

**Minutes of Guelph City Council as Shareholder of GMHI
Held in the Council Chambers, Guelph City Hall on
Wednesday, June 28, 2017 at 5:30 p.m.**

Attendance

Council: Mayor Guthrie
Councillor P. Allt
Councillor B. Bell
Councillor C. Billings
Councillor C. Downer

Councillor D. Gibson
Councillor J. Hofland
Councillor L. Piper
Councillor M. Salisbury
Councillor K. Wettstein

Absent: Councillor J. Gordon
Councillor M. MacKinnon
Councillor A. Van Hellemond

Staff: Mr. D. Thomson, Chief Administrative Officer
Mr. T. Lee, Deputy CAO, Corporate Services
Mr. S. Stewart, Deputy CAO, Infrastructure, Development and Enterprise
Ms. T. Baker, Treasurer/General Manager of Finance
Ms. T. Agnello, Deputy City Clerk
Ms. B. Black, Council Committee Coordinator

Also Present: Mr. P. Sardana, Chief Executive Officer of Envida and GHESI/Chief Financial Officer of GMHI
Ms. J. Armstrong, Chair of GHESI
Ms. L. Morton, Executive Assistant

Open Meeting (5:30 p.m.)

Call to Order

Mayor Guthrie called the meeting to order.

Disclosure of Pecuniary Interest and General Nature Thereof

There were no disclosures.

Authority to Move Into Closed Meeting

1. Moved by Councillor Gibson
Seconded by Councillor Bell

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 with respect to advice that is subject to solicitor-client privilege, including communications for that purpose.

Carried

Closed Meeting (5:35 p.m.)

Disclosure of Pecuniary Interest and General Nature Thereof

There were no disclosures.

The following matters were considered:

C-GMHI-2017.2 Envida Asset Review

Rise and Recess from Closed Meeting (6:37 p.m.)

Council as Shareholder of GMHI recessed.

Open Meeting (6:38 p.m.)

Mayor Guthrie reconvened the meeting.

Closed Meeting Summary

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

C-GMHI-2017.2 Envida Asset Review

Staff received direction regarding the Envida Asset Review.

Items for Discussion

GMHI-2017.3 GMHI Annual General Meeting

Derrick Thompson, CAO introduced the GMHI Board members present and provided a brief overview.

1. Moved by Councillor Downer
Seconded by Councillor Allt
 1. That the minutes from the Guelph Municipal Holdings Inc. ("GMHI") Annual General Meeting ("AGM") held June 20, 2016 be approved.
 2. That the report of the auditor, KPMG LLP, in respect of the 2016 financial statements for GMHI (consolidated) and its subsidiaries be received.
 3. That the 2016 financial statements for GMHI (both consolidated and non-consolidated) and its subsidiaries be received.
 4. That KPMG LLP be appointed as auditor for GMHI and its subsidiaries for the term ending June 2018.
 5. That the CAO continue as the director of GMHI for a one year term ending at the AGM to be held in June, 2018.

VOTING IN FAVOUR: Mayor Guthrie, Councillors Allt, Bell, Billings, Downer, Gibson, Hofland, Piper, Salisbury and Wettstein (10)

VOTING AGAINST: (0)

Carried

GMHI-2017.4 Envida Asset Review

Punkaj Sardana, Chief Executive Officer of Envida, provided an overview of the Asset Review.

2. Moved by Councillor Piper
Seconded by Councillor Hofland
 1. That the transfer of the Eastview Generation Assets from Envida to Guelph Hydro Electric Systems Inc. ("Guelph Hydro") by asset purchase or amalgamation be approved pending final approval by the Independent Electricity System Operator and the Ontario Energy Board.
 2. That City staff be given the delegated authority to negotiate and execute the required Memorandum of Understanding and land lease and licensing agreements with Guelph Hydro for the on-going operation of the Eastview Generation Assets on City-owned land.
 3. That the transfer of the solar assets affixed to the rooftop of 395 Southgate Drive, Guelph, ON from Envida to Guelph Hydro by asset purchase or amalgamation be approved pending final approval by the Independent Electricity System Operator and the Ontario Energy Board.
 4. (i) That the sale of eight solar microFIT programs from Envida to the City for a total cost not exceeding \$280,000 be approved and funded from the Capital Asset Renewal Reserve Fund.

(ii) That in accordance with the Capital Asset Renewal Reserve Fund policy, this reserve fund be repaid by the revenues generated from this investment on a schedule that is satisfactory to the City Treasurer that balances both the repayment of the reserve fund with operating budget savings.
 5. That Staff be given delegated authority to negotiate and execute an amendment to an existing agreement with respect to the early disposal of Envida owned heating and cooling assets located on a third-party site.

VOTING IN FAVOUR: Mayor Guthrie, Councillors Allt, Bell, Billings, Downer, Gibson, Hofland, Piper, Salisbury and Wettstein (10)

VOTING AGAINST: (0)

Carried

GMHI-2017.5 GHESI Report on Activities

Jane Armstrong, Chair of GHESI, provided introductory remarks regarding the GHESI Report on Activities.

Punkaj Sardana, Chief Executive Officer of GHESI, provided financial information.

3. Moved by Councillor Allt
Seconded by Councillor Salisbury

That the GHESI Report on Activities, dated June 28, 2017, be received.

VOTING IN FAVOUR: Mayor Guthrie, Councillors Allt, Bell, Billings, Downer, Gibson, Hofland, Piper, Salisbury and Wettstein (10)

VOTING AGAINST: (0)

Carried

Adjournment (7:25 p.m.)

5. Moved by Councillor Bell
Seconded by Councillor Salisbury

That the meeting be adjourned.

Carried

Minutes to be confirmed at the GMHI Shareholder AGM to be held June, 2018.

Mayor Guthrie

Tina Agnello – Deputy City Clerk