

ENWIN UTILITIES LTD.
BOARD OF DIRECTORS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, SEPTEMBER 27, 2023

A public meeting of the ENWIN Utilities Ltd. Board of Directors was held on Wednesday, September 27, 2023 at 4545 Rhodes Drive, Windsor, Ontario and via Zoom Conference call.

ATTENDANCE:

Directors: Drew Dilkens (Chair), Jo-Anne Gignac, Leo Muzzatti, Gregory Ioanidis, Garnet Fenn, Andrea Orr.

Management: President & CEO G. Rossi; VP Business Development Kris Taylor; VP Water Operations R. Spagnuolo; VP Hydro Operations J. Brown; VP of Corporate Services and CFO M. Carlini; VP Customer Care and Corporate Operations P. Gleason; Director Engineering (Water) C. Manzon; Director of Water Operations D. Melnyk; Director People, Safety and Culture M. Bonnici; Director of Information Technology M. Vinhaes; Director of Finance G. Boose; Director of Procurement and Supply Chain R. McIntyre; Director Customer Care J. LaPlante-Lane; Controller H. Malcolm-Kiss; Manager Regulatory Affairs J. Charles; Manager Corporate Communications & Public Relations C. Beliciu; Governance and Records Coordinator A. Pelaccia; Project Manager Business Development N. Anderson

Guests: None.

Regrets: None.

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair noting quorum called the meeting to order at 9:00 a.m.

No conflicts of interest were declared.

CONSENT AGENDA

A Board Member inquired about the financial discrepancies between budget and actuals on the A.H. Weeks Water Treatment Plant project, as described in item 3.2. The Director Engineering (Water) responded that contractors have come in overbudget.

Moved and seconded

That the following Consent Agenda items be approved as recommended:

- 3.1 THAT the EWU In Camera Board Meeting Minutes for June 21, 2023 BE APPROVED.

- 3.2 THAT the A.H. Weeks Water Treatment Plant – New Potable Water Feed (Watermain Construction) BE APPROVED and awarded to SheaRock Construction Group for the amount of \$95,000 plus HST;

AND THAT the A.H. Weeks Water Treatment Plant – New Potable Water Feed (Mechanical Construction) BE APPROVED and awarded to Leker Industrial Services Inc. for \$198,333 plus HST.

- 3.3 THAT the Locate Services – Contract Increase –report BE RECEIVED for information.

AND THAT the increase of \$370,000 for locate services as described herein, be APPROVED.

-CARRIED

COMMUNICATION AGENDA

An EWU Audit and Finance Committee Member provided an overview of item 4.1, Report of the Chair of the EWU Audit & Finance Committee.

The President and CEO provided a review of item 4.3, ENWIN President and CEO Report. A verbal update included the collapse of the Windsor Terrace vault. All affected customers are on temporary power as infrastructure replacement is underway. A Board Member inquired about the maintenance of the vault. The VP Hydro Operations responded that the Royal Windsor Terrace is the owner of the vault and that the issue was due to its design. There are 600 vaults and manholes in Windsor. There had been a series of inspections done, but they did not include structural review of private property. The President & CEO explained that the Company will be investigating other vaults to prevent the same issue and has open a CPAR.

A Board Member inquired about the vulnerability of the WUC Water Treatment Plant. The Director Water (Engineering) responded that the ENWIN has put protections in place to mitigate against the issues that occurred at the Wheatley water treatment plant.

Item 4.13, 2023 Annual Water Audit Reports was reviewed. The Board discussed the composition of the proposed Risk Committee, and opportunities for WUC to be included. The President & CEO responded that the committee terms are being drafted and this will be taken into consideration.

Moved and seconded

THAT the following Communication Agenda items BE RECEIVED as recommended:

- 4.1 Report of the Chair of the EWU Audit & Finance Committee
- 4.2 Draft EWU Audit & Finance Committee Meeting Minutes of September 13, 2023*
- 4.3 ENWIN President and CEO Report*
- 4.4 Regulatory Affairs Update
- 4.5 ENWIN Group Financial and Corporate Compliance for Quarter Ending Q2, 2023
- 4.6 Open Legal Actions: Semi-Annual Update (as of June 30, 2023)
- 4.7 EWU Q2 2023 Financial Review
- 4.8 WUC Q2 2023 Financial Review
- 4.9 Hydro Operations*
- 4.10 Ontario Electrical Distribution Regulation 22/04 – ESA 2022 Compliance Assessment Report
- 4.11 Water Operations*
- 4.12 By-Law #94 Revision Update
- 4.13 2023 Annual Water Audit Reports
- 4.14 Contract Approval Summary - Water
- 4.15 Customer Care & Corporate Operations*
- 4.16 2020-2024 Strategic Plan Progress*
- 4.17 EWU Board of Directors Annual Work Plan
- 4.18 ENWIN Corporate Entities and WUC 2023 Meeting Schedule

-CARRIED

ENWIN EXECUTIVE REPORTS

5.1 2024 BOARD AND COMMITTEE MEETING SCHEDULE

Moved and seconded

THAT the proposed 2024 Board and Committee Meeting Schedule BE APPROVED and IMPLEMENTED.

-CARRIED

5.2 COST OF SERVICE RATE APPLICATION DEFERRAL

The VP Corporate Services & CFO provided an overview of item 5.2, Cost of Service Rate Application Deferral.

Moved and seconded

THAT Management's recommendation that ENWIN Utilities Ltd. submit a request to the Ontario Energy Board to defer its 2025 Cost of Service rate application for three (3) years to January 1, 2028 BE RECEIVED and APPROVED.

-CARRIED

5.3 EWU 2024 BUSINESS PLAN INCLUDING THE OPERATING AND CAPITAL BUDGETS

Moved and seconded

THAT the EWU 2024 Business Plan including the Operating and Capital Budgets BE APPROVED, as recommended by the EWU Audit & Finance Committee.

AND THAT the ENWIN Utilities Ltd. annual board of director remuneration BE APPROVED to increase by 3% from \$11,690 to \$12,041 for the board members and from \$14,613 to \$15,051 for the chair of the board of directors, subject to submission to and alternative comment by Windsor Canada Utilities Ltd.

AND THAT four quarterly dividends of \$1,000,000 each, be declared and paid to Windsor Canada Utilities Ltd. for 2024, effective March 15, 2024, June 14, 2024, September 16, 2024, and December 16, 2024, as recommended by the EWU Audit & Finance Committee.

-CARRIED

IN CAMERA SESSION

All guests, excluding the Executive Team, the Governance and Records Coordinator and the Project Management, Business Development were excused from the meeting.

Moved and seconded

That the Board move to an In Camera session.

-CARRIED

The In Camera session commenced at 9:39 a.m.

The In Camera session concluded at 10:09 a.m.

RESUME PUBLIC MEETING SESSION

Moved and seconded
That the Board move to resume the public meeting session.

-CARRIED

OTHER BUSINESS

None noted.

TERMINATION

Moved and seconded
That the meeting be terminated.

-CARRIED

The meeting terminated at 10:09 a.m.

Recording Secretary

Board Chair