Corporation of the City of Cambridge
Special Council Meeting
Addendum

Date: September 14, 2021, 5:00 p.m.
Location: Virtual Meeting

COVID-19
Due to COVID-19 and recommendations by Waterloo Region Public Health to exercise social distancing, members of the public are invited to submit written comments or requests to delegate via telephone related to items on the agenda.

The public wishing to speak at Council may complete an online Delegation Request form no later than 12:00 p.m. on the day of the meeting for Special Council Meetings occurring at 5:00 p.m. and no later than 12:00 p.m. the day before the meeting for Special Council –Statutory Public Meetings occurring at 10:00 a.m.

All written delegation submissions will form part of the public record.

4. Presentations
   *4.1. Katie Fischer, Deputy Treasurer re: 21-240 (CRS) Budget Engagement Survey Results
   *4.2. 21-201(CD) 2021 Bill Struck Memorial Scholarship Fund
         Mayor McGarry to present award.
   *4.3. Vanessa Lopak, Supervisor of Diversity and Inclusion re: 21-264 (CRS)
         Indigenous Reconciliation Action Plan: Update and Actions

5. Delegations and Consideration of Related Reports
          172 Forest Rd – Westside Presbyterian Church

6. Consent Agenda
   *6.13. Special Joint Council Minutes- June 23, 2021

7. Consideration of Reports
   7.3. Community Development
       *7.3.3. 21-273(CD) Goddard Crescent and Heroux Devtek Drive
9. **Notice of Motion**

9.1. Councillor Reid - Naloxone kits in City Facilities

Whereas Canada is among the top prescribers of opioids in the world, and Ontario has the highest opioid-dispensing rates in the country with nearly two million Ontarians receiving an opioid in 2014 and 2015. This totals approximately nine million dispenses, putting roughly 15 per cent of Ontarians on prescription opioids; and

Whereas the Region of Waterloo and City of Cambridge continue to be in a state of crisis seeing rises in suspected opioid overdoses; and

Whereas in Waterloo Region, paramedics said they responded to 39 overdoses from June 27 to July 3, 2021, with 11 of those calls on July 2. As of June 4, the region had reported 49 suspected opioid-related deaths; and

Whereas the pandemic may also be playing a big role in increased opioid overdoses and deaths. A national report in October 2020 found the overall health of Canadians deteriorated during the first eight months of the pandemic and showed more people turned to drugs, alcohol, tobacco and screen time rather than physical exercise to cope with the stress; and

Whereas in an effort to prevent overdose deaths, there is a need for increased awareness, education and training to utilize naloxone kits to assist in preventing overdoses and deaths in our community; and

Whereas Naloxone is proven effective at reversing potentially fatal overdoses and many municipalities have begun to include these kits in public facilities as an emergency option in a community with a significant opioid abuse problem; and

Whereas the City of Cambridge can join the leadership we are seeing in other Ontario Municipalities and implement the supply of Naloxone kits in all publicly accessible, city-owned buildings that currently have defibrillators, including arenas and community centres; and

Therefore, be it resolved that Council direct staff to report back by the end of 2021 with an implementation plan to have two Naloxone kits available in all publicly accessible, city owned facilities that currently have defibrillators in them;

And that staff include in the implementation plan an analysis on the costs associated with providing training to use the kits, an awareness campaign for the facilities that will have the kits and a procedure that
addresses how to maintain kits within a City Facilities; and

That correspondence be sent to the Region of Waterloo, Association of Municipalities of Ontario and to the Hon. Doug Ford, Premier of Ontario and the Hon. Christine Elliot, Minister of Health outlining a request that the Provincial government mandate Naloxone kits in all public institutions across Ontario.

*9.2. Councillor Reid - Request for correspondence to the Province, re: Protests at Ontario Hospitals

Whereas we continue to see a rise in protesters gathering outside of Ontario hospitals against vaccine mandates and other COVID-19-related public health measures; and

Whereas the Registered Nurses Association of Ontario and Ontario Medical Association have issued joint statements "strongly condemning" the planned disruptions and calling for designated safe zones around health-care facilities to protect staff and patients; and

Whereas health care workers have been caring for COVID-19 patients for 18 months despite risks to themselves and their families, these employees have been working around the clock on our front lines trying to keep our communities safe; and

Whereas everyone has the right to protest, however this is targeted harassment and is undermining the vital work of our health care here in Ontario and should be condemned ; and

Therefore be it resolved that the City of Cambridge Council send correspondence to the Ontario the legislature and Hon. Doug Ford, Premier requesting that measures be put in place to end the harassment and intimidation and establish safety zones around hospitals;

And that this correspondence be forwarded to the Hon. Doug Ford, Premier, the Hon. Christine Elliot, Minister of Health, the Association of Ontario Municipalities and the municipalities of the Region of Waterloo.

*12. Closed Session

THAT in accordance with Section s.239 (2) (d) of the Municipal Act, 2001, Council convene in Closed Session to consider the following subject matter:

(d) Labour relations or employee negotiations (verbal update)
Budget Timeline

We are here: Present results to Council
Survey Participation

• 2022 Budget: 133
• 2021 Budget: through Strategic Plan Update
• 2020 Budget: 510
• 2019 Budget: 56
## Strategic Actions

<table>
<thead>
<tr>
<th>Strategic Action</th>
<th>Average Rank</th>
</tr>
</thead>
<tbody>
<tr>
<td>Create and activate spaces that offer things for people to do</td>
<td>2.71</td>
</tr>
<tr>
<td>Establish our core areas as attractive destinations</td>
<td>2.86</td>
</tr>
<tr>
<td>Provide age-friendly services that are accessible to all</td>
<td>3.60</td>
</tr>
<tr>
<td>Enhance opportunities to enjoy built and natural heritage</td>
<td>3.61</td>
</tr>
<tr>
<td>Lay the foundation for future community building</td>
<td>3.86</td>
</tr>
<tr>
<td>Enhance equity and inclusion efforts</td>
<td>4.18</td>
</tr>
</tbody>
</table>
Balancing the Budget

- Increase taxes a little above inflation for enhanced services: 36%
- Increase taxes by inflation; offset enhanced services by reductions: 30%
- Reduce service levels to have a tax rate increase below inflation: 25%
- Don't know: 9%
Taxes vs User Fees

- By increasing property taxes: 17.5%
- By introducing new types of service fees, where legislated (e.g. stormwater): 17.5%
- By increasing existing user fees (e.g. parking fees, program fees, etc.): 65%
Understanding Municipal Budgets

- Somewhat understand: 60%
- Good understanding: 17%
- Do not understand: 23%

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Next Steps

1. **Sept - Oct**: Management Review
2. **Nov 25**: Public Delegation
3. **Nov 30**: Council Review & Approval
   - Dec 2 & 7 (if needed)
Purpose

• Information on the National Day for Truth and Reconciliation
• Outline activities to honour September 30th
• Provide an update on Reconciliation Action Plan
National Day for Truth and Reconciliation

• Passed in June, 2021, as federal statutory holiday

• Province of Ontario will not be making it a provincial public holiday
  – No planned changes to the Employment Standards Act

• Focus on honouring Indigenous survivors, families, and communities impacted by Residential Schools
1. Support the Indigenous community in their healing.
   - Suspend rental-related fees for Indigenous groups for cultural and ceremonial purposes.

2. Deepen learning opportunities for staff and the community.
   - Providing multi-media, reading, and webinar education material for staff.
   - Communication with staff and through social media to provide information
Discussion with the Minister of Indigenous Affairs  
Hon. Greg Rickford

Friday, September 17, 2021 - 11 a.m. – 12 p.m.

- Residential schools
- Cultural sensitivity and awareness
- Working toward reconciliation and healing
3. Visibly show the City’s support for Orange Shirt Day

• Encourage staff to wear orange on September 30th.

• Flying the Every Child Matters flag at City Hall from September 20th – October 4th.

• Flags will continue to fly half-mast to honour the children.

1.7.1. Understand and assess the Truth and Reconciliation Commission of Canada Calls to Action as they relate to the work of municipalities.

1.7.2. Create a plan to implement the TRC municipal calls to action.
Reconciliation Action Plan

- Reconciliation Action Plan Work Group
  - 5 sub-committees
  - Engagement, communications, research, and co-op staffing
  - $22,450 Operating, within Inclusion Services 2022 Budget process

- Truth and Reconciliation Calls to Action
  - Training, supporting cultural and ceremonial practices, commissioning of documents
CONTACT INFORMATION

Danielle Manton
City Clerk
519-623-1340 ex 4585
mantond@cambridge.ca
City of Cambridge Council Members in Attendance: Councillors Reid (Ward 1); Devine (Ward 2); Mann (Ward 3); Wolf (Ward 5); Adshade (Ward 6); Hamilton (Ward 7); and Ermeta (Ward 8) with Mayor McGarry as Co-Chair

Regrets: Liggett (Ward 4)

City of Cambridge Staff Members in Attendance: David Calder - City Manager; Sheryl Ayres – Chief Financial Officer, Danielle Manton - City Clerk and Jennifer Shaw – Deputy City Clerk

Township of North Dumfries Council Members in Attendance: Councillors Rolleman (Ward 1); Ostner (Ward 2); McCreery (Ward 3); and Gillespie (Ward 4) with Mayor Foxton as Co-Chair

Township of North Dumfries Staff Members in Attendance: Andrew McNeely - Chief Administrative Officer; Christina Brox - Treasurer/Director of Corporate Services and Ashley Sage - Clerk

Others in Attendance: John Rockx, KPMG, LLP, Ryan Woodcroft, KPMG, LLP and Ron Clark, Aird and Berlis, LLP

Meeting Called to Order

The joint meeting of the Councils of the Corporations of the City of Cambridge and the Township of North Dumfries was held virtually. Mayor McGarry and Mayor Foxton welcomed everyone present and called the meeting to order at 6:00 p.m. and adjourned the meeting at 7:35 p.m.

Disclosure of Pecuniary Interest

There are no disclosures of pecuniary interest.
1. Motion to Move into Closed Session

Motion: 21-154
Moved By: Councillor Adshade
Seconded By: Councillor McCreery

THAT in accordance with Section s.239 of the Municipal Act, 2001, this Joint Council convene in Closed Session at 6:04 p.m. to consider the following subject matters:

i. Advice that is subject to solicitor-client privilege, including communications necessary for that purpose; (Shareholders of Energy Plus to Receive and Consider Information from Legal Counsel)

ii. A trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization; (Shareholders of Energy Plus to Receive and Consider Information from Legal Counsel)

iii. A position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board. (Shareholders of Energy Plus to Receive and Consider Information from Legal Counsel)

CARRIED, on a recorded vote 13-0

Cambridge Vote

In Favour: Councillors Reid, Devine, Mann, Wolf, Adshade, Hamilton, Ermeta and Mayor McGarry

Opposed: None

Absent: Councillor Liggett
North Dumfries Vote

In Favour: Councillors Rolleman, Ostner, McCreery, Gillespie, and Mayor Foxton

Opposed: None

2. Motion to Reconvene in Open Session

Motion: 21-155
Moved By: Councillor Rolleman
Seconded By: Councillor Hamilton

THAT this Closed Session adjourn at 7:30 p.m. and reconvene in Open Session.
CARRIED, on a recorded vote 13-0

Cambridge Vote

In Favour: Councillors Reid, Devine, Mann, Wolf, Adshade, Hamilton, Ermeta and Mayor McGarry

Opposed: None

Absent: Councillor Liggett

North Dumfries Vote

In Favour: Councillors Rolleman, Ostner, McCreery, Gillespie, and Mayor Foxton

Opposed: None

3. Confirmatory By-law

Motion: 21-156
Moved By: Councillor Wolf
Seconded By: Councillor Gillespie

2360-21 Being a by-law of the City of Cambridge and the Township of North Dumfries to confirm the proceedings of the Councils of the City of Cambridge and Township
of North Dumfries at its joint meeting held in Cambridge on the 23rd day of June, 2021.

CARRIED, on a recorded vote 13-0

**Cambridge Vote**

In Favour: Councillors Reid, Devine, Mann, Wolf, Adshade, Hamilton, Ermeta and Mayor McGarry

Opposed: None

Absent: Councillor Liggett

**North Dumfries Vote**

In Favour: Councillors Rolleman, Ostner, McCreery, Gillespie, and Mayor Foxton

Opposed: None

4. **Adjournment**

Motion: 21-157

Moved By: Councillor Ostner

Seconded By: Councillor Reid

THAT this Joint Council meeting does now adjourn at 7:35 p.m.

CARRIED, on a recorded vote 13-0

**Cambridge Vote**

In Favour: Councillors Reid, Devine, Mann, Wolf, Adshade, Hamilton, Ermeta and Mayor McGarry

Opposed: None

Absent: Councillor Liggett
North Dumfries Vote

In Favour: Councillors Rolleman, Ostner, McCreery, Gillespie, and Mayor Foxton

Opposed: None
City of Cambridge Council Members in Attendance: Councillors Reid (Ward 1); Devine (Ward 2); Mann (Ward 3); Liggett (Ward 4); Adshade (Ward 6); and Hamilton (Ward 7) with Mayor McGarry as Co-Chair

Regrets: Councillors Wolf (Ward 5) and Ermeta (Ward 8)

Township of North Dumfries Council Members in Attendance: Councillors Ostner (Ward 2); McCreery (Ward 3); Gillespie (Ward 4) with Mayor Foxton as Co-Chair

Regrets: Councillor Rolleman (Ward 1)

City of Cambridge Staff Members in Attendance: David Calder - City Manager; Sheryl Ayres – Chief Financial Officer, Danielle Manton - City Clerk and Jennifer Shaw – Deputy City Clerk

Township of North Dumfries Staff Members in Attendance: Andrew McNeely - Chief Administrative Officer; Christina Brox - Treasurer/Director of Corporate Services and Ashley Sage - Clerk

Others in Attendance: John Rockx - KPMP, LLP and Ron Clark - Aird & Berlis LLP

Meeting Called to Order

The joint meeting of the Councils of the Corporations of the City of Cambridge and the Township of North Dumfries was held virtually. Mayor McGarry and Mayor Foxton welcomed everyone present and called the meeting to order at 6:20 p.m. and adjourned the meeting at 9:33 p.m.

Disclosure of Pecuniary Interest

There are no disclosures of pecuniary interest.
1. Motion to Move into Closed Session

Motion: 21-158
Moved By: Councillor Mann
Seconded By: Councillor Ostner

THAT in accordance with Section s.239 of the Municipal Act, 2001, this Joint Council convene in Closed Session at 6:20 p.m. to consider the following subject matters:

i. Advice that is subject to solicitor-client privilege, including communications necessary for that purpose; (Shareholders of Energy Plus to Receive and Consider Information from Legal Counsel)

ii. A trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization; (Shareholders of Energy Plus to Receive and Consider Information from Legal Counsel)

iii. A position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board. (Shareholders of Energy Plus to Receive and Consider Information from Legal Counsel)

Councillor Devine left the meeting at this time.

CARRIED, on a recorded vote 10-0

Cambridge Vote
In Favour: Councillors Reid, Mann, Liggett, Adshade, Hamilton, and Mayor McGarry
Opposed: None
Absent: Councillors Devine, Wolf and Ermeta
North Dumfries Vote

In Favour: Councillors Ostner, McCreery, Gillespie, and Mayor Foxton

Opposed: None

Absent: Councillor Rolleman

Councillor Devine rejoined the meeting at this time.

2. Motion to Reconvene in Open Session

Motion: 21-159
Moved By: Councillor McCreery
Seconded By: Councillor Adshade

THAT this Closed Session adjourn at 8:22 p.m. and reconvene in Open Session.

CARRIED, on a recorded vote 11-0

Cambridge Vote

In Favour: Councillors Reid, Devine, Mann, Liggett, Adshade, Hamilton, and Mayor McGarry

Opposed: None

Absent: Councillors Wolf and Ermeta

North Dumfries Vote

In Favour: Councillors Ostner, McCreery, Gillespie, and Mayor Foxton

Opposed: None

Absent: Councillor Rolleman
3. City of Cambridge Resolution to Approve Merger

Motion: 21-160
Moved By: Councillor Mann
Seconded By: Councillor Liggett

WHEREAS The Corporation of the City of Cambridge (“Cambridge”) is, together with Township of North Dumfries (the “Municipality”), a shareholder of CNDE+;

AND WHEREAS CNDE+ is the sole shareholder of E+;

AND WHEREAS CNDE+ and BEC intend to amalgamate (the “Holdco Amalgamation”) pursuant to section 174 of the Business Corporations Act (Ontario) (the “OBCA”) to form an amalgamated entity (“Merged Holdco”);

AND WHEREAS subsequent to the Holdco Amalgamation, E+ and BPI intend to amalgamate pursuant to section 174 of the OBCA (the “LDC Amalgamation”, and together with the Holdco Amalgamation, the “Amalgamations”) to form an amalgamated entity (“LDC Mergeco”);

AND WHEREAS in order to facilitate the Amalgamations, CDN+E+, BEC, E+, BPI, Cambridge, the Municipality, and The Corporation of the City of Brantford (“Brantford”) intend to enter into a merger participation agreement (the “Merger Participation Agreement”), substantially in the form of a draft merger participation agreement (the “Draft Merger Participation Agreement”) previously presented to the Council of Cambridge for review;

AND WHEREAS pursuant to section 2.1 of the Merger Participation Agreement, CNDE+ would be required to enter into an amalgamation agreement with BEC (the “Holdco Amalgamation Agreement”);

AND WHEREAS subsection 176(4) of the OBCA provides that an amalgamation agreement is adopted when the shareholders of each amalgamating corporation have approved of the amalgamation by a special resolution of the holders of the shares of each class or series entitled to vote thereon;
AND WHEREAS pursuant to section 185 of the OBCA, a holder of shares of any class or series entitled to vote on the resolution approving an amalgamation may dissent, in which case such shareholder, in addition to any other right the shareholder may have, is entitled to be paid by the corporation the fair value of the shares held by the shareholder subject to compliance with the dissent procedure contained in section 185 of the OBCA;

AND WHEREAS the Cambridge declares that it is not exercising such right of dissent in connection with the Amalgamations and waives its right to receive notice of a meeting of shareholders pursuant to subsection 176(2) of the OBCA in connection with the Amalgamations;

AND WHEREAS CNDE+ and E+ are subject to a Shareholders’ Agreement among Cambridge, the Municipality and CNDE+ (as successor to Cambridge and North Dumfries Hydro Inc.) dated January 1, 2000 (the “CNDE+ USA”) requiring shareholder approval of transactions such as the Amalgamations;

AND WHEREAS after the Amalgamations have taken place, Merged Holdco, LDC Mergeco, Cambridge, the Municipality and Brantford intend to enter into a unanimous shareholders’ agreement governing the affairs of Merged Holdco and LDC Mergeco (the “Unanimous Shareholders’ Agreement”), substantially in the form of a unanimous shareholders’ agreement (the “Draft Unanimous Shareholders’ Agreement”) previously presented to Council for review;

AND WHEREAS after the Amalgamations have taken place Brantford intends to enter into an Amended and Restated Shared Services and Obligations Agreement with LDC Mergeco and Brantford Hydro Inc. (the “Shared Services Agreement”), substantially in the form of an amended and restated shared services and obligations agreement (the “Draft Shared Services Agreement”) previously presented to Council for review the entry into which would require shareholder approval under the Unanimous Shareholder Agreement.

NOW THEREFORE BE IT RESOLVED THAT:

(a) Cambridge approves the Amalgamations;
(b) The terms and conditions of the Merger Participation Agreement, the Unanimous Shareholders’ Agreement and the transactions contemplated thereby are reasonable and fair to Cambridge;

(c) CNDE+ is authorized to enter into the Holdco Amalgamation Agreement and to approve the LDC Amalgamation;

(d) E+ is authorized to carry out the LDC Amalgamation;

(e) Cambridge is authorized to enter into the Merger Participation Agreement, substantially in the form of the Draft Merger Participation Agreement;

(f) Cambridge is authorized to enter into the Unanimous Shareholders’ Agreement, substantially in the form of the Draft Unanimous Shareholders’ Agreement;

(g) The entry by LDC Mergeco and Brantford Hydro Inc. into the Shared Services Agreement, substantially in the form of the Draft Shared Services Agreement is approved;

(h) The execution and delivery by Cambridge of the Merger Participation Agreement and the Unanimous Shareholders’ Agreement and the performance by it of its obligations thereunder, substantially in the form and on the terms set out in the Draft Merger Participation Agreement and Draft Unanimous Shareholders’ Agreement, with such minor deletions, amendments or additions thereto as the Chief Administrative Officer, or other duly authorized representative, of Cambridge (the “Authorized Representative”) may determine, is authorized and approved, the execution of such agreements in accordance with the provisions of the paragraph immediately below being conclusive evidence of such determination;

(i) The Authorized Representative is authorized and directed, for and in the name of and on behalf of Cambridge, to execute and deliver the Merger Participation Agreement and the Unanimous Shareholders’ Agreement, substantially in the form and on the terms set out in the Draft Merger Participation Agreement and the Draft Unanimous Shareholders’ Agreement, with such minor deletions, amendments or
additions thereto as the Authorized Representative may in his or her absolute discretion determine, the execution of such agreement in accordance with the provisions of this paragraph being conclusive evidence of such determination; and

(j) The Authorized Representative is authorized and directed, for and in the name of and on behalf of Cambridge, to execute and deliver all such other agreements, amendments, instruments, certificates, resolutions and other documents, including a resolution of the shareholders of CNDE+ approving the Amalgamations, and to do all such other acts and things as the Authorized Representative may determine to be necessary or advisable in connection with the Merger Participation Agreement, with the Unanimous Shareholders’ Agreement, the Shared Services Agreement and/or the Holdco Amalgamation Agreement or to carry out the intention of the foregoing resolution, the execution and delivery of any such agreement, amendment, instrument, certificate, resolution or other document or the doing of any such other act or thing by the Authorized Representative being conclusive evidence of such determination.

CARRIED, on a recorded vote 7-0

In Favour: Councillors Reid, Devine, Mann, Liggett, Adshade, Hamilton, and Mayor McGarry

Opposed: None

Absent: Councillors Wolf and Ermeta

4. **Township of North Dumfries Resolution to Approve Merger**

Motion: 21-161

Moved By: Councillor McCreery

Seconded By: Councillor Gillespie
WHEREAS The Corporation of the Township of North Dumfries (the “Municipality”) is, together with The Corporation of the City Cambridge (“Cambridge”), a shareholder of CNDE+;

AND WHEREAS CNDE+ is the sole shareholder of E+;

AND WHEREAS CNDE+ and BEC intend to amalgamate (the “Holdco Amalgamation”) pursuant to section 174 of the Business Corporations Act (Ontario) (the “OBCA”) to form an amalgamated entity (“Merged Holdco”);

AND WHEREAS subsequent to the Holdco Amalgamation, E+ and BPI intend to amalgamate pursuant to section 174 of the OBCA (the “LDC Amalgamation”, and together with the Holdco Amalgamation, the “Amalgamations”) to form an amalgamated entity (“LDC Mergeco”);

AND WHEREAS in order to facilitate the Amalgamations, CDNE+, BEC, E+, BPI, the Municipality, Cambridge, and The Corporation of the City of Brantford (“Brantford”) intend to enter into a merger participation agreement (the “Merger Participation Agreement”), substantially in the form of a draft merger participation agreement (the “Draft Merger Participation Agreement”) previously presented to the Council of the Municipality for review;

AND WHEREAS pursuant to section 2.1 of the Merger Participation Agreement, CNDE+ would be required to enter into an amalgamation agreement with BEC (the “Holdco Amalgamation Agreement”);

AND WHEREAS subsection 176(4) of the OBCA provides that an amalgamation agreement is adopted when the shareholders of each amalgamating corporation have approved of the amalgamation by a special resolution of the holders of the shares of each class or series entitled to vote thereon;

AND WHEREAS pursuant to section 185 of the OBCA, a holder of shares of any class or series entitled to vote on the resolution approving an amalgamation may dissent, in which case such shareholder, in addition to any other right the shareholder may have, is entitled
to be paid by the corporation the fair value of the shares held by the shareholder subject to compliance with the dissent procedure contained in section 185 of the OBCA;

AND WHEREAS the Municipality declares that it is not exercising such right of dissent in connection with the Amalgamations and waives its right to receive notice of a meeting of shareholders pursuant to subsection 176(2) of the OBCA in connection with the Amalgamations;

AND WHEREAS CNDE+ and E+ are subject to a Shareholders’ Agreement among the Municipality, Cambridge and CNDE+ (as successor to Cambridge and North Dumfries Hydro Inc.) dated January 1, 2000 (the “CNDE+ USA”) requiring shareholder approval of transactions such as the Amalgamations;

AND WHEREAS after the Amalgamations have taken place, Merged Holdco, LDC Mergeco, the Municipality, Cambridge and Brantford intend to enter into a unanimous shareholders’ agreement governing the affairs of Merged Holdco and LDC Mergeco (the “Unanimous Shareholders’ Agreement”), substantially in the form of a unanimous shareholders’ agreement (the “Draft Unanimous Shareholders’ Agreement”) previously presented to Council for review;

AND WHEREAS after the Amalgamations have taken place Brantford intends to enter into an Amended and Restated Shared Services and Obligations Agreement with LDC Mergeco and Brantford Hydro Inc. (the “Shared Services Agreement”), substantially in the form of an amended and restated shared services and obligations agreement (the “Draft Shared Services Agreement”) previously presented to Council for review the entry into which would require shareholder approval under the Unanimous Shareholder Agreement.

NOW THEREFORE BE IT RESOLVED THAT:

(a) The Municipality approves the Amalgamations;

(b) The terms and conditions of the Merger Participation Agreement, the Unanimous Shareholders’ Agreement and the transactions contemplated thereby are reasonable and fair to the Municipality;
(c) CNDE+ is authorized to enter into the Holdco Amalgamation Agreement and to approve the LDC Amalgamation;

(d) E+ is authorized to carry out the LDC Amalgamation;

(e) The Municipality is authorized to enter into the Merger Participation Agreement, substantially in the form of the Draft Merger Participation Agreement;

(f) The Municipality is authorized to enter into the Unanimous Shareholders’ Agreement, substantially in the form of the Draft Unanimous Shareholders’ Agreement;

(g) The entry by LDC Mergeco and Brantford Hydro Inc. into the Shared Services Agreement, substantially in the form of the Draft Shared Services Agreement is approved;

(h) The execution and delivery by the Municipality of the Merger Participation Agreement and the Unanimous Shareholders’ Agreement and the performance by it of its obligations thereunder, substantially in the form and on the terms set out in the Draft Merger Participation Agreement and Draft Unanimous Shareholders’ Agreement, with such minor deletions, amendments or additions thereto as the Chief Administrative Officer, or other duly authorized representative, of the Municipality (the “Authorized Representative”) may determine, is authorized and approved, the execution of such agreements in accordance with the provisions of the paragraph immediately below being conclusive evidence of such determination;

(i) The Authorized Representative is authorized and directed, for and in the name of and on behalf of the Municipality, to execute and deliver the Merger Participation Agreement and the Unanimous Shareholders’ Agreement, substantially in the form and on the terms set out in the Draft Merger Participation Agreement and the Draft Unanimous Shareholders’ Agreement, with such minor deletions, amendments or additions thereto as the Authorized Representative may in his or her absolute discretion determine, the execution of such agreement in accordance with the provisions of this paragraph being conclusive evidence of such determination; and
(j) The Authorized Representative is authorized and directed, for and in the name of and on behalf of the Municipality, to execute and deliver all such other agreements, amendments, instruments, certificates, resolutions and other documents, including a resolution of the shareholders of CNDE+ approving the Amalgamations, and to do all such other acts and things as the Authorized Representative may determine to be necessary or advisable in connection with the Merger Participation Agreement, with the Unanimous Shareholders’ Agreement, the Shared Services Agreement and/or the Holdco Amalgamation Agreement or to carry out the intention of the foregoing resolution, the execution and delivery of any such agreement, amendment, instrument, certificate, resolution or other document or the doing of any such other act or thing by the Authorized Representative being conclusive evidence of such determination.

CARRIED, on a recorded vote 4-0

In Favour: Councillors Ostner, McCreery, Gillespie, and Mayor Foxton

Opposed: None

Absent: Councillor Rolleman

5. City of Cambridge Confirmatory By-law

Motion: 21-162

Moved By: Councillor Hamilton

Seconded By: Councillor Reid

21-062 Being a by-law of the City of Cambridge and the Township of North Dumfries to confirm the proceedings of the Councils of the City of Cambridge and Township of North Dumfries at its joint meeting held in Cambridge on the 30th day of August, 2021.

CARRIED, on a recorded vote 7-0

In Favour: Councillors Reid, Devine, Mann, Liggett, Adshade, Hamilton, and Mayor McGarry
6. **Township of North Dumfries Confirmatory By-law**

Motion: 21-163  
Moved By: Councillor Gillespie  
Seconded By: Councillor McCreery

3272-21 Being a by-law of the City of Cambridge and the Township of North Dumfries to confirm the proceedings of the Councils of the City of Cambridge and Township of North Dumfries at its joint meeting held in Cambridge on the 30th day of August, 2021.

CARRIED, on a recorded vote 4-0

In Favour: Councillors Ostner, McCreery, Gillespie, and Mayor Foxton  
Opposed: None  
Absent: Councillor Rolleman

7. **Adjournment**

Motion: 21-164  
Moved By: Councillor Devine  
Seconded By: Councillor Ostner

THAT this Joint Council meeting does now adjourn at 9:33 p.m.

CARRIED, on a recorded vote 11-0

**Cambridge Vote**

In Favour: Councillors Reid, Devine, Mann, Liggett, Adshade, Hamilton, and Mayor McGarry  
Opposed: None
Absent: Councillors Wolf and Ermeta

North Dumfries Vote

In Favour: Councillors Ostner, McCreery, Gillespie, and Mayor Foxton

Opposed: None

Absent: Councillor Rolleman

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MAYOR

___________________________
CLERK
To: COUNCIL

Meeting Date: 09/14/2021

Subject: Goddard Crescent & Heroux Devtek Drive Surface Asphalt-Additional Funding

Submitted By: Kevin De Leebeck, Director of Engineering

Prepared By: Walter Buettel, Senior Civil Engineering Technologist II

Report No.: 21-273(CD)

File No.: A/00398-40

Recommendations

THAT Report 21-273(CD) Goddard Crescent & Heroux Devtek Drive Surface Asphalt-Additional Funding, be received;

AND THAT Council approve additional funding in the amount of $75,000 from the Economic Development Reserve Fund

Executive Summary

Purpose

- This report has been prepared to request additional funding for the Goddard Crescent and Heroux Devtek Drive surface asphalt project (A/00398-40).

Key Findings

- Additional surface asphalt thickness above the tender estimate was required on both Goddard Crescent and Heroux Devtek Drive. Additional surface asphalt was also required on the Northbound right-hand turning lane of Boxwood Drive which was not originally included in the tender estimate.

Financial Implications

- Funding in the amount of $259,471 was previously returned to the Economic Development Reserve fund as part of the April Capital Status Forecast Report 21-145 (IFS) following the tender for this project closing substantially under budget.
Additional funding in the amount of $75,000 is now required from the Economic Development Reserve Fund.

**Background**

The Boxwood industrial subdivision was an innovative City development project which has been successful in attracting new business to the City of Cambridge. The surface asphalt placement remained outstanding in this subdivision, to allow for servicing and severing of a number of industrial lots. Surface asphalt was required to prevent premature deterioration of the roadway.

**Analysis**

**Strategic Alignment**

PROSPERITY: To support and encourage the growth of a highly competitive local economy where there is opportunity for everyone to contribute and succeed.

Goal #7 - Transportation and Infrastructure

Objective 7.3 Provide innovative leadership in the management of city assets to help plan, fund and maintain city assets in a sustainable way.

The recommendation supports the strategic alignment outlined above. The surface asphalt placement was required to prevent premature deterioration of the roadway.

**Comments**

Additional surface asphalt thickness was required to complete paving up to existing curb elevation limits. The tender estimate assumed 40mm standard surface asphalt thickness for an industrial roadway. In the field, asphalt thickness required to bring roadway up to curb and appropriate structure/centre line elevation was closer to 55mm.

There was also a large portion (200m) of the Boxwood Drive northbound right-hand turning lane on to Heroux Devtek Drive which was found to be missing surface asphalt, that was not included in the tender estimate.

An error was also made on the departmental award report following tender close, which resulted in an additional funding short fall of $22,000 which was returned to reserves by mistake.

**Existing Policy/By-Law**

Purchasing By-Law #133-14 and Budget Control By-Law #152-14 outline the thresholds requiring approval from Council for over-expenditures on Capital Projects (10% or $250,000).
Financial Impact

- The original approved budget for project A/00398-40 was $575,000.
- Funding in the amount of $259,471 was previously returned to the Economic Development Reserve fund as part of the April Capital Status Forecast Report 21-145 (IFS) following the tender for this project closing substantially under budget.
- Additional funding in the amount of $75,000 is now required from the Economic Development Reserve Fund

Public Input

Posted publicly as part of the report process

Internal/External Consultation

Engineering staff have reviewed the proposed financial impacts with Finance, who are supportive of the proposed recommendations. Finance staff have indicated that there are sufficient funds in the Reserve Funds to provide the additional required funding for this project.

Conclusion

Due to additional asphalt quantity required to complete the Goddard Crescent & Heroux Devtek Drive Surface Asphalt project (project A/00398-40), additional funding in the amount of $75,000 is required from the Economic Development Reserve Fund.

The project remains below the original project budget estimate, as $259,471 was previously returned to the Economic Development Reserve fund as part of the April Capital Status Forecast Report 21-145 (IFS) following the tender closing substantially under budget.

Signature

Division Approval

Reviewed by the CFO
Reviewed by Legal Services

Name: Kevin De Leebeeck
Title: Director of Engineering
Departmental Approval

[Signature]

Name: Hardy Bromberg
Title: Deputy City Manager, Community Development

City Manager Approval

[Signature]

Name: David Calder
Title: City Manager

Attachments

- n/a