BY-LAW NUMBER 13-157

BEING A BY-LAW TO AUTHORIZE THE SUBMISSION OF AN APPLICATION TO THE ONTARIO INFRASTRUCTURE AND LANDS CORPORATION (“OILC”) FOR FINANCING CERTAIN ONGOING CAPITAL WORKS OF THE CORPORATION OF THE CITY OF PETERBOROUGH (THE “MUNICIPALITY”); TO AUTHORIZE TEMPORARY BORROWING FROM OILC TO MEET EXPENDITURES IN CONNECTION WITH SUCH WORKS; AND TO AUTHORIZE LONG TERM BORROWING FOR SUCH WORKS THROUGH THE ISSUE OF DEBENTURES TO OILC

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 the Council of the Municipality has passed the by-laws enumerated in column (1) of Schedule “A” attached hereto and forming part of this By-law (“Schedule “A”) authorizing the capital works described in column (2) of Schedule “A” (individually a “Project”, collectively the “Projects”) in the amount of the respective estimated expenditure set out in column (3) of Schedule “A”; 

AND WHEREAS before the Council of the Municipality approved each Project in accordance with section 4 of Ontario Regulation 403/02, the Council of the Municipality 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 calculated the estimated annual amount payable in respect of each Project and determined that the estimated annual amount payable in respect of each Project does not exceed the Updated Limit, and accordingly the approval of the Ontario Municipal Board under the Ontario Municipal Board Act (Ontario), as amended, was not required before any such Project was 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 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;

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 Municipality has submitted an Application to OILC to request financing in order to meet capital expenditures incurred in connection with the Projects after December 31, 2003 (the “Post 2003 Expenditures”) 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 municipality’s Application;

NOW THEREFORE THE COUNCIL OF THE CORPORATION OF THE CITY OF PETERBOROUGH ENACTS AS FOLLOWS:

1. The Council of the Municipality hereby confirms, ratifies and approves the completion by the 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 Post 2003 Expenditures for the Projects in the maximum aggregate principal amount of $9,163,600 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. The Mayor and the Treasurer are hereby authorized to negotiate and enter into, execute and deliver for and on behalf of the Municipality, a financing agreement (a “Financing Agreement”) with OILC that provides for temporary and long term borrowing from OILC in respect of Post 2003 Expenditures for the Projects on such terms and conditions as such authorized officials may approve, such execution and delivery to be conclusive evidence of such approval.

3. The Mayor and/or the 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 order to meet Post 2003 Expenditures, 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 each Project; 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 and does not exceed the loan amount set out in column (4) of Schedule “A” in respect of such Project.

4. 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 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.
5. 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 Municipality of the indebtedness of the Municipality to OILC under the Debentures (the “Obligations”), the Municipality is hereby authorized to agree in writing with OILC that the Minister of Finance is entitled, without notice to the Municipality, to deduct from money appropriated by the Legislative Assembly of Ontario for payment to the Municipality, amounts not exceeding the amounts that the Municipality fails to pay OILC on account of the Obligations and to pay such amounts to OILC from the Consolidated Revenue Fund.

6. For purposes of meeting the obligations of the Municipality in respect of the Note and any Debentures, the Municipality 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 such 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.

7. a) The Mayor and/or the Treasurer are hereby authorized to execute and deliver the Note, the Mayor and the Treasurer are hereby authorized to enter into, execute and deliver the Financing Agreement and to cause Debentures to be issued, the Clerk and Treasurer are severally hereby authorized to generally do all things and to execute all other documents and papers in the name of the Municipality in order to perform the obligations of the Municipality under the Financing Agreement and to carry out the issuance of the Note and Debentures and the Treasurer is authorized to affix the Municipality’s municipal seal to any such documents and papers.

b) 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.

8. This By-law takes effect on the day of passing.

By-law read a first, second and third time this 12th day of November, 2013.

(Sgd.) Daryl Bennett, Mayor

(Sgd.) John Kennedy, City Clerk
<table>
<thead>
<tr>
<th>By-Law (1)</th>
<th>Description of Capital Work (2)</th>
<th>Estimated Expenditure $ (3)</th>
<th>Loan Amount $ (4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2011-022</td>
<td>Art Gallery Facility Upgrades</td>
<td>176,800</td>
<td>95,000</td>
</tr>
<tr>
<td>2011-023</td>
<td>Brealey Realignment at Parkhill</td>
<td>869,000</td>
<td>100,000</td>
</tr>
<tr>
<td>2011-030</td>
<td>Mechanical and Electrical - Various City Buildings</td>
<td>400,000</td>
<td>400,000</td>
</tr>
<tr>
<td>2011-033</td>
<td>Police Radio Replacement</td>
<td>3,500,000</td>
<td>202,000</td>
</tr>
<tr>
<td>2012-025</td>
<td>Fire Vehicles</td>
<td>595,000</td>
<td>395,000</td>
</tr>
<tr>
<td>2012-029</td>
<td>Sidewalk Reconstruction</td>
<td>824,000</td>
<td>824,000</td>
</tr>
<tr>
<td>2012-021</td>
<td>Facility Upgrade - Evinrude Centre</td>
<td>410,000</td>
<td>410,000</td>
</tr>
<tr>
<td>2012-023</td>
<td>Facility Upgrade - Memorial Centre</td>
<td>515,000</td>
<td>515,000</td>
</tr>
<tr>
<td>2012-022</td>
<td>Facility Upgrade - Kinsmen Center</td>
<td>723,500</td>
<td>130,000</td>
</tr>
<tr>
<td>2013-061</td>
<td>Rogers Cove Accessible Water Play Park</td>
<td>1,394,145</td>
<td>200,000</td>
</tr>
<tr>
<td>2013-062</td>
<td>Wading Pool / Splash Pad Conversion Project</td>
<td>248,600</td>
<td>180,000</td>
</tr>
<tr>
<td>2013-058</td>
<td>Transit Buses</td>
<td>3,140,600</td>
<td>961,200</td>
</tr>
<tr>
<td>2013-065</td>
<td>Trail Development (CPR Bridge)</td>
<td>3,875,311</td>
<td>500,000</td>
</tr>
<tr>
<td>2012-028 &amp;</td>
<td>Parkway Trunk</td>
<td>3,340,000</td>
<td>3,195,900</td>
</tr>
<tr>
<td>2012-058</td>
<td>Intersection Improvements - Willowcreek and Lansdowne</td>
<td>1,520,000</td>
<td>555,500</td>
</tr>
<tr>
<td>2012-019</td>
<td>Hilliard St. Sanitary Trunk Sewer</td>
<td>5,915,000</td>
<td>500,000</td>
</tr>
</tbody>
</table>

**Total - All Projects** 27,446,956 9,163,600
I/We acknowledge that a Loan Application has been submitted to Ontario Infrastructure and Lands Corporation (OILC) containing the following information.

<table>
<thead>
<tr>
<th>Eligible Category</th>
<th>Loan Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Municipal Other Infrastructure</td>
<td>$9,163,600.00</td>
</tr>
<tr>
<td>Total</td>
<td>$9,163,600.00</td>
</tr>
</tbody>
</table>

Name of Borrower: The City of Peterborough
Name of Treasurer (or equivalent): Sandra Clancy
Address: 500 George Street North
          Peterborough, ON, K9H 3R9
Telephone Number: 705-742-7777 x1863
ID: 15014

The undersigned certifies that he/she has read the OILC loan program guidelines and all information provided to OILC is accurate and complete. The undersigned acknowledges that some information provided may be shared with the line ministries to provide technical expertise to OILC. Applicant agrees to provide OILC with additional information as required in order to process the loan.

Treasurer’s (or equivalent’s) Signature: __________________________ Date: ______________________
A. GENERAL INFORMATION - Borrowing Municipality

Name: The City of Peterborough
Address: 500 George Street North
City: Peterborough, ON
Postal Code: K9H 3R9
Name of Treasurer(or equivalent): Sandra Clancy
Title: Director Corporate Services
Telephone Number: 705-742-7777 x1863
Fax No.: 705-748-8839
Email: sclancy@peterborough.ca

B. CONTACT INFORMATION

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

Name: Erica Arkell
Title: Financial Analyst, Special Projects
Telephone: 705-742-7777 x1628
Fax No.: 705-748-8839
Email: earkell@peterborough.ca

C. PROJECT SUMMARY INFORMATION

<table>
<thead>
<tr>
<th>No.</th>
<th>Project Name</th>
<th>Category</th>
<th>Type</th>
<th>Loan Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Tax Supported Projects - Various</td>
<td>Municipal Other</td>
<td>Others</td>
<td>$4,912,200.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Infrastructure</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Development Charges Supported Projects</td>
<td>Municipal Other</td>
<td>Others</td>
<td>$4,251,400.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Infrastructure</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total Loan Amount $9,163,600.00
Project Details - Municipal Other Infrastructure

Project Name: Tax Supported Projects - Various
Category: Municipal Other Infrastructure
Construction Start Date: Jan-03-2012
Construction End Date: Dec-31-2013

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

☐ Fire
☐ Police
☐ Ambulance
☐ Administration
☒ Others

Building upgrades, Facility Upgrades, Fire Vehicle & Transit Bus acquisition, Recreation projects, sidewalk reconstruction and road realignment.

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.

[Blank]

or

A short description of the energy conservation benefits.

[Blank]

Address of the project: Throughout the City of Peterborough
ONTARIO INFRASTRUCTURE AND LANDS CORPORATION (OILC)
LOAN APPLICATION

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

Renovation, maintenance and new construction

Description of the project:

Various Capital Projects comprised of the following with Debenture Amounts:

Art Gallery Facility Upgrades - $95,000
Brealey Realignment at Parkhill - $100,000
Mechanical and Electrical - Various City Buildings - $400,000
Police Radio Replacement - $202,000
Fire Vehicles - $395,000
Sidewalk Reconstruction $824,000
Facility Upgrade - Evinrude Centre - $410,000
Facility Upgrade - Memorial Centre - $515,000
Facility Upgrade - Kinsmen Center - $130,000
Rogers Cove Accessible Water Play Park - $200,000
Wading Pool / Splash Pad Conversion Project - $180,000
Tranist Buses - $961,200
Trail Development (CPR Bridge - $500,000

Additional comments:

What is the life span of the project in years? (i.e. the physical asset) 20

Please identify your Ministry contact (If applicable)

Ministry:
Contact Name:
Contact Phone:
Project Information

<table>
<thead>
<tr>
<th>Project Name</th>
<th>Tax Supported Projects - Various</th>
</tr>
</thead>
<tbody>
<tr>
<td>Category</td>
<td>Municipal Other Infrastructure</td>
</tr>
</tbody>
</table>

Project Cost (A) $16,671,956.00

Project Funding/Financing

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

<table>
<thead>
<tr>
<th>Source/Description</th>
<th>Timing</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Reserves</td>
<td>Existing</td>
<td>$11,759,756.00</td>
</tr>
</tbody>
</table>

Total Amount (B) $11,759,756.00

OILC Loan Amount (A-B) $4,912,200.00

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.

<table>
<thead>
<tr>
<th>Estimated Date Required</th>
<th>Amount</th>
<th>Term (in years)</th>
<th>Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dec-13-2013</td>
<td>$4,912,200.00</td>
<td>10</td>
<td>Amortizing</td>
</tr>
</tbody>
</table>

Total Long-Term Financing $4,912,200.00
## Project Details - Municipal Other Infrastructure

<table>
<thead>
<tr>
<th>Project Name</th>
<th>Development Charges Supported Projects</th>
</tr>
</thead>
<tbody>
<tr>
<td>Category</td>
<td>Municipal Other Infrastructure</td>
</tr>
<tr>
<td>Construction Start Date</td>
<td>Jan-03-2012</td>
</tr>
<tr>
<td>Construction End Date</td>
<td>Dec-31-2013</td>
</tr>
</tbody>
</table>

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

- [ ] Fire
- [ ] Police
- [ ] Ambulance
- [ ] Administration
- [x] Others

Trunk sewer and intersection improvements

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

Energy Conservation: [ ] Yes [x] 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 [x] No

Is this project also being considered for an MECF grant?

[ ] Yes [x] 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: Throughout the City
ONTARIO INFRASTRUCTURE AND LANDS CORPORATION (OILC)  
LOAN APPLICATION

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

Description of the project:

Various Capital Projects comprised of the following with Debenture Amounts:

- Parkway Trunk - $3,195,900
- Intersection Improvements - Willowcreek and Lansdowne - $555,500
- Hilliard St. Sanitary Trunk Sewer - $500,000

Additional comments:

What is the life span of the project in years? (i.e. the physical asset) 50

Please identify your Ministry contact (If applicable)

- Ministry:
- Contact Name:
- Contact Phone:
ONTARIO INFRASTRUCTURE AND LANDS CORPORATION (OILC)
LOAN APPLICATION

Project Information

Project Name: Development Charges Supported Projects
Category: Municipal Other Infrastructure

Project Cost (A): $10,775,000.00

Project Funding/Financing

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

<table>
<thead>
<tr>
<th>Source/Description</th>
<th>Timing</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Reserves</td>
<td>Existing</td>
<td>$6,523,600.00</td>
</tr>
</tbody>
</table>

Total Amount (B) $6,523,600.00

| OILC Loan Amount (A-B) | $4,251,400.00 |

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.

<table>
<thead>
<tr>
<th>Estimated Date Required</th>
<th>Amount</th>
<th>Term (in years)</th>
<th>Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dec-02-2013</td>
<td>$4,251,400.00</td>
<td>20</td>
<td>Amortizing</td>
</tr>
</tbody>
</table>

Total Long-Term Financing $4,251,400.00
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.

<table>
<thead>
<tr>
<th>Loan #</th>
<th>Loan Purpose</th>
<th>Initial Amount Borrowed</th>
<th>Amount Outstanding as per Most Recent Audited Financials</th>
<th>Annual Interest Rate (%)</th>
<th>Date Borrowed (mm/dd/yy)</th>
<th>Maturity Year</th>
<th>Summary of Existing Pledges, Conditions, Covenants</th>
<th>Payment Type</th>
<th>Periodic Amount Payable</th>
<th>Payment Frequency</th>
</tr>
</thead>
</table>

Please elaborate on re-financing plans and options for any existing "interest only" debt, if applicable

Please see existing FIR for details of all existing debt and other 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:
## OILC Loan Repayment Information

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

<table>
<thead>
<tr>
<th>Source</th>
<th>Contribution to OILC Loan Payments (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Taxation</td>
<td>54.00</td>
</tr>
<tr>
<td>User Fees</td>
<td></td>
</tr>
<tr>
<td>Service Charges</td>
<td></td>
</tr>
<tr>
<td>Development Charges</td>
<td>46.00</td>
</tr>
<tr>
<td>Connection Fees</td>
<td></td>
</tr>
<tr>
<td>Subsidies</td>
<td></td>
</tr>
<tr>
<td>Other</td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td>100.00</td>
</tr>
</tbody>
</table>

**Description of Other Source**

A copy of the most recent audited financial statements must be attached with this loan application.
ONTARIO INFRASTRUCTURE AND LANDS CORPORATION (OILC)
LOAN APPLICATION

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
☑️ 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.