



**BY-LAW NUMBER 2012-**

**A By-law of The Corporation of the City of Barrie to authorize certain capital works of The Corporation of the City of Barrie; to authorize the submission of an application to the Ontario Infrastructure and Lands Corporation ("OILC") for financing such capital works; to authorize temporary borrowing from OILC to meet expenditures in connection with such works; and to authorize long term borrowing from OILC for such works through the issue of debentures.**

**WHEREAS** the *Municipal Act, 2001* (Ontario), as amended, (the "Act") provides that a municipal power shall be exercised by by-law unless the municipality is specifically authorized to do otherwise;

**AND WHEREAS** it is now deemed to be expedient to authorize for the municipal purposes of The Corporation of the City of Barrie the new capital works described in column (2) of Schedule "A" (individually a "Project", collectively the "Projects") attached hereto and forming part of this By-law ("Schedule "A") in the amount of the estimated expenditure set out in column (3) of Schedule "A", subject in each case to approval by OILC of the financing for such Projects that will be requested by The Corporation of the City of Barrie in the Application as hereinafter described;

**AND WHEREAS** in accordance with section 4 of Ontario Regulation 403/02, the Council of The Corporation of the City of Barrie has had its Treasurer update its most recent annual debt and financial obligation limit received from the Ministry of Municipal Affairs and Housing (as so updated, the "Updated Limit"), and, on the basis of the authorized expenditure for each Project as set out in column (3) of Schedule "A" ("Authorized Expenditure"), the Treasurer has calculated the estimated annual amount payable in respect of each Project (collectively the "Project Limits") and has determined that the aggregate of the Project Limits does not exceed the Updated Limit, and accordingly the approval of the Ontario Municipal Board under the *Ontario Municipal Board Act* (Ontario), as amended, is not required before any such Project is authorized by Council;

**AND WHEREAS** subsection 405(1) of the Act provides that a municipality may authorize temporary borrowing to meet expenditures made in connection with a work to be financed in whole or in part by the issue of debentures if,

- (a) the municipality is an upper-tier municipality, a lower-tier municipality in a county or a single-tier municipality and it has approved the issue of debentures for the work;
- (b) the municipality is a lower-tier municipality in a regional municipality and it has approved the work and the upper-tier municipality has approved the issue of debentures for the work; or
- (c) the municipality has approved the issue of debentures for another municipality or a school board under section 404;

**AND WHEREAS** subsection 401(1) of the Act provides that a municipality may incur a debt for municipal purposes, whether by borrowing money or in any other way, and may issue debentures and prescribed financial instruments and enter prescribed financial agreements for or in relation to the debt;

**AND WHEREAS** the Act also provides that a municipality shall authorize long term borrowing by the issue of debentures or through another municipality under section 403 or 404 of the Act;

**AND WHEREAS** OILC has invited Ontario municipalities desirous of obtaining temporary and long term debt financing in order to meet capital expenditures incurred after December 31, 2003 in connection with eligible capital projects to make application to OILC for such financing by completing and submitting an application on the form provided by OILC (the "Application");

**AND WHEREAS** the Council of The Corporation of the City of Barrie adopted motion 12-G-112 and has submitted an Application to OILC to request financing for the Projects by way of long term borrowing through the issue of debentures to OILC and by way of temporary borrowing from OILC pending the issue of such debentures;

**AND WHEREAS** OILC has accepted and has approved The Corporation of the City of Barrie's application;

**NOW THEREFORE THE COUNCIL OF THE CORPORATION OF THE CITY OF BARRIE ENACTS AS FOLLOWS:**

1. **THAT** the Council of The Corporation of the City of Barrie hereby confirms, ratifies and approves the completion by the Director of Finance/Deputy Treasurer of an Application and the submission by such authorized official of an Application, duly executed by such authorized official, to OILC for the financing of the Projects in the maximum aggregate principal amount of \$55,788,653 substantially in the form of Schedule "B" hereto and forming part of this By-law, with such changes thereon as such authorized official approved.
2. (a) **THAT** construction of each Project in the amount of the respective estimated Authorized Expenditure set out in column (3) of Schedule "A" is hereby approved and authorized;
- (b) **THAT** any one or more of the Mayor and Director of Finance/Deputy Treasurer are hereby authorized to conclude contracts on behalf of The Corporation of the City of Barrie for the construction of the Projects in accordance with the Municipality's usual protocol;
- (c) **THAT** where applicable, the Engineer of The Corporation of the City of Barrie will forthwith make such plans, profiles and specifications and furnish such information as in the opinion of the Engineer is necessary for the construction of the Projects; and
- (d) **THAT** where applicable, the construction of the Projects shall be carried on and executed under the superintendence and according to the direction and orders of such Engineer.
3. **THAT** the Mayor and the Director of Finance/Deputy Treasurer are hereby authorized to negotiate and enter into, execute and deliver for and on behalf of The Corporation of the City of Barrie a financing agreement (a "Financing Agreement") with OILC that provides for temporary and long term borrowing from OILC in respect of the Projects on such terms and conditions as such authorized officials may approve, such execution and delivery to be conclusive evidence of such approval.
4. **THAT** the Mayor and/or the Director of Finance/Deputy Treasurer are hereby authorized, pending the substantial completion of a Project or as otherwise agreed with OILC, to make temporary borrowings pursuant to section 405 of the Act in respect of each Project, on the terms and conditions provided in the Financing Agreement and on such other terms and conditions as such authorized officials may agree, and to sign such evidence of indebtedness as OILC may require (a "Note"); and the Treasurer is authorized to sign such certifications as OILC may require in connection with such borrowings in respect of the Projects; provided that the amount of borrowings allocated to any Project does not exceed the Authorized Expenditure for such Project and does not exceed the loan amount set out in column (4) of Schedule "A" in respect of such Project.
5. **THAT** subject to the terms and conditions of the Financing Agreement and such other terms and conditions as OILC may otherwise require, the Mayor and the Director of Finance/Deputy Treasurer are hereby authorized to enter into long term borrowing in respect of the Projects and to issue debentures to OILC on the terms and conditions provided in the Financing Agreement and on such other terms and conditions as such authorized officials may agree ("Debentures"); provided that the principal amount of such Debentures issued in respect of a Project does not exceed the Authorized Expenditure for such Project and does not exceed the loan amount set out in column (4) of Schedule "A" in respect of such Project.
6. **THAT** in accordance with the provisions of section 25 of the *Ontario Infrastructure and Lands Corporation Act, 2011*, as amended from time to time hereafter, as security for the payment by The Corporation of the City of Barrie of the indebtedness of The Corporation of the City of Barrie to OILC under the Debentures (the "Obligations"), The Corporation of the City of Barrie is hereby authorized to agree in writing with OILC that the Minister of Finance is entitled, without notice to The Corporation of the City of Barrie, to deduct from money appropriated by the Legislative Assembly of Ontario for payment to The Corporation of the City of Barrie, amounts not exceeding the amounts that The Corporation of the City of Barrie fails to pay OILC on account of the Obligations and to pay such amounts to OILC from the Consolidated Revenue Fund.

7. **THAT** for the purposes of meeting the obligations of The Corporation of the City of Barrie in respect of the Note and any Debentures, The Corporation of the City of Barrie shall provide for raising in each year as part of the general levy, the amounts of principal and interest payable in each year under the Note and any outstanding Debenture, to the extent that the amounts have not been provided for by any other available source including other taxes or fees or charges imposed on persons or property by a by-law of any municipality.
8. (a) **THAT** the Mayor and/or the Director of Finance/Deputy Treasurer are hereby authorized to execute and deliver the Note, the Mayor and the Director of Finance/Deputy Treasurer are hereby authorized to enter into, execute and deliver the Financing Agreement and to cause Debentures to be issued, the Clerk and Director of Finance/Deputy Treasurer are severally hereby authorized to generally do all things and to execute all other documents and papers in the name of The Corporation of the City of Barrie in order to perform the obligations of The Corporation of the City of Barrie under the Financing Agreement and to carry out the issuance of the Note and Debentures, and the Director of Finance/Deputy Treasurer is authorized to affix The Corporation of the City of Barrie's municipal seal to any such documents and papers.
- (b) **THAT** the proceeds realized in respect of the Note and Debentures, after providing for the expenses related to their issue, if any, shall be apportioned and applied for the respective Projects and for no other purpose except as permitted by the Act.
9. **THAT** this by-law shall come into force and effect immediately upon the final passing thereof.

**READ** a first and second time this 1<sup>st</sup> day of October, 2012.

**READ** a third time and finally passed this 1<sup>st</sup> day of October, 2012.

**THE CORPORATION OF THE CITY OF BARRIE**

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**MAYOR – J. R. LEHMAN**

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**CITY CLERK – DAWN A. MCALPINE**

SCHEDULE "A" TO BY-LAW NUMBER 2012-

(1) <u>Project Number</u>	(2) <u>Description of Capital Work</u>	(3) <u>Estimated Expenditure</u>	(4) <u>Loan Amount</u>
1102	Mady Centre	\$6,211,000	\$1,856,000
0559 & 1101	Landfill Reengineering & Gas Collection Ph I	\$10,000,000	\$6,745,000
0670	GO Platform	\$7,862,500	\$3,662,818
0452	Fire Station #1 HQ	\$15,930,000	\$5,801,854
N/A	Airport ISF	\$15,320,000	\$4,233,400
1082	Ops Centre SWP	\$2,418,757	\$880,000
0564	Lakeshore Ph I & II	\$22,787,000	\$8,309,581
0690	Oro-Medonte Biosolids Facility	\$24,300,000	\$24,300,000

**SCHEDULE "B" TO BY-LAW NUMBER 2012-**

**ONTARIO INFRASTRUCTURE AND LANDS CORPORATION (OILC)  
LOAN APPLICATION**

**ONTARIO INFRASTRUCTURE AND LANDS CORPORATION (OILC)  
LOAN APPLICATION**

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**Application ID:** R9684

**Program Year:**

**Application Submit Date:**

**A. GENERAL INFORMATION - Borrowing Municipality**

Name:	The City of Barrie	ID:	43042
Address:	70 Collier Street	City:	Barrie
		Postal Code:	L4M 4T5
Name of Treasurer(or equivalent):	Debbie McKinnon	Title:	Director of Finance
Telephone Number:	705-739-4220 x5130	Fax No.:	705-739-4237
Email:	dmckinnon@barrie.ca		

**B. CONTACT INFORMATION**

Questions regarding the information contained in the application form should be addressed to:

Name:	Craig Millar	Title:	Acting Director of Finance
Telephone:	705-739-4220 x4436	Fax No.:	705-739-4237
Email:	cmillar@barrie.ca		

**C. PROJECT SUMMARY INFORMATION**

<u>No.</u>	<u>Project Name</u>	<u>Category</u>	<u>Type</u>	<u>Loan Amount</u>
1	Sanitary Trunk Sewer and Biosolids	Sewage Treatment Infrastructure		\$32,609,581.00
2	Various projects	Municipal Other Infrastructure	Others	\$23,179,072.00
<b>Total Loan Amount</b>				<hr/> \$55,788,653.00

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**Project Details - Sewage Treatment Infrastructure**

**Project Name** Sanitary Trunk Sewer and Biosolids  
**Category** Sewage Treatment Infrastructure  
**Construction Start Date** Sep-10-2010  
**Construction End Date** Dec-01-2011

Please indicate below if any aspect of the project pertains to:

Energy Conservation:  Yes  No

The Municipal Eco Challenge Fund (MECF) is a three year, \$20 million grant and \$200 million loan initiative to help municipalities reduce Green House Gas (GHG) emissions from their infrastructure.

Please indicate whether the loan is for a project that will reduce energy consumption or GHG emissions from a municipally-owned facility (building, arena, etc.).

Yes  No

Is this project also being considered for an MECF grant?

Yes  No

Please provide :

An estimate of the reduction in energy consumption or GHG emissions as a result of the project.

or

A short description of the energy conservation benefits.

Address of the project:

Type of work (e.g. new construction, renovation of existing facilities, redevelopment, deferred maintenance, etc.):

Description of the project:

PROJECT	LOAN AMOUNT REQUIRED
1) Lakeshore Phase 1 and 2 - trunk sanitary sewer - Reconstruction of Lakeshore Drive trunk sanitary sewer from the W.P.C.C. northerly to Toronto Street. Total debt requirement \$8,309,581	

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2) Oro-Medonte Biosolids Facility - \$24,300,000

Additional comments:

What is the life span of the project in years? (i.e. the physical asset)

80

Please identify your Ministry contact (If applicable)

Ministry:

Contact Name:

Contact Phone:

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**Project Information**

**Project Name** Sanitary Trunk Sewer and Biosolids  
**Category** Sewage Treatment Infrastructure

**Project Cost (A)** \$47,087,000.00

**Project Funding/Financing**

List existing and expected Funding/Financing sources for the project (eg. Reserves, other cash on hand, approved grants, etc.).

<u>Source/Description</u>	<u>Timing</u>	<u>Amount</u>
Provincial contribution for Lakeshore Trunk Sewer	Existing	\$12,219,893.00
Development Charges for Lakeshore Trunk Sewer	Existing	\$2,257,526.00
<b>Total Amount (B)</b>		<b>\$14,477,419.00</b>
<b>OILC Loan Amount (A-B)</b>		<b>\$32,609,581.00</b>

Please enter your long-term borrowing requirements including the estimated date the funds are required. Only include long-term borrowing in this section. If you anticipate that you will require short-term financing during the construction phase of the project, the information will be gathered as part of the Financing Agreement.

<u>Estimated Date Required</u>	<u>Amount</u>	<u>Term (in years)</u>	<u>Type</u>
Dec-03-2012	\$32,609,581.00	20	Amortizing
<b>Total Long-Term Financing</b>	<b>\$32,609,581.00</b>		

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**Project Details - Municipal Other Infrastructure**

**Project Name** Various projects  
**Category** Municipal Other Infrastructure  
**Construction Start Date** Mar-02-2009  
**Construction End Date** Sep-01-2011

Please indicate the type of infrastructure project. Please select only one.

- Fire
- Police
- Ambulance
- Administration
- Others

mixture of Culture infrastructure, Waste, Emergency Services and Transportation projects. Details below.

Please indicate below if any aspect of the project pertains to:

Energy Conservation:  Yes  No

The Municipal Eco Challenge Fund (MECF) is a three year, \$20 million grant and \$200 million loan initiative to help municipalities reduce Green House Gas (GHG) emissions from their infrastructure.

Please indicate whether the loan is for a project that will reduce energy consumption or GHG emissions from a municipally-owned facility (building, arena, etc.).

Yes  No

Is this project also being considered for an MECF grant?

Yes  No

Please provide :

An estimate of the reduction in energy consumption or GHG emissions as a result of the project.

or

A short description of the energy conservation benefits.

Address of the project:

various locations throughout the City.

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Type of work (e.g. new construction, renovation of existing facilities, redevelopment, deferred maintenance, etc.):

new construction and redevelopment

Description of the project:

Project with brief description and loan amount required:

1) Mady Centre for the Performing Arts is a world class facility conveniently located in Barrie's downtown and is managed by the Department of Culture. The theatre has a versatile and flexible stage area using a system of stage lights and sound reinforcement for professional theatre, music, dance and other formats. Flexible seating capacity of 120-200, a sprung performance floor, artist's green room/lounge and performers dressing rooms with showers. Total debt requirement - \$1,856,000.

2) Landfill Re-engineering and Gas Collection Phase 1 - This re-engineering consists of 3 phases, during which approximately 60% of the existing landfill will be reclaimed and lined. Reclamation involves digging out the waste, screening it to separate fine material (cover sand) from the larger waste materials and recompacting the waste in newly reconstructed lined cells. The Landfill Re-engineering Project will add up to 7 years to the life of our landfill and will protect groundwater for future generations. Phase 1 of the Project was completed in 2009. Cell 2A was lined and is now being filled with reclaimed waste and new waste from curbside pick-up. Phase 2 began in early 2010, and by October, over 280,000 m<sup>3</sup> (8.5 times the volume of BMC Arena) of material had been excavated from the landfill and compacted in the new cell. Total debt requirement - \$6,745,000.

3) GO Platform - Barrie's Allandale Waterfront GO Station became operational on January 30, 2012. The new GO stop, just south of our waterfront area, includes a 12-car side rail platform with heated shelters and a mini-platform. There is also an enclosed pedestrian tunnel to Gowan Street with ramps, a six-bay bus platform with shelter and a Kiss 'n' Ride drop-off lane. 195 free parking spaces are available on the north side of Gowan Street. Total debt requirement \$3,662,818.

4) Fire Station #1 HQ - The previous Fire Station #1 was built in 1964 as a combined facility for Barrie Police, Barrie Fire and the Provincial Court Service. Two additions were constructed in the 1970's. Subsequently both the Police and Court Service vacated the premises permitting Fire to expand into the vacated spaces over time. This facility did not meet the current standards of accessibility, the Ontario Building Code or the NFPA 1221 regulations governing the operation of fire departments, nor the ability to properly house today's fire vehicles. The Facility addresses not only current needs, which include the impact from Barrie's growth over the years on the Barrie Fire and Emergency Services, but the future growth needs for communications, fire prevention, training, and suppression. It is a building footprint of 35,000 square feet and consists of a single story for fire prevention and training, with a two storey section to house fire suppression staff areas on the first floor, and the communications, common rooms, and administrative areas on the second floor, along with a garage area to house the fire and emergency vehicles. Total debt requirement - \$5,801,854.

5) Airport Infrastructure - Barrie was approved for funding from the Canada-Ontario Infrastructure Stimulus Fund (ISF) program towards an upgrades and expansion project at the Lake Simcoe Regional Airport. The total investment approved, including federal/provincial/municipal contributions, is \$13,788,000. The municipal contribution is primarily from the City of Barrie, with a contribution from the Township of Oro-Medonte - the City's partner for the Lake Simcoe Regional Airport. The project includes: the extension of the runway to a length of 6,000 ft; expansion of the commercial aviation hangar development area that involves development of a new partial parallel taxiway, access road and complete services; pavement improvements including new asphalt for

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the original paved areas of the airport; the installation of about 6 km of airport security/wildlife control fence; expansion of the Air Terminal Building that will also enable accessibility standards to be met; the construction of a new maintenance building for the indoor storage of equipment; and several other important improvements.

The LSRA vision is to build stronger, more robust, wider-based services and a world-class facility; to develop the LSRA as a Centre of Excellence for maintenance, repair, assembly, manufacturing, and related services for the aerospace industry; and to properly position the LSRA to assume the role as a major reliever airport alternative to the GTR as the region grows and develops. The LSRA will contribute to increased trade, efficient movement of goods and people, economic growth through priorities such as, increasing the size and scope of the airport to allow safer and better utilization, encouraging business development at the airport, and opening new opportunities to create Gateways and Cross Border avenues. Total debt requirement - \$4,233,400.

6) Operations Centre Surface Water Plant - Total debt requirement - \$880,000.

Additional comments:

What is the life span of the project in years? (i.e. the physical asset)

80

Please identify your Ministry contact (If applicable)

Ministry:

Contact Name:

Contact Phone:



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**D. DEBT AND REPAYMENT SUMMARY**

**Financial Information Returns (FIR)**

Please be aware that OILC will be unable to complete the processing of your application until you have filed your most current FIR with the Ministry of Municipal Affairs and Housing. If you have not filed your FIR, you should submit your application to OILC and send your FIR to MMAH as soon as possible.

**ARL**

Please provide a copy of the Borrower's most recent ARL issued by MMAH.

**Existing Borrowing:**

Please provide the following details on the existing debt, including capital leases and unsecured debt.

Loan #	Loan Purpose	Initial Amount Borrowed	Amount Outstanding as per Most Recent Audited Financials	Annual Interest Rate (%)	Date Borrowed (mm/dd/yy)	Maturity Year	Summary of Existing Pledges, Conditions, Covenants	Payment Type	Periodic Amount Payable	Payment Frequency
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Please elaborate on re-financing plans and options for any existing "interest only" debt, if applicable

Please refer to FIR and existing IO debt.

**Existing Encumbrances:**

Does the Borrower have any existing liens, pledges and any other encumbrances on existing assets?

Yes       No

If yes, please provide details:

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**OILC Loan Repayment Information**

Please indicate the source(s) of revenue you plan to use to repay the OILC Loan.

Contribution to OILC Loan Payments (%)

Source

Taxation	100.00
User Fees	
Service Charges	
Development Charges	
Connection Fees	
Subsidies	
Other	
Total	100.00

Description of Other Source

Sewer and Biosolids are funded by user rates

**Audited Financial Statements**

A copy of the most recent audited financial statements must be attached with this loan application.

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**E. LITIGATION**

Is there any litigation threatened or existing which would affect any projects or substantially impair the Borrower's ability to pay debt service costs on its general obligation indebtedness? Please indicate Yes or No.

Yes  No

Please complete the Certificate of Litigation template found under the Forms menu.

**F. NON-REPAYMENT OF LOANS OR DEBENTURES**

In the last 10 years has the Borrower ever failed to make a loan or debenture repayment on time to any lender, including to the Provincial Government?

Yes  No

If yes, please provide details. If necessary, attach details.

**G. PROVINCIAL GRANTS AS SECURITY**

Pursuant to OILC's enabling legislation, the Minister of Finance may deduct funds from provincial grants to the Borrower appropriated by the Legislative Assembly of Ontario for payment to OILC to satisfy any outstanding unpaid amounts owed by the Borrower to OILC.

**H. ATTACHMENTS**

Please ensure all required documents are submitted with the signed application. OILC requires originals as noted below to be mailed or couriered. Also, please retain a copy of all documents submitted to OILC for your records.

- Loan Application Signature Page signed and dated by the appropriate individual (original to be submitted)
- Certified and sealed copy of OILC template By-Law authorizing project borrowing and applying for a loan (original with seal)
- Certificate of Treasurer Regarding Litigation using the OILC template (original, signed & sealed)
- Updated Certified Annual Repayment Limit Calculation (original)
- OMB approval if exceeding debt repayment limit, if applicable
- Capital Plan if applicable
- Project management letter

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- I acknowledge and agree that all of the above referenced documents must be submitted in the form required by OILC and understand that the application will not be processed until such documents have been fully completed and received by Infrastructure Ontario.

**Please note: OILC retains the right to request and review any additional information or documents at its discretion.**

- I acknowledge that I have read and understood the Project Management and Best Practices Reporting Requirements

**Confidential Information**

OILC is an institution to which the *Freedom of Information and Protection of Privacy Act* (Ontario) applies. Information and supporting documents submitted by the Borrower to process the loan application will be kept secure and confidential, subject to any applicable laws or rules of a court or tribunal having jurisdiction.