

Terms of Reference

Debenture Committee

MANDATE

The Debenture Committee meets as needed to improve the City's access to financial markets and increase the potential for savings in its debt service costs for projects where debt has already been approved by Council.

MEMBERSHIP

Membership of the Debenture Committee shall consist of the Mayor (Chair), the Vice-Chair, Finance and Economic Development Committee (Vice-Chair), the City Manager and the Chief Financial Officer/Treasurer.

The Committee members serve by virtue of their positions and until a successor is appointed.

GENERAL AND SPECIFIC RESPONSIBILITIES

The Debenture Committee shall be delegated the authority to make final decisions with respect to the following matters to the extent that the authority has not already been delegated:

1. the authority to enact debenture by-laws to authorize the issuance of debentures where the project debt authority has been approved by Council and the Chief Financial Officer/Treasurer has proceeded with one or more debt issues pursuant to Section 12 or proceeded with one or more bank loans, or entered into bank loan agreements, interest rate exchange agreements, promissory notes or bond forward agreements pursuant to Section 13 as they apply to debt issues as further described in Schedule "B" of the *Delegation of Authority By-law*;
2. the authority to enact temporary borrowing by-laws for current operations in accordance with Section 407 of the *Municipal Act, 2001* to authorize short term borrowing for the purpose of meeting current expenditures in any year until such time as the taxes are collected and other revenues are received and to authorize any one or more members of the Debenture Committee to do all things and execute any loan or other agreements required to give effect to any temporary borrowing;

3. the authority to enact the required by-law(s) to enter into new arrangements with CDS Clearing and Depository Services Inc. ("CDS") to ensure that CDS accepts new debenture issues and maintains existing City debentures in the CDS system and to authorize any one or more members of the Debenture Committee to do all things and execute all documents, instruments and agreements in order to make these arrangements effective;
4. the authority to enact a by-law authorizing the City to issue replacement debenture certificates if and when required, to replace defaced, lost, mysteriously or unexplainably missing, stolen, destroyed or in other instances such as dematerialized debenture certificates on such terms and conditions considered appropriate including a bond of indemnity as a condition of issuing replacement debenture certificates; and
5. the City Clerk or Deputy Clerk and the Head of Council or presiding officer at the meeting at which the by-law(s) are passed are required to sign temporary borrowing by-laws and confirmation by-laws at the Debenture Committee pursuant to Subsection 249(1)(b) of the *Municipal Act, 2001*, and also in accordance with the *Procedure By-law*.

AUTHORITY, DECISION-MAKING AND REPORTING RELATIONSHIP

The Debenture Committee shall meet at the call of the Chair. A quorum shall be one-half of all members, with at least one of those members being an elected official.

The Debenture Committee shall be subject to the provisions of the *Procedure By-law* save and except that the Chief Financial Officer/Treasurer and the City Manager shall jointly have the right to add debenture by-laws for approval to a Debenture Committee agenda, provided that notice of at least 48 hours prior to the meeting is given to all Members of Council and the public.

The Debenture Committee shall report to Council regarding the exercise of its delegated authority as part of the *Disposition of Items Approved by Committees/Commission Under Delegated Authority* on the next available Council agenda.