



Town of Amherst  
Special Council Meeting  
Agenda

Date: **November 17, 2021**  
Time: **12:00 pm**  
Location: **Zoom Virtual Meeting**

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Pages

1. **CALL TO ORDER**

2. **REQUEST FOR DECISION**

2.1. **CJSMA Landfill Sale**

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3. **ADJOURNMENT**

# SYNOPSIS

## Cumberland Joint Management Authority Sale

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In June of 2020 the Councils of Amherst, Cumberland and Oxford collectively called for proposals for the sale of the Cumberland Central Landfill. GFL Environmental, Inc. was identified as the preferred proponent and the negotiating team, under the direction of the steering committee, set out to negotiate an agreement for the sale.

After many months of negotiations, the councils approved the sale agreements for the CJSMA assets as well as the septage assets of the Municipality of Cumberland County to GFL Environmental Inc. on June 29, 2021.

Pursuant to the agreements to sell the assets of the CJSMA to GFL Environmental Inc., the Municipality of Cumberland County is required to acquire an additional property owned by Rothesay Paper Holdings Ltd., who has agreed to exchange their property in return for portions of land currently owned by the Municipality of Cumberland County in trust for the Towns of Oxford and Amherst as well as an equalization payment from the Municipality of Cumberland County to Rothesay Paper Holdings Ltd.

The land exchange agreement reached with Rothesay Paper Holdings Ltd. reflects the transfer of subdivided lands owned by the Municipality of Cumberland County in trust for the Towns of Oxford and Amherst in exchange for the additional property subdivided from lands owned by Rothesay Paper Holdings Ltd., a right of way across further lands owned by the Municipality of Cumberland County in favour of Rothesay Paper Holdings Ltd., and payment by the Municipality of Cumberland County to Rothesay Paper Holdings Ltd. for the additional property, of which the Municipality of Cumberland County shall be reimbursed from the funds received from GFL Environmental Inc. on the close of the agreement for the sale of the Cumberland Central Landfill.

### RECOMMENDATION:

It is the unanimous recommendation of the Steering Committee that the Councils approve the legal agreements necessary to give effect to the land exchange agreement with Rothesay Paper Holdings Ltd. pursuant to the terms of the agreement for the sale of the Cumberland Central Landfill to GFL Environmental Inc.

### MOTION FOR CONSIDERATION:

**That council approve the subdivision, granting of a right of way over and exchange of lands owned by the Municipality of Cumberland County in Trust for the Towns of Oxford and Amherst by approving the land exchange agreement with Rothesay Paper Holdings Ltd. and that the Mayor and CAO be authorized to execute the agreements with such amendments as the Mayor and CAO deem necessary or advisable and implement same.**

## MEMORANDUM

TO: Councils of the Municipality of the County of Cumberland and the Towns of Oxford and Amherst

FROM: Landfill Divestiture Steering Committee

DATE: November 12, 2021

SUBJECT: Divestiture of Cumberland Central Landfill

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### Background

Over the past fifteen months the councils of the Municipality of the County of Cumberland and the Towns of Oxford and Amherst have been considering options for the provision of solid waste management for the citizens and businesses of the region in the long term.

In June of 2020 the Councils collectively called for proposals for the sale of the Cumberland Central Landfill. The councils had concluded that an in-depth examination of the provision of the service by a private sector provider who would buy the assets of the facility and enter into a long-term agreement with predictable and manageable tip fees was appropriate. To guide the process, the councils agreed upon a set of guiding principles which defined the problem they were trying to solve and the issues that had to be addressed in solving it. Those guiding principles are attached to this memo.

The councils also formed a steering committee of the Mayors, CAO's and the general manager of the Cumberland Central Landfill to oversee the process.

Three proposals were received and two were judged to be compliant with the RFP. GFL Environmental, Inc. was identified as the preferred proponent and the negotiating team, under the direction of the steering committee, set out to negotiate an agreement for the sale. It was, however, not a sale at any cost – the team was mindful at every turn of the guiding principles set out by the Councils in bringing the matter to a successful outcome.

After many months of discussions, due diligence reviews, discussion with regulators, meetings, analysis and negotiations, the councils approved the agreements necessary to give effect to the sale of the assets of the CJSMA and the septage assets of the Municipality of Cumberland County to GFL Environmental Inc. on June 29, 2021.

Pursuant to the agreements to sell the assets of the CJSMA to GFL Environmental Inc., the Municipality of Cumberland County is required to acquire an additional property owned by Rothesay Paper Holdings Ltd., who has agreed to exchange the additional property in return for portions of land currently owned by the Municipality of Cumberland County in trust for the Towns of Oxford and Amherst, two right of ways to access adjacent property owned by Rothesay Paper Holdings Ltd., and an equalization payment from the Municipality of Cumberland County to Rothesay Paper Holdings Ltd.

The land exchange agreement reached with Rothesay Paper Holdings Ltd. reflects the transfer of subdivided lands owned by the Municipality of Cumberland County in trust for the Towns of Oxford and Amherst in exchange for the additional property subdivided from lands owned by Rothesay Paper

Holdings Ltd., two right of ways across further lands owned by the Municipality of Cumberland County and the subdivided land acquired by the Municipality of Cumberland County in favour of Rothesay Paper Holdings Ltd., and payment by the Municipality of Cumberland County to Rothesay Paper Holdings Ltd. for the additional property, of which the Municipality of Cumberland County shall be reimbursed from the funds received from GFL Environmental Inc. on the close of the agreement for the sale of the Cumberland Central Landfill. As part of the sale of the assets of the CJSMA to GFL Environmental Inc., the Municipality of Cumberland County will also provide an indemnity to GFL Environmental Inc., covering any defects in the disposition of the lands by Rothesay Paper Holdings Ltd. to the Municipality of Cumberland County. The aforesaid indemnity shall exist for twelve months from the closing of the transaction, and, in the event of a defect, the Municipality of Cumberland County would seek to recover from Rothesay Paper Holdings Ltd. based on its representations and warranties given under the land exchange agreement.

**RECOMMENDATION:**

**It is the unanimous recommendation of the Steering Committee that the Councils approve the legal agreements necessary to give effect to the land exchange agreement with Rothesay Paper Holdings Ltd. and the indemnity agreement with GFL Environmental Inc. pursuant to the terms of the agreement for the sale of the Cumberland Central Landfill to GFL Environmental Inc.**

**MOTION FOR CONSIDERATION:**

**That council approve the subdivision, granting of right of ways over and exchange of lands owned by the Municipality of Cumberland County in Trust for the Towns of Oxford and Amherst by approving the land exchange agreement with Rothesay Paper Holdings Ltd. and the indemnity agreement with GFL Environmental Inc., and that the Mayor and CAO be authorized to execute the agreements with such amendments as the Mayor and CAO deem necessary or advisable and implement same.**