

City of Guelph
Hydro Steering Committee Meeting #1
Notes - December 16, 2008 10:00 a.m. – 12:00 p.m.

Location: Council Committee Room A, Guelph City Hall

Attendees: Mayor Farbridge; Councillor Findlay; Councillor Piper; Councillor Salisbury; Councillor Bell; Hans Loewig, CAO; Sheila Prickett, Executive Assistant to the CAO; Lois Payne, Assistant CAO and Director of Corporate Services; Paul Truex, Board Chair, Guelph Hydro Inc; Art Stokman, President of GHESI; Ian Miles, Vice President, Guelph Hydro Inc.; Jasmine Urisk, Board Vice-Chair, Guelph Hydro Inc.

Agreements	Action Items
<ul style="list-style-type: none"> • Mayor Farbridge will Chair the Committee meetings. • The purpose of the first meeting is to set the agenda for what needs to be accomplished by the group, understand what information is required and discuss the target timeline for completion. • Going forward, clarification and understanding on the following is required: <ul style="list-style-type: none"> ➤ Board and Shareholder roles, responsibilities and reporting requirements; ➤ regulatory legislation; ➤ evolution of the Shareholder Declaration and the related legislation it pertains to; ➤ how Hydro was developed and how it currently exists – financials and operating data; ➤ Municipal Act legislation as it relates to the Committee work; ➤ future risks and opportunities related to the Community Energy Plan (CEP); ➤ roles and responsibilities with respect to the CEP; and ➤ emerging trends and lessons learned in other municipalities. • Proactive and immediate communication to the public is essential as the work of the Committee progresses. • The Committee will operate by consensus. • The purpose of the committee is not to discuss merger options but rather how to best enhance shareholder value with the right structure, clarified roles and mandates. • The terms of reference should include the Committee mandate, decision making process, 	<ul style="list-style-type: none"> • City staff will develop a draft mandate and terms of reference for Committee review and discussion at the January meeting. • City staff will prepare a press release to notify the public that the meeting took place. Information will include: <ul style="list-style-type: none"> ➤ Committee membership; ➤ The primary focus of the discussion - terms of reference content; ➤ that the terms will be made public following Council approval; and ➤ that the Committee focus is on asset management, not merger options. • City staff will also prepare an information email to Council with the same content. • City staff will prepare and circulate a draft agenda for the next meeting. They will also schedule the upcoming January 21st and February 18th sessions.

Agreements	Action Items
timeframe and structure. <ul style="list-style-type: none">• Committee meetings will take place on the third Wednesday of each month from 10:00 -12:00 for an anticipated six month period.• The next meeting will be January 21st.	

City of Guelph
City Guelph and Guelph Hydro Inc. Steering Committee Meeting #2
Notes – January 21st, 2008

Location: Council Committee Room A, Guelph City Hall

Attendees: Mayor Farbridge; Councillor Findlay; Councillor Piper; Councillor Salisbury; Councillor Bell; Hans Loewig, CAO; Paul Truex, Board Chair, Guelph Hydro Inc; Art Stokman, President of GHESI; Ian Miles, Vice President, Guelph Hydro Inc.; Jasmine Urisk, Board Vice-Chair, Guelph Hydro Inc.; Linda Bertoldi, Borden, Ladner and Gervais LLP; Brenda Boisvert, Manager, Strategic Planning and Corporate Initiatives.

Agreements	Action Items
<ul style="list-style-type: none"> • Presentation by Linda Bertoldi: Deregulation – History, Municipal/Utility Implications and Lessons Learned <ul style="list-style-type: none"> - Linda presented the group with information on Ontario’s Electricity Sector pre-restructuring, reviewed the impacts of the Energy Competition Act of 1998 and subsequent changes that led to municipal utilities becoming for-profit entities. Linda also discussed the creation of Ontario Power Authority and Conservation Bureau as well as the corporatization of local distribution companies - the current landscape and operating environment. On the horizon, with new implications and opportunities, is the ‘Green Energy Act’ scheduled for introduction by the Provincial government in early Spring. The presentation is attached as Appendix A. • Approval of draft December 16th meeting notes: <ul style="list-style-type: none"> - The content of the draft meeting notes was approved. It was suggested that names and titles be clarified and that meeting time, location and attendee information be added to the notes. • Review and confirmation of the draft Steering Committee Mandate and Charter for Council approval: <ul style="list-style-type: none"> - It was agreed that the Committee Mandate and Charter needs revisions to reflect the fact that Guelph Hydro is in fact an equal partner in the Committee. A sub-group consisting of Paul Truex, Jasmine Urisk and Brenda Boisvert will meet to revise as necessary and forward changes to the Committee via e-mail for review and approval. • Next Steps: <ul style="list-style-type: none"> - Suggested agenda items for the next meeting were raised including a high level financial and operating review of the Hydro companies to put Linda’s information into context entitled ‘Business Review’. How Hydro interacts with the external environment (other utilities) is also to be included. The second half of the next meeting will focus on reviewing the broader asset management framework. - To ensure that the Committee completes its duties in the expected a six month agenda will be prepared for group review at the next meeting. 	<ul style="list-style-type: none"> • Make suggested revisions to the meeting notes and post on the city’s website for public access. (BB) • Sub-group to meet and make suggested revisions to the Committee Mandate and Charter for Committee review. (PT, JU, BB) • Prepare the Hydro overview presentation for following meeting (IM, AS) • Prepare a six month agenda for Committee review at the next meeting (HL, PT, BB)

Appendix A: Presentation by Linda Bertoldi, Co-chair, Energy Markets Group, Borden, Ladner, Gervais, LLP

City of Guelph
City Guelph and Guelph Hydro Inc. Steering Committee Meeting
Notes – February 18th, 2008

Location: Council Committee Room A, Guelph City Hall

Attendees: Mayor Farbridge; Councillor Findlay; Councillor Piper; Councillor Salisbury; Councillor Bell; Hans Loewig, CAO; Paul Truex, Board Chair, Guelph Hydro Inc; Art Stokman, President of GHESI; Ian Miles, Vice President, Guelph Hydro Inc.; Jasmine Urisk, Board Vice-Chair, Guelph Hydro Inc. (via telephone); Brenda Boisvert, Manager, Strategic Planning and Corporate Initiatives.

Agreements	Action Items
<ul style="list-style-type: none"> • Minutes of the January Meeting were approved by the Committee. • On the six month Committee Agenda there was agreement that flexibility will be required in the future meeting dates to accommodate the schedules of Committee members. It was agreed that the March date would be changed to an alternate day. • The Committee Mandate and Charter was approved pending one amendment to the operating procedures which is now to read – III. “ In the event that consensus cannot be achieved on recommendations to Council, a vote will be held”. The approval motion was put forward by Councillor Piper and seconded by Paul Truex. • A motion to move the session in-camera was put forward by Councillor Piper and Paul Truex to discuss an item that was closed to the public pursuant to Section 239(a) of the Municipal Act related to the security and property of the Municipality or local board. • Next steps: <ul style="list-style-type: none"> - Lois Payne and Margaret Neubauer are to attend the next meeting join discussions on the current Shareholder Declaration and PSAB requirements/implications to further the Committee discussion and decision making process. 	<ul style="list-style-type: none"> • Set an alternate for the March meeting, (BB) • Amend the Mandate and Charter as per direction of the Committee and submit to Council for approval. (BB) • Arrange for Lois Payne and Margaret Neubauer to attend the next meeting and discuss the Shareholder Declaration and new PSAB requirements and implications (BB)

City of Guelph
City Guelph and Guelph Hydro Inc. Steering Committee Meeting
Notes – April 22nd, 2009

Location: City Hall Meeting Room D, Guelph City Hall

Attendees: Councillor Findlay; Councillor Piper; Councillor Salisbury; Councillor Bell; Hans Loewig, CAO; Paul Truex, Board Chair, Guelph Hydro Inc; Art Stokman, President of GHESI; Ian Miles, Vice President, Guelph Hydro Inc.; Lois Payne, City Solicitor and Director of Corporate Services; Margaret Neubauer; City Treasurer and Director of Finance; Brenda Boisvert, Manager, Strategic Planning and Corporate Initiatives.

Agreements	Action Items
<ul style="list-style-type: none"> • Minutes of the February meeting were approved by the Committee. • The Committee moved into an in-camera discussion pursuant to Section 239 2(a) of the Municipal Act with respect to the security of the property of the municipality or local board. • Margaret Neubauer delivered a brief presentation on Municipal Asset management and implications for Guelph Hydro Inc. 	<ul style="list-style-type: none"> • Margaret Neubauer to follow up with Ian and Art to continue asset management discussions.

City of Guelph
City Guelph and Guelph Hydro Inc. Steering Committee Meeting
Notes – Tuesday, September 15th, 2009

Location: City Hall Meeting Room D, Guelph City Hall

Attendees: Mayor Karen Farbridge, Councillor Findlay; Councillor Salisbury; Councillor Bell; Hans Loewig, CAO; Barry Chuddy, CEO, Guelph Hydro Inc; Jasmine Urisk, Board Chair, Guelph Hydro Inc; Art Stokman, President of GHESI; Ian Miles, Vice President, Guelph Hydro Inc.; Lois Payne, City Solicitor and Director of Corporate Services; Margaret Neubauer; City Treasurer and Director of Finance; Brenda Boisvert, Manager, Strategic Planning and Corporate Initiatives.

Regrets: Councillor Piper

Agreements	Action Items
<ul style="list-style-type: none"> • Minutes of the April 22 meeting were approved by the Committee. • The Committee moved into an in-camera discussion pursuant to Section 239 2(a) of the Municipal Act with respect to the security of the property of the municipality or local board. 	<ul style="list-style-type: none"> • A final meeting for the Steering Committee is to be arranged for early October.

City of Guelph
City Guelph and Guelph Hydro Inc. Steering Committee Meeting
Notes – October 14, 2009

Location: City Hall Meeting Room D, Guelph City Hall

Attendees: Mayor Karen Farbridge, Councillor Findlay; Councillor Salisbury; Councillor Bell; Hans Loewig, CAO; Barry Chuddy, CEO, Guelph Hydro Inc; Jasmine Urisk, Board Chair, Guelph Hydro Inc; Art Stokman, President of GHESI; Ian Miles, Vice President, Guelph Hydro Inc.; Brian Cowan, Vice Chair, Guelph Hydro Inc.; Margaret Neubauer; City Treasurer and Director of Finance; Brenda Boisvert, Manager, Strategic Planning and Corporate Initiatives.

Regrets: Lois Payne

Agreements	Action Items
<ul style="list-style-type: none">• Minutes of the September 15, 2009 meeting were approved by the Committee.• The Committee moved into an in-camera discussion pursuant to Section 239 (a) of the Municipal Act with respect to the security of the property of the municipality or local board.	<ul style="list-style-type: none">• None.