

**Minutes of Guelph City Council as Shareholder of Guelph Municipal Holdings Inc.
Held in the Council Chambers, Guelph City Hall on
Wednesday, August 13, 2014 at 6:10 p.m.**

DRAFT MINUTES – SUBJECT TO CONFIRMATION

Attendance

Council:	Mayor Farbridge Councillor B. Bell Councillor L. Burcher Councillor T. Dennis Councillor J. Furfaro Councillor C. Guthrie	Councillor J. Hofland Councillor G. Kovach Councillor M. Laidlaw Councillor L. Piper Councillor K. Wettstein
Absent:	Councillor I. Findlay Councillor A. Van Hellemond	
Staff:	Ms. A. Pappert, Chief Administrative Officer Ms. D. Jaques, General Manager of Legal & Realty Services/City Solicitor Mr. A. Horsman, Executive Director, Finance & Enterprise Mr. R. Kerr, Corporate Manager, Community Energy Ms. T. Agnello, Deputy Clerk Ms. D. Black, Council Committee Coordinator	
Others Present:	Mr. B. Chuddy, CEO of GMHI Mr. T. Sehl, Director of GMHI Mr. S. Trachimovsky, Secretary, Guelph Holdings Inc.	

Call to Order (6:10 p.m.)

Mayor Farbridge called the meeting to order.

Approval of Agenda

1. Moved by Councillor Hofland
Seconded by Councillor Burcher

That the open meeting agenda for the Special Council Meeting held on August 13, 2014 be approved.

VOTING IN FAVOUR: Mayor Farbridge, Councillors Bell, Burcher, Dennis, Furfaro, Guthrie, Hofland, Kovach, Laidlaw, Piper and Wettstein (11)

VOTING AGAINST: (0)

CARRIED

Disclosure of Pecuniary Interest and General Nature Thereof

There were no disclosures.

Confirmation of Minutes

2. Moved by Councillor Hofland
Seconded by Councillor Burcher

That the open minutes of the Special Council Meeting held on June 16, 2014, be confirmed.

VOTING IN FAVOUR: Mayor Farbridge, Councillors Bell, Burcher, Dennis, Furfaro, Guthrie, Hofland, Kovach, Laidlaw, Piper and Wettstein (11)

VOTING AGAINST: (0)

CARRIED

The Mayor introduced the new GMHI CEO, Mr. Barry Chuddy.

Consent Reports

Mr. Barry Chuddy, CEO of GMHI provided an overview of the GMHI restructuring, business case study, shareholder declaration and organizational by-law.

GMHI-2014.3 Business Case Study

3. Moved by Councillor Dennis
Seconded by Councillor Piper

The Business Case Study dated July 22, 2014 is approved and adopted by the City as required pursuant to subsection 6(d) of *O.Reg. 599/06* under the *Municipal Act, 2001*.

VOTING IN FAVOUR: Mayor Farbridge, Councillors Bell, Burcher, Dennis, Furfaro, Guthrie, Hofland, Kovach, Laidlaw, Piper and Wettstein (11)

VOTING AGAINST: (0)

CARRIED

GMHI-2014.4 Amalgamation

4. Moved by Councillor Laidlaw
Seconded by Councillor Burcher

WHEREAS:

Guelph Hydro Inc. (the "Subsidiary") is wholly-owned subsidiary of Guelph Municipal Holdings Inc. (the "Corporation").

AND WHEREAS

The Corporation has agreed to amalgamate with its Subsidiary pursuant to subsection 177(1) of the Business Corporations Act (Ontario) the "Act").

THEREFORE, it is resolved that:

1. The amalgamation of the Corporation with its Subsidiary pursuant to subsection 177(a) of the Act is approved.
2. Any officer or director of the corporation is authorized and directed to sign the articles of Amalgamation for and on behalf of the Corporation and to file them with the Director appointed under the Business Corporations Act (Ontario).
3. The Board of Directors of the Corporation is hereby authorized to revoke this special resolution without further approval of the sole shareholder of the Corporation at any time prior to the endorsement by the Director under the Business Corporations Act (Ontario), of a certificate of amalgamation of articles in respect of the amalgamation referred to above.

VOTING IN FAVOUR: Mayor Farbridge, Councillors Bell, Burcher, Dennis, Furfaro, Guthrie, Hofland, Kovach, Laidlaw, Piper, and Wettstein (11)

VOTING AGAINST: (0)

CARRIED

GMHI-2014.5 Shareholder Declaration

5. Moved by Councillor Piper
Seconded by Councillor Hofland

The Shareholder Declaration dated August 13, 2014 between the City and the amalgamated corporation is approved and shall be effective on the date the Articles of Amalgamation are filed with the Director appointed under the Business Corporations Act (Ontario).

VOTING IN FAVOUR: Mayor Farbridge, Councillors Bell, Burcher, Dennis, Furfaro, Guthrie, Hofland, Kovach, Laidlaw, Piper and Wettstein (11)

VOTING AGAINST: (0)

CARRIED

GMHI-2014.6 Organizational By-law

6. Moved by Councillor Hofland
Seconded by Councillor Burcher

The Shareholder Declaration dated August 13, 2014 between the City and the amalgamated corporation is approved and shall be effective on the date the Articles of Amalgamation are filed with the Director appointed under the Business Corporations Act (Ontario).

VOTING IN FAVOUR: Mayor Farbridge, Councillors Bell, Burcher, Dennis, Furfaro, Guthrie, Hofland, Kovach, Laidlaw, Piper and Wettstein (11)

VOTING AGAINST: (0)

CARRIED

Authority to Resolve into a Closed Meeting of Council

7. Moved by Councillor Guthrie
Seconded by Councillor Furfaro

That the Council of the City of Guelph now hold a meeting that is closed to the public, pursuant to Section 239 (2) (b) and (a) of *the Municipal Act*, with respect to

- a) personal matters about an identifiable individual, including a matter in respect of which a Council, Board, Committee or other body may hold a closed meeting under another Act.
- b) security of the property of the municipality or local board in regards to the governance of Guelph Municipal Holdings Inc.

CARRIED

Closed Meeting (6:20 p.m.)

The following confidential matters were considered:

Confirmation of Closed Meeting Minutes held June 16, 2014

C.GMHI-2014. 5 Appointment of Directors

Rise and Report from Closed Meeting (6:30 p.m.)

Open Meeting

9. Moved by Councillor Laidlaw
Seconded by Councillor Guthrie

That the closed minutes of the Special Council Meeting held on June 16, 2014, be confirmed.

VOTING IN FAVOUR: Mayor Farbridge, Councillors Bell, Burcher, Dennis, Furfaro, Guthrie, Hofland, Kovach, Laidlaw, Piper and Wettstein (11)

VOTING AGAINST: (0)

CARRIED

C.GMHI-2014. 5 Appointment of Directors

10. Moved by Councillor Laidlaw
Seconded by Councillor Guthrie

1. That subject to the consent of the following individuals to serve as directors, the following persons shall be the first directors of the amalgamated corporation:

Municipal Members:

Karen Farbridge, June Hofland, Karl Wettstein, Todd Dennis and Lise Burcher

Independent Members:

Ted Sehl and Bill Koonstra (to be confirmed)

2. The term of the appointment of the directors shall commence on the date the Articles of Amalgamation are certified and continue, until December 31, 2014.

VOTING IN FAVOUR: Mayor Farbridge, Councillors Bell, Burcher, Dennis, Furfaro, Guthrie, Hofland, Kovach, Laidlaw, Piper, and Wettstein (11)

VOTING AGAINST: (0)

CARRIED

Adjournment (6:35 p.m.)

11. Moved by Councillor Burcher
Seconded by Councillor Hofland

That the meeting be adjourned.

CARRIED

Mayor Farbridge

Tina Agnello - Deputy Clerk