

**NIAGARA TRANSIT COMMISSION
FINAL AGENDA**

NTC 3-2022

Tuesday, August 2, 2022

3:00 p.m.

Council Chamber

Niagara Region Headquarters, Campbell West

1815 Sir Isaac Brock Way, Thorold, ON

To view live stream meeting proceedings, visit: niagararegion.ca/government/council

| | Pages |
|---|--------------|
| 1. <u>CALL TO ORDER</u> | |
| 2. <u>LAND ACKNOWLEDGEMENT STATEMENT</u> | |
| 3. <u>ADOPTION OF AGENDA</u> | |
| 4. <u>DISCLOSURES OF PECUNIARY INTEREST</u> | |
| 5. <u>ADOPTION OF MINUTES</u> | |
| 5.1. <u>Niagara Transit Commission Minutes NTC 2-2022</u> | 1 - 6 |
| Tuesday, July 19, 2022 | |
| 6. <u>PRESENTATIONS</u> | |
| 7. <u>DELEGATIONS</u> | |
| 8. <u>ITEMS FOR CONSIDERATION</u> | |
| 8.1. <u>NTC 11-2022</u> | 7 - 20 |
| Interim Branding Strategy | |

9. CONSENT ITEMS FOR INFORMATION

9.1. CAO 8-2022 21 - 46

Moving Transit Forward: Update on Municipal Transfer Agreements

9.2. NTC 12-2022 47

Enactment of By-law to Provide for the Roles and Responsibilities of the General Manager

10. OTHER BUSINESS

10.1. Notice of Motion - City of Welland Representation

11. CLOSED SESSION

11.1. Niagara Transit Commission - Closed Session Minutes

Closed Session Minutes NTC 2-2022, Tuesday, July 19, 2022

11.2. Confidential NTC 10-2022

A Matter of Personal Matters About Identifiable Individuals and Legal Advice Subject to Solicitor-Client Privilege under Section 239(2) of the Municipal Act,2001 – NTC General Manager Recruitment - General Manager Employment Contract

11.3. Confidential NTC 13-2022

A Matter of Legal Advice and A Matter of Personal Information about identifiable individuals pursuant to section 239(2)(b) and (f): Update regarding Employment Matters in the Municipal Transfer Agreement

12. BUSINESS ARISING FROM CLOSED SESSION

12.1. Confidential NTC 10-2022

12.2. Confidential NTC 13-2022

13. BY-LAWS

13.1. Bill No. 2022-01 48 - 51

A by-law to provide for the roles and responsibilities of the General Manager of the Niagara Transit Commission.

14. NEXT MEETING

The next meeting will be held on Tuesday, September 6, 2022 at 3:00 p.m. in the Council Chamber, Regional Headquarters.

15. ADJOURNMENT

If you require any accommodations for a disability in order to attend or participate in meetings or events, please contact the Accessibility Advisor at 905-980-6000 ext. 3252 (office), 289-929-8376 (cellphone) or accessibility@niagararegion.ca (email).

**NIAGARA TRANSIT COMMISSION
MINUTES**

NTC 2-2022

Tuesday, July 19, 2022

Council Chamber/Video Conference

**Niagara Region Headquarters, Campbell West
1815 Sir Isaac Brock Way, Thorold, ON**

- Board Members: N. Arsenault (Niagara-on-the-Lake), D. Cridland (Wainfleet), C. Dabrowski (Niagara Falls), A. Desmarais (Port Colborne), G. Miller (St. Catharines), W. Olson (Pelham), J.D. Pachereva (Lincoln), W. Redekop (Fort Erie), W. Reilly (West Lincoln) (via Video Conference), W. Sendzik (Chair) (St. Catharines), M. Siscoe (St. Catharines), L. Van Vliet (Welland), T. Whalen (Thorold)
- Ex-officio(Non-Voting) Members: J. Bradley (Regional Chair), R. Tripp (Chief Administrative Officer, Niagara Region)
- Absent/Regrets: W. Fertich (Vice Chair) (Grimsby), B. Greenwood (Niagara Falls)
- Staff: D. Barnhart, Chief of Staff, Governance, D. Gibbs, Director, Legal & Court Services, F. Meffe, Director, Human Resources, A.-M. Norio, Regional Clerk, L. Tracey, Project Coordinator, GO Implementation Office, B. Zvaniga, Commissioner, Public Works
- Others Present: R. Groves, Dentons LPP, External Legal Counsel (via Video Conference), J. Hagar, Human Resources Consultant, Transit
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1. CALL TO ORDER

Board Chair Sendzik called the meeting to order at 3:07 p.m.

2. LAND ACKNOWLEDGEMENT STATEMENT

Member Siscoe provided the Land Acknowledgement Statement.

3. ADOPTION OF AGENDA

Moved by N. Arsenault
Seconded by T. Whalen

That Agenda NTC 2-2022, **BE ADOPTED.**

Carried

4. **DISCLOSURES OF PECUNIARY INTEREST**

There were no disclosures of pecuniary interest.

5. **ADOPTION OF MINUTES**

5.1 **Niagara Transit Commission Minutes NTC 1-2022**

Minutes NTC 1-2022, Tuesday, June 28, 2022

Moved by J.D. Pachereva

Seconded by W. Olson

That Minutes NTC 1-2022 being the Open and Closed Session minutes of the Niagara Transit Commission meeting held on Tuesday, June 28, 2022, **BE ADOPTED.**

Carried

6. **CLOSED SESSION**

Prior to resolving into closed session, Board Chair Sendzik requested the Commission suspend the rules of procedure with an affirmative vote of two-thirds of the Members present, to allow the Chair to vote with respect to the Matter respecting Personal Matters about Identifiable Individuals pursuant to s.239(2)(b) of the Municipal Act - Expressions of Interest - Niagara Transit Commission General Manager. Therefore it was:

Moved by M. Siscoe

Seconded by W. Olson

That, in accordance with subsection 2.4 of Niagara Region's Procedural By-law, the rules of procedure, specifically subsection 4.6 "Chair Voting" of the Procedural By-law, **BE SUSPENDED** to allow the Board Chair to vote on the Matter respecting Personal Matters about Identifiable Individuals pursuant to s.239(2)(b) of the Municipal Act - Expressions of Interest - Niagara Transit Commission General Manager.

Carried

Moved by L. Van Vliet
Seconded by N. Arsenault

That this Board **DO NOW MOVE** into closed session for the purposes of receiving information of a confidential nature respecting:

A Matter respecting Personal Matters about Identifiable Individuals pursuant to s.239(2)(b) of the Municipal Act - Expressions of Interest - Niagara Transit Commission General Manager

Carried

The Board resolved into closed session at 3:12 p.m.

7. BUSINESS ARISING FROM CLOSED SESSION

The Board reconvened in open session at 6:40 p.m. with the following individuals in attendance:

- Board Members: N. Arsenault (Niagara-on-the-Lake), D. Cridland (Wainfleet), C. Dabrowski (Niagara Falls), A. Desmarais (Port Colborne), G. Miller (St. Catharines), W. Olson (Pelham), J.D. Pachereva (Lincoln), W. Redekop (Fort Erie), W. Reilly (West Lincoln) (via Video Conference), W. Sendzik (Chair) (St. Catharines), M. Siscoe (St. Catharines), L. Van Vliet (Welland), T. Whalen (Thorold)
- Ex-officio(Non-Voting) Members: J. Bradley (Regional Chair), R. Tripp (Chief Administrative Officer, Niagara Region)
- Absent/Regrets: W. Fertich (Vice Chair) (Grimsby), B. Greenwood (Niagara Falls)
- Staff: S. Fraser, Transportation Lead, GO Implementation Office, D. Gibbs, Director, Legal & Court Services, M. Greenfield, Program Financial Specialist, F. Meffe, Director, Human Resources, A.-M. Norio, Regional Clerk, L. Tracey, Project Coordinator, GO Implementation Office, B. Zvaniga, Commissioner, Public Works
- Others Present: E. Gillespie, Chair, Operations Working Group, R. Groves, Dentons LPP, External Legal Counsel (via Video Conference), J. Hagar, Human Resources Consultant, Transit

7.1 Confidential NTC 9-2022

A Matter respecting Personal Matters about Identifiable Individuals pursuant to s. 239(2)(b) of the Municipal Act - Expressions of Interest - Niagara Transit Commission General Manager

Moved by W. Redekop
Seconded by A. Desmarais

That Confidential Memorandum NTC 9-2022, dated July 19, 2022, respecting A Matter respecting Personal Matters about Identifiable Individuals pursuant to s.239(2)(b) of the Municipal Act - Expressions of Interest - Niagara Transit Commission General Manager, **BE RECEIVED**; and

That staff **PROCEED** as directed in closed session.

Carried

8. ITEMS FOR CONSIDERATION

8.1 NTC 7-2022

Harmonization of Transit Fares

Moved by A. Desmarais
Seconded by N. Arsenault

That Report NTC 7-2022, dated July 19, 2022, respecting Harmonization of Transit Fares, **BE RECEIVED** and the following recommendations **BE APPROVED**:

1. That the Niagara Transit Commission **APPROVE** the harmonized fare structure and associated fare policies outlined in Report NTC 7-2022; and
2. That Report NTC-7 2022 **BE FORWARDED** to Niagara Region with the request that the transit fare structure identified in this report be included in the Regional Fees & Charges By-law to be effective January 1, 2023.

Carried

8.2 NTC 8-2022

Onboard Technologies and Equipment Standardization

Moved by J.D. Pachereva

Seconded by M. Siscoe

That Report NTC 8-2022, dated July 19, 2022, respecting Onboard Technologies and Equipment Standardization, **BE RECEIVED** and the following recommendations **BE APPROVED**:

1. That the Niagara Transit Commission **ENDORSE** unifying onboard technologies including Intelligent Transportation Systems (ITS), camera and farebox equipment by transit agencies amalgamating into the new regional transit service effective January 1, 2023; and
2. That Report NTC 8-2022 **BE FORWARDED** to the Clerks of the City of Niagara Falls, the City of St. Catharines, and the City of Welland for consideration in the procurement of common ITS technology systems as outlined in Report NTC 8-2022.

Carried

9. CONSENT ITEMS FOR INFORMATION

There were no consent items for information.

10. OTHER BUSINESS

10.1 Kingston High School Transit Pass Program

Moved by C. Dabrowski

Seconded by G. Miller

That staff **BE DIRECTED** to provide a report respecting the Kingston High School Transit Pass Program for the Niagara Transit Commission meeting being held on September 6, 2022.

Carried

11. NEXT MEETING

The next meeting will be held on Tuesday, August 2, 2022 at 3:00 p.m. in the Council Chamber, Regional Headquarters.

12. ADJOURNMENT

There being no further business, the meeting adjourned at 6:47 p.m.

Walter Sendzik
Chair, Niagara Transit Commission

Ann-Marie Norio
Regional Clerk

Subject: Interim Branding Strategy

Report to: Niagara Transit Commission Board

Report date: Tuesday, August 2, 2022

Recommendations

1. That the Niagara Transit Commission Board **APPROVE** the interim brand for the Niagara Transit Commission as presented in Appendix 1 of Report NTC 11-2022.
2. That the Transit Commission Steering Committee **BE DIRECTED** to initiate the re-branding of the identified existing transit assets required for the launch of the new service on January 1, 2023.

Key Facts

- The purpose of this report is to present the recommended interim brand for the Niagara Transit Commission (NTC) and outline planned implementation activities for January 1, 2023.
- There is a direct operational need for the NTC to approve an interim brand at this time. Given production and development lead-times, rebranding activities for key public facing assets such as an integrated website, the Transit app, driver uniforms, and fare media cards must be initiated now to be ready for January 1, 2023 implementation.
- The interim brand will provide the public with a consistent logo, look and feel for the NTC, consolidating the different and uniquely identifiable legacy branding from the current systems.
- An implementation strategy outlines the transit assets identified as requiring new NTC branding in advance of January 1, 2023; future reports will be required to address the full rebranding of all remaining assets, including the future re-stripping / re-wrapping of fleet.
- The interim brand is recommended to be in place for a minimum period of 1-2 years, until the NTC makes a future decision on a permanent brand for the organization to create sufficient duration of public confidence and familiarity in the new service, organization and brand.

Financial Considerations

The one-time operating costs associated with the recommendations of this report are \$192,400, as outlined in table 1.

The 2022 Niagara Region transit operating budget includes \$3.26M (inclusive of incremental Provincial funding) specific to support transitional costs to the NTC. As of July 12, 2022, \$926,000 has been expended and committed to support the transition. Staff anticipate that there will be adequate budget to support the transition, inclusive of one-time costs estimated at \$1.83M (HR one-time system configuration costs of \$850,000, 2022 on-barding of corporate and admin staff, if required of \$800,000, plus \$192,400 in branding costs), through a combination of previously established budgets and Provincial/Federal funding programs.

Table 1

| Transit Asset | Estimated Budget |
|--|-------------------------|
| Fare Cards and Farebox Stickers | \$20,000 |
| Vehicle Branding | \$27,400 |
| Uniforms | \$110,000 |
| Additional Communications Products (Website, Social Media, Signage, etc.) | \$35,000 |
| Total | \$192,400 |

Future costs associated with full rebranding of transit vehicles and signage will be the subject of future reports and budgets as part of a more comprehensive long-term plan based on transition activities and the status of the future permanent brand.

Analysis

Overview

Regional By-law No. 2022-38 established *Niagara Transit Commission* as the legal name for the new commission to be formed as a Municipal Services Board of the Region. Selecting a legal name from the outset was required to facilitate the passage of

the By-law itself as well as support initial transition activities such as negotiation of agreements.

The purpose of this report is to recommend an interim brand that will support the *Niagara Transit Commission* with a consistent logo, look and feel. This brand will establish the NTC as the new public organization responsible for the delivery of transit in Niagara, re-branding existing transit assets in accordance with the implementation strategy discussed in this report.

There is a direct operational requirement to determine an interim brand for the NTC at this time. Confirming the logo and look and feel of the NTC is necessary allow the initiation of procurement, development, and production of re-branded materials such as fare cards, driver uniforms, an integrated website, and updates to the Transit app. Given anticipated production lead times, these activities need to be started now to support implementation ahead of the January 1, 2023 assumption of operations by the NTC.

This interim brand is recommended to remain in place for a minimum of 1-2 years, reflecting the need to ensure consistency for riders, and instill familiarity and confidence in the new organization during the transition to the new commission. It is also critical in bringing together the existing legacy brands, which appear across Niagara which if left as status quo, would create confusion with the public. Moreover, the need for a new brand is critical for foundational front-facing harmonization such as new fare media products, driver uniforms, marketing campaigns, and web applications, which all need to be recalibrated for January 1, 2023. Additionally, the costs associated with the initial asset re-branding would also require sufficient duration to enable value for money, while balancing the prospect of a wider review of options on a permanent brand should the Board choose to do so.

In the future, the NTC may consider a comprehensive review of all branding, including the potential selection of an 'operating name' to replace *Niagara Transit Commission*. A fulsome brand development exercise should involve extensive consultation with riders and the community and would require a lengthy process of consultation and engagement. Under By-law No. 2022-38, should the NTC choose a new brand, it would need to make a recommendation to Regional Council for approval to change the name of the NTC.

Interim Brand

A new brand logo and color scheme has been developed for the NTC and is presented in Appendix 1.

- **Logo** - the recommended logo utilizes lines and circles to represent the routes and terminals of the NTC. The round shapes were selected to give the logo an approachable feel, as well giving the logo movement and direction, much like the transit service. The design and use of geometric shapes lends itself to many opportunities for adaptable use of those visual elements in all graphic pieces.
- **Colours** - a new colour palette has been developed that plays on some of the existing colours found in the five services that will be consolidated into the new Commission; however these colours are now presented in slightly different tones to ensure that the new identity is both complimentary but with enough variation to establish the new identity.

The logo and colour scheme are intended to be versatile and will be used across multiple media and in different formats, whether that be print/web or on physical assets. Initially the logo will be consistently paired with the wordmark 'Niagara Transit Commission' whenever practical until familiarity with the NTC logo itself is established. The logo will appear both using the proposed colour scheme or in black and white, depending on the context.

Implementation Strategy

The implementation of the NTC brand will be divided into three categories:

- Full re-branding in advance of January 1, 2023;
- Interim or limited re-branding in advance of January 1, 2023; and
- Future or gradual implementation of the new brand, with future reporting on a full implementation strategy anticipated.

The division of branding implementation timing is for both practical and financial considerations. For example, it is not practical to fully re-brand all assets ahead of January 1, 2023 given the need for assets to remain in-service with municipalities through 2022; significant one-time costs associated with re-branding; and the potential for a future permanent brand for the NTC to be considered.

Accordingly, the implementation strategy in this report is limited to the assets to be fully or partially re-branded ahead of January 1, 2023. Future reports, including consideration of the remainder of the implementation plan and associated financial considerations for out years and remaining assets, will be brought to the NTC Board.

Full Re-Branding In Advance of January 1, 2023

- Fare Media and Fareboxes – all newly produced fare media will utilize the NTC branding, including future smart-card payment technology. Existing stocks of fare media, including magnetic swipe cards, will be exhausted before new media is implemented. Farebox stickers will be updated.
- Website and Transit App – a new NTC website is in development that will combine the existing transit systems sites into a comprehensive resource for Niagara’s transit riders. The website will feature Google Maps integration for transit route planning and meet Web Content Accessibility Guidelines (WCAG) 2.0 Level AA as they are prescribed under the *Accessibility for Ontarians with Disabilities Act (AODA)*. The new logo/brand will also be reflected in the Transit App, which will be a primary resource for riders (where it currently uses multiple legacy brands).
- Social Media Channels – existing LAM social media channels will be transitioned and wound down to enable new unified NTC-driven social media channels.
- Support Vehicles – Supervisor, maintenance, shuttle and other NTC support vehicles.

Partial Re-Branding In Advance of January 1, 2023

- Conventional Transit Buses – window decals, as shown in Appendix 1, will be applied to all existing conventional transit buses ahead of January 1, 2023. These window decals will identify fleet as an NTC vehicle and will appear in parallel with the existing branding (i.e. Niagara Falls Transit, Welland Transit, St. Catharines Transit) that is currently in place. The full rebranding of existing and newly purchased conventional transit vehicles will be the subject of a future report to the NTC Board in terms of timing, sequencing and cost.
- Specialized and On-Demand Vehicles – a similar window decal will be applied to specialized or on-demand transit vehicles where the fleet vehicle will be owned by the NTC. Where the specialized or on-demand service is currently delivered through a third-party (i.e. NRT On-Demand, Chair-a-van) staff will work with the vendor on the most appropriate manner to identify the vehicle as delivering NTC service, but it is likely a similar treatment of window decals.
- Uniforms – bus operators, customer service representatives, fleet mechanics, and other staff will be issued updated uniforms with NTC branding in accordance with relevant collective bargaining agreement requirements. It is currently

anticipated that staff will be provided new NTC-branded polo shirts, winter jackets, and toques ahead of January 1, 2023, with additional uniform components (i.e. pants, shorts) being updated as they are due for normal replacement.

- Terminal and Hub Windows and Signage – terminals and major transit hub on-site signage and window signage to be updated where feasible and cost-efficient to do so.

Future or Gradual Implementation

- Conventional, Specialized and On-Demand Vehicles – the full re-striping / re-branding of all transit vehicles requires the development of a comprehensive strategy given the logistical and financial considerations required. The General Manager will be responsible for the development of this portion of the strategy, including making a future recommendation to the Board in terms of the capital costs associated with implementation and alignment with any comprehensive re-branding exercise.
- Bus Stop signs – existing roadside bus stop signs will be replaced with NTC branding through two concurrent processes: A) as bus stops are upgraded through previously planned accessibility enhancements; B) as existing signage reaches the end of its current service life. The General Manager will be asked to consider accelerating this process, which will be subject to future reporting.

Conclusion

The approval of an interim logo and brand will establish the NTC as the new organization responsible for the delivery of transit in Niagara. The approval of this interim brand is required at this time to support implementation of re-branded materials such as fare cards, driver uniforms, an integrated website, and updates to the Transit app ahead of the January 1, 2023 assumption of operations by the NTC.

It is anticipated that future strategies and reports will be developed by the General Manager to examine options for the branding of all transit assets and a potential comprehensive review of all branding, including the potential selection of an 'operating name' to replace *Niagara Transit Commission*.

Alternatives Reviewed

The NTC could choose to immediately undertake a comprehensive branding consultation exercise instead of approving an interim brand. This option was not recommended as the timelines for a fulsome consultation process would prohibit implementing branding updates ahead of the January 1, 2023 handover, resulting in legacy branding remaining in place, which would lead to significant rider confusion.

A full engagement process with riders and the community, which could take as much as a year or more (i.e. identify scope, issue RFP, research, public engagement, approvals), did not support effective implementation ahead of January 1, 2023. It may also result in significant one-time capital expenditures and should be undertaken under the direction of the General Manager once on-boarded.

The NTC could elect to expand the implementation strategy to apply the interim branding to assets identified either for partial rebranding ahead of January 1, 2023 or for future rebranding. These options were not recommend on the basis of either the one-time costs associated with rebranding assets on an interim basis (ahead of a potential future comprehensive branding) or due to implementation considerations such as the conventional fleet needing to remain in-service to support LAM operations through December 31, 2022.

Other Pertinent Reports

Regional Report CSD 19-2022

Moving Transit Forward: Establishing the Niagara Transit Commission as a municipal service board and Update regarding the transfer of municipal transit assets to the Commission

Prepared by:

Sean O'Brady
Chair, Communications Working Group

Recommended by:

Bruce Zvaniga, P.Eng.
Chair, Transit Commission Steering
Committee

Submitted by:

Ron Tripp, P.Eng.
Chief Administrative Officer, Niagara Region
Transit Commission Steering Committee Member, Ex-officio

This report was prepared by the Transit Commission Steering Committee, which is chaired by the Niagara Region Commissioner of Public Works and is comprised of extensive senior Regional staff (Commissioner and Director levels).

Appendices

Appendix 1 Niagara Transit Commission – Interim Brand

Niagara Transit Commission Interim Brand

The Logo

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The Logo

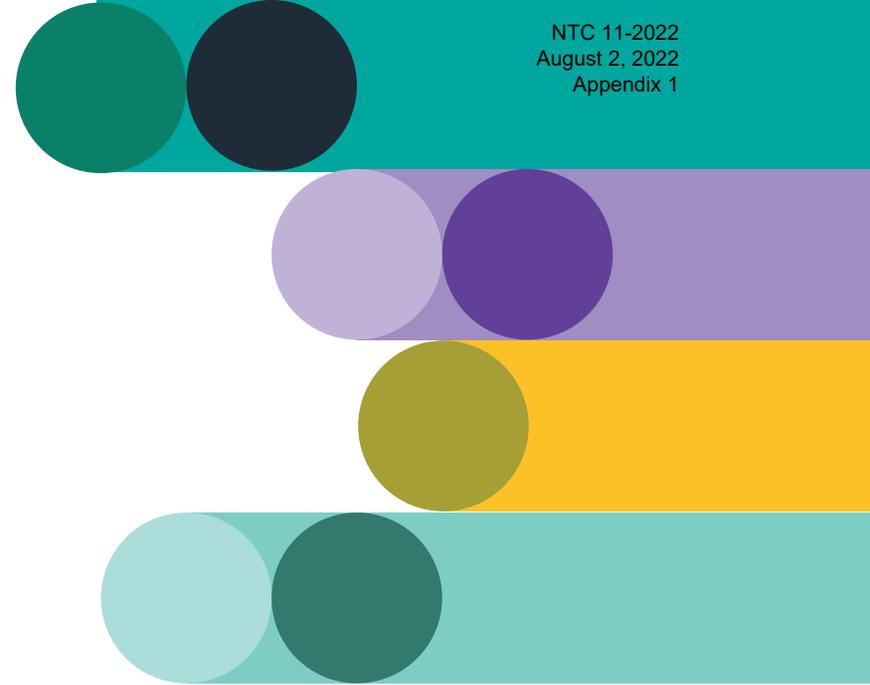
The recommended logo utilizes lines and circles to represent the routes and terminals of the NTC. The round shapes were selected to give the logo an approachable feel, as well giving the logo movement and direction, much like the transit service.

The design and use of geometric shapes lends itself to many opportunities for adaptable use of those visual elements in all graphic pieces.



Logo Colour Palette

A new colour palette has been developed for the Niagara Transit Commission that plays on some of the existing colours found in the services that will be consolidated into the new Niagara Transit Commission; however these colours are now presented in slightly different tones to ensure that the new identity is both complimentary but with enough variation to establish the new identity.



ntc

ntc

niagara
transit
commission



DEEPEST GREY

Hex: #353434
C69 M63 Y62 K57
R53 G52 B52
Pantone: 447C



TEAL

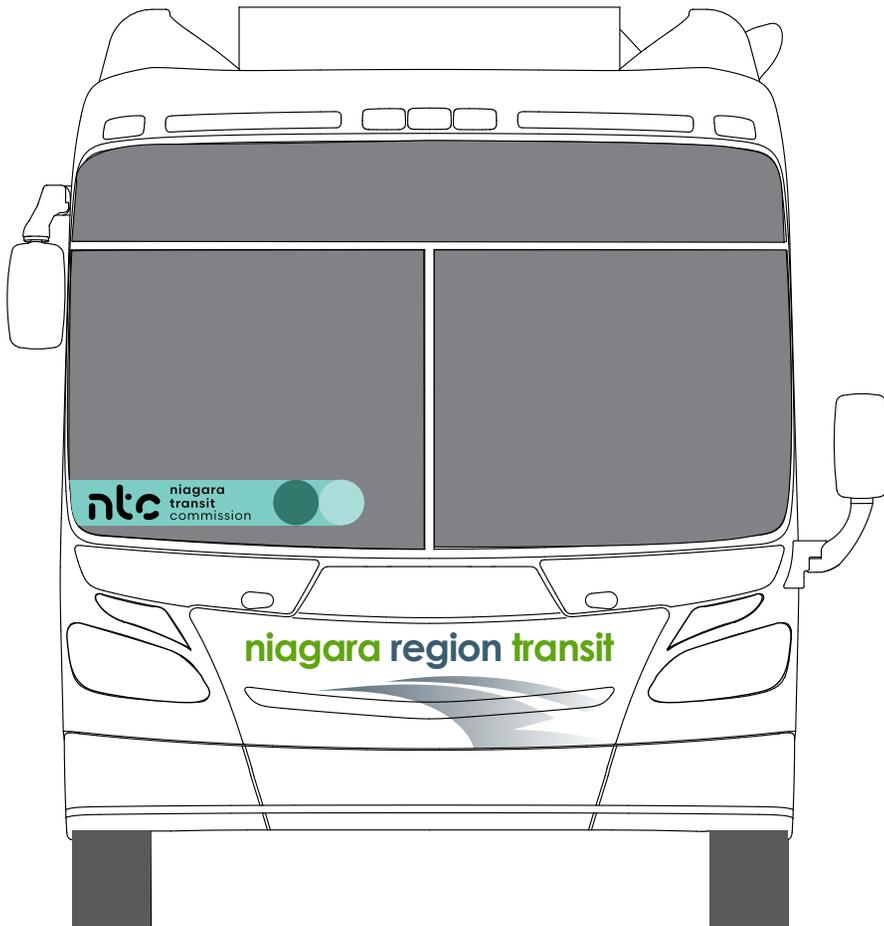
Hex: #00A79E
C79 M11 Y44 K0
R0 G67 B158
Pantone: 326C



BRIGHT WHITE

Hex: #FFFFFF
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R255 G255 B255

Example of Interim Branding Implementation Concepts



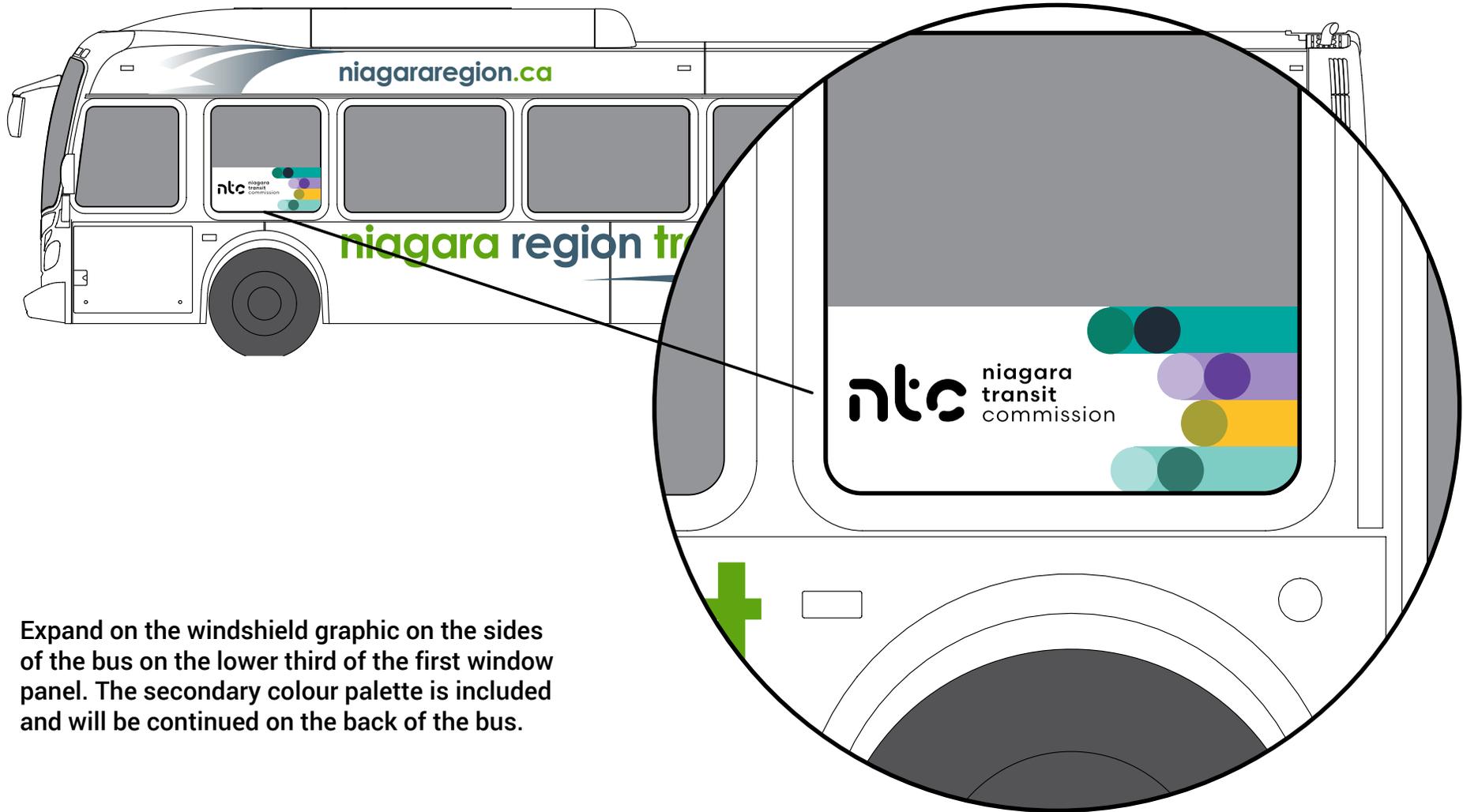
The window decal on bus windshield is viewable by customers as the bus approaches the stop. The decal is perforated, which will not obstruct the driver's line of sight.



On the back of the bus, re-skin a single panel with new branding. It will include the secondary colour palette and tag line.

Note: These items are presented as concepts for illustration only. Any final designs will be developed in consultation with transit operators.

Example of Interim Branding Implementation Concepts



Expand on the windshield graphic on the sides of the bus on the lower third of the first window panel. The secondary colour palette is included and will be continued on the back of the bus.

Subject: Moving Transit Forward: Update on Municipal Transfer Agreements

Report to: Regional Council

Report date: Thursday, July 21, 2022

Recommendations

1. That all Regional transit assets and agreements related to inter-municipal transit **BE TRANSFERRED** from the Region to the Niagara Transit Commission (NTC) through the Municipal Transfer Agreement to be entered into between the Region, the Cities of St. Catharines, Niagara Falls, Welland and the NTC;
2. That the Region **AUTHORIZES** the transfer of any transit facility buildings owned by the Cities of St. Catharines, Niagara Falls, Welland, respectively that are designated for transfer within the Municipal Transfer Agreement, to the Region, on such terms and conditions as may be negotiated by the CAO and in a form satisfactory to the Director of Legal and Court Services;
3. That CAO **BE AUTHORIZED** to complete negotiations as outlined in this report necessary to finalize:
 - (a) the Municipal Transfer Agreement with the Cities of St. Catharines, Niagara Falls and Welland; and the NTC, to affect the transfer of transit assets, projects “in flight” for future assets, related debt, reserves, provincial funding and funding agreement responsibilities, contracts and personnel, including any amendments and documents required to reflect updates to schedules to be completed prior to closing December 31, 2022;
 - (b) any ancillary agreements or documents as may be required to implement the transfer (including but not limited to leases, licences, agreements related to the WEGO service, the assignment of material transit contracts, and any agreements required to address either the transfer of new capital projects “in flight” or the resulting assets upon completion as further described in this report);
4. That the Regional Chair and Clerk **BE AUTHORIZED** to execute the agreements and documents identified in Recommendation 3, on behalf of the Region, in a form satisfactory to the Director of Legal and Court Services;
5. That the Regional Chair and Clerk **BE AUTHORIZED** to execute a Municipal Transfer Agreement on behalf of the Region with the Town of Fort Erie, the Region and the NTC to effect the transfer of the Town’s transit assets, related debt and contracts effective December 31, 2022, including any ancillary agreements and documents required to implement the transfer (including licenses or assignments of

- contract); upon terms and conditions to be negotiated by the CAO as noted in this report, and in a form satisfactory to the Director of Legal and Court Services;
6. That the NTC **BE DIRECTED** to review all material transit contracts transferred to the NTC to ensure that they are brought into compliance with the Region's Procurement By-law at the earliest opportunity (including that no further extensions of existing transit contracts will be permitted unless such extensions comply with the Procurement By-law);
 7. That, as it relates to the proposed transfer of projects "in flight" pursuant to the Municipal Transfer Agreement:
 - (a) Regional Council **APPROVES** the assignment of any applicable ICIP funding agreements from the Cities of St. Catharines, Niagara Falls, Welland to the Region for projects that are to be completed by the NTC in accordance with the terms of the Municipal Transfer Agreement, subject to the necessary provincial consents; and **AUTHORIZES** the Regional Chair and Clerk to execute any documents required to effect such assignment;
 - (b) Regional Council **APPROVES** the proposed transfer of previously LAM-approved capital projects "in flight", as set out in **Appendix "3"**, to the NTC capital budget, subject to the ongoing negotiations of the MTA agreement to finalize the list of projects "in flight" that are to be transferred to the NTC and address shared responsibilities for the management, administration and funding of those projects;
 8. That following execution of the agreements and documents identified in Recommendation 3, Staff **BE AUTHORIZED** to take all necessary steps to transfer liability for existing debentures issued by the Cities of St. Catharines, Niagara Falls, Welland in respect of transit projects and assets being transferred to the NTC and Region;
 9. That Staff **BE DIRECTED** to provide a copy of this report to the NTC for information purposes.

Key Facts

- The purpose of this report is to seek Council approvals for next steps required for the consolidation of region-wide transit, following triple-majority approval of By-law No. 2021-96 in February 2022; whereby the authority to provide region-wide public transit now rests solely with the Region, with operational responsibility effective January 1, 2023; and passage of By-law No. 2022-38 by Regional Council on May 26, 2022, whereby the Niagara Transit Commission (NTC) was established as a municipal service board of the Region.

- To that end, this report provides updates regarding the progress of negotiations of the Municipal Transfer Agreements (MTAs), and related ancillary agreements, required to effect transfer of the transit-related assets, indebtedness, agreements and personnel from the Cities of St. Catharines, Niagara Falls and Welland and the Town of Fort Erie, as applicable, and seek delegated authority for the CAO to complete such negotiations, and for the Chair and the Clerk (on behalf of the Region) to execute the documents once finalized. Negotiations have proceeded on the basis of the “term sheet” (attached as **Appendix “1”**) that was previously appended to Report PW 55-2021, and approved as part of the triple-majority process, and will continue on that basis, subject to Council approval of this report.
- A supplementary confidential closed session report (namely Confidential CAO 9-2022) is also included on the Council agenda to provide legal advice regarding issues to be negotiated in the Municipal Transfer Agreement related to employment matters.
- Subject to Council’s consideration and approval of the recommendations herein, Staff will continue to undertake the necessary transitional activities to support regional transit consolidation; with future reports in this regard being directed to the NTC Board or to Council, as appropriate.

Financial Considerations

The estimated 2023 NTC budget as outlined in PW 55-2021 was \$48.6M. This amount represents the consolidated budget of local and regional transit services adjusted for inflation and capital funding. The share of the budget relating to the upload of local municipal service budget, inflation and capital funding was estimated to be \$31.6M, which represents 7.4% of the 2022 levy. The Region’s budget for Niagara Region Transit will also be transferred to the NTC.

The estimated 2023 NTC budget was based on the consolidation of the 2020 local area municipality (LAM) budgets. As NTC is required to maintain current service levels (based on 2020 hours per the term sheet); the 2020 budgets served as reasonable proxy for the cost of a consolidated service however an in depth analysis of these budgets was not prepared at that time. Additionally operations and capital projects have continued since that financial analysis was completed and the establishment of the NTC as a municipal service board and development of the MTAs has identified several additional items that may impact the estimated 2023 NTC budget.

It is being recommended by the Transit Steering Committee that in the interest of time, and in the absence of the GM and staff resources to compile a more detailed budget, that the NTC 2023 budget be prepared using the aggregate of the LAM 2022 budgets

adjusted for the same capital funding assumptions as with the triple majority process (elimination of provincial gas tax from the operating budget and funding capital reserves). Staff are aware that a number of significant changes have occurred in the 2022 budget that will impact the 2023 special levy in comparison to the estimates provided previously (in addition to any costs related to employment matters that are the subject of Confidential report CAO 9-2022). These are noted below. In 2023 NTC staff will have the ability to make budget adjustments within the approved budget to reflect the actual costs of service and the new organizational structure. Staff will more accurately identify any impact on budgets once potential duplication and opportunities for efficiency are assessed in more detail.

Potential 2023 base budget considerations identified at this time total \$7 million (14% increase in the special levy) as summarized below:

1. \$1.3 million in transit service enhancements implemented in 2022;
2. \$5.7 million in one-time/PGT funding used to mitigate 2022 revenue shortfalls;
3. Potential pressures due to exceptional inflation/cost increases including insurance premium escalations, fuel costs, contractual escalations tied to fuel and/or CPI;
4. Operating budget impacts of both debt servicing and operating costs associated with "in flight" projects that were not part of the financial strategy - 2023 estimate of debt servicing costs is expected to vary from the 2020 LAM estimates however the total impact is not anticipated to be material to the overall budget. Additionally staff are continuing to work with the municipalities on the opportunities to swap Provincial Gas Tax for some 2023 forecasted debt to avoid further debt servicing costs. The item that is still unknown at this time is the potential for incremental operating costs for these capital projects.
5. With respect to WSIB, it is understood that the LAMs are Schedule 1 employers whereas the Region is a Schedule 2 employer. What this means is Schedule 1 employers are those for which the WSIB is liable to pay benefit compensation for workers' claims. Schedule 1 employers are required by legislation to pay premiums to the WSIB and are protected by a system of collective liability. Schedule 2 employers however are employers that self-insure the provisions of benefits under the WSIA. Schedule 2 employers are liable to pay all benefit compensation and administration costs for the workers' claims. As a result, at this time Staff are unable to provide an estimate of costs associated with any LAM WSIB claim(s) that will transfer to the NTC on the January 1, 2023 amalgamation date. An assessment of any such WSIB liability will occur closer to the amalgamation date

The MTA principles (per the term sheet) had envisioned that the LAMs would continue to manage projects “in flight” and transfer transit assets to the NTC upon completion. Upon further analysis much complexity was identified with these projects such that Staff are recommending that these projects be classified in different categories (as further described later in this report), to ensure that the approach to transfer reflects operating, financial, legal and practical considerations.

Generally speaking, projects that have been started by a LAM will be completed by the LAM if projects are expected to be completed before year end (2022) or the LAM has on-going resources to manage the project. For these a completed asset will be transferred to the NTC upon project completion. Projects that are currently in progress (and not anticipated to be completed before year-end) are being approached in a manner that would see responsibility for administration, management, funding, ICIP reporting etc. being shared by the LAM and the NTC (subject to terms and conditions to be specified in the MTA). Importantly, Regional Council is requested to endorse approval of the projects proposed for transfer to the NTC from a capital budget perspective as set out in **Appendix “3”** as the assets are of value to the NTC, funding agreements and arrangements are beneficial to the NTC (recognizing that given the ongoing MTA negotiations, the actual project list may be subject to change and will be brought forward to Council once finalized). Projects that have not yet commenced or approved for ICIP funding will be subject to future NTC and Regional Council budget approval.

In accordance with previous Council direction, the transfer of any LAM transit facility to Region should not generate incremental revenue for LAM (e.g. new PIL; only to the extent that PILs are paid currently, will such payments continue).

As noted in PW 55-2021, existing local transit assets at June 30, 2022, (subject to permitted replacements/changes during the “steady state” period up to the December 31, 2022 date of transfer as recognized in the MTA) including but not limited to bus fleet, service vehicles, service equipment, and transit service facilities will transfer to the NTC at no cost for the exclusive use of transit service delivery. These assets are outlined in related LAM specific appendices that will be attached to the MTA agreement. In addition any remaining debt outstanding on these assets will also transfer to the Region and be included in the NTC budget. This will have a nominal reduction in the Region’s Annual Repayment Limit due to the inclusion of incremental own source revenue from the upload of LAM budgets. In addition to the transfer of capital assets some of the LAMs have inventory, and prepaid expenses that may be transferred to the NTC. Those that have been paid for by the LAMs and to the extent not yet expensed to

their 2022 budget will require a financial reconciliation but are not likely to impact 2023 budget as they would be reflective of the costs involved in normal operations and included in estimated budgets. Additionally, LAMs have operating and capital reserves either established through allocations funded in prior year budgets, from development charges or federal/provincial funding (i.e. Provincial Gas Tax (PGT), Investing in Canada Infrastructure Program (ICIP), etc.) collected in prior years. The funds in these reserves will be transferred to the NTC to be utilized for the transit purposes intended.

The 2022 Operating Budget included \$2.7M specific to support transitional costs to the NTC. As of July 12, 2022, \$926,000 has been expended and committed to support the transition. Staff anticipate that there will be adequate budget to support transition inclusive of one-time costs estimated at \$1.65M (HR one-time system configuration costs of \$850,000, 2022 on-boarding of corporate and admin staff if required) through a combination of previously established budgets and Provincial/Federal funding programs.

Analysis

Background

Further to Report PW 15-2022 and Report CSD 19-2022, this report seeks Council approval to implement the required next steps to bring regional transit consolidation to fruition; more particularly the finalization and execution of Municipal Transfer Agreements (and required ancillary agreements and documents) to equip the NTC with required transit assets to successfully commence operations on January 1, 2023.

In progressing the deliverables detailed in this report Staff continue to be guided by the “term sheet” that was appended to Report PW 55-2021, and approved as part of the triple-majority process, that outlined a series of foundational financial, service, and governance strategies that had been developed and recommended by the CAO Governance Steering Committee to support regional transit consolidation (attached as **Appendix “1”** to this report for reference purposes). Subject to Council’s approval of this report, the completion of negotiations will be undertaken in alignment with the term sheet. As noted in previous reports, external legal counsel, Dentons, have been retained to provide legal advice and support for all legal aspects of the transit consolidation.

Municipal Transfer Agreements, Ancillary Agreements and Current Status

As noted in CSD 19-2022, a Municipal Transfer Agreement (MTA) will be entered into on a joint basis between the Region, Cities of St. Catharines, Niagara Falls, Welland and NTC; to govern how current municipal transit personnel, contracts and assets will transfer to the Region and/or Commission to support the assumption of operations on January 1, 2023, reflecting the “term sheet” attached as **Appendix “1”**. The MTA contains schedules for each municipality that describe the assets to be transferred and also contains many standard commercial terms related to the condition of the assets, any assets that are excluded, and provision to make any required adjustments after closing.

As part of the MTA, all transit related assets are being transferred to NTC, with the exception of the transit facility buildings themselves which will be transferred to the Region; and reserves which will be segregated and dedicated to transit but held by the Region. In addition Staff will take the necessary steps to transfer responsibility for the repayment of debt related to existing LAM debentures for transferred assets.

The MTA addresses the transfer of material contracts related to transit service delivery to NTC (e.g. fare technology, on demand service, transit terminal leases). Staff have been diligently engaged in the review process, noting there is a high volume of material contracts identified by the Cities of St. Catharines, Niagara Falls and Welland for transfer to the NTC, with a focus on those with customer/front facing impacts and that are most critical to operations. During the course of the review, it has been identified that there are certain contracts that are recommended for transfer in the interests of supporting business continuity, but that may not be in compliance with the Region’s Procurement By-law currently (e.g. as it relates to single source procurements), or may not have optimal insurance coverage in place compared to current practices of the Region. Recognizing that the NTC will require some lead time to undertake a review of such contracts for purposes of considering opportunities for future harmonization and to develop an appropriate procurement strategy (at which time additional risk management and insurance considerations can also be factored in); Staff have included a recommendation within the report that the Commission bring such contracts into compliance with the Procurement By-law at the earliest opportunity.

There has been significant engagement with the LAMs and positive progress has continued between the parties in sharing information and negotiating language to advance the completion of the MTA based on the approved principles in the “term sheet” (**Appendix “1”**). Negotiations between the parties have resulted on consensus

regarding the majority of terms within the MTA. Some further refinements and additional language is required to provide greater clarity and certainty for the parties to support a smooth transition given the “closing” of the transfer on December 31, 2022, and the need to ensure operational continuity once the NTC assumes responsibility for service delivery as of January 1, 2023. For example, the financial terms of the MTA are being refined to capture an appropriate reconciliation process to address the fact that payments made for the 2022 and 2023 fiscal year’s may not align with the December 31 closing date. (e.g. payroll periods that straddle the December 31/January 1 transfer). There have also been ongoing discussions between the parties related to pending assets arising from projects “in flight” and the transfer of employees, and the unfunded liabilities related to employees (that are further canvassed below and in closed report CAO 9-2022) that need to be appropriately reflected in the MTA prior to execution.

In addition, as noted in CSD 19-2022, there are a number of ancillary agreements required for the delivery of transit that the NTC will need to enter into on an individual basis with each of the municipalities that are in the process of being negotiated, including:

- License agreements for access to municipal lands for bus stops and bus shelters;
- Lease agreements for the lands the transit facilities are located upon (given the “term sheet” principle that the lands themselves will not transfer to the NTC but will remain under ownership of the respective municipalities);
- Agreements to reflect shared municipal/NTC use of certain facilities;
- Service agreement related to WEGO (recognizing that the responsibility for the delivery of WEGO and related assets are remaining with the City of Niagara Falls as per the “term sheet”; but NTC will provide transit operators on the basis of an hourly fee to support service delivery);
- Assignment of existing leases with third parties who own certain transit facilities;
- Assignment agreements related to material contracts to be transferred;
- Any licenses/transfers related to intellectual property.

Capital Projects “in flight”

As noted in CSD 19-2022, in engaging with the Cities of St. Catharines, Niagara Falls and Welland to prepare the schedules to the MTA to address the particular assets proposed for transfer to NTC; it became evident that there are a significant number of transit projects “in flight” (namely new projects that are scheduled to be commenced in 2022 or active projects underway in 2022; that either may or may not be completed in 2022) that are variable in terms of their scale and complexity (e.g. matters ranging from

major capital improvements to bus procurements), and that encompass different external and municipal funding sources (ICIP, reserves, DCs, PGT, debentures, etc.). In this regard the “term sheet” provides that “any ongoing or in-progress capital improvement or acquisition projects will remain the responsibility of the municipality until completed and the asset transferred to the Commission only upon completion at zero cost”. However, both Regional and municipal Staff have identified that in some instances there may be merit to the NTC assuming responsibility for execution of certain projects that have not yet been commenced at the outset (e.g. new projects related to fare payment technology) in order to accelerate the ability of the Commission to realize the operational benefits of consolidation to achieve more unified experience for the customer. Therefore, in reviewing potential approaches to transferring these projects/assets to the NTC, Staff recognized that there is not a “one size fits all” approach, and in discussions with the local area municipalities (both Legal and Finance teams at the Region and the LAMs working closely together); have reached consensus on principles to guide the determination as to the timing and approach to the proposed transfer of projects “in flight”. Those principles include considerations such as:

- Criticality of the project to maintaining existing service levels (vs. service enhancement that may be out of scope of what was previously contemplated)
- Funding source/financial strategy, including operating budget implications and ability to transfer related funding agreements (ICIP agreements require provincial consent for assignment; goal to minimize transfer of funds between NTC, Region and LAMs and related administration; responsibility for budget overruns should rest with entity managing project);
- Capacity of the Commission to take on/execute the project (if that is contemplated), including as it relates to any deadlines imposed through funding agreements (Regional resources may also be impacted based on shared services provided e.g. Procurement);
- Procurement implications (preference to not transfer active procurements started by a third party to NTC); and
- Customer experience/operational benefits that may be achieved if the project is assumed by the Commission.

In applying these principles to the 37 identified projects “in flight”, they have been tentatively classified by Staff into different categories that indicate the timing/approach to transfer to the NTC (as indicated in **Appendix “3”**); which have been canvassed with the LAMs, also recognizing that these classifications are subject to change as the discussions with the LAMs progress. No concerns have been identified by the LAMs with this approach and as such external legal are in the process of capturing the

applicable considerations and criteria in the MTA that must be met in order for the identified projects to be transferred; following which negotiations regarding the projects “in flight” will continue in order to finalize the list to be appended to the MTA.

Welland Transit Facility Project “in flight”

The most significant project “in flight” in terms of scope and scale is the \$15M Welland Transit Facility expansion capital project that is the subject of an ICIP funding agreement. The City issued a letter dated June 22, 2022, attached as **Appendix “2”**, proposing that the NTC take the lead on the design and build of the facility expansion. To that end Staff are further aware that Welland City Council also cancelled the award of the RFP that has been issued for the design of the facility. In light of this communication Staff have been engaged in seeking further information from the City regarding the proposed project details, related studies etc. and have been advised that such information will be forthcoming in order for Staff to further assess the best approach to potential transfer of this new project to NTC.

Separate MTA and ancillary licence agreement with the Town of Fort Erie

Staff have also been engaged in discussions with the Town of Fort Erie to develop an MTA with the Region and the NTC for the transfer of the Town’s transit related assets and contracts and any ancillary agreements required (primarily a licence agreement related to bus shelters/bus stops). While the assets to be transferred are not as substantial, the nature of the transfer warrants an agreement that reflects much of the same terms and conditions as the MTA with the other local area municipalities to support a smooth transition upon closing on December 31, 2022. The key difference is that the Town does not have employees to be transferred. The parties will continue to work together collaboratively to finalize the necessary documents.

Completion of negotiations

Subject to Council approval of the recommendations in this report, the CAO, supported by the Region’s Transit Commission Steering Committee and internal/external legal counsel, would complete negotiations necessary to finalize MTA and ancillary agreements in alignment with term sheet and as described in this report.

Update on Employee-related matters

As reported in CSD 19-2022, communications with the Amalgamated Transit Union (ATU) Locals (who represent all unionized transit employees in Niagara Falls, St. Catharines, and Welland) have continued and have been progressing positively.

A supplementary confidential closed session report (namely Confidential CAO 9-2022) is also included on the Council agenda to provide legal advice regarding issues to be negotiated in the Municipal Transfer Agreement related to employment matters.

Conclusion

The recommendations in this report seek delegated authority for the CAO to complete negotiations required to support the finalization of the MTAs and the ancillary agreements as described in this report, in a form satisfactory to the Director of Legal and Court Services, following which the documents will be executed by Regional Chair and Clerk on behalf of the Region.

Alternatives Reviewed

The completion of the MTAs and ancillary agreements is a necessary step to complete the consolidation of regional transit as directed by Regional Council and pursuant to the triple-majority approval. The Region retained responsibility for completing the negotiation and approval of agreement respecting the transfer of assets, personnel and agreements on behalf of the NTC through By-law No. 2022-38. Given the need for such transfer of assets, personnel and agreement to occur by December 31, 2022 in order to enable to NTC to assume operational responsibility for transit as of January 1, 2023, at this juncture pursuing any alternative would be likely to significantly risk the successful completion of that objective. The draft agreements are the product of significant engagement with the LAMs and reflective of the “term sheet” that was appended to Report PW 55-2021 and approved as part of the triple-majority process.

Relationship to Council Strategic Priorities

The consolidation of transit services across Niagara into a new Transit Commission directly aligns with the Council Strategic Priority: Responsible Growth and Infrastructure Planning (Objective 3.1) through advancing regional transit and facilitating the movement of people and goods.

Other Pertinent Reports

- CSD 19-2022 Moving Transit Forward: Establishing the Niagara Transit Commission as a municipal Service board and Update regarding the transfer of municipal transit assets
- Confidential CAO 5-2022 A Matter of Legal Advice Subject to Solicitor-Client Privilege and A Matter of Personal Information about Identifiable Individuals pursuant to Section 239 (2) (b) and (f) of the Municipal Act: Moving Transit Forward – Municipal Transfer Agreement Considerations
- PW 15-2022 Moving Transit Forward: Initial Transition Activities and Next Steps
- PW 55-2021 Moving Transit Forward in Niagara: Creation of a Consolidated Transit Commission
- PW 9-2021 Niagara Transit Governance Study- Niagara Region Considerations
- LNTC-C 5-2021 Niagara Transit Governance – Phase 2 Consultation Results and Triple-Majority Initiation
- LNTC-C 4-2020 Niagara Region Transit Governance Study
- CAO 8-2017 Niagara Region’s Transit Service Delivery and Governance Strategy

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This report was prepared in consultation with Helen Chamberlain, Director Financial Management & Planning, Franco Meffe, Director Human Resources, Mary Ellen Bench, external legal counsel Dentons, and reviewed by Bruce Zvaniga Commissioner Public Works.

Appendices

- Appendix 1 Term Sheet (previously appended to PW 55-2021 as Appendix 3)
- Appendix 2 Letter from City of Welland dated June 22, 2022 regarding Welland Transit Facility expansion
- Appendix 3 Projects “in flight” identified for potential transfer to NTC (subject to ongoing MTA negotiations)

PW 55-2021 - Appendix 3 – Summary Term Sheet Municipal Transfer Agreements

The following is the proposed package of terms for the Municipal Transfer Agreements, which will guide the transfer of existing transit assets and personnel to the newly formed Transit Commission, subject to triple-majority approval, and to be negotiated individually between The Regional Municipality of Niagara and the City of Niagara Falls, City of St. Catharines, and City of Welland respectively.

The principles outlined in this term sheet represent the consensus recommendations of the CAO Governance Steering Committee, reflecting discussion, comments, and input received throughout the multi-year initiative to consolidate transit.

Note that all financial modeling was estimated based on 2020 budgets, assets, and debt levels. The final Financial Strategy will be adjusted prior to 2023 to reflect new assets and debt incurred and will be based on budget levels no less than 2020 operating budgets. Schedule A and B to this term sheet reflect the most recent estimates by municipalities - asset inventories and debt to be assumed by the Commission will be updated and finalized as part of the completion of the full Municipal Transfer Agreements.

Asset Transfer

- 1) Existing local transit assets, including but not limited to bus fleet, service vehicles, service equipment, and transit service facilities purchased or acquired prior to June 30, 2022 will transfer to the Transit Commission at no cost or, for the exclusive use of transit service delivery, in accordance with the Cummings Principle (the transfer of assets from one municipality to another at no additional compensation, because the municipal taxpayer has already paid for them).
 - a) Land on which transit service facilities reside will be retained by the local municipality, and the Region will conduct a Phase 2 environmental assessment.
 - b) Payment-in-lieu of taxes will be provided by the Commission to the local municipality, where applicable.
 - c) Transit service facilities with shared-use municipal components will transfer to the Commission, and be subject to an agreement to lease back at a nominal rate to the municipality those areas of the facility used for non-transit purposes.
 - d) Should the Commission no longer require a transferred asset to exclusively deliver transit services, the ownership of that asset will be transferred back to the original municipality.

- 2) The Commission will commit that existing fleet vehicles delivering local service within a municipality will continue to be utilized exclusively within that municipality for the remainder of their existing service life.
- 3) Local municipalities will make available to the Commission for inspection and condition assessment all transit assets prior to transfer, and will share all related documents related to the assets including information respecting insurance claims. The Commission will be under no obligation to assume assets deemed, at its discretion, to not be in suitable condition for transfer or to not be required to meet the future operational requirements of the Commission. The schedule of assets, specifically the asset count and with the corresponding cost to be transferred by each municipality is included as Schedule A to this document.
- 4) Any ongoing or in-progress capital improvement or acquisition projects will remain the responsibility of the municipality until completed and the asset transferred to Commission only upon completion at zero cost.
- 5) Local municipalities will disclose any agreements entered into related to transit operations in whole or in part, and that will extend beyond December 31, 2022. Copies will be provided to the Region.

Personnel Transfer

- 6) All current full-time, part-time, and union permanent staff, employed directly and fully in transit by local municipalities and hired prior to June 30, 2022, will transfer to the Commission.
- 7) Non-unionized employees will either be directly offered a position with the new Commission where there is anticipated to be a substantially similar role established, or have the opportunity to apply for new roles within the Commission. Where a non-unionized employee does not ultimately transfer to the Commission, they will remain employees of the Municipality in accordance with the *Public Sector Labour Relations Transition Act, 1997*.
- 8) Those employees whose full-time role with a municipality supports transit work as a only portion of their duties (i.e. corporate support personnel not fully employed in transit) will remain with the municipality.
- 9) The integration of the three existing Amalgamated Transit Unions (ATUs) will take place in accordance with the defined provincial process as outlined under the *Public Sector Labour Relations Transition Act, 1997* and by the Ontario Labour Relations Board.

Transit Operations

- 10) The Commission will assume full and exclusive operational responsibility for the delivery of transit on January 1, 2023.
- 11) The Commission will commit to maintain existing local service levels in each municipality, defined as a minimum of the budgeted 2020 local service hours, for a minimum of 7 years or unless otherwise consented to by the municipality.
- 12) The Commission will seek to establish a single common fare as identified in the financial model.
- 13) Municipalities will support the Commission in the placement of on-road transit infrastructure such as transit stops and shelters as required by facilitating their location.

WEGO

- 14) Niagara Region or the Transit Commission will negotiate and enter into an agreement with the Niagara Parks Commission and City of Niagara Falls such that authority for the delivery of the WEGO transit service will remain with the Niagara Parks Commission, in partnership with the City of Niagara Falls.
- 15) WEGO fleet and the WEGO transit facility will remain with the City of Niagara Falls and not be transferred to the Commission, unless otherwise agreed to by the parties as part of any future assumption of WEGO operations by the Commission.
- 16) The Niagara Parks Commission and City of Niagara Falls will continue to provide WEGO service for those routes currently delivered by each agency.
 - a) Transit operators currently employed by the Niagara Parks Commission in the delivery of WEGO service will not transfer to the Commission.
 - b) Transit operators currently employed by the City of Niagara Falls in the joint delivery of Niagara Falls Transit and contracted WEGO routes will transfer to the Commission.
 - c) The Commission and the City of Niagara Falls will enter into a service agreement, on the basis of an hourly fee, for the provision of operators to deliver the continued contracted City of Niagara Falls WEGO routes.

Transitional Period

- 17) A transitional 'steady-state' period will commence on July 1, 2022, beyond which municipalities will commit to make no additional operational, capital, or personnel changes beyond those previously budgeted, unless otherwise agreed to by the Commission, acting reasonably. This will include:

- a) The continued delivery of transit operations through December 31, 2022, including the maintenance of service levels in place as of June 30, 2022;
 - b) The assumption of additional or unplanned capital expenditures;
 - c) The undertaking of additional debt unless otherwise agreed to and may be subject to a different Municipal allocation than outlined in the Financial Strategy;
 - d) The onboarding of additional non-union or unionized staff; and
 - e) Continued adherence to asset management plans and the state-of-good repair of assets to be transferred to the Commission.
- 18) Assets, personnel, or debt acquired, on-boarded, or assumed by a municipality during this transition period will not transfer to the Commission, unless otherwise agreed to by the parties and the Region of Niagara.

Budgets

- 19) The transit budget associated with the transfer of local operating costs to the Region's twelve special levy model may be offset by equal and concurrent reductions to local Municipal budgets and levies to minimize the residential taxpayer impact from transit consolidation where possible.
- 20) Previously approved intergovernmental funding allocations for capital improvements related to transit will continue to be directed to the identified approved projects and initiatives within the original receiving municipality, until such time as the funding program commitments are satisfactorily met. . This includes any obligation referenced in paragraph 4.
- 21) Debt previously undertaken by municipalities to fund the purchase of transit assets will transfer to the Commission in accordance with Schedule B to this document.
- 22) Any financial assets or liabilities at December 31, 2022 will be accrued by the municipality in accordance with Public Sector Accounting Standards, and other than reserves and debt will remain the responsibility of the municipality at transition.
- 23) The assumption of any costs, operating contracts and debt by the Commission as at the transition date are subject to audit by the Region at the Region's discretion to confirm compliance with transition terms and obligations assumed by the Commission as at January 1, 2023.
- 24) Municipalities will be responsible to maintain and fund all 2022 operating costs from their 2022 transit operating budgets, inclusive of staff costs, until the Commission establishes its first budget in 2023.

25) Municipalities will provide an accurate record of claims history for a period of five (5) years before June, 2022 to assist the Commission in obtaining liability insurance coverage.

Commission Governance

26) The Commission must undertake a full governance review by an external third party and report back to Regional Council for decision by 2025. The implementation of the future permanent Board structure will coincide with the 2026 municipal election.

27) The Commission will obtain Officers and Director's and all other insurance coverage as soon as it is established.

28) The Commission will obtain Officers and Director's and commercial general liability insurance coverage as soon as it is established and all other insurance coverage required for the operation of a transit commission before January 1, 2023. The Commission is authorized to obtain competitive bids by reaching out to the insurers that currently provide coverage to the existing transit operations instead of issuing a Request for Proposals.

29) The Commission will appoint a General Manager to oversee the transition and who will report to the Commission Board.

Existing Agreements and Documentation

30) Existing agreements between municipal transit agencies and senior levels of government or third-party suppliers or contractors will transfer or be assigned subject to the provision of paragraph 22, to the Commission, subject to the specific requirements of those contracts. Where agreements cannot be assigned or transferred to the Commission, the originating municipality will retain responsibility, subject to adjustment at a later date.

31) Responsibility for existing legal claims or legal liabilities, or those initiated or founded in allegations related to the operations by the municipalities prior to the transfer of operational responsibility to the Commission on January 1, 2023 will remain with the municipalities.

32) Municipalities will provide and transfer applicable documentation, operating procedures, maintenance records, employee records or other materials necessary for the transition to the Commission.

Negotiation of Agreements and Dispute Resolution

33) The parties commit to the negotiation of the full municipal transfer agreements by no later than March 31, 2022.

34) Where direct discussion between the Region and municipalities does not satisfactorily resolve any issues, an independent mediator and/or arbitrator will be required to provide dispute resolution services, including binding decisions where agreement cannot be otherwise achieved between the parties. Costs for mediation or arbitration will be split between the Region and municipality.

Schedules

Schedule A – Municipal Assets for Transfer

Schedule B – Municipal Debt for Transfer

Schedule A – Municipal Assets for Transfer

Schedule A and B to this term sheet reflect current estimates - asset inventories and debt to be assumed by the Commission will be updated and finalized as part of the completion of the full Municipal Transfer Agreements.

| Asset Category | Vehicle Count (Conventional & Specialized) | Acquisition Price | Accumulated Amortization | Current Net Book Value | Useful Life |
|-----------------------|---|-------------------|-----------------------------|------------------------|-------------|
| Niagara Region | | | | | |
| Bus | 30 | \$14,245,039 | \$2,267,951 | \$11,977,088 | 10 |
| St. Catharines | | | | | |
| Bus | 91 | \$46,362,278 | \$26,987,076 | \$19,375,202 | 12 |
| Service Trucks | 20 | \$1,420,081 | \$892,997 | \$527,084 | 6 |
| Land* | | \$1,182,244 | \$712,282 | \$469,962 | 16 |
| Facilities | | \$11,475,701 | \$3,987,557 | \$7,488,144 | 22 |
| Equipment | | \$5,136,651 | \$2,791,006 | \$2,345,645 | 13 |
| Technology | | \$6,524,206 | \$3,529,598 | \$2,994,608 | 7 |
| Sub-Total | | \$72,101,162 | \$38,900,517 | \$33,200,645 | |
| Niagara Falls | | | | | |
| Bus | 47 | \$24,135,770 | \$15,423,652 | \$8,712,118 | 12 |
| Service Trucks | 11 | \$364,599 | \$261,191 | \$103,408 | 6 |
| Land* | | \$2,202,049 | \$498,047 | \$1,696,315 | 32 |
| Facilities | | \$21,832,585 | \$3,724,925 | \$18,107,660 | 24 |
| Equipment | | \$2,946,597 | \$1,808,621 | \$1,137,976 | 13 |
| Technology | | \$5,445,750 | \$3,661,905 | \$1,783,845 | 7 |
| Sub-Total | | \$56,927,350 | \$25,378,341 | \$31,541,321 | |

| Asset Category | Vehicle Count (Conventional & Specialized) | Acquisition Price | Accumulated Amortization | Current Net Book Value | Useful Life |
|------------------|---|---------------------|-----------------------------|------------------------|-------------|
| Welland | | | | | |
| Bus | 22 | \$7,438,333 | \$2,563,944 | \$4,874,389 | 12 |
| Service Trucks | 7 | \$239,417 | \$181,198 | \$58,220 | 6 |
| Land* | | - | - | - | 0 |
| Facilities | | \$4,329,238 | \$2,089,308 | \$2,239,930 | 21 |
| Equipment | | \$990,578 | \$492,992 | \$497,586 | 6 |
| Technology | | \$1,317,243 | \$532,850 | \$784,393 | 7 |
| Sub-Total | | \$14,314,809 | \$5,860,291 | \$8,454,518 | |

* In accordance with the principles outlined above, land will not transfer to the Commission and will remain with the original municipality.

Schedule B – Municipal Debt for Transfer
Balances as of December 31st, 2020*

| | Debt year ending | Average Annual Debt Payment** | Long Term Debt | By-law Reference |
|-------------------------------|-------------------------|--------------------------------------|-----------------------|---------------------------|
| Niagara Region Transit | 2029 | \$1,334,694 | \$10,752,991 | 2019-59 |
| St. Catharines Transit | 2024/ 2027 | \$73,824 | \$481,635 | 2017-53, 2019-59 |
| Niagara Falls Transit | | \$0 | \$0 | |
| Welland Transit | 2029 | \$146,108 | \$1,171,493 | 2012-73, 2017-51, 2019-14 |
| Niagara-on-the-Lake | | | | |
| Port Colborne | | | | |
| Pelham | | | | |
| Thorold | | | | |
| Fort Erie | | | | |
| Grimsby | | | | |
| Lincoln | | | | |
| West Lincoln | | | | |
| Wainfleet | | | | |
| | | \$2,019,804 | \$17,803,923 | |

*Final debt figures for transfer will be established as part of the negotiation of the full Municipal Transfer Agreements. The Region will not be required to transfer any debt above those totals identified in Schedule 'B' above unless otherwise agreed to and may be subject to a different Municipal allocation than outlined in the Financial Strategy.

**Includes principal and interest

**Office of the CAO**

Steve Zorbas

Phone: 905-735-1700 x2122

Email: cao@welland.ca

June 22, 2022

Office of the Regional Chair
Niagara Region
1815 Sir Isaac Brock way
Thorold, Ontario L2V 4T7

Dear Chair Bradley.

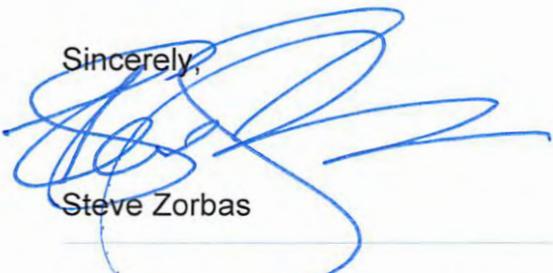
This letter is to inform you of the City of Welland Council's decision to reassign the Welland transit facility expansion to the newly-formed Niagara Transit Commission (NTC). Welland City Council approved this direction at their regularly scheduled meeting on June 21, 2022.

The most recent discussions with the NTC and the City of Welland led to the conclusion that the City of Welland taking the lead on the design and build of a new transit facility may not match the operational and service-related needs of the new regional transit system.

It is also understood by all that a significant source of the funding for this project is provided through the ICIP (Investing in Canada Infrastructure Program) at \$10,999,500, development charges at \$1,360,315, debentures at \$1,360,315 (debenture repayment to be fully funded by Provincial Gas Tax) and cost-sharing (Regional Funding) at \$1,320,000. Welland staff will make an application to the province requesting its consent to assign the ICIP to the NTC.

As discussions continue to evolve with the NTC, it is essential to note that the project transfer will come with some challenges. This allows staff and the NTC to explore further the potential transfer of the project to the new Commission, including the best approach related to our current funding agreements in place. However, with many hurdles to still overcome, the potential centralization of administrative positions and a new direction being cast by the NTC, it would be prudent to consider this project reassignment to the new General Manager and the NTC.

Sincerely,


Steve Zorbas

Chief Administrative Officer

cc: Regional Council, Niagara Region
Ron Tripp, Chief Administrative Officer, Niagara Region
Mayor Frank Campion, City of Welland
City Council, City of Welland

| Project # | Municipality | Project Name | Gross Capital Request | Municipal / PGT/ DC | ICIP Funding |
|---|----------------|---|-----------------------|---------------------|---------------------|
| Started Asset to be transferred at completion | | | | | |
| 1 | Niagara Falls | 4. Intermunicipal Layby Construction - Morrison St. - ICIP | \$ 550,000 | \$ 146,685 | \$ 403,315 |
| 2 | Niagara Falls | 23. 3 Growth Buses (DC & City Portion) | \$ 2,020,000 | \$ 2,020,000 | \$ - |
| 3 | St. Catharines | 6. A - Facility Phase 1- Administrative Building + Parking | \$ 3,650,000 | \$ 973,455 | \$ 2,676,545 |
| Sub Total | | | \$ 6,220,000 | \$ 3,140,140 | \$ 3,079,860 |
| Started, Project to Transfer to NTC for Completion | | | | | |
| 4 | St. Catharines | 1- Improvements to Bus Stops and Shelters | \$ 1,050,000 | \$ 280,035 | \$ 769,965 |
| 5 | St. Catharines | 1 B - Remainder of Bus Stop & Shelter Improvement | \$ 1,050,000 | \$ 280,035 | \$ 769,965 |
| 6 | St. Catharines | 3 B - Remainder of Technology Upgrades (Cameras) | \$ 1,450,570 | \$ 386,824 | \$ 1,063,746 |
| 7 | St. Catharines | 3 C - Remainder of Technology Upgrades (Radios) | \$ 772,000 | \$ 205,869 | \$ 566,131 |
| 8 | St. Catharines | 4. Replacement of Vehicle Hoists | \$ 2,005,500 | \$ 534,867 | \$ 1,470,633 |
| 9 | St. Catharines | 8. New Fare Payment Technology | \$ 525,000 | \$ 140,002 | \$ 384,998 |
| 10 | St. Catharines | 8 B - Remainder of New Fare Payment Technology | \$ 3,465,000 | \$ 924,012 | \$ 2,540,988 |
| 11 | St. Catharines | 12- ICIP- Replacement of Conventional 12 metre Buses (8 Diesel buses) | \$ 6,400,000 | \$ 1,708,800 | \$ 4,691,200 |
| 12 | St. Catharines | 12 B - Remainder of Replacement Buses (remaining 7 Hybrid) | \$ 7,000,000 | \$ 1,864,980 | \$ 5,135,020 |
| 13 | St. Catharines | 13- ICIP- Replacement of Paratransit Vehicles (2) | \$ 500,000 | \$ 133,335 | \$ 366,665 |
| 14 | St. Catharines | 13 B - Remaining Replacement of Paratransit (3) | \$ 780,000 | \$ 210,600 | \$ 569,400 |
| 15 | St. Catharines | 6. B - Facility Phase 2- Bus Storage Area/Maintenance | \$ 4,000,000 | \$ 1,066,800 | \$ 2,933,200 |
| 16 | St. Catharines | 6. C - Facility Phase 3- Maintenance Bay + Misc | \$ 2,182,000 | \$ 581,939 | \$ 1,600,061 |
| 17 | Niagara Falls | 3. Implementation of New Farebox System - ICIP | \$ 1,100,000 | \$ 293,370 | \$ 806,630 |
| 18 | Niagara Falls | 3.b Implementation of New Farebox System - ICIP | | | |
| 19 | Niagara Falls | 11. Transit Bus HD Video Camera System - ICIP | \$ 990,000 | \$ 264,033 | \$ 725,967 |
| 20 | Niagara Falls | 16. Driver Protection Systems (Pre-Approved) | \$ 493,129 | \$ 493,129 | \$ - |

| Project # | Municipality | Project Name | Gross Capital Request | Municipal / PGT/ DC | ICIP Funding |
|---|----------------|--|-----------------------|----------------------|----------------------|
| 21 | Niagara Region | 1. technology upgrades (cameras/radios) | \$ 783,725 | \$ 209,019 | \$ 574,706 |
| 22 | Niagara Region | 1.b technology upgrades (cameras/radios) | | | |
| 23 | Niagara Region | 2. Fare Payment Technology | \$ 1,355,750 | \$ 361,579 | \$ 994,171 |
| 24 | Niagara Region | 2.b Fare Payment Technology | \$ - | \$ - | \$ - |
| 25 | Niagara Region | 4. Bus Replacements (3) | \$ 2,250,000 | \$ 2,250,000 | \$ - |
| Not Started, Project to Transfer to NTC for Completion | | | | \$ - | |
| 26 | Niagara Falls | 17. Replacement of One (1) Chair-a-Van Transit Bus | \$ 143,000 | \$ 143,000 | \$ - |
| 27 | Niagara Falls | 22. Refurbishment of Two (2) 40' Buses - NFT | \$ 679,100 | \$ 679,100 | \$ - |
| 28 | Niagara Falls | 2.b Bridge Street Multi-Modal Hub (Bus Loop Portion) - ICIP | \$ 660,000 | \$ 176,022 | \$ 483,978 |
| 29 | Niagara Falls | 2.c Bridge Street Multi-Modal Hub (VIA Station Portion) - ICIP | \$ 660,000 | \$ 176,022 | \$ 483,978 |
| 30 | Niagara Falls | 1. In-Ground 3 Post Hoist (Artic Buses) - ICIP | \$ 495,000 | \$ 132,016 | \$ 362,984 |
| 31 | Niagara Falls | 10. Automotive Lift - ICIP | \$ 44,000 | \$ 11,735 | \$ 32,265 |
| 32 | Niagara Falls | 13. Extension of Parking and Storage Facilities - ICIP | \$ 3,850,000 | \$ 1,026,795 | \$ 2,823,205 |
| 33 | Niagara Falls | 5. Radio/VOIP Update (CAD/AVL) - ICIP | \$ 880,000 | \$ 234,696 | \$ 645,304 |
| 34 | Niagara Falls | 12. Fuel System Upgrade - ICIP | \$ 220,000 | \$ 58,674 | \$ 161,326 |
| 35 | Niagara Falls | 26. CAV Buses (Growth Bus Chairavan) | \$ 100,000 | \$ 100,000 | \$ - |
| 36 | Welland | 9. 2019 &2020 - Transit Operation Garage Phase 1 & 2 | \$ 15,000,000 | \$ 4,000,500 | \$ 10,999,500 |
| Sub Total | | | \$ 60,883,774 | \$ 18,927,788 | \$ 41,955,986 |
| Total | | | \$ 67,103,774 | \$ 22,067,928 | \$ 45,035,846 |

MEMORANDUM

NTC-C 12-2022

Subject: Enactment of By-law to Provide for the Roles and Responsibilities of the General Manager

Date: August 2, 2022

To: Niagara Transit Commission Board

From: Bruce Zvaniga, Chair, Transit Commission Steering Committee

The purpose of this memorandum is to advise the Board that a Bill to Provide for the Roles and Responsibilities of the General Manager is included on the agenda for the Board's consideration as Bill 2022-01 (Agenda Item 14.1).

In accordance with section 6.1(c) of By-law 2022-38 (being a By-law to establish the Niagara Transit Commission as a Municipal Services Board), the Board is responsible for the appointment of a General Manager to manage the day to day transit operations.

On June 28, 2022, the Board of the Niagara Transit Commission approved Report NTC 01-2022 establishing the General Manager job description which articulates the competencies applicable for the position and reflects the position requirements as it pertains to education, knowledge, experience, leadership, responsibilities, special requirements and reporting relationships.

Bill 2022-01 formally establishes the roles and responsibilities of the General Manager.

Respectfully submitted and signed by,

Bruce Zvaniga, P.Eng.
Chair, Transit Commission Steering Committee

NIAGARA TRANSIT COMMISSION

BY-LAW NO. < >

A BY-LAW TO PROVIDE FOR THE ROLES AND
RESPONSIBILITIES OF THE GENERAL MANAGER

WHEREAS Council of The Regional Municipality of Niagara (Region) enacted By-Law No. 2022-38 establishing the Niagara Transit Commission (NTC) as a municipal services board and delegating certain authority, including the appointment of a General Manager; to the Board of Directors of the NTC (the Board), subject to certain terms and conditions contained in the by-law; and

WHEREAS the Board wishes to pass a by-law to establish the roles and responsibilities of the General Manager.

NOW THEREFORE the Niagara Transit Commission enacts as follows:

1. That the General Manager shall be responsible to and report directly to the Board of Directors of the Niagara Transit Commission (NTC).
2. That the General Manager is responsible for carrying out the duties and responsibilities of the office set out in Article 9 of the Region's By-law No. 2022-38, and any additional duties and responsibilities provided for in any amendments or replacements to the aforesaid by-law, namely:
 - (a) Administer the operations of the NTC and the public transit system consistent with the approved capital and operating budget, the applicable programs, policies and procedures of the Region, and with the approved principles that formed the basis of triple majority approval included as Appendix 3 to Report PW 55-2021, and the policies and by-laws of the NTC and all applicable legislation;
 - (b) Review all operating agreements on a regular basis to ensure they are consistent with the approved budgets and with the policies of the NTC and that the Commission remains in compliance with their terms and conditions;
 - (c) Employ or retain persons necessary for the business and operations of the NTC, and define their duties and remuneration having regard to all applicable policies including the job descriptions and pay scales effective at the Region at any given time;
 - (d) Negotiate service level agreements with the Region for the corporate and administrative support services provided by the Region, for Board approval.

3. That the Board will establish the terms and conditions of the appointment of the General Manager including the term of the appointment and the salary and benefits to be paid or provided to the General Manager, which may be varied from time to time, with the understanding that any amendments to such terms and conditions of employment of the General Manager must comply with the Region's By-Law No. 2022-38 (A by-law to Establish the Niagara Transit Commission as a Municipal Service Board) and the budget approved by the Region's Council.
4. That the General Roles and Responsibilities of the General Manager include:
 - (a) Administer the day-to-day business affairs of the NTC and direct the management team of the NTC in carrying out their responsibilities as determined by the General Manager to implement the policy and strategic direction of the Board;
 - (b) Attend all meetings of the Board and its Committees as required, with the right to speak when recognized by the Chair or presiding Officer;
 - (c) Keep the Board apprised of any critical or unexpected events that impact the NTC operations, such as an accident, spill, breach of duty or labour matter that is likely to create a significant liability or become a matter of public/media interest;
 - (d) Liaise, consult and maintain relationships with the Region's staff responsible for budgeting, policy, planning, GO transit and support services, as well as the local municipalities, educational institutions and other government agencies, and the residents of the Region in general in relation to the provision of transit services within the Region;
 - (e) Apprise the Director, Legal and Court Services, Corporate Services and the Risk Manager at the earliest opportunity of any potential claims and situations that could create liability, including an accident or spill resulting in reportable levels of property damage, personal injury or environmental impact and respond to the Region in a timely fashion respecting information related to claims and matters that could impact the placement or maintenance of insurance;
 - (f) Develop and leverage performance measurement procedures and processes for service planning and scheduling, with reference to industry standards and best practices, and provide updates to the Board on operational matters, as requested by the Board;

- (g) Prepare and submit all reports and information required by the Region for budgeting and operational purposes, and attend such Regional Council and Committee meeting in support of such reports as may be required;
 - (h) Act as a spokesperson and representative of the NTC at meetings with other agencies to ensure the best interests of the NTC are met;
 - (i) Ensure that the Board and its Committees are provided with complete, impartial and accurate information for the purposes of decision- making and by-law approvals;
 - (j) Ensure management practices are in place to best ensure that staff comply with all applicable legislation, policy and procedures and that NTC facilities meet all applicable standards and advise the Board where issues or concerns arise related to compliance;
 - (k) Support labour relations, including the collective bargaining process, represent the NTC in grievance and arbitration hearings resulting from supervisory or disciplinary actions;
 - (l) Appoint a designate to act as General Manager when absent for any reason; and
 - (m) Carry out such additional duties and responsibilities as may be required in the interest of the NTC or as directed by the Board.
5. That the General Manager is a signing authority for the NTC and has authority to execute documents and agreements consistent with applicable Regional and NTC by-laws and policies, as may be passed and amended from time to time.
 6. That the General Manager annually, and as requested, will meet with the Board to review and assess their performance during the past year, and determine priorities to be pursued during the following year.
 7. That the General Manager will hold office at the pleasure of the Board for the agreed upon term. The Board may in its sole discretion, suspend or dismiss the General Manager, subject to compliance with any statutory requirements or contractual agreements.
 8. That the provisions of this by-law apply with the necessary modifications to a person designated under section 4 (l) of this by-law or, where the office of General Manager is vacant, to an appointed official designated by or under the authority of a by-law or resolution of the Board to act as General Manager.

9. That this by-law shall come into force and effect on the day upon which it is passed.

NIAGARA TRANSIT COMMISSION

Walter Sendzik, Chair, Niagara Transit
Commission

Ann-Marie Norio, Regional Clerk

Passed: <date>