



TOWN OF COLLINGWOOD

JUDICIAL INQUIRY

Before:

Associate Chief Justice Frank Marrocco

Held at:

Collingwood Town Hall

Council Chambers

97 Hurontario Street

Collingwood, Ontario

June 11th, 2019

1 APPEARANCES

2

3 Kate McGrann) Inquiry Counsel

4 John Mather) Associate Inquiry

5) Counsel

6

7 Michael Watson) Alectra Utilities

8 Belinda 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 resuming at 9:02 a.m.

2

3 THE REGISTRAR: Mr. Houghton, you
4 understand you're still under oath?

5 MR. EDWIN HOUGHTON: I do.

6

7 EDWIN DONALD HOUGHTON, Previously Sworn

8

9 MR. FREDERICK CHENOWETH: Your Honour,
10 just before we commence, just a short comment on a
11 matter?

12 THE HONOURABLE FRANK MARROCCO:
13 Certainly.

14 MR. FREDERICK CHENOWETH: I -- I note
15 a -- a letter from Mr. Mather yesterday in closing, a
16 correspondence, and three (3) documents from ex-mayor
17 Currier (sic). I -- I must say, I -- I confess I
18 didn't understand that -- that kind of evidence would
19 go before the Commission in that it's now been put in
20 the court book.

21 Is that consistent with the -- with the
22 rules? I only saw the correspondence this morning,
23 and didn't have an opportunity to check the rules with
24 respect to it.

25 THE HONOURABLE FRANK MARROCCO: As far

1 as -- what's the position as far as that's concerned?

2 MS. KATE MCGRANN: That document and
3 his correspondence have been added to the court book
4 at the request of Commission counsel.

5 THE HONOURABLE FRANK MARROCCO: And --
6 but presumably -- it -- it may be the subject of -- of
7 some comment in -- in the -- in the evidence. We'll
8 see, Mr. Chenoweth. It may not be.

9 MR. FREDERICK CHENOWETH: Well, I --
10 his -- the correspondence of an individual who I
11 understand is -- at least to date, in any event -- I'm
12 not aware that he's being called as a witness or as
13 being subject to cross-examination. And his -- his
14 comments appear to be now as a result of make it part
15 of the court book, evidence in this proceeding.

16 MS. KATE MCGRANN: The rules provide
17 that no document becomes evidence in this proceeding
18 until it's actually introduced into evidence. All the
19 documents in the court book are confidential until
20 they're introduced into evidence.

21 MR. FREDERICK CHENOWETH: Very good.
22 That -- that's helpful to me.

23 THE HONOURABLE FRANK MARROCCO: Yeah.
24 So that you -- you'll have notice of it.

25 MR. FREDERICK CHENOWETH: That's fine.

1 I now understand its status, and thank you for
2 assisting me.

3 THE HONOURABLE FRANK MARROCCO: Yeah.
4 You're welcome.

5 Mr. Bonwick, did you -- were you -- did
6 you want to say something?

7 MR. PAUL BONWICK: Good morning. I
8 just wanted to inquire, keeping in line with what's
9 transpired over the last twelve (12) or fourteen (14)
10 hours regarding this correspondent, is it reasonable
11 that if we have other third parties out there that
12 want to lend, in their opinion, value or counterclaims
13 that are being made, that they should as well feel
14 free to issue correspondence to the Commission, and
15 subsequently the Commission then logs that into the
16 book as well?

17 THE HONOURABLE FRANK MARROCCO: Well,
18 there's probably a different -- probably a source of
19 the communication. Something that we want to take
20 into consideration -- the former mayor, but if
21 somebody has relevant evidence to give, and they make
22 us aware of it, we'll investigate.

23 MR. PAUL BONWICK: That's helpful.

24 THE HONOURABLE FRANK MARROCCO: Okay.

25

1 CONTINUED EXAMINATION BY MS. KATE MCGRANN:

2 MS. KATE MCGRANN: Good morning, Mr.
3 Houghton.

4 MR. EDWIN HOUGHTON: Good morning.

5 MS. KATE MCGRANN: Could we turn up
6 paragraph 142 of the Foundation Document, please.

7

8 (BRIEF PAUSE)

9

10 MS. KATE MCGRANN: Yesterday, we were
11 discussing the letter that you drafted at the request
12 of Mayor Cooper. I want to ask you a question about
13 the email that is set out here. You're not copied on
14 it. It's a January 31st, 2011 email from Paul Bonwick
15 to Mayor Cooper in which he writes, "Good morning, I
16 got your message on budget." He makes a comment about
17 that. Then he goes on to say:

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

22 He writes:

23 "When I spoke to you a few weeks ago
24 about this type of direction, Ed
25 thought his Board would be

1 supportive of the request."

2 Do you know -- did you have any
3 discussions with Mr. Bonwick about whether or not your
4 board would be supportive of a request for evaluation
5 before you drafted the letter from Mayor Cooper?

6 MR. EDWIN HOUGHTON: I think what I
7 would -- I don't recollect this conversation, but
8 anything coming from our shareholder to us, the Board
9 would certainly support and look into.

10 MS. KATE MCGRANN: With respect to the
11 -- the discussion that's suggested in this email, I
12 understand that you don't recall it. Is it possible
13 that you did have a discussion with Mr. Bonwick about
14 this and you don't remember it now?

15 MR. EDWIN HOUGHTON: I don't recall a
16 conversation.

17 MS. KATE MCGRANN: Could we turn up
18 CPS2001, please.

19

20 (BRIEF PAUSE)

21

22 MR. EDWIN HOUGHTON: Your -- Your
23 Honour, am I -- am I allowed to use this book, here,
24 though?

25 THE HONOURABLE FRANK MARROCCO: Which

1 book?

2 MR. EDWIN HOUGHTON: The -- the
3 Foundation book that's sitting here.

4 THE HONOURABLE FRANK MARROCCO: Yes.

5 MR. EDWIN HOUGHTON: Okay. Thank you.

6 THE HONOURABLE FRANK MARROCCO: Sure,
7 if you -- if you prefer to --

8 MR. EDWIN HOUGHTON: It just sometimes
9 allows me -- I -- I can't honest -- unless I have my
10 glasses on, I can't see either one of them, so I'm --
11 I'm trying --

12 THE HONOURABLE FRANK MARROCCO: Well --

13 MR. EDWIN HOUGHTON: -- I can't hear,
14 I can't see.

15 THE HONOURABLE FRANK MARROCCO: --
16 well, so then -- then you have a choice between which
17 device you can't see. I'm not sure that's an enviable
18 --

19 MR. EDWIN HOUGHTON: I'm --

20 THE HONOURABLE FRANK MARROCCO: --
21 choice, but...

22 MR. EDWIN HOUGHTON: -- I'm -- I'm
23 getting older. I'm getting older.

24 THE HONOURABLE FRANK MARROCCO: But
25 cert -- certainly you can refer to it.

1 MR. EDWIN HOUGHTON: Thank you.

2

3 CONTINUED BY MS. KATE MCGRANN:

4 MS. KATE MCGRANN: So if we could
5 start at the bottom of the email on this screen.

6 Scroll to the bottom. The email chain starts with an
7 email from Jonathan Erling of KPMG to you on February
8 14th. He's sending you a draft of KPMG's letter of
9 proposal to assist Collingwood in a review of its
10 utility ownership options.

11 If you could scroll up, please. We see
12 that you forward this email and attachment to Dean
13 Muncaster on the same day. You say, "In my view, it
14 looks exactly what we requested."

15 If you could scroll up a little bit
16 further, Mr. Muncaster responds to you. I have a
17 couple of questions about his response. The second
18 line in his email, he writes:

19 "If I remember our previous
20 discussion correctly, the fee
21 estimate exceeds your authorization
22 limit, and therefore raises the
23 tactical questions about the
24 involvement of other Collus Power
25 directors."

1 Do you know what previous discussions
2 he's referring to, there?

3 MR. EDWIN HOUGHTON: I -- I believe
4 the discussions we were having was, again, about the
5 valuation, about potentially what we were going to be
6 -- we're going to be doing, Her Worship's letter, et
7 cetera.

8 MS. KATE MCGRANN: What do you recall
9 discussing with Mr. Muncaster about a -- a fee
10 estimate and how it related to your authorization
11 limit?

12 MR. EDWIN HOUGHTON: I bel -- I
13 believe that when I spoke to Mr. Herhalt, he had given
14 me an estimate of something, and I told -- I had spoke
15 to Dean about that. And he had mentioned that it was
16 above his -- or above my authorization limit.

17 MS. KATE MCGRANN: And what were the
18 implications of that?

19 MR. EDWIN HOUGHTON: I'd just need to
20 get approval from either the chair or the Board.

21 MS. KATE MCGRANN: Is the chair Dean
22 Muncaster?

23 MR. EDWIN HOUGHTON: That's correct.

24 MS. KATE MCGRANN: So he is saying
25 here:

1 "The fee exceeds your authorization
2 limit and raises the tactical
3 questions about involvements of the
4 other Collus Power directors."

5 What discussions have you had with him
6 about the tactical questions he references here?

7 MR. EDWIN HOUGHTON: He didn't discuss
8 with me the tactical questions.

9 MS. KATE MCGRANN: Pardon me?

10 MR. EDWIN HOUGHTON: He didn't discuss
11 with me the tactical questions. This is his email.

12 MS. KATE MCGRANN: So you hadn't had
13 any discussions with him about the involvement of
14 other Collus Power directors in authorizing the costs
15 of the valuation?

16 MR. EDWIN HOUGHTON: I -- I just
17 informed him that I think Mr. Herhalt had suggested it
18 was going to be thirty (30) or forty (40) or thirty
19 (30) or fifty thousand (50,000) or something
20 originally.

21 MS. KATE MCGRANN: The other question
22 I want to ask you about in this email is about the
23 last full paragraph, which says:

24 "The point at which David McFadden
25 is introduced to the issue is an

1 interesting one."

2 He says:

3 "I would think that sooner is better
4 than later, if that does not cause
5 you or the Mayor undue difficulty
6 from a political point of view,
7 because he has the obligations and
8 responsibilities of a director."

9 Do you know what he was referring to
10 there?

11 MR. EDWIN HOUGHTON: I actually don't.
12 This was part of the email that, when I read it
13 several times in the last few weeks, I'm not exactly
14 certain what he's talking about there, save and except
15 for the fact that maybe because Mr. Mun -- or Mr.
16 McFadden was an independent director.

17 MS. KATE MCGRANN: And what would --
18 what was the fact of this independent status -- what
19 does that mean for you?

20 MR. EDWIN HOUGHTON: Well, I know what
21 it means. I'm not sure what Mr. Muncaster meant.

22 MS. KATE MCGRANN: Okay. Well, you
23 mentioned the fact that Mr. McFadden was an
24 independent director.

25 Why is that -- why are you raising that

1 fact in response to questions about this email?

2 MR. EDWIN HOUGHTON: I'm -- I don't.
3 I'm surmising because I didn't write the email, and
4 I'm not exactly certain what Mr. Muncaster means.

5 MS. KATE MCGRANN: Do you remember
6 having any discussions in or around February or March
7 of 2011 about when to introduce Mr. McFadden to the
8 issue of a valuation?

9 MR. EDWIN HOUGHTON: Mr. -- Mr.
10 Muncaster was going to speak to Mr. McFadden, which he
11 did.

12 MS. KATE MCGRANN: Do you remember
13 having any discussions with Mr. Muncaster about when
14 to introduce Mr. McFadden to the issue?

15 MR. EDWIN HOUGHTON: Save and except
16 for the fact that I didn't have any issue with any
17 time that Mr. Muncaster spoke to Mr. McFadden, it
18 didn't seem to be an issue to me.

19 MS. KATE MCGRANN: Did you speak with
20 Mr. Muncaster about when to introduce Mr. McFadden
21 into the conversation about the valuation?

22 MR. EDWIN HOUGHTON: I do not recall
23 that.

24 MS. KATE MCGRANN: Do you remember
25 when Mr. McFadden was brought into the conversation

1 about the valuation?

2 MR. EDWIN HOUGHTON: Not specifically,
3 but I believe he -- he was aware before we actually
4 signed the KPMG document, terms of reference, because
5 Mr. Muncaster did speak to Mr. McFadden.

6 MS. KATE MCGRANN: And what do you
7 know about that conversation?

8 MR. EDWIN HOUGHTON: Only the fact
9 that Mr. Muncaster informed me that he had spoke to
10 Mr. Mun -- or spoke to Mr. McFadden.

11 MS. KATE MCGRANN: Do you remember
12 what he told you?

13 MR. EDWIN HOUGHTON: I've spoke to Mr.
14 McFadden.

15 MS. KATE MCGRANN: What do you
16 remember about the timing of that conversation?

17 MR. EDWIN HOUGHTON: I have no clue of
18 timing, save and except for I think it was -- I
19 believe it was before we -- we signed the agreement.

20 MS. KATE MCGRANN: What is the basis
21 for that belief?

22 MR. EDWIN HOUGHTON: I just believe
23 that.

24 MS. KATE MCGRANN: Can you help me
25 understand why?

1 MR. EDWIN HOUGHTON: That's what I
2 think, I have in my mind.

3 MS. KATE MCGRANN: Mr. Muncaster is in
4 Mexico at the time of this email.

5 Did he come back before you signed the
6 retainer agreement on February 22nd?

7 MR. EDWIN HOUGHTON: No, I don't think
8 so.

9 MS. KATE MCGRANN: Do you know if Mr.
10 Muncaster was in contact with the Mayor while he was
11 in Mexico?

12 MR. EDWIN HOUGHTON: I don't -- I
13 don't recollect or I don't know if he was, but he --
14 he knew that she was aware of this.

15 MS. KATE MCGRANN: He knew that she
16 was aware of what?

17 MR. EDWIN HOUGHTON: She was aware of
18 the fact that we were going to be getting a valuations
19 and an options report.

20 MS. KATE MCGRANN: Is it your evidence
21 that you didn't talk to Mayor Cooper about retaining
22 KPMG and the conversations you had with KPMG leading
23 up to the retainer?

24 MR. EDWIN HOUGHTON: That's what I
25 said, yes.

1 MS. KATE MCGRANN: Did Mr. McFadden
2 report back to you from Mexico again on whether he had
3 spoken with the Mayor?

4 THE HONOURABLE FRANK MARROCCO:
5 McFadden or Muncaster?

6 MS. KATE MCGRANN: Thank you.

7

8 CONTINUED BY MS. KATE MCGRANN:

9 MS. KATE MCGRANN: Did Mr. Muncaster
10 report back to you from Mexico about whether he had
11 spoken to the Mayor about the retainer of KPMG?

12 MR. EDWIN HOUGHTON: Mr. Muncaster and
13 I spoke often and during those conversations I
14 recollect that he said he had spoken to Her Worship.

15 MS. KATE MCGRANN: So he's calling you
16 from his trip to Mexico?

17 MR. EDWIN HOUGHTON: I spoke to him
18 often when he was in Mexico, yes. I spoke to him even
19 when he was in the hospital in Mexico.

20 MS. KATE MCGRANN: I'm sorry?

21 MR. EDWIN HOUGHTON: I -- I -- just a
22 comment. I also spoke to him when he was in the
23 hospital in Mexico, yes.

24 MS. KATE MCGRANN: Is that relevant to
25 this email?

1 MR. EDWIN HOUGHTON: No. My
2 apologies.

3 MS. KATE MCGRANN: So you believe that
4 he spoke to Mr. McFadden before you retained KPMG and
5 you recall that Mr. Muncaster told you that he had
6 spoke to Mayor Cooper before you retained KPMG. Is
7 that right?

8 MR. EDWIN HOUGHTON: Yes.

9 MS. KATE MCGRANN: Did you -- were you
10 waiting to hear that both of those directors knew and
11 authorized your retainer of KPMG before you entered
12 into that retainer?

13 MR. EDWIN HOUGHTON: I think it was
14 quite -- at least two and a half (2 1/2), three (3)
15 weeks or something before we actually did the
16 signatures on the -- the retainer, yes.

17 MS. KATE MCGRANN: Was it your
18 understanding that you couldn't sign the retainer
19 until all of the directors had approved signing of
20 that retainer?

21 MR. EDWIN HOUGHTON: No.

22 MS. KATE MCGRANN: Were you waiting to
23 hear that they had both approved the signing of that
24 retainer before you entered into it?

25 MR. EDWIN HOUGHTON: I was taking

1 directions from Mr. Muncaster, yes.

2 MS. KATE MCGRANN: That's not quite an
3 answer to my question though.

4 What I want to know is, were you
5 waiting to hear that both of those directors approved
6 the signing of the retainer before you entered into
7 it?

8 MR. EDWIN HOUGHTON: I was not waiting
9 for that. I was taking directions from my boss, Mr.
10 Muncaster.

11 MS. KATE MCGRANN: What authorization
12 did you understand you needed to enter into the
13 retainer with KPMG?

14 MR. EDWIN HOUGHTON: Mr. Muncaster --
15 and as you know it's in the email, Her Worship is
16 aware of this, did not -- it did not seem to be an
17 issue to him. We reached out, we got the -- the
18 information as we've done, and we followed forward
19 with it.

20 MS. KATE MCGRANN: Is this email the
21 authorization that you understood you needed to sign
22 the retainer with KPMG or is there something else that
23 we haven't talked about yet?

24 MR. EDWIN HOUGHTON: I would certainly
25 look at this email and believe that Mr. Muncaster was

1 in favour of us moving forward.

2 MS. KATE MCGRANN: My question is a
3 little bit different for you though.

4 On what basis did you understand you
5 were authorized to enter into the retainer with KPMG?
6 Was it this email?

7 MR. EDWIN HOUGHTON: This and
8 conversations with Muncaster, yes.

9 MS. KATE MCGRANN: Which
10 conversations?

11 MR. EDWIN HOUGHTON: The many
12 conversations I had with Mr. Muncaster.

13 MS. KATE MCGRANN: What did he say in
14 the conversations that you're referring to that led
15 you to believe that you had the -- you had the
16 authorization to enter into the retainer letter?

17 MR. EDWIN HOUGHTON: I don't recollect
18 the actual words, but the reality is, we entered into
19 the -- the agreement. Mr. Muncaster had no issue, Mr.
20 McFadden had no issue, Mayor Cooper had no issue, and
21 we carried forward. I believe that that shows that I
22 had authorization to do that.

23

24 (BRIEF PAUSE)

25

1 MS. KATE MCGRANN: Could we look at
2 paragraph 140 of the Foundation Document, please?

3

4 (BRIEF PAUSE)

5

6 MS. KATE MCGRANN: Just some questions
7 about the instructions that you gave to KPMG as part
8 of the retainer.

9 So we had looked previously at the
10 draft of the letter that you put together for Mayor
11 Cooper. Paragraph 140 is Mayor Cooper's draft, so
12 she's incorporated some changes.

13 In particular, can we scroll down a
14 little bit to the next page?

15

16 (BRIEF PAUSE)

17

18 MS. KATE MCGRANN: She writes that:
19 "My specific request is that Chair
20 Muncaster direct Mr. Houghton to
21 undertake a valuation of Collus,
22 examining all potential
23 opportunities that might benefit
24 Collingwood residents and that a
25 report containing recommendation be

1 presented to Council by May 30th,
2 2011."

3 I'm happy to take you to the KPMG
4 retainer letter, but providing a recommendation to
5 Council was not part of their retainer.

6 Is that consistent with what you
7 recall?

8 MR. EDWIN HOUGHTON: That's correct.

9 MS. KATE MCGRANN: Why didn't you ask
10 KPMG to make a recommendation?

11 MR. EDWIN HOUGHTON: What we asked
12 them to do was to look for options, and we took the
13 recommendation as the Collus Power Board, which we
14 actually have a responsibility to do, to provide that
15 to our shareholder.

16 MS. KATE MCGRANN: Why didn't you ask
17 KPMG to make a recommendation?

18 MR. EDWIN HOUGHTON: Because KPMG
19 provided us with options. We had an obligation to do
20 that as the Board.

21 MS. KATE MCGRANN: Is it fair to say
22 that even if KPMG did make a recommendation, you don't
23 have an obligation to the company to follow it? It's
24 a suggestion of what their professional advice to you
25 would be, fair?

1 MR. EDWIN HOUGHTON: Fair.

2 MS. KATE MCGRANN: So why wouldn't you
3 seek their professional advice on what the best option
4 was as a result of their analysis of the options
5 available to the Company?

6 MR. EDWIN HOUGHTON: We didn't do
7 that.

8 MS. KATE MCGRANN: I understand. I
9 would like to know why you didn't do that.

10 MR. EDWIN HOUGHTON: We just didn't do
11 that.

12 MS. KATE MCGRANN: Did you consider
13 asking for a recommendation and decide not to?

14 MR. EDWIN HOUGHTON: No.

15 MS. KATE MCGRANN: Did you have any
16 discussions with Mr. Muncaster about whether you
17 should ask KPMG for a recommendation or just their
18 view of the options?

19 MR. EDWIN HOUGHTON: We just spoke
20 about the options, yes.

21 MS. KATE MCGRANN: Now, I understand
22 that Mayor Cooper did not take a look at the KPMG
23 retainer letter.

24 Was she aware that KPMG had not been
25 asked to provide a recommendation?

1 MR. EDWIN HOUGHTON: When I read this
2 email, it says that there is -- it doesn't say KPMG
3 should bring this back, it says that recommendation --
4 a recommendation goes back to Council, which is what
5 happened.

6 MS. KATE MCGRANN: Was Mayor Cooper
7 aware that KPMG had not been asked to provide a
8 recommendation?

9 MR. EDWIN HOUGHTON: I'm not sure.

10 MS. KATE MCGRANN: Yesterday you
11 described that you provided some goals to KPMG as part
12 of your conversation with John Herhalt. Why wasn't
13 KPMG asked to consult with any representatives of the
14 Town about what they wanted for their company?

15 MR. EDWIN HOUGHTON: At this point in
16 time Her Worship had asked us to look at this.

17 And then we struck the strategic task
18 team, which was part of the Town, they were
19 representing the Town, they delegated that to the
20 strategic task team, so we did.

21 MS. KATE MCGRANN: You've retained
22 KPMG to provide an analysis of the options that are
23 available to Collus and the Town for the company.

24 KPMG consults with Collus. Why didn't
25 you ask KPMG to consult with the Town so that it would

1 have information about what the Town wanted to inform
2 its analysis of the options?

3 MR. EDWIN HOUGHTON: Because what we
4 did was we took the information we got, we suggested
5 to Council that they strike a strategic partnership
6 task team which had the three (3) top officials of the
7 Town of Collingwood sitting on that; that is the way
8 that we had complete collaboration, cooperation, and
9 their input from the Town to this initiative.

10 MS. KATE MCGRANN: When you retained
11 KPMG in February, you didn't know that you were going
12 to strike the Strategic Task Team, did you?

13 MR. EDWIN HOUGHTON: No.

14 MS. KATE MCGRANN: So why didn't you,
15 in February, when you were asking KPMG to provide
16 advice on the options available to Collus and the
17 Town, include the Town in the discussion about what
18 the options would be?

19 MR. EDWIN HOUGHTON: The instructions
20 that came from Her Worship says in the last paragraph
21 to bring it back to Council at the end of May.

22 That didn't tell me to consult ahead of
23 time. It told us as Collus, you -- and maybe not in
24 your world, but in the world that I work in, we don't
25 take half-baked ideas to the shareholder.

1 What we do is we try to bake them, we
2 try to -- we try to put them together and we take them
3 to the shareholder.

4 If the shareholder says good idea, but
5 we're not interested, then they push it aside and we
6 carry on.

7 Her Worship recognized, and so did Mr.
8 Muncaster and Mr. McFadden, that what we were doing
9 was trying to take the information and then you take
10 it to the shareholder, have them look at it and then
11 provide direction. That's what we did.

12 MS. KATE MCGRANN: Is the case that
13 you considered asking KPMG to consult with the Town so
14 that they could tailor their analysis and decided that
15 that wasn't a good idea?

16 MR. EDWIN HOUGHTON: I'm sorry?

17 MS. KATE MCGRANN: Did you think about
18 whether KPMG could or should be asked to consult with
19 the Town as part of its options analysis?

20 MR. EDWIN HOUGHTON: Did I consider
21 asking KPMG to consult? No, I did not, because that
22 was not the direction of the letter.

23 MS. KATE MCGRANN: Could we look at
24 paragraph 140 of the Foundation Document, please?

25 You can scroll up and take a look at

1 this again, but sir, you'll agree with me that this
2 letter doesn't direct you to keep the Town out of the
3 conversation, correct?

4 MR. EDWIN HOUGHTON: No, I don't see
5 it that way.

6 MS. KATE MCGRANN: But you interpreted
7 it that way when you retained KPMG?

8 MR. EDWIN HOUGHTON: It says that a
9 report containing recommendations be prevented --
10 presented to Council by May 30th. That's what --
11 that's what we took.

12 We -- we were attempting to put
13 together a concept for them that -- that Council could
14 then consider, and that's what we did. And it was a
15 concept that Council unanimously felt was a good idea.

16 MS. KATE MCGRANN: We -- we will get
17 to the June 27th meeting in one -- well, probably not
18 one second, but --

19 Could we go to CPS2122, please? Can we
20 scroll to the email at the bottom?

21 So this begins with an email from Mr.
22 Herhalt to you on May 9th. He says that he's going to
23 reach out to you over the next day or so and he's
24 going to speak to Jonathan and John Rockx, in the
25 meantime he's suggesting an in-person meeting to

1 discuss information and the valuation issues might be
2 useful.

3 He explains that it would be useful
4 because the thinking and rationale for information
5 would be dealt with in real time.

6 You can scroll up a little bit, please?

7 You write back and you say:

8 "John, thanks for responding. This
9 is becoming very time sensitive and
10 we need to get to a conclusion very
11 soon."

12 Can you help me understand why this was
13 becoming very time sensitive at this time?

14 MR. EDWIN HOUGHTON: The letter had a
15 May 30th date on it and I was trying to meet the date
16 that was in the letter.

17 MS. KATE MCGRANN: Do you know why
18 that date was in the letter?

19 MR. EDWIN HOUGHTON: I don't know, it
20 wasn't in mine.

21 MS. KATE MCGRANN: Pardon me?

22 MR. EDWIN HOUGHTON: It was not in my
23 draft, I don't know why.

24 MS. KATE MCGRANN: Did you ask Mayor
25 Cooper any questions about why the May 30th date was

1 in the letter?

2 MR. EDWIN HOUGHTON: No, I -- I
3 believe that she just felt that was appropriate. I
4 don't know.

5 MS. KATE MCGRANN: I'm looking at the
6 correspondence, it appears that one of the things that
7 happens is you try to meet the deadline in the Mayor's
8 letter is that you scale back the options analysis
9 scope a little bit.

10 Is that consistent with your
11 recollection?

12 MR. EDWIN HOUGHTON: No.

13 MS. KATE MCGRANN: Okay. Did you feel
14 that you could have benefited from more time or that
15 KPMG could have benefited from more time to conclude
16 its options analysis?

17 MR. EDWIN HOUGHTON: No.

18 MS. KATE MCGRANN: Please scroll up a
19 little bit so we can see the top of this email.

20 So Mr. Herhalt responds to your email,
21 in which you cite the -- the time pressure that you
22 feel you're under, and he says:

23 "I don't think things have gone off
24 the rails."

25 He says:

1 "Some of Jonathan's queries are
2 related to the part of the
3 assignment that was to explore other
4 potential options in the
5 quantitative and qualitative pros
6 and cons."

7 And he writes:

8 "My suggestion is that we first
9 focus on getting the valuation done,
10 and clear up any information on
11 that. For the other options and
12 pros and cons piece, let's talk
13 about the high level approach to
14 that and some parameters so we don't
15 go into too much detail."

16 Do you remember having any discussions
17 with KPMG about taking a high level approach and
18 setting parameters so that KPMG didn't go into too
19 much detail on the options analysis?

20 MR. EDWIN HOUGHTON: We didn't at that
21 point in time, I didn't think we -- we didn't need it
22 granular, we needed to be able to formulate an idea
23 that we could take to Council and get direction from
24 them.

25 So I was happy with what -- what he was

1 suggesting.

2 MS. KATE MCGRANN: And what did you
3 understand that he was suggesting here?

4 MR. EDWIN HOUGHTON: He was basically
5 suggesting that they also needed to get the -- get it
6 moving and I'm not sure how much more granular you
7 could actually get with the options, the options were
8 still, you know, there really is status quo, partial
9 sale, major -- minority, majority or -- or equal and
10 full sale. There really is only about three options,
11 four options max.

12 So I think we had all the options, I
13 was comfortable with that.

14 MS. KATE MCGRANN: The shared services
15 piece was not included in the options analysis, right?

16 MR. EDWIN HOUGHTON: That's correct.

17 MS. KATE MCGRANN: So you could have
18 gotten more granular by including that analysis for
19 each of the options?

20 MR. EDWIN HOUGHTON: The shared
21 services was something that both Collingwood and
22 Collus wanted to continue. If we had removed the
23 shared services out of it, which would mean that
24 Collus would then have less revenue, which would mean
25 that we would have staff that would not be sharing

1 their expenses and those things, would presumably
2 depreciate the value of the company, because
3 Collingwood and the -- and Collus was interested in
4 continuing on with the shared services, as we -- we
5 had many discussions about that, we felt that if we
6 had a partner that eventually said we're not
7 interested in the shared services, then we would have
8 to look at it at that point and make that analysis.

9 But as it turned out, all three (3)
10 were interested in carrying on with shared services.
11 So it made sense not to look at the shared services at
12 this time, because that was our interest and that was
13 the Town's interest.

14 MS. KATE MCGRANN: I think you've
15 jumped forward in time to sometime in the summer. I'd
16 like to stay focused in May, when you're discussing
17 the scope of the work that KPMG is doing in response
18 to the retainer that -- that you entered into with
19 them for the options analysis.

20 MR. EDWIN HOUGHTON: You -- you just
21 asked me about the shared services, I just responded.

22 MS. KATE MCGRANN: KPMG was not asked
23 to explore the potential impact on the shared service
24 of the various options it wasn't analysing, right?

25 MR. EDWIN HOUGHTON: They started

1 looking at the shared services during the valuation.

2 MS. KATE MCGRANN: And they were asked
3 not to look at it in the context of their strategic
4 options analysis, correct?

5 MR. EDWIN HOUGHTON: In -- in the
6 options, it didn't make any difference. It made
7 difference in the valuation.

8 MS. KATE MCGRANN: Was KPMG asked to
9 explore the impact of the various ownership options on
10 the shared services?

11 MR. EDWIN HOUGHTON: They wouldn't
12 because it didn't make sense to do it at the options
13 level.

14 MS. KATE MCGRANN: Is it your evidence
15 that they told you that they wouldn't look at it?

16 MR. EDWIN HOUGHTON: I didn't say
17 that.

18 MS. KATE MCGRANN: When you said,
19 "They wouldn't," what do you mean?

20 MR. EDWIN HOUGHTON: I'm trying to
21 tell you that the shared services came in from the
22 value perspective, not from the options perspective.

23

24 (BRIEF PAUSE)

25

1 MS. KATE MCGRANN: Can we pull up
2 paragraph 159 of the Foundation Document, please?

3

4 (BRIEF PAUSE)

5

6 MS. KATE MCGRANN: Paragraph 159
7 describes some of the correspondence that we have been
8 looking at. And then if you look about halfway down,
9 the sentence ends with:

10 "My -- my sense is that he wants it
11 at a pretty high level."

12 And then this paragraph describes:

13 "The following day, Mr. Erling
14 advised Mr. Herhalt that he thought
15 the meeting went okay."

16 He then stated:

17 "We agreed to stay away from the
18 detailed operational impacts of
19 losing synergies between the water
20 and electricity operations and with
21 the Town, so our now -- our job has
22 now actually become -- and if you go
23 down to the next page, it says --
24 easier."

25 Do you remember having any conversation

1 in which KPMG was asked or agreed to stay away from
2 the detailed operational impacts of losing synergies
3 between the water and electricity operations in the
4 Town?

5 MR. EDWIN HOUGHTON: We had a
6 conversation about the shared services, which is the
7 synergies they're talking about. We had a
8 conversation that we said that, because both
9 Collingwood and Collus wished this to continue, at
10 this point in time, it wasn't something that needed to
11 be examined. If, in fact, the partner chose not to,
12 then we would examine it.

13

14 (BRIEF PAUSE)

15

16 MS. KATE MCGRANN: Fair to say that it
17 was -- it was your decision that this shouldn't be
18 examined at this time?

19 MR. EDWIN HOUGHTON: It's not fair to
20 say; it was just my decision.

21 MS. KATE MCGRANN: Who was involved in
22 deciding that these synergies shouldn't be examined by
23 KPMG at this time?

24 MR. EDWIN HOUGHTON: I do not make
25 unilateral discus -- or decisions. I have discussions

1 with my Board. I have discussions with others. I had
2 discussions with KPMG. It made sense.

3 Mr. Muncaster and I talked about that.
4 We knew that Her Worship was also -- Collingwood was
5 happy with the shared services at that point in time,
6 so it made sense to do that.

7 MS. KATE MCGRANN: Did you discuss the
8 decision to ask KPMG not to look at the synergies in
9 the context of the options analysis with the Board?

10 MR. EDWIN HOUGHTON: With the Board --
11 full Board? Probably not.

12 MS. KATE MCGRANN: What discussions do
13 you remember having about this decision?

14 MR. EDWIN HOUGHTON: We had this
15 discussion with Mr. Mun -- I had this discussion with
16 Mr. Muncaster. And then jumping ahead, on June the
17 4th, we had the discussions again with Mr. McFadden,
18 who had been informed prior to that, and again on June
19 the 10th with Her Worship in complete -- in -- in a
20 complete package before we took it to council on June
21 27th.

22 MS. KATE MCGRANN: Okay. So, by June
23 4th, KPMG has finished its work. I'm trying to
24 understand what instructions it received in order to
25 do the work.

1 So, you had discussions with Mr.
2 Muncaster about asking KPMG to refrain from looking at
3 the -- the synergies. Did you have discussions with
4 anybody else about this decision?

5 MR. EDWIN HOUGHTON: Okay, I'm going
6 to say it in my words. The discussion I had with them
7 that it made no sense for them to look at -- taking
8 the time to look at the shared services and the lack
9 of synergies when both parties that were selling the
10 entity wanted to have those sy -- synergies to
11 continue.

12 It -- it was, in my view, common sense.
13 It may not be something that you're looking at right
14 now, but that's what it was of the day. And that was
15 the dec -- decision we made. And we took that
16 information forward.

17 MS. KATE MCGRANN: I'm just trying to
18 understand who the we is when you say, "That was the
19 decision we made." So, I understand it's you --

20 MR. EDWIN HOUGHTON: I al -- already
21 said Mr. Muncaster and myself.

22 MS. KATE MCGRANN: Okay. And anybody
23 else involved with that decision?

24 MR. EDWIN HOUGHTON: I don't recollect
25 others, but I do -- I do have a tendency to bring

1 people into the discussion.

2 MS. KATE MCGRANN: Is there anybody
3 else you might have brought into this discussion?

4 MR. EDWIN HOUGHTON: I don't recollect
5 spe -- specifically anybody else.

6 MS. KATE MCGRANN: Is this something
7 that you would have talk -- never mind, sorry.

8

9 (BRIEF PAUSE)

10

11 MS. KATE MCGRANN: Can we look at
12 paragraph 134 of the Foundation Document, please?

13

14 (BRIEF PAUSE)

15

16 MS. KATE MCGRANN: So, this is an
17 email chain that you were not copied on. It's sent on
18 March 9th. In this email, Barrie, Mayor Jeff Lehman
19 asks Mr. Bentz if he wants to set up a meeting with
20 Mr. -- Mayor Cooper or to speak with you first.

21 Mr. Bentz declines the meeting with
22 Mayor Cooper. And he writes to Mayor Lehman that he
23 was planning on speaking with you first. He writes:

24 "I was also thinking after our
25 meeting that he may be somewhat

1 sensitive to me seeing the Mayor
2 before this process gets off the
3 ground. I know he wants to maintain
4 control of the process to the extent
5 possible."

6 He goes on to suggest an informal one
7 (1) on one (1) meeting between Mayor Lehman and Mayor
8 Cooper. And he goes on to say:

9 "I'll give him -- and as I read it,
10 that's a reference to you -- a call
11 in any event and get his
12 perspective."

13 He says:

14 "My instincts tell me he wouldn't
15 want me going directly to the top at
16 this point in the process."

17 Did you have a discussion with Mr.
18 Bentz in or around this time about contacts from
19 PowerStream to Mayor Cooper?

20 MR. EDWIN HOUGHTON: I did not have a
21 conversation or I do not recollect a conversation.

22 MS. KATE MCGRANN: Do you remember
23 hearing from Mayor Cooper or anybody else that she
24 connected with Mayor Lehman in the way that's
25 contemplated in this email?

1 MR. EDWIN HOUGHTON: Her Worship never
2 informed me of that.

3 MS. KATE MCGRANN: Now, I understand
4 you were in pretty frequent contact with Mayor Cooper.
5 Is it your expectation that, if she had had that kind
6 of a conversation or meeting with Mayor Lehman, she
7 would have told you about it?

8 MR. EDWIN HOUGHTON: I -- I have no
9 idea what she would or wouldn't tell me. I know that
10 we had conversations on a whole bunch of topics.

11 MS. KATE MCGRANN: If we could just
12 scroll down to the next paragraph, please. This
13 paragraphs describes that on April 12th, 2011, you
14 emailed Mr. Bonwick writing, "Hey, bud, how did you
15 make out with Powerstream." And you go on to talk
16 about some other issues.

17 Do you remember sending this email?

18 MR. EDWIN HOUGHTON: I do.

19 MS. KATE MCGRANN: Why did you send
20 this email at this time?

21 MR. EDWIN HOUGHTON: I hadn't heard
22 anything about what Mr. Bonwick was potentially doing
23 with PowerStream. I wasn't sure if he was even
24 continuing to follow up with that.

25 And because we were starting to put a

1 little bit of meat on the bones of what we were doing,
2 I wanted to be interested. It was just more of an
3 interest thing.

4 MS. KATE MCGRANN: So, it was just an
5 out-of-the-blue, you're working through things with
6 KPMG, you decided to check in with Mr. Bonwick?

7 MR. EDWIN HOUGHTON: Absolutely.

8 MS. KATE MCGRANN: Had you had any
9 updates from Mr. Bonwick at all on his discussions
10 with PowerStream at that point in time?

11 MR. EDWIN HOUGHTON: None.

12 MS. KATE MCGRANN: So, if we could
13 scroll down to the next paragraph. This describes
14 that you and Mr. Bonwick exchanged further emails that
15 day. In response to your questions, Mr. Bonwick
16 responded:

17 "Have you got a minute? Meeting
18 with PowerStream tomorrow
19 afternoon."

20 You go on to arrange to speak on the
21 phone. At 9:17 p.m. that night, Mr. Bonwick thanks
22 you for your insight and assistance. Do you recall if
23 you spoke to Mr. Bonwick on the phone that day?

24 MR. EDWIN HOUGHTON: I don't
25 specifically recollect the conversation, but I'm sure

1 we had that call.

2 MS. KATE MCGRANN: Do you remember
3 generally what you talked about?

4 MR. EDWIN HOUGHTON: I've tri -- I tri
5 -- I've seen this -- this paragraph and I've tried to
6 remember. I know that there was several things going
7 on in my world at that point in time, so I'm not
8 exactly certain what the conversation was all about.

9 MS. KATE MCGRANN: Do you remember
10 more generally if you got an update from Mr. Bonwick
11 in or around early April about the status of his
12 conversations with PowerStream?

13 MR. EDWIN HOUGHTON: He may have just
14 told me, and -- and I -- I'm only surmising. I -- I
15 honestly don't reco -- I do not recollect the
16 conversation.

17 MS. KATE MCGRANN: I'm speaking more
18 generally at this point. So, back away from the phone
19 call that it seems that you had on April 12th. More
20 generally, in April, do you remember if you got a
21 sense from Mr. Bonwick about the status of his
22 conversations with PowerStream?

23 MR. EDWIN HOUGHTON: I had a feeling
24 that he was still -- obviously, because he had said
25 that he was having a meeting with them, I had a

1 feeling that he was still ha -- in conversations with
2 PowerStream.

3 And, again, I was -- still had that
4 sense of concern that, because we are now starting to
5 put the -- the idea a little bit more together, I
6 wanted to kind of know what was going on, but I di --
7 I don't -- didn't specifically come out and ask the
8 question.

9 MS. KATE MCGRANN: Okay. So, you know
10 he's still speaking with PowerStream. Am I right in -
11 - in understanding you to be saying that the concerns
12 that you've described to us that you had back in -- in
13 January persist? Do you still have those concerns?

14 MR. EDWIN HOUGHTON: The reason I
15 asked originally -- have you spoken to PowerStream
16 lately or whatever the words I said -- was as a result
17 of the fact that I still have those concerns, yes.

18 MS. KATE MCGRANN: And am I right in
19 understanding that you didn't follow through and ask
20 him where are things at with you and PowerStream?
21 What's the status of your conversations?

22 MR. EDWIN HOUGHTON: I didn't -- I
23 don't have conversations with people about what
24 they're doing specifically from a work perspective.

25 I had already given my -- my concerns,

1 my feelings. It was just more of a knee-jerk
2 reaction. You know, you -- you get a gut feeling.
3 You try to react on it. That's what I did. I didn't
4 -- I wouldn't -- I would never just blurt out, tell me
5 what's going on. I don't believe that that's my
6 business.

7 MS. KATE MCGRANN: Okay. So I
8 understand that you felt it wasn't your business to
9 ask Mr. Bonwick directly what the status of his
10 relationship with PowerStream was. In your general
11 conversations with him, did you reiterate that
12 you're -- you were still concerned about the things
13 you had raised with him before?

14 MR. EDWIN HOUGHTON: I don't -- I
15 don't believe I need to retell Mr. Bonwick my
16 concerns. I was pretty clear the first -- twice I
17 spoke to him.

18 MS. KATE MCGRANN: Okay. So just to
19 interpret your answer, are you telling me that you
20 didn't raise the concerns again in April?

21 MR. EDWIN HOUGHTON: I don't believe I
22 raised them a third time.

23 MS. KATE MCGRANN: Could we pull up
24 TOC45155, please.

25

1 (BRIEF PAUSE)

2

3 MS. KATE MCGRANN: So this is the
4 actual email chain that was summarized in the
5 Foundation Document paragraph we were just looking at.

6 And if you look at the email here from
7 Mr. Bonwick, you can see part of the text we were just
8 looking at where he says: "Thank you for your insight
9 and assistance." He mentioned he's off to pick
10 someone up, and then he says: "I'll give you a call
11 tomorrow morning prior to departure."

12 Is that prior to him leaving for his
13 meeting with PowerStream?

14 MR. EDWIN HOUGHTON: Can we -- can we
15 scroll down?

16 MS. KATE MCGRANN: Yeah.

17 MR. EDWIN HOUGHTON: Keep going,
18 please. Keep going, please.

19

20 (BRIEF PAUSE)

21

22 MR. EDWIN HOUGHTON: There's three (3)
23 questions that I asked in this.

24 MS. KATE MCGRANN: M-hm.

25 MR. EDWIN HOUGHTON: One which was

1 from the chief, which I've already mentioned my
2 desires; one which was about our Board.

3 So I don't have a -- as I mentioned, I
4 don't have a clear recollection of the conversation.
5 But it's quite easy -- could have quite easily be one
6 (1) of those other -- or two (2) of those other three
7 (3) or one (1) of those other three (3).

8 MS. KATE MCGRANN: You just don't
9 remember.

10 MR. EDWIN HOUGHTON: I honestly don't
11 recollect. And I don't mean to keep saying that.

12 MS. KATE MCGRANN: No. It's -- if you
13 don't remember, you've got to tell us. So --

14 MR. EDWIN HOUGHTON: Yeah.

15 MS. KATE MCGRANN: -- I'm going to
16 turn from this to the solar attic vent initiative for
17 a second.

18 I understand that you first become
19 introduced to the solar attic vents when Mr. Budd
20 shows you a model that he had in the trunk of his
21 truck while you were on a visit to Toronto. Is that
22 right?

23 MR. EDWIN HOUGHTON: That's correct.

24 MS. KATE MCGRANN: How did you end up
25 looking at a model in the trunk of Mr. Budd's truck?

1 MR. EDWIN HOUGHTON: Well, I know
2 Mr. Budd. He -- he actually was the -- part of the
3 law firm that put Collus together at the beginning.
4 So I -- I know Mr. Budd.

5 I was in Toronto for some other reason,
6 a conference or whatever. Whether he was at the same
7 one, I don't recollect. I walked out with Mr. Budd
8 chatting. He has a truck, and -- and then in the back
9 of his truck, he had this -- what I could describe
10 looked like a doghouse with a solar vent on top. And
11 I went, what the heck is that? And he explained it to
12 me.

13 MS. KATE MCGRANN: Did he take you out
14 to show it to you, or was it the case that you just
15 happened to notice and ask about it?

16 MR. EDWIN HOUGHTON: It's -- it's in
17 the back of his truck. It looks like a doghouse in
18 the back of a truck. But it's got this little solar
19 panel in the back -- on this thing, and I -- I was
20 like, what is that?

21 MS. KATE MCGRANN: Did he mention it
22 to you before you saw it, or was it the case that
23 you --

24 MR. EDWIN HOUGHTON: No.

25 MS. KATE MCGRANN: -- saw it and you

1 were like, what is that?

2 MR. EDWIN HOUGHTON: It was exactly as
3 you just said the last.

4 MS. KATE MCGRANN: You stumbled upon
5 it basically?

6 MR. EDWIN HOUGHTON: Yeah. We were --
7 we were just -- we were talking, and we were walking
8 out, and I saw it.

9 MS. KATE MCGRANN: What followed from
10 that first sighting of the solar attic vent in the
11 back of the truck?

12 MR. EDWIN HOUGHTON: Well, we talked
13 quite a bit about the truck -- or about the vent at
14 the truck, about how it worked, what he was thinking
15 about doing, and those kinds of things. So we spent
16 quite a bit of time. And I -- I spent quite a bit of
17 time thinking about it myself.

18 MS. KATE MCGRANN: Okay. And what
19 were you thinking about?

20 MR. EDWIN HOUGHTON: As I mentioned
21 the very first day when I was giving my testimony,
22 it -- I could see how this thing could potentially be
23 the blue box of the solar or renewable energy industry
24 where people need to understand that we -- we can no
25 longer mine -- mine the -- the earth for the energy.

1 We needed to have it more renewable. I believe more
2 in solar than I do in wind because I don't think you
3 should destroy one environment to save another.

4 So I looked at this, and I thought what
5 a great opportunity this could be. You can -- you
6 can, again, check a whole bunch of boxes. I like to
7 refer to it that way. The -- it introduces people to
8 renewable energy.

9 It can reduce your energy usage because
10 it's obviously solar by removing the -- the hot/warm
11 air out of the attic space, deferring the amount of
12 time before your -- your air conditioner comes on
13 because, as you know, hot air rises. If you get all
14 that hot air out of the attic, that hot air doesn't --
15 doesn't have a tendency to continue to fall as
16 quickly. Take -- go to your thermostats.

17 From a -- from the perspective of -- of
18 the provincial, the -- now I forget the actual word --
19 where -- where air conditioners have a tendency to
20 come on at the same -- or at a similar time, so
21 that -- that factor -- you can reduce that factor.
22 You can reduce the amount of solid waste going to
23 landfill if you could extend the life of things like
24 asphalt shingles.

25 So there was whole bunch of things that

1 I thought about. I thought it was a -- a real
2 interesting idea, yes.

3 MS. KATE MCGRANN: How did your first
4 sighting of the solar attic vent in Mr. Budd's trunk
5 lead to the discussions with him about a potential
6 pilot project?

7 MR. EDWIN HOUGHTON: Well, I -- I
8 think the first thing I did, which I have -- typically
9 do, I think I mentioned to Mr. Muncaster. We talked
10 about what a great idea this thing is. And we -- I
11 started researching a little bit to see if it was part
12 of the Ontario Power Authority's programs, which it
13 wasn't but potentially could be.

14 And we also were involved with -- I
15 mean, there are many, many pilot projects that
16 could -- that start and become part of that. So I
17 think that's kind of the next steps.

18 MS. KATE MCGRANN: Did you talk to
19 Mr. Budd about the fact that you were going to take
20 this to Mr. Muncaster?

21 MR. EDWIN HOUGHTON: I don't think
22 that I told Mr. Budd that, no.

23 MS. KATE MCGRANN: Before you took the
24 idea to Mr. Muncaster, did you do any research into
25 whether there were similar products available on the

1 market to help you determine which vent you should
2 proceed with?

3 MR. EDWIN HOUGHTON: I believe
4 Mr. Budd told me that this was the only one on the
5 market at the time.

6 MS. KATE MCGRANN: Did you do any
7 research to confirm that statement?

8 MR. EDWIN HOUGHTON: No.

9 MS. KATE MCGRANN: So you speak to
10 Mr. Muncaster. You explain why you think it's a good
11 idea. What was his reaction?

12 MR. EDWIN HOUGHTON: He also thought
13 it was a good idea.

14 MS. KATE MCGRANN: What was the next
15 step that you took after that discussion?

16 MR. EDWIN HOUGHTON: I'm not exactly
17 certain the next step.

18 MS. KATE MCGRANN: Can you tell me how
19 things proceeded from your conversation with
20 Mr. Muncaster to you bringing the attic vents before
21 the Board, for example?

22 MR. EDWIN HOUGHTON: Can I -- what was
23 the -- sorry, just say that one more time.

24 MS. KATE MCGRANN: How did you get
25 from the conversation with Mr. Muncaster to presenting

1 the solar attic vent project to the Collus Board on
2 June 10th?

3 MR. EDWIN HOUGHTON: Well, I'm sure I
4 had more conversations with Mr. -- Mr. Budd on it.
5 And I think, you know, how many are -- how many can
6 you produce, and those kinds of things. How difficult
7 are they? What are the costs? Things like that. I
8 don't specifically remember all the conversations that
9 long ago but...

10 MS. KATE MCGRANN: Were those
11 conversations over the telephone? Did you meet in
12 person with him?

13 MR. EDWIN HOUGHTON: Probably mainly
14 on the telephone. A little difficult sometimes to do
15 it on -- by email or something like that.

16 MS. KATE MCGRANN: Do you recall if he
17 had any meetings with him before the June 10th Board
18 meeting?

19 MR. EDWIN HOUGHTON: I probably did,
20 but I don't recall specifically.

21 MS. KATE MCGRANN: Before the
22 June 10th meeting, did you disclose to Mr. Muncaster
23 who was involved in the company that produced the
24 vents?

25 MR. EDWIN HOUGHTON: Sorry. You -- I

1 lost the very last part you said there.

2 MS. KATE MCGRANN: Did you tell
3 Mr. Muncaster who was involved in the company that
4 produced the vents before you brought them to the
5 Board meeting?

6 MR. EDWIN HOUGHTON: Yes. He was
7 aware it was Mr. Peter Budd, yes.

8 MS. KATE MCGRANN: Did Mr. Budd attend
9 any meetings with you and Mr. Muncaster before the
10 June 10th Board meeting?

11 MR. EDWIN HOUGHTON: I -- I don't know
12 if it was before, but I know that Mr. Budd attended a
13 meeting with Mr. Muncaster. I don't recollect when
14 that was though. I know that they spoke and length
15 about Canadian Tire, actually.

16 MS. KATE MCGRANN: Can you help me,
17 was that meeting before or after the solar attic
18 project launched in August of 2011?

19 MR. EDWIN HOUGHTON: That would have
20 been before the launch, I'm sure.

21 MS. KATE MCGRANN: Do you remember if
22 it was before the July 8th Board meeting, where the
23 Board gives approval to move forward?

24 MR. EDWIN HOUGHTON: I would think it
25 was probably after that.

1 MS. KATE MCGRANN: Can we turn up
2 paragraph 173 of the Foundation Document, please?

3 This paragraph describes that on May
4 24th, 2011, Mr. Bonwick sent a draft memo to you,
5 describing the ownership structure of the company
6 involved in selling solar attic vents called
7 International Solar Solutions Inc.

8 We'll turn up that email in a second.
9 How does Mr. Bonwick get involved in this discussion?

10 MR. EDWIN HOUGHTON: I'd mentioned it
11 to Mr. Bonwick that I'd seen this solar vent.

12 MS. KATE MCGRANN: And then what
13 happened?

14 MR. EDWIN HOUGHTON: I think -- I
15 think Mr. Bonwick wanted to see it and so I think we
16 met and -- and he saw it.

17 MS. KATE MCGRANN: Tell me about the
18 meeting, what do you remember?

19 MR. EDWIN HOUGHTON: Well, to be
20 clear, I remember more because I read the Foundation
21 Document that we met, I don't actually remember the --
22 the three of us together, but it shows like we were,
23 but I don't actually remember the conversation or even
24 meeting, because it said -- I think it said Shelburne
25 or something and I don't remember Shelburne, but.

1 MS. KATE MCGRANN: Okay. What do you
2 remember about what led to Mr. Bonwick sending a memo
3 to you about an ownership of this company?

4 MR. EDWIN HOUGHTON: Certainly I had
5 had no conversations about that. And again, Mr.
6 Bonwick has a tendency to -- to be over-zeal -- that's
7 an incorrect word. That he -- he looks at
8 opportunities and -- and this was an opportunity that
9 he saw. And my very first comment was "I cannot be
10 involved with anything that happens with Collingwood".

11 MS. KATE MCGRANN: Okay, let's turn up
12 TOC48017, please. Can you scroll down just to give
13 Mr. Houghton an opportunity to read this email,
14 please?

15 So Mr. Bonwick, on May 24th, writes to
16 you, subject "solar vent":

17 "Please review and provide comment."

18 And then he writes:

19 "Please print for Peter."

20 You can see that there is an
21 attachment, solarventcorporatestructure.doc.

22 We'll take a look at that memo, which
23 is TOC45156.

24 MR. WILLIAM MCDOWELL: Sorry, I can't
25 hear you.

1 THE HONOURABLE FRANK MARROCCO:

2 TOC45156.

3 MS. KATE MCGRANN: That's a mistake.

4 TOC48018. My apologies.

5 THE HONOURABLE FRANK MARROCCO: That
6 was not my mistake.

7 MS. KATE MCGRANN: No, that was my
8 mistake.

9

10 CONTINUED BY MS. KATE MCGRANN

11 MS. KATE MCGRANN: So this is the memo
12 that Mr. Bonwick sends to you, it's dated May 24th,
13 2011. Scroll down.

14 Re: corporate structure, then it says:

15 "Hi Peter, please review the
16 following points to be included in
17 structured agreement related to
18 solar-powered vent initiative."

19 And it goes on to describe some
20 proposed share splits.

21 What discussions have you been involved
22 in with Mr. Bonwick or Mr. Budd or both of them up
23 until this point about the solar powered attic vent?

24 MR. EDWIN HOUGHTON: The discussions
25 that I've had is about potentially having Collingwood

1 as a pilot in the solar vents.

2 MS. KATE MCGRANN: Tell me about those
3 discussions.

4 MR. EDWIN HOUGHTON: Well I -- I
5 thought that -- to begin with, it started as just
6 being a pure pilot and then -- and then as we
7 continued to move forward with the potential RFP that
8 might go out in the future, and again I'm jumping
9 ahead, we -- we saw it as a litmus test to see if the
10 large utilities might jump on board with something --
11 and initiative that the smaller utility is thinking
12 about.

13 MS. KATE MCGRANN: Okay, so two (2)
14 things. One, let's move this sort of one point in
15 time to the next. And two, you would often refer to
16 "we" did this, "we" did that and I'm going to stop you
17 and ask you to help me understand who you're referring
18 to when you refer to "we" because you know, but -- but
19 I don't.

20 So you said it started as a -- the
21 concept was a pure pilot. What discussions did you
22 have about pure pilot program for Collingwood and the
23 solar attic vents?

24 MR. EDWIN HOUGHTON: What kind of
25 conversations and who with are you talking, sorry?

1 MS. KATE MCGRANN: I would like to
2 know about the discussions you had about a pilot
3 program involving the solar vents, can you tell me
4 about those?

5 MR. EDWIN HOUGHTON: With -- with my
6 staff or with --

7 MS. KATE MCGRANN: Tell me about all
8 of the discussions that you had.

9 MR. EDWIN HOUGHTON: I'm just asking
10 for clarification.

11 From -- from my perspective, we -- we
12 have like a Collus perspective, we had Glen
13 McAllister, who is -- who was partial conservation
14 (sic) -- management, I had conversations with -- with
15 Glen about it, trying to get a better understanding of
16 how the CDM program could work and what we could do.

17 And the discussions that I -- we had
18 with Peter, I was trying to find out again, you know,
19 what's the availability, what's your ability because I
20 -- the one I saw way back when was a prototype, and
21 what's your ability to manufacture, what's the kind of
22 guarantee, how long does the solar panel last, where
23 is the solar panel manufactured, is there any kind of
24 an issue with it? Looked at it from the perspective
25 of is there an issue with uplift because it does sit a

1 little bit higher. Those kinds of conversations.

2 MS. KATE MCGRANN: Did you talk about
3 the pilot program with anybody else?

4 MR. EDWIN HOUGHTON: Well, again, I
5 would have had a conversation with Mr. Muncaster about
6 it, yes.

7 MS. KATE MCGRANN: Starting with the
8 conversations you had with Peter, I understand that
9 you had conversations about design and the functional
10 impacts of -- of the vents, the availability of them
11 and things like that.

12 Did you discuss with him the concept of
13 running a pilot project through Collus?

14 MR. EDWIN HOUGHTON: Yes.

15 MS. KATE MCGRANN: What was his
16 reaction -- well, first of all, whose idea was that?

17 MR. EDWIN HOUGHTON: Mine.

18 MS. KATE MCGRANN: What was his
19 reaction to that idea?

20 MR. EDWIN HOUGHTON: Thought it was
21 great.

22 MS. KATE MCGRANN: What -- what did it
23 involve at that point in time? What did the pilot
24 project look like?

25 MR. EDWIN HOUGHTON: At that point in

1 time, didn't know. We had to put the bones around the
2 -- or the meat around the bones for a pilot project.

3 MS. KATE MCGRANN: Did you have
4 ongoing discussions with him in which you put the meat
5 on the bones for that project?

6 MR. EDWIN HOUGHTON: No, I think I --
7 we took more of me thinking about how the pilot
8 project would work and those kinds of things, yes.

9 MS. KATE MCGRANN: So you took on
10 responsibility for planning the pilot project?

11 MR. EDWIN HOUGHTON: When I say --
12 yes. I'll take the -- yes.

13 MS. KATE MCGRANN: I just want to know
14 what happened. Did you take on responsibility for
15 planning the pilot project?

16 MR. EDWIN HOUGHTON: I -- it appears I
17 took on responsibility of everything. But I -- I
18 believe that I was the one formulating what this could
19 happen, yes.

20 MS. KATE MCGRANN: Was anybody else
21 involved in helping you plan it?

22 MR. EDWIN HOUGHTON: I think that Glen
23 was just giving me advice from a conservation demand
24 management program perspective.

25 MS. KATE MCGRANN: Do you remember

1 when Glen became involved in the conversation?

2 MR. EDWIN HOUGHTON: Right near the
3 beginning, but it was only a conversation with him for
4 me to understand more. Like, he -- he knows the CDM
5 and the programs and the OPA and those things. I
6 didn't. So I was only asking him questions about from
7 that perspective.

8 Once -- once we knew the thing was
9 going, I handed it over to him. But at this part,
10 again, I'm just trying to formulate a thought or an
11 idea.

12 MS. KATE MCGRANN: When did you first
13 start talking to Mr. McAllister about the CDM
14 qualifications? Do you know?

15 MR. EDWIN HOUGHTON: I -- I don't
16 recollect a specific time.

17 MS. KATE MCGRANN: When you first
18 started asking him about -- and I want to get this
19 right -- is it CDM qualifications, CDM requirements?

20 MR. EDWIN HOUGHTON: CDM is the
21 Conservation and Demand Management, that's sort of
22 what it -- what it is. And the OPA have a whole bunch
23 of different rules, they have -- they have approved
24 programs, they fit within different -- you know, those
25 kinds of things.

1 MS. KATE MCGRANN: Okay. When you
2 first started asking him about CDM, did he understand
3 that you were talking to him about the solar attic
4 vents or were they more general questions?

5 MR. EDWIN HOUGHTON: No, I -- I had
6 mentioned this -- this prototype that I'd seen.

7 MS. KATE MCGRANN: Do you know if it
8 was before or after the -- the May 24th memo that's
9 upon the screen?

10 MR. EDWIN HOUGHTON: I would expect it
11 to be after that.

12 MS. KATE MCGRANN: As part of the
13 pilot project, were you doing any -- did you envision
14 doing any testing about the efficiency or the efficacy
15 of the vents?

16 MR. EDWIN HOUGHTON: Well, again,
17 because that -- because it's a brand new technology,
18 it was -- it would be dif -- it's difficult to say you
19 will get this kind of a savings and those kinds of
20 things. It was all more, you know, you -- you know
21 that you would get certain things, you couldn't -- but
22 you couldn't quantify it.

23 We had many conversations after the
24 fact with some of the testing labs with the -- with
25 colleges to try to get them onboard, but it's like any

1 -- any new pilot. You -- you have to start it before
2 -- and get it going to be able to get them accredited
3 and approved and those things.

4 MS. KATE MCGRANN: Was it the case
5 when you began talking with Mr. Budd that the Company
6 didn't have that kind of data about how its product
7 worked?

8 MR. EDWIN HOUGHTON: That's correct.
9 That's what I just said.

10 MS. KATE MCGRANN: Was Mr. Budd
11 interested in gathering that data to support his
12 project?

13 MR. EDWIN HOUGHTON: Yes, he was.

14 MS. KATE MCGRANN: And you were
15 interested in gathering that data. Why?

16 MR. EDWIN HOUGHTON: Because I believe
17 it's the right thing for the -- for the CDM program.
18 I was -- I was excited about this kind a prototype.

19 MS. KATE MCGRANN: In your
20 conversations with Mr. Budd about the pilot project
21 that you were planning did you discuss the fact that
22 Collingwood can help ISSI get data about its products?

23 MR. EDWIN HOUGHTON: It would -- well,
24 once you have them in -- in place, there would be an
25 opportunity to use them for testing, yes.

1 MS. KATE MCGRANN: Okay. And was part
2 of a pilot project that you were envisioning gathering
3 that data?

4 MR. EDWIN HOUGHTON: That's correct.

5

6 (BRIEF PAUSE)

7

8 MS. KATE MCGRANN: What was Mr.
9 Bonwick's involvement, if any, in the discussions
10 about the pilot project?

11 MR. EDWIN HOUGHTON: He -- he be -- he
12 was sort of in the per -- on the periphery. And then
13 he did get involved once he was engaged by
14 PowerStream.

15 MS. KATE MCGRANN: When you say he was
16 on the periphery, I guess that's before he was engaged
17 by PowerStream. Is that right?

18 MR. EDWIN HOUGHTON: That's correct.

19 MS. KATE MCGRANN: What did that look
20 like?

21 MR. EDWIN HOUGHTON: Oh, I think he
22 was -- he was aware -- he was obviously aware of the -
23 - the -- of the -- the vent. He -- he drafted the --
24 this first contract which I said again I cannot be
25 involved with, will not be involved with.

1 I don't know whether he and Peter
2 continued those discussions, but it was something that
3 Mr. -- Mr. Bonwick was interested in. And certainly,
4 from -- from my end -- my end was to try to get this
5 thing as a -- as a pilot project in Collingwood.

6 Collingwood has always been somebody
7 that -- or we -- we were always a utility that wanted
8 to -- to challenge the -- the new and the unknown. We
9 did that with hollow fibre membrane technology. We're
10 the first one (1) in the world to do that, now there's
11 probably fifteen (15) or twenty thousand (20,000),
12 when we did that at our water filtration plant.

13 We -- we tried to do many, many things
14 that were new and -- and inventive.

15 MS. KATE MCGRANN: Up until the point
16 that Mr. Bonwick's retained by PowerStream did you
17 continue to talk to him about the pilot project that
18 you were planning for ISSI?

19 MR. EDWIN HOUGHTON: Yeah, I --
20 there's not reason not to. It's a project that we
21 were going to roll out to the public, hopefully, yeah.

22 MS. KATE MCGRANN: Was he involved in
23 conversations that you had with Mr. Budd about the
24 pilot project, the three (3) of you talk about it
25 together?

1 MR. EDWIN HOUGHTON: Well, certainly,
2 I think -- again, when I say, "The periphery," I'm
3 talking about putting together a pilot project for
4 Collingwood. What Paul and Peter were thinking about,
5 or had their conversations about, that's up to them.

6 But he -- he was probably -- he was,
7 I'm -- I'm sure, well aware that I'm really thinking
8 that this is a really good idea to try to put out to
9 the -- to Collingwood and area, yes.

10 MS. KATE MCGRANN: So, was he involved
11 in conversations with you and Mr. Budd about the pilot
12 project that you were planning?

13 MR. EDWIN HOUGHTON: He -- he was
14 involved in the sense that he was -- he -- he
15 potentially could be a part of those conversations.
16 I'm not exactly certain what those conversations were
17 at this point in time, but he could have easily been
18 involved in those conversations, yes.

19 MS. KATE MCGRANN: With respect to the
20 memo that's up on the screen, I understand that when
21 you were presented with a copy of this memo your
22 reaction was that you could not be involved in this.

23 MR. EDWIN HOUGHTON: That's right.

24 MS. KATE MCGRANN: Is that right? Do
25 you remember who you communicated that fact to?

1 MR. EDWIN HOUGHTON: Oh, to Mr.
2 Bonwick and Mr. Budd.

3 MS. KATE MCGRANN: Was it communicated
4 to them in person?

5 MR. EDWIN HOUGHTON: In person. Well,
6 either in person or on the phone, but, yes, I -- I
7 said very clearly to both of them, If I'm -- if
8 Colling -- if I'm going to be doing this pilot
9 project, I cannot be involved, don't want to be
10 involved and I am too darn busy to be thinking about
11 any of this stuff, I'm getting three hundred (300)
12 emails a day on other things.

13 MS. KATE MCGRANN: Do you remember the
14 conversation that you had with Mr. Bonwick about this?

15 MR. EDWIN HOUGHTON: Yeah, I do,
16 actually.

17 MS. KATE MCGRANN: Okay. Was it in
18 person or over the phone?

19 MR. EDWIN HOUGHTON: That would have
20 been in person.

21 MS. KATE MCGRANN: Was Mr. Budd also
22 there?

23 MR. EDWIN HOUGHTON: I'd say no.

24 MS. KATE MCGRANN: Do you remember
25 where it took place?

1 MR. EDWIN HOUGHTON: No.

2 MS. KATE MCGRANN: Do you remember if
3 you had a copy of the memo with you when you talked to
4 him about it?

5 MR. EDWIN HOUGHTON: No.

6 MS. KATE MCGRANN: Do you remember
7 what was said during the conversation?

8 MR. EDWIN HOUGHTON: Yes.

9 MS. KATE MCGRANN: Can you tell me
10 what you remember about that?

11 MR. EDWIN HOUGHTON: Yes. I said
12 clearly, I appreciate the thought, the offer, but this
13 is not something that I'm -- I am interested in doing,
14 not something that I'm willing to do and I have other
15 fish to fry, which is the real -- my real job.

16 MS. KATE MCGRANN: And then with
17 respect to the conversation you had with Mr. Budd
18 about this memo, what do you remember about that
19 conversation?

20 MR. EDWIN HOUGHTON: Well, I'm not
21 sure whether this came out of the blue to Peter. I
22 don't know. I can't remember that part of it. And I
23 just said, as I've told Paul, I cannot be involved.
24 And I think that's the reason why there kept being
25 these other iterations -- and finally, until I said,

1 Please, no more.

2 MS. KATE MCGRANN: Do you remember
3 when you said, Please, no more?

4 MR. EDWIN HOUGHTON: In 2012.

5 MS. KATE MCGRANN: What can you tell
6 me about that communication?

7 MR. EDWIN HOUGHTON: I think it was
8 the very last thing, the very last -- I think there
9 was three (3) or four (4) of these iterations of
10 stuff. And I just finally said -- and they're long.
11 Some of them are long, convoluted emails that -- that
12 -- I very rarely ever get through a long email to read
13 them because I have too many to read.

14 And just, finally, when -- when there
15 was supposed to be a discussion at some point in time,
16 I just said, Look at, I've told you from day 1 I can't
17 be involved, don't want to be involved, if you guys --
18 if you can do something, God bless you guys, just
19 carry on, but I'm not involved.

20 MS. KATE MCGRANN: Do you remember if
21 that was a conversation you had with the two (2) of
22 them at the same time or was that two (2) separate
23 conversations?

24

25 (BRIEF PAUSE)

1 MR. EDWIN HOUGHTON: I think I -- I'm
2 guessing.

3 MS. KATE MCGRANN: Okay, we don't want
4 you to guess.

5 MR. EDWIN HOUGHTON: Okay.

6 MS. KATE MCGRANN: Do you remember
7 what the reaction that you got from -- from sending
8 that message was?

9 MR. EDWIN HOUGHTON: I -- I think the
10 last they got the message.

11 MS. KATE MCGRANN: Why couldn't you be
12 involved in this?

13 MR. EDWIN HOUGHTON: Because I was --
14 I was working with the Town of Collingwood.

15 MS. KATE MCGRANN: And why did that
16 mean that you couldn't be involved in -- in the
17 company?

18 MR. EDWIN HOUGHTON: A) I would -- if
19 -- if I was going to be involved with the -- the
20 company, I would probably go to my Board and say this
21 is occurring, we can't do any of these things, I'm out
22 of it, whatever.

23 No, it was just not something for me.
24 It was -- you have to -- you have to see from my
25 perspective. I'm -- at this point in time, I'm

1 looking after the water. I'm looking after all of
2 Collus. I'm looking after, again, everything that
3 occurs in public works, which is planes, trains,
4 automobiles, roads, busses, all of those kinds of
5 things.

6 I'm starting to -- we're starting to
7 look at what are we going to have to be when we --
8 when we -- when we grow up from Collus PowerStream,
9 and don't take that in a derogatory sense.

10 I -- I didn't have enough grey matter
11 to carry on with any of these things. I had enough to
12 do. I was -- it's the same reason I didn't want to be
13 the CAO. I had too much to do. I'm working too many
14 hours now.

15 MS. KATE MCGRANN: So, it is -- was it
16 the case that you couldn't get involved in the company
17 because you were just too busy?

18 MR. EDWIN HOUGHTON: I knew you would
19 take it that way.

20 MS. KATE MCGRANN: Just -- I don't
21 mean to --

22 MR. EDWIN HOUGHTON: No. No.

23 MS. KATE MCGRANN: I don't mean to
24 make that sound diminutive, but is it your evidence
25 that you couldn't be involved because your plate was

1 full and you couldn't take on any more
2 responsibilities?

3 MR. EDWIN HOUGHTON: No, it was not
4 something that I wished to do. My -- my life has been
5 Collingwood and the benefit of Collingwood. For me to
6 be involved with something like this is not -- not
7 something that I would want to do.

8 MS. KATE MCGRANN: Why not?

9 MR. EDWIN HOUGHTON: Be -- because it
10 would fly in the face of -- of being able to do it
11 with Collingwood.

12 MS. KATE MCGRANN: Help me understand
13 why you say that.

14 MR. EDWIN HOUGHTON: We had this
15 conversation before and I couldn't figure out what you
16 were trying to ask me. It's just it's -- it's not
17 something that -- it was not something I was willing
18 to do. I -- I didn't want to be involved. I -- I
19 didn't want to be an investor. I didn't want to be --
20 I -- I didn't want to be a partner.

21 I couldn't -- couldn't be paid. This
22 was something that -- that Collingwood -- I was trying
23 to do for Collingwood, I was trying to do for the OPA,
24 I was trying to do for the people of Ontario. These
25 are the things that I stand for, and I couldn't and

1 wouldn't do it, period.

2 MS. KATE MCGRANN: Why couldn't you be
3 paid?

4 MR. EDWIN HOUGHTON: Because that
5 wouldn't be -- that would be incorrect, as far as I'm
6 concerned.

7 MS. KATE MCGRANN: Why would that be
8 incorrect?

9 MR. EDWIN HOUGHTON: It's obvious, I
10 think, isn't it?

11 MS. KATE MCGRANN: Just explain it to
12 me then, please.

13 MR. EDWIN HOUGHTON: Well, I -- I'm
14 working for -- for Collus. We're going to be doing a
15 project for Collus, and I -- I don't believe that I
16 should be paid for it, so there you go.

17 MS. KATE MCGRANN: Why not?

18

19 (BRIEF PAUSE)

20

21 MR. EDWIN HOUGHTON: You give me an
22 answer and I'll try to give it -- that's the answer.
23 I don't -- I don't unders -- I apologize, I don't
24 understand what -- what -- I'm saying I -- I can't,
25 won't, unwilling to be involved.

1 MS. KATE MCGRANN: Did you think that
2 it was against a rule?

3 MR. EDWIN HOUGHTON: It's against my
4 rule.

5 MS. KATE MCGRANN: What -- what rule
6 is that?

7 MR. EDWIN HOUGHTON: Well, it's
8 against my -- my inner rule. I don't know. Help me
9 with the word. Somebody help me with the word.

10 MS. KATE MCGRANN: What does your
11 inner rule say? I just want to understand why you
12 felt you couldn't do both.

13 MR. EDWIN HOUGHTON: I just -- I just
14 felt that it wouldn't be something that I -- that I
15 should be doing. It -- it would be wrong for me to
16 do, I think.

17 MS. KATE MCGRANN: Why would it be
18 wrong?

19 THE HONOURABLE FRANK MARROCCO: Go
20 ahead.

21 MR. EDWIN HOUGHTON: I -- I don't know
22 what else to say, Your Honour.

23 THE HONOURABLE FRANK MARROCCO: I
24 think -- I think we've exhausted this topic and I
25 think we'll take the break.

1 --- Upon recessing at 10:11 a.m.

2 --- Upon resuming at 10:23 a.m.

3

4 CONTINUED BY MS. KATE MCGRANN:

5 MS. KATE MCGRANN: Can we turn up
6 TOC48836, please.

7

8 (BRIEF PAUSE)

9

10 MS. KATE MCGRANN: Can we start at the
11 bottom, the first email in the chain.

12 So this is an email chain between
13 yourself, Peter Budd, and Mr. Bonwick. And it starts
14 with an email from Mr. Budd where he writes to you:

15 "Ed, I would like to keep you posted
16 that Angemeer and I are trying to
17 also move his area forward."

18 Is that a reference to Mike Angemeer?

19 MR. EDWIN HOUGHTON: Yes, it is.

20 MS. KATE MCGRANN: And then he
21 mentions that he's going to be seeing someone from
22 Oakville next week. And then he goes on to write:

23 "Any time you are ready to visit
24 others like PowerStream TH, et al, I
25 am ready to help if you need it.

1 Perhaps we can jointly establish a
2 draft target schedule for the months
3 ahead to introduce this product to
4 the LDCs."

5 And then he says:

6 "I need to have some of this
7 information to meet with the bank
8 next week to set up a credit
9 facility."

10 And he thanks you and says that the
11 boost would be good. We can scroll up.

12 And you respond to Mr. Budd and
13 Mr. Bonwick:

14 "Peter, I guess I wasn't aware that
15 you were going to continue to work
16 with other LDCs. I was hoping to do
17 a pilot in Collingwood and then roll
18 it out to others."

19 What are you describing here?

20 MR. EDWIN HOUGHTON: What I was
21 thinking about was having Collus as the -- doing the
22 pilot and then rolling it to others.

23 At this point in time, we had sort of a
24 concept in our mind -- and when I say "we,"
25 Mr. Muncaster and I -- that this would be a wonderful

1 litmus test if we go down the path of looking at
2 opportunities because we'd already -- at this point in
3 time, we'd already talked about -- we'd seen the
4 options. We sort of had preliminary discussions. We
5 were ready to go to Mr. McFadden. We were thinking
6 about the -- a strategic partner that we thought that
7 this might be an idea.

8 And I just saw that if all of a sudden
9 people were sort of -- the idea was sort of popping up
10 all over, our concept of doing a pilot and then sort
11 of rolling it to others was potentially lost.

12 MS. KATE MCGRANN: Okay. You write
13 here:

14 "I guess I wasn't aware that you
15 were going to continue to work with
16 other LDCs."

17 Had you had discussions with Mr. Budd
18 about him stopping his efforts in that area and
19 focusing on -- on Collingwood?

20 MR. EDWIN HOUGHTON: No. I think it
21 was more the fact that we had -- I had been having
22 discussions with Peter about the Collingwood pilot. I
23 think we were calling it a strategic initiative or a
24 partnership initiative or something like that.

25 And -- and he'd never mentioned about

1 going to others. It was kind of a surprise to me. I
2 didn't know that he was doing that. I should have --
3 I mean, maybe in hindsight -- thought about that but
4 didn't.

5 MS. KATE MCGRANN: Okay. And was
6 the -- was the partnership here a partnership between
7 Collingwood and the solar attic vent company?

8 MR. EDWIN HOUGHTON: No. No, no.
9 What we -- what I -- again, what we were thinking
10 about was Collingwood being the -- sort of the centre
11 of the pilot introducing it to others, which would be
12 Wasaga Beach and potentially Orangeville, potentially
13 PowerStream, potentially Mike Angemeer in himself
14 'cause we spoke about potentially Horizon. And -- and
15 I'm saying that, you know, with information that
16 hadn't maybe really thought about at that point in
17 time.

18 But it was a concept that we were going
19 to put this thing together so that you can -- it's
20 kind of like the popcorn effect where you -- you get
21 all of this sort of starting to move and then you get
22 the attention of the OPA, and then the OPA say, well,
23 potentially this is a program that -- that you can --
24 we can then maybe approve.

25 And then we would get our initial

1 dollars that we put into it back. We would get that
2 back through the OPA. That -- that's kind of the
3 concept of the thought process.

4 MS. KATE MCGRANN: Was it the case
5 that you wanted Mr. Budd to roll his attic vent
6 project out to other LDCs through Collingwood because
7 you were doing the pilot?

8 MR. EDWIN HOUGHTON: I think that's
9 giving -- giving more thought than I had at that point
10 in time. I think I was just taken a little bit aback
11 that he had -- he had gone out and had conversations
12 with others. That's all.

13 MS. KATE MCGRANN: Why were you taken
14 aback by that?

15 MR. EDWIN HOUGHTON: I -- I think
16 because I hadn't thought of that yet.

17 MS. KATE MCGRANN: Okay. If you can
18 scroll up and look at the next email in the chain.
19 Mr. Budd writes back:

20 "I can delay all of these talks to
21 meet your/our expectations. What is
22 of interest is the rollout schedule
23 in your view with respect to pilot
24 length, then sales, install for
25 August."

1 And he asks:

2 "How do you see this unfolding, Ed?"

3 Scroll up and see your response. You
4 say:

5 "Peter, as I mentioned, I've asked
6 Glen from my office to get
7 information put together on how we
8 get a Board-approved program."

9 You attach some documents. You're
10 going to review them and then see what you have to do.
11 And you say give me any of your thoughts. And then,
12 Mr. Bonwick weighs in. He says:

13 "Gentleman, I would recommend we set
14 aside 15 minutes for a conference
15 call tomorrow to weigh the merits of
16 a standalone pilot program with
17 Collus or approach other LDCs
18 immediately."

19 Do you remember participating in a
20 conversation like that?

21 MR. EDWIN HOUGHTON: I don't recollect
22 the conversation. I mean, I -- I've read this email a
23 few times, several times. I mean, everything --
24 everything up to that point makes perfectly good
25 sense. I would expect we maybe did have that call,

1 but I don't -- I don't recall the details of it. I
2 don't actually recall a call but...

3 MS. KATE MCGRANN: Do you know if you
4 were aware of the status of Mr. Bonwick's discussions
5 with PowerStream at the time you're having this email
6 exchange?

7 MR. EDWIN HOUGHTON: I don't know
8 the -- did you say do I know the status?

9 MS. KATE MCGRANN: Yeah. Were you
10 aware of the status of his discussions with
11 PowerStream at this time?

12 MR. EDWIN HOUGHTON: I don't believe I
13 knew the status at all. Like, I don't -- I was pretty
14 certain that he was still in discussions and not from
15 anything specific. I don't know if he's engaged. If
16 I -- I don't know at all if he's engaged at this point
17 in time? No.

18 MS. KATE MCGRANN: And you weren't
19 making any enquiries into the status of those
20 discussions at this point in time?

21 MR. EDWIN HOUGHTON: No. Again,
22 because obviously over -- overly trusting person. I
23 had -- again had those conversations way back when,
24 and -- and that was it.

25 MS. KATE MCGRANN: Why is Mr. Bonwick

1 involved in this conversation about the pilot project
2 at this time?

3 MR. EDWIN HOUGHTON: Well, I think he
4 was extremely interested in the program as well, and
5 obviously, I think he's also very interested in, is
6 there an opportunity within -- within the ISSI to be
7 involved, if he was going to be involved.

8 MS. KATE MCGRANN: You mean
9 financially involved.

10 MR. EDWIN HOUGHTON: Yes.

11 MS. KATE MCGRANN: And then if we
12 could just scroll up to the email at the top. This is
13 Mr. Budd writing back saying:

14 "Happy to have that conversation,
15 Paul. Likely tomorrow AM."

16 He writes:

17 "For my part, I can and will defer
18 to Ed's judgment on this."

19 I read that as your judgment on whether
20 to do a standalone pilot project or to go to other
21 LDCs at the same time. Do you remember -- do you
22 remember that happening?

23 MR. EDWIN HOUGHTON: I remember the
24 outcome.

25 MS. KATE MCGRANN: Okay. Do you

1 remember Mr. Budd saying that he would defer to your
2 judgement on which way the rollout of the vents to the
3 LDCs should go?

4 MR. EDWIN HOUGHTON: I don't recollect
5 if I -- if I knew this until I read -- reread this
6 again eight (8) years later, but I -- I know the
7 outcome. I remember the outcome, I mean.

8 MS. KATE MCGRANN: Okay. What was the
9 outcome?

10 MR. EDWIN HOUGHTON: Well, the outcome
11 was that we were going to be the -- to start to take
12 the lead and then try to roll it -- roll something out
13 from the Collus pilot.

14 And then we -- I think we also agreed
15 then, then once we sort of introduced it -- like we
16 did beginning in early July with the -- at least the
17 four (4) -- five (5) -- excuse me, five (5) at that
18 point in time -- five (5) potential bidders, then we
19 sort of said now that we've done that, we can start to
20 sort of spread it more -- more wildly -- widely.

21 MS. KATE MCGRANN: You didn't offer
22 Hydro One an opportunity to participate in this,
23 correct?

24 MR. EDWIN HOUGHTON: Yeah. That was
25 probably -- that was, in hindsight, probably the wrong

1 thing. But we -- when we -- and again, Mr. Muncaster
2 and I -- spoke about it, we -- Mr. Muncaster and I --
3 weren't sure who we would even talk to about it
4 because there -- there is so large and unwielding
5 (sic).

6 But I have seen then that again -- and
7 I mentioned this before -- that they rolled out a big
8 program in hydro in Brampton. So it was probably a
9 mistake on our part, but it was just we -- we just
10 felt that we probably would have spent quite a bit of
11 time and not really got to the person that looks after
12 it.

13 MS. KATE MCGRANN: So you just decided
14 not to try to contact them at all.

15 MR. EDWIN HOUGHTON: Chose not to,
16 yes.

17 MS. KATE MCGRANN: Okay. So we
18 understand that the outcome is that it's a pilot
19 project sort of spearheaded by -- by you and Collus,
20 and then you roll it out to other LDCs as you've
21 described?

22 MR. EDWIN HOUGHTON: That's correct.

23 MS. KATE MCGRANN: What was your part
24 in making the decision to proceed that way?

25 MR. EDWIN HOUGHTON: Well, I'm the

1 president and CEO, and we took the idea and the
2 concept to our Board. I think even Mr. McFadden's
3 testimony thought that it was a unique opportunity to
4 pilot, felt it was a good -- a good thing to do.

5 So we took it to the Board, and it --
6 there was significant interest in it. If the Board
7 had said no, it would have died right there on the
8 vine.

9 MS. KATE MCGRANN: And Mr. Budd agreed
10 to hold off on rolling his product out to other LDCs
11 and follow the timeline that you propose?

12 MR. EDWIN HOUGHTON: Yes.

13 MS. KATE MCGRANN: Why did he do that?

14 MR. EDWIN HOUGHTON: Well, I think we
15 were -- the first real people that were -- real
16 people -- we were the first that were really giving it
17 a significant opportunity to try.

18 MS. KATE MCGRANN: If you look at the
19 last -- I'll call it the last full paragraph in this
20 email, it says:

21 "Our business plan speaks to early
22 profits allowing us to get a
23 stateside venture going this fall
24 well in advance of next year."

25 Do you know what he's talking about

1 there?

2 MR. EDWIN HOUGHTON: No. I would
3 expect that's -- that's his -- his business plan that
4 he'd been putting together, I would assume.

5 MS. KATE MCGRANN: Do you know why he
6 was sharing that with you? At this point, you've
7 already told him you can't be involved in that, right?

8 MR. EDWIN HOUGHTON: I would expect
9 why he's doing it is he's -- he's wanting to go a
10 direction. I'm suggesting he's going in another --
11 like that we potentially go in another direction. I
12 think he's just adding why he was going in a certain
13 direction, too.

14 MS. KATE MCGRANN: At any point in
15 time over the life of this project -- and I understand
16 it went for quite some time -- did you consider or
17 have any discussions about potentially getting
18 involved in after you retired from Collus?

19 MR. EDWIN HOUGHTON: In -- in the back
20 part of my brain who knows what I was thinking.

21 It may have been an excuse that I might
22 have said look, maybe this might be something after,
23 but I'm not interested at this point in time.

24 MS. KATE MCGRANN: Do you remember if
25 you had any conversations with Mr. Bonwick or Mr. Budd

1 in which you indicated that you might be interested in
2 participating in the company after you retired from
3 Collus?

4 MR. EDWIN HOUGHTON: I -- I'm almost
5 certain I never said anything like that to Mr.
6 Bonwick.

7 I like -- I like Peter Budd, I think
8 he's a -- he's a good guy that -- smart guy. You
9 know, I may have said that to him, but it was
10 certainly not forefront of my brain.

11 So I -- I honestly don't recall saying
12 it to him. But in the -- the back of your head you
13 sometimes think things, maybe when you're -- you're
14 going to retire, there may be something, but that's
15 not really what I was thinking about at the time.

16 MS. KATE MCGRANN: So is it that it
17 was possible that you had a conversation like that
18 with Mr. Budd, you just can't recall either way right
19 now?

20 MR. EDWIN HOUGHTON: No, no I didn't
21 say that. I said I don't -- I don't recall having a
22 conversation with him.

23 MS. KATE MCGRANN: Is it possible that
24 you had that conversation with him and you don't
25 remember right now?

1 MR. EDWIN HOUGHTON: I don't recall
2 having a conversation with him about it.

3 MS. KATE MCGRANN: So there's a
4 difference between saying that you don't remember and
5 you just don't remember, and you don't remember but
6 you know that's something that you wouldn't have done.

7 Are you telling me that you don't
8 remember having this conversation and you know you
9 didn't do it?

10 MR. EDWIN HOUGHTON: I'm doing my best
11 to re -- I'm sorry, I'm doing my best to recall if I
12 would have ever said that and I don't recall ever
13 saying that.

14 That's -- I --

15 MS. KATE MCGRANN: I'm just trying to
16 figure out if you're going further and saying both I
17 don't recall and I can tell you that it didn't happen,
18 it wouldn't have happened, I would not have said that.

19 MR. EDWIN HOUGHTON: Sometimes eight
20 years -- eight years go by, it's pretty hard to say
21 definitive stuff. But I -- I do not recall having a
22 conversation with Peter about that.

23 MS. KATE MCGRANN: Can we look at
24 TOC49530?

25 THE HONOURABLE FRANK MARROCCO: Just

1 before you do that. Can you put that back up on the
2 screen? I just wanted to ask you one question.

3 This is an email from Mr. Budd to Mr.
4 Bonwick and yourself. How do you -- how do you read
5 the reference "our business plan"?

6 MR. EDWIN HOUGHTON: Again, I think
7 that if Peter's talking about his bus -- I think when
8 I read this, what Peter's saying, our business plan,
9 Peter Budd, Tom Bushey's, it speaks to early profit
10 allowing us to get a state-wide venture going this
11 fall because I think that's what he was attempting to
12 do.

13 I think -- I honestly think if you go
14 through the emails it starts about him doing
15 something, me pushing back, from a selfish
16 perspective, me wanting Collus to be the forefront,
17 him saying, you know, he was hoping to be able to go
18 to the bank.

19 So I think it's just sort of him going
20 on saying I hear you, but these are the things I'm
21 thinking as well, Your Honour. I think -- I think
22 that's kind of how I would read it.

23 THE HONOURABLE FRANK MARROCCO: All
24 right. Thank you.

25

1 CONTINUED BY MS. KATE MCGRANN:

2 MS. KATE MCGRANN: Could we go to
3 TOC49530, please? Can we start at the bottom of this
4 email chain? So this email chain starts with a June
5 9th, email from Paul Bonwick to you, the subject is
6 gmail account. He writes:

7 "Hi Ed, what's your gmail address.

8 Thanks, Paul."

9 Scroll up, and you provide a gmail
10 address. Scroll up a little further, Mr. Bonwick
11 writes:

12 "I would recommend from this point
13 forward Peter and I use this
14 address. Mark can tie it into your
15 BB."

16 And you respond: "I agree."

17 Why are you agreeing with Mr. Bonwick
18 to use this gmail address in correspondence with he
19 and Peter?

20 MR. EDWIN HOUGHTON: To be -- to -- I
21 believe when -- when we were talking about this, they
22 had said that they -- or Mr. Bonwick had said that he
23 was sending this information, but I -- I think I said
24 I agree, but I had a tendency to always send it back
25 to my other email anyway, because it -- it didn't make

1 any sense for me. I wasn't exactly sure, I just said
2 I agree.

3 It -- it's one of those things that
4 when I read it, I don't know what I was thinking about
5 at the time. But I -- I did have a tendency and you
6 can see throughout the whole thing where I send it
7 from my -- my gmail back to my other email address so
8 I could -- I could read it or do whatever, respond to
9 it or do whatever I needed to do.

10 MS. KATE MCGRANN: So you don't know
11 why you agreed to this at the time?

12 MR. EDWIN HOUGHTON: I -- I do not
13 actually recollect why I would have agreed to it.

14 MS. KATE MCGRANN: Do you remember
15 asking Mr. Bonwick why he was suggesting that you use
16 your gmail address for correspondence with himself and
17 Peter?

18 MR. EDWIN HOUGHTON: I don't even
19 remember this until I read it in the Foundation
20 Document, and then I sort of scanned the back of my
21 mind to figure out why I would -- I would have even
22 said any of that myself.

23 MS. KATE MCGRANN: I should have asked
24 you this, but when Mr. Bonwick says "I would recommend
25 from this point forward Peter and I use this address",

1 he's referring to Peter Budd?

2 MR. EDWIN HOUGHTON: I would assume
3 that's what it meant, yes.

4 MS. KATE MCGRANN: Could you access
5 your gmail account from your home in 2011?

6 MR. EDWIN HOUGHTON: Could I?

7 MS. KATE MCGRANN: Yes.

8 MR. EDWIN HOUGHTON: From my -- like,
9 from my home?

10 MS. KATE MCGRANN: Yes.

11 MR. EDWIN HOUGHTON: Yes. But I don't
12 -- I don't use my gmail account, so. Never used it,
13 so.

14 MS. KATE MCGRANN: You haven't
15 produced any emails from your gmail account to the
16 Inquiry. Why is that?

17 MR. EDWIN HOUGHTON: I didn't have
18 anything that was of any instance -- I never used my
19 gmail account.

20 Any of these things I will just forward
21 it to here, so.

22 MS. KATE MCGRANN: Are they still in
23 your gmail account as well?

24 MR. EDWIN HOUGHTON: I have no idea.

25 MS. KATE MCGRANN: Did you look?

1 MR. EDWIN HOUGHTON: I did look and I
2 didn't see anything that had anything to do with what
3 we're talking about, yes.

4 MS. KATE MCGRANN: The emails that we
5 see in your gmail account, we see because you
6 forwarded them to a Collus account or Town account.

7 Is it your evidence that you forwarded
8 every single email you got to your gmail account about
9 ISSI onwards to your Collus account?

10 MR. EDWIN HOUGHTON: I virtually -- I
11 think every one of them I put to the Collus account.

12 MS. KATE MCGRANN: Every one of them?

13 MR. EDWIN HOUGHTON: Yeah, unless it
14 meant nothing and I just deleted it, but I did not use
15 my gmail account, so that's why I didn't do it.

16 MS. KATE MCGRANN: Okay, so we have
17 the emails you forwarded and we don't have the emails
18 that you deleted. Is that right?

19 MR. EDWIN HOUGHTON: I'm not saying --
20 I'm not saying I deleted emails and the fact that it
21 had anything to do with this. That's not what I
22 meant.

23 What I meant was virtually anything I
24 got from gmail, I forwarded it to my Collus account,
25 yes.

1 MS. KATE MCGRANN: Is it possible that
2 you got some emails about ISSI to your gmail account
3 that you didn't forward to your Collus account?

4 MR. EDWIN HOUGHTON: One more time.

5 MS. KATE MCGRANN: Is it possible that
6 there are emails that you received about ISSI to your
7 gmail account that you didn't forward to your Collus
8 account?

9 MR. EDWIN HOUGHTON: No.

10 MS. KATE MCGRANN: It's impossible?

11 MR. EDWIN HOUGHTON: I'm pretty sure
12 impossible, yes.

13 MS. KATE MCGRANN: After you forwarded
14 the emails from your gmail account to your Collus
15 account, what did you do with the emails in your gmail
16 account?

17 MR. EDWIN HOUGHTON: Probably deleted
18 them because I forwarded them to my Collus account.

19 MS. KATE MCGRANN: Do you remember
20 what you did with them?

21 MR. EDWIN HOUGHTON: Eight years ago?
22 No.

23 MS. KATE MCGRANN: Could we turn up
24 paragraph 176 of the Foundation Document, please?

25 So this paragraph describes that on May

1 30th, 2011 Mr. Muncaster, yourself, and Mr. Fryer
2 presented the Collus Annual Report and Business Plan
3 to Town Council.

4 If you look at paragraph 178 of the
5 Foundation Document, this Council meeting was --
6 there's a videotape taken of it, we took a -- we did a
7 transcript of the video. From our review, this is
8 what we can see you saying about things that might
9 look like the valuation and the options analysis and
10 what you would soon be presenting to Council.

11 You told Council that there's something
12 we've been doing quite a bit of lately, and I think
13 that very soon you're going to be hearing something
14 that we're very much involved with and I think you'll
15 be pleased and proud to hear what we've been up to.

16 Do you recall if that was a reference
17 to the work you've been doing to look at the options
18 available to the company?

19 MR. EDWIN HOUGHTON: Yes.

20 MS. KATE MCGRANN: Do you recall why
21 you didn't give any more information than this to
22 Council at this time?

23 MR. EDWIN HOUGHTON: Yes, because it
24 was still virtually half-baked.

25 MS. KATE MCGRANN: If we can look at

1 paragraph 180 of the Foundation Document.

2 In 2016 you gave this description of
3 that meeting. You wrote:

4 "On May 30th, our Chair Dean
5 Muncaster, our CFO Tim Fryer, and
6 myself went to council to provide
7 them with our 2011 business plan.
8 During that discussion, council,
9 specifically the deputy mayor, asked
10 about the changing electric --
11 electric industry, and then moved
12 towards less LDCs.

13 At that time, we advised them that
14 we would be coming to council with
15 options for them to consider, such
16 as status quo, full sale, merger,
17 and partial sale."

18 Scroll down a little bit more, please.

19 "The deputy mayor said they are not
20 interested in a full sale and to
21 bring that to council would be
22 rejected immediately and they
23 understand that status quo was not
24 an option. They were, however,
25 interested in a partial sale.

1 We took this back to our Board. And
2 that is the reason that we started
3 looking at a partnership.

4 As well, the Board was charged to
5 look at what they believe was the
6 right direction."

7 And then you go on to say:

8 "The deputy mayor and the six (6)
9 other council members agree that
10 this is what happened."

11 Our review of the video indicates that
12 this did not happen. What can you tell me about why
13 you wrote this explanation?

14 MR. EDWIN HOUGHTON: Well, I think it
15 was five (5) years into the future. And if you think
16 about all of -- all of the things that had occurred,
17 everything that I said in there occurred just not
18 exactly in the way that it was sort of portrayed, only
19 because you don't have the benefit of all of the
20 documents that we have here that kind of keeps
21 everything in chronological order and those kinds of
22 things.

23 And -- and so, we were told -- if you
24 took each one (1) of those items, we were told that a
25 hundred percent sale would not be -- would not be inte

1 -- that council would not be interested in those kinds
2 of things.

3 So, this was not me trying -- five (5)
4 or six (6) years later trying to -- to mislead them.
5 It was kind of like sort of trying to give them the
6 genesis but without having the -- the benefit of all
7 those documents sitting in front of you.

8 MS. KATE MCGRANN: Well, in this
9 paragraph you say, as I read it, at least, that the
10 reason that the Board starts looking at a partnership
11 is because, after you advise all of council that
12 you're going to tell them about status quo full sale
13 merger and partial sale, the deputy mayor told you
14 that council was not interested in a full sale and
15 that they understood status quo was not an option.

16 So, as I read this, the deputy mayor's
17 statements to you in response to the options you
18 describe are what trigger the examination of the
19 strategic partnership. That's not what happened, is
20 it?

21 MR. EDWIN HOUGHTON: No. The deputy
22 mayor was very -- very adamant in our Strategic Task
23 Team, that -- that a hundred percent sale would not --
24 and again, it's -- it's -- I can't -- I can't
25 apologize for not having it specifically the right way

1 chronologically, but now I -- now I know much better
2 how things went chronologically.

3 And when I was writing that, I was
4 trying to just advise them, you know, where we were
5 coming from, how it was going. And the deputy mayor
6 did espouse the fact that hundred percent sale is not
7 an option.

8 I -- in my mind, I was probably
9 thinking it was at a council meeting, but in fact it
10 was at a strategic partnership task team, but...

11 MS. KATE MCGRANN: When did the deputy
12 mayor espouse that a hundred percent sale was not an
13 option?

14 MR. EDWIN HOUGHTON: In the very first
15 Strategic Task Team meeting.

16 MS. KATE MCGRANN: So, in August,
17 after you presented the prefer -- the strategic
18 partnership as the preferred option?

19 MR. EDWIN HOUGHTON: But we also knew
20 though Her Worship that a hundred percent sale was not
21 an option.

22 MS. KATE MCGRANN: When did she give
23 you that information?

24 MR. EDWIN HOUGHTON: Well prior to us
25 going on June because I think even -- even Mr.

1 McFadden mentions that a hundred percent sale is not
2 something that council's looking at.

3 MS. KATE MCGRANN: What do you
4 remember about when the mayor said that to you?

5

6 (BRIEF PAUSE)

7

8 MR. EDWIN HOUGHTON: I would expect it
9 was almost right at the very beginning, when we first
10 started talking about putting together the January
11 30th letter, I think.

12 MS. KATE MCGRANN: Do you remember why
13 you had KPMG analyze a full sale if the mayor had
14 already told you it wasn't an option?

15 MR. EDWIN HOUGHTON: We -- I -- we
16 just asked for -- provide us with the options. And
17 then what we did was we went -- we went and took all
18 the options to council. We added a recommended
19 option, but council had the ability to say I think we
20 should -- we should review a full sale. They have the
21 opportunity to do that.

22 I -- you know, I've taken many, many,
23 many staff reports to council where we've recommended
24 an option and it's gone in a different direction. All
25 we can do is provide them with the information. And

1 then they -- they put their hand up and decide which
2 way they want to go.

3 MS. KATE MCGRANN: So, is it your
4 evidence that you simply, when you wrote this out,
5 misremembered what triggered the consideration of the
6 strategic partnership option?

7 MR. EDWIN HOUGHTON: It was my best
8 guess at the time, when I was actually putting
9 together those words. And it wasn't trying to mislead
10 anybody because everything that was in there was
11 correct, it just wasn't in the right chlon --
12 chronological order.

13 MS. KATE MCGRANN: When we get to --
14 so KPMG didn't review a merger option for you?

15 MR. EDWIN HOUGHTON: I'm sorry?

16 MS. KATE MCGRANN: KPMG did not review
17 the merger option for you. I can take you to the
18 slides if you want, but there was no consideration of
19 a merger in the options analysis they did for you?

20 MR. EDWIN HOUGHTON: No, that's right.

21 MS. KATE MCGRANN: And you didn't
22 present a merger to the Town as an option?

23 MR. EDWIN HOUGHTON: That's correct.

24

25 (BRIEF PAUSE)

1 MR. EDWIN HOUGHTON: A merger would
2 not have gotten to what the Town of Collingwood
3 wanted, which was some cash.

4 MS. KATE MCGRANN: That was their main
5 goal in this whole exercise, right?

6 MR. EDWIN HOUGHTON: It was certainly
7 one (1) of their platform -- or the council's platform
8 was to reduce debt or to do those kinds of things.

9 MS. KATE MCGRANN: When you write in
10 this summary:

11 "The Board was charged to look at
12 what they believe was the right
13 direction."

14 That didn't happen, did it? Council
15 didn't charge the Board to look at the right direction
16 for the company?

17 MR. EDWIN HOUGHTON: I -- I believe
18 they did.

19 MS. KATE MCGRANN: When?

20 MR. EDWIN HOUGHTON: I think there was
21 a few times when the Board -- or council told the
22 Board to negotiate the finer details. I think that
23 when we went to the June 27th we put together the
24 Strategic Task Team.

25 We -- we met with the Strategic Task

1 Team and the Board and they made recommenda --
2 recommendations, it went back to council. And that
3 happened on more than -- like, two (2) or three (3)
4 occasions, so.

5 MS. KATE MCGRANN: You're talking June
6 27th and thereafter?

7 MR. EDWIN HOUGHTON: Yes. And -- and
8 the letter asked the Board to get a valuation and look
9 at options.

10

11 (BRIEF PAUSE)

12

13 MS. KATE MCGRANN: The boxes that you
14 understood you were looking to check -- before you
15 brought your recommendation to council you identified
16 four (4) boxes. Do you remember this?

17 MR. EDWIN HOUGHTON: I do.

18 MS. KATE MCGRANN: Okay. So, I
19 understand the four (4) boxes to be obtain a
20 significant influx of cash for the Town?

21 MR. EDWIN HOUGHTON: Yes.

22 MS. KATE MCGRANN: Okay. And that
23 came directly from the mayor's letter, right?

24 MR. EDWIN HOUGHTON: That came from
25 both the letter and the conversation.

1 MS. KATE MCGRANN: Create greater
2 efficiencies within the company?

3 MR. EDWIN HOUGHTON: Yes.

4 MS. KATE MCGRANN: That came from the
5 letter, the direction, your discussions with the
6 mayor?

7 MR. EDWIN HOUGHTON: Yes.

8 MS. KATE MCGRANN: Perform better for
9 the customers?

10 MR. EDWIN HOUGHTON: Yeah. I think
11 give -- give a greater benefit to the customer, yeah.

12 MS. KATE MCGRANN: Okay. We can turn
13 up the letter. But I think what she says is, Perform
14 the same services for less. Does that ring a bell for
15 you?

16 MR. EDWIN HOUGHTON: Yeah, well,
17 that's -- that's the same thing.

18 MS. KATE MCGRANN: Okay. And then
19 make Collus stronger and ensure it surv -- survives
20 into the future?

21 MR. EDWIN HOUGHTON: Yes.

22 MS. KATE MCGRANN: That's not
23 mentioned in the mayor's letter?

24 MR. EDWIN HOUGHTON: No.

25 MS. KATE MCGRANN: Where did that come

1 from?

2 MR. EDWIN HOUGHTON: That's our
3 responsibility to do that.

4 MS. KATE MCGRANN: Who -- who's the,
5 "Our"? Is that Collus and company?

6 MR. EDWIN HOUGHTON: Well, the fa --
7 yes, the family of companies and the Board.

8 MS. KATE MCGRANN: I'm going to turn
9 now to the June 4th, 2010, meeting you had with Mr.
10 Muncaster and Mr. McFadden. Was the purpose of this
11 meeting to discuss the KPMG valuation and options
12 analysis, put your heads together on what you were
13 going to recommend to council?

14 MR. EDWIN HOUGHTON: It was to further
15 discuss those, yes.

16 MS. KATE MCGRANN: Were you hoping to
17 land on a recommendation to the Town through
18 discussions with those gentlemen?

19 MR. EDWIN HOUGHTON: I think that Mr.
20 Muncaster and I and -- and Mr. Muncaster and Mr.
21 McFadden had had be -- have had -- have been having
22 discussions, ongoing discussions. We needed to get
23 together to fully discuss them.

24 We wanted to -- to do this immediately
25 after we received the valuation and the -- and the

1 report, but David wasn't available for, like, a week
2 and a bit.

3 MS. KATE MCGRANN: Why wasn't Mayor
4 Cooper a necessary part of that group?

5 MR. EDWIN HOUGHTON: I'm not sure
6 whether she wasn't available that day or what. But I
7 was -- Mr. Muncaster asked me to get in contact with
8 David to have the meeting for as soon as we could.
9 And I believe it's because Dean and Her Worship had
10 been speaking.

11 Once we spoke about it and formulated
12 more with David, who hadn't -- and hadn't been
13 involved as much, then we had the -- the discussion
14 with Her Worship on June the 10th.

15 MS. KATE MCGRANN: Okay. The -- my
16 understanding of what you described was that the three
17 (3) of you got together, the idea of the strategic
18 partnership comes from that discussion, and then you
19 meet with Mayor Cooper to bring her up to speed on the
20 10th? Is that fair?

21 MR. EDWIN HOUGHTON: Well, I think --
22 I think what I had said a moment ago was that we'd had
23 further dis -- it was to have further discussions on
24 what we were talking about, yes.

25 MS. KATE MCGRANN: Okay. And you hold

1 off on scheduling this meeting until Mr. McFadden is
2 available?

3 MR. EDWIN HOUGHTON: That part of
4 this, yeah.

5 MS. KATE MCGRANN: Why didn't you hold
6 off on hav -- scheduling the meeting until all of the
7 directors are available?

8 MR. EDWIN HOUGHTON: I -- I was
9 following instructions from Mr. Muncaster, and again,
10 we had the discussion with -- and it wasn't an
11 official board meeting, either. You get all three (3)
12 of them together, it's an official board meeting.

13 What we were doing was it was basically
14 roll our sleeves, up talk about all of it. What can
15 we do? What makes sense? Which, again, is our
16 responsibility. It's not something we're doing
17 inappropriately or incorrectly. This is what we're
18 supposed to be doing.

19 And we take this information to
20 Council. Council then reviews it in their wisdom, and
21 either gives us app -- approval to carry on, or tells
22 us to stop.

23 MS. KATE MCGRANN: Why didn't you have
24 this discussion at a board meeting where all the
25 directors could be involved?

1 MR. EDWIN HOUGHTON: I think -- there
2 is only three (3) of them, and I think that we did
3 have discussions in camera. And I think we did have
4 discussions before and after, but we only had just
5 gotten the -- the report, I believe, on the 24th or
6 26th of May, and this is June the 4th, and then June
7 the 10th.

8 We were working diligently to try to
9 put this together, and we -- we had already missed the
10 May 31st or May 30th dead -- deadline that Her Worship
11 is doing, and we were trying to get this together. We
12 -- we were working very hard to put this together for
13 -- for them to review.

14 MS. KATE MCGRANN: Was Mayor Worship -
15 - Mayor Worship -- was Mayor Cooper pushing you hard
16 on the fact that you had missed that deadline?

17 MR. EDWIN HOUGHTON: No, but that was
18 a -- that was a directive. We try to -- we try to
19 meet the directives that we were given.

20 MS. KATE MCGRANN: Had that deadline
21 been brought up by her at all since she authored the
22 letter?

23 MR. EDWIN HOUGHTON: I don't believe
24 Her Worship would have, you know, held our feet to the
25 fire, but it was a directive that we were trying to

1 meet, and -- and we try to meet those things.

2 MS. KATE MCGRANN: Had that deadline
3 been brought up by her at all since the letter?

4 MR. EDWIN HOUGHTON: I don't
5 recollect, no.

6 MS. KATE MCGRANN: I understand that
7 you're rolling up your sleeves, and you're getting
8 down to work, and you want to get this done.

9 Why wasn't the discussion about
10 reviewing the KPMG options and making a
11 recommendation, why wasn't that done at a board
12 meeting?

13 MR. EDWIN HOUGHTON: It could have
14 been done at a board meeting.

15 MS. KATE MCGRANN: Why wasn't it done
16 at a board meeting?

17 MR. EDWIN HOUGHTON: Mr. Muncaster
18 asked me to get into contact with -- with Mr. Munc --
19 Mr. McFadden, and see when he was available to have a
20 conversation. I did so. Mr. McFadden and Mr.
21 Muncaster asked me -- for me to get in contact with
22 Her Worship. Mr. McFadden followed up and said, Have
23 you been able to speak to Her Worship? I did that.

24 MS. KATE MCGRANN: And when did that
25 happen, that conversation with Mr. McFadden?

1 MR. EDWIN HOUGHTON: There's an email
2 shortly before the -- shortly after June 4th and
3 before June 10th.

4 MS. KATE MCGRANN: So after you've had
5 the meeting to discuss with these two (2) gentlemen
6 what the recommendation is going to be?

7 MR. EDWIN HOUGHTON: That's correct.
8 And at that time, you know, I might have been able to
9 tell you why Her Worship wasn't there that day. I
10 don't honestly -- I don't recollect. It wasn't to
11 keep her out of the loop, that was for sure because
12 Her Worship was very much in the loop.

13 MS. KATE MCGRANN: And could we look
14 at CPS2151.

15

16 (BRIEF PAUSE)

17

18 MS. KATE MCGRANN: Scroll down to the
19 bottom of this email chain, please. So this is an
20 email from yourself to Mr. McFadden on May 31st. You
21 write:

22 "David, I was wondering if you have
23 -- may have some time on Thursday to
24 speak with Dean and I regarding
25 Collus Power. Let me know and I

1 will attempt to schedule a meeting."

2 If you scroll up the rest of this
3 email, it's an email chain between yourself and Mr.
4 McFadden, scheduling a meeting, Mr. Muncaster gets
5 wrapped in at some point in time. At no point does
6 Mayor Cooper get wrapped in.

7 Do you remember why you didn't attempt
8 to include her at this scheduling discussion?

9 MR. EDWIN HOUGHTON: I -- I don't. As
10 I mentioned, if -- eight (8) years ago, I may have
11 known why Her Worship was -- maybe we already knew she
12 wasn't available. I don't know that. I don't
13 recollect why, but it -- but it -- you're trying to
14 make it sound like we were keeping out of the loop. I
15 can tell you definitively that's not the case.

16 I was following instructions. As the
17 email says, we're trying to have a meeting with Mr.
18 McFadden, which we did, and then we followed up almost
19 immediately thereafter with a meeting with Her
20 Worship.

21 MS. KATE MCGRANN: At this meeting
22 that you have with Mr. McFadden and Mr. Muncaster, I
23 understand that the three (3) of you, through
24 discussions, land on the concept that becomes the
25 strategic partnership. Is that right?

1 MR. EDWIN HOUGHTON: I'm not sure if
2 that's when we exactly landed on it.

3 MS. KATE MCGRANN: Can you tell me
4 what the outcome of this meeting was with respect to
5 the recommendation that you were going to make to the
6 Town?

7 MR. EDWIN HOUGHTON: Well, after this
8 -- at this meeting, we talked about the valuation. We
9 had already spoken about the options. David and --
10 and Dean had already spoken about the options. We
11 spent a great deal of time talking about, how do we
12 proceed, what are we doing. We talked about what's
13 important to us as a company -- us as a company is to
14 ensure that we stay viable, that we're sustainable,
15 that we provide the greatest benefit to our customers,
16 and those things.

17 We talked about what is -- what -- what
18 is the Town need or want.

19

20 (BRIEF PAUSE)

21

22 MR. EDWIN HOUGHTON: What does the
23 Town need or want? And -- and then we looked at it
24 and said, The status quo is what we've been told -- or
25 we believe is not an option. The full sale is

1 certainly not something that we've heard that they're
2 interested in. So we were looking at the partial
3 sale.

4 And the difference in the partial sale
5 was we didn't want to have just an investor, because
6 an investor doesn't help us. It just provides cash,
7 doesn't check the boxes that we talked about before,
8 and whether they were appropriately in the -- the
9 letter, in the discussions.

10 What it -- what it does do that were --
11 or what we were looking at was the -- the partner that
12 could provide us with significant resources to give us
13 the economies, and the scope and scale.

14 MS. KATE MCGRANN: And that would help
15 you make the company stronger and ensure its survival
16 into the future?

17 MR. EDWIN HOUGHTON: That's correct.

18 MS. KATE MCGRANN: So at that meeting,
19 based on your description, it sounds like the three
20 (3) of you, after all of the things that you talked
21 about landed on the notion of the strategic partner as
22 someone who could give you both an investment and
23 resources to check all four (4) of the boxes.

24 Is that fair?

25 MR. EDWIN HOUGHTON: We -- we talked

1 about those kinds of things, and we felt that -- that
2 was a good potential, and we took that further to
3 January the -- or June the 10th, had the further
4 discussions, and then I drafted a -- a slide deck
5 using a lot of the KPMG slides, presented it.

6 Her Worship allowed us to come to June
7 27th. We presented at June 27th, and Council gave us
8 their blessing to move forward, and appointed the
9 deputy mayor to the Strategic Task Team.

10 MS. KATE MCGRANN: Okay. And we will
11 get there, but I want to stay on June 4th for a few
12 more minutes. I know from the evidence you gave that
13 you also discussed who should be on the Strategic Task
14 Team at that meeting.

15 MR. EDWIN HOUGHTON: That's correct.

16 MS. KATE MCGRANN: I don't want to
17 talk about that yet. I just want to understand where
18 things were left with the three (3) of you with
19 respect to what was the outcome of your discussions?
20 What did you land on? What were you going to
21 recommend to the Town if Mayor Cooper was on board, or
22 was there more to be discussed? Like, how did you
23 leave the conversation with respect to the options?

24 MR. EDWIN HOUGHTON: What I -- what
25 I just said was, we took all of the information and

1 all of the discussion we had to Mayor Cooper. We laid
2 it out. We had that conversation. We -- we each, you
3 know, between Dean and David, able to say, Here's our
4 thoughts. Here's what we think. What do you think?
5 Then there was conversation. Then we landed on a
6 proposal or a recommendation that we felt comfortable
7 to take to Council.

8 MS. KATE MCGRANN: So the three (3) of
9 you go and meet with Mayor Cooper on June 10th, and
10 you tell her what you think. What did you think?
11 Like, what -- what did -- what conclusion did you come
12 to at the end of the meeting? Had the three (3) of
13 you reached a consensus?

14 MR. EDWIN HOUGHTON: You're -- you're
15 asking me to suggest that we had full conclusions.
16 You don't do that. What you do is you -- you look at
17 information. You put information together. You have
18 -- you come up with ideas. We presented all of that
19 in the group of -- of four (4).

20 MS. KATE MCGRANN: As between the
21 three (3) of you on June 4th, you're looking at the
22 four (4) options that KPMG looked at for you right?
23 And the status quo is not an option, so you're not
24 discussing that one, right?

25 MR. EDWIN HOUGHTON: We discussed it.

1 MS. KATE MCGRANN: But it's not an
2 option that you're considering taking forward?

3 MR. EDWIN HOUGHTON: That's correct.

4 MS. KATE MCGRANN: Full sale, not an
5 option?

6 MR. EDWIN HOUGHTON: We didn't -- we --
7 -- we basically acknowledged that we were told not to
8 even consider it.

9 MS. KATE MCGRANN: And that was what
10 you were told by the mayor, I think?

11 MR. EDWIN HOUGHTON: Yes.

12 MS. KATE MCGRANN: And then with
13 respect to a partial sale, the issue you saw with that
14 option, the three (3) of you, was that it wasn't going
15 to allow you to grow the company and ensure its
16 survival.

17 Is that right?

18 MR. EDWIN HOUGHTON: That's correct.

19 MS. KATE MCGRANN: Is that where you
20 left things?

21 MR. EDWIN HOUGHTON: I -- I believe we
22 -- no, we talked about get -- having somebody --
23 somebody that would invest that would also -- like,
24 somebody that would be part of a partial sale that
25 would allow or have the opportunity to provide us with

1 those strategic resources.

2 MS. KATE MCGRANN: Okay. And as
3 between the three (3) of you at that meeting, did that
4 concept seem the best to you, checked all the boxes?

5 MR. EDWIN HOUGHTON: The concept that
6 -- that -- that we just described, we believe is a
7 great concept that we needed to have further
8 discussion.

9 MS. KATE MCGRANN: With respect to the
10 strategic task team, I understand from your evidence
11 that you discussed who should be on that team at the
12 June 4th meeting.

13 MR. EDWIN HOUGHTON: I believe so,
14 yes.

15 MS. KATE MCGRANN: And you had
16 discussed -- I'll run through the list from my notes
17 and you can let me know if I've it right.

18 I think that at this point you hadn't
19 discussed the CAO, she gets added later, and Mr.
20 McFadden congratulates or -- or says that that's a
21 good idea, to include her in the group.

22 Does that ring a bell?

23 MR. EDWIN HOUGHTON: Yes.

24 MS. KATE MCGRANN: So you're looking
25 at having Mr. Muncaster on the strategic task team,

1 right?

2 MR. EDWIN HOUGHTON: Yes.

3 MS. KATE MCGRANN: From Collus Power.

4 Yourself?

5 MR. EDWIN HOUGHTON: Yes.

6 MS. KATE MCGRANN: From Collus Power,

7 yes?

8 MR. EDWIN HOUGHTON: Yes.

9 MS. KATE MCGRANN: Mr. McFadden?

10 MR. EDWIN HOUGHTON: Yes.

11 MS. KATE MCGRANN: From Collus Power?

12 MR. EDWIN HOUGHTON: Yes.

13 MS. KATE MCGRANN: Mr. Fryer?

14 MR. EDWIN HOUGHTON: Yes.

15 MS. KATE MCGRANN: From Collus Power?

16 MR. EDWIN HOUGHTON: Yes.

17 MS. KATE MCGRANN: Mayor Cooper, who's
18 wearing two hats, Collus Power and the Town?

19 MR. EDWIN HOUGHTON: She was there
20 representing the strategic task team. She wasn't
21 sitting on the Board, so she was wearing one (1) hat.

22 MS. KATE MCGRANN: She's a Board
23 member the entire year of 2011, correct?

24 MR. EDWIN HOUGHTON: Yes, but when she
25 -- when she sits on our Board, she has a fiduciary

1 responsibility to the Board. When she -- when she is
2 a Col -- or Town of Collingwood Mayor, she has a
3 responsibility to the Town of Collingwood.

4 MS. KATE MCGRANN: There was going to
5 be another Town Council position?

6 MR. EDWIN HOUGHTON: That's correct.

7 MS. KATE MCGRANN: And then Mr.
8 Garbutt on behalf of the water utility. Is that
9 right?

10 MR. EDWIN HOUGHTON: That's correct.

11 MS. KATE MCGRANN: Did you give any
12 consideration to the fact that, at least on that
13 iteration of the strategic task team, there is only
14 one (1) representative who only owes duties to the
15 Town on that group?

16 MR. EDWIN HOUGHTON: Say that one more
17 time.

18 MS. KATE MCGRANN: Of the seven (7)
19 people that we just went through, and I know that CAO
20 Wingrove gets added later, but of the seven (7) people
21 that you discussed at the June 4th meeting, only one
22 (1) of those seven (7) owes duties to the Town and
23 only the Town.

24 MR. EDWIN HOUGHTON: Again, we had --
25 we wanted to have a second one and --

1 MS. KATE MCGRANN: I -- I'm referring
2 to the open Council seat that you filled with -- or
3 that was filled with Deputy --

4 MR. EDWIN HOUGHTON: Well, I dis --

5 MS. KATE MCGRANN: -- Mayor Lloyd.

6 MR. EDWIN HOUGHTON: I disagree with
7 your -- your concept that that's only one (1). It's
8 two (2).

9 MS. KATE MCGRANN: And the other
10 person you're referring to is Mayor Cooper?

11 MR. EDWIN HOUGHTON: That's correct.

12 MS. KATE MCGRANN: Okay. Did you give
13 any consideration that -- out of the seven (7) people,
14 only two (2) of them owed duties to the Town?

15 MR. EDWIN HOUGHTON: That only two (2)
16 --

17 MS. KATE MCGRANN: Only two (2) of the
18 seven (7) people on the strategic task team owed
19 duties to the Town. The other five (5), or the other
20 four (4), are representatives of Collus plus a
21 representative of the water utility.

22 MR. EDWIN HOUGHTON: That's the reason
23 we included the CAO. So we had the three (3) top
24 executives from the municipality representing the Town
25 on the strategic task team.

1 MS. KATE MCGRANN: So you did give it
2 consideration. You added the CAO?

3 MR. EDWIN HOUGHTON: I did, yes. I --
4 I think it was just an oversight actually.

5 MS. KATE MCGRANN: In your discussions
6 on June 4th about someone who could help ensure the
7 survival of the Company into the future, did you have
8 any discussions about the possibility of seeking to
9 grow the Company with the assistance of -- of whoever
10 came in?

11 MR. EDWIN HOUGHTON: Seeking to grow
12 the Company?

13 MS. KATE MCGRANN: Yes.

14 MR. EDWIN HOUGHTON: Cer -- certainly
15 the way the future was going, looking at the past,
16 there was going to be a lot less LDCs, and I think we
17 all recognized that this -- this may be -- it may not
18 be the end but it might be a means to the end where we
19 actually could potentially merge with Wasaga Beach so
20 that -- that we merged together and they were part of
21 -- part of Col -- like the -- whatever the new entity
22 would be called. We could potentially have
23 Orangeville involved, we could potentially have
24 Midland involved. Yeah, there's all those
25 opportunities, future opportunities.

1 MS. KATE MCGRANN: As at June 4th, was
2 it your understanding that Council was adamant that
3 they didn't want to lose any more than 50 percent of
4 the ownership of the Utility?

5 MR. EDWIN HOUGHTON: At that point in
6 time, probably yes.

7 MS. KATE MCGRANN: Did you have any
8 discussions about how this potential merger activity
9 could affect the Town's ownership of the Utility?

10 MR. EDWIN HOUGHTON: Absolutely.

11 MS. KATE MCGRANN: What did you
12 discuss?

13 MR. EDWIN HOUGHTON: Well, if in fact
14 Council decided to move forward with the merger -- so
15 let's -- let's give the example that PowerStream
16 wanted to do something with Wasaga Beach and Wasaga
17 Beach was willing.

18 What -- what we would do is we would
19 put together a proposal and we would show how a merger
20 would affect their 50 percent and then we could show,
21 and as I think Mr. Bentz said probably way more
22 eloquently than I, that, you know, you -- you would be
23 able to get synergies where you only have one (1) back
24 office, you only have those things -- you have shared
25 -- our -- our boundaries meet, those kinds of things.

1 So there is all of those opportunities, but -- but
2 again, that would be for future discussions.

3 So all of those things were for future
4 discussions, a future business plan, a future
5 whatever. So things could change. They could --
6 there could -- you know, we could have went with
7 another government that decided that there was going
8 to be forced amalgamations and all of our thoughts and
9 plans would have been out the window, which you -- you
10 look at potential opportunities, and when those
11 opportunities arise, you put together the information
12 and the packages that you would take to Council for
13 their deliberations.

14 MS. KATE MCGRANN: Did you understand
15 that Council wanted to maintain ownership of at least
16 50 percent of the Utility going into the future?

17 MR. EDWIN HOUGHTON: And that was
18 their right and they could stay that way, yes.

19 MS. KATE MCGRANN: On June 4th, as
20 you're discussing potential opportunities for mergers,
21 et cetera, down the road, did you have any discussions
22 about what Council would need to do in order to
23 maintain their ownership of 50 percent of the Company?

24 MR. EDWIN HOUGHTON: Again, 50 --
25 nothing would happen if -- if Council didn't wish to

1 do it. And again, at the time, that -- this Council
2 was very -- this Council was -- was very cooperative,
3 I don't mean cooperative but we were -- we were in --
4 in sync in our thinking, and so we were -- we were
5 moving forward.

6 But you're asking me about something
7 that potentially could happen in the future and
8 Council had the right to say no, we were happy with 50
9 percent of Collus PowerStream, we're going to leave it
10 that way. Nothing that we could do in the future
11 could ever change that if they didn't want to.

12 MS. KATE MCGRANN: I'm about to move
13 on to a different topic. I'm happy to keep going but
14 I'm just looking at the time.

15 THE HONOURABLE FRANK MARROCCO: We'll
16 take a short break.

17

18 --- Upon recessing at 11:12 a.m.

19 --- Upon resuming at 11:23 p.m.

20

21 CONTINUED BY MS. KATE MCGRANN

22 MS. KATE MCGRANN: Turning from the
23 June 4th meeting to the June 10th meeting that you had
24 with Mr. Muncaster, Mr. McFadden, and Mayor Cooper,
25 did --

1 THE HONOURABLE FRANK MARROCCO:

2 Actually, before you do that, just -- given that we
3 started at nine o'clock and I'll probably take the
4 lunch break around 12:30, quarter to 1:00. Go ahead.

5

6

7 CONTINUED BY MS. KATE MCGRANN

8 MS. KATE MCGRANN: To your knowledge,
9 was Mayor Cooper provided with a copy of the KPMG
10 option slides before or during your June 10th meeting?

11 MR. EDWIN HOUGHTON: She certainly had
12 a copy of them at the 10th. I -- I couldn't -- I
13 don't recollect if she had it before that.

14 MS. KATE MCGRANN: Do you remember who
15 provided them to her?

16 MR. EDWIN HOUGHTON: I took hard
17 copies to that meeting.

18 MS. KATE MCGRANN: At any time before
19 you presented your slides to Town Council on June
20 27th, was any consideration given to asking KPMG to
21 assess the strategic partnership option that you
22 presented?

23 MR. EDWIN HOUGHTON: No.

24 MS. KATE MCGRANN: Why not?

25 MR. EDWIN HOUGHTON: The strategic

1 partnership option is simply a merger, and they --
2 they assessed the merger. The strategic partnership
3 is actually just a better opportunity than just a
4 partial or an equal merger.

5 Sorry, I don't mean merger. Partial
6 sale. My apologies. Wrong term. Sale.

7 MS. KATE MCGRANN: I understand that I
8 think it was -- it was your view that that was the
9 case, right?

10 MR. EDWIN HOUGHTON: I -- I think it
11 was the -- the view of more than me, yes.

12 MS. KATE MCGRANN: So yourself, Mr.
13 Muncaster, Mr. McFadden, and Mayor Cooper?

14 MR. EDWIN HOUGHTON: That's correct.

15 MS. KATE MCGRANN: But you retained
16 KPMG because they're experts and you wanted their
17 expert opinion, right?

18 MR. EDWIN HOUGHTON: Right.

19 MS. KATE MCGRANN: So why wouldn't you
20 ask for their expert opinion on your strategic
21 partnership concept?

22 MR. EDWIN HOUGHTON: Because again, it
23 is -- it is partial sale and we weren't interested in
24 an investor. We wanted somebody that had the
25 strategic resources.

1 MS. KATE MCGRANN: Did the four of you
2 as a group discuss the possibility of asking KPMG to
3 assess the option you had come up with and decide that
4 it was unnecessary?

5 MR. EDWIN HOUGHTON: No. And when we
6 presented it to Council, we presented it to Council as
7 it's a strategic partnership, which is a partial sale
8 with a bit of a twist, which we believe is an
9 enhancement, which is somebody that could provide us
10 with strategic resources, allowed to have scale and
11 scope in economies.

12 MS. KATE MCGRANN: Was there any
13 discussion, as between yourself and the directors of
14 Collus Power as a group or, you know, as between a
15 smaller group of you about whether or not KPMG's
16 professional advice should be sought with respect to
17 an assessment of the strategic partnership option?

18 MR. EDWIN HOUGHTON: No.

19 MS. KATE MCGRANN: Can we look at
20 paragraph 210 of the Foundation Document, please?

21 You've given some evidence about this
22 already and I just want to clear up some things that
23 were unclear to me.

24 I understand your evidence was that the
25 reference to Mike in this email correspondence is a

1 reference to Councillor Mike Edwards. Is that right?

2 MR. EDWIN HOUGHTON: Yes.

3 MS. KATE MCGRANN: Okay. And when you
4 write:

5 "Sounds like Mike is trying to
6 hijack the process."

7 What you meant was it was your
8 understanding that Councillor Edwards was going to try
9 to speak to Council without Collus and get himself
10 appointed to the Strategic Task Team. Is that right?

11 MR. EDWIN HOUGHTON: That's correct.

12 MS. KATE MCGRANN: At this point in
13 time, when you send this email, you haven't yet made
14 your presentation to Town Council about the strategic
15 partnership option, is that right?

16 MR. EDWIN HOUGHTON: That's correct.

17 MS. KATE MCGRANN: When you send this
18 email to Mr. Bonwick, your evidence was that -- that
19 you were thinking that you might need to get the Mayor
20 involved and you thought he could help you out with
21 that. Is that right?

22 MR. EDWIN HOUGHTON: That's correct.

23 MS. KATE MCGRANN: Did you think that
24 he would understand, from your message, that you were
25 talking about Councillor Edwards trying to have

1 himself put on the strategic task team?

2 MR. EDWIN HOUGHTON: I don't think
3 that he understood what I was talking about, and then
4 I think I sent that out of frustration, and then
5 recognized that the best thing to do was to handle it
6 myself, which I did.

7 MS. KATE MCGRANN: Well, he does write
8 back to you, so maybe it would be best for us to take
9 a look at the email itself. It's at TOC50768.

10 So you write at 3:50:

11 "Sounds like Mike is trying to
12 hijack the process. Wants to speak
13 to Council without Collus."

14 Mr. Bonwick writes back:

15 "Can't. Has a responsibility to
16 Collus. You should let Sandra know
17 that clearly and now."

18 What conversations had you had with Mr.
19 Bonwick about what you would be presenting to Town
20 Council that night?

21 MR. EDWIN HOUGHTON: I don't believe I
22 had any corr -- specific conversations about what --
23 what I would be speaking to him or -- or speaking to
24 Council about that night.

25 I think again what I did was when I

1 said he's trying to hijack the process, Mr. Bonwick
2 just basically said he can't, he has something to do
3 with Collus. And again, I dealt with it myself. I
4 didn't even need to speak to Her Worship.

5 MS. KATE MCGRANN: How did Councillor
6 Edwards know about the concept of the strategic task
7 team before he made that presentation at Council?

8 MR. EDWIN HOUGHTON: He's on the Board
9 of Collus.

10 MS. KATE MCGRANN: And you presented
11 that concept to the Board?

12 MR. EDWIN HOUGHTON: Yes.

13 MS. KATE MCGRANN: Do you remember
14 when you did that?

15 MR. EDWIN HOUGHTON: Prior to June
16 27th, I -- I don't know specifically the date.

17 MS. KATE MCGRANN: So let's take a
18 look at the slide deck that you prepared for the June
19 27th Council meeting, it's at CPS4397.

20 So you present -- you created this
21 slide deck, is that right?

22 MR. EDWIN HOUGHTON: Kinda sorta, I'm
23 not very good at this stuff, but yes.

24 MS. KATE MCGRANN: Did you author the
25 content that's in the slide deck?

1 MR. EDWIN HOUGHTON: Yes.

2 MS. KATE MCGRANN: And I understand
3 you sent it over to Mr. McFadden for review and
4 comment?

5 MR. EDWIN HOUGHTON: That's correct.

6 MS. KATE MCGRANN: Was anybody else
7 involved in creating the content of this slide deck?

8 MR. EDWIN HOUGHTON: Pam Hogg helps me
9 with a lot of the -- these kinds of things.

10 MS. KATE MCGRANN: Formatting and
11 things like that?

12 MR. EDWIN HOUGHTON: Yes, she probably
13 -- she would do the base of it and then I can -- I can
14 edit it. I'm not very good at doing the base parts of
15 it.

16 MS. KATE MCGRANN: Who wrote the
17 content though? Was it you?

18 MR. EDWIN HOUGHTON: Well, the
19 content, the -- the majority of the content of this is
20 the 20-odd slides of KPMG. The only thing I did was I
21 took where they had sort of just sentences, I made
22 them bullets so that they're easier to, in my view,
23 comprehend right off the bat.

24 MS. KATE MCGRANN: Was anybody else
25 involved in decisions about what content to take from

1 their slides and what changes to make to it as you put
2 it in your own slides?

3 MR. EDWIN HOUGHTON: The only -- the
4 only change we made to all of their slides was, again,
5 we used all their words, we just put them as bullets.

6 We removed the smart grid one, which we
7 felt wasn't appropriate at the time. And we added a
8 couple other slides and we added the strategic
9 partnership slide.

10 MS. KATE MCGRANN: I understand. I'm
11 just trying right now to understand who made decisions
12 about what information of KPMG's to include and what
13 not to include.

14 MR. EDWIN HOUGHTON: Well, we wanted
15 to include all of it. The only one we -- we, Mr.
16 Muncaster, Mr. McFadden, and myself decided not to was
17 the smart grid.

18 MS. KATE MCGRANN: Did Mr. Muncaster
19 type anything into the slides?

20 MR. EDWIN HOUGHTON: Mr. Muncaster did
21 not type anything into the slides.

22 MS. KATE MCGRANN: Did Mr. Muncaster
23 dictate anything to you to type into the slides?

24 MR. EDWIN HOUGHTON: No.

25 MS. KATE MCGRANN: Did he give you any

1 handwritten comments for you to incorporate into the
2 slides?

3 MR. EDWIN HOUGHTON: No.

4 MS. KATE MCGRANN: We've seen Mr.
5 McFadden's email to you. Was he otherwise involved in
6 the creation of the slides?

7 MR. EDWIN HOUGHTON: I created the
8 slides, I think I said that right at the beginning. I
9 forwarded them -- Dean and I went through them and we
10 -- either in my office or on the phone or however we
11 did it, I -- I would expect he was in my office.

12 We forwarded it to Mr. McFadden for his
13 review. They have an opportunity at that point in
14 time to make changes if they felt that the information
15 I put in was not correct or inappropriate.

16 MS. KATE MCGRANN: Why didn't you
17 arrange for KPMG to review the slides that you put
18 together?

19 MR. EDWIN HOUGHTON: The -- one of the
20 things that was pretty clear was that wasn't part of
21 their -- I didn't believe it was part of their --
22 their mandate.

23 They were reporting to Collus.
24 Collus's job is to report to our shareholder, so we
25 utilized the slides and we made the presentation to --

1 to the Town Council, and we -- and we also know we
2 were trying to keep consulting fees as low as
3 possible.

4 MS. KATE MCGRANN: Could we pull up
5 KPM600, please? Could we give that document a spin so
6 we can all see it? Thank you.

7 So this is the retainer letter that you
8 signed with KPMG. In the first paragraph it writes:

9 "KPMG is pleased to submit this
10 proposal to Collus Power to help you
11 and your shareholder, the Town of
12 Collingwood, evaluate the strategic
13 options for ownership of your
14 utility."

15 That's what the letter says. But is it
16 your evidence that they were -- they were just
17 reporting to you and they were just providing
18 information to Collus Power?

19 MR. EDWIN HOUGHTON: No, not
20 specifically. I think what I was trying to say was
21 that KPM -- we engage KPMG as -- as what we talked
22 about. And KPMG provided us with the slides. And we
23 felt it was appropriate for the chair and the CEO to
24 present that to Town council, which we did.

25 And I believe that they must have felt

1 it was appropriate, as well.

2 MS. KATE MCGRANN: You -- that KPMG
3 felt it was appropriate?

4 MR. EDWIN HOUGHTON: No, Council.

5 MS. KATE MCGRANN: Oh, I see, sorry.
6 If you could just scroll down through this letter so
7 that we can kind of see as we go, so background, and
8 then scope of work. It describes:

9 "During our work, we will undertake
10 the following tasks."

11 And you can scroll down to the last
12 bullet point of this.

13 "We will provide a presentation of
14 our report to relevant
15 stakeholders."

16 So, the engagement letter envisioned a
17 presentation of the report resulting from their work
18 to relevant stakeholders. Was KPMG -- their evidence
19 is that they were never asked to -- to make that
20 presentation. Is that your understanding, as well?

21 MR. EDWIN HOUGHTON: That's correct.

22 MS. KATE MCGRANN: Why weren't they
23 asked to make this report?

24 MR. EDWIN HOUGHTON: Because we felt
25 that we could do that -- we could do that

1 presentation. We felt it was more appropriate to do
2 that, to hear from -- to hear from the people that --
3 that run the company to the shareholder.

4 MS. KATE MCGRANN: When you say, "We,"
5 who are you referring to there?

6 MR. EDWIN HOUGHTON: Mr. Muncaster and
7 Mr. McFadden.

8 MS. KATE MCGRANN: Anybody else?

9 MR. EDWIN HOUGHTON: Potentially, Her
10 Worship.

11 MS. KATE MCGRANN: Not sure if she was
12 involved in that decision or not?

13 MR. EDWIN HOUGHTON: Well, I think --
14 I think that when we left on the 10th we knew that we
15 would be making a pres -- that -- that we, as Collus,
16 would be making a presentation to council. So --

17 MS. KATE MCGRANN: Sorry, go ahead.

18 MR. EDWIN HOUGHTON: -- KPMG was not
19 asked and -- and we felt it was appropriate to do it
20 ourselves.

21 MS. KATE MCGRANN: Was the Town ever
22 provided with the option of receiving a report from
23 KPMG?

24 MR. EDWIN HOUGHTON: No.

25 MS. KATE MCGRANN: Why not?

1 MR. EDWIN HOUGHTON: We felt it was
2 appropriate that we did it ourselves.

3 MS. KATE MCGRANN: In your
4 presentation on June 27th did you advise the Town that
5 KPMG had been retained to do a valuation and option
6 analysis?

7 MR. EDWIN HOUGHTON: That's correct.

8 MS. KATE MCGRANN: I don't see it in
9 your slides, but that's something you advised the Town
10 in your speaking notes, I guess?

11 MR. EDWIN HOUGHTON: Typically, the
12 slides -- typically, the slides are speaking notes.
13 And I think His Honour has seen that -- that I have a
14 tendency to speak about those notes often, and I do
15 that.

16 MS. KATE MCGRANN: Can we turn back to
17 CPS4397? And while we're turning those slides up, do
18 you remember specifically what you said to the Town
19 about KPMG's work?

20 MR. EDWIN HOUGHTON: I -- I would
21 expect what we did was, right at the very beginning,
22 go over the -- the fact that we had the original
23 letter from Her Worship, that we engaged KPMG to look
24 at the valuation and do the options.

25 And what they've provided us with --

1 with is a lot of the slides that are in here, which is
2 about the -- what's happening in the industry, what
3 the options are, what the advantages and disadvantages
4 of those options, et cetera.

5 MS. KATE MCGRANN: I'm only reacting
6 to the fact that you said that you would expect. Do
7 you specifically remember what you said to Town
8 council about KPMG's work?

9 MR. EDWIN HOUGHTON: I know I spoke to
10 them. I don't know exactly the words, but I know that
11 that's the kind of thinking that I would have said,
12 yes.

13 MS. KATE MCGRANN: So, the slides were
14 at CPS4397. Was the Town provided with copies of
15 KPMG's slides in addition to the slide presentation
16 that you put together?

17 MR. EDWIN HOUGHTON: No.

18 MS. KATE MCGRANN: Why not?

19 MR. EDWIN HOUGHTON: Because the
20 slides that KPMG put together are within the body of
21 this presentation, save and accept for one (1) slide.

22 MS. KATE MCGRANN: Now, your slides
23 make a recommendation of --

24 MR. EDWIN HOUGHTON: Right.

25 MS. KATE MCGRANN: -- the strategic

1 partnership option. Was the Town advised that KPMG
2 had not given any professional advice about that
3 option?

4 MR. EDWIN HOUGHTON: I think that we -
5 - I know that we would have said -- I would have said
6 that they -- they talked about status quo, full sale,
7 partial sale, either minority/majority.

8 When we've reviewed this, we've landed
9 in a different place. We believe that it's a -- that
10 we believe the best thing is a partial sale but a
11 partial sale to somebody that can provide us with
12 strategic resources.

13 MS. KATE MCGRANN: So, it's your
14 recollection that you advised the Town that KPMG had
15 not looked at the strategic partnership option?

16 MR. EDWIN HOUGHTON: I don't know if I
17 said those words.

18 MS. KATE MCGRANN: Do you know if the
19 Town was advised that KPMG had not made any
20 recommendation about what the best option would be?

21 MR. EDWIN HOUGHTON: KPMG's
22 recommendations are a partial sale. This is a partial
23 sale with enhancements to it. We believe in our
24 professional opinion, and Mr. Munca -- or Mr. McFadden
25 is a professional in this industry, as well, believed

1 that this was the appropriate way to go.

2 MS. KATE MCGRANN: KPMG was not asked
3 to make a recommendation. And in the materials that
4 we've seen, they didn't make a rem -- recommendation.
5 Am I missing something?

6 MR. EDWIN HOUGHTON: I think I missed
7 what you just said there, sorry.

8 MS. KATE MCGRANN: When you retained
9 KPMG their retainer didn't require them to make a
10 recommendation. I have seen the slides that they
11 delivered to you on May 24th. They did not make a
12 recommendation?

13 MR. EDWIN HOUGHTON: Right.

14 MS. KATE MCGRANN: So, when you say
15 KPMG recommended a partial sale, what are you talking
16 about?

17 MR. EDWIN HOUGHTON: How would KPMG
18 make a recommendation -- in my opinion, how would KPMG
19 make a recommendation not knowing what we know, as the
20 company? The company made the recommendation to
21 council.

22 The company, in making that
23 recommendation, took it to our shareholders and
24 received direction.

25 MS. KATE MCGRANN: Okay. And my

1 question for you now, I suppose, is, was the Town
2 advised? Did you tell Town council that KPMG had not
3 recommended the strategic partnership option?

4 MR. EDWIN HOUGHTON: I did not tell
5 Town council that they did not recommend -- that they
6 -- they -- I did not tell council that KPMG did not
7 recommend strategic partner, if that's what -- I'm
8 trying to agree with what you're saying.

9 However, I explained to them that it is
10 a partial option, partial sale option, with strategic
11 resources, and they understood that.

12 MS. KATE MCGRANN: So, turning to the
13 information that is in your June 27th slides, I want
14 to understand some of the changes that you made to the
15 slides that KPMG delivered. And I -- I'm going to try
16 to do this for everybody's benefit without going
17 through slide by slide by slide.

18 I understand that you removed the slide
19 about the smart grid that was in the KPMG slides,
20 right?

21 MR. EDWIN HOUGHTON: That's correct.

22 MS. KATE MCGRANN: Okay. You've added
23 the strategic partnership option. That wasn't in
24 their slides, right?

25 MR. EDWIN HOUGHTON: That's correct.

1 MS. KATE MCGRANN: Okay. You added it
2 as a preferred option. There was no preferred option
3 in their slides?

4 MR. EDWIN HOUGHTON: That's correct.

5 MS. KATE MCGRANN: Okay.

6

7 (BRIEF PAUSE)

8

9 MS. KATE MCGRANN: In KPMG's slides --
10 and if at any point you think it would be useful to
11 have them in front of you, just let me know, and we'll
12 get them pulled up, okay?

13 In discussing its assessment of the
14 various options, in particular with respect to the
15 full sale and partial sale, as it's listing pros and
16 cons it refers to a purchaser, so a purchaser may do
17 this, a purchaser may do that.

18 When I look at your slides, in some
19 cases, you've used the word 'purchaser'. In some
20 cases, you've used the phrase 'utility partner'. And
21 I believe, in some cases, you've used the phrase
22 'strategic partner'.

23 Is it fair to say that when you changed
24 the terms that KPMG used, you thought about it, and
25 you believe that the changes you made were

1 appropriate?

2 MR. EDWIN HOUGHTON: I'd have to see
3 where it says 'utility partner'. But if -- if there
4 was a change from 'purchaser' to 'strategic partner',
5 I accept that one (1), but I'm not sure what the
6 difference is in -- in 'utility partner' versus
7 'strategic'.

8 MR. FREDERICK CHENOWETH: Your Honour,
9 maybe it's -- it's useful -- if my friend is going to
10 pursue this detailed analysis of particular words in
11 the slide, it would be unfair to the witness, it seems
12 to me, to go through that analysis without the benefit
13 of the particular reference that Inquiry counsel is
14 making in front of him.

15 THE HONOURABLE FRANK MARROCCO: Yeah.
16 I thought that's why Ms. McGrann asked Mr. Houghton to
17 tell her if he needed to see the slides. But in any
18 event --

19 MR. FREDERICK CHENOWETH: I -- I just
20 --

21 THE HONOURABLE FRANK MARROCCO: -- I
22 appreciate your remark. Do you feel -- do -- do you
23 intend to pursue this further? Do -- so, if so, we
24 can put the slides up on the screen.

25

1 (BRIEF PAUSE)

2

3 CONTINUED BY MS. KATE MCGRANN:

4 MS. KATE MCGRANN: Well, let me try to
5 do it this way for -- and if you're uncomfortable with
6 it, you'll let me know. If your counsel's
7 uncomfortable with it, I'm sure he'll let me know.

8 Fair to say that in order to understand
9 all of the changes that you made when you created your
10 slides, you would have to do a side-by-side
11 comparison, your slides versus the KPMG slides.

12 MR. EDWIN HOUGHTON: The slides should
13 have been copied pasted, copied pasted.

14 MS. KATE MCGRANN: Wherever there's a
15 difference in between the KPMG slides and your slides,
16 that's a decision that you made to change it.

17 MR. EDWIN HOUGHTON: Yeah. The only
18 decisions that I believe I made was putting bullets
19 and the strategic partner option and recommendations
20 and the -- and the positives and negatives of that.

21

22 (BRIEF PAUSE)

23

24 MS. KATE MCGRANN: Let's look at
25 KPM132, please. N32, sorry.

1 (BRIEF PAUSE)

2

3 MS. KATE MCGRANN: Could we go to
4 slide 17, please. The bullet point governance here:

5 "The involvement of multiple owners
6 means that governance issues will
7 need to be carefully addressed.

8 This will avoid problems related to
9 future owner disagreement on utility
10 operations and policy issues to be
11 addressed. We'll include
12 requirements for approval on major
13 decisions, rights of first refusal
14 in the event that one owner wants to
15 sell its ownership interest in the
16 future, and a general need for
17 agreement on policy decisions with
18 respect to rates and dividend
19 income."

20 I don't believe that this concept made
21 it into your slides. Do you remember making a
22 decision about that?

23 MR. EDWIN HOUGHTON: No, because it
24 makes sense.

25 MS. KATE MCGRANN: If it makes sense,

1 then why didn't you include it in your slides?

2 MR. EDWIN HOUGHTON: If it didn't make
3 it in the slide, it was a complete error. That's all.

4 MS. KATE MCGRANN: Is it possible that
5 you made other errors as you were transferring
6 information from the KPMG slides to your slides?

7 MR. EDWIN HOUGHTON: I don't think so.
8 It's not my intent to make errors.

9 MS. KATE MCGRANN: So you agree with
10 me that this is important information that -- that the
11 Town would want to have in mind as it's considering
12 its options?

13 MR. EDWIN HOUGHTON: It's -- it's
14 certainly not something that you would -- you would be
15 concerned about if it's not there. If mean, obviously
16 governance was something that we talked about
17 throughout the entire -- the entire discussions that
18 we had.

19 MS. KATE MCGRANN: Do you recall
20 having any discussion of the June 27th meeting about
21 the governance concerns that the strategic partnership
22 option presented?

23 MR. EDWIN HOUGHTON: At this point in
24 time again, this is a concept. A concept was taken to
25 them, and they gave us direction with the -- through

1 the Strategic Task Team to flesh out all of these
2 ideas and to come back to them.

3 So June 27th was not -- you know, it's
4 not so granular that you talked about everything that
5 went on. Again, this is a concept, and that's how --
6 it's typically how you would -- you would handle these
7 things. You take a concept to them with as much
8 information as you have, and then you -- if you get
9 instructions to move forward, which we did, we move
10 forward with it.

11 MS. KATE MCGRANN: Do you recall
12 having a conversation about the governance issues that
13 would have to be considered if you pursued a strategic
14 partnership at the June 27th meeting?

15 MR. EDWIN HOUGHTON: I'm not sure if I
16 had a conversation about the governance, because
17 again, this is very, very, very preliminary at this
18 point in time.

19 MS. KATE MCGRANN: You can take the
20 slide off the screen now. I understand that Council
21 communicated to you that it wanted you to proceed with
22 the preferred option that you presented at the
23 June 27th meeting?

24 MR. EDWIN HOUGHTON: You -- when you
25 hit the thing, I lost what you said. Sorry.

1 MS. KATE MCGRANN: Council
2 communicated to you that it wanted you to proceed with
3 the strategic partnership option at the June 27th
4 meeting.

5 MR. EDWIN HOUGHTON: Yes.

6 MS. KATE MCGRANN: How was that
7 communicated to you?

8 MR. EDWIN HOUGHTON: We gave the
9 presentation. Council was -- appeared to be very
10 excited about it. They appointed the deputy mayor to
11 the -- to the Strategic Task Team.

12 We had the first meeting on August
13 the 3rd. The mayor and the deputy mayor and the
14 CAO -- the three (3) top executives -- were at the
15 meeting. I believe that that speaks volumes to the
16 fact that they understood as well that Council gave us
17 direction to move forward.

18 MS. KATE MCGRANN: I just want to
19 stick with the June 27th meeting for this question.

20 MR. EDWIN HOUGHTON: Well, that --
21 that was as a result of the June 27th, yes.

22 MS. KATE MCGRANN: So at the June 27th
23 meeting, you say Council appeared very excited.
24 Explain to me what that looked like to you.

25 MR. EDWIN HOUGHTON: We had -- we had

1 a fulsome discussion. They basically gave us the --
2 when I say basically -- we had a fulsome discussion.
3 We noted that there was one (1)-- one (1) position
4 missing on the Strategic Task Team. They spoke about
5 it. It was -- it was suggested that the deputy mayor
6 sit on the committee and carry on.

7 MS. KATE MCGRANN: Was there a vote to
8 appoint the deputy mayor to the committee?

9 MR. EDWIN HOUGHTON: I don't believe
10 that there was a vote. I think they did it by
11 consensus.

12 MS. KATE MCGRANN: What does that look
13 like?

14 MR. EDWIN HOUGHTON: What do you mean?

15 MS. KATE MCGRANN: Like when you say
16 "they did it by consensus," I'm just trying to
17 understand how you -- how do you realize that
18 consensus has been reached? I mean, do people put
19 their hands up? Are you waiting for people to
20 interject and say they disagree? What does it look
21 like?

22 MR. EDWIN HOUGHTON: I think somebody
23 would have probably said, is there anybody interested?
24 Or -- or would they -- I don't specifically recall if
25 somebody said, is there anybody interested? Or

1 whether maybe -- maybe the deputy mayor should be
2 there with the mayor. And, you know, they -- they
3 look around the room. Is there any other thoughts or
4 concerns? No. Thank you. That's consensus.

5 MS. KATE MCGRANN: Okay. So basically
6 consensus is reached when people stopped objecting?
7 Or if no one objects?

8 MR. EDWIN HOUGHTON: In my -- in my
9 experience, if -- if you're looking for consensus, you
10 give everybody the opportunity to provide opposing
11 views to any suggestion that's made forward. If there
12 are no opposing views, that's deemed to be consensus.
13 I think that's pretty standard anyway.

14 MS. KATE MCGRANN: Turning to
15 June 29th, I understand that you have a meeting with
16 Mr. Muncaster in the morning because you're concerned
17 about attending the meeting that takes place later
18 that day.

19 And you gave evidence that you had
20 heard that PowerStream wanted to come and disclose its
21 relationship with Mr. Bonwick at that meeting. Who
22 did you hear that from?

23 MR. EDWIN HOUGHTON: To begin with,
24 what you said was I didn't have a concern about
25 attending the meeting. I had a concern about the

1 meeting.

2 MS. KATE MCGRANN: Okay. Sorry. My
3 misunderstanding. Let's start there. What was your
4 concern about the meeting?

5 MR. EDWIN HOUGHTON: My -- well, my
6 concern is I had heard that they were going to be
7 coming to speak about giving full disclosure that
8 Mr. Bonwick was going to be engaged on the -- on the
9 potential Collus file if it moved forward.

10 MS. KATE MCGRANN: And what was your
11 concern about that?

12 MR. EDWIN HOUGHTON: It's my -- the
13 same concern that I've talked about quite a bit, the
14 optics issue of it.

15 MS. KATE MCGRANN: And who did you
16 hear that this disclosure was going to be made from?

17 MR. EDWIN HOUGHTON: You know, even
18 Mr. Chenoweth asked me the same question and --

19 MS. KATE MCGRANN: I don't want to
20 hear about your conversations with Mr. Chenoweth
21 because he's your lawyer, and we don't want to hear
22 anything that may have involved you seeking legal
23 advice from him. Okay?

24 MR. EDWIN HOUGHTON: In the
25 evidence-in-chief, Mr. Chenoweth asked me a question.

1 MS. KATE MCGRANN: Oh, sorry. Sorry.

2 MR. EDWIN HOUGHTON: And I honestly
3 don't recall where or how I heard it. I just know I
4 did.

5 MS. KATE MCGRANN: What did you know
6 about the status of Mr. Bonwick's engagement with
7 PowerStream at this point in time?

8 MR. EDWIN HOUGHTON: Not very much.

9 MS. KATE MCGRANN: What did you know?

10 MR. EDWIN HOUGHTON: Very little.

11 Like that -- that he had been engaged.

12 MS. KATE MCGRANN: And who did you
13 have that information from?

14 MR. EDWIN HOUGHTON: As I just
15 mentioned, I said I don't recollect where I actually
16 heard it. I mean, I may have heard it from
17 Mr. Bonwick. I don't know exactly. For me to tell
18 you, I do not recall where I actually heard it.

19 MS. KATE MCGRANN: In your evidence
20 when you were discussing your conversation with
21 Mr. Muncaster in advance of the June 29th meeting, you
22 said you didn't want to be in the room to look like an
23 influence. Do you remember that?

24 MR. EDWIN HOUGHTON: Yeah. I -- in
25 the conversation I had with Mr. Muncaster, that's

1 exactly what I was saying.

2 MS. KATE MCGRANN: Can you help me
3 understand what you mean when you say you didn't want
4 to be in the room to look like an influence?

5 MR. EDWIN HOUGHTON: Well, I -- I
6 think that -- that, you know, Dean needed to hear what
7 was happening. I didn't -- I didn't want them to look
8 to me and say, what do you think, or anything like
9 that. I felt that that was -- that was at a different
10 level than me. It -- it needed to be -- it needed to
11 be the mayor, and the deputy mayor, and my chair, and
12 the CAO. It's a completely different level than me.

13 So I -- I didn't want to be in the
14 room, and I didn't want to be -- somebody to ask me
15 what I thought. And I think that's fair.

16 MS. KATE MCGRANN: Now, the invitation
17 came from the mayor.

18 MR. EDWIN HOUGHTON: That's correct.

19 MS. KATE MCGRANN: Why didn't you want
20 to share your views on this retainer with the Mayor?

21 MR. EDWIN HOUGHTON: I felt that my
22 Chair is my boss, direct boss, and so I spoke to my
23 Chair.

24 MS. KATE MCGRANN: At the time of the
25 June 29th meeting, was Mr. Muncaster aware that Mr.

1 Bonwick was one (1) of Mayor Cooper's trusted
2 advisors?

3 MR. EDWIN HOUGHTON: I can't tell you
4 specifically if he knew that, but I -- if I would --
5 I'd have to say if I'm guessing, I -- but you told me
6 not to guess.

7 MS. KATE MCGRANN: But did you tell
8 him in -- in the conversation that you had with him,
9 or conversations, because you spoke with him more than
10 once in advance of this meeting about Mr. Bonwick's
11 potential retainer with PowerStream, did you tell him
12 that you viewed Mr. Bonwick as Mayor Cooper -- one (1)
13 of Mayor Cooper's trusted advisors?

14 MR. EDWIN HOUGHTON: It doesn't matter
15 what I viewed him as. He was an advisor of Her
16 Worship. I think the bigger issue to me was, at that
17 point in time was they were brother and sister.

18 MS. KATE MCGRANN: Did you tell Mr.
19 Muncaster about Mr. Bonwick's advisor status to the
20 Mayor.

21 MR. EDWIN HOUGHTON: I didn't tell him
22 that, no.

23 MS. KATE MCGRANN: You attended a golf
24 game later that afternoon with Mr. Bonwick, Mr.
25 Lehman, and Mr. Bentz, right?

1 MR. EDWIN HOUGHTON: Yes.

2 MS. KATE MCGRANN: Can we look at
3 paragraph 215 in the Foundation Document, please?

4

5 (BRIEF PAUSE)

6

7 MS. KATE MCGRANN: So this paragraph
8 describes that on June 29th, the date of the meeting,
9 the date of your golf game, Mr. Bentz reported to his
10 Board of Directors that executive management would be
11 meeting with you and Mr. Bonwick with respect to
12 Collus' anticipated RFP process, and then he goes on
13 and gives some expectations about the timing of the
14 RFP.

15 You weren't at that meeting, but with
16 this reference, does that refresh your memory at all
17 as to whether there was any discussions about the RFP
18 in your golf game with Mr. Bonwick, Mr. Lehman, and
19 Mr. Bentz, the afternoon of June 29th?

20 MR. EDWIN HOUGHTON: It -- it says
21 that he -- can I see the whole email?

22 MS. KATE MCGRANN: It's not an email
23 actually. It's a -- it's a presentation to the Board
24 of Directors, so it's at ALE0000341.

25

1 (BRIEF PAUSE)

2

3 MS. KATE MCGRANN: Can you slide down
4 and find that reference, please?

5

6 (BRIEF PAUSE)

7

8 MR. EDWIN HOUGHTON: To answer your
9 question, I don't think I -- I know I didn't have any
10 conversations with him about it, and certainly the
11 expected timing that we had was October.

12 MS. KATE MCGRANN: Okay. Did you have
13 any other discussions, do you remember, about the
14 meeting that you hadn't attended but that Mr. Bonwick,
15 Mr. Bentz, and Mr. Lehman had attended?

16 MR. EDWIN HOUGHTON: Sorry?

17 MS. KATE MCGRANN: Did you discuss the
18 meeting that you didn't go to on June 29th, at your
19 golf game?

20 MR. EDWIN HOUGHTON: You know, I --
21 and again, I believe in evidence-in-chief -- I don't
22 believe that we did discuss it, save and except for it
23 was a good meeting and everybody's happy. None of my
24 business at that point in time. I had already spoken
25 to my Chair. So I -- I didn't ask any other

1 questions.

2 The majority of the questions were
3 about social things, like, you know, just friendly
4 type things. And, as well, we talked about the multi-
5 utility model and where that's going, because again
6 they were interested in that, and -- and certainly
7 Mayor Lehman and -- and Mr. Bentz did not try to get
8 any other information of any sort from that, out of me
9 at all.

10 MS. KATE MCGRANN: What does -- the
11 multi-utility model, how did that concept intersect
12 with the strategic partnership concept that you were
13 going to be taking RFP?

14 MR. EDWIN HOUGHTON: It didn't. We --
15 we said very clearly that Water was not involved.

16 MS. KATE MCGRANN: So is the notion
17 that Collus Power would continue to work with the
18 water utility as it had and your partner would only
19 kind of be interfacing with you -- the water -- the
20 power utility, but not be part of the -- the
21 relationship between the power utility and the water
22 utility?

23 MR. EDWIN HOUGHTON: That's correct.
24 They would own a partnership potentially in the
25 future. If you're asking now looking into the future

1 -- is that you're asking?

2 MS. KATE MCGRANN: I'm just trying to
3 understand how those two (2) concepts either went
4 together or didn't go together.

5 MR. EDWIN HOUGHTON: Okay. Well, the
6 multi-utility model was not something that we were
7 selling to them, because the water was not included.
8 To carry on what you were saying, is that if
9 PowerStream or Horizon, whoever became our partner,
10 they were a partner in a company that was a multi-
11 utility model, they had both electricity and water
12 through service agreements.

13 Mr. Bentz, because they deal with the
14 City of Barrie, and obviously Mayor Lehman was part of
15 that, they have Markham and Vaughan, and there is
16 significant synergies, and I think -- I think they can
17 be proven, why you could have electricity and water
18 together, and Mr. Bentz wanted to have more
19 understanding of that from -- and it wasn't because of
20 Collus. What he was thinking more about was in the
21 municipalities that he actually already operates.

22 And he's certainly not the only one (1)
23 that -- I spoke about this at conferences, I spoke
24 about this at a whole bunch of different locations
25 where the multi-utility model I believe is -- is the

1 right model.

2 MS. KATE MCGRANN: Can we turn to
3 paragraph 217 of the Foundation Document, please?

4

5 (BRIEF PAUSE)

6

7 MS. KATE MCGRANN: So this paragraph
8 describes information that Mr. Bonwick gave to Mr.
9 Bentz in advance of the meeting scheduled with you on
10 July 7th, 2011, at the PowerStream offices in Vaughan.

11 We understand from the documents and
12 other evidence that you and Mr. Muncaster had, I'll
13 call them preliminary or exploratory meetings with
14 potential bidders through the month of July. Is that
15 right?

16 MR. EDWIN HOUGHTON: That's correct.

17 MS. KATE MCGRANN: And is this July
18 7th meeting the exploratory meeting that you and Mr.
19 Muncaster had with PowerStream?

20 MR. EDWIN HOUGHTON: Yeah, I -- I
21 believe that the -- the original intent of this was to
22 talk about the solar initiative, to begin with, and I
23 think we, recognizing that this was occurring, Mr.
24 Muncaster and I felt that this was the opportunity to
25 gauge interest of one (1) of the first -- of the first

1 of the five (5) people.

2 MS. KATE MCGRANN: So was it the case
3 that you already had this meeting scheduled to talk
4 about the solar attic initiative and then it kind of
5 became the -- the introductory meeting with
6 PowerStream as a potential bidder?

7 MR. EDWIN HOUGHTON: That's -- that's
8 my recollection, that this was actually for -- for the
9 PowerStream and Dean -- Dean and I were coming to talk
10 -- not the PowerStream, the power vent -- solar vent,
11 and that -- that we felt that this was a -- an
12 opportunity to, you know, take an opportunity to
13 discuss the -- the potential strategic partnership and
14 that would be one (1) off the list.

15 MS. KATE MCGRANN: By the time that
16 you presented to Council on June 27th, did you have a
17 sense of the potential bidders that you would be
18 approaching with respect to the strategic partnership
19 RFP?

20 MR. EDWIN HOUGHTON: I think even as
21 far back as June the 4th when we talked about it with
22 David and Dean and then on the 10th with David, Dean,
23 and Mayor Cooper, we looked at who probably would be
24 the appropriate people, which again would be
25 PowerStream, Horizon, Veridian.

1 MS. KATE MCGRANN: M-hm.

2 MR. EDWIN HOUGHTON: We -- we did talk
3 about Enersource Mississauga, but because they were 10
4 percent owned with Borealis, that -- that added a
5 completely different twist from things and would --
6 would at that point trigger the transfer tax.

7 And then we talked about St. Thomas
8 Energy, which again the gentleman from St. Thomas
9 Energy was a very good friend of mine, and they were
10 involved in a whole bunch of other things, so we just
11 -- we added that one (1) as a -- as a twist, is there
12 something in that that we could. But once we really
13 got looking at it, as you know from the documentation,
14 it was recommended that we drop St. Thomas.

15 MS. KATE MCGRANN: At the July 7th
16 meeting that you attended, was it the case that you --
17 you basically had a combo meeting? You met about the
18 solar attic initiative and you met about gauging their
19 interest as a potential bidder in the RFP?

20 MR. EDWIN HOUGHTON: That's correct?

21 MS. KATE MCGRANN: What do you
22 remember talking about with respect to the solar
23 strategic alliance? I'm using a phrase that Mr.
24 Bonwick is using in his -- his email here.

25 MR. EDWIN HOUGHTON: What -- what do I

1 remember of that part of the conversation?

2 MS. KATE MCGRANN: M-hm.

3 MR. EDWIN HOUGHTON: Not -- honestly,
4 not very much.

5 MS. KATE MCGRANN: Do you remember if
6 you took any written material to share with
7 PowerStream about the solar strategic alliance?

8 MR. EDWIN HOUGHTON: No. I believe
9 that they had the information already at this point in
10 time, but no, I don't believe I took much, or
11 anything.

12 MS. KATE MCGRANN: Do you remember
13 what information they had?

14 MR. EDWIN HOUGHTON: No.

15 MS. KATE MCGRANN: Had you put
16 together a primer or a -- a cheat sheet or something
17 like that about it?

18 MR. EDWIN HOUGHTON: I -- I've not
19 thought of it -- at this -- at this point in time I've
20 not thought of that and I'm not -- I -- I don't recall
21 what they had or what they didn't have, honestly.

22 MS. KATE MCGRANN: Okay. In Mr.
23 Bonwick's message, he writes:

24 "Ed's proposal/objective for Collus
25 Board is a thousand units, five

1 hundred (500) homes."

2 And he says:

3 "I believe his intention is for a
4 similar commitment from
5 PowerStream."

6 Was that accurate?

7 MR. EDWIN HOUGHTON: I originally
8 thought we were going to do five hundred (500) units
9 for -- but again it's a long time ago and I don't
10 recollect.

11 MS. KATE MCGRANN: Okay. Do you
12 recollect that these -- if it was the case that you
13 thought you were going to do a certain number of units
14 and you wanted PowerStream to match what you were
15 doing?

16 MR. EDWIN HOUGHTON: Well again, the -
17 - the whole idea that Dean and I had was that we
18 introduce this pilot project that Collus is trying to
19 introduce, we're trying to encourage other people to
20 join, and we're trying to gauge their interest as well
21 as a potential bidder, to see if they're interested in
22 jumping on board with the small guy.

23 MS. KATE MCGRANN: I understand. So,
24 was it the case that you had an intention that Collus
25 was going to do a certain number of solar attic units

1 and you were asking PowerStream to match what you were
2 doing?

3 MR. EDWIN HOUGHTON: I would have
4 liked to -- to do even more.

5 MS. KATE MCGRANN: Okay. Mr. Bonwick
6 writes:

7 "Intent is to expand program to
8 other CHEC members as we move
9 forward."

10 Is that accurate?

11 MR. EDWIN HOUGHTON: Well, I think
12 that we -- we talked about Wasaga Beach, Midland,
13 Orangeville. They're all CHEC members, and those are
14 all our neighbours, our closest neighbours.

15 MS. KATE MCGRANN: And had you reached
16 out to those L -- those LDCs at this point in time?

17 MR. EDWIN HOUGHTON: I don't remember
18 when we checked -- when we checked out -- I don't
19 remember when we -- when we spoke to them, but I know
20 that Orangeville was involved, Wasaga Beach was
21 involved. I can't recall whether Midland got
22 involved, I really can't.

23 MS. KATE MCGRANN: Can we look at
24 paragraph 229 of the Foundation Document?

25

1 (BRIEF PAUSE)

2

3 MS. KATE MCGRANN: So this paragraph
4 describes a July 12th, 2011, email that you sent to
5 Max Cananzi, who is the President and CEO of Horizon
6 Utilities. The subject line of your email is:
7 "Confidential phone call," and in your email you
8 wrote:

9 "I was hoping that you could allow
10 me a few minutes of your time in the
11 near future so that I may give you a
12 confidential phone call. If so,
13 could you provide me a couple of
14 times and the phone number which to
15 call?"

16 Do you recall if this communication was
17 you reaching out to set up the -- the potential bidder
18 meeting with Horizon?

19 MR. EDWIN HOUGHTON: That's correct.

20 MS. KATE MCGRANN: Okay. The email
21 indicates that you and Mr. Cananzi arranged to speak
22 later that day.

23 Do you recall if you had that telephone
24 call?

25 MR. EDWIN HOUGHTON: I'm -- I'm sorry?

1 MS. KATE MCGRANN: Do you recall if
2 you spoke to Mr. Cananzi that day?

3 MR. EDWIN HOUGHTON: Did you say that
4 -- I -- I don't remember whether it was this day of --
5 but did you not just say I -- I called him two (2)
6 days later?

7 MS. KATE MCGRANN: No.

8 MR. EDWIN HOUGHTON: Oh, okay. Then
9 my apologies.

10 MS. KATE MCGRANN: No problem. Do you
11 remember speaking to Mr. Cananzi after you sent the
12 email asking him to --

13 MR. EDWIN HOUGHTON: Yes.

14 MS. KATE MCGRANN: -- try to set a
15 call --

16 MR. EDWIN HOUGHTON: Yes, sorry.

17 MS. KATE MCGRANN: During that call,
18 do you remember what you discussed?

19 MR. EDWIN HOUGHTON: I think I was
20 telling him that we have an idea that we would like to
21 gauge your interest in, which would involve Collus,
22 and at this point in time we've been -- we have been
23 given instructions from Council to move forward and to
24 bring back some -- at a later date, to bring back some
25 information to them for their deliberations. It would

1 have been very much at the 20 or 30,000-foot level,
2 but enough to be able to get them to be interested to
3 meet with us.

4 MS. KATE MCGRANN: And then you
5 arranged to have a meeting with him. Do you remember
6 if, during that telephone call, you mentioned the
7 Solar Strategic Alliance?

8 MR. EDWIN HOUGHTON: Yes, I did.

9 MS. KATE MCGRANN: Okay. What do you
10 remember saying about that?

11 MR. EDWIN HOUGHTON: We introduced it
12 at the -- at the interview meeting. And -- and then
13 if -- two (2) or three (3) days later, I followed up
14 with an email, As I promised, here's some information.

15 MS. KATE MCGRANN: Okay. Can we look
16 at paragraph 234 of the Foundation Document?

17

18 (BRIEF PAUSE)

19

20 MS. KATE MCGRANN: This paragraph
21 describes that, after you met with Horizon, you sent a
22 package describing the solar vent retail offering to
23 Max Cananzi, of Horizon Utilities.

24 Is that the -- the followup that you
25 were referring to?

1 MR. EDWIN HOUGHTON: Yes.

2 MS. KATE MCGRANN: Okay. Do you
3 remember talking to him about the Solar Strategic
4 Alliance beyond the information that you provided
5 about the vents?

6 MR. EDWIN HOUGHTON: Yeah. We told
7 him that we were hoping to get people involved. I
8 think I might have probably said at that point in time
9 we have interest from PowerStream, we have interest
10 from others, yeah.

11 MS. KATE MCGRANN: And I can take you
12 to this email correspondence if you want, but it's
13 summarized here. What we can see is that, through
14 followup discussions with ISSI, representative Alec
15 Young, Horizon learns that Collus Power and
16 PowerStream were partnering on solar vents, that you
17 and Mr. Bentz were the same cont -- were the main
18 contacts and that they could participate at a hundred
19 and seventy-five dollars (\$175) per vent.

20 Do you recall having any conversations
21 specifically with -- or directly with Horizon about
22 the -- the solar attic initiative and what they could
23 do if they were involved?

24 MR. EDWIN HOUGHTON: Yes. That was
25 the reason why I sent him the information.

1 MS. KATE MCGRANN: Okay. After
2 sending him the information did you have any further
3 discussions with him about the pilot project?

4 MR. EDWIN HOUGHTON: I think -- I -- I
5 don't think I had with Max, but I certainly had it
6 with Neil Freeman.

7 MS. KATE MCGRANN: Okay. And what do
8 you remember about that?

9 MR. EDWIN HOUGHTON: I -- I remember
10 very little. I only remember it through reading the
11 Foundation Document.

12 MS. KATE MCGRANN: Okay. What we see
13 in the Foundation Document is that you speak with Neil
14 Freeman in or around August 22nd. Is that consistent
15 with what you remember?

16 MR. EDWIN HOUGHTON: Again, I don't
17 remember. I just remember reading it in the -- in the
18 Foundation Document.

19 MS. KATE MCGRANN: We can see from the
20 documents that you, PowerStream, and others actually
21 have an event on August 11th, a solar attic initiative
22 launch?

23 MR. EDWIN HOUGHTON: Right.

24 MS. KATE MCGRANN: Do you know if --
25 if you talked about participation in that launch with

1 Horizon?

2 MR. EDWIN HOUGHTON: I think -- I
3 think, at that point in time, there -- there was --
4 had been discussions between ISSI and them. And, at
5 that point in time, I think they -- they determined
6 that they weren't interested or, if they were, it was
7 marginally.

8 And, again, the whole concept of this
9 is we introduced the idea. We see if they're going to
10 jump on. We don't bird dog it. Sorry if that's an
11 incorrect term. But we don't -- we don't force it
12 down their throats because we want them to be willing
13 participants.

14 MS. KATE MCGRANN: Okay. I think I --
15 I think I -- something just clicked for me. So, when
16 you said this was a -- you were using it as a litmus
17 test, was the notion that you offered them the
18 opportunity to participate.

19 You don't push for their participation
20 necessarily. You see if they come to you and -- and
21 how much they want to commit to the project?

22 MR. EDWIN HOUGHTON: That's correct.

23 MS. KATE MCGRANN: And so, was it the
24 case that you -- I mean, we see from the documents
25 that PowerStream is all over this project. They're

1 very interested in it. They participate in a
2 billboard ad campaign with you. They're at the
3 launch. Is that all fair?

4 MR. EDWIN HOUGHTON: That's all fair.

5 MS. KATE MCGRANN: Did you get that
6 kind of interest from anybody else as far as the
7 potential bidders that you spoke to?

8 MR. EDWIN HOUGHTON: We -- we --
9 marginally, from Veridian, yes, but not from Horizon.

10 MS. KATE MCGRANN: Did you ever stop
11 and think that the interest that PowerStream showed
12 might be a result of the fact that Mr. Bonwick is
13 consulting for PowerStream and he's been working with
14 you at ISSI, or on the pilot, at least?

15 MR. EDWIN HOUGHTON: We -- we did know
16 -- or we did recognize that they're jumping all over
17 it because of that, as well. But they're also doing
18 that because that's actually the kind of utility they
19 are.

20 They see opportunities. They -- they
21 work at them. They've -- they've had many, many
22 conservation demand management pilot projects that
23 have got approved by the OPA.

24 It -- it was a concept that we put
25 together. Did it work out to be the -- exactly the

1 way we wanted it? Was it, at the end of the day,
2 something that you'd use in the future? Probably not.
3 But it was something that -- that Dean and David and I
4 thought was a reasonable thought at the time.

5 MS. KATE MCGRANN: One (1) moment.

6

7 (BRIEF PAUSE)

8

9 MS. KATE MCGRANN: We've -- the
10 billboards that you put together to put up, we've seen
11 a copy of them and PowerStream's response to the RFP.
12 I can pull it up for you if you want, but it's got a
13 house made out of two hundred dollar (\$200) bills.
14 It's got the Collus logo, the PowerStream logo, and
15 the Devonleigh Homes logo.

16 Do you remember these billboards?

17 MR. EDWIN HOUGHTON: Yes.

18 MS. KATE MCGRANN: Did you have any
19 concerns that having billboards co-branded with Collus
20 and PowerStream up during the fall of 2011 while
21 you've got an RFP outstanding would create any
22 concerns for the fairness of the RFP process that you
23 ran?

24 MR. EDWIN HOUGHTON: No.

25 MS. KATE MCGRANN: Is it something you

1 turned your mind to and decided it wouldn't be an
2 issue?

3 MR. EDWIN HOUGHTON: No, I didn't turn
4 my mind to it.

5 MS. KATE MCGRANN: We can also see
6 that you were working through the summer of 2011 to
7 help bring Centennial College and Fanshawe College
8 onboard to do the testing of the vents. Is that
9 accurate?

10 MR. EDWIN HOUGHTON: That's correct.

11 MS. KATE MCGRANN: Pardon me. Do you
12 know how much time it took to get those colleges to
13 partner with Collus and -- and PowerStream and ISSI on
14 that project?

15 MR. EDWIN HOUGHTON: How much time I
16 spent, you mean?

17 MS. KATE MCGRANN: M-hm.

18 MR. EDWIN HOUGHTON: I didn't -- I
19 didn't spend a tonne of time, but it was something
20 that I believed in. And, again, it was -- I believed
21 in the -- in the concept for the Province of Ontario,
22 that this is an -- this should be an OPA.

23 And I think that this would also fit
24 well within -- for Collus to be able to have a born in
25 Collingwood idea that the OPA picked up on because in

1 -- in industry there had been -- other people had done
2 the same thing. And I thought it was a very good
3 thing for us from a -- from a -- you know, a visual
4 perspective for what people think of Col -- Collus in
5 the industry.

6 And if we can do it for the -- if we
7 can -- if we can convince OPA, then we also got our --
8 our original dollars back.

9 MS. KATE MCGRANN: Okay. So, you saw
10 it as a reputation enhancer for the company?

11 MR. EDWIN HOUGHTON: Yes. I thought
12 it would be a good one (1).

13 MS. KATE MCGRANN: I understand that
14 Collus paid a hundred a fifty-five dollars (\$155) per
15 solar attic vent unit. Does that ring a bell for you?

16 MR. EDWIN HOUGHTON: Yes. I saw that,
17 as well. I didn't remember it until I had to reread
18 it.

19 MS. KATE MCGRANN: Any reason to think
20 that that's inaccurate?

21 MR. EDWIN HOUGHTON: No.

22 MS. KATE MCGRANN: And it looks like
23 that's what PowerStream was charged, as well. And we
24 can see from the documents that it appears that there
25 was a profit margin built into that per unit price.

1 Is that consistent with your
2 understanding?

3 MR. EDWIN HOUGHTON: Ty -- typically,
4 on anything you purchase, there's a profit into it,
5 yes.

6 MS. KATE MCGRANN: Well, this wasn't a
7 typical purchase though because you're doing a pilot
8 project in which you're putting time and effort into
9 helping the company collect data about the efficiency
10 and efficacy of its project, right?

11 MR. EDWIN HOUGHTON: Are you telling
12 me that? From experience, I would expect that the
13 company doesn't just give things and away and do it
14 either, though.

15 MS. KATE MCGRANN: Well, so here's
16 what I wanted to ask you. You are doing work to help
17 the -- help yourself, and also help them, right? You
18 -- you want Collus for this pi -- you want this pilot
19 for Collus to be successful?

20 MR. EDWIN HOUGHTON: I do.

21 MS. KATE MCGRANN: And order -- and
22 you also -- the company needs to data in order to
23 explain why a product --

24 MR. EDWIN HOUGHTON: Right.

25 MS. KATE MCGRANN: -- its product

1 worked so well, right?

2 MR. EDWIN HOUGHTON: Yes.

3 MS. KATE MCGRANN: And you're having
4 Collus buy a thousand units that you're going to put
5 in homes. And then you're going to test the
6 efficiency and efficacy of the unit there?

7 MR. EDWIN HOUGHTON: Yes.

8 MS. KATE MCGRANN: So, Collus is
9 bearing the costs of that testing?

10 MR. EDWIN HOUGHTON: We didn't do the
11 testing.

12 MS. KATE MCGRANN: Well, you bought
13 the units to be tested?

14 MR. EDWIN HOUGHTON: That's correct.

15 MS. KATE MCGRANN: You put them in
16 homes?

17 MR. EDWIN HOUGHTON: That's -- they --
18 and the people who were purchasing them put them in
19 the homes.

20 MS. KATE MCGRANN: And arranged for
21 the testing --

22 MR. EDWIN HOUGHTON: That's correct.

23 MS. KATE MCGRANN: -- to happen at
24 those houses?

25 MR. EDWIN HOUGHTON: Yeah.

1 MS. KATE MCGRANN: And PowerStream did
2 the same thing on its side?

3 MR. EDWIN HOUGHTON: Yes.

4 MS. KATE MCGRANN: So, as between the
5 two (2) companies, you have purchased at retail price
6 a large number of units, correct?

7 MR. EDWIN HOUGHTON: I think I need to
8 -- Collus paid for the units. We -- we did some
9 administrative things for the units.

10 MS. KATE MCGRANN: M-hm.

11 MR. EDWIN HOUGHTON: I did work to
12 help to try to get that, to -- to get the -- the level
13 of technical information that you -- you talked about
14 even earlier. I did that.

15 Beyond that, I don't know how much more
16 we did beyond that.

17 MS. KATE MCGRANN: My question for you
18 is simple. Did you make any effort to try to
19 negotiate the price of the units down given that you
20 were helping ISSI get data about how well its units
21 worked?

22 MR. EDWIN HOUGHTON: When -- when I
23 was first told the price, they felt that that was the
24 best price that they could give us to make it work
25 because, again, they're an upstart, as well, so I -- I

1 recognize that.

2 So, this is not me trying to do
3 something for them. This is my trying to do something
4 for us.

5 MS. KATE MCGRANN: Okay. So --

6 MR. EDWIN HOUGHTON: And it's no
7 different that if you look at -- and you don't like me
8 doing this, but when -- when Zenon Environmental
9 brought the hollow fibre membrane technology to -- to
10 Collingwood, we probably hosted more than 3 or 400
11 municipalities from around the world at our cost here
12 because we felt it was -- it brought profile and
13 things to -- to Collingwood.

14 So kind of the same thing. I spent --
15 I spent way more time on that than I ever did on the
16 solar vents.

17 MS. KATE MCGRANN: To your knowledge
18 at any point in time, did Mr. Bonwick disclose his
19 involvement in ISSI to his sister?

20 MR. EDWIN HOUGHTON: I have no idea.
21 I did not -- I have not that knowledge, no.

22 MS. KATE MCGRANN: And did you
23 disclose Mr. Bonwick's involvement in ISSI to his
24 sister?

25 MR. EDWIN HOUGHTON: No, I did not.

1 MS. KATE MCGRANN: Did you ever
2 consider whether Mr. Bonwick's sibling relationship to
3 one of the directors at Collus Power created a
4 potential issue -- optics or otherwise -- with respect
5 to the fact that Collus Power was involved in ISSI?

6 MR. EDWIN HOUGHTON: What I was
7 looking at was the fact that when I said that these
8 are the things I did, Mr. Bonwick did all of the other
9 things to make the project work.

10 And he was also -- it was being paid
11 by -- by PowerStream to do other duties, but this was
12 something that he and ISSI were working on. And, you
13 know, they -- they spent time at the local markets;
14 they did all of these other things, which are
15 significant costs.

16 So I didn't see how Mr. Bonwick being
17 compensated for his time to get a project that we were
18 putting out there was a -- was an issue in any way,
19 shape, or form.

20 MS. KATE MCGRANN: Can we look at
21 ALE27804, please.

22

23 (BRIEF PAUSE)

24

25 MS. KATE MCGRANN: This is an email

1 from Eric Fagen internally at PowerStream. I'm just
2 using it to centre us in time. He writes:

3 "John Sherin and I met with
4 Ed Houghton and Paul Bonwick today
5 to further discuss PowerStream's
6 collaboration with Collus Power on
7 the solar powered attic vent pilot
8 project."

9 Do you recall attending that meeting?

10 MR. EDWIN HOUGHTON: I honestly don't.
11 I'm sorry. I don't. I -- I'm sure I did 'cause it
12 says. I -- there was so many meetings, but yeah, I'm
13 sure we did.

14

15 (BRIEF PAUSE)

16

17 MS. KATE MCGRANN: Turning now to the
18 Strategic Task Team, I understand that the first
19 meeting of the Strategic Task Team was August 3rd.

20 And at that meeting, you indicated to
21 the team members that you and Mr. Muncaster had met
22 with five (5) potential bidders and that you used a
23 consistent introduction with each of them.

24 What was the consistent introduction
25 that you used?

1 MR. EDWIN HOUGHTON: Going from
2 memory, basically we talked about the fact that we --
3 we have done an environmental scan of the industry and
4 what's going on. We -- we looked at what was in the
5 best interest of the Town of Collingwood.

6 We felt that there -- there could be an
7 opportunity for a hybrid of something that is out
8 there that is not -- hasn't -- in our view or our
9 opinion at that point -- hadn't been done yet.

10 And that we were looking at an idea
11 where we would be looking for a strategic partner that
12 would invest in the company up to 50 percent.

13 And we said up to 50 percent. We didn't say
14 including, 'cause at this point in time, I really
15 don't think that we had landed exactly on that. Up to
16 50 percent.

17 And that that partner we would be
18 looking to to be able to provide specialized and
19 strategic resources to Collus.

20 MS. KATE MCGRANN: Did you advise the
21 Strategic Task Team about the other meetings and
22 conversations you'd been having with PowerStream about
23 the solar attic alliance?

24 MR. EDWIN HOUGHTON: They were aware
25 of what we were trying to do with the solar. We

1 talked about this potential litmus test.

2 MS. KATE MCGRANN: Okay. I don't see
3 that reflected in the minutes of the Strategic Task
4 Team meetings. So can you tell me what you remember
5 telling them?

6 MR. EDWIN HOUGHTON: Just that when we
7 had the discussions, we mentioned that -- that
8 we're -- we'd embarked on the strategic -- or the
9 solar vent project which has been approved by our
10 Board. And we mentioned it to them to see if they're
11 interested in becoming a party to it. That was --
12 that was probably it.

13 MS. KATE MCGRANN: Okay. On
14 August 3rd, you've meet with PowerStream on July 7th
15 where you talked about the solar attic alliance, and
16 then you met with them again on July 15th. Did you
17 tell the Strategic Task Team about your July 15th
18 meeting with PowerStream?

19 MR. EDWIN HOUGHTON: I don't -- did I
20 meet with them on July 15th?

21 MS. KATE MCGRANN: Well, we just
22 looked at that, and I think you said you couldn't
23 remember the meeting, but you were sure you went.

24 MR. EDWIN HOUGHTON: Oh, I met --
25 okay. About the solar vents. I see. Sorry.

1 I don't know if I -- I said specific
2 meetings. I told that PowerStream is -- is certainly
3 all over this. Yes.

4 MS. KATE MCGRANN: Do you remember if
5 you disclosed that Mr. Bonwick was involved in the
6 solar attic vent on the PowerStream side of things?

7 MR. EDWIN HOUGHTON: At this point in
8 time, the people on the Strategic Task Team that knew
9 that Mr. Bonwick was involved was the --
10 Chairman Muncaster, the deputy mayor, the mayor,
11 myself, the CAO.

12 Who else was on the team? Tim, David.
13 The other three (3), I'm not sure -- Tim, Doug, David
14 -- knew about it at that point in time.

15 MS. KATE MCGRANN: Did you tell them
16 that Mr. Bonwick was involved on the solar attic
17 alliance on the PowerStream side?

18 MR. EDWIN HOUGHTON: Well again,
19 Mr. Bonwick is an agent of PowerStream. They've done
20 the full disclosure to the three (3) people from the
21 Town of Collingwood, which I was most concerned about,
22 and they were all aware of it.

23 I don't believe I mentioned that
24 Mr. Bonwick had been assisting us with the -- the
25 solar vent, but it became pretty obvious because he --

1 he was all over the -- the solar launch that we did
2 and everything else at that point in time.

3 MS. KATE MCGRANN: Okay. We'll come
4 to that in a second.

5 MR. EDWIN HOUGHTON: Okay.

6 MS. KATE MCGRANN: We've had -- we've
7 heard different evidence from different people about
8 the June 29th meeting. So let's just leave that aside
9 for now.

10 Did you disclose to the Strategic Task
11 Team that Mr. Bonwick was working as PowerStream's
12 agent on the Collus Power RFP?

13 MR. EDWIN HOUGHTON: I did not. I
14 just said that.

15 MS. KATE MCGRANN: Jump back in time,
16 and I'll ask you a couple discrete questions about one
17 paragraph in the Foundation Document, and then maybe
18 it'll be a good time for lunch.

19 THE HONOURABLE FRANK MARROCCO:
20 Mr. Houghton's been at this since 9 a.m., so I will
21 break around -- I'll break around 12:30. I think it's
22 time to do that.

23 MS. KATE MCGRANN: I think I can bring
24 this --

25 THE HONOURABLE FRANK MARROCCO: Unless

1 he's trying to set some kind of a record here.

2 MR. EDWIN HOUGHTON: I'm good, Your
3 Honour. Whatever you wish.

4 THE HONOURABLE FRANK MARROCCO: Well,
5 I'm going to do it.

6 MR. EDWIN HOUGHTON: I want to get --

7 THE HONOURABLE FRANK MARROCCO: I'm
8 blaming it on you.

9 MR. EDWIN HOUGHTON: Thank you.

10 THE HONOURABLE FRANK MARROCCO: And
11 I'm going to do it at 12:30.

12 MR. EDWIN HOUGHTON: It appears like
13 everybody's blaming me, Sir.

14 MS. KATE MCGRANN: Let's just use
15 these last five (5) minutes for some questions, and
16 then we'll shut it down for lunch.

17 THE HONOURABLE FRANK MARROCCO: Sure.
18 Go ahead.

19

20 CONTINUED BY MS. KATE MCGRANN:

21 MS. KATE MCGRANN: Okay. Can we look
22 at paragraph 244 of the Foundation Document.

23

24 (BRIEF PAUSE)

25

1 MS. KATE MCGRANN: This paragraph
2 describes that on July 22nd, Paul Bonwick sent an
3 email to Brian Bentz at PowerStream asking him to call
4 Ed Houghton. Mr. Bonwick said that Mr. Houghton:
5 "Shared some interesting information
6 in terms of his discussion with
7 other LDCs as it relates to
8 partnership opportunities."

9 Do you remember your discussion with
10 Mr. Bonwick about this?

11 MR. EDWIN HOUGHTON: I do not. But
12 can I see 244?

13 MS. KATE MCGRANN: Yeah. ALE244,
14 please.

15 THE HONOURABLE FRANK MARROCCO: It's
16 not on your screen there?

17 MS. KATE MCGRANN: It's the
18 summarized---

19 MR. EDWIN HOUGHTON: It -- yeah. It's
20 just a small summary.

21 THE HONOURABLE FRANK MARROCCO: Oh,
22 you want to see the -- oh, the ALE244.

23 MR. EDWIN HOUGHTON: Yeah. I don't --

24 THE HONOURABLE FRANK MARROCCO: Sorry.

25 MR. EDWIN HOUGHTON: -- I don't want

1 to say the wrong thing, Your Honour.

2 THE HONOURABLE FRANK MARROCCO: That's
3 fine.

4

5 (BRIEF PAUSE)

6

7 CONTINUED BY MS. KATE MCGRANN:

8 MS. KATE MCGRANN: So in this email,
9 Mr. Bonwick describes having a meeting with you that
10 morning. Do you remember having a meeting with
11 Mr. Bonwick on the morning of July 22nd?

12 MR. EDWIN HOUGHTON: About solar
13 vents, yes.

14 MS. KATE MCGRANN: And you -- do you
15 remember what you discussed at that meeting?

16 MR. EDWIN HOUGHTON: We talked about
17 the -- the potential that Wasaga Beach and Orangeville
18 are very interested in getting into it. And there
19 were actually a couple others that we thought might --
20 we might be able to target, yes.

21 MS. KATE MCGRANN: And then
22 Mr. Bonwick says:

23 "He shared some interesting
24 information in terms of his
25 discussion with other LDCs as it

1 relates to partnership
2 opportunities."

3 What's that a reference to?

4 MR. EDWIN HOUGHTON: Solar vents.

5 MS. KATE MCGRANN: A good time to stop
6 for lunch?

7 THE HONOURABLE FRANK MARROCCO: In
8 terms of using the solar vents as a litmus test, that
9 only works if the other potential strategic partners
10 don't know the importance that you're attaching to
11 their willingness to pay attention to the little guy
12 and partner with you. Is that right?

13 MR. EDWIN HOUGHTON: Yeah. You're
14 absolutely correct. Our -- we thought it was a great
15 idea, and in hindsight, it probably wasn't.

16 THE HONOURABLE FRANK MARROCCO: I'm
17 not so much interested in the hindsight. But it -- I
18 just wanted to be clear in my understanding of it
19 that --

20 MR. EDWIN HOUGHTON: Yeah.

21 THE HONOURABLE FRANK MARROCCO: --
22 it's predicated on the potential strategic partner now
23 appreciating when the proposal is put to them that
24 you're attaching some significance to their response.
25 Otherwise, they could cue the response because they

1 were interested in --

2 MR. EDWIN HOUGHTON: Yes. You know --
3 Your Honour, you're absolutely correct. Yes.

4 THE HONOURABLE FRANK MARROCCO: Thank
5 you. We'll break for an hour.

6 MR. EDWIN HOUGHTON: Thank you.

7

8 --- Upon recessing at 12:31 p.m.

9 --- Upon resuming at 1:33 p.m.

10

11 CONTINUED BY MS. KATE MCGRANN:

12 MS. KATE MCGRANN: Good afternoon, Mr.
13 Houghton.

14 MR. EDWIN HOUGHTON: Hello.

15 MS. KATE MCGRANN: Moving ahead to
16 September, you gave evidence about the NDAs that the
17 bidders signed before they came in and gave their
18 presentations to the Strategic Task Team.

19 Do you remember that?

20 MR. EDWIN HOUGHTON: I'm terribly
21 sorry. The first part of the question I didn't hear.

22 MS. KATE MCGRANN: Is it easier if you
23 can see me speaking as well?

24 MR. EDWIN HOUGHTON: I -- I can see
25 you, but this microphone is in front of your mouth, so

1 --

2 MS. KATE MCGRANN: With respect to the
3 NDAs that the bidders signed before they gave
4 presentations to the Strategic Task Team, you said
5 that you wanted the bidders to keep Collus'
6 information confidential.

7 Do you remember that?

8 MR. EDWIN HOUGHTON: I do.

9 MS. KATE MCGRANN: Did you understand
10 that the bidders were also going to be giving you
11 information that they would like you to keep
12 confidential?

13 MR. EDWIN HOUGHTON: I do.

14 MS. KATE MCGRANN: You understood that
15 those NDAs were mutual, you were making promises to
16 each other to keep the information confidential?

17 MR. EDWIN HOUGHTON: Yeah, the
18 original intent we -- we talked about it, was that --
19 because we were going to be showing potential bidders
20 our -- our financials that typically most people
21 wouldn't see. That was the -- really the intent of
22 the NDA, but I understand how -- how the NDA is
23 worded, yes.

24 MS. KATE MCGRANN: And you understand
25 that the NDA was worded to be a mutual promise that

1 everybody would keep each other's information
2 confidential?

3 MR. EDWIN HOUGHTON: Yes.

4 MS. KATE MCGRANN: With respect to the
5 September 14th draft memo that Mr. Bonwick sent to you
6 that you gave evidence on before?

7 MR. EDWIN HOUGHTON: Yes.

8 MS. KATE MCGRANN: Before I ask you a
9 couple of questions about that, I don't think you were
10 asked this in-chief. Did you have any discussions
11 with Mr. Bonwick about the bidder meetings that the
12 STT had?

13 MR. EDWIN HOUGHTON: Did I have
14 discussions with -- no.

15 MS. KATE MCGRANN: During your cross-
16 examination Mr. Bonwick suggested to you that you were
17 aware of the fact that he had had discussions with
18 people, including Mr. Muncaster. And your answer was
19 that you understood that.

20 Do you remember that?

21 MR. EDWIN HOUGHTON: He asked a
22 general question that said do I -- did I understand
23 that he had conversations with -- with all these
24 people. He didn't say in what context and I said yes.

25 MS. KATE MCGRANN: Were you involved

1 in any conversations that Mr. Bonwick had with Mr.
2 Muncaster that were related to the RFP at all?

3 MR. EDWIN HOUGHTON: No, I was not.

4 MS. KATE MCGRANN: To your knowledge,
5 was Mr. Muncaster involved in any discussions with Mr.
6 Bonwick about the RFP?

7 MR. EDWIN HOUGHTON: I have no
8 knowledge of -- of that.

9 MS. KATE MCGRANN: Beyond the evidence
10 that you've given about what you did when you received
11 the September 14th memo from Mr. Bonwick, did you
12 consider that Mr. Bonwick might be passing other
13 information on to PowerStream in addition to what you
14 had seen in that memo?

15 MR. EDWIN HOUGHTON: I -- I had no
16 knowledge, but the information to this date, up until
17 that point in time, there was nothing of any
18 commercial value that anybody would really need or
19 want at that point in time.

20 So I guess I never put my mind to it.

21 MS. KATE MCGRANN: So you just didn't
22 think about that at the time?

23 MR. EDWIN HOUGHTON: I do not, no.

24 MS. KATE MCGRANN: Could we turn up
25 ALE412, please?

1 (BRIEF PAUSE)

2

3 MS. KATE MCGRANN: This is an email
4 from Mr. Bonwick to Mr. Glicksman and others at
5 PowerStream and in discussing this email in your
6 evidence, one of the things you said was that you were
7 adamant about maintaining the Chair position.

8 Do you remember that?

9 MR. EDWIN HOUGHTON: Yeah, what I
10 meant was we weren't going to acquiesce the Chair's
11 position, what it says in the memo.

12 MS. KATE MCGRANN: There's no mention
13 of -- of wanting to maintain the Chair position in the
14 RFP document that you issued. Why didn't you include
15 that in the RFP?

16 MR. EDWIN HOUGHTON: I think that
17 those were the kinds of discussions -- I mean, that's
18 pretty granular to be putting in an RFP, but I think
19 that it was understood and we'd had conversations
20 about the fact that with the 50/50 partnership, the
21 governance could be a bit of an issue, but not
22 something that could be overcome.

23 That typically you'd think that three
24 (3) people would be from one (1) company, or two (2)
25 people, whatever it happened to be, and from one (1)

1 company the same would be for the other in that you
2 needed to at least figure -- in the beginning part of
3 the relationship you would like to have some kind of
4 an understanding of what that would be and we -- and
5 we discussed that and that was what went into the --
6 the documents.

7 THE HONOURABLE FRANK MARROCCO: I may
8 -- I may have misheard you. But I thought you said it
9 was not something that could be overcome if -- if you
10 did say that you meant to say it was something that
11 could be overcome?

12 MR. EDWIN HOUGHTON: Yes, my
13 apologies. Thanks for catching that, Your Honour.

14 THE HONOURABLE FRANK MARROCCO: Well,
15 I'm -- I'm not sure that that's what you said, but
16 that's what I heard.

17 MR. EDWIN HOUGHTON: Yes.

18

19 CONTINUED BY MS. KATE MCGRANN:

20 MS. KATE MCGRANN: Can we pull up
21 CPS6891? This is the Collus Power RFP. Could you go
22 to page 9 of that document, please?

23

24 (BRIEF PAUSE)

25

1 MS. KATE MCGRANN: If you look under
2 the heading 3.1, so we'll have to scroll up on the
3 page, and the fourth -- fifth bullet point down says:

4 "Proposed representation on Collus
5 Power's Board of Directors."

6 It says:

7 "Our preference is that a majority
8 of the Board members be
9 independent."

10 I think this is the only thing that's
11 said about Collus' preferences for the Board of
12 Directors. Why didn't you include more information
13 about what the Town and Collingwood -- and Collus
14 wanted out of a partner with respect to representation
15 on the Board of Directors?

16 MR. EDWIN HOUGHTON: I'm not exactly
17 sure what the conver -- how the conversations all
18 went. It -- it -- the -- the people who populate the
19 Board are populated by Council anyway. So even though
20 we felt, Collus, felt that independent Board members
21 are a very desirable thing, it really is up to Council
22 to appoint.

23 And I -- I'm not sure if anybody on the
24 Strategic Task Team was terribly adamant about which
25 way it went or whatever, because at the end of the day

1 Collus would appoint and so would PowerStream.

2 But we would like to have had majority
3 independent, which didn't turn out anyway.

4 MS. KATE MCGRANN: Can we turn to
5 paragraph 92 of the Foundation Document?

6 This paragraph summarizes an email
7 chain in which Mayor Cooper emails you, writing:

8 "I have recently been asked again
9 about AGP and outstanding debt to
10 the Town. I want a full report so
11 that this can be brought to
12 Council."

13 You forward the Mayor's email to Mr.
14 Bonwick writing:

15 "I hope she doesn't mean this. I
16 have been lenient because of your
17 involvement and this could be very
18 embarrassing."

19 And Mr. Bonwick responds to you. My
20 question for you is: What do you mean when you write
21 here that you have been lenient because of Mr.
22 Bonwick's involvement.

23 MR. EDWIN HOUGHTON: It's probably an
24 incorrect word. What it should have been, we were --
25 we knew what Mr. Bonwick was doing. We were -- we

1 were hoping he was going to be successful. We were --
2 we were -- I'm just trying to come up with an even a
3 better word, but basically just saying that if -- if
4 we -- if they had not told us what you were doing, we
5 probably would have had to make other decisions, other
6 very hard decisions.

7 So we were -- we were anxiously
8 awaiting him to finish his work so that we could be
9 successful, which is what eventually happened at the
10 end of the day.

11 MS. KATE MCGRANN: What was he doing?

12 MR. EDWIN HOUGHTON: He was
13 restructuring their financials, as I understand, he
14 was looking for potential funding from the province,
15 he was having conversations with both their creditors
16 and their clients and -- and what they were trying to
17 do is keep this company afloat.

18 And I -- I was basically just saying to
19 them if we didn't know that there was actions like
20 these taking place, we may -- we may have had to take
21 some drastic decisions.

22 Why I was concerned about Her Worship
23 taking this forward, that could have a negative impact
24 on their customers. Their customers, they could drop,
25 their creditors could -- could then call anything that

1 they had, like if they had a note with them, whatever.
2 And that that could be embarrassing both to the Town
3 of Collingwood and to -- and to AGP themselves.

4 MS. KATE MCGRANN: Did you extend any
5 payment deadlines for them?

6 MR. EDWIN HOUGHTON: Pardon me?

7 MS. KATE MCGRANN: Did you give them
8 additional time to pay that wasn't available to other
9 customers?

10 MR. EDWIN HOUGHTON: We worked like
11 crazy with AGP, as we do with all customers. But that
12 was one of our largest customers and they owed us a
13 significant amount of money. One week of their bill
14 was very significant. So we worked drastically with
15 them to get that. And it had really nothing to do
16 with Mr. Bonwick, save and accept for the efforts that
17 Mr. Bonwick was performing.

18 So, he wasn't -- there was no
19 preferential treatment because it was Mr. Bonwick. It
20 was actually because he was performing a function that
21 we were hoping -- desperately hoping -- and you can
22 see in the emails I was constantly bringing the Board
23 up to -- to date on these things.

24 And -- and it was something that we
25 were deeply concerned about and ended up being a

1 success story.

2 MS. KATE MCGRANN: Did you give them
3 special treatment that wasn't available to your other
4 customers?

5 MR. EDWIN HOUGHTON: No. We would
6 have extended those kinds of things to any customer.
7 We have -- we even have residential customers that we
8 work with and work with and work with.

9 MS. KATE MCGRANN: So, they weren't on
10 the receiving end of any special treatment?

11 MR. EDWIN HOUGHTON: I don't believe
12 they were, no. We did the same thing with Barber
13 Glass but lost.

14

15 (BRIEF PAUSE)

16

17 MS. KATE MCGRANN: Could we pull up
18 TOC9449, please?

19

20 (BRIEF PAUSE)

21

22 MS. KATE MCGRANN: So, if we could
23 scroll down a little bit just so we can see the front
24 page of this document. This is a request for
25 proposals for engineering consulting services for

1 outdoor ice surfaces, roof and -- roof and central
2 park site plan analysis issued on March 26th, 2010.

3 Would you have had any involvement in
4 the creation of this document or the evaluation of
5 responses in your role as Executive Director of Public
6 Works for the Town of Collingwood?

7 MR. EDWIN HOUGHTON: No. This was
8 Parks and Rec.

9

10 (BRIEF PAUSE)

11

12 MS. KATE MCGRANN: Could we pull up
13 ARB1739, please?

14

15 (BRIEF PAUSE)

16

17 MS. KATE MCGRANN: This is an Aird &
18 Berliss LLP client management form. It indicates the
19 client information date is October 27th, 2011. And it
20 make reference -- it makes reference to Collingwood
21 Utility Services Corp. And we can go through it some
22 more if you like.

23 But is this around the time that you
24 would have contacted Ron Clark in respect of the work
25 that you needed him to do related to the RFP?

1 MR. EDWIN HOUGHTON: That makes sense,
2 yes.

3 MS. KATE MCGRANN: Can we go to
4 paragraph 750 of the Foundation Document, please?

5

6 (BRIEF PAUSE)

7

8 MS. KATE MCGRANN: And can we scroll
9 down to 751, please? This is an email from -- an
10 email exchange as between Mr. Longo and Mr. Clark
11 dated March 4th, 2015. Here you see Mr. Clark has
12 written:

13 "My understanding at the time was
14 that the Town had designated Ed to
15 give us some -- to give us
16 instructions on behalf of both
17 Collus and the Town."

18 I'm just trying to understand who was
19 instructing the lawyers on behalf of the Town. Is Mr.
20 Clark's statement here correct?

21 MR. EDWIN HOUGHTON: Certainly, to the
22 extent that I could give anybody instructions about
23 crea -- creating the share -- shareholder's agreement
24 and the ana -- or the share -- the unanimous
25 shareholder's agreement and the share purchase

1 agreement because that's certainly not my area of
2 expertise, but certainly I was more of a facilitator.

3 I think that it was pretty clear that
4 we were fortunate enough to have Mr. McFadden who
5 actually spent way more time dealing with these than I
6 did because he has way more experience than I did.

7 MS. KATE MCGRANN: How did the Town
8 grant you the authority to provide instructions to
9 lawyers on its behalf?

10 MR. EDWIN HOUGHTON: I think that the
11 Strategic Task Team, which had the representa --
12 representation from the Town, was comfortable that at
13 least we contacted because that's where the original
14 instructions came. We talked about it at one (1) of
15 our Strategic Task Teams that, at some point, we were
16 going to have to engage a -- a law firm.

17 And because the law firm that looks
18 after the Town of Collingwood is Aird & Berlis, so
19 that I needed to contact them, bring them up to speed,
20 and -- and that's what -- that's what we did.

21 MS. KATE MCGRANN: Other than that
22 discussion that you've just explained to us of the
23 Strategic Task Team, did the Town do anything else to
24 give you the authority to provide instructions to
25 lawyers on its behalf for this transaction?

1 MR. EDWIN HOUGHTON: Again, I think
2 the -- the issue is, is that -- or the issue that
3 you're trying to get at is the fact that there's
4 nothing that says Ed shall do this. Obviously, they
5 were comfortable with me doing that.

6 And they were comfortable with putting
7 the agreements together because when we took all the
8 agreements there back to council, they were
9 comfortable with all that.

10 I -- I have no control about, you know,
11 what are -- what's -- what's in minutes of -- of --
12 the in camera minutes, those kinds of things, but they
13 were comfortable.

14 At the time, Collingwood and Collus
15 worked beautifully together. They were comfortable in
16 what we were doing and leading this thing forward, and
17 that's what we did.

18 THE HONOURABLE FRANK MARROCCO: Did --
19 did -- let me ask the question maybe. Did -- did you
20 feel that you had been given the authority to give
21 instructions to the lawyers on behalf of the Town and
22 Collus?

23 MR. EDWIN HOUGHTON: I felt -- I felt
24 comfortable to give them the instructions that I had
25 the ability to give to them and -- and cri -- give

1 them the information and be the contact person. I did
2 -- I did, Your Honour, yes.

3 THE HONOURABLE FRANK MARROCCO: And
4 the instructions that you felt you were comfortable
5 giving were?

6 MR. EDWIN HOUGHTON: Basically, they
7 would ask me about different -- getting information
8 and doing those things. Again --

9 THE HONOURABLE FRANK MARROCCO: Ge --
10 getting information?

11 MR. EDWIN HOUGHTON: Yeah, they were
12 asking me to get information. If they needed
13 information to help facilitate those things, I did
14 that. But primarily -- and that -- that's why we
15 were, again, bene -- benefiting from Mr. McFadden's
16 abilities to do that.

17 And he wasn't -- you know, he wasn't,
18 per se, drafting the agreements, but he certainly knew
19 what he felt needed to be -- the appropriate things
20 that needed to be in the agreements. And he
21 facilitated getting that part of it done, too.

22 And there was many, many of those
23 documents in that time that I wasn't even copied on
24 because, honestly, it would make no difference for me
25 to be copied on them because I wouldn't know what --

1 THE HONOURABLE FRANK MARROCCO: Well,
2 I don't think the purport of the question is to try to
3 make you responsible for all -- giving all the
4 instructions to the lawyers.

5 The purport of the question, or the
6 intent behind the question, is to try to figure out
7 what instructions or what you -- what you did do. And
8 you said you -- you -- I don't want to -- you -- you
9 brought them information or you -- you did things like
10 that.

11 What in -- was there anything else? It
12 -- it's not a question of who else was -- it's a
13 question of -- you see what he says there. And -- and
14 we're just trying to understand what you thought you
15 were doing --

16 MR. EDWIN HOUGHTON: Yes. And -- and
17 --

18 THE HONOURABLE FRANK MARROCCO: -- not
19 -- not so much what somebody else was doing, but what
20 you thought you were doing.

21 MR. EDWIN HOUGHTON: Yes. Thank you.
22 What I felt I was, Your Honour, I felt that I was the
23 contact person. I felt that -- that, if they needed
24 something, they contacted me. If -- if there was --
25 if there was information, I would maybe send it to Mr.

1 Muncaster or Mr. McFadden if they needed that.

2 Like, I -- I know on a couple occasions
3 I sent it to Mr. McFadden -- or Mr. Muncaster for his
4 -- his analysis or his -- his thought process on it.
5 But I think I'm just reluctant because I -- I've read
6 all of the emails that are in there now which I was
7 not a party to that continually made this point that I
8 was instructing --

9 THE HONOURABLE FRANK MARROCCO: Well,
10 that's why -- that's why --

11 MR. EDWIN HOUGHTON: -- but I didn't
12 have the ability to instruct.

13 THE HONOURABLE FRANK MARROCCO: That's
14 why -- and -- and it's -- it's -- to be fair to that -
15 - to be fair to you, that's why you're being asked the
16 question --

17 MR. EDWIN HOUGHTON: Yeah.

18 THE HONOURABLE FRANK MARROCCO: -- so
19 you get a chance to answer.

20 MR. EDWIN HOUGHTON: Okay.

21 THE HONOURABLE FRANK MARROCCO: And --
22 and --

23 MR. EDWIN HOUGHTON: Okay.

24 THE HONOURABLE FRANK MARROCCO: And if
25 there -- if there's something else, then there's

1 something else, but I --

2 MR. EDWIN HOUGHTON: Well --

3 THE HONOURABLE FRANK MARROCCO: And --

4 and that's why telling us what somebody else wa -- was

5 authorized to do isn't really complete. It's a

6 question of what you fel -- what you felt you were

7 able to tell them. That -- that's what the -- that's

8 what we're trying to elicit with that question --

9 MR. EDWIN HOUGHTON: Thank --

10 THE HONOURABLE FRANK MARROCCO: -- or

11 at least I am.

12 MR. EDWIN HOUGHTON: Thank you, Your

13 Honour. I -- I -- again, I felt comfortable being the

14 point person. I felt comfortable doing this on behalf

15 of council and -- and Collus. I felt comfortable

16 being able to disseminate any of the information to

17 the appropriate people.

18 Certainly, to say I instructed, that

19 just ke -- I mean, it couldn't be the case. I -- I my

20 instruct something that meant absolutely nothing, but

21 for me to instruct to craft, as you well know, I

22 couldn't do.

23 THE HONOURABLE FRANK MARROCCO: Fine.

24 MR. EDWIN HOUGHTON: Thank you.

25 THE HONOURABLE FRANK MARROCCO: That -

1 - that's an answer.

2

3 CONTINUED BY MS. KATE MCGRANN:

4 MS. KATE MCGRANN: Turning now to the
5 -- the RFP, the time that it's been issued to the time
6 that the responses are due.

7 Generally, before we go to specific
8 documents, what discussions, if any, were you having
9 with Mr. Bonwick about the conduct of the RFP, the
10 work that PowerStream was doing to respond,
11 communications with other bidders, anything like that?

12 MR. EDWIN HOUGHTON: What kinds of
13 communications I was having? If -- if I had
14 communications with Mr. Bonwick, it was not of any
15 confidential nature.

16 MS. KATE MCGRANN: Okay. What
17 communications did you have with him?

18 MR. EDWIN HOUGHTON: I don't know. I
19 just -- that's why I said it that way. I'm not
20 exactly certain communications -- I had communications
21 regarding the solar vents and those things.

22 I had communications, I'm sure, in
23 other things that were going on in Collingwood. But I
24 don't -- I don't know something specific.

25 MS. KATE MCGRANN: Well, and you had

1 communications about the PR strategy.

2 MR. EDWIN HOUGHTON: Oh, yes.

3 MS. KATE MCGRANN: So we'll come to
4 those.

5 MR. EDWIN HOUGHTON: Yeah.

6 MS. KATE MCGRANN: Anything else you
7 remember that was related to the sale or the LDC that
8 you talked about with him?

9 MR. EDWIN HOUGHTON: Not that I
10 recollect at this time.

11 MS. KATE MCGRANN: Okay. I'm going to
12 take you to some specific documents and ask you some
13 more specific questions.

14 MR. EDWIN HOUGHTON: Okay.

15 MS. KATE MCGRANN: Let's start with
16 ALE487, please.

17

18 (BRIEF PAUSE)

19

20 MS. KATE MCGRANN: So this is an email
21 from Mr. Bonwick to individuals at PowerStream.
22 You're not copied on it. It's dated October 5th,
23 2011. And it attaches a document entitled
24 "PowerStream RFP comments."

25 I'm going to take you to that document

1 now. It's at ALE488.

2

3 (BRIEF PAUSE)

4

5 MS. KATE MCGRANN: This is a memo from
6 Mr. Bonwick to the PowerStream EVP team. I'm going to
7 ask you a couple of specific questions about this. If
8 we could scroll down to -- under the heading
9 "strategic resources," I'm looking at the bullet point
10 that says "compare customer information/billing
11 systems." It's got three (3) asterisks, and then it
12 says "need to discuss this as it relates to the CFO."

13 Do you remember if you had any
14 discussions with Mr. Bonwick about customer
15 information and billing systems or the CFO's view on
16 those things during the period that the RFP was
17 outstanding?

18 MR. EDWIN HOUGHTON: Not at all.

19 MS. KATE MCGRANN: No, you don't
20 remember having conversations like that?

21 MR. EDWIN HOUGHTON: No, I do not
22 recall having conversations with Mr. Bonwick about our
23 CSI system.

24 MS. KATE MCGRANN: And then if you
25 could scroll down to page 2, I'd like to look at the

1 heading "community," which is in the middle of the
2 page. The second bullet point there includes a
3 recommendation to include provision for a \$1 per
4 customer (18,000 per annum) for a community gifting
5 fund to be used at the direction of Council.

6 Did you have any discussions with
7 Mr. Bonwick about that kind of a gifting program?

8 MR. EDWIN HOUGHTON: Not that I
9 recall.

10 MS. KATE MCGRANN: And then if we can
11 scroll further down on page 2 under "issue
12 clarification and management," two (2) bullet points
13 here.

14 At the end of the first bullet point,
15 it says: "Veridian emphasize synergies with the same
16 union." Do you remember having any discussion with
17 him about what Veridian had said to you about
18 synergies with the same union?

19 MR. EDWIN HOUGHTON: My understanding
20 is this was a comment that was in that one (1)
21 document which I took to Mr. Muncaster.

22 MS. KATE MCGRANN: Did you have any
23 conversation --

24 MR. EDWIN HOUGHTON: No.

25 MS. KATE MCGRANN: -- with Mr. Bonwick

1 about that concept?

2 MR. EDWIN HOUGHTON: No. Because this
3 wouldn't have been a concern of mine.

4 MS. KATE MCGRANN: What wouldn't have
5 been a concern of yours?

6 MR. EDWIN HOUGHTON: As I think I
7 mentioned in either in evidence-in-chief or one of the
8 cross was that the union side of things wasn't really
9 a concern of mine because we have -- we have different
10 unions workings side by each.

11 The -- the unions at the Town of
12 Collingwood are different than the unions of Collus.
13 We -- we brought contractors in. As long as we're not
14 intermingling and not -- as long as we don't have them
15 up the same pole, as long as we don't have them in the
16 same hole, we've always been able to work around the
17 different unions.

18 MS. KATE MCGRANN: With respect to the
19 communication strategy about the RFP and what Collus
20 was going to do --

21 MR. EDWIN HOUGHTON: Yes.

22 MS. KATE MCGRANN: -- I think you gave
23 evidence that Mr. Bonwick asked you if you'd turned
24 your mind to a communication strategy. You were proud
25 of yourself 'cause you had. And I think he asked if

1 he could be of any assistance to you. Is that a fair
2 summary of your evidence on that point?

3 MR. EDWIN HOUGHTON: Yes, I believe
4 so.

5 MS. KATE MCGRANN: Wasn't a decision
6 made for all questions about the RFP process to be
7 routed through KPMG?

8 MR. EDWIN HOUGHTON: Yeah. And you're
9 absolutely correct. I didn't see that the
10 communication strategy that was going to take place
11 after the RFP was part of that. Really, what we were
12 trying to do was -- this was post-RFP. This was our
13 communications strategy post-RFP.

14 MS. KATE MCGRANN: And you're working
15 during the time that the RFP is outstanding on that
16 strategy, right?

17 MR. EDWIN HOUGHTON: Oh, yes 'cause we
18 wanted to deliver it immediately thereafter.

19 MS. KATE MCGRANN: Did you have any
20 discussions with KPMG about whether or not it was a
21 good idea to work with one (1) of the bidders on a
22 communication strategy for after the RFP deadline had
23 passed?

24 MR. EDWIN HOUGHTON: I think that --
25 you know hindsight being 20/20 -- it probably would

1 have been not as desirable to do that. But what I was
2 trying to do was they asked if we had a communication
3 strategy. They -- they wanted to make sure because
4 they were potentially going to be doing a
5 communication strategy. I provided it to them.

6 And they offered to assist, and I think
7 I even -- I was even providing the drafts to
8 Mr. Muncaster from PowerStream to them. And, you
9 know, if PowerStream didn't end up being the winner,
10 they were just also being a good neighbour and
11 assisting in areas of expertise that we didn't have.

12 But, you know, you can always question
13 things that you do after the fact, and I would
14 probably question myself on this one.

15 MS. KATE MCGRANN: I'm just trying to
16 understand who knew what was happening at the time.
17 So I think your evidence is that you didn't discuss
18 this with KPMG while you were working with
19 PowerStream. Is that right?

20 MR. EDWIN HOUGHTON: I did not, yes.

21 MS. KATE MCGRANN: Did you discuss it
22 with the members of the Strategic Task Team?

23 MR. EDWIN HOUGHTON: What was I doing
24 was I know that I spoke to -- to Her Worship about it
25 only because I had a -- I had a meeting with her about

1 two (2) items, one (1) which was again Aird & Berlis
2 and one (1) was about the communication strategy. And
3 I forwarded the communication strategy after that
4 discussion. I also spoke to Mr. Muncaster.

5 But again, if you look at the
6 communication strategy -- and I think it's important
7 that you look at the communication strategy and you
8 look at what's in the communication strategy -- this
9 is absolutely nothing in there about the RFP in the
10 sense of there's nothing in there. It's just saying
11 when should you communicate, why should you
12 communicate, and those kinds of things.

13 So this isn't something that you would
14 sit there and say, they're going to change their
15 proposal. This is going to have any impact on
16 anything. It doesn't, and it didn't.

17 What I'm saying to you is if I was
18 looking at this again and if His Honour asked me if I
19 would do it differently, I probably would. I'd
20 probably just do it myself, which --

21 MS. KATE MCGRANN: Okay. I just want
22 to -- sorry. Please go ahead.

23 MR. EDWIN HOUGHTON: -- wouldn't have
24 been good.

25 MS. KATE MCGRANN: Pardon me?

1 MR. EDWIN HOUGHTON: Which wouldn't
2 have been as good.

3 MS. KATE MCGRANN: Other than
4 Mayor Cooper and Mr. Muncaster, did you speak to any
5 other members of the STT about your work with
6 PowerStream on the communication strategy?

7 MR. EDWIN HOUGHTON: The only thing
8 that they helped me with on the communication strategy
9 was the actual media release.

10 MS. KATE MCGRANN: Did you speak with
11 any other members of the STT about your work with
12 PowerStream on the communication strategy?

13 MR. EDWIN HOUGHTON: Just my chairman.

14 MS. KATE MCGRANN: Pardon me?

15 MR. EDWIN HOUGHTON: Just the chairman
16 'cause I -- I believe I forwarded it to him for
17 review.

18 MS. KATE MCGRANN: And Mayor Cooper,
19 right?

20 MR. EDWIN HOUGHTON: I spoke to
21 Mayor Cooper about it, yes.

22 MS. KATE MCGRANN: Do you remember
23 what you said to Mayor Cooper about it?

24 MR. EDWIN HOUGHTON: Just that we --
25 that's we're going to -- that we're -- that we've got

1 to do a communication strategy because there is
2 rumours -- we were hearing rumours all the time now.
3 So we needed to do a communication strategy.

4 I spoke to her about the fact that we
5 want to do it immediately. As soon as the RFPs come
6 in, we want to go to Council that night, talk to them,
7 get approval to do that and send the -- the media
8 release out, and then also talk about having a
9 information centre for the public, a PIC. And -- and
10 so I spoke to her about that, yes.

11 MS. KATE MCGRANN: Did you tell her
12 that you were working with PowerStream on putting that
13 information together?

14 MR. EDWIN HOUGHTON: At that point in
15 time, I wasn't working with PowerStream on it. I
16 was -- I was working on it on my own.

17 And again, Mr. Bonwick asked if we'd
18 done a communication strategy, and I said I forwarded
19 it to them. PowerStream offered kindly, would I need
20 any help with the media release? And I took up --
21 them up on that -- that offer. Yes, I did.

22 MS. KATE MCGRANN: Okay. I may have
23 misunderstood your evidence, so I just want to make
24 sure that I'm clear.

25 Is it your evidence that you told Mayor

1 Cooper that PowerStream was assisting with the PR
2 strategy?

3 MR. EDWIN HOUGHTON: No. What I said
4 was the communication strategy.

5 MS. KATE MCGRANN: Is it your evidence
6 that you told Mayor Cooper that PR -- or PowerStream
7 was advising -- was providing you with assistance on
8 the communication strategy?

9 MR. EDWIN HOUGHTON: No.

10 MS. KATE MCGRANN: Could we look at
11 ALE916, please.

12

13 (BRIEF PAUSE)

14

15 MS. KATE MCGRANN: Could you scroll
16 down a little bit, please. Just doing it to the next
17 email.

18 Okay. So this is an email from
19 Mr. Bonwick to Eric Fagen and others at PowerStream on
20 November 14th, 2011. You're not copied on it. In
21 this email, he is describing some recommended changes
22 that he sent to Dennis regarding the information
23 services section. He writes that:

24 "While the offer for back office
25 support will become a reality, I

1 highly recommend removing it at this
2 time. A general offer of support
3 will be more warmly received than
4 telling them what we will provide."

5 Pardon me. He goes on to say:

6 "The senior person for this
7 department is presently very
8 supportive. I don't want to lose
9 that support."

10 Do you remember having any discussions
11 with Mr. Bonwick about information services at Collus
12 Power, what would be welcome, what wouldn't be
13 welcome?

14 MR. EDWIN HOUGHTON: No, I did not.

15 MS. KATE MCGRANN: If we could look at
16 paragraph 378 of the Foundation Document, please?

17

18 (BRIEF PAUSE)

19

20 MS. KATE MCGRANN: And actually, we'll
21 start at paragraph 377, just to -- to give some
22 context. So this is email correspondence taking place
23 on November 18th, a press releases been made about the
24 -- the RFP. Mr. Fagen forwards that to Mr. Bonwick,
25 and he says:

1 "Just got an email from Dennis, who
2 was concerned about the statement in
3 the article. Neither Collus nor
4 municipal officials were at liberty
5 to indicate the names of the
6 companies putting forward proposals,
7 and he's concerned about whether we
8 were premature in sending a
9 broadcast email message to all of
10 our employees about this."

11 Mr. Fagen writes:

12 "I told him that in our discussions
13 about Collus, public disclosure
14 about this matter, Ed Houghton had
15 indicated it would be okay for us to
16 notify our employees once Collus had
17 distributed their news release."

18 Do you remember giving that information
19 to Mr. Fagen?

20 MR. EDWIN HOUGHTON: I'm just going to
21 read it one (1) more time, if that's okay.

22 MS. KATE MCGRANN: Yeah.

23

24 (BRIEF PAUSE)

25

1 MR. EDWIN HOUGHTON: I don't recollect
2 the -- the conversation I had, but I don't disagree
3 with what he's saying. We actually had -- had
4 discussions with our employees as well, and -- and I
5 know that at one point, and I'm not sure of timing, I
6 reached out to both Horizon and Veridian to ask if we
7 could say that they were one (1) of the bidders,
8 irrespective -- I heard testimony from Mr. Freeman
9 that they said we didn't, but I did. I talked -- I
10 spoke directly to Mr. Cananzi.

11 MS. KATE MCGRANN: Do you remember
12 when you had those communications?

13 MR. EDWIN HOUGHTON: That's why I said
14 I don't recollect exactly the time, but there is
15 information in the documents that shows where I was
16 trying to contact them, and then I got -- I got an
17 email back from I -- I believe Mr. Angemeer that said,
18 you know, Do what you need to do, or, you know,
19 whatever.

20 MS. KATE MCGRANN: Is it possible that
21 -- that the communications you're thinking about are
22 in respect to them asking you if you were going to
23 announce that a preferred proponent had been selected?

24 MR. EDWIN HOUGHTON: Yeah, that could
25 -- that could be the fact too, yeah.

1 (BRIEF PAUSE)

2

3 MS. KATE MCGRANN: Jumping ahead of
4 time to the -- the Strategic Task Team's work in
5 reviewing the bids themselves, and in particular, the
6 financial portions of the bids, understand that there
7 was KPMG analysis available to them about the actual
8 financial portions of the bids that were being made.
9 Under that 3.1 criteria, there were a num -- number of
10 other items as well, including governance issues and
11 things like that.

12 What can you tell us about what
13 consideration was given to those other aspects of
14 section 3.1 in assigning the scores for the financial
15 portion of the bids?

16 MR. EDWIN HOUGHTON: We -- we had a
17 conversation about it, but the conversation didn't
18 really take very long, because once we -- once we did
19 the nonfinancial, and we saw that PowerStream was a
20 clear winner, and then once we saw that Hydro One at
21 the -- had -- had the largest offering, PowerStream
22 was second, we had -- we had a discussion at -- at the
23 very first meeting when we opened up the envelopes,
24 after the reviews of the -- of the nonfinancial.

25 And then we met again, and we had the

1 discussion with -- after the second iteration of the
2 analysis by John Rockx, we had another con --
3 conversation. But it -- at that point in time, we
4 didn't have a lot of conversation, because it was
5 pretty clear that PowerStream was the -- was the --
6 the chosen proponent, or potentially the chosen one.

7 MS. KATE MCGRANN: And that was as a
8 result of the fact that they were the clear winner on
9 the nonfinancial component?

10 MR. EDWIN HOUGHTON: That's correct.

11 MS. KATE MCGRANN: So not much
12 consideration was given to the -- the criteria under
13 the financial side of things?

14 MR. EDWIN HOUGHTON: No, and I didn't
15 say not much consideration.

16 MS. KATE MCGRANN: Sorry, not much
17 discussion was had about the other --

18 MR. EDWIN HOUGHTON: It was very --
19 yeah, there was less discussion because I think it was
20 recognized that the important things were obviously
21 cash, and a lot of those in the financial portion are
22 those items that will be negotiated further in the --
23 the agreements.

24 MS. KATE MCGRANN: So -- okay. Other
25 than cash, the -- the responses under there were --

1 you didn't see them as final. You saw them as things
2 that could be worked with going forward?

3 MR. EDWIN HOUGHTON: They -- they
4 would be further negotiated, a lot of those, yes.

5 MS. KATE MCGRANN: Could we look at
6 paragraph 413 of the Foundation Document, please.

7

8 (BRIEF PAUSE)

9

10 MS. KATE MCGRANN: Scroll down. And
11 you see that this paragraph describes November 28th,
12 2011 email from John Glicksman to other members of the
13 PowerStream team. And he says:

14 "Based on my discussions of policy,
15 I think I understand that the others
16 were more detailed with respect to
17 the type and cost of operational
18 services that they would offer to
19 Collus Hydro. I expect we will get
20 more details regarding this when Ed
21 calls to formally invite us in."

22 Had you had any discussions with any
23 members of the PowerStream team, including but not
24 limi -- limited to Mr. Bonwick, about the fact that
25 you would be calling to formally invite them in?

1 MR. EDWIN HOUGHTON: Yes. Immediately
2 after the -- excuse me. After having the -- the last
3 meeting that we had of the Strategic Task Team on the
4 28th, it was suggested that I contact PowerStream for
5 a -- a follow-up meeting so that we could negotiate
6 some of the finer points, like shotgun clause, like
7 the MAAD application, like the cash, and those things.
8 So I contacted Mr. Bonwick, who was their agent at
9 this time, to see if he could set up the meeting.

10 MS. KATE MCGRANN: When you said it
11 was suggested that you make the call, who made that
12 suggestion?

13 MR. EDWIN HOUGHTON: The -- the
14 Strategic Task Team asked for me to contact
15 PowerStream.

16 MS. KATE MCGRANN: Did you also give
17 Mr. Bonwick the information that other bidders were
18 more detailed with respect to the type and cost of
19 operational services they would offer to Collus Hydro?

20 MR. EDWIN HOUGHTON: I -- I do not
21 believe that I used any of those words. I think what
22 we -- I said was that we needed to get a better
23 understanding of some of the operational costs. We
24 needed to have -- and this is his email of not
25 understanding what we were doing, or what we were

1 going to be doing, and the -- the agendas is -- is in
2 the -- the evidence is quite fulsome, and we went
3 through all of that.

4 MS. KATE MCGRANN: So to your
5 recollection, you didn't -- you didn't compare the
6 PowerStream bid to the -- the other bidders' bids in
7 your conversation with Mr. Bonwick?

8 MR. EDWIN HOUGHTON: Absolutely not.
9 What I was saying is what we needed to do was get
10 further clarification on certain items from
11 PowerStream.

12 MS. KATE MCGRANN: After the November
13 28th Strategic Task Team meeting, what did -- what
14 other work did the Strategic Task Team do with respect
15 to the RFP or the -- the resulting share sale
16 Transactions?

17 MR. EDWIN HOUGHTON: Once we had the
18 third analysis of the -- of the KPMG -- sorry, I'm
19 starting to lose my voice. Once John Rockx provided
20 us with their -- his third iteration of the analysis,
21 there is a Strategic Task Team joint meeting with
22 Collus, and it was all discussed. It was all
23 presented. Everybody was there, save and except for,
24 I believe, CAO Wingrove couldn't make it.

25 And -- and then at that meeting, it was

1 recommended to forward a recommendation from Collus to
2 the Town of Collingwood.

3 MS. KATE MCGRANN: Was the Strategic
4 Task Team effectively disbanded after that December
5 2nd meeting? Was there anything else for them to do?

6 MR. EDWIN HOUGHTON: Virtually, I --
7 their -- the job was done, I think, at that point in
8 time.

9 MS. KATE MCGRANN: They didn't have
10 any involvement in meeting with PowerStream going
11 forward, or negotiations, or providing directions with
12 respect to the negotiations?

13 MR. EDWIN HOUGHTON: No. I think that
14 they were comfortable leav -- leaving that with the
15 expertise of Mr. Muncaster and myself.

16 MS. KATE MCGRANN: And Aird & Berlis
17 and KPMG, right?

18 MR. EDWIN HOUGHTON: KPMG was at the
19 meeting. Aird & Berlis put together the agreements,
20 yes.

21 MS. KATE MCGRANN: With respect to the
22 December 1st meeting that you attend with PowerStream,
23 did you have any discussions with Mr. Bonwick about
24 that meeting before you attended?

25 MR. EDWIN HOUGHTON: Not that I

1 recall, no.

2 MS. KATE MCGRANN: Do you recall
3 whether there was any discussion about inviting one
4 (1) of the lawyers from Aird & Berlis to attend and
5 assist in those negotiations?

6 MR. EDWIN HOUGHTON: I don't think
7 that there was any need for a lawyer to be there for
8 those negotiations.

9 MS. KATE MCGRANN: Well, for example,
10 on the agenda is shotgun clause. You've given
11 evidence that you didn't understand what a shotgun
12 clause was, so maybe that would have been of
13 assistance to you, just for example.

14 MR. EDWIN HOUGHTON: Potentially one
15 (1) item on that -- what I was saying is everybody was
16 talking about there needed to be a shotgun clause. I
17 -- I was less comfortable with a shotgun clause, even
18 though Mr. Muncaster was very comfortable with it, and
19 I wanted to have a discussion about it, yes.

20 MS. KATE MCGRANN: Okay. And Mr.
21 Muncaster was not at that December 1st meeting?

22 MR. EDWIN HOUGHTON: Mr. what?

23 MS. KATE MCGRANN: Sorry. Sorry, I'm
24 looking at -- looking at one (1) name and saying
25 another. So Mr. Muncaster was going to speak to the

1 shotgun clause at that meeting? Have I got that
2 right?

3 MR. EDWIN HOUGHTON: Mr. Muncaster, he
4 -- he was quite aware of shotgun clauses. Me not
5 knowing contracts, it seemed a little aggressive in
6 the -- the name in itself.

7 MS. KATE MCGRANN: Did you ask your --
8 did you ask the lawyers at Aird & Berlis for -- for
9 any assistance in understanding the shotgun clause or
10 why one might be considered?

11 MR. EDWIN HOUGHTON: In the
12 conversation that we -- we had -- originally at one
13 point in time, there was no -- there was not going to
14 be a shotgun clause in -- in the RFP, and then there
15 was a recommendation of putting the shotgun clause in,
16 so it was -- the shotgun clause was in that. I wanted
17 to kind of have a bet -- better understanding of what
18 they believed or what they knew about a shotgun
19 clause.

20 What they told me was that they have
21 the same opinion as Mr. McFadden, which was liquidity
22 which, even in that term, I'm not exactly certain what
23 that term means either, but I took even that
24 information back to Council and said here's one of the
25 conversations we had about the shotgun clause.

1 So, to answer your question from way
2 back when, we didn't think it was necessary to have
3 Aird & Berlis at that point in time, because save and
4 except for that meeting, that one item, and the fact
5 that we felt that we -- we were negotiating, we had
6 John Rockx there, we felt that we were comfortable
7 doing it.

8 MS. KATE MCGRANN: And help me
9 understand who the "we" is that made this decision.

10 MR. EDWIN HOUGHTON: I think that when
11 the strategic task suggested that Mr. Muncaster,
12 myself, and Mr. Rockx go and have a discussion with
13 PowerStream, that's the "we."

14 MS. KATE MCGRANN: Was there any
15 discussion about whether or not you should take legal
16 representation along with you?

17 MR. EDWIN HOUGHTON: Of the nine (9)
18 people, not one (1) person said we should take legal
19 representation.

20 MS. KATE MCGRANN: At the December 1st
21 meeting, was there any discussion about possible
22 growth opportunities for the strategic partnership?

23 MR. EDWIN HOUGHTON: Well, I -- I
24 mean, I've always thought that this -- this could have
25 turned in something like a hub. And if we could look

1 at the agenda, if it's on the agenda, we talked about
2 it, but I don't recollect.

3 MS. KATE MCGRANN: So you don't
4 remember specifically the discussions from that
5 meeting?

6 MR. EDWIN HOUGHTON: Oh, I remember
7 the meeting and I remember lots of things about the
8 meetings. I don't remember specifically that we
9 talked about that part of it at that meeting. I mean,
10 we've had so many conversations, it's -- it's very
11 troubling to try to figure out all of them, and I'm
12 doing my absolute best.

13 MS. KATE MCGRANN: At some point in
14 time, did you understand that in order to participate
15 in growth opportunities with PowerStream, the Town was
16 either going to have to contribute funds towards the -
17 - the purchase of the interest in -- in the new
18 company that would be coming in or accept a decrease
19 in it for its proportionate ownership of the company?

20 MR. EDWIN HOUGHTON: Yes.

21 MS. KATE MCGRANN: When did you
22 understand that?

23 MR. EDWIN HOUGHTON: The moment that
24 we started talking about this, the moment you start
25 thinking about potential growth in the future, there

1 is that potential, but again, you're leaping forward
2 where Council is -- is making an uninformed decision
3 and we didn't get that far. We never -- we never did
4 that.

5 Council could have been very
6 comfortable about saying we can do this and we -- we
7 might be able to free up some money, or they would say
8 we can't, or the potential Wasaga Beach could merge or
9 somebody else -- I don't mean to just pick on Wasaga
10 Beach -- or there might have been an opportunity where
11 PowerStream purchased and they became part of us to
12 just -- to try to get further efficiencies, remove --
13 you know, less back office, less whatever.

14 MS. KATE MCGRANN: Okay. And I asked
15 you this question with respect to earlier meetings.
16 Now I'll ask you just generally at any point during
17 the time from the June 27th meeting to the closing of
18 the Transaction on July 31st, 2012, did you or anybody
19 else explain to Town Council that in order to
20 participate in the growth we envision with
21 PowerStream, the Town is either going to have to pay
22 to be part of the acquisition or accept a reduced
23 proportionate ownership in the Company?

24 MR. EDWIN HOUGHTON: Yes. And in fact
25 one (1) of the -- one (1) of the side letters that CAO

1 Kim Wingrove wanted, which, quite frankly, was
2 appropriate for her to want, was that we had first
3 right of refusal with PowerStream in their further
4 acquisitions.

5 So, there were discussions and there
6 were acknowledgements that if they did that, the money
7 either had to come from Collus or Collingwood, or
8 either that, it would have to mean that they're 50
9 percent.

10 You're talking about the 50 percent is
11 going to be potentially a greater opportunity for them
12 because of -- is exactly as what Mr. Bentz explained
13 the other day, and what -- what even Barrie has seen,
14 because they only have, like, a 20 percent or
15 something or whatever less it is now, a part of
16 Alectra.

17 MS. KATE MCGRANN: When did you
18 explain to the Town or when was it explained to the
19 Town that to participate in growth they would have to
20 either pay or accept a reduced ownership percentage?

21 MR. EDWIN HOUGHTON: What we talked
22 about is that there could potentially be the
23 possibility for growth in the future. In that -- in
24 that discussion of having growth in the future, we
25 would have to determine where the money would come

1 from or the percentage of it.

2 That conversation took place probably
3 at the -- at the January 16th meeting, at the one
4 previous to that. I can't remember -- the December
5 whatever it was, and -- and I think they were full
6 aware and as well, the CAO was aware, because she was
7 the one who -- two -- the two (2) documents she wanted
8 was the first right of refusal and the shared pur --
9 or the shared services agreements to continue on.

10 MS. KATE MCGRANN: Okay. So the --
11 the meeting before the January 16th meeting was the
12 December 5th meeting of Council where you gave an in
13 camera update?

14 MR. EDWIN HOUGHTON: Yes.

15 MS. KATE MCGRANN: If you don't
16 remember, I understand, but what -- do you remember
17 explaining to Council this concept of growth will
18 require either an investment from the Town or the
19 acceptance of the decreased percentage ownership?

20 MR. EDWIN HOUGHTON: Well, again, I
21 think that Collingwood Council has some significant
22 intelligence around the -- the table as well, and I
23 think that they recognize that if we're going to be
24 doing growth, that was either going to happen through
25 mergers, which would mean then that potentially our 50

1 percent would shrink but opportunities would grow.

2 And I think as well as that, that if we
3 are going to purchase, that because of -- of where --
4 where the -- the sale was taking place, which was at
5 the -- the holding company level, which was the Town
6 of Collingwood part, that -- that they -- because they
7 were taking all of the dividend, that they potentially
8 could -- would be the ones having to do it.

9 As Mr. Bentz mentioned the other day,
10 you could still over-leverage, which I'm not sure that
11 would -- that would be a good thing, but you could
12 still over-leverage and then -- and be a participant
13 to try to keep that.

14 These are all things that are
15 hypothetical and in the future and that each one of
16 them would be looked at individually, they'd be
17 analysed, and taken to Council for the deliberations
18 and decisions at that time.

19 MS. KATE MCGRANN: Do you recall
20 explaining any of that to Council at the December 5th
21 --

22 MR. EDWIN HOUGHTON: I --

23 MS. KATE MCGRANN: -- meeting?

24 MR. EDWIN HOUGHTON: I'm not sure if
25 it was December 5th but I recollect having

1 conversations with them on these kinds of things, yes.

2 MS. KATE MCGRANN: Do you remember if
3 you had the conversations with them before they voted
4 on January 23rd to proceed with the Transaction?

5 MR. EDWIN HOUGHTON: Council voted on
6 -- on January 23rd, fully -- fully aware of the
7 opportunities for potential growth in the future.

8 MS. KATE MCGRANN: Were they aware of
9 what it would take to participate in the growth? Had
10 you explained those concepts to them?

11 MR. EDWIN HOUGHTON: I -- I -- I think
12 I just said I did explain that to them.

13

14 (BRIEF PAUSE)

15

16 MS. KATE MCGRANN: Could we look at
17 paragraph 473, please, of the Foundation Document, I
18 should say?

19

20 (BRIEF PAUSE)

21

22 MS. KATE MCGRANN: This paragraph
23 describes that on the evening of January 13th, 2012,
24 Paul Bonwick sends John Glicksman an update that
25 referred to CAO Kim Wingrove, and the update was as

1 follows:

2 "The CAO attempted to cause some
3 problems in the middle of the week,
4 requesting that the Town lawyer add
5 some last minute items that were
6 contrary to the ongoing discussion
7 and agreement. The CAO has since
8 been engaged at the political level
9 and has a very clear understanding
10 of the level of support expected at
11 this late date. No more problems
12 expected."

13 Do you know what this is in reference
14 to?

15 MR. EDWIN HOUGHTON: I -- I read this,
16 I heard what Ms. Almas mentioned in her testimony and
17 I don't -- I do not recall that Ms. Wingrove was
18 upset.

19 I -- I remember that she brought up two
20 issues, which I believe are the ones that even Leo
21 Longo was bringing up to Ms. Kennedy. Ms. Kennedy.

22 And quite frankly, I agreed 100 percent
23 with her and those things needed to be done.

24 MS. KATE MCGRANN: Have you read or
25 did you -- are you aware of the testimony that Ms.

1 Wingrove has given in this proceeding so far?

2 MR. EDWIN HOUGHTON: I saw all of it,
3 yes.

4 MS. KATE MCGRANN: Ms. Wingrove gave
5 evidence -- my paraphrase -- was that she was -- she
6 found it difficult to forge a productive relationship
7 with you and she found it difficult to schedule
8 meetings with you.

9 Are you aware of the evidence that I'm
10 talking about?

11 MR. EDWIN HOUGHTON: I heard that,
12 yes.

13 MS. KATE MCGRANN: What's your
14 response to her evidence?

15 MR. EDWIN HOUGHTON: Totally
16 incorrect.

17 MS. KATE MCGRANN: Okay. With respect
18 to her finding it difficult to schedule meetings with
19 you, I understand that your evidence is that you were
20 in this building on most days and you met with the
21 Mayor multiple times a week.

22 What was your meeting schedule like
23 with Ms. Wingrove?

24 MR. EDWIN HOUGHTON: I met with her
25 every Tuesday with department heads. If Ms. Wingrove

1 asked me to meet with her, I met with her. I think as
 2 my EA said, that she has no recollection of me
 3 cancelling, I have no recollection of me cancelling.
 4 If I did, it was as a result of something that came up
 5 or something like that, which is understandable.

6 I think Mr. -- Mr. MacDonald in his
 7 evidence mentioned that we -- we met on a continual
 8 basis. Quite frankly, I was taken aback by it because
 9 I personally didn't have an issue with Ms. Wingrove.
 10 And when I even agreed to be the CAO I said I do not
 11 want to be the reason she's lea -- or be blamed for
 12 her leaving, because -- I don't want to know why she's
 13 leaving.

14 I think -- I think everybody has said
 15 that I'm pretty easy to get along that way and I'm a -
 16 - I'm a team builder.

17 MS. KATE MCGRANN: Is there anything
 18 else you'd like to say in response to her evidence
 19 before we move on from that point?

20 MR. EDWIN HOUGHTON: I'm -- I was --
 21 just my -- if you're allowing me to say something, I
 22 thought that I was amazed that attending six Strategic
 23 Task Team meetings, attending all of the Council
 24 meeting -- meetings, that she felt that she didn't --
 25 she wasn't -- she was not familiar with what was going

1 on. I'm -- I was amazed. And I recognize it's --
2 it's a long time ago and we don't remember, but I was
3 frankly amazed at that, but that's her memory.

4 MS. KATE MCGRANN: Turning to
5 paragraph 477 of the Foundation Document, please.
6 478, actually.

7 So this describes an email exchange
8 that you have with Mr. Bentz on January 13th, 2012.
9 In part you wrote:

10 "I also need to tell you that Paul
11 Bonwick has assisted me in so many
12 ways by giving me a heads up if an
13 issue is brewing, or helping me
14 communicate our position to Council
15 or the public, or to help strategize
16 our next move. Thanks for allowing
17 me to use him as a resource."

18 How did you use Mr. Bonwick as a
19 resource?

20 MR. EDWIN HOUGHTON: When I read this
21 again, and remembered -- well, not even really
22 remember writing it. I think that Mr. Bonwick was a
23 significant resource when we were trying to do the --
24 the solar vents. And -- and I was reaching out to
25 tell Mr. Bentz that he has an excellent team, he

1 should be proud of them and -- and I just also
2 included Mr. Bonwick in that and said thank you for
3 that.

4 MS. KATE MCGRANN: So this is a
5 reference to Mr. Bonwick's work on the solar vents?

6 MR. EDWIN HOUGHTON: Well, I think
7 it's on the solar vents, but at the same time, you
8 know, there's little other things that were going on.

9 This -- this is in January, he assisted
10 in -- in, you know, getting -- setting up meetings
11 with the PowerStream folks on December 1st, those
12 kinds of things.

13 It -- it didn't mean any more than just
14 me being darned thankful that I was able to work with
15 such a quality bunch of people, and I wanted to
16 acknowledge that.

17 MS. KATE MCGRANN: So this is in
18 reference to his work on the solar attic vents and
19 then other little things he did here and there with
20 respect to the share sale?

21 MR. EDWIN HOUGHTON: That's correct.

22 MS. KATE MCGRANN: Anything else?

23 MR. EDWIN HOUGHTON: I don't remember
24 anything else.

25 MS. KATE MCGRANN: Can we go to

1 paragraph 495 of the Foundation Document, please?

2 So, the only thing I want to ask you
3 about with respect to the drafting of the share sale
4 bylaw is about the timing of the changes and things
5 like that.

6 I believe that your counsel suggested
7 to you that Mr. Clark had, to use his words, the last
8 kick at the can as far as the language of the share
9 sale bylaw as concerned.

10 Do you remember being asked about that?

11 MR. EDWIN HOUGHTON: I -- I remember
12 that reference, yes.

13 MS. KATE MCGRANN: As I follow this
14 through, it looks to me like that's not actually the
15 case.

16 MR. EDWIN HOUGHTON: I -- I would
17 agree.

18 MS. KATE MCGRANN: I think that you
19 were the last person to touch the share sale bylaw and
20 that you made the final changes to it. That's what it
21 looks like to us. And I'm happy to walk through the -
22 - the paragraphs of the Foundation Document with you.

23 MR. EDWIN HOUGHTON: I'm happy to walk
24 through all of it as well with you, and -- and I think
25 what happened was one of the very last things that Mr.

1 Clark and -- and I did was that -- actually, let me
2 back up.

3 One of -- we had a conversation, Mr.
4 Kennedy, Mr. Clark, and myself about ensuring that
5 we've -- we've crossed the T's and dotted the I's and
6 made sure that we were going to be comfortable with
7 the fact that these agreements were still in draft, yo
8 know, pretty -- pretty much better than in draft, but
9 that they were still going to be in draft by the time
10 of the signatures. So we wanted to make sure that we
11 crossed the T's and dotted the I's.

12 Ms. Kennedy took a -- a -- a draft of
13 it and she made -- she made the authorizing bylaw
14 significantly larger.

15 And then -- and then so Ron and I
16 talked about it and we felt that it was too long. He
17 says in the email that I felt it was too long, but I
18 think we both felt it was too long. We talked about
19 it, we included every item that was in Corrine
20 Kennedy's longer email, but in a different way, to
21 shorten it up significantly. And then that was the --
22 the draft that got forwarded on.

23 MS. KATE MCGRANN: Okay, so let's look
24 at paragraph 498. This paragraph describes that on
25 January 19th, 2012 at 12:46 p.m. Ms. Kennedy emails

1 Leo Longo and others about the above draft bylaw and
2 she describes:

3 "After some further discussions with
4 Ed and Ron and in an effort to make
5 sure we've covered all bases, with
6 respect to authorizing the front end
7 and don't have to go back, I'm
8 working on some revisions to the
9 bylaw for your review. I hope to
10 turn it back to you as early as
11 possible this afternoon."

12 So is this email before she sends the
13 very long bylaw, or does this email capture the
14 discussions that you and Ron had about -- about
15 tightening it up?

16 MR. EDWIN HOUGHTON: I believe that
17 this is the one that captures where she was going to
18 take a draft of it. Is that not it?

19 MS. KATE MCGRANN: So the resulting
20 draft is the very long draft that you're describing?

21 MR. EDWIN HOUGHTON: I believe it is,
22 yes.

23 MS. KATE MCGRANN: So if we look at
24 paragraph 499, three (3) hours later she sends a new
25 draft of the bylaw around and there's a description of

1 it.

2 And then at 6:29 you send a final
3 version of the bylaw. So is it the case that you say
4 you spoke with Mr. Clark in-between receipt of Corrine
5 Kennedy's draft and sending the final one out?

6 MR. EDWIN HOUGHTON: There is another
7 email, it's maybe not in the Found -- doesn't show in
8 the Foundation Document, that talks about the fact
9 that Ed and I have talked about the -- Corrine's --
10 Corrine's version being too long and we incorporated
11 all of Corrine's long ones into it.

12 And one of the things that we were
13 trying to do as well, there was also, as was shown,
14 significant discussions between the Mayor, the Deputy
15 Mayor, and Mr. Longo about the -- bringing it back to
16 Council after the fact.

17 Ron also felt, and he said that in his
18 testimony, that he felt that if in fact there was an
19 issue, he would be taking it to the Mayor anyway.
20 That was one of the reasons it was -- they -- it was
21 their -- their position that it did not need to come
22 back like that.

23 MS. KATE MCGRANN: Is it your evidence
24 that you spoke with Mr. Clark and got his views and
25 advice on the contents of the bylaw before you sent

1 the final version out as described in paragraph 500 of
2 the Foundation Document?

3 MR. EDWIN HOUGHTON: Can we find the
4 email from Ron Clark to Corrine Kennedy? I believe it
5 was to Corrine Kennedy.

6 MS. KATE MCGRANN: Do you know what
7 he's talking about?

8 MR. FREDERICK CHENOWETH: I could
9 probably find it, but it will take me a long time to
10 do so.

11 MR. WILLIAM MCDOWELL: Isn't it in
12 your notes?

13 Sorry, Mr. Houghton, is it in your
14 notes that we now have?

15 MR. EDWIN HOUGHTON: Yes, yes it is.

16 MR. FREDERICK CHENOWETH: I could
17 certainly look at those, if anyone wishes me to do
18 that.

19 THE HONOURABLE FRANK MARROCCO: If you
20 see the notes, can you find it quickly?

21 MR. EDWIN HOUGHTON: Absolutely I
22 could.

23 MR. FREDERICK CHENOWETH: All right.
24 Just one second.

25

1 (BRIEF PAUSE)

2

3 MR. EDWIN HOUGHTON: Your Honour, what
4 we were attempting to do is finish the draft
5 authorizing bylaw and get it forward, and then cover
6 all of the -- the items that everybody felt
7 comfortable with, and that's all I was trying to do.

8 THE HONOURABLE FRANK MARROCCO: Yeah,
9 no, I -- I just want to give you a copy of your notes
10 --

11 MR. EDWIN HOUGHTON: Okay. Thank you.

12 THE HONOURABLE FRANK MARROCCO: -- so
13 you can find the email.

14 MR. EDWIN HOUGHTON: Thank you.

15 THE HONOURABLE FRANK MARROCCO: And
16 that's all I wanted --

17 MR. JOHN MATHER: The -- the notes are
18 CJI11186.

19 THE HONOURABLE FRANK MARROCCO: So,
20 they should come on the screen.

21 MR. WILLIAM MCDOWELL: I think -- and
22 the witness can advise, you know, -- after this. I
23 think it's referred to at page 18.

24 MR. EDWIN HOUGHTON: And -- and, Your
25 Honour, if -- if -- since we're doing this, if I just

1 -- these were discussions that my lawyer and I had.
2 He asked -- and we put them together. I typed them up
3 because I couldn't afford to have somebody else doing
4 all this extra work for us, so that's where these all
5 came from.

6 THE HONOURABLE FRANK MARROCCO: I --
7 I'm not asking where they came from. I'm just trying
8 to find the reference you need.

9 MR. EDWIN HOUGHTON: Yeah, there -- it
10 is --

11 MS. KATE MCGRANN: ARB234.

12 MR. EDWIN HOUGHTON: -- ARB234, page
13 25.

14

15 (BRIEF PAUSE)

16

17 CONTINUED BY MS. KATE MCGRANN:

18 MS. KATE MCGRANN: So, this is...

19 THE HONOURABLE FRANK MARROCCO: Let's
20 get it on the screen first.

21

22 (BRIEF PAUSE)

23

24 THE HONOURABLE FRANK MARROCCO: Do you
25 see the email there, Mr. Houghton?

1 MR. EDWIN HOUGHTON: Yes. And it says

2 --

3 THE HONOURABLE FRANK MARROCCO: You

4 don't need to read it to me, but --

5 MR. EDWIN HOUGHTON: Okay.

6 THE HONOURABLE FRANK MARROCCO: I can

7 read it. But -- but is that what you were looking

8 for?

9 MR. EDWIN HOUGHTON: Yes. And -- and,

10 Your Honour, all of these things were -- these things

11 were happening, and they were happening fast and quick

12 and there was information coming back and forth. And

13 I was still a little taken back by the fact that they

14 even sent it to me to begin with to -- to take a stab

15 at the whereases, which is not my area of expertise.

16 And so, I -- I took ownership to it to

17 try to get the thing across the line and finish. And

18 that's -- that's really what I was attempting to do.

19

20 CONTINUED BY MS. KATE MCGRANN:

21 MS. KATE MCGRANN: Where Mr. Clark

22 writes:

23 "Ed took issue with some of our

24 changes, so we tried to shorten it."

25 Do you remember which changes you took

1 issue with?

2 MR. EDWIN HOUGHTON: I didn't take
3 issues with any of the changes. What we did was
4 shortened it. We too -- if you look at each one (1)
5 of those bullets, each one (1) of them are -- are
6 incorporated into the actual bylaw, I believe to my
7 recollection.

8 MS. KATE MCGRANN: Do you remember
9 having any discussion about removing the requirement
10 that the Town solicitor report back to council?

11 MR. EDWIN HOUGHTON: That was the one
12 (1) -- that was the one (1) that, from the very
13 beginning, I was taking direction on, yes.

14 MS. KATE MCGRANN: When you say you
15 were taking direction on, what do you mean?

16 MR. EDWIN HOUGHTON: The deputy mayor
17 and the mayor were very adamant that -- that they
18 didn't want that coming back. They were very adamant
19 that Aird & Berlis were the -- the lawyers. They were
20 looking after all of this. They were putting the gon
21 -- contracts together.

22 They -- they said, Why would we want to
23 pay Mr. Longo, who's, as they said, down the hall from
24 the people who were doing all of this work. And that
25 -- I'm -- I'm just -- that's the conversations that we

1 had.

2 So, I undertook to ensure that that
3 part of it was not part of it as part of my job.

4 MS. KATE MCGRANN: Can we look at
5 paragraph 503 of the Foundation Document, please?
6 That actually looks like 504. A little further down,
7 please. Thank you.

8 Paragraph 504 describes an exchange of
9 emails between yourself and Mr. Rockx about the
10 recapitalization dividend. In this email exchange you
11 ask if the 5.5 million noted in the draft calculation
12 of a recapitalization dividend provided by PowerStream
13 was the new value of the recap.

14 And if you could scroll down to 505.
15 Mr. Rockx provides you with a response:

16 "That he didn't think PowerStream's
17 calculation would be achieved riding
18 too much of an increase over the
19 balance for 2010 4.6 million."

20 You respond, "So, we're not from 5.3 to
21 4.6." Mr. Rockx gives you a detailed explanation.
22 And if you scroll down to -- a little bit farther, you
23 can see he writes at the end:

24 "So, 4.8 million of dividends is
25 real based on 2010 financial

1 statements and an estimated increase
2 of four hundred (400) to five
3 hundred thousand (500,000) for 2011,
4 plus or minus a po -- possible
5 pickup for the stub period."

6 My question for you is, we see that you
7 and Mr. Rockx are involved in -- in this email
8 exchange along with Daniel Miller, John Glicksman,
9 Carolyn Young, Mr. Muncaster, Tim Fryer, Corrine
10 Kennedy, and Ron Clark.

11 Was anyone from the Town included in
12 the conversations with Mr. Rockx about the
13 recapitalization dividend prior to the closing of the
14 transaction?

15 MR. EDWIN HOUGHTON: No, because this
16 was the dividend that Collus was putting together to
17 be able to provide to their shareholder. So, we were
18 doing the work. And then we would provide the
19 dividend.

20 And, as well, I saw in -- in previous
21 evidence, and I know you didn't ask me this question,
22 but I was attempting to get a minimum so that the Town
23 of Collingwood actually would have received about a
24 half a million dollars more.

25 But because PowerStream is now going to

1 be the 50 percent partner, they needed to be involved
2 because they needed to agree that what we were doing
3 in the recapitalization is correct and -- and fair for
4 both companies.

5 So, Collus and PowerStream were working
6 jointly together to be able to determine exactly the
7 recapitalization dividend that then we would be in
8 turn giving to the Town of Collingwood.

9 MS. KATE MCGRANN: Okay. And no one
10 from the Town was -- was anyone from the Town given
11 the opportunity to meet with Mr. Rockx and have him
12 explain how the calculations worked and -- and what
13 the resulting dividends would be?

14 MR. EDWIN HOUGHTON: Again, the
15 dividend comes from Collus. And if -- if they had
16 wanted to challenge the dividend, they certainly could
17 have challenged them.

18 I think, at that point in time, they
19 were happy with what we were trying to do. And we
20 were trying to give them the biggest and the most that
21 we could possibly do, which was the reason why I
22 actually even had this meeting with -- with
23 PowerStream, to try to convince them that we needed to
24 have more.

25 MS. KATE MCGRANN: And you didn't

1 ultimately get the -- the minimum guarantee that you
2 were looking for?

3 MR. EDWIN HOUGHTON: I tried hard.

4 MS. KATE MCGRANN: Turning to the
5 January 23rd public council meeting, starting with the
6 slide deck which is at KPM2403...

7

8 (BRIEF PAUSE)

9

10 MS. KATE MCGRANN: Do you know who
11 drafted or put together this slide deck?

12 MR. EDWIN HOUGHTON: Probably the same
13 as always. I would get sort of the -- the bones of it
14 would be -- would be Ms. Hogg and I would populate
15 with the words. Excuse me.

16 MS. KATE MCGRANN: And just to be
17 clear, so she would set out the formatting and things
18 like that and you would go in and put the actual
19 content in?

20 MR. EDWIN HOUGHTON: Yes.

21 MS. KATE MCGRANN: Do you know if this
22 slide deck was made available to anyone in advance of
23 the meeting for their review?

24 MR. EDWIN HOUGHTON: I believe I sent
25 it to John Rockx.

1 MS. KATE MCGRANN: Do you know if you
2 provided a copy to CAO Wingrove, who was drafting the
3 staff report, I think?

4 MR. EDWIN HOUGHTON: No. But this was
5 in keeping with everything that we'd been doing so
6 far, and -- and even in keeping with the verbiage
7 within the -- her staff report.

8 MS. KATE MCGRANN: But she didn't have
9 access to a draft of this while she was working on the
10 staff report?

11 MR. EDWIN HOUGHTON: Over the thirteen
12 (13) years, I probably drafted three hundred (300) of
13 these that she never had -- had the time either.

14 MS. KATE MCGRANN: I beg your pardon?

15 MR. EDWIN HOUGHTON: I mean, in the
16 thirteen (13) years that I was executive director, I
17 probably did three hundred (30) slide presentations
18 that -- that the CAO wasn't -- the -- the slide deck
19 talks to the staff report, and this one (1) gave all
20 of that information.

21 To answer your question, no, I didn't
22 give it to Ms. Wingrove.

23 MS. KATE MCGRANN: Can we look at
24 slide 7, please?

25

1 (BRIEF PAUSE)

2

3 MS. KATE MCGRANN: Actually, no, never
4 mind. I'm trying to shorten up my questions in
5 realtime here. Let's look at the staff report. It's
6 at ALE1644.

7

8 (BRIEF PAUSE)

9

10 MS. KATE MCGRANN: While that's coming
11 up, when you were asked earlier about who wrote the
12 staff report and you were giving evidence about that,
13 you said this had been an issue for quite some time
14 and that you know you didn't write it.

15 What has been an issue for quite some
16 time about the staff report?

17 MR. EDWIN HOUGHTON: Mr. Brown has
18 blamed me for writing the staff report since he -- he
19 was -- shortly after he was hired.

20 MS. KATE MCGRANN: What do you mean he
21 blamed you for writing the staff report?

22 MR. EDWIN HOUGHTON: He said I wrote
23 the staff report.

24 MS. KATE MCGRANN: And did he see that
25 as an issue?

1 MR. EDWIN HOUGHTON: I couldn't -- I
2 didn't understand the issue because, quite frankly,
3 many times my staff would write staff reports that had
4 my name on them, but I just knew that -- specifically,
5 that this one (1) I didn't write. I thought it was
6 well written, actually, better than me.

7 MS. KATE MCGRANN: So, can we pull
8 that document up? It's at ALE1644. Thanks. Can you
9 look under the heading, "Summary and background," on
10 page 1?

11

12 (BRIEF PAUSE)

13

14 MS. KATE MCGRANN: Where it says in
15 the last paragraph:

16 "Council challenged us all to begin
17 looking for new opportunities and
18 attempt to do more with less."

19 The Collus Board then engaged KPMG to
20 look at the corporation's value. That was the
21 language in this slide deck that we were just looking
22 at actually. The engagement of KPMG was a direct
23 response to the mayor's letter, correct?

24 MR. EDWIN HOUGHTON: Yes.

25 MS. KATE MCGRANN: Council did not

1 issue a challenge to Collus to -- to look for new
2 opportunities and attempt to do more with less.

3 MR. EDWIN HOUGHTON: Her Worship is
4 the head of Council. She speaks for Council.

5 MS. KATE MCGRANN: Okay. So the mayor
6 challenged you, but Council as a whole did not issue
7 that challenge.

8 MR. EDWIN HOUGHTON: Her Worship is
9 the head of Council. She speaks for Council.

10 MS. KATE MCGRANN: Did Council as a
11 group issue that challenge to you? I'm just trying to
12 understand.

13 MR. EDWIN HOUGHTON: Well, the
14 direction came directly from Her Worship. And
15 throughout the several months ahead of this now, we've
16 had many discussions with Council and -- and they
17 seemed to be quite happy. So Ms. Wingrove didn't seem
18 to be -- have an issue that says that Council gave us
19 the direction either.

20 MS. KATE MCGRANN: Was Ms. Wingrove
21 aware of the mayor's letter?

22 MR. EDWIN HOUGHTON: Oh, I'm sure she
23 was. Yes.

24 MS. KATE MCGRANN: How?

25 MR. EDWIN HOUGHTON: I would expect

1 that Her -- I didn't tell her, but I'm sure that
2 Her -- that Her Worship did.

3 MS. KATE MCGRANN: Are you guessing?

4 MR. EDWIN HOUGHTON: I'm guessing,
5 yes.

6 MS. KATE MCGRANN: Did you give
7 Ms. Wingrove a copy of the mayor's letter to assist
8 her in drafting the staff report?

9 MR. EDWIN HOUGHTON: I did not, no.

10 MS. KATE MCGRANN: Did you give
11 Ms. Wingrove a copy of the KPMG letter in advance of
12 her drafting the staff report?

13 MR. EDWIN HOUGHTON: One more time.

14 MS. KATE MCGRANN: Did you give
15 Ms. Wingrove a copy of the KPMG retainer letter with
16 respect to the valuation and options analysis before
17 she drafted the staff report?

18 MR. EDWIN HOUGHTON: Not that I
19 recollect, but I think that the Strategic Task Team, I
20 think, saw all of it. Actually, there might have been
21 a broader dissemination, and I just can't recollect
22 it. I'm not sure we gave it all to them right at the
23 very -- on the very first Strategic Task Team meeting.
24 I can't recollect actually.

25 MS. KATE MCGRANN: Do you remember if

1 she was provided with a copy of the KPMG options slide
2 deck?

3 MR. EDWIN HOUGHTON: She was -- they
4 were all given hard copies of those, yes.

5 MS. KATE MCGRANN: Of the options
6 slide deck from KPMG?

7 MR. EDWIN HOUGHTON: That is correct.

8 MS. KATE MCGRANN: Okay. When did
9 that happen?

10 MR. EDWIN HOUGHTON: At the very first
11 Strategic Task Team meeting.

12 MS. KATE MCGRANN: What was
13 Ms. Wingrove's involvement in the negotiations of
14 the -- the transaction terms and conditions and the
15 documents and things like that?

16 MR. EDWIN HOUGHTON: In -- in the
17 actual agreements?

18 MS. KATE MCGRANN: Yeah.

19 MR. EDWIN HOUGHTON: Is that what
20 you're asking? Yeah? I think at that point in time,
21 her -- her participation was maybe limited at that
22 point in time.

23 MS. KATE MCGRANN: Had it been more
24 involved at an earlier stage? Like was she involved
25 in the negotiations of the deal?

1 MR. EDWIN HOUGHTON: She was
2 significantly involved. I -- I note what she said.
3 But she was -- she attended all of our Strategic Task
4 Team minutes -- meetings and was a participant in
5 them; attended all of the in-camera discussions with
6 Council. Even on the 23rd, she -- she spoke to it.
7 She was a -- she was involved.

8 MS. KATE MCGRANN: Other than her
9 presence on the Strategic Task Team and her attendance
10 at the Council minutes (sic), does she have any
11 involvement in the negotiations?

12 MR. EDWIN HOUGHTON: Which part of the
13 negotiation? I'm sorry.

14 MS. KATE MCGRANN: Any part.

15 MR. EDWIN HOUGHTON: Well, as a
16 Strategic Task Team member, they -- we were the ones
17 who put all of it together. Yes.

18 MS. KATE MCGRANN: Other than her
19 involvement on the Strategic Task Team and her
20 attendance at Council meetings, did she have any
21 involvement in the negotiations of the deal?

22 MR. EDWIN HOUGHTON: She didn't attend
23 the December 1st meeting that we had.

24 MS. KATE MCGRANN: Did she have any
25 other involvement in the negotiations of the deal?

1 MR. EDWIN HOUGHTON: If you asked me
2 what other negotiations, maybe then I could give you
3 an answer. I'm not sure what other negotiations there
4 were.

5 We -- we talked about the -- the
6 criteria. She was part of that. We -- we drafted the
7 RFP. She was copied on the RFP. She had no issues
8 with that. We -- we took all of these things to
9 Council.

10 The only negotiations that took place
11 outside of that was December 1st. But if there was
12 something else, I would be happy to see if she was
13 involved. But -- now, as I said in drafting the
14 actual agreements, she -- she was, I would expect,
15 minimally involved with drafting the agreements, for
16 sure.

17 MS. KATE MCGRANN: Was Ms. Wingrove
18 given the opportunity to discuss the dividend
19 expectations or what the dividend would be with
20 Mr. Rockx if she could have a better understanding so
21 that she could draft the staff report?

22 MR. EDWIN HOUGHTON: I think that what
23 she was given was the information of what the actual
24 dividend was. Again, the dividend is coming from
25 Collus to the Town of Collingwood. The dividend -- us

1 determining the dividend was now between two (2)
2 partners -- Collus and PowerStream -- and we provide
3 that dividend.

4 And any time you provide a -- we
5 provided dividends in the past, we provide them with a
6 dividend, and then -- and that's what we do. So I'm
7 not sure we did it any different than what we've done
8 in the past.

9 MS. KATE MCGRANN: Did you review this
10 report for completeness and correctness before it was
11 finalized?

12 MR. EDWIN HOUGHTON: Her --
13 Ms. Wingrove's?

14 MS. KATE MCGRANN: Yes.

15 MR. EDWIN HOUGHTON: I remember
16 reviewing it. Yes, I did. And the only thing that I
17 saw was a spelling error.

18 MS. KATE MCGRANN: Other than that,
19 you thought everything that she had put in here was
20 correct?

21 MR. EDWIN HOUGHTON: I thought it was
22 fine, yes.

23

24 (BRIEF PAUSE)

25

1 MS. KATE MCGRANN: Can we look at
2 paragraph 536 of the Foundation Document.

3 And as that's being pulled up, what
4 would you like to do with respect to the afternoon
5 break?

6 THE HONOURABLE FRANK MARROCCO: How
7 much longer are you going to be?

8 MS. KATE MCGRANN: Half an hour
9 probably.

10 THE HONOURABLE FRANK MARROCCO: Well,
11 we'll take the break now.

12

13 --- Upon recessing at 2:51 p.m.

14 --- Upon resuming at 3:04 p.m.

15

16 MR. WILLIAM MCDOWELL: So,
17 Commissioner, just before we resume, in terms of the
18 further examinations -- assuming that Mr. Fryer starts
19 today and I might start today -- two (2) things.

20 Mr. Chenoweth has raised that these are
21 very long days for the individual witness. The second
22 thing to be honest, I have a very long examination
23 plan that I think overnight I can shorten
24 substantially.

25 So what I propose is perhaps I can

1 begin today, and then at an appropriate time break
2 maybe a little bit early. And then I undertake you, I
3 won't be nearly as long in the morning as I would have
4 been.

5 THE HONOURABLE FRANK MARROCCO: What?
6 Are you the chief labour negotiator?

7 But in any event, I think it's -- I
8 agree with Mr. Chenoweth. I had the same thought
9 that, you know, I might be prepared to sit here until
10 whenever, but the witness is in a little different
11 situation.

12 And I appreciate Mr. Houghton's
13 willingness to carry on indefinitely. But we all know
14 that that's not a good idea.

15 So I think what might make sense is to
16 see if we can complete Mr. Fryer's questioning of
17 Mr. Houghton today, and then I'll take you at your
18 word that you'll be able to shorten --

19 MR. WILLIAM MCDOWELL: Sure.

20 THE HONOURABLE FRANK MARROCCO: --
21 yours if you have some time to think about it. And
22 then hopefully, we can tidy up the balance of
23 Mr. Houghton's evidence without taking too much
24 time --

25 MR. WILLIAM MCDOWELL: Sure. And

1 again --

2 THE HONOURABLE FRANK MARROCCO: --

3 after you're finished your cross.

4 MR. WILLIAM MCDOWELL: -- and again,

5 I'm more than happy to crack at it for a bit in

6 one (1) or two (2) areas where I know I'm going to

7 examine. But there's a risk of a lot of repetition if

8 I don't do what I've suggested.

9 THE HONOURABLE FRANK MARROCCO: Well,

10 I think it's -- I think it's reasonable. And I do

11 think there's just a limit to how long a person can

12 continue answering questions. Next thing you know,

13 Mr. Houghton will say something, and then realize

14 tomorrow he didn't mean to say that, and the record

15 gets confused then.

16 So Ms. McGrann will finish shortly, and

17 then Mr. Fryer. And if there's -- then you can decide

18 then whether it makes sense to start or just stop at

19 that point.

20 MR. WILLIAM MCDOWELL: Sure.

21 THE HONOURABLE FRANK MARROCCO: And

22 Mr. Houghton come back tomorrow at 9 and get started.

23 MR. WILLIAM MCDOWELL: Thank you,

24 Commissioner.

25 MR. FREDERICK CHENOWETH: Thank you,

1 Mr. Commissioner. Thank you.

2 THE HONOURABLE FRANK MARROCCO: All
3 right.

4

5 CONTINUED BY MS. KATE MCGRANN:

6 MS. KATE MCGRANN: So if we could look
7 at paragraph 536 of the Foundation Document, please --
8 537. Scroll down a little bit.

9 You gave some evidence about this.
10 Information and signature pages for the Share Purchase
11 Agreement, et cetera, are sent along, and you forward
12 those on to Mr. Bonwick asking him to ensure that
13 signing them takes place before the end of Friday.
14 Are you familiar with what I'm referring to?

15 MR. EDWIN HOUGHTON: Yes, I am.

16 MS. KATE MCGRANN: Why did you select
17 Mr. Bonwick as the person who is going to help you get
18 that task done?

19 MR. EDWIN HOUGHTON: I think -- I
20 think I did it as a result -- and I have to say I
21 think because I -- I believe I did it because I -- I
22 was too busy to get it done.

23 There was a timeline. I believe the
24 timeline was somebody from the PowerStream side of
25 things. And so I just asked Mr. Bonwick if he could

1 facilitate making sure that these things get done.

2 MS. KATE MCGRANN: Do you know if
3 you -- why you turned to him as opposed to Mr. Longo
4 or the CAO or Mr. McFadden or the deputy mayor?

5 MR. EDWIN HOUGHTON: Well, certainly I
6 wouldn't ask the deputy mayor. I wouldn't ask -- what
7 was the rest of your list?

8 MS. KATE MCGRANN: I didn't -- you
9 don't have to answer my list in particular.

10 MR. EDWIN HOUGHTON: Oh.

11 MS. KATE MCGRANN: Those are just
12 people who came to mind who'd be working on this with
13 you.

14 MR. EDWIN HOUGHTON: I guess I was
15 thinking about the fact that he was -- again, these
16 documents were all put together jointly by -- by the
17 Town of Collingwood's lawyers and as well
18 PowerStream's lawyers. They worked long and hard on
19 all -- getting these -- all of these things done.

20 And I just felt that Mr. Bonwick was an
21 agent of PowerStream. He knew -- he knew, you know,
22 Her Worship. And at the time, it probably made sense.

23 MS. KATE MCGRANN: If we could look at
24 paragraph 540 of the Foundation Document.

25

1 (BRIEF PAUSE)

2

3 MS. KATE MCGRANN: Or 539. Oh, there
4 we go. No, sorry. Five-forty, that's perfect.

5 So this describes that on March 5th,
6 2012, Ms. Kennedy tells Mr. Longo to expect an email
7 from John Rockx explaining the dividends declared as a
8 result of the upcoming share sale would be lower than
9 expected.

10 After he received the information from
11 Mr. Rockx, Mr. Longo followed up with Ms. Kennedy and
12 asked whether Mr. Rockx was going to prepare any
13 further documentation regarding the dividend.
14 Ms. Kennedy responds:

15 "Leo, Ed Houghton has confirmed that
16 he is briefing the mayor and dealing
17 with this directly, and there's
18 nothing for us to do on our end."

19 I'm thinking in part of your evidence
20 that you weren't a big finance guy. Why did you
21 choose to brief the mayor on the dividend, as opposed
22 to giving her the benefit of Mr. Rockx's explanation
23 or Mr. Longo's explanation?

24 MR. EDWIN HOUGHTON: I agree with you.
25 I'm not a finance guy. And I also know that Mr. Longo

1 is not a finance guy.

2 I had significant discussions about --
3 with Mr. Rockx about where it was landing. So we
4 weren't talking about, you know, the -- sort of
5 getting into the minutia of the financial aspect of
6 it.

7 What we were trying to do is letting
8 Her Worship know that -- that at one point in time, we
9 were talking this, and it was based on the 2010
10 financials. And as a result of these kinds of
11 things -- these activities -- that it would be on
12 2011.

13 And then after that after I brought her
14 up to speed. Based on all of the information that
15 Mr. Rockx had given me, we felt that it was
16 appropriate that that information be disseminated to
17 the others. And I even contacted Mr. Longo to make
18 sure that he was comfortable with what I did, and he
19 told me he was comfortable.

20 And there is a -- the email that I
21 prepared -- again based on information from
22 Mr. Rockx -- that I provided to Her Worship and
23 said -- suggested that there's these six (6) or
24 seven (7) people -- including Mr. Clark and
25 Ms. Kennedy and Mr. Longo, Ms. Wingrove, et cetera --

1 that should be -- the information should be copied to
2 that I was diligent in my duties and -- and explained
3 it as per instructions that were given to me.

4 MS. KATE MCGRANN: Was it your
5 decision or Mayor Cooper's decision to have you brief
6 her on the dividend?

7 MR. EDWIN HOUGHTON: Again, you --

8 MS. KATE MCGRANN: Was it your
9 decision or Mayor Cooper's decision to have you brief
10 her on the dividend?

11 MR. EDWIN HOUGHTON: No. I think it
12 was -- I think it was my decision to brief her on it.
13 There was nothing magical about it. It was the -- the
14 dividend was the dividend.

15 MS. KATE MCGRANN: With respect to
16 paragraph 622 of the Foundation Document.

17

18 (BRIEF PAUSE)

19

20 MS. KATE MCGRANN: This paragraph
21 speaks to a supplementary agreement with respect to
22 the Shared Service Agreement that was entered into on
23 July 31st, 2012. Are you aware of the agreement that
24 I'm talking about?

25 MR. EDWIN HOUGHTON: Yes, I am.

1 MS. KATE MCGRANN: Was it your
2 understanding that that agreement maintained the
3 status quo as far as it went with the shared
4 services -- kept everything the same?

5 MR. EDWIN HOUGHTON: I believe that
6 the -- the first agreement that we signed in March --
7 March 1st or 2nd -- kept its status quo recognizing
8 that we still didn't have any of the Howard Gorman
9 information at this point in time, that we put this
10 together.

11 And I believe that there was -- if
12 there was a part of the term -- 3 and a half percent
13 or whatever it was -- that would be an increase if we
14 didn't agree on -- on. This was putting the onus on
15 us to get this completed. Yes.

16 MS. KATE MCGRANN: Sorry. Is your
17 evidence that the July 31st agreement that we're
18 looking at a description of here put the onus on -- on
19 you?

20 MR. EDWIN HOUGHTON: Well, no. We
21 wanted to have the Shared Services Agreement completed
22 by the March date. We didn't get that. So we signed
23 a March side agreement, side letter. We still didn't
24 have it done by the July 31st where the monies changed
25 hands. So we -- we needed to have this letter.

1 And because we -- we hadn't been able
2 to get things done at that point in time, this was the
3 letter that we signed, and we felt comfortable signing
4 it.

5 THE HONOURABLE FRANK MARROCCO: But I
6 think the question was whether the supplementary
7 agreement, in your view, maintained the status quo.
8 That was, I think, the question.

9 MR. EDWIN HOUGHTON: It -- not exactly
10 status quo. But certainly, you could get -- it was
11 maintaining shared services.

12

13 CONTINUED BY MS. KATE MCGRANN:

14 MS. KATE MCGRANN: What changes did
15 you understand this letter would bring to the shared
16 service arrangement?

17 MR. EDWIN HOUGHTON: I haven't -- I
18 haven't reviewed the document for quite some time, so
19 for me to tell you specifically... But I know that --
20 that Ms. Shuttleworth had looked at it, and she was
21 comfortable with it as well at that time.

22 MS. KATE MCGRANN: Did anybody else
23 examine this agreement before you signed it?

24 MR. EDWIN HOUGHTON: At this time, it
25 was actually -- there was quite a blur at this point

1 in time in -- in activity. I know that there were
2 others that had good conversations.

3 I was certain that Ron Clark had had an
4 opportunity to review it. I'm not sure that's what he
5 said the other day. But I -- I was pretty sure that
6 Mr. Clark had -- had an opportunity to review it as
7 well.

8 MS. KATE MCGRANN: Other than
9 Mr. Clark, who else had an opportunity to review this
10 before it was signed?

11 MR. EDWIN HOUGHTON: I don't
12 recollect.

13 MS. KATE MCGRANN: Do you know if
14 anybody looked at it on behalf of the Town?

15 MR. EDWIN HOUGHTON: I'm not sure if
16 Her Worship had anybody look at it.

17

18 (BRIEF PAUSE)

19

20 MS. KATE MCGRANN: To your knowledge,
21 did anyone look at it on behalf of the Town?

22 MR. EDWIN HOUGHTON: To my knowledge --

23 MS. KATE MCGRANN: Yeah.

24 MR. EDWIN HOUGHTON: -- I -- I didn't
25 not speak to anybody on be -- at the Town.

1

2

(BRIEF PAUSE)

3

4

MS. KATE MCGRANN: I just don't think
5 I've got -- quite got an answer to my question yet,
6 and I apologize. To your knowledge, did anyone review
7 the July 31st letter pertaining to the shared service
8 agreement on behalf of the Town?

9

MR. EDWIN HOUGHTON: To my knowledge,
10 I do not know if Her Worship told anybody else from
11 the Town; I didn't.

12

13

(BRIEF PAUSE)

14

15

MS. KATE MCGRANN: Can we look at
16 paragraph 671 of the Foundation Document, please?

17

18

(BRIEF PAUSE)

19

20

MS. KATE MCGRANN: So, this paragraph
21 discusses payments that Collus PowerStream (Power)
22 and/or Collus PowerStream Solutions made to Compenso
23 Consulting. And if we scroll down to the next
24 paragraph, there's a auditor's note from specified
25 vendor testing that speaks to a contract between

1 Compenso and Collus for Paul to provide consulting
2 support for ongoing strategic partnership planning.

3 Are you aware of the contract that's
4 referred to in this -- in this auditor's note?

5 MR. EDWIN HOUGHTON: The -- can I tell
6 you how it came about?

7 MS. KATE MCGRANN: First of all, was
8 there a contract?

9 MR. EDWIN HOUGHTON: Collus
10 PowerStream didn't have a contract. PowerStream still
11 had the contract.

12 MS. KATE MCGRANN: Okay. So, if
13 PowerStream has the -- still has the contract, why is
14 Collus PowerStream making payments pursuant to the
15 contract?

16 MR. EDWIN HOUGHTON: The intent of
17 what we were trying to do was look at opportunities
18 for further growth in the future. Mr. Bonwick had
19 been hired by PowerStream to do that.

20 There -- there had been iterations
21 three (3), four (4), five (5), six (6) months previous
22 that -- that they were looking at the fact that Collus
23 could be the -- would be the -- or the entity of
24 Collus PowerStream potentially could be the benefactor
25 of that and that we should consider having that

1 expense brought into Collus.

2 That didn't occur for quite some time.

3 I think, as Mr. Glicksman said, too, there was

4 significant push-back from my perspective. And -- and

5 then, at one point in time, Mr. Bentz, who was the co-

6 chair at the time, felt that, since they'd already

7 paid for -- from July 31st to the end of the year,

8 that what we would do is we would -- we would continue

9 on for three (3) months. And then it would be

10 reviewed at the end of three (3) months.

11 So, we got the first month in. And

12 there was an issue. Mr. -- Mr. Bentz spoke to me

13 about it. We pulled back that second invoice. And it

14 was finished at that point in time.

15 MS. KATE MCGRANN: Tell me about your

16 push-back with respect to the drafts that you

17 mentioned.

18 MR. EDWIN HOUGHTON: Well, it -- it's

19 not something that -- again, we didn't have the

20 contract with them. I didn't even know really if --

21 if I even knew what the number was.

22 As Mr. Glicksman said, there was a

23 push-back from me. I kept -- you know, I kept sort of

24 avoiding the -- the ultimate question of are we going

25 to do this or whatever we're going to do.

1 MS. KATE MCGRANN: Why did you avoid
2 the ultimate question?

3 MR. EDWIN HOUGHTON: PowerStream was
4 paying for it.

5 MS. KATE MCGRANN: And you didn't want
6 to take that expense on for Collus PowerStream?

7 MR. EDWIN HOUGHTON: I'm constantly
8 trying to reduce expenses for PowerStream.

9 MS. KATE MCGRANN: And why did you
10 ultimately agree to take it on?

11 MR. EDWIN HOUGHTON: Well, Mr. Bentz
12 is one (1) of my chairman and felt that it was fair
13 that they had already paid the -- the first six (6)
14 months that -- that we take on.

15 And, originally, the conversation was
16 six (6) months. And we felt that we should do it for
17 three (3) months because at three (3) months it would
18 be a significant impact on our budget, and we didn't
19 have it budgeted.

20 MS. KATE MCGRANN: Did you -- did you
21 take steps to learn what the monthly payment would be
22 before you brought the obligation to pay over the
23 Collus PowerStream?

24 MR. EDWIN HOUGHTON: I was told what
25 it was before we -- before we paid the first month,

1 yes.

2 MS. KATE MCGRANN: Mr. Bentz's
3 evidence was that this contract was moved at your
4 suggestion. What's your response to that?

5 MR. EDWIN HOUGHTON: I heard that.
6 And I think that the only thing I would say is that it
7 really wasn't at my suggestion. I would have -- I
8 would have been happy to have somebody else pay for
9 it.

10 MS. KATE MCGRANN: So, you don't
11 recall making a suggestion of that kind to Mr. Bentz
12 at all?

13 MR. EDWIN HOUGHTON: No. I remember
14 the conversation we had with it. And I agreed with
15 him at that point in time that they pay the first six
16 (6) months and that we should -- we should look at
17 paying something.

18 We talked about the next six (6)
19 months, but I said that's going to be significant.
20 And I think -- I think that's why we agreed in three
21 (3) months and that we would review it at three (3)
22 months, and then determine what we were going to be
23 doing, but we didn't have -- this was not a budgeted
24 item for us.

25 MS. KATE MCGRANN: Was anybody else

1 involved in that discussion?

2 MR. EDWIN HOUGHTON: Well, I know
3 that, again, Dan Horchik is on our Board. And I know
4 that those conversations had taken place at the
5 PowerStream side. And -- and Dan Horchik would have
6 been aware of it at -- I would assume, at that point
7 in time, as well.

8 MS. KATE MCGRANN: Do you know that he
9 was --

10 MR. EDWIN HOUGHTON: I know --

11 MS. KATE MCGRANN: -- aware of it or
12 are you assuming that he was aware of it?

13 MR. EDWIN HOUGHTON: No, I'm pretty
14 sure he was aware of it. And I think even Mr.
15 Glicksman said the same thing.

16 MS. KATE MCGRANN: And what's the
17 basis for believing that he was aware of it, not Mr.
18 Glicksman, Mr. Horchik?

19 MR. EDWIN HOUGHTON: I'm sorry, what -
20 - you turned your head there.

21 MS. KATE MCGRANN: What is the basis
22 for believing that Mr. Horchik was aware that you were
23 bringing the PowerStream and Compensio contract over?

24 MR. EDWIN HOUGHTON: I believe that,
25 actually, in the conversation, maybe Mr. Horchik was

1 either a party to it or we had a conversa -- side
2 conversation afterwards or something. And we talked
3 about the fact that, again, it could only be for three
4 (3) months until we determine what we're going to be
5 doing and that it was not a budgeted item.

6 MS. KATE MCGRANN: You specifically
7 recall those conversations?

8 MR. EDWIN HOUGHTON: I remember having
9 a side conversation with Mr. Horchik.

10 MS. KATE MCGRANN: Could we look at
11 paragraph 674 of the Foundation Document, please?

12

13 (BRIEF PAUSE)

14

15 MS. KATE MCGRANN: Keep scrolling
16 down.

17

18 (BRIEF PAUSE)

19

20 MS. KATE MCGRANN: In this paragraph,
21 it's looking at a March 12th, 2013, email
22 correspondence that you sent to Ms. Shuttleworth
23 asking:

24 "We are only going to look at the
25 two (2) in 2012. Is that correct?"

1 And Ms. Shuttleworth responded:

2 "No. They have to do subsequent
3 events. For sure they will look at
4 the 2013 ones."

5 Mr. Houghton then stated, "The one (1)
6 should be removed." Ms. Shuttleworth replied:

7 "It is reversed. I got Dion to do
8 it after I spoke to you, but it
9 still shows up in the vendor history
10 for Compenso."

11 After receiving this response, Mr.
12 Houghton stated, "Let's chat." From that summary, do
13 you remember having that email exchange with Ms.
14 Shuttleworth?

15 MR. EDWIN HOUGHTON: I re -- I
16 remember having a conversation with Ms. Shuttleworth,
17 yes.

18 MS. KATE MCGRANN: And do you remember
19 what you spoke about?

20 MR. EDWIN HOUGHTON: Yeah. There was
21 -- we were -- they were looking at -- we were looking
22 at all of our payments at that point in time, looking
23 for anything that had anything to do with Cooper,
24 Compenso, Lloyd, Bonwick, all of those kinds of
25 things, so we had quite a long -- or we had a

1 discussion about it, so.

2 MS. KATE MCGRANN: Do you remember
3 anything more specific about that discussion with
4 respect to Compenso?

5 MR. EDWIN HOUGHTON: No, except that I
6 did give her the information that -- that Mr. Bentz
7 and I had spoken and that, if it is at all possible,
8 we'd pull the one (1) back.

9 MS. KATE MCGRANN: Why did you want to
10 pull it back?

11 MR. EDWIN HOUGHTON: That was the
12 instructions that we -- I got.

13

14 (BRIEF PAUSE)

15

16 MS. KATE MCGRANN: Can we look at
17 paragraph 599, please?

18

19 (BRIEF PAUSE)

20

21 MS. KATE MCGRANN: Could we look at
22 ALE2616, please?

23

24 (BRIEF PAUSE)

25

1 MS. KATE MCGRANN: This is a memo from
2 Mr. Bonwick to Mr. Bentz and yourself. If you could
3 scroll down. Mr. Bonwick writes:

4 "Brian/Ed, I spoke at length with
5 Ian Adams, editor for the
6 Enterprise-Bulletin, this morning.
7 The resulting questions I am
8 identifying are in keeping with the
9 tone he set during the call.
10 I've since spoken with Eric Fagen.
11 And Eric is prepared to provide a
12 briefing to Brian preparing him for
13 the interview. I should state from
14 the outset that the interview is
15 friendly and supportive in nature;
16 however, it's best to be prepared
17 for a question out of left field.
18 Here are some examples of expected
19 questions."

20 Do you remember receiving this briefing
21 memo from Mr. Bonwick?

22 MR. EDWIN HOUGHTON: Can you tell me
23 in what context, like, and when -- when this occurred?
24 Because I don't recollect this, but I don't even
25 remember reading it in the Foundation Document.

1 MS. KATE MCGRANN: Can we look at
2 Foundation Document para 600, please? This paragraphs
3 describes that:

4 "While waiting for the OEB's
5 decision on the application, Mr.
6 Bonwick arranged for Mr. Houghton
7 and Mr. Bentz to give an interview
8 to a local reporter.
9 Mr. Bonwick provided a briefing memo
10 to Mr. Houghton and Mr. Bentz in
11 advance setting out anticipated
12 areas of questioning."

13 And that was the memo that we just
14 looked at?

15 MR. EDWIN HOUGHTON: Okay.

16 MS. KATE MCGRANN: Do you recall that?

17 MR. EDWIN HOUGHTON: I don't recall
18 the -- the memo.

19 MS. KATE MCGRANN: Okay. Can we go
20 back to the memo for a second, please? It's at
21 ALE2616. And can we scroll down so we can read the
22 third bullet point? Mr. Bonwick has written:

23 "There are some that would suggest
24 that many of these multimillion
25 dollar partnerships/consolidations

1 that take place are preordained
2 prior to the public becoming
3 involved. How would you respond to
4 that concern?"

5 My question for is: Do you recall if
6 you had heard that there were any concerns like that
7 circulating with respect to the -- the partnership?

8 MR. EDWIN HOUGHTON: And again, sorry,
9 what was the timing of this? Like, what was around
10 the date?

11 MS. KATE MCGRANN: You're looking at
12 May. The end of May, 2012.

13 MR. EDWIN HOUGHTON: No, I had not
14 heard anything like that.

15 MS. KATE MCGRANN: Do you remember
16 hearing concerns like that at a later date?

17 MR. EDWIN HOUGHTON: The only -- the
18 only time I heard concerns was when there was the
19 issue with the OPP. That was the first I'd heard of
20 any real concerns.

21 MS. KATE MCGRANN: With respect to
22 paragraph 650 of the Foundation Document. This
23 paragraph describes that on September 26th, 2012, Ms.
24 Shuttleworth send Mr. Rockx draft July 31st, 2012
25 financial statements for Collus Power and Collus

1 Solutions.

2 Mr. Rockx replied:

3 "We will need to be creative to get
4 an additional dividend due to all
5 the changes in accounting, et
6 cetera."

7 The next day he sent her a draft
8 dividend calculations and provided for a dividend of
9 20,440 from Collus Solutions and a declared dividend
10 of about 276K from Collus Power.

11 According to Mr. Rockx, a declaration
12 of the Collus Power additional dividend would require
13 PowerStream to agree to certain changes to the
14 formulas and the share purchase agreement.

15 If we could scroll down a little bit to
16 the next paragraph.

17 On September 28th, Ms. Shuttleworth
18 sent an email to you stating:

19 "On a scale of 1 to 10, where does
20 your opinion fall with 1 being not
21 concerned over the Town getting any
22 further dividend, and 10 being let's
23 get the maximum we can push for."

24 You responded "1 for sure" and she
25 forwards your response on to Mr. Rockx.

1 Did you discuss this issue with anyone
2 before you responded to Ms. Shuttleworth's question?

3 MR. EDWIN HOUGHTON: No.

4 MS. KATE MCGRANN: This is a decision
5 that you made on your own?

6 MR. EDWIN HOUGHTON: That's correct.

7 MS. KATE MCGRANN: Why did you make
8 this decision?

9 MR. EDWIN HOUGHTON: We had just
10 provided to the Town of Collingwood, like, a month
11 previous to this or two months previous to this, a
12 significant amount of money and that we wanted to at
13 least keep some of the monies back in Collus to
14 continue to try to -- to be viable. Not viable,
15 that's a -- it -- it didn't make sense for us to
16 continue to strip money out of it at this point in
17 time.

18 MS. KATE MCGRANN: So your -- your
19 decision was based on keeping some money in the
20 company --

21 MR. EDWIN HOUGHTON: That's correct.

22 MS. KATE MCGRANN: -- as opposed to
23 distributing it to the Town?

24 MR. EDWIN HOUGHTON: That's correct.

25 MS. KATE MCGRANN: Can we look at

1 paragraph 647, please?

2 This paragraph describes that Collus
3 paid the first dividend made up of -- or an amount of
4 just over \$4 million, \$4,036,700 to the Town on July
5 31st, 2012. Describes that the amount was made up of
6 a dividend declared by Collus Power, plus a dividend
7 declared by Collus Solutions, less 267,000 of
8 transaction costs paid by Collus Power on behalf of
9 the Town.

10 It's those transaction costs that I'd
11 like to ask you about. If you could scroll down a
12 little bit further, the transaction costs related to
13 you amounts invoiced to Collus Power by KPMG and Aird
14 and Berlis for legal and accounting services for the
15 RFP and the share sale transaction.

16 If we go to the Collus Power audit note
17 at CBB0000058.

18

19 (BRIEF PAUSE)

20

21 MS. KATE MCGRANN: Scroll down so we
22 can see the KPMG in particular you'll see that those
23 amounts are being assigned notes 3 and 4, if we could
24 scroll down to see notes 3 and 4. Note 3, per review
25 of these invoices, the work was for assistance finding

1 a strategic partner, therefore should be attributed to
2 the Town of Collingwood.

3 Were you aware that the costs
4 associated with KPMG's work in the valuation and
5 strategic partner -- sorry, option analysis was being
6 passed to the Town through a deduction from the
7 dividend?

8 MR. EDWIN HOUGHTON: At -- originally
9 when Cindy and I talked about this, I was hoping to be
10 able to absorb all of the costs for the transaction at
11 Collus. And in conversations I understand with Cindy
12 and -- and others, John Glicksman and others, they
13 felt that those transaction costs should in fact be
14 paid against the actual transaction, removed from the
15 dividend, and they felt that that was more appropriate
16 to do that.

17 MS. KATE MCGRANN: Is it the case that
18 upfront when you retained KPMG to do the valuation and
19 options analysis, that wasn't a cost that the Town was
20 asked to take on?

21 MR. EDWIN HOUGHTON: I would agree
22 with you. I think up -- up front I thought that the
23 20 or \$30,000 would have been something that we would
24 have absorbed at the time, yes.

25 But once we -- once they were doing the

1 reviewing of the transaction, they felt that it should
2 have been -- should be included.

3 MS. KATE MCGRANN: And was the Town
4 advised that this cost was being passed on to it
5 through deduction to the dividend?

6 MR. EDWIN HOUGHTON: I'm not sure if
7 it got that granular at all. I'm not sure.

8 MS. KATE MCGRANN: Okay, and same
9 question with respect to the other KPMG and Aird and
10 Berliss costs that were passed on to the Town.

11 Do you know if the Town was advised
12 that the cost of those professional services were
13 being deducted from the dividend paid to it?

14 MR. EDWIN HOUGHTON: No, because
15 again, what we did was we created the dividend or
16 created the -- the calculation for the dividend and
17 provided the dividend to the Town of Collingwood.

18 MS. KATE MCGRANN: And in doing that,
19 there was no explanation provided about the costs that
20 were deducted from that -- that sum that was paid?

21 MR. EDWIN HOUGHTON: I'm not -- I'm
22 not certain that there was any further granular
23 conversations about these -- these amounts. But
24 again, we -- we provided more than 4 million and
25 change to the Town of Collingwood at that point in

1 time, and they felt that from a -- from a -- that it
2 was appropriate that the fees to create that
3 transaction, to be able to put the whole thing
4 together, should in fact be taken out of the dividend
5 we paid to the Town.

6 MS. KATE MCGRANN: Can we look at
7 paragraph 787(e) please?

8 You've already given some evidence as
9 to how the partnership fared after the -- the deal
10 closed, both within the first year and then the years
11 following.

12 This is a paragraph that summarizes
13 some of the findings in the report that BLG published
14 on March 31st, 2016. In particular, I want to look at
15 this subparagraph where it says:

16 "BLG identified a breakdown in
17 communication and at some levels a
18 mutual erosion of trust between
19 Collus PowerStream and the Town with
20 respect to matters, including events
21 occurring in the prior years and the
22 process resulting in the 50 percent
23 share sale of 2012."

24 Did you observe a breakdown in
25 communication and a mutual erosion of trust between

1 Collus PowerStream and the Town with respect to the
2 process that resulted in the 50 percent share sale?

3 MR. EDWIN HOUGHTON: Absolutely not.

4 MS. KATE MCGRANN: All right.

5 Do you recall representatives from the
6 Town asking questions about the process that resulted
7 in the PowerStream share sale?

8 MR. EDWIN HOUGHTON: Do you mean after
9 the fact?

10 MS. KATE MCGRANN: Yes.

11 MR. EDWIN HOUGHTON: When Mr. Brown
12 was involved? Yes.

13 MS. KATE MCGRANN: Do you recall if
14 they were ever satisfied with the responses they
15 received?

16 MR. EDWIN HOUGHTON: I'm not sure I
17 could have ever satisfied.

18 MS. KATE MCGRANN: So I take it from
19 that answer that they were not satisfied with the
20 answers that were provided?

21 MR. EDWIN HOUGHTON: That's correct.

22 MS. KATE MCGRANN: Several points in
23 the Foundation Document it appears that you and others
24 were expressing concerns about Mr. Fryer's level of
25 support for the proposed transaction.

1 Do you recall if you had any concerns
2 in -- of that kind at the time?

3 MR. EDWIN HOUGHTON: I think I was --
4 I think my feeling was that Mr. Fryer was not happy
5 that we were going to be going down this path.

6 I think when I sent emails, I asked if
7 KPMG could assist to help. I don't believe that at
8 any point I ever pushed or did anything like that.
9 And -- and Mr. Fryer made his decision after the fact.

10 MS. KATE MCGRANN: Other than asking
11 KPMG to provide assistance to Mr. Fryer, did you do
12 anything else to address concerns that you had or that
13 were directed to you about Mr. Fryer?

14 MR. EDWIN HOUGHTON: Which other
15 concerns are you talking about?

16 MS. KATE MCGRANN: Do you recall
17 anybody else expressing concerns to you that Mr. Fryer
18 was not fully supportive of the deal, for example?

19 MR. EDWIN HOUGHTON: That he was not
20 supportive? I did not challenge Mr. Fryer on any of
21 those, if that's what you're asking.

22 MS. KATE MCGRANN: I'm asking if you
23 did anything at all to address them.

24 MR. EDWIN HOUGHTON: I think that
25 through communications, we tried to -- to show that

1 this was the, I believe, the right thing to do, which
2 we were heading down that path. Mr. Fryer was a
3 participating person on the Strategic Task Team and
4 others, and -- and he support it where -- and was a --
5 was a participating person on that Task Team.

6

7 (BRIEF PAUSE)

8

9 MS. KATE MCGRANN: If we could turn to
10 summary document 1-3, paragraph 49, please.

11

12 (BRIEF PAUSE)

13

14 MS. KATE MCGRANN: Paragraph 49 sets
15 out an email from Peter Budd to yourself and Mr.
16 Bonwick dated September 21st, 2011. In this, he
17 writes that he is working on a marketing agreement.

18 He asks what you would both say about
19 being paid a flat fee reflecting your 35 percent. He
20 goes and explains how this would be broken down, and
21 he says, "I look forward to hearing your views." You
22 forward this message to Ms. Houghton's Gmail account.

23 Do you recall receiving this email?

24 MR. EDWIN HOUGHTON: Yes, I do.

25 MS. KATE MCGRANN: Do you recall why

1 you forwarded it to Ms. Houghton's Gmail account?

2 MR. EDWIN HOUGHTON: Because I was
3 only looking at my BlackBerry, and I wanted to be able
4 to see it on a bigger screen, and it was one of those
5 ones where I -- I reiterated again that I am not going
6 to be involved, and will not be involved in any kind
7 of payment or partnership.

8 MS. KATE MCGRANN: Why did you forward
9 it to Ms. Houghton's Gmail account as supposed to your
10 own Gmail account?

11 MR. EDWIN HOUGHTON: Only because I
12 don't use my account.

13 MS. KATE MCGRANN: You open it up to
14 forward emails to yourself at work?

15 MR. EDWIN HOUGHTON: Pardon -- pardon
16 me?

17 MS. KATE MCGRANN: You open it up to
18 forward emails to yourself at work?

19 MR. EDWIN HOUGHTON: Okay, if I -- if
20 I'm aware that there's one there, I get it and I send
21 it, but typically, I don't -- I -- I don't ever turn
22 it on.

23 MS. KATE MCGRANN: Okay. So you use
24 your wife's Gmail's account, but not your own?

25 MR. EDWIN HOUGHTON: I -- this one

1 because she would have her computer on. I sent this
2 went to her account, because it was on my BlackBerry.

3 MS. KATE MCGRANN: Could we go to
4 paragraph 46 in the summary document, please.

5 Actually, I'll just take you directly
6 to the document. Can we go to CJI7644, please.

7

8 (BRIEF PAUSE)

9

10 MS. KATE MCGRANN: This is a
11 International Solar Solutions Inc. statement. It's
12 addressed to Mr. Bonwick. It's dated September 12th,
13 2011. If you scroll down, it sets out information
14 about solar attic vents and things like that.

15 If you scroll down to the bottom, you
16 can see on the right-hand side, gross profit for
17 disbursement. Look to the left-hand side, it says 35
18 percent nature's power, 35 percent Compenso
19 Communications Inc., 30 percent, Budd Energy Inc.

20 Back over to the right, it calculates
21 thirty-five (35) -- Compenso Communications, 35
22 percent, which is thirty thousand nine hundred and
23 seventy-five (30,975); HST, four thousand and twenty-
24 six (4,026); total disbursement to Compenso, thirty-
25 five thousand and one dollars and seventy-five cents

1 (\$35,001.75).

2 Have you ever seen this invoice before?

3 MR. EDWIN HOUGHTON: I did not
4 recollect seeing it until you showed me during my
5 interview.

6 MS. KATE MCGRANN: When you were shown
7 it, did you remember if you had seen it in or around
8 September of 2011?

9 MR. EDWIN HOUGHTON: I actually saw it
10 as a -- a statement or an invoice, and I don't really
11 think I ever looked at it, but I don't recall looking
12 at it, no.

13 MS. KATE MCGRANN: If we could go to
14 paragraph 676 of the Foundation Document, please.

15

16 (BRIEF PAUSE)

17

18 MS. KATE MCGRANN: And scroll down,
19 please. I'm trying to get to table 7.7. And there it
20 is. This table sets out payments that Compenso made
21 to Shirley Houghton. We see that Compenso pays Ms.
22 Houghton nineteen thousand three hundred and fifty
23 dollars (\$19,350) on October 6th, 2011.

24 What was that payment for?

25 MR. EDWIN HOUGHTON: My understanding

1 is that payment is for a portion of the time that --
2 the work that she was performing for Mr. Bonwick from
3 time to time, and then for a rental of our Florida
4 home in the off-season, forty-five hundred dollars
5 (\$4,500) a month, or something.

6 MS. KATE MCGRANN: Okay. When was the
7 arrangement made to rent your Florida home?

8 MR. EDWIN HOUGHTON: I understand it
9 was sometime right around the time of the date -- or
10 the -- the cheque, there.

11 MS. KATE MCGRANN: Were you involved
12 in those discussions?

13 MR. EDWIN HOUGHTON: No.

14 MS. KATE MCGRANN: Was forty-five
15 hundred dollars (\$4,500) what you usually charged per
16 month to rent your vacation home?

17 MR. EDWIN HOUGHTON: Usually it was
18 forty-five hundred dollars (\$4,500) US.

19 MS. KATE MCGRANN: Okay. And how long
20 had that -- that been the price that you charged?

21 MR. EDWIN HOUGHTON: I think for some
22 time. It's gone up significantly.

23 MS. KATE MCGRANN: Could we look at
24 paragraph 113 of summary document 1-3.

25

1 (BRIEF PAUSE)

2

3 MS. KATE MCGRANN: Had you rented your
4 home to Mr. Bonwick before?

5 MR. EDWIN HOUGHTON: No.

6

7 (BRIEF PAUSE)

8

9 MS. KATE MCGRANN: Paragraph 114,
10 sorry.

11

12 (BRIEF PAUSE)

13

14 MS. KATE MCGRANN: This paragraph
15 describes that on January 8th, 2014, Ms. Houghton sent
16 an email to you, attaching two (2) spreadsheets, solar
17 vent cash flows, January 3rd, 2014, and compost cash
18 flows, January 3rd, 2014. We can go look at the email
19 and attachments if you want.

20 Do you remember receiving this
21 correspondence from Ms. Houghton?

22 MR. EDWIN HOUGHTON: I remember
23 looking at these, yes.

24 MS. KATE MCGRANN: Why was she sending
25 this information to you in 2014?

1 MR. EDWIN HOUGHTON: I think -- I -- I
2 think that -- actually, can we look at the -- the
3 email, please?

4 MS. KATE MCGRANN: Yeah. It's at
5 TOC399870.0001.

6

7 (BRIEF PAUSE)

8

9 MS. KATE MCGRANN: Would you like to
10 see the attachments?

11 MR. EDWIN HOUGHTON: May -- yes,
12 please, be the same attachment.

13

14 (BRIEF PAUSE)

15

16 MS. KATE MCGRANN: You can direct the
17 court operator to scroll down, or left or right.

18 MR. EDWIN HOUGHTON: If you can go
19 down, please.

20

21 (BRIEF PAUSE)

22

23 MR. EDWIN HOUGHTON: Yeah, keep going.

24

25 (BRIEF PAUSE)

1 MR. EDWIN HOUGHTON: Can you actually
2 go to the -- sorry, can you go to the left-hand side?

3

4 (BRIEF PAUSE)

5

6 MR. EDWIN HOUGHTON: Okay. Thank you.

7 MS. KATE MCGRANN: Why are you being
8 sent this information?

9 MR. EDWIN HOUGHTON: I -- I think that
10 Mr. Bonwick had asked if I could take a -- a view of
11 what he was attempting to put together from -- think
12 it's all the solar vent, isn't it? Is it all the
13 solar vent?

14 MS. KATE MCGRANN: One (1) of the
15 charts was for solar vent and the other was for
16 compost deodorizer, I think.

17 MR. EDWIN HOUGHTON: Yeah. Mr.
18 Bonwick was also into compost. He was putting
19 together a -- sort of a financial plan, and it -- or a
20 budgeting perspective. He asked if I would take a
21 look at it, see if it makes sense, see if -- if I felt
22 it was wildly out of -- out of the realm of
23 possibility.

24 MS. KATE MCGRANN: Do you remember if
25 you provided him any feedback?

1 MR. EDWIN HOUGHTON: I -- I don't
2 recollect if I gave much feedback. When I read it, I
3 thought it was pretty aggressive, for sure.

4 MS. KATE MCGRANN: Do you recall why
5 this information is coming to you via your wife?

6 MR. EDWIN HOUGHTON: I -- I honestly
7 don't know whether Mr. Bonwick had given it to her to
8 give to me. I don't know, but I did review it. I
9 remember reviewing it.

10

11 (BRIEF PAUSE)

12

13 MS. KATE MCGRANN: With respect to the
14 timing of the -- the conversation you had with Mr.
15 Budd and Mr. Bonwick, where you said, Enough, please
16 stop sending me information --

17 MR. EDWIN HOUGHTON: Right.

18 MS. KATE MCGRANN: -- about ownership,
19 you said you thought that it had taken place in 2012.
20 Do you remember when in 2012 it took place?

21 MR. EDWIN HOUGHTON: Yes, Septem -- or
22 January -- near the end of January, 2012. That's my
23 recollection, anyway.

24

25 (BRIEF PAUSE)

1 MS. KATE MCGRANN: Can we look at
2 paragraph 65 of Foundation Document 1-3, please?

3

4 (BRIEF PAUSE)

5

6 MS. KATE MCGRANN: This paragraph
7 describes an email from Mr. Budd to yourself and Mr.
8 Bonwick, with a copy to Tom Bushey, concerning new
9 ISSI, and discussing a new corporate entity. Scroll
10 down a little bit.

11

12 (BRIEF PAUSE)

13

14 MS. KATE MCGRANN: Scroll back up,
15 sorry. And he says:

16 "As you know, we attended at the
17 offices of Howard Lerner; have him
18 run hypothetical business models.
19 Now that we know our cost structures
20 better in a precis form I can advise
21 the following."

22 And he goes on, and at the very
23 beginning he says:

24 "There will be a separate marketing
25 company established, funded, and

1 owned presumably and exclusively by
2 Ed and Paul."

3 Now, my question for you is this:
4 You've been consistently advising these gentlemen that
5 you don't want to have any part in this and beyond
6 that.

7 MR. EDWIN HOUGHTON: Yes.

8 MS. KATE MCGRANN: Mr. Budd's legally
9 trained. Mr. Bonwick is a former MP. Why do they
10 need you to explain to them that you couldn't be
11 involved in this business while you were the President
12 and CEO of Collus Power?

13 MR. EDWIN HOUGHTON: That's a very
14 good question and it's frustrating to me as well, that
15 -- I think what I had a tendency to do was ignore all
16 of these things. I think I said at the very
17 beginning, if it has anything to do with Collingwood,
18 I'm not going to be involved. If it has anything to
19 do with Collingwood, I'm not going to be involved. A
20 lot of times these things, these emails were long and
21 -- and too long for me to read.

22 When I got the one in September, I mean
23 in January, I finally said, look it, I said before,
24 please, enough is enough, and I don't think that at
25 that point in time I had very much more to do save and

1 except for trying to get the program part of the OPA.

2 MS. KATE MCGRANN: So it's your memory
3 that after that you didn't really have very much to do
4 with the Company other than looking at the OPA
5 approval?

6 MR. EDWIN HOUGHTON: Well, we -- I was
7 working with it to try to get the OPA approval and
8 those things, but I'm not -- I don't -- I don't
9 recollect any other time they tried to encourage me to
10 become part of the company.

11 MS. KATE MCGRANN: Okay. The last
12 thing I want to ask you about is this: You had
13 mentioned in your evidence on Friday that Mr. Bonwick,
14 Mayor Cooper, and yourself worked together to get \$20
15 million in funding from the MTO for non-MTO road
16 improvement, and your evidence was that Mr. Bonwick
17 got you in front of all the right people to make that
18 happen.

19 Do you remember giving that evidence?

20 MR. EDWIN HOUGHTON: Yeah, and I was
21 wrong by ten (10) million.

22 MS. KATE MCGRANN: When Mr. Bonwick
23 was cross-examining you yesterday, he asked you about
24 this and you agreed 100 percent that the meetings that
25 took place would not have occurred without his

1 involvement.

2 Do you remember that?

3 MR. EDWIN HOUGHTON: Yes, I do.

4 MS. KATE MCGRANN: I'm going to ask
5 that you be shown CJI11187.

6

7 (BRIEF PAUSE)

8

9 MS. KATE MCGRANN: This is an email
10 that the Inquiry received from former Mayor Chris
11 Carrier. As you can see, he's written:

12 "Attached for your interest is
13 information from 2007 and 2008
14 regarding the funding announcements
15 referenced in Mr. Houghton's
16 testimony this morning. He
17 referenced then Deputy Mayor Cooper
18 having a role in these discussions.
19 She did not. And secondly, he
20 referenced Mr. Bonwick getting the
21 meetings for him/us with various
22 ministers. I have no knowledge of
23 this, and further, I do not believe
24 it."

25 He writes:

1 "Mr. Gord Canning of Blue Mountain
2 Resorts and also the four (4) mayors
3 of the near -- neighbouring
4 communities were involved in these
5 discussions for some time. Mr.
6 Bonwick had no role that I am aware
7 of, nor would have sanctioned."

8 He provided three (3) attachments,
9 which I will ask for you to be shown, starting with
10 the first one, which is at CJI11187.1.

11 Have you had the opportunity to review
12 this correspondence?

13 MR. EDWIN HOUGHTON: Just very
14 briefly, yes.

15 MS. KATE MCGRANN: Would you like the
16 opportunity to look at the attachment now before I ask
17 you questions about this?

18 MR. EDWIN HOUGHTON: No, you -- go
19 ahead.

20 MS. KATE MCGRANN: What is your
21 reaction to this correspondence from Mr. Carrier?

22 MR. EDWIN HOUGHTON: Well, I think --
23 I think it's partially correct. Certainly I said
24 twenty (20) million and when I said twenty (20)
25 million I wasn't sure whether it was ten (10) or

1 twenty (20) million because it was obviously a number
2 of years ago.

3 The second part of it was, is that
4 there were significant discussions between the Town
5 and the Blue Mountains as the four (4) mayors, as she
6 -- as Mayor Carrier mentioned, and as well with --
7 with Gord Canning.

8 And we had -- we had this significant
9 discussion, because again we didn't want vehicles
10 going to points west and not having an opportunity to
11 come back into Collingwood, so that was a significant
12 thing. And we had those -- those conversations for
13 quite some time, and unfortunately we can have those
14 conversations and they can understand what we're
15 saying, but we didn't have the opportunity of being in
16 front of the right people. In fairness, Mr. Bonwick
17 did get me in front of the right people.

18 Mayor Carrier is absolutely correct
19 that he would not have sanctioned it because he does
20 not like Mr. Bonwick, and I -- and I -- I understand
21 the -- the difficulties. Mayor Carrier and I got
22 along extremely well, but I was looking after what I
23 could do to get funding. I got in front of the right
24 people, we got the funding.

25 The other one which he talked about was

1 the choke point, which is in front of the Mountain
2 View Hotel. What I said was that Mr. Bonwick brought
3 the people together and then I -- we were able to get
4 the funding.

5 The project that -- that Mayor Carrier
6 was talking about, and he -- rightfully so, he was
7 part of it, was for Highway 26 realignment, which is a
8 Ministry of Transportation project. It started way
9 back when, and it's just still completing right now.
10 In fact they are just finishing all the work on the
11 very far west side.

12 So what we had was we had -- we had
13 seven (7) lanes coming to -- to four (4) lanes, going
14 to three (3) lanes, going back out to four (4) lanes,
15 which was a choke point.

16 We -- we -- we were unable to get the
17 people together to be able to get that. There were
18 those discussions and they have those discussions and
19 we made it work.

20 So what Mayor Carrier is talking about,
21 or former Mayor Carrier is talking about, is partially
22 correct, and I understand where he's coming from. I'm
23 not trying to provide you with -- with information
24 that's not true, but Mr. Bonwick did assist in getting
25 people together on the choke point and he did assist

1 me in getting in front of the right people to get the
2 funding, and we were very proud.

3 And -- and you can see the email that
4 Mayor Carrier sent out, saying we got the seven (7)
5 million or whatever the numbers were, 7.3 million or
6 whatever, for the Poplar Sideroad tenth concession,
7 and then we got the other money for the -- for 27, 26.

8 And I think he says right at the very
9 bottom I was -- I -- that I was significantly
10 involved. I was. I worked day and night to get that,
11 but I did get in front of the right people. And he is
12 correct when he says that he did not know it and he
13 would not have sanctioned it, because they didn't get
14 along. That's the other reason why -- I got along
15 extremely well with Mayor Carrier. I had a lot of --
16 I had a lot of faith in Mayor Carrier.

17 But that's the other reason why there's
18 the issue with the photograph. So, that's -- that's
19 the -- the gist of all of it, and, you know, it's not
20 -- it's not -- I'm not trying to -- when I said that
21 the Deputy Mayor was involved, I know she was -- like,
22 I know she was aware of it. I wasn't -- I wasn't sure
23 -- when I said that, I may have just said it. I'm not
24 -- I don't recollect how much she was involved either,
25 so he's also probably correct in that as well.

1 But Mayor -- then Mayor Carrier and --
2 and Deputy Mayor Cooper didn't get along either. What
3 I had to do was I had to wade my way through all of
4 this to try to get the benefit for Collingwood, and I
5 think I did a pretty good job of doing all of that.

6 MS. KATE MCGRANN: Okay. So when you
7 said twenty (20) -- twenty (20) million, it was ten
8 (10) million.

9 MR. EDWIN HOUGHTON: It was ten (10).
10 I was wrong.

11 MS. KATE MCGRANN: When you said
12 Deputy Mayor Cooper was involved, you're not sure if
13 that's correct or not?

14 MR. EDWIN HOUGHTON: Well, I read it
15 this morning when I -- I saw that, that I said Deputy
16 Mayor. I know that Mayor -- Mayor -- Deputy Mayor
17 Cooper at the time, was well aware and I know that
18 Mayor Carrier and I are one colour, Deputy Mayor
19 Cooper and Mr. Bonwick are another colour, and so I --
20 I just make -- make -- try to make it all work, and I
21 -- but I know -- I know that Mayor Cooper now, or
22 then, Deputy Mayor cooper then, was certainly involved
23 in some aspect. I don't remember exactly the details,
24 but that's --

25 The only thing I really made a mistake

1 on was I said twenty (20) million, and I said that the
2 other day, that -- and if you had questioned me, I
3 probably would have still thought it was twenty (20)
4 million till I read the document.

5 MS. KATE MCGRANN: Is it your evidence
6 that Mr. Bonwick provided you with assistance but you
7 kept his assistance from Mayor Carrier?

8 MR. EDWIN HOUGHTON: That's true.

9 MR. WILLIAM MCDOWELL: Can I just
10 interject, because people are watching this at home.
11 When the witness says they're one (1) colour and we're
12 another colour, I presume he's speaking of political
13 parties.

14 THE HONOURABLE FRANK MARROCCO: I -- I
15 think he's speaking politically.

16 MR. WILLIAM MCDOWELL: Yes.

17 THE HONOURABLE FRANK MARROCCO: I
18 don't think he meant it --

19 MR. WILLIAM MCDOWELL: Right.

20 THE HONOURABLE FRANK MARROCCO: --
21 precisely --

22 MR. WILLIAM MCDOWELL: We -- we all
23 know this. I just want to make sure that was clear on
24 the record.

25 THE HONOURABLE FRANK MARROCCO: Well,

1 I appreciate the clarification.

2 MR. EDWIN HOUGHTON: My apologies,
3 Your Honour.

4 MR. WILLIAM MCDOWELL: Oh, no, no,
5 it's --

6 THE HONOURABLE FRANK MARROCCO: I want
7 to make sure everybody's on the same page here. Thank
8 you for the intervention.

9 MS. KATE MCGRANN: Those are my
10 questions.

11 MR. TIM FRYER: Justice Marrocco, I
12 want to express my appreciation again for
13 repositioning me for my examination. It has allowed
14 me to -- to reduce my questions.

15 I think at the outset, based on some of
16 the last questions, I'm just going to say that I've
17 tried to ignore disappointing email comments, since
18 I've had to deal with those at length already. I'm not
19 going to -- to get into those.

20 But I do have one (1) specific one I
21 want to go through with Mr. Houghton.

22

23 CROSS-EXAMINATION BY MR. TIM FRYER

24 MR. TIM FRYER: So I'll just begin by
25 saying Mr. Houghton, as a matter of record, I am Tim

1 Fryer and I am representing myself in these
2 proceedings.

3 So if I could bring up EHH141. And
4 this is an email submitted by you to the court book,
5 so I'll just give you a second to -- to review it.

6 MR. EDWIN HOUGHTON: Okay.

7 MR. TIM FRYER: Do you recall the
8 email?

9 MR. EDWIN HOUGHTON: Only -- sorry.
10 Only after I read it in the Foundation Document.

11 MR. TIM FRYER: It might be easier, it
12 might give you a chance, can you reposition your mic a
13 little so I -- I know you'll be looking towards me and
14 you'll be looking towards the screen, so you might
15 want a little out in front of you, saving you having
16 to turn your head.

17 Do you recall if you spoke directly
18 with Mr. Rockx and that is why he sent this to you
19 without written request?

20 MR. EDWIN HOUGHTON: No. Pam Hogg
21 reached out to Mr. Rockx to find out if in fact there
22 was a valuation report that wasn't marked "draft".

23 MR. TIM FRYER: Okay, if you could
24 just answer that specific question. Do you recall
25 speaking to Mr. Rockx ahead of this being done without

1 written request?

2 MR. EDWIN HOUGHTON: Sorry, I --

3 MR. TIM FRYER: Do you recall speaking
4 to Mr. Rockx?

5 MR. EDWIN HOUGHTON: But you had said
6 something after that which confused me.

7 MR. TIM FRYER: Prior to -- prior to
8 him sending this --

9 MR. EDWIN HOUGHTON: Did I speak to
10 Mr. Rockx? I do not believe I spoke to Mr. Rockx.

11 MR. TIM FRYER: Okay. The time Mr.
12 Rockx email is 2:18 p.m. on June 11th, 2015 with the
13 subject "draft valuation report of Collus Power".

14 You can see that, yes?

15 MR. EDWIN HOUGHTON: Yes.

16 MR. TIM FRYER: Ms. Hogg in her
17 earlier testimony confirmed that it contains
18 confidential information specifically a reference to
19 medical leave of an employee.

20 She didn't know how Mr. Rockx obtained
21 that confidential information. Would you know how Mr.
22 Rockx would be aware of it?

23 MR. EDWIN HOUGHTON: I'm sorry, I
24 don't see what you're talking about in here.

25 MR. TIM FRYER: It speaks to a medical

1 leave.

2 THE HONOURABLE FRANK MARROCCO: I
3 don't know that it does. Does it speak to a --

4 MR. TIM FRYER: It actually does, the
5 second last sentence.

6 THE HONOURABLE FRANK MARROCCO: Oh.

7 MR. TIM FRYER: Right at the end of
8 the last -- second last sentence.

9 THE HONOURABLE FRANK MARROCCO: Okay,
10 sorry, go ahead.

11 MR. EDWIN HOUGHTON: I believe that
12 when we were in the middle of some of the -- the
13 dealings of this, there was an issue with -- with
14 yourself and I sent an email saying please do not
15 bother Mr. Fryer at this point in time, I will explain
16 what I can later.

17 And I may have said you were on medical
18 leave, I didn't tell them anything beyond that because
19 it was not appropriate for me to do that.

20

21 CONTINUED BY MR. TIM FRYER:

22 MR. TIM FRYER: Okay, so this -- this
23 email is about the valuation back in 2011 and the
24 valuation was delivered on May 24th, 2011 and my leave
25 wasn't until February 2012, so I don't believe there

1 would have been any interaction with Mr. Rockx in
2 regards to that.

3 MR. EDWIN HOUGHTON: This -- Mr.
4 Fryer, this is written in 2015 and this is his
5 recollection of how it went. I didn't have any
6 discussion with him and have had no discussion since
7 then, since you've already -- you -- you've asked the
8 -- the judicial inquiry folks to bring any of those
9 kinds of emails from me to Mr. Rockx and I didn't do
10 that.

11 MR. TIM FRYER: So Ms. Hogg forwarded
12 to CAO Brown at 2:38 p.m., correct? Is that correct?

13 And that's just up above, I believe.

14 MR. EDWIN HOUGHTON: Okay.

15 MR. TIM FRYER: Had you instructed Ms.
16 Hogg to forward it?

17 MR. EDWIN HOUGHTON: Mr. Brown was
18 asking for -- if there was a valuation report that
19 wasn't marked "draft", Ms. Hogg reached out to Mr.
20 Rockx. This was the response that Mr. Rockx provided.
21 Ms. Hogg forwarded to Mr. Brown as per his request.

22 MR. TIM FRYER: So had you forwarded -
23 - so she did it on her own, is that what you're
24 advising?

25 MR. EDWIN HOUGHTON: I may have told

1 her to do it, but I -- I think that once she got it,
2 she knew that -- what it was about and Mr. Brown was,
3 at this point in time, Ms. Hogg was providing as much
4 information to Mr. Brown as we could.

5 MR. TIM FRYER: So it was sent to
6 Collingwood Council's employee in spite of knowing
7 that it contained personal information? Correct?

8 MR. EDWIN HOUGHTON: It doesn't -- it
9 just says that a medical leave. You could have -- you
10 could have broken your foot.

11 MR. TIM FRYER: As I said, Mr. Hogg
12 agreed that that was confidential information?

13 MR. EDWIN HOUGHTON: She may have
14 agreed with it, but I don't believe medical leave is
15 confidential. You could have broken your toe.

16 MR. TIM FRYER: The information in the
17 email was then used by CAO Brown to inform us at
18 Council during his update on reviewing the valuation
19 process and I had to state that the content was
20 inaccurate.

21 I also noted and Mr. Erling's earlier
22 testimony confirmed it, that since the draft and final
23 2010 year end statements had no material differences,
24 there would be no impact to the draft valuation as
25 final.

1 Don't have transcript detail on that,
2 but are you aware of that confirmation that Mr. Erling
3 gave earlier in his testimony?

4 MR. EDWIN HOUGHTON: If -- if you were
5 to ask me if there was anything material difference, I
6 would tell you exactly the same thing.

7 MR. TIM FRYER: So if we can bring up,
8 from the Foundation Documents, number 771. But we're
9 going to bring up the email link for it. CPS0005636.

10 And we can just start at the bottom of
11 the email train. Just stop -- yes, so this, I
12 believe, is what Mr. Houghton was referring to earlier
13 about Ms. Hogg at 10:07 a.m. and the subject of this
14 is "Calculation of Value".

15 And I believe this is what you're
16 referencing was a request to John Rockx about whether
17 we could obtain a final copy of that. Is that
18 correct?

19 MR. EDWIN HOUGHTON: That's correct.

20 MR. TIM FRYER: Okay. And if we just
21 scroll it up a little, this is Mr. Rockx 12:10 reply
22 two hours earlier than his direct email to you, and
23 you can read the content of it.

24 MR. EDWIN HOUGHTON: I read it, yes.

25 MR. TIM FRYER: Okay. So seeing this

1 email sequence, again, do you recall why Mr. Rockx
2 would decide two hours later to directly send you his
3 own new email with new subject line with significantly
4 altered content?

5 MR. EDWIN HOUGHTON: What's the
6 significantly altered content?

7 MR. TIM FRYER: So the first line is
8 the same as the one we just looked at. And we can
9 bring it back up if you would like.

10 MR. EDWIN HOUGHTON: No, no, I
11 remember what it was. But I think that we -- we
12 received this saying that KPMG never did issue the
13 valuation report and final.

14 Okay, why not? Makes sense.

15 MR. TIM FRYER: And that's at noon.

16 MR. EDWIN HOUGHTON: Makes sense.
17 Makes sense to ask that question. Why not?

18 I didn't -- I wasn't aware that we
19 didn't have that either. So the question was why not?

20 So Pam would have emailed back to Mr.
21 Rockx saying we need to know why, because we're being
22 asked, we're being put -- this is being put to us.

23 This was not intended to in any way,
24 shape or form to demean you at all. Mr. Rockx's
25 comments were not -- were not prompted, were not --

1 you know, they were not something that we asked for or
2 anything. It was an obvious thing that -- that they
3 didn't do it, so we wanted to know why they didn't do
4 it, that's what he wrote.

5 I didn't call him. I didn't send an
6 email to him. I didn't do any of that.

7 MR. TIM FRYER: So we'll go over that
8 with Mr. Rockx next week.

9 One last question in this area though.
10 During Mr. Chadwick's testimony, he could not recall
11 why his timeline that he contributed to the Foundation
12 Document used the email ehh000141 that we looked at
13 first. The wording from it, rather than this linked
14 one in the Foundation Document.

15 Do you know how Mr. Chadwick had access
16 to that?

17 MR. EDWIN HOUGHTON: I believe that we
18 got these emails and -- and we were attempting to put
19 together a time line. As you recollect, BLG put
20 together a fifty-one (51) page report without any
21 input from Collus.

22 And Collus staff, at that point in
23 time, made the presentation at council. We provided
24 them with four hundred and forty (440) some pages and
25 showed them the mis -- the errors in what we -- what

1 we believe were the errors in not only that report and
2 the other reports and those kinds of things, and that
3 probably was a part of this.

4 And -- and Mr. Chadwick was actually
5 putting together the time lines. I'm assuming that's
6 where they got the information.

7 MR. TIM FRYER: The time line I'm
8 talking about is the one (1) for the Foundation
9 Document, not one (1) that was produced for BLG.

10 MR. EDWIN HOUGHTON: No, I -- I accept
11 that, but that's probably where the information came
12 from.

13 MR. TIM FRYER: Okay. So, I'll --
14 I'll move ahead then. I want to examine an area of
15 your May 31st testimony, and it's going to be page
16 247, and it's lines 18 through 20.

17

18 (BRIEF PAUSE)

19

20 MR. TIM FRYER: Get a chance to just
21 re-familiarize yourself with that. So, it's two --
22 page --

23 MR. EDWIN HOUGHTON: I thought this
24 was about me, you said?

25 MR. TIM FRYER: Yes. And -- and I

1 said May 31st. This will be your first day of
2 testimony. And I thought that was your first day of
3 testimony, was Friday?

4 MR. EDWIN HOUGHTON: It was, like, a
5 month ago.

6 THE HONOURABLE FRANK MARROCCO: Well,
7 today's the -- today's the 11th, right?

8

9 CONTINUED BY MR. TIM FRYER:

10 MR. TIM FRYER: I -- I don't need it.
11 I was going to give Mr. Houghton it because there's
12 been some testimony. I can refresh his memory fairly
13 quickly. It was in regards to Mr. Bentz's notes. And
14 there was a note that the CFO was retiring. And you
15 had said that that's incorrect.

16 So -- so, I'll just go from there, if
17 you recall that?

18 MR. EDWIN HOUGHTON: I -- I remember
19 saying that I didn't -- I was not aware of the CFO
20 retiring.

21 MR. TIM FRYER: So, what I was going
22 to say is, in the latter part of 2010, I had provided
23 the audit committee an outline of succession planning
24 for finance, including my CFO position.

25 You didn't appear to recall that then,

1 but does that sound familiar to you now?

2 MR. EDWIN HOUGHTON: No.

3 MR. TIM FRYER: Okay. So, that was
4 the component of my performance measure plan, to
5 ensure that I was going to have an internal resource
6 in place within Collus for -- for CFO at my
7 retirement.

8 Do you recall during the controller
9 hiring process in the first quarter of 2011 a step in
10 the process was to have the top two (2) candidates
11 interviewed by Chair Muncaster and ourselves as one
12 (1) of the last steps in the process?

13 MR. EDWIN HOUGHTON: I remember
14 interviewing, yes.

15 MR. TIM FRYER: Okay. Do you recall
16 that my top candidate was Ms. Shuttleworth, but she
17 was not Chair Muncaster's?

18 MR. EDWIN HOUGHTON: I -- I remember
19 that he -- I'm not sure I want to say that.

20 MR. TIM FRYER: Okay. And -- and
21 that's okay if he doesn't answer that, Sir. I -- or I
22 can understand where he's coming from.

23 THE HONOURABLE FRANK MARROCCO: Okay.
24 He's withdrawing the question.

25 MR. TIM FRYER: Yeah.

1 CONTINUED BY MR. TIM FRYER:

2 MR. TIM FRYER: The Chair allowed me
3 to -- or accepted my recommendation and Ms.
4 Shuttleworth was hired?

5 MR. EDWIN HOUGHTON: I -- I disagree
6 with that. I -- I recommended your -- or I -- I
7 pushed your recommendation, yes; that's the way it
8 went.

9 MR. TIM FRYER: Okay. My recollection
10 is different than your recollection.

11 MR. EDWIN HOUGHTON: And I -- I'm
12 correct.

13 MR. TIM FRYER: Yeah. I reviewed it
14 here because a major factor was the LDC auditing
15 experience Ms. Shuttleworth had with one (1) of its
16 CHEC members.

17 I explained back then that her
18 familiarity with CHEC and its members was going to be
19 of utmost assistance during her training and ongoing
20 requirements when she replaced me in and around 2015.

21 Ms. Shuttleworth did utilize that. And
22 she worked out great going forward as the CFO,
23 providing you assistance and guidance as required.

24 THE HONOURABLE FRANK MARROCCO: So --
25 so I think --

1 MR. TIM FRYER: Correct?

2 THE HONOURABLE FRANK MARROCCO: --

3 your question is: Does -- does do -- does the witness
4 agree with that statement, right? Because, otherwise,
5 you've just made a statement, so.

6

7 CONTINUED BY MR. TIM FRYER:

8 MR. TIM FRYER: Yeah. And I just --
9 had just stated to say, correct. And the statement is
10 that Ms. Shuttleworth has out -- worked out
11 excellently.

12 MR. EDWIN HOUGHTON: Ms. Shuttleworth
13 was the finest -- one (1) of the finest people I ever
14 worked with.

15 MR. TIM FRYER: So, we are going to
16 move on to doc -- a little further about CHEC, so
17 ALE617.

18

19 (BRIEF PAUSE)

20

21 MR. TIM FRYER: And this is a
22 PowerStream Board presentation from October 2011. And
23 I just wanted to review a couple slides from it. So,
24 we're going to take a look at slide 5.

25 And one (1) of the reasons I'm bringing

1 this up is that there was an earlier piece of another
2 witness's evidence that suggested Collus was the
3 largest CHEC member.

4 This chart shows Collus is the third
5 largest in rate base. Is that correct?

6 THE HONOURABLE FRANK MARROCCO:
7 Second.

8

9 (BRIEF PAUSE)

10

11 MR. EDWIN HOUGHTON: So, you're
12 talking just in rate base? Yeah, rate base, Collus is
13 just under 17. Innisful is 24. They're second in --
14 oh, sorry, there was the 17, Orangeville 17.

15

16 CONTINUED BY MR. TIM FRYER:

17 MR. TIM FRYER: Yes.

18 MR. EDWIN HOUGHTON: In pop -- in --
19 in number of customers, Collus is 15 1/2, Innisful's
20 14.7, Orangeville's 11.2. I'm not sure who made the
21 comments, but they could be talking about number of
22 customers and be correct, or they could be talking
23 rate base and they're incorrect. I'm not sure.

24 MR. TIM FRYER: Yeah. Well, actually,
25 the evidence was in regards to share purchase and as

1 based on value, so that's why I was pointing it out,
2 just for the -- for the evidence.

3 The other notable part of this slide is
4 the description's content in the second sentence, and
5 that's specifically:

6 "The CHEC group focusses on
7 maximizing value for investment by
8 combining resources and competencies
9 while simultaneously maintaining the
10 high standards of locally supplied
11 service."

12 Correct?

13 MR. EDWIN HOUGHTON: Tim, I founded
14 CHEC.

15 MR. TIM FRYER: Is that what the
16 statement read?

17 MR. EDWIN HOUGHTON: That's what the
18 statement reads.

19

20 (BRIEF PAUSE)

21

22 MR. TIM FRYER: I think what we'll do
23 then is we'll go on to slide 16.

24

25 (BRIEF PAUSE)

1 MR. TIM FRYER: And the first bullet
2 points out -- or -- or the first bullet point outlines
3 that the buy/sell, or shotgun, was contemplated within
4 the RFP, which is correct?

5 MR. EDWIN HOUGHTON: And -- and remind
6 me the date of this again.

7 MR. TIM FRYER: October 2011, so the
8 RFP has been issued.

9 MR. EDWIN HOUGHTON: Okay. Got you.

10 MR. TIM FRYER: So, that's correct,
11 that it -- it outlines that it was in the RFP, it
12 contemplated it within the RFP?

13 MR. EDWIN HOUGHTON: And I think I
14 mentioned that earlier, as well.

15 MR. TIM FRYER: And there is a little
16 bit of repeat probably in -- in some of my questioning
17 just to --

18 MR. EDWIN HOUGHTON: That's fine.

19 MR. TIM FRYER: -- stay on my -- on my
20 line. What isn't notice -- noted here because it
21 wasn't outlined in the RFP is the thirty (30) month
22 standstill period that also was included in the
23 unanimous shareholder agreement.

24 Do you recall when that was negotiated
25 by PowerStream into the USA?

1 MR. EDWIN HOUGHTON: I'm not sure
2 whether it was PowerStream that negotiated it in or
3 whether it was the Town of Collingwood, or it might be
4 meaning our lawyers. I do -- I don't know because I
5 wasn't a party to those discussions.

6 MR. TIM FRYER: I didn't believe it
7 would be Collingwood because I don't believe it's --
8 their goals, but --

9 MR. EDWIN HOUGHTON: Well, I don't
10 have evidence that says one (1) way or the other, but
11 I just know that, again, Mr. McFadden is very, very
12 educated in these areas. And he may have felt that
13 that was the appropriate thing to do so that it would
14 -- it would not have -- we would not have a concern
15 about they're just buying us, and then -- and the
16 gobbling us up kind of thing.

17 I -- I don't know if that was the
18 reason, but it could be the reason.

19 MR. TIM FRYER: The Town of
20 Collingwood stipulated two (2) of their major goals
21 being a long-term partnership and to maintain 50
22 percent control in the RFP and sale process. Is that
23 correct?

24 MR. EDWIN HOUGHTON: I -- I think that
25 we envisioned -- we envisaged a long-term partnership

1 for sure, yes.

2 MR. TIM FRYER: And the 50 percent
3 control?

4 MR. EDWIN HOUGHTON: And -- and the 50
5 percent control, yeah.

6 MR. TIM FRYER: Mr. Bentz, in his
7 testimony, confirmed the thirty (30) month time period
8 as what PowerStream is willing to allow before
9 considering moving to another approach.

10 Do you recall that the impact of the
11 standstill was highlighted to the Board by Mr. Neate
12 on December 2nd as a concern because such a clause as
13 this didn't appear to follow the long-term partnership
14 goal of Collingwood?

15 MR. EDWIN HOUGHTON: I -- I don't
16 recall that, no.

17 MR. TIM FRYER: Okay. So further in
18 regards to negotiations -- and this is from the
19 December 1st meeting -- I'm going to bring up KPM1901,
20 which is an internal email from Mr. Rockx to
21 Mr. Herhalt which summarizes information of the
22 December 1st negotiations.

23 Are you familiar with this email?

24 MR. EDWIN HOUGHTON: I am.

25 MR. TIM FRYER: And -- oh, you're

1 familiar?

2 MR. EDWIN HOUGHTON: I'm -- I'm
3 familiar with it 'cause I've read it in the -- I'm not
4 copied on it. I'm familiar with it because it -- it's
5 been in the Foundation Document. Yes.

6 MR. TIM FRYER: Great. Thank you.
7 Collus confirmed a lot of matters. So I was looking
8 at the part that said:

9 "Collus confirmed a lot of a
10 matters, including..."

11 And it's right around the middle of the
12 first paragraph here:

13 "... removal of the shotgun."

14 So you had been successful in removing
15 it, which was what was anticipated going into the
16 meeting, correct?

17 MR. EDWIN HOUGHTON: Well, I don't
18 think that's exactly the way it went. And in fact, I
19 think when I reported back to Council, I -- I noted
20 what's called other considerations or something like
21 that.

22 Again, I was not familiar with the
23 shotgun clause. To me, it sort of kind of sounded
24 draconian. And even though everybody was telling, no,
25 this is normal course of the -- of business, Ed.

1 That's what happens. And even Mr. Muncaster was
2 saying that.

3 So we had a conversation about it.
4 PowerStream said they didn't like the term either even
5 though it was in the RFP that way. What they did was
6 they agreed with David McFadden in the sense of
7 liquidity. And please don't ask me what any of that
8 means either. I don't really understand that.

9 But -- but that -- that was probably
10 the discussion, and hence the reason they are saying
11 the shotgun -- they probably are using now a different
12 term than shotgun clause.

13 And I think that's what happened within
14 the -- within the agreements. The terms was changed.
15 It may function the same way, but -- but again, it was
16 more in liquidity. And I think Mr. Bentz did a good
17 job of trying to explain it the other day as well.

18 MR. TIM FRYER: Okay. So you got a
19 little ahead of me, and I was getting into those areas
20 as we went here. But I was trying to see if you could
21 recall: Had you successfully negotiated it on
22 December the 1st? I know it ends up back in on
23 December 5th, and I was going to go through that.
24 But --

25 MR. EDWIN HOUGHTON: I negotiated out

1 the term shotgun, I think -- I think -- to something
2 that sounded less abrasive to me.

3 And again, this is not -- this is not
4 technical stuff. This was just a feeling I had.
5 That's all.

6 MR. TIM FRYER: So I'll bring
7 ALE0005133.0002, and we'll look at slide 18. And this
8 is the meeting that you're referring to.

9 And the -- the word in there is still
10 shotgun. I had going -- was going to review with you,
11 but you've already spoke about Mr. McFadden providing
12 the guidance in regards to this and regards to
13 liquidity.

14 MR. EDWIN HOUGHTON: Yeah. So these
15 were kind of the questions we asked, and these were
16 the answers.

17 So in your response to the RFP, you
18 noted a shotgun clause. And can you expand on your
19 thoughts. And then PowerStream says, they don't
20 really like this approach, and in fact, they do not
21 like the phrase either. And the reason is -- is
22 mentioned is because it was stated that way in the RFP
23 itself.

24 PowerStream's views on liquidity is
25 exact -- or sorry -- the views -- their views on

1 liquidity is exactly that of ours and specifically
2 Dave McFadden's.

3 And when I say "ours," it would have
4 been Mr. Muncaster because certainly Mr. Muncaster
5 understood specifically what we were talking about at
6 that point in time.

7 MR. TIM FRYER: And I had intended on
8 going over the third bullet because it does talk about
9 possibility of -- or holding out a portion of the
10 proceeds. But you've reviewed that in your -- in your
11 testimony with the judge's counsel. So --

12 MR. EDWIN HOUGHTON: We -- and just to
13 be clear, too, on that. I -- I didn't disagree with
14 you that -- that it would have been lovely for us to
15 be able to have the Town set aside a portion of the
16 proceeds. It just -- it just didn't happen.

17 And so in the future, all we have to do
18 is look at each and -- each one of those
19 opportunities, and we have to analyze them and -- and
20 make a decision at that time.

21 MR. TIM FRYER: So if we can just go
22 back to the previous email. It was 1901KPM (sic).

23

24 (BRIEF PAUSE)

25

1 MR. TIM FRYER: And that's just so
2 it's here if we -- if we need it. I think you got a
3 good recollection of what it is.

4 MR. EDWIN HOUGHTON: Yes.

5 MR. TIM FRYER: But if we just scroll
6 down, and I'll just point out that it does note at the
7 bottom that I wasn't in attendance. And that's --
8 like I was just providing him with financial
9 information for his work.

10 So I was just looking to clarify it
11 that it isn't noted on the agenda as a topic, nor is
12 it referred to in the summary that -- so the 30 months
13 standstill wasn't an issue for Collus in your opinion.

14 MR. EDWIN HOUGHTON: In -- it
15 certainly wasn't something that -- that I brought up.
16 When I think about it, 30 months is a long time down
17 the road. We don't know what's going on with the --
18 the province. We don't know what's going on with
19 elections. We don't know what's going on with, you
20 know, the thinking of the ministry and things.

21 And I would assume that -- and I can
22 only assume -- that Mr. McFadden has a better handle
23 on that, and he would have had a discussion with them,
24 and that's where they landed.

25 MR. TIM FRYER: Okay. Regarding the

1 700,000, you -- and it does say that you successfully
2 negotiated it. Mr. Bentz confirmed that it was an
3 early mover premium for Collus being the first CHEC
4 LDC. Do you recall that?

5 MR. EDWIN HOUGHTON: I heard him say
6 that. He didn't say that here. That wasn't part of
7 our discussion.

8 MR. TIM FRYER: In the -- and you're
9 talking about in the negotiations.

10 MR. EDWIN HOUGHTON: When -- when we
11 met with them, Mr. Muncaster -- and as you well
12 know -- in his very eloquent way, basically said that
13 we're in a bit of a situation. We -- we --
14 PowerStream is -- on the non-financial is -- is the
15 clear winner. You're not in the financial. And we'd
16 like to have a discussion with you about that.

17 Mr. Bentz literally and very quickly
18 said, I do have the ability to increase, and I have
19 the ability to go up to \$8 million. And Mr. --
20 Mr. Bentz never spoke about leveraging us against the
21 CHEC folks or anything like that. There was no
22 discussions about anything like that. It was
23 literally -- virtually that simple.

24 MR. TIM FRYER: Okay. So it wasn't
25 your understanding it was an early mover premium.

1 MR. EDWIN HOUGHTON: I -- I only heard
2 that the other day. But -- I mean, those may be the
3 discussions they -- they have internally. And, you
4 know, once -- once one LDC maybe makes the move,
5 others have a tendency to follow. That maybe what
6 they're thinking about.

7 But it certainly was never the
8 discussion that Mr. Muncaster and I had with
9 Mr. Bentz.

10 MR. TIM FRYER: So I'll continue on
11 with some of your other testimony, and it's June
12 the 4th, and it's page 251, and it's line 17 and 18.

13

14 (BRIEF PAUSE)

15

16 MR. TIM FRYER: And again, I could
17 refresh your memory, but I just thought it would be
18 better to -- to look at it. So 17 and 18.

19 And you recall this was where you had
20 spoke about relying on others -- or you relied on
21 Mr. Fryer and others? Correct? Didn't --

22 MR. EDWIN HOUGHTON: I -- I think I --
23 did I misspeak? I thought I said I -- I relied on you
24 and others, yes.

25 MR. TIM FRYER: Yeah. Just getting

1 you to verify that for the record. Yes.

2 And so it's been noted that Collus' CFO
3 and Collus' auditor weren't being utilized. So who
4 are the others in the transaction process? I
5 understand it would be -- one for certain would be
6 Ms. Shuttleworth.

7 MR. EDWIN HOUGHTON: You're going to
8 have to provide me with more information up higher in
9 what the question was then.

10 MR. TIM FRYER: Sorry. The question
11 is just who was providing you with --

12 MR. EDWIN HOUGHTON: Oh, my apologies.
13 But what I'm saying is I'm going to have to see more
14 of the transcript to be able to get a context of what
15 you're asking me.

16 MR. TIM FRYER: Just direct the --

17 MR. EDWIN HOUGHTON: Yes. Could you
18 go up, please?

19 MR. TIM FRYER: Yeah.

20

21 (BRIEF PAUSE)

22

23 MR. TIM FRYER: If I could,

24 Mr. Houghton --

25 MR. EDWIN HOUGHTON: Yes.

1 MR. TIM FRYER: -- I wasn't talking
2 about the valuation. I was saying who did you rely on
3 in the sale transaction process? And I said
4 Ms. Shuttleworth obviously. And just who else you
5 would name as -- as people you relied on.

6 MR. EDWIN HOUGHTON: I think that we
7 relied on you. We relied on Ms. Shuttleworth. We
8 relied on the experiences of KPMG and the resources
9 that they have.

10 MR. TIM FRYER: And again, through the
11 sale transaction those six months from February to
12 July, I did not participate in any of the sale
13 transaction closings.

14 MR. EDWIN HOUGHTON: At -- at that
15 point in time, all -- everything was completed. The
16 only thing that we were doing was, at that point in
17 time we were getting Infrastructure Ontario money and
18 those kinds of things. And we were also working --
19 Ms. Shuttleworth was working with Mr. Glicksman on --
20 on the assistance of that as well.

21 MR. TIM FRYER: And Mr. Rockx, because
22 he was doing the dividend calculation?

23 MR. EDWIN HOUGHTON: That's correct.

24 MR. TIM FRYER: You also testified
25 earlier, and I wasn't going to bring it up unless you

1 want, the expectation of improve reliability as
2 measured by the OEB.

3 MR. EDWIN HOUGHTON: Yes.

4 MR. TIM FRYER: You recall that?

5 MR. EDWIN HOUGHTON: Yes.

6 MR. TIM FRYER: So if we could bring
7 up TFF9. And this is the most current OEB score card,
8 so it's 2013 to '17 because the '18 information is not
9 available yet, and it's been used a few times for
10 review by other witnesses.

11 So if you look at the fourth
12 performance cal -- category, system reliability, it
13 does show 2014 was lower, but 2015 through '17
14 increased well above the previous years and the
15 provincial average target in the far right column.

16 Can you recall other contributing
17 factors to these results?

18 MR. EDWIN HOUGHTON: Are -- are you
19 asking about that our -- are you suggesting that our
20 reliability has gotten better? Is that what you're
21 saying?

22 MR. TIM FRYER: No. It has worsened.

23 MR. EDWIN HOUGHTON: It had worsened?

24 MR. TIM FRYER: That's the red arrows
25 indicating -- and the trend.

1 MR. EDWIN HOUGHTON: Oh, I see what
2 you're saying. Okay, I just needed to understand what
3 you were saying.

4 So in 2013 and '14 we -- we did better,
5 and then 2015 I'm not sure if -- if there was any
6 events in 2015. As an example, in that -- shortly
7 thereafter in 2013 and '14, we -- we actually were
8 significantly better than the province of Ontario and
9 significantly better than our big brother PowerStream,
10 because they had an ice storm and we didn't.

11 But those are the kinds of things that
12 if you have long outages, as you well know because you
13 used to help populate these things, if you have a long
14 outage, one long outage significantly skews.

15 And agin, these are just -- these are
16 things that, you know, you use for -- for the future
17 and those kinds of things. But certainly that -- that
18 could have been the fact in 2015.

19 I don't recollect that. But I know
20 that we did have a couple of outages and so a couple
21 outages will actually increase significantly.

22 And I think that what it's saying is in
23 the distributor's .46 there were -- we were very, very
24 low before and we -- we've gotten a little bit --
25 we've gotten higher as a result of some -- some kind

1 of an event.

2 So our -- we were very -- I mean, we
3 were almost perfect in 2014. But because of some
4 event, it could be a long outage that happened in
5 2015.

6 As well, we were also having trouble
7 with our outside line staff. As you -- as you
8 probably know, and -- being on the Board of a small
9 utility it's sometimes difficult to keep line folks.

10 So we were also short-staffed for a
11 long period of time. But I don't know specifically
12 without going into it, but --

13 MR. TIM FRYER: Okay. And I'd like to
14 now move on to earlier evidence in regards to in kind
15 services, and wanted to get a clarification on a point
16 that you've made.

17 So this is going to be your June 4th
18 testimony and it's page 192. And the first line of
19 192 is a quote of -- you noted that we did not build
20 Town of Collingwood. You see that?

21 MR. EDWIN HOUGHTON: Oh, yes. Okay.

22 MR. TIM FRYER: So this has been
23 reviewed in earlier proceedings, so now for
24 consistency I want to -- to go on with it.

25 So no, an actual invoice would never be

1 -- have been sent to the Town of Collingwood. But --
2 but what also has been shown in evidence though is the
3 applicable portion of your compensation and related
4 costs, 45 percent of it was allocated into the
5 Collingwood Public Utilities Commission and then
6 eventually Collingwood Public Utilities Service Board
7 when switched over.

8 So those costs were paid directly by
9 Collingwood through water department user rates,
10 correct?

11 MR. EDWIN HOUGHTON: Yes.

12 MR. TIM FRYER: So with this
13 reconciliation process, the matter of compensation
14 cost, allocation levels, was of utmost importance, as
15 well as appropriate compensation for the
16 responsibilities being covered.

17 The process just described was accurate
18 unless compensation was not. So the question then
19 would be was your compensation appropriate for the
20 responsibilities you had during those allocations?

21 MR. EDWIN HOUGHTON: I -- I didn't set
22 my compensation. I don't know what you're suggesting,
23 but -- and I quite frankly not sure I understood the
24 question.

25 I know that we -- there's been quite a

1 discussion about the in kind services and those kinds
2 of things and I've noted in the -- all the other
3 reports they've criticized how we did the in kind and
4 not paying a dividend et cetera, et cetera, but I'm
5 not sure if that's what you're talking about, so.

6 MR. TIM FRYER: No, it's just in order
7 for the process to work properly, the compensation
8 level would have to be appropriate, and that was my
9 question.

10 Was your compensation level appropriate
11 that were doing the 45 percent allocation for?

12 MR. EDWIN HOUGHTON: Do you mean my --
13 the 45 percent was accurate, you mean? Or how much I
14 got --

15 MR. TIM FRYER: That and the
16 compensation would have to be the two (2) components,
17 yes.

18 MR. EDWIN HOUGHTON: So 45 percent of
19 my wage goes towards water --

20 MR. TIM FRYER: And -- and related
21 costs to -- to compensation.

22 MR. EDWIN HOUGHTON: Okay.

23 MR. TIM FRYER: So benefits and things
24 like that.

25 MR. EDWIN HOUGHTON: So you're getting

1 me doing the -- doing that function for what -- 45
2 percent of what -- another person?

3 MR. TIM FRYER: Of your total
4 compensation and related costs. All I'm simply saying
5 is as long as the compensation level was correct, we
6 knew the 45 percent was something we discussed and
7 felt it was a good allocation.

8 MR. EDWIN HOUGHTON: If you're asking
9 me if I'm agreeing with you in -- in what we did for
10 years and years, if that was a good thing --

11 MR. TIM FRYER: Yes.

12 MR. EDWIN HOUGHTON: -- is that what
13 you're asking me?

14 MR. TIM FRYER: Yes.

15 MR. EDWIN HOUGHTON: I agree with you.

16 MR. TIM FRYER: Okay.

17 MR. EDWIN HOUGHTON: I just know that
18 everybody else is criticized for it.

19 MR. TIM FRYER: So because that
20 process was followed, it was an accurate process, then
21 that's what I was getting to.

22 MR. EDWIN HOUGHTON: I -- I felt it
23 was a very fair process and I think that you did a
24 really good job of going to Council every year and
25 talking to them about it, showing them we did -- you

1 know, we did in kind services and here's this thing we
2 did and -- and you know, we only charged them \$70,000-
3 some for this and for IT and it's now 400 and change.

4 I agree with that. It's the -- the
5 reports that have come in -- into play in 2014 and '15
6 and '16 and those kinds of things that show that they
7 don't agree with what we did, they don't agree with
8 the fact that previous boards and previous Councils
9 were happy and they -- they -- they were good with all
10 that.

11 But I would agree with you. I think we
12 -- we provided them with a great service where we
13 failed. If we failed was we didn't have enough
14 documentation to show them what we were doing.

15 MR. TIM FRYER: Okay. Also from your
16 testimony, and it's on line 8 here, there is the
17 reference to the \$3.2 million estimate.

18 I just wondered if you could explain
19 that a little further as to how that calculation would
20 be based.

21 MR. EDWIN HOUGHTON: Well, it was off
22 the top of my head.

23 If -- if I -- if I took over in 2000
24 and Canaska (phonetic) was receiving \$100,000 a year
25 at that point in time, plus benefits and OMERS and all

1 those kinds of things, and then if you -- you think
2 about how things had gone up and although those -- and
3 then if you think about the CAO at the Town of
4 Collingwood would receive about \$240,000 or \$220,000
5 plus -- plus, plus, plus, it's -- doesn't take very
6 long to come up with \$3.2 million that -- that I
7 believe I provided as an in kind -- if we can use that
8 -- as a volunteer to do Public Works and the CAO's job
9 at that time. 3.2 might be -- might be low, actually.

10 MR. TIM FRYER: Again, the volunteer
11 idea, like, we just explained how we allocated costs
12 over for the work that you did for the Town.

13 MR. EDWIN HOUGHTON: I -- I accept
14 what you're saying. I didn't get paid extra to do
15 those jobs. We did them -- Council came to us and
16 said we like what you're doing, will you continue to
17 do it? Yes. Perfect. So we did it.

18 MR. TIM FRYER: So --

19 MR. EDWIN HOUGHTON: I spent my time
20 doing the job.

21 MR. TIM FRYER: So in regards to
22 yesterday Mr. Bonwick brought up the -- the
23 appointment of Mr. Worts to the Board.

24 Do you recall it came after the Collus
25 Board ignored Council's first shareholder direction in

1 2015 to increase Collingwood's shareholder oversight
2 with the addition of Deputy Mayor Saunderson?

3 MR. EDWIN HOUGHTON: I -- I've heard
4 that statement made a few times. I don't recall that
5 and I -- I -- to me, that would have been something
6 that must -- would have had to have come to the Board
7 for a full discussion.

8 I may be -- I may not be recalling it.
9 I don't ever remember the issue. And -- and, quite
10 frankly, if they had asked me -- if they asked me
11 specifically, I probably would have agreed that that
12 would be a good thing to do, to have Mayor Saunderson
13 -- or Deputy Mayor Saunderson -- was he mayor -- mayor
14 or deputy mayor?

15 MR. TIM FRYER: He was deputy mayor
16 then.

17 MR. EDWIN HOUGHTON: -- Deputy Mayor
18 Saunderson on the Board because I think he would have
19 seen what we were doing. And -- and he -- he could
20 have saw that we were -- we were trying to provide a
21 great dividend -- or great benefit to the Town of
22 Collingwood.

23 So, if I had been -- if I had been
24 specifically asked, I honestly don't recall it. I --
25 I've heard this two (2) or three (3) times through the

1 -- through the testimony, but, you know, I could have
2 -- it could have -- could have went in one (1) side --
3 one (1) side and out the other, but I don't -- I
4 honestly don't recall.

5 MR. TIM FRYER: The January motion
6 that appointed -- reappointed Mayor Saunderson (sic)
7 to the Board included that the deputy mayor would
8 appointed as a shareholder rep, so -- so, that's where
9 --

10 MR. EDWIN HOUGHTON: Do you mean Mayor
11 --

12 MR. TIM FRYER: -- that's where it
13 came from.

14 MR. EDWIN HOUGHTON: You mean Mayor
15 Cooper?

16 MR. TIM FRYER: Mayor -- Mayor Cooper,
17 I'm sorry.

18 MR. EDWIN HOUGHTON: Yeah.

19 MR. TIM FRYER: Yes, Mayor Cooper.

20 And -- and the deputy mayor was to be added. So, I --

21 MR. EDWIN HOUGHTON: But those
22 discussions --

23 MR. TIM FRYER: I -- I agree with your
24 statement because that's where I was going to go next,
25 is that certainly was my intent, on supporting it and

1 promoting it, actually, at council, was to try to put
2 in place some mechanisms to bridge the gap that seemed
3 to be developing at the time.

4 And -- and so, you've already stated
5 exactly what I was going to bring up, which was that
6 that was the attempt that I was trying to do.

7 MR. EDWIN HOUGHTON: Okay. Thank you.

8 MR. TIM FRYER: But that being said, I
9 do believe that's another case because in Mr. Bentz's
10 testimony he agreed it's the responsibility of the CEO
11 to ensure shareholder requests are completed.

12 That takes communication with the CAO.
13 And I do believe that there was a problem between the
14 CEO and the CAO at that point in time.

15 THE HONOURABLE FRANK MARROCCO: Well -
16 - well, this has to be -- this isn't a conversation.
17 You -- you have to ask questions. And I -- I'll say
18 for myself there's been abundant evidence here that
19 there was a conflict.

20 As to who the source of the conflict
21 was and everything, I -- no doubt there's more than
22 one (1) opinion about that, but that there was a
23 conflict is --

24 MR. TIM FRYER: I can move on, Sir.

25 THE HONOURABLE FRANK MARROCCO: --

1 really not contentious, is not disagreed with by
2 anybody.

3 MR. TIM FRYER: Yeah. And -- and I
4 was agreeing. And -- and I'll -- I'll just move on.

5

6 CONTINUED BY MR. TIM FRYER:

7 MR. TIM FRYER: Your testimony on June
8 the 4th and page 299, and it's line 16 to 18, and this
9 is in regards to the 2014 dividend. I'll give you a
10 chance just to --

11 MR. EDWIN HOUGHTON: Yes.

12 MR. TIM FRYER: -- to glance at that.
13 I'm going to ask a question on that.

14 MR. EDWIN HOUGHTON: Okay.

15 MR. TIM FRYER: It says:

16 "Larger cash dividend at 50 percent
17 than we had at a hundred percent."

18 Now, it was clarified by Mr. Glicksman
19 that early dividends were because of the 2013 cost of
20 service which would have been done by Collus with our
21 without a share -- strategic partnership transaction.
22 That's correct?

23

24 (BRIEF PAUSE)

25

1 MR. EDWIN HOUGHTON: I'm not -- I'm
2 not sure.

3 MR. TIM FRYER: Okay. And then it
4 also says, in that particular case, if -- if Collus
5 had continued to have full ownership, that cash
6 dividend would have actually been double.

7 So, now I'll move on just to kind of
8 wind down. And paragraph 778, and the third paragraph
9 midway, and this is your letter to the Board. And I'm
10 looking at the line, "I have grown the business to
11 where it is today."

12 Do you see that one (1) right in kind
13 of the middle?

14 MR. EDWIN HOUGHTON: Yeah, this is my
15 -- my confidential letter --

16 MR. TIM FRYER: M-hm.

17 MR. EDWIN HOUGHTON: -- that I
18 provided to the chair and -- both chairs there because
19 there were co-chairs, about a very sensitive issue,
20 human resources issues, which was this letter.

21 MR. TIM FRYER: Yeah. So, Collus was
22 a provincially-regulated, hundred percent owned
23 Collingwood asset with a strong financial position in
24 2011 that underwent a 50 percent ownership change with
25 various financial-based changes to former policies

1 that, as indicated in the evidence, placed Collus
2 PowerStream into a very poor financial position by
3 2016 that worsened in 2017.

4 Now, that's the preamble to my
5 question. Certainly, there's no argument that post
6 the strategic partnership transaction you were
7 responsible for the growth of Collus PowerStream.

8 As stated though in the evidence, there
9 was no further partnerships and the multi-utility
10 operations were dissolved, correct?

11 MR. EDWIN HOUGHTON: Well, there were
12 no further partnerships because there was no desire,
13 from the Town of Collingwood's perspective, to go into
14 anything. There certainly was significant discussion
15 that -- that people were not happy with what we were
16 doing as -- as a partnership, so why -- there -- they
17 wouldn't do that.

18 They had -- they had stripped away all
19 the synergies that we had with water and the Town of
20 Collingwood, so our expenses had gone up
21 significantly, so.

22

23 (BRIEF PAUSE)

24

25 MR. TIM FRYER: Okay. So, I want to

1 look at Mr. Bonwick again. He mentioned some
2 testimony of Mr. Bentz's, and it's actually from June
3 3rd, and it's page 100, and it's lines 22 and 23, and
4 it has to do with the Collus PowerStream transaction
5 with Alectra.

6 So, the main point I made with Mr.
7 Bentz, and he agreed, EPCOR had defined a very high
8 price point that Alectra would accept.

9 Do you believe that to be true, as
10 well?

11 MR. EDWIN HOUGHTON: Tim, I never got
12 involved with anything that went on with EPCOR. When
13 -- when all of this was going on, I didn't get
14 involved. I didn't -- I didn't think about it. I
15 didn't read about it. I was done. So, I have --

16 MR. TIM FRYER: So --

17 MR. EDWIN HOUGHTON: I have no clue.
18 You couldn't ask me a question about EPCOR. You
19 couldn't ask me because I don't know. I didn't -- I
20 didn't spend any more time worrying about a company
21 that I worked for a long time with who was being
22 stripped away.

23 MR. TIM FRYER: So, there's still
24 information to come in, but -- from municipal staff,
25 but there's sufficient there to determine that it

1 eliminated an ever increasing risky investment
2 situation for Collingwood while providing a good --
3 very good return for Collus PowerStream.

4 I was going to ask if you believe that
5 to be correct, but, essentially, you've --

6 MR. EDWIN HOUGHTON: You -- you --

7 MR. TIM FRYER: -- explained, no.

8 MR. EDWIN HOUGHTON: Okay. I think
9 you were incorrect in what you've said. It gave a
10 very good payment back to PowerStream. And -- and
11 EPCOR's a great company; I wouldn't say anything about
12 it, but...

13 MR. TIM FRYER: You -- you're correct.
14 I -- what I had said was it was a very good return for
15 Collus PowerStream, and I meant in -- in value. And
16 you're correct, the shareholders would share on that,
17 yes. And those are my questions, Judge Marrocco.

18 THE HONOURABLE FRANK MARROCCO: Thank
19 you, Mr. Fryer.

20 MR. TIM FRYER: Thank you.

21 THE HONOURABLE FRANK MARROCCO: I
22 think enough's enough for today, Mr. McDowell. I know
23 I said we'd get started, but we'll get started with
24 your questioning in the morning, I think.

25 MR. WILLIAM MCDOWELL: That's --

1 that's fine, Commissioner. That's probably wise.

2 THE HONOURABLE FRANK MARROCCO: Well,

3 I think --

4 MR. WILLIAM MCDOWELL: Enough -- as
5 you say, enough's enough.

6 THE HONOURABLE FRANK MARROCCO: It's
7 been a long session for Mr. Houghton. So, nine
8 o'clock tomorrow.

9 Oh, Mr. Houghton, don't -- I -- I give
10 this -- I should give this warning to every witness, I
11 don't always, but I'm sure Mr. Chenoweth will tell you
12 don't -- don't discuss your evidence between now and
13 tomorrow. It can lead to a misunderstanding.

14 MR. EDWIN HOUGHTON: Yes, Your Honour.

15

16 (WITNESS RETIRES)

17

18 --- Upon adjourning at 4:43 p.m.

19

20 Certified correct,

21

22

23 _____

24 Wendy Woodworth, Ms.

25

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