

WINDSOR CANADA UTILITIES

BOARD OF DIRECTORS MEETING PUBLIC MEETING MINUTES

WEDNESDAY, SEPTEMBER 27, 2023

A public meeting of the Windsor Canada Utilities 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), Ed Sleiman, Jim Morrison, Jo-Anne Gignac, Kevin Laforet and Jerry Udell

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 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; Controller B. Pouget; 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: Tony Ardovini

Regrets: None

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair noting quorum called the meeting to order at 11:01 a.m.

No conflicts of interest were declared.

CONSENT AGENDA

Moved and seconded

THAT the following Consent Agenda item BE APPROVED as recommended:

3.2 WCU Board Public Meeting Minutes of June 21, 2023

-CARRIED

COMMUNICATION AGENDA

The Chair of the WCU Audit & Finance Committee provided an overview of item 4.1, Report of the Chair of the WCU 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 establishing a contingency fund for storms. The VP Corporate Services & CFO responded that their insurance provider, MEARIE, provides an insurance product for utilities that acts as a reserve fund for these scenarios.

Moved and seconded

THAT the following Communication Agenda items BE RECIEVED as recommended:

- 4.1 Report of the Chair of the WCU Audit & Finance Committee
- 4.2 Draft WCU Audit & Finance Meeting Minutes for 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 Cost of Service Rate Application Deferral
- 4.7 WCU Sinking Fund Update
- 4.8 WCU Q2 2023 Financial Review
- 4.9 EWE Q2 2023 Financial Review
- 4.10 EWU Q2 2023 Financial Review
- 4.11 EWU 2024 Business Plan including the Operating and Capital Budgets
- 4.13 2020-2024 Strategic Plan Progress*
- 4.14 WCU Board of Directors Annual Work Plan*
- 4.15 EWE Board of Directors Annual Work Plan*
- 4.16 ENWIN Corporate Entities and WUC 2023 Meeting Schedule

-CARRIED

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

5.3 WCU 2024 BUSINESS PLAN INCLUDING THE OPERATING AND CAPITAL BUDGETS

Moved and seconded

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

AND THAT the WCU Board remuneration be approved to increase by 3% for the 2024 year. Therefore, the Board Chair will increase from \$14,613 to \$15,051 and the Board members will increase from \$11,690 to \$12,041;

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 WCU Audit & Finance Committee.

-CARRIED

IN CAMERA SESSION

Moved and seconded

THAT the Board MOVE to the In Camera session.

-CARRIED

The In Camera Session commenced at 11:13 a.m.

The In Camera Session concluded at 11:38 a.m.

RESUME PUBLIC MEETING SESSION

Moved and seconded

THAT the Board move TO RESUME the public meeting session at 11:38 a.m.

-CARRIED

OTHER BUSINESS

None noted.

TERMINATION

Moved and seconded
THAT the meeting BE TERMINATED.

-CARRIED

The meeting terminated at 11:38 a.m.

Recording Secretary

Board Chair