

ENWIN UTILITIES LTD.

**BOARD OF DIRECTORS MEETING
PUBLIC MEETING MINUTES**

WEDNESDAY, SEPTEMBER 24, 2025

A public meeting of the ENWIN Utilities Ltd. Board of Directors was held on Wednesday, September 24, 2025 at 4545 Rhodes Drive, Windsor, Ontario and via Zoom Conference call.

ATTENDANCE:

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

Management: President & CEO G. Rossi; Chief Business Development Officer Kris Taylor; Chief Operating Officer- Water R. Spagnuolo; Chief Operating Officer - Hydro J. Brown; Chief Financial Officer M. Carlini; Chief Risk Officer P. Gleason; Chief People Officer M. Bonnici; Director Customer Care January LaPlante-Lane; Director Hydro Distribution P. Jurgeneit; Director of Finance G. Boose; Director Service Operations P. Silli; Director People Safety and Culture R. Kemsley; Director of Procurement and Supply Chain R. McIntyre; Director of Regulatory Affairs J. Charles; Director Engineering (Water) C. Manzon; Director of Information Technology M. Vinhaes; Manager Risk & Governance A. Pelaccia; Risk & Governance Coordinator C. Ficociello.

Guests: Lorie Gregg, City of Windsor

Regrets: None.

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

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

No conflicts of interest were declared.

CONSENT AGENDA

Moved and seconded

That the following Consent Agenda items be approved as recommended:

3.1 EWU Board Meeting Minutes for June 18, 2025

-CARRIED

COMMUNIATION AGENDA

The Chair of the Audit & Finance Committee provided an overview of all items discussed at the meeting.

The President and CEO reviewed item 5.1.1, President and CEO Strategic and Operational Report. He highlighted new correspondence requested by the Minister of Energy and Mines related to procurement practices for LDCs in Ontario and the restriction of use for suppliers located in the USA. They requested information regarding how restrictions on the procurement of American goods would impact operations. Ninety-five percent (95%) of all supplies used at ENWIN are Canadian sourced.

A Board Member asked if this request from the Minister is related to passing of any legislation or regulation for LDCs to comply. Management confirmed that legislation has been passed for the public sector but LDCs, as private corporations, are not subject to it yet. It is expected that this information request is testing feasibility if this legislation is passed for LDCs to actively limit supplies by country of origin.

A Board Member asked how close ENWIN is to an all-Canadian vehicle fleet. The Director of Procurement and Supply Chain indicated that ENWIN has developed a strong relationship with a Canadian vendor for fleet vehicles and ensures a regimented replacement schedule is followed. The process ensures lead time is considered, and ordering a vehicle is currently trending ahead of schedule to ensure vehicles are received when a replacement is required.

The Chief Risk Officer indicated that there are no anticipated impacts to the AMI project for procurement. This RFP has taken tariffs into consideration when establishing the RFP so the source of supplies was included. ENWIN remains well-positioned for this project and does not anticipate impacts of any pending legislation on this project.

The Board thanked Management for their due diligence supporting Canadian vendors and suppliers.

The Chief Risk Officer reviewed item 5.1.2, ENWIN Group Financial and Corporate Compliance for Quarter Ending Q2, 2025. He informed the Board that one indicator had been missed related to timing. This is expected to be completed within the following quarter. Because it is an internal process deadline that was missed, there are no public impacts.

Moved and seconded

THAT the following Communication Agenda items BE RECEIVED as recommended:

- 4.1.1 Public report of the Chair of the Audit & Finance Committee (Verbal report)
- 4.2.1 Ontario Electrical Distribution Regulation 22/04 – 2024 External Audit
- 4.2.2 Q2 2025 Contract Awards
- 4.2.3 WUC Q2 2025 Financial Review
- 5.1.1 President and CEO: Strategic and Operational Report
- 5.1.2 ENWIN Group Financial and Corporate Compliance for Quarter Ending Q2, 2025
- 5.1.3 Regulatory Affairs Update – Hydro
- 5.1.4 2024-2028 Strategic Plan Progress

-CARRIED

ENWIN EXECUTIVE REPORTS

4.3.1 WCU CAPITAL AND DEBT STRUCTURE

Moved and seconded

THAT the WCU Capital and Debt Structure report BE RECEIVED AND APPROVED.

-CARRIED

4.3.2 EWU Q2 2025 FINANCIAL REVIEW

Moved and seconded

THAT the EWU Q2 2025 Financial Review report BE RECEIVED AND APPROVED.

-CARRIED

4.3.3 EWU 2026 OPERATING AND CAPITAL BUDGETS

The Chief Financial Officer provided a presentation to the Board. He discussed operating expenses and trends as ENWIN approaches the next cost of service process, and the importance of controlled projections.

Moved and seconded

THAT the EWU 2026 Operating and Capital Budgets report BE RECEIVED, as recommended by the EWU Audit & Finance Committee;

AND THAT the EWU 2026 Operating and Capital Budgets BE APPROVED, as recommended by the EWU Audit & Finance Committee;

AND THAT the ENWIN Utilities Ltd. annual board of director remuneration BE APPROVED to increase by 3% from \$12,402 to \$12,774 for the board members and from \$15,503 to \$15,968 for the chair of the board of directors, subject to submission to and alternative comment by Windsor Canada Utilities Ltd.;

AND THAT four quarterly dividends of \$1,000,000 each, be declared and paid to Windsor Canada Utilities Ltd. for 2026, effective March 16, 2026, June 15, 2026, September 15, 2026, and December 15, 2026, as recommended by the EWU Audit & Finance Committee.

-CARRIED

IN CAMERA SESSION

Moved and seconded
That the Board move to an In Camera session.

-CARRIED

The In Camera session commenced at 9:24 a.m.

The In Camera session concluded at 9:55 a.m.

RESUME PUBLIC MEETING SESSION

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

-CARRIED

OTHER BUSINESS

None noted.

TERMINATION

Moved and seconded
That the meeting be terminated.

-CARRIED

The meeting terminated at 9:56 a.m.

Recording Secretary

Board Chair

Encl: Appendix A: EWU 2026 Operating and Capital Budgets - Presentation