



**Minutes of Guelph City Council as Shareholder of GMHI
Held in the Council Chambers, Guelph City Hall on
Wednesday, December 13, 2017 at 5:02 p.m.**

Attendance

Council: Mayor C. Guthrie Councillor J. Hofland
 Councillor P. Allt Councillor M. MacKinnon
 Councillor C. Billings Councillor M. Salisbury
 Councillor C. Downer Councillor A. Van Hellemond
 Councillor D. Gibson Councillor K. Wettstein
 Councillor J. Gordon

Absent: Councillor Bell
 Councillor L. Piper

Staff: Mr. S. O'Brien, City Clerk
 Ms. D. Tremblay, Council Committee Coordinator

Call to Order (5:02 p.m.)

Mayor Guthrie called the meeting to order.

Authority to Move into Closed Meeting

1. Moved by Councillor Van Hellemond
 Seconded by Councillor Billings

That the Council of the City of Guelph as Shareholder of Guelph Municipal Holdings Inc. now hold a meeting that is closed to the public pursuant to Section 239 (2) (f) of the Municipal Act related to advice that is subject to solicitor-client privilege, including communications necessary for that purpose.

Voting in Favour: Mayor Guthrie, Councillors Allt, Billings, Downer, Gibson, Gordon, Hofland, MacKinnon, Salisbury, Van Hellemond and Wettstein (11)

Voting Against: (0)

Carried

Closed Meeting (5:03 p.m.)

Disclosure of Pecuniary Interest and General Nature Thereof

There were no disclosures.

The following matters were considered:

**C-GMHI-2017.5 Decision regarding the merger of Guelph Hydro with
 Alectra – Closed**

Rise and Recess from Closed Meeting (6:03 p.m.)

Open Meeting (6:30 p.m.)

Mayor Guthrie reconvened the meeting.

Attendance

Council: Mayor C. Guthrie Councillor J. Gordon
 Councillor P. Allt Councillor J. Hofland
 Councillor B. Bell Councillor M. MacKinnon
 Councillor C. Billings Councillor L. Piper
 Councillor C. Downer Councillor M. Salisbury
 Councillor D. Gibson Councillor A. Van Hellemond

Absent: Councillor Bell

Staff: Mr. D. Thomson, Chief Administrative Officer, Chief Executive Officer of Guelph Municipal Holdings Inc.
 Ms. C. Clack, Deputy CAO, Public Services
 Mr. T. Lee, Deputy CAO, Corporate Services
 Mr. S. Stewart, Deputy CAO, Infrastructure Development Enterprise
 Ms. B. Swartzentruber, Executive Director, Strategy, Innovation, and Intergovernmental Services
 Ms. T. Sprigg, General Manager, Corporate Communications and Customer Service
 Mr. C. Cooper, General Manager, Legal, Realty and Risk / City Solicitor
 Mr. S. O'Brien, City Clerk
 Ms. D. Tremblay, Council Committee Coordinator

Also

present: Mr. T. MacDonald, Financial Advisor GMHI, Grant Thornton
 Mr. R. Clark, Solicitor for GMHI, Aird & Berlis, Solicitor
 Ms. J. Armstrong, Chairperson of GHESI Board
 Mr. P. Sardana, Chief Financial Officer, GMHI

Closed Meeting Summary

Mayor Guthrie spoke regarding the matters addressed in the closed meeting and identified the following:

C-GMHI-2017.5 Decision regarding the merger of Guelph Hydro with Alectra – Closed
Information was received.

Items for Discussion:

CON-GMHI-2017.6 Decision regarding the merger of Guelph Hydro with Alectra – Open

Derrick Thomson, Chief Administrative Officer, Chief Executive Officer, Guelph Municipal Holdings Inc. and Jane Armstrong, Chairperson of GHESI Board provided opening comments.

Tara Sprigg, General Manager, Communications and Customer Service provided a presentation with respect to engagement findings.

Ron Clark, Solicitor for Guelph Municipal Holdings Inc., Troy MacDonald, Financial Advisor, Grant Thornton, and Pankaj Sardana, Chief Financial Officer, GMHI, provided a joint presentation regarding the proposed merger with Alectra.

The following individuals spoke regarding the decision regarding the merger of Guelph Hydro with Alectra:

Norm Loberg, Chair, Alectra Inc.
Richard Puccini
Dr. Ron East
Steve Dyck
Paul Costello

Councillor Bell arrived at 8:04 p.m.

Diane Hurst
Donna Jennison
Colleen Pearse
Dan Bertens, Guelph Hydro Electric Services Inc.
Mark Goldberg
Francis Papillon
Mike Nagy
John T. F Gerry Barker
Cynthia Bragg
Bill McLellan

Council recessed at 9:05 p.m. and reconvened at 9:20 p.m.

Jonathan Webb
Brian Manninger, IBEW Local 636
Jon Peddie
RoseMary Peddie
Isseiah Berhane
Todd Ernst, Director, Greater Toronto Airports Authority
Rossana Broderick
Janice Folk-Dawson
Erik Veneman
Krista Perry
John Camilleri, Power Workers' Union
Barry Ward, Councillor, City of Barrie
Jeff Lehman, Mayor, City of Barrie
Brian Bentz, President and CEO, Alectra Inc.

The following registered delegates were not present:

David Estill
George Kelly
John Reinders
Tom Chessell, Vice President, Power Workers' Union

Extension of Meeting Per Procedural By-law

2. Moved by Councillor Allt
Seconded by Councillor Hofland

That Section 4.13 (a) and (b) of the Procedural By-law be invoked to allow Council to continue to 11:59 p.m.

Carried

3. Moved by Councillor Salisbury
Seconded By Councillor Hofland

1. That the Guelph Municipal Holdings Inc. ("GMHI") Report GMHI-2017-12 titled "Decision regarding merger of Guelph Hydro with Alectra" be approved.
2. That the draft resolutions presented in Attachment 1 of staff report GMHI-2017-12, be adopted.
3. 3. That the CEO of GMHI report back to Council as shareholder of GMHI in Spring 2018 with an update on the implementation of the transaction with Alectra.

Withdrawn

Suspending the Procedural By-law

4. Moved by Councillor Salisbury
Seconded by Councillor Hofland

That Section 4.13(b) of the Procedural By-law be suspended.

Carried

Extension of Meeting Per Procedural By-law

5. Moved by Councillor Salisbury
Seconded by Councillor Downer

That Council be permitted to continue beyond 12:00 a.m.

Carried

6. Moved by Councillor Salisbury
Seconded By Councillor Hofland

1. That the Guelph Municipal Holdings Inc. ("GMHI") Report GMHI-2017-12 titled "Decision regarding merger of Guelph Hydro with Alectra" be approved.
2. That the draft resolutions presented in Attachment 1 of staff report GMHI-2017-12, be adopted.
3. That the CEO of GMHI report back to Council as shareholder of GMHI in Spring 2018 with an update on the implementation of the transaction with Alectra.

Voting in Favour: Mayor Guthrie, Councillors Billings, Downer, Gibson, Hofland, Piper, MacKinnon, Salisbury, Van Hellemond and Wettstein (10)

Voting Against: Councillors Allt, Bell and Gordon (3)

Carried

By-laws

7. Moved by Councillor Downer
Seconded By Councillor Wettstein

That By-Laws Numbered (2017)-20236 to (2017)-20237, inclusive are hereby passed.

Voting in Favour: Mayor Guthrie, Councillors Allt, Bell, Billings, Downer, Gibson, Gordon, Hofland, Piper, MacKinnon, Salisbury, Van Hellemond and Wettstein (13)

Voting Against: (0)

Carried

Adjournment (12:48 a.m.)

8. Moved by Councillor Bell
Seconded by Councillor Hofland

That the meeting be adjourned.

Carried

Minutes to be confirmed on January 29, 2018.

Mayor Guthrie

Stephen O'Brien-City Clerk