#### THE UNION WATER SUPPLY SYSTEM

#### JOINT BOARD OF MANAGEMENT

#### AGENDA

#### WEDNESDAY, JUNE 21, 2017

#### COMMENCING AT 9:00 AM

#### IN THE COMMUNITY ROOM - KINGSVILLE ARENA

- (A) Call to Order:
- (B) Disclosures of Pecuniary Interest:

#### (C) Adoption of Minutes:

Minutes of the meeting of the Union Water Supply System Joint Board of Management Meeting held Wednesday, May 31, 2017 Pages 2- 6

#### (D) Business Arising Out of the Minutes:

#### (E) Items for Consideration:

- UW/17/17 dated June 16, 2017 re: Status Update of UWSS Operations & Maintenance Activities and Capital Works to June 16, 2017 Pages 7 - 9
- UW/18/17 dated June 14, 2017 re: UWSS Combined Heat and Power (CHP) Cogeneration Plant Detailed Engineering Study Update Pages 10 - 15
- UW/19/17 dated June 15, 2017 re: Proposed Financial Analysis and Development of a Business Case for Restructuring UWSS into a Municipal Service Corporation Pages 16 - 24
- 4. UW/20/17 dated June 16, 2017 re: Payments from May 19 to June 16, 2017 Pages 25 - 30
- (F) New Business:
- (G) Adjournment:
- (H) Date of Next Meeting: Wednesday, July 19, 2017 at 9:00 am in the Kingsville Community Room, Kingsville Arena

/kmj

#### THE UNION WATER SUPPLY SYSTEM

#### JOINT BOARD OF MANAGEMENT

#### MINUTES OF MEETING

#### HELD MAY 31, 2017 AT 9 AM

#### IN KINGSVILLE COMMUNITY ROOM - KINGSVILLE ARENA

Members Present:	Deputy Mayor MacDonald (Chair); Mayor Paterson, Councillors Jacobs, Hammond, Verbeke - Leamington Mayor Nelson Santos (Vice-Chair); Councillors Gaffan, Neufeld, Patterson - Kingsville						
Members Absent:	Mayor McDermott - Essex Councillor Diemer - Lakeshore						
UWSS Staff:	Rodney Bouchard, Union Water Supply System Manager Khristine Johnson, Recording Secretary						
OCWA Staff Present:	Dave Jubenville, Dale Dillen, Ken Penney						
Municipal Staff Present:	Kevin Girard						
Call to Order:	9:01 am						
Disclosures of Pecuniary Interest: None							

#### Adoption of UWSS Joint Board of Management Minutes:

Minutes of the Union Water Supply System Joint Board of Management Board meeting of February 19, 2017.

No. UW-30-17

Moved by:	Councillor Patterson
Seconded by:	Mayor Paterson

That Minutes of the UWSS Joint Board of Management of the meeting of April 19, 2017 be adopted.

Carried

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#### Business Arising Out of the Minutes:

The Manager provides the UWSS Board members with follow up information from the April 19, 2017 meeting. He notes that several items of improvement were noted in the MOECC Inspection Report and confirms that OCWA staff have implemented said recommendations. As well SOPs have been created to address the operators doing rounds while on shift.

He also indicates that sampling has commenced on the residual pile west of the treatment plant, which was a recommendation of the MOECC Inspection Report.

Finally, he notes that as of April 21, 2017 the Manager has moved \$10 million worth of reserves into a GIC through WFCU for five (5) years, which he was instructed to complete at that last UWSS Board meeting.

## Report UW/15/17 May 26, 2017 re: Status of UWSS Operations & Maintenance and Capital Works to May 26, 2017.

The Manager reviews his report with the board and notes the changes he has made to said report. He has created a report that encompasses greater detail of the projects that are ongoing. He hopes that the members will see value in more details of what is taking place at the WTP and UWSS properties.

As per usual OCWA staff are continuing to maintain all UWSS facilities and properties. He notes that Continental Carbon Group were on site between May 1<sup>st</sup> and 17<sup>th</sup> to complete the media replacement in Filters #5 and #7. The old media was removed and is sitting on site as it will be removed over the course of the summer. OCWA staff were able to enter the filters to inspect and make any necessary repairs, then disinfect, backwash and return to service. The Manager indicates that next year filters #6 and #8 are scheduled to go through the same process.

Several other projects have been taking place, such as the inspection of Reservoir #1 by Watech Services. The Manager expects to receive a report on their findings shortly. The High Lift Pump #4 has been replaced by ASL Roteq, staff is waiting on final guarding and disinfection to take place and it will be returned to service.

Upon maintenance check of Clarifier #3 it was determined that the gear box was losing oil and showing more wear than expected. It has been taken out of service, (currently the plant is running on 3 clarifiers, rather than 4 and has been sent to ASL Roteq for repairs and should take approximately one month to get back in service.

Phasor is on site running cables at the Low Lift in order to allow the portable generator to be hooked up, should the need arise. This work should take approximately one month.

The Dissolved Air Flotation (DAF) pilot study has taken place over the last month. Associated Engineering (AE) is the project manager and the unit is supplied by Roberts Filter of out of the USA. During AE's testing of the water during pilot study things were Union Water Supply System Joint Board of Management Meeting Minutes May 31, 2017

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looking decent until Lake Erie produced a very high turbidity event. The DAF plant could not handle the high turbidity, which was not what was expected. The DAF system was providing worse clarification than currently in place. The Manager noted that this is why pilot testing takes place. However, the Manager was at a Conference when he ran into owners of the Robert's Filter and after a conversation it was determined that Robert's Filter staff would attend the UWSS site and attempt to make adjustments to the DAF unit. After the modifications were made, namely adding in approximately more nozzles (allowing for more bubbles). As the modified unit was running the OCWA staff created an artificial turbidity event to determine if the DAF could handle the higher turbidity. The DAF unit handled the event beautifully. The Manager is now awaiting the reports from AE and Robert's Filters. He feels that this was a successful pilot.

The Manager informs members of the board that the meter chamber, located in front of the new Learnington High School, is in the path of the drop off lane. Staff have been in conversation with engineers on site. It was determined that UWSS's own engineer would analyze the chamber to determine if it was capable of handling the loads that would be going over it. Stantec Consulting Ltd. attended the scene and has provided an analysis that deems the chamber unsuitable to carry any load. If the drop off lane is to remain as planned the chamber will have to be re-engineered. This information has been provided to the engineer at the new high school site. UWSS has not heard back as this point. The Board asks if there has been any damage sustained already by the heavy equipment. The Manager confirms that no damage has been sustained at this point.

The Manager reports to the board that on May 18<sup>th</sup> the 16 inch watermain suffered a break, when the contractor working for Gosfield North Communications struck our line. The Town of Kingsville staff took over the lead with OCWA staff on site to assist. A boil water advisory was issued for the area, which happened to be over the long weekend, until all samples came back clean. The Manager explains that fiber optic line was being installed when the contractor dug down too far striking our line. The locates were all in place prior to the contractor commencing work, however, other utility lines were also in the area and the contractor was told to move, which happened to be directly over the UWSS watermain. The Manager notes that the contractor involved is now disputing the costs. The UWSS Board will be informed on the status of this issue as more information is obtained.

The Manager informs members of an Adverse Water Quality Incident (AWQI) on May 24<sup>th</sup>. He notes that all samples at this point have come back clean, however, a sampling error occurred and this will cause UWSS/OCWA to take major non-compliance during the next inspection. OCWA staff is addressing the error with updated training for staff members.

Flowmetrix will be assisting with a flow study for Meters #4, #17 and #27, which are the Highbury Meters. The Manager reminds members that there is money in the budget for meter replacement if need be. It is felt that perhaps the meters currently in place are oversized for the job at hand.

OCWA engineering services has been retained regarding the Essex Water Tower rehabilitation project. The first on site meeting occurred on May 29<sup>th</sup>, with all relevant parties present. The Manager is hopeful that the tendering project and contractor selection should be completed by the end of July with work commencing in September. Page 4 of 30

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There will be testing to ensure that everything is place to handle Essex Water Tower being offline.

The Manager informs members of the Board that Associated Engineering (AE) has been retained to assist with the management of the SCADA upgrade project and he reminds members that this is a very large project with \$1.2 million in the budget for the upgraded system, which he expects to have completed in the Spring or Summer of 2018.

The MOECC updated the UWSS's Drinking Water Licence and the Drinking Water Works Permit by changing some language regarding disinfection procedures and notes that the changes should make things slightly easier to make changes for staff members. An example provided was in previous versions of the DWL and DWWP any pump that was in need of replacement had to be replaced with the exact pump, which is difficult to find sometimes when pumps are 30-50 years old. Now that is not the case as the pump can be replaced with one similar in nature.

The Manager notes that the flows are up slightly over last year and the previous 4 years average, however, it has been an unseasonably cool and wet May, however the flows still keep UWSS slightly over the budgeted numbers.

The Manager then puts numerous pictures on the overhead projector to demonstrate all of the above noted projects. He feels that the pictures provide more of the story and allow members of the Board to understand the scope of some of the items mentioned within the report. He shows pictures for the following:

- Filer Media Replacement
- DAF Pilot Study Unit
- High Lift Pump Replacement
- Watermain Break on County Road 29
- Water Chamber in Learnington in front of new high school
- Road 2 water chamber
- Surface Scatter Turbidity meter installation
- New Trailer Purchases as part of OCWA's budget

No. UW-30-17

Moved by: Councillor Jacobs

Seconded by: Larry Verbeke

That the report UW/15/17 dated May 26, 2017 re: Status Update of the UWSS Operations & Maintenance Activities and Capital Works to May 26, 2017.

Carried

Report UW/16/17 dated May 26, 2017 re: Payments from April 14 to May 26, 2017

No. UW-31-17

Moved by:

Mayor Santos

Union Water Supply System Joint Board of Management Meeting Minutes May 31, 2017

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Seconded by: Mayor Paterson

That report UW/16/17 dated May 26, 2017 re: Payments from April 14 to May 26, 2017 is received.

Carried

#### New Business:

The Manager informs members of the Board that an Automated Electronic Defibrillator (AED) has been installed on site at the Ruthven Water Treatment Plant and staff have been trained. He feels that this is a great addition to ensuring safety of staff members or members of the public.

He then informs members of the Board that he has been working in conjunction with staff attorney Ms. Debbie Rollier as well as attorney William Willis regarding the potential restricting of the UWSS into a corporation. He is also looking into the business side of the issue and partnering with Price Waterhouse Cooper (PwC). He indicates that a cost estimate should be ready in the next several weeks. Members ask the Manager if his schedule of next Spring or Summer might be too aggressive. He notes that PwC and the attorneys do not feel that way and this timeframe is prior to the next election cycle.

#### Adjournment

No. UW-31-16

Moved by: Councillor Patterson

Seconded by: Councillor Hammond

That the meeting adjourn at 9:47 am

Carried

**Date of Next Meeting**: June 21, 2017 at 9:00 am in the Kingsville Community Room, Kingsville Arena

/kmj

		UW/17/17
То:	Chair and Members of the Union Water Supply System Joint Board of Management	
From:	Rodney Bouchard, Union Water Manager	
Date:	June 16, 2017	UNION WATER SUPPLY SYSTEM
Re:	Status Update of UWSS Operations & Maintenance A Works to June 16, 2017	ctivities and Capital

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#### Aim:

To inform the UWSS Board about operational and maintenance activities and capital works projects for the Union Water Supply System since the last Board meeting on.

#### **Discussion:**

The UWSS General Manager conducts regular meeting with OCWA Operations staff in regards to on-going operations and maintenance programs for the UWSS facilities. The following provides an update on UWSS operations, regular maintenance and major maintenance and Capital Works at UWSS facilities:

- The new Municipal Drinking Water License (MDWL) #041-101, Issue No. 5 and Drinking Water Works Permit (DWWP) #041-201, Issue No. 4 for the Union Area Water Supply System have been received from the Ministry of Environment and Climate Change (MOECC). Both documents are dated June 9<sup>th</sup>, 2017. As such UWSS and its accredited operator, OCWA both have to comply with any new conditions in the MDWL or DWWP by December 9<sup>th</sup>, 2017. New conditions and/or requirements include the new Disinfection Procedure that is being implemented province wide; revisions to plant drawings; and implementation of dechlorination of process water being returned to the environment. Compliance with these new conditions are currently underway.
- 2. The new High Lift pump #4 that was installed in May 2017 has been commissioned and is now operational.
- 3. Clarifier #3 mixer gear box is currently being rehabilitated by ASL Roteq and is expected to be received and installed by the end of June 2017. As such, Clarifier #3 is not in operation at this time.
- 4. Associated Engineering (AE) is currently completing additional, post-DAF pilot study testing on UWSS raw water to ascertain the efficacy of using C02 (Carbon Dioxide) gas to lower pH in raw water for improvement in coagulation and clarification. Preliminary results indicate that CO2 effectively lowers the pH of the raw water to a level that significantly improves the efficiency of the DelPAC

## Re: Status Update of UWSS Operations & Maintenance Activities and Capital Works to June 16, 2017

coagulant currently used at the Ruthven Treatment Plant. A report will be prepared once testing is completed.

- 5. On June 7<sup>th</sup>, 2017 UWSS was informed by Glos Associates, Inc, the architect for the new Learnington District Secondary School (LDSS) that they intend to reinforce UWSS Valve Chamber #117 on Oak Street so that the proposed Oak street drop off lane for the LDSS can extend over the chamber. Glos has provided preliminary drawings for the proposed reinforced structure. UWSS will work with its retained engineer, Stantec, to ensure that the proposed design for reinforcement of the chamber would meet the necessary specifications and load requirements.
- 6. On June 6<sup>th</sup> at approximately 2am OCWA operations/distribution staff at UWSS was informed of a watermain break on the 12-inch watermain located along Seacliff drive just west of Albuna Road. Town of Kingsville water department staff and OCWA distribution staff responded to the watermain break. Repairs were undertaken immediately after the watermain was isolated and the area around the watermain was dewatered. Positive pressure was maintained during the repair; thus a boil water advisory was not required. Seacliff Drive was closed for almost 2 days while restoration of the road was completed.

The UWSS General Manager was informed by Town of Kingsville staff that the watermain break had resulted in damage to some adjacent properties and homes including basement flooding, landscaping damages, etc. One property owner issued a claim of damage, through their attorney, as a result of the watermain break. UWSS has referred this claim and will refer any forthcoming claims to its insurance provider. UWSS General Manager will keep the Board informed on this issue.

- 7. Flowmetrix Technical Services Inc. (Flowmetrix) is scheduled to conduct flow testing on meter #4 on June 19, 2017 to determine the correct size for the new meter. Meter #4 is the main meter that records water demand for Highbury Canco.
- 8. As part of the Essex Water Tower recoating project, OCWA Engineering Services (OCWA ES) retained PW Makar to conduct paint adhesion testing on the Essex Water Tower. The testing was completed on May 29, 2017. The adhesion testing was completed to evaluate existing paint coating thickness and its current adhesion condition to ascertain whether it would be best to overcoat the existing coating or completely remove the existing coating and then recoat.

PW Makar's report indicates that thickness of the existing paint coating is very thick on some areas of the tower. OCWA ES' project engineer's review of the results conclude that the paint thickness on some parts of the tower is too thick

for recoating, since a new layer of paint may result in high sheer stress and premature failure of the exterior coating. As such, the OCWA ES project engineer recommends complete removal of the existing coating. This would require full encapsulation of the tower and thus may increase cost above the existing approved budget of \$850,000, which was based on partial removal of coating. The UWSS General Manager will report back to the UWSS Board in regards to project budget upon completion of tendering process and bid opening in mid July 2017.

9. The UWSS website has been revised and refreshed. The website can be reviewed at <u>www.unionwater.ca</u>

Comparative Flows for 2013 through 2017 in Millions of Imperial Gallons (for the period 1 January to June 15, 2017)

	2013	2014	2015	2016	2017
Flow to Date (MG)	1316.14	1404.36	1325.27	1364.69	1386.51
Max Day (MGD)	14.01	13.65	12.75	15.57	16.17
Min Day (MGD)	4.65	4.19	3.79	4.29	4.56
Average Day (MGD)	7.93	8.46	7.98	8.17	8.35
No of Days	166	166	166	167	166

Flows to date are up 21.82 MIG or 1.60% from last year. The 2017 flows to date are up 2.51% over the previous 4 year average.

#### **Recommendation:**

That this report be received by the UWSS Board for information purposes.

Respectfully submitted,

KR.to

Rodney Bouchard, Manager Union Water Supply System Joint Board of Management

rb/kmj

Re:

Filename: t:\union wtr\reports to board\2017\uw17-17 operations report for june 2017.docx

#### UW/18/17

#### Report

То:	Chair and Members of the Union Water Supply System Joint Board of Management
From:	Rodney Bouchard, Union Water Manager
Date:	June 14, 2017
Re:	UWSS Combined Heat and Power (CHP) Cogeneration Plant Detailed Engineering Study Update

#### For Information:

This report is to inform the UWSS Board of the approval of grant funding for undertaking the UWSS Combined Heating and Power (CHP) cogeneration Detailed Engineering Study.

#### Background:

At the November 18, 2015 UWSS Board meeting, the UWSS General Manager presented a report to the UWSS Board (UWSS Report No. <u>UW34-15 UWSS</u> <u>Cogeneration Detailed Engineering Study Update</u>). This report detailed an opportunity for UWSS to obtain \$40,100 in grant funding from the Ontario Power Authority's *SaveOnEnergy* program for undertaking a feasibility study for a natural gas based combined heat and power (CHP) cogeneration plant at the UWSS Treatment Plant facility. A copy of Report UW35-15 is attached to this report.

Based on the recommendations in UWSS Report UW35-15, the UWSS Board authorized the UWSS General Manager to engage FVB Energy L.P., an independent energy consulting firm with offices in Vaughan, ON, to undertake a CHP Detailed Engineering Study (DES) for UWSS' Ruthven Treatment Plant location based on a successful grant application to the OPA.

As of December 2016, the application had yet to be approved and it was rumored that OPA was not going to approve any applications for DES grant funding or many other initiatives.

#### Discussion:

The UWSS General Manager was contact by FVB Energy on January 19, 2017. The FVB Energy representative indicated that the Independent Electricity System Operator (IESO) was taking over the *SaveOnEnergy* program from OPA and that a new grant funding application for the DES could be sent to the IESO. In consultation with FVB Energy and Hydro One representatives, Hydro One, as the Local Distribution Company (LDC) for the UWSS Treatment Plant property, indicated that they were in support of the UWSS CHP project and would resubmit the application to IESO. The application was submitted by Hydro One on February 16, 2017.

On June 5<sup>th</sup>, 2015, the UWSS General Manager participated in a teleconference call with representatives from Hydro One and FVB Energy. The Hydro One representative reported that the UWSS DES application had been approved with grant funding in the amount of \$40,100. The Detailed Engineering Study Funding Contract between UWSS and Hydro One under the IESO Process and System Upgrades Program was signed on June 9<sup>th</sup>, 2017.

FVB Energy has initiated the DES for the UWSS Treatment plant property. It is anticipated that a draft report will be completed by the end of July 2017 for submittal to Hydro One who in turn will submit the draft report to IESO for technical review. The draft DES report will evaluate the viability of the installation of a natural gas sourced CHP cogeneration plant at the UWSS Treatment Plant facility in regards to constructability and reductions in energy expenditures to justify project costs.

DES grant funding will be provided as a reimbursement to UWSS. As such, UWSS will be responsible for payment of invoices by FVB Energy for the DES and will then be subsequently reimbursed. Hydro One will provide 50% of the grant funding within 60 days of approval of draft DES report by IESO technical reviewer. The final report for the DES must be submitted within 60 day of approval of Draft DES report. Remaining grant funds will be disbursed within 60 days of approval of Final DES Report.

#### **Financial Impact:**

DES grant funding will be provided as a reimbursement to UWSS. As such, UWSS will be responsible for payment of invoices by FVB Energy for the DES and will then be subsequently reimbursed. Hydro One will provide 50% of the grant funding within 60 days of approval of draft DES report by IESO technical reviewer. The final report for the DES must be submitted within 60 day of approval of Draft DES report. Remaining grant funds will be disbursed within 60 days of approval of Final DES Report.

#### **Closing Comments:**

This information contained in this report is being provided to the UWSS Board for information purposes.

Respectfully submitted,

KR.th

Rodney Bouchard, Manager Union Water Supply System Joint Board of Management rb/kmj

Attachments. Filename:

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UW/34/15

#### Report

To: Chair and Members of the Union Water Supply System Joint Board of Management



From: Rodney Bouchard, Union Water Manager

Date: November 13, 2015

Re: UWSS Cogeneration Detailed Engineering Study Update

#### Recommendation:

That the Union Water Supply Joint Board of Management (UWSS Board) receives this report for information;

And further, that the Board authorizes the UWSS General Manager to undertake the CHP DES based on a successful SaveOnEnergy grant funding application;

And further, that UWSS staff report back to the Board on the progress and results of this application for grant funding.

#### Background:

At the February 19, 2014 UWSS Board meeting, the UWSS General Manager presented a report to the UWSS Board (UWSS Report No. <u>UW11-14 Grant Funding to Undertake a Co-Generation Feasibility Study</u>) that detailed an opportunity for UWSS to obtain up to \$50,000 in Grant Funding under the *SaveONenergy* for undertaking of a feasibility study for electrical power co-generation at the UWSS Treatment Plant facility. A copy of Report UW11-14 is attached to this report.

Based on the recommendations in UWSS Report UW11-14, the UWSS Board authorized the UWSS General Manager to work with ECNG Energy L.P. (ECNG), an independent energy consulting firm based in Burlington, ON, to submit an application to Ontario Power Generation (OPA) for grant funding to undertake a Cogeneration Detailed Engineering Study (DES). This application was submitted to OPA in February 2014. As of September 2015, the UWSS had not received approval of OPA Grant Funding for the Cogeneration DES.

In late October 2015, the UWSS General Manager was approached by a representative of FVB Energy Inc. in regards to the original application submitted by UWSS for OPA Cogeneration DES grant funding. FVB Energy Inc. is an international energy and district heating consulting firm that began operation in Canada in 1992.

The FVB Energy representative indicated that FVB Energy had a great track record with OPA funded energy related projects and that FVB would be willing to work with UWSS in re-submitting a new application to OPA for SaveONEnergy Grant funding to undertake a cogeneration DES.

#### **Discussion:**

The UWSS General Manager met with the representative from FVB Energy on October 16, 2015. The FVB Energy representative provided an overview of FVB Energy and types of projects that they work with in Ontario. The FVB Energy representative indicated that based on the annual electrical energy consumption of approximately 5,000 megawatt hours per year (MWh/year) for the UWSS Treatment Plant Facility alone, UWSS is a great candidate for a natural gas fed Combined Heat and Power (CHP) cogeneration facility and that he was confident that the OPA would approve the new grant funding application for a cogeneration DES.

On October 23<sup>rd</sup>, 2015, FVB Energy submitted a proposal to the UWSS General Manager to undertake a Detailed Engineering Study for a Combined Heat and Power Cogeneration Facility at the UWSS Treatment Plant facility. The FVB Energy proposal was in the amount of \$40,100. The FVB Energy proposal was based on submitting an application to OPA for SaveOnEnergy Grant funding and that the UWSS was under no obligation to undertake the study if OPA did not approve the grant funding application. A grant funding application for the UWSS CHP DES was submitted to OPA on November 2, 2015.

Based on preliminary information by FVB Energy for the CHP DES grant funding application, the UWSS could potentially reduce up to 25% of its annual energy costs with the installation of a CHP cogeneration plant at the UWSS Treatment Plant.

On November 3<sup>rd</sup>, 2015, the UWSS General Manager was contacted by a representative of Union Gas in regards to the UWSS CHP DES grant funding application. The Union Gas representative indicated that he wanted to meet to discuss the CHP DES, and other SaveOnEnergy opportunities that could benefit UWSS.

The Union Gas representative met with the UWSS General Manager at the UWSS treatment plant offices on November 10, 2015. During this meeting, the Union Gas representative indicated that Hydro One, as the local electrical distribution company (LDC) for UWSS, was in support of the UWSS CHP DES and would complete the grant funding agreement under the OPA SaveOnEnergy program.

The Union Gas representative then further explained that, based on a successful DES, the OPA SaveOnEnergy program would provide up to 40% of the funding needed to implement the installation of a CHP cogeneration facility at the UWSS Treatment facility.

#### Financial Impact:

Based on information provided by Union Gas and FVB Energy representatives, the grant funding agreement for the UWSS CHP DES would likely require a 25% commitment from the UWSS to complete the DES. Thus, based on FVB Energy's proposal of \$40,100, the UWSS commitment to undertake this study could be up to \$10,000. The Union Gas representative then indicated that the UWSS \$10,000 commitment would be reimbursed under the following scenarios:

- That the DES concluded that a CHP cogeneration plant would not be feasible for UWSS treatment facility; or
- That the DES concluded that a CHP cogeneration plant <u>would be</u> feasible for the UWSS treatment plant and that the UWSS committed to installation of a CHP cogeneration plant.

If the DES concludes that a CHP cogeneration plant is feasible for the UWSS Treatment facility and UWSS does not move forward with installation of a CHP, then the UWSS would not be reimbursed its \$10,000 commitment to the DES.

#### **Closing Comments:**

Based on the information provided in this report, the UWSS General Manager recommends that the UWSS Board endorses the undertaking of the CHP DES if the CHP DES grant funding application is approved.

Respectfully submitted,

KR.K.

Rodney Bouchard, Manager Union Water Supply System Joint Board of Management rb/kmj

Attachments. Filename:

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UW/19/17

### Report

To: Chair and Members of the Union Water Supply System Joint Board of Management



From: Rodney Bouchard, Union Water Manager

Date: June 15, 2017

Re: Proposed Financial Analysis and Development of a Business Case for Restructuring UWSS into a Municipal Service Corporation

#### **Recommendation:**

That the UWSS Board approves a budget of \$150,000 to be funded from UWSS Reserves to complete a financial analysis and development of a Business Case for the restructuring of Union Water Supply System (UWSS) and associated assets into a Municipal Services Corporation under Section 203 and Ontario Regulation 599/06 of the Municipal Act 2001; and

That the UWSS Board authorizes the UWSS General Manager to retain PwC Canada (Price Waterhouse Coopers) to complete the Financial Analysis and development of the Business Case for UWSS Restructuring into Municipal Service Corporation; and Further;

That the UWSS Board directs the UWSS General Manager to consult with the Municipality of Learnington, Town of Kingsville, Town of Essex and Town of Lakeshore, as owners in common of the Union Water Supply System, to seek and secure their support as part of the financial analysis and development of a Business Case for UWSS Restructuring into a Municipal Service Corporation.

#### Background:

In the Fall of 2014, The UWSS retained a legal team undertake a legal review of the existing structure of the UWSS in regards to governance and possible restructuring. The legal team included Deborah Rollier of Ricci, Enns, Rollier & Setterington LLP (UWSS Board Solicitor), Mr. William Willis of McTague Law Firm LLP of Windsor, Ontario and Mr. Andrew Roman of Roman Law Corp of Toronto, Ontario.

The legal team prepared a preliminary report that provided a legal review of the existing UWSS Governance Structure. The final legal review report was provided to UWSS in May 2015. This report included legal opinion and recommendation for improvements to the UWSS organizational structure in regards to its existing governance, legal identity and status, liability protection, and capacity for self financing, issuance of debt, etc. The main recommendation of the report proposed the restructuring of UWSS into a Municipal Services Corporation under Section 203 and Ontario Regulation 599/06 of the Municipal Act 2001.

A Special Meeting of the UWSS Board was held on May 7, 2015 to review the legal team's preliminary report on UWSS Restructuring. The Chief Administrative Officers (CAOs) and/or senior municipal water department staff from the municipalities of Learnington, Kingsville, Essex and Lakeshore were also present at this meeting. The preliminary report on UWSS Restructuring was presented for information and discussion purposes.

At the UWSS Board meeting of May 20, 2015, the UWSS General Manager presented report *UW19-15 UWSS Restructuring* to the UWSS Board that summarized the UWSS legal review report prepared by the legal team and summarized the information provided during legal team's presentation at the Special Meeting of the UWSS Board on May 7, 2015. Report UW-19-15 provided the following recommendation, which was subsequently endorsed by the Board:

• That the UWSS Board investigates the necessary process to re-structure the Union Water Supply System (UWSS) and associated assets into a Municipal Services Corporation under Section 203 and Ontario Regulation 599/06 of the Municipal Act 2001;

A copy of report UW19-15 is attached to this report.

#### Discussion:

Since the May 20, 2015 UWSS Board meeting, the UWSS General Manager has been reviewing other municipally owned corporate entities throughout Ontario, Canada and United States that provide municipal drinking water and wastewater services. This task was undertaken to get a better understanding of governance, structure, and operations of these corporate water and wastewater utilities and how they compare to the proposed UWSS Municipal Services Corporation water utility structure.

In October 2016, The UWSS General Manager corresponded with the UWSS Board solicitor, Mrs. Rollier, in regards to moving to the next step of the evaluation for UWSS restructuring. It was discussed that a review of next steps would be initiated in early 2017. In February 2017, The UWSS General Manager consulted with Mrs. Rollier and Mr. William Willis (now with Willis Business Law) in regards to the next steps for possible restructuring of UWSS. It was agreed that a draft Business Case would be needed to move the possible re-structuring process along and that a financial analysis would be

# Page 18 of 30 June 15, 2017 - UW/19/17 3 Re: Proposed Financial Analysis and Development of a Business Case for Restructuring UWSS into a Municipal Service Corporation

required for the draft Business Case. Mr. William Willis indicated that he would take the initiative on identifying a corporate financial/business/accounting firm that could provide the required services.

On April 21<sup>st</sup>, 2017 a meeting was held at the UWSS Ruthven Treatment Plant with the UWSS General Manager, Mrs. Deborah Rollier and Mr. William Willis. The purpose of the meeting was to discuss the proposed draft Business Case and Financial Analysis. During the meeting, Mr. Willis identified that PwC (Price Waterhouse Coopers) Canada would be a good candidate firm to complete the financial analysis for development of the draft Business Case. It was agreed that UWSS General Manager would provide UWSS financial information to Willis Business Law who would in turn provide the information to PwC for review of UWSS financial standing, future proposed capital works requirements, operational budgeting requirements, etc.

A meeting was held on May 30<sup>th</sup>, 2017 at the PwC Windsor office to discuss the requirements of the financial analysis for the draft Business Case for restructuring into a Municipal Services Corporation. Subsequent to this meeting, PwC prepared proposal and fee estimate to complete the financial analysis and draft financial Business Case document. PwC's proposed Scope of Services include the following:

- **Document review** of information already provided by UWSS, and information arising from information requests to be agreed upon with UWSS as required;
- Structured consultations:
  - Working sessions with staff at each of the owner municipalities; participants in the working sessions would include Chief Administrative Officers; Chief Financial Officers/Chief Financial Directors; Directors of Municipal Services; and Managers of Environmental Services;
  - Four separate meetings with representatives from the following: (i) the Town of Learnington (Chair of the Board); (ii) the Town of Kingsville (Vice Chair); (iii) the Town of Essex; and (iv) the Town of Lakeshore.
  - o Consultations with UWSS General Manager as required; and
  - Other consultations as indicated by the course of the analysis as agreed with UWSS. These would include but would not be limited to the following entities (if necessary): the Ontario Clean Water Agency and provincial entities such as the Ministry of Environment and Climate Change and the Ministry of Housing and Municipal Affairs.

#### June 15, 2017 - UW/19/17 4 Re: Proposed Financial Analysis and Development of a Business Case for Restructuring UWSS into a Municipal Service Corporation

- Accounting analysis, with a focus on the conditions under which UWSS-related debt would avoid attribution to the owner municipalities;
- Credit-worthiness analysis, to identify the opportunities and limitations related to UWSS borrowing on its own account without recourse to owner municipalities. Examples would include appropriate debt service coverage metrics, and available debt instruments and their potential terms and conditions. In this phase, before publication of the Business Case, we would not undertake external consultation in the financial markets; this would be recommended for the decision and implementation phase;
- **Financial modelling,** integrating all financial and related information to produce a forward view of UWSS finances under various structural scenarios;
- A cost-sharing assessment, to explore potential alternatives to UWSS's current rate structure.
- Business Case drafting, summarizing the analyses described above and working to a preferred alternative supported by evidence. Preparation of draft and final Business Case reports; and
- Business Case communication, assisting UWSS in communicating and socializing the Business Case with audiences as determined by UWSS. This would include at least one presentation at a UWSS Board meeting and attendance/delegation at one Council meeting for each owner municipality.

PwC's work would not specifically address "source to tap" options but would contemplate it should this route be considered by UWSS and owner municipalities in the future.

Assuming that PwC's work would be initiated by the end of June 2017, the following schedule of deliverables is being proposed:

- Initial consultations to be completed by mid-August, 2017;
- Accounting analysis and report on consultations by mid-September 2017;
- First draft of Business Case by end of Mid-October 2017;
- Consultation and presentation to stakeholders (e.g. UWSS Board, owner municipalities) through December 2017.

Based on the proposed schedule, it is anticipated that implementation of the restructuring Business Case, if agreed upon by UWSS Board and owner municipalities, could be initiated in early 2018.

#### Financial Impact:

The UWSS General Manager is proposing a budget of \$150,000 to undertake the financial analysis and development of a Business Case for proposed restructuring of UWSS into a Municipal Service Corporation. PwC's fee estimate for their proposed services is \$105,000. The remaining budget would be available for legal fees, estimated at \$25,000 and for contingency/ incidentals.

The proposed budget of \$150,000 would be funded from the UWSS Reserves. Sufficient funds are available in the UWSS Reserves to support this budget.

#### **Concluding Remarks:**

The legal review presented in the UWSS Restructuring report presented at the Special Meeting of the UWSS Board on May 7, 2015 and summarized in UWSS report *UW19-15 Restructuring* (attached) provides compelling reasons to justify a proposed restructuring into a Municipal Services Corporation. The purpose of the proposed financial analysis and development of the Business Case is to achieve the following:

- 1. Identify clear financial reasons to support the restructuring;
- 2. identify how such a restructuring could be undertaken from a financial standpoint;
- 3. outline the steps to complete the restructuring in such a manner that would not pose an undue financial burden on UWSS and owner municipalities;

It's the UWSS General Manager's belief that the re-structuring of the UWSS into a Municipal Services Corporation would result in considerable benefit to the UWSS and to its owner municipalities. The result would be a corporate water utility that is able to self-finance and incur debt; can obtain senior government grants for water related works; provides increased liability protection to municipalities, Board members, and UWSS staff; Thus creating a water utility that is resilient and sustainable. The completion of the financial analysis and development of a restructuring Business Case would put UWSS in a position to implement such a restructuring.

Respectfully submitted,

KR.K

Rodney Bouchard, General Manager Union Water Supply System Joint Board of Management rb/kmj

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UW/19/15

TO: CHAIR AND MEMBERS OF THE UNION WATER SUPPLY SYSTEM JOINT BOARD OF MANAGEMENT

FROM: RODNEY BOUCHARD, UNION WATER MANAGER

DATE: MAY 15, 2015

RE: UWSS RESTRUCTURING

#### **RECOMMENDATION:**

That the UWSS Board endorses the undertaking of the necessary process to restructure the Union Water Supply System (UWSS) and associated assets into a Municipal Services Corporation under Section 203 and Ontario Regulation 599/06 of the Municipal Act 2001; and

That the UWSS Board directs the UWSS General Manager to correspond with the Municipality of Learnington, Town of Kingsville, Town of Essex and Town of Lakeshore, as owners in common of the Union Water Supply System, the seek and secure their support in re-structuring the UWSS into a Municipal Services Corporation.

#### **BACKGROUND:**

In 2012 the UWSS initiated a review of the Governance and Organizational Structure of the Union Water Supply System. The UWSS retained its solicitor Deborah Rollier of Ricci, Enns, Rollier & Setterington LLP of Learnington, Ontario to undertake a legal review of the existing governance structure of the UWSS. The legal review team was expanded to include Mr. William Willis of McTague Law Firm LLP of Windsor, Ontario and Mr. Andrew Roman of Roman Law Corp of Toronto, Ontario.

The UWSS Restructuring Review legal team (legal team) prepared a preliminary report that provides a legal review of the existing UWSS Governance Structure. The final version of the preliminary report was provided to the UWSS Manager at the beginning of May 2015. This report provides legal opinion and recommendation for improvements to the UWSS organizational structure in regards to its existing governance, legal identity and status, liability protection, and capacity for self financing, issuance of debt, etc. The main recommendation of the report proposes the restructuring of UWSS into a Municipal Services Corporation under Section 203 and Ontario Regulation 599/06 of the Municipal Act 2001.

At the Special Meeting of the UWSS Board of May 7<sup>th</sup>, 2015, the UWSS Restructuring Legal Review Team (Legal team) presented its preliminary report on UWSS Restructuring to the UWSS Board.



#### DISCUSSION:

A Special Meeting of the UWSS Board was held on May 7, 2015 to review the legal team's preliminary report on UWSS Restructuring. The Chief Administrative Officers (CAOs) and/or senior municipal water department staff from the municipalities of Leamington, Kingsville, Essex and Lakeshore were also present at this meeting. The preliminary report on UWSS Restructuring was presented for information and discussion purposes.

The legal team's preliminary report identified the following issues/concerns with the current UWSS structure:

- UWSS is an unincorporated collection of commonly owned assets. The Municipalities own UWSS as "Tenants in Common";
- Each Municipality's ownership interest is proportionate to its water consumption. Ownership interest is updated every 4 years. Thus a municipality can gain ownership share of UWSS simply by "consuming" more water; no additional investment in UWSS is needed;
- Neither UWSS nor the Board is a legal entity;
- Since UWSS is not a legal entity separate from its owners, liability falls to the Municipalities and Board members <u>as individuals</u>;
- Operations of UWSS are contracted to OCWA. OCWA's services do not cover the Municipalities' individual systems. Thus, the individual Municipalities are not protected by OCWA's assumption of liability under the Safe Drinking Water Act, 2002;
- The lack of legal status prevents the UWSS from assuming debt and thus the ability to self finance. Financing must be obtained through the municipalities;
- Projects necessary for the common system need approval by all municipalities. Financing for such projects also subject to approval by municipalities. This can create a burden for municipalities in regards to "who owns what".

The main recommendation from the legal team's report was the restructuring of the UWSS from a Joint Board of Management to a Joint Municipal Services Corporation (MSC) as allowed under Section 203 and O.Reg. 599/06 of the Municipal Act, 2001. The legal team's legal review of enabling legislation and regulations that govern the UWSS (i.e. Transfer Order, Municipal Act, Safe Drinking Water Act, etc) allow the restructuring of the UWSS Joint Board of Management into an MSC. The restructuring to an MSC would result in the following:

- The creation of a corporation (e.g. UWSS, Inc.) wholly owned by the Municipalities as shareholders;
- A municipal corporation governed by a Unanimous Shareholders' Agreement
- Municipalities, as shareholders, retain ultimate control, but will have more freedom to define their relationship with the MSC;

- A board of directors, with a fiduciary duty to UWSS Inc., would replace the Board. The Municipalities would determine the composition of the board of directors
- As a legal person, UWSS Inc. would have ability to assume debt, sue and be sued;
- All assets would be owned and managed by the MSC. As such, this would address the issue of "who owns what".
- Provide for increased liability protection to municipalities, directors and corporate officers since the shareholder and management of a corporation are separate legal entities from the corporation itself.

A copy of a preliminary checklist for restructuring UWSS into an MSC, as modified from the legal team's preliminary report is attached to this report as Appendix "A". This provides a comprehensive but not fully inclusive list of steps that would need to be undertaken to restructure the UWSS into an MSC.

A copy of the Proposed Corporate Structure for the UWSS MSC, as modified from the legal team's preliminary report is attached as Appendix "B" to this report. This proposed corporate structure provides details on how the UWSS could be restructured into an MSC.

#### CONCLUSION

Based on the legal team's recommendations as provided in their preliminary report for UWSS Restructuring, it is the UWSS Manager's opinion that the re-structuring of the UWSS into a Municipal Services Corporation would provide substantial benefit to the UWSS and to its owner municipalities. The ability to self finance and incur debt, combined with the increased liability protection to municipalities, board members, and UWSS staff that would result from incorporation into an MSC would result in an entity that would be robust and financially secure. This is increasingly important in an industry that is increasingly more regulated and financially burdened such as the drinking water industry. The incorporation into an MSC would also assist in resolving a long standing issue associated with UWSS; the common assets issue of "who owns what".

It is noted that the restructuring of the UWSS into an MSC will not be a quick and easy task. Although the UWSS Board has the authority to decide on whether to re-structure UWSS, (requires approval from <sup>3</sup>/<sub>4</sub> of the UWSS Board members), it is the UWSS Manager's opinion that this undertaking should be conducted with the full cooperation and support of the municipalities of Learnington, Kingsville, Essex and Lakeshore. The collaboration between UWSS and the four municipalities will be needed to ensure that the restructuring process is done smoothly and in the best interests of all involved.

The UWSS Manager and legal team would be available to present the results of the preliminary UWSS restructuring report to the Councils of the partner municipalities in order to support the proposed recommendation for restructuring into a Joint Municipal Services Corporation.

Respectfully submitted,

KR.th

Rodney Bouchard, General Manager Union Water Supply System Joint Board of Management rb/kmj Filename: t:\union wtr\reports to board\2015\uw19-15 uwss restructuring.docx To: Chair and Members of the Union Water Supply System Joint Board of Management
From: Rodney Bouchard, Union Water Manager
Date: June 16, 2017
Re: Payments for the UWSS from May 19 to June 16, 2017

#### Aim:

To provide the Board with a copy of payments made by the Union Water Supply System from May 19 to June 16, 2017.

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#### **Recommendation:**

For information purposes.

Respectfully submitted,

KR.A

Rodney Bouchard, Manager Union Water Supply System Joint Board of Management rb/kmj

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