



TOWN OF COLLINGWOOD

JUDICIAL INQUIRY

Before:

Associate Chief Justice Frank Marrocco

Held at:

Collingwood Town Hall

Council Chambers

97 Hurontario Street

Collingwood, Ontario

April 25th, 2019

1 APPEARANCES

2

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6

7 Michael Watson) Alectra Utilities

8 Belina Bain) Corporation

9

10 (No Counsel)) For Paul Bonwick

11

12 George Marron) For Sandra Cooper

13

14 (No Counsel)) For Timothy Fryer

15

16 Frederick Chenoweth) For Edwin Houghton

17

18 William McDowell) For Town of Collingwood

19 Ryan Breedon)

20

21 Patrick Gajos (np)) For Collus PowerStream

22) Corporation

23

24

25

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1 --- Upon commencing at 10:03 a.m.

2

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

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

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

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

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

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

19 MS. SANDRA COOPER: Yes, I do.

20

21 SANDRA COOPER, Previously Sworn

22

23 CROSS-EXAMINATION BY MR. WILLIAM MCDOWELL:

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

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

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

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

12 MS. SANDRA COOPER: That was, yes.

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

15 MS. SANDRA COOPER: Yes.

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

19 MS. SANDRA COOPER: That is correct.

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

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

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

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

4 MS. SANDRA COOPER: Partly that.

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

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

12 MS. SANDRA COOPER: Sorry. Yes.

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

17 MS. SANDRA COOPER: Yes. He provided.

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

24 MS. SANDRA COOPER: We did.

25 MR. WILLIAM MCDOWELL: He was advising

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

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

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

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

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

18 MS. SANDRA COOPER: Yes.

19 MR. WILLIAM MCDOWELL: And I just
20 wanted to pull up a document called the Declaration of
21 Office, which is TOC55939.

22

23 (BRIEF PAUSE)

24

25 MR. WILLIAM MCDOWELL: All right. So

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

2

3 (BRIEF PAUSE)

4

5 MR. WILLIAM MCDOWELL: Keep going.

6

7 (BRIEF PAUSE)

8

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

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

18 You see that?

19 MS. SANDRA COOPER: Yes.

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

22 MS. SANDRA COOPER: Yes.

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

1 MS. SANDRA COOPER: Yes.

2 MR. WILLIAM MCDOWELL: All right.

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

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

8 That was part of this, correct?

9 MS. SANDRA COOPER: Correct.

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

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

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

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

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

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

1 transparent, and professional
2 manner."

3 Do you see that?

4 MS. SANDRA COOPER: Yes.

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

7 MS. SANDRA COOPER: Yes.

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

10 MS. SANDRA COOPER: Yes.

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

14 MS. SANDRA COOPER: M-hm.

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

17 MS. SANDRA COOPER: Yes.

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

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

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

1 MS. SANDRA COOPER: That is correct.

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

5 MS. SANDRA COOPER: Yes.

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

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

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

13 MS. SANDRA COOPER: Okay. Then yes.

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

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

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

21 MS. SANDRA COOPER: Yes.

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

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

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

3 MS. SANDRA COOPER: Yes.

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

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

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

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

13 MR. WILLIAM MCDOWELL: Yes.

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

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

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

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

21 MS. SANDRA COOPER: No.

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

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

1 would call it that.

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

4 MS. SANDRA COOPER: Provide --

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

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

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

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

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

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

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

19

20 (BRIEF PAUSE)

21

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

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

1 budget deliberations in 2011?

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

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

8 MS. SANDRA COOPER: Yes.

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

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

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

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

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

24 MS. SANDRA COOPER: Yes.

25 MR. WILLIAM MCDOWELL: Okay. And is

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

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

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

10

11 (BRIEF PAUSE)

12

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

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

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

20 MS. SANDRA COOPER: Thank you.

21

22 (BRIEF PAUSE)

23

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

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

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

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

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

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

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

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

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

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

1 MS. SANDRA COOPER: On occasion.

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

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

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

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

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

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

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

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

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

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

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

8 MR. WILLIAM MCDOWELL: For --

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

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

14 MS. SANDRA COOPER: Yes.

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

18 MS. SANDRA COOPER: Correct.

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

21 MS. SANDRA COOPER: I would think so.

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

1 Conduct?

2 MS. SANDRA COOPER: Yes.

3

4 (BRIEF PAUSE)

5

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

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

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

18 MS. SANDRA COOPER: Yes.

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

22 MS. SANDRA COOPER: Yes.

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

1 parentheses:

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

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

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

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

13 MS. SANDRA COOPER: Yes.

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

17 MS. SANDRA COOPER: Correct.

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

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

25 MR. WILLIAM MCDOWELL: Right. But the

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

3 MS. SANDRA COOPER: Yes.

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

6

7 (BRIEF PAUSE)

8

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

11

12 (BRIEF PAUSE)

13

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

16 MS. SANDRA COOPER: Yes.

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

19

20 (BRIEF PAUSE)

21

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

24

25 (BRIEF PAUSE)

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

4 MS. SANDRA COOPER: Yes.

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

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

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

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

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

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

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

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

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

8 MS. SANDRA COOPER: Yes.

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

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

15 MR. WILLIAM MCDOWELL: Right. So --

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

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

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

24 MR. WILLIAM MCDOWELL: Right, but then
25 --

1 MS. SANDRA COOPER: But --

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

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

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

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

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

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

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

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

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

23 MS. SANDRA COOPER: Yes.

24 MR. WILLIAM MCDOWELL: Right. Now --

25 MS. SANDRA COOPER: And I didn't

1 provide any legal opinions to him. I want to be
2 clear.

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

6 MS. SANDRA COOPER: I did not.

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

10

11 (BRIEF PAUSE)

12

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

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

18 We'll come back to that part of it and
19 then the last sentence:

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

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

24 MS. SANDRA COOPER: I would guess that
25 as well.

1 MR. WILLIAM MCDOWELL: Okay.

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

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

7 MS. SANDRA COOPER: No.

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

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

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

14

15 (BRIEF PAUSE)

16

17 MR. WILLIAM MCDOWELL: And scroll
18 down.

19

20 (BRIEF PAUSE)

21

22 MR. WILLIAM MCDOWELL: So this is the
23 whole chain going up. And I won't go through it all
24 but do I -- do I take it that we're unaware as at
25 April of 2011 that Mr. Bonwick was dealing with

1 PowerStream?

2 MS. SANDRA COOPER: Yes.

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

7 MS. SANDRA COOPER: Yes.

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

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

12 MR. WILLIAM MCDOWELL: Mid May.

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

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

17

18 (BRIEF PAUSE)

19

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

22 COURT OPERATOR: 527136.

23 MR. WILLIAM MCDOWELL: 527136.

24

25 (BRIEF PAUSE)

1 MR. WILLIAM MCDOWELL: Try -- try four
2 zeros.

3

4 (BRIEF PAUSE)

5

6 COURT OPERATOR: It's not currently
7 appearing in the database.

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

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

13 So if we turn up the Foundation
14 Document, paragraph 84.

15

16 (BRIEF PAUSE)

17

18 MR. WILLIAM MCDOWELL: So we touched
19 on this yesterday or the day before. So the problem
20 was that we had an employer in town that had roughly
21 how many employees, twenty-five (25), or something
22 like that?

23 MS. SANDRA COOPER: My understanding,
24 there were about eighty (80).

25 MR. WILLIAM MCDOWELL: Eighty (80),

1 okay. I apologize.

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

5 MS. SANDRA COOPER: Yes.

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

8 MS. SANDRA COOPER: Yes.

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

12 MS. SANDRA COOPER: I recall that,
13 yes.

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

18 MS. SANDRA COOPER: Yes.

19 MR. WILLIAM MCDOWELL: And to that
20 extent its interests are different.

21 MS. SANDRA COOPER: Yes.

22 MR. WILLIAM MCDOWELL: That AG -- if
23 it's up to AGP, they would never pay their taxes, but
24 you're the Town, you have to collect them, correct?

25 MS. SANDRA COOPER: Yes.

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

5 MS. SANDRA COOPER: Okay, thank you.
6 Yes.

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

11 MS. SANDRA COOPER: I made that
12 assumption, yes.

13 MR. WILLIAM MCDOWELL: But did you
14 make that assumption at the time?

15 MS. SANDRA COOPER: I don't recall
16 when I made that assumption.

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

22 MS. SANDRA COOPER: Mr. Bonwick is a
23 former MP and perhaps would have relationships and
24 ties to the government.

25 MR. WILLIAM MCDOWELL: I appreciate

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

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

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

9 Now, then we turn up TOC59201.

10

11 (BRIEF PAUSE)

12

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

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

19 That's your message, correct?

20 MS. SANDRA COOPER: Yes.

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

24 MS. SANDRA COOPER: It would have been
25 as -- as Collus and --

1 MR. WILLIAM MCDOWELL: Okay.

2 MS. SANDRA COOPER: -- and --

3 MR. WILLIAM MCDOWELL: Sorry, go
4 ahead.

5 MS. SANDRA COOPER: And it would be
6 overall Public Works and Engineering.

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

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

10 MR. WILLIAM MCDOWELL: All right.
11 But, I mean, he had his finger on the AGP pulse, as it
12 were.

13 MS. SANDRA COOPER: That was my
14 understanding, yes.

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

17 "I hope she really doesn't mean
18 this."

19 But then the line I wanted to ask you
20 about is:

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

24 So start with this, you didn't know
25 about this email?

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

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

7 MS. SANDRA COOPER: That's what I'm
8 reading into the email.

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

12 MS. SANDRA COOPER: Yes, I would
13 suggest that.

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

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

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

23 MS. SANDRA COOPER: I can't speak for
24 Mr. Houghton.

25 MR. WILLIAM MCDOWELL: Well, I'm not

1 asking you to but you -- you were the mayor..

2 MS. SANDRA COOPER: Yes.

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

6 MS. SANDRA COOPER: Were to be
7 lenient, yes.

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

12 MS. SANDRA COOPER: M-hm.

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

15 MS. SANDRA COOPER: M-hm. Many
16 others, yes.

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

21 MS. SANDRA COOPER: Yes, that's
22 correct.

23 MR. WILLIAM MCDOWELL: And so did you
24 take office as a member of the Board when you were
25 sworn in as mayor effectively?

1 MS. SANDRA COOPER: Yes.

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

4 MS. SANDRA COOPER: It would be in
5 December.

6 MR. WILLIAM MCDOWELL: In December of
7 2010?

8 MS. SANDRA COOPER: 2010.

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

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

15 MR. WILLIAM MCDOWELL: Right. And you
16 accept that that's accurate?

17 MS. SANDRA COOPER: I have nothing to
18 dispute that.

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

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

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

1 (BRIEF PAUSE)

2

3 MR. WILLIAM MCDOWELL: So January 6th,
4 2011, Mr. Houghton gave an orientation presentation to
5 Town Council on behalf of Collus, and this is because
6 there's a new council, I take it?

7 MS. SANDRA COOPER: Yes. All
8 departments did this.

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

11 "Presentation slides did not mention
12 the contemplation of any mergers,
13 acquisitions, or divestments."

14 And that's true, I take it. We can
15 pull up the presentation if you want, but that is
16 correct.

17 MS. SANDRA COOPER: Okay.

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

21 MS. SANDRA COOPER: That is correct.

22 MR. WILLIAM MCDOWELL: And if we pull
23 up this document very quickly, ALE50195.

24

25 (BRIEF PAUSE)

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

7 MS. SANDRA COOPER: yes.

8 MR. WILLIAM MCDOWELL: And is it fair
9 to say that the initial discussion where Mr. Houghton
10 approached Mr. Bentz is -- is something that you only
11 learned about when you saw the Foundation Document?

12 MS. SANDRA COOPER: At that point in
13 time, I understood that Mr. Houghton was meeting with
14 various -- just trying to get an idea if there was an
15 interest.

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

23 MS. SANDRA COOPER: At a later time,
24 yes.

25 MR. WILLIAM MCDOWELL: So then can we

1 scroll down a bit here? So he -- Mr. Bentz records:

2 "Received email, E. Houghton, known

3 him for over 15 years, asked to

4 speak on a confidential matter.

5 Talked about situation with Collus."

6 And carries on. Then he says:

7 "Also in his role as Executive

8 Director of the Town of Collingwood,

9 basically runs municipal deputy

10 (sic) there. Has a lot of clout."

11 I'm assuming that's "department." Was

12 there such a position as Executive Director of the

13 Town of Collingwood?

14 MS. SANDRA COOPER: Executive Director

15 --

16 MR. WILLIAM MCDOWELL: Of Public

17 Works, is it?

18 MS. SANDRA COOPER: Public Works,

19 which is under the Town of Collingwood.

20 MR. WILLIAM MCDOWELL: Right. And the

21 -- Mr. Houghton is recorded as having said, I take it,

22 there has a lot of clout.

23 And I take it Mr. Houghton in the Town

24 of Collingwood did have a lot of clout.

25 MS. SANDRA COOPER: He was a long-time

1 employee for the Town of Collingwood.

2 MR. WILLIAM MCDOWELL: And he had a
3 lot of clout?

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

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

11 MS. SANDRA COOPER: Yes.

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

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

19 MR. WILLIAM MCDOWELL: So we don't
20 know who said that to whom but that discussion was
21 had, correct?

22 MS. SANDRA COOPER: From what I'm
23 reading, yes.

24 MR. WILLIAM MCDOWELL: And:

25 "RF -- RFP with multiple bidders."

1 It appears that this is -- is something
2 that was discussed in December of 2010.

3 MS. SANDRA COOPER: I believe so.

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

11 MS. SANDRA COOPER: My understanding,
12 it was fact gathering, and so I think from that point
13 --

14 MR. WILLIAM MCDOWELL: He jumped
15 pretty quickly to the facts, what the enterprise is
16 worth, correct?

17 MS. SANDRA COOPER: What he believes,
18 yes.

19 MR. WILLIAM MCDOWELL: Right.

20 MS. SANDRA COOPER: M-hm.

21 MR. WILLIAM MCDOWELL: And this is
22 something that I'll probably come back to, but this is
23 the most valuable asset that Coll -- that Collingwood
24 had, correct?

25 MS. SANDRA COOPER: Yes.

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

7 MS. SANDRA COOPER: M-hm, yes, I
8 understand that.

9 MR. WILLIAM MCDOWELL: Do you accept
10 that?

11 MS. SANDRA COOPER: Well, perhaps,
12 yes.

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

15 MS. SANDRA COOPER: Yes.

16 MR. WILLIAM MCDOWELL: Right. So then
17 I guess the next question I have is that Mr. Houghton
18 at this time is famously wearing two hats. He's
19 running Collus Power and he is an Executive Director
20 at the Town, right?

21 MS. SANDRA COOPER: That's correct.

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

25 MS. SANDRA COOPER: Correct.

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

4 MS. SANDRA COOPER: Correct, I haven't
5 seen Board minutes.

6 MR. WILLIAM MCDOWELL: Right.
7 And so the question that I have is who
8 gave him the authority to have this discussion?

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

15 MR. WILLIAM MCDOWELL: Well, I
16 understand that at a general level, that very
17 fortunate to have somebody as experienced in business
18 as Mr. Muncaster.

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

22 MS. SANDRA COOPER: I understood that
23 the exercise was to look at an in -- to see if there
24 was an interest, an appetite.

25 MR. WILLIAM MCDOWELL: Right, but I

1 want to be clear. Do you have any knowledge that Mr.
2 Muncaster authorized Mr. Houghton to have this
3 discussion?

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

5 MR. WILLIAM MCDOWELL: All right.

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

9 MS. SANDRA COOPER: Yes.

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

12 MS. SANDRA COOPER: That is correct.
13 I did not see it.

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

16 "Over the course of the last few
17 years, more specifically over the
18 last few weeks, I have followed with
19 interest the situation presently
20 being experienced by Collingwood
21 Council. More specifically, their
22 financial situation and the need for
23 a significant capital injection."

24 Then he goes on to talk about his own
25 experience in elected office and the prospect of

1 selling Collingwood's utility services.

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

7 And they take it he was right that
8 budget deliberations would begin in January.

9 MS. SANDRA COOPER: Usually in the
10 spring, that's been the practice.

11 MR. WILLIAM MCDOWELL: All right.

12 And he is right in saying that if
13 Collus was -- sorry, if the Town was going to sell all
14 or part of Collus, this would be relevant to budget
15 considerations, correct?

16 MS. SANDRA COOPER: Yes, it -- it
17 would be.

18 MR. WILLIAM MCDOWELL: And Mr. Bonwick
19 raises the prospect of PowerStream having a potential
20 interest. Do you see that at the end of the long
21 paragraph?

22 MS. SANDRA COOPER: I see that on the
23 e-mail.

24 MR. WILLIAM MCDOWELL: And so he - he
25 seems to be in the loop with the idea that PowerStream

1 and Collus might come to some arrangement, correct?

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

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

7 MS. SANDRA COOPER: Not specifically.

8 MR. WILLIAM MCDOWELL: Not at all, in
9 fact?

10 MS. SANDRA COOPER: Not at all.

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

15 MS. SANDRA COOPER: He did not receive
16 any of this information from me.

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

22 MS. SANDRA COOPER: Yes.

23 MR. WILLIAM MCDOWELL: And you said
24 that it was important to tell Mr. Bentz that you and
25 Mr. Bonwick were related. Do you remember that?

1 MS. SANDRA COOPER: Yes.

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

5 MS. SANDRA COOPER: That is correct.
6 That was part of it.

7 MR. WILLIAM MCDOWELL: Okay. So if we
8 look at the Foundation document, paragraph 117. So
9 just looking at this, we scroll up just to get the
10 context a little bit.

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

15 You see that, right?

16 MS. SANDRA COOPER: I see that.

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

20 MS. SANDRA COOPER: Yes.

21 MR. WILLIAM MCDOWELL: That he was
22 your brother?

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

25 MR. WILLIAM MCDOWELL: Now, if we look

1 at TOC 37577, this -- so this, following on the
2 conversation, I guess, between Mr. -- or the e-mail
3 between Mr. Bentz and Mr. Bonwick, Mr. Bonwick was
4 sending on the Compensio PowerStream proposal to Mr.
5 Houghton?

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

8 MR. WILLIAM MCDOWELL: No, I
9 appreciate that. But I guess a couple of questions
10 about that.

11 If we're headed into an RFP in which
12 PowerStream is going to be a proponent, this is
13 probably something that Mr. Houghton should not be
14 doing, correct?

15 MS. SANDRA COOPER: I wouldn't think
16 so.

17 MR. WILLIAM MCDOWELL: Okay. And then
18 if we look at TOC 38100 --

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

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

22 THE HONOURABLE FRANK MARROCCO: Should
23 I -- should I take from that that you're -- you agree
24 he ought not to be doing that, or should I take
25 something else from it?

1 MS. SANDRA COOPER: No, Your Honour.

2 I would say that he should not have done that.

3 THE HONOURABLE FRANK MARROCCO: Thank

4 you.

5 MR. WILLIAM MCDOWELL: Thank you,

6 Commissioner.

7 So this is the e-mail that Mr. Houghton

8 drafts and this is a template for your remarks to

9 Council about the prospect of selling Collus, correct?

10 MS. SANDRA COOPER: Yes.

11 MR. WILLIAM MCDOWELL: And as I

12 understood your evidence, you asked Mr. Houghton to

13 draft this e-mail for you, correct?

14 MS. SANDRA COOPER: Yes.

15 MR. WILLIAM MCDOWELL: That was your

16 evidence, but you've thought about it over a couple of

17 nights. Is that, in fact, correct? It's a long time

18 ago, but I just wanted to be clear about this.

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

20 January 2011.

21 MR. WILLIAM MCDOWELL: So sitting here

22 today, is that still your evidence, that you asked him

23 to draft this?

24 MR. FREDERICK CHENOWETH: I thought

25 she just said it is. That's her evidence.

1 THE HONOURABLE FRANK MARROCCO: I --
2 I'll allow the question.

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

6 MS. SANDRA COOPER: To draft something
7 up for me, yes.

8 MR. WILLIAM MCDOWELL: All right.
9 But one of the things that's curious
10 about is that you ask him to draft your remarks to
11 Council, but he sends the draft to your brother.

12 MS. SANDRA COOPER: I was not copied
13 on that.

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

16 MS. SANDRA COOPER: No. I -- I was
17 not privy to it.

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

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

22 I'm assuming that's the Board of Collus
23 Power?

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

1 MR. WILLIAM MCDOWELL: "I was
2 wondering if we should chat."

3 You have no idea why there was that
4 suggestion from Mr. Houghton?

5 MS. SANDRA COOPER: No.

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

8

9 (BRIEF PAUSE)

10

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

14 MS. SANDRA COOPER: Yes.

15 MR. WILLIAM MCDOWELL: A couple of
16 questions about this. If we go up to paragraph 139,
17 oh, hang on.

18 Mr. Houghton in his draft had said:

19 "This request and your review must
20 be kept in strictest confidence."

21 So he said that.

22 MS. SANDRA COOPER: Yes.

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

25 MS. SANDRA COOPER: M-hm.

1 MR. WILLIAM MCDOWELL: You have to say
2 yes or no for the record.

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

4 MR. WILLIAM MCDOWELL: And in his
5 draft he says:

6 "I must also say that this is not a
7 done deal that Collus will be sold
8 if after the review we are asked
9 about selling Collus, we can provide
10 the details that suggest the
11 contrary, if that is the right
12 thing."

13 MS. SANDRA COOPER: That's what I
14 read, yes.

15 MR. WILLIAM MCDOWELL: All right.
16 But if we scroll down to your version,
17 that language isn't in there? Keep going.

18 You say my specific request is that
19 Chair Muncaster direct Mr. Houghton to undertake a
20 valuation of Collus, examining all potential
21 opportunities that might benefit -- Coll --
22 Collingwood residents and that a report containing
23 recommendations be presented to Council by May 30th,
24 2011.

25 MS. SANDRA COOPER: Yes.

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

4 MS. SANDRA COOPER: No.

5 MR. WILLIAM MCDOWELL: Do you recall
6 why you took that wording out? The wording about it
7 not being a done deal?

8 MS. SANDRA COOPER: I don't recall
9 then, but as reading it today, report containing
10 recommendation. So it would be Council's
11 consideration, in any event.

12 MR. WILLIAM MCDOWELL: All right.
13 So in other words, the recommendation
14 might be don't sell the company?

15 MS. SANDRA COOPER: It could have
16 been.

17 MR. WILLIAM MCDOWELL: All right.
18 Thank you for clearing that up.

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

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

25 MR. WILLIAM MCDOWELL: Sure, that's

1 fine.

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

5 MS. SANDRA COOPER: No offence taken,
6 Your Honour.

7

8 CONTINUED BY MR. WILLIAM MCDOWELL:

9 MR. WILLIAM MCDOWELL: You're a better
10 person than I.

11 So in the e-mail you requested that Mr.
12 Muncaster tell Mr. Houghton to get a valuation of
13 Collus, right?

14 MS. SANDRA COOPER: Yes.

15 MR. WILLIAM MCDOWELL: So if you are a
16 potential buyer of Collus, that would be valuable
17 commercial information to have, that the Town was
18 serious about selling the company, and in fact it was
19 going to get a valuation, right?

20 MS. SANDRA COOPER: Yes.

21 MR. WILLIAM MCDOWELL: Okay. And this
22 was a confidential and sensitive matter --

23 MS. SANDRA COOPER: Yes.

24 MR. WILLIAM MCDOWELL: -- for a whole
25 bunch of reasons. You've got employees who maybe

1 displaced, right?

2 MS. SANDRA COOPER: Affect employees.

3 MR. WILLIAM MCDOWELL: Right.

4 MS. SANDRA COOPER: Customer service.

5 A lot of --

6 MR. WILLIAM MCDOWELL: Customer

7 service, people don't like selling their hydro

8 utilities, as we saw with the whole Hydro One system

9 right?

10 MS. SANDRA COOPER: Yes.

11 MR. WILLIAM MCDOWELL: And if we pull

12 up ALE 71. So this is the e-mail Mr. Bonwick to Mr.

13 Bentz. And Mr. Bonwick in the second paragraph says,

14 "In the interest of time", bearing in mind this is a

15 day or two after your e-mail, right?

16 MS. SANDRA COOPER: Yes.

17 MR. WILLIAM MCDOWELL:

18 "In the interest of time, I had to

19 initiate the beginning of the

20 process we discussed. Unfortunately

21 the next committee meeting was not

22 scheduled for another two (2)

23 months, which would have caused some

24 timing challenge -- challenges if

25 process was not initiated this

1 week."

2 So taking it that far Mr. Bonwick
3 speaks of initiating a process. Do you know what he's
4 talking about?

5 MS. SANDRA COOPER: No.

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

9 MS. SANDRA COOPER: Not that I'm aware
10 of.

11 MR. WILLIAM MCDOWELL: Right. And
12 then in the next paragraph he says:

13 "As a result, the Chairperson and
14 Executive Director have now received
15 direction to commence a valuation of
16 the utility."

17 You see that?

18 MS. SANDRA COOPER: I see that.

19 MR. WILLIAM MCDOWELL: And in fact,
20 that much was true. They had received that direction
21 from you?

22 MS. SANDRA COOPER: Yes.

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

1 MS. SANDRA COOPER: I would consider
2 it confidential, yes.

3 MR. WILLIAM MCDOWELL: And it was
4 leaked?

5 MS. SANDRA COOPER: It -- yes.

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

8 MS. SANDRA COOPER: No.

9 MR. WILLIAM MCDOWELL: Okay.

10 And then carrying on, a bit of a
11 backgrounder is now being prepared to present to the
12 audit committee in order to secure approval on the
13 sole-source option as it relates to the valuation.

14 So that the audit committee is the
15 audit committee of Collus Power?

16 MS. SANDRA COOPER: Yes.

17 MR. WILLIAM MCDOWELL: And that was
18 true, I take it, the audit committee was looking at
19 that?

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

22 MR. WILLIAM MCDOWELL: You didn't know
23 that at the time?

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

25 MR. WILLIAM MCDOWELL: So just looking

1 at that, Mr. Bonwick seems to know an awful lot about
2 what's going on at Collus Power and its respective
3 sale, correct?

4 MS. SANDRA COOPER: Yes, from what I'm
5 reading.

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

8 MS. SANDRA COOPER: Yes.

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

11 MS. SANDRA COOPER: I'm agreeing with
12 you.

13 MR. WILLIAM MCDOWELL: Good.

14 All right, now I'm going to move to a
15 different area, Commissioner. This might be an
16 appropriate time.

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

19

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

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

22

23 MR. WILLIAM MCDOWELL: Thank you,
24 Commissioner.

25

1 CONTINUED BY MR. WILLIAM MCDOWELL:

2 MR. WILLIAM MCDOWELL: So if we turn
3 up paragraph 138 of the Foundation Document. So this
4 is at the end of January. This is at the time that
5 you have written the email or about to write the email
6 directing that a valuation be undertaken of Collus
7 Power?

8 MS. SANDRA COOPER: Yes.

9 MR. WILLIAM MCDOWELL: And Mr.
10 Houghton writes to Mr. Bonwick:

11 "It is so important that Rick does
12 not know what I am doing."

13 And in that context, Rick I assume is
14 the deputy mayor?

15 MS. SANDRA COOPER: I would assume
16 that well.

17 MR. WILLIAM MCDOWELL: And Mr. Bonwick
18 responded:

19 "No kidding, that applies to
20 absolutely everyone."

21 Right?

22 MS. SANDRA COOPER: Yes.

23 MR. WILLIAM MCDOWELL: And that in the
24 context again, I -- I assume means all the other
25 members of Council?

1 MS. SANDRA COOPER: I would assume.

2 MR. WILLIAM MCDOWELL: Right.

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

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

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

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

12 MS. SANDRA COOPER: Yes.

13 MR. WILLIAM MCDOWELL: Right. And if
14 we look at the Foundation Document 146, Muncaster says
15 there:

16 "Because Mayor Cooper has been
17 involved in the previous
18 consideration of having this
19 valuation done that should not be a
20 difficulty and I would suspect that
21 we will be relying on her judgment
22 about the involvement of the
23 shareholder."

24 You see that?

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

1 MR. WILLIAM MCDOWELL: The
2 shareholder's the Town?

3 MS. SANDRA COOPER: Correct.

4 MR. WILLIAM MCDOWELL: And so the
5 whole question from the perspective of the chairman of
6 Collus Power of who was going to -- or when Council
7 was going to be told, that was delegated to you,
8 correct?

9 MS. SANDRA COOPER: From reading here,
10 yes.

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

13 MS. SANDRA COOPER: Yes.

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

17 "Same goes for Collus, it also sends
18 a message through early in your term
19 that your Council will provide
20 direction."

21 This is on the heels of you having
22 directed that an valuation be undertaken?

23 MS. SANDRA COOPER: Yes.

24 MR. WILLIAM MCDOWELL: And then he
25 says:

1 "When I spoke to you a few weeks ago
2 about this type of direction, Ed
3 thought his board would be
4 supportive of such a request."

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

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

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

14 MS. SANDRA COOPER: Yes.

15 MR. WILLIAM MCDOWELL: Now let's turn
16 to paragraph 176 of the Foundation Document. So we've
17 moved ahead to May of 2011. So Messrs. Muncaster,
18 Houghton and Fryer present the Collus annual report
19 and business plan to Town Council. You see that?

20 MS. SANDRA COOPER: Yes, I do.

21 MR. WILLIAM MCDOWELL: And then
22 turning to 177. Mr. Houghton says:

23 "We look at Council and our citizens
24 as our partner."

25 But it really wasn't -- weren't the

1 citizens of Collingwood, in effect, the shareholders
2 of Collus?

3 MS. SANDRA COOPER: Yes.

4 MR. WILLIAM MCDOWELL: Technically,
5 the shareholder is the Town, but really, that means
6 the citizens own -- own the shares?

7 MS. SANDRA COOPER: Yes.

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

10 "There's something that we've been
11 doing quite a bit lately. I think
12 very soon you're going to be hearing
13 something that we're very much
14 involved with."

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

17 MS. SANDRA COOPER: Yes.

18 MR. WILLIAM MCDOWELL: And again, Town
19 Council, apart from that tantalizing bit from Mr.
20 Houghton, knows nothing about this?

21 MS. SANDRA COOPER: Yes.

22 MR. WILLIAM MCDOWELL: You're agreeing
23 with me?

24 MS. SANDRA COOPER: Yes, I am.

25 MR. WILLIAM MCDOWELL: Now, looking at

1 paragraph 187 of the Foundation Document. So this is
2 the draft of the letter, which ultimately you send
3 back to Mr. Bentz. And if we can pull up ALE136.

4 This is the draft.

5 MS. SANDRA COOPER: Yes.

6 MR. WILLIAM MCDOWELL: Sorry?

7 MR. GEORGE MARRON: There should be a
8 date on this letter and I -- I say that because I had
9 reference to it and I believe I introduced it as
10 Exhibit 30 in the proceedings.

11 THE HONOURABLE FRANK MARROCCO: My
12 recollection is there was no date on it. I've never
13 seen it with a date on it.

14

15 CONTINUED BY MR. WILLIAM MCDOWELL:

16 MR. WILLIAM MCDOWELL: Let's look at
17 one (1) -- paragraph. Just while we're here, let's
18 look at this. So, Mr. Bonwick --

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

21 MR. WILLIAM MCDOWELL: Right.

22 MR. GEORGE MARRON: It's not the
23 letter that the mayor --

24 MR. WILLIAM MCDOWELL: It's not --
25 it's not the letter.

1 MR. GEORGE MARRON: I'm sorry, I'm in
2 error. I'm sorry.

3

4 CONTINUED BY MR. WILLIAM MCDOWELL:

5 MR. WILLIAM MCDOWELL: So there you
6 are to acknowledge to -- to Mr. Bentz that Mr. Hought
7 -- you say Mr. Bonwick's responsibilities could
8 potentially incorporate advice relating to the Town of
9 Collingwood.

10 MS. SANDRA COOPER: Yes, that is
11 correct.

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

16 MS. SANDRA COOPER: Yes.

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

21 MS. SANDRA COOPER: I would expect
22 they would be.

23 MR. WILLIAM MCDOWELL: And then
24 turning up paragraph 189 of the Foundation Document.
25 So Mr. Bonwick says to Mr. Bentz:

1 "I wrote it with the thought of
2 public disclosure, if ever
3 required."

4 Right?

5 MS. SANDRA COOPER: Yes, that is
6 right.

7 MR. WILLIAM MCDOWELL: And I
8 appreciate that you weren't copied on this email but
9 that was your understanding that this letter was to
10 provide -- provide cover for PowerStream if this
11 relationship ever became public, correct?

12 MS. SANDRA COOPER: Yes.

13 MR. WILLIAM MCDOWELL: And then
14 turning up paragraph 197. This is the text of your
15 letter.

16 MS. SANDRA COOPER: Yes, that's
17 correct.

18 MR. WILLIAM MCDOWELL: Which is
19 substantially in the form of the draft that Mr.
20 Bonwick had given you?

21 MS. SANDRA COOPER: Yes.

22 MR. WILLIAM MCDOWELL: Then scrolling
23 down -- okay, keep going. Stop there.

24 "I would emphasize [you say in your
25 letter] that should you choose to

1 engage Compenso in some manner of
2 service, it should be based entirely
3 on the merits of the proposal and
4 completely unrelated to his
5 relationship with me and that of my
6 office."

7 Right?

8 MS. SANDRA COOPER: Yes. That is
9 right.

10 MR. WILLIAM MCDOWELL: My
11 understanding of your evidence is that you made no
12 inquiries of Mr. Bonwick about the type of advice he
13 was going to be getting to PowerStream.

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

16 MR. WILLIAM MCDOWELL: Those were the
17 -- that -- that's -- that was what the advice and what
18 the services were going to be as you understood it?

19 MS. SANDRA COOPER: That's what I
20 understand, yes.

21 MR. WILLIAM MCDOWELL: But you made no
22 inquiries?

23 MS. SANDRA COOPER: That is correct.

24 MR. WILLIAM MCDOWELL: And as I
25 understood your evidence the reason for that was that

1 you have a reticence about asking your siblings about
2 how they earn their income, right?

3 MS. SANDRA COOPER: Yes.

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

7 MS. SANDRA COOPER: I wouldn't
8 necessarily know.

9 MR. WILLIAM MCDOWELL: Right, not
10 having made inquiries you wouldn't -- you wouldn't
11 know.

12 MS. SANDRA COOPER: I don't see them
13 weekly.

14 MR. WILLIAM MCDOWELL: Did you -- let
15 me ask you this. When you wrote your letter, did you
16 give any independent thought as to the content of your
17 letter or did you just look at his and say, that looks
18 fine, I'll sign off on that?

19 MS. SANDRA COOPER: I looked at his
20 letter and thought it was fine to -- to sign at the
21 time.

22 MR. WILLIAM MCDOWELL: As we've seen,
23 we know that Mr. Bonwick was getting confidential
24 information about PowerStream on the runup to you
25 sending this letter.

1 MS. SANDRA COOPER: Yes, we've seen
2 that.

3 MR. WILLIAM MCDOWELL: Can we pull up
4 ALE216.

5

6 (BRIEF PAUSE)

7

8 MR. WILLIAM MCDOWELL: And then let's
9 pull up 218.

10

11 (BRIEF PAUSE)

12

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

16

17 (BRIEF PAUSE)

18

19 MR. WILLIAM MCDOWELL: So there,
20 PowerStream is talking about -- this is at slide 6?
21 They're understanding the Town of Collingwood is
22 considering selling the Utility. They have KPMG in --
23 involved.

24 Do you see that?

25 MS. SANDRA COOPER: Yes, that's

1 correct. They do.

2 MR. WILLIAM MCDOWELL: Then at the
3 same time, the slide says, PowerStream has been
4 approached by the Honourable Paul Bonwick. They talk
5 about his expertise, and they say that he has close
6 relationships within the community that may assist
7 PowerStream in achieving its M&A objectives, right?

8 MS. SANDRA COOPER: Yes.

9 MR. WILLIAM MCDOWELL: So then looking
10 at -- at that, just by itself, that seems to suggest
11 that what PowerStream thinks it's buying is Mr.
12 Bonwick's expertise, but also his relationships,
13 right?

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

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

18 MR. FREDERICK CHENOWETH: Just assist
19 me if you would. I'm just wondering what the date of
20 that PowerStream retreat was.

21 MR. WILLIAM MCDOWELL: It's on the
22 first slide.

23

24 (BRIEF PAUSE)

25

1 MR. WILLIAM MCDOWELL: There you go,
2 June 16.

3 MR. FREDERICK CHENOWETH: Thank you.
4 Appreciate it. Thank you.

5 MR. WILLIAM MCDOWELL: Then if we go
6 to Foundation Document paragraph 202.

7

8 (BRIEF PAUSE)

9

10 MR. WILLIAM MCDOWELL: So this is a
11 review of the retainer letter signed on June the 7th
12 by PowerStream. Do you see there that Mr. Bonwick
13 would, among other things, prepare detailed briefings
14 identifying key decision makers related to a
15 particular opportunity? Do you see that?

16 MS. SANDRA COOPER: Yes, I do.

17 MR. WILLIAM MCDOWELL: So Mr. Bonwick
18 was to figure out who were the real decision makers in
19 relation to the -- the PowerStream opportunity?

20 MS. SANDRA COOPER: Yes.

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

23

24 (BRIEF PAUSE)

25

1 MR. WILLIAM MCDOWELL: Sorry, go up a
2 little bit, there.

3

4 (BRIEF PAUSE)

5

6 MR. WILLIAM MCDOWELL:

7 "Compenso is in constant contact
8 with the municipal government
9 leaders, and as such, is able to
10 monitor and report any changes or
11 opportunities that may arise. Our
12 intelligence gathering will help
13 prepare you to respond to any
14 potential critical challenges being
15 brought forward."

16 So you see that?

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

19 MR. WILLIAM MCDOWELL: So when you put
20 all of that together, Mr. Bonwick is being paid
21 because of his access to people like you? Do you see
22 that?

23 MS. SANDRA COOPER: Yes, I do.

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

1 MS. SANDRA COOPER: To government
2 leaders, yes.

3 MR. WILLIAM MCDOWELL: Yeah, but --

4 MS. SANDRA COOPER: That would include
5 me.

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

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

9 MR. WILLIAM MCDOWELL: And
10 "intelligence" is one (1) of those funny words,
11 because it means information gathered by all kinds of
12 means, correct?

13 MS. SANDRA COOPER: Yes.

14 MR. WILLIAM MCDOWELL: And the most
15 valuable intelligence is going to be information that
16 is confidential to the vendor, the Town, correct?

17 MS. SANDRA COOPER: I would agree with
18 that.

19

20 (BRIEF PAUSE)

21

22 MR. WILLIAM MCDOWELL: So just to put
23 it all together, you now accept, sitting here today,
24 that when Mr. Bonwick approached PowerStream, he was,
25 in part, selling his ability to gain access to you and

1 your office?

2 MS. SANDRA COOPER: Yes.

3 MR. WILLIAM MCDOWELL: Now, if we keep
4 scrolling down, under disclosure, if you take a second
5 to look at that.

6

7 (BRIEF PAUSE)

8

9 MR. WILLIAM MCDOWELL:

10 "Bonwick represents and warrants
11 that he has disclosed the scope of
12 his services and his retainer by
13 PowerStream to the mayor and clerk
14 of the Town of Collingwood."

15 Do you see that?

16 MS. SANDRA COOPER: Yes, I do see
17 that.

18 MR. WILLIAM MCDOWELL: As I understand
19 your evidence, you understood that he was going to be
20 acting for PowerStream, but only in public relations
21 activities?

22 MS. SANDRA COOPER: Public relations,
23 communications. That was what I understood.

24 MR. WILLIAM MCDOWELL: Can we agree,
25 then, that Mr. Bonwick did not disclose the scope of

1 his -- these activities as this required him to do?

2 MS. SANDRA COOPER: I had not seen
3 financials or that detailed scope.

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

7 MS. SANDRA COOPER: Correct. That is
8 right.

9

10 (BRIEF PAUSE)

11

12 MR. WILLIAM MCDOWELL: Now, if we turn
13 to a different topic, CPS4397.

14

15 (BRIEF PAUSE)

16

17 MR. WILLIAM MCDOWELL: So this is the
18 review of options?

19 MS. SANDRA COOPER: Yes, that's
20 correct.

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

25 MS. SANDRA COOPER: They did not

1 recommend 50 percent. That is correct.

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

6 MS. SANDRA COOPER: To be honest, I
7 don't recall.

8 MR. WILLIAM MCDOWELL: Right. And you
9 made reference to a KPMG -- a separate KPMG
10 presentation about the 50 percent?

11 MS. SANDRA COOPER: Yes.

12 MR. WILLIAM MCDOWELL: And we have
13 looked, and we can't find any evidence that there was
14 one?

15 MS. SANDRA COOPER: Okay.

16 MR. WILLIAM MCDOWELL: Do you accept
17 that?

18 MS. SANDRA COOPER: Yes, I do accept
19 that. There's been a lot of reading of documents.

20

21 (BRIEF PAUSE)

22

23 MR. WILLIAM MCDOWELL: And if we turn
24 up TOC516351.

25

1 (BRIEF PAUSE)

2

3 MR. WILLIAM MCDOWELL: These are the
4 in camera minutes --

5 MS. SANDRA COOPER: Yes.

6 MR. WILLIAM MCDOWELL: -- for the
7 meeting of June 27th, 2011. So if we scroll
8 through...

9

10 (BRIEF PAUSE)

11

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

15 MS. SANDRA COOPER: That's correct.

16 MR. WILLIAM MCDOWELL: And again,
17 we'll go back to this. This is the most valuable
18 asset the Town has. This is pretty important,
19 correct?

20 MS. SANDRA COOPER: Yes.

21 MR. WILLIAM MCDOWELL: And can we now
22 agree that there should have been some indication as
23 to the consensus reached by Council in camera?

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

1 MR. WILLIAM MCDOWELL: Now the
2 Strategic Task Team was formed after the June 27th
3 meeting?

4 MS. SANDRA COOPER: Yes.

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

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

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

14 MS. SANDRA COOPER: Yes.

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

18 MS. SANDRA COOPER: That is correct.

19 MR. WILLIAM MCDOWELL: The idea is
20 that in the RFP, you want to treat all bidders the
21 same, correct?

22 MS. SANDRA COOPER: Absolutely.

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

25 MS. SANDRA COOPER: Yes.

1 MR. WILLIAM MCDOWELL: And if you have
2 real competition among the bidders, that tends to
3 drive the price up, correct?

4 MS. SANDRA COOPER: Yes.

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

9 MS. SANDRA COOPER: It would be
10 fairness and to get the best value.

11 MR. WILLIAM MCDOWELL: Right. So the
12 dates of these meetings -- if we pull up the
13 foundation document at paragraph 240.

14

15 (BRIEF PAUSE)

16

17 MR. WILLIAM MCDOWELL: So those are
18 the dates of the -- of the meetings among Mr.
19 Muncaster, Mr. Houghton, and the prospective bidders.
20 Do you see that?

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

23 MR. WILLIAM MCDOWELL: But we now know
24 that by July the 7th, Mr. Houghton has had all kinds
25 of contact with our PowerStream. You know that,

1 right?

2 MS. SANDRA COOPER: Yes.

3 MR. WILLIAM MCDOWELL: Going back to
4 December of 2010?

5 MS. SANDRA COOPER: Yes.

6 MR. WILLIAM MCDOWELL: He's had
7 different contacts with Mr. Bentz. He's gone golfing
8 with Mr. Bentz, correct?

9 MS. SANDRA COOPER: Yes.

10 MR. WILLIAM MCDOWELL: Wouldn't it
11 have been important for the Strategic Task Team to
12 know that?

13 MS. SANDRA COOPER: Yes, I think that
14 they should have known that.

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

19 MS. SANDRA COOPER: Absolutely, it is
20 important.

21 MR. WILLIAM MCDOWELL: And you may
22 have to adjust the process, taking that into account?

23 MS. SANDRA COOPER: Yes.

24 MR. WILLIAM MCDOWELL: And then
25 layered onto that, there's the whole business of the

1 solar vent project?

2 MS. SANDRA COOPER: M-hm.

3 MR. WILLIAM MCDOWELL: You have to say
4 "yes" or "no."

5 MS. SANDRA COOPER: Sorry, yes.

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

8

9 (BRIEF PAUSE)

10

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

14 MS. SANDRA COOPER: Yes.

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

20 MS. SANDRA COOPER: There was some
21 reference in the foundation documents, yes.

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

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

1 MR. WILLIAM MCDOWELL: Because Collus
2 Power was doing business with the solar vent company,
3 correct?

4 MS. SANDRA COOPER: Yes.

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

9 MS. SANDRA COOPER: It is important
10 information.

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

16 MS. SANDRA COOPER: That information
17 should have been provided, yes.

18 MR. WILLIAM MCDOWELL: Right, but it
19 goes beyond that. You talked about your fiduciary
20 duties to Collus PowerStream, right?

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

22 MR. WILLIAM MCDOWELL: Well, Mr.
23 Houghton running the Company also has fiduciary
24 duties?

25 MS. SANDRA COOPER: Yes, he does.

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

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

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

9 MS. SANDRA COOPER: I would have asked
10 some questions.

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

13 MS. SANDRA COOPER: Yes. It wouldn't
14 be appropriate.

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

21 MS. SANDRA COOPER: No.

22 MR. WILLIAM MCDOWELL: And then Mr.
23 Bonwick, to the extent that Mr. Bonwick was providing
24 information to PowerStream concerning Collus and the
25 Town, going way back to February -- sorry, to January

1 of 2011, were you aware that Mr. Bonwick was providing
2 that information?

3 MS. SANDRA COOPER: No, I was not
4 aware of that.

5 MR. WILLIAM MCDOWELL: Now let's look
6 at CPS4397.

7

8 (BRIEF PAUSE)

9

10 MR. WILLIAM MCDOWELL: Go to slide 24.

11

12 (BRIEF PAUSE)

13

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

16 MS. SANDRA COOPER: Yes, I do.

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

19 "Confidentiality is critical to
20 ensure that the greatest value is
21 fully recognized."

22 Do you see that?

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

25 MR. WILLIAM MCDOWELL: Let's go to the

1 Foundation Document, paragraph 239.

2

3 (BRIEF PAUSE)

4

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

9

10 (BRIEF PAUSE)

11

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

16 MS. SANDRA COOPER: Yes, that is
17 correct.

18 MR. WILLIAM MCDOWELL: Okay. And then
19 if we turn up paragraph 269 of the Foundation
20 Document.

21

22 (BRIEF PAUSE)

23

24 MR. WILLIAM MCDOWELL: So Mr. Bonwick
25 sends Ed Houghton a memo, and the memo is addressed to

1 Mr. Bentz, Mr. Glicksman, a few others at PowerStream.

2 Do you see that?

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

5 MR. WILLIAM MCDOWELL: And he has
6 summarized the presentations of the bidders in the
7 process?

8

9 (BRIEF PAUSE)

10

11 MS. SANDRA COOPER: Yes, I'm seeing
12 competitive analysis.

13 MR. WILLIAM MCDOWELL: Okay. And then
14 scroll down. So there, there are different points
15 made about Hydro One, and about Veridian, and it
16 carries on, right?

17 MS. SANDRA COOPER: Yes, it does.
18 They are listed there.

19 MR. WILLIAM MCDOWELL: Okay. So we
20 can agree that the information provided by the bidders
21 is highly confidential?

22 MS. SANDRA COOPER: Yes, it is
23 confidential information.

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

1 MS. SANDRA COOPER: I would agree.

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

5 MS. SANDRA COOPER: That's what I'm
6 reading, yes.

7 MR. WILLIAM MCDOWELL: So let's look
8 at the TOC59013.

9

10 (BRIEF PAUSE)

11

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

15 MS. SANDRA COOPER: Yes, I agree with
16 that.

17 MR. WILLIAM MCDOWELL: And it's the
18 same point, this is information that is highly
19 confidential?

20 MS. SANDRA COOPER: I believe it to be
21 highly confidential.

22 MR. WILLIAM MCDOWELL: And if we turn
23 up ALE412.

24

25 (BRIEF PAUSE)

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

4 MS. SANDRA COOPER: Yes.

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

8 MS. SANDRA COOPER: Well received.

9 MR. WILLIAM MCDOWELL: Okay. And then
10 in the middle paragraph there he says:

11 "There is a great deal of focus on
12 the committee's desire to create a
13 partnership that provides
14 Collingwood with 50 percent of
15 ownership of the LDC."

16 Then he says:

17 "This issues appears to be more
18 political than practical in terms of
19 control or value. They believe that
20 palatability is much greater from a
21 council perspective if they are able
22 to announce this type of scenario
23 rather than the perceived loss of
24 control in a less than 50 percent
25 scenario."

1 You see that?

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

4 MR. WILLIAM MCDOWELL: I must say,
5 this is really, you know, the only explanation of the
6 50 percent idea that I've really seen in the
7 documents.

8 MS. SANDRA COOPER: Yes, that it was a
9 political.

10 MR. WILLIAM MCDOWELL: And when I read
11 that, it -- from a political standpoint it -- it makes
12 sense, right?

13 MS. SANDRA COOPER: Yes. A -- a true
14 partner.

15 MR. WILLIAM MCDOWELL: Right. And
16 that was an accurate reflection of what members of the
17 strategic task team were thinking.

18 MS. SANDRA COOPER: Yes.

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

21 MS. SANDRA COOPER: A partnership,
22 yes.

23 MR. WILLIAM MCDOWELL: But then he
24 carries on and he has a list of things on which -- on
25 which Collus was prepared to acquiesce, and he lists

1 them there. You see that?

2 MS. SANDRA COOPER: Yes.

3 MR. WILLIAM MCDOWELL: So again this
4 is highly confidential information.

5 MS. SANDRA COOPER: It's sensitive
6 information.

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

11 MS. SANDRA COOPER: M-hm.

12 MR. WILLIAM MCDOWELL: Right?

13 MS. SANDRA COOPER: yes.

14 MR. WILLIAM MCDOWELL: It's like being
15 told here are the cards that your opponent is holding,
16 right?

17 MS. SANDRA COOPER: Yes. I'll get it
18 right yet.

19 MR. WILLIAM MCDOWELL: That's all
20 right.

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

23 MS. SANDRA COOPER: No, it did not
24 come from me.

25 MR. WILLIAM MCDOWELL: Let's go to

1 ALE5133.003.

2

3 (BRIEF PAUSE)

4

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

9 MS. SANDRA COOPER: Yes.

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

13 Sorry, TOC512163.

14

15 (BRIEF PAUSE)

16

17 MR. WILLIAM MCDOWELL: So these are
18 the in camera minutes.

19 MS. SANDRA COOPER: Yes, for October
20 3rd, 2011.

21 MR. WILLIAM MCDOWELL: Okay. And we
22 looked at in the evidence yesterday the -- the same
23 day Mr. Bonwick advised PowerStream that Collus would
24 send out RFP documents the following day. Do you
25 recall that?

1 MS. SANDRA COOPER: Yes.

2 MR. WILLIAM MCDOWELL: So looking at -
3 - so we're going to move ahead to November 10th, 2011,
4 TOC66378.

5

6 (BRIEF PAUSE)

7

8 MR. WILLIAM MCDOWELL: So the
9 attachment that Mr. Houghton is sending Mr. Bonwick is
10 Communication Strategy.

11 MS. SANDRA COOPER: Yes, that's what
12 it says.

13 MR. WILLIAM MCDOWELL: And then let's
14 look at CPS2643.

15

16 (BRIEF PAUSE)

17

18 MR. WILLIAM MCDOWELL: So this was the
19 slide deck that was used by Collus describing how it
20 was going to conduct its public information session.
21 You recall that?

22 MS. SANDRA COOPER: Yes, I remember
23 the public information session.

24 MR. WILLIAM MCDOWELL: And if Collus -
25 - sorry, if PowerStream got its hands on this, it

1 would be quite helpful to them to know the way in
2 which the project was going to be pitched to the
3 public, correct?

4 MS. SANDRA COOPER: It was a -- a
5 public information presentation.

6 MR. WILLIAM MCDOWELL: Right, but if
7 you know how it is that PowerStream is going -- sorry
8 that Collus is going to explain to the public why it's
9 doing what it's doing, if you're one of the bidders
10 it's very helpful to know that.

11 MS. SANDRA COOPER: Absolutely.

12 MR. WILLIAM MCDOWELL: Let's look at
13 ALE -- sorry, let's go to paragraph 323 of the
14 Foundation Document.

15 MS. SANDRA COOPER: I should say
16 absolutely, yes.

17 MR. WILLIAM MCDOWELL: Yes, thank you.

18

19 (BRIEF PAUSE)

20

21 MR. WILLIAM MCDOWELL: So Mr. Fagen is
22 at PowerStream.

23 MS. SANDRA COOPER: Okay.

24 MR. WILLIAM MCDOWELL: And he says --
25 sends an email:

1 "A recap of the tentative public
2 disclosure and decision time lines
3 for the Collus Power, Collingwood
4 RFP that Ed Houghton and Paul
5 Bonwick outlined to me in a
6 conference call this morning."

7 MS. SANDRA COOPER: I read that.

8 MR. WILLIAM MCDOWELL: Right. And
9 then in the following paragraph, the -- the detailed
10 steps are set out.

11 MS. SANDRA COOPER: Yes.

12 MR. WILLIAM MCDOWELL: And can we
13 agree that if Mr. Bonwick and Mr. Houghton shared this
14 information with PowerStream, they should not have
15 done so?

16 MS. SANDRA COOPER: I think it was --
17 I believe it to be critical information not to be
18 shared.

19 MR. WILLIAM MCDOWELL: Right. And
20 just to cover this off, I looked through the
21 documents, I don't see any evidence that Mr. Houghton
22 was sharing this information with any other bidders in
23 the RFP.

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

1 MR. WILLIAM MCDOWELL: Now, going over
2 to January 2012, they selected -- the Town has -- and
3 -- sorry, Collus has selected PowerStream as the
4 successful bidder, right?

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

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

9

10 (BRIEF PAUSE)

11

12 MR. WILLIAM MCDOWELL: So this is the
13 one where Mr. Bonwick is suggesting precisely how you
14 should engage the Town's lawyers, right?

15 MS. SANDRA COOPER: Yes.

16 MR. WILLIAM MCDOWELL: And he says:

17 "This will provide an opportunity to
18 provide clear direction to Leo and
19 the CAO from both members of the
20 review team -- will also have to be
21 mayor and deputy mayor."

22 You see that?

23 MS. SANDRA COOPER: Yes, I do.

24 MR. WILLIAM MCDOWELL: So this is a
25 critical point on the time line because the

1 transaction is about to close?

2 MS. SANDRA COOPER: yes.

3 MR. WILLIAM MCDOWELL: And then if you
4 scroll up, you confirmed:

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

7 Correct?

8 MS. SANDRA COOPER: Yes.

9 MR. WILLIAM MCDOWELL: Now, we talked
10 about things that are confidential, but the
11 relationship between the Town and its lawyers is a
12 relationship between a client and a lawyer.

13 Do you understand that?

14 MS. SANDRA COOPER: Yes, I understand.

15 MR. WILLIAM MCDOWELL: So it is a
16 special level of confidentiality. Do you understand
17 that?

18 MS. SANDRA COOPER: Yes.

19 MR. WILLIAM MCDOWELL: That
20 relationship is cloaked by solicitor and client
21 privilege.

22 MS. SANDRA COOPER: Yes.

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

25 MS. SANDRA COOPER: M-hm.

1 MR. WILLIAM MCDOWELL: -- is protected
2 almost absolutely.

3 MS. SANDRA COOPER: Yes.

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

8 MS. SANDRA COOPER: Yes, it -- yes, I
9 -- I agree with you.

10 MR. WILLIAM MCDOWELL: Right. And
11 when you were asked why that happened yesterday, you
12 said that you had no answer.

13 MS. SANDRA COOPER: It was a
14 suggestion made and there was no information provided
15 to anyone. It was -- it was, in my estimation -- I
16 look at it now and I look at it then -- it was, you
17 know, you should get Leo involved in this.

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

21 MS. SANDRA COOPER: That was the
22 suggestion.

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

1 MS. SANDRA COOPER: I should not have
2 done that.

3 MR. WILLIAM MCDOWELL: Right. And the
4 reason for that is that your brother was being paid to
5 advance PowerStream's interests in this transaction,
6 right?

7 MS. SANDRA COOPER: Yes.

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

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

16 MS. SANDRA COOPER: Well, the deputy
17 mayor and he would have had -- and some other members
18 of Council as well.

19 MR. WILLIAM MCDOWELL: Do you think
20 that the deputy mayor was sharing information with Mr.
21 Bonwick?

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

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

24 MS. SANDRA COOPER: No. I only know
25 what I didn't share.

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

5 MS. SANDRA COOPER: They -- they knew
6 one another. I'm not sure how close that was and Mr.
7 Bonwick was on Council, I believe, when Councillor
8 Cunningham was the Fire Chief, so I would say that
9 there are...

10 MR. WILLIAM MCDOWELL: Right, I
11 understand.

12 Now, turn up ALE1529.

13

14 (BRIEF PAUSE)

15

16 MR. WILLIAM MCDOWELL: So turning
17 down. Okay, stop there. Here Mr. Bonwick is
18 reporting in some detail on the meeting that took
19 place with the Town's lawyers, you, Mr. Lloyd, and so
20 on.

21 MS. SANDRA COOPER: M-hm.

22 MR. WILLIAM MCDOWELL: You see that?

23 MS. SANDRA COOPER: Yes.

24 MR. WILLIAM MCDOWELL: It says:

25 "The motion is completely in keeping

1 with our discussion."

2 You see that?

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

4 MR. WILLIAM MCDOWELL: So in other
5 words, the proposed bylaw that talked about the
6 agreement being subject to the approval of the mayor,
7 the clerk, and the Town's solicitor, now made no
8 mention of the solicitor, correct?

9 MS. SANDRA COOPER: Yes.

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

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

14 MR. WILLIAM MCDOWELL: So this is Mr.
15 Bonwick sharing the contents of the privileged
16 conversation that the Town had with its lawyer with
17 the other side of the transaction.

18 MS. SANDRA COOPER: I read that now
19 and I was not aware of that. I did not share that
20 information.

21 MR. WILLIAM MCDOWELL: Obviously that
22 should not have happened.

23 MS. SANDRA COOPER: I would totally
24 agree.

25 MR. WILLIAM MCDOWELL: And then I'll

1 just ask you this, that information did not come from
2 you?

3 MS. SANDRA COOPER: That is correct,
4 that did not come from me.

5 MR. WILLIAM MCDOWELL: And ALE2075 --
6

7 (BRIEF PAUSE)

8
9 MR. WILLIAM MCDOWELL: So Mr. Bonwick
10 is reporting Mr. Houghton about the documents and when
11 they're going to be signed and he has attached a -- a
12 number of documents. One of them is -- find it --
13 they're number 3 at the bottom, "memo to Leo Longo, re
14 documents to be signed."

15 And then at the very top, the heading
16 is "Documents to be signed by mayor and clerk in
17 explanatory memorandum."

18 MS. SANDRA COOPER: Yes.

19 MR. WILLIAM MCDOWELL: And that is
20 copied to Brian Bentz with the attachments. You see
21 that?

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

24 MR. WILLIAM MCDOWELL: So again, don't
25 have to go through them, but a number of these

1 documents are obviously privileged. The memorandum to
2 the mayor explaining what the transaction documents
3 are about, those are highly confidential, those are
4 privileged.

5 MS. SANDRA COOPER: Yes.

6 MR. WILLIAM MCDOWELL: And Mr. Bonwick
7 should not have sent them obviously to Mr. Bentz, on
8 the other side of the transaction.

9 MS. SANDRA COOPER: I would think not.
10 I would agree with you.

11 MR. WILLIAM MCDOWELL: It's quite
12 inappropriate for him to do so.

13 MS. SANDRA COOPER: Yes.

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

17 Now, just to move quickly to the -- the
18 question of the weighting of the non-financial and
19 financial criteria.

20 MS. SANDRA COOPER: M-hm.

21 MR. WILLIAM MCDOWELL: I guess if the
22 point of this transaction was to get the maximum cash
23 value for the 50 percent of Collus, then why were the
24 criteria weighted 70 percent to the non-financial
25 details?

1 MS. SANDRA COOPER: That had been
2 recommended in -- in the discussion that -- and again
3 I am not -- I wasn't at that time familiar with RFPs
4 or preparing them or marking any of those tenders
5 coming in.

6 MR. WILLIAM MCDOWELL: Right. But
7 when you say it was recommended, it wasn't recommended
8 by your consultants; it was recommended by Mr.
9 Muncaster and Mr. Houghton? Is that correct?

10 MS. SANDRA COOPER: I can't recall
11 specifically but it was -- it was recommended -- not
12 recommended by KPMG. I don't recall that they had
13 recommended that.

14 MR. WILLIAM MCDOWELL: Right. So it
15 came -- and we agreed it came from one of or both of
16 Mr. Muncaster, Mr. Houghton?

17 MS. SANDRA COOPER: It could have,
18 yes.

19 MR. WILLIAM MCDOWELL: Is that your
20 best --

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

22 MR. WILLIAM MCDOWELL: --
23 recollection?

24 MS. SANDRA COOPER: I don't recall who
25 -- I -- I would suggest that Mr. Houghton would have

1 put that together.

2 MR. WILLIAM MCDOWELL: Should Council
3 have had some involvement in establishing those
4 criteria?

5 MS. SANDRA COOPER: Council had
6 selected a task -- well, had selected a member of
7 Council for the task team to represent them and I was
8 there -- the mayor is there in various capacities of -
9 - as the mayor. So I would say that there was Council
10 representation there to give the view.

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

13 MS. SANDRA COOPER: Yes, that is
14 correct.

15 MR. WILLIAM MCDOWELL: Can we turn up
16 CPS2633?

17

18 (BRIEF PAUSE)

19

20 MR. WILLIAM MCDOWELL: So if we scroll
21 down -- so this is the question of how it is that the
22 leading proponent in each category gets the maximum
23 number of points, and Mr. Houghton explains there:

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

1 for employees and their careers,
2 then they shall get the full ten
3 (10) points. The other three (3)
4 Respondents will then be judged and
5 provided points based on the best
6 proposal."

7 So it appears that this idea of the
8 leading proponent in each category getting all of the
9 points simply came from Mr. Muncaster and Mr.
10 Houghton. Is that fair?

11 MS. SANDRA COOPER: Yes.

12 MR. WILLIAM MCDOWELL: And then --

13 MR. FREDERICK CHENOWETH: Could we
14 just scroll up so I can see the date on this
15 correspondence? Thank you.

16

17 CONTINUED BY MR. WILLIAM MCDOWELL:

18 MR. WILLIAM MCDOWELL: And then if we
19 turn up -- before we do that, there is no advice from
20 KPMG on that particular part of the -- of the process,
21 I assume.

22 MS. SANDRA COOPER: Right, and
23 although Mr. Herhalt is copied.

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

1 (BRIEF PAUSE)

2

3 MR. WILLIAM MCDOWELL: So here she's
4 talking about -- well actually go to -- go to the page
5 before. Go to page 59 so you get the -- the full
6 context.

7 Okay. So she says:

8 "My greatest concern I think came
9 later when as a group we were
10 discussing the evaluation and the
11 scoring of the responses at the
12 strategic task table."

13 I think you were in the room when she
14 was giving this evidence.

15 MS. SANDRA COOPER: Yes, I was.

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

18 "And there was a lot of discussion
19 that was based on experience, and
20 Mr. Houghton and potentially
21 Director McFadden had with some of
22 the responses -- respondents,"
23 sorry, "as to their business
24 practices, their fit, what it would
25 mean for them to be the successful

1 proponent in the process."

2 And then if you go to the next
3 paragraph, she gives the example of Hydro One, that
4 Hydro One was large and bureaucratic. They would be
5 difficult to work with, that Collus would lose all its
6 identity, and so on.

7 So when you are scoring the different
8 bidders on the non-financial criteria --

9 MS. SANDRA COOPER: M-hm.

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

13 MS. SANDRA COOPER: Yes.

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

17 MS. SANDRA COOPER: Yes.

18 MR. WILLIAM MCDOWELL: And Mr. --

19 MS. SANDRA COOPER: And Mr. McFadden.

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

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

25 MR. WILLIAM MCDOWELL: Right, and that

1 meant -- that brought with it some -- some great
2 influence on the other members of the team, I take it?

3 MS. SANDRA COOPER: Yes.

4 MR. WILLIAM MCDOWELL: Then scrolling
5 down, she says, and this is still in relation to Hydro
6 One:

7 "Certainly that was not a direction
8 that was, you know, being supported,
9 if you will, by Mr. Houghton and
10 others.

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

13 MS. SANDRA COOPER: That is correct.
14 They were not successful.

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

17 "But to sit at the table and have
18 the discussion about the merits of
19 one bid over another before
20 everything is finalized it's not a
21 practice that it's too easy to be
22 influenced by the other people
23 around the table for me."

24 And I just would like your reaction to
25 that.

1 MS. SANDRA COOPER: I do not recall
2 Ms. Wingrove speaking to this at the time, and I was
3 not familiar with RFP process and so I'm not sure --
4 and criteria, so I'm not sure --

5 MR. WILLIAM MCDOWELL: So --

6 MS. SANDRA COOPER: -- how it falls
7 out. I was not --

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

11 MS. SANDRA COOPER: No. I -- I
12 thought it was good information that was being
13 provided.

14 MR. WILLIAM MCDOWELL: Okay. Can we
15 turn up KPM1901?

16

17 (BRIEF PAUSE)

18

19 MR. WILLIAM MCDOWELL: So just
20 scrolling down, Mr. Rockx at KPMG writing. This is --
21 KPMG is in the process of doing adjustments to the
22 different bids to determine the real value.

23 MS. SANDRA COOPER: yes.

24 MR. WILLIAM MCDOWELL: And he says in
25 the bottom paragraph:

1 "I have a phone call with Hydro One
2 this afternoon to confirm the
3 details of their offer, which
4 probably still is \$2 million higher
5 than that of PowerStream."

6 You see that?

7 MS. SANDRA COOPER: Yes, I do.

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

12 MS. SANDRA COOPER: Yes, that is
13 correct.

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

16

17 (BRIEF PAUSE)

18

19 MR. WILLIAM MCDOWELL: So this is
20 reflecting KPMG discussions with Hydro One. We're
21 scrolling down. And Mr. Rockx asks Mr. Houghton:

22 "Can I provide Hydro One with the
23 one-page summary of their offer to
24 see if they agree with the assumed
25 purchase price adjustment?"

1 So really that was to find out whether
2 or not Collus understood just what Hydro One was
3 offering. Do you agree?

4 MS. SANDRA COOPER: Yes.

5 MR. WILLIAM MCDOWELL: And Mr.
6 Houghton says:

7 "My first reaction is to leave that
8 as is for now."

9 MS. SANDRA COOPER: I read that.

10 MR. WILLIAM MCDOWELL: Correct?

11 MS. SANDRA COOPER: M-hm.

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

15 MS. SANDRA COOPER: Yes, I -- I see
16 that.

17 MR. WILLIAM MCDOWELL: Right. So in
18 all of this I guess the question is, if the whole
19 reason you got into this in the first place was to get
20 the maximum value to pay down the debt of the Town of
21 Collingwood --

22 MS. SANDRA COOPER: M-hm.

23 MR. WILLIAM MCDOWELL: -- it seems
24 kind of funny that the leading bidder is really being
25 given such short shrift.

1 MS. SANDRA COOPER: In -- if I can say
2 in my view that there was the list and -- and
3 individuals marked accordingly and -- and so Hydro One
4 was not -- there was no appetite or interest for Hydro
5 One.

6 MR. WILLIAM MCDOWELL: So -- so
7 getting cash and the most cash possible from the
8 successful bidder turned out to be not that important
9 in the scheme of things.

10 MS. SANDRA COOPER: Well, it was
11 important but other things were important too, and
12 looking at future investments in my mind.

13 MR. WILLIAM MCDOWELL: Well, fair
14 enough.

15 Looking at how the successful bidder
16 was going to treat staff, that was one?

17 MS. SANDRA COOPER: Yes.

18 MR. WILLIAM MCDOWELL: So included in
19 that is whether or not the successful bidder is going
20 to keep the Collus executive team in power. That's a
21 consideration?

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

24 MR. WILLIAM MCDOWELL: That includes
25 the executive team.

1 MS. SANDRA COOPER: Well, it would
2 everyone, yeah.

3 MR. WILLIAM MCDOWELL: Right, but the
4 --

5 MS. SANDRA COOPER: Including --

6 MR. WILLIAM MCDOWELL: Right.

7 MS. SANDRA COOPER: yeah.

8 MR. WILLIAM MCDOWELL: But one of the
9 features of the way this unfolded is that the chief of
10 the executive team is highly influential in the
11 evaluation of the RFP bidders, correct?

12 MS. SANDRA COOPER: Yes.

13 MR. WILLIAM MCDOWELL: And we'll hear
14 from Mr. Houghton but one of the things that he may
15 have had a sense of, given the extent of his contact
16 with PowerStream, is whether or not they were going to
17 keep on the executive team.

18 MS. SANDRA COOPER: Yes, I'm sure of
19 that.

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

25 MS. SANDRA COOPER: Yes.

1 MR. WILLIAM MCDOWELL: Right?

2 MS. SANDRA COOPER: I recall.

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

5 MS. SANDRA COOPER: Yes.

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

8 MS. SANDRA COOPER: Yes, he has.

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

11 MS. SANDRA COOPER: yes.

12 MR. WILLIAM MCDOWELL: But can I
13 suggest that almost all of the advice that Mr. Longo
14 has given the Town over the years has been in the form
15 of an opinion?

16 MS. SANDRA COOPER: Yes, that's true.

17 MR. WILLIAM MCDOWELL: And you've
18 relied on those opinions?

19 MS. SANDRA COOPER: Yes.

20 MR. WILLIAM MCDOWELL: So he tells you
21 that these interests are different.

22 Mr. Houghton, as I understood your
23 evidence yesterday, was nevertheless selected to
24 instruct Aird & Berlis on behalf of the Town?

25 MS. SANDRA COOPER: The Town and

1 Collus, yes.

2 MR. WILLIAM MCDOWELL: But if the
3 interests are different, the Town's interests and
4 Collus' interests, then how does he -- how does he
5 give instructions on behalf of both of them?

6 MS. SANDRA COOPER: The -- the
7 decision made impacts the people of Collingwood.

8 MR. WILLIAM MCDOWELL: I understand
9 that.

10 MS. SANDRA COOPER: Which is one and
11 the same.

12 MR. WILLIAM MCDOWELL: Right. But the
13 interests of the company may be different than the
14 interests of the Town.

15 MS. SANDRA COOPER: I would disagree
16 with that. I think it's all encompassing, all one and
17 the same, in my view.

18 MR. WILLIAM MCDOWELL: All right. So
19 --

20 MS. SANDRA COOPER: That Collus is
21 under the umbrella of the Town of Collingwood.

22 MR. WILLIAM MCDOWELL: All right. So
23 when your long-standing lawyer told you that --
24 something different, you, even sitting here today, you
25 reject that?

1 MS. SANDRA COOPER: I -- I see that --
2 I'm not saying I --

3 MR. FREDERICK CHENOWETH: I'm not sure
4 about the -- about the nature of the question asked
5 there. The lawyer said they may be different. He
6 didn't say that they were different. That's, in my
7 view, significant for a question to this witness --

8 MR. WILLIAM MCDOWELL: I'm more than
9 happy to pull up the email, because this is -- the
10 significant note of caution sounded by Mr. Longo.

11 THE HONOURABLE FRANK MARROCCO: Well,
12 can you -- let's pull up the email, if -- if you've
13 got the number handy. Can we find the number of that
14 document?

15 MR. WILLIAM MCDOWELL: Okay. It's
16 CJI6303.

17

18 (BRIEF PAUSE)

19

20 COURT OPERATOR: Counsel, is there a
21 page number?

22 MR. WILLIAM MCDOWELL: Go to paragraph
23 484.

24

25 (BRIEF PAUSE)

1 CONTINUED BY MR. WILLIAM MCDOWELL:

2 MR. WILLIAM MCDOWELL: Okay. So --
3 all right. So here -- that's fine. So this is part
4 of an exchange, scroll down. You have your answer to
5 Mr. Longo, document all of the oversight that you've
6 had, to use your terms, right?

7 MS. SANDRA COOPER: Yes.

8 MR. WILLIAM MCDOWELL: And then if you
9 scroll up, Mr. Longo says:

10 "Ron and Corrine are advising
11 Collus, not the Town. I just want
12 to note that the Town's interest may
13 not be identical to Collus."

14 Do you see that?

15 MS. SANDRA COOPER: Yes, I do.

16 MR. WILLIAM MCDOWELL: And then if we
17 turn up paragraph 486, there Mr. Longo indicated he
18 understood was not questioning that Council believe
19 the Collus PowerStream transaction to be in the best
20 interest of the Town.

21 Mr. Longo then stated:

22 "My earlier e-mail addressed
23 something different, i.e., that the
24 lawyers preparing the agreements are
25 representing entities other than the

1 Town."

2 MS. SANDRA COOPER: I see that, yes.

3 MR. WILLIAM MCDOWELL: Right. And so,
4 to go back to my question. If Mr. Houghton is
5 representing an interest other than the Town's
6 interest, isn't it difficult for him to represent the
7 Town's interest as well when he's instructing the
8 lawyers?

9 MS. SANDRA COOPER: I did not see that
10 at the time, I -- I'm reading what Mr. Longo has
11 stated.

12 MR. WILLIAM MCDOWELL: Right. And he
13 did e-mail that to you at the time?

14 MS. SANDRA COOPER: Yes, he -- yes, he
15 did. But it was my understanding that it was Collus
16 under -- or under the umbrella of the Town of
17 Collingwood and from the list of people that were
18 involved in oversight, including there were a few
19 lawyers from Aird and Berlis, four (4) lawyers that --

20 MR. WILLIAM MCDOWELL: I understand.

21 MS. SANDRA COOPER: I have a comfort
22 there.

23 MR. WILLIAM MCDOWELL: All right. So,
24 can I put it this way, that -- that you understood
25 that the Town was selling its asset.

1 MS. SANDRA COOPER: Yes.

2 MR. WILLIAM MCDOWELL: That Collus was
3 the company that was being sold.

4 MS. SANDRA COOPER: M-hm.

5 MR. WILLIAM MCDOWELL: And that you
6 didn't make a distinction between the interests of the
7 Town and the interests of Collus in that situation?

8 MS. SANDRA COOPER: I was looking for
9 the best interest of the Town.

10 MR. WILLIAM MCDOWELL: Turn up
11 paragraph 662. May I ask you, when you're sitting on
12 the Board of Collus, you didn't accept director's
13 fees, I take it?

14 MS. SANDRA COOPER: On the Board of
15 Collus there was a director fee of a -- I didn't -- I
16 accepted a per diem rate for each of the --

17 MR. WILLIAM MCDOWELL: So let me just
18 look at this and I'll close with this.

19 Journal entry produced to the auditor
20 showed a bonus payment from Collus to Mayor Cooper of
21 7,500 that had been marked voided.

22 MS. SANDRA COOPER: Yes.

23 MR. WILLIAM MCDOWELL: So you were
24 offered \$7,500 as a bonus and you turned it down. Is
25 that what happened?

1 MS. SANDRA COOPER: I don't recall
2 having a check and returning it. I do recall that I
3 was -- I was fine with receiving the per diem.

4 MR. WILLIAM MCDOWELL: Okay, and then
5 if we turn up 663, there is a list of extraordinary
6 deduction payments to Collus Board and strategic
7 partnership task team.

8 It's a bit like looking at the salaries
9 of a hockey team here, and Dean Muncaster gets \$5,700
10 and it says here that you get 2,400.

11 MS. SANDRA COOPER: So -- and I
12 questioned that extraordinary deduction. Those are
13 per diems for the strategic task team with mine.

14 MR. WILLIAM MCDOWELL: Okay, so your
15 recollection is that this wasn't a bonus, it was just
16 the per diems?

17 MS. SANDRA COOPER: Yes, a total of
18 the per diems. That's my understanding.

19 MR. WILLIAM MCDOWELL: All right. Is
20 it your understanding that no bonuses were paid
21 following the --

22 MS. SANDRA COOPER: To me.

23 MR. WILLIAM MCDOWELL: Well, were they
24 paid to others following the transaction?

25 MS. SANDRA COOPER: I believe so, yes.

1 MR. WILLIAM MCDOWELL: And do you know
2 why that was?

3 MS. SANDRA COOPER: It was -- it was
4 explained to me that after -- for extraordinary
5 circumstances and that in the business world that
6 people are recognized for the work they have done.
7 That was the explanation.

8 MR. WILLIAM MCDOWELL: Right. I
9 suspect Mr. Muncaster may have brought home bigger
10 bonuses in his day. But we'll leave that for him.

11 MS. SANDRA COOPER: Well, he's not --
12 no longer with us, unfortunately.

13 MR. WILLIAM MCDOWELL: Right. All
14 right, just give me a moment.

15 Those are the questions for the Town.

16 THE HONOURABLE FRANK MARROCCO: Thank
17 you, Mr. McDowell.

18 Who is next? Mr. Chenoweth. Go ahead.

19

20 CROSS-EXAMINATION BY MR. FREDERICK CHENOWETH:

21 MR. FREDERICK CHENOWETH: Very good,
22 thank you.

23 And I'm going to ask my questions from
24 this location as well. There may be necessity to look
25 at a number of documents.

1 I can certainly try, and if I -- if I
2 fail, please remind me. Thank you.

3 Collingwood's counsel has asked you a
4 series of questions about the correspondence that you
5 had with Leo Longo with respect to this matter.

6 And -- and I take it that Mr. Longo was
7 pointing out to you that there may, and he used the
8 word "may", there may be a difference -- I -- I'm just
9 about eating my mic.

10 But in any event, there may be a
11 difference in interest between Collus and the Town.
12 He said there may be.

13 MS. SANDRA COOPER: Yes.

14 MR. FREDERICK CHENOWETH: All right.
15 And he asked you to be mindful of that?

16 MS. SANDRA COOPER: Yes.

17 MR. FREDERICK CHENOWETH: I take it
18 that as a result of -- of that caution from Leo Longo,
19 that you considered whether there was a difference in
20 interest between Collus and the Town? You would have
21 considered that --

22 MS. SANDRA COOPER: Yes.

23 MR. FREDERICK CHENOWETH: -- during
24 the course of that correspondence. Thank you.

25 And -- and I think you already

1 expressed it, but I take it that in your judgment at
2 that time you did not see a -- a difference in
3 interest between Collus and the Town?

4 MS. SANDRA COOPER: Yes, that's
5 correct.

6 MR. FREDERICK CHENOWETH: In fact, you
7 felt they had the same interest?

8 MS. SANDRA COOPER: Yes.

9 MR. FREDERICK CHENOWETH: All right.

10 Now, Mr. Longo appears to be injecting
11 himself into this matter and you already had two other
12 solicitors working on this at the time, you had
13 Corrine Kennedy and you had -- you had Ron Clark,
14 correct?

15 MS. SANDRA COOPER: Yes, that is
16 correct.

17 MR. FREDERICK CHENOWETH: And I think
18 one of the things, as I understand it, that you were
19 concerned about when you were elected was the costs of
20 consultants and the costs of lawyers and that were
21 engaged and paid by the Town and the citizens of the
22 Town?

23 MS. SANDRA COOPER: Yes, that is
24 correct.

25 MR. FREDERICK CHENOWETH: Would it be

1 fair to say that one of your concerns with respect to
2 the involvement of -- the involvement of Mr. Longo
3 over and above the exercise of due diligence that
4 Kennedy and Clark were exercising, would it be fair to
5 say that one of your concerns at that time would have
6 been the potential for the over-injection of Mr. Longo
7 into this matter and the costs that might arise from
8 that?

9 MS. SANDRA COOPER: That would have
10 been one of, yes.

11 MR. FREDERICK CHENOWETH: All right.

12 And -- and I take it that the concern
13 for the costs of that would have been one of the
14 things that tempered your thinking about not the
15 involvement of, but the extent of the involvement of
16 Mr. Longo with respect to the preparation of the two
17 documents at issue?

18 MS. SANDRA COOPER: That would have
19 been one of, yes.

20 MR. FREDERICK CHENOWETH: But in fact
21 you did continue to take the advice of Mr. Longo in
22 these matters, and in fact he's the gentleman that
23 explained in detail to you in some conversations had,
24 I don't know that I have an exact date but the
25 conversations were had between March 2nd and March

1 5th, 2012, Mr. Longo was one of the gentleman in a
2 meeting that explained to you in detail the nature of
3 the documents that you were about to sign on March
4 6th.

5 MS. SANDRA COOPER: I do recall that,
6 yes.

7 MR. FREDERICK CHENOWETH: So you did,
8 you did take his advice on an ongoing basis?

9 MS. SANDRA COOPER: Yes.

10 MR. FREDERICK CHENOWETH: All right.

11 And I'll come back to that meeting, but
12 just while we're on it, do I take it that -- and this
13 may stretch your memory and if it does, tell me,
14 there's some suggestion that Corrine Kennedy and Ron
15 Clark were on a -- on -- on the telephone during the
16 course of that meeting and provided further
17 instruction and education with respect to the nature
18 of the documents you were signing?

19 MS. SANDRA COOPER: Yes.

20 MR. FREDERICK CHENOWETH: Thank you.
21 And you remember that to be the case?

22 All right, very good. I'll come back
23 to that, as I've indicated, at a later time.

24 An interesting line of questioning
25 from, again, Collingwood's counsel, with respect to

1 thinking about Collus in as late as November and
2 December of 2010 and -- and really the suggestion from
3 Collingwood's counsel that Mr. Houghton was off on a
4 lark of his own by meeting with -- with Brian Bentz.

5 First of all, I -- I take it that you
6 wouldn't have been privy -- privy to discussions had
7 between Mr. Muncaster, who you highly respected, and
8 Mr. Houghton as to whether or not Mr. Houghton should
9 approach Mr. Bentz.

10 You don't know whether they had
11 discussions about that?

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

13 MR. FREDERICK CHENOWETH: And you
14 don't know whether Mr. Houghton was instructed by Mr.
15 Muncaster to -- to have conversations with Mr. Bentz?

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

18 MR. FREDERICK CHENOWETH: And you
19 weren't -- you weren't privy to those -- those
20 conversations that Mr. Houghton had with Mr. Bentz in
21 a phone call in late November 2010 and at the Sunset
22 Grill Breakfast on December 3rd, 2010, correct?

23 MS. SANDRA COOPER: That's correct.

24 MR. FREDERICK CHENOWETH: So other
25 than the notes that we've seen from Mr. Bentz, you

1 really don't know what they discussed?

2 MS. SANDRA COOPER: That's correct.

3 MR. FREDERICK CHENOWETH: All right.

4 So if Mr. Houghton was to tell us that
5 those discussions were had at -- the phrase seems to
6 be a 30,000 foot level about the -- about the status
7 of the industry, about the success that -- that
8 PowerStream had had with its amalgamation approach,
9 and about potential paths to keep Collus as a highly
10 functional and capable organization as it had been
11 that day, if that was the nature of the discussion
12 that was had an Mr. Houghton tells us that, you
13 wouldn't be in a position to say otherwise.

14 MS. SANDRA COOPER: That is correct, I
15 wasn't there.

16 MR. FREDERICK CHENOWETH: Thank you.

17 Now I'm -- I'm interested in the
18 suggestion really made by Town Council again, that
19 this business of -- of looking at the future of Collus
20 was a -- a novel idea and the suggestion is that Mr.
21 Houghton and/or Mr. Houghton and Mr. Muncaster were
22 off on a lark of their own with respect to this.

23 I suggest to you that that's completely
24 inaccurate. And I'm -- I'm going to take you through
25 a set of facts and see if --

1 MR. WILLIAM MCDOWELL: Just -- just
2 before you do that. It's a small point, but when you
3 say "Town counsel", you might want to say "lawyer"
4 because we're going to have the spelling problem
5 between the "il" and the "el".

6 No, I'm serious about that.

7 MR. FREDERICK CHENOWETH: All right,
8 if my friend is serious, I'm quite happy to refer to
9 him as the Town lawyer, and if I do otherwise, I trust
10 you'll correct me again.

11

12 CONTINUED BY MR. FREDERICK CHENOWETH:

13 MR. FREDERICK CHENOWETH: In any
14 event, it's pretty clear that when you came to office
15 in 2010 that Collingwood was concerned about its debt?

16 MS. SANDRA COOPER: Yes.

17 MR. FREDERICK CHENOWETH: And we've --
18 we've heard some numbers tossed around and -- and
19 frankly, I don't know what the numbers are. Maybe you
20 can edify us a little bit with respect to the nature
21 of the debt that the Town of Collingwood faced when
22 you came to office in December of -- of 2010.

23 MS. SANDRA COOPER: There was a lot of
24 spending prior to my being -- come the -- being
25 elected as mayor.

1 The previous term I knew that decisions
2 that were made there would be impacted. On my first
3 term and going forward there were some large projects,
4 such as the downtown revitalization, and there was an
5 opportunity for a funding partner with the upper tier
6 governments and the Town of Collingwood was not even
7 in a position to take money out of reserves to partner
8 with the -- with the upper tier government.

9 The Town had to borrow that money in
10 order to partner and receive funding. The other was
11 the new -- well, it's not new now, the Collingwood
12 Public Library was another new add-on facility which
13 was -- it came in just under budget. I believe it was
14 around 8 million. And it was a -- a LEED building,
15 which is an added cost.

16 And looking at the growth of our
17 community, the growth pressures, and residents moving
18 here and we're expecting had an expectation of things.
19 So there were pressures of spending and it -- it goes
20 back and it catches up eventually because you --

21 MR. FREDERICK CHENOWETH: So really
22 what you're telling me is that there's a number of
23 examples that illustrate that when you became mayor in
24 December of 2010, there were a number of examples of
25 where Collingwood was having difficulty participating

1 in or achieving the projects it wanted to achieve
2 because of it's debt?

3 MS. SANDRA COOPER: They did not have
4 reserve -- reserves, they had to borrow. That is
5 correct.

6 MR. FREDERICK CHENOWETH: Thank you.
7 When I started out my question, and I appreciate for -
8 - identification because it's very helpful, I was
9 simply wondering about a question -- or, sorry,
10 wondering about an amount.

11 Do -- again, we've had a few amounts
12 tossed around. Do you happen to remember, and you may
13 not, what the amount of that debt was in or about
14 December of 2010?

15 MS. SANDRA COOPER: I recall around 50
16 million.

17 MR. FREDERICK CHENOWETH: So Mr.
18 Marron was right with respect to that figure.

19 In any event, this was something that
20 you'd considered in the run-up to your inauguration as
21 mayor in December of 2010.

22 And in fact, it was part of your
23 campaign?

24 MS. SANDRA COOPER: Yes.

25 MR. FREDERICK CHENOWETH: And you felt

1 it was important to the Town?

2 MS. SANDRA COOPER: Yes.

3 MR. FREDERICK CHENOWETH: In fact, as
4 I understand it, you campaigned on reducing
5 Collingwood's debt?

6 MS. SANDRA COOPER: Yes, my brochure
7 went door-to-door.

8 MR. FREDERICK CHENOWETH: Right.
9 Hence an interest in things like the cost of too many
10 lawyers involved in projects and things of that
11 nature, just to go back to that example?

12 MS. SANDRA COOPER: Well, no
13 disrespect. However, looking at all ways of savings.

14 MR. FREDERICK CHENOWETH: Yes, indeed.
15 So you ran on that is the point of it all.

16 MS. SANDRA COOPER: Yes, I did.

17 MR. FREDERICK CHENOWETH: And you
18 would have been aware, around the time of your
19 election, as a number of people in the know in the
20 community would've been aware, that the province was
21 giving some thought to reducing the number of LDCs in
22 the province?

23 MS. SANDRA COOPER: Yes, that is
24 correct.

25 MR. FREDERICK CHENOWETH: You would

1 have known that at an early time in your term?

2 MS. SANDRA COOPER: Yes.

3 MR. FREDERICK CHENOWETH: And I
4 suspect that it wouldn't shock you to learn that as
5 early as January of 2010, and I don't have the
6 document number or else I'd take you to it -- sorry,
7 2010. Yes. 2010, January of 2010, that there were
8 discussions around the Collus board table in which
9 they discussed the future of Collus and how it would
10 keep up with changing times.

11 MS. SANDRA COOPER: Yes, it was a
12 small utility and that was an impact.

13 MR. FREDERICK CHENOWETH: And -- and
14 maybe you might remember the document to which I'm
15 referring, but Mr. McFadden sent a letter to the Board
16 in -- Board in which you were -- let me think about
17 that for a second. A Board that you weren't yet on in
18 January of 2010, in which he suggested that Collus is
19 going to have to examine how it's going to keep up in
20 changing times.

21 MS. SANDRA COOPER: I wouldn't have
22 seen that at the time.

23 MR. FREDERICK CHENOWETH: Wouldn't
24 have seen that, but it wouldn't surprise you that --
25 that people with the -- with the skill in this

1 industry such as David McFadden, would be making those
2 kinds of thoughts to the Board.

3 MS. SANDRA COOPER: That's -- I agree
4 with you.

5 MR. FREDERICK CHENOWETH: All right.
6 I put to you that as a result of the culmination of
7 all of those things, that the thought of changing or
8 adjusting, given the debt, given the province's
9 direction, given what we learned at various
10 conferences that you'd been at to that time, that
11 people would have been aware that Collus -- and I'm
12 now talking about when you came into office -- that
13 people would have been aware that Collus and its value
14 would have been one of the ways of reducing the
15 Collingwood debt?

16 MS. SANDRA COOPER: Yes.

17 MR. FREDERICK CHENOWETH: And that was
18 something that you would have thought of as far back
19 as when you're running for the election, running for
20 mayor in -- in October of 2010?

21 MS. SANDRA COOPER: Yes.

22 MR. FREDERICK CHENOWETH: Right, thank
23 you.

24 And I -- I take it that if you're
25 thinking about it, that there's others in the

1 community that are thinking about it too, for
2 instance, the Councillors of the Town of Collingwood?

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

5 MR. FREDERICK CHENOWETH: All right.

6 So that it would not surprise you that
7 -- that it was a topic of some discussion amongst the
8 Councillors of the Town of Collingwood in or about the
9 time of the election and in or about your election in
10 -- in -- your -- your successful run for the office in
11 -- in October of 2010?

12 MS. SANDRA COOPER: Yes.

13 MR. FREDERICK CHENOWETH: So the
14 prospect of Collus changing, the prospect of -- of the
15 value of Collus, value which the Town needed to reduce
16 its debt, would have been something that was -- it was
17 on the minds of you and on the minds of -- of
18 Collingwood Councillors as early as the time of your
19 election in October of 2010?

20 MS. SANDRA COOPER: Yes.

21 MR. FREDERICK CHENOWETH: Thank you.

22 So the -- and it wouldn't surprise you,
23 I take it, that it would have been also on the minds
24 of the people who were charged with the responsibility
25 of running Collus, i.e. Dean Muncaster and David

1 McFadden and -- and their president and CEO who
2 answered to the board, people like Ed Houghton who
3 wouldn't surprise you that that was on their mind.

4 MS. SANDRA COOPER: Absolutely.

5 MR. FREDERICK CHENOWETH: And it
6 wouldn't surprise you that they --

7 MS. SANDRA COOPER: I should say yes,
8 excuse me.

9 MR. FREDERICK CHENOWETH: Wouldn't
10 surprise you that they might do things about that and
11 discuss those prospects at a board level?

12 MS. SANDRA COOPER: Yes. I would
13 expect that.

14 MR. FREDERICK CHENOWETH: And -- and I
15 take it the fact that -- that with all the discussions
16 you've described that were going on about the Town's
17 debt and about one (1) of its major assets, Collus, it
18 would not be surprising to you, in fact it may be
19 surprising if it wasn't happening, it would not be
20 surprising to you that -- that on the instructions of
21 Dean Muncaster people like Ed Houghton might've been
22 having discussions with a variety of people in the
23 industry about the future of Collus.

24 MS. SANDRA COOPER: That is correct.

25 MR. FREDERICK CHENOWETH: I -- I take

1 it you'd be a little shocked if they went?

2 MS. SANDRA COOPER: I had attended
3 many, over the years, EDA, Electricity Distribution
4 Association conference our annual meetings.

5 MR. FREDERICK CHENOWETH: Yes.

6 MS. SANDRA COOPER: And there was
7 quite a reduction in LDC participation from when I had
8 attended initially, and sometime later attending. And
9 part of that discussion was a reduction in LDCs.

10 MR. FREDERICK CHENOWETH: People
11 involved in this industry knew that it was changing
12 and knew that there was going to be some mergers and
13 acquisitions and significant changes in the industry,
14 and they knew that around the time, or frankly even
15 prior to your election, correct?

16 MS. SANDRA COOPER: I would say that
17 was accurate.

18 MR. FREDERICK CHENOWETH: So that your
19 correspondence that you had Ed Houghton draft for you
20 in late January, January 30th and 31st, 2011, didn't
21 simply come out of the blue.

22 MS. SANDRA COOPER: That is correct.

23 MR. FREDERICK CHENOWETH: All right.

24 And it came out of the thinking that --
25 that got you elected by the townsfolk, i.e. reducing

1 debt and considering what the future of Collus was
2 going to be?

3 MS. SANDRA COOPER: Yes.

4 MR. FREDERICK CHENOWETH: And when you
5 -- and again, these were matters that were on the
6 minds of the Councillors in or about this period of
7 time?

8 MS. SANDRA COOPER: Certainly the
9 finances of the Town --

10 MR. FREDERICK CHENOWETH: Yes.

11 MS. SANDRA COOPER: -- yes.

12 MR. FREDERICK CHENOWETH: And -- and -
13 - and the future of Collus, because it was your
14 largest asset in terms of the finances.

15 MS. SANDRA COOPER: It -- in terms of
16 the finances.

17 MR. FREDERICK CHENOWETH: And again,
18 it was on the minds of the Collus Board because they -
19 - their ear would be to the ground, as yours was, with
20 respect to the changes that were taking place?

21 MS. SANDRA COOPER: Yes.

22 MR. FREDERICK CHENOWETH: And you, in
23 your letter to Mr. Houghton of -- I'm sorry, yes. To
24 Mr. Houghton and drafted by Mr. Houghton in January of
25 2011, you told him to get a valuation.

1 MS. SANDRA COOPER: Yes, that is
2 correct.

3 MR. FREDERICK CHENOWETH: All right.
4 And I take it -- and we've -- there's
5 been some questions, some discussions about this
6 already, a valuation can from time to time be a
7 precursor to the prospect of a sale?

8 MS. SANDRA COOPER: It could be.

9 MR. FREDERICK CHENOWETH: So that the
10 prospect of a sale of Collus was clearly something
11 that was -- the prospect, in any event, that was one
12 of the options.

13 The prospect of a sale was something
14 that was on your mind clearly in the January 31st
15 correspondence that Mr. Houghton drafted for you and
16 you sent to him?

17 MS. SANDRA COOPER: Yes, it was my
18 understanding that the province would be -- continue
19 to be putting pressure -- pressure to bear on --

20 MR. FREDERICK CHENOWETH: On the minds
21 of Councillors and the Board --

22 THE HONOURABLE FRANK MARROCCO: I -- I
23 don't think Ms. Cooper finished her answer.

24 MR. FREDERICK CHENOWETH: Certainly,
25 Your Honour.

1 MS. SANDRA COOPER: Thank you. So it
2 certainly was something that there was provincial
3 political or pol -- provincial pressures in the
4 electricity industry, and I had seen that first-hand
5 and I'm sure others that may have attended the
6 conference or received correspondence or magazines
7 dealing with the energy or the electricity industry
8 would have seen that.

9

10 CONTINUED BY MR. FREDERICK CHENOWETH:

11 MR. FREDERICK CHENOWETH: Thank you.
12 Moving along. My friend, the Town's lawyer, directed
13 you to paragraph 138 of the Foundation document. And
14 I'm -- I'm looking at it now. I -- I don't know
15 whether you need to have it brought up or not, I'm --
16 I'm going to make a reference. In that exchange of
17 correspondence between Houghton and Bonwick, Mr.
18 Houghton seems to have said it's important that Rick
19 does not know what I'm doing.

20 You didn't write that correspondence,
21 you didn't receive the correspondence.

22 MS. SANDRA COOPER: Correct.

23 MR. FREDERICK CHENOWETH: You -- from
24 that brief bit of correspondence and e-mail, do you
25 have really any understanding of what Mr. Houghton was

1 suggesting Rick should not know?

2 MS. SANDRA COOPER: No, there's no
3 indication. There may be a suggestion, but I also
4 think that Mr. Houghton was over -- had some oversight
5 over Public Works and Engineering, so I'm not sure
6 what --

7 MR. FREDERICK CHENOWETH: Right. He
8 had lots of involvements in the Town, didn't he?

9 MS. SANDRA COOPER: Many hats.

10 MR. FREDERICK CHENOWETH: All right.

11 So we'll have to leave it to Mr.
12 Houghton, I take it, to tell us what his reference to
13 -- was to in that letter.

14 MS. SANDRA COOPER: I think that would
15 be best.

16 MR. FREDERICK CHENOWETH: Thank you.

17

18 (BRIEF PAUSE)

19

20 MR. FREDERICK CHENOWETH: Coming back
21 for the moment to your letter that we've spoken of
22 January 31st. Actually, it's not January 31st, it's
23 the letter that you wrote to Brian Bentz, in which you
24 gave your thoughts about the involvement of Mr.
25 Bonwick with PowerStream.

1 MS. SANDRA COOPER: Okay.

2 MR. FREDERICK CHENOWETH: You -- you
3 have told us that you understood that Mr. Bonwick was
4 involved in media relations and -- and -- and PR,
5 that's what you rather understood his job to be?

6 MS. SANDRA COOPER: Yes.

7 MR. FREDERICK CHENOWETH: All right.

8 I was interested in the fact that in
9 the letter you wrote to Mr. Bentz, you talked about
10 the -- about involvement in those two things, but you
11 also used the word "acquisitions".

12 MS. SANDRA COOPER: Yes, I saw that in
13 the letter.

14 MR. FREDERICK CHENOWETH: And I take
15 it that when you did so, you were describing, along
16 with PR and media relations, you were describing the
17 jobs that you understood that Mr. Bonwick would be
18 involved in with PowerStream, correct?

19 MS. SANDRA COOPER: Yes.

20 MR. FREDERICK CHENOWETH: Thank you.

21 So that when you wrote that letter to
22 Mr. Bentz, you understood that Mr. Bonwick might also
23 be involved with Collingwood -- I'm sorry. Might also
24 be involved with PowerStream with respect to the
25 prospect of acquisitions to be made in the future by

1 PowerStream?

2 MS. SANDRA COOPER: I saw that in the
3 letter, yes.

4 MR. FREDERICK CHENOWETH: Good, thank
5 you. And as I understand it, you went on in the
6 letter to say that there's -- might be some future
7 developments, and I'm paraphrasing to some extent,
8 there might be some future developments with
9 Collingwood that would require you to revisit a
10 question of Mr. Bonwick's involvement in PowerStream?

11 MS. SANDRA COOPER: In so many words,
12 yes.

13 MR. FREDERICK CHENOWETH: I -- I -- I
14 take it that there's little question that that would
15 have been a reference to what you had already been
16 thinking of to that date, i.e., the possible sale of
17 Collus. True?

18 MS. SANDRA COOPER: It would have been
19 considering opportunities for Collus.

20 MR. FREDERICK CHENOWETH: Collus.
21 Indeed. Indeed. Considering opportunities for
22 Collus, and if opportunities for Collus in the future
23 involve PowerStream, then there may have to be some --
24 not have to be, but it had been suggested there might
25 be a further meeting, an in-person meeting --

1 MS. SANDRA COOPER: Yes.

2 MR. FREDERICK CHENOWETH: -- to
3 discuss that prospect.

4 MS. SANDRA COOPER: Yes.

5 MR. FREDERICK CHENOWETH: And that's
6 what you put in your letter?

7 MS. SANDRA COOPER: Yes.

8 MR. FREDERICK CHENOWETH: All right.

9 And I suggest to you that things had
10 progressed by June 29th of 2011. And in fact, you had
11 that meeting?

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

14 MR. FREDERICK CHENOWETH: Thank you.

15 And that further meeting took place --
16 I think you said it took place in your office, didn't
17 it? Or maybe it was in the Council chamber.

18 MS. SANDRA COOPER: Council board
19 room.

20 MR. FREDERICK CHENOWETH: In the
21 boardroom. Very good.

22 MS. SANDRA COOPER: In Town hall.

23 MR. FREDERICK CHENOWETH: And those in
24 attendance were yourself, Mr. Bentz, and tell me, was
25 Mr. Bonwick there at that?

1 MS. SANDRA COOPER: Yes. I believe he
2 was.

3 MR. FREDERICK CHENOWETH: You believe
4 he was. Are -- are you certain of that? Because
5 there's a suggestion here that maybe you were going to
6 be talking about Mr. Bonwick, if this is the meeting
7 that was contemplated, the later meeting contemplated
8 by your -- by your letter to Mr. Bentz, it would seem
9 that you would have been discussing Mr. Bonwick.

10 And in that light, I'm wondering if
11 that refreshes your memory as to whether or not Mr.
12 Bonwick was or was not at that meeting, if you were
13 going to be discussing him.

14 MS. SANDRA COOPER: As I had stated
15 earlier, that I recall that there were several
16 participants in the board room.

17 MR. FREDERICK CHENOWETH: Right.

18 MS. SANDRA COOPER: And Mr. Bentz was
19 there, the CAO was there, --

20 MR. FREDERICK CHENOWETH: Ms.
21 Wingrove?

22 MS. SANDRA COOPER: Ms. Wingrove, yes.
23 And myself and --

24 MR. FREDERICK CHENOWETH: Mr. Houghton
25 wasn't there, as I -- as I recall it.

1 MS. SANDRA COOPER: No, he was not in
2 attendance.

3 MR. FREDERICK CHENOWETH: Okay, thank
4 you. And I didn't want to cut you off and maybe I'm -
5 - I'm doing that and I apologize if I did so, Your
6 Honour.

7 You were telling us who was -- who was
8 in attendance.

9 MS. SANDRA COOPER: And I'm trying to
10 recall back. I don't have an attendance record and
11 I'm trying to recall who -- who all was in attendance.

12 I believe that Mr. -- I keep saying
13 Mr., but Mayor Jeff Lehman was in attendance I
14 believe, as well.

15 MR. FREDERICK CHENOWETH: Yes that's -
16 - that's true, as I understand it.

17 MS. SANDRA COOPER: At least he had
18 been invited.

19 MR. FREDERICK CHENOWETH: Is it --
20 there is other evidence to suggest that Mr. Bonwick
21 wasn't at that meeting.

22 Are you in a position to say that that
23 evidence is wrong?

24 MS. SANDRA COOPER: No.

25 MR. FREDERICK CHENOWETH: It may in

1 fact be that Mr. Bonwick was not at that June 29th
2 meeting.

3 MS. SANDRA COOPER: That -- if the
4 evidence shows that, that could very well be.

5 MR. FREDERICK CHENOWETH: And again,
6 the meeting appears to be had as a follow-up meeting
7 to your letter to Mr. Bentz that if things developed,
8 i.e. the possible sale of Collus, that we'd have -- we
9 may have to meet again to discuss the position of Mr.
10 Bonwick with PowerStream?

11 MS. SANDRA COOPER: Yes.

12 MR. FREDERICK CHENOWETH: And I -- I -
13 - I take it that it's common ground between us that at
14 the meeting of June 29th with things having progressed
15 to the stage where there's a valuation of Collus going
16 on, et cetera, when things haven't progressed at that
17 stage there was in fact a discussion with Mr. Bentz
18 and others in the room about the fact that Mr. Bonwick
19 was asking -- was acting on behalf of -- of
20 PowerStream, in those circumstances.

21 MS. SANDRA COOPER: I recall being --
22 it being an introductory meeting at that time. And I
23 don't recall the detail of the meeting.

24 MR. FREDERICK CHENOWETH: All right,
25 thank you.

1 THE HONOURABLE FRANK MARROCCO: Are
2 you -- are you -- I don't want to interrupt, but are
3 you about to move on to something else?

4 MR. FREDERICK CHENOWETH: I -- I just
5 would finish this area in -- in a brief second.

6 THE HONOURABLE FRANK MARROCCO: Sure,
7 go ahead. Go ahead.

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

10 So that given your memory of the
11 meeting --

12 MS. SANDRA COOPER: Yes.

13 MR. FREDERICK CHENOWETH: -- I -- I
14 take it it would not surprise you that there may be
15 evi -- not surprise you, but you would not dismiss
16 evidence of others that suggested that the -- the
17 involvement -- the continuing involvement of Mr.
18 Bonwick for PowerStream, when Collus was being sold,
19 was a conversation at the June 29th meeting?

20 You wouldn't say that -- you -- you're
21 not in a position, given your memory, to say that that
22 didn't occur?

23 MS. SANDRA COOPER: I don't recall the
24 details of the meeting.

25 MR. FREDERICK CHENOWETH: Thank you.

1 Thank you.

2 And one (1) last question, Your Honour,
3 and thank you.

4 I take it that -- that in the
5 circumstances that existed at the time, i.e., the
6 valuation of Collus and the potential sale of Collus,
7 an introductory meeting, as you've describe it with
8 Mr. Bentz and Mr. Bonwick, acting for PowerStream that
9 no one raised any alarms or particular concerns about
10 -- about those circumstances in that meeting of June
11 29th, correct?

12 MS. SANDRA COOPER: That is correct.

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

15 THE HONOURABLE FRANK MARROCCO: All
16 right. We'll break for lunch, but can we come back at
17 a quarter to 2:00 to try to move this along.

18

19 --- Upon recessing at 1:09 p.m.

20 --- Upon resuming at 1:48 p.m.

21

22 MR. FREDERICK CHENOWETH: Thank you,
23 Your Honour.

24

25 CONTINUED BY MR. FREDERICK CHENOWETH:

1 MR. FREDERICK CHENOWETH: Ms. Cooper,
2 my friend, the lawyer for the Town of Collingwood, had
3 suggested to you that KPMG wasn't part of the
4 strategic partnership concept.

5 My friend had suggested that KPMG
6 wasn't part of the strategic partnership, the
7 evolution of that concept, and -- and didn't recommend
8 50/50. In particular he said that KPMG did not do a
9 report with respect to a strategic partnership with a
10 50/50 split, and I think we know that that's likely
11 true. However, as I understand it, KPMG in their
12 report did talk about the sale of a minority interest
13 up to and including 50 percent.

14 Is that your understanding?

15 MS. SANDRA COOPER: That -- yes, that
16 is my understanding.

17 MR. FREDERICK CHENOWETH: So to that
18 extent, KPMG did deal with a 50 percent sale in its
19 report, correct?

20 MS. SANDRA COOPER: In so many words,
21 yes.

22 MR. FREDERICK CHENOWETH: Yes, thank
23 you.

24 And indeed KPMG, you would have been
25 involved in -- in not only Board meetings but Board

1 meetings with -- of Collus and Collus Power, but also
2 you would have been involved in the strategic task
3 force team.

4 MS. SANDRA COOPER: Yes, that is
5 correct.

6 MR. FREDERICK CHENOWETH: And -- and I
7 take it that KPMG continued to have input in the
8 discussions that were happening at the Board level
9 with respect to the involve -- to the evolving nature
10 of what would eventually take place.

11 MS. SANDRA COOPER: Yes. KPMG were at
12 Board meetings, yes.

13 MR. FREDERICK CHENOWETH: Thank you.
14 And KPMG where it doesn't appear for the first meeting
15 or two, KPMG did not appear to be regarded as a member
16 of the strategic task team, correct?

17 MS. SANDRA COOPER: Correct.

18 MR. FREDERICK CHENOWETH: But KPMG
19 became a member of the strategic task team, and John
20 Herhalt of KPMG was at the meetings of the strategic
21 task team on an ongoing basis after the first couple
22 of meetings, correct?

23 MS. SANDRA COOPER: Yes, that is
24 correct.

25 MR. FREDERICK CHENOWETH: So that KPMG

1 would have been part of, and his comments and thinking
2 would have been part of, the development of the
3 eventual recommendation by the Board to pursue the
4 strategic partnership, correct?

5 MS. SANDRA COOPER: Yes.

6 MR. FREDERICK CHENOWETH: And KPMG
7 would have played a role in and given advice on the --
8 the strategic partnership idea that eventually came
9 out of the strategic task force.

10 MS. SANDRA COOPER: They were in
11 attendance -- participated all along. They were in
12 attendance.

13 MR. FREDERICK CHENOWETH: And they --
14 and they gave input, as did other strategic task force
15 members, that led to the conclusion that a strategic
16 partnership would be recommended.

17 MS. SANDRA COOPER: Yes, they
18 participated all along with Board members.

19 MR. FREDERICK CHENOWETH: Thank you.
20 So that to simply say that they didn't do a report on
21 the strategic task force -- I'm sorry, to simply say
22 that they didn't do a report on a 50/50 partnership is
23 far from the end of the story, correct?

24 MS. SANDRA COOPER: Yes, correct.

25 MR. FREDERICK CHENOWETH: Thank you.

1 Is it -- is it fair to say that the strategic
2 partnership concept was an evolving idea? In other
3 words, we didn't start out with a strategic
4 partnership idea and it -- it wasn't -- although it
5 was -- the prospect of a 50/50 partnership would have
6 been one of the considerations in the report, the idea
7 of a strategic partnership 50/50 evolved through the
8 course of the time that the Collus Board and the
9 strategic task force team discussed this.

10 MS. SANDRA COOPER: Yes.

11 MR. FREDERICK CHENOWETH: Thank you.
12 And I think you said that you were uncertain as to who
13 came up with the strategic partnership or 50/50
14 concept. That was your evidence as I recall.

15 MS. SANDRA COOPER: That is correct.
16 I don't know the specific person.

17 MR. FREDERICK CHENOWETH: And -- and I
18 -- I put it to you that -- that that's a very
19 supportable conclusion, given the fact that the idea
20 of a strategic partnership came out of the efforts of
21 the Board, KPMG, and the strategic task force, all
22 making a contribution to that eventual conclusion of a
23 strategic partnership.

24 MS. SANDRA COOPER: Yes. There was
25 that discussion.

1 MR. FREDERICK CHENOWETH: But the
2 point is it was an evolving discussion.

3 MS. SANDRA COOPER: It was. It was up
4 to 50 percent. It was a -- a strategic partner, and
5 then it did come forward eventually as 50 percent.

6 MR. FREDERICK CHENOWETH: As a result
7 of the involving -- of the evolving discussions of the
8 groups I've mentioned, the Board, the STT, and the
9 input of the KPMG.

10 MS. SANDRA COOPER: Yes.

11 MR. FREDERICK CHENOWETH: Thank you.
12 I'm going to move for a moment to the question of
13 solar vents, and I have to go back a ways to -- to get
14 where I think is the appropriate place with respect to
15 this matter.

16 You had been a councillor of the Town
17 of Collingwood for how many years?

18 MS. SANDRA COOPER: I had been for
19 twenty-one (21) years.

20 MR. FREDERICK CHENOWETH: Good. And I
21 take it that as a staff member did Ed Houghton come
22 before you as a staff member of the -- of the Town of
23 -- of Collingwood and of Collus? I understand he
24 joined in '77.

25 MS. SANDRA COOPER: That was before my

1 time.

2 MR. FREDERICK CHENOWETH: Very good.
3 So when you became a councillor and started to work
4 with Council, Ed Houghton would have already been
5 there.

6 MS. SANDRA COOPER: Yes, that is
7 correct.

8 MR. FREDERICK CHENOWETH: And by the
9 you became the mayor in -- and were inaugurated in
10 December of -- of 2010, he was the most senior staff
11 person at the Town.

12 MS. SANDRA COOPER: That is likely
13 correct.

14 MR. FREDERICK CHENOWETH: Thank you.
15 I -- I'm interested in -- in your -- your assessment
16 of Mr. Houghton in or about the time that you became
17 mayor in the fall of -- of 2010.

18 As a result of being a councillor for
19 all those years, I take it that you had run into Mr.
20 Houghton with some frequency.

21 MS. SANDRA COOPER: Yes, we would see
22 -- see one another, run into one another, those terms.

23 MR. FREDERICK CHENOWETH: Run into --
24 run into another with respect to Town business.

25 MS. SANDRA COOPER: Yes.

1 MR. FREDERICK CHENOWETH: Because he -
2 - he was President and CEO of Collus, he was head of
3 the Utility or Water Group in Collingwood --

4 MS. SANDRA COOPER: Yes.

5 MR. FREDERICK CHENOWETH: -- and he
6 was also head of -- of Public Works, which involved
7 roads and buses and all the moving parts of
8 Collingwood.

9 MS. SANDRA COOPER: Yes.

10 MR. FREDERICK CHENOWETH: Fair to say
11 that he had a substantial role in what went on in
12 Collingwood?

13 MS. SANDRA COOPER: Yes.

14 MR. FREDERICK CHENOWETH: And I take
15 it that -- is -- would it be fair to suggest that as a
16 councillor and eventually the mayor of Collingwood,
17 you had developed a trust for the activities of Ed
18 Houghton in his job as a staffer person?

19 MS. SANDRA COOPER: As a long-time
20 staff person for the Town of Collingwood, yes.

21 MR. FREDERICK CHENOWETH: Yes.

22 MS. SANDRA COOPER: I -- I did have a
23 trust.

24 MR. FREDERICK CHENOWETH: Thank you.
25 And I think there's more that comes out of the -- the

1 phrasing you've chosen with respect to that answer. I
2 take it that as a person of the Town of Collingwood,
3 was it -- was it your observation in the many years
4 that you worked with Mr. Houghton that he appeared to
5 have the best interests of the Town of Collingwood and
6 the residents of Collingwood at heart, as he did his
7 job over those years?

8 MS. SANDRA COOPER: It appeared to be,
9 yes.

10 MR. FREDERICK CHENOWETH: Yes. And
11 you don't recall anything that -- that up to the time
12 that you became mayor, that led you to doubt that he
13 was a -- a trusted servant of the Town of Collingwood?

14 MS. SANDRA COOPER: That is correct.

15 MR. FREDERICK CHENOWETH: Thank you.
16 And is it fair to say that that was his general
17 reputation in the community, someone who had the Town
18 of Collingwood and its interests at heart?

19 MS. SANDRA COOPER: I think so.

20 MR. FREDERICK CHENOWETH: Thank you.
21 And as I understand it, Mr. Houghton had the good
22 fortune to, and I may misstate the nature of the -- or
23 the name of the -- the award, but he was -- received
24 the -- what is it, Collingwood Man of the Year or what
25 -- what is it?

1 MS. SANDRA COOPER: It's not Man of
2 the Year. It's --

3 MR. FREDERICK CHENOWETH: But --

4 MS. SANDRA COOPER: -- Order of
5 Collingwood.

6 MR. FREDERICK CHENOWETH: Thank you
7 very much. I'm sorry I missed it.

8 And in any event, he received the Order
9 of Collingwood at some time through the course of his
10 career.

11 MS. SANDRA COOPER: Yes. That --

12 MR. FREDERICK CHENOWETH: And I take
13 it that --

14 MS. SANDRA COOPER: -- that is what I
15 understand.

16 MR. FREDERICK CHENOWETH: That speaks
17 to his reputation.

18 MS. SANDRA COOPER: Yes.

19 MR. FREDERICK CHENOWETH: All right.
20 Now, my friend Mr. McDowell was asking you about --
21 about the solar vent project.

22 MS. SANDRA COOPER: M-hm.

23 MR. FREDERICK CHENOWETH: And in
24 particular he was questioning you about the
25 appropriateness that if Mr. Houghton had an interest -

1 - a business interest of some kind in the solar
2 project in which he was making some personal gain, you
3 indicated that you believed that that would have been
4 something that Mr. Houghton should have revealed.

5 MS. SANDRA COOPER: Yes.

6 MR. FREDERICK CHENOWETH: It -- it may
7 be that it -- that it -- this comes you with some
8 relief, but I understand the evidence of Mr. Houghton
9 will be that he had no business interest at all, no
10 financial interest at all, in the solar vent project.

11 MS. SANDRA COOPER: Thank you.

12 MR. FREDERICK CHENOWETH: All right.
13 And that's -- that would be, I take it, more in
14 keeping with what you knew of him personally and his
15 reputation with respect to trust, correct?

16 MS. SANDRA COOPER: From what I knew
17 of him as -- as staff, an employee of the Town of
18 Collingwood, yes.

19 MR. FREDERICK CHENOWETH: So that if
20 he had no business interest at all in the -- in the
21 solar vent project, and if that is confirmed by his
22 evidence and the evidence of others, then I take it
23 when it came to his bringing the solar vent project to
24 the Board of Collus and bringing it to the Town of
25 Collingwood, there'd be nothing for him to reveal,

1 correct?

2 MS. SANDRA COOPER: Yes.

3 MR. FREDERICK CHENOWETH: And as we
4 sit here today, you don't really know, other than what
5 I told you about his anticipated evidence, as to
6 whether or not Mr. Houghton did or did not have a
7 business interest in the solar project?

8 MS. SANDRA COOPER: I'm not aware of
9 that.

10 MR. FREDERICK CHENOWETH: So that will
11 have to unfold itself as other -- as other evidence
12 comes before this commission, correct?

13 MS. SANDRA COOPER: Yes.

14 MR. FREDERICK CHENOWETH: Thank you.
15 Now, my friend Mr. McDowell took you through a number
16 of correspondence that appear to reveal that Mr.
17 Bonwick had received a substantial amount of
18 information with respect to the progress of the sale
19 of Collus.

20 MS. SANDRA COOPER: Yes.

21 MR. FREDERICK CHENOWETH: All right.
22 And I take it that as you sit here today, you don't
23 know where that information that Mr. Bonwick had came
24 from?

25 MS. SANDRA COOPER: Yes.

1 MR. FREDERICK CHENOWETH: You don't
2 know whether it came from Mr. Houghton or not.

3 MS. SANDRA COOPER: I don't know where
4 it came from.

5 MR. FREDERICK CHENOWETH: Mr. Houghton
6 or -- or Rick Lloyd or --

7 THE HONOURABLE FRANK MARROCCO: The
8 witness has indicated that she doesn't know where it
9 came from.

10 MR. FREDERICK CHENOWETH: Thank you,
11 Your Honour.

12

13 CONTINUED BY MR. FREDERICK CHENOWETH:

14 MR. FREDERICK CHENOWETH: And others
15 that might have had that kind of information would
16 have included other members of the strategic task
17 force, I'm assuming?

18 MS. SANDRA COOPER: Yes, they would.

19 MR. FREDERICK CHENOWETH: And after
20 Council became fully involved, other members of
21 Council, correct?

22 MS. SANDRA COOPER: Yes. There would
23 have been a presentation.

24 MR. FREDERICK CHENOWETH: Thank you.
25 Could we turn to TOC0066378? And I know I'm going to

1 have trouble with these document numbers, Your Honour,
2 so I'm giving -- giving the commission notice of that
3 and I hope I can manage to get through without
4 fumbling the document numbers.

5 Could we just move down, or up in that
6 to get to the information that was translated? Yeah.
7 All right.

8 We saw an email at earlier times this
9 morning in which it appeared that information was
10 exchanged between Mr. Bonwick and Mr. Houghton with
11 respect to the timetable relating to the Collus sale,
12 i.e., when the -- when the RFPs were going to go out,
13 when they'd be required to come back, matters of that
14 nature.

15 MS. SANDRA COOPER: Yes.

16 MR. FREDERICK CHENOWETH: I -- I -- I
17 take it that you would agree that -- that none of that
18 information was financial in nature. In other words,
19 there wasn't a discussion about price.

20 MS. SANDRA COOPER: That is correct.

21 MR. FREDERICK CHENOWETH: All right.
22 Would you know whether -- if other bidders asked for
23 this information with respect to timing so they could
24 understand what the timing of this matter was, would
25 you know whether -- either it was or could be relayed

1 by Houghton or others to other bidders?

2 MS. SANDRA COOPER: I don't know
3 whether it was. Could it be? If it -- I guess that's
4 possible.

5 MR. FREDERICK CHENOWETH: All right.
6 In other words, I'm putting to you that -- that the
7 kind of information that appears to have been
8 revealed, i.e., the timing of certain items in the
9 bidding process, et cetera, was innocuous information
10 that really didn't have a -- a significant or
11 important impact on the bids or the bids that were
12 eventually taken.

13 MS. SANDRA COOPER: There were no
14 financial pricing on -- on that --

15 MR. FREDERICK CHENOWETH: I suggest to
16 you it wasn't impactful information.

17 MS. SANDRA COOPER: It wasn't detailed
18 information, in my estimation.

19 MR. FREDERICK CHENOWETH: Not
20 particularly impactful because everyone would clearly
21 have understood at some juncture what the course of
22 activities would be with respect to the RFP, correct?

23 MS. SANDRA COOPER: They would.

24 MR. FREDERICK CHENOWETH: Thank you.
25 Now, I was interested in the -- in the criteria that

1 were eventually used, or differentiating between the
2 bidders.

3 MS. SANDRA COOPER: Yes.

4 MR. FREDERICK CHENOWETH: Little doubt
5 that this was discussed at the Board level, those
6 criteria?

7 MS. SANDRA COOPER: Yes, it would
8 have.

9 MR. FREDERICK CHENOWETH: Thank you.
10 And little doubt the criteria was also discussed at
11 the level of the strategic task force team.

12 MS. SANDRA COOPER: It was a fulsome
13 discussion, yes.

14 MR. FREDERICK CHENOWETH: Thank you.
15 And there were nine (9) thoughtful people at this
16 point, including KPMG, on the strategic task force?

17 MS. SANDRA COOPER: Yes. Those would
18 have been the participants.

19 MR. FREDERICK CHENOWETH: And there
20 was representatives of Collus and there were
21 representatives of the Town?

22 MS. SANDRA COOPER: yes.

23 MR. FREDERICK CHENOWETH: And you say
24 it was a fulsome discussion with respect to the
25 development of those criteria?

1 MS. SANDRA COOPER: Yes.

2 MR. FREDERICK CHENOWETH: All right.

3 And I take it that would have been both at the Board
4 level and at the STT level?

5 MS. SANDRA COOPER: Yes. I'm trying
6 to just in my mind --

7 MR. FREDERICK CHENOWETH: Yes.

8 MS. SANDRA COOPER: -- the board and
9 then separate to the task team.

10

11 (BRIEF PAUSE)

12

13 MR. FREDERICK CHENOWETH: So that you
14 felt that certainly, the STT team, in any event, had a
15 fulsome opportunity to discuss those criteria before
16 they were used, and to put input into those criteria?

17 MS. SANDRA COOPER: Yes.

18 MR. FREDERICK CHENOWETH: Thank you.

19 And there were some questions raised about the choice
20 of the seventy (70) nonfinancial and thirty (30)
21 financial choice?

22 MS. SANDRA COOPER: Yes.

23 MR. FREDERICK CHENOWETH: Help me
24 understand why you and others on the Strategic Task
25 Team felt that that was an appropriate split? And let

1 me -- maybe to be -- just -- maybe assist you a little
2 bit, I -- I take it that you were anxious -- you --
3 you were selling a big chunk of a valuable asset of
4 the Town of Collingwood?

5 MS. SANDRA COOPER: Yes, contemplating
6 that, yes.

7 MR. FREDERICK CHENOWETH: Collus, and
8 it had served the Town of Collingwood well, and its
9 residents up to that time?

10 MS. SANDRA COOPER: Yes, it had.

11 MR. FREDERICK CHENOWETH: And I take
12 it that one (1) of the concerns of -- of Council and
13 the -- and the people of Collingwood would have been
14 as -- as you would've adjudged that -- at that time,
15 to ensure that -- that Collingwood and its residents
16 continued to have an input into how their power was
17 distributed throughout the community?

18 MS. SANDRA COOPER: Yes.

19 MR. FREDERICK CHENOWETH: And you felt
20 that was something of significant value?

21 MS. SANDRA COOPER: Yes.

22 MR. FREDERICK CHENOWETH: And the Town
23 of Collingwood's always been concerned about its --
24 about its employees and -- in spite of the remarks of
25 Mr. McDowell, or the -- or -- or certainly Collus has

1 been?

2 MS. SANDRA COOPER: Yes, all
3 employees.

4 MR. FREDERICK CHENOWETH: And -- and
5 you felt that that was an admirable thing for Collus
6 to consider doing?

7 MS. SANDRA COOPER: Yes.

8 MR. FREDERICK CHENOWETH: And I take
9 it from the 70/30 split that clearly, there was a wish
10 to get some dollars and cents for -- for debt
11 reduction in the Town of Collingwood, obviously?

12 MS. SANDRA COOPER: The needs of the
13 municipality, yes.

14 MR. FREDERICK CHENOWETH: Right. But
15 there was a significant and -- obviously a greater
16 significant concern to ensure that the Town of
17 Collingwood had a -- was -- was able to have its -- to
18 have Collus move forward in a constructive way, for
19 the Town would continue to contribute to what Collus
20 was doing, and that would have a -- a good strategic
21 partner that would allow that to happen?

22 MS. SANDRA COOPER: Yes.

23 MR. FREDERICK CHENOWETH: And it were
24 -- it was those kinds of interests that motivated the
25 STT team in particular to conclude that a 70/30 split

1 between nonfinancial and financial was appropriate?

2 MS. SANDRA COOPER: Yes.

3 MR. FREDERICK CHENOWETH: So it really
4 was the reality that they did -- really wasn't all
5 about dollars and cents?

6 MS. SANDRA COOPER: It wasn't all
7 about dollars and cents. That is correct. And it was
8 looking to the future as well of Collus and the
9 residents of Collingwood.

10 MR. FREDERICK CHENOWETH: Thank you.
11 And I take it was eventually concluded that -- that
12 that was best served by a 50/50 strategic partnership
13 arrangement?

14 MS. SANDRA COOPER: Yes.

15

16 (BRIEF PAUSE)

17

18 MR. FREDERICK CHENOWETH: And these
19 criteria -- and we'll come to the -- to the minutes in
20 a moment -- but these criteria, I take it, after being
21 worked on by the STT and the board were eventually
22 talked about at Council?

23 We'll -- we'll come to that, but I see
24 there was a series of slides in which Council was told
25 exactly what the criteria were, including the 70/30

1 split, and the makeup of the nonfinancial criteria?

2 MS. SANDRA COOPER: They did receive a
3 presentation, yes.

4 MR. FREDERICK CHENOWETH: Yes. So
5 that was before them for their consideration and
6 comment before the RFPs went out to the bidders?

7 MS. SANDRA COOPER: Yes.

8 MR. FREDERICK CHENOWETH: Thank you.

9

10 (BRIEF PAUSE)

11

12 MR. FREDERICK CHENOWETH: Now I want
13 to move for a moment to the -- to the evaluation
14 meeting.

15

16 (BRIEF PAUSE)

17

18 MR. FREDERICK CHENOWETH: And we'll
19 get to that by looking at the document itself in a
20 moment. But as I understand it, each member of the
21 STT, each of the nine (9) members was asked prior to
22 that meeting to complete a form which -- or -- or at
23 least to calculate the number of points they gave each
24 bidder with respect to each one (1) of those sections?

25 MS. SANDRA COOPER: Yes, that is

1 correct.

2 MR. FREDERICK CHENOWETH: And that
3 occurred before the nine (9) members attended at the
4 November 23rd meeting?

5 MS. SANDRA COOPER: Yes.

6 MR. FREDERICK CHENOWETH: Thank you.
7 And there's been something made here of -- of the
8 comments -- alleged comments of individuals at that
9 November 23rd meeting that, you know, that Ontario
10 Hydro wasn't a great idea, et cetera, et cetera.

11 But I take it that in the final
12 analysis, that really wasn't part of a decision,
13 because people had already done their scoring before
14 they got to that meeting, correct?

15 MS. SANDRA COOPER: Yes. That scoring
16 was done, and then you went to the meeting.

17 MR. FREDERICK CHENOWETH: Right. And
18 I think Ms. Wingrove talked about -- about doing it
19 over the weekend?

20 MS. SANDRA COOPER: Yes. I think --

21 MR. FREDERICK CHENOWETH: I -- and I
22 suspect that's what most people did?

23 MS. SANDRA COOPER: It could very well
24 be.

25 MR. FREDERICK CHENOWETH: All right.

1 In any event, when you got there, a process was
2 followed, as I understand it, in which Pam Hogg, or
3 Pam Hogg --

4 MS. SANDRA COOPER: M-hm.

5 MR. FREDERICK CHENOWETH: -- put
6 various score sheets up on a screen --

7 MS. SANDRA COOPER: Yes.

8 MR. FREDERICK CHENOWETH: -- and she
9 populated those score sheets through the course of the
10 meeting?

11 MS. SANDRA COOPER: Yes.

12 MR. FREDERICK CHENOWETH: Thank you.
13 And she did so by going to each one (1) of the members
14 of the Strategic Task Force team and asking them to
15 advise as to what scoring they had come up with in
16 their -- in their personal deliberations prior to the
17 time of that meeting?

18 MS. SANDRA COOPER: We went around the
19 board table.

20 MR. FREDERICK CHENOWETH: Yes, and Pam
21 Hogg then -- again, I think that you've already
22 indicated that's the case, Pam Hogg then populated the
23 scores given by each one (1) of the nine (9)
24 participants into that sheet that she had on the
25 screen?

1 MS. SANDRA COOPER: Yes.

2 MR. FREDERICK CHENOWETH: All right.

3 And do you have any specific memory of -- of the
4 comments that -- that may have been exchanged as that
5 -- as this process was taking place?

6 MS. SANDRA COOPER: I believe that it
7 was one (1) of frank discussion, and honesty, and --
8 and bring forward peoples' views on particular areas
9 that they felt was strong or weak.

10 MR. FREDERICK CHENOWETH: And did you
11 feel that the scoring process in general, it was
12 occasioned at that November 23rd meeting, was it a
13 good process, a bad process, and a different process?

14 MS. SANDRA COOPER: I thought it was
15 fair.

16 MR. FREDERICK CHENOWETH: Thank you.
17 And you thought the result was in keeping with the
18 scoring of each one (1) of the nine (9) individuals
19 prepared prior to attendance at that meeting?

20 MS. SANDRA COOPER: I believe so.

21 MR. FREDERICK CHENOWETH: Do you feel
22 there was anything at that meeting that in any way
23 coloured your thinking or coloured your views with
24 respect to your scoring of the -- of the various
25 bidders nine (9) -- nonfinancial criteria?

1 MS. SANDRA COOPER: No.

2 MR. FREDERICK CHENOWETH: And there
3 couldn't be, because, in fact, you completed your
4 scoring before you got there?

5 MS. SANDRA COOPER: Yes.

6 MR. FREDERICK CHENOWETH: All right.
7 Good.

8

9 (BRIEF PAUSE)

10

11 MR. FREDERICK CHENOWETH: After
12 becoming mayor in -- in 2010, are you able to assist
13 with respect to the frequency with which you would
14 have had conversations about Town business with Mr.
15 Houghton? Was that a -- a daily thing? Was it a -- a
16 weekly thing?

17 I had the impression that -- that your
18 interaction was -- was pretty frequent and pretty
19 regular that he would have been in your office on --
20 on one (1) matter or another that dealt with the three
21 (3) major aspects of the Town that he was involved in?

22 MS. SANDRA COOPER: Yes, and it would
23 be depending on what particular time of the year, if
24 there was some flooding, or some ice jams, or it could
25 be any matter.

1 MR. FREDERICK CHENOWETH: So that you
2 would have seen him and had occasion to have
3 conversations with him about Town business with some
4 frequency during the week?

5 MS. SANDRA COOPER: Yes.

6 MR. FREDERICK CHENOWETH: Thank you.
7 We talked about the fact that -- that there had been
8 discussions about the -- about the -- about possible
9 changes at Collus, about it being your most valuable
10 asset, and that those conversations had gone back to,
11 certainly, the time of your election in -- in October
12 of -- of 2010, correct?

13 MS. SANDRA COOPER: It was looking --
14 yes, looking at ways in cutting costs, saving.

15 MR. FREDERICK CHENOWETH: Right. Is
16 it -- is it fair to say that in those -- in -- during
17 the course of those discussions you've described with
18 Mr. Houghton, that there may possibly have been some
19 discussions about the future of Collus and what
20 direction that might take? And I'm talking now in the
21 fall of 2010.

22 MS. SANDRA COOPER: So I would have
23 been elected and sworn in December of 2010, Oct --
24 October election, and then inaugural in -- in
25 December.

1 However, prior to that, as I referenced
2 the -- and I'll use the acr -- acronym, if I may, the
3 EDA conference and asking Mr. Houghton at that time,
4 why is the attendance lower than what I had recalled?

5 And then he had explained to me that
6 there were changes happening in the energy industry.

7 MR. FREDERICK CHENOWETH: All right.
8 In other words, there wasn't -- there wasn't as many
9 players around as there had been at earlier times --

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

12 MR. FREDERICK CHENOWETH: -- because
13 of consolidation, et cetera?

14 MS. SANDRA COOPER: Yes.

15 MR. FREDERICK CHENOWETH: So that you
16 had had ongoing discussions with -- with Mr. Houghton
17 prior to your direction to him of January 31st. You
18 had had discussions with Mr. Houghton about the
19 developments in the LDC industry?

20 MS. SANDRA COOPER: Yes.

21 MR. FREDERICK CHENOWETH: And would it
22 be fair to say that you had similar views with respect
23 to -- to the prospect of consolidation and concerns
24 about the future of Collus?

25 MS. SANDRA COOPER: Yes.

1 MR. FREDERICK CHENOWETH: Thank you.

2

3 (BRIEF PAUSE)

4

5 MR. FREDERICK CHENOWETH: And I'll --
6 I'll do this very quickly. I -- I take it there's --
7 there's no -- there's no difference in our views with
8 respect to who Mr. Houghton reported to? With respect
9 to Collus, he reported to the Collus boards -- and
10 boards, correct?

11 MS. SANDRA COOPER: Correct.

12 MR. FREDERICK CHENOWETH: All right.
13 With respect to utilities, i.e., the water group, he
14 reported to the -- to the board that was set up to
15 manage the water group?

16 MS. SANDRA COOPER: Yes.

17 MR. FREDERICK CHENOWETH: And with
18 respect to public works, i.e., roads, and buses, and
19 things of that nature, he was a department head like
20 others --

21 MS. SANDRA COOPER: That is correct.

22 MR. FREDERICK CHENOWETH: -- and
23 reported to -- to the CAO?

24 MS. SANDRA COOPER: Yes.

25 MR. FREDERICK CHENOWETH: Very good.

1 (BRIEF PAUSE)

2

3 MR. FREDERICK CHENOWETH: I'll just
4 touch for a moment on the Amaizeing Green issue.
5 Clearly, there were some pushes and pulls of various
6 interests when dealing with the problem of Amaizeing
7 Green?

8 MS. SANDRA COOPER: Yes, it certainly
9 appeared that way.

10 MR. FREDERICK CHENOWETH: All right.
11 And -- and it there was a -- there was a -- a real
12 pull, and it was a -- it was a thorny issue for the
13 Town in that the -- the Town was owed a bunch of
14 money, Collus was owed money -- was owed money for
15 taxes, et cetera, and the number was up to a million
16 dollars, in fact, over a million dollars --

17 MS. SANDRA COOPER: M-hm.

18 MR. FREDERICK CHENOWETH: -- as I
19 understand it.

20 So the Town had an obligation to
21 collect, correct?

22 MS. SANDRA COOPER: Yes, that is
23 correct.

24 MR. FREDERICK CHENOWETH: But it
25 obviously had an obligation to collect in such a way

1 that didn't drive AGP into the ground?

2 MS. SANDRA COOPER: I would hope that
3 would be the case.

4 MR. FREDERICK CHENOWETH: Right. And
5 in fact, there was an effort made to balance the
6 interests in -- and I didn't mention it a moment ago,
7 but to balance the interest in jobs and ongoing
8 employment of a good-quality nature in the Town --

9 MS. SANDRA COOPER: M-hm. Yes.

10 MR. FREDERICK CHENOWETH: -- and the
11 fact that the Town was owed money for taxes, and
12 utilities, et cetera?

13 MS. SANDRA COOPER: That is correct.

14 MR. FREDERICK CHENOWETH: All right.

15 MS. SANDRA COOPER: That's accurate.

16 MR. FREDERICK CHENOWETH: And it
17 appears that in exercising that balance, the Town and
18 those involved did a good job. In other words, the
19 issue was eventually resolved?

20 MS. SANDRA COOPER: Yes, that's
21 correct. It was.

22 MR. FREDERICK CHENOWETH: And it
23 appears to have been resolved in a very positive way?

24 MS. SANDRA COOPER: Yes, the --

25 MR. FREDERICK CHENOWETH: So that any

1 balancing that the Town and the Town staff and its
2 officials carried out proved to have been an
3 appropriate exercise of judgment in the final
4 analysis?

5 MS. SANDRA COOPER: They had -- AGP
6 had paid their obligations that they had owen -- owed,
7 and -- in the Town and -- and I would say Collus was
8 pleased about that.

9 MR. FREDERICK CHENOWETH: I'm sure
10 they were.

11 MS. SANDRA COOPER: I was relieved.

12 MR. FREDERICK CHENOWETH: And -- and
13 the community had the good fortune to maintain this
14 employer that offered such satisfactory employment,
15 about eighty (80) people in the community?

16 MS. SANDRA COOPER: Yes, that is
17 correct.

18 MR. FREDERICK CHENOWETH: So both of
19 those, to some extent, contrary concerns at times of
20 the Town were satisfied as a result of the efforts of
21 those involved?

22 MS. SANDRA COOPER: Concerns were
23 satisfied, yes.

24 MR. FREDERICK CHENOWETH: Now I
25 understand that -- that some of those involved in --

1 in achieving what I take it you would describe as a
2 good result --

3 MS. SANDRA COOPER: Yes.

4 MR. FREDERICK CHENOWETH: -- in the
5 AGP matter included Mr. Houghton trying to collect his
6 money, and trying to balance the concerns about
7 getting money with your concerns about employment?

8 MS. SANDRA COOPER: Yes.

9 MR. FREDERICK CHENOWETH: And it would
10 appear that Mr. Bonwick, acting for AGP, made a useful
11 contribution to that process?

12 MS. SANDRA COOPER: The funds -- the
13 Provincial funds did come in.

14 MR. FREDERICK CHENOWETH: Yes. And
15 that was important to the survival of AGP at that
16 time?

17 MS. SANDRA COOPER: It was at that
18 time.

19

20 (BRIEF PAUSE)

21

22 MR. FREDERICK CHENOWETH: Now I'm just
23 going to take you -- leaf through some of the minutes
24 of the various institutions that worked on this
25 matter, and Your Honour, I'll do this as quickly as I

1 possibly can.

2 THE HONOURABLE FRANK MARROCCO: Thank
3 you.

4

5 CONTINUED BY MR. FREDERICK CHENOWETH:

6 MR. FREDERICK CHENOWETH: And in this
7 respect, I want to turn your attention, first of all,
8 to the meeting of the board of directors of Collus,
9 which is June 10th, 2011. And I understand that
10 document to be CPS0007007_0001. And if I'm not saying
11 that slowly enough, tell me.

12

13 (BRIEF PAUSE)

14

15 MR. FREDERICK CHENOWETH: And I take
16 it that at that meeting was the -- was the Collus
17 Power board of directors, Mr. Muncaster, yourself, and
18 Mr. McFadden, correct?

19 MS. SANDRA COOPER: Yes.

20 MR. FREDERICK CHENOWETH: And Ed
21 Houghton was there, and that Tim Fryer, the chief
22 financial officer for the -- for Collus was also
23 there?

24 MS. SANDRA COOPER: Yes.

25 MR. FREDERICK CHENOWETH: I -- and

1 there were other guests involved as well, and I won't
2 read them off. They're on the screen.

3 And I understand that at that meeting,
4 Mr. Houghton displayed a solar roof vent demo unit.
5 Mr. Houghton described the way in which the solar unit
6 operated. Mr. Houghton stated that Collus has an
7 opportunity to get involved with the project, and Mr.
8 McAllister was currently looking into any
9 opportunities through the OPA.

10 "Mr. Houghton stated that he would
11 like us to become a pilot community,
12 and run a beta test, and then
13 approach other LDCs. A discussion
14 ensued as to how we could get the
15 project to work. Mr. Houghton will
16 continue to work with Mr. McAllister
17 and report to the board."

18 Do you remember that that took place at
19 the -- the meeting of the Collus board on June 10th,
20 2011?

21 MS. SANDRA COOPER: Yes, there was a -
22 - a solar roof vent at that meeting.

23 MR. FREDERICK CHENOWETH: Thank you.

24 "And at that meeting, the board
25 agreed --"

1 That's the -- the board of Collus
2 Power.

3 " -- that we should move forward
4 with this initiative as -- as it
5 shows us as a leader with a positive
6 message for our Utility, and Council
7 to get the message out regarding
8 conservation."

9 So that project was considered by the
10 Collus Power board?

11 MS. SANDRA COOPER: Yes.

12 MR. FREDERICK CHENOWETH: And -- and
13 the Collus Power board agreed to move forward with
14 that?

15 MS. SANDRA COOPER: Yes, they did.

16 MR. FREDERICK CHENOWETH: And there's
17 no note here of Mr. Houghton declaring any sort of
18 conflict, or any sort of the interest that he may have
19 in the -- in the solar project. And I take it we've
20 agreed at earlier times that -- that if he had no
21 interest, there was nothing -- no conflict for him to
22 reveal?

23 MS. SANDRA COOPER: That would be
24 correct.

25 MR. FREDERICK CHENOWETH: I notice a

1 further minute of the Board of the Collus Power, which
2 is dated the -- dated July 8th, 20 -- or July 8th,
3 2011 and that appears to be document number
4 CPS0007018_0001.

5 Have a look at that document. Scroll
6 through it quickly. Thank you. Thank you, you can go
7 to the top of the document again.

8 Now, again, the -- I was going to use
9 the phrase the usual suspects, but the people we just
10 spoke of were at the -- at that Board meeting,
11 correct?

12 MS. SANDRA COOPER: Yes.

13 MR. FREDERICK CHENOWETH: And I see
14 Glenn McAllister was at that Board meeting and does
15 not appear to have been at the previous board meeting.

16 MS. SANDRA COOPER: That is correct,
17 looking at the -- reviewing the minutes.

18 MR. FREDERICK CHENOWETH: Yes. Now
19 just -- just assist me here. I don't know who Glenn
20 McAllister is, I've got a guess from what -- what part
21 he played in this, but who was Glenn McAllister and
22 what was his role?

23 MS. SANDRA COOPER: And I don't know
24 what Glenn's position was called, but again -- Glenn
25 was an employee of Collus Power, he was a staff person

1 and his -- part of his focus was energy conservation.

2 MR. FREDERICK CHENOWETH: He is a bit
3 of a technical guy and he was charged with having a
4 look at these solar vents on behalf of the Board, was
5 he?

6 MS. SANDRA COOPER: Yes.

7 MR. FREDERICK CHENOWETH: All right.

8 And I take it his thoughts on the
9 matter are set out on page 2 of that document under
10 the miscellaneous update section, and I'm -- I'm going
11 to read this to you and ask you to follow me.

12 "Mr. McAllister reviewed the solar
13 vent proposal that was presented to
14 the Board on June 10th." The last
15 meeting I went through. "It was
16 stated that this is not part of the
17 Ontario Power Authority CDM program,
18 but a separate add-on. It is
19 anticipated that the pilot programs
20 net cost to the utility would be
21 \$90,000, which ultimately would be
22 recouped by others. Mr. Houghton
23 requested a motion to move forward
24 with the solar vent proposal as
25 presented."

1 So that I take it they -- they had the
2 benefit, the Board had the benefit of the technical
3 input of Mr. McAllister with respect to this vent?

4 MS. SANDRA COOPER: Yes.

5 MR. FREDERICK CHENOWETH: And although
6 the -- although the concept was brought to the Board,
7 would it be fair to say that the Board had a full
8 opportunity to review the prospect of becoming
9 involved in the solar vent project?

10 MS. SANDRA COOPER: Yes.

11 MR. FREDERICK CHENOWETH: Thank you.

12 And then upon motion duly made,
13 seconded and unanimously carried, the solar vent
14 proposal will move forward as presented.

15 And that was the -- the conclusion of
16 that particular Board meeting, correct?

17 MS. SANDRA COOPER: In that area, yes.

18 MR. FREDERICK CHENOWETH: So -- so
19 clearly Mr. Houghton's involvement with the solar
20 project was an involvement that was directed and
21 approved by the Board of Collus Power, correct?

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

24 MR. FREDERICK CHENOWETH: Thank you.

25 Now, I want to look very briefly at the

1 in-camera minutes of the June 27th, 2011 meeting, and
2 in particular look at those meetings and then I want
3 to move to the slides that were part of that, and I
4 have a number which I --I hope will include the
5 slides. It may not. But the number I have is -- is
6 it -- would it be BLG or BLC? BLG 000259, then
7 there's an underscore and a 001 and I don't know
8 whether that takes us to the minutes or to the --or
9 the slides or what it takes us to, but let's see what
10 comes up.

11 All right, we got the minutes and
12 that's a good thing. You were at this meeting?

13 MS. SANDRA COOPER: Yes, I was.

14 MR. FREDERICK CHENOWETH: And you've
15 told us a good deal about what went on at the meeting
16 and you told us, I think, that what came out of the
17 meeting was a -- a direction that those involved
18 continue forward with the Collus sale project,
19 correct?

20 MS. SANDRA COOPER: Yes.

21 MR. FREDERICK CHENOWETH: Thank you.

22 And in fact, it's an in-camera meeting,
23 so as I understand it, and tell me if I'm wrong,
24 resolutions don't come out of in camera meetings, only
25 directions.

1 MS. SANDRA COOPER: That is correct.

2 MR. FREDERICK CHENOWETH: Very good,
3 thank you.

4 And in this particular case, Mr.
5 Houghton, president and CEO of Collus, provided an
6 update for Council for Council's information on a
7 study that Collus Power is undertaking to investigate
8 their strategic opportunities.

9 Mr. Houghton and Mr. Fryer, CFO,
10 addressed questions from Council, including concerns
11 with valuations, partnership, assets, staffing, shared
12 resources, and high use customers.

13 And I'm moving through -- through that
14 very quickly and I'm doing so simply for the purpose
15 of -- to see whether you would agree with me that the
16 update provided to Council on June 27th was a fulsome
17 update of the -- of the status at that time?

18 MS. SANDRA COOPER: Yes, that's
19 correct.

20 MR. FREDERICK CHENOWETH: Right. And
21 you would regard it as a fulsome update?

22 MS. SANDRA COOPER: Yes.

23 MR. FREDERICK CHENOWETH: And I'm
24 looking now at some of the slides that are part of
25 that, and I hope -- hopefully they follow.

1 Did you find the slides?

2 MS. KATE MCGRANN: Can I assist?

3 MR. FREDERICK CHENOWETH: That would
4 be great.

5 MS. KATE MCGRANN: I think you'll find
6 he slides, it's CPS 4397.

7 MR. FREDERICK CHENOWETH: Thank you,
8 counsel, I very much appreciate that. All right.

9 And just to do this very quickly, in --
10 in looking through the slides, I -- I -- I see that --

11 THE HONOURABLE FRANK MARROCCO: Sorry,
12 just wait til we get the slide up.

13 MR. FREDERICK CHENOWETH: Yes, thank
14 you, Your Honour.

15 THE HONOURABLE FRANK MARROCCO: We
16 have it. We have it up there, Mr. Chenoweth.

17 MR. FREDERICK CHENOWETH: Thank you,
18 Your Honour.

19 THE HONOURABLE FRANK MARROCCO: And
20 there's -- seem to be 25 of them, so if there's a
21 particular ---

22 MR. FREDERICK CHENOWETH: Well, we're
23 not going to go through all 25, by any means.

24 THE HONOURABLE FRANK MARROCCO: No.
25 No, we're not.

1 CONTINUED BY MR. FREDERICK CHENOWETH:

2

3 MR. FREDERICK CHENOWETH: But the
4 points I wanted to make out of them were very simply
5 that the option of -- the status quo option was -- was
6 reviewed with Council, and I see that that's a -- a
7 slide that's -- it's contained on slide 17.

8 So they -- the Council was taken
9 through the various options that were being considered
10 in this matter, i.e., the status quo option, which is
11 at slide 17, and the -- the partial sale option, which
12 is at slide 19, and the strategic partner option,
13 which is at slide 21, correct?

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

16 MR. FREDERICK CHENOWETH: Right.

17 And in addition to that, the Town was -
18 - it was discussed with the Town at slide 24 the next
19 steps that it was being recommended that Council
20 consider undertaking with respect to moving this
21 project forward?

22 MS. SANDRA COOPER: Yes.

23 MR. FREDERICK CHENOWETH: And I note
24 that -- that one of the steps was the formation of the
25 STT team. Is that correct?

1 MS. SANDRA COOPER: Yes.

2 MR. FREDERICK CHENOWETH: All right.

3 And in that particular respect, it's -- it's
4 interesting to see that in the slides it's spoken of -
5 - of a number of people, Dean Muncaster, Mayor Cooper,
6 Dave McFadden, Ed Houghton, Tim Fryer, CAO Kim
7 Wingrove, and a Council representative.

8 As I understand it, the Town actually
9 moved ahead and named that representative. In other
10 words, moved into the next steps right at that June
11 27th meeting and appointed Rick Lloyd as the
12 individual to be the Council representative. Is that
13 correct?

14 MS. SANDRA COOPER: Yes, that is.

15 MR. FREDERICK CHENOWETH: So in -- in
16 essence the Town was moving ahead with the next steps
17 that were recommended at the meeting, right at the
18 meeting, correct?

19 MS. SANDRA COOPER: Yes.

20 MR. FREDERICK CHENOWETH: Thank you.

21 Now I want to go to a document, and I
22 hope I have the -- the right number for this. This is
23 a July 8, 2011 Collus Power Board minutes. And it
24 appears to be an excerpt from the minutes and it
25 appears to have the number CPS0007018.001.

1 THE HONOURABLE FRANK MARROCCO: We had
2 that document before, did we not?

3 MR. FREDERICK CHENOWETH: Well, I'm
4 not -- it may be the same number. I'm looking at a
5 different document.

6 THE HONOURABLE FRANK MARROCCO: Well,
7 I think we had this document up once before.

8 But in any event, go ahead.

9 MR. FREDERICK CHENOWETH: All right.
10 It -- it may be that I am unable to
11 find the document, but I have a different document
12 that I'm wishing to refer the witness to, but in any
13 event I'll -- I'll simply do it this way, Your Honor,
14 if we can't get the document up.

15 Am I to understand that --

16 THE HONOURABLE FRANK MARROCCO: The --
17 excuse me, the document -- the number you gave, that
18 document is on the screen.

19 MR. FREDERICK CHENOWETH: I understand
20 that. I have a different document that appears --
21 that I thought had the same -- or had a number which
22 turns out to be the same number as the document we
23 earlier looked at, which is why I made the reference
24 to it.

25 In any event, to get to the point I'm -

1 - I'm wishing to bring out witness, the note I have,
2 and let's not talk about the note because I'm unable
3 to bring it up for you, but as I understand it at the
4 July 8th Collus Power Board meeting, there was also a
5 motion duly made and seconded and unanimously carried
6 that the Board supports the preferred option of moving
7 forward with the strategic partnership option and
8 fully supports management in the execution of that
9 direction.

10 THE HONOURABLE FRANK MARROCCO: Now --
11 now, just before you answer.

12 That's a -- a resolution of the Board,
13 but it's in a different document than this document?

14 MR. FREDERICK CHENOWETH: That's
15 correct, sir.

16 MS. KATE MCGRANN: May -- I think I
17 can assist, if you don't mind. I think on page 3
18 you'll find the reference that you're looking for.

19 MR. FREDERICK CHENOWETH: On page 3 of
20 the minutes?

21 MS. KATE MCGRANN: Page 3 of this
22 document.

23 MR. FREDERICK CHENOWETH: That's fine.
24 Thank you, we appreciate that, counsel. Let's go to
25 page 3.

1 So this indeed is an excerpt of -- of
2 the minutes that I was referring to.

3 THE HONOURABLE FRANK MARROCCO: Yes,
4 there it is, just above the words "termination".

5 MR. FREDERICK CHENOWETH: Yes, thank
6 you very much, Your Honour.

7

8 CONTINUED BY MR. FREDERICK CHENOWETH:

9 MR. FREDERICK CHENOWETH: Upon motion
10 duly made and seconded, et cetera, the Board directed
11 that they move ahead with the strategic partnership
12 option.

13 MS. SANDRA COOPER: Yes.

14 MR. FREDERICK CHENOWETH: So those
15 matters - matters of solar vents dealt with at that
16 July 8th Board meeting and a direction to move on with
17 the strategic partnership concept, correct?

18 MS. SANDRA COOPER: That is correct.

19 MR. FREDERICK CHENOWETH: Thank you.

20 And August 3rd, and I think I have this
21 right and I hope I do, I don't want to be wrong twice
22 in a row and I believe the document is CPS0006299, and
23 this appears to be minutes of the strategic
24 partnership to -- team, from Wednesday, August 3rd,
25 2011.

1 MS. SANDRA COOPER: Yes.

2 MR. FREDERICK CHENOWETH: Thank you.

3 And by the way, as -- as I understand
4 it, it was Pamela Hogg, or Hogg that prepared the
5 minutes and acted as the secretary for the STT team?

6 MS. SANDRA COOPER: Pam Hogg did that,
7 yes.

8 MR. FREDERICK CHENOWETH: Yes, thank
9 you. And just to go quickly through these matters.
10 It looks like Mr. McFadden, as early as August of
11 2011, broached with the STT team the -- the manner in
12 which the sale would proceed, i.e., would it be a -- a
13 share sale or would it be a shale of -- a sale of the
14 holding company or a sale of -- of Collus Power.

15 And I see that under the first of the
16 salient points Mr. McFadden broached the subject of
17 where the partnership would -- would come in. It
18 would come into Collus Power then the interested party
19 only becomes a shareholder in Collus. Keep it simple,
20 purchase equity, share purchase. The simplest would -
21 - would be that the shares are acquired directly from
22 the -- from the Town or holdings.

23 So there was a discussion as to whether
24 or not you'd -- you'd sell the shares of holdings or
25 at least he -- he in part initiated this discussion,

1 or whether or not you would sell power, and he
2 initiated this as early as the August 3rd, 2011
3 strategic partnership minutes meeting, correct?

4 MS. SANDRA COOPER: Yes, that is
5 correct.

6 MR. FREDERICK CHENOWETH: Thank you.

7 And I see here that Mr. Houghton and
8 Mr. Muncaster, to go down a little further, thank you
9 very much.

10 Mr. Houghton and Mr. Muncaster met with
11 the various utilities using a consistent introduction
12 at each meeting and the strategic task force team was
13 brought up with -- up to speed with the fact that
14 Muncaster and Houghton had met with five potential
15 interested parties here to judge their interest.

16 Is that fair?

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

19 MR. FREDERICK CHENOWETH: And that had
20 happened on a somewhat informal basis in July of 2011,
21 prior to the time of the formal meeting with the
22 various bidders that took place in September, on
23 September 12th and September 18th, 2011.

24 MS. SANDRA COOPER: Yes, that is
25 correct.

1 MR. FREDERICK CHENOWETH: The first
2 being a -- an informal session to judge interest?

3 MS. SANDRA COOPER: Yes.

4 MR. FREDERICK CHENOWETH: And the
5 second being something more akin to an explanation
6 with respect to RFPs, et cetera.

7 MS. SANDRA COOPER: Yes.

8 MR. FREDERICK CHENOWETH: All right.

9 And that was brought to the --
10 obviously it was known by the Board of -- of Collus
11 because at least one (1) of the Board members was
12 involved and you would've been involved and this --
13 this was brought to the attention of the strategic
14 partnership team as well during the course of this
15 meeting, correct?

16 MS. SANDRA COOPER: That is correct.

17 MR. FREDERICK CHENOWETH: All right.

18 And then there's a statement which is
19 of significance.

20 "It was agreed that we are
21 investigating this venture to make
22 Collus stronger through a
23 partnership, not a sale of the
24 Utility."

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

1 MR. FREDERICK CHENOWETH: And -- and I
2 take it that's consistent with the views you had
3 expressed, coming from Council members and others, who
4 were involved in this conversation that -- that major
5 consideration was making Collus strong -- stronger and
6 more useful to the community.

7 MS. SANDRA COOPER: Yes.

8 MR. FREDERICK CHENOWETH: And it
9 wasn't just the money, correct?

10 MS. SANDRA COOPER: That is correct.

11 MR. FREDERICK CHENOWETH: And so that
12 was discussed on Wednesday, August 3rd at the STT
13 meeting, correct?

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

16 MR. FREDERICK CHENOWETH: And then Mr.
17 Houghton described the response he had gotten at those
18 July meetings with interested parties, and stated that
19 the utilities -- that the utilities that the -- that
20 the introductory meeting were held with all expressed
21 a huge amount of interest, so that it was -- it was
22 told to the STT team that we're getting some pretty
23 major interest from the parties that are -- that are
24 out there with respect to this matter, correct?

25 MS. SANDRA COOPER: Yes.

1 MR. FREDERICK CHENOWETH: And on the
2 next page over, --

3 THE HONOURABLE FRANK MARROCCO: I'm
4 sorry, I -- the page wasn't on the screen. What page
5 were you reading from?

6 MR. FREDERICK CHENOWETH: I was
7 reading from page 1 at the bottom of page 1 -- very
8 bottom paragraph of page 1 of the ---

9 THE HONOURABLE FRANK MARROCCO: That's
10 fine, thank you.

11 MR. FREDERICK CHENOWETH: Sorry, Your
12 Honour, I'll try and improve on that.

13 THE HONOURABLE FRANK MARROCCO: No, it
14 wasn't that, it's just not on the screen.

15 MR. FREDERICK CHENOWETH: Yes, yes.

16 THE HONOURABLE FRANK MARROCCO: Go
17 ahead.

18

19 CONTINUED BY MR. FREDERICK CHENOWETH:

20 MR. FREDERICK CHENOWETH: Thank you.
21 Then looking at the top of page 2, the first bullet on
22 page 2, discussion ensued as to the right time to
23 inform staff. It was decided that perhaps following
24 the RFP process might be the best time.

25 So this was a matter that was discussed

1 in the STT team?

2 MS. SANDRA COOPER: Yes, that is
3 correct.

4 MR. FREDERICK CHENOWETH: And I think
5 you went over this the other day and I don't want to
6 repeat it, but clearly the judgment of the -- of the
7 nine people on -- on the STT team was that the best
8 time to inform staff was following the RFP.

9 MS. SANDRA COOPER: That was the
10 consensus.

11 MR. FREDERICK CHENOWETH: Thank you.

12 And I note that there's a little
13 further down its bullet -- bullet 4 on page 2 of 2.
14 It was suggested by Ms. Wingrove that we do no further
15 -- that we do not further pursue a partnership with
16 St. Thomas Energy due to the economies of scale and
17 the similar size of that -- of that utility.

18 It's obvious what she -- what she
19 suggested, and -- and that was adopted, I think, by --
20 by the STT team at that point.

21 But the point I wanted to bring out of
22 that was that it appears that Ms. Wingrove was a
23 functioning and contributing member of the STT team.

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

1 MR. FREDERICK CHENOWETH: And her --
2 and her suggestions were -- and her input was taken
3 seriously, and in this case it involved St. Thomas
4 being taken off a list of the bidders.

5 MS. SANDRA COOPER: That is accurate.

6 MR. FREDERICK CHENOWETH: And I'll go
7 through further inputs of Ms. Wingrove at a later
8 time.

9 And you discussed the fact that -- that
10 the interview dates for the four remaining bidders
11 would be as set out at the bottom of page 2 of -- of
12 these materials, correct?

13 MS. SANDRA COOPER: Yes.

14 MR. FREDERICK CHENOWETH: All right.
15 And again, I'm -- I'm trying to get through these
16 matters quickly, Your Honour, but I think there is
17 some -- some matters of some significance that should
18 be brought out of these minutes.

19 I note the -- the minutes of the second
20 meeting of the strategic partnership team strategy
21 session was on Monday, August 29, 2011. And the
22 number -- document number for this I believe to be
23 CPS0002341.

24 Spin the dial and let's see if I get
25 lucky. Oh, my gosh. All right.

1 (BRIEF PAUSE)

2

3 MR. FREDERICK CHENOWETH: And that
4 this meeting, I take it there was a discussion with
5 respect to the RFP, that's -- that's .4 on page 1, .4
6 on page 1?

7 MS. SANDRA COOPER: Yes.

8 MR. FREDERICK CHENOWETH: And did you
9 regard the discussion of the RFP at the August 29th
10 meeting of the STT to be a fulsome discussion?

11 MS. SANDRA COOPER: I would expect it
12 would be, yes, from what I recall.

13 MR. FREDERICK CHENOWETH: Right.

14 MS. SANDRA COOPER: And it was.

15 MR. FREDERICK CHENOWETH: Thank you.
16 And again, there was a discussion with respect to the
17 evaluation criteria and the weighting?

18 MS. SANDRA COOPER: Yes.

19 MR. FREDERICK CHENOWETH: And I take
20 it by, "weighting," you mean the 70:30 weighting?

21 MS. SANDRA COOPER: I would say that's
22 likely what it's referring to.

23 MR. FREDERICK CHENOWETH: And the
24 evaluation criteria, it seems, usually refer to the
25 nonfinancial criteria?

1 MS. SANDRA COOPER: Yes.

2 MR. FREDERICK CHENOWETH: And did you
3 feel that that discussion had by the STT and its nine
4 (9) members on August 29th was fulsome?

5 MS. SANDRA COOPER: Yes.

6 MR. FREDERICK CHENOWETH: Right. I
7 notice there's some action items that come out of
8 that, and I'll -- and I'm looking midway down page --
9 well, it says page 1 of four.

10 "Mr. Houghton put forth a suggestion."
11 I think it's the next -- the next page over.

12 THE HONOURABLE FRANK MARROCCO: Can
13 you just hold on a second, please?

14 MS. KATE MCGRANN: I wonder if I can
15 assist again. What you've got on the screen right now
16 the agenda. I think what you want to be referring to
17 --

18 MR. FREDERICK CHENOWETH: I think
19 you're right.

20 MS. KATE MCGRANN: -- is the minutes.

21 MR. FREDERICK CHENOWETH: I think it's
22 the minutes. Yes. Yes. Thank you.

23 MS. KATE MCGRANN: Can I help you with
24 that dock ID?

25

1 CONTINUED BY MR. FREDERICK CHENOWETH:

2 MR. FREDERICK CHENOWETH: Well I think
3 I have the -- the team minutes. And I can give the
4 number for that, which is CPS0007465_0001. You're
5 right, the first page was -- that I referred to was
6 the agenda.

7 And going midway down that -- that
8 first page of the minutes:

9 "Mr. Houghton put forth a suggestion
10 that KPMG put together the RFP for
11 us and, as well, sit in on the
12 interview meetings"

13 So that was a suggestion made by Mr.
14 Houghton at the August 29th STT meeting, correct?

15 MS. SANDRA COOPER: Yes.

16 MR. FREDERICK CHENOWETH: And that was
17 adopted. And as a result of that suggestion, you had
18 the benefit of -- of KPMG's professional input through
19 the course of -- of this process, i.e., the RFP
20 process?

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

23 MR. FREDERICK CHENOWETH: Thank you.
24 All right. And -- and there was a motion duly
25 seconded in the same paragraph, going a little further

1 down in the same paragraph. Thank you.

2 "Agreed to move forward with
3 contracting at KPMG to put together
4 the RFP and investigate the cost of
5 having them participate in the
6 interview process."

7 Et cetera, et cetera. And the action
8 item immediately below that:

9 "Mr. Houghton stated that he would
10 contact John Herhalt, of KPMG, to
11 prepare RFP and ask for further
12 costing analysis."

13 And then there's another action item:

14 "Ms. Hogg will contact the
15 parties and request the names and
16 positions of the individuals
17 attending the interviews so that can
18 be moved along."

19 And then underneath that:

20 "Mr. Houghton also suggested that a
21 letter signed by Chair Muncaster
22 should be prepared and sent to the
23 interested parties outlining the
24 process of the interview meeting."

25 And that was agreed to, correct?

1 MS. SANDRA COOPER: Yes.

2 MR. FREDERICK CHENOWETH: All right.

3 And going over to page 2 of those minutes. And I -- I
4 take it, as an action item, Mr. Houghton and Mr. (sic)
5 Hogg will prepare the letter to be sent to the
6 interested persons prior to the interview meeting?

7 MS. SANDRA COOPER: Correct.

8 MR. FREDERICK CHENOWETH: And Ms. --
9 Mr. Houghton and Mr. (sic) Hogg would prepare the
10 questions to be asked during the interview, correct?

11 MS. SANDRA COOPER: Yes.

12 MR. FREDERICK CHENOWETH: I -- I take
13 it that -- that you, as a member of the STT, were not
14 going to be preparing the letter to the interviewees,
15 correct?

16 MS. SANDRA COOPER: That is correct.

17 MR. FREDERICK CHENOWETH: You -- you
18 were keen to have the -- the assistance of the
19 Houghton and Hogg to do that?

20 MS. SANDRA COOPER: Absolutely. Yes.

21 MR. FREDERICK CHENOWETH: All right.
22 And -- and that would've been keeping with the usual
23 practice as you'd seen of moving these kinds of
24 matters forward?

25 MS. SANDRA COOPER: Yes.

1 MR. FREDERICK CHENOWETH: All right.

2 You have the assistance of staff, right?

3 MS. SANDRA COOPER: Absolutely. Yes.

4 MR. FREDERICK CHENOWETH: Very good.

5 And again, Ms. Hogg was preparing the questions for
6 the interviewers, and that's in keeping with suitable
7 process as you understand it?

8 MS. SANDRA COOPER: Yes.

9 MR. FREDERICK CHENOWETH: Thank you.

10

11 (BRIEF PAUSE)

12

13 MR. FREDERICK CHENOWETH: Now, I
14 understand that there was a third meeting of the STT
15 which occurred on the 28th of September, 2011. And
16 I'm not -- I don't believe there's any minutes of that
17 particular third meeting of the STT.

18 And maybe you can assist me. Is it the
19 case that there was further review of the -- of the
20 RFP and the criteria to be put in the RFP at that
21 time?

22 MS. SANDRA COOPER: That is possible.

23 MR. FREDERICK CHENOWETH: Thank you.

24 I'm going to move then quickly on to the in camera
25 minutes of October 3, 2011. That's the town in camera

1 minutes, and that's document TOC0512163.

2 And just looking about two-thirds the
3 way down the first page of those minutes under,
4 "Discussion." A little further down. Here we go.

5 "Mr. Houghton provided a detailed
6 presentation and report to council
7 on the potential to establish a
8 strategic partnership with another
9 electrical distribution country --
10 company and address questions from
11 council."

12 That took place that time?

13 MS. SANDRA COOPER: Yes.

14 MR. FREDERICK CHENOWETH: Did you
15 regard the presentation given by Mr. Houghton during
16 the course of -- of that meeting as a fulsome
17 presentation to the town as to the processes to be
18 followed to pursue the prospect of a strategic
19 partnership?

20 MS. SANDRA COOPER: Yes.

21 MR. FREDERICK CHENOWETH: Clearly, by
22 this juncture, being October 3rd, 2011, council was
23 aware that strategic partnership was the approach that
24 -- that the Board, that the STT which they appointed
25 to -- to help process this matter, that the ST -- that

1 the strategic partnership approach was the one that
2 was being pursued, correct?

3 MS. SANDRA COOPER: Yes.

4 MR. FREDERICK CHENOWETH: Thank you.

5 And I just quickly think it's useful to look very
6 quickly at -- at some of the slides. And,
7 unfortunately, the slides aren't numbered in the
8 document that I have. And maybe we can assist.

9 I'll just -- I'll just...

10

11 (BRIEF PAUSE)

12

13 MR. FREDERICK CHENOWETH: Can we bring
14 up the slides? Are they part of this document or are
15 they at another document?

16

17 (BRIEF PAUSE)

18

19 MR. FREDERICK CHENOWETH: Very good.
20 So this is titled, "Strategic partnership update,"
21 correct?

22 MS. SANDRA COOPER: Yes.

23 MR. FREDERICK CHENOWETH: And I'm
24 looking at a document that says, "Key events," and it
25 talks about -- about the events right back to June

1 27th and reviews the events that are going to take
2 place right up to October 4th, i.e., the presentation
3 of the RFP.

4 MS. SANDRA COOPER: Okay. I don't
5 have that slide.

6 MR. FREDERICK CHENOWETH: Right. I
7 don't have it either. Keep going down and see if we
8 can get it. No, keep going.

9

10 (BRIEF PAUSE)

11

12 MR. FREDERICK CHENOWETH: There we
13 are. That appears to be it. Okay.

14 MS. SANDRA COOPER: Yes.

15 MR. FREDERICK CHENOWETH: So council
16 was fully aware of the of -- of what the going forward
17 plan was with respect to meeting with the bidders and
18 meetings of the strategic task force team, the
19 preparation and issuance of the -- of the RFP on the
20 day after this meeting, being October 4th.

21 So they were brought fully up to speed
22 with respect to what had happened to that date?

23 MS. SANDRA COOPER: Yes.

24

25 (BRIEF PAUSE)

1 MR. FREDERICK CHENOWETH: And about
2 another few slides in, about six (6), there's a slide
3 title, "Proposed scope and response." Find that
4 slide. That's helpful. Just going further into the
5 slides, "Proposed scope and response continued,"
6 actually.

7 And there's -- there's -- "Anticipated
8 process," is the is the title of one of those.

9

10 (BRIEF PAUSE)

11

12 MR. FREDERICK CHENOWETH: It's -- it's
13 -- his -- his number is 3.9.

14

15 (BRIEF PAUSE)

16

17 MR. FREDERICK CHENOWETH: There we go.
18 So the anticipated project and -- or process. And
19 there are the dates for the -- informing counsel about
20 when the RFP is going to go out and when the RFPs will
21 come back in and providing the findings of the RFP to
22 the Collus Board, in camera meetings with council
23 which eventually took place, and resolution of the
24 council at a later time.

25 So council was brought up to speed with

1 where this was heading, correct?

2 MS. SANDRA COOPER: Yes, that is
3 correct.

4 MR. FREDERICK CHENOWETH: And then
5 there's proposed evaluation. And it's -- it's
6 numbered 4, "Proposed evaluation," right there. And
7 little doubt in looking at that slide that the 70:30
8 split, i.e., 30 for financial at the top of the -- of
9 the page and the remaining 70 percent on the
10 nonfinancial matters, was brought to the attention of
11 -- of council at that time?

12 MS. SANDRA COOPER: It was a part of
13 the presentation, yes.

14 MR. FREDERICK CHENOWETH: And as I
15 understand it, out of these in camera meetings, there
16 was a direction to go forward with this process that
17 they'd just been advised of?

18 MS. SANDRA COOPER: Yes.

19 MR. FREDERICK CHENOWETH: Thank you.
20 And then at later times, and again I'll do my best to
21 keep my pace up here, I understand that when the bids
22 came in on November 16th, that there was nine (9)
23 original packages that were to be prepared by each of
24 the bidders so that each one (1) of the members of the
25 STT team could have their own original package from

1 each bidder. Is that correct?

2 MS. SANDRA COOPER: Yes, that is.

3 MR. FREDERICK CHENOWETH: All right.

4 So you all got an original package from each bidder,
5 including the two (2) envelopes, the financial and
6 nonfinancial?

7 MS. SANDRA COOPER: Yes.

8 MR. FREDERICK CHENOWETH: Very good.

9

10 (BRIEF PAUSE)

11

12 MR. FREDERICK CHENOWETH: And I note
13 in camera meetings with council that were on November
14 17, 2011. And this is, I believe, CJI10500.

15

16 (BRIEF PAUSE)

17

18 MR. FREDERICK CHENOWETH: And again,
19 you were in -- you were in attendance at this meeting?

20 MS. SANDRA COOPER: Yes, I was.

21 MR. FREDERICK CHENOWETH: And at the
22 meeting, it appears that Mr. Houghton provided a
23 detailed presentation of the options, full-sale,
24 partial sale, status quo, hybrid strategic partnership
25 option?

1 MS. SANDRA COOPER: Yes.

2 MR. FREDERICK CHENOWETH: And again,
3 council was advised on the day after the bids came in
4 that the RFP was issued, and five (5) were received
5 and four (4) are being reviewed, correct?

6 MS. SANDRA COOPER: That is correct.

7 MR. FREDERICK CHENOWETH: They were
8 advised of that on November 17th, the day after the
9 bids came in?

10 MS. SANDRA COOPER: Yes.

11 MR. FREDERICK CHENOWETH: And they
12 were advised that the bids would be evaluated
13 individually and that -- by each of the team members
14 in keeping with the criteria they had earlier been
15 advised of and the recommendation will come to council
16 on December 5th, correct?

17 MS. SANDRA COOPER: That is correct.

18 MR. FREDERICK CHENOWETH: Thank you.

19

20 (BRIEF PAUSE)

21

22 MR. FREDERICK CHENOWETH: And we've
23 already talked about the November 23rd evaluation
24 meeting, and you've told us about that. But that is,
25 I believe, document CPS0010212.0001.

1 The only point I wish to make with
2 respect to that -- and if we can bring that up. And
3 does it have attached to it the -- the score sheets
4 that were prepared by Pam Hogg as each one of the nine
5 (9) STT members gave their scoring for each one of the
6 bidders? Can we go beyond that.

7 So having a look at those -- at those
8 charts -- and just circle through those charts
9 briefly.

10

11 (BRIEF PAUSE)

12

13 MR. FREDERICK CHENOWETH: Thank you.

14

15 (BRIEF PAUSE)

16

17 MR. FREDERICK CHENOWETH: And I think
18 I'm going to -- I'm going to do one (1) question here
19 is to move this along. This appears to be the -- the
20 charts that were prepared by Mr. -- Ms. Pamela Hogg in
21 the meeting of November 23rd, 2011?

22 MS. SANDRA COOPER: Yes.

23

24 MR. FREDERICK CHENOWETH: Thank you.
25 That's -- that's the scoring chart that she prepared
with the input of each one (1) of the nine (9) STT

1 members at that time?

2 MS. SANDRA COOPER: Yes.

3 MR. FREDERICK CHENOWETH: Thank you.

4

5 (BRIEF PAUSE)

6

7 MR. FREDERICK CHENOWETH: And I'm
8 noticing another document, minutes of the -- of a
9 joint meeting of the Board of Directors of Collus
10 Power Corp. and Collus Solutions. And that appears to
11 be document number CPS0007026_0001.

12

13 (BRIEF PAUSE)

14

15 MR. FREDERICK CHENOWETH: Lucky again.
16 All right. On the second page of the those minutes,
17 to get right to it, the Board approved that:

18 "Collus Power Corporations Board
19 hereby accept the findings of the
20 strategic partnership task force
21 team and recommend to Collingwood
22 council that -- that Collus Power
23 Board be directed to undertake
24 negotiations with PowerStream Inc.
25 for the purpose of entering the

1 strategic partnership agreement."

2 THE HONOURABLE FRANK MARROCCO: Is
3 there any doubt about that?

4 MR. FREDERICK CHENOWETH: I'd like to
5 think not, Your Honour, but -- but the point is that
6 the -- really what I wanted to highlight with re --
7 for -- by bringing out these minutes, Your Honour, was
8 that the Board was involved in this and the STT team
9 were involved in it and that this recommendation was
10 made by the Board to pers -- to make a recommendation
11 to council with respect to the negotiations with --
12 with PowerStream after full advice.

13 THE HONOURABLE FRANK MARROCCO: Okay.

14 MR. FREDERICK CHENOWETH: Thank you.

15 THE HONOURABLE FRANK MARROCCO: I -- I
16 think we'll -- we'll take ten (10) minutes.

17 MR. FREDERICK CHENOWETH: Thank you,
18 Your Honour.

19

20 --- Upon recessing at 3:17 p.m.

21 --- Upon resuming at 3:28 p.m.

22

23 MR. FREDERICK CHENOWETH: Your Honour,
24 let me simply say that I anticipate I'll be mercifully
25 not more than 10 minutes and I -- I'll be about ten

1 (10) minutes and probably not much more than fifteen
2 (15). That may not be merciful enough, but that's
3 where I am.

4 THE HONOURABLE FRANK MARROCCO: Well,
5 ten (10) minutes. If you're going to be ten (10)
6 minutes then take as long as you need to --

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

9

10 CONTINUED BY MR. FREDERICK CHENOWETH:

11 MR. FREDERICK CHENOWETH: In any event,
12 I believe we already have marked as an exhibit in
13 these proceedings the December 5th minutes of the Town
14 of Collingwood, and in that respect I simply want to
15 bring out that you made a presentation to the Council
16 at that point with an overview of the RFP and the
17 potential partnership opportunities?

18 MS. SANDRA COOPER: Yes.

19 MR. FREDERICK CHENOWETH: Thank you.

20 And Mr. Houghton reported on the
21 process to date and detailed the evaluation of the
22 request for proposals?

23 MS. SANDRA COOPER: Yes.

24 MR. FREDERICK CHENOWETH: And there
25 were certain motions passed by the -- by the Council

1 at that time, directing people to move forward with
2 the negotiations with PowerStream?

3 MS. SANDRA COOPER: That is correct.

4 MR. FREDERICK CHENOWETH: Very good.

5 And there is in-camera minutes of
6 January 16th. And I'm not sure whether these have
7 been marked as an exhibit or not, but I want to ensure
8 that they are, and that's CJI or CJ1?

9 CJI0009079, and these are in-camera
10 meetings -- minutes of the January 16th, 2012 meetings
11 of Council.

12 And that in that respect, I simply want
13 to note that Council at that juncture as I take it, if
14 you'll recall the meeting, and it appears you were at
15 the meeting --

16 MS. SANDRA COOPER: Yes.

17 MR. FREDERICK CHENOWETH: -- Council
18 had the benefit of the comments and instructions and
19 thoughts of Ron Clark, the -- of your legal team, with
20 respect to the status of the -- of the purchase
21 agreement and the unanimous shareholders agreement --

22 MS. SANDRA COOPER: Yes.

23 MR. FREDERICK CHENOWETH: -- at that
24 time?

25 MS. SANDRA COOPER: Yes, that's

1 correct.

2 MR. FREDERICK CHENOWETH: Mr. Clark
3 went through a whole series of -- of matters with you,
4 including the dividends, the necessity for the
5 approval of the -- of the Ontario Energy Board, et
6 cetera. And Council was brought up to speed with
7 respect to the status of -- of those documents et
8 cetera.

9 MS. SANDRA COOPER: Yes, Council was.

10 MR. FREDERICK CHENOWETH: Thank you.

11 Now, you've made some comments from
12 time to time with respect to the negotiators on behalf
13 of, I think you said the Town and Collus of these
14 documents.

15 I take it that you were personally not
16 involved in the negotiations or the instructions of
17 the Aird and Berlis lawyers with respect to the
18 eventual conclusion of the sale purchase agreement and
19 the unanimous shareholders agreement, you weren't
20 involved in instructing the -- your legal counsel?

21 MS. SANDRA COOPER: That is correct.

22 MR. FREDERICK CHENOWETH: All right.

23 And I -- I take it that -- that as a
24 result of your lack of involvement in that, you
25 weren't involved in -- in negotiating those

1 agreements.

2 MS. SANDRA COOPER: I was not involved
3 in that.

4 MR. FREDERICK CHENOWETH: So that I
5 take it that personally you may not have personal
6 knowledge of who instructed the Aird and Berlis legal
7 counsel with respect to those agreements?

8 MS. SANDRA COOPER: That could be,
9 yes.

10 MR. FREDERICK CHENOWETH: All right.
11 And it may be that we require further evidence to
12 solve that difficulty?

13 MS. SANDRA COOPER: Yes.

14 MR. FREDERICK CHENOWETH: Good, thank
15 you.

16 In fact those -- those January 16th
17 minutes I -- I don't know whether there were may --
18 made an exhibit or not, but if they weren't, if they
19 could be made an exhibit at this time.

20 THE HONOURABLE FRANK MARROCCO: Yes,
21 they can be if they haven't already been. Have they
22 been made an exhibit?

23 All right, so they're an exhibit.

24 MR. FREDERICK CHENOWETH: Thank you
25 very much.

1 And I don't whether these have been
2 made an exhibit yet either and they should be if
3 they're not.

4 This is the minutes of a special
5 meeting of the Board of Directors of Collingwood
6 Utilities Services, the Corporation, which is Collus
7 Company, held at 23 -- or 43 Stewart Rd., and they're
8 minutes of a meeting held January 20th, 8:05 AM, 2012
9 and indicated that -- that Sandra Cooper, the mayor,
10 was there for those -- for those items.

11 THE HONOURABLE FRANK MARROCCO: Can
12 you give me the number?

13 MR. FREDERICK CHENOWETH: I certainly
14 can sir, yes. As I understand, the number is EHH100.
15

16 CONTINUED BY MR. FREDERICK CHENOWETH:

17 MR. FREDERICK CHENOWETH: There we go.

18 And at this meeting Collingwood
19 Utilities Services Board recommends that the Town of
20 Collingwood execute the share purchase agreement and
21 unanimous shareholder agreement for the sale of 50
22 percent shares of -- of Collus to PowerStream.

23 And I would simply -- that -- that's
24 what it -- was occurred on that occasion?

25 MS. SANDRA COOPER: Yes.

1 MR. FREDERICK CHENOWETH: Thank you.

2 I would simply ask that that be marked as an exhibit,
3 if it's not, and I don't believe it has been to date.

4 THE HONOURABLE FRANK MARROCCO: This
5 is the holding company, right?

6 MR. FREDERICK CHENOWETH: I'm sorry?

7 THE HONOURABLE FRANK MARROCCO: This
8 is the holding company?

9 MR. FREDERICK CHENOWETH: Correct.
10 Yes. It is, sir, yes.

11 And then there's the Council me -- the
12 Council minutes of January 23rd, 2012, with respect to
13 the passing of the bylaw and I take it that's already
14 been marked as an exhibit.

15 I believe that's CJI0008080.

16 THE HONOURABLE FRANK MARROCCO: CJI,
17 is it?

18 MR. FREDERICK CHENOWETH: Yes, sir,
19 CJI.

20 THE HONOURABLE FRANK MARROCCO: What's
21 the balance of the number?

22 MR. FREDERICK CHENOWETH: CJI0008080.

23 THE HONOURABLE FRANK MARROCCO: That's
24 an -- I'll make it an exhibit.

25 MR. FREDERICK CHENOWETH: Thank you

1 very much.

2

3 CONTINUED BY MR. FREDERICK CHENOWETH:

4 MR. FREDERICK CHENOWETH: And we
5 understand that the bylaw authorizing certain officers
6 to sign the sale purchase agreement and the unanimous
7 shareholder's agreement was passed at that meeting,
8 correct?

9 MS. SANDRA COOPER: Yes.

10 MR. FREDERICK CHENOWETH: Thank you.

11 And just two (2) more matters to cover
12 quickly at this juncture.

13 You've told us about the fact that in
14 or about March 2nd to March 5th, somewhere in there,
15 there was a meeting at which Leo Longo attended and
16 you had Corrine Kennedy and Ron Clark on the phone and
17 they went through, with you, the details, as they
18 understood it, with respect to the SPA and the
19 unanimous shareholders agreement, correct?

20 MS. SANDRA COOPER: Yes.

21 MR. FREDERICK CHENOWETH: All right.

22 And in attendance, we've talked about
23 the fact that Sara Almas was there because she was the
24 signator.

25 MS. SANDRA COOPER: Yes.

1 MR. FREDERICK CHENOWETH: The CAO was
2 there.

3 MS. SANDRA COOPER: Yes.

4 MR. FREDERICK CHENOWETH: And as I
5 understand it, Ms. Wingrove had some questions during
6 the course of that meeting, and I think Ms. Almas
7 detailed that in her testimony.

8 MS. SANDRA COOPER: Yes.

9 MR. FREDERICK CHENOWETH: You recall
10 she had some questions?

11 MS. SANDRA COOPER: Yes, there was
12 conversation, yes.

13 MR. FREDERICK CHENOWETH: Yes, thank
14 you.

15 And Sara Almas says that the questions
16 of Ms. Wingrove were successfully answered during the
17 course of that -- what I'll describe as an educational
18 meeting. Is that fair?

19 MS. SANDRA COOPER: That is fair.

20 MR. FREDERICK CHENOWETH: All right.

21 And as I also understand it, Ms.
22 Wingrove made two additional suggestions during the
23 course of -- of that meeting. And you may or may not
24 recall these, but assist me if you can.

25 There was a concern about the service

1 agreements which had not yet been reviewed and
2 completed at that time. Is that correct, that was
3 raised during the course of that meeting?

4 MS. SANDRA COOPER: That likely was,
5 yes.

6 MR. FREDERICK CHENOWETH: Thank you.

7 And as a result of Ms. Wingrove's
8 raising those concerns -- and by the way, that was a
9 concern of -- of -- of all the parties, the Town and
10 Collus and PowerStream, you wanted to maintain those
11 service agreements?

12 MS. SANDRA COOPER: Yes.

13 MR. FREDERICK CHENOWETH: Right. And
14 Ms. Wingrove raised that at the meeting and as a
15 result of her raising it, there was an undertaking
16 inserted in the agreement that those concerns about
17 the service agreements would be addressed within one
18 (1) year of the closing of the document?

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

21 MR. FREDERICK CHENOWETH: Thank you.

22 And in addition, there was occurrence -
23 - concern raised by Ms. Wingrove with respect to
24 whether the amalgamated company would go off on its
25 own and -- and become involved in -- in acquisitions

1 and mergers and things of that nature without the
2 involvement of its partner, Collus. That was also
3 expressed by Ms. Wingrove?

4 MS. SANDRA COOPER: Yes.

5 MR. FREDERICK CHENOWETH: And as a
6 result of that, there was a -- an undertaking that
7 eventually was signed by all the parties in which the
8 new entity undertook to give a first refusal with
9 respect to any of these matters to -- to Collus?

10 MS. SANDRA COOPER: Yes.

11 MR. FREDERICK CHENOWETH: Very good,
12 thank you.

13 Which I think is called the right of
14 first refusal, I think --

15 MS. SANDRA COOPER: That is correct.

16 MR. FREDERICK CHENOWETH: Thank you
17 very much.

18 So again, Ms. Wingrove was a -- a
19 functioning, contributing member of the STT team?

20 MS. SANDRA COOPER: I felt that way.
21 Yes, that's accurate.

22 MR. FREDERICK CHENOWETH: And as a
23 result of that education and instruction you obtained
24 at the Leo Longo meeting, you were content to sign the
25 agreement, various agreements, on March 6th?

1 MS. SANDRA COOPER: Yes.

2 MR. FREDERICK CHENOWETH: And you felt
3 comfortable in doing so?

4 MS. SANDRA COOPER: Yes.

5 MR. FREDERICK CHENOWETH: And felt
6 that the process that had been used to arrive at the
7 eventual result, which you were evidencing by your
8 signature, had been a proper and appropriate result?

9 MS. SANDRA COOPER: Yes.

10 MR. FREDERICK CHENOWETH: Thank you
11 very much. Those are my questions, Your Honour.

12 THE HONOURABLE FRANK MARROCCO: Thank
13 you. Next? Mr. Watson...?

14 MR. MICHAEL WATSON: Yes, I am, Your
15 Honour, thank you.

16 THE HONOURABLE FRANK MARROCCO: Go
17 ahead.

18

19

20 CROSS-EXAMINATION BY MR. MICHAEL WATSON:

21 MR. MICHAEL WATSON: As a result of
22 Mr. Chenoweth's examination, I have been doing, Your
23 Honour, a lot of cutting and slashing of my notes, so
24 I maybe bounce around just a little bit, but that's
25 why.

1 And Ms. Cooper, I think you know that I
2 am one of the lawyers for Alectra, which is now the
3 current name of what was PowerStream.

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: All right.

6 Now, you came on the Town Council in
7 1997?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: And you remained
10 on Council for the 13-year period until 2010?

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: And for several
13 of those years, from 2003 to 2010 you were Deputy
14 Mayor?

15 MS. SANDRA COOPER: Correct.

16 MR. MICHAEL WATSON: And you assisted
17 the mayor in the mayor's discharge of the mayor's
18 duties during that period?

19 MS. SANDRA COOPER: Somewhat.

20 MR. MICHAEL WATSON: And I take it
21 that during that time, your 13 years on Council,
22 before you were elected mayor, you became familiar
23 with Collus, knew what it was and knew what it's
24 importance was to the Town?

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: You mentioned a
2 couple of times in your evidence meetings of the EDA
3 that you attended?

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: And the EDA, of
6 course, is the Electricity Distributors Association?

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: And the EDA is
9 divided into several regions or districts in the
10 province, right?

11 MS. SANDRA COOPER: Yes, it is.

12 MR. MICHAEL WATSON: And one of them
13 is the Georgian Bay District?

14 MS. SANDRA COOPER: That is the one I
15 attended.

16 MR. MICHAEL WATSON: Indeed. And you
17 said meetings, plural. It suggested to me that you
18 had attended several, and I think you said over the
19 years. Did I get that right?

20 MS. SANDRA COOPER: Yes, they were
21 annual meetings.

22 MR. MICHAEL WATSON: Right. About
23 when did you start attending meetings of the EDA?

24 MS. SANDRA COOPER: Perhaps in the
25 very early 2000s. It might have been 2001. It was --

1 or just -- actually, as I became deputy mayor.

2 MR. MICHAEL WATSON: So that would've
3 been, I believe, 2003, is that right?

4 MS. SANDRA COOPER: I think that's --

5 MR. MICHAEL WATSON: And did you make
6 it a practice to attend those meetings fairly
7 regularly in the years that followed?

8 MS. SANDRA COOPER: I had attended
9 several times. There may have been once or twice that
10 I didn't.

11 MR. MICHAEL WATSON: And that's where
12 you learned about trends in the electricity
13 distribution business, if I can put it that way?

14 MS. SANDRA COOPER: Yes.

15 MR. MICHAEL WATSON: And about
16 provincial initiatives?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: And about
19 consolidation that had been taking place in the
20 industry?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: And I take it
23 that you became familiar with the fact that around the
24 end of the 1990s, there were about 300 LDCs in
25 Ontario?

1 MS. SANDRA COOPER: Yes.

2 MR. MICHAEL WATSON: And that by the
3 time we got to about 2010, that number had been
4 reduced to about seventy (70) to eighty (80)?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: And it seemed to
7 have kind of stalled there at that time, were -- you
8 became familiar with that?

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: And the province
11 was interested in moving the process forward again.

12 MS. SANDRA COOPER: M-hm.

13 MR. MICHAEL WATSON: Is that a "yes"?

14 MS. SANDRA COOPER: Yes, sorry. Yes.

15 MR. MICHAEL WATSON: And this is
16 everything that you became familiar with as a result
17 of your position as deputy mayor, right?

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: And your
20 familiarity with Collus?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: And attending EDA
23 meetings with other LDCs?

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

1 MR. MICHAEL WATSON: Now, you remember
2 that the Town's lawyer this morning took you, among
3 other places, to the December 2010 time period when
4 you were installed. Do you remember that?

5 MS. SANDRA COOPER: Oh, yes.

6 MR. MICHAEL WATSON: And he had asked
7 you about -- about taking the oath of office and so on
8 and I've had the pleasure to go over minutes from way
9 back 2010 on the Town's website.

10 And does it ring a bell that, in fact,
11 the first meeting of the new Council, when you were
12 installed, was December 6th of 2010?

13 MS. SANDRA COOPER: Yes. I do recall.

14 MR. MICHAEL WATSON: And so -- and of
15 course the election had been at the end of October,
16 right?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: And then at that
19 point, that's the point at which you became a member
20 of the Collus Board?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: Right.

23 And -- and at that time, I made a note
24 of what you said this morning, Mr. McDowell had -- was
25 asking you about Collus in particular, and he was

1 asking you about December 2010. And -- and he asked
2 you about -- about Mr. Bentz and you said that you
3 didn't know that Mr. Houghton had had a meeting with
4 Mr. Bentz.

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: You remember
7 saying that?

8 MS. SANDRA COOPER: I do remember
9 saying that.

10 MR. MICHAEL WATSON: Right.

11 And then -- and then right after that
12 you said "I knew that Ed Houghton was meeting with
13 various", and then you didn't put in a word there,
14 then you picked up, "To determine whether there was
15 any interest."

16 Do you remember saying that?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: And I take it
19 that whatever the names were, you had been made aware
20 of the fact that Mr. Houghton was meeting with various
21 parties who might be interested. Is that so?

22 MS. SANDRA COOPER: Seeing what the
23 industry -- where it was going and the interest, yes.

24 MR. MICHAEL WATSON: All right.

25 And -- and the interest being a

1 possible interest in doing something with Collus?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: All right. And
4 this is in around the -- the December 2010 period that
5 McDowell was asking you about?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: And I take it
8 when you found that out, that didn't particular
9 surprise you given the state of Collingwood's finances
10 that you described?

11 MS. SANDRA COOPER: M-hm.

12 MR. MICHAEL WATSON: Is that right?

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: And also given
15 your election platform, that he was quite aware of?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: And also given
18 the province's policy and wishes concerning LDC
19 consolidation?

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: All right. And
22 you probably were fairly very pleased that in fact he
23 had been -- he was in the process of doing that?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: All right.

1 And I -- I take it that the subject of
2 -- and I think you've said this -- of LDC
3 consolidation in whatever format had been the subject
4 of significant discussion at the EDA over the years?

5 MS. SANDRA COOPER: Yes, with the
6 guest speakers, yes.

7 MR. MICHAEL WATSON: Right. And you
8 heard, I take it, that, you know, Hydro One had --
9 had, shall we say in -- one way of looking at it was a
10 merger taken over a large number of municipal
11 utilities in that period of time?

12 MS. SANDRA COOPER: That is accurate.

13 MR. MICHAEL WATSON: Some might say
14 gobbled up?

15 MS. SANDRA COOPER: You could refer to
16 that.

17 MR. MICHAEL WATSON: And -- and I take
18 it that you became familiar with the fact that there
19 were various ways in which these consolidations,
20 mergers, acquisitions, had come about?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: Some had been
23 done by RFP?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: And some had been

1 done by the head of one utility calling up the head of
2 another utility, saying, you know, this is where the
3 province is moving, we're small, you know, are you
4 interested in talking, that sort of thing?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: And that's very
7 much how it happened in that time you became familiar
8 with, I take it?

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: Now, you, of
11 course, knew of PowerStream?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: All right. And -
14 - and -- and you had talked about that this morning,
15 you knew that PowerStream was an LDC?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: And that it was
18 the -- it -- it was an immediately adjoining area,
19 among others --

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: -- in Barrie,
22 right?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: And I take it
25 that you knew, it was fairly big news, that it was

1 created around the year 2004 as a result of the merger
2 of Markham Hydro and Hydro Vaughan and Richmond Hill
3 Hydro? You became aware of that?

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: And had become
6 fairly, fairly large, right?

7 MS. SANDRA COOPER: Yes, it had.

8 MR. MICHAEL WATSON: And then at the
9 end of -- right at the end of 2008, it had merged with
10 Barrie Hydro?

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: And of course
13 Mayor Lehman told you when you spoke with him, he was
14 not mayor at that time, right?

15 MS. SANDRA COOPER: That -- yes.

16 MR. MICHAEL WATSON: But he was on
17 Council?

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: So you were
20 familiar with that, and that was fairly big news in
21 the LDC world in Ontario, right?

22 MS. SANDRA COOPER: Yes.

23 MR. MICHAEL WATSON: And you were also
24 familiar with and knew about Horizon?

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: And Veridian?

2 MS. SANDRA COOPER: Well, attending
3 the -- the annual conference, I would have been
4 familiar with them.

5 MR. MICHAEL WATSON: Right. And also
6 obviously Hydro One, everybody is, right?

7 MS. SANDRA COOPER: Everyone, yes.

8 MR. MICHAEL WATSON: All right.

9 And -- and those companies with -- with
10 PowerStream, were, you know, major players in the LDC
11 world in Ontario, right?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: And becoming more
14 so?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: And they were, I
17 take it, the very ones that you would expect Collus
18 would canvass to determine whether there was any
19 interest in any kind of merger, consolidation,
20 partnership, deal, purchase of share, something like
21 that, right?

22 MS. SANDRA COOPER: Yes.

23 MR. MICHAEL WATSON: Right. And
24 therefore it was absolutely no surprise to you when
25 you saw those names in -- in August, that these are

1 the people that have been talked to?

2 MS. SANDRA COOPER: No surprise.

3 MR. MICHAEL WATSON: Now, could I --
4 could we turn up, please, Foundation document
5 paragraph 104. I want to talk to you about something
6 else, and that is the provincial Minister's task force
7 on LDC consolidation.

8 You're nodding. You're familiar with
9 that?

10 MS. SANDRA COOPER: Yes, I am.

11 MR. MICHAEL WATSON: All right. If we
12 could turn up that, please?

13 All right and -- and we see -- we see
14 that in April 2012, so -- so just to situate us, this
15 I right after the transaction documents have been
16 executed by you and clerk Almas, right?

17 MS. SANDRA COOPER: Yes, it is.

18 MR. MICHAEL WATSON: But a few months
19 before the closing, which was at the end of July,
20 right?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: Okay. And of
23 course there was a significant delay in the closing
24 because of the requirement to get, among others, OEB
25 approval?

1 MS. SANDRA COOPER: Yes.

2 MR. MICHAEL WATSON: Ontario Energy
3 Board. All right.

4 And I take it you became aware of the
5 fact that the Ontario Minister of Energy had
6 established this review panel, Ontario Distribution
7 Sector review panel?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: Right. And you
10 were aware that David McFadden was a member of that
11 panel?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: Could we please
14 bring up, and I'm not going to go through all of it,
15 but just a couple of pages, the document that is
16 referred to there, the CJI10462 document, please?

17

18 (BRIEF PAUSE)

19

20 MR. MICHAEL WATSON: All right. And -
21 - so if we can actually -- is there any way of just
22 getting an entire slide on -- on the screen? Yes,
23 just -- all right. Okay, great. Thank you. And if
24 we can scroll down. All right. So we see -- now, if
25 I can stop there.

1 I just want to make this clear, the
2 report came out later that year. Do you recall that,
3 in December 2012?

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: But -- and -- and
6 therefore, after this transaction had closed, right?

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: But it -- and
9 you're, I take it, familiar with it?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: Have you seen it
12 before?

13 MS. SANDRA COOPER: I'm sure I have,
14 yes.

15 MR. MICHAEL WATSON: All right.

16 And you know that, among other things,
17 it discussed the history of LDCs and consolidation and
18 what the report concluded was a problem facing Ontario
19 at that time --

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: -- and
22 historically?

23 All right. If we can go down, please.
24 Scroll through and keep going, keep going, keep going.
25 Stopping there.

1 We see that the three members were a
2 Murray Elston, a former energy minister as the chair,
3 do you see that?

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: And Floyd
6 Laughren and in the NDP government, I believe of Bob
7 Rae, he was treasurer. Do you remember that?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: And then David
10 McFadden.

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: Okay.

13 And could we go, please, to -- to page
14 6. I hope I get the right page here. Where are we.
15 All right.

16 And do you see there that -- that there
17 is a heading Ontario's Current Landscape?

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: And -- and it
20 says among others, and there are just a couple of
21 pages, I'm not going to read a lot of it, but:

22 "Ontario's fragmented system for
23 distributing electricity is unique
24 in Canada, a product of history,
25 rather than the outcome of rational

1 planning. No other jurisdiction has
2 chosen this structure as a desired
3 outcome."

4 Do you see that?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: And were you
7 familiar with that conclusion of this task force?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: And then it goes
10 on in the next paragraph to talk about 80 licensed
11 electricity distributors, right?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: And we've talked
14 -- we've talked about that, right?

15 MS. SANDRA COOPER: M-hm. Yes.

16 MR. MICHAEL WATSON: Yes.

17 And then just before the bullet points
18 we see the paragraph:

19 "The range in variety of the
20 province's LDCs is remarkable and
21 cannot be found in any other
22 jurisdiction in Canada. One of the
23 smaller utilities, Hydro 2000,
24 serves just twelve hundred eight
25 (1,208) customers in eastern

1 Ontario. Largest distributor, Hydro
2 One network says a thousand times as
3 many customers."

4 And it goes on, right.

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: Okay. And could
7 we -- I think that may be it. Thank you. That's --
8 that's it for that document.

9 And if we can just turn up then par --
10 in Foundation Document, the next paragraph which is
11 105.

12

13 (BRIEF PAUSE)

14

15 MR. MICHAEL WATSON: And as we see
16 here, the report reviewed the history and current
17 state of electricity sector. And you are familiar
18 with the fact that there were several conclusions at
19 the end of the report, right?

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: Right. And you
22 were generally familiar with what those were.

23 MS. SANDRA COOPER: Generally
24 familiar, yes.

25 MR. MICHAEL WATSON: And you remember

1 that, and this is quoting:

2 "Most municipalities and LDCs
3 understand that status quo will not
4 serve the citizens of the province
5 well in the decades to come."

6 You -- do you remember that as being
7 one of the conclusions?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: And then the
10 primary report was that seventy-three (73) of
11 Ontario's LDCs be consolidated into, and then quoting
12 again:

13 "Eight (8) to twelve (12) larger
14 regional distributors that are large
15 enough to deliver improved
16 efficiency and enhance customer
17 focus, while at the same time
18 maintaining a strong connection with
19 their local communities."

20 Right?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: And I take it
23 that from all of your evidence, one of your goals
24 certainly was to improve efficiency?

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: And one of the
2 ways of doing that was to cut the burden on the
3 taxpayer?

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: And the taxpayers
6 of course were electricity users?

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: And also to
9 enhance customer focus, that was one of your goals?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: And also to
12 maintain a strong connection with the local community,
13 Collingwood, right?

14 MS. SANDRA COOPER: Yeah, yes.

15 MR. MICHAEL WATSON: Okay. And that
16 was one of the things that you had in mind as you went
17 through this transaction process that ultimately led
18 to the transaction with PowerStream, right?

19 MS. SANDRA COOPER: Yes.

20 MR. MICHAEL WATSON: Okay. Now, just
21 going ahead to May, and then I do have to come back to
22 one other point, but going ahead to May, do you
23 remember that you had a discussion with Mayor Lehman?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: And I don't want

1 to take you to the documents, but you remember the
2 email exchange between you and Paul Bonwick and then
3 over to Brian Bentz and then back about that, right?

4 MS. SANDRA COOPER: Yes, I recall.

5 MR. MICHAEL WATSON: Right. And do
6 you remember -- and -- and you saw that entire email
7 exchange when it came back to you?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: And do you
10 remember that Mr. Bonwick asked Mr. Bentz for -- for
11 Mayor Lehman's telephone number, right?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: And it was the
14 cell number, not an office. Do you remember that, in
15 the -- in the email?

16 MS. SANDRA COOPER: I -- yes, I do
17 recall.

18 MR. MICHAEL WATSON: All right. And -
19 - and of course May -- Mayor Lehman -- well first of
20 at that time he Mayor of Barrie.

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: And this was now
23 two (2) years and a bit after the merger of Barrie
24 Hydro and PowerStream.

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: And I think you
2 probably knew that -- that Jeff Lehman, Mayor Lehman,
3 was on the Combined Companies Board, the PowerStream
4 Board.

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: Yes, all right.
7 And so it was no surprise to you then that -- that a
8 place to get his cell phone would be through
9 PowerStream, given that he was on the Board, right?

10 MS. SANDRA COOPER: Yeah.

11 MR. MICHAEL WATSON: With -- with Mr.
12 Bentz, right?

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: Okay, okay. Then
15 -- and the June 27 meeting, I'm not going to go
16 through that, but am I right that that was the first
17 time that you met Mr. Bentz?

18 MS. SANDRA COOPER: That I recall,
19 yes.

20 MR. MICHAEL WATSON: Yes. And you --
21 you certainly had heard his name before.

22 MS. SANDRA COOPER: Yes.

23 MR. MICHAEL WATSON: Right. But you
24 had -- had neither met him nor spoke on the phone with
25 him that you can recall.

1 MS. SANDRA COOPER: Not that I recall.

2 MR. MICHAEL WATSON: All right. And
3 you will remember that a short time after that, it was
4 about six (6) weeks, on August 11th, you saw him again
5 at the public launch of the solar vent initiative. Do
6 you remember that?

7 MS. SANDRA COOPER: Yes, I do.

8 MR. MICHAEL WATSON: Right. And --
9 and he spoke at that. Do you remember there was sort
10 of a -- a half hour introduction with various people
11 speaking?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: I'm not going to
14 go through the documents but he spoke, right?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: He was allotted
17 five (5) minutes, right, and then there was one in the
18 middle and then you allotted five (5) minutes.

19 MS. SANDRA COOPER: Yes.

20 MR. MICHAEL WATSON: And --

21 MS. SANDRA COOPER: I didn't prepare
22 the agenda but I do recall.

23 MR. MICHAEL WATSON: All right. And
24 then the next time you saw him was at the presentation
25 that PowerStream made among the four (4) potential

1 bidders to the strategic task team in September.

2 MS. SANDRA COOPER: I believe so, yes,
3 that's accurate.

4 MR. MICHAEL WATSON: Now, the Collus
5 Board, as we've seen, you came on the Collus Board as
6 soon as you became mayor.

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: And you said that
9 you received a binder of materials with respect to
10 Collus at that time.

11 MS. SANDRA COOPER: If I recollect,
12 there was -- yes.

13 MR. MICHAEL WATSON: And one of the
14 things that you said was in the binder were the
15 minutes of past meetings.

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: Right. And you
18 also talked about definitions or acronyms, you know,
19 who was who in the -- in the --

20 MS. SANDRA COOPER: Oh yes, pages.

21 MR. MICHAEL WATSON: Right. And in --
22 in the Collus world, if I can put it that way.

23 MS. SANDRA COOPER: In the industry
24 world, yes.

25 MR. MICHAEL WATSON: And I take it

1 that one of the things you wanted to do -- well, first
2 of all, you were now a member of the Collus Board,
3 right?

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: And you had
6 become familiar with Collus but you had not been a
7 member of the Board while deputy mayor.

8 MS. SANDRA COOPER: I believe --
9 oh sorry, yes. I'm trying to recall. I know that
10 previously I had been involved with the Board.

11 MR. MICHAEL WATSON: At meetings?

12 MS. SANDRA COOPER: Yes. Not -- not
13 my second term as deputy mayor, and it likely was
14 around the time that the province had made some
15 changes early in the 2000s.

16 MR. MICHAEL WATSON: And by "changes,"
17 do you mean mandating or requiring that municipal
18 utilities now be changed into business corporations?

19 MS. SANDRA COOPER: That is correct.

20 MR. MICHAEL WATSON: And that's
21 exactly what happened with Collus and how it became a
22 business corporation, right?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: Okay. And what
25 I'd like to do, please, is -- is bring up or have you

1 bring up, please, TOC516594.

2

3 (BRIEF PAUSE)

4

5 MR. MICHAEL WATSON: Now, this is a
6 presentation that David McFadden made to Collus Power
7 in January 2010. I'm going to ask you about that.
8 There's one (1) particular thing that I want to ask
9 you about, but could we just flip through a couple of
10 the slides? I just want to have you take a look at
11 this, electricity made the 20th century, going on,
12 importance of energy to Canada, et cetera.

13 In becoming familiar with Collus and
14 perhaps even attending meetings, and when you came on
15 board, did you become familiar with -- you -- you saw
16 this presentation that Mr. McFadden had made a few
17 months earlier?

18 MS. SANDRA COOPER: I would have.

19 MR. MICHAEL WATSON: Yes, all right.
20 Could we then please -- and -- and, sorry, when you
21 say you would have, are you saying I did?

22 MS. SANDRA COOPER: Sorry. I -- I
23 recall Mr. McFadden making a presentation. I didn't -
24 - I don't recall right now the details of that.

25 MR. MICHAEL WATSON: All right. But

1 it was on this topic?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: All right. And --

4 MS. SANDRA COOPER: Oh, absolutely,
5 yes.

6 MR. MICHAEL WATSON: Right. And it
7 was a PowerPoint?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: And you saw the
10 PowerPoint slides?

11 MS. SANDRA COOPER: Yep.

12 MR. MICHAEL WATSON: And so --

13 MS. SANDRA COOPER: And --

14 MR. MICHAEL WATSON: Sorry, that's a
15 "yes"?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: Right.

18 MS. SANDRA COOPER: Yeah.

19 MR. MICHAEL WATSON: And so I take it
20 that all you're saying is you can't recall whether
21 this was the precise wording of the slides?

22 MS. SANDRA COOPER: Yes.

23 MR. MICHAEL WATSON: All right. I
24 should, because I haven't done it before, ask that
25 this be marked as the next exhibit, Your Honour.

1 THE HONOURABLE FRANK MARROCCO: So
2 ordered.

3

4 CONTINUED BY MR. MICHAEL WATSON:

5 MR. MICHAEL WATSON: And -- and could
6 I turn, please, to page 15? Right. And at the end,
7 and -- and this -- this is getting close to -- to the
8 end, two-thirds of the through. We see the heading,
9 "Challenges Created for LDCs by the Green Energy Act."

10 Do you see that?

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: And you'll
13 remember the Green Energy Act as being an initiative
14 of the McGuinty Liberal government?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: That received in
17 -- in various years has received mixed reviews.

18 That's fair to say, right?

19 MS. SANDRA COOPER: That's a good
20 statement, yes.

21 MR. MICHAEL WATSON: Right.

22 MS. SANDRA COOPER: Right.

23 MR. MICHAEL WATSON: But it was being
24 strongly pushed at that time?

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: Okay. And -- and
2 Mr. McFadden notes that among the challenges are
3 rising electricity prices, local demand, type of
4 technology, and so on, right?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: And I take it
7 that you are familiar with these kinds of challenges
8 from your attendance at meetings of the EDCs and
9 discussions with other LDCs and people involved?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: And at the he
12 says, "partnership/joint venture." You see that?

13 MS. SANDRA COOPER: Yes, I do.

14 MR. MICHAEL WATSON: All right. And
15 so that was certainly one of the things that -- that
16 Mr. McFadden, who two years and a bit later was named
17 to the provincial task force on this, was considering
18 talking to Collus about that time.

19 MS. SANDRA COOPER: Yes.

20 MR. MICHAEL WATSON: And a few months
21 later you came on the Board. Yes?

22 MS. SANDRA COOPER: Yes.

23 MR. MICHAEL WATSON: Okay, thank you.
24 Now -- yes, you remember -- I just want to touch very
25 briefly on these points -- but the January 2011

1 direction that you gave to Mr. Muncaster and Mr.
2 Houghton to get a valuation done concerning the -- the
3 draft said, a possible sale of Collus assets.

4 Do you remember that?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: And then you
7 reworded it to opportunities, right?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: But it had to do
10 with the future of Collus and what might be done with
11 it.

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: And all of the
14 various opportunities, including a partial or entire
15 sale.

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: Or status quo.

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: Or something
20 else, right?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: And you said in
23 your evidence two (2) days ago that the idea here was
24 to kick the tires on the possibility of interest in
25 the electricity world about a possible sale of Collus

1 shares, right?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: And kicking the
4 tires on the possibility of interest means, you know,
5 talking to people who might be interested.

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: Just as you knew
8 a month earlier Mr. Houghton was already doing.

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: Right. And --
11 and the direction was to get a valuation done for that
12 purpose, right?

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: And -- and so a
15 possible transaction might be, might be, the sale of
16 some or all of Collus assets?

17 MS. SANDRA COOPER: That is accurate.

18 MR. MICHAEL WATSON: And indeed that
19 was the original wording in the draft direction,
20 right?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: Or it might be a
23 sale of some or all of Collus, not through sale of
24 assets but rather through sale of some or all of the
25 Town's shares in the company, right?

1 MS. SANDRA COOPER: Yes, yes.

2 MR. MICHAEL WATSON: Right. And --
3 and what would be very important to learn would be
4 what the Town might expect to receive from such an
5 initiative, right?

6 MS. SANDRA COOPER: yes.

7 MR. MICHAEL WATSON: Because if there
8 was going to be a tiny pittance of money, that wasn't
9 going to do anything to advance your agenda, right?

10 MS. SANDRA COOPER: Right.

11 MR. MICHAEL WATSON: Or indeed to
12 assist the taxpayers of Collingwood.

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: Whereas, if it
15 would be a rather large amount of money, that would be
16 something very significant that might prompt the Town
17 to pursue the prospect of such a transaction, right?

18 MS. SANDRA COOPER: yes.

19 MR. MICHAEL WATSON: And critical to
20 that is getting a valuation, right?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: And no one in the
23 LDC world could possibly imagine that you'd start out
24 on an initiative without getting a valuation.

25 MS. SANDRA COOPER: I agree.

1 MR. MICHAEL WATSON: And -- and in
2 fact, any -- anybody who'd be approached by somebody
3 for a possible transaction without that someone having
4 done a valuation would think that they were crazy,
5 isn't that fair?

6 MS. SANDRA COOPER: I would say -- I
7 would agree with that.

8 MR. MICHAEL WATSON: Now, within a few
9 days after that direction, right at the end of
10 January, you know that -- well, sorry, Mr. -- Mr.
11 Houghton told you that he had spoken to KPMG about
12 getting exactly such a study done.

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: Right. And that
15 he had gotten a -- a draft retainer letter from KPMG?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: If it had been
18 earlier in the day, I'd take us to that, but it's not,
19 so -- and the Collus Board knew as well, and you gave
20 some evidence about this on Tuesday, that the Collus
21 Board knew that KPMG had been retained to do exactly
22 that, a valuation and a report on strategic options.

23 MS. SANDRA COOPER: yes.

24 MR. MICHAEL WATSON: And you remember
25 that the KPMG report came out and was delivered to

1 Collus on May 24th?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: And you remember
4 that it contained -- it was in -- it was in two (2)
5 separate documents. One (1) was the valuation, right?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: And one (1) was
8 the report on strategic alternatives, right?

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: And as you said,
11 you saw it when Mr. Houghton got it.

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: Right. And this
14 was, I take it, exactly what you had been directing,
15 or if I can put it slightly more politely, asking
16 firmly be done on January 31st, right?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: Okay. So you
19 were pleased with that.

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: Okay. And -- and
22 so now we get -- and now we get to June 2nd, and June
23 2nd of course is the date of your letter to Mr. Bentz.

24 MS. SANDRA COOPER: yes.

25 MR. MICHAEL WATSON: That you had --

1 that had, we've seen, been in draft form back on May
2 18th, right?

3 MS. SANDRA COOPER: Yes.

4 MR. MICHAEL WATSON: And you gave --
5 you said in your evidence that around that time, May
6 18th, you had some discussion with Mr. Bonwick about
7 this and what he would be doing and so on, right?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: Okay. And as at
10 that time, June 2nd when you finally signed the
11 letter, obviously as we've seen, you'd been aware for
12 years about talk of consolidation of LDCs, right?

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: Mergers,
15 acquisitions?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: Other kinds of
18 deals?

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

20 MR. MICHAEL WATSON: Yes? And you had
21 given direction to Collus to explore exactly those
22 opportunities?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: And you knew that
25 PowerStream had merged with Barrie just a couple of

1 years earlier?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: You knew that it
4 had gone well?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: And you heard
7 that generally, and also from Mayor Lehman, right?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: And that, I take
10 it, encouraged you, the fact that, you know, that that
11 fairly recent merger of two LDCs sort of next door in
12 Barrie had gone well.

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: Right. And that
15 allayed any possible, or some possible concerns that
16 you might have had as to how it might be received by
17 the citizens of the Town, is that fair?

18 MS. SANDRA COOPER: That is accurate.

19 MR. MICHAEL WATSON: All right. And -
20 - and you knew at this time again, June 2nd, that
21 Collus had engaged KPMG to do a valuation and you'd
22 seen the valuation and the options report, right?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: And all of these
25 events -- information that you had, things, people to

1 whom you had talked, had all been about mergers,
2 acquisitions, and possible sale of assets or shares in
3 whole or in part of Collus, right?

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: And you knew at
6 that time that Mr. Bonwick was telling you that he was
7 -- had been hired by PowerStream or was about to be
8 hired by PowerStream, right?

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: The very company
11 that had merged with Barrie two (2) years earlier?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: Right. And that
14 in the letter, one of the things, no surprise, was
15 acquisitions, right?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: Which is exactly
18 what we're talking about and that you were considering
19 through this entire period, right?

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: Yes, all right.
22 So -- yeah, just one thing about the solar -- sorry --
23 sorry, that -- that solar attic launch event, you
24 remember that -- that you forwarded the invitation to
25 Paul Bonwick?

1 MS. SANDRA COOPER: Yes.

2 MR. MICHAEL WATSON: And you were
3 asked, I believe it was yesterday, why you invited
4 him. Do you remember being asked that?

5 MS. SANDRA COOPER: Yes, I do.

6 MR. MICHAEL WATSON: And you said I
7 invited him to attend for no specific reason, right?

8 MS. SANDRA COOPER: Right, yeah.

9 MR. MICHAEL WATSON: Well, now that
10 we've gone through all of this and it's sort of coming
11 back to you, everything that happened and the -- you
12 know, the discussion with Paul Bonwick and all of that
13 and getting the cell phone for Mr. -- Mayor Lehman
14 through Brian Bentz at -- at PowerStream, you knew
15 that PowerStream of course was involved in the solar
16 event initiative?

17 MS. SANDRA COOPER: Yes, their logo
18 was among others on the agenda.

19 MR. MICHAEL WATSON: Yes. And of
20 course Collus was as well, right? And -- and by that
21 time of course you -- the solar event launch was on
22 August 11th, right?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: Which was eight
25 (8) days after the first meeting of the strategic

1 partnership task team on August 3rd?

2 MS. SANDRA COOPER: yes.

3 MR. MICHAEL WATSON: At which time I -
4 - had been discussed with all the members of that task
5 team, including you, that the -- that five (5)
6 potential bidders had been -- had had informal
7 interviews with Houghton and Muncaster in July, right?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: And you knew that
10 PowerStream was one of those five (5)?

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: And so with all
13 of that, isn't that the reason why you invited Paul
14 Bonwick?

15 MS. SANDRA COOPER: I knew that --

16 MR. MICHAEL WATSON: That your reason?

17 MS. SANDRA COOPER: No reason. He was
18 attending the golf tournament and but that it would be
19 nice to invite him to the -- the solar event.

20 MR. MICHAEL WATSON: All right. And
21 now let's move -- let's move ahead then to September
22 of 2011 and the bidder presentations, or the potential
23 bidder presentations in September. And you remember
24 them, yes?

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: All right. And
2 there were two (2) on September 12th?

3 MS. SANDRA COOPER: yes.

4 MR. MICHAEL WATSON: And two (2) on
5 September 19th? Yes?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: And I say
8 potential bidders because of course they still had to
9 decide whether or not to bid, right?

10 MS. SANDRA COOPER: That's correct.

11 MR. MICHAEL WATSON: And they would
12 have to see the RFP and what was formulated and the
13 criteria and what the Town was looking for and all of
14 that, right?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: So at that time
17 everybody knew that they were -- that it -- it was --
18 it was sort of a bit of a courtship of potential
19 partners at that point, right?

20 MS. SANDRA COOPER: Yes, you could --

21 MR. MICHAEL WATSON: Right.

22 MS. SANDRA COOPER: -- call it like
23 that.

24 MR. MICHAEL WATSON: And so -- and so
25 during this, again this is part of sort of the kicking

1 of the tires.

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: They were brought
4 in to make presentations generally about what they
5 were like, what they did, how they worked and so on,
6 right?

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: Right. And I --
9 I take it that -- that you had a pretty fair idea
10 about, you know, these sort of four (4) large
11 organizations even before you went in, what they did,
12 where they operated, the kind of, you know, relations
13 they had and that sort of thing?

14 MS. SANDRA COOPER: I would have
15 googled and -- and looked further, yes.

16 MR. MICHAEL WATSON: And I take it
17 that there was nothing shocking or --

18 MS. SANDRA COOPER: Oh, I said I would
19 google and check their websites.

20 MR. MICHAEL WATSON: And -- but I take
21 it that you also, you know, the subject of these, and
22 I think you've said this, came up in your various
23 attendances at EDA meetings and so on --

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: -- right?

1 MS. SANDRA COOPER: Yes.

2 MR. MICHAEL WATSON: And so there
3 would be talk about, you know. who they were, what
4 they did, you know, whether there were differences and
5 all of that, and that --

6 MS. SANDRA COOPER: Yeah.

7 MR. MICHAEL WATSON: -- sort of thing
8 was well known in the industry.

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: And I take it
11 therefore that, you know, from what you heard in
12 September meetings, the sort of high level thing,
13 there was no big surprise to you about what you heard
14 from any of them. Is that fair?

15 MS. SANDRA COOPER: That would be
16 fair.

17 MR. MICHAEL WATSON: Yes. Now, I want
18 -- now, at that -- at this time, one of your primary
19 concerns was looking at the entire thing of Collus
20 from the perspective of electricity users in
21 Collingwood, right?

22 MS. SANDRA COOPER: Yes.

23 MR. MICHAEL WATSON: And you wanted to
24 protect them?

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: Right? And --
2 and there -- there was at that time, I think it's fair
3 to say, going back several years, some light
4 manufacturing in the Collingwood area.

5 Is that a fair way to put it?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: Not a lot, but
8 some.

9 MS. SANDRA COOPER: There were still
10 some.

11 MR. MICHAEL WATSON: Right. And-- and
12 when you say "still," there had been kind of an
13 evaporation or a loss of some of that?

14 MS. SANDRA COOPER: That is correct.

15 MR. MICHAEL WATSON: And one of the
16 huge ones of course historically was the loss of the
17 shipbuilding.

18 MS. SANDRA COOPER: yes.

19 MR. MICHAEL WATSON: Right. And that
20 had been a number of years earlier.

21 MS. SANDRA COOPER: '86.

22 MR. MICHAEL WATSON: Right. But
23 mainly the users and the electricity users in
24 Collingwood were residential, mainly.

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: And of course
2 Collus served not only Collingwood but also Stayner?

3 MS. SANDRA COOPER: Yes.

4 MR. MICHAEL WATSON: Thornbury?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: And Clearview, I
7 believe?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: All right.

10 MS. SANDRA COOPER: That's correct.

11 MR. MICHAEL WATSON: And they're
12 fairly small, no disrespect attended -- intended, but
13 very small municipalities, fairly close by, right?

14 MS. SANDRA COOPER: Yes. Rural, yes.

15 MR. MICHAEL WATSON: And -- and Collus
16 had at that time around fifteen thousand (15,000)
17 electricity customers. Does that ring a bell?

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: Right. And they
20 -- and -- and as we've seen, they were mainly
21 residential users.

22 MS. SANDRA COOPER: Right.

23 MR. MICHAEL WATSON: And they were
24 also voters.

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: Right. And one
2 of the presentations was made by Horizon. Do you
3 remember that?

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: Could we please
6 have KPM1133?

7

8 (BRIEF PAUSE)

9

10 MR. MICHAEL WATSON: And do you -- and
11 you will remember -- I think that -- that each of the
12 potential bidders was given something like forty (40)
13 minutes for a presentation and then there's a
14 question/answer period, or something like that.

15 MS. SANDRA COOPER: That sounds about
16 accurate, yes.

17 MR. MICHAEL WATSON: All right. And I
18 -- when I first saw this, I thought that it was a very
19 striking photograph. Do you remember this photograph
20 appearing up on the screen in --

21 MS. SANDRA COOPER: Yes, I --

22 MR. MICHAEL WATSON: -- this room?

23 MS. SANDRA COOPER: Yes, I do.

24 MR. MICHAEL WATSON: All right. And
25 so this was the Horizon presentation, right?

1 MS. SANDRA COOPER: Yes.

2 MR. MICHAEL WATSON: And there were,
3 you know, lots of photographs and all sorts of stuff
4 there, but what I'd like to do is go, please, to Slide
5 24 of 37.

6

7 (BRIEF PAUSE)

8

9 MR. MICHAEL WATSON: Now Horizon
10 brought before the SPTT, the task team, a comparison
11 of distribution rates, electricit -- electricity rates
12 for distribution, that is LDDs, distribution
13 companies, in 2011. That was that very year, among
14 the various parties, right?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: And what we see,
17 first of all, there -- there are -- are four (4)
18 different charts here and -- or graphs, I suppose, and
19 we'll look at them.

20 But what I'd like to look at, the
21 bottom of each of the bars, I just want to take a look
22 at the names. And we see on the left side of each
23 under the green bar is, "Horizon utilities," right?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: And that was the

1 entity making this presentation?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: And then beside
4 that was Collus, right --

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: -- the potential
7 partner, right?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: And then beside
10 that, we see PowerStream, St. Thomas Energy, Veridian,
11 Hydro One. And then there are two (2) aspects to
12 Hydro One.

13 Do you see that?

14 MS. SANDRA COOPER: Yes.

15 MR. MICHAEL WATSON: And those just
16 happen to all of the five (5) who had been interviewed
17 by the -- by Munc -- Messrs. Muncaster and Houghton --

18 MS. SANDRA COOPER: M-hm.

19 MR. MICHAEL WATSON: -- in July, right
20 --

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: -- and -- and
23 four (4) of the five (5) who had been called to make
24 presentations, right?

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: So, certainly,
2 Horizon knew who are of these people were, right?

3 MS. SANDRA COOPER: Yes.

4 MR. MICHAEL WATSON: All right. And
5 you would expect that all of the others knew who all
6 of the others were, as well?

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: Nothing
9 confidential about that, right?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: All right. And
12 so we see that the rates here -- and -- and these are
13 dollars per thousand kilowatt hours. Do you see that?

14 MS. SANDRA COOPER: Yes.

15 MR. MICHAEL WATSON: And we see that
16 in the upper left, there is one (1) for residential.
17 Do you see that?

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: And -- and then
20 next over on the right, top right, "Small commercial"?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: And then bottom
23 left, "Light manufacturing"?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: And bottom right

1 is, "Manufacturing"?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: All right. And,
4 of course, you were very interested in and concerned
5 with residential, right --

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: -- because the
8 vast majority of -- of Collingwood's electricity users
9 were residential?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: And I take it
12 that you were somewhat, you know, interested in maybe
13 small commercial and light manufacturing because there
14 was some of each in Collingwood --

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: -- but much less
17 interested in manufacturing because that had kind of
18 disappeared largely, fair?

19 MS. SANDRA COOPER: There was some
20 manufacturing still, but --

21 MR. MICHAEL WATSON: All right. But
22 not a lot?

23 MS. SANDRA COOPER: -- not as much.

24 MR. MICHAEL WATSON: All right.

25 MS. SANDRA COOPER: That's right.

1 MR. MICHAEL WATSON: And -- and do we
2 -- and -- and I take it that you paid attention to
3 this --

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: -- at the time of
6 the presentation and these numbers were of importance
7 to you?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: All right. And
10 we see there under, "Residential" -- do you see that
11 of all of the utilities there, which one (1) is the
12 lowest?

13 MS. SANDRA COOPER: PowerStream.

14 MR. MICHAEL WATSON: And which was the
15 highest?

16 MS. SANDRA COOPER: Hydro One.

17 MR. MICHAEL WATSON: Right. And then
18 going over to, "Small commercial," do we see that --
19 that there, Horizon was lowest?

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: But then Collus
22 and PowerStream together were equal at next lowest?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: And then it went
25 up from there to a rather gargantuan figure for Hydro

1 One compared with all of the others?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: And then
4 similarly, for light manufacturing we see again that
5 Horizon was somewhat lower than both Collus and
6 PowerStream --

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: -- but Hydro One
9 again at the upper end of the scale?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: And I take it
12 that this was of considerable importance to you?

13 MS. SANDRA COOPER: Yes --

14 MR. MICHAEL WATSON: Okay.

15 MS. SANDRA COOPER: -- it was.

16 MR. MICHAEL WATSON: Thank you.

17 That's it for that one. And we then get to the RFP
18 itself. And there actually hasn't been a lot of
19 discussion about this. I'm not even sure if it's been
20 marked as exhibit, but could we look please at
21 CPS6891?

22 And, Your Honour, if I can just give
23 you an indication, I think I can be done within ten
24 (10) minutes.

25 THE HONOURABLE FRANK MARROCCO: All

1 right. Then I extend the same courtesy to you I
2 extended to Mr. Chenoweth.

3 MR. MICHAEL WATSON: And -- and I
4 can't tell you how much I really appreciate it, Your
5 Honour.

6 THE HONOURABLE FRANK MARROCCO: Right,
7 you can't tell me.

8 MR. MICHAEL WATSON: All right.

9

10 CONTINUED BY MR. MICHAEL WATSON:

11 MR. MICHAEL WATSON: So this -- this
12 is the RFP itself for the strategic partnership. And
13 you --

14 MS. SANDRA COOPER: Yes.

15 MR. MICHAEL WATSON: -- recognize it?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: Could we just
18 scroll down over the first few slides. Then I want to
19 go to one (1) -- stopping there. All right, just back.

20 And we see that -- that these were the
21 various parts of the RFP, right?

22 MS. SANDRA COOPER: Yes.

23 MR. MICHAEL WATSON: And the RFP had
24 been put together with the assistance and guidance and
25 advice of KPMG?

1 MS. SANDRA COOPER: That is correct.

2 MR. MICHAEL WATSON: And it had been
3 looked at and discussed and debated and -- and agreed
4 to by the -- by the Collus Board?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: All right. -- and
7 by the Strategic Partnership Task Team, as well --

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: -- of which you
10 were a member, right?

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: Maybe turn,
13 please, to -- and sorry, we'll see toward the bottom
14 there -- you don't have to scroll, but to the bottom,
15 item number 4 is, "Proposed evaluation," and it says,
16 "Page 8"?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: Can we please
19 turn to page 8?

20

21 (BRIEF PAUSE)

22

23 MR. MICHAEL WATSON: All right. There
24 we go. And -- and you're very familiar with this
25 chart, right?

1 MS. SANDRA COOPER: Yes.

2 MR. MICHAEL WATSON: And, indeed, I
3 believe that this is reproduced in the -- in the
4 foundation book?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: All right. And
7 so we see:

8 "Proposals will be evaluated using
9 the following criteria and
10 weightings."

11 And we've seen this before. And --
12 and, obviously, the -- the first one's 30 points
13 payment for up to 50 percent of the shares. That was
14 number 1, right?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: And that's what
17 has -- we've been calling and was considered to be the
18 financial aspect of that, right?

19 MS. SANDRA COOPER: Yes.

20 MR. MICHAEL WATSON: How much money
21 was going to be paid by a possible successful bidder
22 if the town decided to proceed for up to 50 percent of
23 the shares, right?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: But not more than

1 50 percent, right?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: Because the town
4 didn't want to seed or give up control or say -- say
5 in the control of Collus, right?

6 MS. SANDRA COOPER: That is correct.

7 MR. MICHAEL WATSON: But it wanted to
8 have a true strategic partnership, not just 50:50 but
9 strategic, as well, right?

10 MS. SANDRA COOPER: Ye -- yes.

11 MR. MICHAEL WATSON: And the stra --
12 the strategic part of that was provision of shared
13 services, right?

14 MS. SANDRA COOPER: Yes.

15 MR. MICHAEL WATSON: And obviously,
16 Collus -- the idea was that Collus would be entering
17 into a partnership with -- with all due respect to
18 Collus, it was very small with obviously a much larger
19 entity?

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: All right. And
22 certainly all of the four (4) were much larger
23 entities, right?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: And so what you

1 wanted was, among other things, to take advantage of
2 the efficiencies and the lower costs that large
3 organizations might bring. And it was well-known in
4 the industry at that time, right?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: And that indeed
7 was one (1) of the major factors and major reasons why
8 the province had been pushing, pushing, pushing for a
9 consolidation, to bring lower rates to ratepayers?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: Okay. And -- and
12 so we see, "Provision of strategic and specialized
13 resources," and, "Supporting growing Collus business
14 30 points," right?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: And -- and this
17 is one of the things, provision of strategic and
18 specialized resources, that we were just talking
19 about, this strategic partnership that was important,
20 right?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: And then we see,
23 "Support for employees and their -- and their
24 careers." One (1) of the things -- do you remember
25 from the -- from the electricity task force report of

1 2012 that one (1) of the observations in there was
2 that there was a very -- an aging workforce?

3 MS. SANDRA COOPER: Yes.

4 MR. MICHAEL WATSON: And, generally, in
5 electricity in Ontario at the time, right.

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: All right, and
8 that -- and that there was concern for employees of
9 LDCs, right?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: And one (1) of
12 the concerns was that with -- that, you know, in
13 consolidation there might very well be the prospect of
14 job losses. Do you remember that discussion?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: -- and that with
17 the prospect of job losses, a large portion of the job
18 losses might be of more experienced workers, if we can
19 put it that way, right --

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: -- who might have
22 great difficulty in finding new employment?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: And so I take it
25 that this was one of the issues that was important to

1 the town?

2 MS. SANDRA COOPER: It was --

3 MR. MICHAEL WATSON: All right.

4 MS. SANDRA COOPER: -- yes.

5 MR. MICHAEL WATSON: And then customer
6 experience and satisfaction, another 10 percent. You
7 wanted the residents and the electricity users to be
8 happy with what ultimately came out of this entire
9 process if the town decide to proceed?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: And indeed that's
12 one (1) of the -- the things that you were talking to
13 Mayor Lehman about, right?

14 MS. SANDRA COOPER: Yes, it was.

15 MR. MICHAEL WATSON: I take it you'd
16 already heard that the merger with Barrie had seemed
17 to be quite successful?

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: But you wanted to
20 find out firsthand from the mayor, in particular,
21 about, you know, how it had gone down in how the
22 voters and the electricity users in his municipality
23 had reacted to what happened. Is that right?

24 MS. SANDRA COOPER: That is accurate.

25 MR. MICHAEL WATSON: Right. And --

1 and, of course, you knew by that time that he had and
2 Barrie had two and a half (2 1/2) years of experience
3 after the merger with that?

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: Okay. And then
6 distribution rate and cost structure of Collus cost
7 structure, that was awarded ten (10) points, right?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: And I take it
10 that one (1) of the things -- if -- if we go back to -
11 - to your January 31 direction to Collus, one (1) of
12 the things that you noted at the beginning is that you
13 had given a direction to all department heads to look
14 for ways to cut costs and find opportunities and get
15 the costs down, right?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: Not -- not
18 increasing every year, but at least 1 percent actual
19 induction, right?

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: All right. And -
22 - and so the cost structure of Collus, I take it, was
23 something that was important to you that you had run
24 on and that, given Collingwood's financial situation,
25 was something that was of importance, as well?

1 MS. SANDRA COOPER: It was of
2 importance.

3 MR. MICHAEL WATSON: Right. And so
4 this distribution rate and cost structure of Collus
5 actually had a -- somewhat of a financial component to
6 it, too, didn't it?

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: All right. In
9 addition to the straight 30 percent for the sale price
10 of the shares, right?

11 MS. SANDRA COOPER: Yes.

12 MR. MICHAEL WATSON: And then ulti --
13 and then, lastly, "Cultural and synergistic fit," I
14 always wonder what that actually means, but, you know,
15 how everybody is going to get along in this new
16 arrangement, right --

17 MS. SANDRA COOPER: Yes. It's --

18 MR. MICHAEL WATSON: -- with a large
19 LDC and a much smaller one entering into a 50:50
20 strategic partnership, right?

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: And I take it
23 that the concern was that Collingwood did not want to
24 be run over by a bulldozer?

25 MS. SANDRA COOPER: We didn't want to

1 be overtaken.

2 MR. MICHAEL WATSON: Right. Okay.

3 And so --

4 MS. SANDRA COOPER: The same --

5 MR. MICHAEL WATSON: Right. And so, I
6 take it that -- that the -- these were the reasons why
7 all of these items, a) were of importance to
8 Collingwood, right --

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: -- and, b) were
11 weighted in the way in which they were?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: Thank you. Now,
14 pretty close to the end. I'd like to go through your
15 scorecards, your personal ones. And, actually, along
16 the way, we're going to see the scorecards of the
17 others, as well. Could we please turn up CPS6920?

18

19 (BRIEF PAUSE)

20

21 MR. MICHAEL WATSON: And you will
22 recognize these slides as being what had been
23 populated with the scores of the various St -- SPTT
24 members at the end of November meeting of the SPTT,
25 right?

1 MS. SANDRA COOPER: Yes.

2 MR. MICHAEL WATSON: Now, you remember
3 that -- that Mr. Chenoweth showed you one (1) -- the -
4 - in his examination that were -- slides that were
5 anonymized?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: And it says,
8 "Strategic team member 1, 2, 3, 4 to 9"?

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: Do you recall now
11 that that was what was presented to council at the
12 council meeting of December 5th, that -- that it had
13 been anonymized?

14 MS. SANDRA COOPER: I --

15 MR. MICHAEL WATSON: Does that ring a
16 bell?

17 MS. SANDRA COOPER: I believe so.

18 MR. MICHAEL WATSON: All right. But
19 in -- in any -- in any event, the numbers -- and we
20 can compare them, but the numbers were identical --

21 MS. SANDRA COOPER: Yes.

22 MR. MICHAEL WATSON: -- right? It was
23 just that the names had been removed, right?

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: Although the

1 names of the strategic partnership task team were
2 listed at the -- at the very beginning of that
3 presentation that had been made to council, right?

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: All right, but
6 not necessarily in the order in which the strategic
7 team member numbers 1 through 9 appeared, right?

8 MS. SANDRA COOPER: That's right.

9 MR. MICHAEL WATSON: Yes, right.
10 Okay. But within the SPTT, this was put up beside
11 each person's name, correct?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: Right. And --
14 and, therefore, you are able to see that indeed these
15 were the scores that each person had put up and they
16 have been transcribed correctly?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: And, of course,
19 after the discussion, these scores did not change --
20 change. The scores weren't changed for anybody,
21 right?

22 MS. SANDRA COOPER: That's right.

23 MR. MICHAEL WATSON: Okay. And so
24 here we see -- and we're just going to go down through
25 a few of them. There aren't really an awful lot, but

1 you remember -- sorry, no, we're -- just back up.

2 We'll go -- go through them one by one, but there

3 aren't that many. And this is for nonfinancial.

4 And we see there that -- the customer
5 experience and satisfaction, supporting interest of
6 the communities. We see that -- that PowerStream was
7 rated 10 by -- by everybody other than Mr. Fryer. Do
8 you see that?

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: And Mr. Fryer
11 rated it a 9?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: And Mr. Fryer
14 also rated Horizon and Veridian as a 9, right --

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: -- but Hydro One
17 way down?

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: And it's fair to
20 say that Hydro One was ranked at the lowest by
21 everyone?

22 MS. SANDRA COOPER: Yes.

23 MR. MICHAEL WATSON: All right. And
24 indeed when you look at the totals, Hydro One is at
25 44, Horizon 75, Veridian 81, and PowerStream on top at

1 89?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: All right. The
4 next one, please. Then we see, "Provision of
5 strategic and specialized resources." And we talked
6 about that one. Do you remember?

7 MS. SANDRA COOPER: Yes.

8 MR. MICHAEL WATSON: Okay. And -- and
9 here what we see is a little bit of a -- not exactly
10 the -- the same shakeout, but the same result. And do
11 you remember that -- that this was worth 30 percent in
12 the RFP?

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: And that accounts
15 for the 30s under PowerStream, right?

16 MS. SANDRA COOPER: Yes.

17 MR. MICHAEL WATSON: Except for Mr.
18 Garbutt, who decided not to give a 30, but a 25,
19 right?

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: But -- but it was
22 the case that all members, all of them, rated
23 PowerStream number 1, right --

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: -- for a total of

1 265?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: And the next
4 closest was Horizon at 200?

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: And then way down
7 was both Hydro One and Veridian?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: And this was on a
10 30 percent factor, which was the same as the financial
11 consideration, right?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: Okay. Let's go
14 to the next one. We see then here, "Support for
15 employees and careers." And this was a 10 pointer.
16 Do you remember that?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: All right. And -
19 - and so here what we see is you putting in
20 PowerStream at 9. You didn't put Power -- you didn't
21 give PowerStream a 10 --

22 MS. SANDRA COOPER: Right.

23 MR. MICHAEL WATSON: -- right, because
24 I take it that you were, you know, sort of
25 thoughtfully considering exactly, you know, what you

1 had read from PowerStream --

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: -- and all of the
4 others --

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: -- because you --
7 I take it you had read their bids or the responses
8 that they put in very carefully before you ranked
9 them?

10 MS. SANDRA COOPER: Yes.

11 MR. MICHAEL WATSON: And, also, you
12 had heard their presentations --

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: -- although they
15 weren't a big surprise to you, as I think you said,
16 right?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: All right. And -
19 - and down you ranked PowerStre -- yes, PowerStream a
20 9 on -- in this one, and various others rated them, as
21 well?

22 MS. SANDRA COOPER: Yeah.

23 MR. MICHAEL WATSON: But again,
24 PowerStream came out on top --

25 MS. SANDRA COOPER: Yes.

1 MR. MICHAEL WATSON: -- with 80
2 compared with the next one, Horizon, at 65?

3 MS. SANDRA COOPER: Yes.

4 MR. MICHAEL WATSON: And again, Hydro
5 One and Veridian down at the bottom?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: Okay. Next one
8 (1). We see, "Competitive distribution rate a cost
9 structure of Collus." And we talked about that. That
10 was another 10 percenter, and it was at the bottom of
11 the list of criteria in the RFP?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: All right. And
14 here what we see is -- is for you. You've actually
15 rated Horizon the highest on this particular one (1).
16 Do you -- do you see that?

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: And then you
19 rated PowerStream and Veridian equal --

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: -- and Hydro One
22 at the bottom?

23 MS. SANDRA COOPER: Yes.

24 MR. MICHAEL WATSON: All right. And
25 on this one, Horizon actually came out on top, right?

1 MS. SANDRA COOPER: Yes.

2 MR. MICHAEL WATSON: And Veridian came
3 out second --

4 MS. SANDRA COOPER: Yes.

5 MR. MICHAEL WATSON: -- followed
6 closely by PowerStream, 72. And then Hydro One, as
7 with all of the slides, at the bottom, right?

8 MS. SANDRA COOPER: Yes.

9 MR. MICHAEL WATSON: Now, but this
10 one, of course, was worth 10 percent --

11 MS. SANDRA COOPER: That's correct.

12 MR. MICHAEL WATSON: -- right? And --
13 and -- all right. And so -- sorry, go down to the
14 next one. All right, "Culture and synergistic fit."

15 And -- and here everyone rated PowerStream highest,
16 except Mr. Fryer rated PowerStream and Horizon equal?

17 MS. SANDRA COOPER: Okay. Yeah.

18 MR. MICHAEL WATSON: Do you see that?

19 MS. SANDRA COOPER: Yes.

20 MR. MICHAEL WATSON: All right. Okay.
21 I think that we -- we can stop there. And so-- and
22 so all of -- you know, all of these -- you know, from
23 -- from all of this, we can see that all of these
24 members were pretty much, with the exception of one
25 (1), where Horizon was highest, was pretty much rating

1 PowerStream right at the very top, right --

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: -- all

4 independently, right --

5 MS. SANDRA COOPER: Yes.

6 MR. MICHAEL WATSON: -- before any
7 discussion and based on the results of the RFPs and
8 what they had heard, right.

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: And -- and I -- I
11 take it from the discussion here that you were
12 comfortable that PowerStream had the best overall bid?

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: And I take it it
15 was unanimous among the members of the task team that
16 -- that they ranked PowerStream at the top and wanted
17 to recommend that, too --

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: -- right? And --
20 and they were all people who didn't have Paul Bonwick
21 as a brother, right?

22 MS. SANDRA COOPER: Yes.

23 MR. MICHAEL WATSON: Yes. And this is
24 exactly what the Board recommended to Collus Power --
25 sorry, what the task team recommended to Collus Power,

1 right?

2 MS. SANDRA COOPER: Yes.

3 MR. MICHAEL WATSON: But, of course,
4 the task team still had to take all of this into
5 consideration and the KPMG financial analysis, right?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: And -- and the
8 strategic task team -- it -- it wasn't just enough
9 just to add up the numbers and whoever got the -- the
10 final number, oh, that's the one we got to go with,
11 right, because you had to consider all of it in
12 context, right?

13 MS. SANDRA COOPER: Yes.

14 MR. MICHAEL WATSON: And so that was
15 the purpose of the discussion that then took place,
16 right --

17 MS. SANDRA COOPER: Yes.

18 MR. MICHAEL WATSON: -- not change the
19 numbers --

20 MS. SANDRA COOPER: No.

21 MR. MICHAEL WATSON: -- right, but to
22 put the numbers in the context of the overall strategy
23 of what the town wanted to achieve, right --

24 MS. SANDRA COOPER: Yes.

25 MR. MICHAEL WATSON: -- in order to

1 determine whether -- you know, whether they would
2 recommend anyone, first of all, right --

3 MS. SANDRA COOPER: Yes.

4 MR. MICHAEL WATSON: -- and if so,
5 whom to recommend?

6 MS. SANDRA COOPER: Yes.

7 MR. MICHAEL WATSON: And that's
8 exactly what the task team did, right?

9 MS. SANDRA COOPER: Yes.

10 MR. MICHAEL WATSON: And it
11 recommended that to the Collus Board?

12 MS. SANDRA COOPER: Yes.

13 MR. MICHAEL WATSON: The Collus Board
14 recommended that the town council?

15 MS. SANDRA COOPER: Yes.

16 MR. MICHAEL WATSON: This was
17 explained at lengthy in camera session?

18 MS. SANDRA COOPER: Yes.

19 MR. MICHAEL WATSON: The town agreed?

20 MS. SANDRA COOPER: Yes.

21 MR. MICHAEL WATSON: Those are my
22 questions. Thank you.

23 THE HONOURABLE FRANK MARROCCO: Thank
24 you, Mr. Watson. Who's next? Mr. Fryer...?

25 MR. TIM FRYER: Your Honour, I'm --

1 I'm next. If it's okay with you, I'd move up to the
2 vacant chair if it's okay with Mr. Breedon and then
3 that way the angles stay the same instead of Sandra
4 turning this way to --

5 THE HONOURABLE FRANK MARROCCO: That's
6 fine. Why don't -- you can stand at the lector.

7 MR. TIM FRYER: I -- I'd prefer to be
8 sitting so I can see the screen.

9 THE HONOURABLE FRANK MARROCCO: All
10 right. That's fine. Go ahead.

11 MR. TIM FRYER: Thank you. And that
12 last slide could stay up. Thank you.

13

14 CROSS-EXAMINATION BY MR. TIM FRYER:

15 MR. TIM FRYER: Justice Marrocco, Mrs.
16 Cooper. And, again, we've known each other and worked
17 together for a long time and I could slip up, too, so
18 --

19 MS. SANDRA COOPER: That's fine.

20 MR. TIM FRYER: -- I'll apologize in
21 advance for that. And again, in a thirty thousand
22 (30,000) level, I'd like to say that I'm Tim Fryer.
23 I'm representative of myself during these proceedings.
24 And -- and to frame that, my interests are founded
25 based on insights as the chief financial officer of

1 the Collus companies and the Collingwood Public
2 Utilities Service Board during some of the relevant
3 time periods.

4 I also am a longtime municipal electric
5 and water ratepayer, as well as a taxpayer. I hope to
6 continue to be for a long time, too. So I also
7 utilize that perspective during my examination as I
8 work to try to help to add some clarity and context to
9 the evidence that's being presented.

10 And I wanted to bring that forward at
11 this time rather than my first opportunity last week
12 to address the court because, as I prepared myself, I
13 believed that this was an appropriate point. So I
14 appreciate your indulgence in this regard, Justice
15 Marrocco.

16 So my opening perspective, and -- and
17 this has been somewhat covered by Mr. Chenoweth, so I
18 tried to do the same thing, tried to cut and slash,
19 and -- and I apologize if I --

20 THE HONOURABLE FRANK MARROCCO: You
21 know where --

22 MR. TIM FRYER: -- or covered
23 something else.

24 THE HONOURABLE FRANK MARROCCO: You
25 know where you have a topic that's been covered and

1 the answer's satisfactory, there's usually no good
2 purpose served by going over it again.

3 MR. TIM FRYER: I understand, Sir.

4 THE HONOURABLE FRANK MARROCCO: Okay.

5

6 CONTINUED BY MR. TIM FRYER:

7 MR. TIM FRYER: Okay. So in this
8 particular case, this is the first opportunity to talk
9 to one (1) of the SPTT members. And -- and some of my
10 questions would be directed to whoever it was that was
11 first. I would have --

12 I -- I was afraid I was -- I -- I
13 talked to you about that last week, didn't I, that I -
14 - I'm a microphone talker and -- and I'm the first one
15 to get told to move back, but that's not a surprise.

16 I would've liked it to be Ms. Wingrove
17 because it does have little to do -- and it has been
18 covered a little bit with what Mr. Watson just spoke
19 about from the Town lawyer introducing him.

20 THE HONOURABLE FRANK MARROCCO: All
21 right. So let's get to the questions.

22

23

24 CONTINUED BY MR. TIM FRYER:

25 MR. TIM FRYER: So -- so with this

1 particular slide, it's been pointed out that -- and --
 2 and it was introduced early this morning about the
 3 concern about starting out with the ten (10) as the --
 4 as the -- for anybody who was the best. And clearly
 5 from what went over there, six out of the nine people
 6 didn't use that.

7 So what I was going to say to the -- to
 8 the witness is: Do you recall then -- I know in the
 9 slide that we saw often where it was said that
 10 Ed Houghton and Dean Muncaster decided that ten would
 11 be the starting point.

12 MS. SANDRA COOPER: Yes.

13 MR. TIM FRYER: There must have been a
 14 discussion. That must have meant decided amongst
 15 themselves to bring recommendation to the SPTT. Do
 16 you recall that, that there must have been a
 17 discussion? Because as I said, six out of nine do not
 18 use ten as a starting point.

19 MS. SANDRA COOPER: Not use the ten.

20 MR. TIM FRYER: Yourself is one and --
 21 and Mr. Muncaster is, as well.

22 MS. SANDRA COOPER: On -- on another
 23 slide then, I take it. So we're looking at, then,
 24 another slide, Mr. Fryer, because it -- I do have a
 25 ten.

1 MR. TIM FRYER: Yes.

2 THE HONOURABLE FRANK MARROCCO: Well,
3 just a second. Can we go -- move through this. See
4 if we can find a slide.

5 MR. TIM FRYER: It'll actually be the
6 next slide, I believe.

7 THE HONOURABLE FRANK MARROCCO:
8 There -- there's one, I think, Ms. Cooper, that --

9 MR. TIM FRYER: This is where four --
10 this is where four didn't use nine --

11 THE HONOURABLE FRANK MARROCCO: --
12 where nobody seems to --

13 MR. TIM FRYER: -- or didn't use ten.

14 THE HONOURABLE FRANK MARROCCO: --
15 excuse me -- where -- where no one seems to have --
16 seems to have used ten. And that's what your point
17 is, I guess, right?

18 MS. SANDRA COOPER: Yes.

19

20 CONTINUED BY MR. TIM FRYER:

21 MR. TIM FRYER: That is wasn't
22 maintained. So I'm asking: Do you -- do you feel
23 that that means there must have been a discussion at
24 our meeting to change that point of view that came
25 forward from Mr. Houghton and Mr. Muncaster?

1 MS. SANDRA COOPER: I don't recall any
2 of that detail, Mr. Fryer.

3 MR. TIM FRYER: And that -- and that's
4 fair. But -- but I did want to point out that that
5 had happened.

6 MS. SANDRA COOPER: Thank you.

7 MR. TIM FRYER: And the other things
8 I'll point out, if -- if you slide down further into
9 the next one and the one after that, this is the slide
10 that's supposed to have the numbers for the financial.
11 And I have asked for that through a document search,
12 and we haven't been able to locate it yet.

13 But if you go to the next one, to the
14 test of totals. And -- and the total of the financial
15 is there and Hydro One shows 270 out of 9 people. So
16 that means all 9 scored it as 30. PowerStream
17 averages out to 27. Horizon averages out to 23.

18 So the -- Hydro One's proposal was
19 given the top mark by all nine of the task members.

20 MS. SANDRA COOPER: On the financial,
21 yes.

22 MR. TIM FRYER: Okay. So -- so that
23 being said, the other thing I do when I'm -- as an
24 economist, when I'm looking at a heavy-weight
25 situation, if you happen to do a reverse test and use

1 the ratios of changing the 70/30 to a 30/70, it still
2 would show that PowerStream was the top candidate.

3 So -- so I -- I won't go through the
4 detail of what I had written down to show that, but
5 I'm going to make that statement. And I -- I can
6 prove it in evidence later.

7 But I wanted to point out that in
8 regards to the -- the 30 percent for the -- for the
9 strategic partnership, do you recall them -- there was
10 a fair bit of discussion --

11 MS. SANDRA COOPER: Yes.

12 MR. TIM FRYER: -- by Council, by the
13 team, and 30 percent was decided to be the -- the
14 amount given for that.

15 MS. SANDRA COOPER: That was -- yes.

16 MR. TIM FRYER: So -- so there's been
17 a lot of talk about a 70/30 split.

18 MS. SANDRA COOPER: Yes.

19 MR. TIM FRYER: But really, there was
20 three sections: There was the financial of 30; the
21 strategic partnership 30; and then the rest of the
22 qualitative 40 percent. There's been -- everybody's
23 been caught up on the 70/30 split --

24 MS. SANDRA COOPER: M-hm.

25 MR. TIM FRYER: -- but would you agree

1 that it was really a 30/30/40 split? Because the
2 strategic partnership aspect of it was so important,
3 it was given the same weight as the financial.

4 MS. SANDRA COOPER: It was important
5 definitely. However, I've looked it as 70/30.

6 MR. TIM FRYER: And that's -- and
7 that's to be fair. So -- so we'll move on from that.

8 And I was going to go to --

9 THE HONOURABLE FRANK MARROCCO:
10 Mr. Fryer, before you leave that -- on that point that
11 you're raising and trying to make, there was a slide
12 that showed the percentages for different ones.

13 MR. TIM FRYER: If you bring up 293 --
14 paragraph 293, that'll have it.

15 THE HONOURABLE FRANK MARROCCO: All
16 right. That may help you make the point you're trying
17 to make.

18 MR. TIM FRYER: In paragraph 293. I
19 was just going to ask for that to be brought up.

20 I do have a bad habit of speaking out
21 of turn.

22 THE HONOURABLE FRANK MARROCCO: Well,
23 it's -- it's your turn to speak, but we'll just --
24 best if we both don't speak at the same time.

25 MR. TIM FRYER: You're always first.

1 CONTINUED BY MR. TIM FRYER:

2 MR. TIM FRYER: So in this particular
3 case, what I was going to show is this is the criteria
4 that made up the 30 percent, so it's extensive. It
5 wasn't just one point, the strategic partner. These
6 were the aspects of it that made 30 percent.

7 And -- and as you can see, when you
8 look at the 30/30, the other ones that had 10 percent
9 were -- were single factors or -- or maybe two.

10 I actually, if -- if you consider the
11 10 percent for rates, you know how I feel about rates.

12 MS. SANDRA COOPER: Yes.

13 MR. TIM FRYER: I actually wanted more
14 than that, but I can understand the perspective of
15 Council, which was being put forward to us, which is
16 we're looking at a partnership here. We're not
17 thinking necessarily that down the road, we're going
18 to be owned by the entity and -- and we're going to
19 have their rate structure.

20 So -- so I was acceptive of the idea
21 that it was 10 percent. But if you consider that as a
22 quantitative amount, rather than qualitative, which I
23 would, then you'd be -- again, it'd be 40 percent
24 quantitative.

25 MS. SANDRA COOPER: Okay.

1 MR. TIM FRYER: So that -- that's all
2 I was going to -- to deal with on -- in that
3 particular regard.

4 And I know it wasn't a case where
5 necessarily I was asking direct questions of yourself.
6 I guess if you disagree with anything I've put
7 forward, you can say so.

8 MS. SANDRA COOPER: Okay. Thank you.

9 MR. TIM FRYER: So if we -- and I want
10 to leave the strategic partnership RFP.

11 THE HONOURABLE FRANK MARROCCO: But --
12 so just before you...

13 So really what you're suggesting is
14 that you look at the criteria as 30/30/10/10/10/10 as
15 opposed to 70/30.

16 MR. TIM FRYER: Even previous Council
17 got really caught up in the 70/30 split, and I didn't
18 feel it was 70/30, and I actually tried to get the
19 data presented to Council and had difficulty finding
20 out because I was going with my memory. I didn't have
21 any -- any -- so -- so yes. That's -- that's what I'm
22 putting forward to -- to Ms. Cooper.

23 In regards to the work of the task
24 force, 30 percent for a strategic partnership was
25 given equal weight to the financial.

1 THE HONOURABLE FRANK MARROCCO: Well,
2 I -- I think Ms. Cooper indicated she looked at it as
3 70/30.

4 MR. TIM FRYER: M-hm.

5 THE HONOURABLE FRANK MARROCCO: And
6 you're suggesting a different way of looking at it. I
7 just want to make sure I understood the way that you
8 were suggesting I look at it, and I think I have that.
9 And I have Ms. Cooper's evidence, so --

10 MR. TIM FRYER: Yes, Sir.

11 THE HONOURABLE FRANK MARROCCO: -- we
12 should move on.

13

14 CONTINUED BY MR. TIM FRYER:

15 MR. TIM FRYER: Yes. So another
16 aspect of ratepayer consideration, as you know,
17 Ontario Energy Board, the regulator, they regard
18 ratepayers as -- as being regarded on a balanced
19 approach along the shareholder interest. As a former
20 Board member, would you agree with that?

21 MS. SANDRA COOPER: Yes.

22 MR. TIM FRYER: And as a former Board
23 member of both Collus and the Public Utilities Service
24 Board, what's your understanding of -- regarding
25 customer service and possible rate impact when

1 considering such things as dividends?

2 MS. SANDRA COOPER: So looking at the
3 RFP, I think that's where you're focusing on,
4 Mr. Fryer. So still, I look at it as a 70/30 overall.

5 MR. TIM FRYER: Okay. We've moved
6 away from the scoring aspect of things.

7 MS. SANDRA COOPER: Okay. Okay.

8 MR. TIM FRYER: What I'm asking in --
9 in with regards to you as being a former member of the
10 Board --

11 MS. SANDRA COOPER: M-hm.

12 MR. TIM FRYER: -- when issues would
13 be brought forward and they were either customer
14 service rate related or they were things like
15 dividends or that, how would they be weighted? How
16 would they be considered by the Board? On an equal
17 basis?

18 MS. SANDRA COOPER: By the
19 Board... I'm not sure how the Board would rate --
20 rate it.

21 MR. TIM FRYER: Okay. And then --
22 that's your answer. That's fine.

23 As a former -- and this wasn't when you
24 were a Board member, but a former councilor -- do you
25 remember if Council -- do you recall the history of

1 the purchase Collingwood Council did in -- in the
2 early 2000s of Thornbury, Creemore, and Stayner?

3 MS. SANDRA COOPER: No.

4 MR. TIM FRYER: I wasn't sure if you
5 were on Council then or not.

6 MS. SANDRA COOPER: I was in the early
7 2000s, but I wasn't --

8 MR. TIM FRYER: That's when the
9 purchase occurred.

10 MS. SANDRA COOPER: Okay.

11 MR. TIM FRYER: But you don't recall
12 about it.

13 MS. SANDRA COOPER: No.

14 MR. TIM FRYER: Okay. Because -- and
15 I can introduce that evidence later.

16 Now, regarding your -- your tenure
17 while Mayor as a Board member, before -- and then
18 after the strategic partnership transaction, did you
19 note anything different about Board governance after
20 the change in ownership?

21 MS. SANDRA COOPER: After the
22 change -- or after the partnership, then there was
23 representation from both PowerStream and Collus.

24 MR. TIM FRYER: Did you notice
25 anything -- being familiar with formerly when it was a

1 hundred percent owned by the Town and the governing
2 way that you operated, and then it became 50/50 --
3 somewhat of a joint venture, really, because it was
4 50/50 --

5 MS. SANDRA COOPER: Yes.

6 MR. TIM FRYER: -- did you notice
7 anything different about the way the Board governs
8 itself compared to the previous Board?

9 MS. SANDRA COOPER: No.

10 MR. TIM FRYER: Okay. Did you
11 experience any difficulty with your ability to
12 complete your liaison requirements back to the
13 shareholder, your Council? And this is in the early
14 stages back when it was the 2010/'14 Council.

15 MS. SANDRA COOPER: M-hm. I felt that
16 there was -- and I -- I think it's touched upon. I
17 understood that I had a fiducial responsibility for
18 the Board that I was on.

19 MR. TIM FRYER: But you still would be
20 able to liaise on certain things with your Council?

21 MS. SANDRA COOPER: Yes.

22 MR. TIM FRYER: Now, reviewing your
23 testimony, I -- there's a suggestion that going
24 forward, maybe governance and structure of local
25 utilities could be reviewed. And that indicates that

1 perhaps now you have a concern about that operation of
2 governance?

3 MS. SANDRA COOPER: It's not
4 necessarily a concern, but it's something I think is
5 healthy to do from time to time to have a review of
6 governance.

7 MR. TIM FRYER: Okay. In the early
8 stages of -- of this past term of Council, I had
9 raised a concern then about I thought a good form of
10 governance -- and -- and Council supported it -- it
11 was a major change to the Board structure that they
12 felt was necessary. Do you recall this?

13 MS. SANDRA COOPER: If you could just
14 refresh me, please, on that topic.

15 MR. TIM FRYER: So at the
16 December 15th , 2014 Council meeting, as per the
17 proposal agreement of the striking committee, approval
18 was given to have you reappointed to the Collus Board.
19 Do you recall that?

20 MS. SANDRA COOPER: Yes. Yes.

21 MR. TIM FRYER: An additional part of
22 that motion was for Deputy Mayor Saunderson to be
23 appointed as first opportunity since Council
24 determined the shareholding needed additional
25 municipal representation during that critically

1 important time.

2 Yet, a few months later when the
3 expected Board opening came available to Collus,
4 PowerStream Board denied the shareholders' request.
5 Can you recall why that happened? Because it did lead
6 to a deterioration of cooperation amongst partners.

7 THE HONOURABLE FRANK MARROCCO:

8 Just -- just a second before you answer. We're
9 governed by terms of reference, so we're looking at
10 the 50 percent sale in the application of funds.

11 We're -- we're not looking at -- in any
12 serious way what happened after that to the companies,
13 unless somehow what happened after has something to do
14 with the sale or the application of the funds.

15 This is not an -- the inquiry has to be
16 somewhat circumspect. It's not an inquiry into all
17 aspects of Collus Power from the date of its inception
18 until today. We're focusing on a very specific set of
19 events. And I'm having trouble appreciating why the
20 failure to appoint Mr. Saunderson -- or I guess Mayor
21 Saunderson -- to the Board has anything to do with
22 what I'm interested in.

23 MR. TIM FRYER: So, Your Honour, I did
24 consider that, and -- and I believe it's per
25 section 2(a), part 5 of the terms referenced, which is

1 regarding ongoing commercial relationships between
2 Collus, PowerStream, and the Town of Collingwood, and
3 the preferred governance model that the 2014/'18
4 Council had -- had wanted.

5 And it has to do with some discussion
6 and -- and testimony over the last couple days in
7 regards to shared services and the difficulties with
8 that agreement moving forward through the process.

9 THE HONOURABLE FRANK MARROCCO: Go
10 ahead and ask the question.

11

12 CONTINUED BY MR. TIM FRYER:

13 MR. TIM FRYER: I've just -- that is
14 the question if - if there's an explanation available
15 as to why that -- that approval by Council in motion
16 wasn't carried out.

17 MS. SANDRA COOPER: So firstly, I-- I
18 don't recall what the discussion was. Certainly, we
19 know what the outfall of is -- of it.

20 And I'm not sure if I recall the -- the
21 discussion if it'd be appropriate to speak about an
22 individual that's not involved here. That's only --
23 and I don't recall.

24 THE HONOURABLE FRANK MARROCCO: Yes. I
25 don't -- I don't --

1 MR. TIM FRYER: Okay.

2 THE HONOURABLE FRANK MARROCCO: --
3 want you to speak about an individual who's not
4 involved here and -- but in any event.

5 MR. TIM FRYER: Okay. Thank you.

6

7 CONTINUED BY MR. TIM FRYER:

8 MR. TIM FRYER: So the next part I
9 wanted to focus on is a particular area. Now,
10 actually I should move back.

11 Moving back into the 2010 time frame,
12 I'd like to further consider some aspects of corporate
13 structure from your Collus Board perspective.

14 Speaking firstly on a theme of good
15 governance, Collus had an audit committee. Do you
16 recall the -- sorry. I should have had the answer.

17 MS. SANDRA COOPER: Collus did not
18 have a committee. Could you repeat --

19 MR. TIM FRYER: Sorry. Sorry. Collus
20 had an audit committee.

21 MS. SANDRA COOPER: Oh, okay. Yes.
22 Now I hear you. Yes.

23 MR. TIM FRYER: Sorry about that. Do
24 you recall the members of the audit committee? Back
25 in 2010, so you just had become mayor and --

1 MS. SANDRA COOPER: Right. And a lot
2 of things happening.

3 THE HONOURABLE FRANK MARROCCO:
4 What -- why don't you suggest who the members are.

5
6 CONTINUED BY MR. TIM FRYER:

7 MR. TIM FRYER: Okay. And I will,
8 Sir. I will.

9 So Mr. Muncaster, Mr. Garbutt, and
10 yourself --

11 MS. SANDRA COOPER: Okay.

12 MR. TIM FRYER: -- as mayor because
13 that's who sat on the audit committee for Collus.

14 MS. SANDRA COOPER: Okay.

15 MR. TIM FRYER: And again from a good
16 governance standpoint. So you were a member, a new
17 member.

18 MS. SANDRA COOPER: Yes.

19 MR. TIM FRYER: And unfortunately,
20 that happened to be one of -- if not the most
21 intensive and challenging finance regulatory time
22 periods --

23 MS. SANDRA COOPER: Yes.

24 MR. TIM FRYER: -- for Ontario LDC
25 rates. Would you agree with that?

1 MS. SANDRA COOPER: Yes.

2 MR. TIM FRYER: So I wanted to focus
3 on one particular area of all the financial
4 initiatives going on then. Do you recall a
5 requirement of Collus to conform to the international
6 financial reporting standards, known as IFRS?

7 MS. SANDRA COOPER: Yes.

8 MR. TIM FRYER: Although it took some
9 time -- it's some time ago, what can you recall about
10 Collus' work on converting from the generally-accepted
11 accounting principles, GAAP, to IFRS?

12 MS. SANDRA COOPER: What I do
13 recall -- not in detail -- but certainly, what I
14 recall was as you were CFO at the time, Mr. Fryer,
15 that it was -- and no disrespect -- but it was trying
16 to get your house in order, sort of thing. Changes
17 had been made; regulations had been made; and you were
18 trying to get everything on track.

19 MR. TIM FRYER: So do you recall the
20 fact that it required quite a bit more reporting under
21 that new set of standards?

22 MS. SANDRA COOPER: That is something
23 I recall that you had said.

24 MR. TIM FRYER: Okay. So I'd like to
25 bring up paragraph 223 from the Foundation Document.

1 This is an explanation in this paragraph that I was
2 reporting to -- to Collus Solutions Board -- I
3 recognize you're not a member of the Board, but you
4 are a member of the audit committee, and I think
5 there's familiarity because of that -- about current
6 service agreements and considering adjustments that
7 are needed to be made.

8 If we go to linked document in the
9 page 7, so the TOC.

10

11 (BRIEF PAUSE)

12

13 MR. TIM FRYER: On page 7 and just
14 scroll it down a little bit. It's the middle
15 paragraph that I'm -- I'm specifically indicating to.
16 I'm not going to read the whole paragraph, but I -- I
17 do have it as -- the second paragraph is about service
18 agreements and is detailed that the need for further
19 internal review due to the recent OEB decisions about
20 employees ad service companies.

21 The corporate structure that Collus
22 had, if you recall, with Collus Solutions?

23 MS. SANDRA COOPER: Yes.

24 MR. TIM FRYER: So if we look at the
25 other link, CPS0007021.

1 (BRIEF PAUSE)

2

3 MR. TIM FRYER: And it does note --
4 just a little bit down -- that I reported the --
5 currently reviewing the current service agreements,
6 and we'll work towards having recommendations ready at
7 the next meeting.

8 Now, as I said, you weren't a member of
9 the Solutions Board, but do you recall that we were
10 working on the service agreements in this particular
11 time period?

12 MS. SANDRA COOPER: I believe so, yes.

13 MR. TIM FRYER: Okay. So again ,just
14 to -- some of the other things I could bring up, one
15 of the implications was that there was consideration
16 that Collus Solutions would be moved into Collus
17 Power.

18 And one (1) of the major reasons was
19 the transfer pricing reporting requirements under IFRS
20 were going to be very extensive, and that would
21 involve your -- your company that had employees and --
22 and services within it.

23 MS. SANDRA COOPER: Okay.

24 MR. TIM FRYER: Do you agree with
25 that?

1 MS. SANDRA COOPER: I agree with that.

2 MR. TIM FRYER: Okay. So I just
3 wanted to know right now for the time being that we
4 were thinking there was likely a chance that the
5 corporate structure that was in play during the RFP
6 that there was a -- while we were trying to decide
7 about the sale, the share sale, and the decision
8 turned around to being Collingwood Utility Services
9 Corp, the holding company --

10 MS. SANDRA COOPER: Yes.

11 MR. TIM FRYER: -- that it has to do
12 with a number of factors.

13 MS. SANDRA COOPER: Yes.

14 MR. TIM FRYER: And you did say
15 yesterday -- and I would agree with you -- that one of
16 the ones was a possibility of tax implications.

17 MS. SANDRA COOPER: Yes. That's --

18 MR. TIM FRYER: Do you agree with
19 that?

20 MS. SANDRA COOPER: Yes, I do.

21 MR. TIM FRYER: And I was going to ask
22 though if you recall -- because you did say possibly
23 advice from me -- but do you recall that we had
24 brought in a local representative person after I had
25 made a recommendation due to my lack of experience on

1 corporate tax regulation that assisted us?

2 If I may, Judge, I -- I know the name.

3 I know -- so I was speaking about --

4 THE HONOURABLE FRANK MARROCCO:

5 Suggest the name.

6

7 CONTINUED BY MR. TIM FRYER:

8 MR. TIM FRYER: I was speaking about

9 Mr. Ralph Neate from -- from, at the time, Gaviller

10 and Company --

11 MS. SANDRA COOPER: Yes.

12 MR. TIM FRYER: -- which was our

13 external auditor. Do you -- you recall that we

14 brought him in?

15 MS. SANDRA COOPER: Yes.

16 MR. TIM FRYER: And between him and

17 KPMG and myself --

18 MS. SANDRA COOPER: Yes.

19 MR. TIM FRYER: -- we worked on tax

20 advice to the -- the Board.

21 MS. SANDRA COOPER: Yes.

22 MR. TIM FRYER: All that had to do

23 with -- with the reasoning why it turned over from

24 being Collus Power to the holding company because we

25 felt it was the -- to maximize the -- the situation.

1 MS. SANDRA COOPER: Yes.

2 MR. TIM FRYER: Okay. So -- so now in
3 regards to the latter part of 2011 -- and I'm going to
4 move on to the -- the key in-camera meetings that
5 Mr. Chenoweth has -- has gone over briefly, or not
6 briefly -- yeah, I should say briefly.

7 So I think first, I'll just refer back
8 to the discussion about Amaizeingly Green.

9 MS. SANDRA COOPER: Yes.

10 MR. TIM FRYER: I thought
11 Mr. Chenoweth carried -- or covered a lot of what I
12 wanted to bring up from -- from what was discussed
13 when that first was reviewed with the Town lawyer.

14 And -- and I was going to say I wasn't
15 familiar with the email, and you weren't, that the
16 words "lenient" were used. You know that the Board
17 was aware of it --

18 MS. SANDRA COOPER: Yes.

19 MR. TIM FRYER: -- as far as the power
20 arrears went.

21 MS. SANDRA COOPER: Yes.

22 MR. TIM FRYER: And I would use the
23 words, Board was supportive of the -- of the business
24 at a time when they needed the support.

25 MS. SANDRA COOPER: Yes.

1 MR. TIM FRYER: Yes. And that had
2 been used in other situations.

3 MS. SANDRA COOPER: Yes. That's what
4 I understood.

5 MR. TIM FRYER: And -- and it has been
6 talked about the fact that there was back taxes and
7 there was water and waste water charges, as well?

8 MS. SANDRA COOPER: Yes.

9 MR. TIM FRYER: You're familiar with
10 the fact that if there is default of those and a
11 company ceases to operate, there is the ability for
12 the Town to put that charges onto the tax arrears of
13 that property.

14 MS. SANDRA COOPER: I'm aware of that.

15 MR. TIM FRYER: And those can be
16 recovered when the property sells as the first
17 recovery.

18 MS. SANDRA COOPER: I'm aware of that,
19 yes.

20 MR. TIM FRYER: Yes. So -- so
21 quite -- quite rightly, the major concern was power.
22 And, as you said, it was in the order of a million
23 dollars, and there was quite a bit of relief when it
24 was taken care of because there was other aspects
25 about things, too. It's not just about a company

1 maybe ceasing operations, but it has a major impact on
2 local electricity rates.

3 MS. SANDRA COOPER: Yes.

4 MR. TIM FRYER: You'll remember --
5 it's through the course of approving rates that you
6 have a load profile that's approved by the OEB in
7 order to do your rate calculations.

8 MS. SANDRA COOPER: Okay.

9 MR. TIM FRYER: And when a major
10 customer --

11 MS. SANDRA COOPER: Okay.

12 MR. TIM FRYER: -- and when a major
13 customer is no longer in operation that is part of
14 that load profile, since part of your revenue recovery
15 is variable, based on the kilowatt hours that are
16 used, it's -- it's an impact on the bottom line for
17 the utility.

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

20 MR. TIM FRYER: So every -- every
21 device available to us, we try to use to keep
22 companies --

23 MS. SANDRA COOPER: Lights on.

24 MR. TIM FRYER: Even worse, yes.

25 MS. SANDRA COOPER: Yes.

1 THE HONOURABLE FRANK MARROCCO: I
2 think -- I think what I'm going to do is I'm going to
3 take a few minutes, a five-minute, ten-minute break.
4 How much longer do you think you'll, Mr. Fryer?

5 MR. TIM FRYER: I think I'd be about
6 five minutes.

7 THE HONOURABLE FRANK MARROCCO: All
8 right. That's -- that's fine. I'll take the -- I'll
9 take the break now, and then we'll come back.

10 MR. TIM FRYER: Okay.

11

12 --- Upon recessing at 5:05 p.m.

13 --- Upon resuming at 5:13 p.m.

14

15 THE HONOURABLE FRANK MARROCCO: Go
16 ahead, Mr. Fryer.

17 MR. TIM FRYER: Thank you, sir.

18

19 CONTINUED BY MR. TIM FRYER:

20 MR. TIM FRYER: Could I have this
21 TOC0512163?

22

23 (BRIEF PAUSE)

24

25 MR. TIM FRYER: And if you just scroll

1 down to the -- there's an in camera minutes. We've
2 seen these before. I'm listed as one (1) of the
3 attendees. And it says about Mr. Houghton providing
4 the presentation and -- and advising Council.

5 I was going to ask the witness: Do you
6 recall the Strategic Partnership Task Team determining
7 that there should be one (1) spokesperson?

8 MS. SANDRA COOPER: I don't recall
9 specifics on that.

10 MR. TIM FRYER: Okay. The -- the --

11 MS. SANDRA COOPER: I'm sorry.

12 MR. TIM FRYER: -- I -- the -- the --
13 I'm -- okay. So then I'll move on to CJI0009082.

14

15 (BRIEF PAUSE)

16

17 MR. TIM FRYER: And these are the in
18 camera minutes of November 17th. And just if you
19 scroll down, I'm not listed as in attendance, so I
20 have a couple of questions because I wasn't there.
21 And then again, it shows that Mr. Houghton made a
22 detailed presentation. He identifies who the Task
23 members are. There's a question -- because of the
24 note about the public meeting session being held on
25 November 22nd, if we just scroll down a little bit

1 more and try to keep that there -- may not be able to
2 -- there's a set of questions at the bottom that are
3 coming from Councillors.

4 And Councillor West asks, "Why so
5 quick?" which seems to be in reference to the fact
6 that this is November 17th, and the public meeting
7 session is just four (4) or five (5) days later.

8 MS. SANDRA COOPER: M-hm.

9 MR. TIM FRYER: Is that what you
10 recall -- or -- or can you recall what -- what
11 Councillor West was referring to there?

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

13 MR. TIM FRYER: Okay. It also says --
14 and now we have to scroll just a little bit up. Mayor
15 Cooper recognized the board, KPMG are involved in the
16 questions, money to have a special reserve, and need
17 not dwell on the amount.

18 Can you recall what you were
19 referencing there?

20 MS. SANDRA COOPER: So KPMG involved,
21 that would have been involving -- referring to KPMG.

22 MR. TIM FRYER: Okay.

23 MS. SANDRA COOPER: Not that -- and
24 their invoice.

25 MR. TIM FRYER: So --

1 (BRIEF PAUSE)

2

3 MR. TIM FRYER: Sorry.

4

5 (BRIEF PAUSE)

6

7 MR. TIM FRYER: So it says, need not
8 dwell on amount. And you think that has to do with
9 KPMG?

10 MS. SANDRA COOPER: Yes.

11 MR. TIM FRYER: I was going to -- the
12 other part is about rates, but that's for Mr.
13 Chadwick, so -- so I'll -- I'll move on to CJI0009074
14 as a final one.

15

16 (BRIEF PAUSE)

17

18 MR. TIM FRYER: And again, another set
19 of in camera. And if you scroll down, it -- it does
20 indicate again that I'm not in attendance. And it --
21 it does refer -- or it -- it shows that Ed provided a
22 PowerPoint.

23 And below it, this is where direction
24 was given by Council to undertake negotiations.

25 MS. SANDRA COOPER: Okay.

1 MR. TIM FRYER: And if you recall
2 yesterday from the evidence, so I don't have to call
3 it all up, there had been an indication that the price
4 was the price, and then once it was established who it
5 was going to be, there would be further negotiation of
6 the finer details.

7 MS. SANDRA COOPER: I did read that.

8 MR. TIM FRYER: Do you recall that?

9 MS. SANDRA COOPER: Yes.

10 MR. TIM FRYER: So that's where the
11 authorization was to go out and do that finer detail
12 work.

13 MS. SANDRA COOPER: Okay.

14 MR. TIM FRYER: So -- so that's the
15 end for that. And then I'll just -- in closing, in
16 earlier evidence, you spoke about the importance of
17 the CAO working collaboratively with the mayor?

18 MS. SANDRA COOPER: Yes.

19 MR. TIM FRYER: And is the same for
20 the deputy mayor?

21 MS. SANDRA COOPER: I think -- I -- I
22 believe all of Council.

23 MR. TIM FRYER: For both the deputy
24 mayor working with the mayor and the deputy mayor
25 working with the CAO?

1 MS. SANDRA COOPER: I believe that all
2 of -- all members of Council should work
3 collaboratively with the CAO. That's my view.

4 MR. TIM FRYER: And other staff?

5 MS. SANDRA COOPER: Of course.

6 MR. TIM FRYER: Okay. So I'll ask
7 you, are you aware of any conversations between
8 yourself and the deputy mayor in regards to myself?

9 MS. SANDRA COOPER: No.

10 MR. TIM FRYER: Okay. Thank you.
11 That's all I have, Your Honour.

12 THE HONOURABLE FRANK MARROCCO: Okay.
13 Thank you, Mr. Fryer. Who -- who's questioning next?
14 Mr. Bonwick...?

15 MR. PAUL BONWICK: Do you want me to
16 come up there or just stay here?

17 THE HONOURABLE FRANK MARROCCO:
18 Wherever you're -- people have been doing both, mostly
19 from the seats, but if you want to come up to the
20 lectern, that's fine too.

21 MR. PAUL BONWICK: Either is fine.

22 THE HONOURABLE FRANK MARROCCO: I
23 think staying there is probably better.

24

25 (BRIEF PAUSE)

1 CROSS-EXAMINATION BY MR. PAUL BONWICK:

2 MR. PAUL BONWICK: Thank you, Your
3 Honour.

4 Ms. Cooper, I'd like to sort of reverse
5 engineer this process a little bit in terms of how
6 it's been approached to date, and sort of selectively
7 going at it.

8 I think would start with you were first
9 elected -- and you've got to help me out here. I
10 should remember this. Was it 1997?

11 MS. SANDRA COOPER: Yes.

12 MR. PAUL BONWICK: So at 1997, you
13 were first elected to Council?

14 MS. SANDRA COOPER: Yes.

15 MR. PAUL BONWICK: Then you were
16 elected deputy mayor four (4) years after that?

17 MS. SANDRA COOPER: Six (6) years
18 after that, two (2) terms as a Councillor.

19 MR. PAUL BONWICK: Two (2) -- okay,
20 they were three (3) year terms, and --

21 MS. SANDRA COOPER: Yes.

22 MR. PAUL BONWICK: -- that's where I
23 was getting confused in the math. You served two (2)
24 terms as a Councillor --

25 MS. SANDRA COOPER: Yes.

1 MR. PAUL BONWICK: And you served one
2 (1) term as deputy mayor?

3 MS. SANDRA COOPER: Two (2).

4 MR. PAUL BONWICK: Two (2) terms as
5 deputy mayor --

6 MS. SANDRA COOPER: Seven (7) years.

7 MR. PAUL BONWICK: And then you served
8 two (2) additional terms as mayor?

9 MS. SANDRA COOPER: Yes.

10 MR. PAUL BONWICK: Throughout that
11 election cycle of those five (5) or six (6) terms, you
12 clearly had the support and confidence of the
13 community.

14 And I know it's difficult to talk about
15 it in -- in terms of how you reflect on it, I suggest
16 for the purpose of the inquiry, would you agree that
17 you enjoyed the trust and confidence of the majority
18 of the people in Collingwood throughout that period of
19 time?

20 MS. SANDRA COOPER: Yes.

21 MR. PAUL BONWICK: Would you agree
22 that an example of that would be when you ran for
23 mayor the first time in 2010, the incumbent, in fact,
24 you won by more than double the votes of the
25 incumbent? And I think you beat the two (2) people

1 that ran against you by a larger plurality than theirs
2 combined?

3 MS. SANDRA COOPER: Yes.

4 MR. PAUL BONWICK: I say that just
5 simply to demonstrate once again the level of trust
6 and confidence that people in the community had
7 demonstrated in you to make decisions that they
8 clearly thought would be in their best interest?

9 MS. SANDRA COOPER: Yes.

10 MR. PAUL BONWICK: There's been some
11 discussion about your past work history as it relates
12 to coming into Council and if -- eventually, the
13 mayor's office.

14 And while we all understand that we
15 weren't electing a judge, or a lawyer, or a doctor, or
16 an accountant, I think it would be -- would you
17 consider it reasonable to say that the community was
18 electing one (1) of the people that was from amongst
19 them, and one (1) of the people that had walked in
20 their shoes, had a better appreciation, perhaps, of
21 the consequences, both positive and negatives of
22 certain situations, and that would be one (1) of the
23 reasons why you would have been chosen?

24 MS. SANDRA COOPER: Yes.

25 MR. PAUL BONWICK: Thank you. Going

1 to 2010, and it's been discussed on many occasions
2 over the course of the last several days as it relates
3 to conflict of interest --

4 MS. SANDRA COOPER: Yes.

5 MR. PAUL BONWICK: -- and I think
6 generally speaking, it would be conflict relis -- of
7 interest specific to any dealings I might have with
8 the municipality directly or indirectly?

9 MS. SANDRA COOPER: Yes.

10 MR. PAUL BONWICK: You cited numerous
11 examples where either directly, you've reviewed the
12 Municipal Act yourself?

13 MS. SANDRA COOPER: Yes.

14 MR. PAUL BONWICK: You've engaged your
15 clerk?

16 MS. SANDRA COOPER: Yes.

17 MR. PAUL BONWICK: You've attended
18 seminars put on by the Ontario Municipalities
19 Association, if I'm --

20 MS. SANDRA COOPER: Yeah.

21 MR. PAUL BONWICK: -- describing that
22 properly?

23 MS. SANDRA COOPER: Yes.

24 MR. PAUL BONWICK: So you've also
25 heard lawyers speak in detail as it relates to the

1 Municipal Act, and clearly identifying, in their
2 opinion, that you were not in conflict as a result of
3 having a brother working directly or indirectly for
4 the municipality, and is certainly not directly --
5 indirectly, obviously, with relations specific to the
6 municipality.

7 So if you understand and you
8 understood, then, clearly, that in your mind, you did
9 not have a conflict of interest, I'm trying to
10 understand why the questioning would be directed to
11 you, and perhaps you can help me with this.

12 Why would you feel you would have the
13 right to ask about my service agreements or my
14 contractual agreements with outside entities,
15 companies that are dealing with the municipality, when
16 in fact, I'm not in conflict -- or sorry, you're not
17 in conflict?

18 So I'm in no more conflict than
19 somebody's cousin, brother-in-law, next-door
20 neighbour, as long as there's not a direct or indirect
21 pecuniary interest, or I'm not your son or daughter,
22 your husband, or your parents. I'm curious why it
23 would -- somebody would think you would have the right
24 to know what my contracts are, what the terms of my
25 contracts are, or how you would have that and -- and I

1 -- I kind of got ahead of me, because I didn't want to
2 speak about non-disclosure agreements as well.

3 And this came up in my initial
4 interview with the judicial Council, who made it clear
5 that when standard operating procedure within most
6 business relationships, when you enter into one, is
7 you sign a non-disclosure agreement.

8 Are you familiar with non-disclosure
9 agreements?

10 MS. SANDRA COOPER: I've seen them in
11 the Foundation Documents, and I was aware of non-
12 disclosure.

13 MR. PAUL BONWICK: Thank you.

14 THE HONOURABLE FRANK MARROCCO: I -- I
15 just want to stop for a second, because you're --
16 you're being asked some -- like, two (2) or three (3)
17 questions, but all at once.

18 And I can understand why that happens,
19 but I think the earlier question was: If there's no
20 conflict, would you perceive that you have the right
21 to ask about contracts that Mr. Bonwick, through his
22 Company, has entered into?

23 MS. SANDRA COOPER: Thank you, Your
24 Honour, for the -- that opportunity. If there is no
25 pecuniary interest -- and I've stated this previously,

1 that I have not asked any of my siblings what -- the
2 detail of any type of work that they're doing.

3 THE HONOURABLE FRANK MARROCCO: I -- I
4 think -- I think the question's a little diff -- a
5 little different than that. I think -- I think what
6 Mr. Bonwick's trying to get at is if there's no
7 conflict --

8 MS. SANDRA COOPER: Right.

9 THE HONOURABLE FRANK MARROCCO: -- why
10 would you have the right to ask him about his business
11 dealings, even though he was having dealings with the
12 Town? That -- that's, I guess, the question, or what
13 -- how -- how do -- what do you think of that?

14 MS. SANDRA COOPER: Okay. Thank you.
15 Yes, if there is no direct or indirect pecuniary
16 interest, then I would think that -- I believe that I
17 would not ask you for your information.

18 MR. PAUL BONWICK: Thank you. And
19 thank you for clarifying that, Your Honour. I'm
20 skipping through as quick as I can, here, rather than
21 taking time, so I may be jumping over questions.

22

23 CONTINUED BY MR. PAUL BONWICK:

24 MR. PAUL BONWICK: So I -- I want back
25 to the point of non-disclosure agreements. They're

1 very standard, not only within my industry or -- or
2 generally speaking, within business relationships,
3 whether you're buying properties, whatever the case
4 might be. And so you've stated for the record that
5 you understand what a non-disclosure agreement is, and
6 --

7 MS. SANDRA COOPER: Yes.

8 MR. PAUL BONWICK: -- would you agree
9 that a non-disclosure agreement when two (2) or more
10 parties enter into it restrict the ability of those
11 signatories to share information in terms of what
12 they're doing, what information they're gathering, how
13 they're discussing that with the client, or with a --
14 an associate, or any -- anybody that's a signatory to
15 that.

16 Would you agree that there are confines
17 put on that relationship as a result of signing those
18 non-disclosure agreements that would limit the ability
19 of people to share information?

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

22 MR. PAUL BONWICK: Thank you. Going
23 back to my sort of comments regarding the reverse
24 engineering, and obviously, the trust that the people
25 of Collingwood have demonstrated in you over, and

1 over, and over again, I would say proudly so, I -- I'm
2 trying to keep this on a 2010/2014 lens, or earlier
3 than 2010 lens, and specific to the Transaction
4 leading up -- or leading up -- events leading up to
5 the Transaction of the 50 percent share of Collus to
6 PowerStream.

7 After the deal was concluded, did you
8 feel the majority of Council, the board of directors,
9 the lawyers, the consultants, all the key players that
10 were involved on behalf of Collus, on behalf of the
11 municipality, did you feel that you had rec --
12 achieved a great result for the Town of Collingwood?

13 MS. SANDRA COOPER: Yes.

14 MR. PAUL BONWICK: Thank you. There's
15 been some discussion in regards to the Board makeup
16 for Collus. And we've heard reference to Mr.
17 McFadden, likely one (1) of the most well-respected
18 energy lawyers internationally; he's now chair of
19 Toronto Hydro.

20 MS. SANDRA COOPER: Yes.

21 MR. PAUL BONWICK: The chairman, Mr.
22 Muncaster -- not -- yeah, Mr. Muncaster, one (1) of
23 the most highly respected corporate executives in
24 Canada fortunately decided to retire here. Former
25 mayor Doug Garbutt, who was actively involved with

1 Collus, served on Council for many years as senior
2 executive with multinational corporation.

3 Could you imagine having any stronger
4 board? Was there something missing there that you'd
5 seen in terms of the kind of weight, and intellect,
6 and experience that was sitting on that board
7 throughout this period of time?

8 MS. SANDRA COOPER: No, absolutely
9 not.

10 MR. PAUL BONWICK: Would you agree
11 that the people that were sitting on that board first
12 and foremost always had the best interests of the
13 community, Town of Collingwood's -- as part of that --
14 the Collus operations as a measuring stick for any
15 actions they might take?

16 MS. SANDRA COOPER: Yes.

17 MR. PAUL BONWICK: Would you agree
18 that the staff that were involved had a similar
19 inclination in terms of having lived here most of
20 their lives, or in some cases, perhaps not. I'm
21 thinking about some of the financial people that would
22 have been involved.

23 Would you agree that they would have
24 always had the best interests of the municipality, the
25 Collus, and at the end of the day, the residents as a

1 measuring stick for any actions that they were taking?

2 MS. SANDRA COOPER: Yes.

3 MR. PAUL BONWICK: The -- we've had
4 some discussion about the lead up to the -- the share
5 sale, and what was happening at the provincial level
6 consolidation. We've seen slides about reductions
7 from three hundred (300) to eighty (80), or seventy-
8 eight (78). We've seen proposals from various parties
9 that were running for office at that time provincially
10 talking about as low as fifteen (15), eight (8) I
11 believe the NDP ideally wanted one (1), being Hydro
12 One running the entire operation.

13 But there can be no confusion on your
14 mind that the trend was to consolidation then, now and
15 likely sometime leading into the future.

16 MS. SANDRA COOPER: Yes.

17 MR. PAUL BONWICK: Did you have a
18 reasonable degree of confidence that under the model
19 that the Collus board had adopted and recommended and,
20 in turn, recommended to Council and that they passed,
21 did you believe, in your mind, that the end result had
22 the ability to create a truly original powerhouse --
23 and perhaps that's the wrong language -- original
24 entity that would expand far beyond what Collus
25 currently had as a customer base, I do believe fifteen

1 thousand (15,000), understanding consolidation was
 2 going to take place, that there was perhaps an
 3 opportunity to create even more partnerships had
 4 things unfolded in a different manner to create
 5 something that was of significant economic benefit to
 6 the community beyond simply managing the rates and the
 7 technologies of the time?

8 MS. SANDRA COOPER: Yes, I would
 9 agree. I would call it a hub.

10 MR. PAUL BONWICK: I think that's --
 11 that's fair. I'm going to jump over to address a
 12 couple of comments from Mr. McDowell and I ask you to
 13 give some clarification on it.

14 And he was spoken -- speaking
 15 specifically about when the transaction was -- part of
 16 the rationale behind the initiating this process was
 17 the financial dilemma that people in Collingwood and
 18 their elected officials felt that Collingwood was
 19 experiencing during that time.

20 MS. SANDRA COOPER: Yes.

21 MR. PAUL BONWICK: And so during the
 22 election there was a significant amount of discussion
 23 about rates, about industry, about the amount of debt
 24 the municipality had --

25 MS. SANDRA COOPER: Yes.

1 MR. PAUL BONWICK: -- is that fair?

2 MS. SANDRA COOPER: Yes.

3 MR. PAUL BONWICK: In terms of
4 municipal debts and we've heard some numbers bantered
5 around about what it was. And I guess I'd like to
6 sort of -- for the benefit of the judge and -- and
7 community at large give a clear understanding of what
8 the debt means and sort of why the concerns are where
9 they are.

10 You're aware of the fact that when a
11 municipality, generally speaking, takes on a debt it
12 issues a bond. It's a term bond. It can be ten (10)
13 years, fifteen (15) years, twenty (20) years, whatever
14 the particular piece of equipment or infrastructure it
15 might be buying. There is a fixed or floating-rate
16 attached to that and --

17 MS. SANDRA COOPER: Yes.

18 MR. PAUL BONWICK: The Municipality
19 really enters into an agreement with a financial
20 institution of some kind to say, we will borrow this
21 money for this period of time and we'll pay it down
22 over that period of time.

23 MS. SANDRA COOPER: Yes.

24 MR. PAUL BONWICK: Where the concern
25 comes in or would you agree, I should say, that the

1 concern comes in not in terms of paying down the debt
2 because that's going to happen. You've entered into a
3 term reduction payment. It's not like some of us that
4 have credit lines and throw a million on when -- or a
5 hundred thousand (100,000) on or a hundred dollars on
6 (\$100) when it's available. It's -- it's a term
7 structure debt so over that period of time you're
8 going to pay that debt down --

9 MS. SANDRA COOPER: Yes.

10 MR. PAUL BONWICK: -- correct. Where
11 the issue, in your mind, would come into play or does
12 the issue come in to your mind, it's about what
13 municipalities do as they're paying down debt? Does
14 it concern you that they're actually picking up more
15 debt than they're paying down based on other demands
16 within the community?

17 MS. SANDRA COOPER: Yes.

18 MR. PAUL BONWICK: And so we see
19 situations, unfortunately, and if you follow the
20 federal government more recently, we've seen those
21 situations arise where debt just seems to be growing
22 out of control.

23 MS. SANDRA COOPER: Yes.

24 MR. PAUL BONWICK: Would it be safe to
25 say that during that election and post that election

1 you wanted to ensure that didn't happen.

2 MS. SANDRA COOPER: Absolutely.

3 MR. PAUL BONWICK: There's been a lot
4 of talk about leading up to the election, what
5 happened during the election and -- and you've stated
6 quite clearly that you wanted to get the financial
7 house in order -- I'm using my own words --

8 MS. SANDRA COOPER: Yes.

9 MR. PAUL BONWICK: -- fair?

10 MS. SANDRA COOPER: Yes.

11 MR. PAUL BONWICK: You've raised
12 concerns, if I understood it properly, about the
13 amount of money that was being spent on lawyers and
14 consultants.

15 MS. SANDRA COOPER: Yes.

16 MR. PAUL BONWICK: I think I seen one
17 (1) slide where in one (1) given year, please help me,
18 it was about seven hundred and fifty thousand
19 (750,000) for one (1) year.

20 MS. SANDRA COOPER: Yes.

21 MR. PAUL BONWICK: This seemed to be a
22 standard operating procedure during your time as
23 deputy mayor, is that a fair statement?

24 MS. SANDRA COOPER: Yes, that's fair.

25 MR. PAUL BONWICK: So were you

1 surprised after running a fairly contentious election
2 against the incumbent bring forward your portfolio --
3 or sorry, your platform in terms of reducing debt,
4 managing costs, cutting out lawyers and consultants.

5 Were you surprised when one (1) of the
6 very first actions the former CAO, Ms. Wingrove,
7 brought to your attention was the desire to hire a
8 consultant to help with a strategic planning exercise?

9 MS. SANDRA COOPER: I was disappointed
10 in that; that bringing, you know, we're starting off
11 here, and here we are bringing in a consultant.

12 In my experience as -- I'll -- I'll go
13 to comparison to a county councillor which the mayor
14 and deputy mayor, county councillor for the County of
15 Simcoe and that a lot of times the -- most times are -
16 - strategic initiatives are done inhouse, facilitated
17 within house.

18 MR. PAUL BONWICK: Thank you. And --
19 and while I don't recall all of our conversations and
20 I'll get to that in just a second, or minute, I do
21 recall at that time you wrestling with the amount of
22 costs that had been going out the door again in -- in
23 legal fees and consulting fees and without having to
24 go through the exercise or bringing up the email, you
25 sent an email to -- to me. You had sent it to Ms.

1 Wingrove and I thought it was, quite frankly, entirely
2 positive.

3 It basically said that -- using my own
4 words -- that you had directed her that, no, at this
5 time we would not engage an outside consultant for the
6 strategic planning session; that you would revisit the
7 matter with your Council and provide direction and
8 wished her a -- a great weekend.

9 MS. SANDRA COOPER: Yes.

10 MR. PAUL BONWICK: Do you have any
11 idea why after Ms. Wingrove stated clearly that she
12 followed the election, she understood the issues in
13 the election as it relates to finance, why in her
14 testimony she would raise issue about being concerned
15 that you simply disregarded her comments or her
16 recommendation on bringing in an outside consultant?

17 Can you lend any value or, sorry, any
18 additional information to why she would be upset that
19 you weren't prepared to authorize or to bring it
20 forward to Council to hire outside consultants again?

21 MS. SANDRA COOPER: No. I'm -- I had
22 presumed that she didn't read that message. She
23 hadn't engaged. I've had other -- I've had other
24 experiences where the CAOs have asked for our campaign
25 literature to -- to read and --

1 MR. PAUL BONWICK: Just --

2 MS. SANDRA COOPER: -- see our --

3 MR. PAUL BONWICK: And thank you. And
4 just for the record, she did indicate that she did
5 follow the election and she understood that finance
6 was a major portion of it. So, I bring that to your --

7 MS. SANDRA COOPER: Yes, she did state
8 that.

9 MR. PAUL BONWICK: -- attention.
10 During your experiences, the first four (4) years as
11 mayor, can you reflect on the relationship you
12 would've had with the director of parks, the director
13 of planning, the fire chief, I believe it would be the
14 deputy -- I forget his name -- detachment commander,
15 or superintendent, I forget what --

16 MS. SANDRA COOPER: Yes,
17 superintendent.

18 MR. PAUL BONWICK: What did you feel
19 your relationship was with all of those department
20 heads that had been there for some time?

21 MS. SANDRA COOPER: A good
22 relationship, a positive relationship.

23 MR. PAUL BONWICK: And I see -- would
24 it be fair to say that, Ms. Almas said earlier or late
25 last week made mention clearly that she felt she had a

1 positive and professional working relationship with
2 you. Is there any reason to think that --

3 MS. SANDRA COOPER: Yes.

4 MR. PAUL BONWICK: -- that any of the
5 others would say anything differently?

6 MS. SANDRA COOPER: No.

7 MR. PAUL BONWICK: So it would be safe
8 for those of us to assume that you had a very strong
9 professional collegial working relationship with all
10 senior department heads?

11 MS. SANDRA COOPER: Yes.

12 MR. PAUL BONWICK: Ms. Wingrove
13 painted a different picture. She felt that -- without
14 putting words in her mouth -- and her testimony would
15 show this, that she felt that right from the start she
16 did not have a -- she had somewhat of a dysfunctional
17 relationship with Council, more specifically, with you
18 and that while she took certain measures to try to
19 overcome those things, she never felt she had the full
20 confidence or confidence.

21 Did you hear that testimony?

22 MS. SANDRA COOPER: I heard the
23 testimony, yes.

24 MR. PAUL BONWICK: Were you somewhat
25 surprised to hear that she felt she had taken lots of

1 actions or taken actions to overcome the belief that
2 the majority of Council did not have confidence in her
3 ability to do the job?

4 MS. SANDRA COOPER: Yes.

5 MR. PAUL BONWICK: Knowing you the way
6 I do, this is going to be maybe a little bit more
7 difficult for -- for you to answer because I do know
8 you to be a very caring and compassionate person but
9 it needs to be brought out in terms of what the
10 environment was that the Council was working with.

11 Was there emotional challenges on a
12 irregular or regular basis in terms of some of your
13 dealings with Ms. Win (sic) outside of the arena of --
14 of the share purchase or the Collus relationship?

15 MS. SANDRA COOPER: Yes.

16 MR. PAUL BONWICK: Would you care to
17 expand on that in terms of some of the comments that
18 some of your fellow councillors might have shared with
19 you or personal experiences in terms of where that
20 emotional fragility and I don't want to put words in
21 your mouth, I'll let you speak to the experiences that
22 you had.

23 MS. SANDRA COOPER: And it's certainly
24 not easy that I -- I thought we were off to a good
25 start and we attended various employers within the

1 Town of Collingwood together, worked together and then
2 I'm not sure at what time but then there was frailty,
3 emotional, with the -- the CAO, Ms. Wingrove.

4 MR. PAUL BONWICK: And I appreciate
5 your restraint in terms of describing it. Just to the
6 point at hand, there was -- there was many awkward
7 moments; is that reasonable in terms of things that
8 were far beyond this Collus share or Mr. Houghton --

9 MS. SANDRA COOPER: Yes.

10 MR. PAUL BONWICK: -- or rather in
11 just general dealings with staff and issues that might
12 come up?

13 MS. SANDRA COOPER: Yes.

14 MR. PAUL BONWICK: I want go to the
15 AGP matter, if I may. And Mr. McDowell was
16 questioning you about preferential treatment that Ed
17 was supposedly giving as a result of me being involved
18 with that.

19 But I think you quite smartly stated in
20 earlier testimony, you have a great deal of difficulty
21 in analyzing a text or an email without understanding
22 the situation leading up to it or the events that
23 followed. And so to take a snapshot in time, it's
24 really difficult to understand the pictures.

25 Is that what I understood you to be

1 saying?

2 MS. SANDRA COOPER: You need to have
3 the broader picture, yes.

4 MR. PAUL BONWICK: Right. And so then
5 would it make sense to you that if I was working for
6 Power -- for Amaizeingly Green Products, had been
7 pursuing grant opportunities, as well as helping them
8 with restructuring, financing, dealing with their
9 creditors right across the board, that would it make
10 sense for me to be having a conversation with Mr.
11 Houghton about what their situation is as it relates
12 to the amount of debt that they had with the
13 Municipality?

14 MS. SANDRA COOPER: It's knowledge
15 that you would have and have a conversation with him,
16 yes.

17 MR. PAUL BONWICK: So in terms of my
18 responsibilities to Amaizeingly Green Products, most
19 people would know them as the ethanol plant in town,
20 but they had a nicer term for it at that point in
21 time. I was responsible in terms of following up on
22 their grant application which had been approved by the
23 province and I believe you were aware of that?

24 MS. SANDRA COOPER: Yes.

25 MR. PAUL BONWICK: And unfortunately,

1 while the province at that time had approved the
2 program for many ethanol plants across the province,
3 you'll also remember, I assume, that the grants were
4 very slow in actually being delivered.

5 MS. SANDRA COOPER: They tend to be.

6 MR. PAUL BONWICK: For those reasons
7 you'll recall that's why I was asking not only you but
8 other members within the Municipality to stand up and
9 try to bring forward a compelling argument for the
10 province to accelerate the delivery of those funds.

11 MS. SANDRA COOPER: Yes.

12 MR. PAUL BONWICK: Would it seem
13 reasonable, recognizing those funds were measured
14 annually in hundreds of thousands of dollars that they
15 would represent a significant part of the operating
16 budget for that company?

17 MS. SANDRA COOPER: I would say it
18 would.

19 MR. PAUL BONWICK: And so with me
20 having that intimate knowledge of where the grant is,
21 that it's approved, that it is being delivered,
22 working with AGP in terms of helping them restructure
23 their financing and dealing with their creditors,
24 would it make sense then that if I'm having a
25 conversation with Mr. Houghton, prior to him sending

1 the email about being lenient, that I'm giving him my
2 word. Paul Bonwick is saying to him that here's my
3 experiences; here's what I'm being told what the
4 province said and I'm telling you that the money is
5 coming.

6 MS. SANDRA COOPER: Yes.

7 MR. PAUL BONWICK: And -- would that
8 seem reasonable to you?

9 MS. SANDRA COOPER: Yes.

10 MR. PAUL BONWICK: I don't understand
11 why he used the word "lenient" because quite frankly,
12 in keeping with what Mr. Fryer just said, not all
13 these debts were recoverable.

14 MS. SANDRA COOPER: That's correct.

15 MR. PAUL BONWICK: You -- in fact, I
16 would argue that the majority of them were
17 nonrecoverable debts. And so if the Town had of
18 acted, you understand that they had of acted on the
19 debt the plant likely would have closed.

20 MS. SANDRA COOPER: Yes.

21 MR. PAUL BONWICK: In that particular
22 instance, you understand that the majority of that
23 debt would not have been recoverable?

24 MS. SANDRA COOPER: Yes.

25 MR. PAUL BONWICK: To conclude the

1 matter, I would ask you, would you consider it a
2 success story, unfortunately two or three years later
3 the plant did close as a result of grants drying up
4 and whether they were -- it made sense at the time or
5 not, but they dried up.

6 But through that 2012 lens or 2013, I
7 don't recall exactly when, would you say that it
8 turned out to be a success story because the taxes
9 were paid, the utility costs were paid, the
10 electricity costs were paid, and they were brought up
11 to date through restructuring and through that grant.

12 MS. SANDRA COOPER: Yes, they were

13 MR. PAUL BONWICK: So, to Mr.
14 Chenoweth's comments, to me that's how it's supposed
15 to work. It was a good news story to Mr. Fryer's
16 comment, we're not in the business of trying to put
17 people out of business, but rather work with them to
18 recapture our costs and allow them to continue to
19 operate.

20 Do you think that was a base philosophy
21 behind working with AGP at the time?

22 MS. SANDRA COOPER: Yes.

23 MR. PAUL BONWICK: Thank you.

24 I wanted to go to an e-mail, and I
25 apologize because I have a lot of notes here, but the

1 -- there was -- Mr. McDowell brought forward a
2 position or information to you about me sharing a
3 draft proposal. I want to emphasize the word "draft"
4 at this time, proposal, for me becoming engaged with
5 PowerStream.

6 At this point in time, Collingwood and
7 PowerStream did not have a business relationship,
8 Collingwood was going through a process where they
9 were assessing, if I understood it properly, whether
10 they were going to in fact sell part, all, or none of
11 their utility, but in fact at that time PowerStream
12 was not actively involved in any business relationship
13 with the Municipality. Is that fair?

14 MS. SANDRA COOPER: Yes.

15 MR. PAUL BONWICK: So in your mind,
16 would it make sense, based on the fact that I know Mr.
17 Houghton, I respect Mr. Houghton, you have stated that
18 he had the trust of seven mayors, several Councils,
19 would you -- would you state that he was one of the
20 more highly regarded people in the LDC sector in that
21 Province of Ontario?

22 MS. SANDRA COOPER: Yes.

23 MR. PAUL BONWICK: And so if I had
24 that resource available to me, do you not think it
25 would be reasonable for me to say do you mind having a

1 look at this, you see these all the time, does -- is
2 this something that would make sense for a third party
3 LDC?

4 MS. SANDRA COOPER: I'm not so sure on
5 that one.

6 MR. PAUL BONWICK: Okay, fair -- fair
7 question, I just -- without having any business ties
8 at that point in time, absolutely it's in the eye of
9 the beholder and if you think that was a different
10 source for checking out my proposal made sense, then I
11 -- it speaks again to your credibility and the level
12 of integrity you bring to the table.

13 MS. SANDRA COOPER: Thank you.

14 MR. PAUL BONWICK: It would be
15 important to note though, that in his comments and --
16 Mr. McDowell left this out when he provided a response
17 he only added one comma. There was no changes made to
18 the actual document.

19 One of the things that I think you and
20 I found equally confusing was, at the time, and I'm
21 just going to go to this. Mr. McDowell made some
22 statements to you that led down a darker path than was
23 actually was the case.

24 It was regarding the scheduling an
25 appointment to sign the legal documents.

1 MS. SANDRA COOPER: Oh, yes.

2 MR. PAUL BONWICK: And I can't bring
3 up the actual words Mr. McDowell used because it won't
4 be available until tomorrow.

5 But effectively, he was suggesting to
6 you that do you not see an inherent problem with Mr.
7 Bonwick working for PowerStream and taking a direct
8 role in the signing of the document, the legal
9 documents that were required. That's what he put to
10 you.

11 I would put to you different scenario,
12 one that actually transpired. Again, I'm unsure why
13 Mr. Houghton reached out to me to ask if I could help
14 push long the meeting, other than the fact I knew that
15 in -- the number of signatures that were required, one
16 person was going on holidays for two weeks, and if it
17 transpire that week, the opportunity was lost for two
18 weeks and change.

19 Again, I -- I can't speak to why at
20 that time Mr. Houghton, whether he felt that he had
21 issue fatigue with you or -- again I -- I just can't
22 understand at that time why. But it seemed rather an
23 innocuous request in terms of do you mind reaching out
24 and suggesting that -- because you are working for the
25 other company, the partnerships agreement is important

1 to you, you don't want to delay it for two weeks.

2 I wasn't involved in any of the
3 document signing. I wasn't involved in giving
4 instructions about changing any wording. It was
5 simply centered around the scheduling of the
6 appointment. Is that correct?

7 MS. SANDRA COOPER: Yes.

8 MR. PAUL BONWICK: And so to suggest
9 otherwise is just simply not the case.

10 MS. SANDRA COOPER: Correct.

11 MR. PAUL BONWICK: One of the other
12 points that I wanted to touch on is there has been
13 reference to some of the e-mails that I've sent to
14 you, some of the speaking notes that I've prepared for
15 you, some of which you've used, some of which you
16 haven't.

17 I think it's fair to say, based on your
18 response, many of them were unsolicited?

19 MS. SANDRA COOPER: Yes.

20 MR. PAUL BONWICK: I would agree with
21 that. And so, like any person that is a strong
22 advocate or supporter, I likely am a little more
23 tenacious than I should be. But I recognize the fact
24 that I'm sending you information sometimes and, quite
25 frankly afterwards you in speaking say that's not

1 relevant and -- do you remember those occasions where
2 you would comment about you don't need to send me this
3 or send me that?

4 MS. SANDRA COOPER: Yes.

5 MR. PAUL BONWICK: So I -- I just want
6 to make it clear that it wasn't you in fact reaching
7 out to me on a regular basis asking for assistance,
8 but rather me reaching out to you and suggesting that
9 I think it would be done this way best, or I think it
10 would be done that way best.

11 MS. SANDRA COOPER: I would agree.

12 MR. PAUL BONWICK: There's been
13 significant -- there was significant discussion about
14 the meeting that you were going to have, the lunch
15 with Mr. Emo.

16 MS. SANDRA COOPER: Oh, I wasn't
17 having lunch ---

18 MR. PAUL BONWICK: Brian's last name,
19 I can't think of his last name.

20 MS. SANDRA COOPER: Brian Hickey, yes.
21 Yes.

22 MR. PAUL BONWICK: Yes, Mr. Hickey and
23 Mr. Duncan. Mr. Duncan. And in Mr. Emo's -- Mr.
24 Emo's e-mail he indicated that he had problems
25 potentially or was identifying potential problems with

1 a matter that was really confidential at that point in
2 time.

3 MS. SANDRA COOPER: Yes.

4 MR. PAUL BONWICK: And you -- you
5 related to the judge and the counsel that you were
6 unsure what Rick was going to talk about, but
7 apparently Rick had a meeting scheduled with him which
8 you had been made aware of.

9 When you were making that comment, I
10 was trying to think about how many people were aware
11 at that time that consideration was given -- being
12 given to part sale, whole sale, no sale, but that
13 there was -- there was definitely an eye to Collus on
14 doing something.

15 And when I was writing down my numbers
16 I was at 24. And I looked at Council, I looked at the
17 Board, I looked at the staff, I looked at the staff
18 and Council for the Municipality and just to revisit
19 Mr. Emo, one of the most highly respected mayors in
20 the Town of Collingwood, served on Council, ran a very
21 successful business, long-term relationships with
22 staff, advisor to members of Council for many years,
23 does it seem reasonable that Mr. Emo might have heard
24 through the rumour mill that this was -- this was
25 something that was potentially on the table?

1 MS. SANDRA COOPER: It could have
2 been.

3 MR. PAUL BONWICK: Would -- in your
4 experience, 20 years on Council, how good has Council
5 and staff been historically at keeping secrets as it
6 relates to in-camera matters?

7 And I'm not reflecting on just Collus,
8 I'm talking about any number of different matters.

9 MS. SANDRA COOPER: Generally
10 speaking, it was felt that it was out in the newspaper
11 before Council had even made a decision at times.

12 MR. PAUL BONWICK: So it wasn't an
13 uncommon experience for matters that were being dealt
14 with in-camera from any different number of sources,
15 and I think about when you would have an in-camera
16 meeting, I would assume, the OPP commander would be
17 there, the Fire Chief would be there, the director of
18 the library would be there, the director of planning
19 would be -- those people quite often sit in, the
20 senior level people, on in-camera meetings, correct?

21 MS. SANDRA COOPER: Depending on what
22 the topic is, yes.

23 MR. PAUL BONWICK: And then of course
24 you have all your Council sitting there as well.

25 MS. SANDRA COOPER: Yes.

1 MR. PAUL BONWICK: So would it be
2 reasonable to assume then that Mr. Emo, with his
3 infinite wealth of contacts and the high level of
4 respect people had for him and constantly reaching out
5 for opinions and advice that he may have heard that
6 from just about anybody.

7 MS. SANDRA COOPER: Yes.

8 MR. PAUL BONWICK: Was Mr. Emo ever
9 shy about sharing his opinions in terms of a
10 particular direction Council might take?

11 MS. SANDRA COOPER: No.

12 MR. PAUL BONWICK: Thank you.

13 There's a lot of other information in
14 here, but I -- I think I've tried to cover off as best
15 I can, Your Honour, the -- I would simply close out
16 with how I started.

17 Oh, there was one other thing. Mr.
18 McDowell made reference to the fact that in his
19 opinion, and he asked if you would agree, that based
20 on Mr. Bon -- Mr. Bentz talking about the relationship
21 aspect of me being in this community and trying to
22 direct a line specific to you and suggest, in fact,
23 Ms. Cooper, I think his question was something along
24 the lines, Mr. Bonwick was hired because of his
25 relationship with you.

1 Do you recall that question in not so
2 many words?

3 MS. SANDRA COOPER: Yes.

4 MR. PAUL BONWICK: So we've touched on
5 my past a little bit. I sat on counsel, I sat on the
6 BIA before I was in Council. Our family was born and
7 raised here, I've served as a Member of Parliament for
8 a number of years, run a business and employ --
9 employed people in the community. I've sat on service
10 clubs.

11 Would it be reasonable for Mr. Bentz to
12 assume that my relationship -- the benefits of my
13 relationship go beyond you and in fact deal with
14 presidents of service clubs, other members of Council,
15 respect I've earned or developed with members of
16 staff, my outreach in the community. Does it not make
17 more sense that Mr. Bentz and PowerStream would rely
18 on the fact that I've developed over 25 or 30 years of
19 very broad network and a lot of relationships in the
20 area and not just specific -- specific to you?

21 MS. SANDRA COOPER: Yes.

22 MR. PAUL BONWICK: Thank you.

23 Have you ever witnessed in your 20
24 years on Council of any situation where a proponent or
25 an agent for a proponent and the member of Council has

1 gone to the lengths that you did and we did in terms
2 of talking about what we were going to be engaged on,
3 disclosure, conflicts of interest, and have you ever
4 witnessed a situation where there's been that level of
5 transparency and that double checking in terms of
6 conflict on any other matter?

7 MS. SANDRA COOPER: Not to that
8 extent.

9 MR. PAUL BONWICK: Is it safe to
10 assume that based on your 20 years of Council that
11 there would be several instances where Councillors
12 would have brothers, family members, next door
13 neighbours, business associates, that are actually
14 doing business with the Municipality and have not gone
15 to the extent that we did?

16 MS. SANDRA COOPER: Yes, that's
17 possible.

18 MR. PAUL BONWICK: Thank you.

19 I'll close out with the fact that we're
20 talking about specific e-mails and I didn't take an
21 exact count, but I'm going to suggest that the -- the
22 number is somewhere in the neighbourhood of 15 to 20
23 over a four-year period, the period that's in
24 question.

25 MS. SANDRA COOPER: Yes.

1 MR. PAUL BONWICK: Let's reduce that
2 and say over the last -- or a two-year period, the
3 period in question.

4 So this isn't something that's
5 happening every day, every other day, once a week.
6 These communications are somewhat irregular. I don't
7 recall reading any of them -- the letters that were
8 going out, marketing them confidential. Would you
9 agree that these were all done in the interest of
10 transparency?

11 Letters to Mr. Bentz, meeting with Ms.
12 Almas, meeting with Ms. Wingrove, bringing in Mr.
13 Lehman, Mr. Bentz, these meetings were not back room
14 meetings. These meetings were held in Council
15 boardroom -- they were open. And were they -- in your
16 opinion, were they done in the interest of trying to
17 provide as transparent of environment as possible?

18 MS. SANDRA COOPER: Well, I believe it
19 was -- certainly for you to contact -- make contact
20 with the clerk, who doesn't give a legal opinion,
21 however -- however does provide the information for
22 you to deter - determine your outcome that you
23 require.

24 Certainly with the -- with Ms.
25 Wingrove, with the CAO at the time, and meeting with -

1 - with her and -- yes, I would maybe have reached out
2 to various staff people.

3 MR. PAUL BONWICK: Do you recall me
4 speaking to you about my meeting with -- there was
5 actually two(2) meetings that I had scheduled with Ms.
6 Wingrove.

7 Do you remember me speaking to you
8 about the meeting after the second meeting in terms of
9 how it unfolded?

10 MS. SANDRA COOPER: I don't recall,
11 I'm sorry.

12 MR. PAUL BONWICK: Perhaps I could try
13 to refresh your memory.

14 The first meeting that I had scheduled
15 was approximately two (2) days before the first, and I
16 sat in her reception area for half an hour, forty (40)
17 minutes.

18 She left the office. She was visibly
19 upset, nothing to do with me, I don't believe. And
20 just -- turned to me and said I'm going to have to
21 reschedule I've got something that came up.

22 I did mention that?

23 MS. SANDRA COOPER: Yes, I recall you
24 said you sat in the foyer for --

25 MR. PAUL BONWICK: And then the second

1 meeting, Mr. McDowell had -- and judicial counsel had
2 spoke about, as did Ms. Wingrove, the lack of content,
3 that she really didn't think anything of the meeting,
4 that she clearly articulated that I was going to be
5 doing work with PowerStream, that it was going to be
6 government relations, communications, and possibly
7 mergers or acquisitions and she read into the record
8 that that was the case, but she said it was very
9 short.

10 And that's why I'm asking, do you
11 recall me saying that I had had that meeting with her,
12 but do you recall me commenting about -- once we got
13 through the niceties of the day and I started to
14 describe what happened, Ms. Wingrove took a call on
15 her cell, excused herself and went over to her desk
16 and spoke for some period of time, became very
17 emotional, told me that we would have to reconvene the
18 meeting and that I would have to leave.

19 And that ended the meeting and I left
20 it. But I do recall bringing it to your attention and
21 saying I have no idea what just transpired there, but
22 I tried to give her a briefing and -- do you recall
23 that?

24 MS. SANDRA COOPER: I do recall the
25 first ---

1 THE HONOURABLE FRANK MARROCCO: I'm
2 not -- I'm not sure how helpful it is for Ms. Cooper
3 to recount what you told her happened in your meeting
4 with Ms. Wingrove.

5 She is no doubt going to recount what
6 you told her happened. It's -- it -- if -- if in
7 terms of what happened at the meeting, that's
8 something that you'll obviously bring to people's
9 attention at the appropriate time.

10 All -- all Ms. Cooper could say is that
11 that's what you told her happened.

12 MR. PAUL BONWICK: Sure.

13 THE HONOURABLE FRANK MARROCCO: You
14 see what I mean?

15 MR. PAUL BONWICK: Yes, I do, Your
16 Honour, and thank you for -- for that.

17

18 CONTINUED BY MR. PAUL BONWICK:

19 MR. PAUL BONWICK: What I was trying
20 to do, because the judicial counsel and Mr. McDowell
21 had spoke about the meeting, and it made it appear to
22 -- I have to assume it made it appear to you as that I
23 was very succinct, brief and I left the meeting.

24 And I just wanted Ms. Cooper to verify
25 that I had explained to her how the meeting actually

1 transpired and that there would be a third party to
2 say this is what actually took place.

3 All right. I'll close out with the way
4 I started. It is so critical to look in the rearview
5 mirror and realize that it's a different place and
6 time. People have asked you to reflect on what you
7 would do differently or in hindsight.

8 I think it's safe to assume when we
9 look back seven or eight years ago, based on the
10 environment today, the rules that are in place today,
11 the reporting structures, there's always something we
12 would have done differently.

13 But I want to just finish out with
14 after the deal was done, you had total confidence that
15 the right deal had been made.

16 MS. SANDRA COOPER: Yes, that's
17 correct.

18 MR. PAUL BONWICK: Thank you, Your
19 Honour.

20 THE HONOURABLE FRANK MARROCCO: Mr.
21 Marron?

22 MR. MARRON: I have no questions.

23 THE HONOURABLE FRANK MARROCCO: Thank
24 you very much for your time over the last several days
25 and that pretty much concludes the matter, unless

1 there's some re-examination. Is there any re-
2 examination?

3 MS. KATE MCGRANN: No, there's not.

4 THE HONOURABLE FRANK MARROCCO: Thank
5 you for your assistance.

6 MS. SANDRA COOPER: Thank you, Your
7 Honour.

8 THE HONOURABLE FRANK MARROCCO: And we
9 are finished for today. Thank you all for -- I -- I
10 realize you all could have put up a fuss about sitting
11 here until six o'clock, but thank you for your help.

12 And I think -- I think it was important
13 to allow Ms. Cooper to go back to her affairs and to
14 get this part of it over with. So thank you for your
15 help.

16 MS. SANDRA COOPER: Your Honour, I
17 just have a quick question. When I'm excused now, is
18 that me done?

19 THE HONOURABLE FRANK MARROCCO: Well --

20 MS. SANDRA COOPER: I mean, am I still
21 -- am I still --

22 THE HONOURABLE FRANK MARROCCO: Well,
23 you're done. To say that we couldn't come back and
24 bother you some more would be perhaps for you to be
25 overly confident, but -- but you're for all practical

1 purposes, finished.

2 MS. SANDRA COOPER: Okay, and I guess
3 it was more to -- that I can go about and I don't feel
4 that everyone has to move away from me.

5 THE HONOURABLE FRANK MARROCCO: No,
6 that's correct. You -- you've completed your
7 testimony, the -- it's possible you could come back,
8 but it -- it's not -- it -- it -- you could view it as
9 unlikely.

10 MS. SANDRA COOPER: Thank you, Your
11 Honour.

12

13 (WITNESS STANDS DOWN)

14

15 --- Upon adjourning at 6:05 p.m.

16

17 Certified Correct,

18

19

20 _____

21 Wendy Woodworth, Ms.

22

23

24

25

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