



Union Water Supply System Inc.

Board of Directors Meeting

FRIDAY, JUNE 20, 2025

9:00 am

Kingsville Arena

1741 Jasperson Drive, Rooms B/C

AGENDA

A. Call to Order:

B. Land Acknowledgement

The Union Water Supply System Inc. Board of Directors acknowledges the Three Fires Confederacy (Ojibwe, Potawatomie and Odawa) and the Traditional ancestral, unceded territory of Caldwell First Nation; the original people of Point Pelee, Pelee Island and its surrounding waters. We recognize and respect the First Nations who are stewards of the land and waters of Turtle Island and who have embraced this stewardship since time immemorial. We would also like to acknowledge all the moccasins who have walked the lands of Turtle Island.

C. Welcoming Remarks

D. Disclosures of Pecuniary Interest:

E. Approval of Minutes:

Minutes of the Board of Directors Meeting held on Wednesday, March 26, 2025.
Pages 3 - 9

F. Business Arising Out of the Minutes

G. Items for Consideration:

1. UWSS/07/25 dated June 11, 2025 re: Appointment of the UWSS Inc. Governance Committee Chair
Pages 10 - 11
2. UWSS/08/25 dated June 11, 2025 re: UWSS Inc Shareholder System Interest
Pages 12 - 13
3. UWSS/09/25 dated June 12, 2025 re: Appointment of Advisory Committee Members for the UWSS-WUC Emergency Water Servicing Project
Pages 14 - 16
4. UWSS/10/25 dated June 13, 2025 re: UWSS Inc. Annual General Meeting
Pages 17 - 18

5. UWSS/11/25 dated June 13, 2025 re: MECP Drinking Water Inspection Report for UWSS January 2025 Inspection
Pages 19 - 20

H. Consent Agenda:

That items 1 through 3 on the consent agenda, BE RECEIVED, as they have been approved through the UWSS Inc. Finance & Audit Committee, or the UWSS Inc. Governance Committee

1. Finance & Audit Committee Minutes of the meeting held on January 15, 2025
Pages 21 - 23
2. Finance & Audit Committee Minutes of the meeting held on April 29, 2025
Pages - separate Addendum
3. Governance Committee Minutes of the meeting held on April 16, 2025
Pages 24 - 26

I. Verbal update: operations & maintenance activities

J. New Business:

K. Action Items:

L. Comments, Announcements, and Other Business:

M. Adjournment:

N. Date of Next Meeting: To be discussed.

/kmj



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UWSS Inc.
Board of Directors
Meeting

Wednesday, March 26, 2025
9:00 am
Roma Club
19 Seacliff Drive, Leamington

MINUTES

Directors Hilda MacDonald (Chair)
 Kim DeYong (Vice Chair)
 Sherry Bondy - virtual participation
 Kirk Walstedt
 Dennis Rogers
 Mike St. Amant - absent
 Lori Atkinson
 Tom Kissner
 Sebastian Schmoranz
 John Tofflemire
 Wayne Wharram
 Larry Verbeke

Also in Attendance: Rodney Bouchard, UWSS Inc. Chief Executive Officer
For UWSS Khristine Johnson, UWSS Inc. Office Administrator
 Andrew Plancke, UWSS Inc. Special Projects Manager

Guest William Willis, Willis Business Law - Legal

OCWA Staff Robin Trepanier, Ken Penney, Dale Dillen, Dave Jubenville

Municipal Staff Erica Allen - Town of Kingsville
Present Rob Mackie - Town of Essex
 Shannon Belleau - Municipality of Leamington

Call to Order: 9:00 am

Land Acknowledgement (this item was not listed on the agenda, but the Chair did read the Land Acknowledgement)

The Union Water Supply System Inc. Board of Directors acknowledges that this land is the traditional territory of the Three Fires Confederacy of First Nations, comprised of the Ojibway, the Odawa, and the Potawatomie Peoples and specifically, the traditional territory of the Caldwell First Nation. The UWSS Board of Directors values the significant

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historical and contemporary contributions of local and regional First Nations and all of the Original Peoples of Turtle Island - North America who have been living and working on the land from time immemorial.

Disclosure of Pecuniary Interest: none

Adoption of Board Minutes:

No. UWSS-08-25

Moved by: Director Walstedt

Seconded by: Director DeYong

That the minutes of the Union Water Supply System Inc. Board of Directors for the following meeting is received:

- Minutes of the UWSS Inc. Board of Directors meeting held on January 29th, 2025.

Carried

Business Arising out of Minutes:

There was none.

Items for Consideration

Report UWSS/04/25 dated February 21, 2025 re: 2024 Summary Report for Municipalities under Regulation 170/03 made under the Safe Drinking Water Act

The CEO explains this is a yearly report which identifies any requirements for taking drinking water, we well as any non-compliances. This report must be presented to the owner of the system, as well as any other municipalities. He notes that due to timing this report has already been forwarded to the four (4) municipalities.

He directs members to the non-compliance sections and explains why these are being reported. He notes that the main non-compliance issue has to do with dechlorination and further confirms that there is an additional report being presented later in the agenda to combat this issue.

Finally, he notes two (2) small date errors on the Permit to Take Water (PTTW) and the Municipal Drinking Water License (MDWL). These corrections will be completed, and the amended report will be sent to the municipalities.

Director Walstedt asks how it is possible to have an illegal hookup, as part of the non-compliance, in Lakeshore. The CEO asks OCWA to explain this item and notes that it was addressed through Lakeshore staff at the time of the event.

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Director Bondy asks if there can be a separation of greenhouse uses and allocations on this report. The CEO notes that going forward as the corporation matures, there will be an update to this report, that may capture that greenhouse separation of allocations.

The Manager of Environmental Services for Leamington, Shannon Belleau, notes that Leamington is working on a greenhouse review, which will include allocation review. The CEO notes that he is hoping to work with Kingsville as well to attain the same goal.

Director DeYong asks for clarification on the total allocation of greenhouses. The CEO explains the process and notes that the municipalities are looking through all allocations and have over time revised them to keep up with new technology. He also notes that allocations cannot be moved between properties.

No. UWSS-09-25

Moved by: Director Schmoranz

Seconded by: Director Atkinson

That report UWSS/04/25 dated February 21, 2025 re: 2024 Summary Report for Municipalities under Regulation 170/03 made under the Safe Drinking Water Act is received.

Carried

Verbal update on existing UWSS ongoing projects, operations and initiatives

The CEO provides an update on the ongoing projects at the water treatment plant (WTP). He notes DAF #2 is moving along nicely, considering the short window to complete the project. The contractors are confident that this can be completed on time. He is hoping that DAF #2 is up and running in time for the high flow season. He notes that most of the components have arrived to the site and that the contractors worked through the very cold winter. The collaboration between the contractors, UWSS staff and OCWA staff is going well and is currently on budget.

He updates the Directors on the new Kingsville Utility Building that is scheduled to arrive shortly. He notes that the concrete slab is installed and ready and the new back up generator has been ordered. He expects that this item will arrive in about 4-6 weeks.

The Reservoir #3 project will host a Public Information Centre (PIC) on April 2, 2025 between 6-8 pm at the Kingsville Arena. This will provide residents with some further information on the start of construction.

The CEO provides an update on the study between UWSS and Windsor Utilities Commission (WUC). He notes that a landing page has been created and is posted to the UWSS website. He notes that a PIC for this project will happen sometime in late June or July. Directors ask about the cost of this project. The CEO notes that the team will be seeking funding through both the Federal and Provincial channels as it does come with a large price tag. Director DeYong wants confirmation that UWSS and WUC will be seeking

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grants and doesn't want this project to get to a point where suddenly UWSS Inc. will be on the hook for large scale costs. The CEO notes that this project will still need to go through the EA process prior to even seeking funding, so there are still opportunities to withdrawal and the Board will need to make a decision once the EA has been completed.

No. UWSS-10-25

Moved by: Director Rogers

Seconded by: Director Schmoranz

That the verbal report provided by the CEO is received.

Carried

Report UWSS/05/25 dated March 19, 2025 re: Approval of Reservoir #3 Construction

The CEO reminds the Directors that they have seen multiple reports and updates on this project over the last 18 months. He also notes that this is the largest capital project taken on by the previous board of new Board of Directors. He explains that the need for more storage on site at the WTP is necessary to assist with peak flows in the summer.

He reminds the Directors that this project is being run through Construction Manager Advisor (CMA) and likes how this new way of running projects is working. He further notes that this project is at 60% design and Alberici (the CMA) would like to move forward with the early works package portion of the project which includes: digging the hole, purchasing the steel and ordering other components, such as valves and pumps.

He then explains that the Early Works Package is an ask of \$57 million, with \$14 million for this first Early Works Package (EWP). He also notes that pricing is in line with industry standards. In coordination with Associated Engineering (AE) he had hired a third party, Rider Levitt Bucker (RLB), to review the EWP and they both concluded that this portion was in line with industry standards as well.

Director Rogers asks if this project and ask for funding had considered the looming tariffs. The CEO confirms that everything was viewed through a tariff lens. The CEO confirms that he will require an answer from the Board this morning to move forward. He will also be coming back to the board as the projects progresses to provide updates and ask for authorization to continue to move forward.

No. UWSS Inc-11-25

Moved by: Director Rogers

Seconded by: Directors Kissner

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That the Union Water Supply System Inc. Board of Directors (Board) approves a budget of \$57,000,000 for the construction of Reservoir #3 and the associated Lift Station.

And further, that the Board approves the award of Reservoir #3 and Lift Station Early Works Package to Alberici Constructors Limited (ACL) in the amount of \$13,452,905.

And further, that the Board authorizes UWSS Inc. Management to set-aside an additional UWSS Inc. controlled provisional dewatering allowance outside of the GMP of \$1,000,000 that will be only drawn upon if the dewatering requirements are above and beyond what is currently carried as a base amount in the ACL's Early Works Package price.

Carried

Report UWSS/06/24 dated March 19, 2025 re: Dechlorination System Construction Budget Approval

The CEO reminds the Directors that this issue has been brought to their attention a number of times over the past few years. He explains that this is an issue that the WTP has been looking at since it first came to our attention back in 2019. He explains that the dechlorination in question is referring to the discharge from the lagoons, and not referring to treated water, and the effluent to the lake. He further explains that several different methods have been studied throughout the 6 years since this issue was first brought to light.

The 2021 MECP drinking water inspection made this item a non-compliance and since then we have been working to find a solution to correct the issue. In February 20214 Associated Engineering Ltd (AE) was hired to design a system that be able to control the dechlorination.

The CEO explains that part of the old Ammonia building will be put to use for this project and the budget will be taken from other capital projects approved as part of the 2025 budget. Therefore, no additional funding is required. He is also confirming that Alberici Constructors Ltd has been retained to complete as he does not want multiple contractors on site, under the CMA agreement he has the opportunity to request this of Alberici.

Director Kissner leaves the meeting at 9:45 am

Director Tofflemire asks for clarification of the low level of chlorination that the Ministry was looking for and perhaps that is the root of the problem. The CEO explains that he sits on a number of committees, and they have pushed back against this low number.

Director DeYong asks if we do not implement this system could there be fines or an order? The CEO explains that we want to work with inspectors and avoid hassles in general. She seeks clarification under the Care of Duty Act if Directors are required to protect the environment as well as Drinking Water. Legal Counsel, William Willis provides his insight, suggesting that fine could be levied against the corporation.

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Director Bondy suggests that there should be more communication to the general public as to what goes into treating and transmitting drinking water.

Director Wharram seeks clarification on the timeline for this item. The CEO expects the Dechlorination system to be ready sometime this summer.

No. UWSS-12-25

Moved by: Director Verbeke

Seconded by: Director DeYong

That the Union Water Supply System Inc. Board of Directors (Board) approves the sole-sourcing of the de-chlorination system construction to Alberici Constructors Limited in the amount of \$668,714, not inclusive of contingency and HST.

Further, that the Board approves a budget of \$800,000 to be funded by reallocation of funds from Board approved 2025 capital projects

Carried

Action Items

The CEO explains to the Directors that in the next few weeks he will be setting up the first meeting of the Governance Committee. Director Walstedt seeks clarification as to who is on the UWSS-WUC Steering Committee. Legal Counsel, William Willis, explains that this might be a Governance Committee Action Item.

New Business

Director DeYong reminds the CEO of his recent attendance at Town of Kingsville Council meeting and inquires as to whether this Board should have seen a report on the shareholder percentage break down. The CEO agrees, that yes, he had intended on bringing that report, however, at this time all of the year end reconciliation had not been completed.

Director Tofflemire asks if UWSS Inc. promotes the Clean Water Day that just passed by. The CEO notes that usually OCWA staff participate in World Water Day and attend various schools in the area to discuss clean water. The Chair reminds members that UWSS Inc. had previously been a sponsor for the Children's Water Festival, however, post COVID19 this festival no longer takes place.

Director Bondy suggests that more information is posted to our website explaining how water is made and what expenses go into making safe drinking water.

Comments, Announcements, and Other Business

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There was none.

Adjournment:

No. UWSS-13-25

Moved by: Director Schmoranz

Seconded by: Director Atkinson

Time adjourned: 10:05 am

Date of Next Meeting: May 21st, 2025, 9:00 am, with location TBD

/kmj

To: UWSS Inc. Board of Directors
From: Rodney Bouchard, UWSS Inc. CEO
Date: June 11, 2024
Re: Appointment of UWSS Inc. Governance
Committee Chair



Recommendation:

It is recommended that the Union Water Supply System Inc. (UWSS Inc.) Board of Directors appoints Director Kim DeYong as Chair of the UWSS Inc. Governance Committee.

Background:

At the February 21, 2024 UWSS Inc. Board of the Directors meeting, the Board adopted the Terms of Reference for the establishment of a UWSS Inc. Governance Committee. (Committee). The solicitation of members for the Committee would be led by the UWSS Inc. Board Chair with assistance from UWSS Inc. administration.

The Governance Committee is responsible to provide a focus on governance that will enhance the corporate performance of the Corporation and to assess and make recommendations regarding the effectiveness of the Board and its committees. Responsibilities of the Committee include but are not limited to the following:

- Review, approve or make recommendations to the Board in respect of guidelines, policies, procedures and practices relating to matters of corporate governance.
- Monitor developments and best practices relating to corporate governance and periodically review the Corporation's governance practices with a view to maintaining high standards of corporate governance.
- Receive reports from management and provide oversight with respect to risk management in corporate governance areas.

At the April 17, 2024 UWSS Inc. Board of Directors meeting, the Board appointed the following UWSS Inc. Directors and Officers to the Governance Committee:

Voting Members

- Hilda MacDonald - Municipality of Leamington Director/UWSS Inc. Board Chair
- Kim DeYong - Town of Kingsville Director / UWSS Inc. Board Vice-Chair
- Tom Kissner - Town of Kingsville Director
- John Tofflemire - Municipality of Leamington Director

Non-Voting Members

- Rodney Bouchard - UWSS Inc. CEO

Re: Appointment of UWSS Inc. Governance Committee Chair

Discussion:

The first meeting of the UWSS Inc. Governance Committee meeting was held on April 16th, 2025 at the UWSS Inc.'s Ruthven Water Treatment Plant. At that meeting, the Committee members selected Director Kim DeYong as interim Chair. As per the approved Governance Committee Terms of Reference, the UWSS Inc. Board of Directors is to confirm the appointment of the Governance Committee Chair.

In accordance with the Terms of Reference, the Chair shall hold office for the remainder of the then current four (4) year term of the Board, or until the Member ceases to be a Director, resigns or is replaced, whichever first occurs.

As per Section 5 of the Terms of Reference, the Chair is responsible for:

- A. providing leadership to the Committee, assisting the Committee in reviewing and monitoring its responsibilities and reporting to the Board on the recommendations and decisions of the Committee;
- B. designating the times and places of Committee meetings, ensuring Committee meetings are duly convened and that a quorum is present when required;
- C. working with management on the development of agendas and related materials for the Committee meetings and ensuring the Committee has sufficient information to permit it to properly make decisions when decisions are required; and
- D. ensuring Committee meetings are conducted in an efficient, effective and focused manner.

Comment

UWSS Inc. management recommends that the UWSS Inc. Board endorses the UWSS Inc. Governance Committee's recommendation to appoint Director Kim DeYong as Chair of the Governance Committee for the period specified in the Terms of Reference.

Respectfully submitted,



Rodney Bouchard, CEO
Union Water Supply System Inc.

/kmj

To: UWSS Inc. Board of Directors
From: Rodney Bouchard, UWSS Inc. CEO
Date: June 11, 2025
Re: UWSS Inc. Shareholder Interest Update



Purpose:

To update to the UWSS Inc. Shareholder Ownership Interest as per Schedule B of the Union Water Supply System Inc. General By-Law No. 1.

Background:

The proportion each UWSS Inc. shareholder municipality has in Union Water Supply System Inc. is determined by Schedule B (Union Water Supply System Proportional Water Consumption & Proportionate Shareholding) under the Union Water Supply System Inc. General By-Law No. 1. Schedule B provides that the shareholder interest is to be updated every four years on the basis of the respective proportional water consumption of the end users residing within each Municipality over the previous four (4) year period. The system interest was last updated in 2021 by UWSS Inc.'s predecessor, the Union Water Supply System Joint Board of Management, and must now be updated as required by Schedule B.

The existing shareholder interest is based on the 2021 to 2024 water demands within each shareholder municipality and as is set as follows:

Municipality	Average Water Consumption (ML/year)	Proportional System Interest
The Corporation of the Municipality of Leamington	8,909.0	53.00%
The Corporation of the Town of Kingsville	6,509.1	38.72%
The Corporation of the Town of Essex	827.8	4.92%
The Corporation of the Town of Lakeshore	564.8	3.36%

Discussion:

As per Schedule B of the UWSS Inc. General By-Law No. 1, the shareholder interest in UWSS Inc. is to be updated in 2025 based on water demand information for 2021-2024. The following table gives the annual UWSS Inc. water demand in mega litres (ML) within each shareholder municipality for 2021 to 2024, the annual average for the four-year period and the average percentage of the annual system flow volume:

Re: UWSS Inc. Shareholder Interest Update

	2021	2022	2023	2024	Avg 2021-2024	% Share
Essex	880.63	937.60	952.32	922.83	923.35	4.37%
Kingsville	7,036.66	7,531.21	7,409.31	8,537.42	7,628.65	36.12%
Lakeshore	667.35	715.65	714.12	589.08	671.55	3.18%
<u>Leamington</u>	<u>11,242.39</u>	<u>11,712.82</u>	<u>12,160.11</u>	<u>12,465.95</u>	<u>11,895.32</u>	<u>56.33%</u>
<i>Total</i>	<i>19,827.03</i>	<i>20,897.28</i>	<i>21,235.86</i>	<i>22,515.28</i>	<i>21,118.86</i>	<i>100.00%</i>

As per UWSS Inc. General By-Law No. 1, the *Schedule B Union Water Supply System Proportional Water Consumption & Proportionate Shareholding* are to be updated using the values in the above.

Recommendation

Based on the information included in this report, UWSS Inc. management provides the following recommendations to the UWSS Inc. Board:

1. That UWSS system interests in Schedule B of the UWSS Inc. General By-Law No. 1 are updated as follows:

Municipality	Average Water Consumption (ML/year)	Proportional System Interest
The Corporation of the Municipality of Leamington	11,895.32	56.33%
The Corporation of the Town of Kingsville	7,628.65	36.12%
The Corporation of the Town of Essex	923.35	4.37%
The Corporation of the Town of Lakeshore	671.55	3.18%

2. That the shareholder municipalities of Leamington, Kingsville, Essex and Lakeshore be informed of this update to Schedule B. This update will apply from January 1, 2025 to December 31, 2028.

Respectfully submitted,



Rodney Bouchard, CEO
Union Water Supply System Inc.

/kmj

To: UWSS Inc. Board of Directors

From: Rodney Bouchard, UWSS Inc. CEO

Date: June 12, 2025

Re: Appointment of Advisory Committee Members for the
UWSS-WUC Emergency Water Servicing Project



Recommendation:

That the Union Water Supply System Inc. Board of Directors appoints the following UWSS Inc. Directors and Officers to the Union Water Supply System and Windsor Utilities Commission (UWSS-WUC) Joint Advisory Committee for the purpose of advising on the UWSS-WUC Security of Supply Study

- Hilda MacDonald: UWSS Inc. Board Chair
- Tom Kissner: UWSS Inc. Board Director (independent)
- Rodney Bouchard: UWSS Inc. CEO

Background:

At the October 21st, 2020 UWSS Board meeting, the UWSS Board approved the undertaking of joint study by UWSS and Windsor Utilities Commission (WUC) to investigate the potential for future water supply servicing between these two water systems to address emergency situations that would require partial or full shutdown of a water treatment plant for one of the systems.

A consultant team consisting of C3 Water (now with CIMA+) and Stantec Consulting was retained to complete the work. The study consisted of a review of existing infrastructure for the two water systems and connection of both systems' hydraulic models. The goal of the study was to identify the feasibility of hydraulically interconnecting both systems for emergency water supply and identifying capital improvements that would be needed to achieve emergency level water servicing should an unplanned water treatment plant shutdown occur in one of the water systems.

In 2021, UWSS and ENWIN (on behalf of WUC) management presented a report to their Boards detailing study results, including feasible alternatives, opportunities, constraints, and prioritized recommendations with high-level budget estimates and risk analysis. The report underscored considerations for future meetings, such as funding strategies, aligning the recommended solution with long-term water system plans, and meeting both systems' needs. Following the reports, both Boards agreed to hold a joint meeting to discuss the next steps.

On June 1st, 2022, a joint board meeting of both UWSS and WUC Boards was held to discuss next steps. The boards authorized management's request authorization to proceed with recommendations on the following:

Re: Appointment of Advisory Committee Members for the
UWSS-WUC Emergency Water Servicing Project

- 1) Developing a Project Governance Charter
- 2) Developing a Project Budget and Schedule for conceptual design, financial analysis and Environment Assessment sign and Environmental Assessment tasks
- 3) Undertake research and consultation in regard to grant opportunities for this joint project and report back to the Boards in regard to financing options for its share of the project
- 4) Developing a Preliminary Operating Agreement between UWSS-ENWIN/WUC for the shared system (if constructed)

A second joint meeting of the UWSS Inc. and WUC boards was held on September 18th, 2024. At that meeting, UWSS Inc. and ENWIN/WUC management reported that significant progress had been made since the June 1st, 2022 joint meeting of UWSS/WUC boards. It was reported that three Technical Memos (TM) had been completed on the feasibility of a Split Central Reservoir covering the topics of (1) Operational Concepts, Reservoir Sizing, Location and Watermain Routing and (2) Water Quality. The Technical Memos were shared with the members of both Boards. Updates were also provided on the revised project schedule for proposed study tasks and associated financial aspects.

At this meeting, management of both entities identified a rising need for a Joint Board Advisory Committee. This committee would be responsible for several functions including developing the project along with providing high-level strategic direction, ensuring project decisions are consistent with Board objectives and goals, monitoring progress, resolving disputes, and providing a forum for stakeholders to provide input and receive feedback on the project.

UWSS Inc. and ENWIN/WUC management presented a recommended Charter for the Joint Advisory Committee. As per the Charter, the Joint Advisory Committee would consist of six (6) voting members, including one (1) member of management from each company, one (1) member of each Board that is also an Elected Municipal Official in Southwestern Ontario, and one (1) member of each Board that is independent. Each Board would also appoint a Chair of the Committee and the Chairs will act as Co-Chairs, alternating responsibility for leading the Committee.

At this September 18th, 2024 meeting, both the UWSS Inc. and WUC boards endorsed the following recommendations:

- That Management be authorized to continue with the 50/50 budget arrangement up to a maximum of \$400k (UWSS commitment of \$200k and WUC commitment of \$200k) for completion of the preferred design and financial assessment.
- That Management be authorized to begin the Environmental Assessment for this project
- That Management be authorized to proceed with a approve joint financial consultant to review the project in regard to financial feasibility and attribution of

Re: Appointment of Advisory Committee Members for the
UWSS-WUC Emergency Water Servicing Project

costs to each water system through competitive bid with identified financial consultants

- That the WUC/UWSS Joint Advisory Committee Charter be APPROVED

Discussion:

Since the September 18th, 2024 joint meeting of the UWSS Inc. and WUC boards, UWSS Inc. and ENWIN management have been collaborating on various aspects of the project including the undertaking of the Environmental Assessment and conceptual design, identifying opportunities for government funding, and establishing the Joint Advisory Committee.

At the April 16th, 2025 initial meeting of the UWSS Inc. Governance Committee, UWSS Inc. management identified that appointment of UWSS Inc. members of the UWSS-WUC Joint Advisory Committee was still outstanding. It was noted that the UWSS-WUC Joint Advisory Charter, approved by the UWSS Inc. Board, stipulated that the 3 Joint Advisory Committee members from UWSS Inc. would include the UWSS Inc. Chair, the UWSS Inc. CEO and an independent director.

The Governance Committee unanimously voted to recommend that Director Tom Kissner be appointed as independent director to the UWSS-WUC Joint Advisory Committee. The following recommendation was made by the Governance Committee:

Concluding Comments:

Based on the recommendations from the UWSS Inc. Governance Committee, UWSS Inc. management recommends that the following UWSS Inc. board directors and officers be appointed to the UWSS-WUC Joint Advisory Committee for the UWSS-WUC Security of Supply Study:

- Hilda MacDonald: UWSS Inc. Board Chair
- Tom Kissner: UWSS Inc. Board Director (independent)
- Rodney Bouchard: UWSS Inc. CEO

Respectfully submitted,



Rodney Bouchard, CEO
Union Water Supply System Inc.

/kmj

To: UWSS Inc. Board of Directors
From: Rodney Bouchard, UWSS Inc. CEO
Date: June 13, 2025
Re: UWSS Inc. Annual General Meeting



Recommendation:

That the date for the Union Water Supply System Inc. (UWSS Inc.) Annual General Meeting (AGM) be set for September 24th, 2025 at 9:00am, and

That UWSS Inc. administration notify the UWSS Inc. shareholders of the date of the UWSS Inc. AGM, and

That UWSS Inc. administration request that the shareholders appoint their respective proxies for the purpose of shareholder participation and voting on UWSS Inc. matters at the AGM.

Background:

In accordance with Article 10 of the UWSS Inc. General By-Law No. 1, the UWSS Inc. Board of Directors is responsible for scheduling the date of the UWSS Inc. Annual General Meeting and for providing notice to the shareholders of the Annual General Meeting.

As per Article 7 of the UWSS Inc. Unanimous Shareholder Agreement, UWSS Inc. (the Corporation) shall conduct its annual Shareholders meeting in accordance with the Act, the Corporation's By-laws, this Agreement and Subsections 239(1)-(6) of the *Municipal Act, 2001* (Ontario) as the same may be amended or replaced from time to time, and such meetings will, as required:

- (i) Appoint the Board of Directors;
- (ii) Appoint the Auditor;
- (iii) Approve the annual audited financial statements; and
- (iv) Consider any other resolutions that may be brought forward.

Immediately following the annual Shareholders meeting, the Board of Directors shall meet to appoint the officers of the Corporation as may be required pursuant to the Corporation's Bylaws and consider any other resolutions that may be brought forward.

Discussion:

A meeting of the UWSS Inc. Governance Committee was held on June 11th, 2025. At this meeting, the Committee selected September 24th, 2025 as the best date for the UWSS Inc. Annual General Meeting. This date is also the proposed date for the September 2025 meeting of the UWSS Inc. Board of Directors. It is the Committee's opinion that the September date for the Annual General Meeting would provide adequate time for UWSS

Re: UWSS Inc. Annual General Meeting

Inc. management to prepare the UWSS Inc. Annual Report. Also, this September date would provide sufficient time, considering summer vacation period and municipal council summer meeting schedule, for the 4 municipal shareholders to appoint their representatives for this Annual General Meeting.

It is further noted that as per Article 10.7 of the UWSS Inc. General By-Law No. 1, Meetings of the Municipal Shareholders (e.g Annual General Meeting) shall be open to the public in accordance with Subsections 239(1)-(6) of the Municipal Act, 2001 (Ontario) as the same may be amended or replaced from time to time.

UWSS Inc. administration will ensure that public notice of the Annual General Meeting will be provided on the UWSS Inc. website, social media sites, and local media outlets.

Comments:

UWSS Inc. management recommends that the UWSS Inc. Board of Directors schedule the UWSS Inc. Annual General Meeting for 9:00am on September 24, 2025 and that the shareholders and public be notified of the proposed AGM as per the requirements of UWSS Inc. General By-Law No. 1 and Unanimous Shareholder Agreement.

Respectfully submitted,



Rodney Bouchard, CEO
Union Water Supply System Inc.

/kmj

UWSS/11/25

To: UWSS Inc. Board of Directors

From: Rodney Bouchard, UWSS Inc. CEO

Date: June 13, 2025

Re: MECP Drinking Water Inspection Report for the UWSS January 2025 Inspection



RECOMMENDATION

That the Union Water Supply System Inc. (UWSS Inc.) Board of Directors receives this report for information.

BACKGROUND

The Union Water Supply System is subject to annual inspections by the Ontario Ministry of Environment, Conservation and Parks (MECP) under the Safe Drinking Water Act, 2002 (SDWA) and regulations made therein, including Ontario Regulation 170/03, "Drinking Water Systems" (O. Reg. 170/03). The inspection was conducted pursuant to Section 81 of the SDWA and its associated regulations.

The MECP inspection for UWSS was initiated on January 23, 2025 and completed on April 1, 2025. The on-site portion of the inspection was completed on January 23, 2025. The final report for the inspection was issued by the MECP on April 15, 2025.

DISCUSSION:

MECP inspection reports are written to identify actions that need to be taken due to non-compliance with regulations. The April 15, 2025 inspection report includes a section on page 4 titled ***Non-Compliance***. The report identified four (4) Non-Compliances for the UWSS drinking water system during the inspection.

The inspection report also has a section on page 10 titled ***Recommendations*** that identifies "non-conformances" and provides recommendations for best management practices. The report provides 2 recommendations for best management practices.

As a result of the non-compliances, the UWSS received an inspection rating of 90.56% out of 100%. The report identifies a non-compliance risk score of 49 out of 519 elements.

The MECP inspector identified actions items pertaining to the non-compliances that were to be completed by May 31st, 2025. The action items were addressed by the OCWA operations compliance team and UWSS Inc. staff prior to the identified deadline.

Re: MECP Drinking Water Inspection Report for the UWSS January 2025 Inspection

It is noted that UWSS Inc. management is not in agreement with most of the non-compliances and non-conformances. UWSS Inc. management has reached out to MECP to state our concerns on these non-compliances and non-conformances. UWSS Inc. management will continue to work with OCWA operations staff to try and achieve a resolution with MECP on the items that are in question.

As required by the regulations under the SDWA, the municipal water systems which receive drinking water from the UWSS have been provided with copies of the inspection report for the January 2025 UWSS Inspection. The inspection will be posted on the UWSS website www.unionwater.ca following receipt of the inspection report by the UWSS Inc. Board.

CONCLUSION

This report is being provided to the Board for information purposes.

Respectfully submitted,



Rodney Bouchard, CEO
Union Water Supply System Inc.
rb/kmj



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UWSS Inc.
Finance & Audit
Committee
Meeting

Wednesday, January 15, 2025
8:30 am
WTP

MINUTES

Directors Dennis Rogers - Chair
 Mike St. Amant
 Tom Kissner
 Wayne Wharram
 Lori Atkinson

Also in Attendance: Rodney Bouchard, UWSS Inc. Chief Executive Officer
For UWSS Khristine Johnson, UWSS Inc. Office Administrator (Recording Secretary)

Guest The CFO Nazzani, CPA, CA Capital Assist Valuation

Call to Order: 8:27 am

Welcoming Remarks:

Chair Rogers calls the meeting and welcomes everyone. He hopes everyone had a nice holiday season and looks forward to the year ahead.

Approval of Minutes

The Chair asks if there are any questions on the previous minutes of the meeting of the Finance and Audit Committee held on December 5, 2024.

Business to Discuss

The CFO takes over the meeting. She presents the draft budget to members and hopes they have had time to review prior to this meeting. The CFO moved through the budget and confirmed that all the updates suggested at the last meeting of the Finance & Audit Committee (FAC) of December 5, 2024 have been made.

She explains that the chart now shows the 10-year capital plan and elaborates on how the rate was built out. She and the CEO both confirm that any new rate would be active on April 1st, 2025, the start of the second quarter. The existing 2024 rate will remain in place until March 31st, 2025.

There was a brief discussion regarding the rate structure as it pertains to various sectors within the system, and the CEO confirms that he consulted legal counsel to ensure that the new path is the appropriate one.

The CEO explains the typical rate increase and structure, and notes that UWSS Inc this year is not far off the standard rate increase. The Directors want to know the monetary value of any increase which he provides. There is a discussion around this subject. One of the Directors notes that Chatham Kent is now playing “catch up” with their rates because for years there was no increase to allow for improvements. Now Chatham Kent customers potentially face substantial increases. The Directors feel that a slow and steady increase will allow for less rate shock and allow the system to maintain, repair and obtain capital improvements.

There is then a discussion on policies, specifically the reserve policy, the CEO notes that he is working on this item. The CEO and CFO note that there will be several different reserves going forward. The CFO also explains that UWSS Inc. will always have ongoing maintenance, that is a fact, and that is not something that users can ignore, the system is old and needs to maintain and improve or there could be failures.

The discussion then turns to what will be presented to the Board on the 29th. The CFO notes that it will be a less detailed presentation, as the FAC receives the fine details, and the Board will receive an overview of the Budget.

There is a brief discussion on a few outstanding items: the OCWA contract, the salary reviews, interest rates, invoicing, and projections for the future.

The CFO explains that she will update the model with some of the suggestions presented here and send out another copy for the FAC to review. She will present the Board with the 2025 Budget and five (5) year capital plan at the meeting on January 29th.

No. FAC-01-25

Moved by: Director Atkinson

Seconded by: Director Kissner

The minutes of the UWSS Inc. Finance & Audit Committee, from the meeting of December 5, 2024 are received; and

That the minutes are brought forward to be on the next UWSS Board of Directors meeting agenda.

Carried

No. FAC-02-25

Moved by: Director Atkinson

Seconded by: Director St. Amant

That the Finance & Audit Committee (FAC) agrees to meet every other month in 2025.

Carried

The CEO then discusses potentially changing the regular Board meetings to every other month, with the FAC meeting one month and the board meeting would take place the following month. The members agree and provide direction to the CEO to bring this item up at the next UWSS Inc. Board meeting.

Adjournment:

No. FAC-03-25

Moved by: Director Wharram

Seconded by: Director Atkinson

Time adjourned: 10:08 am

Date of Next Meeting: to be determined

/kmj



**UWSS Inc.
Governance Committee
Meeting**

Wednesday, April 16th, 2025

8:30 am

Water Treatment Plant – Board Room

MINUTES

Directors Kim DeYong
 Hilda MacDonald
 Tom Kissner
 John Tofflemire

Also in Attendance: Rodney Bouchard, UWSS Inc. Chief Executive Officer
For UWSS Khristine Johnson, UWSS Inc. Office Administrator (Recording Secretary)
 Erin McKee, HR Generalist and guest

Guest William Willis, B.A., LL.B. – UWSS Inc Solicitor

Call to Order: 9:59 am

Welcoming Remarks:

The CEO, welcomes everyone, to the first Governance Committee (GC). He notes that this has taken some time to get to this point, but now with things put in place over the last year, UWSS Inc. is ready to start working with this new committee.

The first order of business is nominating a Chair of the Committee. The CEO calls for nominations for the position of Chair of the Governance Committee.

Director MacDonald nominates Director DeYong, Director DeYong accepts the nomination. The CEO calls for further nominations once, twice and three times. Seeing none Director DeYong is acclaimed as the Chair.

The Chair then focuses on the agenda and asks for information on the Terms of Reference for UWSS Inc. The CEO asks William Willis, UWSS Inc.'s solicitor, to speak to the matter. Mr. Willis notes that the Terms of Reference do not provide on how often GC meetings need to take place. The CEO says his intent is to at least meet quarterly.

The Chair asks for a motion.

NO. GC-01-25

Moved by: Director MacDonald

Seconded by: Director Kissner

That the Governance Committee of the Union Water Supply System Inc. meet quarterly; and

That the Terms of Reference be amended to reflect said change.

Carried

Mr. Willis reminds members of the GC that the CAOs of each municipality should be included on the meeting invites going forward. They can then decide to attend, send a representative or decline the invitation.

The CEO then moves on to the discussion of system ownership. He notes that the last time the review was completed was in 2021 and needs to be revisited every four (4) years. The CEO brings up the past report from 2021 for reference. He would like to discuss how this committee would like to move into the future with this item, as there is only one (1) year's worth of data, under UWSS Inc. He further notes that Highbury CanCo. was transferred to UWSS Inc. as a customer and is billed monthly.

There is a lengthy discussion as to whether Highbury flows should be included as part of Leamington's flows, as it has always been that way. The conversation moves back and forth and discusses how flows are addressed when Harrow/Colchester and Wheatley use our water. The Directors are concerned that the methodology chosen today could impact board seats moving forward. After a lengthy discussion on flows, including many scenarios, aspects and potential issues a motion is brought forward.

No. GC-02-25

Moved by: Director Kissner

Seconded by: Director MacDonald

That for the time being UWSS Inc.'s calculation of the flows, for determining shares, remains with the status quo calculations, as was done under the Joint Board of Management.

Carried

There is then a discussion surrounding the main By-Laws and Restructuring documents and whether this information should be posted on Union Water's website. Mr. Willis feels that after the committee has reviewed everything then the documents should be posted publicly. The CEO indicates that he will set up a SharePoint to allow members of the GC to view the necessary documents.

The CEO then notes that as part of the study between UWSS and Enwin Utilities (WUC) the GC needs to determine which members will participate on the Steering Committee for this study. He notes that the Chair of each board, and the CEOs of each entity are already necessary members, however this group requires one more member. His recommendation would be Director Kissner,

because of his extensive water utility knowledge. Director MacDonald nominates Director Kissner, he accepts the nomination.

No. GC-03-25

Moved by: Director MacDonald

Seconded by: Director Tofflemire

That Director Kissner is recommended to participate in the Steering Committee for the study between UWSS and WUC, for emergency redundancy purposes.

Carried

The CEO indicates that our new HR Generalist, Erin McKee, has been working on getting a handle on the Salary Policies, including job descriptions, director compensation, etc. to be ready for review by consultant, Marianne Love. Ms. Love will then prepare the evaluations of the job descriptions to assist with UWSS's salary grid and Director Compensation. He further notes that the HR Generalist, will be assisting with review of policies, accessibility, pay scale and working with Ms. Love to complete said review.

The Chair asks that this matter is expedited as it was one of the tasks to be completed by end of 2024 and is running slightly past that deadline.

No. GC-04-25

Moved by: Director MacDonald

Seconded by: Director Tofflemire

That the meeting adjourns.

Carried

Time: 11:05 am

Date of Next meeting: June 11, 2025, at 10:00 am at the Ruthven Water Treatment Plant