 MR. JOHN MATHER: Do you remember what
17 happened in between those two signings, the March
18 signing and the July signing?

19 MS. SARA ALMAS: So once the
20 Transaction agreements were prepared, I believe the
21 requirement was that it's sent to the OEB and then OEB
22 has to approve it before that can be finalized, and I
23 believe that was what -- what occurred in between.

24 MR. JOHN MATHER: Okay. So there was
25 an initial signing and then the OEB approval process

1 and then a final signing?

2 MS. SARA ALMAS: Correct.

3 MR. JOHN MATHER: Is that fair
4 characterization?

5 MS. SARA ALMAS: I believe that's
6 true.

7 MR. JOHN MATHER: That's to the best
8 of your recollection.

9 Starting with the March signing, would
10 you have read the -- and when I say the Transaction
11 documents I mean the Share Purchase Agreement and
12 Unanimous Shareholders Agreement and any related
13 documents.

14 Would you have read those prior to
15 signing them?

16 MS. SARA ALMAS: No, I did not.

17 MR. JOHN MATHER: How did you know
18 what was in those documents?

19 MS. SARA ALMAS: So we actually
20 received an email from our Town solicitor, Leo Longo.
21 It included a memory -- sorry, a memorandum that
22 summarized what the documents were to be executed, and
23 he advised that he would be available to answer any
24 questions. So a meeting was scheduled via
25 teleconference with both Leo Longo, the CAO, the

1 mayor, and Ed Houghton, and we reviewed the various
2 agreements. So as I said before, we would not execute
3 any sort of documents without a solicitor review.
4 That is what happened on -- on those dates, you know,
5 whether it was included in the bylaw or not.

6 MR. JOHN MATHER: So -- so my question
7 was about the March date. So there was a call with
8 yourself, Mr. Longo, I believe you said the CAO, Mr.
9 Houghton. Did I miss anyone?

10 MS. SARA ALMAS: I believe -- I
11 believe it was just the four (4) of us.

12 MR. JOHN MATHER: The four (4) of us.
13 Do you remember anything specifically about that call?

14 MS. SARA ALMAS: Yes. I think in
15 reviewing some of the agreements, the CAO had some
16 concerns and wanted to have them addressed, so we
17 decided to have the call with Leo, and Ed participated
18 in that call and we discussed -- we have reviewed some
19 of the issues. There was questions. Ed tried to, you
20 know, explain why things were done a certain way. I
21 recall the discussion at some points where it was a
22 little -- was a little heated.

23 MR. JOHN MATHER: What do you mean by
24 "heated"?

25 MS. SARA ALMAS: Because the CAO was

1 asking some targeted questions and so Leo would say,
2 you know, because he wasn't, you know, familiar --
3 sorry, familiar with the details of some of the more
4 electricity sector-related information versus the
5 municipal components of it, so when he was speaking to
6 it, he was speaking generally, and I remember Ed
7 trying to explain or justify the reason why things
8 were done the way they were.

9 MR. JOHN MATHER: I'm going to go
10 through some of this, but I want to pick up on
11 something you just said, that Mr. Longo indicated that
12 he wasn't familiar with certain details, I believe
13 with respect to the energy sector.

14 Do you remember what those details
15 were?

16 MS. SARA ALMAS: Not -- not
17 specifically.

18 MR. JOHN MATHER: Do you remember
19 having any concern that Mr. Longo was expressing that
20 he didn't follow for -- or was having difficulty with
21 some details of the Transaction documents?

22 MS. SARA ALMAS: And that's what Ed
23 was trying to explain to him.

24 MR. JOHN MATHER: And from the best of
25 your recollection, did it appear that Mr. Longo was

1 satisfied with Mr. Houghton's explanation?

2 MS. SARA ALMAS: I believe during --
3 either during that conversation or following that
4 conversation, everybody was in agreement that the --
5 the documents were in a form that were satisfactory,
6 met what -- what council has requested --

7 MR. JOHN MATHER: And -- and can I --

8 MS. SARA ALMAS: -- and --

9 MR. JOHN MATHER: Oh, sorry.

10 MS. SARA ALMAS: -- and hence why they
11 were signed.

12 MR. JOHN MATHER: And just to put --
13 make sure we're clear on the point in time, this is
14 the conversation before the March signing of the
15 documents. Is --

16 MS. SARA ALMAS: Correct.

17 MR. JOHN MATHER: -- that correct?
18 Okay. And you mentioned that Ms. Wingrove had some
19 concerns or issues she wanted to raise. Do you
20 remember what those were?

21 MS. SARA ALMAS: I don't recall
22 what they specifically were about.

23 MR. JOHN MATHER: Do you have -- did
24 you have any discussions -- so following that call,
25 did you have any further conversations about what had

1 been discussed on that call, the disagreements or
2 issues that had been raised?

3 MS. SARA ALMAS: I'm sure that we did.
4 I had a pretty open professional relationship with the
5 CAO and I'm sure we would have went back to her
6 office, because they were in the same area, discussing
7 the -- the content of -- of the call, but I don't know
8 specifics.

9 MR. JOHN MATHER: Do you have a
10 specific recollection of speaking with her or is that
11 just something you think you would have done?

12 MS. SARA ALMAS: Yeah, it's something
13 that would be normal.

14 MR. JOHN MATHER: So again March -- in
15 the March signing, when you did sign the documents did
16 you feel comfortable with what had been explained to
17 you by Mr. Longo and Mr. Houghton?

18 MS. SARA ALMAS: Yes, yes. I was
19 comfortable -- the documents came forward from Ron
20 Clark, the energy sector lawyers, from Aird & Berlis
21 firm, provided to our solicitor, so they -- they
22 weren't even sent to me directly, and so they were --
23 were provided and reviewed to us by our Town
24 solicitor, and I recall I was comfortable following
25 our conversation with executing them.

1 MR. JOHN MATHER: Sorry -- what was
2 your understanding of Ron Clark's role?

3 MS. SARA ALMAS: So Mr. Ron Clark was
4 working primarily directly with -- with Ed Houghton
5 and Collus at the time, doing the detailed elect --
6 the -- you know, the electric industry -- industry
7 work that was required and obviously the -- the
8 recapitalization requirements and all that between I
9 think Ron Clark and Corrine Kennedy at the time.

10 MR. JOHN MATHER: And Ms. Clark and
11 Ms. -- sorry, Mr. Clark and Ms. Kennedy are both at
12 Aird & Berlis as well, correct?

13 MS. SARA ALMAS: Correct.

14 MR. JOHN MATHER: And so did you
15 understand Ms. -- Mr. Clark and Ms. Kennedy and Mr.
16 Longo to be representing the same people?

17 MS. SARA ALMAS: That's a very grey
18 area.

19 MR. JOHN MATHER: So what was your
20 understanding at the time, appreciating that you've
21 said it was grey?

22 MS. SARA ALMAS: So we did have Mr.
23 Longo -- provided advice throughout the process. Was
24 he retained specifically to be looking at these --
25 these agreements? Not that I'm aware of.

1 MR. JOHN MATHER: Who did you
2 understand Mr. Longo's client to be?

3 MS. SARA ALMAS: So Mr. Longo was the
4 Town's lawyer.

5 MR. JOHN MATHER: But he was repre --
6 and I don't mean to put words in your mouth, but I
7 take it from that he was representing the interests of
8 the Town.

9 MS. SARA ALMAS: There's -- there's
10 some confusion there, and --

11 MR. JOHN MATHER: And what was the
12 source -- what -- can you explain that confusion?

13 MS. SARA ALMAS: It's just because
14 now I have a lot of detail in my mind from what
15 transpired afterwards, and I am fully aware of
16 conversations where Mr. Longo had indicated that he
17 feels that he was not representing the Town, but at
18 that time did I feel that he was fully not
19 representing the Town. I think -- and there's
20 documents that evidence it, showing that he -- he was
21 suggesting some advice that was -- that was not taken.

22 MR. JOHN MATHER: And it's in the
23 Foundation Document and we can pull it up, but do you
24 recall -- and the document discusses some issues that
25 Mr. Longo raised -- do you recall those discussions at

1 the time or do -- do you -- or did you only learn
2 about them or recall them after reviewing the
3 Foundation Document?

4 MS. SARA ALMAS: I -- I knew at the
5 time because I knew -- I knew that the CAO wanted to
6 have a side conversation with Mr. Longo. I'm not
7 exactly sure what that was about, but I think it was
8 in relation to how these emails were occurring.

9 MR. JOHN MATHER: So if we could go to
10 page 190 of the Foundation Document.

11

12 (BRIEF PAUSE)

13

14 MR. JOHN MATHER: Paragraph 480 --
15 479 gives context to paragraph 480. So -- and we can
16 scroll through this, Ms. Almas, but this is a section
17 of the Foundation Document that discusses
18 conversations going on between, amongst others, Mayor
19 Cooper, Mr. Longo, Ron Clark, and in this section Mr.
20 Longo raises some questions about whether or not the
21 Town has received independent advice about the
22 Transaction. I'm summarizing.

23 I -- looking at the document, it does
24 not appear that you were -- and -- and if we scroll
25 through, we can see who was on these emails and

1 conversations. It does not appear that you were on
2 these email chains. Does that -- is that -- is that
3 your recollection?

4 MS. SARA ALMAS: That -- that's
5 correct. I believe that Leo was consulted by Ron
6 Clark and Corrine Kennedy only on specific items. He
7 didn't have an overall representation of the work.

8 MR. JOHN MATHER: Right. And so what
9 I want to, and I appreciate you've seen a -- a whole
10 bunch of material since that time, so I just want to
11 have an understanding of what you knew at the time in
12 terms of any issues or concerns that Mr. Longo was
13 raising about the Town's interests or whether they
14 needed independent advice.

15 Do you recall anything at the time?

16 MS. SARA ALMAS: No, but that is the
17 reason why we had the call with him before signing the
18 Transaction documents, so seeing as, he provided us
19 the Transaction documents and he reviewed the
20 Transaction documents with us. I felt by -- from this
21 January time frame to that March time frame, he got
22 associated with -- with the agreements.

23 MR. JOHN MATHER: Did you ever have
24 conversations with Mr. Clark or Ms. Kennedy about the
25 Transaction documents?

1 MS. SARA ALMAS: They might be -- they
2 were asking for various documents here and there
3 throughout the preparation of the information that I
4 provided but that was it.

5 MR. JOHN MATHER: So do you -- do you
6 recall them giving you any advice or explaining
7 anything to you about the documents?

8 MS. SARA ALMAS: No.

9 MR. JOHN MATHER: Who did you
10 understand them to be representing?

11 MS. SARA ALMAS: Collus.

12 MR. JOHN MATHER: Collus.

13 THE HONOURABLE FRANK MARROCCO: Sorry.
14 Sorry, who did you understand to be representing
15 Collus?

16 MS. SARA ALMAS: Ron -- Ron Clark and
17 Corrine Kennedy.

18 THE HONOURABLE FRANK MARROCCO: Thank
19 you.

20 MR. JOHN MATHER: Do you recall if you
21 have any concerns about lawyers from the same law firm
22 representing Collus and the Town?

23 MS. SARA ALMAS: I didn't. You know,
24 the -- the Town was 100 percent owner of the Collus
25 company and it was the Town, so I -- I didn't have any

1 significant thought about that.

2

3 CONTINUED BY MR. JOHN MATHER:

4 MR. JOHN MATHER: Were you aware of
5 any discussions that other people were having about
6 Aird & Berlis representing both Collus and the Town?

7 MS. SARA ALMAS: Not that I recollect.

8 MR. JOHN MATHER: So going back a bit,
9 we talked about the process before signing the March -
10 - the signing in March 2012 and the call you had with
11 Mr. Longo and others.

12 Was a similar process followed before
13 the closing in July 2012?

14 MS. SARA ALMAS: Yes. I recall being
15 summoned to the Collus boardroom and all the
16 information was prepared and laid out all around the
17 table, and each document was there, provided in full,
18 and reiterated what -- what they were, the content of
19 the document.

20 MR. JOHN MATHER: When you say
21 reiterated what they were, who -- who reiterated that?

22 MS. SARA ALMAS: I -- I can't -- I
23 can't recollect. Like, I -- I recall Ed Houghton and
24 Pam Hogg being present, and I believe that there's
25 others present but I can't --

1 MR. JOHN MATHER: And I think with the
2 March documents you discuss receiving an email from
3 Mr. Longo setting out what was in the documents and
4 having a conversation with Mr. Longo about what was in
5 the documents.

6 Do you have -- did you receive a
7 similar email or have similar conversations before the
8 July 2012 signing?

9 MS. SARA ALMAS: I -- I can't
10 recollect.

11 MR. JOHN MATHER: So if we could open
12 up documents ARB513.

13

14 (BRIEF PAUSE)

15

16 MR. JOHN MATHER: So apologies to keep
17 travelling you through various points in time, but
18 this is an email -- sorry, could we just scroll up to
19 the top -- from Mr. Longo to John Brown, who I
20 understood was at this point in time -- I'm not sure
21 if April or July 2015 -- in any event, at that point
22 Mr. Brown was the CAO. Is that correct?

23 MS. SARA ALMAS: Correct.

24 MR. JOHN MATHER: Okay. So this is an
25 email from Mr. Longo to Mr. Brown. and it looks like

1 it's an email relating to the closing of the
2 Transaction which we've been discussing, and in the
3 third paragraph Mr. Longo writes,

4 "In our discussion last week with
5 Sara, she advised that the import of
6 signing the July 31st, 2012, letter
7 was never discussed with her. She
8 believed that the Town in signing
9 the letter simply waived compliance
10 with 4.35 of the Purchase Agreement
11 but was not amending the SSA."

12 Do you know what is being referred to
13 here?

14 MS. SARA ALMAS: Yes, yes. So there
15 was a side letter. There is a requirement in the
16 Purchase and Sale Agreement that when the transaction
17 closed, the Shared Service Agreement would be in
18 place, and the negotiations for the shared services
19 had not been completed by that time.

20 So basically I was advised that this
21 document was waiving that compliance but it was an
22 undertaking to ensure that the review of the
23 agreements and the information contained within that -
24 - that -- that letter or that letter agreement, would
25 be undertaken, I believe it was within six (6) months

1 or something along that line.

2 MR. JOHN MATHER: And we're going to
3 pull up a copy of the letter which may assist you, but
4 while that's happening, I just want to be clear, what
5 did you understand that letter to mean in -- in July
6 2012?

7 MS. SARA ALMAS: That it wasn't
8 confirming any sort of agreement to provide a certain
9 level of service or not, that that was still to be
10 negotiated.

11 MR. JOHN MATHER: And who explained to
12 you what that letter meant in July 2012?

13 MS. SARA ALMAS: Whoever was present
14 at that meeting when we did the --

15 MR. JOHN MATHER: Do you recall who it
16 was though?

17 MS. SARA ALMAS: No.

18 MR. JOHN MATHER: Okay. And so --

19 MS. SARA ALMAS: I believe that there
20 were solicitors there. I'm pretty -- I'm pretty sure.
21 I'd have to confirm but I believe there was a number
22 of people present in the room when we were doing the
23 execution of the document.

24 MR. JOHN MATHER: And then this email
25 in 2015, it looks as though you've learned something

1 new that has made you say, well that's not what I
2 understood it to be at the time. What did you learn?

3 MS. SARA ALMAS: So this all came
4 about during Mr. John Brown's review of shared
5 services and the work -- and the relationship between
6 Collus PowerStream and -- and the Town, and we were
7 looking at continuing the shared services or preparing
8 a new agreement and then all of a sudden this -- this
9 letter came up and there was quite a conversation
10 about whether it had a binding nature or not on -- on
11 the various components that were within it.

12 MR. JOHN MATHER: One second. So --
13 and I'd like to mark this document as an exhibit.

14 THE HONOURABLE FRANK MARROCCO: Yes.

15 THE REGISTRAR: Exhibit 9, Your
16 Honour.

17

18 --- EXHIBIT NO. 9: ARB0000513

19

20 (BRIEF PAUSE)

21

22 MR. JOHN MATHER: So we'll pull up
23 Document CPS6970.

24

25 (BRIEF PAUSE)

1

2 MR. JOHN MATHER: And once we get it
3 up, page 167.

4

5 (BRIEF PAUSE)

6

7 MR. JOHN MATHER: No, the document
8 itself.

9

10 (BRIEF PAUSE)

11

12 CONTINUED BY MR. JOHN MATHER:

13 MR. JOHN MATHER: So if you're
14 comfortable, Ms. Almas, it might take a second for
15 this document to load given its size. Are you okay if
16 I ask you some other questions?

17 MS. SARA ALMAS: Certainly.

18 MR. JOHN MATHER: Okay. Going back to
19 when we were discussing Mr. Longo's role and Mr. Clark
20 and Ms. Shuttle (phonetic) -- sorry, Ms. Kennedy's
21 role, I'll start with Mr. Longo.

22 Who was providing him instructions from
23 the Town?

24 MS. SARA ALMAS: I -- I don't -- I
25 don't know who was providing instructions to him at

1 the time, so the staff report was prepared by the CAO.
2 I don't know whether it was Ed Houghton, whether it
3 was Kim Wingrove.

4 The general practice, and that's
5 something that we have changed now and put into place,
6 you know, a guideline that a politician doesn't have
7 direct access to municipal lawyers, they'd all have to
8 go through the CAO, so at that time, because I'm aware
9 of the conversations that -- would have had directly
10 with Leo versus having administration involved, so I -
11 - I can't confirm at the time who it would have been.

12 MR. JOHN MATHER: And maybe I'll put
13 it a bit of a different way. If Leo had a question
14 and needed it answered in terms of what would you like
15 to do about any given issue, who would he ask and who
16 would give him the answer?

17 MS. SARA ALMAS: It would generally be
18 the CAO. If it's something more procedural --
19 depending on who it was dealt with, but generally the
20 CAO would always be copied, if not being directed to
21 her for direction.

22 MR. JOHN MATHER: And was that true
23 during the process of signing the Transaction
24 documents?

25 MS. SARA ALMAS: Yes. Kim was

1 involved in that whole conversation during the
2 execution of those documents in March.

3 MR. JOHN MATHER: And do you know who
4 was instructing Mr. Clark and Ms. Kennedy?

5 MS. SARA ALMAS: I believe it was Ed
6 Houghton.

7 MR. JOHN MATHER: Why do you believe
8 that?

9 MS. SARA ALMAS: Because he had the
10 reporting information and the knowledge for the
11 information that they were looking for, to finalize
12 the -- you know, the electricity portion of the -- the
13 deal.

14 MR. JOHN MATHER: And did you believe
15 Mr. Houghton when he was instructing Mr. Clark and Ms.
16 Kennedy -- was he instructing them on behalf of
17 Collus, on behalf of the Town, or on behalf of both of
18 them?

19 MS. SARA ALMAS: Depends what time
20 period you're talking about.

21 MR. JOHN MATHER: Okay. Well, what
22 are the difference in the time periods?

23 MS. SARA ALMAS: Up until April of
24 2012, Kim Wingrove was the CAO, and from April until
25 the closing transaction, Ed Houghton was the acting

1 CAO.

2 MR. JOHN MATHER: So once -- so when -
3 - before when -- before Mr. Houghton became the acting
4 CAO, who would have been giving instructions -- who --
5 who would he have -- on whose behalf would he have
6 been directing the Aird & Berlis lawyers?

7 MS. SARA ALMAS: I would believe it's
8 on behalf of Collus.

9 MR. JOHN MATHER: And then after he
10 became acting CAO?

11 MS. SARA ALMAS: I would say both.

12 MR. JOHN MATHER: Okay. Sorry,
13 apologies for shifting topics but do -- want to make
14 the best use of your time. So if we pulled up
15 documents CPS6970, and if we could just scroll up to
16 the top.

17

18 (BRIEF PAUSE)

19

20 MR. JOHN MATHER: Is this the July
21 31st letter that was being discussed in the 2015 email
22 from Mr. Longo to Mr. Brown?

23 MS. SARA ALMAS: If you can scroll
24 down through it, I believe it is.

25

1 (BRIEF PAUSE)

2

3 MS. SARA ALMAS: That is the -- the
4 document.

5 MR. JOHN MATHER: That's the document
6 that was being referenced in the email we were looking
7 at. And just for the benefit -- it starts on page 167
8 of this document 6970.

9 So if I recall, you were saying that at
10 the time you did not understand this to be a form of
11 binding contractual commitment. Again, if I'm
12 misstating you, please -- please let me know. And
13 then there was some concern -- is it fair -- looking
14 back in 2015 there was some concern that in fact it
15 was.

16 And do you remember, was there any
17 conclusion drawn that you were aware of about whether
18 or not this was binding in 2015?

19 MS. SARA ALMAS: We received legal
20 advice, and again representatives from PowerStream
21 disputed the legal advice we received, so there --
22 there was a dispute on how binding this was, and I
23 don't -- I don't recall the resolution except for we
24 continued to work on a very long time on establishing
25 a Shared Services Agreement that never came about and

1 we finally terminated any sort of shared services.

2 MR. JOHN MATHER: After the signing --
3 and again, thank you for that, so I'm going to go back
4 to where we were. After the signing in March and then
5 the signing in July 2012, was there any reports back
6 to council?

7 MS. SARA ALMAS: I believe that there
8 was an email once the OEB approval had happened. I
9 believe the acting CAO at the time let council know
10 that we were in the final stretch. Other than that,
11 nothing formal at a council meeting.

12 MR. JOHN MATHER: Thank you. So I'm
13 going to move to a different topic now, and if we
14 could go to --

15 THE HONOURABLE FRANK MARROCCO: Just
16 before you do that --

17 MR. JOHN MATHER: Yeah.

18 THE HONOURABLE FRANK MARROCCO: -- to
19 your knowledge did Aird & Berlis ever agree that they
20 were acting for both Collus and the Town in this
21 transaction?

22 MS. SARA ALMAS: I don't think they've
23 ever agreed to that, that they were representing both
24 of us.

25 THE HONOURABLE FRANK MARROCCO: Thank

1 you.

2

3 CONTINUED BY MR. JOHN MATHER:

4 MR. JOHN MATHER: So if we could go to
5 page 230 of the Foundation One Document.

6

7 (BRIEF PAUSE)

8

9 MR. JOHN MATHER: When we get there,
10 Ms. Almas, I'm going to be asking you some questions
11 about the termination of the employment of Ms.
12 Wingrove.

13

14 (BRIEF PAUSE)

15

16 MR. JOHN MATHER: So we see in this
17 paragraph 581, discusses that council moved into a
18 closed session to discuss the performance of the
19 Town's CAO, who we know to be Ms. Wingrove, and the
20 ultimate result of this, as we understand it, is that
21 it was decided that Ms. Wingrove's employment would be
22 terminated.

23 Prior to this April 2nd, 2012, meeting,
24 had anyone expressed to you any concerns about Ms.
25 Wingrove's job performance?

1 MS. SARA ALMAS: I -- I was requested
2 to add the original item on the December 1st -- or
3 sorry, December 5th, 2011, council in-camera closed
4 meeting agenda, as I had to also relinquish my
5 authority to our solicitor at the time to participate
6 in a closed section, because you cannot have a closed
7 meeting without a clerk present, or any meeting of
8 council for that fact without a clerk, so at that time
9 I knew that, you know, the conversation was coming up.
10 I knew that certain members of council weren't happy
11 with the CAO's performance.

12 Do I think to the extent that she would
13 be terminated? Absolutely not.

14 MR. JOHN MATHER: Okay. So I'm going
15 to again discuss a few things you raised there. So
16 we'll start with, I believe you said that you knew
17 that certain members of council had concerns. What
18 were those concerns?

19 MS. SARA ALMAS: Certain members of
20 council had a specific agenda and if the CAO didn't --
21 didn't -- didn't want to pursue their agendas, they
22 would not be happy with her performance.

23 MR. JOHN MATHER: Can you give some
24 more detail or provide some more context to that?

25 MS. SARA ALMAS: Certainly we had a

1 few issues with -- within the BIA, within the Library
2 board and it made a couple councillors not -- not
3 happy with how she was handling it. Do I believe that
4 those councillors were -- members of Council I should
5 say were intimidating, potentially bullying the CAO?
6 Yes.

7 MR. JOHN MATHER: And which members of
8 Council do -- are you referring to?

9 MS. SARA ALMAS: The two (2) in
10 particular would be the Deputy Mayor and Councillor
11 Chadwick.

12 MR. JOHN MATHER: And how did you come
13 to believe that they were bullying or intimidating Ms.
14 Wingrove?

15 MS. SARA ALMAS: Just various actions
16 that they had done. I don't -- I don't -- I think my
17 colleagues, you know, would equally attest to the
18 same.

19 MR. JOHN MATHER: Can you give --
20 provide some examples?

21 MS. SARA ALMAS: So I think -- I -- I
22 don't want to speculate, I guess, and I don't -- I
23 don't have -- it was just -- they -- they just had a
24 different demeanour in how -- how they addressed her,
25 and if things weren't done, I guess, verbally. You

1 know, their conversations, and watching, you know, the
2 --

3 MR. JOHN MATHER: And so these were
4 things that -- interactions that you would have
5 witnessed?

6 MS. SARA ALMAS: Yes.

7 MR. JOHN MATHER: And can you describe
8 that demeanour as best you can?

9 MS. SARA ALMAS: Well, I -- I guess
10 the best way to -- to address it is if there was
11 specific areas of focus that the deputy mayor or the
12 Council had, and that -- that wasn't a priority of the
13 Corporation or a priority of the CAO, or if she
14 disagreed with their approach and advised her that,
15 you know, that's not the approach she would take. She
16 would recommend doing it this way.

17 You could -- they could, you know,
18 through their -- their conversation, and their --
19 their mannerisms, you know, tell their frustration.
20 And...

21 MR. JOHN MATHER: So would they raise
22 their voice?

23 MS. SARA ALMAS: No, they -- they
24 would -- they actually didn't really raise their
25 voice. They -- they weren't aggressive in that tone.

1 They were really kind of, you know, very low-key about
2 how they -- they would -- they interacted with staff,
3 so they were -- they were cautious. Let's just say
4 that.

5 MR. JOHN MATHER: Cautious? Yeah, and
6 I'm just -- all I want to do is just get an
7 understanding. Obviously, you had this impression of,
8 I think, bullying and intimidation. I just wanted to
9 understand how you saw that manifest, or how you came
10 to form that impression.

11 MS. SARA ALMAS: M-hm.

12 MR. JOHN MATHER: Is there anything
13 else?

14 MS. SARA ALMAS: Not specifically with
15 Kim.

16 MR. JOHN MATHER: With other members
17 of staff, though?

18 MS. SARA ALMAS: There would have
19 been, yes.

20 MR. JOHN MATHER: Okay. Any --
21 anything more you can explain about what you observed?

22 MS. SARA ALMAS: I guess -- I guess
23 one (1) that I can personally attest to, because it
24 happened to me, was we had received authorization to
25 proceed with obtaining a communications officer in the

1 transition where we didn't have a CAO. By the time I
2 ended the EMT, and Councillor Chadwick sent an email
3 to our HR manager requesting clarification on why this
4 hasn't been done, and what's staff not done about it.

5 And so I'd sent him back an email
6 personally and said, you know, I'm not sure what
7 you're trying to do, you know, if you're trying to
8 discipline me. I can tell you that I have been
9 working nonstop. I put it -- and I -- I know -- I
10 know the -- the email. I -- I worked day, night,
11 weekend. I work all the time.

12 And we don't have a CAO right now. And
13 because I haven't acted on -- on a -- an authorization
14 to complete, because if -- obviously, we wanted to
15 complete a -- a communications officer, because that'd
16 be less work off my portfolio. Because that didn't
17 happen, I -- I sent a very strong response back to
18 him, and which he responded, I -- I didn't mean -- I
19 didn't mean it -- mean to take offence to that way.
20 But it's --

21 MR. JOHN MATHER: And would you
22 describe the way that he communicated with you, was
23 that typical of the sort of communication you would
24 receive, or other staff members would receive?

25 MS. SARA ALMAS: Yes.

1 MR. JOHN MATHER: So you mentioned
2 that this interaction that you were describing
3 happened when there was, I believe, an acting CAO, Mr.
4 Houghton. Is that correct?

5 MS. SARA ALMAS: I bel -- I believe
6 that the time period when this happened was actually
7 whenever the CAO had terminated his involvement as the
8 acting CAO, and we were in transition before we
9 received a new CAO.

10 MR. JOHN MATHER: So it was after Mr.
11 Houghton had -- had -- was no longer the acting CAO?

12 MS. SARA ALMAS: Yeah. Correct.

13 MR. JOHN MATHER: Okay. Do you have
14 any other specific time period that -- can you put any
15 more specificity on the time period?

16 MS. SARA ALMAS: I believe it's June,
17 July 2013, it would have been.

18 MR. JOHN MATHER: Thank you. You
19 mentioned the EMT. And that -- what was the EMT?

20 MS. SARA ALMAS: So the EMT was
21 basically once the CAO -- Ed Houghton was appointed as
22 the acting CAO, he didn't relinquish any of oth -- his
23 other responsibilities, and basically, I felt it was
24 put together to assist him to ensure matters of the
25 town were -- continued to be addressed.

1 MR. JOHN MATHER: Okay. And who was
2 on the EMT?

3 MS. SARA ALMAS: It was myself,
4 Marjory Leonard, the treasurer, and Larry Irwin, the
5 operations director and manager of IT, who is actually
6 an employee of Collus.

7 MR. JOHN MATHER: And how -- who
8 selected who would be on the EMT?

9 MS. SARA ALMAS: It -- it was an
10 informal selection made by Ed Houghton.

11 MR. JOHN MATHER: And was -- do you
12 know whose idea it was to have an EMT in the first
13 place?

14 MS. SARA ALMAS: I'm assuming it was
15 his, but I -- I can't -- I can't be certain.

16 MR. JOHN MATHER: And what was it like
17 to be on the EMT?

18 MS. SARA ALMAS: At first, it wasn't
19 bad. I always looked for professional development
20 opportunities and new challenges. It was -- there was
21 definitely benefits of the EMT. The -- the department
22 had met regularly every Tuesday morning, but the focus
23 of the EMT was to have, you know a greater, you know,
24 concentrated discussion on specific matters that
25 wouldn't maybe be applicable to all the other

1 departments.

2 I work best in a collaborative role,
3 and it worked well at the beginning. However, Ed
4 never had his office here, so I felt that myself,
5 especially, was impacted significantly from being
6 involved in this role.

7 It quickly got a lot of PR and -- and
8 publicity about the EMT, and, you know, I felt a
9 little bit of animosity, maybe, from my colleagues, or
10 whether they may not have had animosity, I -- I felt
11 that, you know, that I was disappointed, because I
12 would have preferred to be selected in a fair,
13 competitive process. So that -- that was never an
14 issue.

15 So myself and the treasurer, being at
16 the Town Hall, we had to do a majority of the work.
17 And finally, it got to a point where it was -- things
18 were out of control, and Ed had finally decided he was
19 -- he was stepping down. I said that, I'm not being
20 part of this.

21 They wanted to carry on. And I --
22 that's when it ended. We were doing a KPMG review at
23 the time, and was put on hold so he could hire at
24 least an interim CAO, and that's when John Brown was
25 hired, and we had a CAO back.

1 MR. JOHN MATHER: Okay. Thanks.

2 Thank you for that. So I'm going to take you back now
3 to where -- where we started in -- in this area, which
4 is the Ms. Wingrove termination, which led to the EMT.

5 So one (1) of the things -- so you
6 spoke about -- already about the -- what you observed
7 in terms of how Ms. Wingrove had been treated by
8 certain members of Council. One (1) of the things you
9 mentioned was a -- a decision at a December 5th, 2011
10 meeting. Is that correct?

11 MS. SARA ALMAS: Correct.

12 MR. JOHN MATHER: And what was that
13 decision?

14 MS. SARA ALMAS: Right. So it -- it
15 wasn't a decision that I recollect. Number 1, I
16 wasn't at the meetings, so I only seen the minutes
17 afterwards, but I think the discussion was -- it was
18 based on how do we undertake a performance evaluation
19 of the CAO, because there was concerns. And they had
20 the HR manager involved as well, at the time.

21 MR. JOHN MATHER: Right. So the
22 question was -- so someone was asking whether there'd
23 been a performance evaluation of the CAO?

24 MS. SARA ALMAS: Or maybe there needs
25 to be one done.

1 MR. JOHN MATHER: Let me put it this
2 way. At that time -- at that period in time, December
3 2011, were you aware of a performance evaluation of
4 the CAO having been completed or contemplated?

5 MS. SARA ALMAS: No. I -- I think
6 this was -- this was the trigger to members of Council
7 that weren't satisfied with her performance, because
8 we've never had a performance management program in
9 place for the CAO following the first CAO when I
10 started in 2004.

11 MR. JOHN MATHER: So if we could just
12 pull up document CJI9220.

13

14 (BRIEF PAUSE)

15

16 MR. JOHN MATHER: So this is an email
17 from you, Ms. Almas, dated Monday, December 5th, 2011,
18 to Ms. Cooper, Ms. Wingrove, Mr. Longo. And it says:

19 "Please accept this email as my
20 delegation of authority as clerk for
21 the purposes of recording a portion
22 of an in camera meeting scheduled
23 for that date with respect to a
24 personal matter pertaining to the
25 CAO performance evaluation process."

1 Does this email relate to what you were
2 talking about in terms of the consideration of there
3 being a performance review?

4 MS. SARA ALMAS: Correct.

5 MR. JOHN MATHER: And what does it
6 mean to delegate your authority as a clerk?

7 MS. SARA ALMAS: So I -- I had the
8 ability to delegate my authorities in writing to
9 another individual. In -- in particular, matters
10 relating to in camera, I can delegate my authority in
11 writing to an individual that -- as long as that
12 individual is not a member of Council. So this is my
13 -- my delegation to Leo Longo to act as clerk for that
14 in camera session.

15 MR. JOHN MATHER: Thank you. I'd like
16 to mark this as an exhibit.

17 THE HONOURABLE FRANK MARROCCO: Yes.

18

19 --- EXHIBIT NO. 10: Email dated December 5,
20 2011 from Sara Almas to
21 Ms. Cooper, Ms. Wingrove,
22 and Mr. Longo delegating
23 authority. CJ1009220

24

25 CONTINUED BY MR. JOHN MATHER:

1 MR. JOHN MATHER: Okay, so if we could
2 go back to the foundation document, page 230, where we
3 were.

4

5 (BRIEF PAUSE)

6

7 MR. JOHN MATHER: And just bringing
8 you back in time to the Council meeting where Ms.
9 Wingrove's employment was terminated.

10 Between December 5th, and -- 2011 and
11 April 2nd, 2012, were you aware whether any
12 performance review of the CAO was completed?

13 MS. SARA ALMAS: Not to my knowledge.

14 MR. JOHN MATHER: And I believe --
15 again, when we started out -- down this road, you said
16 you weren't necessarily surprised that Ms. Wingrove
17 was terminated for the reasons we've discussed, or
18 maybe -- I don't mean to -- I think were surprised --

19 MS. SARA ALMAS: I was surprised.

20 MR. JOHN MATHER: Sorry, that's what I
21 meant.

22 MS. SARA ALMAS: Yeah.

23 MR. JOHN MATHER: You -- you had seen
24 signs that it might be coming, but you were surprised.
25 Why were you surprised?

1 MS. SARA ALMAS: Because we do have a
2 protocol in place for disciplinary action. And so
3 there's a number steps that need to be taken. So
4 first, the -- the employee needs to be apprised of
5 what performance issues that the individual are
6 having. There's a -- a process in place.

7 So I knew that the meeting happened on
8 December 5. I knew things weren't getting better. So
9 whenever this happened, I -- I recall the next
10 morning, actually, coming into -- to work, and being
11 confronted by Ms. Wingrove, and saying to me, Oh my
12 gosh, did you know?

13 And I'm like, Know what? And she told
14 me, and I was shocked.

15 MR. JOHN MATHER: And what would the
16 process -- what -- what was -- at that time, what was
17 the process for -- for discipline?

18 MS. SARA ALMAS: It was a -- it's a
19 progressive disciplinary plan that's generally put in
20 place together working with -- with the human
21 resources manager. I can't detail specifically what
22 it includes, but there -- there is a process normally.

23 MR. JOHN MATHER: And had that process
24 been -- been carried out with respect to Ms. Wingrove,
25 would you have been aware of that process being

1 carried out?

2 MS. SARA ALMAS: Generally, because if
3 -- if Council has to make -- Council makes a decision
4 collectively, and so they can't make a decision unless
5 they are meeting as a Council in which I would be
6 present or have my authority delegated, so I would
7 have an idea of what's happening.

8 MR. JOHN MATHER: So I take it, then,
9 between December 5th and April 2nd, you weren't at any
10 Council meetings where decisions relating to Ms.
11 Wingrove were -- were made?

12 MS. SARA ALMAS: Yes, not that I
13 recollect.

14 MR. JOHN MATHER: And -- but in that
15 time, was there any Council meetings where you
16 delegated your authority that you can recall?

17 MS. SARA ALMAS: Just the -- the last
18 one in April 2nd as well, yeah.

19 MR. JOHN MATHER: So I just want to --
20 could we turn at page 70 of the foundation document,
21 please.

22

23 (BRIEF PAUSE)

24

25 MR. JOHN MATHER: So I'm taking you to

1 a different topic area now. And this is going back,
 2 if you recall, Ms. Almas, earlier this morning, we
 3 looked at that note from May 18th, 2011, relating to
 4 the Collus evaluation. And I believe one (1) of the
 5 questions you had was you weren't certain whether or
 6 not there had been an in camera discussion at the next
 7 Council meeting.

8 This -- this paragraph reflects there
 9 was a Council meeting on May 30th, 2011. Do you know
 10 if that would have been the next Council meeting
 11 following May 18th?

12 MS. SARA ALMAS: Yes, it would have
 13 been.

14 MR. JOHN MATHER: Okay. Thank you.
 15 So, Ms. Almas, those are my -- what else have you got
 16 -- questions about what happened and what went on in
 17 the past. And one (1) of the things that we are going
 18 to do as -- as part of the inquiry process is ask
 19 witnesses like yourself both to look backwards and
 20 look forwards about things they would have done
 21 differently now that they have the benefit of time and
 22 information that's been disclosed.

23 So you've already spoken today about
 24 how you would have handled the email you received from
 25 Mr. Bonwick to PowerStream differently. Looking back

1 on the subject matter of the inquiry, is there
2 anything else you would have done differently?

3 MS. SARA ALMAS: Certainly, and we've
4 implemented -- we've implemented a lot of changes
5 since 2011 and -- and '12 time period. One (1) quite
6 clearly, I think I mentioned earlier with respect to
7 the changes with Bill 68 is having an integrity
8 commissioner that addresses conflict of interest.

9 I think -- still think that there is an
10 error in that -- that provincial piece of legislation,
11 because there's such greater common law that's
12 applicable to conflict of interest matters beside the
13 Municipal Conflict of Interest Act. I think one (1)
14 of the significant is, for example, how we -- so we
15 made changes to our code of conduct.

16 So in our code of conduct, we make
17 reference to any member that has a private or personal
18 interest that is in -- related to a sib -- a sibling,
19 a friend, an associate. There's a -- a broad
20 definition there that they are to disclose it.
21 However, if they remain biased, or the perception of
22 their bias still occurs, they are actually instructed
23 through our integrity commissioner as well to leave
24 the Council chambers, similar to what is expected
25 through Municipal Conflict of Interest act conflict.

1 The error -- the error in the
2 legislation, though, is that I have to record them as
3 being absent from the meeting during that vote,
4 because I can't -- I can't say that they have a
5 conflict under the Municipal Conflict of Interest Act
6 where they're prohibited from voting, and we require
7 that all members of Council are required to vote
8 unless prohibited by law.

9 So we've done changes there. We've
10 done -- we've implemented a new comprehensive
11 procurement policy. We've hired a -- a purchasing
12 manager. We've hired a communications officer. We've
13 made the code of conduct changes. We allow for -- I -
14 - I have -- I had such a -- a list in my head of
15 everything that's changed.

16 One (1) of the significant changes,
17 too, is the whole realignment of the clerk's office
18 responsibilities. Our CAO has put in place and
19 Council has approved a realignment to include an
20 accountability officer within the clerk's department,
21 and having that procurement piece being an oversight
22 piece rather than a finance piece.

23 My portfolio is very focussed now,
24 which I think is -- is apparent, that the -- the
25 clerk's department having a -- a significant statutory

1 obligation to Council and the community needs to have
2 that -- that stronger focus. So I think that's great.

3 In hindsight, yes, I would have
4 responded back to Mr. Bonwick's email. I would have
5 put that -- that in. We are -- as part of this
6 realignment, we actually have a staff report ready to
7 go to recommend the implementation of a lobbyist
8 registry within the town of Collingwood. Because
9 under the -- the accountability officer will be
10 responsible for managing a lobbyist portfolio and
11 registry system. And I don't know -- I don't know.
12 I'm sure there's -- there's going to be a million
13 things that I think about afterwards that I forgot,
14 so.

15 MR. JOHN MATHER: Of course, of
16 course. And at this point in time, is there anything
17 else you would like to say to the inquiry, or any
18 other suggestions or comments you would like to make?

19 MS. SARA ALMAS: The only -- the only
20 thing that -- that I will add is when the documents
21 came out, and knowing the amount of conversations that
22 happened behind the scenes that I had no idea had
23 happened, shocked and disgust me.

24 MR. JOHN MATHER: So Inquiry counsel
25 has no further questions at this time. Thank you, Ms.

1 Almas.

2 THE HONOURABLE FRANK MARROCCO: And I
3 think we did circulate an order on how we would go
4 about this. Mr. McDowell, I guess the Town is next.
5 Any questions?

6 MR. WILLIAM MCDOWELL: Sorry, it's our
7 witness, so we would go last in the batting order, I
8 think. And it'll be Mr. Breedon, rather than I.

9 THE HONOURABLE FRANK MARROCCO: All
10 right. Mr. Breedon...?

11 MR. MICHAEL WATSON: Your Honour, if I
12 -- if I may, I -- the party -- counsel for the parties
13 and the parties have had some discussion about this.
14 And I believe that the rules of procedure provide that
15 the cross-examination -- the order of cross-
16 examination is to be determined by consensus or
17 agreement among those cross-examiners, in the absence
18 of which, it's to be determined by the inquiry.

19 We've had some discussions about that
20 in order sort of to share the burden, if I may. And I
21 believe that Mr. Bonwick is prepared to go first, and
22 that other counsel have agreed that we would go
23 second, if I have that -- the rules of procedure
24 correctly.

25 THE HONOURABLE FRANK MARROCCO: Well,

1 all right. Mr. Bonwick...?

2

3 CROSS-EXAMINATION BY MR. PAUL BONWICK:

4 MR. PAUL BONWICK: Thank you, Your
5 Honour.

6 Now, Ms. Almas, I'm very respectful of
7 the fact that this matter took place eight (8) years
8 ago, and it's certainly a challenge for all of us, I'm
9 sure. Justice is going to hear that on a -- on a
10 regular basis.

11 I've commented in several locations
12 that had there been a need for the inquiry, it
13 certainly would have been easier for some of us to
14 have dealt with it a year or two (2) after the fact
15 versus -- versus eight (8) years after the fact. So
16 please know that I am sympathetic to some of the
17 questions I'm going to ask in your ability to -- to
18 reflect on them.

19 To touch on a couple of different
20 points, firstly, when you and I met to discuss the
21 conflict of interest, would you say that the meeting
22 was professional, friendly, collegial?

23 MS. SARA ALMAS: Yeah. Absolutely.

24 MR. PAUL BONWICK: And so -- and I'll
25 take this opportunity to say I -- I did not mean to

1 mischaracterize in any manner of speaking our
2 conversation. When you say Municipal Act which is
3 controlled by the Province, I automatically know the
4 Province, but you're quite correct in terms of the
5 exact wording is the Municipal Act.

6 That being said, I understood you quite
7 clearly during that meeting, certainly upon
8 reflection, that you were not in a position to give me
9 any legal advice relating to conflict. And so I
10 suspect based on my memory eight (8) years ago, that's
11 exactly why I would have said opinion versus legal
12 opinion.

13 And so what I was trying to do was
14 share with not only Kim, but others, that based on our
15 conversation, which I deemed to be collegial,
16 cooperative, informative, from my perspective, that
17 this was my interpretation based on the fact that we
18 did have that sort of positive collegial environment
19 taking place.

20 I'm surprised to hear after the fact
21 that all of a sudden, I didn't really agree with the
22 content of it, because I certainly wouldn't have, in
23 any manner of speaking, dissuaded you from saying,
24 it's the Municipal Act or, I'm not allowed to give
25 legal opinions. I certainly would have encouraged you

1 to -- to do so. So I'm -- I'm kind of confused about
2 after the fact, I had some reservations, concerns
3 about it, but I didn't tell anybody.

4 And so from my perspective, that causes
5 me some concern, because when I --

6 THE HONOURABLE FRANK MARROCCO: Mr.
7 Bonwick, can I just ask you to --

8 MR. PAUL BONWICK: Yeah.

9 THE HONOURABLE FRANK MARROCCO: --
10 hold on there for a second. Mr. Mather...?

11 MR. JOHN MATHER: Yes, Your Honour.
12 Inquiry counsel's concerned that the form of the
13 question appears to be more --

14 THE HONOURABLE FRANK MARROCCO: I -- I
15 --

16 MR. JOHN MATHER: -- giving of
17 evidence.

18 THE HONOURABLE FRANK MARROCCO: -- I
19 appreciate that. Yeah, I appreciate that.

20 MR. JOHN MATHER: We just wanted to
21 raise that --

22 THE HONOURABLE FRANK MARROCCO: But
23 Mr. -- Mr. Bonwick's representing himself, so --

24 MR. JOHN MATHER: Understood.

25 THE HONOURABLE FRANK MARROCCO: --

1 there's a certain amount of leeway. Go ahead, Mr.

2 Bonwick. Carry on.

3

4 CONTINUED BY MR. PAUL BONWICK:

5 MR. PAUL BONWICK: Thank you. So just

6 from my perspective, Ms. Almas, it was -- to hear

7 after the fact that there was some concern over that -

8 - that gives me pause to reflect, and say, you know,

9 there -- there was opportunity, because based on that

10 email, I predicated my actions without anybody

11 challenging the email, whether it be the -- Ms.

12 Wingrove, or yourself, or others, for that matter.

13 I'm curious -- a -- a question --

14 MS. SARA ALMAS: Can -- can I just --

15 MR. PAUL BONWICK: Yeah, please.

16 MS. SARA ALMAS: Can -- can I make a

17 statement, if I think that what he's said is not what

18 I said?

19 MR. PAUL BONWICK: I don't -- this is

20 my -- this is my first rodeo. I'm not sure how this

21 all works.

22 THE HONOURABLE FRANK MARROCCO: Well,

23 I -- I take it the witness doesn't agree with the way

24 you characterized her testimony. That's what she

25 said. I understood what you said.

1 But typically, there would be a
2 question in there somewhere. And -- and I -- I don't
3 say that -- I -- I don't say that disrespectfully,
4 just because you're representing yourself. It -- it -
5 - typically, there would be a question that you're
6 asking, rather than a statement --

7 MR. PAUL BONWICK: Right.

8 THE HONOURABLE FRANK MARROCCO: --
9 exclusively. You can certainly make a statement to
10 set the stage for your question. You can certainly do
11 that. But at some point, there would be a question
12 put to the witness.

13

14 CONTINUED BY MR. PAUL BONWICK:

15 MR. PAUL BONWICK: And -- thank you,
16 Your Honour. And so the question out of that is, I
17 think we both perceived to be a professional,
18 collegial environment, and open for dialogue. Why,
19 then, wouldn't you have taken the liberty of emailing
20 me, or emailing Kim, copying me, and saying, That's
21 not exactly what I meant?

22 MS. SARA ALMAS: So there --
23 certainly. As I did say, I did bring to Kim's
24 attention. I did email it to Kim's attention. Kim
25 and I had a conversation about it, and I didn't say I

1 disagree with what you -- your email stated, because I
2 agree. It collect -- correct -- collect -- correctly
3 stated what we did discuss, and it was a professional,
4 cordial conversation.

5 I just wish that I had further
6 clarified back to you. And that's why Kim and I had
7 the -- the brief discussion and, you know, you know,
8 it's technically correct. It's what we had talked
9 about. So, you know, is it worthy of a response, or
10 just leave it be, because I was satisfied with it,
11 because the information that you shared with me versus
12 the information what Brian Bentz took might have been
13 different, but unlike the document -- summary doc --
14 evidence document says that I disagreed with his
15 email, and I don't disagree with his email.

16 MR. PAUL BONWICK: Thank you. The
17 municipality, Ms. Almas, spends, I'm sure, several
18 tens of millions of dollars every year. I'm not sure
19 what your budget is.

20 When I sat on Council back in the early
21 mid '90s, it was substantially less than it is today,
22 but as a result of living in a community the size of
23 our own, and recognizing that there is expenditures of
24 several tens of millions of dollars a year, and
25 whether that be through engineering, through financial

1 institutions, services, purchasing trucks, computers,
2 photocopiers -- you know the list better than I in
3 terms of all the things that happen. I think it's
4 safe to assume that many businesses in the community
5 are touched by the expenditures.

6 MS. SARA ALMAS: Absolutely.

7 MR. PAUL BONWICK: I think it's
8 largest employer, and certainly likely one (1) of the
9 largest entities that spends money in the community
10 for services and product.

11 With that in mind, and recognizing that
12 municipal councils are typically made up of people
13 from the community, it's safe to say that on numerous
14 occasions throughout any given term, that whether it
15 be an in-law, a family member, a brother, a sister, a
16 son, or a daughter, whatever the case might be, that
17 there's -- there's going to be links from time to
18 time.

19 And so my question to you is: How many
20 businesses in the private sector have approached you,
21 taken a proactive step, and said, I'd like to meet,
22 and discuss, and make you aware of what we're doing,
23 and to find out if you have any issues or concerns
24 about it, or get feedback. How many would typically
25 do that in the -- any given --

1 MS. SARA ALMAS: To me personally,
2 about products or services that I would acquire for
3 our portfolio?

4 MR. PAUL BONWICK: Just generally
5 speaking, for example. And then this is hypothetical,
6 so it's not an accurate statement, but for example, if
7 the engineering firm was providing a set of services
8 to you. Has an engineering firm ever come in and
9 said, listen, we're getting this contract, but my
10 sister-in-law sits on Council. I'm curious if there's
11 any conflicts.

12 And have you ever had somebody from the
13 private sector take that initiative?

14 MS. SARA ALMAS: No. Very rarely, if
15 ever, do I think that's happened.

16 MR. PAUL BONWICK: I suspected that
17 was the case, that typically, people in the private
18 sector do not take the initiative to go and determine
19 whether or not there's conflicts, or --

20 MS. SARA ALMAS: Correct.

21 MR. PAUL BONWICK: -- make you aware
22 of what their relationship is going to be, but rather,
23 they leave that up to the municipal councillors, or
24 staff members to source that out based on your
25 understanding of the Municipal Act. And again, if it

1 requires, they will get a legal opinion.

2 Specific to that topic, again, I was --
3 as I was looking at the email from Councillor Lloyd
4 requesting conflict of interest, I can reflect back to
5 when I sat at the Council chambers. And were you
6 aware that Councillor Lloyd was challenged -- I think
7 it was in 1995, but I -- it was in and around 1995,
8 based on voting for a -- awarding a contract to his
9 brother for -- I think it was a snow removal contract
10 at the time.

11 And there was significant debate around
12 the table about whether or not he should be able to
13 vote on that. And the world has changed significantly
14 in the last eight (8) years, or certainly in the last
15 thirty (30) years, since I was on it.

16 But are you aware that Counsellor Lloyd
17 had already been through that situation once before?

18 MS. SARA ALMAS: No, I was not aware.

19 MR. PAUL BONWICK: Are you aware of
20 the fact that Councillor -- or that Mr. Lloyd's
21 brother had provided services on an on and off again
22 basis from time to time for the municipality?

23 MS. SARA ALMAS: In 2011/'12-ish, I
24 would have been aware of -- of his brother's company.

25 MR. PAUL BONWICK: So based on that,

1 and following the -- the path that you have sort of
2 identified, and I'm pleased to hear you talk about the
3 reforms that have really taken place over the course
4 of the last eight (8) to ten (10) years, and I -- I
5 would argue that those reforms are long overdue.

6 I can speak to fifteen (15) years ago.
7 The reforms within the federal and the provincial
8 lobby registration systems, and the rules and
9 guidelines, and those that attached to staff, as well
10 as elected officials have changed rather dramatically.
11 And I think municipalities are -- are starting to
12 catch up in terms of lending transparency and more
13 accountability to the -- to the system than what was
14 in place many years ago.

15 So with that thought in mind, would it
16 not make sense that if Councillor Lloyd was concerned
17 about his brother possibly bidding for work, or doing
18 work for the Works Department, or something like that,
19 that he would reach out to you and ask for your
20 opinion on whether he was -- continued to be in
21 conflict?

22 MS. SARA ALMAS: All council were
23 advised that I do not provide the legal advice, and
24 they need to satisfy themselves.

25 MR. PAUL BONWICK: Right.

1 MS. SARA ALMAS: So when he asked that
2 question, I wasn't specifically referencing his
3 specific circumstance. I was just addressing the
4 specific question of, is a sibling deemed an indirect
5 or direct interest of a member, and -- and confirming
6 that the legislation is not written that way.

7 Do I agree that -- now with the changes
8 that the -- the opportunities -- and this is the fine
9 line that I think -- that needs to change in the
10 Province -- between committee members and all of
11 their, like, Council volunteers with so many
12 organizations, and businesses, and has associates, and
13 friends, that there's a fine line between, you know,
14 performing their elected duty -- because the original
15 intent of the change to the code of conduct was to
16 declare -- decl -- publicly disclose that you have a -
17 - a personal or private interest, because there's a
18 specific relationship, but that I -- I do not have a
19 closed mind, and I don't have a biased (sic) in this
20 matter.

21 And so I'm still going to be sitting at
22 the table, but I'm going to be open and transparent to
23 the public that I -- that there is -- there could be
24 this perception. And if that perception is so
25 significant, now that's what our integrity

1 commissioners are -- are saying, is, we want you
2 actually to leave the room altogether.

3 So I think there's a very fine line,
4 because some municipalities are going to be so
5 hamstrung, they won't be able to make decisions.

6 MR. PAUL BONWICK: It -- it -- but I
7 think this -- the spirit of it is good. It -- it's
8 lending -- it -- it's --

9 MS. SARA ALMAS: Totally.

10 MR. PAUL BONWICK: -- it's -- it's not
11 one (1) silver bullet that's going to solve it, but
12 it's -- it -- I think the moves are good.

13 You spoke about your surprise or
14 disappointment that Councillor Lloyd forwarded on your
15 email to me. Typically, if a email is not marked
16 confidential, do councillors inform you of forwarding
17 on informations, whether it be from you, or whether it
18 be from somebody in the Works Department, or somebody
19 in the treasury? I mean, would they normally say, by
20 the way, Ms. Almas, I forwarded your email on to my
21 neighbour; I forwarded my email on to my constituent;
22 I forward my email on to friend?

23 MS. SARA ALMAS: No, it -- it --

24 MR. PAUL BONWICK: I served on
25 counsel. I certainly never, during my time, informed

1 any staff unless was marked confidential, about my
2 interactions with constituents, friends, colleagues,
3 whatever the case might be.

4 MS. SARA ALMAS: I do respond to all
5 my emails thinking that it could be, you know, on the
6 front page of the newspaper. My frustration was that
7 he was deceptive in his question of me, that wasn't
8 meant for me, it was meant for you.

9 THE HONOURABLE FRANK MARROCCO: I
10 think what we'll do, Mr. Bonwick, it's one o'clock.
11 We could break for lunch. I've been asked to vacate
12 at 3:30, so I suspect what we'll do is break for lunch
13 at 2:15, then when we come back, just sit straight
14 through till 3:30.

15

16 --- Upon recessing at 1:03 p.m.

17 --- Upon resuming at 2:17 p.m.

18

19 THE HONOURABLE FRANK MARROCCO: I know
20 Mr. Bonwick you we're asking some questions of the
21 witness. You want to --do you want to continue doing
22 that?

23

24 CONTINUED BY MR. PAUL BONWICK:

25 MR. PAUL BONWICK: Ms. Almas, I was

1 review -- reviewing your comments related to the --
2 your responsibilities to the Municipality and Council,
3 if I understood it properly and I don't want to put
4 words in your mouth.

5 But basically to review and provide
6 opinions in part on the Municipal Act and how that
7 applies. And with that responsibility also comes the
8 responsibility of being able to bind the Corporation
9 in any number of different agreements.

10 Is that accurate?

11 MS. SARA ALMAS: So there's two (2)
12 separate questions. Yes, I have the ability to bind
13 the Corporation and, yes, I provide advice on -- on
14 legislative protocol, various matters.

15 MR. PAUL BONWICK: So where I got a
16 little bit confused was when you're dealing with a
17 multi-million-dollar transaction, would it be typical
18 having to fulfil those responsibilities not to review
19 the document yourself, but simply rely on any one (1)
20 of the many lawyers that were involved to tell you
21 that it was okay?

22 MS. SARA ALMAS: Typically, I do not
23 review in full substantive agreements like that.
24 Primarily because of my intimate knowledge now with
25 the exact documents that we're referring to because of

1 my awareness of the recent 2018 transaction that, you
2 know, they're very technical in nature.

3 And from that, that's why we seek
4 solicitor advice to review and provide any sort of
5 oversight on -- on such agreements.

6 MR. PAUL BONWICK: Thank you. Did you
7 ever receive email correspondence from any counsellor
8 or board member from Collus during the period of the
9 RFP or at the conclusion of the RFP that raised
10 concerns about me engaging them inappropriately or
11 applying any pressure or anything that would -- you
12 would view to be on towards?

13 Did you get any correspondence from any
14 member of Council or any Board member, regarding that?

15 MS. SARA ALMAS: Not that I recollect.

16 MR. PAUL BONWICK: Okay. That's --
17 that's good with me, Your Honour. Thanks very much
18 for your patience.

19 THE HONOURABLE FRANK MARROCCO: You
20 said -- apparently you've all agreed on an order so
21 who's next is next.

22 MR. MICHAEL WATSON: I got the short,
23 the long or the middle straw, I don't know which one
24 but...

25 THE HONOURABLE FRANK MARROCCO: Okay,

1 Mr. Watson, yes.

2

3 CROSS-EXAMINATION BY MR. MICHAEL WATSON:

4 MR. MICHAEL WATSON: Thank you. Ms.

5 Almas, my name is Michael Watson. I'm one (1) of the
6 lawyers for Alectra which I think you probably know is
7 now the name of PowerStream which was at the time the
8 purchaser of the 50 percent of the shares.

9 You understand that?

10 MS. SARA ALMAS: Correct.

11 MR. MICHAEL WATSON: I wanted to ask
12 you about the keeping of minutes. Mr. Mather asked
13 you about that and -- and minutes both of the regular
14 public Council meeting sessions and then the in camera
15 ones.

16 And what you said is that -- well,
17 first of all, sorry, I should stop here and say, it
18 was -- you had the responsibility of attending all
19 Council meetings?

20 MS. SARA ALMAS: Correct.

21 MR. MICHAEL WATSON: And you have
22 responsibility with respect to the formulation of the
23 agenda and getting it ready, as you said?

24 MS. SARA ALMAS: Correct.

25 MR. MICHAEL WATSON: And the keeping

1 of minutes. You sat beside the mayor right up at the
2 front in this very room; is that right?

3 MS. SARA ALMAS: For public meetings.
4 Most in cameras were held across the hallway.

5 MR. MICHAEL WATSON: In the Braniff
6 room over here?

7 MS. SARA ALMAS: Correct.

8 MR. MICHAEL WATSON: And you -- you
9 said in your evidence this morning, I would record the
10 minutes in draft at the meeting.

11 MS. SARA ALMAS: Right.

12 MR. MICHAEL WATSON: And -- and you
13 said that in the draft version I would include more
14 commentary then ultimately found its way into the
15 final minutes that are up on the Town website, right?

16 MS. SARA ALMAS: Correct.

17 MR. MICHAEL WATSON: When you said
18 that, that you would record the minutes in draft at
19 the meeting, how did you do that? And I'm sorry, I'm
20 talking about the 2010 to 2012 time period, which may
21 be different than now.

22 MS. SARA ALMAS: Okay. It was still
23 done the -- the same way, so I have a laptop or
24 notebook computer and I would have a template that's
25 already provided to me through my deputy clerk and

1 then I would fill it out as we go along and basically
2 that provides my draft and which is revised and tidied
3 up for the final version.

4 MR. MICHAEL WATSON: All right. And I
5 take it that -- is this a -- a Word template in
6 Microsoft Word?

7 MS. SARA ALMAS: Yes. It -- it was at
8 that time.

9 MR. MICHAEL WATSON: Right and you
10 would save that document, I take it?

11 MS. SARA ALMAS: Correct.

12 MR. MICHAEL WATSON: And then you
13 would give that document, I take it, to the deputy
14 clerk to do the fi -- kind of the first cut anyway of
15 the final minutes?

16 MS. SARA ALMAS: Correct.

17 MR. MICHAEL WATSON: Would you then
18 review the minutes that the deputy clerk provided to
19 you?

20 MS. SARA ALMAS: I do.

21 MR. MICHAEL WATSON: Do the draft
22 minutes from meetings back in 2010 to 2012 still
23 exist?

24 MS. SARA ALMAS: Yes, they do.

25 MR. MICHAEL WATSON: Where are they

1 located?

2 MS. SARA ALMAS: They're located on
3 our confidential server under the appropriate TOMRMS
4 record-keeping coding for -- for minutes in draft.

5 MR. MICHAEL WATSON: I see. All
6 right. So for example, for the December 5th, 2011
7 meeting, you remember that one?

8 MS. SARA ALMAS: Yes.

9 MR. MICHAEL WATSON: And that is the
10 meeting at which Council received a presentation from
11 the Strategic Task Team, right?

12 MS. SARA ALMAS: Correct.

13 MR. MICHAEL WATSON: And that was done
14 in camera?

15 MS. SARA ALMAS: Correct.

16 MR. MICHAEL WATSON: And then,
17 ultimately, it was brought into public session for the
18 motion by Council to accept PowerStream as the
19 preferred proponent, right?

20 MS. SARA ALMAS: I'd have to go and
21 take a look at the -- the public minutes of that
22 meeting. I don't recollect not having them here.

23 MR. MICHAEL WATSON: All right, I -- I
24 understand. And so, for example, for -- for the in
25 camera session there, both the in camera final minutes

1 and the draft minutes that you prepared would still
2 exist?

3 MS. SARA ALMAS: They should, yes.

4 MR. MICHAEL WATSON: And I take it
5 with the draft minutes that you would be -- and I
6 don't want to make it sound like a stenographer's
7 task, not at all, but you would be taking down what
8 people were saying?

9 MS. SARA ALMAS: Correct.

10 MR. MICHAEL WATSON: Right. Perhaps
11 not verbatim --

12 MS. SARA ALMAS: As much --

13 MR. MICHAEL WATSON: -- but as much as
14 possible what they were saying?

15 MS. SARA ALMAS: Specific comments
16 that I think that would be valuable in the
17 conversation should I go back and have -- have to take
18 a look at them.

19 MR. MICHAEL WATSON: I see, all right.
20 And then you said as well that Rogers recorded the
21 majority of Council meetings and that was under
22 contract with the Town or anything like that, was it?

23 MS. SARA ALMAS: It's -- it's -- they
24 own all the equipment and they have the recording room
25 in the back. However, it wasn't -- there were

1 occasions where some meetings weren't recorded because
2 they had airing or television conflicts.

3 MR. MICHAEL WATSON: Sorry, was that
4 done live then or cast live?

5 MS. SARA ALMAS: I -- I believe at the
6 time it was a -- a two (2) hour delay.

7 MR. MICHAEL WATSON: All right. Now,
8 you were then asked by Mr. Mather about in camera
9 meetings, and in particular, the keeping of minutes
10 for the in camera meetings and what you said was that
11 we, basically, followed the same practice as in the
12 public portion of the meetings, is that right?

13 MS. SARA ALMAS: Correct.

14 MR. MICHAEL WATSON: And therefore, I
15 take it that you were there in a different document I
16 take it.

17 MS. SARA ALMAS: Yes.

18 MR. MICHAEL WATSON: Writing down the
19 draft minutes what people we're saying and so on?

20 MS. SARA ALMAS: Correct.

21 MR. MICHAEL WATSON: And then from
22 there you would give that document to the deputy clerk
23 to prepare the final in camera minutes, right?

24 MS. SARA ALMAS: Primarily, I was
25 responsible for the -- the in camera minutes and

1 preparation just because I had the intimate knowledge
2 of what was happening for the in camera.

3 MR. MICHAEL WATSON: I see.

4 MS. SARA ALMAS: On occasion she --
5 she helps tidy up or look at any sort of typo or
6 grammatical type of errors.

7 MR. MICHAEL WATSON: And then you said
8 something when you were talking about the in camera
9 meetings that took place, you said on one (1) thing
10 when you were asked a question you said, I might have
11 to look at the video.

12 And I was wondering about that. So do
13 I take it then that the in camera meetings were
14 videotaped as well?

15 MS. SARA ALMAS: No, I didn't have to
16 -- I should clarify. So I pers -- personally did not
17 have to look at the video on -- I don't call very
18 many, if ever, any occasions. However, if she was
19 typing up or revising minutes from a meeting that she
20 didn't have intimate knowledge on what would happen,
21 she would refer to a video.

22 MR. MICHAEL WATSON: Right and -- and
23 that --

24 MS. SARA ALMAS: Versus coming to ask
25 me.

1 MR. MICHAEL WATSON: I understand.

2 And so that's the deputy clerk when you say "she"?

3 MS. SARA ALMAS: Correct.

4 MR. MICHAEL WATSON: Were the in
5 camera meetings ever video recorded?

6 MS. SARA ALMAS: No, they were not.

7 MR. MICHAEL WATSON: They were --
8 obviously being in camera, Rogers was not going to put
9 them on the TV even two (2) hours later, I take it?

10 MS. SARA ALMAS: Correct.

11 MR. MICHAEL WATSON: So, therefore,
12 the only record then that would exist of the in camera
13 -- the only records would be (a) your draft minutes
14 that you were taking as it was going on, right?

15 MS. SARA ALMAS: Correct.

16 MR. MICHAEL WATSON: And (b) the final
17 ones?

18 MS. SARA ALMAS: Correct.

19 MR. MICHAEL WATSON: All right. Have
20 you been asked at all for the draft minutes -- to
21 produce the draft minutes to this Inquiry?

22 MS. SARA ALMAS: I was summons to
23 provide every single document that the Town had
24 regarding the transaction.

25 MR. MICHAEL WATSON: And -- and did

1 you, yourself, do the search?

2 MS. SARA ALMAS: Yes between me and my
3 staff we undertook the search.

4 MR. MICHAEL WATSON: I -- I'm not
5 sure. I'm not the document grugru on our team, that's
6 for sure, but I haven't seen any draft minutes.

7 Did you come across or did you search
8 for or provide any draft minutes?

9 MS. SARA ALMAS: Yes, that they would
10 have been provided.

11 MR. MICHAEL WATSON: I see, all right.
12 Now, Municipal Conflict Of Interest Act, if I may say
13 was pretty impressed with how much you know about all
14 this and I appreciate you're -- you know especially
15 not being a lawyer, but you were talking about --
16 about Council orientation and presentations.

17 Remember that?

18 MS. SARA ALMAS: Yes.

19 MR. MICHAEL WATSON: All right. And -
20 - and you talked about -- about the 2010 Council and I
21 take it what you were talking about is the Council
22 that was elected in the fall 2010 elections?

23 MS. SARA ALMAS: Correct.

24 MR. MICHAEL WATSON: That took office
25 then in January of 2011?

1 MS. SARA ALMAS: It would have been,
2 yes. Well, they took -- take office in December.

3 MR. MICHAEL WATSON: All right. And
4 they get together now and start doing their work in
5 January?

6 MS. SARA ALMAS: Correct. Well, they
7 can do work as soon as they're sworn in.

8 MR. MICHAEL WATSON: And in January
9 2011, which was, of course, the year in which this all
10 started to happen, Council had a two (2) day
11 orientation workshop.

12 Do you remember that?

13 MS. SARA ALMAS: Yes.

14 MR. MICHAEL WATSON: Is that typical
15 every -- you know, after every election that there's a
16 -- an orientation workshop?

17 MS. SARA ALMAS: Yes, there is.

18 MR. MICHAEL WATSON: For new and
19 perhaps returning councillors, is that right?

20 MS. SARA ALMAS: For all of Council,
21 yes.

22 MR. MICHAEL WATSON: And this is -- is
23 organized, I think you said, by the CAO, the Chief
24 Administrative Officer?

25 MS. SARA ALMAS: Actually they're

1 generally organized with a great responsibility of the
2 clerk's department, in consultation with the CAO.

3 MR. MICHAEL WATSON: So you were
4 involved, for example, in setting the agenda for that?

5 MS. SARA ALMAS: Yes, I would've been
6 involved in setting the agenda.

7 MR. MICHAEL WATSON: And could I ask
8 please for document CJI-9072. And I may embarrass
9 myself by having the wrong number. I hope not.

10 So look at that. So this is a special
11 meeting of Council. And this is the orientation
12 workshop in -- in 2011. Do you see that?

13 And were you present at this?

14 MS. SARA ALMAS: Yes, I was.

15 MR. MICHAEL WATSON: For the whole
16 thing, the two (2) days?

17 MS. SARA ALMAS: I believe so

18 MR. MICHAEL WATSON: Right and this
19 take -- took place, if you may remember, on a Thursday
20 and a Friday?

21 MS. SARA ALMAS: I couldn't recollect
22 right now.

23 MR. MICHAEL WATSON: All right. And
24 there was -- if we can go down and I must confess, I
25 just didn't take a look. We can go down further there

1 is an item for Aird and Berlis (phonetic). It may be
2 actually on the second -- second page, yes.

3 If you see that --

4 THE HONOURABLE FRANK MARROCCO: 1030,
5 Mr. Watson.

6 MR. MICHAEL WATSON: Sorry, right
7 there. Yes, exactly -- exactly, Your Honour.

8

9 CONTINUED BY MR. MICHAEL WATSON:

10 MR. MICHAEL WATSON: So there's a
11 legal review and so Mr. Longo, about whom you've
12 spoken before, was present with another of his
13 colleagues talking about these items, right?

14 MS. SARA ALMAS: Correct.

15 MR. MICHAEL WATSON: And impart -- and
16 the second item is Municipal Conflict Of interest.

17 MS. SARA ALMAS: That's right.

18 MR. MICHAEL WATSON: Now, I think it's
19 fair to say that you had a fairly good understanding,
20 if I may put it that way, not as a lawyer, but of the
21 Municipal Conflict Of Interest Act and its
22 requirements. Is that fair?

23 MS. SARA ALMAS: I'd say that's fair.

24 MR. MICHAEL WATSON: All right. All
25 right, what I'd now like to do, please, is if we could

1 go to the Aird and Berlis PowerPoint which is CJI9080.

2 All right. And this is -- I believe
3 it's about a 20-page presentation on Municipal
4 Conflict Of Interest with Leo F. Longo and it's got
5 the date of January 7th.

6 As you just look at this cover page,
7 does this ring a bell? Do you remember this?

8 MS. SARA ALMAS: Absolutely, yes.

9 MR. MICHAEL WATSON: Did you get a
10 copy of this PowerPoint, either in its original PPT
11 format or in hard copy?

12 MS. SARA ALMAS: I -- I believe we
13 did, yes.

14 MR. MICHAEL WATSON: And by "we" you
15 mean the Municipality the Town?

16 MS. SARA ALMAS: The Corporation, yes.

17 MR. MICHAEL WATSON: All right. And
18 did -- did you keep it handy for any kind of reference
19 or did you know it well enough you didn't need it?

20 MS. SARA ALMAS: No, actually, I
21 utilized a number of these slides when I do my own
22 committee orientations.

23 MR. MICHAEL WATSON: Oh, yes, right --
24 yes, because you -- you talked about that. All right.
25 All right, we may -- may come back to that. But what

1 I want to do is, I want to ask -- ask you about the
2 Municipal Conflict Of Interest Act.

3 How did you get your understanding of
4 it? Did you receive any training as a clerk or how --
5 how did you get that?

6 MS. SARA ALMAS: Certainly, since this
7 is one (1) of, you know, the significant pieces of
8 legislation that govern how a Municipality runs in an
9 open and transparent manner, there's a number of
10 training sessions that are offered through our various
11 associations. There's many on Municipal Conflict Of
12 Interest Act requirements and then also just my
13 regular work in dealing with our solicitors on the
14 Conflict Of Interest Act and the opinions that we've
15 received in the past is, basically, where I've -- I've
16 attain my -- my knowledge.

17 MR. MICHAEL WATSON: And I take it
18 that you're aware of the fact that statutes are
19 amended from time to time?

20 MS. SARA ALMAS: They are.

21 MR. MICHAEL WATSON: And I think
22 you've made some reference to that. Could I ask
23 please for document ALE50204.

24 Now, this is a document that we have
25 received. And are -- are you at all familiar with the

1 Canada Legal Institute website?

2 MS. SARA ALMAS: Minor.

3 MR. MICHAEL WATSON: All right. So --
4 so this is -- is a copy of the statute and you'll see
5 the arrows that we've put -- put on this. This is the
6 version that was in effect between July 1st, 2010 and
7 December 31, 2016. So during this entire period of
8 time. Not that the relevant provisions have changed
9 at all but just to show that we know how to find these
10 things, all right.

11 And I take it that you are aware of the
12 fact that a clerk has certain duties with respect to
13 municipal conflict of interest?

14 MS. SARA ALMAS: Yes.

15 MR. MICHAEL WATSON: Could we turn,
16 please -- just actually scroll down the first page and
17 you'll see, obviously, there are definitions there,
18 right? Or do -- do you see that?

19 MS. SARA ALMAS: Oh, sorry, yes.

20 MR. MICHAEL WATSON: All right and
21 could we go down to the definition of "member." Right
22 there. "Member" means member of a council or of a
23 local board.

24 I take it that is familiar to you?

25 MS. SARA ALMAS: Yes.

1 MR. MICHAEL WATSON: Indeed, you
2 replied to Mr. Lloyd's email in January of 2011 using
3 that term of "member"?

4 MS. SARA ALMAS: Yes, I believe so.

5 MR. MICHAEL WATSON: All right and
6 when it says "member of a council" that would include
7 a municipal council such as the Town Council of
8 Collingwood?

9 MS. SARA ALMAS: Correct.

10 MR. MICHAEL WATSON: All right. Could
11 we go then to section 6, please. And we see then
12 under "record of disclosure" that under section 6:

13 "Every declaration of interest and the
14 general nature thereof made under
15 section 5" [and we'll go back to
16 that] shall, where the meeting is
17 open to the public, be recorded in
18 the minutes of the meeting by the
19 clerk of the municipality or
20 secretary of the -- of the
21 committee."

22 So that's a duty that you had and
23 you've known ever since before maybe you were a clerk
24 that that was one (1) of your duties?

25 MS. SARA ALMAS: Absolutely.

1 MR. MICHAEL WATSON: And indeed, in
2 the minutes -- and I take we've got a lot of Town of
3 Collingwood minutes on the website, we see that there
4 is, in your standard template, "declaration of
5 conflict of interest" every time -- and sometimes
6 there are and sometimes there aren't, right?

7 All right but it's a standard thing
8 that you have to fill in, right?

9 MS. SARA ALMAS: We -- we have a
10 registry system now that's in place where they have to
11 provide a written disclosure to us and that's an
12 amendment to -- Bill 68 but prior to that time they
13 had to disclose at -- at a meeting and then I would
14 have to record that they disclosed a conflict and the
15 general nature thereof.

16 MR. MICHAEL WATSON: Now can we go
17 back, please, to section 5. All right. And so "duty
18 of a member" and you'll see -- so this heading has to
19 do with and imposes a duty on every member of council,
20 right?

21 MS. SARA ALMAS: Yes.

22 MR. MICHAEL WATSON: And that inclu --
23 includes the mayor, the deputy mayor and all of the
24 other councillors?

25 MS. SARA ALMAS: Absolutely.

1 MR. MICHAEL WATSON:

2 "Where a member either on his or her
3 own behalf or while acting for, by
4 or through any other has a pecuniary
5 interest..."

6 Just stopping there. "Pecuniary
7 interest" was also one (1) of the things that Leo
8 Longo discussed in the Aird and Berlis presentation,
9 right?

10 MS. SARA ALMAS: Correct.

11 MR. MICHAEL WATSON: And that means a
12 financial interest or having to do with money, right?

13 MS. SARA ALMAS: Correct.

14 MR. MICHAEL WATSON: And then it says
15 "direct or indirect." And you understood that
16 terminology?

17 MS. SARA ALMAS: Correct.

18 MR. MICHAEL WATSON: And in fact, you
19 use that terminology again in your reply to -- to
20 Deputy Mayor Lloyd in January 2011, right?

21 MS. SARA ALMAS: Correct.

22 MR. MICHAEL WATSON: All right.

23 "In any matter and is present at any
24 meeting of the council or local
25 board at which the matter is the

1 subject of consideration."

2 And so what this statute talks about is
3 a conflict that may arise where there is a matter for
4 consideration by a council or local board, right?

5 Right and the re -- sorry, I just want
6 to make sure that your answers are recorded.

7 And be -- because -- and the conflict
8 on your understanding could arise because a councillor
9 might be voting on something or debating something for
10 action by the council where he or she might have a
11 pecuniary interest, right?

12 MS. SARA ALMAS: Correct.

13 MR. MICHAEL WATSON: And that would
14 have to be declared as it says in section 5?

15 MS. SARA ALMAS: Correct.

16 MR. MICHAEL WATSON: All right. And
17 then recorded?

18 MS. SARA ALMAS: Correct.

19 MR. MICHAEL WATSON: And then there
20 are various things that the member then, who has
21 declared a conflict, is prohibited from doing and
22 they're listed in section 5?

23 MS. SARA ALMAS: Correct.

24 MR. MICHAEL WATSON: So the key to
25 this whole thing is that the member -- first of all,

1 there has to be -- it has to be with respect to a
2 member, such as Mayor Sandra Cooper or Deputy Mayor
3 Rick Lloyd or any of the other councillors, right?

4 MS. SARA ALMAS: Right.

5 MR. MICHAEL WATSON: And there would
6 have to be a pecuniary interest?

7 MS. SARA ALMAS: Correct.

8 MR. MICHAEL WATSON: And it would have
9 to be a pecuniary interest in respect of some matter
10 coming before the council for consideration, right?

11 MS. SARA ALMAS: Correct.

12 MR. MICHAEL WATSON: Those are the
13 three (3) requirements for the Municipal Conflict Of
14 Interest Act to apply and for this section to be
15 triggered?

16 MS. SARA ALMAS: Correct.

17 MR. MICHAEL WATSON: Right and -- and
18 --

19 MS. SARA ALMAS: I'm not a lawyer --

20 MR. MICHAEL WATSON: No, no.

21 MS. SARA ALMAS: -- but I believe that
22 to be correct.

23 MR. MICHAEL WATSON: Right, and this -
24 - and that's how you approached it?

25 MS. SARA ALMAS: yes.

1 MR. MICHAEL WATSON: And that, indeed,
2 is what Aird and Berlis were saying in their -- in
3 their presentation, right?

4 MS. SARA ALMAS: Yes.

5 MR. MICHAEL WATSON: Your Honour, I --
6 my apologies, I forgot to ask that two (2) documents
7 be marked as an exhibit and the first one is the --
8 sorry, I think we should have three (3). The first
9 one is the agenda for the orientation workshop,
10 CJI9072.

11 THE HONOURABLE FRANK MARROCCO: I'll
12 make them all -- the 9080 and 50204.

13 MR. MICHAEL WATSON: Thank you. Thank
14 you, Your Honour.

15 THE HONOURABLE FRANK MARROCCO: They
16 are all exhibits.

17

18 --- EXHIBIT NO. 11: Document CJI0009072.

19

20 --- EXHIBIT NO. 12: Document CJI0009080.

21

22 --- EXHIBIT NO. 13: Document ALE0050204

23

24 CONTINUED BY MR. MICHAEL WATSON:

25 MR. MICHAEL WATSON: All right. And

1 then if we can go -- oh, sorry, I wasn't actually done
2 with that one whoever is controlling this, if we can
3 still go back to the -- to the statute 50204. There's
4 one (1) more section on this and it's section --
5 section 3. Okay, yeah, right -- right -- right there.

6 And so we've talked about this whole
7 thing about spouses and all that and siblings and so
8 on. And -- and this is then the section that deals
9 with those relationships, right?

10 MS. SARA ALMAS: That's correct.

11 MR. MICHAEL WATSON: Okay and so it
12 says:

13 "For the purposes of this Act, the
14 pecuniary interest, direct or
15 indirect, of a parent or the spouse
16 or any child of a member shall, if
17 known to the member, be deemed also
18 to be the pecuniary interest of the
19 member."

20 And you're very familiar with that?

21 MS. SARA ALMAS: Yes.

22 MR. MICHAEL WATSON: So that it's a --
23 it's a -- it's a deeming provision and if anyone who
24 falls within those categories has a pecuniary interest
25 on a matter coming before council, then the member is

1 deemed to have that same one direct or indirect,
2 right?

3 MS. SARA ALMAS: Correct.

4 MR. MICHAEL WATSON: And it was the
5 absence of "sibling" from that section and, indeed,
6 anything else, you know, grandchild or, you know, who
7 knows what that then circumscribes what -- what is
8 required by that statute?

9 MS. SARA ALMAS: Correct.

10 MR. MICHAEL WATSON: Okay. All right,
11 I think that that then is that. Now, could we get to
12 the handwritten notes and I'm not sure which one that
13 is. Sorry, this was the one where the document ID was
14 pending. This is the May -- the May 18th notes that
15 we were talking about this morning. You remember
16 those handwritten notes?

17 MS. SARA ALMAS: I do.

18 MR. MICHAEL WATSON: I'm sorry.

19 MR. JOHN MATHER: The document ID is
20 CJI10492.

21 MR. MICHAEL WATSON: 10492, thank you.

22

23 (BRIEF PAUSE)

24

25 CONTINUED BY MR. MICHAEL WATSON:

1 MR. MICHAEL WATSON: All right, and if
2 we could go to the nonblack part because that will be
3 more interesting. Yes, all right.

4 So this -- these were the notes that
5 you made on May 18th, as we could see from the top,
6 right?

7 MS. SARA ALMAS: Yes.

8 MR. MICHAEL WATSON: And -- and you
9 said as well, I think a couple of times, that the next
10 meeting of Council that was coming up was on May 30th?

11 MS. SARA ALMAS: Correct.

12 MR. MICHAEL WATSON: All right. And
13 actually in one (1) of the documents we actually put
14 in a whole list of the meetings from 2011 because
15 they're, of course, still on the website, right?

16 MS. SARA ALMAS: Right.

17 MR. MICHAEL WATSON: Okay. And -- all
18 right, so -- so, that then was the next meeting May
19 30th and did you make these notes in a meeting or on a
20 phone call or what or can you remember?

21 MS. SARA ALMAS: I can't -- I can't
22 recollect whether it was in person. I write from my
23 office in my own desk regarding information I get on
24 the telephone or -- and I take my book to meetings so
25 it could have been either one.

1 MR. MICHAEL WATSON: Have you had --
2 well, I won't ask you this way whether you've had an
3 opportunity.

4 Have you reviewed, before coming to
5 give your evidence, the minutes of that May 30th
6 council meeting?

7 MS. SARA ALMAS: I took a brief
8 actually look at them yesterday and that's where I --
9 because I was specifically looking to see if there was
10 an in camera portion of that meeting and I don't
11 believe that there was.

12 MR. MICHAEL WATSON: Right. I'm --
13 I'm going to come to that because unless I'm grossly
14 misunderstanding the agenda and so on, I think there
15 was.

16 MS. SARA ALMAS: Okay.

17 MR. MICHAEL WATSON: And it's referred
18 to -- now when you set up agendas, they're not
19 infrequently, and I've taken a look through a lot of
20 them, are in camera sessions. Not every meeting but
21 often, right?

22 MS. SARA ALMAS: We've dealt with a
23 lot of significant items that required a lot of in
24 camera discussions.

25 MR. MICHAEL WATSON: Including back at

1 that time?

2 MS. SARA ALMAS: Yes.

3 MR. MICHAEL WATSON: And -- and on the
4 agenda, an item for an in camera meeting will appear,
5 right?

6 MS. SARA ALMAS: Yes, it will.

7 MR. MICHAEL WATSON: Right. And it
8 always appears at the end or right almost at the end,
9 right?

10 MS. SARA ALMAS: Correct.

11 MR. MICHAEL WATSON: And the reason
12 for that is that council meetings are open to the
13 public, except the in camera meeting, right?

14 MS. SARA ALMAS: That's right.

15 MR. MICHAEL WATSON: And so you don't
16 want to have it some place in the middle where people
17 come, then they got to go, and then they've got to
18 come back at some time in determined time in the
19 future, fair?

20 MS. SARA ALMAS: Right.

21 MR. MICHAEL WATSON: Okay. All right.
22 And then -- and then minutes of meetings, council
23 meetings, also have to be approved, right?

24 MS. SARA ALMAS: That's right.

25 MR. MICHAEL WATSON: And generally at

1 the next council meeting?

2 MS. SARA ALMAS: Yes.

3 MR. MICHAEL WATSON: And from what
4 I've seen the minutes are attached to the agenda of
5 the next council meeting.

6 MS. SARA ALMAS: Correct.

7 MR. MICHAEL WATSON: And so the next
8 council meeting after May 30th was June 6th. Does
9 that sound right; a week later, one (1) week later?

10 MS. SARA ALMAS: Yes, it would have
11 been.

12 MR. MICHAEL WATSON: And I'll be
13 taking you to them. The minutes also disclose that
14 there was an in camera meeting.

15 When you were looking at the May 30th
16 agenda, did you see the one of the agenda items was
17 Collus Business Plan Report?

18 MS. SARA ALMAS: That's the one (1)
19 that I recollect looking at, yes.

20 MR. MICHAEL WATSON: Right. So let's
21 then -- all right. And -- and we'll -- we'll get to
22 that but that agenda then would've been something that
23 you would've prepared?

24 MS. SARA ALMAS: Yes.

25 MR. MICHAEL WATSON: From information

1 given to you by various staff people and so on?

2 MS. SARA ALMAS: Correct.

3 MR. MICHAEL WATSON: And so when
4 Collus Business Plan -- and I hope I'm quoting it
5 correctly and we'll get to it -- appeared in those
6 minutes that would've been as a result of someone
7 telling you that that was what was going to be coming
8 up for discussion, one (1) of the things, right?

9 MS. SARA ALMAS: Correct.

10 MR. MICHAEL WATSON: And -- and Ed
11 Houghton was the CEO of Collus at the time?

12 MS. SARA ALMAS: Yes.

13 MR. MICHAEL WATSON: All right. And
14 Tim Fryer was CFO?

15 MS. SARA ALMAS: Correct.

16 MR. MICHAEL WATSON: And were you
17 familiar with -- did you know any of the other --
18 well, any of the Board of Director members?

19 MS. SARA ALMAS: I was aware of them
20 because we have to authorize the appointment of those
21 members.

22 MR. MICHAEL WATSON: Indeed, at a
23 shareholders meeting that takes place every year,
24 right?

25 MS. SARA ALMAS: And Council appoints

1 the various members to the -- the board if there's
2 vacancies and what not, yes.

3 MR. MICHAEL WATSON: Right, okay.
4 And from what I've seen that happens in and around
5 June of every year. Does that -- does that ring a
6 bell?

7 MS. SARA ALMAS: So in June there
8 needs to be a council representative that acts on
9 behalf of council at their AGM and I think that's what
10 you're referring to.

11 MR. MICHAEL WATSON: And so someone
12 obviously told you in the run-up to the May 30th
13 council meeting that -- that Collus was going to be
14 making a presentation.

15 MS. SARA ALMAS: Yes.

16 MR. MICHAEL WATSON: And does that
17 help you now to remember that it came from Ed Houghton
18 because you were a little bit uncertain, I think, this
19 morning when we were talking -- when you were talking
20 about that?

21 MS. SARA ALMAS: Right. Most likely
22 it came from Ed but -- so these statements I'm
23 assuming came from Ed. I -- I'm just -- I can't say
24 for certain.

25 MR. MICHAEL WATSON: Fair enough, and

1 -- but this is information here on these notes that
2 somebody gave you, right?

3 MS. SARA ALMAS: Right.

4 MR. MICHAEL WATSON: And what was in -
5 - and again I don't want to mis -- misquote them. But
6 we're going to see this when we get to the May 30th
7 agenda.

8 It talked about the Collus Business
9 Plan?

10 MS. SARA ALMAS: Right.

11 MR. MICHAEL WATSON: There's a report
12 and a business plan.

13 MS. SARA ALMAS: Right.

14 MR. MICHAEL WATSON: Okay. And that
15 wouldn't surprise you. There'd be nothing more than
16 that that would appear in the agenda.

17 MS. SARA ALMAS: Generally.

18 MR. MICHAEL WATSON: And so when
19 somebody told you or said something to you about
20 valuation in connection with a simple agenda item, you
21 know, presentation of -- of a business plan for -- for
22 the year, that must have struck you as a little odd?

23 MS. SARA ALMAS: So in -- in my notes,
24 when I write "financial report" that is what I called
25 -- that was their financial reporting when they

1 presented their business plan.

2 So it -- it didn't catch me off guard
3 when it said "valuation" because they were presenting
4 their financial reports and they could have gathered
5 that information, and noth -- nothing was triggered to
6 me at that time to think, oh, my goodness, you know,
7 they're looking at some sort of sale transaction.

8 MR. MICHAEL WATSON: I'm -- I'm going
9 to take it, and correct me if I'm wrong, it was many
10 years ago and it's not surprising that people can't
11 remember things particularly since there's no reason
12 to at the time, that what you can recall about this
13 meeting or phone call is basically just what's in the
14 notes; is that fair?

15 MS. SARA ALMAS: Exactly.

16 MR. MICHAEL WATSON: All right. Okay.
17 And so you have no recollection of whether the person
18 who told you said anything about the purpose for the
19 valuation. All you know is valuation, right?

20 MS. SARA ALMAS: I don't even know it
21 was a valuation of.

22 MR. MICHAEL WATSON: All right. And
23 then it does -- it does say "in camera" and you were
24 asked about that this morning and your -- your
25 response almost right a way was but there was no in

1 camera meeting coming up.

2 MS. SARA ALMAS: Right.

3 MR. MICHAEL WATSON: You're going to
4 see that, in fact, there was.

5 MS. SARA ALMAS: Okay.

6 MR. MICHAEL WATSON: And so when you
7 wrote "in camera," is this something that you think
8 was told to you or something that you thought, hmm,
9 okay, well, I guess that has to be in camera and you
10 wrote it down as a reminder to yourself?

11 MS. SARA ALMAS: No, general --
12 generally, I was advised whenever they thought that
13 information need to go behind close session. So what
14 I would do is they would provide that information, and
15 then I would have to decide whether it met one (1) of
16 the exemptions withing the Municipal -- Municipal Act.
17 So that's why whenever -- because I recall seeing the
18 Collus Business Plan in those May 30th and I didn't
19 recollect seeing it.

20 I know that there was a few occasions
21 that I was challenged on having an in camera meeting
22 and I convinced them that there wasn't the appropriate
23 exemption and we didn't go in close session.

24 MR. MICHAEL WATSON: I see. Again
25 because -- because not being a lawyer, you were very

1 familiar with your duties --

2 MS. SARA ALMAS: Right.

3 MR. MICHAEL WATSON: -- and with the
4 requirements of public sessions and in camera
5 sessions, I take it?

6 MS. SARA ALMAS: Correct.

7 MR. MICHAEL WATSON: -- among all the
8 other things you know a lot about?

9 MS. SARA ALMAS: Yes.

10 MR. MICHAEL WATSON: All right. Fair
11 enough. And -- and then when it says "Council rep
12 motion," does that mean anything to you?

13 MS. SARA ALMAS: Yeah. So that would
14 be the Council representative that we appoint for the
15 AGM, is what I'm assuming that meant.

16 MR. MICHAEL WATSON: Okay. And -- and
17 there's nothing secret about that. That's done in --
18 in an open public session, right?

19 MS. SARA ALMAS: Annually, yeah.

20 MR. MICHAEL WATSON: Yeah. Indeed,
21 every year. All right. So why don't we then get,
22 finally, to the May 30th Council meeting? And could I
23 see -- what do I want to take a look at, here? Yes,
24 CJI9 -- sorry, CJI7986.

25

1 (BRIEF PAUSE)

2

3 MR. MICHAEL WATSON: All right. So
4 these are the Council minutes of -- of May -- of May
5 30th. And what I'd like to do, if I could, is go
6 first of all right to the -- right to the bottom. And
7 just a little bit up from the -- up from the bottom --
8 okay. Stopping right there, do you see right in the
9 middle of page:

10 "Council proceed to in camera
11 session as previously resolved at
12 7:39, and then rose from in camera,
13 and came back at 8:10."

14 Do you see that?

15 MS. SARA ALMAS: Yes.

16 MR. MICHAEL WATSON: All right. And
17 so obviously, there was an in camera meeting that
18 you'd just forgotten about, right?

19 MS. SARA ALMAS: Can -- can we scroll
20 up in those minutes --

21 MR. MICHAEL WATSON: Absolutely.

22 MS. SARA ALMAS: -- just so I can see
23 the in camera motion?

24

25 (BRIEF PAUSE)

1 MS. SARA ALMAS: So -- so there, it
2 wasn't the item that was for discussion at that
3 meeting. It's potential land acquisition regarding
4 the Public Works. So that in camera meeting did not
5 have information on, about Collus.

6 MR. MICHAEL WATSON: Okay, I -- I
7 actually haven't asked you anything about Collus.

8 MS. SARA ALMAS: Okay, sorry. That's
9 what -- okay.

10 MR. MICHAEL WATSON: My question was
11 that Council proceed to in camera?

12 MS. SARA ALMAS: Yes.

13 MR. MICHAEL WATSON: All right. And I
14 take it that you are, therefore, assuming because of
15 this item that you've just pointed out, that that's
16 all that was discussed in the in camera session?

17 MS. SARA ALMAS: I believe.

18 MR. MICHAEL WATSON: All right. Now
19 then, if we can go back up -- and I'm not sure where
20 it is, I'm -- I'm sorry -- toward the top. And -- and
21 we'll see a -- something about the pri -- yes. All
22 right.

23 So you see the Collus business plan
24 there, and it said:

25 "Mr. Houghton, president and CEO;

1 Dean Muncaster, Chair; Tim Fryer,
2 CFO, provided a detailed overview of
3 2011 Collus business plan, address
4 question by Council."

5 Do you see that?

6 MS. SARA ALMAS: Yes.

7 MR. MICHAEL WATSON: All right. And I
8 -- I spent a really interesting time watching the
9 video of that, or at least some of it. And do you --
10 do you have a recollection of that?

11 MS. SARA ALMAS: Not offhand. I
12 haven't re-watched since --

13 MR. MICHAEL WATSON: Okay.

14 MS. SARA ALMAS: -- I've never watched
15 it, actually.

16 MR. MICHAEL WATSON: May I ask this be
17 made the next exhibit, Your Honour?

18 THE HONOURABLE FRANK MARROCCO: Yes.

19

20 --- EXHIBIT NO. 14: CJI0007986

21

22 CONTINUED BY MR. MICHAEL WATSON:

23 MR. MICHAEL WATSON: Now -- and let's
24 go to the June 2nd meeting with Mr. Bonwick. And you
25 -- I just need to situate myself here for a second.

1 (BRIEF PAUSE)

2

3 MR. MICHAEL WATSON: And we saw -- and
4 -- and I'm not going to ask to look at it again, but
5 we saw the email that Mr. Bonwick sent. And one (1)
6 of the things that he said is that you agreed to be
7 copied on it. Do you remember that?

8 MS. SARA ALMAS: Yes.

9 MR. MICHAEL WATSON: All right. And I
10 take it that that was right, that you did?

11 MS. SARA ALMAS: I did.

12 MR. MICHAEL WATSON: Okay. In your
13 evidence this morning, you said -- that Mr. Bonwick --
14 that Mr. Bonwick said that -- that, first of all,
15 talked about Brian Bentz -- all right, and we'll take
16 a look at your notes -- and -- and said that -- that
17 Mr. Bentz said -- told him that, you know, if -- if
18 PowerStream was going to be doing any work in
19 Collingwood, that he, Mr. Bentz, had a concerns -- I
20 wrote down what you said -- if they would be -- if
21 they'd be doing something in Collingwood, right, a
22 concern about conflict?

23 MS. SARA ALMAS: Correct.

24 MR. MICHAEL WATSON: Right, because of
25 Mr. Bonwick being the brother of the mayor?

1 MS. SARA ALMAS: Correct.

2 MR. MICHAEL WATSON: Right. And
3 that's what Mr. Bonwick said?

4 MS. SARA ALMAS: M-hm.

5 MR. MICHAEL WATSON: And that Mr.
6 Bonwick was -- might very well be doing the work for
7 PowerStream. He told you some things about that,
8 right?

9 MS. SARA ALMAS: That he had submit a
10 proposal to PowerStream, yes.

11 MR. MICHAEL WATSON: All right.
12 Right. And -- and then you also said a little bit
13 later on that they, being PowerStream, were concerned
14 about a conflict in case of future opportunities that
15 might come along.

16 That's what you recall Mr. Bonwick
17 saying?

18 MS. SARA ALMAS: M-hm.

19 MR. MICHAEL WATSON: Sorry, is that a
20 yes?

21 MS. SARA ALMAS: Yes.

22 MR. MICHAEL WATSON: All right.

23 MS. SARA ALMAS: Yes, sorry.

24 MR. MICHAEL WATSON: Okay. And then
25 could we then go to your notes? And I believe that

1 that is CJI9206.

2

3 (BRIEF PAUSE)

4

5 MR. MICHAEL WATSON: All right. And
6 you talked about these notes this morning? All right,
7 June 2nd, corrected --

8 MS. SARA ALMAS: Yes.

9 MR. MICHAEL WATSON: -- corrected
10 date?

11 MS. SARA ALMAS: That's correct.

12 MR. MICHAEL WATSON: All right. And
13 so -- and -- and so this is a -- a bit of a summary of
14 your discussion with Mr. Bonwick, right?

15 MS. SARA ALMAS: That's correct.

16 MR. MICHAEL WATSON: Now you said that
17 -- that the notes that you made shortly before the May
18 30th meeting, you know, those short two (2) or three
19 (3) lines, you couldn't really recall whether it was
20 on the phone or in a meeting. Remember that?

21 MS. SARA ALMAS: Correct.

22 MR. MICHAEL WATSON: And -- nor, in
23 fact, who told you all of that information, right?

24 MS. SARA ALMAS: Correct.

25 MR. MICHAEL WATSON: Now apart from

1 the fact that you know that this is Mr. Bonwick --

2 MS. SARA ALMAS: M-hm.

3 MR. MICHAEL WATSON: -- is your memory
4 of that meeting basically what you see in these notes?
5 Is that fair?

6 MS. SARA ALMAS: No. Actually, Mr.
7 Bonwick was a pretty prominent gentleman, so I
8 actually recollect quite well that conversation,
9 because I had time to reflect upon it, you know,
10 within the days following that conversation. So it's
11 much more vivid to me.

12 MR. MICHAEL WATSON: Right. And he
13 was prominent -- he -- he had been an MP, a two (2)
14 term MP for Simcoe-Grey?

15 MS. SARA ALMAS: Correct.

16 MR. MICHAEL WATSON: And I take it you
17 knew that at the time?

18 MS. SARA ALMAS: Yes.

19 MR. MICHAEL WATSON: Are you from this
20 area?

21 MS. SARA ALMAS: Yes.

22 MR. MICHAEL WATSON: All right. And -
23 - and you knew that he had -- had himself been a town
24 councillor?

25 MS. SARA ALMAS: Yes.

1 MR. MICHAEL WATSON: Did you have any
2 position with the town at the time he was a town
3 councillor?

4 MS. SARA ALMAS: No, I did not.

5 MR. MICHAEL WATSON: So that was
6 before 2004?

7 MS. SARA ALMAS: Correct.

8 MR. MICHAEL WATSON: Okay. But you
9 knew of that?

10 MS. SARA ALMAS: I knew of that.

11 MR. MICHAEL WATSON: Did you see him
12 around town and the Town Hall from time to time?

13 MS. SARA ALMAS: At various events
14 that the Corporation was represented at, I would see
15 Mr. Bonwick.

16 MR. MICHAEL WATSON: And you were --
17 in -- in the course of some of your answers this --
18 this morning, you talked about the CHEC group?

19 MS. SARA ALMAS: Yes.

20 MR. MICHAEL WATSON: All right. And
21 you describe that as a group of local LDCs?

22 MS. SARA ALMAS: Yes.

23 MR. MICHAEL WATSON: All right. Local
24 distribution companies, right? That's what that
25 means?

1 MS. SARA ALMAS: That's correct.

2 MR. MICHAEL WATSON: So distributing
3 electricity locally, right?

4 MS. SARA ALMAS: Yeah. Yes.

5 MR. MICHAEL WATSON: And that's what
6 Collus -- that's what Collus was?

7 MS. SARA ALMAS: Yes.

8 MR. MICHAEL WATSON: All right. And
9 there were, we -- for all we knew, LDCs in various
10 committees all around the Province?

11 MS. SARA ALMAS: Correct.

12 MR. MICHAEL WATSON: And, indeed,
13 there had to be a local LDC for every community in the
14 Province, or people wouldn't have electricity, right?

15 MS. SARA ALMAS: Correct.

16 MR. MICHAEL WATSON: And so you said
17 that you had -- you had heard the name of -- you knew
18 the name PowerStream?

19 MS. SARA ALMAS: Correct.

20 MR. MICHAEL WATSON: But you didn't
21 know a lot about it?

22 MS. SARA ALMAS: Correct.

23 MR. MICHAEL WATSON: And -- but you
24 knew that it was an LDC?

25 MS. SARA ALMAS: Yes.

1 MR. MICHAEL WATSON: From --

2 MS. SARA ALMAS: Well, I knew -- I was
3 familiar of it, and -- but Mr. Bonwick confirmed it
4 was an LDC.

5 MR. MICHAEL WATSON: Right. And did -
6 - did you have any idea where it operated?

7 MS. SARA ALMAS: Yes, because I've
8 drove by it on many occasions.

9 MR. MICHAEL WATSON: Right. And I --
10 I'm talking about back then and not now, so the 2010
11 to 2012 time period.

12 MS. SARA ALMAS: Okay.

13 MR. MICHAEL WATSON: Did you know that
14 it -- you know, it -- it consists of, you know,
15 Markham, and Vaughan, and Barrie, and those areas?

16 MS. SARA ALMAS: I don't think that I
17 would have been familiar with the -- the makeup of the
18 company specifically.

19 MR. MICHAEL WATSON: And -- and so he
20 raised CHEC, right? He talked about CHEC, and -- and
21 he said, as one (1) of the region, and Collingwood is
22 a member. Now, you, yourself, had said that -- that
23 Collus was a -- a member of CHEC?

24 MS. SARA ALMAS: I -- I didn't even
25 know what CHEC was at that time. I'm only familiar

1 now because I was the co-Chair of Collus PowerStream.

2 MR. MICHAEL WATSON: Indeed. And we
3 understand that, yes. So, again, I'm asking you not
4 about now, but about back then, what you can remember
5 --

6 MS. SARA ALMAS: Yeah.

7 MR. MICHAEL WATSON: -- about back
8 then. All right. So you didn't know that, but he told
9 you about CHEC?

10 MS. SARA ALMAS: Right.

11 MR. MICHAEL WATSON: And -- and
12 Collingwood is a member. And I take it he told you
13 because of PowerStream, and so on, that it was -- it
14 was a group of LDCs?

15 MS. SARA ALMAS: Yes.

16 MR. MICHAEL WATSON: All right. And -
17 - and he was raising this -- I take it this was very
18 clear from your conversation with him because of his
19 relationship with the mayor?

20 MS. SARA ALMAS: That's why he came to
21 talk to me.

22 MR. MICHAEL WATSON: In -- indeed.

23 MS. SARA ALMAS: Yes.

24 MR. MICHAEL WATSON: Right. And his
25 concern as to whether the Municipal Conflict of

1 Interest Act might apply, right?

2 MS. SARA ALMAS: M-hm.

3 MR. MICHAEL WATSON: And -- because if
4 -- if the Municipal Conflict of Interest Act treated
5 siblings in the same way as it treated parents, or
6 spouses, or children, then the mayor might very well
7 have a conflict. That was what you understood his
8 concern to be?

9 MS. SARA ALMAS: Correct.

10 MR. MICHAEL WATSON: And --

11 MS. SARA ALMAS: Well, I ended --
12 understood to be a concern of PowerStream's.

13 MR. MICHAEL WATSON: Right, right.
14 And he had been kind of directed by PowerStream to --

15 MS. SARA ALMAS: Yes.

16 MR. MICHAEL WATSON: -- raise this
17 issue? And -- and the reason that there might be such
18 a concern would be the possibility of a matter we
19 discussed before, in which Mr. Bonwick had a pecuniary
20 interest coming before Council for consideration in
21 the words of the statute, right?

22 MS. SARA ALMAS: Correct.

23 MR. MICHAEL WATSON: Okay. And so Mr.
24 Bonwick merely doing public relations in the community
25 isn't something that's going to come before Council.

1 MS. SARA ALMAS: Correct.

2 MR. MICHAEL WATSON: And -- and him
3 doing community outreach for PowerStream isn't going
4 to be something that comes before counsel, right?

5 MS. SARA ALMAS: That's right.

6 MR. MICHAEL WATSON: There's -- it had
7 to be something else, not just that. That was pretty
8 clear? Yes?

9 MS. SARA ALMAS: I -- I -- actually, I
10 -- I kind of left the meeting kind of surprised about
11 what could be the interest, because of that very fact.

12 MR. MICHAEL WATSON: All right. But
13 he was certainly raising it, and so you thought that,
14 well, that might very well be a pos -- a possibility,
15 and that's why he'd be raising it, that PowerStream
16 instructed him to do so, right?

17 MS. SARA ALMAS: No, not necessarily.
18 It -- I wouldn't -- I don't know -- I didn't know his
19 familiarity, I guess, with the Municipal Conflict of
20 Interest Act, so I wasn't exactly sure, you know, you
21 know, how these specific activities could impact his
22 sister, I guess.

23 MR. MICHAEL WATSON: All right. So
24 you were curious about that?

25 MS. SARA ALMAS: M-hm.

1 MR. MICHAEL WATSON: But you didn't
2 ask?

3 MS. SARA ALMAS: No, but this was all
4 the information that he was providing.

5 MR. MICHAEL WATSON: Yeah. All right.
6 It seemed from some emails, that maybe you knew him on
7 a first name basis. Is that right?

8 MS. SARA ALMAS: I would call him Paul.

9 MR. MICHAEL WATSON: He called you
10 Sara?

11 MS. SARA ALMAS: Yes.

12 MR. MICHAEL WATSON: You'd seen him
13 before and talked to him?

14 MS. SARA ALMAS: Yeah. We weren't
15 acquaintances by any means.

16 MR. MICHAEL WATSON: And you -- you
17 talked about the -- about his company Compenso, yes,
18 and you had talked about what was on the website,
19 right?

20 MS. SARA ALMAS: Yes.

21 MR. MICHAEL WATSON: So you had made
22 it your business to go onto his website to see what
23 that company was doing and so on, right?

24 MS. SARA ALMAS: I -- I only went onto
25 his website at -- at one point whenever it was

1 suggested to me that one (1) of our councillors was a
2 member. I did not go onto his website to -- to look
3 at his activities, or what the details of his
4 corporation was about.

5 MR. MICHAEL WATSON: And so -- and --
6 and he sent you an email that morning asking to come
7 to see you?

8 MS. SARA ALMAS: Yes.

9 MR. MICHAEL WATSON: Not just to get
10 on the phone with you or anything like that, right?

11 MS. SARA ALMAS: Correct.

12 MR. MICHAEL WATSON: Nor did he send -
13 - merely send an email like Mr. Lloyd had sent in
14 January, right?

15 MS. SARA ALMAS: Correct.

16 MR. MICHAEL WATSON: He asked to come
17 to see you?

18 MS. SARA ALMAS: Correct.

19 MR. MICHAEL WATSON: Had he ever done
20 that before, asking to come to see you?

21 MS. SARA ALMAS: I don't believe so.

22 MR. MICHAEL WATSON: So this was
23 something that was new and different?

24 MS. SARA ALMAS: Yeah.

25 MR. MICHAEL WATSON: And in your

1 email, you will -- you -- you -- the email that you
2 discussed this morning -- we'll take a look at that --
3 there obviously is mention of the discussion about the
4 Municipal Conflict of Interest Act, right?

5 MS. SARA ALMAS: It -- it mentions the
6 Provincial Conflict of Interest Act, but it is
7 Municipal Conflict of Interest Act.

8 MR. MICHAEL WATSON: All right. And -
9 - and just -- and just to be fair, the Municipal
10 Conflict of Interest Act is an Act of the Province,
11 right?

12 MS. SARA ALMAS: That's right.

13 MR. MICHAEL WATSON: Yeah, of the
14 legislature of the Province?

15 MS. SARA ALMAS: Right.

16 MR. MICHAEL WATSON: All right. So
17 it's not necessarily, you know, a formal title that he
18 was using, but perhaps a recognition that it was a
19 Provincial statute?

20 MS. SARA ALMAS: He had put -- put it
21 in quotations, and said it was the Act. That's why I
22 --

23 MR. MICHAEL WATSON: Right. Okay. In
24 any event, you knew perfectly well what it was and why
25 he was there. He needed to discuss, right?

1 MS. SARA ALMAS: Right.

2 MR. MICHAEL WATSON: Okay. Now there
3 is no reference in your notes whatsoever of Municipal
4 Conflict of Interest Act, is there?

5 MS. SARA ALMAS: No.

6 MR. MICHAEL WATSON: Right. And that
7 doesn't mean that it didn't take place and it wasn't
8 discussed at the meeting, fair?

9 MS. SARA ALMAS: Fair.

10 MR. MICHAEL WATSON: All right,
11 because indeed, that was a central thing that --
12 that's why he was there?

13 MS. SARA ALMAS: That's right.

14 MR. MICHAEL WATSON: Okay. And -- and
15 this morning, also, when you said that -- that he had
16 been told by Brian Bentz that he -- they had to come
17 and talk to you about that, there's nothing in your
18 notes about that either?

19 MS. SARA ALMAS: I note in here that
20 he talks about the present CEO, a Brian Bentz --

21 MR. MICHAEL WATSON: Right.

22 MS. SARA ALMAS: -- and that's why the
23 conversation came up about the president.

24 MR. MICHAEL WATSON: I -- I do
25 understand that. And -- and, listen, please, I am not

1 in any way being critical of this, because you weren't
2 taking a verbatim transcript of it, were you?

3 MS. SARA ALMAS: That's correct.

4 MR. MICHAEL WATSON: Right. But what
5 I'm getting at is that there were some things that
6 were said in that meeting -- and you talked about some
7 of them this morning -- that don't appear in your
8 notes, fair?

9 MS. SARA ALMAS: Abs -- absolutely,
10 like --

11 MR. MICHAEL WATSON: Yeah.

12 MS. SARA ALMAS: -- like you said,
13 it's not verbatim.

14 MR. MICHAEL WATSON: Right. In --
15 including that -- when you said that -- that they,
16 PowerStream, were concerned about a conflict in case
17 of future opportunities that might come along with
18 Collingwood. Nothing there in your notes about that
19 either, right?

20 MS. SARA ALMAS: Correct.

21 MR. MICHAEL WATSON: Okay. And so I -
22 - I take it that, then, you were -- you remembered,
23 obviously, the conversation. You discussed with Ms.
24 Wingrove aft -- afterwards, but there are various
25 things that were said in that meeting that -- that, in

1 fairness, aren't -- aren't --

2 MS. SARA ALMAS: Absolutely.

3 MR. MICHAEL WATSON: -- in these
4 notes?

5 MS. SARA ALMAS: Yeah.

6 MR. MICHAEL WATSON: Then let's --
7 sorry. Could we go, please, to the June 27th Council
8 in camera meeting. This is TOC516351.

9

10 (BRIEF PAUSE)

11

12 MR. MICHAEL WATSON: Yeah. So it's
13 called to order at -- at 6:10 p.m. And if we can just
14 scroll down, just to, you know, see what this has to
15 do with, we see Collus Power Property. So there is an
16 item concerning that. Do you see that?

17 MS. SARA ALMAS: Yes, I see that,
18 sorry.

19 MR. MICHAEL WATSON: All right. And
20 Mr. Houghton was there, and -- and made a -- and --
21 and made some kind of presentation. And you'll see
22 that it says:

23 "Mr. Houghton provided an update for
24 Council's information on a study
25 that Collus Power is undertaking to

1 investigate their strategic
2 opportunities."

3 Do you see that?

4 MS. SARA ALMAS: Yes.

5 MR. MICHAEL WATSON: And then it says:

6 "Mr. Houghton and Mr. Fryer, CFO,
7 address questions from Council,
8 including concerns with valuations."

9 Now you were, of course, at this
10 meeting?

11 MS. SARA ALMAS: Correct.

12 MR. MICHAEL WATSON: And you took the
13 minutes?

14 MS. SARA ALMAS: I did.

15 MR. MICHAEL WATSON: And when -- when
16 they were talking about valuations, that must have
17 rung a bell with you for what somebody, maybe Mr.
18 Houghton, had talked about just a month and a half
19 earlier?

20 MS. SARA ALMAS: Correct.

21 MR. MICHAEL WATSON: Strategic
22 opportunities, as it says here, right?

23 MS. SARA ALMAS: Yes.

24 MR. MICHAEL WATSON: Okay. And then
25 if we can continue on down, there is -- there is --

1 and they said:

2 "Mr. Houghton confirmed that
3 following the completion of the
4 study, a detailed report will be
5 provided to Council."

6 So Collus was, as it -- as it says in
7 the previous paragraph, doing a study with respect to
8 strategic opportunities, right?

9 MS. SARA ALMAS: Correct.

10 MR. MICHAEL WATSON: Was this the
11 first time that you had heard anything at all about
12 it, or had you heard something about it before, some
13 kind of intimation, some of discussions?

14 MS. SARA ALMAS: Well, I received --
15 obviously, in my handwritten notes from May 18, when
16 it's noted that there was going to be a Council --
17 there was going to be an in camera discussion
18 requested. There was going to be -- it -- because it
19 indicated valuation -- sorry, if you can repeat your
20 question?

21 MR. MICHAEL WATSON: Of course. Of
22 course.

23 MS. SARA ALMAS: Sorry.

24 MR. MICHAEL WATSON: It was -- my
25 question was -- was this, June 27th, the first time

1 that you had heard anything about a possible strategic
2 opportunity, or a study that was being done with
3 respect of that, or a valuation with respect to that?

4 MS. SARA ALMAS: Yes. The
5 significance of it, it didn't catch my attention
6 anytime significantly before that I recollect, but
7 this was clearly presented, and that's when I became
8 fully aware of what they were undertaking.

9 MR. MICHAEL WATSON: All right. Now
10 if we can scroll down slowly, we see a great big, you
11 know, a big -- a black patch. If we can keep going
12 on. It's big, okay? And then -- sorry, just stop
13 there.

14 So I'm going to take it that -- that
15 redaction is something that -- that you put in, or did
16 inquiry Counsel do it, or who -- who did it? Do you
17 know?

18 MS. SARA ALMAS: I think inquiry
19 Counsel, I believe.

20 MR. MICHAEL WATSON: All right. And -
21 - and as far as you're concerned, I take it, then,
22 that would indicate that there's nothing in there that
23 was relevant to the Collus Transaction, right?

24 MS. SARA ALMAS: So based on some of
25 the documents I see, if there's more than two (2)

1 items or three (3) items that are on -- on our in
2 camera agenda, they've blacked out the items that
3 weren't pertinent to the conversation.

4 MR. MICHAEL WATSON: Right. So we'd
5 have to look at the agenda to see --

6 MS. SARA ALMAS: Yeah.

7 MR. MICHAEL WATSON: -- how many of
8 those boxes were ticked off --

9 MS. SARA ALMAS: Yes.

10 MR. MICHAEL WATSON: -- and what they
11 might be?

12 MS. SARA ALMAS: Yes.

13 MR. MICHAEL WATSON: Is that fair?

14 MS. SARA ALMAS: Yes.

15 MR. MICHAEL WATSON: All right. And
16 so if we can go to -- back up to the top -- well,
17 first of all, sorry -- sorry -- if we stay there, you
18 see that -- that the in-camera session adjourned at
19 8:49.

20 MS. SARA ALMAS: Right.

21 MR. MICHAEL WATSON: Right. Do you
22 remember one of the previous ones, the in-camera
23 session lasted for about twenty-five (25) minutes?

24 MS. SARA ALMAS: Right.

25 MR. MICHAEL WATSON: This one ended at

1 8:49, right? Let's go to the top. And -- and the top
2 says calling to order at 6:10. You see that?

3 MS. SARA ALMAS: Yes.

4 MR. MICHAEL WATSON: So this was a two
5 and two-thirds (2 2/3) hour in-camera session.

6 MS. SARA ALMAS: Right.

7 MR. MICHAEL WATSON: Okay. And we see
8 that there's just, you know, a whole bunch of stuff
9 there but if we then, sorry, go -- go back down --
10 down a little -- a little further, we see that Collus
11 Power -- Power Property, and that's certainly one of
12 the -- one of items -- and you got there, you know,
13 six (6) lines, well five (5) lines there and then
14 another one (1) just -- just below that, for a
15 discussion of the study -- the strategic
16 opportunities, taking questions, valuations,
17 partnerships, assets, and so on. And -- and these the
18 final minutes with respect to that, right?

19 MS. SARA ALMAS: I believe --

20 MR. MICHAEL WATSON: Right.

21 MS. SARA ALMAS: -- that they are.

22 MR. MICHAEL WATSON: And I take it
23 then that there would be a whole heck of a lot more in
24 your draft minutes about what was said about all of
25 these things.

1 MS. SARA ALMAS: Generally I would
2 have more. This would be the summary.

3 MR. MICHAEL WATSON: All right. Then
4 I'm -- I'm going to reiterate a request that we have
5 previously made for -- for minutes. I did not --
6 however, to be fair, I did not appreciate before your
7 evidence this morning that there were draft minutes
8 and not just final ones.

9 And so what I'm going to ask for on
10 behalf of our client, and my guess is some other
11 people here as well, is the draft minutes that would
12 undoubtedly have, I take it, Ms. Almas, a lot more
13 detail than what you've recorded here, fair?

14 MS. SARA ALMAS: Some of them didn't
15 have significantly more, but there's -- there's always
16 more in the draft than there is in the final.

17 MR. MICHAEL WATSON: I'm -- I'm going
18 to ask that and we'll -- we can take it up later with
19 Inquiry counsel, but I just want to make that request
20 on -- on -- on the record.

21

22 (BRIEF PAUSE)

23

24 MR. FREDERICK CHENOWETH: Are you
25 asking -- thank you, I've got it on. Are you asking

1 for the minutes, all draft minutes with respect to
2 council meetings that have been produced to Inquiry
3 counsel or are you asking for the draft minutes
4 relating to the June 27th, 2011, meeting?

5 MR. MICHAEL WATSON: The request --

6 THE HONOURABLE FRANK MARROCCO: Why --
7 why don't we just deal with this -- why don't you --
8 the two (2) of you can about the nature of the
9 request. Why don't we try to continue with the cross-
10 examination of the witness and then you and -- and
11 counsel for Mr. Houghton can sort out the nature of
12 your request.

13 MR. MICHAEL WATSON: Indeed.

14 THE HONOURABLE FRANK MARROCCO: Let us
15 know what your request is and we'll, if we have those
16 minutes, we'll produce them.

17 MR. FREDERICK CHENOWETH: Okay. Thank
18 you, Your Honour.

19

20 CONTINUED BY MR. MICHAEL WATSON:

21 MR. MICHAEL WATSON: So that's that.
22 Now you talked about procurement this morning.

23 MS. SARA ALMAS: Yes.

24 MR. MICHAEL WATSON: And the Town of
25 Collingwood had a procurement bylaw.

1 MS. SARA ALMAS: Yes.

2 MR. MICHAEL WATSON: And it was passed
3 in 2006.

4 MS. SARA ALMAS: I believe so.

5 MR. MICHAEL WATSON: I was curious
6 about that so I spent a -- a little time, that's the
7 kind of life I have, going over various minutes of
8 meetings and so on over the past few years, and I see
9 there is a -- an updated procurement bylaw in 2017, is
10 that right?

11 MS. SARA ALMAS: Yes.

12 MR. MICHAEL WATSON: And -- and so the
13 twenty (20) -- 2006 procurement -- sorry, it's a
14 policy, right?

15 MS. SARA ALMAS: They're both bylaws.

16 MR. MICHAEL WATSON: All right. Yeah,
17 sorry, yes, it -- yes, it was, because it has that
18 number.

19 MS. SARA ALMAS: Yes.

20 MR. MICHAEL WATSON: 2006-42, all
21 right. And -- and -- and that 's that's something
22 that's mandated by the municipal act, right, that is,
23 that the municipal act uses the term "policy." You're
24 familiar with that?

25 MS. SARA ALMAS: Yes.

1 MR. MICHAEL WATSON: Not bylaw. It
2 doesn't require a bylaw.

3 MS. SARA ALMAS: Right.

4 MR. MICHAEL WATSON: But it requires
5 the municipality to have, among other things, policies
6 respecting procurement.

7 MS. SARA ALMAS: Correct.

8 MR. MICHAEL WATSON: And procure means
9 to obtain something from someone, right?

10 MS. SARA ALMAS: Correct.

11 MR. MICHAEL WATSON: Okay. And so
12 could we take a look, please, then at TOC517154?

13 And, Your Honour, while we're getting
14 that, just to give an indication, I am hoping, and I
15 may very well be done by 3:30.

16 THE HONOURABLE FRANK MARROCCO: Well,
17 we have to stop --

18 MR. MICHAEL WATSON: I understand.

19 THE HONOURABLE FRANK MARROCCO: -- you
20 know, so just govern yourself accordingly. If you're
21 not finished, then pick a convenient point and stop.

22

23 CONTINUED BY MR. MICHAEL WATSON:

24 MR. MICHAEL WATSON: Fine, fine. All
25 right. And so this is the bylaw, I take it, that, you

1 know, you don't necessarily take around with you to
2 parties, but you're familiar with it.

3 MS. SARA ALMAS: I am familiar, yes.

4 MR. MICHAEL WATSON: Right. And you
5 have some -- you have some role with respect to
6 procurement, right?

7 MS. SARA ALMAS: I do.

8 MR. MICHAEL WATSON: Okay. So --
9 well, this is not going to be fun. I'm not going to
10 go through the whole thing, but basically -- and I
11 want to take you to something -- it deals with the
12 procurement of goods and services, fair?

13 MS. SARA ALMAS: Right.

14 MR. MICHAEL WATSON: That's what it's
15 basically about.

16 MS. SARA ALMAS: Right.

17 MR. MICHAEL WATSON: Right. And if we
18 can go, please, then to -- I think it's 2.0 policy
19 statement and a whole bunch of definitions which are
20 really boring, and then what we see here, a policy
21 statement. So this is a general policy statement that
22 the Town has put in place describing what the bylaw is
23 all about and what the intent is, right?

24 MS. SARA ALMAS: (NO AUDIBLE RESPONSE)

25 MR. MICHAEL WATSON: Okay. And so we

1 see,

2 "No expenditure, purchase, or
3 commitment shall be incurred or made
4 and no account shall be paid by the
5 Town for goods and services."

6 You see that?

7 MS. SARA ALMAS: Yes.

8 MR. MICHAEL WATSON: And of course
9 that's a defined term, okay.

10 "Except as provided in this file or
11 otherwise approved by council" --

12 Da da da da da. And then (b):

13 "In implementing this, no contract
14 shall be entered into and no
15 expenditure shall be authorized or
16 incurred unless council has provided
17 funds for such purpose in the annual
18 budget."

19 You see that?

20 MS. SARA ALMAS: (NO AUDIBLE RESPONSE)

21 MR. MICHAEL WATSON: Right. And so --
22 and so what that has to do with is, if there are goods
23 and services that are going to be purchased, then you
24 can't sign a contract for that unless there has been
25 an allocation in the municipal budget for -- for the

1 year or unless council specifically approves it, fair?

2 MS. SARA ALMAS: Correct.

3 MR. MICHAEL WATSON: All right. And
4 then (c) says:

5 "Department heads shall ensure that
6 bylaws and provisions of the bylaw
7 are complied with."

8 And then (d) deals with unsolicited
9 proposals, and so we see what it has to do with and
10 that is the acquisition of either goods or services by
11 the Town, right? Yes?

12 MS. SARA ALMAS: Sorry, which --
13 which section are we on?

14 MR. MICHAEL WATSON: Well, I'm talking
15 -- talking just now overall. We've taken a look at
16 all of these, and again this -- the whole thing has to
17 do with the acquisition or procurement of goods and
18 services by the Town.

19 MS. SARA ALMAS: Correct.

20 MR. MICHAEL WATSON: Okay, thank you.
21 Now, could we please go to then the RFP for this
22 transaction, which is CPS6891.

23

24 (BRIEF PAUSE)

25

1 MR. MICHAEL WATSON: And I daresay
2 you're familiar with this document.

3 MS. SARA ALMAS: I am.

4 MR. MICHAEL WATSON: I think everybody
5 in this room is. All right. So this was the request
6 for proposal, the RFP, for the strategic partnership
7 put out by Collus Power Corp, right?

8 MS. SARA ALMAS: Right.

9 MR. MICHAEL WATSON: In October of
10 2011.

11 MS. SARA ALMAS: Right.

12 MR. MICHAEL WATSON: And that then led
13 to various proposals being made by four (4) bidders in
14 November, right?

15 MS. SARA ALMAS: Right.

16 MR. MICHAEL WATSON: And evaluation by
17 the strategic task team of Collus and a presentation
18 to council on December 5th.

19 MS. SARA ALMAS: Yes.

20 MR. MICHAEL WATSON: In an in-camera
21 session.

22 MS. SARA ALMAS: That's correct.

23 MR. MICHAEL WATSON: And then council
24 voting to approve PowerStream as the preferred
25 proponent.

1 MS. SARA ALMAS: I don't recollect
2 that to be specifically correct.

3 MR. MICHAEL WATSON: All right. We'll
4 leave that point. That's all right; that -- that's
5 fine. Could we then scroll down, please, and I want
6 to take a look at the -- at the purpose of the -- of
7 the request. Okay. So stopping there -- sorry.

8 We see -- the first thing is the
9 purpose of the request and then there's a whole bunch
10 of stuff about background and governance, right.
11 Okay, so let's go down to Purpose of Request section
12 on page 1. So here we have -- this request for
13 proposal is being issued by Collus Power Corp and the
14 Town of Collingwood. So it actually, in fairness, is
15 both, right, both the Town and Collus. Yes?

16 MS. SARA ALMAS: Yes.

17 MR. MICHAEL WATSON: All right. And -
18 - and you appreciated that Collus had a whole bunch of
19 associated and affiliated companies, right, utility
20 company, the asset company, the LDC company, and so
21 on?

22 MS. SARA ALMAS: yes.

23 MR. MICHAEL WATSON: All right. And
24 some of them were dormant and some of them were
25 active.

1 MS. SARA ALMAS: Right.

2 MR. MICHAEL WATSON: Okay. And -- and
3 what it says is,

4 "For the purpose of soliciting
5 written proposals to enter into a
6 strategic partnership arrangement
7 for the purpose of this request,
8 some of the key needs of a strategic
9 partner include the following."

10 And so you see purchase of shares of up
11 to 50 percent in Collus Power. That was a very
12 central feature of this entire transaction, right?

13 MS. SARA ALMAS: Yes.

14 MR. MICHAEL WATSON: Okay.

15 MS. SARA ALMAS: Just for
16 clarification --

17 MR. MICHAEL WATSON: Yes.

18 MS. SARA ALMAS: -- if I may --

19 MR. MICHAEL WATSON: Yes.

20 MS. SARA ALMAS: -- actually I didn't
21 -- I don't recollect, because I didn't prepare this
22 document nor was involved in this document, I didn't
23 actually recollect that it had the Town of Collingwood
24 included -- included in that purpose. So that -- that
25 is -- I -- I thought it was being primarily issued by

1 Collus Power Corp.

2 MR. MICHAEL WATSON: And that may be
3 primarily by Collus Power Corp, I wanted to mention
4 that out of fairness --

5 MS. SARA ALMAS: Yes.

6 MR. MICHAEL WATSON: -- right, because
7 the Town of Collingwood was the sole shareholder --

8 MS. SARA ALMAS: Absolutely.

9 MR. MICHAEL WATSON: -- of Collus and
10 -- and indeed you have talked about that this morning
11 in connection with the Aird & Berlis -- Aird & Berlis
12 sort of acting in a way kind of for both and all of
13 that, right?

14 MS. SARA ALMAS: Right.

15 MR. MICHAEL WATSON: Okay. So it's
16 talking here about the purchase of shares of up to 50
17 percent in Collus Power, and of course that would be
18 the -- the purchase of shares by some other company or
19 entity, right?

20 MS. SARA ALMAS: Correct.

21 MR. MICHAEL WATSON: Okay. Such as,
22 as it turned out, PowerStream or Veridian (phonetic)
23 or -- or Horizon or Hydro One, who were all invited --

24 MS. SARA ALMAS: Yes.

25 MR. MICHAEL WATSON: -- to the show,

1 right. Okay. And then provision of strategic and
2 specialized resources to Collus Power while continuing
3 to effectively engage in the Collus Power and
4 affiliate -- and affiliate employees, right. We saw
5 that. That's a "yes"?

6 MS. SARA ALMAS: Yes.

7 MR. MICHAEL WATSON: All right. And -
8 - and so -- so that -- so the first point, purchase of
9 shares, would be purchase of shares from the Town,
10 because the Town was the owner of the shares, right?

11 MS. SARA ALMAS: Yes. The Holdco was,
12 I guess, technically the owner but the Town was -- was
13 -- was responsible for the entire company.

14 MR. MICHAEL WATSON: Fair enough.

15 MS. SARA ALMAS: I believe --

16 MR. MICHAEL WATSON: There was a
17 holding company --

18 MS. SARA ALMAS: Yes, yeah.

19 MR. MICHAEL WATSON: -- and you're
20 familiar with the fact that what then happened, I take
21 it you know for tax reasons beneficial to the Town,
22 was that it was changed to the Holdco, right?

23 MS. SARA ALMAS: Near the end,
24 correct.

25 MR. MICHAEL WATSON: All right. So

1 that -- that's fine. The entire Collus Group, if I
2 can put it that way, was wholly owned by the Town.

3 MS. SARA ALMAS: That is correct.

4 MR. MICHAEL WATSON: Okay. Through,
5 as you point out, carefully -- a -- a holding company.

6 MS. SARA ALMAS: That's correct.

7 MR. MICHAEL WATSON: All right. And -
8 - and so this then would be a purchase of, indirectly,
9 through the holding company, of an asset of the Town--

10 MS. SARA ALMAS: Right.

11 MR. MICHAEL WATSON: -- which would
12 explain, I take it now that you think about it and
13 look at it, why the -- it was stated to be the Town of
14 Collingwood, right? Because the first part of it has
15 to do with Town.

16 MS. SARA ALMAS: Right.

17 MR. MICHAEL WATSON: But not the Town
18 getting goods and services, the Town selling 50
19 percent of its shares, right? So the procurement
20 bylaw had nothing to do with this, correct?

21 MS. SARA ALMAS: I don't -- I'm -- I'm
22 not sure.

23 MR. MICHAEL WATSON: Okay, all right,
24 all right. That's fine. And the only reason I'm
25 asking this is that you were asked a bunch of

1 questions about the normal way in which the Town does
2 various things and RFPs, but those are RFPs for the --
3 for -- for the -- for the acquisition of goods and
4 services, right, because that's what that bylaw is all
5 about, fair?

6 MS. SARA ALMAS: Yes.

7 MR. MICHAEL WATSON: Yes, all right.
8 And then the rest of all of this has to do with
9 providing services to Collus Power, as you can see,
10 right?

11 MS. SARA ALMAS: (NO AUDIBLE RESPONSE)

12 MR. MICHAEL WATSON: Okay. Then --
13 how are we doing?

14

15 (BRIEF PAUSE)

16

17 MR. MICHAEL WATSON: All right. I
18 think actually maybe the last point that I want to get
19 to -- I'm starting -- myself -- is, you were asked
20 about -- and -- and we're now going forward and I'm
21 going to situate you to the January 2012 time period.

22 So this is after Town Council has
23 approved -- yeah, has approved PowerStream, and now I
24 think you were aware of the fact that the parties were
25 then negotiating the various documents through their

1 lawyers, and Aird & Berlis of course was acting for --
2 for -- I'm just going to say the Town/Collus, right.

3 MS. SARA ALMAS: Correct.

4 MR. MICHAEL WATSON: And you're
5 familiar with the fact that both the Town and Collus
6 were signatories to the Share Purchase Agreement.

7 MS. SARA ALMAS: Correct.

8 MR. MICHAEL WATSON: And you --
9 forgive me, I may have forgotten or gotten this wrong
10 you. You are signing officer for the Corporation on
11 those documents, right?

12 MS. SARA ALMAS: That is correct.

13 MR. MICHAEL WATSON: So that would
14 include the Share Purchase Agreement?

15 MS. SARA ALMAS: Yes.

16 MR. MICHAEL WATSON: And you remember
17 that there is a Unanimous Shareholders Agreement?

18 MS. SARA ALMAS: Correct.

19 MR. MICHAEL WATSON: You signed both?

20 MS. SARA ALMAS: Correct.

21 MR. MICHAEL WATSON: Did you read them
22 before you signed them? And I'm not asking --
23 critical, because you used lawyers. I appreciate
24 that. Did you read them?

25 MS. SARA ALMAS: No, I did not read

1 them.

2 MR. MICHAEL WATSON: Okay. You -- you
3 relied on advice from people you trusted.

4 MS. SARA ALMAS: Right.

5 MR. MICHAEL WATSON: Is that a fair
6 way to put it?

7 MS. SARA ALMAS: Correct.

8 MR. MICHAEL WATSON: Okay. And --

9 MS. SARA ALMAS: And again to
10 reiterate, they're extremely substantial legal
11 documents.

12 MR. MICHAEL WATSON: Yes, I understand
13 that. All right. And one of the things that -- that
14 you said this morning that was interesting -- when you
15 were asked about this, you remember Mr. Mather took
16 you through the bylaw and -- and the -- the fact that
17 Mr. Nolan of PowerStream had written back with
18 comments and what he wanted to see in the bylaw.

19 Do you remember that?

20 MS. SARA ALMAS: Yes.

21 MR. MICHAEL WATSON: And -- and you
22 said that you were very surprised with that. Do you
23 remember saying that?

24 MS. SARA ALMAS: Yes.

25 MR. MICHAEL WATSON: And you said this

1 wasn't for PowerStream's interest. Do you remember
2 saying that?

3 MS. SARA ALMAS: M-hm.

4 MR. MICHAEL WATSON: And you said, and
5 I kind of detected an element of effrontery. Well,
6 this is the Town's bylaw. That was your view. So
7 sort of, in your view, what the heck is PowerStream
8 doing, sticking its nose into a Town bylaw?

9 MS. SARA ALMAS: Right.

10 MR. MICHAEL WATSON: Okay. And then
11 you were taken to -- do do do do do...

12

13 (BRIEF PAUSE)

14

15 MR. MICHAEL WATSON: Yeah, yeah,
16 sorry. And I -- I have not made a note of this, I'm
17 sorry. You -- the -- the four (4) items with respect
18 -- that -- in that document that Mr. Nolan was asking
19 about. Do you remember those four (4) items, (a),
20 (b), (c), (d)?

21 MS. SARA ALMAS: Oh, yes.

22 MR. MICHAEL WATSON: You were asked
23 about that. I'm sorry, for some reason, didn't make a
24 note of the document.

25 MS. SARA ALMAS: Like the various --

1 progressive change to the bylaw.

2

3 (BRIEF PAUSE)

4

5 MR. MICHAEL WATSON: If --

6 MR. JOHN MATHER: 494?

7

8 (BRIEF PAUSE)

9

10 MR. JOHN MATHER: It's -- I can put it
11 on the record, paragraph 494, Foundation Document 1.

12 MR. MICHAEL WATSON: Okay, thanks. All
13 right, if we can get up, that'd be great. Thank you.

14

15 (BRIEF PAUSE)

16

17 CONTINUED BY MR. MICHAEL WATSON:

18 MR. MICHAEL WATSON: All right. So
19 you remember you were asked about this, right?

20 MS. SARA ALMAS: Yes.

21 MR. MICHAEL WATSON: And -- and -- and
22 it included a whereas clause. Basically you said this
23 morning you didn't have any concerns about any of
24 these.

25 MS. SARA ALMAS: I -- I wasn't

1 terribly concerned, no.

2 MR. MICHAEL WATSON: Well, I wrote
3 down you said, "I had no concerns about these." You
4 say basically -- you had some concern about the fact
5 that PowerStream was involving itself, right?

6 MS. SARA ALMAS: Right.

7 MR. MICHAEL WATSON: But leaving aside
8 that, you didn't have any concerns about these
9 specific items, fair?

10 MS. SARA ALMAS: That is -- that's
11 fair.

12 MR. MICHAEL WATSON: All right. And -
13 - and when -- and when we see, for example, on Item
14 (c), and you were asked about this, "Remove the
15 requirement that Town staff and Town solicitor report
16 back to council before closing of the Transaction.
17 You see that?

18 MS. SARA ALMAS: Yes.

19 MR. MICHAEL WATSON: And indeed in
20 your evidence this morning, you said that it's a
21 pretty unusual thing to do this because it's already
22 authorized, why do you have to come back to council
23 unless there is a very significant change, is what you
24 said, right?

25 MS. SARA ALMAS: That is correct.

1 MR. MICHAEL WATSON: So what would had
2 been put into the draft bylaw, was in fact something
3 that you thought was unnecessary.

4 MS. SARA ALMAS: yes.

5 MR. MICHAEL WATSON: Yes. So thank
6 goodness, PowerStream came along and said that. Fair?

7 MS. SARA ALMAS: Not -- not
8 necessarily.

9 MR. MICHAEL WATSON: Is it something
10 that maybe you would have thought your lawyers would
11 have done?

12 MS. SARA ALMAS: To report back to --
13 to council, obviously is not a bad thing, so it's not
14 the way normal process would work, so it was odd that
15 it was in there.

16 MR. MICHAEL WATSON: Right.

17 MS. SARA ALMAS: But it -- but it by
18 no means is it -- is it wrong, and if anything, you
19 know, it -- if we thought there should have been a
20 report back to council, it could be in there but it's
21 generally not that case.

22 MR. MICHAEL WATSON: All right. And -
23 - and when you're talking about the bylaw and you were
24 being asked about the bylaw, you said that, well, you
25 know, we need authorization for this. This is the

1 words you used. In other words, the Town would need
2 proper authorization to enter into this transaction,
3 right?

4 MS. SARA ALMAS: That's correct.

5 MR. MICHAEL WATSON: Okay. And that's
6 done by bylaw.

7 MS. SARA ALMAS: Yes.

8 MR. MICHAEL WATSON: And, because
9 after all, it was selling 50 percent of - of a pretty
10 significant subsidiary corporation that ran the
11 electrical utility.

12 MS. SARA ALMAS: Correct.

13 MR. MICHAEL WATSON: And town council
14 had to be apprised of that and had to pass a bylaw to
15 that effect.

16 MS. SARA ALMAS: That's correct.

17 MR. MICHAEL WATSON: Okay. Now, what
18 I'd like to do then, and I think this may be just --
19 maybe toward the end. Could we go then to ARB513?

20

21

22 (BRIEF PAUSE)

23

24 MR. MICHAEL WATSON: Sorry, no, no,

25 no.

1 (BRIEF PAUSE)

2

3 MR. MICHAEL WATSON: Give me a moment,
4 Your Honour.

5 THE HONOURABLE FRANK MARROCCO: Mr.
6 Watson --

7 MR. MICHAEL WATSON: Yes.

8 THE HONOURABLE FRANK MARROCCO: --
9 we've got about two (2) minutes to go before we're --
10 we're asked to vacate. Is this a good point to stop?

11 MR. MICHAEL WATSON: Well, since --
12 I'm trying to figure out the document. It's a great
13 place to stop, so, yes, and I can finish up in just a
14 few minutes in the morning.

15 THE HONOURABLE FRANK MARROCCO: That's
16 fine. We'll finish up tomorrow.

17 We talked about and agreed that we're
18 not sitting on the 22nd, so we'll start on the 23rd at
19 one o'clock because I have a -- a commitment in
20 Toronto at 8:00 in the morning. Would -- could we sit
21 on the Friday, the 26th? People available?

22

23 (BRIEF PAUSE)

24

25 THE HONOURABLE FRANK MARROCCO:

1 Perhaps you can let me know in the morning if -- if --
2 if that's literally -- but that way we would -- for
3 some reason we're not sitting on -- on the Friday, but
4 it might not be a bad idea to do that. So anyway, let
5 me know tomorrow if that is a great inconvenience to
6 people or not. Well, let me know in the morning.

7

8

(BRIEF PAUSE)

9

10 --- Upon adjourning at 3:31 p.m.

11

12 Certified correct,

13

14

15 _____

16 Wendy Woodworth, Ms.

17

18

19

20

21

22

23

24

25

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