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January 11, 2016.

Via Facsimile 1-902- 420-1417

Stewart McKelvey

900-1959 Upper Water Street Halifax, NS B3J2X2

ATTENTION: Robert Grant, Q.C.

Dear Robert:

Re: Proposed Amalgamation-UARB M07050

Further to my letter of December 18, 2015, and your telephone call of January 8, 2016, this is to confirm that I have received a copy of Dennis James' letter of January 6, 2016, to your attention on behalf of The Town of Westville. As I have indicated in past correspondence it is not Town of Trenton's intention to interfere with or contest your clients' application for amalgamation.

However it is squarely the Town's focus to ensure that it's interests in the various multi-party contracts/joint entities are protected and as the our emphasis will be on the governance changes the applicants are seeking as delineated in your letter of November 14, 2015. In my letter to you of December 18, 2015, I proposed that TOT was prepared to discuss potential amendments to the agreements/entities and sought your proposals. I have not had a response to that request other than your phone call of January 8, 2016. TOT is prepared to be reasonable in this regard.

Tot is generally in agreement with items 1-7 of Mr. James letter of January 8, 2016, with the following additional requirements re the SSA:

- (i) An amendment to require unanimous consent for any decision to **discontinue** a shared service.
- (ii) Appropriate amendments to clarify and formalize the municipal contributions toward the Aberdeen Hospital debt. (At this time the SSA has approved the financing of the hospital construction as a new service, but the arrangements for cost recovery –i.e. sharing ratios, draws against the deed transfer tax trust etc. have not been executed

(iii) Although there are some issues the other multi-party agreements/entities, the above are TOT's main concerns and if they can be resolved by agreement the others should follow without much difficulty.

I look forward to hearing from you.

Yours Truly,

J. Gregory MacDonald, QC greg@goodmanmacdonald.ca Tel: 902.752,5090 ext. 223

JGMacD/lej /