



TOWN OF COLLINGWOOD

JUDICIAL INQUIRY

Before:

Associate Chief Justice Frank Marrocco

Held at:

Collingwood Town Hall

Council Chambers

97 Hurontario Street

Collingwood, Ontario

April 18th, 2019

1 APPEARANCES

2

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14 (No Counsel)) For Timothy Fryer

15

16 Frederick Chenoweth) For Edwin Houghton

17

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22) Corporation

23

24

25

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

2

3 THE HONOURABLE FRANK MARROCCO: Before
4 we continue with Ms. Wingrove, I'm going to try
5 something a little different. I'm going to break at
6 11:00 for ten (10) minutes, and break at 12:00 for ten
7 (10) minutes to see if that's easier on the witness,
8 and also gives whoever's cross-examining an
9 opportunity to reorganize.

10

11 KIMBERLY WINGROVE, Previously Sworn

12

13 CONTINUED EXAMINATION-IN-CHIEF BY MS. KATE MCGRANN:

14 MS. KATE MCGRANN: Good morning, Ms.
15 Wingrove.

16 MS. KIMBERLY WINGROVE: Good morning.

17 MS. KATE MCGRANN: I'd like to start
18 by turning to paragraph 207 of the foundation
19 document.

20

21 (BRIEF PAUSE)

22

23 MS. KATE MCGRANN: Paragraph...

24

25 (BRIEF PAUSE)

1 MS. KATE MCGRANN: This paragraph
2 discusses some email correspondence in June 2011. In
3 particular, I'd like to draw your attention to the
4 sentence in the middle of the paragraph that reads:

5 "On June 22, 2011, Mayor Cooper's
6 executive assistant invited Ed
7 Houghton, Deputy Mayor Lloyd, Dean
8 Muncaster, and CAO Wingrove to an
9 introductory meeting with Brian
10 Bentz. Mr. Bentz extended the
11 invitation to Barrie Mayor and
12 PowerStream Chair Jeff Lehman."

13 Do you remember being invited to this
14 meeting on June 22nd, 2011?

15 MS. KIMBERLY WINGROVE: I do recall
16 that meeting, yes.

17 MS. KATE MCGRANN: What can you tell
18 us about that meeting?

19 MS. KIMBERLY WINGROVE: I'm afraid my
20 memory of that particular meeting is not very fulsome.
21 I recall that it took place. I recall that it was of
22 an introductory nature, that there were discussions of
23 the PowerStream company and -- and the work that they
24 did.

25 MS. KATE MCGRANN: I'd like to -- to

1 explore your memory of this meeting a little bit
2 further. On -- before you attended the meeting, what
3 did you understand the purpose of the meeting was?

4 MS. KIMBERLY WINGROVE: It -- it was
5 an introduction. It was a -- a meeting to introduce
6 these folks to us. It was not -- the -- the specific
7 purpose of it was not entirely clear to me, but this
8 would not have been necessarily a unique situation.

9 I -- I was at times called into
10 meetings, sometimes on very short notice, without
11 having been fully briefed on the nature of it. It
12 was, I guess, meant that it would become clear.

13 MS. KATE MCGRANN: Do you remember
14 asking yourself at the time why you were being called
15 to an introductory meeting with PowerStream?

16

17 (BRIEF PAUSE)

18

19 MS. KIMBERLY WINGROVE: I wish that my
20 -- my memory was more precise in -- in this matter.
21 Certainly, you know, given the earlier discussion with
22 -- with Mr. Houghton regarding moving forward with
23 some further thoughts, you know, with regard to
24 Collus, I made some assumptions that -- that there
25 wouldn't be some relationship, but it certainly was

1 not clear to me that there was a specific purpose to
2 this meeting.

3 MS. KATE MCGRANN: Do you recall who
4 else attended the meeting?

5 MS. KIMBERLY WINGROVE: The -- the
6 people that are noted here. I -- I recall Mayor
7 Cooper, Deputy Mayor Lloyd, Ed, myself, and Jeff
8 Lehman, Brian Bentz. I -- don't recall anyone else.
9 I don't recall Mr. Muncaster being there.

10 MS. KATE MCGRANN: Is there anything
11 else that you can tell us about what was said at the
12 meeting?

13 MS. KIMBERLY WINGROVE: It -- it's not
14 a -- it's -- it was not a meeting that -- that stuck
15 out in my mind as providing any information that was
16 concerning to me or of a -- a various specific nature.

17 MS. KATE MCGRANN: Okay. You've
18 mentioned this morning the meeting that you had with
19 Mr. Houghton, where he discussed potential options for
20 Collus Power. The last time we were here, you talked
21 about a meeting you had with Mr. Bonwick, where he let
22 you know that he would be doing some work for
23 PowerStream.

24 At any time after you were invited to
25 this meeting, did you draw any connections in your

1 mind between your meeting with Mr. Bonwick about
2 PowerStream, your meeting with Mr. Houghton about
3 Collus Power, and this meeting that you attended with
4 representatives of PowerStream?

5 MS. KIMBERLY WINGROVE: Certainly, I
6 think as I mentioned when I spoke the last time, it
7 was something that -- that would give you -- give --
8 gave me some pause, but again, I -- without the
9 benefit of any other information, I -- I really did,
10 at that point, think that Mr. Bonwick intended to do
11 as he said he would, which was to provide
12 communication advice to PowerStream. It -- it didn't
13 go farther than that.

14 MS. KATE MCGRANN: Did you speak to
15 anyone about this meeting after you attended it?

16 MS. KIMBERLY WINGROVE: I don't
17 believe so.

18 MS. KATE MCGRANN: And did you take
19 any specific steps in response to having attended this
20 meeting?

21 MS. KIMBERLY WINGROVE: No, I did not.

22 MS. KATE MCGRANN: I'd like to turn to
23 document ALE192.

24

25 (BRIEF PAUSE)

1 MS. KATE MCGRANN: This is a June 7th,
2 2011 letter from PowerStream to Mr. Bonwick regarding
3 a consulting engagement. The letter begins:

4 "Dear Paul, this letter will serve
5 as our agreement with respect to the
6 services and the terms and
7 conditions upon which you, as
8 principal of Compenso
9 Communications, Inc., will provide
10 services to PowerStream."

11 Did you see this letter at any point
12 between June 7th, 2011, and July 31st, 2012?

13 MS. KIMBERLY WINGROVE: No, I did not.

14 MS. KATE MCGRANN: Have you seen a
15 copy of it since then?

16 MS. KIMBERLY WINGROVE: Only within
17 the materials that were provided to me.

18 MS. KATE MCGRANN: Would you scroll
19 down the page, please. I want to talk to you about
20 the information that Mr. Bonwick gave you about the
21 work he would be doing with PowerStream in reference
22 to this letter.

23 Could you scroll up a little bit so we
24 can just see the tit -- perfect, background -- in the
25 background section, this letter says that PowerStream

1 was committed to pursuing growth opportunities by way
2 of acquisitions and/or mergers involving other Ontario
3 local distribution companies. It goes on to say:

4 "The Honourable Paul Bonwick, as a
5 principal of CCI, has expertise on
6 government relations and
7 communications that may assist
8 PowerStream in achieving its M&A
9 objectives."

10 And it notes that he's a registered
11 lobbyist.

12 At any point between June 2011 and July
13 2012, did Mr. Bonwick or anyone else disclose to you
14 that Mr. Bonwick was retained to assist PowerStream in
15 achieving its M&A objectives with respect to other
16 local distribution companies?

17

18 (BRIEF PAUSE)

19

20 MS. KIMBERLY WINGROVE: I do -- I
21 don't recall those specific terms ever being used.

22 MS. KATE MCGRANN: Do you recall that
23 concept being disclosed to you?

24 MS. KIMBERLY WINGROVE: As I mentioned
25 earlier, my meeting with Mr. Bonwick was very brief.

1 He informed me that he'd been engaged by PowerStream
2 and would be working with them. The extent and the
3 exact nature of those activities was not clear to me.

4 MS. KATE MCGRANN: Can you scroll down
5 so that the scope of work heading's at the top of the
6 page.

7

8 (BRIEF PAUSE)

9

10 MS. KATE MCGRANN: Would you take a
11 second to read the first two (2) bullet points under
12 this heading?

13

14 (BRIEF PAUSE)

15

16 MS. KATE MCGRANN: Did Mr. Bonwick
17 disclose that he would be doing the kinds of
18 activities that are set out in the first two (2)
19 bullet points here to you at any point between June
20 2011, and July 2012?

21 MS. KIMBERLY WINGROVE: No, he did
22 not.

23 MS. KATE MCGRANN: Did anybody else
24 disclose to you that Mr. Bonwick would be doing this
25 kind of work for PowerStream during that time period?

1 MS. KIMBERLY WINGROVE: No, he did
2 not.

3 MS. KATE MCGRANN: If we scroll down
4 to the next page, we'll just finish off with the areas
5 under that heading. There are three (3) more bullet
6 points here. Would you take a look at those?

7

8 (BRIEF PAUSE)

9

10 MS. KATE MCGRANN: Did Mr. Bonwick or
11 anybody else disclose to you that he would be doing
12 this kind of work for PowerStream during the period
13 between June 2011 and July 2012?

14 MS. KIMBERLY WINGROVE: The strategic
15 advice relating to communications is certainly what
16 was explained to me.

17 MS. KATE MCGRANN: And with respect to
18 the other two (2) bullet points?

19 MS. KIMBERLY WINGROVE: Assisting in
20 the preparation of proposals that PowerStream intends
21 to submit was absolutely not discussed with me. And
22 as I -- as I mentioned, the specific mergers and
23 acquisitions term was never used in a conversation
24 with me.

25 MS. KATE MCGRANN: Okay. Could you

1 scroll down so that the methodology and deliverables
2 header is at the top? I'd ask you to review the first
3 two (2) sections that you can see in the page here,
4 where it says, "while executing this retainer, CCI,"
5 which is Compenso, and:

6 "Bonwick shall undertake the
7 following: build the case and
8 enhance the profile, develop a
9 personalized contact program."

10 Would you take a look at those and let
11 us know if at any point between June 2011 and July
12 2012, this information was disclosed to you?

13 MS. KIMBERLY WINGROVE: No, it was
14 not.

15 MS. KATE MCGRANN: Just scroll down so
16 that "access key decision makers" is at the top. I'll
17 ask you the same question about these two (2)
18 paragraphs.

19

20 (BRIEF PAUSE)

21

22 MS. KIMBERLY WINGROVE: Certainly not
23 the access key decision-makers point. And -- and the
24 term issues monitoring was never used either.

25 MS. KATE MCGRANN: Issues monitoring

1 says that CCI is in -- that the -- in detail
2 underneath, it says that:

3 "CCI is in constant contact with
4 municipal government leaders, and as
5 such, is able to monitor and report
6 on any changes or opportunities that
7 may arise. As your early warning
8 system, our intelligence gathering
9 will help prepare you to respond to
10 any potential critical challenges
11 brought forward regarding this
12 approach."

13 Was that disclosed to you?

14 MS. KIMBERLY WINGROVE: No, it was
15 not.

16 MS. KATE MCGRANN: If this information
17 had been disclosed to any point between June 2011 and
18 July 31st, 2012, what would your reaction to it have
19 been?

20 MS. KIMBERLY WINGROVE: I would have
21 been, I think, extremely concerned that the idea of
22 being retained to provide access to municipal
23 officials, especially in a -- in a time where there
24 was the potential for a -- a transaction between the
25 parties, that simply would not have -- have passed my

1 own perception of what was correct. And I think I --
2 I would have made that known, that -- that was just
3 not possible to do.

4 I would have -- if I can continue, I --
5 I would have definitely engaged with the Town's legal
6 counsel, if that had been brought to my attention, and
7 would have asked for their advice about how best to
8 proceed.

9 MS. KATE MCGRANN: And when you refer
10 to the Town's legal counsel, who are you referring to?

11 MS. KIMBERLY WINGROVE: Aird & Berlis,
12 Leo Longo and John Mascarin.

13 MS. KATE MCGRANN: Would you just
14 scroll to the bottom of this letter. Perfect, thank
15 you.

16

17 (BRIEF PAUSE)

18

19 MS. KATE MCGRANN: Ms. Wingrove, I'm
20 going to turn now to June 27th, 2011 Council meeting.
21 I'm going to ask to -- the minutes of that meeting,
22 TOC516351 be shown on the screen.

23

24 (BRIEF PAUSE)

25

1 MS. KATE MCGRANN: These are the
2 minutes of an in camera session of Council that was
3 held on June 27th, 2011. If you scroll down the page
4 a little bit, were you in -- in -- thank you, a little
5 bit more. Staff present; you're listed as attending
6 here, Kim Wingrove, chief administrative officer.

7 Do you remember attending this meeting?

8 MS. KIMBERLY WINGROVE: Yes.

9 MS. KATE MCGRANN: And I under -- the
10 -- I understand that a number of items were discussed
11 at this meeting, but we're only interested in talking
12 about the Collus Power property, the first item for
13 discussion on the minutes.

14 Can you tell me what you remember about
15 what was discussed about Collus Power at this meeting?

16 MS. KIMBERLY WINGROVE: I recall that
17 Mr. Houghton and Mr. Fryer made a presentation to
18 Council where they talked about the current state of
19 Collus Power, that the -- again, reiterating the
20 issues with regard to the perception that the Province
21 was going to be looking to further amalgamate local
22 utilities, that there was a -- a call for action.

23 It was discussed that it -- that
24 Council should take careful consideration of moving
25 forward with some direction to get out ahead of what

1 was purported to be action that could be expected by
2 the -- the Province that might not be exactly what the
3 Town of Collingwood or -- or Collus would be looking
4 for.

5 There was a great deal of discussion at
6 the table about what this would mean, and -- and how
7 such a -- a change could be pursued, if you will.

8

9 (BRIEF PAUSE)

10

11 MS. KIMBERLY WINGROVE: They -- Ed and
12 Tim, they -- they gave their presentation. They spoke
13 to wanting to move forward, and -- and seeking
14 Council's support to move forward with exploring
15 options for Collus's future.

16 MS. KATE MCGRANN: The minutes don't
17 reflect that Council gave any instruction or direction
18 about what to do next. They indicate that Mr.
19 Houghton will -- will do a study, following the
20 completion of this study, provide a detailed report.

21 Do you remember if Council provided
22 instruction or direction with respect to the issues
23 that were discussed at this meeting?

24 MS. KIMBERLY WINGROVE: I'm afraid I
25 don't recall the -- the exact direction that Council

1 provided. I -- I just -- I do recall that there was a
2 lot of back-and-forth discussion at -- at the table
3 around what the most appropriate course of action
4 could be.

5 MS. KATE MCGRANN: Do you remember the
6 different courses of action that were being discussed?

7 MS. KIMBERLY WINGROVE: Well, it -- it
8 largely centred on whether we should be looking to
9 sell Collus or enter into some sort of a -- a
10 partnership arrangement where we retained 50 percent,
11 or 50 percent plus one (1) of -- of the Utility, and -
12 - and the -- really, the financial implications of
13 that. What sort of financial benefit might this
14 provide to the Town.

15 MS. KATE MCGRANN: Do you recall if
16 any consensus was reached as a result of those
17 discussions about which option should be pursued?

18 MS. KIMBERLY WINGROVE: At the end of
19 it all, I felt that there -- the consensus leaned
20 towards a partnership arrangement, that there was not
21 the same degree of comfort with a -- a complete sale
22 of the Utility.

23 MS. KATE MCGRANN: And how did you
24 gain that understanding? What did you base that on?

25 MS. KIMBERLY WINGROVE: That was

1 simply my -- my recollection of how the conversation
2 ended up, that the idea of selling Collus outright was
3 discussed but was not -- as a group they didn't feel
4 that that was the most beneficial option for the Town.
5 There was such a strong -- there was a lot of pride
6 about Collus and a lot of care purportedly for the
7 employees, and -- and some of the financial
8 arrangements with regard to dividends, et cetera.
9 They felt that there was value in retaining that.

10 MS. KATE MCGRANN: I'm going to turn
11 to paragraph 214 of the Foundation Document, and
12 actually what I'd like to look at are the two slides
13 that are reproduced above that paragraph. So looking
14 at this first slide, this is a slide from a
15 presentation that we understand was given during the
16 in camera session of the June 27th, 2011, meeting.

17 Do you recognize this slide?

18 MS. KIMBERLY WINGROVE: I certainly --
19 I certainly recognize the template of the slide. It
20 looks familiar to me. I know I've seen it before.

21 MS. KATE MCGRANN: Looking at Point
22 No. 1, it discusses the intention to identify and
23 investigate potential parties interested in the
24 opportunities surrounding the strategic partnership
25 option, and it says that Ed Houghton should speak with

1 potential strategic partners to determine/stimulate
2 levels of interest.

3 Do you recall Council providing any
4 instruction or direction that Mr. Houghton should do
5 that?

6 MS. KIMBERLY WINGROVE: Not -- I don't
7 -- I'm afraid I don't specifically recall that.

8 MS. KATE MCGRANN: Paragraphs 4 and 5
9 discuss preparing a request for proposals for the end
10 of August and that the RFP would be called for the end
11 of October 2011.

12 Do you recall that being discussed at
13 this meeting?

14 MS. KIMBERLY WINGROVE: Like, I
15 certainly don't doubt the veracity of what's before
16 me. I don't recall, I'm sorry, any specific
17 discussion in that regard.

18 The one (1) thing I do remember was the
19 discussion about the fact that there was going to be a
20 provincial election and the necessity to get -- if we
21 were going to make a change, that it was important to
22 get out ahead of any potential change in policy or
23 change in government.

24 MS. KATE MCGRANN: Looking at Point
25 No. 3 on this slide, this discusses establishing a

1 team comprised of the Collus Power Board, Mr.
2 Muncaster, Mayor Cooper, and independent director,
3 David McFadden, Ed Houghton, Tim Fryer, yourself, and
4 a Council representative, to meet with all interested
5 strategic partners to outline the needs, wants, and
6 desires.

7 Do recall being identified as -- as a
8 person who should be a member of the team like the one
9 described here?

10 MS. KIMBERLY WINGROVE: While we all
11 know that that was certainly what happened, I-- I
12 don't -- I don't remember the specifics around how
13 that particular composition came to be.

14 MS. KATE MCGRANN: I'm going to refer
15 to this team in my questions to you for the next
16 little bit as the Strategic Task Team.

17 MS. KIMBERLY WINGROVE: M-hm.

18 MS. KATE MCGRANN: Do you remember
19 when you first learned that you were going to be a
20 member of the Strategic Task Team?

21 MS. KIMBERLY WINGROVE: No, I don't.

22 MS. KATE MCGRANN: Do you remember who
23 -- who spoke to you or how you found out that you were
24 going to be a member of this team?

25 MS. KIMBERLY WINGROVE: My memory is

1 that it was from -- Mr. Houghton communicated that to
2 me.

3 MS. KATE MCGRANN: Can you tell us
4 anything you remember about how it was communicated to
5 you?

6 MS. KIMBERLY WINGROVE: I don't
7 specifically have -- I don't have a specific memory of
8 when that was first communicated to me.

9 MS. KATE MCGRANN: At the time that
10 you were advised that you were going to be a member of
11 this team, why did you think you had been selected?

12 MS. KIMBERLY WINGROVE: I think in my
13 -- in my role as the Town's Chief Administrative
14 Officer, they were looking to me to attend to do
15 exactly that, but represent the Town from a -- from a
16 staff level and from an administrative or -- or
17 process perspective.

18 MS. KATE MCGRANN: Was that explained
19 to you or was that a -- an understanding that you came
20 to on your own?

21 MS. KIMBERLY WINGROVE: That was an
22 understanding I came to on my own. I have an
23 extremely limited understanding of the specifics of
24 operating a hydro utility. It would not have been for
25 my vast expertise in that matter.

1 MS. KATE MCGRANN: Did you have prior
2 experience in running or being involved in an RFP
3 process?

4 MS. KIMBERLY WINGROVE: Absolutely
5 yes.

6 MS. KATE MCGRANN: What prior
7 experience did you have in -- let me ask you this,
8 sorry.

9 Did you have any prior experience in
10 running an RFP process or a tender process for the
11 Town of Collingwood?

12 MS. KIMBERLY WINGROVE: Yes.

13 MS. KATE MCGRANN: What prior
14 experience did you have with respect to the Town?

15 MS. KIMBERLY WINGROVE: Putting RFPs
16 and tenders out is -- is normal business for the Town
17 and we would be letting RFPs or -- or tenders on a
18 monthly basis, so I would have dealt with that the
19 first month I was there and every other month since.

20 MS. KATE MCGRANN: We know that a two-
21 envelope system was used for the responses for the RFP
22 for Collus Power.

23 Had you seen that system used before in
24 RFPs and tenders for the Town?

25 MS. KIMBERLY WINGROVE: Certainly it

1 is a common practice to use a two-envelope process for
 2 an RFP. The nature of RFPs is that they are somewhat
 3 subjective, that you are assessing the -- the quality
 4 and comprehensiveness of the -- the bidders' response
 5 to what you've asked for, so you want to be able to
 6 make an assessment of the proposals independent of
 7 what they might have been as far as what they were to
 8 charge you. That is something I'm very familiar with.

9 MS. KATE MCGRANN: When you say that
 10 an RFP is somewhat subjective, can you help me
 11 understand what you mean by that?

12 MS. KIMBERLY WINGROVE: Because of the
 13 -- the wording in -- in an RFP. RFPs are -- are
 14 normally used when you don't have a very specific and
 15 detailed knowledge of exactly what it is that you're
 16 looking for. You're not asking for forty-seven (47)
 17 screws and ten (10) bolts. It's something more
 18 service-oriented, and it could be delivered to you in
 19 a number of different ways by number of different
 20 processes, so you want -- and you are relying on the
 21 respondents to give you their best information about
 22 how they're interpreting your ask and what would, in
 23 their belief, be the -- the best course for you as the
 24 -- the person who's let the RFP.

25 MS. KATE MCGRANN: When you said it

1 could be delivered to you, were you referring to the
2 response to the RFP or the subject matter in which the
3 RFP --

4 MS. KIMBERLY WINGROVE: I'm sorry, the
5 subject matter of the -- of the RFP.

6 MS. KATE MCGRANN: Turning back to
7 your experience with other RFPs for the Town, the
8 Collus RFP had at a high level assigned, 70 percent
9 weight to non-financial criteria and a 30 percent
10 weight to financial criteria.

11 Is that -- was that your understanding?

12 MS. KIMBERLY WINGROVE: Yes.

13 MS. KATE MCGRANN: Had you seen that
14 weighting used before in other RFPs that you were
15 involved with for the Town?

16 MS. KIMBERLY WINGROVE: That -- that
17 heavy weighting on the - on the service side of it
18 versus the financial is not what I would consider
19 common practice.

20 MS. KATE MCGRANN: What -- what was
21 your experience with the weighting to be assigned as
22 between service and the financial in the RFPs you had
23 been involved in?

24 MS. KIMBERLY WINGROVE: Well, I -- I
25 want to be very clear that at the time I -- now I'm

1 not quite two (2) years into my tenure with the Town
2 and this is my first CAO's position, so I -- I didn't
3 come here with extensive knowledge of -- of the
4 municipal RFP process specifically.

5 What I understood then, what my
6 experience had been working with municipalities from
7 the provincial side, when you're dealing with
8 taxpayers' money, you're wanting to be very careful,
9 and we were selling something that had a value to the
10 Town. If all of -- if all the discussion was that we
11 were trying to maximize the value of this asset,
12 weighting the RFP so heavily on the services rather
13 than the financial seems now in hindsight to be not in
14 good alignment perhaps with what we were trying to do.

15 MS. KATE MCGRANN: Okay. And we'll
16 come back to that, your views on the weighting of the
17 -- the value that was assigned to the Collus Power
18 RFP.

19 For now what I'd like to know is, in
20 the RFPs that you had been involved in for the Town,
21 what kind of weightings had you seen used as between a
22 financial component and the -- the other components?

23 MS. KIMBERLY WINGROVE: To be
24 accurate, I -- I really would need to go back and --
25 and look. There's such a variation depending on the

1 project at hand. I've seen 50-50, I've seen the
2 service -- the financial side weighted much more
3 heavily than -- than the service side, and -- and
4 combinations thereof. The significance of the -- the
5 project, its scope, and -- and the nature of it is
6 really what plays into that decision of how to weight
7 the criteria.

8 MS. KATE MCGRANN: I'd like to turn
9 your attention to the first meeting of the Strategic
10 Task Team, so can we turn to Foundation Document
11 paragraph 239?

12

13 (BRIEF PAUSE)

14

15 MS. KATE MCGRANN: Using this
16 paragraph to help situate us in time, and it discusses
17 the fact that the Strategic Partnership Task Team
18 first met on August 3rd, 2011. It lists you as a
19 member who was in attendance.

20 Do you recall attending this meeting?

21 MS. KIMBERLY WINGROVE: Yes, I do.

22 MS. KATE MCGRANN: Was it your
23 understanding that the discussions that took place at
24 these meetings were to be kept confidential?

25 MS. KIMBERLY WINGROVE: Yes.

1 MS. KATE MCGRANN: How did you -- how
2 did you have that understanding?

3

4 (BRIEF PAUSE)

5

6 MS. KIMBERLY WINGROVE: At a minimum
7 it was discussed that it was important, and this is
8 not something that would necessarily have been
9 surprising if we were going to be -- if -- if private
10 enterprises were going to be sharing their specific
11 business information, it would be reasonable in my
12 mind for them to expect that their confidentiality
13 would -- would be maintained.

14 MS. KATE MCGRANN: Well, and at this
15 point there's been an in camera discussion of Council
16 about the formation of the Strategic Task Team.

17 To your knowledge, was the existence of
18 the Strategic Task Team information available to the
19 public as at August 3rd, 2011?

20 MS. KIMBERLY WINGROVE: No, it would
21 not have been.

22 MS. KATE MCGRANN: Was it your
23 understanding that minutes of this meeting would be
24 shared with the public after the meeting was over?

25 MS. KIMBERLY WINGROVE: It's my

1 understanding that confidential minutes of any kind
 2 remain confidential for varying amounts of time. When
 3 you're in the midst of a negotiation, it may be
 4 entirely appropriate to -- to maintain the
 5 confidentiality of those -- of those minutes, but once
 6 a transaction has been executed, there may be no
 7 reason to continue to not make those minutes public.
 8 So my expectation is that at some point almost all in
 9 camera minutes could or should become public.

10 MS. KATE MCGRANN: Were members of the
 11 public -- was this meeting open to the public? Could
 12 people not on the task team come and attend and listen
 13 in?

14 MS. KIMBERLY WINGROVE: I -- I don't
 15 believe that they would have had any way of knowing
 16 that such a meeting was occurring.

17 MS. KATE MCGRANN: What do you
 18 remember about what was discussed at this meeting?

19 MS. KIMBERLY WINGROVE: I don't have a
 20 -- a strong specific memory of what was the nature of
 21 the -- of any details of the discussions there, I'm
 22 sorry.

23 MS. KATE MCGRANN: I'm going to ask
 24 that we scroll down to paragraph 241. Paragraph 241
 25 summarizes the minutes that were taken of this

1 meeting, and I'd like to direct your attention to
2 subparagraph (c). The minutes reflect that it was
3 decided that the Strategic Partnership Task Team would
4 not look for further partnership opportunities.

5 Do you recall any discussion about that
6 at the August 3rd meeting?

7

8 (BRIEF PAUSE)

9

10 MS. KIMBERLY WINGROVE: I don't -- I -
11 - I do not recall this specific discussion at that
12 table.

13 MS. KATE MCGRANN: Do you recall
14 discussion about this more generally?

15 MS. KIMBERLY WINGROVE: It -- it more
16 or less aligns with my recollection of what was
17 discussed with Council in camera --

18 MS. KATE MCGRANN: This paragraph --

19 MS. KIMBERLY WINGROVE: -- back in
20 June --

21 MS. KATE MCGRANN: Oh, sorry, did you
22 --

23 MS. KIMBERLY WINGROVE: Just the
24 discussion back in June, on June 27th.

25 MS. KATE MCGRANN: This subparagraph

1 goes on to say:

2 "It was agreed that the team was
3 investigating a partnership, not a
4 sale of the Utility."

5 Do you have any recollection of that
6 discussion at this meeting?

7 MS. KIMBERLY WINGROVE: Not -- I don't
8 -- I do not, no. I'm sorry, I apologize.

9 MS. KATE MCGRANN: If you look at
10 paragraph 242 which is at the bottom of the page,
11 middle of the page:

12 "Two-hour interviews were scheduled
13 with each of Veridian and Hydro One
14 and PowerStream and Horizon."

15 And says:

16 "A Strategic Partnership Task Team
17 strategy session was scheduled for
18 August 29th to discuss the format
19 for the interviews."

20 Do you remember any discussion about
21 these interviews, what their purpose was?

22 MS. KIMBERLY WINGROVE: I have a very
23 -- a very limited and high level recollection of the -
24 - that the purpose of the meetings with the various
25 potential partners, was really to get a sense of what

1 they might be looking for in -- in such a
2 relationship.

3 Again, I want to be clear that before -
4 - before letting an RFP, it's considered good practice
5 to develop a -- kind of a -- a clear sort of
6 environmental scan, if you will, of -- of what might -
7 - others -- other be doing. So from -- from that
8 perspective, I do -- that's the kind of the light, if
9 -- if you will, that -- that I was taking these
10 discussions in, was really to -- just to hear from
11 them about where they -- where they were at in their
12 thinking.

13 MS. KATE MCGRANN: We see here that a
14 -- a meeting was scheduled for August 29th, 2011. One
15 (1) thing that the minutes don't record is a
16 discussion of the criteria for the RFP.

17 Do you recall, and I understand that
18 you have a limited recollection of this meeting, but
19 do you recall any discussion about the RFP criteria at
20 the first meeting of the Strategic Task Team?

21 MS. KIMBERLY WINGROVE: Not in any
22 specific way, no.

23 MS. KATE MCGRANN: The next meeting is
24 scheduled for August 29th, 2011. Can we pull CPS
25 2345?

1 (BRIEF PAUSE)

2

3 MS. KATE MCGRANN: This is an e-mail
4 from David McFadden to yourself, Mr. Houghton and Mr.
5 Muncaster, Ms. Cooper and Mr. Lloyd, sent on August
6 28th, 2011, the day before the next strategic task
7 team meeting. I'm going to ask that we scroll down so
8 that the top of the e-mail is at the top of the page.

9 Take a minute to read this and let me
10 know if you remember receiving this e-mail.

11

12 (BRIEF PAUSE)

13

14 MS. KIMBERLY WINGROVE: I don't -- I
15 don't have a specific memory of receiving this e-mail.
16 I also notice that only some of the people in the
17 strategic task team are included in it, but...

18 MS. KATE MCGRANN: If you could scroll
19 down a little bit. Perfect.

20 I understand that you don't remember
21 receiving this e-mail. I'm just going to use that as
22 an opportunity to -- to bring your attention to some
23 things.

24 In the paragraph that starts with:

25 "We need to -- we need to be clear

1 as to what is available to
2 prospective bidders."

3 Mr. McFadden writes:

4 "It is my understanding that we are
5 prepared to accept bids for up to 50
6 percent of the shares of Collus
7 Power, but not 51 percent or more."

8 As at August 28, 2011, there's been one
9 (1) meeting of the strategic task team. Do you
10 remember that -- that the team had reached agreement
11 about accepting bids for up to 50 percent, but not 51
12 or more?

13 MS. KIMBERLY WINGROVE: I do not
14 recall that the strategic task team had -- had come to
15 that conclusion.

16 MS. KATE MCGRANN: You recall that the
17 strategic task team later came to that conclusion?

18 MS. KIMBERLY WINGROVE: Well,
19 certainly, that was where we came to. That was how
20 the process was structured, ultimately.

21 MS. KATE MCGRANN: Do you remember how
22 the strategic task team decided that that's what the
23 structure would be?

24 MS. KIMBERLY WINGROVE: There were a
25 number of people involved in -- in structuring this

1 process.

2 I -- I do not have a specific memory
3 that the strategic task team took that decision and
4 gave that direction.

5 MS. KATE MCGRANN: I'm going to turn
6 now to paragraph 254 of the foundation document.
7 While that's being called up, I apologize, I should
8 have said, can we please make CPS2345 the next
9 exhibit?

10 THE HONOURABLE FRANK MARROCCO: Yes.

11 THE REGISTRAR: Exhibit 31, Your
12 Honour.

13

14 --- EXHIBIT NO. 31: CPS0002345

15

16 CONTINUED BY MS. KATE MCGRANN:

17 MS. KATE MCGRANN: Paragraph 254 of
18 foundation document 1 summarizes the minutes from the
19 strategic partnership task team meeting of August 29,
20 2011. I'd like you to look at subparagraph (a), where
21 it says:

22 "Ed Houghton recommended that KPMG
23 put together the RFP and sit in on
24 the bidder interview meetings and
25 the team voted to move forward with

1 contracting KPMG to put together the
2 RFP and investigate the cost of
3 having them participate in the
4 review process."

5 Do you remember the strategic task team
6 making this decision?

7 MS. KIMBERLY WINGROVE: I certainly
8 recall that the -- the decision was taken to have KPMG
9 be a part of this process.

10 MS. KATE MCGRANN: What did you expect
11 KPMG to do with respect to the RFP?

12 MS. KIMBERLY WINGROVE: Building an
13 RFP and defining the -- the scope of the deliverables,
14 the criteria, it's -- you know, there are varying
15 levels of complexity and it -- it was my estimation
16 that the come -- the potential complexity of this was
17 at the very highest level.

18 I felt very strongly that it was
19 important to have a professional resource with the
20 appropriate experience to be able to put together an
21 RFP that was of sufficient detail and quality that we
22 would receive solid responses to it, that could be
23 appropriately evaluated.

24 MS. KATE MCGRANN: Did you express
25 those views in discussions with the strategic task

1 team?

2 MS. KIMBERLY WINGROVE: I certainly
3 expressed those views to Mr. Houghton before -- like,
4 it was -- that was at a meeting in -- in my office at
5 some point. And I -- I think I -- I would have -- it
6 would have been my practice to have spoken to that at
7 the table as well.

8 MS. KATE MCGRANN: So just so I can be
9 sure that I understand, you specifically recall
10 discussing those views with Mr. Houghton in a meeting
11 in your office?

12 MS. KIMBERLY WINGROVE: Yes.

13 MS. KATE MCGRANN: Was that the
14 meeting that you have already described to us where he
15 first brought to you the concept of looking for a
16 partner?

17 MS. KIMBERLY WINGROVE: Yes, that
18 there needed to be structure around this and an
19 independent third party involved, yes.

20 MS. KATE MCGRANN: Okay, and I just
21 want to make sure that I understand which meeting
22 you're discussing. You had previously told us that
23 you had a meeting with Mr. Houghton in which he first
24 raised the concept of actually going to look for
25 another LDC to -- to seek an arrangement for Collus

1 Power?

2 MS. KIMBERLY WINGROVE: M'hm.

3 MS. KATE MCGRANN: Is that the meeting
4 you're describing now?

5 MS. KIMBERLY WINGROVE: Yes.

6 MS. KATE MCGRANN: And then is it the
7 case that you don't have a specific recollection of
8 expressing these views to the strategic task team, but
9 you expect you would have?

10 MS. KIMBERLY WINGROVE: That's
11 correct.

12 MS. KATE MCGRANN: Did KPMG do what
13 you expected them to do?

14 MS. KIMBERLY WINGROVE: I want to be
15 very careful here. I -- I -- my recollection of
16 KPMG's role, and I don't want that to be coloured by
17 what I might have read in the -- in the documents that
18 we were given to review. I -- my feeling at the time
19 was that KPMG was taking direction from us, from Mr.
20 Houghton rather than, you know, giving direction to us
21 about what needed to happen.

22 MS. KATE MCGRANN: Can you be any more
23 specific than that?

24 MS. KIMBERLY WINGROVE: During the
25 strategic team meetings, they were -- Mr. Houghton was

1 often the person who -- who made the presentations and
2 who communicated with the -- with the group. KPMG
3 were there more in a supporting role, if you will.

4 MS. KATE MCGRANN: What did you
5 understand them to be doing in the supporting role?

6 MS. KIMBERLY WINGROVE: They were
7 working to provide advice and guidance about
8 structuring the RFP.

9 MS. KATE MCGRANN: I'd like to turn to
10 CPS 875600001.

11

12 (BRIEF PAUSE)

13

14 MS. KATE MCGRANN: These are the
15 meeting minutes from the strategic partnership task
16 team meeting on August 29, 2011.

17 Do you recall if you saw these while
18 you were on the strategic task team?

19 MS. KIMBERLY WINGROVE: I expect I
20 would have.

21 MS. KATE MCGRANN: Can we please enter
22 this document as the next exhibit?

23 THE HONOURABLE FRANK MARROCCO: Yes.

24 THE REGISTRAR: Exhibit 32, Your
25 Honour.

1

2 --- EXHIBIT NO. 32: CPS008756_0001

3

4 CONTINUED BY MS. KATE MCGRANN:

5

MS. KATE MCGRANN: These minutes
6 reflect that the meeting started at 11:05 in the
7 morning, and if you could scroll down a little bit,
8 please. Up, so we can see the content in the middle
9 of the page. Perfect.

10

The meeting starts with a discussion
11 about who should share the interview meetings, and
12 it's our understanding that these are the -- the
13 preliminary meetings with the bidders that we have
14 already discussed. Is that what you understand?

15

MS. KIMBERLY WINGROVE: That's
16 correct.

17

MS. KATE MCGRANN: Then if you scroll
18 further down, there's a discussion about KPMG, we've
19 already discussed that.

20

Do you recall if KPMG ultimately sat in
21 on those preliminary meetings with the potential
22 bidders?

23

MS. KIMBERLY WINGROVE: I don't recall
24 Mr. Herhalt or Mr. Rockx being present at those early
25 meetings.

1 MS. KATE MCGRANN: Looking at the
2 paragraphs under action item 4, it discusses that the
3 interview process will allow the interested parties
4 the opportunity to highlight their company, their
5 culture, their goals and objectives.

6 It goes on to say it will allow for a
7 two-way discussion and provide the interested parties
8 with a better understanding on what we may wish to see
9 in the strategic partnership. And it says it was felt
10 that the RFP would be formed immediately following the
11 interview meetings.

12 Do you know what it means when it says
13 it was felt that the RFP would be formed immediately
14 following the interview meetings?

15 MS. KIMBERLY WINGROVE: That the
16 information that was gathered during the interview
17 meetings, the business intelligence if you will, about
18 the state of the -- of that sector, people's goals,
19 objectives, priorities, challenges, by hearing this
20 information from the four (4) different perspective
21 partners we would be in a -- in a better situation to
22 put forward an RFP that people would be interested in
23 bidding on.

24 MS. KATE MCGRANN: Looking to the
25 beginning of the next paragraph where it says:

1 "Significant discussion took place
2 regarding the importance of openness
3 and transparency and the need to be
4 consistent in questions put to the
5 interested parties."

6 It says:

7 "It was felt that as long as the
8 interested parties know in advance
9 the evaluation criteria for the
10 RFPs, they should all then be on the
11 same level playing field."

12 As at August 29th, had the evaluation
13 criteria for the RFP been determined?

14 MS. KIMBERLY WINGROVE: Not to my
15 knowledge. I'm also noting that the RFPs are -- is
16 plural, as if there is going to be more than one (1).
17 I -- I'm...

18 MS. KATE MCGRANN: Do you recall when
19 the evaluation criteria for the RFP was determined?

20 MS. KIMBERLY WINGROVE: I recall
21 seeing the RFP criteria in writing and formalized when
22 we had the RFP from KPMG.

23 MS. KATE MCGRANN: What input did the
24 strategic task team have in determining the criteria
25 that you remember seeing?

1 MS. KIMBERLY WINGROVE: Similar to the
2 -- the discussion that had taken place with Council at
3 the end of June, the -- the need to be maintaining our
4 role, an active role in -- in the Collus enterprise of
5 -- and of the financial aspects of it, that was really
6 the -- the -- where the discussion centred as -- as
7 far as that went.

8 Some of the more technical aspects was
9 not involved in the discussion either with Council or
10 at the strategic task team specifically about what
11 that would look like in those early days.

12 MS. KATE MCGRANN: If you scroll
13 further down you will come to a bullet pointed list,
14 there we go, a numbered list.

15 Here it says:

16 "With respect to the interview Mr.
17 Houghton stated we would begin with
18 introductions, reiterate what we
19 were doing, give them an opportunity
20 to do a presentation for
21 approximately forty-five (45)
22 minutes, followed by a two-way
23 dialogue for approximately thirty
24 (30) minutes. We will outline in
25 our letter to them that their

1 presentation should cover the
2 following."

3 And then it lists nine (9) areas.

4 Do you know how these nine (9) areas
5 were identified or determined?

6 MS. KIMBERLY WINGROVE: I assume they
7 were identified by Mr. Houghton.

8 MS. KATE MCGRANN: So when you say you
9 assume that they were identified by Mr. Houghton, is
10 it the case that you don't have any information about
11 how they were determined?

12 MS. KIMBERLY WINGROVE: It was not
13 something that I was involved in putting together.

14 MS. KATE MCGRANN: Could you scroll
15 further down, there's another list that I'd like to
16 look at. That's perfect.

17 It says here Mr. Houghton reviewed the
18 proposed outline of the critical dates and here it
19 sets out October 4th, 2011 the RFP is out. It
20 references the timing with relation to an election.

21 Do you know what election is being
22 referred to here?

23 MS. KIMBERLY WINGROVE: This is the
24 provincial election in the fall.

25 MS. KATE MCGRANN: Was the provincial

1 election something that drove the timing of the RFP,
2 to your knowledge?

3 MS. KIMBERLY WINGROVE: That was my
4 understanding, yes.

5 MS. KATE MCGRANN: Was that something
6 that the strategic task team discussed?

7 MS. KIMBERLY WINGROVE: I don't have a
8 specific recollection, but it -- it would not surprise
9 me. It -- it was discussed on a number of occasions.

10 MS. KATE MCGRANN: Was it the case
11 that there was some motivation to get the RFP out
12 before the election?

13 MS. KIMBERLY WINGROVE: Yes.

14 MS. KATE MCGRANN: I won't read you
15 the rest of the dates out loud, but do you recall the
16 strategic task team working together to set the
17 schedule?

18 MS. KIMBERLY WINGROVE: I don't
19 believe that this was a piece of work that was done in
20 a collaborative fashion. I think that it simply was
21 suggested to us and accepted.

22 MS. KATE MCGRANN: At the time did you
23 have any concerns with the timeline that was set out
24 for the RFP?

25 MS. KIMBERLY WINGROVE: In my opinion

1 it -- it was ambitious.

2 MS. KATE MCGRANN: What about it was
3 ambitious?

4 MS. KIMBERLY WINGROVE: That the --
5 the complexity of -- of an undertaking such as this
6 where you're looking to enter into a partnership with
7 another party, part of what's important in that is
8 ensuring that they will be as good a partner for you
9 as you would be for them.

10 I think some of the criteria that you
11 saw earlier spoke to that. But again, in more of a
12 qualitative way rather than a quantitative way.

13 So providing sufficient time for each
14 of these proponents to prepare a level of detail that
15 would be sufficient to make such a judgement -- this
16 is probably not, in my opinion, sufficient to be able
17 to do that.

18 We were, I think, asking them to step
19 up in order to meet these time frames.

20 MS. KATE MCGRANN: Was it the case
21 that you were concerned that you hadn't allotted
22 enough time for the proponents to prepare their
23 responses?

24 MS. KIMBERLY WINGROVE: In a word,
25 yes.

1 MS. KATE MCGRANN: Did you share that
2 view with members of the strategic task team at the
3 meetings?

4 MS. KIMBERLY WINGROVE: I may have
5 made a comment in passing, but I don't remember a
6 specific conversation to that effect.

7 MS. KATE MCGRANN: Is there any reason
8 why you wouldn't have let the other members know that
9 you were concerned that the -- the timeline was
10 ambitious, and why?

11 MS. KIMBERLY WINGROVE: I want to be
12 very clear that I was not playing a leadership role in
13 this particular effort.

14 We had retained KPMG to provide
15 assistance to us. The members of the Collus board
16 were there, some of whom had very deep knowledge of
17 the sector, and Mr. Houghton, as the, you know, really
18 the Town's expert in -- in these matters.

19 So, you know, the -- the weight that
20 any opinion I might have expressed around that table
21 was likely not great.

22 MS. KATE MCGRANN: I don't want to
23 suggest this is an either or situation, but I do want
24 to understand a little bit more what you're talking
25 about.

1 Was it the case that you were relying
2 on the expertise of people who had more experience in
3 this area to have a better sense of what would be an
4 appropriate timeline?

5 MS. KIMBERLY WINGROVE: That's
6 absolutely correct.

7 MS. KATE MCGRANN: Was it the case
8 that you felt that if you expressed your opinion it
9 wouldn't be listened to?

10 MS. KIMBERLY WINGROVE: I think that
11 at that time, during those meetings, it was -- there
12 was a strong impetus to move the process forward and I
13 think it -- it was my sense that putting up red flags
14 along the way would not have been welcomed.

15 THE HONOURABLE FRANK MARROCCO: I
16 think -- are you moving on to another document?

17 MS. KATE MCGRANN: I am, yes.

18 THE HONOURABLE FRANK MARROCCO: We'll
19 break for ten (10) minutes.

20

21 --- Upon recessing at 11:00 a.m.

22 --- Upon resuming at 11:12 a.m.

23

24 MR. FREDERICK CHENOWETHO: I had one
25 matter I wished to comment on. I'm aware of the rules

1 that -- that indicate that Inquiry counsel has the
2 right to cross-examine the witness and rights with
3 respect to cross-examining the witness.

4 This is a witness who I understand her
5 evidence to date is indicating that she has difficulty
6 remembering many of the meetings that she was part of.
7 If we are to get reasonable evidence that's useful to
8 this inquiry, it strikes me that, to press a witness
9 with a poor memory of particular meetings and suggest
10 to them what she does or doesn't remember in those
11 meetings is a dangerous practice and should be
12 discouraged.

13 It's all right to cross-examine the
14 witness, but to lead her on significant matters that
15 she has said she has no memory of, or a limited memory
16 of, I suggest is going to lead to evidence that's less
17 than useful for this inquiry.

18 THE HONOURABLE FRANK MARROCCO: I can
19 -- I can certainly see the wisdom of what you're
20 saying, Mr. Chenoweth, and I understand that. And I
21 think it's fair to say that -- that when that happens,
22 the answer, if there is an answer, goes to the weight
23 that should be attached to the evidence given, given
24 the rather liberal way in which the examination can be
25 conducted according to the rules.

1 But I can tell you that I'm hearing the
2 same evidence that you're hearing and -- and I -- I
3 understand your objection --

4 MR. FREDERICK CHENOWETH: Very good.

5 THE HONOURABLE FRANK MARROCCO: -- or
6 your observation, I guess.

7 MR. FREDERICK CHENOWETH: Thank you,
8 Your Honour.

9

10 CONTINUED BY MS. KATE MCGRANN:

11 MS. KATE MCGRANN: Can we turn to
12 document CPS2406? This is an email from Ed Houghton,
13 dated September 25th, 2011, to another -- a number of
14 people, including yourself. The subject is:

15 "Forward draft request for proposal
16 of Mr. Houghton writes: Ladies and
17 gentlemen, please find attached the
18 draft RFP that will be discussed on
19 Wednesdays, regards Ed."

20 Do you recall receiving this email?

21 MS. KIMBERLY WINGROVE: Yes.

22 MS. KATE MCGRANN: Can this email
23 please be entered as the next exhibit?

24 THE HONOURABLE FRANK MARROCCO: Yes.

25 THE REGISTRAR: Exhibit 33, Your

1 Honour.

2

3 --- EXHIBIT NO. 33: CPS0002406

4

5 CONTINUED BY MS. KATE MCGRANN:

6 MS. KATE MCGRANN: Turn to CPS2407.

7

8 (BRIEF PAUSE)

9

10 MS. KATE MCGRANN: This is the
11 document that was attached to the email we just looked
12 at. It's titled:

13 "Collus Power Corp. request for
14 proposal of strategic partnership
15 October 4th, 2011."

16 I'd invite you to scroll through these
17 slides at the direction of the witness so she has an
18 opportunity to review them.

19 THE REGISTRAR: Yes.

20

21 (BRIEF PAUSE)

22

23 CONTINUED BY MS. KATE MCGRANN:

24 MS. KATE MCGRANN: As you're
25 scrolling, I'll let you know that my first question

1 for you will be do you remember receiving these
2 slides?

3 MS. KIMBERLY WINGROVE: Yes.

4 MS. KATE MCGRANN: Do you need to see
5 the remainder of the slides before you answer that
6 question?

7 MS. KIMBERLY WINGROVE: I don't
8 believe so, no.

9 MS. KATE MCGRANN: Did you review
10 these slides when you received them?

11 MS. KIMBERLY WINGROVE: Yes, I did.

12 MS. KATE MCGRANN: Can we move to
13 slide 10, please?

14

15 (BRIEF PAUSE)

16

17 THE HONOURABLE FRANK MARROCCO: Oh,
18 that's page 10. Is that slide 10?

19 MS. KATE MCGRANN: I think -- no. I
20 think we've got to keep going down a little bit
21 further. This is perfect. Thank you.

22

23 CONTINUED BY MS. KATE MCGRANN:

24 MS. KATE MCGRANN: You recall
25 receiving and reviewing these slides. Were these

1 slides presented at a meeting of the strategic task
2 team?

3 MS. KIMBERLY WINGROVE: Yes, they
4 would have been. This was -- these -- this email was
5 to provide the material so that we had an opportunity
6 re -- to review them prior to the meeting.

7 MS. KATE MCGRANN: You specifically
8 recall these being presented to you and the other
9 members of the task team?

10 MS. KIMBERLY WINGROVE: I don't have a
11 specific recollection of the actual presentation, no.

12 MS. KATE MCGRANN: Looking at the
13 slide that's on the screen right now, it's titled,
14 Proposal Evaluation, and it says that:

15 "Proposals will be evaluated using
16 the following weightings."

17 It identifies a number of items.
18 There's no weighting displayed in the slide. Do you
19 recall if the strategic task team had a discussion at
20 any point about the weighting that should be assigned
21 to each of these items?

22 MS. KIMBERLY WINGROVE: I don't recall
23 that, no. And I would suggest that proposals will be
24 evaluated using the following evaluation criteria
25 rather than weighting would be a more accurate

1 description of what's on that page.

2 MS. KATE MCGRANN: Turn now to
3 discussing the scoring of the responses that were
4 received to the RFP. Would you please pull up
5 CPS2633?

6

7 (BRIEF PAUSE)

8

9 MS. KATE MCGRANN: Could you scroll
10 down to show the email at the bottom of the page here,
11 the September -- perfect. Could you scroll up a
12 little bit so we can see the sending information?

13 So this is an email from Ed Houghton
14 dated November 20th, 2011. You're a recipient, as are
15 several others. Mr. Houghton writes:

16 "Ladies and gentlemen, earlier
17 today, Chairman Muncaster and I
18 discussed the scoring process for
19 the strategic partner. It was
20 decided that, for each criteria, the
21 best proposal shall receive the full
22 points."

23 And he goes on to give an example.

24 "If you feel Respondent A has the
25 best proposal regarding support for

1 employees in their careers, then
2 they shall get the full ten (10)
3 points. The other three (3)
4 respondents will then be judged and
5 provided points based on the best
6 proposal. If, in your opinion,
7 there's a tie, they should both --"
8 Oh sorry, "they should bother." But I
9 think that should say: Both -- receive ten (10)
10 points.

11 And then, if you scroll down, there's a
12 list of evaluation criteria and weightings. It lists
13 the criteria and the points to be assigned to each.
14 Do you remember receiving this email?

15 MS. KIMBERLY WINGROVE: Yes.

16 MS. KATE MCGRANN: Can this email
17 please be marked as the next exhibit?

18 THE HONOURABLE FRANK MARROCCO: Yes.

19 THE REGISTRAR: Exhibit 34, Your
20 Honour.

21

22 --- EXHIBIT NO. 34: CPS0002633

23

24 CONTINUED BY MS. KATE MCGRANN:

25 MS. KATE MCGRANN: Does seeing the

1 points assigned to the evaluation and criteria trigger
2 any memory that you have about how those points were
3 arrived at through discussions with the strategic task
4 team or otherwise?

5 MS. KIMBERLY WINGROVE: Well, as I
6 noted above, scoring this was a challenging piece. To
7 understand exactly how to award points given this very
8 short description of the evaluation criteria I found
9 to be difficult.

10 The other piece of this that was
11 interesting was the direction that whichever response
12 in a particular category was deemed to -- to be the
13 best would receive all of the points.

14 I -- I have never seen an RFP scored
15 that way before or since.

16 MS. KATE MCGRANN: At the time, did
17 you have any concerns about this approach to scoring?

18 MS. KIMBERLY WINGROVE: Ju -- I had
19 never seen anything like it. If I took any comfort,
20 it was that we were awarding points across several
21 criteria, so I -- I knew I thought that at least we
22 were trying to get some sort of a broad sense of the
23 value proposition that each one of these potential
24 partners brought to the table.

25 MS. KATE MCGRANN: You've explained

1 what you took comfort from. Did this --

2 MS. KIMBERLY WINGROVE: Oh.

3 MS. KATE MCGRANN: -- approach to
4 scoring cause you any concerns?

5 MS. KIMBERLY WINGROVE: I apologize.
6 The fact that the financial aspect of the bid at 30
7 percent was such a small proportion of the evaluation
8 criteria when, in my own estimation, such a
9 significant part of what we were trying to achieve was
10 to realize some of the value in the Collus company
11 back to the town.

12 MS. KATE MCGRANN: Could you scroll up
13 to the top of the email, all the way to the top of the
14 page? You respond directly to Mr. Houghton:

15 "Thanks, Ed. This clarification is
16 helpful. The scoring is a
17 challenging task."

18 Other than what you've already told us,
19 were you trying to communicate anything else to Mr.
20 Houghton with this email?

21 MS. KIMBERLY WINGROVE: Only that --
22 that it -- it -- no, just what it was saying, that
23 this was a very challenging task, that each of the
24 respondents had provided significant information in
25 varying formats.

1 And it was -- it took -- took quite an
2 effort to be able to go through it and to assign
3 points like this when there was no breakdown of those
4 criteria beyond what you see on the page.

5 MS. KATE MCGRANN: Do you recall if
6 when you scored the bids you followed the direction
7 given in this email to assign full points to the best
8 bidder in the category?

9 MS. KIMBERLY WINGROVE: Yes, I did.

10 MS. KATE MCGRANN: Did that approach
11 cause you any concern at the time?

12 MS. KIMBERLY WINGROVE: It wasn't my
13 greatest concern.

14 MS. KATE MCGRANN: So what was your
15 greatest concern?

16 MS. KIMBERLY WINGROVE: My -- my
17 greatest concern I think came later, when, as a group,
18 we were discussing the evaluation and the scoring of -
19 - of the responses at the strategic task team table.

20

21 (BRIEF PAUSE)

22

23 MS. KATE MCGRANN: In what context
24 were you having those discussions?

25 MS. KIMBERLY WINGROVE: When the

1 responses came back and -- I'll get my time lines
2 right. When the responses came back, we scored them -
3 - or we had a discussion about the responses. I think
4 we scored first. And then we had a discussion about
5 the responses.

6 And there was a lot of discussion that
7 was based on experience that Mr. Houghton and
8 potentially Director McFadden had with some of the
9 respondents as to their business practices, their fit,
10 what it would mean for them to be the -- the
11 successful proponent in -- in the process.

12 If I -- if I provide an example. The
13 discussion around Ontario Hydro, Hydro 1, as -- as a
14 bidder is one that stuck out for me in that, you know,
15 the -- you know, Hydro 1 was large and bureaucratic,
16 they would be difficult to work with, that Collus
17 would lose all of its identity if -- if in fact the
18 partnership was with them. And so, certainly that was
19 not a direction that was, you know, being supported,
20 if you will, by Mr. Houghton and -- and others.

21 So it was that kind of information, the
22 very specific information about how that -- how a
23 particular proponent operated and what their
24 operations might mean to the long-term operations of
25 Collus as their partner.

1 MS. KATE MCGRANN: What was it about
2 the specific information that Mr. Houghton and -- and
3 Mr. Muncaster were sharing that was -- that was
4 concerning for you?

5 MS. KIMBERLY WINGROVE: Well, the best
6 practice in undertaking these kinds of evaluations, in
7 order for it to be open and fair and transparent, not
8 only do you -- and this is why it's -- I felt strongly
9 about having KPMG there to help us to bid -- to build
10 the RFP, there's as much art as science in putting
11 together a strong RFP that will extract the
12 information from the proponents that you can then use
13 to evaluate those responses.

14 A good RFP should get you good
15 responses. But then the evaluation of the RFP when
16 you have a group -- and -- and often you use a group
17 of people, a team of people, to -- to evaluate an RFP,
18 that's appropriate. No one (1) person can skew the
19 results.

20 But the idea is that you each score as
21 individuals based on your perception of what those
22 evaluation criteria are and what the information is
23 that the proponent has provided to you.

24 You then submit those scores, and
25 either you come to an average of -- of what everyone

1 has put in and that's the final score or you throw out
2 the high and the low to get rid of any anomalies, and
3 you again use that.

4 But to sit at the table and -- and have
5 a discussion about the merits of -- of one (1) bid
6 over another before everything is -- is finalized is -
7 - is just not a practice that -- it's too easy to be
8 influenced by the other people around the table for
9 me.

10 MS. KATE MCGRANN: Yes.

11 MS. KIMBERLY WINGROVE: Just I only can
12 speak for myself. And for me, that was an issue.

13 MS. KATE MCGRANN: I'd like to back up
14 in time and walk through the process that was followed
15 to receive and score the bids. So if we could look at
16 paragraph 390 of the foundation document.

17

18 (BRIEF PAUSE)

19

20 MS. KATE MCGRANN: This paragraph
21 describes that the strategic partnership task team met
22 on November 23rd, 2011, to review their individual
23 findings on the nonfinancial element of the bid.

24 When did you receive information about
25 the responses that were received on the nonfinancial

1 components of the bids?

2 MS. KIMBERLY WINGROVE: I'm sorry, are
3 you asking when I realized what -- how other people
4 had scored nor -- or -- or --

5 MS. KATE MCGRANN: No. What I'd like
6 to know is, so responses are received by Collus Power
7 and KPMG.

8 MS. KIMBERLY WINGROVE: Oh, I'm sorry,
9 yes.

10 MS. KATE MCGRANN: And that
11 information is shared at some point with the members
12 of the strategic task team so that they can evaluate
13 their responses.

14 When do you recall receiving
15 information about the responses on the nonfinancial
16 part of the bid?

17 MS. KIMBERLY WINGROVE: We were
18 provided with the responses from each of the
19 proponents after the RFP closed. It was not
20 immediately, but within a short period of time, those
21 packages were given to us. They -- you know, each
22 proponent had provided something along the lines of a
23 binder of -- of information that we could then review.

24 MS. KATE MCGRANN: Was it the case
25 that you were given that information, and then given

1 time to review it on your own? Were you given it and
2 asked to review it at a meeting? How did it work?

3 MS. KIMBERLY WINGROVE: No. I was --
4 I was given that information, I believe each of us
5 were, and provided with the opportunity to review it.

6 MS. KATE MCGRANN: When you were given
7 the responses were they anonymized or could you see
8 whose response was whose?

9 MS. KIMBERLY WINGROVE: Oh, no, they -
10 - it was you knew who -- who had provided each; they
11 were very branded.

12 MS. KATE MCGRANN: Were you asked to
13 as -- assess and assign your scores before the group
14 met again or was that to be done at the next meeting?

15 MS. KIMBERLY WINGROVE: We -- I was --
16 we were asked to review the materials and to have had
17 our scoring completed prior to a meeting where those
18 scores would then be discussed.

19 MS. KATE MCGRANN: Is that what you
20 did?

21 MS. KIMBERLY WINGROVE: Yes.

22 MS. KATE MCGRANN: Do you recall
23 attending a meeting where the members of the strategic
24 task team discussed the scores that they had assigned?

25 MS. KIMBERLY WINGROVE: I do because I

1 ha -- my recollection is that I handed in my scores
2 ahead of the meeting.

3 MS. KATE MCGRANN: Do you remember how
4 you did that?

5 MS. KIMBERLY WINGROVE: I had -- we
6 were -- I think we were given a template that we
7 needed to -- to fill in, and I had that, because I had
8 my own working document where I had made some notes
9 and some scores.

10 And then I think I transferred that
11 onto a more -- again, a template type of document
12 where I just filled them in and handed them in that
13 didn't have my extra notes associated with it.

14 MS. KATE MCGRANN: Do you recall if it
15 was a hard copy document or an electronic document?

16 MS. KIMBERLY WINGROVE: We -- most of
17 the things we did we exchanged via email. I would
18 have -- but whether in this case -- I -- I can't
19 remember exactly, I'm sorry.

20 MS. KATE MCGRANN: Do you -- you -- I
21 think that you've answered this. I just want to be
22 clear. Is it your recollection that you handed the
23 scores in before the group met to discuss the
24 responses to the nonfinancial component of the bid?

25 MS. KIMBERLY WINGROVE: That's -- that

1 is my belief, yes.

2 MS. KATE MCGRANN: If you had already
3 handed in your scores, why did the scu -- why did the
4 discussion at the meeting about the nonfinancial
5 component of the bid cause you concern?

6 MS. KIMBERLY WINGROVE: Because the
7 other recollection I have is that there was a
8 discussion at the table about -- about scoring and
9 that -- that perhaps, you know, once everybody came to
10 a clear understanding of exactly how to interpret the
11 information that had been provided, whether or not
12 that those scores should stand or whether there should
13 be some further adjustment to them.

14 MS. KATE MCGRANN: I'd like to walk
15 through your recollection of --

16 MS. KIMBERLY WINGROVE: M-hm.

17 MS. KATE MCGRANN: -- of the meeting
18 of which the nonfinancial components were discussed.
19 So you recall that you received the material in
20 advance --

21 MS. KIMBERLY WINGROVE: Yes.

22 MS. KATE MCGRANN: -- assessed it --

23 MS. KIMBERLY WINGROVE: Yes.

24 MS. KATE MCGRANN: -- assigned your
25 scores --

1 MS. KIMBERLY WINGROVE: Yes.

2 MS. KATE MCGRANN: -- handed them in
3 advance, you think?

4 MS. KIMBERLY WINGROVE: That's my
5 belief, that we had to hand in those -- those scores
6 bef -- before we came to the meeting.

7 MS. KATE MCGRANN: For my
8 understanding, I'd -- I'd like to know if you
9 specifically recall or if -- if you're not quite sure?

10 MS. KIMBERLY WINGROVE: I am not 100
11 percent sure. I remember doing the scoring and having
12 to have it done ahead of the meetings because I did it
13 on a weekend, and the meeting wasn't until later on in
14 the week.

15 And then I remember the meeting where
16 scores were discussed and what an appropriate
17 assignment of -- of points were and who people felt
18 were the -- the strongest response in an individual
19 category, right, who was going to get the ten (10) or
20 the thirty (30) amongst the -- amongst the four (4)
21 responses.

22 MS. KATE MCGRANN: Okay. So, I'd like
23 to talk with you a bit more about that meeting
24 starting with when it happened relative to -- to when
25 you think you -- you handed in your scores.

1 I think you're not sure when you handed
2 it in?

3 MS. KIMBERLY WINGROVE: Yeah, the --
4 the scoring, I know that I did it on a weekend, and
5 I'm -- and so I would have either handed it in on the
6 Sunday or the Monday morning when I got to the office.

7 MS. KATE MCGRANN: Okay. What can you
8 tell me about the meeting where the nonfinancial
9 components were discussed with the strategic task
10 team?

11 MS. KIMBERLY WINGROVE: Just that
12 there was an opportunity to go around the table and --
13 and for each member to provide some commentary on who
14 they felt the strongest response was and -- and why or
15 who -- who -- where people -- you know, there was just
16 general discussion and commentary about, you know, not
17 sure where they were going with that particular aspect
18 of their response or really liked this, that was very
19 strong, thought they did a good job with this part of
20 their response.

21 MS. KATE MCGRANN: Was -- was someone
22 or several people facilitating the discussion?

23 MS. KIMBERLY WINGROVE: My
24 recollection is of -- again, Pam Hogg was there taking
25 notes; KPMG was there; and -- and Mr. Houghton, again,

1 facilitating essentially the discussion of going
2 around the table.

3 MS. KATE MCGRANN: Do you recall how
4 the discussion proceeded? And I'll give you an
5 example. I'll give you a sense of -- of what I'm
6 curious about.

7 For example, was it the case that for
8 each criteria, everyone had a turn to speak? Was
9 there one turn around the table where everyone said
10 they had to say about all the responses?

11 MS. KIMBERLY WINGROVE: No. I -- my
12 recollection is that we went through the criteria
13 one -- one criteria at a time and had a -- had some
14 discussion about that.

15 MS. KATE MCGRANN: It's our
16 understanding that no minutes were taken at this
17 meeting because the members were discussing their
18 confidential rankings. Do you recall any discussion
19 about whether or not minutes ought to be taken?

20 MS. KIMBERLY WINGROVE: No, I don't.

21 MS. KATE MCGRANN: Is there anything
22 else that you can tell us about what occurred at this
23 meeting?

24 MS. KIMBERLY WINGROVE: Nothing
25 specific comes to mind at this time.

1 MS. KATE MCGRANN: Please, pull up
2 CJI -- oh, sorry.

3 THE HONOURABLE FRANK MARROCCO: Before
4 you do that, so each person filled in their assessment
5 or their grade for each of the criteria.

6 MS. KIMBERLY WINGROVE: M-hm. I know
7 I did. I don't know what other people did. I know
8 what I did.

9 THE HONOURABLE FRANK MARROCCO: Right.
10 That's what you did.

11 MS. KIMBERLY WINGROVE: Yeah.

12 THE HONOURABLE FRANK MARROCCO: How --
13 who tabulates -- who decides -- who adds them up?
14 Who -- who's the vote counter?

15 MS. KIMBERLY WINGROVE: It -- I'm not
16 sure whether that was -- whether that was done by KPMG
17 or -- or by Collus staff. I -- I assumed that KPMG
18 would have had a role in that since that was part of
19 their duties, as helping us with our RFP process.

20 THE HONOURABLE FRANK MARROCCO: Did --
21 did somebody just then -- how do you find out that
22 PowerStream has -- has, let's just say, the best bid
23 or the best proposal?

24 MS. KIMBERLY WINGROVE: M-hm.

25 THE HONOURABLE FRANK MARROCCO: How do

1 you find -- who -- how is that communicated to you?

2 MS. KIMBERLY WINGROVE: At -- at that
3 meeting, we -- when we through them and -- and you
4 knew who was -- what -- how the points were being
5 assigned as -- as the discussion took place. I
6 remember having stuff up on the screen that we were
7 looking at and discussing.

8 I came out of that meeting with a
9 strong sense of -- of where, like, that -- that
10 PowerStream was our successful proponent.

11 THE HONOURABLE FRANK MARROCCO: I -- I
12 appreciate that. But I'm just curious, who's -- who's
13 adding it up? We have a discussion; different people
14 say whatever they're going to say --

15 MS. KIMBERLY WINGROVE: M-hm.

16 THE HONOURABLE FRANK MARROCCO: -- but
17 PowerStream appears to be very well received by
18 everybody.

19 MS. KIMBERLY WINGROVE: M-hm.

20 THE HONOURABLE FRANK MARROCCO: But --
21 but who's -- who's at -- who's going through and
22 recording --

23 MS. KIMBERLY WINGROVE: M-hm.

24 THE HONOURABLE FRANK MARROCCO: -- the
25 points and -- and then announcing the outcome? Did --

1 do you remember? Or --

2 MS. KIMBERLY WINGROVE: I can't say
3 specifically whether that was KPMG or Mr. Houghton.

4 THE HONOURABLE FRANK MARROCCO: Okay.
5 Thank you.

6

7 CONTINUED BY MS. KATE MCGRANN:

8 MS. KATE MCGRANN: Please turn up
9 CJI9668.

10

11 (BRIEF PAUSE)

12

13 MS. KATE MCGRANN: This is an Excel
14 spreadsheet. Do you recognize this document?

15 MS. KIMBERLY WINGROVE: Those are my
16 notes.

17 MS. KATE MCGRANN: Do you recall
18 whether you made these notes -- do you recall when you
19 made these notes?

20 MS. KIMBERLY WINGROVE: This is --
21 these are the -- the notes that I was making for
22 myself on the weekend as I was going through the
23 materials that had been provided by the respondents.

24 MS. KATE MCGRANN: I see payment for
25 shares and other considerations. There's no entry in

1 that row. Do you know why that was?

2 MS. KIMBERLY WINGROVE: I wasn't party
3 to what the financial responses had been.

4 MS. KATE MCGRANN: Okay. So this
5 was -- these were notes you made based on the
6 non-financial components only.

7 MS. KIMBERLY WINGROVE: Right.

8 MS. KATE MCGRANN: Can we please have
9 this document marked as the next exhibit?

10 THE HONOURABLE FRANK MARROCCO: Yes.

11 THE REGISTRAR: Exhibit 35,
12 Your Honour.

13

14 --- EXHIBIT NO. 35: CJI0009668

15

16 CONTINUED BY MS. KATE MCGRANN:

17 MS. KATE MCGRANN: So our
18 understanding, there was a second meeting held on
19 November 28th, 2011 where the Strategic Task Team met
20 to discuss the financial responses. Do you recall
21 that?

22 MS. KIMBERLY WINGROVE: Yes.

23 MS. KATE MCGRANN: Do you recall
24 attending that meeting?

25 MS. KIMBERLY WINGROVE: Yes.

1 MS. KATE MCGRANN: Can you tell us
2 what you recall about what happened at that meeting?

3 MS. KIMBERLY WINGROVE: Again, the --
4 the -- there was some variability in the way that each
5 of the respondents had handled the financial
6 information. It -- the financial response was in part
7 a purchase of share, in part dealing with the
8 promissory note that Collus and the Town had.

9 And -- and then a third aspect was this
10 recapitalization of shares. It was, again -- because
11 they were all different, I was relying on the
12 commentary and explanations provided by the people at
13 the table with some expertise in these matters to
14 explain what was meant by that and what the
15 bottom-line impact would be to the Town.

16 MS. KATE MCGRANN: Now, we've looked
17 at the -- the weighting and the criteria, and we've
18 got your notes here where it says the payment for
19 shares; other considerations 30.

20 Were the members of the Strategic Task
21 Team asked to assign points to the financial component
22 of the bid in the same way that they were asked to
23 assign points to the non-financial component of the
24 bid?

25 MS. KIMBERLY WINGROVE: I don't

1 specifically remember that.

2 MS. KATE MCGRANN: Do you remember how
3 the financial components of the bid were assessed by
4 the Strategic Task Team?

5 MS. KIMBERLY WINGROVE: No, I don't.

6 MS. KATE MCGRANN: Do you remember how
7 you learned who the successful proponent was?

8 MS. KIMBERLY WINGROVE: It was clear
9 given the weighting of the criteria and the 70/30
10 split. The -- the PowerStream bid was -- was strong,
11 and I -- and it -- I think that just as soon as that
12 was evaluated, it would have been not possible for
13 anyone else to catch up to them with regard to the
14 points.

15 MS. KATE MCGRANN: Do you specific --
16 do you specifically recall anyone telling you that
17 PowerStream has been selected as the successful
18 proponent?

19 MS. KIMBERLY WINGROVE: I don't have a
20 specific recollection of -- of someone saying that
21 directly to me, no.

22 MS. KATE MCGRANN: Were you surprised
23 by the outcome of the RFP?

24 MS. KIMBERLY WINGROVE: No.

25 MS. KATE MCGRANN: Why not?

1 MS. KIMBERLY WINGROVE: Because
2 PowerStream was able to provide a very strong response
3 to the RFP and to the criteria that had been
4 requested.

5 The alignment, if I -- you know, if I
6 look at -- at my notes here and specifically with
7 regard to, you know, down at the bottom there, they
8 were such strong community partners that they were
9 very strong and committed to health and safety.

10 You see the reference there to the
11 shared project on the -- on the roof vents. They were
12 close by -- natural regional partner. Those -- those
13 words on that page were words that -- that came from
14 the discussions at -- at the table and the discussions
15 about PowerStream.

16 MS. KATE MCGRANN: When you say these
17 are notes that came from the discussions at the table,
18 are you talking about discussions -- when -- when did
19 those discussions take place? It's my understanding
20 that you made these notes after you received --

21 MS. KIMBERLY WINGROVE: Right.

22 MS. KATE MCGRANN: -- your
23 non-financial bid.

24 MS. KIMBERLY WINGROVE: But at -- at
25 the time that we interviewed each one of the

1 proponents and had an opportunity to hear from them,
2 you know, there was, you know, discussion at -- at the
3 table after each one of those meetings about, you
4 know, how people were feeling.

5 And I -- just knowing how I work, the
6 things like natural regional -- regional partner and
7 things like that, that wouldn't have been something
8 that I would have known that is something that would
9 have been discussed at the table.

10 MS. KATE MCGRANN: The reference to
11 "shared project on roof vent," what is that?

12 MS. KIMBERLY WINGROVE: I have limited
13 knowledge of the roof vent project, only to know that
14 that was something part way through this process
15 that -- that came into being. These were solar roof
16 vents meant as an energy-saving project for
17 residential home -- homeowners that Collus and
18 PowerStream had created a -- a joint venture to -- to
19 pursue.

20 MS. KATE MCGRANN: Was there anything
21 else that you were aware of at the time about the
22 solar attic roof vent?

23 MS. KIMBERLY WINGROVE: No. That
24 wasn't something that we were -- that I -- the Town
25 was specifically involved in in any way.

1 MS. KATE MCGRANN: I'd like to turn
2 now to Foundation document, paragraph 420.

3

4 (BRIEF PAUSE)

5

6 MS. KATE MCGRANN: Okay. Actually,
7 could you just take that off the screen?

8

Without reference to a document, do you
9 have any recollection that there were negotiations
10 with PowerStream with respect to its financial bid?

11 MS. KIMBERLY WINGROVE: No, none at
12 all.

13 MS. KATE MCGRANN: The documents
14 indicate to us that after the financial components of
15 the bid were evaluated, there were negotiations that
16 resulted in PowerStream increasing its bid to
17 8 million for the shares.

18 Did you have any awareness that that
19 was happening at the time?

20 MS. KIMBERLY WINGROVE: No, I did not.

21 MS. KATE MCGRANN: We know sitting
22 here today that ultimately the asset that shares were
23 sold with respect to is not Collus Power. Is was
24 Collus, the holding company.

25 Were you involved in discussions about

1 changing the entity of the shares that would be sold
2 from at the time?

3 MS. KIMBERLY WINGROVE: No.

4 MS. KATE MCGRANN: Were you aware that
5 there were discussions about potentially selling
6 shares from the holding company instead of Collus
7 Power at any time?

8 MS. KIMBERLY WINGROVE: No.

9 MS. KATE MCGRANN: Please pull up
10 ALE1 --

11 THE HONOURABLE FRANK MARROCCO: Are --
12 are you moving on to something else?

13 MS. KATE MCGRANN: Yes, I am.

14 THE HONOURABLE FRANK MARROCCO: Was --
15 was it ever discussed with the Strategic Task Team
16 that the -- they were going to change what was being
17 sold? What -- they were going to change what people
18 had bid on?

19 MS. KIMBERLY WINGROVE: No, I'm sorry.
20 No.

21 THE HONOURABLE FRANK MARROCCO: Well,
22 did you -- did you find -- when did you find out that
23 that had happened?

24 MS. KIMBERLY WINGROVE: I don't --
25 I -- I'm thinking when the report was prepared for --

1 to brief Council.

2 THE HONOURABLE FRANK MARROCCO: Okay.

3 Thank you.

4

5 CONTINUED BY MS. KATE MCGRANN:

6 MS. KATE MCGRANN: Please pull up

7 ALE1394.

8

9 (BRIEF PAUSE)

10

11 MS. KATE MCGRANN: This is an email
12 from Paul Bonwick to John Glicksman on January 13th,
13 2012. You were not copied on this email.

14 Mr. Bonwick writes, I thought I would:

15 "Hi, John. I thought I would
16 provide you with a brief message on
17 wrapping up the activities for the
18 end of the week. Ed and his
19 consulting team appear very pleased
20 with the progress and working
21 relationship as they close out the
22 last details on the agreement."

23 Were you involved in -- in closing out
24 the last details on the transaction agreements in
25 early January 2012?

1 MS. KIMBERLY WINGROVE: No, I was not.

2 MS. KATE MCGRANN: He continues to
3 write, "Council continues to be fully on-board."

4 He then writes:

5 "The CAO attempted to cause some
6 problems in the middle of the week
7 requesting the Town lawyers add some
8 last-minute items that were contrary
9 to the ongoing discussion and
10 agreement."

11 Sitting here today, do you have any
12 idea what that would be referring to?

13 MS. KIMBERLY WINGROVE: In the -- in
14 the -- the bylaw that was -- that was drafted, first
15 of all my concern was that we were asking Council to
16 take a decision on a matter that was not yet complete.
17 There -- the agreements, the form of those agreements,
18 had not been completely negotiated between the
19 parties, such that they could be provided to counsel
20 for their review.

21 And while that has happened in the
22 history of the world, I think what was more
23 challenging was that if there were changes, there
24 wasn't an opportunity built into the process or an
25 expectation built into the process that those changes

1 would come back to be okayed by Council.

2 I have moved forward with initiatives
3 and agreements at various municipalities where things
4 weren't entirely complete for reasons that are
5 probably very specific to the project at hand. But
6 always, you bring it back to Council. You say we're
7 going to -- I'm asking you to say it's okay to move
8 forward in this direction, and I will bring this back
9 to you for your review at the next stage.

10 Never is it a complete and -- and final
11 decision of Council when they haven't seen the
12 materials.

13 MS. KATE MCGRANN: The date of this
14 email is January 13th, 2012. Could you pull up
15 paragraph 492 of the Foundation document?

16

17 (BRIEF PAUSE)

18

19 MS. KATE MCGRANN: Paragraph 492 and
20 the paragraphs that follow it in Section 5.32 of the
21 Foundation Document discuss the drafting of the share
22 of sale bylaw for Council approval.

23 If you look at paragraph 492, it
24 discusses an email from Leo Longo at Aird & Berlis,
25 sent on January 17th, 2012, to Ed Houghton sharing a

1 draft of the bylaw.

2 In his email, Mr. Longo writes:

3 "Here is an initial draft of a
4 proposed authorizing Council bylaw
5 for your review and input."

6 He says:

7 "In particular, can you take a stab
8 at drafting the whereas clauses due
9 to your intimate familiarity with
10 this proposal."

11 And if you look in the italicized text
12 at the bottom, you can see that this email from
13 Mr. Longo was sent to Mr. Houghton. It was also sent
14 to you and others. Is this the bylaw that you're
15 talking about?

16 MS. KIMBERLY WINGROVE: Yes.

17 MS. KATE MCGRANN: Had there been a
18 discussion before you received this email about the
19 contents of the bylaw?

20 MS. KIMBERLY WINGROVE: I don't recall
21 that, no.

22 MS. KATE MCGRANN: I'd like to walk
23 through some of the information that we have about the
24 drafting of this bylaw with you to understand the
25 concerns that you've expressed.

1 If you can scroll down to
2 paragraph 493.

3

4 (BRIEF PAUSE)

5

6 MS. KATE MCGRANN: This paragraph
7 explains that the bylaw that Mr. Longo drafted
8 included two (2) clauses. First -- and I'm
9 summarizing -- that the mayor and clerk be authorized
10 to execute Share Purchase Agreements and the
11 Shareholders Agreement once a -- once those agreements
12 were in a form and content to the satisfaction of the
13 Town solicitor.

14 Do you recall that that was in a draft
15 of this bylaw?

16 MS. KIMBERLY WINGROVE: Yes. And that
17 would be standard practice.

18 MS. KATE MCGRANN: Okay. And second,
19 that Town staff and the Town solicitor report back to
20 Council, as required, as the conditions precedent to
21 the closing of this transaction are addressed and in
22 any event, prior to the final closing of this share
23 purchase transaction.

24 Do you remember that being in a draft
25 of this bylaw?

1 MS. KIMBERLY WINGROVE: Yes. That
2 would be correct.

3 MS. KATE MCGRANN: If we go to
4 paragraph 494 of the Foundation document.

5

6 (BRIEF PAUSE)

7

8 MS. KATE MCGRANN: This paragraph
9 describes that on January 18th, 2012, Dennis Nolan,
10 Executive Vice-President, Corporate Services, and
11 Secretary of PowerStream, sent Mr. Houghton a revised
12 version of Mr. Longo's draft bylaw.

13 Were you aware at the time that Mr.
14 Nolan was reviewing it and revising the draft bylaw?

15 MS. KIMBERLY WINGROVE: No, I was not.

16 MS. KATE MCGRANN: When -- when did
17 you first learn that that had occurred?

18 MS. KIMBERLY WINGROVE: I don't know
19 that I ever knew that PowerStream was adjusting our
20 bylaws.

21 MS. KATE MCGRANN: What is your
22 reaction to learning that?

23 MS. KIMBERLY WINGROVE: Our practice
24 was that our bylaws -- we -- depending on -- on the
25 nature of -- of the -- the bylaw, Sara would either

1 initiate drafting it and then send it to legal to be
2 refined and ensure that everything was correct. Or
3 legal would take carriage of drafting the bylaw on our
4 direction and then -- and then send it back.

5 At no time would it ever be appropriate
6 for the other party to be undertaking a -- a change
7 like this. At -- at least, it would be one thing to
8 send an email saying, you know, we haven't -- the
9 whereas clauses could be edited in a -- in a way; this
10 is not maybe an accurate reflection; or something like
11 that. Like, I -- I wouldn't have been necessarily
12 surprised to -- to hear a question of clarification
13 or -- or a comment from them.

14 I just -- but again, it's very -- that
15 would be a very unique circumstance to have another
16 party commenting on the -- on the Town's bylaws, and
17 certainly not like this where they are actually
18 editing the bylaw.

19 MS. KATE MCGRANN: And why not?
20 Why -- why would it -- why would it not be normal for
21 a -- a counterparty to be editing a Town bylaw?

22 MS. KIMBERLY WINGROVE: Well, this is
23 the -- the Town's bylaw. And bylaws, by their very
24 nature, are meant -- are meant to reflect Council's
25 direction and to survive the term of Council on --

1 into the future. Not every decision that Council
2 makes is made by bylaw. Lots of normal everyday
3 activities are simply moved forward by resolution of
4 Council.

5 But you -- you go to the trouble of
6 drafting a bylaw because you're sending a message
7 about something that is meant to stand the test of
8 time. This is very important. This is at the very
9 heart of -- of our municipal work, and it's just
10 simply wouldn't -- it's -- it's not appropriate for
11 others to, you know, have a hand in that.

12 Council trusts staff. When we bring
13 bylaws and staff reports forward, that those materials
14 are comprehensive and accurate and -- and reflect
15 staff's understanding of -- of the -- the best
16 interests of the Town.

17 If -- if another party and a third
18 party was actually, you know, taking on a role such as
19 this, Council should have been advised.

20 MS. KATE MCGRANN: The documents
21 indicate that Mr. Nolan's draft was provided to
22 Mr. Houghton. Mr. Houghton sent the draft on to
23 Mr. Longo. Do you recall if you ever saw -- let me
24 take that back.

25 The process of the draft that we have

1 seen is that it goes from Mr. Nolan to Mr. Houghton,
 2 Mr. Houghton to Mr. Longo. And if you look at
 3 paragraph 496 of the Foundation document, Mr. Longo
 4 forwards a draft of the bylaw to Mayor Cooper,
 5 Deputy Mayor Lloyd, yourself, Ms. Almas, and others on
 6 January 19th, 2012. This draft includes the
 7 requirement that Town staff and the Town solicitor
 8 report back to Council as required.

9 We've seen this language in the earlier
 10 bylaw and the earlier draft of the bylaw. Do you
 11 recall receiving a revised draft from Mr. Longo on
 12 January 19th?

13 MS. KIMBERLY WINGROVE: I recall that
 14 this text was in the draft bylaw.

15 MS. KATE MCGRANN: You're included in
 16 Mr. Longo's emails about the draft of this bylaw.
 17 What is your role with respect to the drafting of this
 18 bylaw?

19 MS. KIMBERLY WINGROVE: I was not --
 20 this was being led by Mr. Houghton on behalf -- like,
 21 in his role as Executive Vice -- or executive person
 22 at Collus. So given that -- that he had been the lead
 23 on this project, he continued to -- to take that lead
 24 role in -- in moving this final phase of the project
 25 forward.

1 MS. KATE MCGRANN: You say that he is
2 leading in his role as head of Collus Power.

3 MS. KIMBERLY WINGROVE: Yes.

4 MS. KATE MCGRANN: You're the CAO of
5 the Town. What role are you playing with respect to
6 the drafting of this bylaw?

7 MS. KIMBERLY WINGROVE: Well, it is in
8 fact the Town's bylaw. So I am trying to ensure that
9 the Town's interests are protected in that bylaw and
10 that the bylaw conforms to the Town's regular practice
11 and is consistent with the -- the work that we would
12 do with other bylaws.

13 MS. KATE MCGRANN: I have some more
14 questions about this. I note that it's around
15 the time --

16 THE HONOURABLE FRANK MARROCCO: Why
17 don't we take -- we take ten (10).

18

19 --- Upon recessing at 12:04 p.m.

20 --- Upon resuming at 12:15 p.m.

21

22 CONTINUED BY MS. KATE MCGRANN:

23 MS. KATE MCGRANN: Ms. Wingrove, before
24 the break we were talking about the drafting of the
25 bylaw. And I want to understand -- I have some more

1 questions about the role you were playing in the
2 drafting of that bylaw. You are CAO for the Town, Mr.
3 Longo, is involved in drafting the bylaw.

4 Who was providing instructions to him
5 about the contents of his drafts?

6 MS. KIMBERLY WINGROVE: If I may, I
7 think this is -- is where there -- where there was
8 difficulty.

9 As I said, our regular practice would
10 have been that the drafting of a bylaw is something
11 that the clerk had carriage over and she and I would
12 have had discussion of the content of that bylaw.

13 In this particular case, and -- and
14 where it became an issue, was that there was a
15 disagreement about what should be in the bylaw.

16 MS. KATE MCGRANN: Who was the
17 disagreement between?

18 MS. KIMBERLY WINGROVE: The
19 disagreement was -- from where -- from direct
20 conversation with me, it was brought to my attention
21 that there needed to be changes to the bylaw, by the
22 mayor and deputy mayor.

23 MS. KATE MCGRANN: What you remember
24 about that? What can you tell us about that?

25 MS. KIMBERLY WINGROVE: That the -- for

1 reasons I didn't understand at the time, and -- and
2 can't clearly articulate to you today. It's been such
3 a long time.

4 The idea of having the various
5 agreements come back as they progressed through their
6 process was not something that was going to work for
7 this process, that it was necessary for Council to
8 provide their approval at this particular point in
9 time and that the materials would not come back to
10 Council again for further review.

11 MS. KATE MCGRANN: Am I right in
12 understanding you're saying that that communication
13 came to you from the mayor and the deputy mayor?

14 MS. KIMBERLY WINGROVE: That's right.

15 MS. KATE MCGRANN: How was that
16 communicated to you?

17 MS. KIMBERLY WINGROVE: I believe they
18 attended my office.

19 MS. KATE MCGRANN: That they came and
20 spoke to you in your office?

21 MS. KIMBERLY WINGROVE: That's
22 correct.

23 MS. KATE MCGRANN: Was there a
24 discussion about -- about what should happen?

25 MS. KIMBERLY WINGROVE: Just that I

1 was not -- that the change to remove that clause was
2 necessary and that was simply how it was going to be.

3 MS. KATE MCGRANN: In terms of who is
4 providing direction to Mr. Longo about the drafting of
5 the bylaw, who was doing that?

6 MS. KIMBERLY WINGROVE: Well, clearly
7 there were a lot of cooks in the kitchen at the -- at
8 the time. This was something that was very
9 challenging for me because there were a number of
10 conversations happening in parallel and I think it put
11 our legal counsel in a very difficult position.

12 Who are they taking direction from?
13 Are they taking direction from the CAO or are they
14 taking direction from elected officials, or are they
15 taking direction from Mr. Houghton?

16 And so at the end of it all, I was not
17 the majority of -- of those parties and so they were
18 not taking direction from me.

19 MS. KATE MCGRANN: How did you come to
20 understand that at the end of it all Mr. Longo was not
21 taking directions from you?

22 MS. KIMBERLY WINGROVE: Because what
23 had been put -- the clauses that had been in the early
24 draft of the bylaw that required the materials to come
25 back as they progressed through their completion

1 phases was struck from the bylaw, and what stood was
2 what was there at the end, which was Council provided
3 their approval and any future documents were just to
4 be executed on the authority of the mayor and the
5 clerk.

6 MS. KATE MCGRANN: Was it the case
7 that you had provided Mr. Longo with instructions
8 about statements that you wanted to be in the bylaw
9 that did not make their way into the final bylaw?

10 Is that what you're saying?

11 MS. KIMBERLY WINGROVE: As I said
12 earlier, it was our practice. It's -- it's best
13 practice that if there are going to be changes, if --
14 it's a very rare thing that you bring a thing to
15 Council to be approved before all of the paperwork is
16 complete. You're asking Council to approve things
17 when they don't have all of the information in front
18 of them, in my own opinion, that's not fair.

19 However, my opinion aside, bringing the
20 -- sorry. State your question again. I'm meandering.

21 MS. KATE MCGRANN: So I think you're
22 giving me information about why you thought certain
23 statements should be in the bylaw.

24 MS. KIMBERLY WINGROVE: Yes.

25 MS. KATE MCGRANN: What I would like

1 to understand is how you came to understand that you
2 were not the person who Mr. Longo was taking
3 directions from. I think you said something about the
4 fact that statements you wanted to be in the bylaw did
5 not make their way into the final bylaw.

6 MS. KIMBERLY WINGROVE: That's --
7 that's correct. And I was told in -- in no uncertain
8 terms that it was necessary for this bylaw to be
9 written the way that it was and that if -- if that was
10 not the case then somehow that was going to put this
11 deal in jeopardy.

12 MS. KATE MCGRANN: Is that the -- the
13 discussion you were telling us about with the mayor
14 and the deputy mayor in your office?

15 MS. KIMBERLY WINGROVE: That's
16 correct.

17 MS. KATE MCGRANN: Was it that
18 discussion that led you to conclude -- like, was it
19 that discussion that led you to conclude that you're
20 not providing instructions to Mr. Longo anymore?

21 MS. KIMBERLY WINGROVE: That's
22 correct. And -- and there were, like, this was not a
23 unique circumstance. There were other times where it
24 came to my attention that the elected officials were
25 speaking directly with our legal counsel and then that

1 information would come back to me, either from legal
2 counsel or from the elected officials I've spoken to,
3 whomever, and this is what we're going to do.

4 MS. KATE MCGRANN: The foundation
5 document describes drafts of the bylaw being exchanged
6 from January 17 onwards. If we can turn the ALE1394,
7 this e-mail is dated January 13th. So it appears to
8 be dated before the first draft of the bylaws sent
9 across from Mr. Longo.

10 I'd like to turn your attention again
11 to the sentence the CAO attempted to cause some
12 problems in the middle of the week, which would have
13 been earlier than January 13th, requesting the Town
14 lawyer to add some last-minute items that are contrary
15 to the ongoing discussion and agreement.

16 Looking at the timing of this e-mail
17 and the drafts of the bylaw that we've seen, what --
18 what can you say about that?

19 MS. KIMBERLY WINGROVE: I maintain
20 that our discussions about -- and where there was a
21 difference of opinion was about whether or not these
22 materials could go forward to Council and be provided
23 with full and final approval by Council when the
24 documents themselves were not complete.

25 I have -- I have such a strong memory

1 of that, because it was extremely upsetting to me that
2 -- that this was where we were going and I could not
3 understand the reason why.

4 Certainly there's a process or can be
5 an appropriate process for any direction that Council
6 provides. If Council says we need to do this, it's
7 the CAO and the -- and the staff's role to consider
8 that direction and to provide a path back to Council
9 that will allow them to achieve those objectives while
10 still being open and transparent to the public and ad
11 -- adhering to all of the -- of the Town's policies
12 and procedures.

13 So you know, in this case to -- to say
14 that this is just how it's going to be and we're not
15 going to talk about this anymore, that was just such a
16 -- such a difficult thing for me to accept and I
17 didn't understand it at the time and I don't
18 understand it now.

19 MS. KATE MCGRANN: Turning to the next
20 sentence in this e-mail, Mr. Bonwick has written a Mr.
21 Glicksman:

22 "The CAO has since been engaged at
23 the political level, and has a very
24 clear understanding of the level and
25 support expected at this late date,

1 no more problems expected."

2 You didn't write this e-mail, but what
3 do you think this is talking about?

4 MS. KIMBERLY WINGROVE: That there --
5 and this would not be the only instance -- where it
6 was communicated to me that a decision had been made
7 and that I needed to tow the line.

8 MS. KATE MCGRANN: Communicated to you
9 by whom?

10 MS. KIMBERLY WINGROVE: By the dep --
11 by the deputy mayor or the mayor, or both.

12 MS. KATE MCGRANN: Looking at this e-
13 mail, which is dated on Friday, January 13th, talking
14 about events that happened in the middle of the week,
15 do you have any recollection of something like that
16 happened during this timeframe?

17 MS. KIMBERLY WINGROVE: Well, I don't
18 remember the exact date. I do, as I said, I do recall
19 being told very clearly about how this particular
20 process needed to be wrapped up and that -- sorry, I'm
21 repeating myself, I apologize.

22 MS. KATE MCGRANN: You're referring
23 back to the meeting with the deputy mayor and the
24 mayor in your office that you've already told us
25 about?

1 MS. KIMBERLY WINGROVE: Correct.

2 MS. KATE MCGRANN: To your knowledge,
3 who knew that that meeting had taken place?

4 MS. KIMBERLY WINGROVE: With something
5 like that, certainly I would have communicated it with
6 Sara. I would have communicated it back to -- I would
7 have expressed my concerns to Aird & Berlis because I
8 would have been looking to see whether or not there
9 was anything else that -- that -- that could be done.

10 MS. KATE MCGRANN: Here we see Mr.
11 Bonwick's communicating information about objections
12 you raised, and -- and you being engaged at the
13 political level, no problem or problems being
14 expected.

15 Is this the kind of information that
16 you thought at the time was being shared with the
17 counter-party Town and Collus' transaction?

18 MS. KIMBERLY WINGROVE: I would have
19 had no idea or expectation that communications like
20 this would have been happening.

21 MS. KATE MCGRANN: Can we turn to
22 paragraph 501 of the Foundation Document.

23 THE HONOURABLE FRANK MARROCCO: Just so
24 that I understand, you're saying or you're telling me
25 you never were told why it was necessary for the Town

1 solicitor to be replaced by the mayor and the clerk in
2 that bylaw?

3 MS. KIMBERLY WINGROVE: No. The
4 mayor and the clerk, that's correct, that the mayor
5 and the clerk should -- should execute the agreements;
6 that -- that's proper practice.

7 What my concern was, that the way that
8 that bylaw ended up being drafted was that Council was
9 to provide their approval for those agreements to be
10 executed at some time in the future when they were
11 complete without them ever coming back to Council so
12 that any changes could be discussed.

13 THE HONOURABLE FRANK MARROCCO: And
14 that's what you were told was the necessary change
15 that had to be made?

16 MS. KIMBERLY WINGROVE: That -- that
17 it could not come back to Council.

18 THE HONOURABLE FRANK MARROCCO: All
19 right, okay.

20

21

22 CONTINUED BY MS. KATE MCGRANN:

23 MS. KATE MCGRANN: Before I move to
24 this paragraph, could we please have ALE1394, the
25 email we were just looking at marked as an exhibit,

1 next exhibit?

2 THE REGISTRAR: Exhibit 36, Your

3 Honour.

4 THE HONOURABLE FRANK MARROCCO: Yes,

5 sorry.

6

7 --- EXHIBIT NO. 36: ALE0001394

8

9 CONTINUED BY MS. KATE MCGRANN:

10 MS. KATE MCGRANN: Looking at
11 paragraph 501 of the Foundation Document, this
12 discusses an email from Mr. Bonwick to Mayor Cooper,
13 Deputy Mayor Lloyd, and Mr. Houghton. You are not
14 copied on this email. In his email, Mr. Bonwick
15 writes:

16 "Ed mentioned that the mayor had
17 asked for a motion to be available
18 for a meeting this afternoon for
19 review by CAO, Clerk, and Ed."

20 Mr. Bonwick says:

21 "I would respectfully suggest that
22 the mayor bring in Rick and Leo,
23 either in person or online. This
24 will provide an opportunity to
25 provide clear direction to Leo and

1 the CAO from both members of the
2 review team who also happen to be
3 mayor and deputy mayor. If the
4 mayor believes this to be a
5 reasonable approach, I would suggest
6 it must take place this afternoon."

7 Do you remember attending a meeting
8 with the people listed in this email in and around
9 January 19th, 2012?

10 MS. KIMBERLY WINGROVE: I would
11 suggest this is the meeting that I am recalling, that
12 -- where direction was -- was given. Yeah, I don't
13 want to -- I don't want to suppose -- my belief is
14 that there was -- I expressed some concern.

15 I was told how things needed to be. I
16 would have likely called Aird & Berlis to try and
17 speak to them about how this could be addressed, and
18 so now what's happening here is that now we're both
19 going to be told how things need to be.

20 MS. KATE MCGRANN: I think you said
21 that you would have called Aird & Berlis.

22 Is it the case that you specifically
23 remember calling Aird & Berlis or are you --

24 MS. KIMBERLY WINGROVE: During that
25 time I had multiple phone calls with Leo Longo and

1 John Mascarin.

2 MS. KATE MCGRANN: Why are you making
3 the multiple phone calls to those two (2) gentlemen?

4 MS. KIMBERLY WINGROVE: I had -- I was
5 very concerned about the process that we were
6 following, and I -- and I wanted to do whatever I
7 could to express those concerns and to provide a path
8 forward that was going to work for everyone.

9 It's not my place to put up roadblocks.
10 It's my place to find solutions. And so I wanted to
11 work with our legal counsel to ensure that what I
12 understood to be Council and the community's best
13 interests were being protected at the same time that
14 this initiative of creating a partnership with Collus
15 could still move forward.

16 MS. KATE MCGRANN: Did you feel that
17 your efforts in making those calls -- phone calls were
18 successful?

19 MS. KIMBERLY WINGROVE: There was very
20 -- was no appetite to make that change to allow the
21 documents to come back.

22 MS. KATE MCGRANN: No appetite on the
23 part of who?

24 MS. KIMBERLY WINGROVE: On the -- on
25 the -- on the part of the mayor or the deputy mayor or

1 Mr. Houghton.

2 MS. KATE MCGRANN: Other then the
3 telephone calls that you made to Mr. Longo and Mr.
4 Mascarin, the discussions with the mayor and the
5 deputy mayor that you've described to us already, did
6 you do anything else to try to voice your concerns or
7 effect the changes that you felt were necessary?

8 MS. KIMBERLY WINGROVE: I felt -- I
9 felt at the time that I had done what I could do.

10 MS. KATE MCGRANN: Could we turn to
11 VER186?

12

13 (BRIEF PAUSE)

14

15 MS. KATE MCGRANN: I'm looking for a
16 staff report that's attached to this document. If you
17 could just give me a second, I will get the page
18 reference.

19

20 (BRIEF PAUSE)

21

22 MS. KATE MCGRANN: Could you just
23 scroll down to page 2, please?

24 There's a reference on this page to
25 staff report CA02012-01 titled "Collus PowerStream

1 Strategic Partnership."

2 Are you familiar with that staff
3 report?

4 MS. KIMBERLY WINGROVE: Yes, I am.

5 MS. KATE MCGRANN: Do you know who
6 drafted it?

7 MS. KIMBERLY WINGROVE: This staff
8 report, like many others, the initial -- the initial
9 draft of it came from Mr. Houghton and then I made --
10 did editing and completed it and submitted it to the
11 clerk.

12 MS. KATE MCGRANN: What kind of
13 editing did you do?

14 MS. KIMBERLY WINGROVE: More -- I
15 don't have a specific recollection of the changes that
16 I made. It would primarily have been for formatting
17 and clarity and filling in some places where I felt
18 like perhaps there was additional information that
19 would be useful to Council.

20 MS. KATE MCGRANN: We have talked
21 about the drafting of the bylaw that we were just
22 looking at.

23 Other than the bylaw, and leaving the
24 bylaw aside for a second --

25 MS. KIMBERLY WINGROVE: M-hm.

1 MS. KATE MCGRANN: -- did you have a
2 role in the negotiation of the transaction documents,
3 the -- you know, the Shareholders Agreement, the Share
4 Purchase Agreement, related documents?

5 MS. KIMBERLY WINGROVE: No, I did not.

6 MS. KATE MCGRANN: Did you have a role
7 in providing instructions to the solicitors who were
8 acting on behalf of either the Town or Collus Power in
9 the negotiation or drafting of those documents?

10 MS. KIMBERLY WINGROVE: No, I did not.

11 MS. KATE MCGRANN: Do you know who was
12 providing instructions to those professionals on
13 behalf of the Town.

14 MS. KIMBERLY WINGROVE: I assume that
15 that was coming from Mr. Houghton and -- and KPMG.

16 MS. KATE MCGRANN: You say that you
17 assumed that it was coming from Mr. Houghton and KPMG.

18 Did you ever have a discussion with
19 anyone during the period between December 2011 and
20 July 2012 about who was providing those instructions
21 or who should be provided them?

22 MS. KIMBERLY WINGROVE: I did not -- I
23 -- I was told in many times during my time with
24 Collingwood that the -- the work undertaken by the
25 Public Utilities Services Board and Collus were not my

1 concern. And so I had a -- quite a -- a hands-off
2 relationship with the more specific details of any of
3 the actions that were undertaken by them.

4 The fact that this work needed to pass
5 muster by the Ontario Energy Board, et cetera, meant
6 that -- to me that some very specialized knowledge and
7 expertise needed to be employed in order to get these
8 documents in shape that -- that they would be
9 approved.

10 MS. KATE MCGRANN: Okay. Did you have
11 any discussions with anyone about who is providing
12 instructions on behalf of the Town?

13 MS. KIMBERLY WINGROVE: No, I did not.
14 There were so many lawyers involved, that -- that who
15 was providing direction to the -- to the legal team, I
16 assume it was Mr. Houghton.

17 MS. KATE MCGRANN: You see the
18 Transaction documents were signed on March 6th, 2012.
19 Do you recall if you reviewed those documents,
20 provided comments?

21 MS. KIMBERLY WINGROVE: I do not.

22 MR. FREDERICK CHENOWETH: I'm sorry,
23 what was that answer?

24 MS. KIMBERLY WINGROVE: I do not
25 recall specifically reviewing those documents on March

1 the 6th.

2 MS. KATE MCGRANN: Do you recall
3 reviewing them before March the 6th?

4 MS. KIMBERLY WINGROVE: No, I don't.

5

6 (BRIEF PAUSE)

7

8 MS. KATE MCGRANN: The last specific
9 thing that I'd like to talk to you about is the
10 termination of your employment as CAO of the Town of
11 Collingwood. Could we turn to paragraph 582 of the
12 foundation document, please.

13

14 (BRIEF PAUSE)

15

16 MS. KATE MCGRANN: This paragraph says
17 that you were given notice of termination on Tuesday,
18 April 3rd, 2012. Is that consistent with you -- what
19 you remember?

20 MS. KIMBERLY WINGROVE: That's
21 correct.

22 MS. KATE MCGRANN: Would you please
23 tell me what you remember about the notice that you
24 were given?

25 MS. KIMBERLY WINGROVE: So Council had

1 been in camera the night before to discuss, I think in
2 -- in part, a performance evaluation for me. I was
3 called to the mayor's office on the Tuesday. The
4 deputy mayor was there, and I was simply told that
5 they -- that Council had taken the decision to
6 terminate my employment. They asked me if I would
7 resign.

8 MS. KATE MCGRANN: All right. Who
9 else was present?

10 MS. KIMBERLY WINGROVE: The deputy
11 mayor.

12 MS. KATE MCGRANN: What was your
13 response to being asked if you would resign?

14 MS. KIMBERLY WINGROVE: I said no, I
15 would not.

16 MS. KATE MCGRANN: Do you remember
17 what happened next?

18 MS. KIMBERLY WINGROVE: I was asked if
19 I would -- I would consider that, that they tried to
20 make the pitch that it would be better for everyone if
21 I just resigned.

22 And again, I said, No, I won't do that.
23 And -- but then I returned to my office, and gathered
24 my things, and my purse, and beat a hasty retreat.

25 MS. KATE MCGRANN: What did you take

1 with you?

2 MS. KIMBERLY WINGROVE: My purse, my
3 phone, my -- I must have -- I think I must have taken
4 -- I think I must have taken my laptop with me at that
5 time as well.

6 MS. KATE MCGRANN: Now is that a
7 personal laptop or a Town laptop?

8 MS. KIMBERLY WINGROVE: No, it was the
9 Town's.

10 MS. KATE MCGRANN: So you have the
11 meeting. You go to your office. You take your purse,
12 and your phone, the Town laptop. Did you take
13 anything else with you?

14 MS. KIMBERLY WINGROVE: No.

15 MS. KATE MCGRANN: Did you return to
16 your office after that?

17 MS. KIMBERLY WINGROVE: On the -- so
18 this was Easter weekend -- or if -- thereabouts --
19 anyway, a weekend transpired. I took a couple of days
20 off, but the -- the week following, on the Monday or
21 Tuesday of the next week, I -- I came back to the
22 office to gather a few more of my -- of my personal
23 things that were in the office.

24 Mike Edwards, a Councillor at the time,
25 came to observe me doing this. So I took, you know,

1 the sweater, and the cup, and the trophies, or
2 whatever acknowledgment things you have in your
3 office, and -- and packed those up, and that was that.

4 MS. KATE MCGRANN: How was it that Mr.
5 Edwards came to observe you removing more personal
6 belongings from your office?

7 MS. KIMBERLY WINGROVE: I think that -
8 - that it was an agreed upon time that I would attend
9 the office to do this, and -- and so I suppose someone
10 told him that he should be there.

11 MS. KATE MCGRANN: And what happened
12 after you attended at your office a second time?

13 MS. KIMBERLY WINGROVE: I -- I picked
14 up my stuff, and I was -- I was not in a good place.
15 I was -- I was pretty sad. And -- and so I picked up
16 my stuff, and I went home.

17 MS. KATE MCGRANN: You had been asked
18 to consider whether you would resign -- whether you
19 would resign. How -- how did that conversation
20 conclude?

21 MS. KIMBERLY WINGROVE: No, I never
22 did agree to resign. And --

23 MS. KATE MCGRANN: And so how was the
24 status of your employment resolved?

25 MS. KIMBERLY WINGROVE: The Town --

1 the -- the Town had ret -- retained Lorenzo Lisi,
2 their HR specialist.

3 MS. KATE MCGRANN: I might just stop
4 you there for a second.

5 MS. KIMBERLY WINGROVE: Yes.

6 MS. KATE MCGRANN: I actually just
7 want to know if you were ultimately fired, or if you
8 resigned, or --

9 MS. KIMBERLY WINGROVE: Well, yes, I
10 suppose I ultimately was fired.

11 MS. KATE MCGRANN: Thank you. Did you
12 take any of your -- of the files that you created
13 during your work with you when you left?

14 MS. KIMBERLY WINGROVE: No.

15

16 (BRIEF PAUSE)

17

18 MS. KATE MCGRANN: At any point during
19 the period between December 2010 and -- an July 2012,
20 did you destroy any documents related to the Collus
21 transaction?

22 MS. KIMBERLY WINGROVE: I didn't have
23 any documents related to the Collus transaction. The
24 only thing that I had related to that was that
25 spreadsheet with a few notes that is already an

1 exhibit here today. And the reason I have that is
2 because I emailed to myself at one time, which leads
3 me to believe I was working on one (1) computer, and
4 sending it to my -- to my Town computer.

5

6 (BRIEF PAUSE)

7

8 MS. KATE MCGRANN: Those are the end
9 of my specific questions for you. A question that I
10 would like to give you the opportunity to answer, if
11 you'd like to, is: Sitting where you are today,
12 looking back, is there anything that you would like to
13 say about what happened, things you would have done
14 differently?

15

16 (BRIEF PAUSE)

17

18 MS. KIMBERLY WINGROVE: I was raised
19 to be someone -- as -- as all of us were -- to not
20 give up, and to not quit. If you take on a
21 responsibility, you see it through until the end.

22 And in this particular instance, where
23 it was very clear to me early on that this was a
24 situation that was far beyond my ability to affect a
25 positive result from, I should have stepped away.

1 When you're the CAO in a town like
2 Collingwood, if -- if you -- if you leave your
3 position, you have to move. And I -- I had come here
4 with my family to try and -- and be home more, and
5 give some more stability, and -- and build a great
6 thing.

7 I regret that I wasn't able to have
8 things turn out differently here, and to just -- and
9 to be better able to stand up to some of the
10 challenging situations that I saw. I'm sorry to the
11 people of the Town.

12 THE HONOURABLE FRANK MARROCCO: I
13 think what we'll do is -- you -- you're finished the
14 question, Ms. McGrann?

15 MS. KATE MCGRANN: Yes, I am.

16 THE HONOURABLE FRANK MARROCCO:
17 Obviously, the Witness is that -- I think we'll take
18 lunch now. We'll come back at two o'clock instead of
19 2:15. So we should -- that'll probably give everybody
20 a chance to regroup.

21

22 --- Upon recessing at 12:46 p.m.

23 --- Upon resuming at 2:03 p.m.

24

25 THE HONOURABLE FRANK MARROCCO: Go

1 ahead, Mr. Chenoweth.

2 MR. FREDERICK CHENOWETH: Your Honour,
3 thank you.

4

5 CROSS-EXAMINATION BY MR. FREDERICK CHENOWETH:

6 MR. FREDERICK CHENOWETH: Ms. Gro --
7 Wingrove, I take it that you're aware that I am the
8 counsel for Mr. Houghton?

9 MS. KIMBERLY WINGROVE: Yes.

10 MR. FREDERICK CHENOWETH: Thank you
11 very much. Just a little bit of -- of information
12 with respect to your recent activities. You were with
13 the Town of Collingwood as CAO for two (2) years and
14 five (5) months, as I understand it?

15 MS. KIMBERLY WINGROVE: That's
16 correct.

17 MR. FREDERICK CHENOWETH: Very good.
18 And you then left the Town of Collingwood and you went
19 to the Town of New Tecumseth, correct?

20 MS. KIMBERLY WINGROVE: That's
21 correct.

22 MR. FREDERICK CHENOWETH: And you had
23 a tenure at the Town of New Tecumseth of one (1) year
24 and ten (10) months. Is that correct?

25 MS. KIMBERLY WINGROVE: Yes, I believe

1 so.

2 MR. FREDERICK CHENOWETH: Very good.

3 And thereafter, you had a second CAO position?

4 MS. KIMBERLY WINGROVE: That's
5 correct, in Guelph/Eramosa.

6 MR. FREDERICK CHENOWETH: Thank you.
7 The Town of Guelph/Eramosa, correct?

8 MS. KIMBERLY WINGROVE: Correct.

9 MR. FREDERICK CHENOWETH: Thank you.
10 And that second CAO position lasted for one (1) year
11 and seven (7) months?

12 MS. KIMBERLY WINGROVE: Correct.

13 MR. FREDERICK CHENOWETH: Very good.
14 And you've since moved on to the County of Grey?

15 MS. KIMBERLY WINGROVE: That's
16 correct.

17 MR. FREDERICK CHENOWETH: And you are
18 a CAO with the County of Grey, and you've been there
19 in excess of three (3) years?

20 MS. KIMBERLY WINGROVE: That's
21 correct.

22 MR. FREDERICK CHENOWETH: Very good.
23 Now going back for a moment to your job as CAO at the
24 Town of Collingwood, I think you've been frank in
25 suggesting that in terms of your career path, this was

1 the first occasion on which you had worked with a
2 municipality. You'd otherwise worked with the
3 Provincial government?

4 MS. KIMBERLY WINGROVE: That's not
5 entirely correct. I -- my employer was the Province
6 of Ontario.

7 MR. FREDERICK CHENOWETH: Yes.

8 MS. KIMBERLY WINGROVE: Within the
9 scope of my employment with the Province of Ontario, I
10 worked with many municipalities on -- on various
11 economic development and program delivery projects.

12 MR. FREDERICK CHENOWETH: Very good.
13 In any event, it was the first time that you had
14 worked in close proximity with a municipality and
15 become a CAO --

16 MS. KIMBERLY WINGROVE: That is
17 correct.

18 MR. FREDERICK CHENOWETH: -- of a
19 municipality?

20 MS. KIMBERLY WINGROVE: That's
21 correct.

22 MR. FREDERICK CHENOWETH: So that your
23 -- your work experience prior to this occasion had not
24 been that of a CAO?

25 MS. KIMBERLY WINGROVE: That's

1 correct.

2 MR. FREDERICK CHENOWETH: All right.

3 So there was -- there was a learning curve, lots to
4 learn, I think was your phrase of yesterday?

5 MS. KIMBERLY WINGROVE: Absolutely,
6 yes.

7 MR. FREDERICK CHENOWETH: All right.
8 And -- and you had hoped that -- and it was -- there
9 was also a, you found out, a substantial workload?

10 MS. KIMBERLY WINGROVE: That's
11 correct.

12 MR. FREDERICK CHENOWETH: And you had
13 -- you -- you expressed concerns about your ability
14 keep up with the workload that you had? At least, I -
15 - that was what I understood your testimony to be
16 yesterday.

17 MS. KIMBERLY WINGROVE: This was a --
18 it was a very busy role --

19 MR. FREDERICK CHENOWETH: All right.

20 MS. KIMBERLY WINGROVE: -- and
21 certainly not a role to be completed within the 8:30
22 to 4:30 general working hours of the Town.

23 MR. FREDERICK CHENOWETH: And you --
24 you demonstrated that yesterday by describing that you
25 would work many weekends, particularly with Council

1 meetings on the Monday or Tuesday evening after the
2 worked weekends?

3 MS. KIMBERLY WINGROVE: Correct.

4 MR. FREDERICK CHENOWETH: All right.

5 And that involved a -- a series of questions that you
6 might be inundated with through the course of the
7 weekend?

8 MS. KIMBERLY WINGROVE: At times, yes.

9 MR. FREDERICK CHENOWETH: And I think
10 you indicated possibly some criticism from time to
11 time through the course of -- of those weekends?

12 MS. KIMBERLY WINGROVE: I wouldn't --
13 the -- the feedback that I received from -- from
14 Councillor Chadwick occurred on a fairly regular
15 basis.

16 MR. FREDERICK CHENOWETH: Including
17 weekends?

18 MS. KIMBERLY WINGROVE: Including
19 weekends.

20 MR. FREDERICK CHENOWETH: All right.
21 And there was some criticism involved in Councillor
22 Chadwick's remarks, from what I understood from your
23 testimony yesterday?

24 MS. KIMBERLY WINGROVE: I think that's
25 fair to say, yes.

1 MR. FREDERICK CHENOWETH: All right.

2 Very good. Now you had moved your family to

3 Collingwood?

4 MS. KIMBERLY WINGROVE: Yes.

5 MR. FREDERICK CHENOWETH: And what of

6 your family moved with you to Collingwood?

7 MS. KIMBERLY WINGROVE: My two (2)

8 daughters.

9 MR. FREDERICK CHENOWETH: Very good.

10 And so that you had some professional challenges, a

11 new job as a CAO, a -- a substantial workload, and

12 also you had the -- the rigours of moving your family

13 to a new -- to a new community and making the

14 adjustment in that respect?

15 MS. KIMBERLY WINGROVE: Correct.

16 MR. FREDERICK CHENOWETH: All right.

17 So there were -- there were some professional

18 challenges, and there were some -- some personal

19 challenges, family challenges, as well?

20 MS. KIMBERLY WINGROVE: I think any

21 time you make a significant change, there's a period

22 of adjustment.

23 MR. FREDERICK CHENOWETH: And this was

24 a significant change for you?

25 MS. KIMBERLY WINGROVE: I believe so,

1 yes.

2 MR. FREDERICK CHENOWETH: Good. Thank
3 you. And you had hoped for greater balance in your
4 life as a result of taking this position?

5 MS. KIMBERLY WINGROVE: What I was
6 hoping to be able to devote my full attention and time
7 to one (1) municipality. In my role with the
8 Province, I had many projects with many
9 municipalities, and offices in Guelph, Toronto, and
10 Kingston, so there was a lot of travel. And I wanted
11 -- I was looking to be able to just be in one (1)
12 place.

13 MR. FREDERICK CHENOWETH: Yes, and you
14 -- you yesterday characterized that is looking for
15 greater balance in your life?

16 MS. KIMBERLY WINGROVE: Correct.

17 MR. FREDERICK CHENOWETH: And I
18 assumed that meant an opportunity to spend more time
19 with your daughters, and your family, other than being
20 required to travel --

21 MS. KIMBERLY WINGROVE: That's
22 correct.

23 MR. FREDERICK CHENOWETH: -- as you
24 had previously at your other job.

25 MS. KIMBERLY WINGROVE: Yes, that's

1 correct.

2 MR. FREDERICK CHENOWETH: All right.
3 Suffice it to say that things didn't turn out that
4 way. The balance you'd hope to achieve was not
5 available because of some of the factors we've
6 mentioned, the workload, and -- and other matters of
7 that nature, correct?

8 MS. KIMBERLY WINGROVE: Correct.

9 MR. FREDERICK CHENOWETH: All right.
10 And, in fact, the professional challenges did not work
11 out as you'd wished, and eventually you were asked to
12 resign?

13 MS. KIMBERLY WINGROVE: That's
14 correct.

15 MR. FREDERICK CHENOWETH: All right.
16 And eventually, as a result of the position you took
17 with respect to that resignation, i.e., you said you
18 would not resign, you were terminated?

19 MS. KIMBERLY WINGROVE: That's
20 correct.

21 MR. FREDERICK CHENOWETH: Thank you.
22 And you were required to get a lawyer with respect to
23 the matters that arose from that termination?

24 MS. KIMBERLY WINGROVE: Correct.

25 MR. FREDERICK CHENOWETH: And you

1 issued a statement of claim against the Town of
2 Collingwood?

3 MS. KIMBERLY WINGROVE: Yes.

4 MR. FREDERICK CHENOWETH: Thank you.
5 And that action that you commenced was eventually
6 settled?

7 MS. KIMBERLY WINGROVE: Correct.

8 MR. FREDERICK CHENOWETH: Thank you.
9 Now your relationships with the people -- the
10 Councillors and others at the Town of Collingwood, you
11 described those in some detail yesterday, and you
12 advised that your relationship with the mayor, you
13 characterized that as stilted, and awkward, and
14 limited. That's correct, I take it?

15 MS. KIMBERLY WINGROVE: That is
16 correct.

17 MR. FREDERICK CHENOWETH: All right.
18 So fair to say that you had a limited working
19 relationship with the mayor?

20 MS. KIMBERLY WINGROVE: That's --
21 that's true, yeah, sorry.

22 MR. FREDERICK CHENOWETH: Very good.
23 And there wasn't the mutual respect in that
24 relationship with respect to your suggestions, et
25 cetera, that you had envisioned may occur between a

1 CAO and the mayor of the municipality?

2 MS. KIMBERLY WINGROVE: Yes.

3 MR. FREDERICK CHENOWETH: You have
4 also described your relationship with the Deputy Mayor
5 Mr. Rick Lloyd?

6 MS. KIMBERLY WINGROVE: Yes.

7 MR. FREDERICK CHENOWETH: These, I
8 take it, are the top two (2) political actors at the
9 Township, the mayor -- or Deputy Mayor Lloyd and --
10 and Mayor Cooper?

11 MS. KIMBERLY WINGROVE: Correct.

12 MR. FREDERICK CHENOWETH: All right.
13 And with respect Deputy Mayor Lloyd, I think you
14 indicated that your relationship with him was
15 uncomfortable?

16 MS. KIMBERLY WINGROVE: Yes.

17 MR. FREDERICK CHENOWETH: You had
18 observed him to be unkind --

19 MS. KIMBERLY WINGROVE: Yes.

20 MR. FREDERICK CHENOWETH: -- which I
21 take it suggests that you found his interaction with
22 you from time to time unkind?

23 MS. KIMBERLY WINGROVE: Yes, I think
24 that's fair to say, yes.

25 MR. FREDERICK CHENOWETH: All right.

1 And you had limited contact?

2 MS. KIMBERLY WINGROVE: As I said, our
3 -- the conversations between the deputy mayor and
4 myself were very focused to whatever matter was at
5 hand. There was not what you would consider a -- a
6 collegial relationship --

7 MR. FREDERICK CHENOWETH: Let's put it
8 another way. Your working relationship with Rick
9 Lloyd was awkward and limited? Isn't that fair?

10 MS. KIMBERLY WINGROVE: I think that's
11 fair, yes.

12 MR. FREDERICK CHENOWETH: And the kind
13 of mutual respect that you would have anticipated
14 between a deputy mayor and a CAO, you were unable to
15 develop that kind of relationship with Rick Lloyd?

16 MS. KIMBERLY WINGROVE: Correct.

17 MR. FREDERICK CHENOWETH: Thank you.
18 And you also described your relationship with Ian
19 Chadwick, and you indicated to us that, again, that
20 was a -- a difficulty. There was unpleasant
21 interactions between yourself and Mr. Lloyd?

22 MS. KIMBERLY WINGROVE: Mr. Chadwick?

23 MR. FREDERICK CHENOWETH: Mr.
24 Chadwick, I'm sorry.

25 MS. KIMBERLY WINGROVE: Mr. Chadwick,

1 his --

2 MR. FREDERICK CHENOWETH: Just -- just
3 answer my question, was it -- was it the case that you
4 had unpleasant --

5 MS. KIMBERLY WINGROVE: Mr. -- Mr.
6 Chadwick --

7 MR. FREDERICK CHENOWETH: --
8 unpleasant interactions --

9 MS. KIMBERLY WINGROVE: -- Mr.
10 Chadwick --

11 MR. FREDERICK CHENOWETH: -- with Mr.
12 --

13 MS. KIMBERLY WINGROVE: -- Mr.
14 Chadwick's communication --

15 MR. FREDERICK CHENOWETH: May I finish
16 my question?

17 MS. KIMBERLY WINGROVE: -- I --

18 MR. FREDERICK CHENOWETH: May I finish
19 my question?

20 THE HONOURABLE FRANK MARROCCO: No,
21 now wait a second. Just -- you asked the question.

22 MR. FREDERICK CHENOWETH: I did.

23 THE HONOURABLE FRANK MARROCCO: Let
24 the witness answer the question. Why don't we -- why
25 don't you --

1 MR. FREDERICK CHENOWETH: I --

2 THE HONOURABLE FRANK MARROCCO: -- put
3 the question again?

4

5 CONTINUED BY MR. FREDERICK CHENOWETH:

6 MR. FREDERICK CHENOWETH: I am happy
7 to put the question again, Your Honour. Would it --
8 would it be fair to characterize the relationship with
9 respect to Mr. Chadwick as, from time to time,
10 unpleasant? You've spoken of his criticisms, et
11 cetera.

12 MS. KIMBERLY WINGROVE: Yes.

13 MR. FREDERICK CHENOWETH: Thank you.
14 And I take it as with the two (2) main actors of the
15 Town, the mayor and the deputy mayor, you had a
16 limited working relationship with Councillor Chadwick?

17 MS. KIMBERLY WINGROVE: Councillor
18 Chadwick and I communicated more -- much more
19 frequently.

20 MR. FREDERICK CHENOWETH: Yes. And
21 some of those communications were criticisms --
22 criticisms directed at you by Councillor Chadwick?

23 MS. KIMBERLY WINGROVE: Councillor
24 Chadwick expressed frequent concerns with decisions
25 taken by Council with things that were happening

1 within the Town with the language and staff reports.

2 It was a very broad and -- and far-reaching criticism.

3 MR. FREDERICK CHENOWETH: Thank you.

4 And suffice it to say that you didn't have a

5 relationship of mutual respect with Councillor

6 Chadwick that you would optimally have wished to have

7 with the Councillors of the Town?

8 MS. KIMBERLY WINGROVE: Correct.

9 MR. FREDERICK CHENOWETH: Thank you.

10 And you spoke of your relationship with other

11 Councillors. You indicated that it was possible from

12 time to time for you to approach other Councillors and

13 -- and take up various issues with them.

14 You indicated, however, that the

15 response you might receive was unpredictable, correct?

16 MS. KIMBERLY WINGROVE: Yes.

17 MR. FREDERICK CHENOWETH: Again, do I

18 take it that that arose out of an inability to create

19 a relationship of mutual respect with Councillors

20 other than the three (3) I've described?

21 MS. KIMBERLY WINGROVE: I think it

22 would be more correct to say that where -- my issues

23 with, you know, receiving an unanticipated response

24 were, I would say, almost entirely restricted to the

25 mayor, the deputy mayor, and on occasion, Councillor

1 Chadwick.

2 It's important to note, however, that -
3 - that CAO reports to Council in their entirety, and
4 it would be more likely that one (1) of the other
5 Councillors would have brought matters to my attention
6 or be asking me a -- a question about something that
7 was of specific interest to them, rather than me going
8 to seek out the -- the Council or input of an
9 individual Councillor.

10 MR. FREDERICK CHENOWETH: Well, as I
11 recall your evidence yesterday, Ms. Wingrove, you were
12 asked by Inquiry counsel whether there was others on
13 the Council that you could approach and have
14 discussions with, correct? Do you recall being asked
15 that question?

16 MS. KIMBERLY WINGROVE: I do.

17 MR. FREDERICK CHENOWETH: All right.
18 And do you recall that your answer was that you were
19 able to do that from time to time, but the response
20 you would get was unpredictable?

21 MS. KIMBERLY WINGROVE: Yes.

22 MR. FREDERICK CHENOWETH: Good. I
23 suggest that by the time -- by the time 2010/'20 -- by
24 the time of 2011, 2012, you had been unable to that
25 date to develop a significant relationship of mutual

1 respect between yourself and many of the Councillors
2 here at the Town of Collingwood?

3 MS. KIMBERLY WINGROVE: It's my belief
4 that respect and solid communication are a two (2) way
5 street.

6 MR. FREDERICK CHENOWETH: Yes, and you
7 weren't getting that kind of response back from the
8 Councillors of the Town of Collingwood in 2011, 2012,
9 correct?

10 MS. KIMBERLY WINGROVE: That's
11 correct.

12 MR. FREDERICK CHENOWETH: Good. Thank
13 you. Now you mentioned in your testimony yesterday --
14 or not yesterday, but on Tuesday, that the mayor
15 appeared to favour receiving counsel from Ed Houghton?
16 And you were aware that Mr. Houghton was president and
17 CEO of the Collus group of companies?

18 MS. KIMBERLY WINGROVE: Yes.

19 MR. FREDERICK CHENOWETH: You were
20 aware that he was ahead of Collingwood's utilities,
21 i.e., the water?

22 MS. KIMBERLY WINGROVE: Yes.

23 MR. FREDERICK CHENOWETH: And you were
24 ahead -- you were also aware that he was involved, and
25 in fact, the head of Public Works as well?

1 MS. KIMBERLY WINGROVE: Yes.

2 MR. FREDERICK CHENOWETH: And you
3 would have known that he had been with the Town for
4 many decades?

5 MS. KIMBERLY WINGROVE: Yes.

6 MR. FREDERICK CHENOWETH: In fact, my
7 information is that he first commenced with the Town
8 back in 1977? You have nothing suggests that's
9 inaccurate?

10 MS. KIMBERLY WINGROVE: No, I do not.

11 MR. FREDERICK CHENOWETH: All right.
12 Very good. And did you make the inquiries necessary
13 to learn that he had successfully interacted with
14 three (3) previous CAOs in the Town prior to your
15 being CAO?

16 MS. KIMBERLY WINGROVE: Prior to my
17 tenure, the person who I replaced was someone who had
18 been with the Town for, I believe, thirty-one (31)
19 years.

20 MR. FREDERICK CHENOWETH: Right.

21 MS. KIMBERLY WINGROVE: And -- and CAO
22 Carmen before that. So certainly, there were two (2)
23 very long-serving members of staff who preceded me.

24 MR. FREDERICK CHENOWETH: All right.
25 Thank you. And would you have been aware that Mr.

1 Houghton had a good relationship with those
2 individuals?

3 MS. KIMBERLY WINGROVE: I was not
4 party to any conversations about those individuals,
5 how they purported themselves, or what their
6 relationship was with Mr. Houghton.

7 MR. FREDERICK CHENOWETH: Did you make
8 any inquiries to establish that? You seemed to be
9 concerned about your relationship with Mr. Houghton.
10 I might have thought that was an inquiry you might
11 have made.

12 MS. KIMBERLY WINGROVE: I have -- the
13 -- the CAO prior to the one replaced immediately was
14 not available to speak with, and the CAO that I
15 immediately replaced, we had only a -- a very few
16 number of conversations, where we made our focus
17 around the business of the Town, rather than
18 individual peoples' personalities.

19 MR. FREDERICK CHENOWETH: So the
20 bottom line is that you were unsuccessful in learning
21 what Mr. Houghton's track record had been with
22 previous CAOs of the Town, even though you inquired?

23 MS. KIMBERLY WINGROVE: I did not
24 inquire specifically about Mr. Houghton or anyone
25 else's specific interactions.

1 MR. FREDERICK CHENOWETH: Okay. Did
2 you know that Mr. Houghton had -- had served under a
3 total of seven (7) mayors? Were you aware of that?

4 MS. KIMBERLY WINGROVE: It's -- yes.

5 MR. FREDERICK CHENOWETH: Thank you.
6 And were you aware that Mr. Houghton, that three (3)
7 previous mayors, and I'm thinking now in particular
8 about Mayor Carrier and Mayor Geddes and Mayor Barbour
9 (phonetic), had sought his counsel on a regular basis?
10 Were you aware of that?

11 MS. KIMBERLY WINGROVE: I was not here
12 at that time.

13 MR. FREDERICK CHENOWETH: All right.
14 But did you be -- you were -- you were concerned about
15 the fact that Mr. Houghton was being -- was giving
16 counsel to Mayor Cooper.

17 Did you inquire about -- about -- your
18 understanding was the -- he was the senior bureaucrat
19 in town, having been here for well in excess of thirty
20 (30) years, as a bureaucrat and a staff member for the
21 Town?

22 MS. KIMBERLY WINGROVE: Council has
23 one (1) employee -- okay. Council has one (1)
24 employee and that's the CAO. It's Council's -- it was
25 Council's decision to determine who they wished to

1 have as their CAO.

2 MR. FREDERICK CHENOWETH: Okay. I'm
3 not sure that's a response to my question.

4 Did you understand that -- that -- or
5 did you may any effort to understand that Mr. Houghton
6 had three (3) previous mayors that looked to him for
7 counsel with respect to activities with the Town?

8 MS. KIMBERLY WINGROVE: I can't speak
9 to that. I was not here at that time.

10 MR. FREDERICK CHENOWETH: Okay, thank
11 you.

12 Would you think it unreasonable that
13 given his time with the Town, given his experience in
14 the community, given his responsibilities with Collus
15 and utilities and -- and public works -- what would be
16 unique about him from time to time counselling mayors,
17 and in particular Mayor Cooper, with respect to
18 matters of interest to the Town? Surely that made
19 sense.

20 MS. KIMBERLY WINGROVE: There's a
21 proper process and protocol however for communications
22 between the CAO's office, the elected officials, and
23 the department heads.

24 MR. FREDERICK CHENOWETH: All right.
25 Let's -- let's discuss that for a moment. You would

1 have been aware that Mr. Houghton was President and CEO
2 of the Collus Group of Companies?

3 MS. KIMBERLY WINGROVE: Yes.

4 MR. FREDERICK CHENOWETH: And you
5 would have been aware that in that responsibility he
6 had a fiduciary obligation to the boards of those
7 particular Collus companies?

8 MS. KIMBERLY WINGROVE: Yes.

9 MR. FREDERICK CHENOWETH: And you
10 would have been aware that as a result of those
11 responsibilities, his reporting requirements were to
12 the Board of those particular Collus companies?

13 MS. KIMBERLY WINGROVE: I don't
14 question that at all.

15 MR. FREDERICK CHENOWETH: Very good.
16 And you would have also been aware that, with respect
17 to public utilities, that they're -- in -- in fact
18 with respect to Collus, there was appointed to the
19 boards, of the various Collus boards, were members of
20 Council.

21 MS. KIMBERLY WINGROVE: Correct.

22 MR. FREDERICK CHENOWETH: And in fact
23 one of the reasons for doing that would be to provide
24 an opportunity for councillors to be involved in the
25 activities of Collus and communicate with -- with

1 Council and other councillors with respect to those
2 activities, so they were to report back to Council
3 with respect to the activities of Collus, a board that
4 they sat on. Correct?

5 MS. KIMBERLY WINGROVE: Are you
6 suggesting that individual councillors were to be
7 reporting back to Council on the activities of Collus?

8 MR. FREDERICK CHENOWETH: I'm
9 suggesting that that would be a normal course in that
10 they were on the Board and one of the reasons for them
11 being placed on the Board was that so there would be a
12 reasonable degree of communications between those
13 councillor Board members and the Council.

14 MS. KIMBERLY WINGROVE: I think that
15 individual Board members would not be speaking on
16 behalf of the Board in its entirety.

17 MR. FREDERICK CHENOWETH: Very true,
18 but they -- clearly they wouldn't be, but there would
19 be a degree of communications between Board members
20 who were councillors and the Council, and that was a
21 normal course of activities.

22 MS. KIMBERLY WINGROVE: That was not
23 my observation. If -- if in fact those communications
24 were taking place beyond the couple of reports that
25 came to Council each year as part of budget or as part

1 of an update to Council as a whole, I'm not aware of
2 other communication.

3 MR. FREDERICK CHENOWETH: In -- in any
4 event, it's clear that Mr. Houghton, his reporting
5 requirement was to his Board, not to the Town.

6 MS. KIMBERLY WINGROVE: Mr. Houghton
7 had a responsibility for the staff of Public Works.

8 MR. FREDERICK CHENOWETH: Yes.

9 MS. KIMBERLY WINGROVE: And that -- in
10 that capacity, he was a department head.

11 MR. FREDERICK CHENOWETH: His
12 responsibility for the staff, he was -- he was -- he
13 was President and CEO of utilities, was he not?

14 MS. KIMBERLY WINGROVE: I'm -- I am
15 speaking specifically though of our Public Works
16 Department, so these --

17 MR. FREDERICK CHENOWETH: Yes.

18 MS. KIMBERLY WINGROVE: -- are the
19 people that are responsible for roads, for example.

20 MR. FREDERICK CHENOWETH: Yes, okay.
21 For the moment, and I think Mr. Houghton would
22 acknowledge that, that with respect to Public Works he
23 was the department head and had an obligation to
24 report.

25 MS. KIMBERLY WINGROVE: yes.

1 MR. FREDERICK CHENOWETH: All right.
2 You seemed to have a bit of a concern yesterday, or
3 not yesterday, but Tuesday in your testimony, with
4 respect to his reporting obligation with respect to
5 utilities. I -- I take it that with respect to
6 utilities, there was also an independent board that
7 was -- that was appointed by Council to deal with the
8 activities of -- of the utilities and the water group.

9 MS. KIMBERLY WINGROVE: That is
10 correct, that there is an independent board and that
11 board was charged with the -- the oversight of those
12 activities and reported to that board.

13 MR. FREDERICK CHENOWETH: Thank you,
14 all right. So then he would not be required to report
15 to you with respect to utilities?

16 MS. KIMBERLY WINGROVE: And he did
17 not.

18 MR. FREDERICK CHENOWETH: Good, thank
19 you.

20 Not so with respect to Public Works. I
21 think there's an agreement between you and I with
22 respect to that matter --

23 MS. KIMBERLY WINGROVE: M-hm.

24 MR. FREDERICK CHENOWETH: -- in that
25 he was a department head with respect to Public Works.

1 MS. KIMBERLY WINGROVE: Yes.

2 MR. FREDERICK CHENOWETH: And it may
3 surprise you that he acknowledges that.

4 MS. KIMBERLY WINGROVE: No, it
5 doesn't.

6 MR. FREDERICK CHENOWETH: It doesn't
7 surprise you. All right.

8 And he acted as a department head with
9 respect to Public Works.

10 MS. KIMBERLY WINGROVE: No other
11 department head would have shown -- or not kept their
12 meetings with me, not provided fulsome briefings.
13 That simply was not -- not the case for -- and I -- I
14 don't attribute a reason to that. It just is.

15 MR. FREDERICK CHENOWETH: Okay. I
16 think you indicated yesterday that you had some
17 difficulty with respect to meetings with Mr. Houghton
18 --

19 MS. KIMBERLY WINGROVE: That's
20 correct.

21 MR. FREDERICK CHENOWETH: -- and
22 making those meetings happen. You would be aware of
23 his -- and you mentioned during your testimony today,
24 you have been aware of Pam Hogg, his assistant --

25 MS. KIMBERLY WINGROVE: Yes.

1 MR. FREDERICK CHENOWETH: -- who
2 helped him for a number of years?

3 MS. KIMBERLY WINGROVE: Yes.

4 MR. FREDERICK CHENOWETH: And you
5 would have been aware, I take it, knowing what you did
6 of -- of their relationship, that she was the
7 individual who kept his schedule?

8 MS. KIMBERLY WINGROVE: yes.

9 MR. FREDERICK CHENOWETH: All right.
10 So that -- did you ever speak to Pam
11 Houg (phonetic), or Hogg, in an effort to arrange any
12 meetings with -- with Mr. Houghton?

13 MS. KIMBERLY WINGROVE: My secretary
14 and Mr. Houghton's secretary communicated on
15 scheduling matters.

16 MR. FREDERICK CHENOWETH: Very good.
17 And you indicated that, yesterday in your testimony,
18 that Pam Hogg would have called you on occasions and
19 cancelled meetings that Ed was scheduled to have with
20 you --

21 MS. KIMBERLY WINGROVE: Yes.

22 MR. FREDERICK CHENOWETH: -- within
23 fifteen (15) minutes.

24 MS. KIMBERLY WINGROVE: Yes.

25 MR. FREDERICK CHENOWETH: All right.

1 And I get the impression from your comments of
2 yesterday that that happened on more than one (1)
3 occasion.

4 MS. KIMBERLY WINGROVE: Yes.

5 MR. FREDERICK CHENOWETH: Thank you.
6 And you also indicated that you had difficulties
7 arranging one-on-one meetings with Mr. Houghton.

8 MS. KIMBERLY WINGROVE: Those are the
9 same meetings, yes.

10 MR. FREDERICK CHENOWETH: Yes. And
11 you would have tried to arrange those directly with
12 Mr. Houghton from time to time?

13 MS. KIMBERLY WINGROVE: No, no. As I
14 say, our two (2) -- our two (2) administrative
15 assistants were responsible for that coordination.

16 MR. FREDERICK CHENOWETH: All right.
17 And is it your evidence, as I understand it, that Mr.
18 Houghton had a practice of simply not showing up for
19 meetings with you.

20 MS. KIMBERLY WINGROVE: That happened
21 on occasion.

22 MR. FREDERICK CHENOWETH: All right.
23 And it didn't happen on other occasions?

24 MS. KIMBERLY WINGROVE: That's --
25 that's true.

1 MR. FREDERICK CHENOWETH: All right.

2 So he -- he kept other meetings with you?

3 MS. KIMBERLY WINGROVE: He kept some
4 of his one on ones and some he did not.

5 MR. FREDERICK CHENOWETH: Thank you.
6 I understand that you would've had occasion -- you --
7 you said that this went on for months and months
8 yesterday, suggesting that it was virtually impossible
9 for you to get any time of Ed Houghton's with respect
10 to his responsibilities at Public Works. That was
11 your evidence.

12 MS. KIMBERLY WINGROVE: I don't recall
13 using the words "months and months," but --

14 MR. FREDERICK CHENOWETH: Yeah.

15 MS. KIMBERLY WINGROVE: -- yes, it did
16 happen on occasion.

17 MR. FREDERICK CHENOWETH: The
18 transcript will show that those were your words.

19 I take it that you would have met --
20 you had department head meetings --

21 MS. KIMBERLY WINGROVE: Yes.

22 MR. FREDERICK CHENOWETH: -- every
23 Tuesday.

24 MS. KIMBERLY WINGROVE: Yes.

25 MR. FREDERICK CHENOWETH: And Ed

1 Houghton was a regular attender at those meetings.

2 MS. KIMBERLY WINGROVE: Yes.

3 MR. FREDERICK CHENOWETH: All right.

4 So you would have had an opportunity at those
5 meetings, in addition to any one-on-one meetings which
6 you now tell me you had -- you would have had an
7 opportunity to discuss issues relating to Public Works
8 with Mr. Houghton at those weekly meetings. That was
9 in fact the purpose of them.

10 MS. KIMBERLY WINGROVE: The purpose of
11 the department head meetings, those meetings were held
12 in follow up to Council, so to discuss the -- the
13 decisions that were taken by Council the night before
14 and to move forward our agenda. Mr. Houghton did
15 attend many of the department head meetings and missed
16 some as well, when he was called away. The two (2) --
17 the -- one (1) --

18 MR. FREDERICK CHENOWETH: But in any
19 event --

20 MS. KIMBERLY WINGROVE: Yes.

21 MR. FREDERICK CHENOWETH: -- may I --
22 I'm --

23 MS. KIMBERLY WINGROVE: Of course.

24 MR. FREDERICK CHENOWETH: --
25 suggesting -- I'm suggesting to you very simply that

1 you had an opportunity, you're telling me now not
2 every, but I suggest to you that at most department
3 head meetings on Tuesday mornings, to interact with Ed
4 Houghton with respect to issues that would concern
5 you. He was --

6 MS. KIMBERLY WINGROVE: He --

7 MR. FREDERICK CHENOWETH: He was in
8 your sights every Tuesday morning. He wasn't hiding
9 from you and you could have interacted with him on
10 those occasions.

11 MS. KIMBERLY WINGROVE: The two (2)
12 meetings have a very different purpose. The
13 department head meetings were meant to act as follow-
14 up to the decisions of Council the night before and
15 make any future plans. One-on-one meetings are a very
16 different thing, where the CAO is working directly
17 with the department head and having much more deep and
18 substantive conversations about future plans, project
19 status. I would not have ex -- if I had had that
20 level of -- of detailed discussions with each of the
21 members of the senior management team at department
22 heads, we would have been there all day.

23 MR. FREDERICK CHENOWETH: I suggest --
24 I suggest to you, Ms. Wingrove, that you had Mr.
25 Houghton in your sights every Tuesday morning for

1 department head meetings and could have raised the
2 concerns that you've expressed here before this
3 commission with Mr. Houghton on those occasions. You
4 could have arranged meetings, you could have said we
5 need a meeting, you could have done a variety of
6 things --

7 MS. KIMBERLY WINGROVE: And I --

8 MR. FREDERICK CHENOWETH: -- to
9 attempt to move forward what you suggest was the month
10 -- was the months and months that you were unable to
11 get Mr. Houghton's attention.

12 MS. KIMBERLY WINGROVE: There were
13 many occasions where my administrative assistant was
14 given direction to contact Pam to see if we could
15 arrange time with Ed.

16 MR. FREDERICK CHENOWETH: And I -- I
17 take it you -- you -- you eventually decide to move to
18 another approach, i.e. emails, to attempt to email Ed
19 and arrange meetings with him through -- through that
20 effort. That was your testimony yesterday.

21 MS. KIMBERLY WINGROVE: Part way
22 through my tenure with the Town, a decision was taken
23 that -- that there would not -- there would no longer
24 be an administrative assistant associated with the
25 CAO's office, so at that point I had to take over my

1 own scheduling.

2 MR. FREDERICK CHENOWETH: All right.

3 And do you have copies of any of those emails that you
4 would have sent to Ed, attempting to set up meetings?

5 MS. KIMBERLY WINGROVE: I -- I don't
6 have access to any of the records that I had when I
7 was at the Town.

8 MR. FREDERICK CHENOWETH: From -- from
9 what you know that this commission has --

10 THE HONOURABLE FRANK MARROCCO: What
11 is that?

12 UNIDENTIFIED SPEAKER: My apologies to
13 the Inquiry.

14

15 CONTINUED BY MR. FREDERICK CHENOWETH:

16 MR. FREDERICK CHENOWETH: I take it
17 that this Inquiry has access to -- to the documents
18 that is in Council's possession with respect to
19 Council's activities and -- and your activities? Is
20 that your understanding?

21 MS. KATE MCGRANN: I think -- I don't
22 think she can answer that question.

23

24 CONTINUED BY MR. FREDERICK CHENOWETH:

25 MR. FREDERICK CHENOWETH: Okay, all

1 right. I know, I'm asking her. Let's see whether she
2 can answer it or not.

3 Do -- do you know whether this
4 Commission has had access to -- to your documentation
5 that was in your office?

6 MS. KIMBERLY WINGROVE: When I left
7 the Town of Collingwood, the only things I took with
8 me were my own personal effects, so anything that was
9 there was -- was left in the possession of the Town.

10 MR. FREDERICK CHENOWETH: Very good.
11 And as you understand it, the Town has produced all
12 the documents in their possession.

13 MS. KIMBERLY WINGROVE: I have no
14 knowledge one way or another of that.

15 MR. FREDERICK CHENOWETH: Thank you.
16 You -- you expressed your concerns about your
17 inability to get the attention of Mr. Houghton.

18 And did you take the trouble to speak
19 to the mayor or the deputy mayor or anyone else with
20 respect to these concerns?

21 MS. KIMBERLY WINGROVE: Certainly very
22 early on I spoke to Mayor Carrier with regard to the
23 difficulties that -- that I was having, and I'm sure I
24 would have raised it with Mayor Cooper but it -- it
25 wasn't something to be belaboured, if you will. I

1 tried my best to deal with the situation.

2 MR. FREDERICK CHENOWETH: And I take
3 it that Mayor Carrier explained to you that, with
4 respect to utilities, Mr. Houghton's reporting
5 direction was to the Board that he was responsible to.

6 MS. KIMBERLY WINGROVE: No, I don't
7 recall Mayor Carrier saying those words.

8 MR. FREDERICK CHENOWETH: I think you
9 indicated in your testimony yesterday that both the
10 mayor -- Mayor Cooper and Mayor Carrier, indicated
11 that you were not to be pressing Mr. Houghton with
12 respect to matters relating to utilities.

13 MS. KIMBERLY WINGROVE: No. That --
14 that direction came from Mayor Cooper, not Mayor
15 Carrier.

16 MR. FREDERICK CHENOWETH: Very good.
17 But you discussed it with Mayor Cooper, with -- with
18 Mayor Carrier?

19 MS. KIMBERLY WINGROVE: That I had
20 concerns, yes.

21 MR. FREDERICK CHENOWETH: All right,
22 fine.

23 Do you remember what -- what Mayor
24 Carrier said to you with respect to that?

25 MS. KIMBERLY WINGROVE: Not

1 specifically, other than, you know, he would talk to
2 Ed.

3 MR. FREDERICK CHENOWETH: Thank you.
4 You were frank yesterday in your indications of when
5 you became aware of the prospects of a Collus sale. I
6 think you indicated that -- that the possibility of a
7 Collus sale was an ongoing theme from the time that
8 you arrived as CAO of the Town.

9 MS. KIMBERLY WINGROVE: I don't think
10 I would characterize it as the possibility of a Collus
11 sale. What was discussed was the -- the province's
12 desire to see fewer of these local distribution
13 companies, and that it was reasonable to anticipate
14 that the province might take action that would cause
15 there to be fewer local distribution companies.

16 MR. FREDERICK CHENOWETH: It must have
17 been obvious in those discussions that -- and the
18 reason you'd be having those discussions, was because
19 of a concern by various councillors and people in the
20 town with respect to the status of Collus and the
21 prospect that Collus might face the -- the concept
22 that they would be required to -- to change their
23 status, to be reduced or amal -- amalgamated with
24 other LDCs.

25 In other words, the -- the whole

1 purpose of being cognizant of -- of the concept that
2 the province appeared to want to reduce LDCs was
3 because of its potential impact on Collus?

4 MS. KIMBERLY WINGROVE: Certainly,
5 that was the message that I recall Mr. Houghton
6 delivering to Council.

7 MR. FREDERICK CHENOWETH: Well, aside
8 of -- that wasn't the -- the -- the nature of my
9 inquiry. I'm really referring to what you had said
10 yesterday, that there was an ongoing theme in -- since
11 you arrived at the Town with respect to the very
12 prospect that you've described.

13 MS. KIMBERLY WINGROVE: When Council
14 received updates from Collus, that issue was
15 consistently raised.

16 MR. FREDERICK CHENOWETH: Thank you.
17 And that would've been consistently raised on an
18 ongoing basis prior to the meeting that we've
19 considered from time-to-time, being June 27th, 2011?

20 MS. KIMBERLY WINGROVE: Yes.

21 MR. FREDERICK CHENOWETH: So that you
22 would have been conscious of these matters and the
23 prospects for Collus prior to June 27th, 2011?

24 MS. KIMBERLY WINGROVE: Just not in a
25 -- in a specific instance.

1 MR. FREDERICK CHENOWETH: I
2 understand. But the prospect of amalgamation or
3 changes brought by the province was something you were
4 aware of before June 27th?

5 MS. KIMBERLY WINGROVE: Correct.
6 That's correct.

7 MR. FREDERICK CHENOWETH: In fact Mr.
8 Houghton came to your office, I think you indicated,
9 in late May or early June 2011, and talked to you
10 about the prospect of developments with respect to
11 Collus?

12 MS. KIMBERLY WINGROVE: I do have a
13 recollection of a conversation with him. I'm sorry I
14 don't know the exact date.

15 MR. FREDERICK CHENOWETH: Well, you
16 indicated yesterday. I'm just really simply using
17 your words.

18 MS. KIMBERLY WINGROVE: No, and ---

19 MR. FREDERICK CHENOWETH: You
20 indicated yesterday that that meeting took place at
21 the end of June -- or I'm sorry, the end of May, 1st
22 of June 2011.

23 MS. KIMBERLY WINGROVE: As I say, it
24 was at the beginning of June, it was before the June
25 27th Council meeting.

1 MR. FREDERICK CHENOWETH: Thank you.

2 And I take it you were pleased to see Mr. Houghton,
3 having had such difficulty month after month, trying
4 to have a discussion with him?

5 MS. KIMBERLY WINGROVE: Yes.

6 MR. FREDERICK CHENOWETH: You're
7 nodding your head. Does that mean "yes"?

8 MS. KIMBERLY WINGROVE: Yes. We had a
9 -- we had a conversation that day.

10 MR. FREDERICK CHENOWETH: Thank you.
11 And he told you that the prospect of changes or
12 amalgamations or other activities at Collus were
13 matters that -- that were then being considered?

14 MS. KIMBERLY WINGROVE: Yes.

15 MR. FREDERICK CHENOWETH: Thank you.
16 So I take it when the June 23rd, 2011 meeting arose
17 and the prospect of dealing with Collus, the prospect
18 of strategic partnerships was discussed, this would
19 not have been a significant surprise to you?

20 MS. KIMBERLY WINGROVE: The form --
21 the form of the change or the form of -- of -- was not
22 something that had been discussed.

23 MR. FREDERICK CHENOWETH: With you?

24 MS. KIMBERLY WINGROVE: Correct.

25 MR. FREDERICK CHENOWETH: Who else

1 would it have been discussed with, be it -- be it a
2 board, be it the Collus board or -- or be it with KPMG
3 at earlier times, you -- you were unaware of, I take
4 it?

5 MS. KIMBERLY WINGROVE: That's
6 correct.

7 MR. FREDERICK CHENOWETH: So the
8 particular form had not been discussed in your view
9 prior to the June 23rd meeting?

10 MS. KIMBERLY WINGROVE: I don't have a
11 recollection of that.

12 MR. FREDERICK CHENOWETH: Other than -
13 - other than what you'd heard on a -- as an ongoing
14 theme since you joined the organization --

15 MS. KIMBERLY WINGROVE: I believe
16 that's correct.

17 MR. FREDERICK CHENOWETH: -- or what
18 you had heard from Mr. Houghton in your meeting of
19 late May, early June 2011?

20 MS. KIMBERLY WINGROVE: Yes.

21 MR. FREDERICK CHENOWETH: Thank you.
22 And your reaction to that was -- was interesting, you
23 were of the view that -- that this process required
24 external eyes, the involvement of third parties?

25 MS. KIMBERLY WINGROVE: Yes.

1 MR. FREDERICK CHENOWETH: All right.
2 And I take it you were -- you were thinking of -- of
3 in fact organizations like KPMG who could give the
4 Town some advice with respect to options that may be
5 available and some advice with respect to valuations
6 in matters of that nature?

7 MS. KIMBERLY WINGROVE: I had not been
8 involved in any discussions about valuation, but
9 certainly companies like KPMG, Pricewaterhouse Cooper,
10 there are any number of -- of firms out there who
11 would do that sort of work, help an organization put
12 together a request for proposal.

13 I would not have known which particular
14 companies had a depth of expertise when it came to the
15 utility sector.

16 MR. FREDERICK CHENOWETH: All right.
17 But in any event, I take it that it was that kind of
18 third-party assistance that you felt was needed at
19 that time?

20 MS. KIMBERLY WINGROVE: In my view,
21 that's -- that is best practice.

22 MR. FREDERICK CHENOWETH: Thank you.
23 And you -- you weren't aware as to whether or not KPMG
24 had to that date been consulted and had already done
25 an evaluation?

1 MS. KIMBERLY WINGROVE: Yes, that's
2 correct.

3 MR. FREDERICK CHENOWETH: You weren't
4 aware of that?

5 MS. KIMBERLY WINGROVE: No.

6 MR. FREDERICK CHENOWETH: But you --
7 you were clearly aware that at later meetings of the
8 strategic task force, what I'll call the STT, Mr.
9 Houghton made a recommendation that KPMG become
10 involved.

11 MS. KIMBERLY WINGROVE: Yes.

12 MR. FREDERICK CHENOWETH: And I take
13 it that -- that that was something that you were
14 pleased with, because you were anxious to see this
15 kind of third-party input into the process?

16 MS. KIMBERLY WINGROVE: Yes, I'd say
17 that's fair.

18 MR. FREDERICK CHENOWETH: Thank you.
19 And you would've been anxious to ensure that -- that
20 the Town was kept advised of -- of the activities of
21 the strategic task force or the -- or the Board of
22 Collus, with respect to any developing processes with
23 respect to business or corporate rearranging of
24 Collus?

25 MS. KIMBERLY WINGROVE: What is your

1 specific question? I'm sorry.

2 MR. FREDERICK CHENOWETH: Well, my
3 specific question is: You would've been anxious to
4 ensure that the Town was kept fully advised if there
5 was any progress or process that was being undertaken
6 with respect to the sale or amalgamation or
7 partnership of Collus?

8 MS. KIMBERLY WINGROVE: Yes.

9 MR. FREDERICK CHENOWETH: In fact, you
10 really had two (2) involvements in this process. You
11 were involved as a member of the STT, correct?

12 MS. KIMBERLY WINGROVE: Yes.

13 MR. FREDERICK CHENOWETH: And you
14 would've been attending council meetings where
15 progress that was being made would've been discussed?

16 MS. KIMBERLY WINGROVE: Yes.

17 MR. FREDERICK CHENOWETH: So that you
18 would've been pleased to see that on a number of
19 occasions, in fact six (6) occasions, between June of
20 -- June of 2011, June 27th, and January 20 -- January
21 23rd of 2012, that there was six meetings with Council
22 in which Council was updated with respect to the
23 status of those discussions?

24 MS. KIMBERLY WINGROVE: Yes.

25 MR. FREDERICK CHENOWETH: That

1 would've been a useful part of the process as far as
2 you were concerned?

3 MS. KIMBERLY WINGROVE: Yes.

4 MR. FREDERICK CHENOWETH: All right.

5 Now again, with respect to the -- we talked at some
6 length about the January -- or I'm sorry, June 27th,
7 2011 meeting, and I think you indicated that you were
8 at that meeting.

9 In any event, I think you indicated
10 that -- that you did attend that meeting on June 27th?

11 MS. KIMBERLY WINGROVE: Yes.

12 MR. FREDERICK CHENOWETH: All right.

13 And was there any doubt that there was -- as -- as --
14 I think there's a set of slides that's at page 84 of
15 the FD1 document, and you might wish to pull that up.

16 And there is also some references to
17 this meeting at paragraphs 211, 212, and 213,
18 Foundation document number 1?

19 MS. KIMBERLY WINGROVE: Yes.

20 MR. FREDERICK CHENOWETH: And you
21 would have been aware that -- that at -- and I think
22 you indicated that your -- your memory of this -- of
23 this meeting was -- was poor.

24 MS. KIMBERLY WINGROVE: I remember the
25 meeting, I remember these slides. I -- I couldn't

1 possibly say who said what during the meeting.

2 MR. FREDERICK CHENOWETH: Could you
3 tell me, could you confirm that as set out in
4 paragraph 211 of the FLD, that amongst other things,
5 the current context of the electrical sector and a
6 possible push for LDC consolidation was discussed?

7 MS. KIMBERLY WINGROVE: Yes, it was.

8 MR. FREDERICK CHENOWETH: That was
9 discussed?

10 MS. KIMBERLY WINGROVE: Yes.

11 MR. FREDERICK CHENOWETH: Thank you.

12 And there was discussions about the
13 increasing regulatory complexity of running an LDC?

14 MS. KIMBERLY WINGROVE: Yes.

15 MR. FREDERICK CHENOWETH: Thank you.

16 And that there was a -- a -- there was
17 a discussion of four (4) potential options and they're
18 set out in paragraph 212.

19 Do you have a memory of this? One (1)
20 of the options was to maintain the current municipal
21 older -- ownership. Do you recall that being
22 discussed?

23 MS. KIMBERLY WINGROVE: Yes,
24 maintaining the status quo.

25 MR. FREDERICK CHENOWETH: Yes. And do

1 you recall that -- that there was some discussion
2 about selling the entirety of the ownership in Collus?

3 MS. KIMBERLY WINGROVE: Yes, I do.

4 MR. FREDERICK CHENOWETH: Thank you.

5 And do you remember that -- that there was also a
6 discussion of a third option was to sell part of the
7 Town's ownership interest in Collu -- in Collus?

8 That's set out as the third item in
9 paragraph 212. Do you remember that?

10 MS. KIMBERLY WINGROVE: Yes, selling
11 part -- part ownership.

12 MR. FREDERICK CHENOWETH: And do you
13 also remember that at that meeting there was a
14 discussion about a strategic partnership where the
15 Town would receive cash and retain at the least a
16 partial ownership or interest in Collus?

17 MS. KIMBERLY WINGROVE: This is where
18 the discussion -- I can't recall how option 3 and
19 option 4 were differentiated from -- one from another
20 during that meeting.

21 I'm sorry, I just don't have a
22 recollection of -- of how those two (2) things were --
23 were described to Council.

24 MR. FREDERICK CHENOWETH: All right.
25 You don't have a memory of the details of how they

1 were described, but there is -- I take it there is no
2 doubt in your mind from both a review of the slides,
3 which are on the next page, and a review of paragraph
4 212, that the prospect of a strategic partnership was
5 discussed at the June 27, 2011 meeting?

6 MS. KIMBERLY WINGROVE: Certainly
7 those -- if those are the words on the side then that
8 was the discussion that took place.

9 MR. FREDERICK CHENOWETH: That was the
10 discussion?

11 MS. KIMBERLY WINGROVE: I feel
12 confident that -- yes.

13 MR. FREDERICK CHENOWETH: Thank you.
14 Do you remember that there was some response to that?
15 Do you remember that there was a -- I think you
16 expressed this in your evidence both on Tuesday and
17 today, that there was a general sense that the Town
18 councillors did not want to sell 100 percent of
19 Collus?

20 MS. KIMBERLY WINGROVE: That's
21 correct.

22 MR. FREDERICK CHENOWETH: In fact,
23 it's -- I think you also indicated in this -- again,
24 in your testimony of the last couple of days, that
25 there was a preference expressed or the prospect of

1 reviewing the option of a strategic partnership?

2 MS. KIMBERLY WINGROVE: The discussion
3 was about -- the -- the substance of the discussion
4 that I recall was about whether we wanted to sell 50
5 percent or 51 percent of the utility, and -- and what
6 that meant. And so the -- the issue was about the
7 sale of a portion of the asset and if -- if that was
8 being called a strategic partnership, like, that's how
9 it was being referred to.

10 I don't recall this discussion of
11 talking about a sale versus a strategic partnership
12 and what the specific differences were between those
13 two things.

14 MR. FREDERICK CHENOWETH: But you do
15 recall that the Council did not appear to be anxious
16 to sell 100 percent of Collus?

17 MS. KIMBERLY WINGROVE: That's
18 absolutely true.

19 MR. FREDERICK CHENOWETH: All right.
20 And that they wanted to consider a 51 or 50 percent
21 sale of Collus?

22 MS. KIMBERLY WINGROVE: Yes, that's
23 true.

24 MR. FREDERICK CHENOWETH: Which some
25 might describe as a strategic partnership?

1 MS. KIMBERLY WINGROVE: Some might.

2 MR. FREDERICK CHENOWETH: Fair?

3 MS. KIMBERLY WINGROVE: Yes.

4 MR. FREDERICK CHENOWETH: Thank you.

5 And in fact, there was -- there was next steps
6 discussed i.e. the formation of a strategic task team
7 to -- to deal with that with those various options?

8 MS. KIMBERLY WINGROVE: Yes.

9 MR. FREDERICK CHENOWETH: Now, you
10 indicated that you -- that you seem to be unaware of
11 when you were appointed to the strategic task team.

12 Is there any doubt from the slide
13 that's at page 84 of the FD1 that in fact as early as
14 June 27th, 2011, you were slated to be a member of the
15 team that was dealing with this issue?

16 MS. KIMBERLY WINGROVE: That's what it
17 says on the slide.

18 MR. FREDERICK CHENOWETH: Now, do you
19 -- do you not remember that or you do remember that or
20 what?

21 MS. KIMBERLY WINGROVE: It's --

22 MR. FREDERICK CHENOWETH: Again, your
23 memory is vague, I know.

24 MS. KIMBERLY WINGROVE: That's right.

25 MR. FREDERICK CHENOWETH: But do you

1 remember that as early as June 27th you understood
2 that you were to be a member of the STT?

3 MS. KIMBERLY WINGROVE: Clearly, if
4 that's what's on the slide, that has to have been what
5 happened. I don't have a recollection of -- of any
6 discussions about who would be on the strategic task
7 team, how those folks were selected.

8 MR. FREDERICK CHENOWETH: That wasn't
9 what I asked.

10 MS. KIMBERLY WINGROVE: I'm sorry.

11 MR. FREDERICK CHENOWETH: I -- I asked
12 whether you had a recollection of the fact that you
13 were to be on the strategic task team and that you
14 would've been aware of this as early as June 27th,
15 2011.

16 MS. KIMBERLY WINGROVE: If those are
17 the slides, then clearly I must have been aware and
18 it's simply escaped me.

19 MR. FREDERICK CHENOWETH: Thank you.
20 You sometime thereafter -- actually, it's not after,
21 it's before. In fact, on June 14th you had a meeting
22 with Mr. Bonwick, June 14th, 2011, he came to your
23 office?

24 MS. KIMBERLY WINGROVE: Okay. Yes.

25 MR. FREDERICK CHENOWETH: All right.

1 And you told us something of that meeting and what he
2 did and didn't tell you of his potential involvement
3 with PowerStream in that meeting.

4 He came to your office on June 14th and
5 you discussed that he was considering working with
6 PowerStream?

7 MS. KIMBERLY WINGROVE: Is there a
8 question?

9 MR. FREDERICK CHENOWETH: Yes. Do you
10 remember that Mr. Bonwick came to your office on --

11 MS. KIMBERLY WINGROVE: Yes, I do, I
12 remember that. Yes.

13 MR. FREDERICK CHENOWETH: -- June 14th
14 and discussed with you the prospect of him working
15 with PowerStream?

16 MS. KIMBERLY WINGROVE: Yes.

17 MR. FREDERICK CHENOWETH: Thank you.

18 And I think when you described those -- that meeting
19 in particular in your evidence of Tuesday, you
20 indicated that Mr. Bonwick described that one (1) of
21 the matters he may be involved with was the potential
22 amalgamations of LDCs?

23 MS. KIMBERLY WINGROVE: The substance
24 of the communication from Mr. Bonwick was with regards
25 to Compenso's role as a communication firm and so in

1 that instance, yes, the -- if the -- if the matter at
2 hand was -- I don't recall anything as broad as all
3 LDC's.

4 We spoke about PowerStream and the fact
5 that Compenso was going to do some work with
6 PowerStream. That's my recollection.

7 MR. FREDERICK CHENOWETH: All right.
8 Can I refer you to your transcript at paragraph 239 of
9 that transcript. Can you draw that up on the screen,
10 if you would, please? Is that coming up? All right.

11 THE HONOURABLE FRANK MARROCCO: I
12 don't -- you know what, Mr. Chenoweth, why don't we --
13 why don't we take a few minutes. If you want to ask a
14 question about it, we're having some difficulty
15 calling it up.

16 Why don't we take a few minutes to get
17 it up on the screen, we're having some difficulty.

18 MR. FREDERICK CHENOWETH: I appreciate
19 that. Thank you very much.

20 THE HONOURABLE FRANK MARROCCO: So
21 we'll take -- we'll take ten minutes now.

22 MR. FREDERICK CHENOWETH: Thank you
23 very much.

24

25 --- Upon recessing at 3:03 p.m.

1 --- Upon resuming at 3:13 p.m.

2

3 MR. FREDERICK CHENOWETH: There was a
4 meeting with Mr. Bonwick on June 14th. And I put it
5 to you that, at that meeting, the prospect of
6 amalgamating LDCs was part of your discussion.

7 MS. KIMBERLY WINGROVE: I simply don't
8 have a clear recollection of -- of that. What -- my
9 recollection was around Mr. Bonwick doing work with
10 PowerStream around communications.

11 The -- the extent or, you know,
12 specific details around what those assignments would
13 look like, I -- I don't know that.

14 MR. FREDERICK CHENOWETH: All right.
15 And no expression that those assignments would have
16 involved the amalgamations of LDCs?

17 MS. KIMBERLY WINGROVE: I just don't
18 have the specific memory of the substance of our
19 meeting; it was very short.

20 MR. FREDERICK CHENOWETH: I -- I -- I
21 put it to you that on Tuesday you had such a memory.
22 And I'd ask you to refer to again page 239 of the
23 transcript, line 18. And could you read that for us
24 starting at line 18?

25 MS. KIMBERLY WINGROVE: Yes, I see it.

1 MR. FREDERICK CHENOWETH: In fact,
2 I'll read it -- I'll read to you.

3 MS. KIMBERLY WINGROVE: Thank you.

4 MR. FREDERICK CHENOWETH:

5 "Simply that Mr. Bonwick attended my
6 office. He indicated that he would
7 be doing some work with
8 PowerStream with regard to assisting
9 them with their communications and
10 the government relation work --

11 MS. KIMBERLY WINGROVE: Right.

12 MR. FREDERICK CHENOWETH:

13 -- as it related to this idea of
14 utilities needing to be
15 amalgamated."

16 MS. KIMBERLY WINGROVE: Yes.

17 MR. FREDERICK CHENOWETH: Are you --
18 are you -- wish to modify your -- your statements made
19 here today? In other words, did in his work, he
20 specifically told you, according to your evidence on
21 Tuesday, in any event, would relate to the idea of
22 utilities needing to be amalgamated, correct?

23 MS. KIMBERLY WINGROVE: Correct.

24 MR. FREDERICK CHENOWETH: Thank you.

25 And at some juncture, you seem to have drawn some

1 connection between the meeting that Mr. Houghton had
2 with you at the end of May, early June 2011 and the
3 contact that Mr. Bonwick had on -- with you on June
4 14th, and you -- I think you said at earlier times.

5 Is that correct that you drew some
6 connection between those two (2)?

7 MS. KIMBERLY WINGROVE: I did.

8 MR. FREDERICK CHENOWETH: Thank you.
9 And I think you said that your antennae went up?

10 MS. KIMBERLY WINGROVE: Yes.

11 MR. FREDERICK CHENOWETH: That was
12 your phrasing --

13 MS. KIMBERLY WINGROVE: Yes.

14 MR. FREDERICK CHENOWETH: -- correct?

15 MS. KIMBERLY WINGROVE: Yes.

16 MR. FREDERICK CHENOWETH: I take that
17 with your antennae going up, that you expressed those
18 concerns to others around you. You expressed them to
19 the mayor?

20 MS. KIMBERLY WINGROVE: No, I did not.

21 MR. FREDERICK CHENOWETH: You didn't
22 give a caution to the mayor with respect to the
23 connection that you'd allegedly made?

24 MS. KIMBERLY WINGROVE: No, I did not.

25 MR. FREDERICK CHENOWETH: All right.

1 You gave a caution then to Rick Lloyd, did you --

2 MS. KIMBERLY WINGROVE: No, I did not.

3 MR. FREDERICK CHENOWETH: -- the

4 deputy mayor, with respect to your concerns?

5 MS. KIMBERLY WINGROVE: No, I did not.

6 MR. FREDERICK CHENOWETH: All right.

7 You expressed those concerns then to -- to the clerk?

8 MS. KIMBERLY WINGROVE: Yes, I did.

9 MR. FREDERICK CHENOWETH: All right.

10 Oh, did you express your concerns that there was a
11 connection between those two (2) meetings? Was that
12 what you expressed?

13 MS. KIMBERLY WINGROVE: No. I told
14 Sara that Mr. Bonwick had been to see me.

15 MR. FREDERICK CHENOWETH: Yes. Thank
16 you. That's what you told Sara?

17 MS. KIMBERLY WINGROVE: Yes.

18 MR. FREDERICK CHENOWETH: Thank you.

19 And --

20 THE HONOURABLE FRANK MARROCCO: Sorry,
21 were you finished your answer?

22 MS. KIMBERLY WINGROVE: Fine. Thank
23 you.

24 MR. FREDERICK CHENOWETH: I believe
25 she was, Your Honour. I'm sorry.

1 CONTINUED BY MR. FREDERICK CHENOWETH:

2 MR. FREDERICK CHENOWETH: In any
3 event, the matters proceeded and the first meeting of
4 the STT took place, I believe, on August 3rd, 2011?
5 Is that correct?

6 MS. KIMBERLY WINGROVE: Yes.

7 MR. FREDERICK CHENOWETH: All right.
8 And at that meeting, there was again discussion about
9 the prospect that you would be -- or the group would
10 be, the STT, would be proceeding with the prospect of
11 a strategic partnership without defining it as 41 or -
12 - or I'm sorry, 49 or 51.

13 There was a discussion about proceeding
14 with the prospect of a strategic partnership?

15 MS. KIMBERLY WINGROVE: I believe
16 that's what the minutes indicate.

17 MR. FREDERICK CHENOWETH: Thank you.
18 And as you understand it, that was in keeping with the
19 -- first of all, the formation of the STT was in
20 keeping with what had been described to Council in the
21 June 27th, 2011, meeting?

22 MS. KIMBERLY WINGROVE: By the slides,
23 I would say, yes.

24 MR. FREDERICK CHENOWETH: Thank you
25 very much. And, in addition, the discussions about

1 strategic partnership would have been in keeping with
2 the discussions that were had at the Council meeting
3 on June 27th, 2011?

4 MS. KIMBERLY WINGROVE: It's a consis
5 -- it's a term that's used consistently between June
6 27th and August 3rd.

7 MR. FREDERICK CHENOWETH: I.e.,
8 strategic partnership?

9 MS. KIMBERLY WINGROVE: I believe that
10 term appears in both places.

11 MR. FREDERICK CHENOWETH: Right. I --
12 I -- I'm just really suggesting to you that there was
13 a consistency between what the Council would have
14 understood the discussions were going to be as a
15 result of the June 27th meeting and what took place in
16 the STT meeting of August 3rd, correct?

17 MS. KIMBERLY WINGROVE: I would think
18 I would be somewhat circumspect in wanting to speak to
19 what it was that Council understood.

20 MR. FREDERICK CHENOWETH: Right. And
21 -- and you don't have a clear memory with respect to
22 that I think was your evidence today?

23 MS. KIMBERLY WINGROVE: I -- that's
24 correct.

25 MR. FREDERICK CHENOWETH: All right.

1 My memory of the evidence of Sara Almas was that she
2 indicated the count -- the -- the Council gave
3 direction to -- to proceed with the matters discussed
4 in that June 27th meeting. Would you -- would you --

5 MS. KIMBERLY WINGROVE: I -- I don't
6 doubt that at all.

7 MR. FREDERICK CHENOWETH: You don't
8 doubt that at all?

9 MS. KIMBERLY WINGROVE: I don't doubt
10 that -- that at the end of -- like, the reason why we
11 had the meeting on August 3rd is because Council gave
12 the direction on June 27th.

13 MR. FREDERICK CHENOWETH: All right.
14 Okay. So, you don't doubt that a direction was given
15 by the Council on June 27th to proceed with the
16 matters that were, i.e., strategic partnership and
17 topics of that nature?

18 MS. KIMBERLY WINGROVE: But the
19 specific details and exactly what was meant by that,
20 that's what I --

21 MR. FREDERICK CHENOWETH: We're
22 clearly not fleshed out --

23 MS. KIMBERLY WINGROVE: That's right.

24 MR. FREDERICK CHENOWETH: -- fully --

25 MS. KIMBERLY WINGROVE: Yes.

1 MR. FREDERICK CHENOWETH: -- by June
2 27th, 2011? Thank you. But in any event, they gave
3 direction that they might proceed with those
4 discussions?

5 MS. KIMBERLY WINGROVE: Yes.

6 MR. FREDERICK CHENOWETH: Thank you.

7

8 (BRIEF PAUSE)

9

10 MR. FREDERICK CHENOWETH: You -- you
11 indicated that you were concerned with -- I put it to
12 you that you began to play a fairly significant role
13 and I'm not entirely sure when -- when this occurred.
14 But you were an involved member of the STT.

15 And one of the first matters that you
16 spoke to was the question of how many bidders would be
17 -- would be reviewed in an ongoing process. In other
18 words, how many -- how many bidders were going to be
19 interviewed.

20 And my understanding is that you were
21 concerned that -- that to review St. Thomas as one of
22 the bidders would have been more than really what was
23 required and you contributed the thought that we
24 should reduce the -- the STT team and its review of
25 potential bidders -- should restrict itself to four

1 (4) bidders and not include St. Thomas.

2 MS. KIMBERLY WINGROVE: There was an -
3 - there was an issue with St. Thomas. I can't -- I
4 can't speak to that. Nor would I begin to say that
5 the minutes of the strategic partnership were a
6 comprehensive and detailed summary of every
7 contribution that every member made to the
8 conversation.

9 I do know that the minutes reflect my
10 statement with regard to St. Thomas, however, I'm not
11 able at this point to say what led me to that
12 conclusion. I simply don't remember.

13 MR. FREDERICK CHENOWETH: I'm really
14 not asking you what -- what led to it. I'm simply
15 making the point, as I understand it, that -- that
16 your contribution around that time was to suggest that
17 the STT should restrict its -- its considerations to
18 four (4) bidders rather than five (5), including Saint
19 Thomas?

20 MS. KIMBERLY WINGROVE: There was
21 something specific with regard to Saint Thomas. It
22 wasn't a number. It wasn't that there was something
23 magic about four (4) or five (5) or six (6).

24 MR. FREDERICK CHENOWETH: I didn't
25 suggest there was. But your suggestion was that Saint

1 Thomas not be included in the bidders that would be
2 visited with respect to these matters?

3 MS. KIMBERLY WINGROVE: And it may --

4 MR. FREDERICK CHENOWETH: You remember
5 that --

6 MS. KIMBERLY WINGROVE: And it --

7 MR. FREDERICK CHENOWETH: You remember
8 that that was your suggestion?

9 MS. KIMBERLY WINGROVE: Certainly,
10 that's what reflected in the minutes. It may be that
11 that attribution was provided to me as affirming
12 conversations that had taken place around the table.

13 MR. FREDERICK CHENOWETH: But, in any
14 event, you played a part in contributing to the
15 proceeds of the STT by suggesting that Saint Thomas
16 not be a part of it?

17 MS. KIMBERLY WINGROVE: There is --
18 there is no question that each member of the strategic
19 task team at one point or another spoke at the
20 meetings.

21 MR. FREDERICK CHENOWETH: I'm not
22 asking you that. I'm asking, did you make a
23 contribution. I'm trying to explore the nature of the
24 contribution that you made on an ongoing basis to the
25 strategic task force team.

1 And I'm suggesting that you began to
2 make those contributions on or about the first meeting
3 in August of 2011, at which time you suggested that
4 the bidders that were approached should not include
5 Saint Thomas?

6 MS. KIMBERLY WINGROVE: Certainly, the
7 minutes reflect my comment with regard to Saint
8 Thomas.

9 MR. FREDERICK CHENOWETH: And it was
10 your comment?

11 MS. KIMBERLY WINGROVE: I assume so,
12 since that's what the minutes reflect. I have no
13 memory specific to what led to that.

14 MR. FREDERICK CHENOWETH: Right.

15 MS. KIMBERLY WINGROVE: And I
16 certainly would say to you that at no time did I feel
17 like I played a leadership position around that table.

18 MR. FREDERICK CHENOWETH: I -- I don't
19 know that I have suggested to you that you did. I'm
20 simply suggesting that you were a functioning member
21 of the team and you began to function as early as
22 August 2011 by restricting the -- by making a comment
23 with respect to the number of bidders that would be
24 visited for the strategic alliance or strategic
25 partnership approach, correct?

1 MS. KIMBERLY WINGROVE: Okay. Yes.

2 MR. FREDERICK CHENOWETH: You would
3 agree with that?

4 MS. KIMBERLY WINGROVE: That's what
5 the minutes reflect.

6 MR. FREDERICK CHENOWETH: Thank you
7 very much. I also note that at the August 29th
8 meeting of the STT, that Ed Houghton, apparently, at
9 that meeting, suggested that KPMG be engaged to deal
10 with the question of RFPs and the evaluation and other
11 assistance with respect to the process.

12 That's again what the meetings -- what
13 the minutes appear to reflect?

14 MS. KIMBERLY WINGROVE: Yes.

15 MR. FREDERICK CHENOWETH: All right.
16 And I take it that you were -- you were content that
17 that take place because, in fact, you had an express
18 concern at earlier times.

19 As far back as the -- as the meeting
20 with Mr. Houghton in late May, early June, you had an
21 express concern that you felt that third-party
22 assistance should be provided?

23 MS. KIMBERLY WINGROVE: Correct.

24 MR. FREDERICK CHENOWETH: All right.
25 And so that you would have been pleased to see KPMG

1 involved in the process as it was recommended that
2 they be involved at the August 29th STT meeting?

3 MS. KIMBERLY WINGROVE: I have no
4 opinion of KPMG one way or another. My -- my -- if --
5 I wanted to see a third party involved, and I was
6 pleased to see that happen.

7 MR. FREDERICK CHENOWETH: Thank you.

8

9 (BRIEF PAUSE)

10

11 MR. FREDERICK CHENOWETH: One (1)
12 second, Your Honour.

13

14 (BRIEF PAUSE)

15

16 MR. FREDERICK CHENOWETH: One (1)
17 moment, Your Honour.

18

19 (BRIEF PAUSE)

20

21 CONTINUED BY MR. FREDERICK CHENOWETH:

22 MR. FREDERICK CHENOWETH: Indeed,
23 there was a June 22nd meeting that took place with Mr.
24 Bentz and Mr. Bonwick and others. I -- I think you
25 were uncertain as to whether Mr. Muncaster was there.

1 MS. KIMBERLY WINGROVE: M-hm.

2 MS. KIMBERLY WINGROVE: M-hm.

3 MR. FREDERICK CHENOWETH: But there
4 was a meeting on June 22nd in which Bonwick and Benz
5 and others were present?

6 MS. KIMBERLY WINGROVE: The mayor, the
7 deputy mayor, myself, yes, that's correct, May --
8 Mayor Lehman.

9 MR. FREDERICK CHENOWETH: Thank you.
10 And when you discussed it this morning, I was
11 interested in the fact that you didn't mention Mr.
12 Houghton as having been present at that June 27th --
13 or June 22nd Bonwick meeting.

14 I take it I'm correct in that
15 assertion?

16 MS. KIMBERLY WINGROVE: Correct, that
17 I didn't mention him.

18 MR. FREDERICK CHENOWETH: Number 1,
19 correct, that you didn't mention him?

20 MS. KIMBERLY WINGROVE: Yes.

21 MR. FREDERICK CHENOWETH: Yes. And
22 following from that, I -- I put it to you that Mr.
23 Houghton did not attend that June 22nd Bonwick
24 meeting?

25

1 (BRIEF PAUSE)

2

3 MS. KIMBERLY WINGROVE: I -- I can't
4 remember. Sorry, I apologize, I can't -- I can't re -
5 - I can't remember if Ed was there. Was he there?
6 I'm getting -- I'm confused. I'm sorry, I'm tired.

7 MR. FREDERICK CHENOWETH: Right. So
8 you simply can't remember whether he was there or not?

9 MS. KIMBERLY WINGROVE: He must have
10 been there. We wouldn't have --

11 MR. FREDERICK CHENOWETH: If -- if Mr.
12 Houghton took the position that he was not at the June
13 22nd, 2011, meeting --

14 MS. KIMBERLY WINGROVE: Yeah.

15 MR. FREDERICK CHENOWETH: -- I take it
16 that you're unable to say otherwise --

17 MS. KIMBERLY WINGROVE: That's
18 correct.

19 MR. FREDERICK CHENOWETH: -- because
20 you don't remember?

21 MS. KIMBERLY WINGROVE: Tha -- that's
22 very fair, yes.

23 MR. FREDERICK CHENOWETH: Thank you
24 very much. And I take it that, again, with respect to
25 the process that was eventually adopted, it was a two

1 (2) package process?

2 MS. KIMBERLY WINGROVE: Two (2)

3 envelopes? Yes.

4 MR. FREDERICK CHENOWETH: Yes. And

5 you've -- you described that the use of a two (2)

6 package process wasn't at all unusual with respect to

7 RFPs done by the town of Collingwood?

8 MS. KIMBERLY WINGROVE: Or any other?

9 That's correct.

10 MR. FREDERICK CHENOWETH: Or any

11 other, be it any other town or anything of that

12 nature. I'm not sure whether you were here for the --

13 for the evidence of -- of -- of Sara Almas.

14 MS. KIMBERLY WINGROVE: I was not.

15 MR. FREDERICK CHENOWETH: But Ms.

16 Almas told us that it was -- it was not unusual for

17 the division between financial and non-financial

18 envelopes to be such that the non-financial took a 60

19 to 70 percent evaluation rate in terms of the

20 considerations?

21 MS. KIMBERLY WINGROVE: That's not my

22 recollection. But given the high degree of -- of

23 variability of -- of RFPs that go out, I think the

24 only fair way to actually assess that would be to go

25 back through and actually try to ascertain how

1 criteria were evaluated across the town because that
2 wouldn't have been --

3 MR. FREDERICK CHENOWETH: It was a
4 high degree of variation. I think you've indicated
5 that.

6 MS. KIMBERLY WINGROVE: Yeah.

7 MR. FREDERICK CHENOWETH: But Ms.
8 Almas was kind enough to tell us that -- that the use
9 of 60 or 70 percent as the valuation scale for the
10 non-financial aspects of this matter was not -- was
11 not unusual?

12 Would you --

13 MS. KIMBERLY WINGROVE: I'm afraid I
14 don't --

15 MR. FREDERICK CHENOWETH: Would you --

16 MS. KIMBERLY WINGROVE: I don't --

17 MR. FREDERICK CHENOWETH: Would you
18 agree with that?

19 MS. KIMBERLY WINGROVE: I don't share
20 that opinion and I would like to look at the data.

21 MR. FREDERICK CHENOWETH: All right.
22 And you don't have the data.

23 MS. KIMBERLY WINGROVE: No.

24 MR. FREDERICK CHENOWETH: So I take it
25 that you're unsure whether a 60 or a 70 percent

1 weighting with respect to the non-financial aspects of
2 this matter was something that the town of Collingwood
3 used from time to time. You couldn't tell me?

4 MS. KIMBERLY WINGROVE: Is it
5 something that they used from time to time? That's
6 probably a reasonable statement. Is it what they did
7 usually? That's where I have a problem.

8 MR. FREDERICK CHENOWETH: And -- and
9 the problem you have is because of the evidence you've
10 given, which -- with -- with which I have no
11 difficulty, i.e., that it was a variable process --

12 MS. KIMBERLY WINGROVE: M-hm.

13 MR. FREDERICK CHENOWETH: -- and it
14 depended on the matter at hand?

15 MS. KIMBERLY WINGROVE: Right.

16

17 (BRIEF PAUSE)

18

19 MR. FREDERICK CHENOWETH: Just a
20 little clarification. We talked about the fact that
21 at the -- one (1) of the early meetings of STT, the
22 prospect of engaging KPMG was discussed and the STT
23 team decided to con -- to pursue that prospect?

24 MS. KIMBERLY WINGROVE: Yes.

25 MR. FREDERICK CHENOWETH: All right.

1 And I take it that KPMG came to be -- came to sit with
2 the STT team, in fact, were described as members of
3 the STT team, for many of the meetings that took
4 place?

5 MS. KIMBERLY WINGROVE: I have a
6 recollection of -- of them being there frequently.

7 MR. FREDERICK CHENOWETH: All right.
8 Thank you. And I put it to you that they were active
9 members of the STT team. And John Herhalt in
10 particular --

11 MS. KIMBERLY WINGROVE: M-hm.

12 MR. FREDERICK CHENOWETH: -- was not
13 reticent about giving his opinion on certain matters
14 that the team was discussing?

15 MS. KIMBERLY WINGROVE: I -- I recall
16 KPMG speaking at the meetings, yes.

17 MR. FREDERICK CHENOWETH: That wasn't
18 my question. I'm suggesting to you that they were an
19 active member of the team and made comments from time
20 to time and gave input from time to time with respect
21 to the matters that were being discussed by the STT
22 team. Is that fair?

23 MS. KIMBERLY WINGROVE: Yes.

24 MR. FREDERICK CHENOWETH: Thank you.
25 In other words, they performed their con -- their

1 consultant's role, correct?

2

3 (BRIEF PAUSE)

4

5 MS. KIMBERLY WINGROVE: I would want
6 to review the terms of the engagement between Collus
7 and KPMG to be able to say definitively that they
8 delivered on every aspect of -- of the requirements
9 there.

10 I never heard a complaint. I'm just
11 saying that it's hard for me to see that without...

12 MR. FREDERICK CHENOWETH: But you've
13 just acknowledged that they were an active member of
14 the team and gave their thoughts on the concepts being
15 discussed from time to time by the team, correct?

16 MS. KIMBERLY WINGROVE: Correct.

17 MR. FREDERICK CHENOWETH: Thank you.

18

19 (BRIEF PAUSE)

20

21 MR. FREDERICK CHENOWETH: You gave
22 some evidence earlier today with respect to your
23 concerns about the amount of time that bidders were
24 being given to return their bid after the RFP.

25 It was your view, I take it, that --

1 that that period of time was too short given the
2 complexity of the matters at issue?

3 MS. KIMBERLY WINGROVE: It was a very
4 ambitious time frame.

5 MR. FREDERICK CHENOWETH: I think tho
6 -- those were your words. Thank you. Other than
7 being ambitious, did you -- were you concerned that it
8 was too short, was that your concern, or just -- just
9 a general feeling that it was an ambitious time line?

10 MS. KIMBERLY WINGROVE: Oh, I have
11 never operated an LDC, so it's hard for me to speak to
12 how much excess capacity they had within their
13 operation to be able to undertake this without having
14 to have a negative impact on the rest of their
15 operation.

16 MR. FREDERICK CHENOWETH: So, the
17 extent of your comment really goes no further than to
18 say that it was an ambitious time line?

19 MS. KIMBERLY WINGROVE: That's
20 correct.

21 MR. FREDERICK CHENOWETH: You don't
22 have -- you didn't express the view that the time line
23 was too short or anything of that nature? That wasn't
24 something that you -- that you raised at any time?

25 MS. KIMBERLY WINGROVE: I think what I

1 did say was that there was --

2 MR. FREDERICK CHENOWETH: It was an
3 ambitious time line?

4 MS. KIMBERLY WINGROVE: It was an
5 ambitious time line, but that there was a stated
6 desire to move this process forward. And I would take
7 it from that that -- and it was communicated to the
8 various potential proponents that we did want to move
9 things forward in an expeditious manner.

10 I think, if -- if any of those
11 proponents had had a significant issue with it, they
12 might have raised that.

13 MR. FREDERICK CHENOWETH: And do you
14 recall any proponents saying that they had an issue
15 with the amount of time that -- that was given to them
16 to respond to the RFP?

17 MS. KIMBERLY WINGROVE: They would not
18 have raised those with me. They would have raised
19 those issues with Ed or with KPMG.

20 MR. FREDERICK CHENOWETH: All right.
21 And do you ever recall any discussions at any time, or
22 comments at any time by either KPMG or Ed that Horizon
23 or Ontario Hydro or any of these organizations were --
24 were concerned about the amount of time they had?

25 MS. KIMBERLY WINGROVE: I -- no.

1 MR. FREDERICK CHENOWETH: All right.

2 So that -- it doesn't appear that your concern about
3 it being an ambitious date developed into a problem
4 for the RFPs. Is that fair?

5 MS. KIMBERLY WINGROVE: They seem to
6 be able to make it work at what --

7 MR. FREDERICK CHENOWETH: Very good.
8 Thank you.

9 MS. KIMBERLY WINGROVE: -- impact --

10 MR. FREDERICK CHENOWETH: Thank you.

11

12 (BRIEF PAUSE)

13

14 MR. FREDERICK CHENOWETH: One moment,
15 Your Honour.

16

17 (BRIEF PAUSE)

18

19 CONTINUED BY MR. FREDERICK CHENOWETH:

20 MR. FREDERICK CHENOWETH: You have
21 related a meeting at which the various members of the
22 STT came back with their assessment of the non-
23 financial aspects of the bid?

24 MS. KIMBERLY WINGROVE: Yes.

25 MR. FREDERICK CHENOWETH: All right.

1 And you've given testimony, I think, at some length
2 about the fact that you worked over a weekend to fill
3 out your predetermined form with respect to that
4 evaluation?

5 MS. KIMBERLY WINGROVE: I worked over
6 the weekend to complete my evaluation.

7 MR. FREDERICK CHENOWETH: Thank you.
8 And -- and you, I think, indicated that your best
9 memory at this time is that you handed in that
10 valuation prior to the November 23rd, 2011, meeting of
11 the STT?

12 MS. KIMBERLY WINGROVE: I -- I know
13 that it had to be done. And I -- I believe that we
14 provided those -- those scores, but that's the -- I'm
15 sorry, that's the -- the best I can do at this point,
16 is -- that's my -- my belief, that --

17 MR. FREDERICK CHENOWETH: Your belief
18 is that you handed them before --

19 MS. KIMBERLY WINGROVE: That I handed
20 them in, yeah.

21 MR. FREDERICK CHENOWETH: -- the
22 November 23rd evaluation meeting, correct?

23 MS. KIMBERLY WINGROVE: That's --
24 that's my belief.

25 MR. FREDERICK CHENOWETH: Thank you

1 very much. And so those evaluations were discussed
2 that day --

3 MS. KIMBERLY WINGROVE: Yes.

4 MR. FREDERICK CHENOWETH: -- at the
5 November 23rd meeting?

6 MS. KIMBERLY WINGROVE: Yes.

7 MR. FREDERICK CHENOWETH: All right.

8 And there would have been -- did many of the team
9 members make a comment with respect to their thoughts
10 on the various evaluations?

11 MS. KIMBERLY WINGROVE: I recall that
12 we went around the table.

13 MR. FREDERICK CHENOWETH: All right.
14 Thank you. So, there was an opportunity for everyone
15 to give their opinion?

16 MS. KIMBERLY WINGROVE: Yes.

17

18 (BRIEF PAUSE)

19

20 MR. FREDERICK CHENOWETH: You spoke
21 this morning of -- of the solar vents. And you
22 indicated -- do -- do you have any knowledge with
23 respect to the solar vents as to whether the
24 opportunity to participate in the purchase and sale of
25 solar vents was offered to all of the bidders, three

1 (3) of the bidders, two (2) of the bidders? Would you
2 have any idea?

3

4 MS. KIMBERLY WINGROVE: None.

5 MR. FREDERICK CHENOWETH: None at all.

6 So you couldn't tell me whether others were given the
7 opportunity to be involved in the solar vents and
8 chose not to?

9 MS. KIMBERLY WINGROVE: That wasn't a
10 conversation I was ever part of.

11 MR. FREDERICK CHENOWETH: Thank you.
12 You also indicated that -- that you were unaware that
13 PowerStream had increased its bid.

14 MS. KIMBERLY WINGROVE: I don't recall
15 that.

16 MR. FREDERICK CHENOWETH: All right.
17 It's obviously pretty clear that they did increase
18 their bid. You've had occasion, I take it, to look at
19 the documentation in this --

20 MS. KIMBERLY WINGROVE: Yes, that's
21 correct.

22 MR. FREDERICK CHENOWETH: -- in this
23 Foundation Document?

24 MS. KIMBERLY WINGROVE: Yes.

25 MR. FREDERICK CHENOWETH: And you're

1 aware that they raised their bid by \$700,000 from
2 7.3 to \$8 million?

3 MS. KIMBERLY WINGROVE: I did see
4 that, yes.

5 MR. FREDERICK CHENOWETH: All right.
6 So there's no doubt, other than given your lack of
7 memory with respect to that incident, that in fact
8 PowerStream did at one juncture raise its bid.

9 MS. KIMBERLY WINGROVE: Correct.

10 MR. FREDERICK CHENOWETH: Thank you.
11 You indicated that -- that you weren't involved in the
12 question of changing the sale from a sale by
13 PowerStream to a sale of the Town's shares that they
14 held in the holding company. You weren't involved in
15 that. Or would you like a further explanation of the
16 question?

17 MS. KIMBERLY WINGROVE: No. It --
18 like --

19 MR. FREDERICK CHENOWETH: You're --
20 you're looking at me --

21 MS. KIMBERLY WINGROVE: No. I -- I
22 was not involved in that conversation.

23 MR. FREDERICK CHENOWETH: All right.
24 Would it surprise you to know that -- that the matters
25 at issue there were matters such as -- such as tax

1 issues, and the prospect of capital gains, and matters
2 of that nature?

3 MS. KIMBERLY WINGROVE: I do recall
4 issues like that being raised.

5 MR. FREDERICK CHENOWETH: Thank you.
6 And so those were a part of the discussions of the STT
7 from time to time, i.e., matters of tax and things of
8 that nature.

9 MS. KIMBERLY WINGROVE: Definitely it
10 would have been -- it would have been mentioned. It
11 had been mentioned along the way. This was a very
12 complex matter.

13 MR. FREDERICK CHENOWETH: M-hm.
14 Indeed. And you just can't remember whether that was
15 mentioned with respect to the prospect of changing the
16 vendor from Power to the Town selling its shares.

17 MS. KIMBERLY WINGROVE: That's --

18 MR. FREDERICK CHENOWETH: You just
19 don't recall that.

20 MS. KIMBERLY WINGROVE: I -- I don't
21 recall that, no.

22 MR. FREDERICK CHENOWETH: But you --
23 you do recall that matters, such as capital gains and
24 tax considerations, were -- were discussed at the STT.

25 MS. KIMBERLY WINGROVE: I will say

1 yes.

2 MR. FREDERICK CHENOWETH: Thank you.

3 And I take it it wouldn't surprise you that because
4 the tax issues -- certainly to me, in any event, and
5 maybe to you -- were complex matters --

6 MS. KIMBERLY WINGROVE: Yes.

7 MR. FREDERICK CHENOWETH: -- that
8 those would have been matters on which the -- on which
9 possibly the Board of -- of Collus would have taken
10 professional advice with respect to.

11 MS. KIMBERLY WINGROVE: I think that
12 would be a reasonable expectation.

13 MR. FREDERICK CHENOWETH: All right.
14 And do you believe it to be the case that advice with
15 respect to those matters would have been sought from
16 KPMG?

17 MS. KIMBERLY WINGROVE: Can I state
18 that definitively? No, I cannot. I was not part of
19 any discussions like that with KPMG.

20 MR. FREDERICK CHENOWETH: All right.
21 You weren't part of it. It wouldn't surprise you to
22 learn that others were.

23 MS. KIMBERLY WINGROVE: No, it would
24 not.

25 MR. FREDERICK CHENOWETH: And that the

1 tax matter was discussed at other levels of this
2 process.

3 MS. KIMBERLY WINGROVE: Many things
4 were discussed, yes.

5 MR. FREDERICK CHENOWETH: All right.
6 And it wouldn't surprise you that this particular
7 issue -- the one of the tax considerations and whether
8 the vendor would be Power -- would be Power or whether
9 the vendor would be the Town -- it would have been
10 discussed at other levels.

11 MS. KIMBERLY WINGROVE: No, it would
12 not surprise me.

13 MR. FREDERICK CHENOWETH: Thank you.
14 But you did eventually learn about the question of the
15 sale by the Town, rather than the sale by Power. And
16 you would have learned of that at a meeting at which
17 Ron Clark attended, I believe, on December 5th with
18 respect to -- to who would in fact be the vendor. You
19 learned of that then?

20 MS. KIMBERLY WINGROVE: I don't have
21 a -- I don't have a strong memory of that meeting,
22 but if that's what the presentation materials reflect,
23 then that's what happened.

24 MR. FREDERICK CHENOWETH: Okay. So
25 you would acknowledge that the -- that the

1 presentation materials given by Ron Clark at the
2 December 5th meeting of Council, at which
3 representations were made by the Collus board, it
4 wouldn't surprise you that Ron Clark at that meeting
5 discussed why and explained why the sale was being
6 made by the Town of their shares rather than by Power,
7 Collus Power that is. You understand that that's
8 reflected in the -- you had occasion to look at it --

9 MS. KIMBERLY WINGROVE: M-hm.

10 MR. FREDERICK CHENOWETH: -- and you
11 know that's reflected in the slides --

12 MS. KIMBERLY WINGROVE: Yes.

13 MR. FREDERICK CHENOWETH: -- that were
14 presented by Ron Clark.

15 MS. KIMBERLY WINGROVE: Yes.

16 MR. FREDERICK CHENOWETH: And clearly,
17 there was a discussion of that issue to bring the Town
18 up to speed on why that change was being made. And
19 that was discussed in the meeting of December 5th in a
20 presentation given by Ron Clark. Correct?

21 MS. KIMBERLY WINGROVE: Correct.

22 MR. FREDERICK CHENOWETH: Thank you.
23 You expressed significant concern about the fact that
24 Mr. Nolan, who was with PowerStream, was making
25 comment on the bylaw.

1 MS. KIMBERLY WINGROVE: Yes.

2 MR. FREDERICK CHENOWETH: I -- I take
3 it that you have never been involved in a RFP process
4 in which the bidder made some contribution to the
5 drafting of the bylaw by the Town?

6 MS. KIMBERLY WINGROVE: That has never
7 been my experience.

8 MR. FREDERICK CHENOWETH: All right.
9 And you have never been involved in a situation where
10 there was an opportunity given to the bidder to make
11 such a comment.

12 MS. KIMBERLY WINGROVE: There would --
13 there would not be a reason for them. If the --

14 MR. FREDERICK CHENOWETH: Well, how
15 about the fact that they wanted to get -- get the
16 bylaw right and that they looked for the input of the
17 -- the bidder with respect to that. Wouldn't that be
18 a reason?

19 MS. KIMBERLY WINGROVE: No. Because
20 normal practice would be that those agreements would
21 have been completed, and that the bylaw simply
22 reflects Council's direction to move forward and enact
23 those agreements, as drafted. There's -- there would
24 be -- all the negotiations would already be complete.

25 MR. FREDERICK CHENOWETH: We -- we

1 obviously disagree with respect to that. My simple
2 proposition is that it's not an unusual practice to
3 ask the bidder to make comments with respect to the
4 bylaw that's being -- that's being proposed, in order
5 to ensure that the bylaw is adequate to carry out
6 the -- the sale or the purchase or whatever's being
7 undertaken with respect to that. You're not familiar
8 with that process.

9 MS. KIMBERLY WINGROVE: I -- I
10 disagree, and I -- I don't -- I don't think that
11 that's something that happens frequently.

12 MR. FREDERICK CHENOWETH: You in
13 fact -- there was a couple of things removed from the
14 bylaw, and they -- the major things, according to you
15 in any event, was that the obligation to bring matters
16 back to Council at a later time for their further
17 approval was taken out.

18 MS. KIMBERLY WINGROVE: Yes.

19 MR. FREDERICK CHENOWETH: All right.
20 You should be aware that the evidence of Sara Almas --
21 she's the clerk of -- of the Town, I take it, and the
22 person charged with -- with signing these documents at
23 a later date.

24 I put it to you that in her recent
25 evidence, she suggested that taking out that

1 obligation was not something that was a concern to
2 her. In fact, she found it unusual that the Town
3 would -- would have someone come back -- the solicitor
4 or whoever -- to speak to the matter at a later time.

5 MS. KIMBERLY WINGROVE: I can't --

6 MR. FREDERICK CHENOWETH: I put to you
7 that was her evidence.

8 MS. KIMBERLY WINGROVE: I -- I'm
9 not -- I -- I don't know what Sara's evidence was.

10 MR. FREDERICK CHENOWETH: But in any
11 event, you would -- you would -- if that was her
12 evidence -- and I put to you that it was -- you would
13 disagree with that.

14 MS. KIMBERLY WINGROVE: That's
15 correct.

16 MR. FREDERICK CHENOWETH: All right.
17 And it's your view that the hard and fast rule is that
18 these matters are always brought back to the Town for
19 their further comment before -- before the bylaw is
20 passed and matters are signed.

21 MS. KIMBERLY WINGROVE: Council needs
22 to see the agreements that they are agreeing to.

23 MR. FREDERICK CHENOWETH: Okay. You
24 got the bylaw on January 19th was the evidence that
25 was brought out to you today. So you got an

1 opportunity to review the bylaw as of that date.

2 MS. KIMBERLY WINGROVE: Okay.

3 MR. FREDERICK CHENOWETH: And you had
4 an opportunity -- you, in fact, had four days to
5 review that bylaw before it -- it went to a vote on
6 January 23rd, 2012?

7 MS. KIMBERLY WINGROVE: Okay.

8 MR. FREDERICK CHENOWETH: You don't
9 remember that?

10 MS. KIMBERLY WINGROVE: I don't have a
11 calendar in front of me, so it --

12 MR. FREDERICK CHENOWETH: All right.
13 Would you -- you remember Council -- and I -- I don't
14 know that I have the number with me -- but Council
15 earlier today put in -- put forward to you the fact
16 that you received a copy of the bylaw on January 19th.
17 I think there was a specific email in that respect.

18 MS. KATE MCGRANN: Would you like me
19 to tell you what the reference is in the Foundation
20 Document?

21 MR. FREDERICK CHENOWETH: That'd be
22 terrific. Thank you.

23

24 (BRIEF PAUSE)

25

1 MS. KATE MCGRANN: That section starts
2 at paragraph 492 and the first draft that goes -- it
3 was on January 17th, 2012.

4 MR. FREDERICK CHENOWETH: There was an
5 email that was referred to that you put to the witness
6 at earlier times. You're not sure?

7 MS. KATE MCGRANN: I'm sorry. I can't
8 tell what you're referring to.

9 MR. FREDERICK CHENOWETH: Well,
10 there's an email in which this witness and others were
11 sent a copy of the bylaw on, I believe, January -- I
12 thought it was January 19th, but it could have been
13 January 17th.

14 Yeah, okay. Great. Thanks. I'm
15 looking at paragraph 500 of the Foundation Document,
16 and it indicates that at 6:29 -- I take it to be on
17 January 19th -- but in any event, we can look at that.
18 There's -- there's an email, dated January 19th, 2012,
19 and it's ARB234.

20 MS. KATE MCGRANN: From my memory, I
21 don't think that we went to that email with this
22 witness.

23 MR. FREDERICK CHENOWETH: All right.
24 Well, let's -- let's go to it now. Let's go to
25 ARB234.

1 COURT OPERATOR: Is there a page
2 number, counsel?

3 MR. FREDERICK CHENOWETH: I believe
4 it's page 22 and 24. But maybe that's the bylaw.
5 There should be an email attached, as well.

6 COURT OPERATOR: There are several
7 emails, counsel.

8

9 CONTINUED BY MR. FREDERICK CHENOWETH:

10 MR. FREDERICK CHENOWETH: All right.
11 Well, there's -- Ed Houghton sent the final version of
12 the bylaw to Mayor Cooper, Clerk Sara Almas, and
13 Kim Wingrove, and it appears to suggest he did that on
14 or about January 19th, 2012.

15 The point simply is, Ms. Wingrove,
16 that -- that you got the bylaw a number of days prior
17 to the January 23rd meeting of Council in which that
18 bylaw was being --

19 THE HONOURABLE FRANK MARROCCO: Mr. --
20 Mr. Chenoweth, there's no reason. Can we get that
21 email? Any problem with produce -- putting the email
22 up on the screen?

23 MR. FREDERICK CHENOWETH: Well, you
24 know, maybe if we just simply go to what I've
25 suggested: ARB234. It -- it may start out with the

1 email.

2 THE HONOURABLE FRANK MARROCCO: There
3 it is, Mr. Chenoweth.

4 MR. FREDERICK CHENOWETH: Thank you.

5 THE HONOURABLE FRANK MARROCCO: I
6 think that's ARB234.

7

8 CONTINUED BY MR. FREDERICK CHENOWETH:

9 MR. FREDERICK CHENOWETH: So this is
10 an email, as I had suggested, dated January 19th at
11 6:29 p.m. It's from Ed Houghton.

12 MS. KIMBERLY WINGROVE: Yes.

13 MR. FREDERICK CHENOWETH: And it's to
14 a whole series of people, including Kim Wingrove. And
15 it says:

16 "Please find attached the final
17 bylaw with respect to the strategic
18 partnership."

19 And I simply am putting to you that you
20 received that bylaw four days before it was to be
21 considered by Council --

22 MS. KIMBERLY WINGROVE: That's --

23 MR. FREDERICK CHENOWETH: -- on the
24 23rd of January.

25 MS. KIMBERLY WINGROVE: -- which

1 aligns with our normal practice of putting out a
2 Council agenda.

3 MR. FREDERICK CHENOWETH: In --
4 indeed, that's correct. So that you would have had an
5 opportunity to review that bylaw before the Council
6 meeting of January 23rd obviously.

7 MS. KIMBERLY WINGROVE: I think that
8 we had had -- already had substantive discussions with
9 respect to the content of the bylaw. And at that
10 point, certainly my perspective had not won the day.

11 MR. FREDERICK CHENOWETH: Thank you.
12 I'm showing you -- I'd like to also show you if I
13 could, please, the following document: This would be
14 CPS0007542-001. Could you bring up that document,
15 please.

16 THE HONOURABLE FRANK MARROCCO: I
17 think it's there, Mr. Chenoweth, is it?

18 MR. FREDERICK CHENOWETH: I'm seeing a
19 document. I'm not sure it's exactly the document that
20 I want.

21 THE HONOURABLE FRANK MARROCCO: It's
22 75420001.

23 MR. FREDERICK CHENOWETH: 0001, yes.

24 THE HONOURABLE FRANK MARROCCO: Three
25 zeros.

1 MR. FREDERICK CHENOWETH: Yes, that's
2 correct.

3 MS. KIMBERLY WINGROVE: M-hm.

4 MR. FREDERICK CHENOWETH: And that
5 appears to be it. In that email chain, can we go down
6 a little further to the email just before that, if we
7 could please.

8 The email says -- and again, it's
9 January 19th, pretty late in the evening, 9:56 p.m.:

10 "I would appreciate your review of
11 the attached. I have highlighted a
12 few places that I felt were either
13 sensitive or required a bylaw
14 number. Please pay specific
15 attention to these. I've tried to
16 strike a balance between providing
17 sufficient detail to support the
18 recommendation without drowning
19 everyone in detail. Your comments
20 would be most welcome."

21 MS. KIMBERLY WINGROVE: M-hm.

22 MR. FREDERICK CHENOWETH: I take it in
23 that email you were forwarding a draft copy of the
24 report that you prepared --

25 MS. KIMBERLY WINGROVE: Yeah.

1 MR. FREDERICK CHENOWETH: -- to go
2 before Council for the comment of other people,
3 specifically Ed Houghton, Sara Almas, and Sandra
4 Cooper.

5 MS. KIMBERLY WINGROVE: Correct.

6 MR. FREDERICK CHENOWETH: All right.
7 I -- I put it to you that it's obvious from that email
8 that you, in fact, prepared the first draft of that
9 document, i.e. the report to Council.

10 MS. KIMBERLY WINGROVE: My
11 recollection is that Mr. Houghton provided draft notes
12 to me. I took that and put it into the -- and put it
13 into the proper CAO staff report template and sent it
14 back out for comment and further refinement.

15 MR. FREDERICK CHENOWETH: So you would
16 acknowledge that -- that you actually -- you had
17 information from other sources, but you actually
18 prepared the first draft of that report. Correct?

19 MS. KIMBERLY WINGROVE: Using
20 information that was provided to me throughout this
21 process and from Mr. Houghton specifically in
22 preparation for the decision that was being put before
23 Council.

24 MR. FREDERICK CHENOWETH: Very good.
25 So you took your first draft and you forwarded it off

1 to others for their comment, including Sara Almas and
2 Mr. Houghton.

3 MS. KIMBERLY WINGROVE: Correct.

4 MR. FREDERICK CHENOWETH: All right.

5 And you forwarded it to Mr. Houghton so he could
6 review the document.

7 MS. KIMBERLY WINGROVE: Yes.

8 MR. FREDERICK CHENOWETH: And if we go
9 back to the email that preceded this one -- or that
10 followed this one actually, Sara Almas got back to you
11 on -- at 4:22 a.m., again pretty late, and she gave
12 you her comments on your first draft of that report to
13 Council.

14 MS. KIMBERLY WINGROVE: Yes.

15 MR. FREDERICK CHENOWETH: All right.
16 Do you remember Mr. Houghton giving you any comments
17 with respect to that draft?

18 MS. KIMBERLY WINGROVE: I remember
19 being in the office and talking with Ed on the phone.

20 MR. FREDERICK CHENOWETH: Right. Is
21 it the case that Mr. Houghton made only minor
22 amendments to your draft of the report to Council?

23 MS. KIMBERLY WINGROVE: Well, my
24 memory is that I was working from the information that
25 he sent me in the first place. So --

1 MR. FREDERICK CHENOWETH: All right.
2 So is it your memory -- I really am anxious to know
3 what Mr. Houghton came back with in terms of amendment
4 of that document after you forwarded it to him at
5 nearly 10:00 that particular night. Did he have any
6 significant amendments to that document? Pretty
7 simple question: Yes or no.

8 MS. KIMBERLY WINGROVE: I don't have
9 any recollection of -- of what Sara flagged, what Ed
10 might have flagged further. I don't know.

11 MR. FREDERICK CHENOWETH: Very good.
12 But no question that you were the person that created
13 the first draft of that document.

14 MS. KIMBERLY WINGROVE: I - I am the
15 person who took the information that was provided to
16 me by Mr. Houghton and put it into the CAO staff
17 report template.

18 MR. FREDERICK CHENOWETH: Your Honour,
19 I believe those are all the questions I have for this
20 witness. Thank you very much.

21 THE HONOURABLE FRANK MARROCCO: We'll
22 take -- we'll take ten minutes.

23 And why don't you confer amongst
24 yourselves and see if you can reach some kind of a
25 consensus about how long we should continue today.

1 I'd appreciate that and let me know.

2

3 --- Upon recessing at 4:04 p.m.

4

5 --- Upon resuming at 4:17 p.m.

6

7 THE HONOURABLE FRANK MARROCCO: So it
8 looks like, as I'm advised, there's probably another
9 hour and a half or longer of cross-examination.

10 Ms. Wingrove indicated she was tired
11 during the course of her testimony and so we'll bring
12 her back one (1) afternoon to complete the cross-
13 examination.

14 You're away on holiday until May the
15 7th?

16 MS. KIMBERLY WINGROVE: That's
17 correct.

18 THE HONOURABLE FRANK MARROCCO: So,
19 we'll let you all know in advance what day that is and
20 we're adjourned for today.

21

22 --- Upon adjourning at 4:20 p.m.

23

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3 Certified Correct,

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7 Wendy Woodworth, Ms.

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