

## **AGENDA**

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**REGULAR MEETING OF COUNCIL OF THE TOWN OF TOFIELD** to be held Monday, March 11, 2024, 5:00 p.m., Town of Tofield Administration Building, Council Chambers

**1. Present**

**2. Call to Order**

“As we gather here today, we acknowledge we are on Treaty 6 Territory and the Homeland of the Métis. **We pay our respect to the First Nations and Métis ancestors of this place and reaffirm our relationship with one another.**”

**3. Adoption of Agenda**

**4. Minutes**

- (a) Minutes of the Regular meeting of Council of the Town of Tofield held February 26, 2024.

**5. Delegation**

5:00 p.m. Rob MacMullen will be present to provide a proposed Tofield Economic Development plan.

**6. Financial**

- (a) Financial Statement for the month ending February 29, 2024.
- (b) Interim Operating Budget for the month ending February 29, 2024.
- (c) Open Payables for the month of February and March 2024 in the total amount of \$444,982.26.

**7. Correspondence**

- Tofield RCMP Detachment News – February 15-29, 2024;
- Unapproved Minutes of the regular meeting of Highway 14 Regional Water Services Commission meeting held February 22, 2024;
- Beaver Foundation submitted ASCHA Resolution No 2-2024 24/7 Home Care Supports in Lodges/Supportive Living Accommodation;
- Letter from the Minister of Municipal Affairs, the Honorable Ric McIver regarding Budget 2024.

**8. New Business**

- (a) Bylaw 1345 being a bylaw of the Town of Tofield, in the Province of Alberta, for the purpose of Residential Tax Incentive.
- (b) Bylaw 1346 being a bylaw of the Town of Tofield, in the Province of Alberta, for the purpose of Nonresidential Tax Incentive.
- (c) Request for Decision – Beaver Foundation Home Care Support.
- (d) Claystone Waste Ltd Annual General Meeting April 25, 2024  
(correspondence previously emailed)
- (e) Discussion regarding use of town emails

**9. Closed Session**

Section 16 – Harmful to Harmful to the Business Interests of a third party -  
*Freedom of Information and Protection of Privacy Act*

**10. Adjournment**

**MINUTES OF THE REGULAR MEETING OF COUNCIL OF THE TOWN OF TOFIELD held Monday, February 26, 2024 Town of Tofield Administration Building Council Chambers**

**PRESENT**

1. Mayor Dueck (Via TEAMS); Councillors, Tiedemann, Martineau, Conquest and Chehade; and Cindy Neufeld, Chief Administrative Officer and Jeff Edwards, Assistant Chief Administrative Officer

Also Present at Commencement: Kari Janzen, Tofield Mercury, Corey Popick and Anne Ruzicka, Claystone Waste Ltd. (Via TEAMS)

**CALL TO ORDER**

2. Mayor Dueck called the meeting to order at 5:00 p.m.

"As we gather here today, we acknowledge we are on Treaty 6 Territory and the Homeland of the Metis. We pay our respect to the First Nations and Metis ancestors of this place and reaffirm our relationship with one another"

**ADOPTION OF AGENDA**

3. **MOVED** by Chehade that the Agenda be approved as presented.

17-02-24

CARRIED UNANIMOUSLY

**MINUTES**

4. (a) **MOVED** by Tiedemann that the Minutes of the Regular meeting of Council of the Town of Tofield held February 12, 2024, be approved as amended.

18-02-24

CARRIED UNANIMOUSLY

**DELEGATION**

5. Cory Popick, Chief Executive Officer, Claystone Waste Ltd was present to make introductions and provide a brief matters of Claystone Waste Ltd.

Popick left the meeting at 5:15 p.m.

**CORRESPONDENCE**

6. The following Correspondence was presented:

- Letter from the Village of Holden, regarding Beaver Regional Partnership – Beaver County Victim Services; and
- Letter from Beaver County regarding appointments to Highway 14 Regional Water Services Commission.

**MOVED** by Martineau that the Correspondence be received and filed.

19-02-24

CARRIED UNANIMOUSLY



**Minutes of the Town of Tofield Regular Council Meeting  
February 26, 2024**

**NEW BUSINESS**

7. (a) Bylaw Number 1344 being a Bylaw of the Town of Tofield for the purpose of Regulating and Controlling Animals.

**MOVED** by Martineau that Bylaw 1344 be read a first time.

20-02-24

CARRIED UNANIMOUSLY

**MOVED** by Conquest that Bylaw 1344 be read a second time.

21-02-24

CARRIED UNANIMOUSLY

**MOVED** by Chehade that Bylaw 1344 be presented for third reading.

22-02-24

CARRIED UNANIMOUSLY

- (b) Town of Tofield Utility Rate Review – Final Report

**MOVED** by Tiedemann to proceed with Option 3 – Utility Rates reflecting 25% into Reserves.

23-02-24

CARRIED UNANIMOUSLY

- (c) Budget 2024 Update from the National Police Force

**MOVED** by Martineau that the Town of Tofield support the National Police Force and the need to increase the Alberta's RCMP resources.

24-02-24

CARRIED UNANIMOUSLY

- (d) Request for Decision – Intermunicipal Assessment Review Board and Intermunicipal Subdivision and Development Appeal Board appointments.

**MOVED** by Dueck that Council approve the following reappointments to the Intermunicipal Subdivision and Development Appeal Board and Intermunicipal Assessment Review Board:

- a. Jennifer Goertzen – term expires March 31, 2027  
b. Cathy McRae - term expires March 31, 2027

25-02-24

CARRIED UNANIMOUSLY

- (e) Letter from Tofield School – Request for monetary rental donation.

**MOVED** by Conquest to donate \$565 to the 2024 Tofield School Grad Class for the Tofield Arena rental cost and encourage the Grad Class to approach Beaver County.

26-02-24

CARRIED UNANIMOUSLY

**Minutes of the Town of Tofield Regular Council Meeting  
February 26, 2024**

**NEW BUSINESS**

7. (f) Letter from the Tofield Volunteer Fire Department – Request for monetary rental donation.

**MOVED** by Martineau to donate \$275 to the Tofield Volunteer Fire Department for the rental fee to host the Fire Fighter's Ball at the Tofield Arena.

27-02-24

CARRIED UNANIMOUSLY

- (g) Letter from the Tofield Municipal Library Board – Board Member Appointment.

**MOVED** by Tiedemann to appoint Candice Sallie to the Tofield Municipal Library Board with a term expiring October 2026.

28-02-24

CARRIED UNANIMOUSLY

- (h) Beaver Emergency Services Commission – Emergency Response Plan & Emergency Social Services Plan.

**MOVED** by Chehade that Emergency Response Plan and Emergency Social Services Plan be received and filed.

29-02-24

CARRIED UNANIMOUSLY

- (i) Residential Tax Incentive Policy 2.23 – Motion to Rescind.

**MOVED** by Chehade that motion 08-02-24 be rescinded.

30-02-24

CARRIED UNANIMOUSLY

Janzen left the meeting at 5:38 p.m.

**CLOSED SESSION**

8. **MOVED** by Martineau that Council meet in Closed Session At 5:38 p.m. to discuss matters under the Alberta FOIP Act as follows:

Section 21 – Harmful to Intergovernmental Relations - *Freedom of Information and Protection of Privacy Act* - Claystone Waste Ltd.

31-02-24

CARRIED UNANIMOUSLY

Ruzicka left the meeting at 5:45 p.m.

**MOVED** by Chehade to revert to the regular session at 5:54 p.m.

32-02-24

CARRIED UNANIMOUSLY

No Public Present.

Minutes of the Town of Tofield Regular Council Meeting  
February 26, 2024

ADJOURNMENT

9. **MOVED** by Chehade that the meeting adjourn at 5:54 p.m.

33-02-24

CARRIED UNANIMOUSLY

\_\_\_\_\_  
MAYOR

\_\_\_\_\_  
CHIEF ADMINISTRATIVE OFFICER

UNAPPROVED



# TOFIELD ECONOMIC DEVELOPMENT

WHAT DOES THE FUTURE HOLD?

HOW DO WE GET THERE?

WHAT'S INVOLVED?

# WHAT DOES THE FUTURE HOLD?

- Population Growth
- Retail & Commercial Growth
- Community Improvement

# HOW DO WE GET THERE?

- Assess Municipal Assets

- Marketing Material, Website, Etc.
- Address gaps and shortfalls

- Develop Economic Development Plan



# COMMUNITY ENGAGEMENT & IMPROVEMENT

- Development of community assets (Rinks, pools, community facilities, etc.)
- Community engagement with local business supports

TOWN OF TOFIELD

MONTHLY STATEMENT

MONTH ENDING February 29, 2024

	General Account	Investments	Investment-Nesbitt Burns	TOTAL
Net Balance at End of Previous Month	1,952,223.29	252,224.88	1,723,007.35	3,927,455.52
ADD:				
Receipts for the Month	309,002.60			309,002.60
Debentures				0.00
Interest on Account	7,568.85			7,568.85
Cancel Cheques				0.00
Reverse Annual Fees M/C				0.00
Service Charge Reversal				0.00
Sub Total	2,268,794.74	252,224.88	1,723,007.35	4,244,026.97
LESS:				
Disbursements for the Month	493,782.19			493,782.19
Utility Deposits				0.00
Debenture Payments				0.00
Service Charges	219.12			219.12
NSF Cheque	279.94			279.94
Cancel Receipt				0.00
Overdraft Interest				0.00
NET BALANCE AT END OF MONTH	1,774,513.49	252,224.88	1,723,007.35	3,749,745.72
Balance at End of Month from Statement	1,753,692.63	252,224.88	1,723,007.35	3,728,924.86
ADD:				
O/S Telebank	5,151.79			5,151.79
O/S Direct Deposit				0.00
Outstanding Deposits	16,003.49			16,003.49
O/S Interac (Option Pay)	743.65			743.65
Bank Error				0.00
Sub Total	1,775,591.56	252,224.88	1,723,007.35	3,750,823.79
LESS:				
O/S Direct Deposit				
Outstanding Cheques	100.00			100.00
O/S Telebank	978.07			978.07
Bank Error				0.00
NET BALANCE AT END OF MONTH	1,774,513.49	252,224.88	1,723,007.35	3,749,745.72
	0.00			

THIS STATEMENT SUBMITTED TO COUNCIL THIS 11TH DAY OF MARCH, 2024.

CHIEF ELECTED OFFICIAL

CHIEF ADMINISTRATIVE OFFICER





# COUNCIL BUDGET PREYEAR END INTERIM BUDGET - 2024 29-Feb-24

	THIS PERIOD	YEAR-TO DATE	INTERIM BUDGET	VARIANCE
<b>OPERATING REVENUES</b>				
1-02-000-00 General Municipal Revenues	(23,792.97)	(67,726.79)	(333,000.00)	(265,273.21) 20.34
1-12-000-00 Administration	(2,952.50)	(10,084.23)	(25,500.00)	(15,415.77) 39.55
1-24-000-00 Emergency Management	-	-	(2,400.00)	(2,400.00) -
1-26-000-00 Bylaw Enforcement	(210.00)	(210.00)	(3,000.00)	(2,790.00) 7.00
1-32-000-00 Roads, Streets, Walks, Lighting	(450.00)	(600.00)	(30,239.00)	(29,639.00) 1.98
1-33-000-00 Airport	-	(4,608.80)	(20,108.00)	(15,499.20) 22.92
1-41-000-00 Water Supply & Distribution	(98,185.77)	(205,559.20)	(1,194,750.00)	(989,190.80) 17.21
1-42-000-00 Sanitary Sewage & Treatment	(15,030.85)	(30,314.60)	(179,400.00)	(149,085.40) 16.90
1-43-000-00 Garbage Collection & Disposal	(10,435.34)	(20,965.34)	(126,400.00)	(105,434.66) 16.59
1-51-000-00 Family Community Support Services	(1,656.97)	(47,153.83)	(554,979.00)	(507,825.17) 8.50
1-56-000-00 Cemetery	(5,270.00)	(10,500.00)	(30,000.00)	(19,500.00) 35.00
1-70-000-00 Community Develop. Administration	-	-	(11,000.00)	(11,000.00) -
1-71-000-00 Tourism/Economic Development	(1,185.00)	(6,835.00)	(36,200.00)	(29,365.00) 18.88
1-72-000-00 Community Hall	(1,267.50)	(2,603.21)	(33,000.00)	(30,396.79) 7.89
1-73-000-00 Transportation Tofield Bus	(556.00)	(2,317.00)	(16,000.00)	(13,683.00) 14.48
1-74-000-00 Recreation Programs	(613.00)	(613.00)	(8,100.00)	(7,487.00) 7.57
1-76-000-00 Parks	-	-	(75,750.00)	(75,750.00) -
1-75-000-00 Library	-	-	(116,112.00)	(116,112.00) -
<b>TOTAL: OPERATING REVENUES</b>	<b>(161,605.90)</b>	<b>(410,091.00)</b>	<b>(2,795,938.00)</b>	<b>(2,385,847.00) 14.67</b>



# COUNCIL BUDGET PREYEAR END INTERIM BUDGET - 2024 29-Feb-24

	THIS PERIOD	YEAR-TO DATE	INTERIM BUDGET	VARIANCE	
OPERATING EXPENDITURES					
2-11-000-00 Council & Other Legislative	5,272.18	12,646.55	97,200.00	84,553.45	13.01
2-12-000-00 General Administration	106,133.46	242,252.81	1,097,343.00	855,090.19	22.08
2-24-000-00 Emergency Management	2,234.30	2,234.30	2,400.00	165.70	93.10
2-26-000-00 Bylaw Enforcement	9,191.70	8,111.70	83,320.00	75,208.30	9.74
2-32-000-00 Roads, Streets, Walks & Lighting	68,900.80	131,498.54	1,149,070.00	1,017,571.46	11.44
2-33-000-00 Airport	3,782.27	18,881.96	20,050.00	1,168.04	94.17
2-41-000-00 Water Supply & Distribution	103,198.42	119,698.94	1,106,342.00	986,643.06	10.82
2-42-000-00 Sanitary Sewage & Treatment	10,017.47	31,308.35	170,000.00	138,691.65	18.42
2-43-000-00 Garbage Collection & Disposal	9,004.00	17,987.50	108,027.00	90,039.50	16.65
2-51-000-00 Family Community Support Services	36,513.12	60,062.11	554,978.00	494,915.89	10.82
2-56-000-00 Cemetery	1,947.73	4,504.45	27,950.00	23,445.55	16.12
2-70-000-00 Community Development Administratio	8,400.76	16,809.08	130,410.00	113,600.92	12.89
2-71-000-00 Tourism/Economic Development	5,459.38	6,374.75	83,750.00	77,375.25	7.61
2-72-000-00 Community Hall	6,736.91	8,283.28	57,000.00	48,716.72	14.53
2-73-000-00 Transportation Tofield Bus	6,906.36	6,919.26	26,000.00	19,080.74	26.61
2-74-000-00 Recreation Program	-	-	43,200.00	43,200.00	-
2-76-000-00 Parks	19,050.24	36,306.47	477,400.00	441,093.53	7.61
2-75-000-00 Library	2,446.24	13,662.83	199,052.00	185,389.17	6.86
2-99-752-00 Beaver Foundation Requisition	-	-	151,334.00	151,334.00	-
TOTAL: OPERATING EXPENDITURES	405,195.34	737,542.88	5,584,826.00	4,847,283.12	13.21
FINANCES ACQUIRED					
TOTAL: FINANCES ACQUIRED	-	-	-	-	-
FINANCES APPLIED					
TOTAL: FINANCES APPLIED	-	-	-	-	-

February 2024 Advances	Stub 11353 – 11370	\$18,250.00
February 2024 Payroll	Stub 11393 – 11415	\$74,412.25
February 2024 Council	Stub 11416 – 11420	\$ 4,684.30

Total\$97,346.55

0.00

0.00

18,250.00  
74,412.25  
4,684.30

003

97,346.55

254,696.42  
4,418.94  
33,782.05  
54,736.30

007

444,982.26

0.00

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## ACCOUNTS PAYABLES LISTING BY FUNCTION

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Function	Date	Account Number (Including Delimiters)	Reference Number	Transaction Description	Transaction Description Additional	Transaction Amount
11	24/02/16	2-11-211-00	C900011377	HARE FOODS LTD.	ACCOUNT 7506989	81.59
FUNCTION TOTAL						81.59
12	24/02/20	2-12-215-00	AP DRCT DB	TELUS MOBILITY	BUSINESS CONNECT - ADMIN	369.00
	24/02/23	2-12-215-00	C900011391	PITNEYWORKS	ACCT 6100908000118935	1,000.00
	24/03/06	2-12-215-00	AP DRCT DB	TELUS COMMUNICATIONS LTD.	INTERNET - ADMIN	110.00
	24/02/16	2-12-220-00	C900011384	TOFIELD MERCURY PUBLISHING LTD	AD / COUNCIL CORNER	212.50
	24/02/20	2-12-220-00	AP DRCT DB	WELLS FARGO EQUIPMENT FINANCE	COPIER LEASE	924.51
	24/03/08	2-12-220-00	C900011454	XPRT OFFICE SOLUTIONS	COPIES	280.67
	24/03/08	2-12-221-00	C900011447	SHINEATEK CORP.	MANAGED SERVICES	2,228.75
	24/03/08	2-12-221-00	C900011447	SHINEATEK CORP.	DATA RECOVERY FOR HWY 14	2,009.47
	24/02/16	2-12-230-00	C000016694	ISL ENGINEERING & LAND SERVICE	BEAVER REGIONAL WATER SUPPORT	4,816.00
	24/03/08	2-12-230-00	C900011448	TANMAR CONSULTING INC.	ASSESSMENT SERVICES	2,059.75
	24/03/08	2-12-230-00	C900011446	REYNOLDS MIRTH RICHARDS & FARM	GENERAL MATTERS	2,566.50
	24/03/08	2-12-230-00	C900011446	REYNOLDS MIRTH RICHARDS & FARM	EMPLOYMENT MATTERS	198.00
	24/02/16	2-12-230-01	C900011381	SDI HEALTH, SAFETY & LOSS	HEALTH & SAFETY MAINTENANCE	1,792.40
	24/03/08	2-12-230-02	C900011455	ZAG CREATIVE GROUP INC.	SOCIAL MEDIA STRATEGY	2,500.00
	24/03/08	2-12-230-02	C900011455	ZAG CREATIVE GROUP INC.	WEBSITE MAINTENANCE	350.00
	24/03/01	2-12-240-00	C900011426	DEMERS, ELISA	JANITORIAL - ADMIN	350.00
	24/03/01	2-12-240-00	C900011432	PIDERNAL, MARY GRACE	JANITORIAL - ADMIN	350.00
	24/03/01	2-12-250-00	C900011422	BLACK & MCDONALD LIMITED	PREVENTATIVE MAINTENANCE	1,408.50
	24/03/08	2-12-250-00	C900011440	CANADIAN LINEN AND UNIFORM	RUGS	51.26
	24/02/16	2-12-510-00	C900011377	HARE FOODS LTD.	ACCOUNT 7506989	186.10
	24/03/01	2-12-510-00	C900011429	IRON MOUNTAIN CANADA OPERATION	RECYCLE BIN	208.71
	24/03/06	2-12-510-00	AP DRCT DB	BMO BANK OF MONTREAL	BILLINGS	39.00
	24/03/08	2-12-510-00	C900011440	CANADIAN LINEN AND UNIFORM	RUGS	51.26
	24/03/08	2-12-510-00	C900011442	CANOE PROCUREMENT GROUP OF CAN	BILLINGS	133.41
	24/02/28	2-12-540-50	AP DRCT DB	ALBERTA MUNICIPAL SERVICES COR	POWER - ADMIN BLDG	1,239.93
	24/02/28	2-12-540-51	AP DRCT DB	ALBERTA MUNICIPAL SERVICES COR	GAS - ADMIN BLDG	824.08
	24/03/01	2-12-770-00	C000016697	TOFIELD FIRE DEPARTMENT SOCIET	SPONSORSHIP OF FEES	275.00
	24/03/08	2-12-770-00	C000016703	TOFIELD & DISTRICT CHAMBER OF	MEMBERSHIP 2024	60.00
	24/03/08	2-12-770-00	C000016704	TOFIELD FIGURE SKATING CLUB	DONATION/ MEDIUM AD	125.00
	24/03/08	2-12-770-00	C000016705	TOFIELD SCHOOL	DONATION/ GRAD 2024	565.00
	24/02/20	4-12-230-00	AP DRCT DB	RECEIVER GENERAL	REMITTANCE	2,000.00
	24/03/06	4-12-230-00	AP DRCT DB	RECEIVER GENERAL	REMITTANCE	24,186.44
	24/03/06	4-12-231-00	AP DRCT DB	RECEIVER GENERAL	REMITTANCE	16,404.30
	24/03/06	4-12-232-00	AP DRCT DB	RECEIVER GENERAL	REMITTANCE	5,175.05
	24/03/01	4-12-234-00	C900011430	LOCAL AUTHORITIES PENSION PLAN	EMP #215 - REMITTANCE	18,628.41
	24/03/08	4-12-235-00	C900011439	AMSC INSURANCE SERVICES LTD.	REMITTANCE/ ACCT 2-0815	12,191.14
	24/03/06	4-12-238-00	AP DRCT DB	WORKERS' COMPENSATION BOARD	2023 ACTUAL EARNINGS	2,973.02
	24/03/06	4-12-238-00	AP DRCT DB	WORKERS' COMPENSATION BOARD	PREMIUM INSTALMENT	4,878.53
	24/03/01	4-12-239-00	C900011436	TOWN OF TOFIELD SOCIAL FUND	REMITTANCE	180.00
FUNCTION TOTAL						107,955.65
24	24/02/16	2-24-230-00	C900011374	BOLT FROM THE BLUE	ESS WORKSHOP & EXERCISE	2,234.30

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## ACCOUNTS PAYABLES LISTING BY FUNCTION

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Function	Date	Account Number (Including Delimiters)	Reference Number	Transaction Description	Transaction Description Additional	Transaction Amount
FUNCTION TOTAL						2,234.30
26	24/03/08	2-26-250-00	C900011442	CANOE PROCUREMENT GROUP OF CAN	BILLINGS	369.73
	24/03/08	2-26-255-00	C900011445	RAMEUS INVESTMENTS	SNOW REMOVAL	265.00
	24/03/08	2-26-255-00	C000016706	VIVID SIGNS & DESIGNS LTD.	SIGNAGE & FARMS FOR ENFORCEMEN	338.00
	24/02/16	2-26-260-00	C900011385	TOWN OF VEGREVILLE	BYLAW ENFORCEMENT	8,111.70
FUNCTION TOTAL						9,084.43
32	24/02/20	2-32-215-00	AP DRCT DB	TELUS MOBILITY	BUSINESS CONNECT - OPERATIONS	35.95
	24/03/06	2-32-215-00	AP DRCT DB	TELUS COMMUNICATIONS LTD.	INTERNET - PUBLIC WORKS	127.00
	24/03/06	2-32-215-00	AP DRCT DB	TELUS MOBILITY	CELL PHONES- OPERATIONS	429.64
	24/03/06	2-32-225-00	AP DRCT DB	BMO BANK OF MONTREAL	BILLINGS	1,460.40
	24/02/16	2-32-274-00	C900011372	AMSC INSURANCE SERVICES LTD.	PROPERTY INCLUDING MOBILE EQUI	95.00
	24/02/16	2-32-520-00	C900011378	INDUSTRIAL MACHINE INC.	SKID SHOE	673.54
	24/03/06	2-32-520-00	AP DRCT DB	BMO BANK OF MONTREAL	BILLINGS	105.60
	24/03/08	2-32-520-00	C000016700	NAPA AUTO PARTS TOFIELD	BILLINGS	584.97
	24/03/08	2-32-520-43	C000016700	NAPA AUTO PARTS TOFIELD	BILLINGS	35.78
	24/03/08	2-32-520-43	C900011442	CANOE PROCUREMENT GROUP OF CAN	BILLINGS	175.00
	24/03/08	2-32-520-44	C900011442	CANOE PROCUREMENT GROUP OF CAN	BILLINGS	76.38
	24/02/16	2-32-520-45	C900011386	WEARPRO EQUIPMENT AND SUPPLY	PARTS	1,000.46
	24/03/08	2-32-520-45	C900011442	CANOE PROCUREMENT GROUP OF CAN	BILLINGS	336.89
	24/02/16	2-32-520-47	C900011386	WEARPRO EQUIPMENT AND SUPPLY	PARTS	277.53
	24/03/08	2-32-520-48	C000016700	NAPA AUTO PARTS TOFIELD	BILLINGS	118.74
	24/03/08	2-32-520-48	C900011442	CANOE PROCUREMENT GROUP OF CAN	BILLINGS	175.00
	24/03/08	2-32-520-52	C900011442	CANOE PROCUREMENT GROUP OF CAN	BILLINGS	37.19
	24/03/08	2-32-520-53	C900011442	CANOE PROCUREMENT GROUP OF CAN	BILLINGS	175.00
	24/03/08	2-32-520-56	C000016700	NAPA AUTO PARTS TOFIELD	BILLINGS	69.93
	24/02/16	2-32-520-57	C900011386	WEARPRO EQUIPMENT AND SUPPLY	PARTS	1,018.58
	24/03/08	2-32-520-57	C000016700	NAPA AUTO PARTS TOFIELD	BILLINGS	31.60
	24/03/08	2-32-520-60	C000016700	NAPA AUTO PARTS TOFIELD	BILLINGS	79.70
	24/02/16	2-32-521-00	C000016695	WEX CANADA LTD.	FUEL	152.30
	24/03/08	2-32-521-00	C900011442	CANOE PROCUREMENT GROUP OF CAN	FUEL	3,353.46
	24/03/08	2-32-521-00	C900011453	WILD ROSE CO-OPERATIVE ASSOCIA	FUEL	691.83
	24/02/16	2-32-530-00	C900011377	HARE FOODS LTD.	ACCOUNT 7506989	31.40
	24/02/16	2-32-530-00	C900011377	HARE FOODS LTD.	ACCOUNT 7506989	84.34
	24/02/20	2-32-530-00	AP DRCT DB	WELLS FARGO EQUIPMENT FINANCE	COPIER LEASE	695.49
	24/03/08	2-32-530-00	C900011452	TRU HARDWARE	BILLINGS	23.53
	24/03/08	2-32-530-00	C000016700	NAPA AUTO PARTS TOFIELD	BILLINGS	278.21
	24/03/08	2-32-530-00	C000016701	SCHMIDT, GORDON	SNOW REMOVAL/ 7.5 HRS	225.00
	24/03/08	2-32-530-00	C900011441	CANADIAN NATIONAL	GATES MAINTENANCE	403.50
	24/03/08	2-32-530-00	C900011443	GREGG DISTRIBUTORS	GARBAGE BAGS	48.88
	24/03/08	2-32-530-00	C900011443	GREGG DISTRIBUTORS	MOP, PINE-SOL, M8 PLEATED	56.66
	24/03/08	2-32-530-00	C900011443	GREGG DISTRIBUTORS	STIR STICKS	24.35
	24/03/08	2-32-530-00	C900011440	CANADIAN LINEN AND UNIFORM	RUGS	30.96
	24/03/08	2-32-530-00	C900011440	CANADIAN LINEN AND UNIFORM	RUGS	30.96
	24/03/08	2-32-530-00	C900011454	XPRT OFFICE SOLUTIONS	COPIES	21.51

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## ACCOUNTS PAYABLES LISTING BY FUNCTION

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Function	Date	Account Number (Including Delimiters)	Reference Number	Transaction Description	Transaction Description Additional	Transaction Amount
32	24/03/08	2-32-530-00	C900011442	CANOE PROCUREMENT GROUP OF CAN	BILLINGS	134.82
	24/03/08	2-32-530-00	C900011442	CANOE PROCUREMENT GROUP OF CAN	BILLINGS	88.23
	24/02/16	2-32-530-03	C900011376	FOX ENERGY SYSTEMS INC.	STREET SIGNS	478.20
	24/03/01	2-32-530-03	C900011424	CAMROSE MACHINE & WELDING LTD.	COLD ROLLED SQR/MCHN BUSHNG	23.09
	24/02/28	2-32-540-50	AP DRCT DB	ALBERTA MUNICIPAL SERVICES COR	POWER - PUBLIC WORKS	10,625.86
	24/02/28	2-32-540-51	AP DRCT DB	ALBERTA MUNICIPAL SERVICES COR	GAS - PUBLIC WORKS	1,428.86
FUNCTION TOTAL						26,051.32
33	24/03/01	2-33-250-00	C900011426	DEMERS, ELISA	JANITORIAL - AIRPORT	50.00
	24/03/01	2-33-250-00	C900011432	PIDERNAL, MARY GRACE	JANITORIAL - AIRPORT	50.00
	24/03/06	2-33-250-00	AP DRCT DB	BMO BANK OF MONTREAL	BILLINGS	163.57
	24/02/28	2-33-540-50	AP DRCT DB	ALBERTA MUNICIPAL SERVICES COR	POWER - AIRPORT	178.70
	24/02/28	2-33-540-51	AP DRCT DB	ALBERTA MUNICIPAL SERVICES COR	GAS - AIRPORT	180.39
FUNCTION TOTAL						622.66
41	24/02/16	2-41-215-00	C900011379	LOOMIS EXPRESS	FREIGHT/ KAIZEN LAB	87.73
	24/02/16	2-41-215-00	C900011373	BELL MOBILITY	ACCT 528927011/ CELL PHONES	8.55
	24/02/23	2-41-215-00	C900011390	MCSNET	CUST#0054024/ INTERNET	109.90
	24/03/06	2-41-215-00	AP DRCT DB	TELUS COMMUNICATIONS LTD.	PHONES - WATER STORAGE	306.92
	24/03/06	2-41-225-00	AP DRCT DB	BMO BANK OF MONTREAL	BILLINGS	2,122.72
	24/02/23	2-41-250-00	C900011389	KAIZENLAB INC.	SAMPLE HANDLING	176.00
	24/03/08	2-41-250-00	C900011443	GREGG DISTRIBUTORS	MOP, PINE-SOL, M8 PLEATED	132.96
	24/02/16	2-41-251-00	C900011371	ACCU-FLO METER SERVICE LTD.	METER REPLACEMENT/ 2"	2,010.00
	24/02/28	2-41-540-50	AP DRCT DB	ALBERTA MUNICIPAL SERVICES COR	POWER - WATER STORAGE	2,828.93
	24/02/28	2-41-540-51	AP DRCT DB	ALBERTA MUNICIPAL SERVICES COR	WATER STORAGE	694.75
	24/03/08	2-41-550-00	C900011444	HIGHWAY 14 REGIONAL WATER	ACCT 371341.01	25,978.35
	24/03/08	2-41-550-00	C900011444	HIGHWAY 14 REGIONAL WATER	ACCT 395431.01	38,933.03
FUNCTION TOTAL						73,389.84
42	24/02/23	2-42-215-00	C900011390	MCSNET	CUST#0054024/ INTERNET	74.85
	24/03/06	2-42-215-00	AP DRCT DB	TELUS COMMUNICATIONS LTD.	PHONES - SEWER	66.64
	24/03/08	2-42-250-00	C900011443	GREGG DISTRIBUTORS	PURELL FOAM	40.51
	24/02/28	2-42-540-50	AP DRCT DB	ALBERTA MUNICIPAL SERVICES COR	POWER - SEWER	876.95
FUNCTION TOTAL						1,058.95
43	24/03/01	2-43-550-00	C900011425	CLAYSTONE WASTE LTD.	GARBAGE COLLECTION	9,004.00
FUNCTION TOTAL						9,004.00
51	24/03/08	1-51-590-00	C900011442	CANOE PROCUREMENT GROUP OF CAN	BILLINGS	20.97

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## ACCOUNTS PAYABLES LISTING BY FUNCTION

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Function	Date	Account Number (Including Delimiters)	Reference Number	Transaction Description	Transaction Description Additional	Transaction Amount
51	24/02/20	2-51-215-00	AP DRCT DB	TELUS MOBILITY	BUSINESS CONNECT - FCSS	143.80
	24/02/20	2-51-215-00	AP DRCT DB	WELLS FARGO EQUIPMENT FINANCE	COPIER LEASE	135.00
	24/03/08	2-51-215-00	C900011454	XPERT OFFICE SOLUTIONS	COPIES	362.84
	24/03/01	2-51-245-00	C900011426	DEMERS, ELISA	JANITORIAL - FCSS	50.00
	24/03/01	2-51-245-00	C900011432	PIDERNAL, MARY GRACE	JANITORIAL - FCSS	50.00
	24/02/16	2-51-400-00	C900011377	HARE FOODS LTD.	ACCOUNT 7506990	31.05
	24/02/16	2-51-400-00	C900011377	HARE FOODS LTD.	ACCOUNT 7506990	57.37
	24/03/01	2-51-400-00	C900011438	YOUR DOLLAR STORE (YDSWM)	EXPENSES/ KIDS SPOT	19.05
	24/03/01	2-51-400-01	C900011423	BOAST RADLEY, TRACEY	EXPENSES & MILEAGE/ SOARING	141.10
	24/02/23	2-51-400-04	C900011388	IRVINE, CHARLENE	GENERAL COUNSELLOR	3,437.50
	24/03/01	2-51-400-06	C900011434	TOFIELD LODGE	MOW CONTAINERS	64.57
	24/03/08	2-51-400-06	C900011451	TOFIELD LODGE	MEALS ON WHEELS	800.00
	24/02/16	2-51-400-07	C900011377	HARE FOODS LTD.	ACCOUNT 7506990	35.94
	24/02/16	2-51-400-07	C900011377	HARE FOODS LTD.	ACCOUNT 7506990	32.39
	24/02/23	2-51-400-11	C000016696	VAN STRAATEN, SANDI	COFFEE SERVICE/ SENIORS CONNEC	413.00
	24/03/01	2-51-400-11	C000016698	TOFIELD GOLDEN CLUB DROP-IN CE	RENTAL/ SENIORS CONNECTOR	100.00
	24/03/08	2-51-400-11	C900011442	CANOE PROCUREMENT GROUP OF CAN	BILLINGS	334.85
	24/03/08	2-51-400-11	C000016699	FOOD WITH FLAIR	SENIOR'S CONNECTOR/ BREAKFAST	140.00
	24/02/23	2-51-400-14	C900011392	SUTTON, JAMIE R	EXPENSE/ MOVIE NIGHT	20.55
	24/03/08	2-51-400-14	C000016702	SPLSTEAD LADIES SOCIETY	EASTER EVENT/ MARCH 30	150.00
	24/03/08	2-51-510-00	C900011442	CANOE PROCUREMENT GROUP OF CAN	BILLINGS	72.32
FUNCTION TOTAL						6,612.30
71	24/03/06	2-71-215-00	AP DRCT DB	TELUS COMMUNICATIONS LTD.	PHONES - NATURE CENTRE	86.59
	24/03/01	2-71-240-00	C900011426	DEMERS, ELISA	JANITORIAL - NATURE CENTRE	150.00
	24/03/01	2-71-240-00	C900011432	PIDERNAL, MARY GRACE	JANITORIAL - NATURE CENTRE	150.00
	24/03/06	2-71-400-01	AP DRCT DB	BMO BANK OF MONTREAL	BILLINGS	252.00
	24/02/28	2-71-540-50	AP DRCT DB	ALBERTA MUNICIPAL SERVICES COR	POWER - NATURE CENTRE	310.88
	24/02/28	2-71-540-51	AP DRCT DB	ALBERTA MUNICIPAL SERVICES COR	GAS - NATURE CENTRE	715.05
FUNCTION TOTAL						1,664.52
72	24/02/16	2-72-240-00	C900011375	DUKART, DENISE M.	HALL CARETAKER	750.00
	24/03/01	2-72-240-00	C900011427	DUKART, DENISE M.	HALL CARETAKER	750.00
	24/03/08	2-72-255-00	C900011452	TRU HARDWARE	BILLINGS	65.96
	24/02/28	2-72-540-50	AP DRCT DB	ALBERTA MUNICIPAL SERVICES COR	POWER - COMMUNITY HALL	517.27
	24/02/28	2-72-540-51	AP DRCT DB	ALBERTA MUNICIPAL SERVICES COR	GAS - COMMUNITY HALL	1,073.22
FUNCTION TOTAL						3,156.45
73	24/02/16	2-73-251-00	C900011373	BELL MOBILITY	ACCT 528927011/ CELL PHONES	17.68
	24/02/16	2-73-251-00	C900011380	MADRO, DOLORES	SHUTTLE DRIVER/ FEB 1-15	230.00
	24/02/23	2-73-251-00	C900011387	AMSC INSURANCE SERVICES LTD.	INSURANCE/ 2024	5,104.00
	24/03/01	2-73-251-00	C900011428	FORSTNER, DORIS	SHUTTLE DRIVER	600.00
	24/03/01	2-73-251-00	C900011431	MADRO, DOLORES	SHUTTLE DRIVER	160.00

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## ACCOUNTS PAYABLES LISTING BY FUNCTION

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Function	Date	Account Number (Including Delimiters)	Reference Number	Transaction Description	Transaction Description Additional	Transaction Amount
73	24/03/08	2-73-251-00	C900011450	TOFIELD CAR, RV & TRUCK WASH I	CAR WASH	17.00
	24/03/08	2-73-251-00	C900011442	CANOE PROCUREMENT GROUP OF CAN	FUEL	110.04
					FUNCTION TOTAL	6,238.72
74	24/02/16	1-74-400-10	C900011383	TOFIELD AGRICULTURAL SOCIETY	ICE RENTAL/ RIGGERS HOCKEY	158.00
	24/03/08	1-74-400-10	C900011449	TOFIELD AGRICULTURAL SOCIETY	ICE RENTAL/ ATEMA	316.00
	24/03/08	1-74-400-10	C900011449	TOFIELD AGRICULTURAL SOCIETY	ICE & MTG ROOM/ LANGSTAFF	297.00
					FUNCTION TOTAL	771.00
75	24/03/06	2-75-215-00	AP DRCT DB	TELUS COMMUNICATIONS LTD.	PHONES - LIBRARY	153.30
	24/03/01	2-75-240-00	C900011426	DEMERS, ELISA	JANITORIAL - LIBRARY	200.00
	24/03/01	2-75-240-00	C900011432	PIDERNAL, MARY GRACE	JANITORIAL - LIBRARY	200.00
	24/03/01	2-75-765-00	C900011435	TOFIELD MUNICIPAL LIBRARY	REQUISITION	42,113.00
					FUNCTION TOTAL	42,666.30
76	24/03/06	2-76-215-00	AP DRCT DB	TELUS MOBILITY	CELL PHONES - PARKS	105.75
	24/03/01	2-76-215-01	C900011437	XPLORE INC.	ACCT 1672172/ WIFI	160.00
	24/03/06	2-76-225-00	AP DRCT DB	BMO BANK OF MONTREAL	BILLINGS	757.00
	24/03/06	2-76-250-01	AP DRCT DB	TELUS MOBILITY	CELL PHONES - PARKS	105.74
	24/02/28	2-76-250-02	AP DRCT DB	ALBERTA MUNICIPAL SERVICES COR	POWER - CAMPGROUND	71.33
	24/02/16	2-76-250-03	C900011382	SUDDEN FUN RECREATION EQUIPMEN	DOG WASTE BAGS	472.00
	24/03/06	2-76-520-00	AP DRCT DB	BMO BANK OF MONTREAL	BILLINGS	170.73
	24/03/08	2-76-520-00	C000016700	NAPA AUTO PARTS TOFIELD	BILLINGS	56.28
					FUNCTION TOTAL	1,898.83
99	24/03/01	2-99-752-00	C900011421	BEAVER FOUNDATION	REQUISITION	37,833.34
					FUNCTION TOTAL	37,833.34
					FINAL TOTALS TOTAL	330,324.20

\* \* \* E N D O F R E P O R T \* \* \*



## Tofield RCMP Detachment News

February 15th, 2024 – February 29th 2024

March 6th, 2024

Some notable incidents are:

February 17<sup>th</sup>, 2024 – Tofield RCMP received a complaint of a stolen vehicle. Caller reporting their Dodge Ram was stolen the previous evening. The vehicle was recovered by Vegreville RCMP a short time later. Tofield RCMP continue to investigate.

February 21<sup>st</sup>, 2024 – Tofield RCMP received complaint an alarm at a rural property near Ryley, AB. Tofield RCMP were advised that two suspects were recorded at the scene breaking into the shop and attempted to steal a trailer. Significant damage was done to the building by the culprits. The suspects fled the scene without stealing anything shortly before police arrival.

February 21<sup>st</sup>, 2024 – Tofield RCMP received a complaint of a theft of solar panels and batteries from a local business site in the rural area. Matter is still under investigation.

Tofield RCMP ask that if you see any suspicious activity to please report it immediately by calling your local RCMP complaint line.

Tofield RCMP are advising that March is Fraud Awareness and Prevention month. Tofield RCMP advise to report any potential scams or frauds to the Canadian Anti-Fraud Centre. You can reach the Anti-Fraud Centre at [www.antifraudcentre-centreantifradue.ca](http://www.antifraudcentre-centreantifradue.ca) or by calling 888-495-8501.

Tofield RCMP, the Town of Tofield and surrounding communities would like to remind the public to be aware of school bus safety. Tofield RCMP has received several complaints of illegal passing of school buses and issued violation tickets at a \$567.00 fine.

**MINUTES OF THE REGULAR MEETING OF HIGHWAY 14  
REGIONAL WATER COMMISSION held THURSDAY,  
FEBRUARY 22, 2024 Highway 14 Regional Water  
Commission Administration Building Boardroom**

**PRESENT**

1. Chair Ducherer; Vice Chair Martineau, Director Smook, MacGregor, Buttner (Interim Director).

Also Present: Crystal Yeske, Interim CAO  
Guests Present: Brent Clark, Consultant  
Jim McCuaig, M2 Engineering  
Jackie Mykytiuk, M2 Engineering  
Nathan Miller, M2 Engineering

**CALL TO ORDER**

2. Chair Ducherer called the meeting to order at 6:02 p.m.

**ADOPTION OF  
AGENDA**

3. **MOVED** by Buttner that the agenda be approved as amended.

24-02-24

CARRIED UNANIMOUSLY

Add: 8.2 Meeting Schedule

**DELEGATE**

4. Delegate: Jim McCuaig, Presents the Water Rate Presentation

Chairman to send a letter to all municipalities regarding a Water Rate Model presentation.

Jim McCuaig, Nathan Miller and Jackie Mykytiuk leave at 7:51 p.m.

Break at 7:52 p.m.

Reconvened at 7:59

**CLOSED SESSION**

**MOVED** by MacGregor that the Commission meet in Closed Session at 8:00 p.m. to discuss matters under the Alberta FOIP Act as

follows:

Section 17(1) – Disclosure harmful to personal privacy –  
Freedom of information and Protection of Privacy Act.

25-02-24

CARRIED UNANIMOUSLY

**MOVED** by Smook to revert to the regular session at 10:55 p.m.

26-02-24

CARRIED UNANIMOUSLY

Brent Clark left at 10:59 p.m.

**MOVED** by Ducherer to send all documentation from the Consultant discussed in closed session to the lawyers.

27-02-24

CARRIED UNANIMOUSLY

**MOVED** by Smook to retain Sharek & Co Barristers & Solicitors regarding a personnel issue discussed in closed session.

28-02-24

CARRIED UNANIMOUSLY

**MOVED** by Buttner to hold a Special Meeting on March 6, 2024, at 6:00 p.m. pertaining to Personnel.

29-02-24

CARRIED UNANIMOUSLY

**MINUTES**

5.1

**MOVED** by Martineau to approve the minutes of the Regular Meeting held December 14, 2023, as amended.

30-02-24

CARRIED UNANIMOUSLY

- 5.2 **MOVED** by Ducherer to approve the minutes of the Special Meeting held January 12, 2024, as presented.

31-02-24

CARRIED UNANIMOUSLY

- 5.3 **MOVED** by Martineau to approve the minutes of the Regular Meeting held January 18, 2024 as presented.

32-02-24

CARRIED UNANIMOUSLY

- 5.4 **MOVED** by MacGregor to approve the minutes of the Special Meeting held February 6, 2024 as amended.

33-02-24

CARRIED UNANIMOUSLY

- FINANCIALS** 6.1 Monthly Bank Reconciliation Statement- December 31, 2023 and January 31, 2024  
6.2 Quarterly Budget Report- December 31, 2023

- UNFINISHED BUSINESS** 7.1 Cola Increase  
7.2. Health and Wellness Policy

**MOVED** by Buttner to defer 6.1 Monthly Bank Reconciliation Statement and, 6.2 Quarterly Budget Report, 7.1 Cola Increase and 7.2 Health and Wellness Policy to the next Regular Meeting of March 28, 2024.

34-02-24

CARRIED UNANIMOUSLY

- NEW BUSINESS** 8.1 2024 Rate Bylaw

**MOVED** by Smook to defer the Transmission Fixed Charges to the next Regular Meeting of March 28, 2024.

35-02-24

CARRIED UNANIMOUSLY

8.2 Meeting Schedule

**MOVED** by Martineau to move all future meetings to 6:00 p.m.

36-02-24

CARRIED UNANIMOUSLY

**REPORTS**

- 9.1 Operations Report
- 9.2 Interim CAO Report
- 9.3 Commissioner Report

**MOVED** by Smook to defer 9.1 Operations Report, 9.2 Interim CAO Report, 9.3 Commissioner Report, 11.1 Renumeration Staff, and 11.2 Conduct, to the next Regular Meeting held March 28, 2024.

37-02-24

CARRIED UNANIMOUSLY

**CORRESPONDENCE** 10.1 Letter from Beaver County- Request for Information

**MOVED** by Smook that administration provide the information requested by Beaver County in their letter dated January 25, 2024.

38-02-24

CARRIED UNANIMOUSLY

**IN CLOSED  
SESSION**

- 11.1 Renumeration-Staff-Defer next meeting
- 11.2 Conduct-Defer next meeting

**ADJOURNMENT**

**MOVED** by Martineau that the meeting adjourn at 11:15 p.m.

39-02-24

CARRIED UNANIMOUSLY

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CHAIR

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CHIEF ADMINISTRATIVE OFFICER

## **Beaver Foundation**

### **ASCHA Resolution No. 2 - 2024**

#### **24/7 Home Care Supports in Lodges/Supportive Living Accommodation**

##### **Issue**

The service needs of Albertans residing in seniors accommodations with service options is increasing, particularly in rural lodges, where access to amenities and community supports are limited. Often times, seniors requiring a few additional services are assessed for higher levels of care simply because they require some minor supports that cannot be offered in lodge/supportive living settings because there are no health care workers on site 24/7. Many residents could easily remain in their current homes within lodge/supportive living settings, without having to move if their minor or even temporary needs could be addressed. Moving them to higher-level facilities that focus on residents with much higher care needs often decreases their quality of life, as well as loneliness and isolation. Having Albertans supported in the best environment suited to their social and wellness needs is ideal, and utilizes valuable and scarce resources across the housing and health continuums more effectively.

##### **Background**

When there are minor changes in a lodge or supportive living resident's health, they are commonly reassessed as needing higher levels of care, as their support needs cannot be adequately addressed within the current home care service limitations. Examples include needing some additional personal hygiene support, assistance with incontinence issues, or medication assistance in the evenings. Sometimes these needs are temporary (ie. needs increase after an injury or infection). These situations are increasing in frequency and becoming the norm rather than the exception. As seniors are now being encouraged to remain in their family home as long as possible, entering the seniors housing continuum is occurring much later in life.

The gaps in services between lodges/supportive living, designated supportive living, and long-term care is vast. Lodges and supportive living operate with a hospitality focus, providing meals, housekeeping, life enrichment and other service options. Health care supports are arranged by the individual or provided by healthcare teams during specific scheduled hours of the day. Any assistance outside of regular daytime, early evening, or weekend hours would require the individual to move to higher levels of care to access unscheduled health care supports.

The addition of unscheduled home care assistance to the current basket of services offered would address the increasing pressures on higher-levels of care and acute care. At the same time, a person-centred approach to meeting minor service and support needs increases the quality of life for residents in lodge and supportive living environments. The addition of 24/7 HCAs in supportive living would be an innovative approach to consider as part of the Lodge Program Review, considering most Albertans would prefer to age in a supportive home-like environment.

Beaver Foundation has lobbied and worked with the Minister of Seniors, Communities and Social Services about the issues surrounding unscheduled home care as well as working through our MLA, the Ministry of Health and lastly getting an opportunity to have a one on one with the Premier of Alberta. ALL are sympathetic that unscheduled home care is the issue but it is also the solution. Dignity for our

Seniors who want to remain in Level II care is critical for their mental health and it is unacceptable that we put that burden back on the families, firefighter first aiders, and EMS to fix the unscheduled visits. Municipalities cannot bear the responsibility of funding in these facilities as they too are not the experts in this field.

This solution will not only help the seniors but it will lessen the burden put on our health care facilities when determining placement. It is time to revisit the whole age in place policy and how it affects seniors who are missing out in the interaction of congregate living as they now become shut in their own homes!

### **Impact**

By investing in 24/7 access to home care services for residents in need of unscheduled support such as personal hygiene services and medication assistance, there would be less reliance on higher, more costly, levels of care. This would also result in less ambulance and acute care use.

In addition, many lodges in rural Alberta are experiencing vacancies. By providing enhanced services, residents are supported to remain in their homes within their lodge and supportive living communities, where they are thriving and maintaining a good quality of life. This supports resident choice and eases stress on an already strained health care system, the individual, and their support networks.

### **Recommended Action**

That the Government of Alberta provide 24/7 home care services as part of the basket of services offered in lodges and supportive living environments currently without unscheduled supports.

Proposed by Beaver Foundation and supported by Board motion on February 27, 2024.

Gene Hrabec  
Board Chair

Owen Ligard  
CAO



*Office of the Minister  
MLA, Calgary-Hays*

February 29, 2024

AR113944

Dear Chief Elected Officials:

I am writing to share information with you about **Budget 2024**, which my colleague, the Honourable Nate Horner, President of Treasury Board and Minister of Finance, has tabled in the Alberta Legislature. You will find below some details about **Budget 2024** that are most closely related to Alberta Municipal Affairs.

**Budget 2024** is a responsible plan for a growing province that invests more than \$1 billion to build stronger communities across Alberta. Through these important investments, my ministry will continue to support local governments in providing fiscally responsible, collaborative, and accountable services to Albertans.

I am particularly excited about the Local Government Fiscal Framework (LGFF), which will deliver predictable capital infrastructure funding to municipalities and Metis Settlements across Alberta for many years to come. As we are all aware, the LGFF represents years of collaboration between the province and local governments, and the LGFF replaces the Municipal Sustainability Initiative (MSI) with a more sustainable model. We set the initial capital funding baseline for the LGFF at \$722 million to remain consistent with the average amount municipalities have received annually over the last three years of the MSI Capital program.

We now have a true partnership in place through the Revenue Index Factor, which will see municipal funding rise and fall at a one-to-one ratio that is based on changes in provincial revenue from three years prior. Our new framework will deliver the predictability and partnership that municipalities have long been asking for, and I would like to thank you once again for your input to the development of the LGFF to ensure it effectively supports communities and residents provincewide. The MSI Operating program will continue as LGFF Operating funding and will provide \$60 million in 2024/25 to local governments to assist with your operational costs and help to respond to inflationary pressures. More information about the LGFF and the 2024 allocations can be found online.

Additionally, **Budget 2024** includes \$60 million over three years for the Local Growth and Sustainability Grant, a new grant to help relieve some of the pressures facing fast-growing communities. This new grant will help address acute infrastructure priorities and economic development opportunities. More details about the program will be shared with you later this year.



As with previous years, our budget includes capital support through **the federal** Canada Community-Building Fund **and** Investing in Canada Infrastructure Program. **We** are **also** pleased to maintain the **strong** support we have for public **libraries** with more than \$33 **million** going towards operating grants for **libraries** across the province.

*Budget 2024* puts Albertans **and** Alberta families first by investing in strong health care, a modern education system, **and** supports to keep life **affordable**. This budget **also invests** in **safe** and supportive communities in **Alberta** by managing our resources **wisely**.

I look forward to continuing our work together over this next year as we continue to **build** strong and vibrant communities **that contribute** to a stronger province and a brighter future for Albertans and their **families**.

Sincerely,

A handwritten signature in dark ink, appearing to read "Ric McIver", with a stylized flourish at the end.

Ric McIver  
Minister

**TOWN OF TOFIELD  
BY-LAW NUMBER 1345**

**A BYLAW OF THE TOWN OF TOFIELD IN THE PROVINCE OF ALBERTA,  
FOR THE PURPOSE OF RESIDENTIAL TAX INCENTIVE.**

**WHEREAS** Council for the Town of Tofield wishes to encourage new residential, commercial and industrial construction within the Town of Tofield by offering tax incentives;

**AND WHEREAS** pursuant to s. 347(1) of the *Municipal Government Act*, c. M-26.1, RSA 2000, as amended, Council for the Town of Tofield may, when it considers it equitable to do so, cancel or refund all or part of a tax generally or with respect to a particular taxable property or business or a class of taxable property or business;

**AND WHEREAS** Council for the Town of Tofield considers it advantageous to establish a Municipal Property Tax Rebate Program whereby developers can apply for a refund of municipal property taxes during construction of new residential construction within the Town of Tofield;

**NOW THEREFORE**, Council for the Town of Tofield, in the Province of Alberta, duly assembled, does hereby enact as follows:

**1.0 Definitions**

- 1.1 **"Bylaw"** means this Municipal Property Tax Rebate Bylaw established by the Municipality.
- 1.2 **"Construction Start Date"** means the date of the first placement of permanent construction of a structure on a site, such as the pouring of slab or footings, the installation of piles, the construction of columns, or any work beyond the stage of excavation or the placement of a new manufactured home on a foundation.
- 1.3 **"Construction Completion Date"** means the date when the construction of a structure on a site is sufficiently complete so that the owner can occupy or use the structure for its intended use.
- 1.4 **"Council"** means Council of the Town of Tofield.
- 1.5 **"Municipality"** means the Town of Tofield.
- 1.6 **"Municipal Property Tax"** means those taxes collected on the Town of Tofield tax notice excluding Requisitions.
- 1.7 **"New Residential Construction"** means new residential structures constructed on vacant lands or replacing removed or demolished existing structures, including new manufactured homes, as defined in the Town of Tofield Land Use Bylaw.
- 1.8 **"Primary Building"** means a building that is the primary building for occupation and excludes accessory buildings.
- 1.9 **"Rebate Period"** means:
  - 1.9.1 for New Residential Construction, the period of time beginning January 1 following the Construction Start Date and ending three years later;

- 1.10 **"Requisitions"** means school and senior requisitions collected on the Town of Tofield tax notice.

## **2.0 Eligibility**

- 2.1 The Town of Tofield Municipal Property Tax Rebate Program is established upon the coming into force of this Bylaw.
- 2.2 Eligibility for a tax rebate under the Municipal Property Tax Rebate Program shall be determined as follows:
- 2.2.1 Eligibility for New Residential Construction is for the Primary Building only;
  - 2.2.2 Only New Residential Construction with approved development and building permits dated after this Bylaw comes into effect are eligible, provided the Construction Start Date is before ~;
  - 2.2.3 The Applicant must be or must have entered into an agreement with a registered builder under the Alberta New Home Warranty Program for the New Residential Construction;
  - 2.2.4 The Applicant must be the legal landowner, as named on the certificate of title and the Applicant may vary from year to year within the Rebate Period;
  - 2.2.5 Eligibility is restricted to one New Residential Construction per lot;
  - 2.2.6 All New Residential Construction must conform to the Town of Tofield Land Use Bylaw and Alberta Building Code regulations;
  - 2.2.7 Municipal Property Taxes and Requisitions must be paid by the due date indicated on the tax notice during the eligible Rebate Period, or eligibility will be terminated;
  - 2.2.8 Requisitions are not eligible for a rebate and must be paid by the applicant.

## **3.0 Application Process**

- 3.1 Applications for the Municipal Property Tax Rebate Program must be received by the Municipality by December 1 of each year of the Rebate Period in the form attached as Schedule A.
- 3.2 Municipal Property Taxes and Requisitions for the lands must be current and not in arrears on the date the application is received by the Municipality or the application will be rejected.
- 3.3 Each year, Council for the Town of Tofield will receive and consider the list of eligible applications for the Municipal Property Tax Rebate Program and, if it considers it equitable to do so, refund the Municipal Property Tax attributable to the New Residential Construction for the tax year based on the following sliding scale:
- 3.3.1 75% of the Municipal Property Tax attributable to the New Residential Construction in the first year of the Rebate Period;

- 3.3.2 50% of the Municipal Property Tax attributable to the New Residential Construction in the second year of the Rebate Period; and
  - 3.3.3 25% of the Municipal Property Tax attributable to the New Residential Construction in the third year of the Rebate Period.
- 3.4 The Municipal Property Tax attributable to the land on which the New Residential Construction is situated is not eligible for a rebate and must be paid by the applicant.

**4.0 Provisions and Regulations**

- 4.1 Council may make rules and regulations consistent with this Bylaw for the effectual carrying out of this Bylaw and for the efficient management, control and regulation of this Bylaw.

**5.0 Severability**

- 5.1 It is the intention of the Town Council that each separate provision of this Bylaw shall be deemed independent of all other provisions, and it is further the intention of Town Council that if any provision of this Bylaw be declared invalid, that provision shall be deemed to be severed and all other provisions of the Bylaw shall remain in force and effect.

**6.0 General**

- 6.1 This Bylaw shall come into force and effect on third and final reading.

READ a FIRST time this \_\_\_\_ day \_\_\_\_\_ of 2024.

READ a second time this \_\_\_\_ day \_\_\_\_\_ of 2024.

READ a third and final time this day of \_\_\_\_\_,2024.

\_\_\_\_\_  
MAYOR

\_\_\_\_\_  
CHIEF ADMINISTRATIVE OFFICER

## Schedule A: Application for Municipal Property Tax Rebate (Residential)

Owner's Name:

---

Owner's Mailing Address:

---

Property Address:

---

Legal Description:

---

Phone Number:

---

Date of Application:

---

**Status of Construction:**

Development Permit & Building Permit Number:

---

Construction Start Date:

---

Year of Rebate Period: 1st ☐ 2nd ☐ 3rd ☐

*Taxes must be paid in full to be eligible for Municipal Property Tax Rebate*

*I have read and understood the Town of Tofield Municipal Tax Rebate Program Bylaw*

Signature of Owner:

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<b>Office Use only:</b>
-------------------------

The above application is ☐ or is not ☐ in conformance with the requirements of the Town of Tofield Municipal Property Tax Rebate Program this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_

Tax Roll Number: \_\_\_\_\_

Municipal Taxes: \_\_\_\_\_

Receipt Number: \_\_\_\_\_

Reason for non-conformance (if applicable):

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Council Resolution: \_\_\_\_\_

Municipal Property Tax Refunded: \_\_\_\_\_

Cheque Number: \_\_\_\_\_

Refund Date: \_\_\_\_\_

**TOWN OF TOFIELD  
BY-LAW NUMBER 1346**

**A BYLAW OF THE TOWN OF TOFIELD, IN THE PROVINCE OF ALBERTA, TO  
AUTHORIZE PROPERTY TAX INCENTIVES FOR NON-RESIDENTIAL  
PROPERTIES WITHIN THE TOWN OF TOFIELD.**

**WHEREAS**, s. 364.2(2) of the *Municipal Government Act* RSA 2000, c.M-26, as amended, provides a Council may, by bylaw, for the purpose of encouraging the development or revitalization of properties in the non-residential assessment class for the general benefit of the municipality, provide full or partial exemptions from taxation or deferrals of the collection of tax;

**AND WHEREAS**, s. 364.2(3) of the *Municipal Government Act* RSA 2000, c.M-26, as amended, requires a bylaw under s. 364.2(2) of the *Municipal Government Act* RSA 2000, c.M-26, as amended, to set criteria for property to qualify for an exemption or deferral and establish a process for the submission and consideration of an application for an exemption or deferral;

**AND WHEREAS**, the Council of the Town of Tofield deems it appropriate to provide for property tax incentives for non-residential properties in the form of property tax exemptions to encourage development and redevelopment within the boundaries of the Town of Tofield;

**NOW THEREFORE**, the Council of the Town of Tofield, duly assembled, hereby enacts as follows:

**1. Application**

- 1.1.** This Bylaw may be referred to as the "Non-Residential Tax Incentive Bylaw".
- 1.2.** This Bylaw applies to the Development and Redevelopment of properties within the boundaries of the Town of Tofield.

**2. Definitions**

- 2.1.** "Act" means the *Municipal Government Act* RSA 2000, c. M-26.1, as amended.
- 2.2.** "Application" means an application for a Tax Incentive pursuant to this Bylaw in the form attached hereto as Schedule "A".
- 2.3.** "Building" means a building, structure or other thing erected or placed in, on, over or under land.
- 2.4.** "CAO" means the Chief Administrative Officer of the Town of Tofield.
- 2.5.** "Completed" means the date of final inspection of the building permit for the Development or Redevelopment or the date of the annexation of lands to the Town on which is located a building or buildings pursuant to the provisions of the Act.
- 2.6.** "Council" means the Municipal Council of the Town of Tofield.
- 2.7.** "Development" means the construction of a new building or buildings.
- 2.8.** "Increased Assessment" means the increase in assessment as determined in accordance with s. 3.2 of this Bylaw.

**2.9.** "Redevelopment" means improvements to or the alteration of an existing building or buildings or the addition of lands to the Town through annexation on which is located a building or buildings.

**2.10.** "Tax Incentive" means the cancellation of a portion of the municipal portion of taxes for a property pursuant to this Bylaw.

### **3. Criteria**

**3.1.** In order to qualify for a Tax Incentive under this Bylaw:

3.1.1. The property must be located within the boundaries of the Town of Tofield when the Application is made;

3.1.2. Development or Redevelopment occurs on the property after the coming into effect of this Bylaw;

3.1.3. Development or Redevelopment complies with the requirements of the Town's Land Use Bylaw and any other applicable municipal bylaw or regulation, as amended from time to time, and

3.1.4. All outstanding property taxes (including amounts added to the tax roll pursuant to the *Municipal Government Act*) on the property have been paid in full and are not in arrears.

**3.2.** Eligibility for a Tax Incentive pursuant to this Bylaw shall be based on the increased assessment, not including changes in assessment due to market adjustment, determined as follows:

3.2.1. In the case of Development, based on the total assessed value of the new building(s), and;

3.2.2. In the case of Redevelopment, based on the total increase in the assessed value of the building(s) as a result of the Redevelopment; provided, however, that redevelopment shall not be eligible for consideration under this Bylaw unless the total increase in assessed value of the building(s) as a result of the Redevelopment is 40% or more.

**3.3.** The owner of a property within the Town on which Development or Redevelopment has occurred, shall be responsible for any costs associated with evidencing the total assessed value of new buildings or an increase in the total assessed value of the buildings as a result of redevelopment, including, but not limited to, any fee or charge to reconcile a change in assessment that is not the result of market adjustment.

**3.4.** A Tax Incentive granted pursuant to this Bylaw shall apply to the municipal portion of property taxes only and does not include school or other requisitions.

**3.5.** A Tax Incentive granted pursuant to this Bylaw shall be for a THREE (3) YEAR period, with a declining exemption, calculated as follows:

3.5.1. 75% exemption from taxation on the Increased Assessment in the year following the year in which the Development or Redevelopment is Completed ("Year One");

3.5.2. 50% exemption from taxation on the Increased Assessment in the year subsequent to Year One ("Year Two");

3.5.3. 25% exemption from taxation on the increased assessment in the year subsequent to Year Two ("Year Three"); and



3.5.4. 0% exemption from taxation in the years subsequent to Year Three.

**4. Procedures**

- 4.1.** The owner of a property within the Town on which Development or Redevelopment has occurred may apply to the CAO for a Tax Incentive in accordance with the procedure established in this Bylaw.
- 4.2.** An Application pursuant to this Bylaw must be received by October 1 in the year prior to the year in which the Tax Incentive is to commence (i.e. Year One).
- 4.3.** An Application must be submitted in writing to the CAO in a form and with supporting documentation satisfactory to the CAO, and must be accompanied by a valid Development Permit issued by the Town for the Development or Redevelopment and proof of payment of all outstanding taxes for the property that is the subject of the Application.
- 4.4.** The CAO shall refer all complete Applications to Council for a decision in accordance with s. 364.2(4) of the MGA.
- 4.5.** All Applications are subject to approval by Council in its sole and unfettered discretion, which approval, if provided, shall be in the form of a Council resolution that specifies the taxation years to which the Tax Incentive applies and any condition the breach of which will result in cancellation of the Tax Incentive.
- 4.6.** If at any time after a Tax Incentive is granted under this Bylaw the Town determines that the property did not qualify or has ceased to qualify for a Tax Incentive under this Bylaw, the Town may cancel the Tax Incentive for the taxation year or years in which the property did not qualify. Notwithstanding the foregoing, if the Town determines that the property has ceased to qualify under this Bylaw because property taxes are unpaid, the Tax Incentive is cancelled automatically.
- 4.7.** If a Tax Incentive is granted under this Bylaw, the owner of the property shall advise subsequent owners of the Tax Incentive and subsequent owners shall be subject to this Bylaw with respect to the continuation of the Tax Incentive.
- 4.8.** Any change in ownership of the property will not affect the Tax Incentive unless the new owner(s) falls within one or more of the terms of disqualification.
- 4.9.** Where Council refuses to grant or cancels a Tax Incentive, the applicant will receive a notice in writing with reasons.

**This bylaw shall come into effect on the date of third and final reading.**

Read a first time in Council this \_\_\_\_<sup>th</sup> day of \_\_\_\_\_, 2024.

Read a second time in Council this \_\_\_\_<sup>th</sup> day of \_\_\_\_\_, 2024.

Read a third and final time in Council this \_\_\_\_<sup>th</sup> day of \_\_\_\_\_, 2024.

\_\_\_\_\_  
 MAYOR

\_\_\_\_\_  
 CHIEF ADMINISTRATIVE OFFICER

**SCHEDULE "A"**  
**TAX INCENTIVE FOR NON-RESIDENTIAL PROPERTIES**  
**APPLICATION FORM**

<b>Applicant</b>		
	Name	
	Mailing Address	
	Contact Number(s)	
	Email	
<b>Property:</b>		
	Roll Number	
	Civic Address	
	Legal Description	
	Registered Owner(s)	
Note – Proof of registered owners must be verified by supplying a current copy of title. If this is not provided the Town will pull a copy of the title and any fees related to this will be payable by the applicant.		
The initial tax year exemption is being applied for:		
<b>Assessment</b>		
	Current Assessment Year	
	Current Assessment Value (Total)	
	Current Improved Assessment Value (Bldgs)	
	Reference Assessment Year	

## TOWN OF TOFIELD

	Reference year is the comparison year to show the assessed value of growth based on the development/redevelopment. This may be the previous year or earlier, based on length of development.	
	Previous Assessment Value (Total)	
	Previous Improved Assessment Value (Bldgs)	
	Improved Assessment Increase (from Prev. to Cur.)	
<p>Note – the Town will confirm Assessment values and percentage increases and may require confirmation from the Assessor the value increase based solely on development/redevelopment. Any fees to the Assessor for this assessment/adjustment is the responsibility of the applicant to pay.</p>		
<p>Eligibility</p>		
	Current zoning of property	
	Permit number(s) related to development/redevelopment	
	Are all permits closed? (attach proof)	
	Are Property Taxes fully paid? (attach proof)	
<p>Note – Proof of satisfactory completion of development/redevelopment must be provided (i.e. license to operate)</p>		
<p>Optional – Attach letter about property/business with reasoning as to why this property should be granted a tax incentive by the Town of Tofield (i.e. number of new jobs being created, spin off economic development or growth the development will bring to Town, etc.)</p>		
<p>Application Fee - \$____</p>		
<p>Refundable Deposit - \$____ (to cover 3<sup>rd</sup> party costs if applicable, such as land title fees)</p>		

## ANNUAL RESOLUTION

**WHEREAS** Council for the Town of Tofield wishes to encourage new residential, commercial and industrial construction within the Town of Tofield by offering tax incentives;

**AND WHEREAS** pursuant to s. 347(1) of the Municipal Government Act, c. M-26.1, RSA 2000, as amended, Council for the Town of Tofield may, when it considers it equitable to do so, cancel or refund all or part of a tax generally or with respect to a particular taxable property or business or a class of taxable property or business;

**AND WHEREAS** Council for the Town of Tofield established the Town of Tofield Municipal Property Tax Rebate Program whereby developers can apply for a refund of municipality property taxes attributable to new residential construction within the Town of Tofield during the rebate period;

**NOW THEREFORE**, Council of the Town of Tofield, in the Province of Alberta, duly assembled, does hereby resolve as follows:

1. Under the Municipal Property Tax Rebate Program, Council approves the refund of the Municipal Property Tax attributable to the New Residential Construction for the tax year on the following lands in the following amounts:

Owner	Legal description	Tax Roll Number	Year / Percentage	Rebate Amount



## TOWN OF TOFIELD COUNCIL REQUEST FOR DECISION

**Meeting Type:** *Regular Meeting*  
**Department:** *Administration*  
**Presented by:** *Administration*

**Meeting Date:** *March 11<sup>th</sup>, 2024*  
**Confidential?:** *NO*

**Topic:** *Beaver Foundation – Home Care Support*

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### **DISCUSSION:**

Recently, Beaver Foundation put forward a Resolution to be taken forward at the ASCHA (Alberta Seniors and Community Housing Association). The intent of the Resolution is to garner both physical and monetary support for full-time home care services. These services would be offered through the lodges and supportive living environments. As this appears to be a province-wide concern, there has been discussion about having the Foundation Chair take this to the Rural Municipalities Conference as a resolution.

Taking all the above into consideration, Council representation has discussed this piece with the AB Munis, Small Communities Committee. The Committee has in turn suggested having this brought forward to the AB Munis annual Convention as a Resolution, therefore, Administration has brought the request for Decision to garner discussion and direction.

### **INTERGOVERNMENTAL INVOLVEMENT:**

NIL

### **EXTERNAL AND INTERNAL COMMUNICATIONS/PARTICIPATION:**

Should Council provide a motion of direction, Administration will communicate with all entities involved.

### **FINANCIAL IMPLICATIONS:**

NIL

### **ALTERNATIVES:**

1. Council provides a preferred approach and direction to Administration.

**RECOMMENDED ACTION:**

Administration is not providing a suggest motion or approach for Council. The path forward will be at the discretion and direction of Council to Administration.

**Enclosures: YES**

## Beaver Foundation

### ASCHA Resolution No. 2 - 2024

#### 24/7 Home Care Supports in Lodges/Supportive Living Accommodation

##### Issue

The service needs of Albertans residing in seniors accommodations with service options is increasing, particularly in rural lodges, where access to amenities and community supports are limited. Often times, seniors requiring a few additional services are assessed for higher levels of care simply because they require some minor supports that cannot be offered in lodge/supportive living settings because there are no health care workers on site 24/7. Many residents could easily remain in their current homes within lodge/supportive living settings, without having to move if their minor or even temporary needs could be addressed. Moving them to higher-level facilities that focus on residents with much higher care needs often decreases their quality of life, as well as loneliness and isolation. Having Albertans supported in the best environment suited to their social and wellness needs is ideal, and utilizes valuable and scarce resources across the housing and health continuums more effectively.

##### Background

When there are minor changes in a lodge or supportive living resident's health, they are commonly reassessed as needing higher levels of care, as their support needs cannot be adequately addressed within the current home care service limitations. Examples include needing some additional personal hygiene support, assistance with incontinence issues, or medication assistance in the evenings. Sometimes these needs are temporary (ie. needs increase after an injury or infection). These situations are increasing in frequency and becoming the norm rather than the exception. As seniors are now being encouraged to remain in their family home as long as possible, entering the seniors housing continuum is occurring much later in life.

The gaps in services between lodges/supportive living, designated supportive living, and long-term care is vast. Lodges and supportive living operate with a hospitality focus, providing meals, housekeeping, life enrichment and other service options. Health care supports are arranged by the individual or provided by healthcare teams during specific scheduled hours of the day. Any assistance outside of regular daytime, early evening, or weekend hours would require the individual to move to higher levels of care to access unscheduled health care supports.

The addition of unscheduled home care assistance to the current basket of services offered would address the increasing pressures on higher-levels of care and acute care. At the same time, a person-centred approach to meeting minor service and support needs increases the quality of life for residents in lodge and supportive living environments. The addition of 24/7 HCAs in supportive living would be an innovative approach to consider as part of the Lodge Program Review, considering most Albertans would prefer to age in a supportive home-like environment.

Beaver Foundation has lobbied and worked with the Minister of Seniors, Communities and Social Services about the issues surrounding unscheduled home care as well as working through our MLA, the Ministry of Health and lastly getting an opportunity to have a one on one with the Premier of Alberta. ALL are sympathetic that unscheduled home care is the issue but it is also the solution. Dignity for our

Seniors who want to remain in Level II care is critical for their mental health and it is unacceptable that we put that burden back on the families, firefighter first aiders, and EMS to fix the unscheduled visits. Municipalities cannot bear the responsibility of funding in these facilities as they too are not the experts in this field.

This solution will not only help the seniors but it will lessen the burden put on our health care facilities when determining placement. It is time to revisit the whole age in place policy and how it affects seniors who are missing out in the interaction of congregate living as they now become shut in their own homes!

### **Impact**

By investing in 24/7 access to home care services for residents in need of unscheduled support such as personal hygiene services and medication assistance, there would be less reliance on higher, more costly, levels of care. This would also result in less ambulance and acute care use.

In addition, many lodges in rural Alberta are experiencing vacancies. By providing enhanced services, residents are supported to remain in their homes within their lodge and supportive living communities, where they are thriving and maintaining a good quality of life. This supports resident choice and eases stress on an already strained health care system, the individual, and their support networks.

### **Recommended Action**

That the Government of Alberta provide 24/7 home care services as part of the basket of services offered in lodges and supportive living environments currently without unscheduled supports.

Proposed by Beaver Foundation and supported by Board motion on February 27, 2024.



Gene Hrabec  
Board Chair



Owen Ligard  
CAO







## ANNUAL GENERAL MEETING (AGM) AGENDA

**DATE:** April 25, 2024

**TIME:** 10:00 am

**LOCATION:** Claystone Waste Board Room / ZOOM Videoconference

### Attendees:

Meryl Whittaker (Chair)  
Guy Bridgeman (Vice Chair)  
Cathy Chichak (Director)  
Bernd Manz (Director)  
Ron Helmhold (Director)  
Naseem Bashir (Director)  
David Sparrow (Director)  
Corey Popick (CEO)  
Juvy Ceniza (CFO)

Jason Palamar (DOF)  
Kay Spiess (Beaver County)  
Cindy Neufeld (Town of Tofield)  
Doug Lefsrud (Town of Viking)  
Glen Hamilton-Brown (Village of Ryley)  
Rosemary Offrey (Village of Holden)  
Anne Ruzicka (CM)  
  
Lavonne Svenson (Recorder)

Item	Topic	
1	Call to Order	Chair Whittaker
2	Welcome and Introductions	Chair Whittaker
3	Roll Call of Shareholder Attendees and Establishment of Quorum	Chair Whittaker
4	Approval of Agenda	Chair Whittaker
5	Approval of Minutes from 2023 AGM  5.1 AGM Minutes – April 27, 2023	Chair Whittaker

6	<p>Board and CEO Reports</p> <p>Chair's Report:</p> <p style="padding-left: 40px;"><b>6.1</b> Claystone Waste 2023 Annual Report (draft)</p> <p>CEO's Report:</p> <p style="padding-left: 40px;"><b>6.2.1</b> Updated Business Plan Presentation</p> <p style="padding-left: 40px;"><b>6.2.2</b> General Operations Presentation</p> <p>Finance and Audit Committee:</p> <p style="padding-left: 40px;"><b>6.3.1:</b> Audited Financial Statements</p> <p style="padding-left: 40px;"><b>6.3.2:</b> Appointment of Auditors for Fiscal Year 2025 for approval (majority consent)</p> <p>Governance and Human Resources Committee:</p> <p style="padding-left: 40px;"><b>6.4.1:</b> Core Policies: non-material change for information:</p> <ul style="list-style-type: none"> <li>○ COR – 0003 Committee Terms of Reference, August 25, 2023</li> <li>○ BD – 011 Board Value Protocol, August 25, 2023</li> <li>○ HUM -0001 Whistleblower Protection, November 24, 2023</li> <li>○ COR – 0006 Shareholder, Communication &amp; Advocacy, February 29, 2024</li> </ul> <p style="padding-left: 40px;"><b>6.4.2:</b> Presentation of non-Core Policies for information</p> <ul style="list-style-type: none"> <li>○ FIN-007 Cash Management Policy – April 28, 2023</li> <li>○ BRD – 020 First Nations Land Acknowledgment Policy – June 9, 2023</li> <li>○ FIN – 004 Risk Management Framework Policy, August 25, 2023</li> <li>○ BRD – 021 Crisis Management Policy, November 24, 2023</li> </ul>	<p>Chair Whittaker</p> <p>CEO</p> <p>Director Helmhold and CFO</p> <p>Director Manz and CEO</p>

	<ul style="list-style-type: none"> <li>○ FIN – 023 Approval Authority, November 24, 2023</li> <li>○ FAC Committee Charter, November 24, 2023</li> <li>○ GHRC Committee Charter, November 24, 2023</li> <li>○ PAC Committee Charter, February 29, 2024</li> <li>○ Governance Committee Charter, February 29, 2024</li> <li>○ Human Resources Committee Charter, February 29, 2024</li> </ul>	
7	Review of Mandate and Roles Document (no changes recommended; verbal discussion)	Chair Whittaker
8	<p>Consideration of Claystone Waste Board of Directors Appointments</p> <p><b>8.1:</b> Board of Directors re- appointments for approval by Shareholders – D. Sparrow &amp; N. Bashier (current appointment ending Nov 1, 2024)</p>	Chair Whittaker
9	Adjournment	Chair Whittaker

## Claystone Waste Ltd. Annual General Meeting (AGM) Minutes

Claystone Waste Ltd

Annual General Meeting (AGM)

Date: April 27, 2023

Live and Virtual Meeting via Zoom

### **Persons Present:**

- Directors:** Meryl Whittaker, Chair – Claystone Board  
Ron Helmhold – Claystone Board, FAC Chair  
Bernd Manz, Director – Claystone Board, GHRC Chair  
Guy Bridgeman, Vice-Chair – Claystone Board  
Cathy Chichak – Claystone Board, PAC Chair
- Staff:** J. A. Pierre Breau, P. Eng., ICD.D, Chief Executive Officer (CEO)  
Juvy Ceniza, CPA, Chief Financial Officer (CFO)  
Corey Popick, Chief Operating Officer (COO)  
Jason Palamar, Financial Controller (FC)  
Jeanie DeGrande, CPHR, Human Resources and Payroll Manager (HRPM)  
Bruno Sanelli, Business Development Manager (BDM)  
Anne Ruzicka, Communications Manager (CM)
- Guests:** Kayleena Spiess (Beaver County CAO),  
Cindy Neufeld (Town of Tofield CAO)  
Doug Lefsrud (Town of Viking Acting CAO)  
Julie Brownridge (Village of Ryley Acting CAO)  
Rosemary Offrey (Village of Holden CAO)
- Kevin Smook – Beaver County  
Lionel Williams – Beaver County  
Barry Bruce – Beaver County  
Dale Pederson – Beaver County  
Jeff Edwards – Town of Tofield A/CAO  
Deb Dueck – Town of Tofield  
Harold Conquest – Town of Tofield  
Brenda Chegade – Town of Tofield  
Norm Martineau – Town of Tofield  
Larry Tiedemann – Town of Tofield  
Brian Ducherer – Village of Ryley  
Travis Schiewe – Village of Holden  
Milt MacGregor – Village of Holden  
Dana Ewashko – Town of Viking  
Cindy Lefsrud – Town of Viking  
James Buttner – Town of Viking
- Consulting:** Keith McLaughlin – New West Public Affairs  
Tamara Korassa – RMRF

## Claystone Waste Ltd. Annual General Meeting (AGM) Minutes

### 1. **Call to Order**

Chair Whittaker called the meeting to order at 10:00 am

### 2. **Welcome and Introductions**

Chair Whittaker welcomed all to the 2023 AGM and asked all that were present to introduce themselves, starting with the CWL Board followed by municipal attendees beginning with representatives of Beaver County followed by Holden, Ryley, Tofield and Viking and CWL staff. Consultants also introduced themselves.

### 3. **Role Call of Shareholder Attendees and Establishment of Quorum**

Chair Whittaker established quorum of municipal attendance representing 2/3 of voting shares were present.

### 4. **Approval of the Agenda**

Resolution

AGM – 23-001 Moved by Beaver County CAO Kayleena Spiess that the Agenda for the 2023 Annual General Meeting be approved as it was amended.

Carried

Item 7.2 – Appointment of Auditors and 9.1 Board Appointments were stricken from the agenda.

### 5. **Approval of Minutes from May 19, 2022 and August 25, 2022**

Resolution

AGM-23-002 Moved by Tofield CAO Cindy Neufeld that the Minutes of the Annual General Meeting of May 19, 2022 and August 25, 2022 be approved as amended.

Carried

Amendments noted were clerical errors which include the correction of movers (Sherry Garbe) and correct spelling of names (Kayleena Spiess) and correction of footer date.

### 6. **Proposed Amendment to the 2023 Business Plan**

6.1 Shareholder approval of the 2023 Business Plan

Resolution

AGM-23-003 Moved by Viking Acting CAO Doug Lefsrud that the Claystone Waste Ltd. Business Plan as dated on February 28, 2023, be approved as presented, and that Shareholders authorize the establishment and control of Claystone Waste

## Claystone Waste Ltd. Annual General Meeting (AGM) Minutes

Operations Ltd. as a municipally controlled corporation and as a wholly owned subsidiary of Claystone Waste.

Carried

### **7. Board Reports**

#### 7.1 Chair's Report

##### 7.1 Claystone Waste Ltd 2022 Annual Report

Chair Whittaker presented Claystone Waste's 2022 Annual Report. Highlights included the construction of the new compost facility, the development of a new municipal waste management relationship with Strathcona County, and the continued focus on providing community benefits, promoting environmental sustainability, ensuring a safe workplace and strategic growth plan

#### 7.2 Finance and Audit Committee

##### 7.2.1 Audited Financial Statements

Chair Helmhold presented the 2022 Audited Financial Statements to the Shareholders for information. They which showed a positive net income of \$2.6 million from the previous year. Direct and indirect benefits to the community totalled over \$4.6 million including \$3 million in dividends, subsidized waste collection services of \$900,000, property taxes of \$500,000 and community grant funding of \$200,000.

##### 7.2.2 Appointment of Auditors for Fiscal Year 2023

Removed from agenda.

#### 7.3 Governance and Human Resources Committee

##### 7.3.1 Core Policies: non-material change

Chair Manz presented the non-material changes to HUM-003 Employee Conflict of Interest and Code of Conduct Policy to the Shareholders for information. These changes included parameters around the receipt and reporting of gifts.

##### 7.3.2 Non-Core Policies

Chair Manz presented the following non-core policies to the Shareholders for information:

## Claystone Waste Ltd. Annual General Meeting (AGM) Minutes

- BRD-028 Board Succession Planning – updated 2022-06-14 to expand the Board from five to seven members
- FIN-023 Approval Authority – updated 2022-08-26 for operational efficiencies, primarily allowing management to execute business partnerships up to \$5 million in value
- FIN-024 Business Development and Divestiture Policy – new policy created 2023-02-24 to outline the framework for how Claystone Waste handles business development initiatives to ensure due diligence and responsible evaluation of any venture the company explores

### **8. Review of Mandate and Roles Documents:**

A review of the Mandate and Roles Document is a required AGM agenda item as dictated by the USA, however, no changes were recommended for this document.

### **9. Consideration of Claystone Waste Board of Directors Appointments**

Removed from the agenda.

### **10. CEO Report**

CEO Breau presented the Updated Business Plan to the Shareholders for information.

### **11. Adjournment**

Chair Whittaker adjourned the 2023 Annual General Meeting at 11:02 pm.

Minutes by Anne Ruzicka

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Chairperson: Meryl Whittaker

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CEO: Corey Popick, P. Biol





GROWTH

SUSTAINABILITY

COMMUNITY COMMITMENT

# 2023 | ANNUAL REPORT



**Claystone**

Waste Ltd

# LAND ACKNOWLEDGEMENT

Claystone Waste operates primarily on lands in Treaty 6 territory and the homelands of the Métis Nation. We pay respect to the Indigenous Peoples of this sacred place, past and present including the Nehiyaw (Cree), Denesuliné (Dene), Nakota Sioux (Stoney), Anishinabae (Saulteaux), Niitsitapi (Blackfoot) and Métis peoples. We acknowledge the ongoing process of colonialism and its impact on people and communities. We strive to understand and contribute to advancing reconciliation. This includes acknowledging the land and all life within it, building meaningful relationships and shared goals with Indigenous Peoples, and recognizing September 30th as the National Day for Truth and Reconciliation.



# 2023

## HIGHLIGHTS AT A GLANCE

- Commenced construction on a multi-million dollar transfer facility in Edmonton, a strategic investment in our infrastructure
- Enhanced our financial position with a 4% year over year growth in total assets
- Completed a new multi-million dollar state-of-the-art composting facility near Ryley, Alberta, enhancing our organic operational capabilities and sustainability efforts
- Achieved a notable milestone of zero reportable injuries for the third consecutive year
- Implemented eco-friendly initiatives such as an evaporation system as part of a stormwater management strategy
- Completed a direct GHG surface monitoring program for landfill gas emissions
- Demonstrated ongoing support for our shareholding municipalities through dividends, good neighbour grants and property taxes totalling \$3.5M, reinforcing our dedication to community engagement and partnership
- Provided over \$1M in subsidized waste collection services to residents of our shareholding communities, ensuring continued levels of service despite inflationary pressures
- Provided over \$50,000 to local community groups through grants and sponsorships, bolstering meaningful initiatives that enrich our communities

## OUR VISION

BE A WESTERN CANADIAN LEADER AND SERVICE PROVIDER  
OF CHOICE FOR SUSTAINABLE WASTE SOLUTIONS.

## OUR MISSION

TO PROVIDE COMMUNITIES WITH THE CONFIDENCE  
OF SAFE, SUSTAINABLE AND ENVIRONMENTALLY  
RESPONSIBLE WASTE SOLUTIONS.

## OUR VALUES

### ACCOUNTABILITY

Through transparent communication with staff, clients and other stakeholders, acknowledge and assume responsibility for actions, services, decisions and policies

### SAFETY

Ensure the health and safety on customer service sites and a zero-injury workplace

### EMPLOYEE ORIENTED

Instill a culture of excellence through personal and professional development opportunities, including coaching, mentorship and Diversity, Equity and Inclusion training

### CUSTOMER ORIENTED

Provide timely, responsive, quality services that meet the needs of our customers while acting with honesty and honour, promoting trust and confidence

### COMMUNITY ORIENTED

Consider the implications of entering a new community by building relationships and offering economic support, publicly reporting on material work, and implementing ESG initiatives (e.g. the safe disposal of waste and community investment)



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# 2023

**Throughout 2023, Claystone Waste achieved significant milestones in our pursuit of growth, the implementation of sustainable waste management solutions and our ongoing commitment to community engagement.**

As we celebrated our 31st year, Claystone remained dedicated to realizing our long-term strategic objectives. These included expanding our customer base across diverse service offerings and continuing to provide solid waste services for the residents in Beaver County and the surrounding municipalities. Our unwavering focus on workplace safety resulted in achieving our goal of maintaining a zero reportable injury workplace. Furthermore, our commitment to environmental responsibility was evident through investments in initiatives such as landfill gas emissions monitoring and environmental management systems, aimed at upholding rigorous standards while pursuing diversified business opportunities to maintain competitive disposal rates. Our dedication to community support was reflected in our contributions through dividends, grants and waste collection subsidies.

#### **FOCUS ON GROWTH**

During 2023, plans were set in motion for the construction of a new transfer station in Edmonton, poised to enhance our service capabilities for a market of 1.4 million customers. Engineered to target source separated organics, municipal solid waste, construction and demolition debris and recyclable materials, this facility represents a comprehensive solution for waste management needs. By providing this convenient disposal option, we aim to streamline waste logistics and minimize transportation distances for our customers in the Edmonton area.



# YEAR IN REVIEW

A YEAR FOCUSED ON GROWTH, SUSTAINABILITY,  
AND CONTINUED COMMUNITY COMMITMENT

## FOCUS ON SUSTAINABILITY

Claystone introduced a state-of-the-art composting facility near Ryley, Alberta, in 2023, representing a significant investment in sustainable waste management and job creation. Our multi-million dollar facility is processing 20,000 tonnes of organic waste annually, demonstrating our commitment to waste diversion targets and positions Claystone as a trusted organics service provider in the Edmonton region. Investments in landfill gas monitoring and environmental management systems demonstrate our dedication to environmental stewardship.

## FOCUS ON COMMUNITY

2023 was a record-breaking year for Claystone with its contributions to the community, showcasing our unwavering dedication to the well-being and advancement of the local populace. Through dividends, grants, and local waste collection subsidies totaling \$4.4 million, we actively support local economies, environmental sustainability and community growth. As evident by our remarkable success in 2023, Claystone has leveraged the benefits of hiring and procuring local talent while supporting vibrant and sustainable communities.

**Claystone's achievements in 2023 signify significant progress toward our objectives, expanded operations, and alignment with the evolving needs of the waste management sector.**

# MESSAGE FROM



CHIEF EXECUTIVE OFFICER  
COREY POPICK

As another year at Claystone comes to a close, it's a fitting time to reflect on the progress we've made in advancing our strategic vision, particularly in the realm of sustainable waste management. The waste sector is at a pivotal juncture; the decisions we make today will resonate far into the future, shaping the health of our environment, the strength of our economy, and the well-being of our communities. With this in mind, I'd like to discuss the importance of the moves we've made to adopt sustainable practices focusing on our composting operations and our commitment to reducing greenhouse gas emissions through cleaner waste management solutions.

## THE IMPERATIVE FOR SUSTAINABILITY

The global conversation around emissions reduction and environmental preservation has never been more urgent. The waste management sector, historically a significant contributor to greenhouse gas emissions through methane release in landfills, is under increasing pressure to transform to more environmentally friendly options. It's imperative that we pivot towards more sustainable practices, not only to comply with evolving regulations but to fulfill our responsibility to the planet and future generations.

The journey towards sustainability is complex and multifaceted, involving a shift in operations, adoption of new technologies, and a deep commitment to environmental stewardship. At Claystone, this is exactly what we are committed to doing in a responsible way.



## COMPOSTING IS A NEW SUSTAINABLE VENTURE FOR CLAYSTONE

At Claystone, we recognize the critical role composting plays in this transformation. By diverting organic waste from landfills, we not only reduce methane emissions but also contribute to soil health and reduce the need for chemical fertilizers. Our multi-million dollar composting facility, capable of processing 20,000 tonnes of organic waste annually, is a testament to our commitment. Again, this facility represents more than an operational milestone; it's a step towards a circular economy where waste becomes a resource.

Composting is an effective tool in our arsenal against climate change. Organic waste in landfills undergoes anaerobic decomposition, producing methane, a greenhouse gas up to 28 times more potent than carbon dioxide over a century. By composting, we're not only preventing this emission but also capturing carbon in a beneficial use that contributes to soil regeneration and biodiversity.

Going forward, Claystone aims to establish ourselves as the preferred provider for organics processing among businesses and municipalities in Alberta striving to achieve significant waste diversion goals.

## DIVERSIFICATION THROUGH TRANSFER STATION INITIATIVE

Claystone is excited to start on a journey to operate a new Transfer Station scheduled to open in 2024 in Edmonton. This facility demonstrates Claystone's commitment to innovation and sustainability in waste management. By strategically investing in this facility, we are not only expanding our operational footprint but affirming our dedication to serving the evolving needs of our customers. This Transfer Station represents a pivotal step toward optimizing our waste management processes, enhancing efficiency, and reducing environmental impact. Its strategic location ensures accessibility for a broader customer base while fostering economic growth in the region. As we embark on this exciting chapter, we remain steadfast in our mission to lead the industry with integrity, innovation and a profound commitment to environmental stewardship.

## INNOVATIVE SOLUTIONS ARE KEY TO OUR STRATEGY

Our commitment to reducing greenhouse gas emissions extends beyond composting. We've invested significantly in landfill gas monitoring and environmental management systems. These

investments allow us to track and mitigate our direct environmental impacts more effectively. It's our belief that technology and innovation can lead the way in making waste management processes cleaner and more efficient.

Moreover, we are exploring new technologies and methodologies to enhance our waste diversion efforts further. Investments in landfill gas programs are continuing and will be optimized to continue to reduce our greenhouse gas emissions. These efforts not only contribute to reducing greenhouse gas emissions but also promote a more sustainable and responsible approach to consumption and waste management.

## LOOKING FORWARD: A SUSTAINABLE VISION

As we look to the future, our vision for Claystone is clear. We aim to be the leader of sustainability in the waste management sector, not just in Alberta but across Western Canada. This means continuously improving our operations, investing in new technologies, and advocating for policies that support sustainable waste management practices.

We are committed to working with municipalities, businesses, and the broader community to develop solutions that meet their waste management needs while advancing our sustainability goals. This collaborative approach is essential, as the challenges we face are not confined to our sector but are part of a global problem that requires working together as businesses, service providers, governments, and innovators.

The journey towards sustainability is ongoing, and while we've made significant strides in 2023, there's much work to be done. As the CEO of Claystone, I am incredibly proud of our team's accomplishments and our collective commitment to making a positive impact on the environment.

I want to thank our employees, partners, and the communities we serve for their support and collaboration. Together, we're not only transforming our sector but also contributing to a more sustainable and hopeful future for all.

Claystone is not just adapting to the changing landscape of waste management; it is actively shaping a future where waste management processes are environmentally friendly, economically viable, and socially responsible.

**Corey Popick, P.Biol.**

CEO, Claystone Waste Ltd.

# MESSAGE FROM



BOARD CHAIR

MERYL WHITTAKER

As we reflect on the transformative year that was 2023 for Claystone Waste, I am filled with a deep sense of pride and gratitude for the strides the company has made in our journey towards sustainable waste management. Our commitment to being an active partner to municipalities and businesses in waste management has never been stronger, and the achievements of this past year are a testament to our dedicated team and the innovative strategies we have employed.

This year, Claystone Waste has not only continued but also significantly expanded our efforts in waste diversion, cementing our role as a crucial ally in the pursuit of sustainability for municipalities and businesses alike in Alberta. With the opening of our state-of-the-art composting facility and the enhancement of our waste diversion offerings, we have taken

concrete steps to reduce the environmental impact of waste. Our new composting facility, now processing 20,000 tonnes of organic waste annually but capable of more, stands as a beacon of our commitment to this cause, directly supporting the waste diversion goals of our partners by providing a sustainable alternative to landfill disposal.

Our partnerships with municipalities and businesses have flourished in 2023, driven by a mutual recognition of the urgent need for sustainable waste management practices. These collaborations have not only facilitated the diversion of significant amounts of waste from landfills but have also helped foster a culture of sustainability within the communities we serve. By working hand-in-hand with local governments and businesses, we have tailored our services to meet their unique needs, ensuring that our waste management solutions are both effective and sustainable.





**WE ARE COMMITTED  
TO DEEPENING OUR  
EXISTING PARTNERSHIPS  
AND FORGING NEW  
ONES, ALWAYS WITH THE  
GOAL OF PROMOTING  
SUSTAINABLE WASTE  
MANAGEMENT PRACTICES.**



Looking forward, our commitment to enhancing waste diversion and fostering partnerships with municipalities and businesses remains unwavering. We are poised to build upon our achievements, exploring new technologies and methodologies to further our impact. Our focus will continue to be on innovation and collaboration, ensuring that we remain at the forefront of the waste management industry and a key player in the global movement towards sustainability.

As we gaze into the future, we are excited about the opportunities that lie ahead. We are committed to deepening our existing partnerships and forging new ones, always with the goal of promoting sustainable waste management practices. Our vision for the future is one where Claystone Waste plays a pivotal role in creating a more sustainable waste management sector, one in which sustainability is not just an aspiration but a reality.

Our talented Board of Directors spent a significant amount of time and effort building towards Claystone's future in 2023. We strengthen our leadership team by recruiting Naseem Bashir and David Sparrow as the latest additions to our Board of Directors. Both have extensive expertise in

business strategy and will help Claystone pursue an ambitious agenda focused on growth and being a provider of choice to our customers as we move forward.

Our Board also initiated and completed an extensive nationwide search process for a new CEO in 2023. This rigorous and competitive process attracted high-caliber candidates from across North America and resulted in the appointment of Corey Popick as our new CEO, succeeding Pierre Breau, who retired at the close of 2023.

As Chair of the Board, I am excited about the direction Corey will take Claystone. His leadership style and comprehensive understanding of the environmental, waste management, and utility sectors are invaluable. We are confident in his vision and capabilities to propel Claystone towards a future marked by innovation and continued success.

On behalf of the entire board and the Claystone team, we extend our deepest gratitude to Pierre Breau for his dedication and contributions to Claystone. He has been instrumental in leading Claystone—and its predecessor, Beaver Municipal Solutions—since 2011. Pierre's vision and leadership have been pivotal in transforming Claystone into a waste management leader in western Canada and the legacy of his contributions to our company will live on for many years to come.

I would like to extend my sincerest gratitude to all our employees, partners, and the communities we serve for their unwavering support and commitment to sustainability. Together, we have made significant strides in 2023, and I am confident that, with our collective efforts, we will continue to achieve even greater success in the years to come.

**Meryl Whittaker, MBA, LLB, BA, ICD.D**

Chair of the Board of Directors,  
Claystone Waste Ltd.

# HONORING PIERRE BREAU:

**In 2023, Claystone Waste bid farewell to Pierre Breau, our longtime CEO. Serving as the CEO of Claystone and its predecessor organization, Beaver Municipal Solutions since 2011, Pierre was the driving force behind a decade of unprecedented growth and innovation.**

In the pages of Claystone's history, the chapter dedicated to our former CEO Pierre Breau, will stand out for its transformative leadership and visionary achievements.

Under Pierre's stewardship, Claystone transitioned from a small regional landfill into a waste management leader in Alberta rooted in a commitment to safety, integrity, and unwavering environmental commitment. His strategic vision was instrumental in the establishment of Claystone Waste Ltd. as a municipally controlled corporation in 2020, marking a new era of service and commitment to the communities we serve. This pivotal move not only expanded our operational capabilities but also solidified our commitment to environmental stewardship and innovative waste solutions.

Pierre's leadership was characterized by a relentless pursuit of excellence, innovation, and a profound sense of responsibility to both the community and the environment. His dedication to safety and people-first policies led to remarkable achievements, including multiple years of zero workplace injuries and multiple years of recognition as one of Alberta's top employers. These accomplishments reflect a culture of care and excellence that Pierre instilled throughout the organization.

Moreover, Pierre's commitment to operational and customer service excellence set a new industry standard. He fostered trusted relationships with municipalities, industries, and residents, ensuring that Claystone became synonymous with reliability and environmental responsibility. His efforts in expanding community benefit programs and prioritizing local economic development have made a lasting impact, enhancing the well-being of the regions we serve.

As we commemorate Pierre's contributions in this annual report, we extend our deepest gratitude for his outstanding service and visionary leadership. Pierre Breau has not only shaped the success story of Claystone but also laid a strong foundation for our future. His legacy of innovation, commitment to sustainability, and community partnership will continue to inspire and guide us.

# A DECADE-PLUS OF LEADERSHIP AND LEGACY AT CLAYSTONE



THANK YOU, PIERRE, FOR A  
REMARKABLE DECADE (AND MORE)  
OF LEADERSHIP. AS YOU EMBARK  
ON THE NEXT CHAPTER OF YOUR  
JOURNEY, KNOW THAT YOUR  
INDELIBLE MARK ON CLAYSTONE  
AND THE COMMUNITIES WE  
SERVE WILL BE CHERISHED AND  
CELEBRATED FOR YEARS TO COME.



# SUSTAINING EXCELLENCE:

CLAYSTONE'S COMMITMENT TO ENVIRONMENTAL  
STEWARDSHIP, COLLABORATIVE WORKPLACE CULTURE,  
AND HIGHEST SAFETY STANDARDS

Claystone Waste's environmental stewardship is demonstrated through rigorous waste management practices, investment in sustainable technologies, and initiatives aimed at reducing our carbon footprint and conserving resources. Our unwavering commitment to safety is reflected in our industry-leading safety records, comprehensive training programs, and a culture that prioritizes the health and safety of every individual associated with our operations. These commitments are the cornerstone of our mission, guiding our actions and decisions every day.

### **TAKING ACTION ON OUR EMISSIONS**

Claystone achieved a significant reduction of our greenhouse gas emissions in 2023 thanks to our proactive environmental management strategies and commitment to sustainability. Our decline in emissions is primarily due to a multifaceted approach focusing on the management of landfill gas. The natural aging of waste in previously capped sections has led to a decrease in landfill gas generation – a positive outcome of the waste lifecycle management. Further, the strategic implementation of new physical barriers has been instrumental in redirecting the migration of landfill gas within the waste structure. This deliberate redirection is designed to minimize the release of landfill gas into the atmosphere, thereby reducing our carbon footprint.

### **TAKING REMEDIATION AND RECLAMATION SERIOUSLY**

In 2023, Claystone contributed almost \$1 million to its post-closure fund. Investing in post-closure remediation of the landfill is a pivotal aspect of Claystone's commitment to environmental stewardship and sustainable waste management practices. Such investments ensure that the landfill continues to be managed in a way that protects the environment across its lifecycle. In 2023, Claystone also invested over \$600,000 in landfill capping infrastructure. This proactive approach protects groundwater and helps prevent methane emissions.

### **ENHANCING STORMWATER MANAGEMENT THROUGH INNOVATIVE ECO-MISTER TECHNOLOGY**

Claystone introduced three Eco-misters to its landfill site in 2023, enabling the evaporation of over 60,000 cubic metres of stormwater annually. This method, a novel strategy for managing stormwater collected from control structures, aims to prevent emergency water discharges during heavy rainfalls – thus improving our stormwater management system. Although no emergency discharges occurred in 2023, this technology proactively lowers the risk of such events in the future.



**CLAYSTONE ACHIEVED A  
SIGNIFICANT REDUCTION  
OF OUR GREENHOUSE  
GAS EMISSIONS IN 2023  
THANKS TO OUR PROACTIVE  
ENVIRONMENTAL  
MANAGEMENT STRATEGIES  
AND COMMITMENT TO  
SUSTAINABILITY.**



#### NAVIGATING THE PATH FORWARD IN RENEWABLE ENERGY INITIATIVES

Claystone's head office in Beaver County, Alberta is currently LEED® Gold Certified and uses solar energy to help power its operations. In 2023, Claystone continued to explore sustainable energy technologies with both the private sector and Energy and Natural Resources Canada. Our work to provide sustainable and innovative energy solutions continues, reflecting our ongoing commitment to environmental stewardship and the pursuit of alternative energy opportunities that align with our financial and environmental goals.



**CLAYSTONE IS DEEPLY COMMITTED TO FOSTERING A POSITIVE WORKPLACE CULTURE, ANCHORED IN THE PRINCIPLES OF DIVERSITY, EQUITY, AND INCLUSION.**



#### UNPARALLELED SAFETY RECORD IN OUR INDUSTRY

Operating waste management facilities pose safety risks to workers but for the third year in a row, Claystone achieved an exceptional Total Recordable Injury Rate of zero across all operating locations - a testament to our unwavering commitment to safety and the effectiveness of our training programs. This remarkable accomplishment shows the tangible impact of our safety culture and continuous efforts which also has been recognized by the Workers Compensation Board of Alberta.

#### BUILDING A POSITIVE AND INCLUSIVE WORKPLACE CULTURE

Claystone is deeply committed to fostering a positive workplace culture, anchored in the principles of diversity, equity, and inclusion. Our dedication to creating an environment where every employee feels valued, respected, and integral to our success is reflected in our comprehensive strategies and initiatives. In 2023, we continued to create a positive workplace culture for employees through industry-leading employee benefits and further refinement of policies that promote employee engagement.







# EMPOWERING COMMUNITIES:

## CLAYSTONE'S

## UNWAVERING SUPPORT

As a municipally controlled corporation, we have a sense of civic responsibility. Claystone Waste embodies the essence of a community-owned and focused enterprise. We know we can play a pivotal role in bolstering local economies and enhancing the quality of life within the communities we operate. That's why, since 2015, Claystone has provided over \$25 million back to local communities through various forms of support including dividends, grants, sponsorships, and other forms of community partnerships.

### FUELING COMMUNITY GROWTH AND PROSPERITY IN THE BEAVER REGION

In 2023, Claystone distributed a \$3 million dividend to all its shareholding municipalities within the Beaver region including Beaver County, the Village of Holden, the Village of Ryley, the Town of Tofield, and the Town of Viking. The \$3 million dividend represents an approximately \$300 per person benefit to every resident of the Beaver region in 2023. Dividends from Claystone are used by Beaver region municipalities to support infrastructure, community programming, economic development initiatives, and other priorities of municipal councils that would otherwise have to be funded by local taxpayers.

### SUPPORTING AFFORDABLE WASTE SERVICES

Claystone also provided over \$1.1 million in subsidies for waste collection services to its shareholding municipalities in 2023. This significant financial assistance plays a crucial role in maintaining affordable waste management services for the residents of our shareholding communities. By offsetting a portion of the operational costs associated with waste collection, Claystone ensures that municipalities can keep the waste collection

costs lower for their residents, thereby easing the financial burden on households during an ongoing affordability crisis.

### GOOD NEIGHBOUR GRANT: CLAYSTONE'S COMMITMENT TO COMMUNITY SUPPORT AND ENHANCEMENT

Claystone's Good Neighbour Grant functions as a vital community benefit agreement designed to support the Village of Ryley and Beaver County – communities in close proximity to Claystone's main waste management operations. Recognizing that residents living near the site are more directly impacted by its operations, the grant allocated over \$236,000 in funding for 2023, with a distribution model that assigns two-thirds to the Village of Ryley and one-third to Beaver County. Administered by the respective municipal councils, the funds are dedicated to a variety of uses, including overall improvements, social outreach initiatives, and other key community projects. The grant's unique rate-per-tonne formula ensures that as Claystone's operational volume grows, so too does its investment in the surrounding community, tying our operations to tangible community benefits.





### EMPOWERING LOCAL CHARITIES: CLAYSTONE'S COMMUNITY GRANT PROGRAM

Throughout 2023, Claystone provided over \$50,000 of support to local charities and non-profits. Operating on a biannual cycle, the Community Grant Program takes applications from organizations within the Beaver Region and extends financial assistance to projects and non-profits that align with Claystone's values of community support and environmental stewardship. Over the years, the Community Grant Program has supported a diverse array of recipients, such as the Royal Canadian Legion, the Holden Municipal Library, Holden Junior Cattlemen Society, the Beaverhill Bird Observatory Society, and local food banks.

### STRENGTHENING COMMUNITY TIES: CLAYSTONE'S PUBLIC ADVISORY COMMITTEE

The Public Advisory Committee (PAC) serves as a vital bridge between the residents of the Beaver region and Claystone's Board of Directors. Meeting quarterly, the committee embodies Claystone's commitment to not just listen, but actively respond to the needs and insights of the shareholding communities. The open line of communication provided by the PAC ensures a deeper connection between Claystone and the neighbouring community. The PAC is often focused on incorporating local perspectives into Claystone's strategic planning and operations. In 2023, the PAC provided important guidance into community benefit programming, Claystone's growth and sustainability operations, and served as an important conduit to the broader community.



# CASE STUDY:

## HOW WE'RE PAIRING GROWTH AND SUSTAINABILITY WITH OUR NEW TRANSFER STATION IN EDMONTON

In September 2023, Claystone Waste announced it was beginning construction on a new Transfer Station aimed at serving waste management customers in the Edmonton area. This new multi-million-dollar project is another example of how Claystone is distinguishing itself for waste management innovation and sustainability in Western Canada. Through strategic investments and a commitment to environmental stewardship, Claystone not only expanded its service offerings in 2023 but also reinforced its position as a leader in sustainable waste management solutions.

### A STRATEGIC LOCATION AND ITS IMPACT ON SUSTAINABILITY

Our 152nd St Transfer Station is strategically located just off the Yellowhead Highway in northwest Edmonton, making it an accessible point for industrial, commercial, institutional, and residential customers in the Edmonton metropolitan area. This strategic placement is critical for several reasons. First, it taps into a new market of 1.4 million customers, expanding Claystone's reach within the Edmonton metropolitan region. Second, it will serve as a service node for the efficient collection and segregation of waste, which can optimize the logistics of waste management by reducing transportation distances and costs for Edmonton-area customers.

The facility is designed to handle a broad spectrum of waste types, targeting source-separated organics, cut will also have the ability to process construction and demolition waste, materials suitable for recycling, and general waste. This comprehensive approach to waste management at the 152nd St Transfer Station not only meets the diverse needs of the region but also aligns with Claystone's mission to provide innovative, sustainable waste solutions. By facilitating the convenient disposal and processing of waste, this Transfer Station will also enhance Claystone's operational capabilities and positions it as a versatile leader in the industry.



## ENVIRONMENTAL STEWARDSHIP

At the heart of Claystone's essence is a profound commitment to sustainability and environmental stewardship. The 152nd St Transfer Station embodies this commitment through its design and operations. By being able to accept source-separated organics, the facility can contribute significantly to the promotion of a circular economy in the Edmonton area. Organics recycling is a key factor in reducing methane emissions from landfills, addressing one of the most critical environmental challenges in waste management.

Moreover, the facility's role in enhancing recycling efforts cannot be understated. By providing a centralized location for the sorting and separation of recyclables, the 152nd St Transfer Station ensures that a larger percentage of waste is diverted from landfills and repurposed or recycled. This will not only reduce the environmental footprint of waste management but also promotes resource conservation and efficiency.

Claystone's approach to waste sorting and recycling at the 152nd St Transfer Station reflects a broader strategy to innovate and implement sustainable waste management practices. These efforts are instrumental in positioning Claystone as an environmental leader in the sector, demonstrating that economic growth and environmental responsibility can go hand in hand.

## COMMUNITY ENGAGEMENT AND ECONOMIC IMPACT

Community engagement and economic development are integral to Claystone's vision for the 152nd St Transfer Station. By creating dozens of jobs during the construction and operational phases, the project will contribute to economic activity in the waste management sector.

Claystone understands that true leadership in waste management extends beyond operations and into the realm of community relations and education. The Transfer Station can serve as a hub for community engagement initiatives, educating the public about sustainable waste practices and the importance of recycling and waste diversion. Through workshops, tours, and

collaboration with local institutions, Claystone aims to raise awareness and encourage community participation in waste management efforts.

## SETTING A NEW BENCHMARK IN WASTE MANAGEMENT

The establishment of the 152nd St Transfer Station is a clear indicator of Claystone's ambition to set a new benchmark in the waste management industry. By combining strategic operational expansion with a steadfast commitment to sustainability and community engagement, Claystone is not just adapting to the evolving landscape of waste management; it is actively shaping it.

As Claystone continues to expand and innovate, the 152nd St Transfer Station will be seen as a cornerstone in its mission to lead the industry in Western Canada. Its impact on environmental sustainability, community engagement, and the regional economy will resonate for years to come, establishing Claystone as a model for others in the sector.

The 152nd St Transfer Station, another key initiative of 2023, is more than a facility; it is a signal of Claystone's vision for the future of waste management. Through strategic foresight, environmental responsibility, and community involvement, Claystone is poised to redefine what leadership means in the waste management industry.



**THIS NEW MULTI-MILLION-DOLLAR PROJECT IS ANOTHER EXAMPLE OF HOW CLAYSTONE WASTE IS DISTINGUISHING ITSELF FOR WASTE MANAGEMENT INNOVATION AND SUSTAINABILITY IN WESTERN CANADA.**





# SENIOR MANAGEMENT TEAM

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**Corey Popick**  
**P.Biol. – Chief Executive Officer**

A Professional Biologist, Corey completed his education at the University of Saskatchewan and brings extensive expertise in both the environmental and utility fields, encompassing water and wastewater treatment, distribution, collection, and solid waste management to Claystone. Corey has a wealth of experience in both the private consulting sector and public administration within municipal public works. His leadership is marked by a commitment to sustainability and innovation, and fostering a culture of continuous improvement and dedication to environmental stewardship within the organization.



**Juvy Ceniza**  
**CPA, CMA – Chief Financial Officer**

Juvy has over two decades of experience as a Certified Management Accountant (CMA). In her role at Claystone, she manages overall finance and administration functions, supports strategic implementation initiatives, and leads engagement with stakeholders on financial matters. Additionally, Juvy plays a critical role in financial planning and analysis, ensuring the company's fiscal stability and long-term financial growth through her expert guidance and innovative financial strategies.



**Janet Tecklenborg**  
**P. Eng. – Director of Facilities**

Janet is a highly-accomplished senior leader and engineer in solid waste management, having overseen multiple successful high-value projects throughout Alberta and British Columbia. She has previous experience working for the City of Edmonton in senior roles within infrastructure operations and engineering services, and plays a pivotal role in developing innovative, sustainable waste management systems at Claystone.



**Jason Palamar**  
**CPA, CA – Director of Finance**

Jason is a Chartered Professional Accountant who specializes in financial management, business process, strategic planning, and budgeting and financial analysis, bringing over 10 years of experience in the utilities, healthcare, and waste management sectors. His proven track record in enhancing financial performance and optimizing operational efficiency has been instrumental in driving sustainable growth and profitability for Claystone.



**Bruno Sanelli**  
**Business Development Manager**

An Edmonton native, Bruno has been delivering results in sales, marketing, and business development in multiple fields for over 35 years, boasting an enviable track record of promoting business growth and developing long-lasting relationships with customers. His deep understanding of market dynamics and customer needs, combined with his innovative approach to business strategies, has significantly contributed to the success and expansion of Claystone.



**Jeanie DeGrande**  
**CPHR – Human Resource Planning Manager**

Jeanie has spent over 20 years in the HR profession focusing on organization and management team effectiveness. At Claystone, she plays a pivotal role in aligning the company's strategic direction with employee engagement initiatives, ensuring the workforce is empowered to contribute to their fullest potential. Her expertise in talent management, employee development, and creating a positive workplace culture has been integral to fostering a motivated and high-performing team at Claystone.



**Anna Ruzicka**  
**Communications Manager**

Often found out and about in our designated "Claystone Community Cruiser", Anne brings over 26 years of experience in the waste and recycling industry to Claystone, applying her expert coordination skills to make meaningful connections with multiple communities, people, and organizations. Her proactive approach in community engagement and public relations has not only elevated Claystone's brand presence but has also played a critical role in fostering collaborative partnerships – furthering Claystone's community reach and impact.



**Meaghan Neufeld**  
**P. Eng., M.Sc.E – Compliance Manager**

Meaghan has been with Claystone since 2014, utilizing her Master of Science in Engineering from the University of New Brunswick to expertly manage our capital program. Under her careful watch, Claystone safely and responsibly performs landfill construction, monitors landfill gas emissions, and adheres to strict environmental compliance guidelines. Her commitment to sustainability and environmental protection is evident in her meticulous approach to ensuring all projects not only meet but exceed regulatory standards.

# BOARD OF DIRECTORS



**Meryl Whittaker**

**MBA, LLB, BA, ICD.D – Chair of the Board**

Meryl is a proven leader whose expansive career highlights include multiple roles in municipal government and private legal practice, having had the honour of serving as both Deputy Minister of Municipal Affairs and Deputy Minister of Culture and Tourism for Alberta. Her diverse background, combining legal expertise, business acumen, and a deep understanding of public policy, has been instrumental in guiding Claystone's strategic direction and governance, ensuring the organization's objectives are met with integrity and in alignment with its core values.



**Guy Bridgeman**

**Ph.D., ICD.D – Vice-Chair of the Board**

A seasoned Corporate Director, Guy has extensive experience in the Alberta energy industry – most noted for his many years of dedicated service to EPCOR Utilities, during which time he served as CFO and oversaw the company's significant and successful expansion across North America. His expertise in financial management and strategic growth, combined with a deep understanding of the energy sector, has been invaluable in providing Claystone with insights and guidance, particularly in areas of financial stability and expansion strategies in the competitive waste management market.



**Ron Helmhold**

**FOA, FCPA, ICD.D – Secretary Treasurer of the Board, Chair of the Finance and Audit Committee**

A Chartered Accountant with a long and distinguished history in both public and private ventures, Ron has worked in an executive capacity in numerous fields, including healthcare, biotechnology, and insurance. Currently serving as the Chief Financial Officer of Alberta's Workers' Compensation Board, his extensive experience in financial oversight and strategic fiscal management plays a crucial role in guiding Claystone's financial integrity and ensuring rigorous adherence to audit and compliance standards.





**Bernd Manz**

**P.Eng, ICD.D – Chair of Governance and Human Resources Committee**

Deeply invested in the communities of northwestern Alberta, Bernd's career as a highly-accomplished executive has seen him provide strategic and operational planning and execution, primarily as the CEO of Aquatera Utilities from 2003 to 2019. His leadership at Claystone extends beyond traditional governance, with a focus on enhancing organizational culture and employee engagement, ensuring that the company's human resource strategies align with its overall mission and contribute to sustainable growth and community impact.



**Cathy Chichak**

**Chair of the Public Advisory Committee**

A conduit and connector by nature, Cathy has provided strategic support in the public, private, and non-profit sectors, having advised municipalities, post-secondary institutions, agricultural companies, healthcare industry providers, as well as political figures. Her extensive experience in fostering collaborative partnerships and her ability to effectively communicate across diverse sectors make her an invaluable asset to Claystone, where she plays a pivotal role in ensuring that the voices and perspectives of the public and stakeholders are integrated into the company's decision-making processes.



**David Sparrow**

**CPA-CA, CBV, ICD.D – Director**

As a senior executive and corporate finance advisor with an extensive three-decade career, David's expertise in strategic planning, leadership, and transactional skills are a powerful mix that allows him to drive meaningful change for an organization. Currently serving as the President of TrailWise Capital, he brings a wealth of knowledge in financial management and corporate strategy to Claystone, greatly enhancing the board's ability to navigate complex financial landscapes and pursue innovative growth opportunities.



**Naseem Bashir**

**P. Eng., ICD.D – Director**

A Professional Engineer and a graduate of the University of Alberta, Naseem's career incorporates a mix of hands-on engineering and project management expertise, executive and company management, and board governance. Focused primarily on all aspects of sustainable cities and communities, he brings a unique perspective to Claystone, combining technical proficiency with strategic vision, and is instrumental in steering the company towards innovative solutions that enhance sustainability and community well-being.

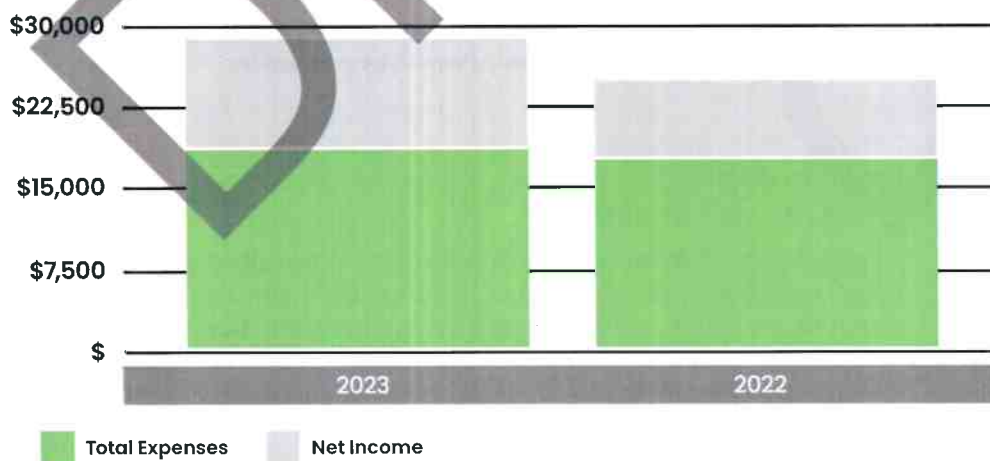
# FINANCIAL REVIEW

2023

## 2023 – ANNUAL OVERVIEW

2023 was a year of growth and expansion for Claystone Waste that saw the organization enter a new market, laying the foundation for sustaining key waste streams at the Beaver Regional Landfill.

Annual Financial Performance – In \$000s



#### THE KEY FINANCIAL HIGHLIGHTS FOR THE YEAR INCLUDE:

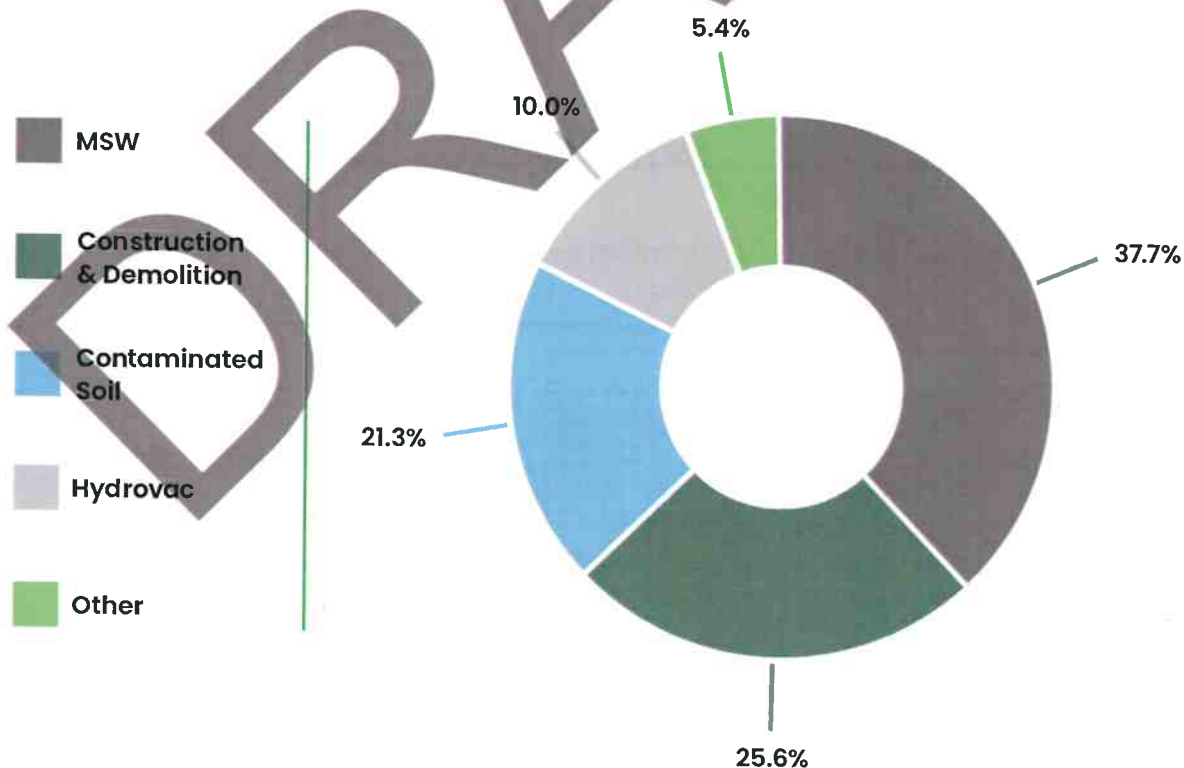
- net Income of \$8.2M, an improvement of \$2.3M from 2022,
- overall revenue growth of 13%, mainly from landfill waste volumes and compost,
- controlled spending growth of \$1.1M in line with key business growth initiatives, and
- sustained liquidity and cash flow growth of over 17% of additional cash flows from operations.

**Leveraging from the progress made in 2022, Claystone utilized 2023 as a year to expand its volumes of waste received from a more diverse group of customers in varying industries. This core strength for Claystone allowed us to start investing in new opportunities such as:**

- an organics composting facility located adjacent to the landfill near Ryley to provide a waste diversion alternative for organic material instead of landfilling. In only six months the facility processed over 8k tonnes of source separated organic material,
- acquisition of land in West Edmonton where Claystone will construct a new commercial waste transfer facility in 2024.

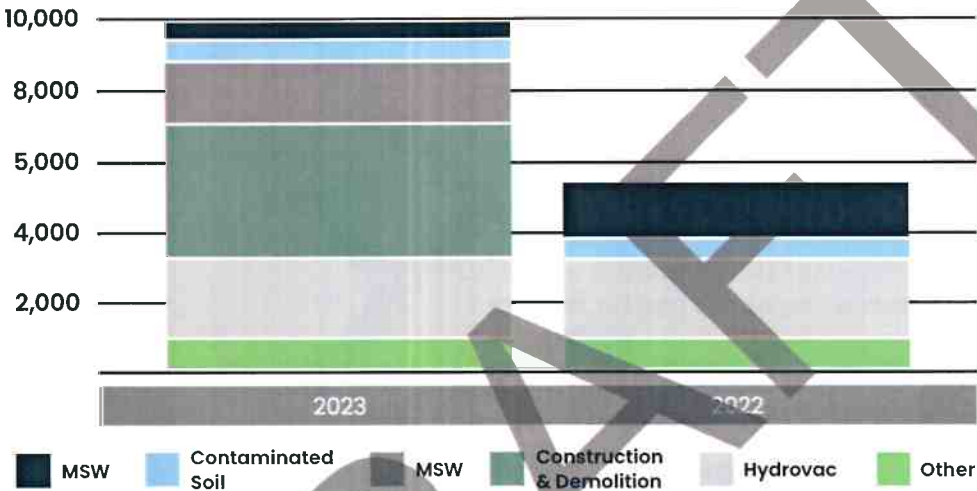
**Overall waste disposal still drove the organization's success, here are a few of the key highlights:**

#### 2023 Waste Volume Mix



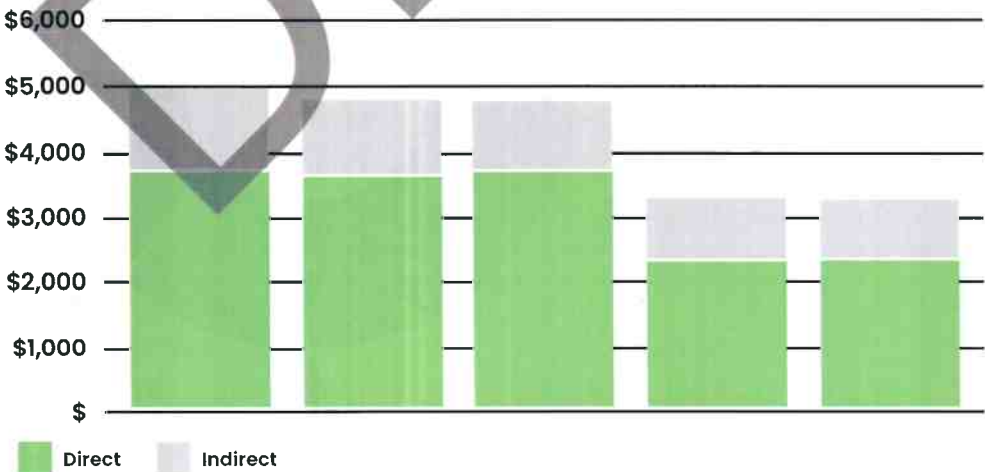
- Consistent waste diversification resulted in overall waste volumes reaching over 970k tonnes.
- Pricing continues to be competitive in the Alberta waste market and Claystone has managed to use multi-year waste agreements and tiered pricing models to stay consistent with the market.
- Investing in sustainability initiatives such as landfill gas, air and groundwater monitoring, leading class safety programs and culture and strong internal controls and regulatory compliance.
- In 2023 Claystone Waste also made significant capital investments in its growth in areas such as landfill improvements, equipment replacement, the new Ryley Compost facility and land purchased in West Edmonton for our new commercial 152 St Transfer Station.

Annual Capital Investment - In \$000's



Claystone continues to provide growing direct and indirect financial benefits to its stakeholders in the community in the form of dividends, grants, property taxes and subsidized collection and transfer station services.

Community Stakeholder Financial Benefits - In \$000's





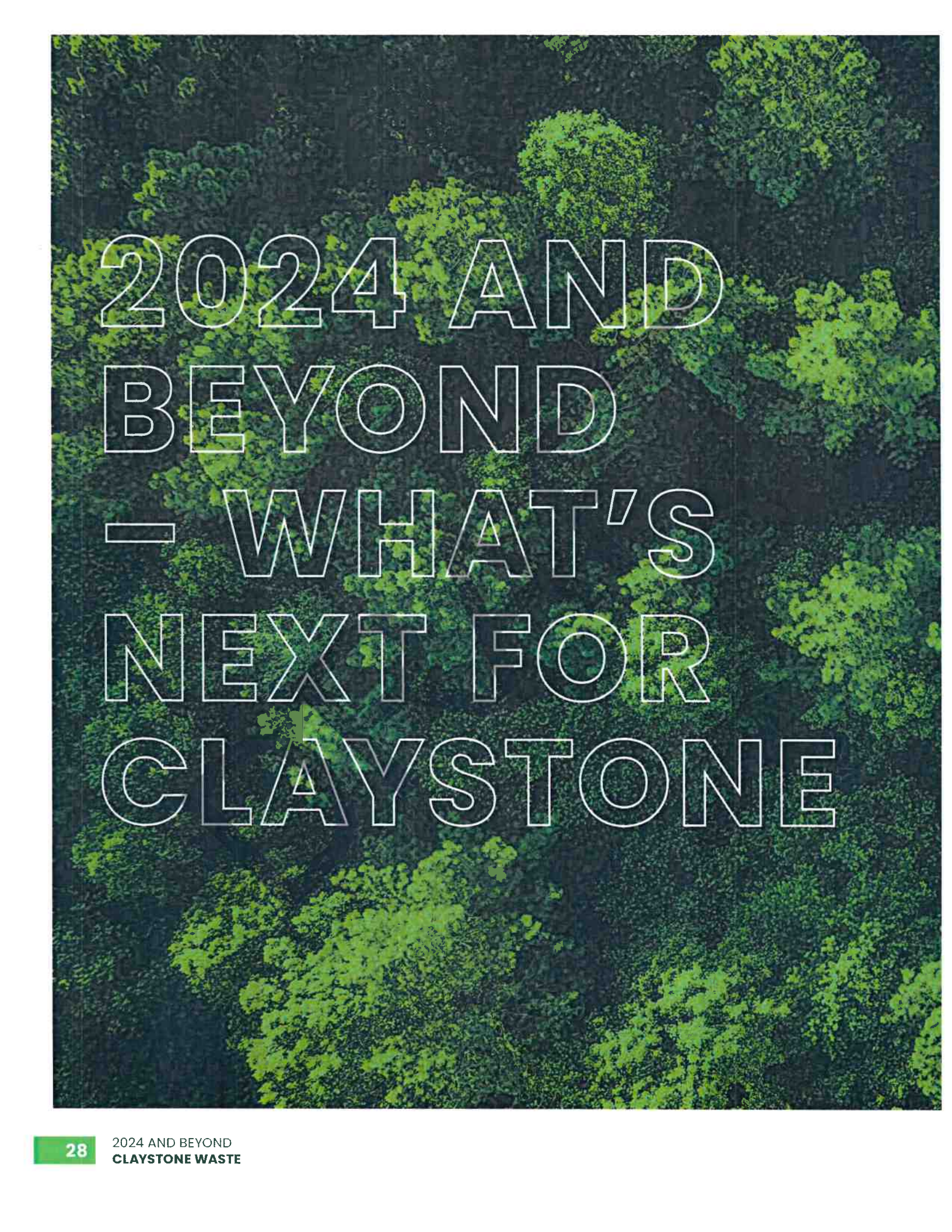
## MOVING FORWARD

Claystone plans to continue down the path of growth and leverage our strong financial position at the end of 2023 and is targeting to see growth in 2024 by investing in:

- opening a transfer station in West Edmonton to reach new customers and serve existing customers better,
- capacity expansion of the new compost facility at our landfill near Ryley,
- partnerships with other leading waste industry providers on the expansion of services and cost management initiatives,
- planning and designing of future landfill cells and planning the continuing closure of existing landfill cells, and
- investing further in environmental initiatives by exploring feasibility projects for a landfill gas management system and potential flaring and gas capture alternatives.







# 2024 AND BEYOND — WHAT'S NEXT FOR CLAYSTONE





As we turn the page on a year of significant achievements, Claystone Waste Ltd. looks forward to 2024 and beyond with a renewed commitment to driving growth, enhancing our sustainability efforts, and deepening our community involvement. Building on the solid foundation laid in the past year, including our strategic expansions, substantial community contributions, and our pioneering environmental initiatives, we are positioned to tackle new frontiers.

With the construction of a new multimillion-dollar Transfer Station, Claystone is poised for growth, catering to the waste management needs of Edmonton area customers. Designed to handle various types of waste, this project symbolizes Claystone's mission to provide innovative and sustainable waste solutions. Furthermore, the expansion of our current compost facility at our landfill near Ryley will significantly increase capacity for organics diversion in central Alberta. Moving forward, our leadership team remains committed to exploring diversification opportunities to further enhance our service offerings and meet the evolving needs of our communities.

With an eye on the future, we are excited to embrace the challenges and opportunities that lie ahead, confident in our ability to achieve sustainable growth and make a lasting, positive impact on the communities we serve and the environment we all share.



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**Claystone**

Waste Ltd





**FOR INFORMATION ONLY (FIO)**

**Claystone Waste Annual General Meeting**

**Item 6.3.1 Financial Statements**

**BACKGROUND:**

As required by the unanimous Shareholder Agreement (USA) Section 4.05 as amended, CWL is presenting the 2023 Audited Financial Statements for the Limited Partnership as Attachment 1.

More details are presented in the accompanying Financial Review for AGM Package as Attachment 2.

The unaudited financial statements of the General Partner, Claystone Waste Ltd., is presented as Attachment 3.

**Claystone Waste Annual General Meeting****Item 6.3.2 Appointment of Auditors for Fiscal Year 2024****BACKGROUND:**

Unanimous Shareholder Agreement #4.05 (b) gives authority to shareholders/limited partners to appoint external auditors.

The Board, through the Finance & Audit Committee (FAC), completed a periodic comprehensive review of the audit done by Yaremchuk & Annicchiarico LLP (YA). Following best practice, the review was based on CPA Canada's Enhancing Audit Quality initiative aimed to safeguard against institutional familiarity threats and enhance audit quality.<sup>1</sup>

The FAC followed the initiative's recommendation to perform a comprehensive review of the external auditor at least every 5 years and prepare annual assessments during the interval periods. For this initial assessment, FAC evaluated YA's audit for the fiscal years 2020 (inception) to 2023. Inputs from management and YA were part of the evaluation. Summarized below are the areas covered and observations:

Areas Covered	Main Observations
1. Independence, objectivity and professional skepticism	YA conducted the audit in accordance with the Canadian generally accepted auditing standards (GAAS). These covered independence issues, audit planning and process, verification procedures, risks, fraud matters and internal controls. Non-audit services primarily done for tax filing and LAPP reporting which had no impact on independence. YA used a risk-based approach to deal with changing risks as Claystone grows. Significant judgements made by management were

<sup>1</sup> CPA Canada Periodic Comprehensive Review of the External Auditor - Tool for Audit Committees, updated Sept 2018

	<p>thoroughly reviewed and verified through third party confirmation.</p> <p>As a result, Claystone's audited financial statements had been reliable and at no time been questioned by regulatory authorities.</p>
2. Quality of the engagement team and audit firm	<p>YA selected the engagement team based on skills and professional qualifications. It ensured the appropriate continuity of necessary knowledge for an effective audit. YA had no record of reputational damage or regulatory infractions.</p>
3. Quality of communications and interactions with the external auditor	<p>YA communicated with FAC and management in a clear, professional and timely manner all items necessary for the audit including independence matters, risks, audit plan, internal controls, accounting estimates, timelines, deliverables and relevant emerging accounting standards. YA had direct contact with FAC and regularly held in-camera sessions to discuss sensitive topics. A post audit letter and management letter were prepared annually to deal with, as applicable, significant weaknesses in internal controls, illegal acts and fraud, related party transactions, judgements and estimates, disagreements, serious difficulties during the audit and contentious disclosures.</p>
4. Quality of service considerations	<p>YA met all deadlines, deliverables and cost estimate. It used alternative verification methods when needed to address delays.</p> <p><b>YA's fee provided significantly more value for money based on a price check with another reputable audit firm.</b></p>
5. Safeguards against institutional familiarity threats	<p>A partner rotation was implemented in FY 2022 audit to address familiarity threats and is</p>

	planned to be implemented periodically every 5 – 7 years. Claystone had not hired any ex-YA employee. Likewise, there had been no hospitality expenses incurred by Claystone and vice versa.
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A copy of FAC's detailed assessment is available upon request.

**RECOMMENDATION:**

The CWL Board recommends the appointment of Yaremchuk & Annicchiarico LLP (Y&A) as auditors for the fiscal period ending December 31, 2024.

Approval of this recommendation requires Majority Consent of the Shareholders as defined by USA. Majority Consent requires approval of at least two Shareholders representing 50% of the Voting Shares in Claystone Waste Ltd.

**Claystone Waste Annual General Meeting****Item 6.4.1 Non material change to Core Policies****BACKGROUND:**

As required by the unanimous Shareholder Agreement (USA) Section 4.01(a)(iii), only material changes to Core Policy require Majority Consent by Shareholders. The following non material changes to Core Policies are presented for Shareholder information:

**COR – 0003 Committee Terms of Reference, August 25, 2023 (Attachment 1)**

Standardized formatting changes have been made to the policy and the text was amended to include its applicability not only to the current Claystone Waste Board of Directors but also all subsidiary company Boards of Directors as guidance towards the creation of Board Committees.

**BD – 011 Board Value Protocol, August 25, 2023 (Attachment 2)**

Standardized formatting changes have been made to the policy, and the policy text was amended to include its applicability not only to the current Claystone Waste Board of Directors but also all subsidiary company Boards of Directors and to Directors appointed by Claystone to companies where Claystone holds a minority shareholder interest.

**HUM – 0001 Whistleblower Protection, November 24, 2023 (Attachment 3)**

The policy was amended to include the implementation of a third party whistleblower hotline, update the definition and examples of wrongdoing that should be reported and include the HR Manager in policy implementation.

**COR – 0006 Shareholder, Communication & Advocacy, February 29, 2024 (Attachment 4)**

Housekeeping changes were made to align COR 0006 Shareholder Communication Protocol Policy with 2022's USA amendments and add clarification for confidential documentation.

**Claystone Waste Annual General Meeting****Item 6.4.2 Presentation of Non Core Policies****BACKGROUND:**

The amended Unanimous Shareholder Agreement 4.05(c) requires the presentation during the Annual General Meeting (AGM) of any policies implemented by the Board which are not Core Policies.

The following non Core Policies are presented for Shareholder information:

**FIN-007 Cash Management Policy (Replacement) – April 28, 2023**

This policy replaces BMS Policy FIN-006 Reserves Policy and documents how Claystone funds its closure and post closure obligation as well as usual future uses of cash. This policy is more appropriately called Cash Management.

**BRD – 020 First Nations Land Acknowledgment Policy (New)– June 9, 2023**

This new policy outlines protocols for First Nation land acknowledgements delivered on behalf of Claystone Waste. This policy establishes guidelines regarding First Nations land acknowledgements to open meetings, press conferences and other gatherings (both public and private) in a manner that shows respect and recognizes the histories of the Lands and Indigenous Peoples.

**FIN – 004 Risk Management Framework Policy, August 25, 2023**

As part of the regular review of policies, fraud risk and a formal SWOT and PESTEL analysis were added to the policy. The process for Risk tolerance reviews were clarified and reporting measures (ERM heat map) were adjusted.

**BRD – 0021 Crisis Management Policy (New), November 24, 2023**

This new policy provides guidance to the Board and management regarding the management of events, leading to their resolution, that can pose negative, even lasting negative, impacts to Claystone Waste Ltd., its Directors and employees, shareholders, resident stakeholders, customers, vendors and the general public.

**FIN – 0023 Approval Authority, November 24, 2023**

As part of a periodic review process, this policy was updated primarily for clarity and operational efficiency of existing and new authorized approvers.



**FAC Committee Charter, November 24, 2023**

As part of a regular review, the maximum number of committee members was changed from 5 to 7, to be consistent with the current number of Board Directors. An additional change was made regarding the submission of Whistle-blower complaints.

**GHRC Committee Charter, November 24, 2023**

Like above FAC committee charter, the maximum number of GHRC committee members was changed from 5 to 7.

**Public Advisory Committee (PAC) Charter, February 29, 2024**

As part of a periodic review, the member terms for municipal appointees were aligned with annual municipal organizational meeting procedures and clarified the option for municipal councils to appoint an alternate to the PAC committee. The inaugural PAC Committee procedures were removed from the charter.

**Governance Committee (GC) Charter (New) – February 29, 2024**

To enhance oversight of governance related matters, the Board created a separate Governance Committee. As per Mandate and Roles section 1.9, the Board deemed the creation of this new committee as appropriate. This committee will be a standing committee focused on developing and monitoring governance structures, policies and practices. The Governance related responsibilities identified in the GHRC Charter were incorporated in the GC charter – with no deletions. Additional clarification was added in regards to environmental social and governance oversight.

**Human Resources Committee (HRC) Charter (New) – February 29, 2024**

The separate HR Committee will focus on oversight relating to a human resources strategy for executive and workforce hiring, assessment, development, compensation, benefit plans, succession planning, and health and safety. As indicated above, no responsibilities were removed from the initial GHRC Charter, and the HR responsibilities in relation to Health and Safety were expanded.

**Claystone Waste Annual General Meeting****Item 7 Review of Mandate and Roles Document****BACKGROUND:**

As per USA section 4.07 the Shareholders/Limited Partners shall review the Mandate and Roles Document to determine if any amendments or additions are required.

The Board is recommending that no changes be made to the Mandate and Roles Document.

**Claystone Waste Annual General Meeting, April 25, 2024****Item 8.1: Re-appointment of Directors****BACKGROUND:**

Proxy Committee resolution dated May 5, 2023, in accordance with the Unanimous Shareholders' Agreement, appointed David Sparrow and Naseem Bashir as Directors of the Board of General Partner Claystone Waste Ltd.

These Directors were appointed for a one-year terms expiring November 1, 2024.

Shareholders' Directive 001, as amended August 25, 2022, provides for three-year appointment terms for 5 Directors, including the Chair, out of a total of 7 Director positions, with the remaining 2 Director positions being appointed for two-year terms, all such terms being staggered.

Guy Bridgeman and Bernd Manz were re-appointed as Directors by the Shareholders on August 25, 2022, each to three-year terms expiring November 1, 2025.

Through Proxy Committee resolution, dated May 5, 2023, Directors Meryl Whittaker, Cathy Chichak and Ron Helmhold were re-appointed to the Claystone Waste Ltd. Board of Directors each for three year terms expiring November 1, 2026 and that Director Meryl Whittaker was re-appointed as Chair of the Board of Directors for a three year term expiring November 26, 2026.

The Board approved a resolution on February 29, 2024 that Directors David Sparrow and Naseem Bashir be recommended to the Shareholders to be re-appointed to the Claystone Waste Ltd. Board of Directors each for two year terms expiring November 1, 2026.

The revised Director competency matrix was applied to confirm these Directors' excellent qualifications to continue in their roles and a copy of the confidential Board of Director competency matrix is available upon request.

Relevant portions of the USA governing the appointment of Directors and the Chair of the Board are Clauses 5.01 (g) (1), (5) and (6).

**RECOMMENDATIONS:**

***That the Board recommends to the Shareholders, for approval, the re-appointments of David Sparrow and Naseem Bashir as Directors of Claystone Waste Ltd for a two-year term expiring November 1, 2026.***

## **Topic: 2024 Annual General Meeting Attachment Summary**

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- 6.3.1 Attach 1 CW LP Financial Statements
- 6.3.1 Attach 2 Financial Review for AGM Package (confidential)
- 6.3.1 Attach 3 CW LTD Financial Statements
- 6.4.1 Attach 1 COR-0003 Committee Terms of Reference
- 6.4.1 Attach 2 BD-011 Board Value Protocol
- 6.4.1 Attach 3 HUM-0001 Whistleblower Protection
- 6.4.1 Attach 4 COR-0006 Shareholder Communication & Advocacy
- 6.4.2 Attach 1 FIN-007 Cash Management Policy
- 6.4.2 Attach 2 BRD-020 First Nations Land Acknowledgment Policy
- 6.4.2 Attach 3 FIN-004 Risk Management Framework Policy
- 6.4.2 Attach 4 BRD-021 Crisis Management Policy
- 6.4.2 Attach 5 FIN-023 Approval Authority
- 6.4.2 Attach 6 FAC Committee Charter
- 6.4.2 Attach 7 GHRC Committee Charter
- 6.4.2 Attach 8 PAC Committee Charter
- 6.4.2 Attach 9 Governance Committee Charter
- 6.4.2 Attach 10 Human Resources Committee Charter
- 7.0 Mandate and Roles Document

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**Claystone Waste  
Limited Partnership**  
**Financial Statements**  
**For the year ended December 31, 2023**

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## Independent Auditor's Report

To the Partners of Claystone Waste Limited Partnership

### Opinion

We have audited the financial statements of Claystone Waste Limited Partnership (the "Limited Partnership"), which comprise the statement of financial position as at December 31, 2023, and the statement of comprehensive income, statement of partnership equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Limited Partnership as at December 31, 2023, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards.

### Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Limited Partnership in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Limited Partnership's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Limited Partnership or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Limited Partnership's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Partnership's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Limited Partnership's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Limited Partnership to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Edmonton, Alberta  
February 29, 2024

*Yaremchuk & Annicchiarico* LLP  
Chartered Professional Accountants

# Claystone Waste Limited Partnership

## Statement of Financial Position

December 31, 2023

	2023 \$	2022 \$
<b>Assets</b>		
Current assets		
Cash	22,298,015	18,966,956
Accounts receivable (Note 4)	4,244,654	3,576,383
Investments (Note 5)	3,060,298	8,306,947
Inventory (Note 6)	1,011,723	946,778
Prepaid expenses	<u>433,349</u>	<u>381,586</u>
	31,048,039	32,178,650
Non-current assets		
Landfill closure and post closure fund (Note 9)	11,511,330	10,569,427
Property and equipment (Schedule 1)	<u>38,032,513</u>	<u>34,618,381</u>
	80,591,882	77,366,458
<b>Liabilities</b>		
Current liability		
Accounts payable and accrued liabilities (Note 8)	1,177,536	1,844,109
Non-current liability		
Landfill closure and post closure obligation (Note 9)	15,026,446	16,327,280
Contingent liabilities (Note 10)		
<b>Partnership equity</b>		
Partnership equity (Note 11)	<u>64,387,900</u>	<u>59,195,069</u>
	80,591,882	77,366,458

*The accompanying notes are an integral part of these financial statements.*

These financial statements were approved by the Board of Directors of the General Partner on February 29, 2024.

\_\_\_\_\_, Director

\_\_\_\_\_, Director

# Claystone Waste Limited Partnership

## Statement of Comprehensive Income

For the year ended December 31, 2023

	2023	2022
	\$	\$
<b>Revenue</b>		
Disposal fees, hauling and other	27,174,956	24,787,903
Collection system fees	627,360	568,384
Interest and rental	<u>1,660,333</u>	<u>677,169</u>
	<u>29,462,649</u>	<u>26,033,456</u>
<b>Expenses</b>		
Salaries, benefits and staffing costs	7,792,154	7,415,226
Equipment, supplies and operating costs	4,742,699	4,161,254
General and administrative	2,482,738	2,053,129
Business development	896,104	435,308
Board expenses	184,283	134,648
Grants	289,308	223,834
Finance expense	186,017	231,230
Depreciation	<u>5,059,128</u>	<u>5,008,379</u>
	<u>21,632,431</u>	<u>19,663,008</u>
Income from operations	<u>7,830,218</u>	<u>6,370,448</u>
<b>Other items</b>		
Gain on disposal of property and equipment	135,576	11,249
Landfill closure and post closure fund gains and losses	<u>226,837</u>	<u>(533,128)</u>
	<u>362,413</u>	<u>(521,879)</u>
<b>Net and comprehensive income for the year</b>	<u>8,192,631</u>	<u>5,848,569</u>

*The accompanying notes are an integral part of these financial statements.*

# Claystone Waste Limited Partnership

## Statement of Partnership Equity

For the year ended December 31, 2023

	Claystone Waste Ltd. \$	Limited Partners \$	2023 Total \$	2022 Total \$
Partnership equity, beginning of year	52,906,049	6,289,020	59,195,069	56,346,300
Distributions	-	(2,999,800)	(2,999,800)	(2,999,800)
Net income for the year	546	8,192,085	8,192,631	5,848,569
Partnership equity, end of year	52,906,595	11,481,305	64,387,900	59,195,069

*The accompanying notes are an integral part of these financial statements.*



# Claystone Waste Limited Partnership

## Statement of Cash Flows

For the year ended December 31, 2023

	2023 \$	2022 \$
<b>Cash flows from operating activities</b>		
Net income for the year	8,192,631	5,848,569
Items not affecting cash		
Depreciation of property and equipment	5,059,128	5,008,379
Gain on disposal of property and equipment	(135,576)	(11,249)
Investments change in value	(833,654)	(139,646)
Landfill closure and post closure fund change in value	(360,318)	(197,367)
Landfill closure and post closure fund gains and losses	(226,837)	533,128
Finance expense	186,017	231,230
Changes in non-cash working capital		
Accounts receivable	(668,271)	110,948
Inventory	(64,945)	(78,264)
Prepaid expenses	(51,763)	60,555
Accounts payable and accrued liabilities	(666,573)	454,924
	<u>10,429,839</u>	<u>11,821,207</u>
<b>Cash flows used in investing activities</b>		
Purchase of property and equipment	(9,289,727)	(5,194,612)
Proceeds on sale of property and equipment	209,500	11,250
Transfer from investments	6,080,303	-
Landfill closure costs	(744,308)	-
Transfer to landfill closure and post closure fund	(354,748)	(846,254)
	<u>(4,098,980)</u>	<u>(6,029,616)</u>
<b>Cash flows used in financing activities</b>		
Distributions to limited partners	(2,999,800)	(2,999,800)
	<u>(2,999,800)</u>	<u>(2,999,800)</u>
<b>Change in cash during the year</b>	<b>3,331,059</b>	<b>2,791,791</b>
Cash, beginning of year	<u>18,966,956</u>	<u>16,175,165</u>
<b>Cash, end of year</b>	<b>22,298,015</b>	<b>18,966,956</b>

The accompanying notes are an integral part of these financial statements.

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# Claystone Waste Limited Partnership

## Notes to the Financial Statements

December 31, 2023

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### 1. Operations

Claystone Waste Limited Partnership (The "Limited Partnership") was formed on August 20, 2020 under the laws of Alberta. The Limited Partnership was formed for the purpose of providing waste management services to partner municipalities and others. The General Partner of the Limited Partnership is Claystone Waste Ltd. and the Limited Partners are Beaver County, Village of Holden, Village of Ryley, Town of Tofield and Town of Viking.

The Partnership's registered address is 50117 Range Road 173, Beaver County, Alberta.

### 2. Basis of presentation

#### Statement of compliance

These financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

#### Basis of preparation

The financial statements have been prepared on a historical cost basis except for the revaluation of certain financial assets and financial liabilities to fair value.

#### Reclassification of prior period presentation

Certain of the prior year's figures, provided for the purpose of comparison, have been reclassified in accordance with the current year's presentation

### 3. Material accounting policies

#### Critical judgments and sources of estimation uncertainty

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### Critical judgments

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

- (i) The Limited Partnership applied judgement to determine if a good or service that is promised to a customer is distinct based on whether the customer can benefit from the good or service on its own or together with other readily available resources and whether the good or service is separately identifiable.

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# Claystone Waste Limited Partnership

## Notes to the Financial Statements

December 31, 2023

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### 3. Material accounting policies - continued

#### *Critical judgments (continued)*

- (ii) For performance obligations satisfied at a point in time, judgement is required to determine when transfer of control occurs relating to the provision of waste disposal and hauling services to its customers. Management based its assessment on a number of indicators of control, which include, but are not limited to whether the Limited Partnership has present right of payment, whether the contracted service has been performed and whether significant risks and rewards have been transferred. The Limited Partnership determined that control is transferred on acceptance of waste at the landfill facility, either directly from the customer or via serviced delivery.
- (iii) The Limited Partnership applied judgement in its methodology used to calculate the landfill closure and post closure obligation. These judgements included the timing and amount of cash flows, appreciation of discount rate, applicable rate inflation and how to attribute cash flows to the existing landfill sitework and usage.

#### *Critical estimates*

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year:

- (i) Depreciation expense is allocated based on the assumed useful life of property and equipment. Should the useful life differ from the initial estimate, an adjustment would be made in the statement of operations.
- (ii) Landfill closure and post closure obligation is determined by estimating the expected total cost to complete remediation work as described in Note 9. Actual amounts could differ significantly from this estimate. Changes to estimates are recorded and amortized prospectively.

#### **Cash**

Cash is comprised of cash in bank and demand deposits.

#### **Property and equipment**

Property and equipment are carried at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of property and equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Property and equipment are depreciated annually over the estimated useful life of the asset, as follows:

Landfill site work	- percentage of consumption
Storm water ponds	- 3.3% straight line
Facility buildings	- 3.3% straight line
Transfer station buildings and site work	- 3.3% straight line
Equipment	- 10% - 33.3% straight line or percentage of useful life
Paving	- 5% straight line

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# Claystone Waste Limited Partnership

## Notes to the Financial Statements

December 31, 2023

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### 3. Material accounting policies - continued

#### **Property and equipment (continued):**

Property and equipment under development represent capital projects under construction. Cost includes purchase price of raw materials, consumables used, direct labour and other costs directly attributable to the assets. Depreciation of these assets, on the same basis as other property and equipment assets, commences when the assets are ready for their intended use.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss in the statement of comprehensive income.

Where an item of property and equipment comprises major components with different useful lives, the components are accounted for as separate items of property and equipment. Expenditures incurred to replace a component of an item of property and equipment that is accounted for separately, including major inspection or overhaul expenditures, are capitalized.

The Limited Partnership compares the carrying value of property and equipment to estimated net recoverable amounts, based on estimated future cash flows, to determine whether there is any indication of impairment whenever events or circumstances warrant.

#### **Leases**

At the inception of a contract, the Limited Partnership determines whether a contract is, or contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### As a lessee

On initial identification of a lease contract, the Limited Partnership recognizes a right-of-use (ROU) asset and a lease liability at the commencement of the lease contract. The lease liability is initially measured at the present value of the future unavoidable lease payments under the contract, discounted using the interest rate implicit in the lease contract. Where the implicit rate cannot be readily determined, the Limited Partnership uses the incremental borrowing rate of the legal entity entering into the lease contract. Lease payments include fixed payments including in-substance fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, the exercise price of a purchase option or optional renewal period that the Limited Partnership is reasonably certain to exercise and penalties for early termination of a lease contract unless the Limited Partnership is reasonably certain not to terminate early. Subsequently, the lease liability is measured at amortized cost, using the effective interest method. The lease liability is re-measured to reflect any reassessments or lease modifications. Lease payments are allocated between the principal repayment of the lease liability and finance expense. The finance expense on the lease liability is charged to net income over the term of the lease contract to produce a constant periodic rate of interest on the remaining balance of the lease liability for each period.

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# Claystone Waste Limited Partnership

## Notes to the Financial Statements

December 31, 2023

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### 3. Material accounting policies - continued

#### As a lessee (continued)

The ROU asset is initially measured at cost which includes the initial lease liability, any lease payments made at or before commencement date less any lease incentives received, any initial direct costs and restoration costs. The ROU assets are depreciated on a straight-line basis over the shorter of the respective asset's useful life and the remaining term of the lease contract. The ROU assets are subsequently re-measured to reflect any reassessments or lease modifications. At each reporting date, ROU assets are reviewed for indications of impairment. In case it is determined that indications of impairment exist, the recoverable amount is estimated for ROU assets, which is the greater of value in use and fair value the Limited Partnership expects to recover from sub-lease of the asset.

The Limited Partnership has elected not to recognize ROU assets and lease liabilities for lease contracts where the total term of the respective lease contract is less than or equal to 12 months or for low value lease contracts. The Limited Partnership recognizes the payments relating to such leases (including principal and interest associated with these leases) as an expense on a straight-line basis over the lease term.

#### As a lessor

On initial identification of a lease contract, the Limited Partnership determines whether the contract is a finance lease or an operating lease. If a contract transfers substantially all of the risks and rewards incidental to ownership of the underlying asset to the customer, the contract is classified as a finance lease; otherwise, it is classified as an operating lease. Finance income related to contracts accounted for as finance leases is recognized in a manner that produces a constant rate of return on the net investment in the lease. The net investment in the lease is the aggregate of net minimum lease payments and unearned finance income discounted at the interest rate implicit in the lease. Unearned finance income is deferred and recognized in net income over the lease term. Lease payments received by the Limited Partnership under operating leases are recognized as lease revenue on a straight-line basis over the lease term.

#### **Impairment of assets**

Impairment tests for long-lived assets are performed when there is an indication of impairment. At each reporting date, an assessment is made to determine whether there are any indications of impairment. If any indication of impairment exists, an estimate of the long-lived assets recoverable amount is calculated. The recoverable amount is determined as the higher of the fair value less direct costs to sell and the asset's value in use. If the carrying value of long-lived assets exceeds its recoverable amount, the assets are impaired and an impairment loss is charged to profit and loss so as to reduce the carrying amount of the long-lived assets to their recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

#### **Revenue recognition**

##### *Waste Disposal and Collection*

The Limited Partnership generates revenues primarily from provision of waste disposal and waste hauling services. Other sources of revenues include waste collection services and property and equipment rental. Disposal, hauling and collection service revenues are earned when the performance obligations are satisfied, which is the acceptance of waste at the landfill facility, either directly from the customer or via serviced delivery.



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# Claystone Waste Limited Partnership

## Notes to the Financial Statements

December 31, 2023

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### 3. Material accounting policies - continued

The transaction price is determined on a stand-alone basis and is dependent on the type of service performed: disposal fees are based on weight of waste accepted at the facility, hauling fees are based on frequency of deliveries and mileage, and collection system fees are based on weight of waste accepted at the facility or number of residents being serviced. The service rates are based on contracts, which vary in duration, and the fees are billed to clients once the service has been performed on at least a monthly basis. No transaction price is allocated to unsatisfied performance obligations, as the Limited Partnership has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the Limited Partnership's performance completed to date.

Most of the revenues are earned at point-in-time, except for certain collection system services under long-term contracts which are earned over time. For collection system services where the Limited Partnership has contracts with customers to provide services at a certain frequency over a pre-determined period for a fixed rate, the Limited Partnership has a right to invoice the customer in the amount that corresponds directly with the value of the Limited Partnership's performance completed to date.

#### *Rental*

Rental revenue is recognized when earned over the term of the lease agreement and when collection is reasonably assured. Rental revenue is collected at the beginning or end of each rental period, with performance obligations satisfied at the end of the respective rental period. It is at this time that rental revenue is earned.

#### *Interest Income*

Interest income on investments and cash deposits is recognized over time, taking into account the applicable interest rates.

The Limited Partnership does not adjust consideration for a financing component as amounts are received in one year or less. Incremental costs of obtaining a contract are expensed as incurred as they would be recognized in one year or less.

#### **Inventory**

Small parts and other consumables, the majority of which are consumed by the Limited Partnership in the provision of its services, are valued at the lower of cost and net realizable value with cost being determined on a weighted average basis. Cost includes the purchase price, transportation and other costs incurred to bring the inventories to their present location and condition.

#### **Employee future benefits**

Employees of the Limited Partnership are members of the Local Authorities Pension Plan ("LAPP"). The LAPP is a multi-employer defined benefit pension plan. LAPP Corporation, which includes a Corporate Board that is appointed by Plan Sponsors, is the administrator and trustee of LAPP. The LAPP is accounted for as a defined contribution plan as the LAPP is unable to provide specific information in relation to the Limited Partnership's portion of the defined benefit obligation or plan assets. As a result, the Limited Partnership does not recognize its share of any plan surplus or deficit.

#### **Income taxes**

The Limited Partnership is not liable for income taxes. The taxable income of the Limited Partnership is determined as if the Limited Partnership were a separate person resident in Canada, and is allocated to each partner on December 31<sup>st</sup> of each year.

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# Claystone Waste Limited Partnership

## Notes to the Financial Statements

December 31, 2023

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### 3. Material accounting policies - continued

#### Provisions

Provisions are recognized when the Limited Partnership has a present legal or constructive obligation as a result of a past event, it is probable that the Limited Partnership will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as a finance cost over the estimated period until settlement of the obligation. Significant judgment is required to determine whether a past event results in a liability that is recognized in the statement of financial position. In addition, quantifying such a provision also involves certain amount of estimation in respect of the amount and timing of outflows of economic benefits and therefore it is possible that the assumptions used in measuring the provision may differ from future outcomes and the impact of such variations could be material.

The Limited Partnership recognizes a decommissioning liability relating to estimated landfill closure and post-closure costs for which it has a legal obligation to restore. A corresponding asset for the decommissioning cost is added to the carrying amount of the associated property and equipment, and is depreciated over the estimated useful life of the asset.

#### Financial instruments

The Limited Partnership classifies its financial instruments in the following measurement categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income ("FVOCI") or at amortized cost. The Limited Partnership determines the classification of financial assets at initial recognition. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at FVTPL (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition).

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment. Accounts receivable, investments in fixed income securities and accounts payable and accrued liabilities are classified as amortized cost.

Financial assets and liabilities carried at FVTPL are initially recorded at fair value. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit or loss in the period in which they arise. Cash and investments in government investment certificates are classified as FVTPL.

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# Claystone Waste Limited Partnership

## Notes to the Financial Statements

December 31, 2023

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### 3. Material accounting policies - continued

#### Financial instruments (continued)

Financial assets and liabilities carried at FVOCI are initially recorded at fair value. Unrealized gains and losses from changes in the fair value of the financial assets and liabilities held at FVOCI are included in comprehensive income (loss) in the period in which they arise.

The Limited Partnership recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Limited Partnership measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Limited Partnership measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. Regardless of whether credit risk has increased significantly, the loss allowance for trade receivables without a significant financing component classified at amortized cost, are measured using the lifetime expected credit loss approach. The Limited Partnership shall recognize in the statements of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized. As of December 31, 2023, management has not identified any indications of impairment gain or loss.

#### Standards and interpretations not yet applied

The International Accounting Standards Board and the International Financial Interpretations Committee have issued new standards and amendments to standards as well as interpretations of standards which are to be applied January 1, 2024. There is not expected to be a significant impact of these pronouncements on the accounting policies of the Limited Partnership.

4. Accounts receivable	2023	2022
	\$	\$
Trade receivables	4,142,333	2,490,822
GST recoverable	<u>102,321</u>	<u>1,085,561</u>
	4,244,654	3,576,383
Allowance for doubtful accounts	<u>-</u>	<u>-</u>
	4,244,654	3,576,383
<hr/>		
5. Investments	2023	2022
	\$	\$
Investment in fixed income	3,010,928	8,213,386
Accrued interest	<u>49,370</u>	<u>93,561</u>
	3,060,298	8,306,947
Amount maturing within one year	<u>3,060,298</u>	<u>8,306,947</u>
	-	-

Investments consist of fixed income investments classified as amortized cost, bear interest at a rate range of 5.27% to 5.31% and mature between August 2024 and November 2024.

# Claystone Waste Limited Partnership

## Notes to the Financial Statements

December 31, 2023

6. <b>Inventory</b>	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Inventory for consumption	499,394	434,449
Inventory for future closure costs	<u>512,329</u>	<u>512,329</u>
	<b>1,011,723</b>	<b>946,778</b>

### 7. **Bank indebtedness**

The Limited Partnership has negotiated a bank line of credit in the amount of \$560,000 which bears interest at the bank prime rate plus 0.5%. The balance outstanding on the line of credit is NIL.

The Limited Partnership has negotiated a credit card line of credit in the amount of \$40,000 which bears interest at the bank prime rate plus 3.0%.

The lines of credit are secured by a general security agreement.

The banking agreement is subject to annual review. The Limited Partnership's banking agreement requires maintenance of certain covenants.

8. <b>Accounts payable and accrued liabilities</b>	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Trade payables	755,670	1,457,582
Wages and benefits payable	<u>421,866</u>	<u>386,527</u>
	<b>1,177,536</b>	<b>1,844,109</b>

### 9. **Landfill closure and post closure assets and liabilities**

<i>Landfill closure and post closure obligation</i>	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Balance, beginning of year	16,327,280	16,190,484
Landfill closure costs	(744,308)	-
Prospective change to provision	(742,543)	(94,434)
Accretion of liability (finance expense)	<u>186,017</u>	<u>231,230</u>
Balance, end of year	<b>15,026,446</b>	<b>16,327,280</b>

Alberta environmental law requires closure as well as post closure care of landfill sites. The Limited Partnership is required to fund the closure of its landfill site and provide for post closure care of the facility. Closure and post closure activities includes final covering and landscaping, pumping of ground water and leachates from the site, and ongoing environmental monitoring, site inspections and maintenance. Based on surveying completed and using independent engineering reports management has estimated the closure and post closure liability of the landfill site at December 31, 2023. The liability is an estimate of the present value of expenditures to settle the obligation relating to the landfill's usage to December 31, 2023 based on the landfill sitework currently in place.

# Claystone Waste Limited Partnership

## Notes to the Financial Statements

December 31, 2023

### 9. Landfill closure and post closure assets and liabilities - continued

The landfill closure and post closure obligation is comprised of:

	2023 \$	2022 \$
Closure activities	9,064,289	10,514,243
Post closure activities	<u>5,962,157</u>	<u>5,813,037</u>
Total closure and post closure obligation	<u>15,026,446</u>	<u>16,327,280</u>

These components can be described as:

- 1) *Closure activities* - The closure costs to complete the final covering and landscaping on active landfill cells. Cash flows related to closure have been estimated based on surveys of the area requiring capping due to accumulated waste accepted to December 31, 2023. Due to the uncertainty of the timing of cash flows for closure, the estimate is based on the current value of the costs and has not had inflation or discounting applied.
- 2) *Post closure activities* - The post closure activities for the remediation work of the capped landfill cells that is expected to continue for 25 years after the closure of landfill cells related to the existing landfill site work asset. Estimated cash flows for post closure activities have been discounted from 2028, which is the year in which the estimate of yearly waste accepted would fill the capacity attributed to the current landfill sitework using a discount rate of 3.4% (2022 – 3.2%) and assuming annual inflation of 2%.

The prospective change to the provision is the result of changes in the estimated closure and post closure costs. Estimated closure costs decreased by \$705,646 due to a change in the estimated cost of the final covering and landscaping of the landfill sitework currently in place based on current closure work in progress. Estimated post closure costs decreased by \$36,897 due to a change in the estimated yearly capacity usage based on recent results, a change in the discount rate and a change in the estimated annual post closure costs.

The existing and future landfill sitework capacity and utilization estimates project that capacity will be reached approximately between 2043 and 2058. Post closure care and maintenance would continue for 25 years after closure. There was \$3,450,000 received for post closure obligations from the private waste disposal company that operated the landfill site to December 31, 2005.

#### *Landfill closure and post closure fund*

Claystone Trustee Association ("CTA") was established on September 1, 2020 and administers the landfill closure and post closure fund related to the Limited Partnership's landfill closure and post closure obligation. The Limited Partnership accounts for the landfill closure and post closure fund in accordance with IFRIC 5 – *Rights to Interests Arising From Decommissioning, Restoration, and Environmental Rehabilitation Funds* ("IFRIC 5"). IFRIC 5 states that the fund assets are measured at the lower of fair value or the value of the related liability since the Partnership does not have control or joint control of CTA.

Upon termination of CTA any remaining assets after deducting the landfill closure and post closure obligation and any outstanding unpaid administrative expenses shall vest to the Limited Partnership. No assets have been recorded on the balance sheet of the Limited Partnership relating to the residual interest in CTA beyond the landfill closure and post closure fund.



# Claystone Waste Limited Partnership

## Notes to the Financial Statements

December 31, 2023

### 9. Landfill closure and post closure assets and liabilities - continued

The difference between the landfill closure and post closure fund and landfill closure and post closure obligation is as follows:

	2023	2022
	\$	\$
Landfill closure and post closure obligation	15,026,446	16,327,280
Landfill closure and post closure fund	<u>11,511,330</u>	<u>10,569,427</u>
Difference	3,515,116	5,757,853

### 10. Contingent liabilities

#### *Technology Innovation and Emissions Reduction Regulation*

Under the Technology Innovation and Emissions Reduction Regulation, a landfill site will become a registered and regulated facility when the estimated equivalent carbon dioxide emissions exceed 100,000 tonnes based on the regulation's prescribed method. The prescribed method calculated that the landfill site had emissions in excess of the threshold. Field tests completed using emission detection equipment measured carbon dioxide below the 100,000 tonne threshold and therefore a request was submitted to have the landfill site removed from the registry of regulated facilities. The request was successful. The landfill site will continue to be monitored to ensure the threshold is not reached.

Should the partnership be added to the registry in the future, annual payments would be required based partially on emissions for waste accepted at the landfill site up to December 31, 2023. An estimate of the total of these annual payments or the likelihood of becoming registered in the future cannot be made and therefore an estimate of its financial effect cannot be measured.

### 11. Partner units

The capital of the Limited Partnership is comprised of voting units and dividend units.

Voting units represent a partnership interest that provides one vote per unit. Voting units have no rights or entitlement to receive any distribution of Limited Partnership assets.

Dividend units represent a partnership interest that provides an entitlement to receive distributions of Limited Partnership profits and assets. Distributions will be made in accordance with each Limited Partners' proportionate interest of the total Dividend units issued. Dividends units have no voting rights.

On formation, the Limited Partnership issued one voting unit for \$0.01 and one dividend Unit for \$0.10 to the General Partner.

On formation, the Limited Partnership also issued 10,000 voting units for \$100 and 15,000 dividend units for \$1,500 to the Limited Partners. The voting units were issued in proportions agreed to by the Limited Partners. The dividend units were issued as follows:

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# Claystone Waste Limited Partnership

## Notes to the Financial Statements

December 31, 2023

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### 11. Partner units - continued

- 1) 5,000 units divided equally between each of the Limited Partners.
- 2) 10,000 units issued in proportion of each Limited Partners' proportionate municipal population over the total population of all municipalities.

The proportionate units described above will be recalculated every four years such that each Limited Partner has their respective interest in the proportionate dividend units.

The profit or loss shall be allocated on a pro-rata basis based on each Partners' partnership interest.

### 12. Employee benefits

Employees of the Limited Partnership participate in the Local Authorities Pension Plan ("LAPP"), a multi-employer defined benefit pension plan. LAPP Corporation, which includes a Corporate Board that is appointed by Plan Sponsors, is the administrator and trustee of LAPP. LAPP is unable to provide information relating to each individual employer's portion of the plan's obligations and assets. Accordingly, the Limited Partnership accounts for the plan using the method for defined contribution plans.

The Limited Partnership is required to make current service contributions to the LAPP of 8.45% of pensionable payroll up to the yearly maximum pensionable earnings ("YMPE") and 12.23% on the excess. Employees of the Limited Partnership are required to make current service contributions to the LAPP of 7.45% of pensionable payroll up to the YMPE and 11.23% on the excess.

Total current and past service contributions by the Limited Partnership to the LAPP in 2023 were \$471,077 (2022 - \$438,515). Total current and past service contributions by the employees of the Limited Partnership to the LAPP in 2023 were \$421,273 (2022 - \$392,903).

At December 31, 2022 the Plan disclosed an actuarial surplus of \$12.7 billion. LAPP has announced that employer contribution rates will only change for the pensionable payroll in excess of the YMPE in 2024 to 11.65%. Employees of the Limited Partnership will also only see a rate change for the pensionable payroll in excess of the YMPE in 2024 to 10.65%. The contribution rates for pensionable payroll up to the YMPE for the Limited Partnership and its employees will remain the same in 2024.

### 13. Related party disclosures

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Limited Partnership. The Limited Partnership has determined that its key management personnel are its executive officers and the directors of the General Partner.

During the year ended December 31, 2023, the Limited Partnership incurred the following transactions with key management personnel:

	2023 \$	2022 \$
Salary and other short-term benefits	1,200,787	986,140
Post-employment benefits	96,937	94,767
	<u>1,297,724</u>	<u>1,080,907</u>

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# Claystone Waste Limited Partnership

## Notes to the Financial Statements

December 31, 2023

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13. **Related party disclosures - continued**

During year-ended December 31, 2023, the Limited Partnership incurred the following transactions with other related parties:

	2023 \$	2022 \$
Beaver County, Limited Partner		
Revenue - disposal fees, hauling and other	20,255	19,045
Revenue - collection system fees	4,152	4,152
Expense - donations	588	756
Expense - grants	78,874	62,961
Expense - property taxes	534,149	492,431
Village of Holden, Limited Partner		
Revenue - collection system fees	20,538	20,472
Expense - grants	200	-
Village of Ryley, Limited Partner		
Revenue - disposal fees, hauling and other	-	400
Revenue - collection system fees	22,093	22,092
Expense - grant	157,747	125,921
Expense - utilities	500	500
Town of Tofield, Limited Partner		
Revenue - disposal fees, hauling and other	1,133	420
Revenue - collection system fees	106,426	102,282
Expense - other	330	-
Town of Viking, Limited Partner		
Revenue - disposal fees, hauling and other	3,426	50
Revenue - collection system fees	55,029	55,032
Expense - property taxes	4,137	4,149

Included in accounts receivable as at December 31, 2023 is \$25,997 (2022 - \$8,529) related to the above noted transactions.

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# Claystone Waste Limited Partnership

## Notes to the Financial Statements

December 31, 2023

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### 14. Financial instruments

The carrying values of the Partnership's financial instruments are classified into the following categories:

Financial instrument	Category	December 31, 2023 \$	December 31, 2022 \$
Cash	FVTPL	22,298,015	18,966,956
Accounts receivable	Amortized cost	4,244,654	3,576,383
Investments	Amortized cost	3,060,298	8,306,947
Accounts payable and accrued liabilities	Amortized cost	1,177,536	1,844,109

The Limited Partnership's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market price.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

Cash and investments are measured using Level 1 inputs.

The fair values of accounts receivable and accounts payable and accrued liabilities are approximated by the carrying amount due to their short-term nature.

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# Claystone Waste Limited Partnership

## Notes to the Financial Statements

December 31, 2023

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### 14. Financial instruments - continued

The Limited Partnership's financial instruments are exposed to credit risk, liquidity risk and market risk.

#### (a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Limited Partnership's cash, accounts receivable and investments are exposed to credit risk.

Approximately 39% (2022 - 47%) of the Limited Partnership's sales were to two (2022 - two) customers in 2023 and \$804,329 (2022 - \$802,360) from these customers is included in accounts receivable at December 31, 2023. These receivables are not considered credit-impaired at the reporting date. In order to reduce its credit risk, the Limited Partnership has adopted credit policies which include the analysis of the financial position of debtors and the regular review of their credit limits.

The Limited Partnership's maximum credit exposure is represented by the carrying amount of cash, investments and accounts receivable.

#### (b) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The Limited Partnership is mainly exposed to interest rate risk.

##### *Interest rate risk*

The Limited Partnership is exposed to interest rate risk as changes in rates of interest could affect the fair value of investments that bear interest at fixed-rates. The Limited Partnership is also exposed to cash flow risk as its operating line of credit bears interest at a floating rate. As at December 31, 2023, the balance of the operating line of credit was Nil. As the rates associated with the entity's interest rate risk are expected to be relatively stable a related sensitivity analysis is not considered meaningful.

### 15. Capital risk management

The Limited Partnership manages, as capital, the includes its short-term and long-term obligations and partnership equity. The Limited Partnership's objectives, when managing capital, are to safeguard its ability to continue as a going concern and to ensure that stable low risk returns are provided to the Limited Partners.

The Limited Partnership monitors capital from time-to-time using a variety of measures. Monitoring procedures are typically performed as a part of the overall management of operations and are performed with the goal of enhancing the ability of the Limited Partnership to access capital and/or reduce the cost of capital.

In order to maintain or adjust the capital structure, the Limited Partnership may adjust the amount of distributions paid to the Limited Partners, return capital to the Limited Partners or request additional contributions from the Limited Partners.



# Claystone Waste Limited Partnership

## Schedule of Property and Equipment

For the year ended December 31, 2023

	Landfill site work \$	Storm water ponds \$	Facility buildings and paving \$	Transfer station buildings and site work \$	Landfill and office equipment \$	Compost Facility \$	Property and equipment under development \$	Land \$	Total \$
<b>Cost</b>									
Balance at December 31, 2022	45,381,012	1,439,339	12,824,317	1,189,546	22,972,108	-	3,777,821	2,000,924	89,585,067
Additions	30,799	-	574,784	6,608	4,541,099	2,649,507	-	375,040	8,177,837
Disposals	-	-	-	-	(1,283,092)	-	-	-	(1,283,092)
Prospective change to provision (Note 9)	(742,543)	-	-	-	-	-	-	-	(742,543)
Net change in property and equipment under development	-	-	-	-	-	-	1,111,890	-	1,111,890
Balance at December 31, 2023	<u>44,669,268</u>	<u>1,439,339</u>	<u>13,399,101</u>	<u>1,196,154</u>	<u>26,230,115</u>	<u>2,649,507</u>	<u>4,889,711</u>	<u>2,375,964</u>	<u>96,849,159</u>
<b>Accumulated depreciation</b>									
Balance at December 31, 2022	33,962,148	56,856	3,010,238	574,694	17,362,750	-	-	-	54,966,686
Depreciation	2,281,561	47,959	470,152	29,618	2,176,851	52,987	-	-	5,059,128
Disposals	-	-	-	-	(1,209,168)	-	-	-	(1,209,168)
Balance at December 31, 2023	<u>36,243,709</u>	<u>104,815</u>	<u>3,480,390</u>	<u>604,312</u>	<u>18,330,433</u>	<u>52,987</u>	<u>-</u>	<u>-</u>	<u>58,816,646</u>
Net book value at December 31, 2023	8,425,559	1,334,524	9,918,711	591,842	7,899,682	2,596,520	4,889,711	2,375,964	38,032,513
<b>Cost</b>									
Balance at December 31, 2021	45,367,924	1,178,059	12,739,588	1,144,955	21,642,312	-	423,577	2,000,924	84,497,339
Additions	107,522	261,280	84,729	44,591	1,342,246	-	-	-	1,840,368
Disposals	-	-	-	-	(12,450)	-	-	-	(12,450)
Prospective change to provision (Note 9)	(94,434)	-	-	-	-	-	-	-	(94,434)
Net change in property and equipment under development	-	-	-	-	-	-	3,354,244	-	3,354,244
Balance at December 31, 2022	<u>45,381,012</u>	<u>1,439,339</u>	<u>12,824,317</u>	<u>1,189,546</u>	<u>22,972,108</u>	<u>-</u>	<u>3,777,821</u>	<u>2,000,924</u>	<u>89,585,067</u>
<b>Accumulated depreciation</b>									
Balance at December 31, 2021	31,165,668	13,088	2,563,024	549,507	15,679,469	-	-	-	49,970,756
Depreciation	2,796,480	43,768	447,214	25,187	1,695,730	-	-	-	5,008,379
Disposals	-	-	-	-	(12,449)	-	-	-	(12,449)
Balance at December 31, 2022	<u>33,962,148</u>	<u>56,856</u>	<u>3,010,238</u>	<u>574,694</u>	<u>17,362,750</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>54,966,686</u>
Net book value at December 31, 2022	11,418,864	1,382,483	9,814,079	614,852	5,609,358	-	3,777,821	2,000,924	34,618,381

**Claystone Waste Annual General Meeting****Item 6.3.1 Financial Statements****Financial Review for AGM Package (Confidential)****Management Commentary on 2023 Fiscal Year Financial Results**

- Claystone Waste finished the 2023 financial year on a high note generating \$8.2M in net income compared to \$5.8M in 2022, growth of over \$2.4M year over year. Much of the success derived from a growth in waste disposal revenues receiving over 972k tonnes of landfill waste as well as the initial 6 months of operation of the new Ryley Compost facility. The key financial highlights include:
  - Total revenues for 2023 were \$29.5M, including \$23.7M from waste disposal at the Ryley Landfill, \$2.8M in hauling services, \$0.7M for Organic Waste Processing, \$0.6M in Collections and Bin Rentals and \$1.7M from other revenues, primarily income from investments.
  - The Ryley Compost facility operated at a profit for its first 6 months, received over 8.5k tonnes of tipped organics and is starting to improve the process with finished batches now being produced.
  - New Municipal Solid Waste (MSW) customers and increases in MSW from the City of Edmonton were the main factors in the year over year increase.
  - Contaminated soil from large projects, both at the beginning and end of 2023 were integral to the overall growth in revenues.
  - The other major contribution source to the growth in revenues was investment income with Claystone Waste benefiting from high interest rates.
  - Total operating expenses were \$16.6M, \$1.9M higher than the previous year with a large portion of this growth as part of Claystone Waste's 2023 annual budget and aligned with increased revenues and increased target income. The increase in year over year costs were mainly due to:
    - New costs in 2023 for the Ryley compost operations;
    - Subcontracted hauling services for large waste disposal customers starting in Q2 2022;
    - Branding and customer-focused marketing initiatives commenced later in the 2022 fiscal year;
    - Higher property taxes to Beaver County;

- Increased costs for wildlife population management, gas monitoring and air quality testing to ensure Claystone Waste not only meets but exceeds regulatory standards;
- Improved 2022 financial performance compared to the 2021 fiscal year which resulted in higher performance compensation for staff and;
- Professional consulting services related to staff recruitment and strategic growth;
- Partially offset by fuel savings from lower average prices of diesel.
- Marginally higher overall amortization expense of \$51k year over year due to a combination of increased landfill airspace usage linked to the higher waste disposal revenue.
- Other items including \$227k of net unrealized fair market value gains on post closure fund investments and \$136k in gains on disposal of landfill equipment.
- Capital spend of \$10.0M for the year majorly on:
  - The construction of the new compost processing facility at Ryley and the related equipment for the facility;
  - The acquisition of land and planning costs for a new West Edmonton Transfer Station;
  - The purchase of a new landfill compactor, Bulldozer and other minor equipment replacements;
  - Professional consulting in order to get the Section 11 quarters of land permitted for future landfilling;
  - Acquisition of neighbouring land and;
  - Landfill capping and other minor site projects
  - No new landfill cells were developed in 2023.
- In 2023 Claystone Waste provided direct and indirect financial benefits to the community totalling over \$5.0M inclusive of annual partner distributions of \$3M, subsidized local waste collection services of \$1.2M, property taxes of \$0.5M, and community grants and other funding of \$0.3M.
- Claystone Waste's continues to grow its strong financial position at the end of 2023 with \$10.4M in positive cash flow from operations in the year, \$80.6M in assets and no existing external debt.
- Claystone Waste released the following Good Neighbour Grant payments in 2023:

Recipient	2023	2022
Village of Ryley	\$ 157,747	\$ 125,921
Beaver County	\$ 78,874	\$ 62,961
<b>Total</b>	<b>\$ 236,621</b>	<b>\$ 188,882</b>

- The increase in the Good Neighbour Grant from 2022 to 2023 is due to the growth in tonnage and annual CPI inflation adjustment which are the drivers of the calculation.
- Claystone Waste spent the following related to Beaver Municipal Solutions, Shareholders, and the Claystone Waste Remediation Trust Association 2023 and 2022:

Cost	2023	2022
BMS Board Remuneration	\$ -	\$ 675
BMS Professional Fees	\$ -	\$ 764
Beaver County - Group Audit Fees	\$ 2,800	\$ 3,300
Trust Professional Fees	\$ 13,729	\$ 10,973
<b>Total</b>	<b>\$ 16,529</b>	<b>\$ 15,712</b>

- The 2023 financial results improved from the foundation of growth that started in 2022 and is expected to continue as part of the strategic plans for 2024 and beyond. Plans for growth in 2024 include the opening of a West Edmonton Transfer Station, expansion of the Ryley Compost facility and the detailed planning and design for future landfill cells and a landfill gas management system. Claystone will continue to foster these growth areas by focusing on maintaining the waste volumes at the Ryley landfill and investigating a number of options to diversify the business in the ever-changing waste industry.

**CLAYSTONE WASTE LTD.**  
FINANCIAL STATEMENTS  
FOR THE YEAR ENDED DECEMBER 31, 2023

**CLAYSTONE WASTE LTD.**  
BALANCE SHEET AS AT DECEMBER 31, 2023

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	<u>2023</u>	<u>2022</u>
<u>ASSETS</u>		
INVESTMENT IN LIMITED PARTNERSHIP .....	\$52,906,595	\$52,906,049
DUE FROM SHAREHOLDERS .....	<u>1,600</u>	<u>1,600</u>
TOTAL .....	<u>\$52,908,195</u>	<u>\$52,907,649</u>
 <u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities .....	\$ 3,000	\$ 2,000
Due to limited partnership .....	<u>1</u>	<u>1</u>
Total current liabilities .....	<u>3,001</u>	<u>2,001</u>
SHAREHOLDERS' EQUITY:		
Share capital .....	1,600	1,600
Contributed surplus .....	52,905,230	52,905,230
Deficit .....	<u>(1,636)</u>	<u>(1,182)</u>
Net shareholders' equity .....	<u>52,905,194</u>	<u>52,905,648</u>
TOTAL .....	<u>\$52,908,195</u>	<u>\$52,907,649</u>



**CLAYSTONE WASTE LTD.**  
STATEMENT OF INCOME AND DEFICIT  
FOR THE YEAR ENDED DECEMBER 31, 2023

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	2023	2022
REVENUE - partnership income allocation .....	\$546	\$ 390
EXPENSE - professional fees .....	<u>1,000</u>	<u>1,000</u>
NET INCOME (LOSS) FOR THE YEAR .....	(454)	(610)
DEFICIT AT BEGINNING OF THE YEAR.....	<u>(1,182)</u>	<u>(572)</u>
DEFICIT AT END OF THE YEAR .....	\$( <u>1,636</u> )	\$( <u>1,182</u> )

**CLAYSTONE WASTE LTD.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023**

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**1. BASIS OF ACCOUNTING:**

These financial statements were prepared on the historical cost basis, reflecting cash transactions, with the addition of accounts payable and accrued liabilities as at the reporting date. The basis of accounting also includes the following accounting policy:

*Investment in limited partnership:*

Investment in limited partnership is recorded using the equity method. Under this method, the company's net earnings from the limited partnership are included in income and the investment is carried at cost plus equity in undistributed net earnings.

**COR-0003: STANDING COMMITTEE TERMS OF REFERENCE**

Date **Approved by** ~~Board~~~~Shareholder~~: ~~December 16, 2021~~~~2021.06.17~~ Resolution No.: ~~21-0850-008~~  
~~2021.12.16~~ ~~21-085~~

Lead Role: Board Chair  
Chief Executive Officer

**Replaces:**

Last Review Date: ~~December 16, 2021~~~~August 25, 2022~~

Next Review Date: ~~December 16~~~~August 2023, 2024~~

**Policy Statement**

As prescribed by the Mandate and Roles Document, the Claystone Waste Board of Directors must establish a Finance and Audit Committee, a Governance and Human Resources Committee, and a Public Advisory Committee. The Board is further permitted to create such other committees as it deems necessary or advisable, including appointing non-Board members to committees to obtain expertise as deemed necessary by the Board.

Accordingly, the Board of Directors adopts the following Standing Committee Terms of Reference Policy, which applies to committees the Board is required to establish and those the Board elects to establish.

In addition, this Policy can apply to subsidiary Boards of Directors of Claystone Waste and the Charters of the committees those Boards will create.

**Guidelines****General Provisions:**

1. As provided in Policy COR-0001, with **respect** to each committee the Board of Directors ("Board") shall:
  - a. Establish the terms of reference.
  - b. Establish a budget and resources required.
  - c. ~~Appoint~~ a person to chair the committee.
  - d. Appoint such other members, to such terms as may be appropriate provided that:
    - i. At least one of the persons appointed to the committee shall be a member of the Board; and
    - ii. To be considered for appointment, a person other than a member of the Board must have filed a **completed** Committee Appointment Form and Committee Interest Form including a **commitment**, to be bound by the principles of the Claystone Waste Ltd. Ethics and Code of Conduct Policy.
2. A committee established under this **policy**, other than the Finance and Audit Committee, Governance and Human Resources Committee, and Public Advisory Committee, **continues** until the Board determines that it is no longer required.

3. The general purpose of each committee established under this policy is to assist the Board in governing the Corporation by providing recommendations to the Board on any matter within the committee's terms of reference.
4. Annually the Board will establish a mandate for each committee, sub-committee or task force including topics or issues within the group's terms of reference which the Board considers requires focused attention during the year. The committee, sub-committee or task force will prepare an operational plan to achieve its mandate and will present the plan for Board approval.
5. Each year the Board will establish priority mandates for each standing committee.
6. A valid decision by a committee established under this policy may only be made at a duly convened meeting at which a quorum is present.

**Membership:**

7. In appointing members to committees, the Board will consider the experience and expertise related to the committee's mandate of the persons under consideration.
8. A municipal official appointment to a committee is a staff person from a municipality that is a Limited Partner.
9. The term of office of the chair and the members appointed to a committee established under this policy shall commence at the meeting of the Board at which the person is appointed and continues until the next AGM unless otherwise determined by the Board.
10. The Chair of the Board is *ex officio* a member of all committees.
11. Members are responsible to:
  - a. participate in the meetings of the committee.
  - b. represent the interests and views of Claystone Waste Ltd.
  - c. exercise the care, skill and diligence of a prudent person in carrying out their duties.
12. A member of a committee ceases to be a member of that committee if that person misses three consecutive meetings or five meetings at any time during the term of office, unless authorized by resolution to do so.
13. A committee may select one of its members as Vice-Chair.
14. The Chair of each Committee:
  - a. shall report regularly to the Board and the minutes of each committee, after approval, will be provided to the Board, and

- b. shall maintain liaison with all Board members regarding the committee's responsibility.

**Meetings:**

15. Committee meetings will be scheduled to match the business needs of the Corporation.
16. Meetings of each Committee are to be conducted using the most efficient means (conference calls, teleconferencing, and in-person) commensurate with the meeting agenda.
17. At meetings of a committee, sub-committee or task force each member including the Chair present shall have one vote and, in the case of a tie, the motion shall be lost.
18. A member including the Chair present at a committee, sub-committee or task force meeting must vote on a matter put to a vote at the meeting unless the member is required to abstain from voting under policy.
19. Each committee is subject to the Communication and Spokesperson Advocacy Policy.
20. A committee may recommend to the Board that one or more sub-committees be established to advise the committee on specific issues.
21. A committee is expected to obtain advice and support from Claystone Waste Ltd.'s professional advisors as and when needed and commensurate with its objectives and available resources.

**Internal Committee Matters:**

22. If a matter arises in one committee which also falls within the responsibilities of another committee, the persons designated to provide administrative support to the respective committees will ensure that the other committee is informed and has the opportunity to provide its input before a recommendation is made to the Board.
23. If there is an urgency which makes it impossible to have the matter discussed at a meeting of the other committee, the Chief Executive Officer will determine how the information will be provided and the input will be gathered.

**Finance and Audit Committee:**

24. The Committee will be comprised of up to ~~five-seven~~ (57) members appointed as follows:
  - a. at least two (2) Board members, one of whom will be designated as the chair and the other as vice chair,
  - b. up to three (3) external members appointed by the Board, one of which may be a municipal official, as defined in Section 8 of this Policy Terms of Reference.

25. The external members are to possess the financial and/or risk management enterprise required to ensure the committee has the adequate skill to perform its responsibilities. They are to fill the expertise and knowledge gaps, after the Board and municipal official appointments.
26. Appointment terms are as follows:
  - a. Board members – one (1) year term, appointed annually.
  - b. External members – none appointed for greater than a three (3) year term, with a maximum of three (3) terms.
27. The Chief Financial Officer shall provide administrative support to the committee.
28. The Committee has the mandate to ensure, using appropriate methodologies and processes, the overall probity and integrity of Claystone Waste Ltd. (for this Finance and Audit Committee section, Claystone Waste Ltd. means the Corporation and its associated entities) financial systems and practices.
29. The Finance and Audit Committee is to meet as required. The meetings will be scheduled to permit timely review of the interim and annual financial statements. Additional meetings may be held as deemed necessary by the chair of the committee or as requested by any member or the external auditors.
30. Supporting schedules and information reviewed by the committee will be available for examination by any committee member upon request to the chairman of the committee.
31. The committee chair will report annually to the shareholders at the annual general meeting.
32. The Finance and Audit Committee is accountable for the overall probity and integrity of financial systems and practices of Claystone Waste, in particular that:
  - a. Annual financial statements are fairly presented in accordance with the applicable accounting principles and financial reporting standards, and to recommend to the Board whether the annual financial statements should be approved;
  - b. Information contained in and financial statements for Claystone Waste Ltd., and any reports from either body to the Limited Partnership or other financial publications is not erroneous, misleading, or incomplete.
  - c. Claystone Waste Ltd. has implemented appropriate systems of internal control over financial reporting and that these are operating effectively;
  - d. Claystone Waste Ltd. has implemented appropriate systems of internal control to ensure compliance with legal, regulatory and ethical requirements;
  - e. External audit function has been **effectively** carried out and that any matter which the independent auditors have brought to the attention of the committee or Board has been addressed;
  - f. Financial management policies of the Corporation are appropriate and make **recommendations** to the Board regarding required amendments;



- g. Business plans and budgets are monitored through the interim financial reporting of actual results to budget and year end estimates to budgets;
- h. Financial condition of Claystone Waste Ltd. is monitored and potential issues are reported to the Board;
- i. Annual operating and **capital** budgets are reviewed and endorsed to the Board for approval;
- j. Claystone Waste Ltd. has **implemented** appropriate systems of risk management to effectively identify, manage and monitor risks and opportunities to the Corporation and its related **entities**;
- k. Insurable risks and insurance coverage of Claystone Waste Ltd. are reviewed annually; and
- l. Mandate and responsibilities of the Committee meet current expectations and practices for Finance and Audit committees.

33. The committee will recommend to the Board the reappointment or **appointment** of auditors.

34. The Finance and Audit **Committee** may hold in camera meetings with the Auditor as required.

35. The Finance and Audit **Committee** will be governed by its Committee Charter which will comply with the requirements of this Policy Terms of Reference and be approved by the Board of Directors.

#### **Governance and Human Resources:**

36. The **Committee** will be comprised of up to ~~five~~ **seven (57)** members appointed as follows:
- a. At least two (2) **Claystone Waste Ltd.** Board members, one of which will act as Chair and the other act as **Vice-Chair**;
  - b. up to three (3) external **members**, one of which may be a municipal official as defined in Section 8 of this Policy Terms of Reference.

37. The external members are to **possess** the **expertise** required to ensure the committee, as a whole, has the adequate skill to **perform** its responsibilities. ~~They~~ **Members** are to fill the **expertise** and knowledge gaps after the Board **appointments**.

38. Appointment terms

- a. Board members – one (1) year term, appointed annually;
- b. External members – none appointed for greater than a three (3) year term, with a maximum of three (3) terms.

39. The Chief Executive Officer shall **provide** administrative support to the committee.

40. The purpose of the Governance and Human Resource Committee is to:

- a. Assist the Board in its **ongoing** oversight of the quality of governance in the corporation

- and in the Limited Partnership;
- b. Monitor Board and the Limited Partnership effectiveness and evaluations;
- c. **Recommend** to the Board enhancements to the **governance** structure in the interest of the Limited Partnership, Claystone Waste Ltd., and overall brand as a whole;
- d. Support the Board in maintaining alignment with **government** regulatory requirements for the industry and good governance expectations; and
- e. To oversee the management of human capital to ensure that Claystone Waste Ltd. attracts and retains the talent needed to deliver on its mandate and business **objectives**.

41. The **Governance** and Human Resources Committee will meet as required in order to ensure that Core Policies and other policies are regularly **reviewed** for applicability to the corporation's business.

41.

42. Human Resources Strategy:

- a. The committee shall review and recommend for Board approval the Human Resources **strategy** including key HR objectives, plans and workforce requirements, and monitor the implementation of same.

43. Succession Planning for Critical and Key Positions:

- a. The committee shall review, comment and report annually to the Board on succession planning for all critical and key positions and **review development** plans, talent retention and career **development** for potential successors, in particular: and
- b. Formulate and recommend the succession plan and contingency planning for the CEO.

44. CEO **Objectives**, Performance Evaluation and Benefits:

- a. The Committee shall, taking into **account** the **description** of the duties of the CEO as well as Claystone Waste Ltd.'s mandate and **corporate** objectives:
  - i. **Recommend** the CEO's performance objectives for approval by the Board;
  - ii. Appraise the CEO's performance ratings against such performance **objectives** in accordance with standards and guidelines set by the Board and make appropriate recommendation to the Board; and
  - iii. Review and recommend for Board approval the annual benefits **for the CEO**.

45. Compensation Policies, Programs and Plans:

- a. In relation to compensation policies, programs and plans, the Committee shall:
  - i. In consultation with the CEO, **review** and **recommend** for Board approval the performance measures and targets, **compensation** strategies, any new

program/**plan design** or **material** modifications to an **existing design**, material payments for salary and **variable** pay envelopes and incentive plans, **benefit** policies and other human resources strategies for Claystone Waste Ltd. employees;

- ii. Verify, on a regular basis, that Claystone Waste Ltd.'s compensation **policies**, programs and plans promote the **achievement** of Claystone Waste Ltd.'s objectives and the mandate of **the Corporation**, taking into **account** the risks to which it is exposed.

46. Employee **Relations** and Ethics:

- a. In relation to compensation policies, programs and plans, the Committee shall:
  - i. Regularly review, recommend and monitor Claystone Waste Ltd. Policies, which provide for the sound management of the corporation's personnel, are in compliance with applicable legislation;
  - ii. Monitor and make all necessary recommendations to the Board regarding Claystone Waste Ltd.'s ethical standards and ensure that management has identified ~~a~~ processes to ensure compliance; and
  - iii. Assess the 'tone at the top' established by the CEO and Senior Management in terms of the example that is set with respect to integrity and ethics.

47. Risk Assessment:

- a. The Committee shall assess the risks to which the Human Resource function is exposed, including:
  - i. Employee attraction and retention;
  - ii. Employee **engagement** and performance;
  - iii. Succession planning and talent management; and
  - iv. Any other risk related to human capital that may arise from time to time.

48. The Governance and Human Resources Committee will be governed by its Committee Charter which will comply with the requirements of this Policy Terms of Reference and be approved by the Board of Directors.

**Public Advisory Committee:**

49. Under the **Mandate and Roles** document signed by the Limited Partnership, the Board shall create and appoint a public advisory committee (the "PAC") made up of residents and/or members of the Beaver County region in Alberta plus at least one (1) Board member.
50. The Board shall also, at the request of the **Municipal shareholders**, or any of them, appoint one **representative** of each **Municipal shareholder** who requests such appointment to the PAC, including, without limitation, a **councilor** of that **Municipality**.
51. The PAC shall be responsible for bringing forth issues and **concerns** from residents and/or **members** of the Beaver **County region** to the Board.

52. The Board shall meet with the PAC on a reasonably regular basis, but no less than once (1) a year, as required to ensure the interests of the Beaver County region residents are brought to and addressed by the Board. In addition to keeping minutes of such meetings and responding to concerns raised in such meetings, the Board shall communicate with the Municipal Shareholders with respect to issues raised and the response of the Board.

53. The Public Advisory Committee will be governed by its Committee Charter which will comply with the requirements of this Policy Terms of Reference and be **approved** by the Board of Directors.

<u>Review Date</u>	<u>Revisions Made</u>	<u>Resolution #</u>	<u>Next Review Date</u>	<u>Records Confirmation</u>
<u>June 17, 2021</u>		<u>21 008 (AGM)</u>		
<u>December 16, 2021</u>	<u>December 16, 2021</u>	<u>21 085</u>	<u>August 2022</u>	
<u>August 25, 2022</u>	<u>None</u>		<u>August 2023</u>	

53.

**HUM-0001: WHISTLEBLOWER PROTECTION****Date Approved by Board:** December 14, 2020 **Resolution No.:** 20 074**Lead Role:** Chief Executive Officer**Replaces:** N/A**Last Review Date:** June 24, 2021**Next Review Date:** June 2024**Policy Statement**

The policy is intended to encourage and enable employees, contractors and others associated with Claystone Waste Ltd. to ~~raise serious concerns~~ report in good faith when a "wrongdoing" has occurred on a confidential and anonymous basis without fear of retaliation.

Claystone Waste Ltd. is committed to address and correct inappropriate conduct and actions. It is the responsibility of all employees, officers, contractors and Board members to report concerns about violations of Claystone Waste Ltd. policies or suspected violations of law or regulations that govern the Corporation's operations or adversely impact Claystone Waste Ltd. customers, shareholders, employees, stakeholders or the public at large.

**Definitions****Whistleblower:**

An employee, contractor, or other party associated with Claystone Waste Ltd. who raises a concern(s) about malpractice or wrongdoing within the Corporation. Concerns typically raised in whistleblower complaints include matters related to health and safety, financial mismanagement or corruption, environmental matters or criminal activities.

**Complainant:**

Any person that submits a complaint or report of wrongdoing.

**Respondent:**

Someone who is alleged to engage in conduct that is the subject of concern to a complaint.

**Wrongdoing:**

~~Any illegal action or violation of company policy or procedures.~~

- An illegal act.
- A contravention of an act, a regulation made pursuant to an act.
- An act or omission that creates a substantial and specific danger to the life, health or safety of individuals or to the environment.
- Gross mismanagement of funds, assets or delivery of service.
- Gross mismanagement of employees by a pattern of behavior or conduct of a systemic nature that indicates a problem in the culture of the organization relating to bullying, harassment or intimidation.
- Knowingly directing or counselling an individual to commit a wrongdoing.



- Examples may include: conflict of interest, document falsification, inappropriate gifts, breach of confidentiality, theft, bribery, inappropriate personal use of CWL resources, inappropriate reporting of expenses

**Retaliatory Acts:**

Retribution or reprisal against any Complainant as a result of their reporting an incident of wrongdoing, or against any employee or party that participates in an investigation relating to the allegation of wrongdoing.

**Senior Managers:**

For the purposes of this policy, senior managers are typically division managers who report directly to the Chief Executive Officer and are accountable for effective financial management within their areas of responsibility.

**Guidelines**

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**Reports of Wrongdoing:**

1. Reports of workplace wrongdoing may be made in confidence to all Board representatives and Management and Supervisory staff, including:
  - a. The Human Resources Manager;
  - b. The Chief Financial Officer;
  - c. The Chief Executive Officer (CEO);
  - d. The Chair of the Governance and Human Resources Committee; and
  - e. The Chair of the Board of the Board of Directors.
2. Confidential Whistleblower Hotline – CONFIDENCELINE
  - a. claystone.confidenceline.com
  - e-b. 1-800-661-9675

**Retaliation against a Complainant:**

- 2.3. Any retaliation by management or any other person or group, directly or indirectly, against a Complainant who in good faith makes an allegation or report under this policy, or who provides assistance to management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a report is prohibited and subject to disciplinary action.
- 3.4. Forms of retaliation or retaliatory acts can include:
  - a. Statements;
  - b. Inappropriate disciplinary action including:
    - i. Termination;
    - ii. Suspension; and/or
    - iii. Demotion;
  - c. Harassment, intimidation, coercion or discrimination of any kind against an employee, contractor or other party reporting a concern in good faith in accordance with this Policy.



**Obligation to Report Concerns:**

- 4.5. All employees, contractors or other parties have an obligation to report concerns. Employees are required to report concerns as soon as they become aware of the situation that raises the concern, with as many facts and as much detailed information as possible.
- 5.6. Claystone Waste Ltd. encourages the reporting of concerns that contravene or are thought to contravene any Corporation policy or situations where wrongdoing is suspected.
- 6.7. If an allegation is made in good faith, but it is not validated through a review, no disciplinary action will be taken against the complainant reporting the concern.
- 7.8. If an untrue allegation is made frivolously, maliciously or for personal gain, disciplinary action may be taken against the employee consistent with the Employee Conflict of Interest and Code of Conduct Policy.

**Anonymous Reports:**

- 8.9. Complainant reports will be accepted on anonymous basis however employees, contractors or other parties are encouraged to come forward on record wherever possible.

**Confidentiality:**

- 9.10. Unless compelled by a judicial or other legal process to reveal the identity of the employee, contractor or other party who makes an allegation under this policy, the Complainant(s) will remain confidential.
- 10.11. Any effort by management or any other person or group, directly or indirectly, to ascertain the identity of a complainant(s) who makes a report anonymously is prohibited and subject to disciplinary action.

**The Board of Directors and Chair of the Governance and Human Resources Committee are responsible for the following:**

- 11.12. The Board of Directors has ultimate responsibility for the Whistleblower Protection Policy through the Human Resources and Governance Committee.

Chief Executive Officer and The Chair of the Governance and Human Resources Committee ~~is~~ are jointly responsible for:

- a. Ensuring that any report made by a Complainant under this policy is received and reviewed;
- b. Ensuring that proper reviews and investigations are completed, and that appropriate corrective action is taken when necessary;
- c. Commencing a review and investigation of all concerns received applicable under this policy where the Chief Executive Officer is implicated (managed by the GHRC Committee Chair);
- d. Ensuring that any reports received regarding the CEO are immediately communicated to the Chair of the Board;
- e. Ensuring that any appropriate parties are engaged to complete the review and investigation of any concerns raised regarding the CEO;

- f. On an annual basis, reporting to the Board of Directors on all concerns received, investigated and resolved under this policy.

**The ~~Chief Executive Officer~~ Human Resources Manager is responsible for the following:**

13. Commence a review and investigation of all concerns received applicable under this policy (unless the Respondent of the Complainant is ~~the CEO~~the HR Manager) in coordination with the CEO.
14. Document, track, investigate and report on complaints reported, ensuring that as much information as possible is gathered to fully investigate the concern raised.
15. Provide timely notification to the Chief Executive Officer and the Chair of the Governance and Human Resource Committee of all Whistleblower complaints.
16. Track all complaints and report to the Chief Executive Officer and Governance and Human Resource Committee on a semi-annual, or on an as-needed basis.
17. Ensure the approved Whistleblower Policy is posted by Human Resources on the Claystone Waste Ltd. website following approval from the Board.

**Senior Managers are responsible for the following:**

18. Ensure that all direct reports, including employees, contractors, or other parties as the case may be, understand and comply with the Whistleblower Protection Policy.
19. Encourage an environment of open communication and high ethical standards.

**Employees, contractors, or other parties associated with Claystone Waste Ltd. are responsible for the following:**

20. Ensure their understanding and compliance with the Whistleblower Protection Policy and any policies, guidelines or procedures that support the Whistleblower Protection Policy.
21. Identify and report any suspected or known wrongdoing.

## **Reporting, Investigation, and Resolution Procedures**

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**Retaliation Reporting:**

22. If an employee, contractor or other party believes that retaliation has occurred, they may submit a written complaint to the CEO within six months of the date they knew or ought to have known that the alleged retaliation occurred.
23. If the Respondent of a Complainant is the CEO, the employee, contractor or other party may submit a written complaint to the Chief Chair of the Governance and Human Resources

Committee or the Chair of the Board of Directors within six months of the date they knew or ought to have known that the alleged retaliation occurred.

24. The retaliation complaint must include:

- a. Name and work address of the complainant (unless submitted anonymously);
- b. Name and title of each Claystone Waste Ltd. employee against whom the complaint of retaliation is made;
- c. The specific type of retaliation;
- d. The specific date(s) of retaliation;
- e. A statement as to the facts that form the basis of the complaint of retaliation; and
- f. A statement of the complainant's explaining how their reported allegation and/or participation in an investigation, proceeding, or hearing is related to the retaliation.

**Investigation:**

25. Upon receipt of a retaliation complaint, the CEO will investigate, make determinations, and report the outcome as required.
26. If the retaliation complaint implicated the CEO, the Chair of the Governance and Human Resources Committee will investigate, make determinations, and report the outcome as required.
27. The CEO or the Chair of the Human Resources Committee may delegate responsibility, engage external support, or subject matter experts as required to satisfactorily investigate the concern raised.
28. All persons receiving or investigating retaliation complaints must keep the details and outcome of the investigation confidential. This means disclosure is only permitted to those who have a legitimate need to know, and such disclosure shall be restricted to what must be disclosed to ensure a thorough, effective, and complete investigation/response, or as otherwise required by law.

**Resolution:**

29. If the results of the investigation support the allegation(s) in the complaint, a range of sanctions may be imposed on the respondent by including suspension, termination, demotion or reassignment.
30. If the results of the investigation do not support the allegation(s), the complaint will be deemed to be unfounded and the Respondent has been cleared of the allegation(s).
31. If the evidence indicates that the Complainant knowingly and willfully made false allegation(s) in an attempt to cause harm to the Respondent, a range of sanctions may be imposed on the Complainant. The sanctions depend upon the nature and seriousness of the offence but may include suspension, termination, demotion or reassignment.

32. The foregoing does not preclude the involvement of police authorities depending upon the nature and particular details of the complaint.

**Appeals:**

33. Either the Complainant or the Respondent may appeal to the CEO or the Board Chair (in the event of a complaint against the CEO) if dissatisfied with the resolution of a formal complaint.

Review Date	Revisions Made	Resolution #	Next Review Date	Records Confirmation
December 14, 2020		20 074	December 2022	
June 24, 2021	None		June 2024	Lavonne Svenson

**COR-0006: SHAREHOLDER COMMUNICATION PROTOCOL****Date Approved by Board:** December 16, 2021**Resolution No.:** 21 090**Lead Role:** Chief Executive Officer**Replaces:****Last Review Date:** December 16, 2021**Next Review Date:** February 2024**Policy Statement**

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Claystone Waste is committed to communicating accurate, timely, reliable, consistent and descriptive information to its municipal shareholders and local residents consistent with the mandate approved by municipal councils.

Claystone Waste is also committed to ensuring that information communicated to the shareholders and to local residents respects the confidentiality of such information as it pertains to the interests of third parties including employees, where such confidentiality is governed by agreements, either written or implied, or where the release of such information can cause harm or loss to a third party.

This Protocol, combined with other policies and procedures of the corporation, including the function and activities of the Board's Committees, provides guidance to the Board and management on meeting these commitments.

**Guidelines**

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**Release of Financial Results**

1. Financial information is released to shareholders as part of CAO Summary Report. This includes interim quarterly financial information and related explanations, and emergent information of material impact and/or corrections/clarifications of previous communications. The CAO Summary Report is subject to review by Board Chair and CEO prior to release.
2. Audited financial statements will be [included in the Annual Report and posted in CWL's website presented to shareholders at the Annual General Meeting.](#)

**Confidential Information**

3. Presentation of financial and privileged information exclusively to shareholders that provides discussion and analysis of a nature that cannot be communicated publicly but includes information that could materially impact the shareholders is subject to closed meeting procedures (in-camera) as defined in the Municipal Government Act.
4. Financial and privileged information where disclosure is restricted under third-party agreements (e.g. non-disclosure agreements) can only be disclosed subject to the requirements of those governing

agreements.

#### **Release of Operational, Emergent or Emergency Information**

5. Relevant operations information including health and safety and environmental regulatory compliance reports, issued and/or renewed development and operating permits will be included as support documentation with the ~~public release of interim quarterly and annual financial results~~ CAO Summary.
6. With respect to emergent or otherwise unanticipated events and incidents (e.g., service disruptions, industrial or vehicle accidents, health or environmental notices and emergencies, regulatory orders), public release of information will be in accordance with the CWL Communications Policy.
7. With specific reference to community residents near or adjacent to the CWL regional landfill at Ryley, regular communication of landfill site activities and development activities, on at least a quarterly basis, will be issued by the Board through its Public Advisory Committee.

#### **Annual Reporting**

8. CWL will present an annual report at its scheduled Annual General Meeting providing information on its financial, operational, regulatory compliance and community service and advisory activities.

#### **Communication Channels**

9. Shareholder communications will occur through both formal and informal channels.
  - a. Formal communications include reports and presentations and are disseminated/made through normal business communications channels (e.g. email correspondence, CWL website, social media, business meetings, both in-person and virtual, and public presentations both on-site and web-enabled).
  - b. Informal communications include but are not limited to working group meetings and discussions, Landfill Site Tours and Facility Open Houses, Annual Council Dinners, Community Group/Association Dinners Sponsorship Grant Presentations.

#### **Shareholder Council Specific**

10. As required under the Unanimous Shareholder Agreement, (USA) the Board will advise the shareholders by written notice at any occurrence in the conduct of business of developments or proposed activities that would be considered a material change in the approved business plan.
11. Shareholders will be advised by written notice of any matter coming before the Board whereby the Board requires a decision of the shareholders, either by unanimous, required or majority consent, including changes in Core Policies as described in the Mandate and Roles Document and appointment of Directors.
12. ~~Confidential~~ Board meeting updates will be provided to each shareholder Council shortly after a Board meeting, including ~~information as to whether or not they are confidential in nature or can advance presentation of documents to be released publicly~~. This will include announcements of income distributions, local service changes, major community support grants and major business agreements.



13. Shareholder Councils will be updated regularly on emergent, unanticipated or emergency incidents and events during the course of management of the event, including communications made to affected residents and customers.
14. No local service changes including rate changes will be proposed prior to discussion with shareholder Councils.
15. Public Advisory Committee reports to the Board will be shared with the shareholder Councils with the CAO Summary shortly after the Board meeting in which they are presented.

#### **Related Documents, Policies and Forms**

Unanimous Shareholder Agreement

Municipally-Controlled Corporation Business Plan

Mandate and Roles Document

Committee Charters – Finance and Audit, **Governance** and Human Resources, Public Advisory Committee

Communication, Spokesperson, and Advocacy Policy COR-005.

Review Date	Revisions Made	Resolution #	Next Review Date	Records Confirmation
February 18, 2021		21 021		
December 16, 2021	Yes	21 090	February 2024	Lavonne Svenson

## FIN-007: Cash Management

Date **Approved by Board**: TBD

Resolution No.: ~~TBD~~23 037

Lead Role: Chief Executive Officer (CEO)

**Replaces**: BMS FIN-006 Reserves Policy

Last Review Date: ~~April 28, 2023~~

Next Review Date: ~~TBD~~April 2024

### Policy Statement

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Claystone Waste Ltd. (CWL) generates cash from profitable operations and ensures the organization has sufficient funds available for current and future activities and opportunities. The adoption of this policy establishes the guidelines for the management of cash.

This policy is designed to establish, maintain and manage funds that:

- i. Fund working capital requirements
- ii. Finance capital projects
- iii. Support strategic business initiatives
- iv. Address remediation obligations
- v. Distribute dividends to shareholders

### Guidelines

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#### Cashflow from Operations

Cashflow from operations is based on the amount of Cash flows from operating activities less Cash flows used in investing activities as per audited Statement of Cash Flows for the preceding year end.

#### Working Capital

1. Cash levels required for day-to-day operations are evaluated periodically to manage working capital efficiently.
2. Short term excess cash will be invested with due consideration to the following:
  - Interest rate
  - Liquidity
  - Maximum term of 3 months
  - ~~Restrictions specified in FIN-008 Investment Policy~~
3. CWL will retain sufficient liquid cash to maintain a minimum current ratio target of 2:1.

### **Capital Projects**

1. A portion of cashflow from operations will be set aside for future capital expenditures covering:
  - Replacement of aging facility and equipment
  - Improvements
  - Expansion of capacity
  - Regulatory compliance (e.g., Technology Innovation and Emissions Reduction Regulation)
2. CWL undertakes capital project planning for a period of at least 5 years that includes funding requirements.
3. At a minimum, CWL will set aside funds for the following year's capital project requirements.
4. Funds allocated for future capital projects will be invested as per FIN-008 Investment Policy.

### **Business Development**

Cash in the amount of 5% to a maximum of 50% of annual cash flow from operations maybe designated for business growth purposes and invested as Reserve Funds as defined in FIN-008 Investment Policy. This fund will be used in accordance with the Business Development plan.

### **Closure and Post Closure Obligations**

1. CWL is required under its environmental permit to handle the closure and post closure of the Ryley landfill facility. Activities include, among others, spending for the final covering and landscaping, groundwater monitoring and site maintenance.
2. The Unanimous Shareholder Agreement requires CWL to set aside cash annually for closure and post closure obligations of the Ryley landfill through the Claystone Remediation Trust.
3. All contributions to the Trust Fund shall be utilized solely for purposes of funding CWL's remediation obligations with respect to closure of the Ryley landfill or portions thereof, in accordance with the terms of the environmental permit and all applicable laws.
4. CWL may establish in the business plan the amount of contribution to the Trust Fund based on the following factors:
  - a. Financial results
  - b. Macro economic factors (e.g., inflation)
  - c. Return on investment of the Trust Fund
  - d. Changes in estimates for closure and post closure costs
  - e. Regulatory changes
5. At a minimum, CWL shall contribute an amount equivalent to the sum of Asset Retirement Obligation (ARO) amortization and accretion expense of the prior year based on audited financial statements.
6. Should CWL own facilities other than Ryley landfill that require remediation upon closure, a separate fund may be established. Rules governing this fund maybe subject to a different funding model consistent with the Strategic plan.

### Dividends

CWL intends to provide a competitive return on investment to its shareholders, subject to guidelines defined under FIN-011 Dividend Policy.

### Long term Debt

CWL may acquire and maintain a sustainable level of debt no more than the limits set in ~~accordance with~~ the approved Business plan.

### Related Policies

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Claystone Trust Deed  
Unanimous Shareholder Agreement  
FIN-008 Investment Policy  
FIN-011 Dividend Policy  
Business Plan  
Strategic Plan  
Business Development Plan

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**BRD-0020: FIRST NATIONS LAND ACKNOWLEDGEMENT POLICY****Date Approved by Board:** February 25, 2023**Resolution No.:** 23 023**Lead Role:** CEO**Replaces:** N/A**Last Review Date:** N/A**Next Review Date:** February 2026

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**Purpose**

The purpose of this policy is to outline protocols for First Nation land acknowledgements delivered on behalf of Claystone Waste. To aid Claystone Waste Board and Management, this policy establishes guidelines regarding First Nations land acknowledgements to open meetings, press conferences and other gatherings (both public and private) in a manner that shows respect and recognizes the histories of the Lands and Indigenous Peoples.

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**Policy Statement**

Claystone Waste supports the practice of First Nations land acknowledgements as they recognize and honour the historical and ongoing relationship between Indigenous peoples and the land. They acknowledge the fact that the lands where Claystone operates its business were inhabited by Indigenous peoples long before colonization occurred. By acknowledging the traditional custodians of the land, Claystone recognizes the historical truth and stewardship of Indigenous peoples over their ancestral territories.

Land acknowledgements further demonstrate respect for Indigenous cultures, traditions, and knowledge. They are a step towards reconciliation between Indigenous and non-Indigenous communities, acknowledging the harmful impacts of colonization and the need to address past injustices.

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**Guidelines****Land Acknowledgement Protocol:**

Claystone Waste Board members and management will provide land acknowledgements on various occasions as a sign of respect and recognition including during the following settings:

- 1. Public Events:** Land acknowledgements will be given at the beginning of public events, such as press conferences, seminars, and community gatherings.
- 2. Official Meetings:** Land acknowledgements will be given at the commencement of official meetings, including Claystone Board of Directors meetings, Annual General Meetings, and Public Advisory Committee (PAC) meetings. This practice emphasizes the significance of acknowledging the Indigenous peoples on whose traditional territories these meetings are taking place.
- 3. Openings of New Facilities:** When new facilities such as buildings, waste management facilities, or other physical spaces created in whole or in part by Claystone are inaugurated, a land acknowledgement will

be provided as part of the opening ceremony to recognize the Indigenous history and significance of the location.

- 4. Communication Materials:** In written communications such as Annual Reports, commercial materials (requests for proposals / company background materials), or Claystone website, a land acknowledgement will be included in the material.

It is important to note that the specific content and format of a land acknowledgement may vary depending on the cultural context and the Indigenous territories being acknowledged. Claystone Board members and management should engage with Claystone communications staff for guidance on appropriate content and contexts when providing land acknowledgements prior to proceeding with giving the acknowledgement.

**Sample Treaty 6 Land Acknowledgement:**

*"Claystone Waste acknowledges that our business operates primarily on Treaty 6 territory, the traditional homelands of many First Nation Peoples, including the Cree, Saulteaux, Niisitapi (Blackfoot), Metis, Dene, and Nakota Sioux. In all current and future operations, we seek to acknowledge the land, and all life within it. This includes honoring and working harmoniously with all Peoples of these and other lands, pursuing meaningful relationships and shared goals for success."*

Review Date	Revisions Made	Resolution #	Next Review Date	Records Confirmation
February 25, 2023		23 023	February 2026	Lavonne Svenson



## **FIN-004: RISK MANAGEMENT FRAMEWORK (RMF) POLICY**

**Date Approved by Board:** 2021.08.18  
2021.12.16

**Resolution No.:** 21 066  
21 085

**Lead Role:** CEO

**Replaces:**

**Last Review Date:** ~~December 16, 2021~~ August 25, 2022 **Next Review Date:** ~~December 16~~ August, 2024

### **Policy Statement**

Claystone Waste Ltd. (CWL) is committed to an integrated approach to risk management to achieve its mission, vision and strategic plan. This policy is aimed at increasing awareness and shared responsibility for risk management at all levels of the organization.

This policy provides the framework to assist in decision making processes that support the acceptance of risk, manage existing uncertainty, approach new opportunities, protect CWL's assets and increase confidence in achieving desired goals.

### **Guidelines**

#### **Responsibilities and Authority**

The Chief Executive Officer (CEO) is responsible to ensure that there is a Board approved and implemented Risk Tolerance and Risk Management Procedure and it is fully implemented. Board approval, on recommendation from the CEO, is required for all changes to the Risk Tolerance.

The CEO will report to the Finance and Audit Committee (FAC) on the identification, management and monitoring of key risks in accordance with FAC workplan.

#### **Definition**

1. Risk Management Framework – continuous and systematic process to understand, manage and monitor risks and opportunities from an organization-wide perspective.
2. Risk – the effect of uncertainty on objectives.

An effect is a deviation from expectations, both positive and negative.

Objectives can have different aspects such as financial, health and safety and environmental goals.

Objectives apply to different levels in CWL such as strategic, operations, project, services and process.

3. Risk Tolerance – CWL's readiness to bear the risk after risk treatment to achieve its objectives.

4. Consequence – The outcome of an event affecting objectives.
5. Likelihood – The chance of something happening.
6. Risk Treatment – Planned activities that eliminate or modify risk.
7. Residual Risk – Risk remaining after risk treatment.

### Guidelines

1. CWL will take risks to enhance the value of the business, only if the risks:
  - a. Fit the strategic plan and have been analyzed, understood and managed.
  - b. Do not expose the business to significant losses, revocation of regulatory approvals or inability to provide essential services to the communities served.
  - c. Do not compromise corporate values.
  - d. Do not risk harming the CWL brand.
2. Within the context of CWL's objectives, RMF activities are geared towards achieving goals and outcomes, categorized as follows:
  - a. Strategic – high level goals
  - b. Operations – effective and efficient use of resources
  - c. Reporting – reliability of reporting
  - d. Compliance – compliance with applicable laws and regulations
3. The RMF process is to be integrated into the strategic and business planning process ~~with risks and opportunities identified and evaluated through a strength, weakness, opportunities and threats (SWOT) analysis.~~
4. Key ~~risks and opportunities~~ political, economic, sociocultural, technological, environmental and Legal (PESTEL) risks and opportunities are to be regularly monitored ~~(e.g. heat map reporting)~~ and reviewed as part of the ongoing implementation of the business plan.
5. Risk tolerance (Appendix A) must be set and reviewed regularly during the Board strategic planning session.
6. Management must present to the Board on a regular basis an ERM Heat Map and action plans to mitigate key residual risks (Levels 3 and 4). Management will also and provide options for managing lower level residual risks, ~~together with the annual business plan or when key emergent matters arise.~~ Written action plans will state the risks, impact, tolerance level and mitigation actions taken.
7. Financial and other resource re-allocation may be required to manage key risks.
8. CWL may use insurance policies, waivers and contracts to mitigate risks.
9. Risk assessment may be included in project evaluation, Request for Decision (RFD) and Board Direction Request (BDR) documents, as applicable.

10. Employees must be trained on how to properly assess and mitigate operational risks in accordance with this policy.

**Related policies:**

FIN-004A Insurance Management  
BRD-005 Strategic and Business Planning  
HUM-004 Occupational Health and Safety

## APPENDIX A CWL RISK TOLERANCE STATEMENT

### Overview

CWL acknowledges that there is an element of risk in any decision or activity. It is the policy of CWL to accept and mitigate risks in support of achieving its vision, mission and strategic plan. This Statement, which is to be applied across the organization, explains a critical component of the risk management framework by attempting to quantify the level of risk CWL is willing to tolerate across the following vital areas:

- Reputation
- Financial and physical infrastructure
- Operations, including people and environmental
- Health and Safety
- Fraud, including fraudulent reporting, safeguarding of assets, corruption and management overrides

### Quantifying the Level of Risk

CWL will quantify the level of risk by combining the likelihood of a negative event or condition occurring and the consequence of that event or condition. The overall level of risk is determined by placing them in a matrix.

#### Likelihood of Event or Condition Occurring

There is no exact science for assessing likelihood of occurrence. History, experience and knowledge of the industry and the organization should be considered in assessing likelihood. Further, the probability of each risk should be assessed against time parameters. The probability that the likelihood will change in the next two years or a five year horizon should be contemplated.

Category	Qualitative Interpretation
Rare	Has not occurred in Canada's waste management industry in the last 10 years
Unlikely	Has not occurred in Alberta's waste management industry in the last 10 years
Moderate	Similar events have occurred in Alberta's waste management industry at least once in the last 10 years
Likely	Similar events have occurred in CWL (including historical data as a Commission) no more than twice in the last 5 years
Almost Certain	Similar events have occurred in CWL (including historical data as a Commission) at least 3 times in the last 5 years

#### Consequence of Event or Condition Occurring

##### 1. Reputation

Category	Qualitative Interpretation
Negligible	Brief negative attention in local news or social media
Minor	Negative attention in local news or social media for up to 1 week
Moderate	Negative attention in national news/social media for less than 1 week; or Negative attention in local news/social media for 1 to 2 weeks; or Negative reaction among surrounding communities for less than 2 weeks
Major	Negative attention in international news/social media for less than 1 week; or

	Negative attention in national news/social media for 1 to 2 weeks; or Negative attention in local news/social media for more than 2 weeks; or Sustained negative reaction among surrounding communities for less than 2 weeks
High	Intense <b>negative</b> attention in international news/social media for more than 1 week; or Intense negative attention in national news/social media more than 2 weeks

## 2. Financial and Physical Infrastructure

Category	Qualitative Interpretation
Negligible	A loss of less than \$50,000
Minor	A loss between \$50,000 to \$100,000
Moderate	A loss between \$100,001 to \$250,000
Major	A loss between \$250,001 to \$500,000
High	A loss greater than \$500,000

## 3. Operations, including People and Environmental

Category	Qualitative Interpretation
Negligible	Disruption in operations for less than 1 hour
Minor	Disruption in operations for 1 to 3 hours
Moderate	Disruption in operations up for 4-8 hours
Major	Unable to provide services for 1 to 7 days
High	Unable to provide services for more than 1 week

## 4. Health & Safety

Category	Qualitative Interpretation
Negligible	No adverse health effect for any stakeholder
Minor	Minor injuries to one or two stakeholders
Moderate	Serious injuries to one or more individuals; or Minor injuries to three or more individuals
Major	Permanent disability injuries to one or more individuals
High	One or more fatalities

## 5. Fraud

Category	Qualitative Interpretation
<u>Negligible</u>	<u>No significant impact on resources or stakeholder decisions</u>
<u>Minor</u>	<u>Breach not resulting in potential criminal, civil and regulatory liability</u>
<u>Moderate</u>	<u>Significant financial and non-financial loss to internal stakeholders</u>
<u>Major</u>	<u>Significant financial and non-financial loss affecting external stakeholders</u>
<u>High</u>	<u>Breach resulting in potential criminal, civil and regulatory liability</u>

## Risk Matrix

The risk level is evident when the risk is placed in the appropriate cell in the matrix below.

If a risk falls into several categories, it is always placed in the category with the highest risk level. For example, if the activity could result in a major reputation impact and a moderate financial impact, it should be considered a major impact.

Likelihood / Consequence	Rare	Unlikely	Moderate	Likely	Almost Certain
High	Level 3	Level 4	Level 4	Level 4	Level 4
Major	Level 2	Level 3	Level 3	Level 4	Level 4
Moderate	Level 2	Level 2	Level 2	Level 3	Level 3
Minor	Level 1	Level 1	Level 2	Level 2	Level 3
Negligible	Level 1	Level 1	Level 1	Level 1	Level 2

## Risk Treatment

Level 4	CWL will not accept a risk at Level 4 unless fully reviewed by the Board. Risk treatment actions must be established immediately such that the residual risk is at Level 3 or below.
Level 3	CWL will accept a risk at Level 3 if reduced to a lower level of risk in the midterm through reasonable and practicable risk treatments.
Level 2	CWL will accept Level 2 risk as long as it is reduced to a lower level of risk in the long term using low resource options. The risk should be analyzed to determine whether it is being "over managed" and that control strategies can be relaxed in order to redeploy resources.
Level 1	A low risk that requires no additional risk treatment. The risk should be analyzed to determine whether it is being "over managed" and that control strategies can be relaxed in order to redeploy resources.

Although the Risk Tolerance Statement primarily examines the potential negative consequences, CWL recognizes that uncertainty can lead to positive outcomes. In all levels of the organization, employees are encouraged to assume risk in a managed way when it enables them to pursue opportunities that can have a positive impact in achieving CWL's objectives. Note that there can be overall negative consequences as a result of failing to pursue an opportunity in order to avoid risk that CWL could tolerate.



## APPENDIX B FRAMEWORK AND PROCESS

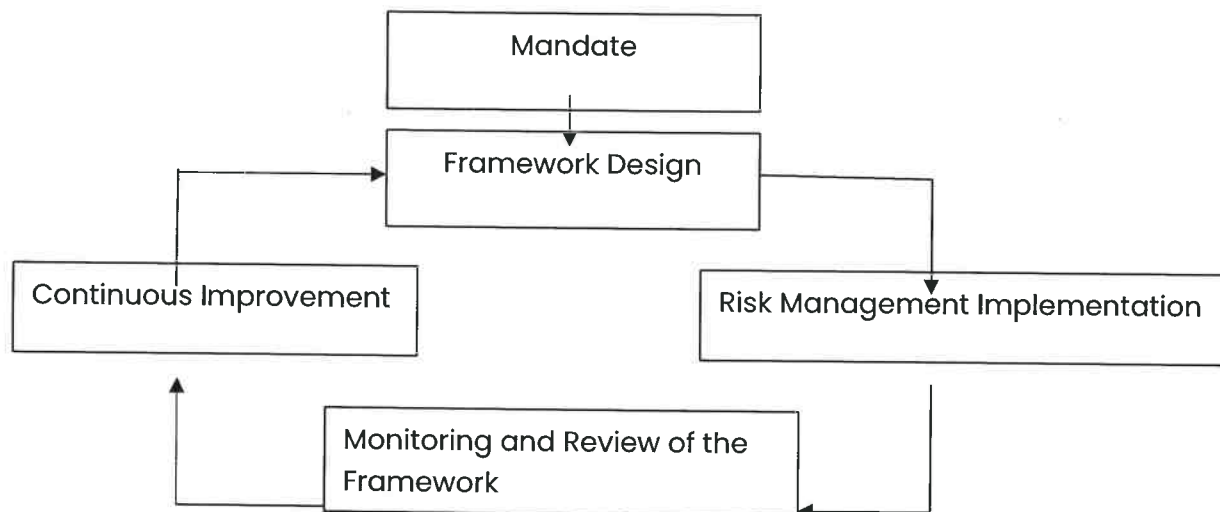
### Overview

The Risk Management Framework is used to enable CWL to assume risk in a managed way through the application of risk management processes at varying levels and within the specific context of CWL. The framework enable risk information to be adequately reported and used as basis for decision making and accountability.

The risk management process is the way in which risk is assessed, identified, analyzed, evaluated and treated. It also includes how the framework is monitored and reviewed on a periodic basis.

### Framework

The framework consists of 5 major components, as illustrated below:



### Mandate

CWL demonstrates a strong and sustained commitment to risk management. This includes defining and endorsing a risk management policy, aligning the culture with the risk policy, identifying methods of measuring the risk, understanding and aligning the **objectives** and strategies with risk management process.

### Framework Design

CWL has developed processes that enable the organization to do the following:

- understand its environmental context
- develop and maintain its risk policy
- integrate risk management into organizational processes
- establish accountability for managing risk
- allocate appropriate resources to managing risk
- communicate and report appropriately across the organization

- communicate and report appropriately to external stakeholders

### **Risk Management Implementation**

Through a risk management plan, CWL has implemented risk management processes at all relevant levels and functions across the organization

### **Monitoring and Review of Framework**

CWL has mechanisms that enable it to:

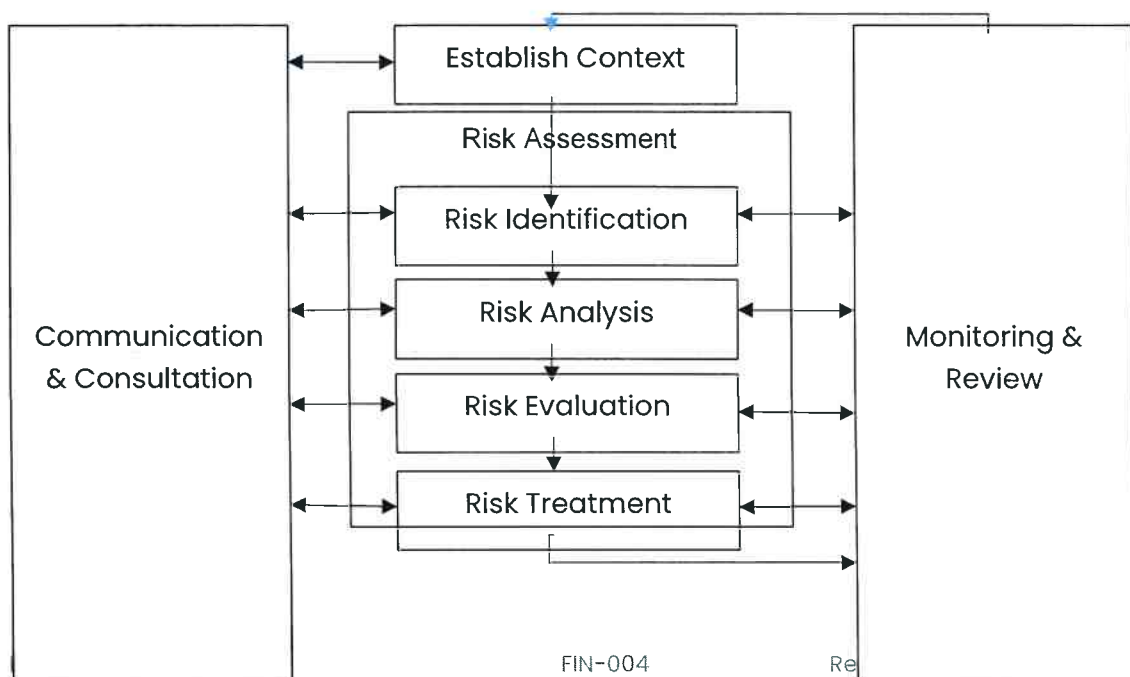
- measure risk management performance against indicators
- periodically review the risk management framework
- report on risk and assess compliance with the risk management policy
- review effectiveness of the risk management framework.

### **Continuous Improvement**

Based on results from monitoring and reviewing the framework, CWL makes decisions on how the risk management framework, policy and plan can be improved.

## **PROCESS**

CWL's process for managing risk is illustrated below:



### **Communication and Consultation**

CWL communicates and consults with key internal and external stakeholders for purposes of identifying and understanding risks, consequences and measures being taken to manage the risks.

### **Establishing the Context**

CWL has identified a set of strategic objectives and strategies for the organization to which the risk management process is being applied, has undertaken an environmental scan and understands the internal and external context in which CWL operates. This includes the vital areas in the organization that will be affected (e.g., customer service, financial results, environment, safety, human resources, reputation, stakeholder relations, etc.).

### **Risk Assessment**

CWL has processes in place that enable it to undertake a risk assessment including the identification of risk, the completion of a risk analysis (determining consequences and likelihood) and the completion of a risk evaluation (determining which risks need treatment).

### **Risk Treatment**

Where required, CWL has taken actions to modify or reduce the risks, decided whether residual risks are tolerable and if not, identified new risk treatments such as:

- Avoiding the risk by deciding not to start or continue with the activity
- Removing the risk source
- Changing the likelihood
- Changing the consequences
- Sharing the risk with another party
- Retaining the risk by informed decision

### **Monitoring and Review**

CWL has processes that enable the periodic review of all aspects of the risk management process including review of existing controls, mechanisms to analyze and learn from events, detecting changes in the internal and external environments and the ability to identify emerging risks. The monitoring and review process also includes an examination of the risk management framework.

**BRD-0021: CRISIS MANAGEMENT****Date Approved by Board:** November 24, 2023**Resolution No.:** 23 075**Lead Role:** Chief Executive Officer**Replaces:** N/A**Last Review Date:** NEW**Next Review Date:** November 2026**Policy Statement**

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The occurrence of event crises to be managed and resolved is an inherent risk to any organization including Claystone Waste.

This Policy provides guidance to the Board and management, including that of Claystone Waste subsidiaries, regarding the management of events, leading to their resolution, that can pose negative, even lasting negative, impacts to Claystone Waste Ltd., its Directors and employees, shareholders, resident stakeholders, customers, vendors and the general public.

In the context of this Policy, a crisis is generally defined as an event or occurrence including a sequence of related events or occurrences that:

1. presents an unstable or crucial time or state of affairs in which a decisive change is impending especially one with the distinct possibility of a highly undesirable outcome;
2. a situation that has reached a critical phase with the high likelihood of an uncertain, uncontrolled result or results posing unacceptable risks or dangers.

Specifically, to Claystone Waste Ltd., the following category events should be considered as having the probability of creating negative impacts to the business of Claystone Waste that pose serious and lasting risk to its reliable operation and risks to its finances and reputation, the health, safety and security of its employees, customers, vendors and other stakeholders and the stability of the physical environment: (example categories only and in no order of importance)

1. weather events
2. health and safety events
3. environmental hazard events
4. criminal charges or alleged criminal activity including fraud, theft, human rights abuses
5. cybersecurity breaches
6. alleged governance or leadership misconduct
7. public security breaches including mismanagement of environment non-compliance events

## Guidelines

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This Crisis Management Policy cannot contain detailed procedures on the management on each of the various events or occurrences that can be reasonably identified as a crisis given the variability of these events and the risks they can pose to the organization.

Rather this Policy can state in general terms the factors to be considered in the management to resolution of identified crises with the expectation that Management will develop detailed contingency plans for likely events that can negatively impact the business of Claystone Waste.

An important determination is when is an event considered a crisis as opposed to an issue.

To assist management, a risk evaluation matrix is employed to assess the severity of the event and determine the scope of the response and the resources required.

Attached to this policy is a Risk Evaluation template that can be used in a general way and modified to be used for specific events.

For the purposes of this policy, events evaluated at a risk level of 3.5 or greater (maximum is 4) can be considered a crisis event triggering a response and communication plan requiring significant resources and executive management and Board attention.

Risk Evaluation Matrix:

Risk Level: Impact/Frequency	Almost Certain	Likely	Moderate	Rare
Major	4	4	3	2
High	4	4	3	2
Moderate	3	3	2	2
Minor	3	2	1	1
Negligible	2	1	1	1

### Risk Evaluation – When an Event is a Crisis

The Risk Evaluation template is a useful tool for preparing to manage potential crises as previously listed.

Because responding to a crisis can involve the dedication of significant company resources for potentially long periods, management can assess the risks of probable events and rank the severity of the risk factors. Probable events with high risk factors (greater than a score of 3.5 out of 4) should have response and communication plans developed.

The Risk Evaluation template considers:

1. Categories and associated risk factors for probable event scenarios
2. Determination of the impact consequences and frequency of each risk factor and assignment of a risk level based on the risk evaluation matrix.
3. A weighted risk factor analysis that triggers when a crisis response and communication plan should be developed. The aggregate weighted risk factor level trigger is 3.5.

4. Specific actions to mitigate the identified risk factors that are to be incorporated in the crisis response and management plan.

#### Crisis Response and Communication Plan

To guide management in preparing response plans and communication plans for crisis events, a template plan has been developed and is attached to this policy.

The Plan considers:

1. Response Actions to the Crisis Event
2. Appointment of a Crisis Management Team and Assignment of Roles and Responsibilities
3. Development of a Communication Centre – location, mobilization and authorization of officials to speak to employees, stakeholders and the media
4. Development of a Recovery Plan – Post-Crisis
5. Implementation of Controls to Prevent Re-Occurrence of Crisis Events

#### **Roles and Responsibilities, Procedures, Forms and Related Policies**

CEO:

Responsible for application of this Policy and development and implementation of the Crisis Management Plan.

Chair and Board of Directors:

Responsible for oversight of the application of this Policy. The Chair and Directors may have specific communication and oversight roles during the execution of specific crisis response plans.

Procedures:

These will be developed for specific crisis response plans – both contingency and on-going.

Forms:

Risk Evaluation Template – Crisis Identification  
Draft Claystone Crisis Management Plan

Related Policies:

COR-0005 Communication Spokesperson and Advocacy  
COR-0006 Shareholder Communications  
FIN-004 Risk Management Framework



Review Date	Revisions Made	Resolution #	Next Review Date	Records Confirmation
Aug 24 2023	Draft v.1			
Nov 23 2023	Draft v.2	23 075	November 2026	Lavonne Svenson

**FIN-023: APPROVAL AUTHORITY****Date Approved by Board:** August 27, 2022**Resolution No.:** 22 046**Lead Role:** CEO**Replaces:** 21 066**Last Review Date:** August 26, 2022**Next Review Date:** August 24, 2023**Policy Statement**

The Approval Authority Policy is a policy that has been established by the Board of Directors of Claystone Waste Ltd. to:

- Set out matters specifically reserved for determination by the Shareholders, Board and those matters delegated to Management
- Set out matters reserved for specific roles
- Establish operating and capital expense approval limits by role

The functions exercised by the Board and those delegated to management are subject to ongoing review to ensure that the division of functions remains appropriate.

**Guidelines****MATTERS RESERVED FOR THE SHAREHOLDERS**

The Unanimous Shareholder Agreement (USA) identifies the following specific matters requiring Shareholder approval.

Unanimous consent means approval of all shareholders.

Required consent means approval of at least 2 active shareholders holding 75% of voting shares.

Majority consent requires the approval of at least 2 active shareholders representing 50% of voting shares.

Approval required	Unanimous consent	Required consent	Majority consent
Non material change in services not included in the business plan	x		
Material change in services, subject to Municipal Government Act (MGA) provisions		x	
Amendments to Mandates and Roles document		x	
Material change to Core Policy			x
Changes to business plan resulting in material change		x	

Approval required	Unanimous consent	Required consent	Majority consent
Disputed definition of material change between the Board and Shareholders			x
Enter third party new contracts or edit existing contracts without net positive rate of return	x		
Operating and capital expenditure NOT materially consistent with business plan			x
Purchase any real property not contemplated in business plan		x	
Sell, transfer assets used to conduct business, including divisions if outside the business plan		x	
CWL property held by any person other than CWL	x		
CWL providing a guarantee to secure performance of an obligation or loan to any person outside business plan		x	
Bank (third party) borrowing, pledge, or otherwise create security interest in CWL property, not contemplated in business plan		x	
Shareholders providing guarantee to CWL's indebtedness outside business plan	x		
Get advance or loan from shareholders outside business plan	x		
Additional capital contribution or withdrawal from shareholders outside business plan	x		
Restriction on issuance of new shares or transfer of shares	x		
Restriction on encumbering shares		x	
Distribution of funds (dividends and return of contributions) not contemplated or not materially consistent and results in material change to financial projections in the business plan	x		
Changes in local levels of service and existing rates to Shareholders and residents, subject to mandatory review every 5 years	x		
Setting new rates/fees charged to Shareholders and residents outside business plan	x		
Increasing number of Board directors from 5 (minimum) to 7		x	
Board competency matrix	x		
Appointment of Board director			x
Change in maximum term for Board directors and rates of compensation	x		
Removal of Board director	x		
Appointment of external auditors			x

#### **MATTERS RESERVED FOR THE BOARD**

Subject to limitations specified in the USA, matters specifically reserved for the Board include:

- Approval of Corporate Strategic and Business Plans, not resulting in material change as defined under MGA
- Approval and oversight of Board policies
- Non-material change in Core Policy
- Approval of annual Operating and Capital budgets that are materially consistent with business plan
- Approval of revisions to Capital and Major Maintenance budgets in excess of \$500,000 for capital projects and \$250,000 for operating expenses
- Approval of deviations greater than 10% of project costs from unbudgeted capital projects that originally fall within the authority of Management where the total projects cost now exceed the \$500,000 limit.
- Matters involving financial amounts in excess of \$500,000 for capital expenditures and \$250,000 for operating expenses not included in the annual budget
- Operating and capital expenditures not in business plan to address an emergency situation
- Write-downs of any financial assets of the organization in excess of \$500,000.
- All matters with the potential to have the material impact on the reputation of the organization
- Approval of the annual financial statements for the organization
- Activities included in the business plan as follows:
  - Non material changes in services provided
  - Set rates to shareholders and residents
  - Request advances or additional capital contribution from shareholders
  - Request shareholders to guarantee CWL's indebtedness
  - Authorize withdrawal of shareholder from its capital account
  - Sell, transfer assets used to conduct business, including divisions
  - Purchase real property
  - Provide a guarantee to secure performance of an obligation or loan
  - Borrowing from a third party, including pledge of CWL's assets as security
- Distribution of dividends to shareholders and return of shareholder contribution that are materially consistent with business plan
- Approval and oversight of the Corporate Enterprise Risk Management Framework
- Succession planning and recruitment process for Board positions and the position of Chief Executive Officer (CEO)
- Approval of changes and transfers to reserve accounts
- Approval of bank account opening and bank signing authority

#### **MATTERS DELEGATED TO MANAGEMENT**

Except as expressly provided in this policy, all matters not specifically reserved for the Board and involves the day-to-day management of the organization, and the implementation of corporate objectives, are delegated to Management. Management may sub-delegate where appropriate. The organization's policies and procedures provide guidance on the execution of specific roles and responsibilities.

Management shall be responsible for:

- Ensuring that the organization's day-to-day operations including customer care are carried out in accordance with all legal and regulatory requirements, policies and procedures set by the Board and vision, mandate and values of the organization
- Ensure that the organization's policies, practices, decisions are undertaken in a manner that is prudent, equitable and consistent with commonly accepted business practices and professional ethics
- Ensure that the organization's assets are protected, adequately maintained and not placed at unnecessary risk

- Ensure that Board approved priorities are reflected in the allocation of resources
- Ensure that financial transactions are based on International Financial Reporting Standards (IFRS)
- Promote a healthy work environment for staff that is consistent with the organization's values
- Represent the organization externally to the community, government, media and other stakeholders in ways that enhance the public image and credibility of the organization.

## **Roles and Responsibilities, Procedures, Forms and Related Policies**

### **REPORTING BY MANAGEMENT TO THE BOARD**

As part of the framework established by this policy as well as the Board mandate and specific committee charters, Management is required to report regularly to the Board concerning the authority exercised.

Reports by management shall cover such areas as financial performance, risk management, environmental performance, human resource issues and other items related to organizational operation.

In the event of a serious occurrence, Management must report to the Board immediately (environmental, safety, personnel, legal and reputational).

### **EXPENDITURE APPROVAL POLICY**

Financial Authority Limits for CWL is presented below:

Capital	Operating	Spending Authority (Purchases, Vendor Contracts)
Up to \$25,000	Up to \$10,000	Supervisors and coordinators, <del>generally position grade level 8 or lower</del> included in Group 1, shall review and authorize any purchase approved in the budget with a total value of \$25,000 or less for capital and \$10,000 for operating.
Up to \$100,000	Up to \$50,000	Managers <del>at position grade levels 9 to 11</del> in Group 2 shall review and authorize purchases within the budget up to \$100,000 for capital and \$50,000 for operating.
Up to \$250,000	Up to \$100,000	Executive positions <del>at grade level 12</del> included in Group 3 have a maximum approving authority for budgeted expenditures with a total value not exceeding \$250,000 for capital and \$100,000 for operating.
Up to the amounts approved in the budget	Up to \$1,000,000	The CEO, <del>at grade level 13</del> , shall review and authorize purchases approved in the budget to a maximum value of \$1,000,000 for operating and up to the amounts approved in the capital projects budget.
Up to \$500,000	Up to \$250,000	The CEO, <del>at grade level 13</del> , shall review and authorize purchases NOT included in the approved budget to a maximum value of \$500,000 for capital and \$250,000 for operating.
Greater than \$500,000 unbudgeted	\$1,000,000 and above	The Board, through a resolution, will approve all operating contracts in excess of \$1,000,000 and unbudgeted capital projects in excess of \$500,000
		Board Expenditures

		Contracts pertaining to Board matters (e.g., selection of external auditor, Board consultant, etc.) requires Board motion.
Annual Gross Revenue	Term	Customer contracts
Up to \$5,000,000	More than 1 year to maximum 5 years	Multi-year customer contracts with expected gross revenues of at least \$5,000,000 annually shall be approved by CEO, up to a maximum of 5 years.
Higher than \$5,000,000	More than 1 year	Multi-year customer contracts with expected gross revenues in excess of \$5,000,000 annually shall be approved by the Board
below \$50,000 and within budget rates	Up to 1 year	Customer contracts or permits expiring within 1 year will be approved based on estimated annual revenues as follows:
below \$500,000		Administrative Assistant – Permits
below \$1,000,000		Any one of: Engineering Coordinator, Engineering Manager, <a href="#">Financial Assistant</a> Controller, Landfill Manager
No Limit		Any one of: Business Development Manager, <a href="#">Director of Finance</a> , <a href="#">Director of Facilities</a> , <del>or</del> COO, <del>or</del> CFO
	\$ Limits	Banking Authority
	Up to \$150,000	Disbursements up to \$150,000 shall require approval of one authorized bank signatory. This includes electronic funds transfers (EFTs), bill payments, pre-authorized debits, cheques and e-transfers.
	\$150,001 to \$500,000	Disbursements valued \$150,001 to \$500,000 shall require approval of two authorized bank signatories. This includes electronic funds transfers (EFTs), bill payments, pre-authorized debits, cheques and e-transfers.
	\$500,000 and above	Disbursements above \$500,000 shall require both CFO and CEO approval. This includes electronic funds transfers (EFTs), bill payments, pre-authorized debits, cheques and e-transfers.
	NA	Fund transfers between CWL bank accounts will be approved by the <del>Accounting Officer</del> <a href="#">Assistant Controller</a> <del>or Controller</del> or <a href="#">Director of Finance</a> or CFO
	NA	Fund transfers to and from investment accounts shall be approved by 2 authorized bank signatories



Position grade-group levels are currently as follows:

<u>GradeGroup</u>	Positions
<u>7 or lower.]</u>	Landfill Supervisor, Mechanic Supervisor, Project Maintenance Lead, Engineering

	Design Technician, Supervisor – Collection & Transportation, <del>Accounting Officer</del> <del>Assistant Controller</del> , <del>Engineering Coordinator</del> , <del>HSE Coordinator</del> , <del>Environmental Tech</del>
8	<del>Engineering Coordinator</del> , <del>HSE Coordinator</del>
9_2	<del>Financial Controller</del> , Landfill Manager, HRP Manager, Business Development Manager, Communications Manager, Engineering Manager, <del>Project Manager</del> , <del>VP Development</del>
10	<del>No position</del>
11	<del>No position</del>
12_3	<del>Director of Facilities</del> , Chief Operating Officer (COO), Chief Financial Officer (CFO)
13 CEO	Chief Executive Officer

### SIGNING AUTHORITY

**Non-banking signing authority** means the authority to commit or otherwise bind CWL to a Contract that does not commit the organization to a specific expenditure. For further clarity, signing authority applies to contracts such as permits, non-disclosure agreements or master services agreements to be signed as follows:

Landfill permits – generally by COO or specific designate during absence and in any case, the CEO and the CFO;

Non-disclosure agreements – by CEO, COO or CFO, or specific designate in either's absence;

Master service agreements – by CEO, CFO or COO depending on nature of service (general administration, finance, operations) and in any case by CEO.

**Bank signing authority** means authority to do the following:

- Agree to the terms of, sign or authorize any and all documents relating to operation of bank accounts or services including without limitation, the appointment of authorized contacts and account administrators
- Negotiate any instruments, or give any instructions, approvals or verifications in respect of the accounts or services provided by the bank
- Do all other acts necessary to execute all other documents in connection with the opening or operating of the accounts and obtaining banking services

Bank signing authority shall be given to Controller, Chief Financial Officer and Chief Executive Officer by Board motion.

### TEMPORARY DELEGATION OF AUTHORITY

Any role may temporarily delegate their authority to another role in case of absence. The Board must be informed of the delegation for the CEO in case of incapacity or extended time off.

## **Audit and Finance Committee Charter**

**Date Approved by Board:** December 16, 2021

**Resolution No.:** 21 091

**Lead Role:** Board Chair  
Chief Executive Officer

**Replaces:**

**Last Review Date:** December 16, 2021

**Next Review Date:** November 2023

### **Charter Statement**

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The Finance and Audit Committee is a committee of the board of directors of Claystone Waste Ltd. (the "Board") pursuant to Board Policy COR-0003: Standing Committee Terms of Reference. The Audit Committee assists the Board in overseeing Claystone Waste Ltd.'s financial controls and reporting and monitors whether Claystone Waste Ltd. complies with financial covenants and legal and regulatory requirements governing financial disclosure matters and financial risk management.

### **Composition and Quorum**

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The Finance and Audit Committee is composed of a minimum of three and a maximum of ~~five-seven~~ members, as determined by the Board, in accordance with the Mandate and Roles Document; each member of the Finance and Audit Committee must be financially literate, as determined by the Board.

The quorum at any meeting of the Finance and Audit Committee is a majority of its members.

Because of the Finance and Audit Committee's demanding role and responsibilities, the Governance and Human Resources Committee reviews any invitation to Finance and Audit Committee members to join the Finance and Audit Committee of the board of directors of any other company or corporation. Where a member of the Finance and Audit Committee simultaneously serves on the Finance and Audit Committee of more than three public companies or similar entities, including the Finance and Audit Committee, the Board determines whether such simultaneous service impairs the ability of such member to effectively serve on the Finance and Audit Committee.

### **Responsibilities**

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The Finance and Audit Committee has the following responsibilities:

#### **With respect to accounting and financial reporting**

1. Reviewing with management and the external auditors the annual financial statements and accompanying notes, the external auditors' report thereon and obtaining explanations from management on all significant variances with comparative periods, before recommending approval by the Board;

2. Reviewing with management quarterly financial statements , related analysis and financial information to be included in the CAO Report Summary;
3. Reviewing the financial information contained in the Annual Report or any other disclosure material containing similar financial information before their public disclosure of filing with regulatory authorities.
4. Reviewing with management and the external auditors, the quality and not just the acceptability of Claystone Waste Ltd.'s accounting policies and any changes that are proposed to be made thereto, including: (i) all critical accounting policies and practices used, (ii) any alternative treatments of financial information that have been discussed with management, the ramification of their use and the external auditors' preferred treatment, and (iii) any other material communications with management with respect thereto, and reviewing the disclosure an impact of contingencies and the reasonableness of the provisions, reserves and estimates that may have a material impact on financial reporting;
5. Reviewing with the external auditors any audit problems or difficulties and management's response thereto and resolving any disagreement between management and the external auditors regarding accounting and financial reporting;
6. Periodically reviewing Claystone Waste Ltd.'s Communications Policy to ensure that it conforms with applicable legal and regulatory requirements;
7. Reviewing the Finance and Audit Committee's report to shareholders for inclusion in Claystone Waste Ltd.'s public disclosure documents, in accordance with applicable rules and regulations.
8. Review and recommend to the Board for approval the annual operating and capital budgets, including appropriateness of high level assumptions and consistency with strategies and policies approved by the Board

**With respect to risk management and internal controls**

1. Monitoring the quality and integrity of Claystone Waste Ltd.'s internal control, disclosure controls and procedures and management information systems, through discussions with management and the internal and external auditors;
2. Overseeing management's reporting on internal control and disclosure controls and procedures;
3. Reviewing on a regular basis and monitoring Claystone Waste Ltd.'s risk assessment and management policies, including hedging policies through the use of financial derivative transactions;
4. Assisting the Board with the oversight of Claystone Waste Ltd.'s compliance with applicable legal and regulatory requirements;

5. Establishing procedures for the receipt, retention and treatment of complaints or concerns received by Claystone Waste Ltd. regarding accounting, internal accounting controls, or auditing matters, including the confidential, anonymous submission by employees of concerns respecting accounting or auditing matters through the third party whistleblower hotline.
6. Annually review insurable risks and insurance coverage for Claystone Waste Ltd and ensure compliance with applicable legal and regulatory requirements.

**With respect to the internal auditors,**

1. Monitoring the qualifications and performance of the internal auditors;
2. Reviewing the internal audit program, its scope and capacity to ensure the effectiveness of the systems of internal control and reporting accuracy;
3. Monitoring the execution of the internal audit plan
4. Ensuring that the internal auditors are always ultimately accountable to the Finance and Audit Committee and the Board.

**With respect to the external auditors**

1. Reviewing the annual written statement of the external auditors regarding all their relationships with Claystone Waste Ltd. and discussing any relationships or services that may impact on their objectivity or independence;
2. Recommending to the Board for approval the appointment and, if appropriate, the termination (both subject to shareholder approval) of the external auditors and monitoring their qualifications, performance and independence;
3. Approving and overseeing the disclosure of all audit services provided by the external auditors to Claystone Waste Ltd. or any of its subsidiaries, determining which non-audit services the external auditors are prohibited from providing and, exceptionally, approving and overseeing the disclosure of permitted non-audit services to be performed by the external auditors;
4. Approving the basis and amount of the external auditors' fees for both audit and authorized non-audit services;
5. Reviewing the audit plan with the external auditors and management and approving the scope, extent and schedule of such audit plan;
6. Reviewing Claystone Waste Ltd.'s hiring policies for current and former partners or employees of the external auditors;
7. Ensuring the respect of legal requirements regarding the rotation of applicable partners of the external auditors, on a regular basis, as required;

8. Ensuring that the external auditors report directly to the Finance and Audit Committee and the entire Board;
9. Making arrangements for sufficient funds to be available to effect payment of the fees of the external auditors and of any advisors or experts retained by the Finance and Audit Committee.

### Method of Operation

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1. Members of the Finance and Audit Committee are appointed by the Board;
2. Meetings of the Finance and Audit Committee are held at least quarterly and as required;
3. The Chair of the Finance and Audit Committee develops the agenda for each meeting of the committee in consultation with the Chief Financial Officer and the Board Chair. The agenda and the appropriate material are provided to members of the Finance and Audit Committee on a timely basis prior to any meeting of the Finance and Audit Committee;
4. The Chair of the Finance and Audit Committee reports regularly to the Board on the business of the Committee;
5. The Finance and Audit Committee has at all times a direct line of communication with the internal and external auditors;
6. The Finance and Audit Committee meets on a regular basis without management or the external auditor;
7. The Finance and Audit Committee meets separately with management, the internal and external auditors at least annually, and more frequently, as required;
8. The Finance and Audit Committee may, in appropriate circumstances, engage external advisors, approve their retention terms, oversee their work and set and pay their compensation;
9. The Finance and Audit Committee annually reviews its mandate and reports to the Board on its adequacy;
10. At the request of the Board of Directors, the Governance and Human Resources Committee annually supervises the performance assessment of the Finance and Audit Committee and its members.

Nothing contained in this mandate is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of Claystone Waste Ltd. or the members of the Finance and Audit Committee.



Review Date	Revisions Made	Resolution #	Next Review Date	Records Confirmation
December 14, 2020		20-075		
April 23, 2021	Yes	21-039		
December 16, 2021	Yes	21-091	November 2023	Lavonne Svenson

## **Governance and Human Resources Committee (GHRC) Charter**

**Date Approved by Board:** April 23, 2021

**Resolution No.:** 21 042

**Lead Role:** Board Chair  
Chief Executive Officer

**Replaces:**

**Last Review Date:** April 23, 2021

**Next Review Date:** November 2023

### **Charter Statement**

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The Governance and Human Resources Committee is a committee of the board of directors of Claystone Waste Ltd. (the "Board") which assists the Board in:

1. Developing the Corporation's approach to corporate governance issues;
2. Proposing new Board nominees and assessing the effectiveness of the Board and its committees, their respective chairs and individual directors;
3. Discharging its responsibilities relating to executive and other human resources hiring, assessment, compensation and succession planning.

### **Composition and Quorum**

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The Governance and Human Resources Committee is composed of a minimum of three and a maximum of ~~seven~~five members, as determined by the Board, in accordance with the Mandate and Roles Document and COR-0003 Standing Committee Terms of Reference

The quorum at any meeting of the Governance and Human Resources Committee is a majority of its members.

### **Responsibilities**

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The Governance and Human Resources Committee has the following responsibilities:

#### **With respect to Board composition, succession planning and directors' compensation**

1. Monitoring the size and composition of the Board to ensure effective decision-making;
2. Developing and reviewing criteria for selecting directors by regularly assessing the qualifications, personal qualities, business background and diversified experience of the Board and the Corporation's needs;

3. Identifying candidates qualified to become Board members and recommending nominees for appointment, as required;
4. Assisting the Board and its chair in determining Board committee membership;
5. Making recommendations to the Board on directors' compensation;
6. Reviewing and monitoring the organization and conduct of Board and committee meetings;
7. Reviewing periodically the mandates of the Board and its committees
8. Developing and monitoring appropriate processes for the periodical performance assessment of the Board, Board committees, Board and committee chairs and individual directors.

**With respect to corporate governance matters**

1. Developing for approval by the Board, monitoring and overseeing the disclosure of appropriate corporate governance structures and procedures, including the identification of decisions requiring approval of the Board and, where appropriate, measures for receiving feedback from shareholders;
2. Developing for approval by the Board, monitoring and overseeing the disclosure of a Code of Business Conduct, including a code of ethics applicable to the Corporation's directors, its Chief Executive Officer, its financial officers, and its other officers and employees;
3. Reviewing the annual statement of corporate governance practices for inclusion in the annual information form, annual reports and other filings, as applicable, in accordance with applicable rules and regulations;
4. Developing and reviewing orientation and continuing education programs for directors;
5. Advising the board on the Corporation's engagement with shareholders and other stakeholders.

**With respect to senior management succession planning, hiring and assessment and senior management compensation;**

1. Taking all reasonable measures to ensure that appropriate processes are in place regarding succession planning for the position of Chief Executive Officer (the "CEO") and other members of senior management;
2. Annually reviewing and recommending to the Board the goals and objectives that the CEO is expected to attain, assessing the CEO in light of these goals and objectives and recommending to the Board CEO compensation;
3. Reviewing and recommending systems of compensation and performance evaluation of employees, including senior managers, to the Board;
4. Reviewing the annual report on senior management compensation for inclusion in the annual report, in accordance with applicable rules and regulations;
5. Overseeing risk identification and management in relation to compensation policies and practices and reviewing disclosure in this respect;
6. Overseeing the selection of a benchmark group for the purposes of determining compensation or any element of compensation and reviewing disclosure in this respect.

**With respect to other human resources hiring, assessment, compensation and succession planning**

1. Taking all reasonable measures to ensure that appropriate human resources systems, such as hiring policies, competency profiles, training policies and compensation structures are in place so that Claystone Waste Ltd. can attract, motivate and retain the quality of personnel required to meet its business objectives;
2. Maintaining an assessment and compensation philosophy that rewards the creation of shareholder value;
3. Making recommendations to the Board with respect to incentive-compensation plans.

**With respect to other human resources issues**

1. Monitoring strategic labour issues;
2. Monitoring social issues that need to be addressed.

**Method of Operation**

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1. Members of the Governance and Human Resources Committee are appointed by the Board;
2. Meetings of the Governance and Human Resources Committee are held at least quarterly and as required;
3. The Chair of the Governance and Human Resources Committee develops the agenda for each meeting of the committee in consultation with the Chief Executive Officer and the Board Chair. The agenda and the appropriate material are provided to members of the Governance and Human Resources Committee on a timely basis prior to any meeting of the Governance and Human Resources Committee;
4. The Chair of the Governance and Human Resources Committee reports regularly to the Board on the business of the Committee;
5. The Governance and Human Resources Committee may, in appropriate circumstances, engage external advisors, approve their retention terms, oversee their work and set and pay their compensation, after having considered their independence;
6. The Governance and Human Resources Committee annually reviews its mandate and reports to the Board on its adequacy;
7. The Governance and Human Resources Committee annually supervises the performance assessment of the Governance and Human Resources Committee and its members.

Nothing contained in this mandate is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of Claystone Waste Ltd. or the members of the Governance and Human Resources Committee.

Review Date	Revisions Made	Resolution #	Next Review Date	Records Confirmation
December 14, 2020		20-075		
April 23, 2021	Yes	21-042	November 2023	Lavonne Svenson

## Public Advisory Committee Charter

**Date Approved by Board:** April 23, 2021

**Resolution No.:** 21 046

**Lead Role:** Board Chair/Chief Executive Officer

**Replaces:**

**Last Review Date:** April 23, 2021

**Next Review Date:** November 2023

### Charter Statement

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The Public Advisory Committee (PAC) is a committee of the Board of Directors of Claystone Waste Ltd. (the "Board") and advises the Board on issues of community concern or interest on ~~Beaver regional waste~~ **Claystone Waste's** facilities and services including ~~negative regional~~ landfill and related facility impact mitigation; community outreach activities and strategies; community grants and policies; local waste management service improvements; and environmental sustainability initiatives.

### Composition and Quorum

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The PAC is comprised of six (6) residents of the shareholder municipalities plus at least one (1) Board member, who will act as PAC Chair, as selected and approved by the Board. In accordance with the Mandate and Roles Document, at the request of any municipal shareholders, the Board shall appoint one representative of each municipal shareholder who requests appointment to the PAC, including, without limitation, a councillor of that municipality.

The Chief Executive Officer, or designate, is an ex-officio member to the PAC and will attend all meetings. The Board Chair is an ex-officio member of the PAC.

The quorum at any meeting of the PAC is a majority of its members.

The PAC will meet four (4) times during the year. The PAC will provide a report of its meeting to the Board within 30 days of each meeting. Additional meetings will take place only via approval of the Chair of the Board.

### Appointments and Tenure

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The PAC has two processes for appointing members: (1) appointments made by the Board; (2) appointments made by municipal shareholders through Council resolution.

~~The inaugural Claystone Waste PAC will include members appointed to one (1) year terms that will expire on March 31st, 2022.~~

~~Subsequent~~ PAC appointments made by the Board will be through a competitive and advertised process with three (3) year terms. Appointment terms will be offset to permit continuity in PAC consultations and



deliberations. ~~At least two (2) members of the inaugural PAC appointed by the Board will be re-appointed for two (2) year appointments. New appointments made by the Board will be made for three (3) year terms.~~

Claystone Waste management will interview appropriate candidates and recommend selections for Board approval. Each member will be selected by a majority vote of the Board. At least one PAC member will represent youth in the community, of an age of 30 or under. PAC member candidates will be selected based on an evaluation of expertise and experience in key focus areas including environmental and occupational health and safety compliance, community involvement, and general interest in waste management matters.

Municipal shareholder appointments to ~~subsequent PACs made by municipal shareholders~~ will be for ~~four (4) year terms~~ one (1) year term at the municipal organizational meetings. The process for recruitment and selection of municipal shareholder appointments is at the discretion of municipal councils however the appointment must be authorized by council resolution. Each municipal shareholder council has the option to designate an alternate to the PAC committee which will be authorized by council resolution.

## **Roles and Responsibilities**

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The PAC will work as an advisory body and may make recommendations to the Board. The PAC is not empowered to give direction regarding Claystone finances, operations, or public and stakeholder relations.

The Chair of the PAC will report to the Chair of the Board.

The PAC has the following advisory responsibilities:

### **With respect to negative regional landfill and related facilities impact mitigation**

The PAC will evaluate existing programs and protocols and provide recommendations on strategies regarding:

1. Bird and gull control;
2. Odor management;
3. Traffic and highway safety;
4. Debris management;
5. Other negative landfill impacts of concern as identified by the Board or PAC.

### **With respect to community outreach activities and strategies**

The PAC will evaluate existing programs and protocols and provide recommendations on strategies regarding:

1. Public consultation processes;
2. Community outreach events and programs;
3. Local economic development and employment initiatives;
4. Other community building-oriented strategies as identified by the Board or PAC.

**With respect to community grants and policies**

The PAC will evaluate existing programs and protocols and provide recommendations on strategies regarding:

1. Claystone Community Grants Program in support of local non-profits;
2. Claystone community partnerships in support of community programs (e.g. partnerships with Canadian Legion and Family and Community Support Services);
3. The Good Neighbour Grant with Beaver County and the Village of Ryley;
4. Other community grants and policies as identified by the Board or PAC.

**With respect to local waste management service improvements**

The PAC will evaluate existing services and provide recommendations on strategies regarding:

1. Effectiveness and community satisfaction with existing local services including recycling programs, transfer station operations, urban collection and rural bin services;
2. Any changes to the nature or delivery of local services;
3. Addition of new services to the benefit of local residents and businesses;
4. Other matters related to local service improvements as identified by the Board or PAC.

**With respect to environmental sustainability initiatives**

The PAC will evaluate existing programs and protocols and provide recommendations on strategies regarding:

1. The general environmental objectives of Claystone Waste;
2. Environmental management programs including the mitigation of pollution and greenhouse gases;
3. Use of closed landfill cells for community recreation opportunities;
4. Potential waste-to-energy or bio-gas generation projects;
5. Other matters related to local service improvements as identified by the Board or PAC.

**Operational Support**

Claystone Waste will provide a meeting place for the PAC at its offices. Claystone will also store PAC records and documents and provide staff / administrative support for its meetings.

Budgets for the PAC will be set by the Board, through the normal budget approval process, and expenses will be approved through the Chief Executive Officer in accordance with Claystone policies.

### Per Diems

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PAC members will be paid per diem, or part thereof, to a minimum of half-a-day, for attending PAC meetings, Board meetings, and other Board-approved events and visits. The per diem rate will be set by the Board.

PAC member expenses in the execution of their duties will be reimbursed, in accordance with Claystone policies.

### Confidentiality and Code of Conduct

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All members of the PAC are subject to the Claystone Waste Board Ethics and Code of Conduct Policy and will adhere to applicable provisions surrounding confidentiality and general conduct.

Review Date	Revisions Made	Resolution #	Next Review Date	Records Confirmation
April 23, 2021		21 046	November 2023	Lavonne Svenson


The  
Board  
can

remove a PAC member if the member violates the Ethics and Code of Conduct Policy.

## **Governance Committee (GC) Charter**

**Date Approved by Board:**

**Resolution No.:**

**Lead Role:** Board Chair  
Chief Executive Officer

**Replaces:** GHRC Charter

**Last Review Date:**

**Next Review Date:** November 2025

### **Charter Statement**

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The Governance Committee is a committee of the board of directors of Claystone Waste Ltd. (the "Board") which assists the Board in:

1. Developing and monitoring governance structures, policies and practices related to director nomination, development, evaluation, compensation, and succession planning, including processes to nominate directors that act on behalf of Claystone in a subsidiary or external Board;
2. Overseeing the Corporation's mechanisms to address environmental, social, governance (ESG) responsibilities and other matters including compliance to environmental regulations, ethics compliance and whistleblower practices.

### **Composition and Quorum**

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The Governance Committee is composed of a minimum of three and a maximum of seven members, as determined by the Board, in accordance with the Mandate and Roles Document and COR-0003 Standing Committee Terms of Reference

The quorum at any meeting of the Governance Committee is a majority of its members.

### **Responsibilities**

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The Governance Committee has the following responsibilities:

**With respect to Board composition, and directors' evaluation, compensation, and succession planning.**

1. Monitoring the size and composition of the Board to ensure effective decision-making;
2. Reviewing the competency matrix and making recommendations to the Board for updates;
3. Regularly assessing the qualifications, personal qualities, business background, diversified skills, education and experience of the current Board and the Corporation's requirements;

4. Determining the process to identify candidates qualified to become Board members, utilizing the competency matrix, and recommending nominees for appointment, as required;
5. Developing and evaluating the process for director appointment to subsidiary or external Boards in which Claystone has a fiduciary interest;
  - a. Developing the criteria by which the external Board nomination will be assessed including, but not limited to, considerations of experience, business background, and time availability;
  - b. Advising the Board on subsidiary governance oversight, including processes to establish authority mechanisms for varying levels of subsidiary risk and governance issues, formal and informal communication between the board, senior management and subsidiaries and regular subsidiary reporting;
6. Assisting the Board and its chair by recommending Board committee membership;
7. Developing and reviewing orientation and continuing education programs for directors;
8. Developing and monitoring appropriate processes and criteria for annual performance assessment of the Board, Board committees, Board and committee chairs and individual directors;
9. Making recommendations to the Board on director compensation;
10. Establishing a succession plan for the Board Chair and the chair of each Board committee that is to be reviewed annually;
11. Reviewing charters of new committees, as established by the Board, and confirming that the Board and each committee periodically reviews the respective charter and recommends amendments as deemed appropriate.

**With respect to corporate governance matters**

1. Developing, monitoring and overseeing the disclosure of appropriate corporate governance structures and procedures, including the identification of decisions requiring approval of the Board and, where appropriate, measures for receiving feedback from shareholders to establish a healthy governance culture;
2. Reviewing governance structures, policies and practices to ensure compliance with the Corporation's formation documents, regulatory and legislative requirements, and governance best practices;
3. Monitoring and overseeing the disclosure of a Code of Business Conduct, including a code of ethics applicable to the Corporation's directors, its Chief Executive Officer, its financial officers, and its other officers and employees;
4. Reviewing the annual statement of corporate governance practices for inclusion in the annual information form, annual reports and other filings, as applicable, in accordance with applicable rules and regulations;
5. Reviewing whistleblower policies and practices that manage disclosure for issues related to malpractice or wrongdoing within the Corporation and recommending to the Board amendments to the whistleblower policies and practices to ensure compliance with corporate best practice;



6. Overseeing the development of regulatory compliance processes, including the review of environmental standards, and emerging risks, reports, notices, orders, complaints, investigations, proceedings and other assessments of compliance.

**With respect to corporate sustainability**

1. Providing oversight to the Corporation's programs that monitor the external environment corporate sustainability governance trends and emerging issues, including government relationships;

2. Recommending social and governance structures with respect of environmental, social and governance (ESG) matters at the board and its committees, including ESG reporting processes;

a. Recommending oversight mechanisms to policies and programs that support residents and businesses within our shareholder municipalities, develop good neighbor programs and post closure plans to demonstrate good corporate citizenship;

b. Reviewing and making recommendations for programs that address the Corporation's more comprehensive responsibilities for environmental stewardship, shareholder and stakeholder engagement, issues management, government relations, Indigenous relations, equity diversity and inclusion;

3. Providing oversight on the Corporation's performance through the ESG reporting process to determine the effectiveness with which it meets obligations and goals with respect to ESG.

## **Method of Operation**

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1. Members of the Governance Committee are appointed by the Board;

2. Meetings of the Governance Committee are held at least three times a year and as required;

3. The Chair of the Governance Committee develops the agenda for each meeting of the committee in consultation with the Chief Executive Officer and the Board Chair. The agenda and the appropriate material are provided to members of the Governance Committee on a timely basis prior to any meeting of the Governance Committee;

4. The Chair of the Governance Committee reports regularly to the Board on the business of the Committee;

5. The Governance Committee may, in appropriate circumstances, engage external advisors, approve their retention terms, oversee their work and set their compensation, after having considered their independence;

6. The Governance Committee annually reviews its mandate and reports to the Board on its adequacy;

7. The Governance Committee annually supervises the performance assessment of the Governance Committee and its members.

Nothing contained in this mandate is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of Claystone Waste Ltd. or the members of the Governance Committee.

Review Date	Revisions Made	Resolution #	Next Review Date	Records Confirmation
February 29, 2024				



## **Human Resources Committee (HRC) Charter**

**Date Approved by Board:**

**Resolution No.:**

**Lead Role:** Board Chair  
Chief Executive Officer

**Replaces:** GHRC Charter

**Last Review Date:**

**Next Review Date:** November 2025

### **Charter Statement**

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The Human Resources Committee is a committee of the board of directors of Claystone Waste Ltd. (the "Board") which assists the Board to discharge its oversight responsibilities relating to a human resources strategy for executive and workforce hiring, assessment, development, compensation, benefit plans, and succession planning.

### **Composition and Quorum**

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The Human Resources Committee is composed of a minimum of three and a maximum of seven members, as determined by the Board, in accordance with the Mandate and Roles Document and COR-0003 Standing Committee Terms of Reference

The quorum at any meeting of the Human Resources Committee is a majority of its members.

### **Responsibilities**

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The Human Resources Committee has the following responsibilities:

**With respect to executive management succession planning, hiring, assessment, compensation and benefits;**

1. Taking all reasonable measures to ensure that appropriate processes are in place regarding hiring, development, retention and succession planning for the position of Chief Executive Officer (the "CEO") and other members of executive management;
3. Annually reviewing and recommending to the Board the goals and objectives that align CEO performance with the Corporation's strategic vision and goals. Evaluating the CEO's performance with respect to the goals and objectives and recommending to the Board compensation structures that include both long term and short term performance-based elements.
4. Reviewing and recommending systems of executive compensation and performance evaluation that include AIP metrics that align compensation with the Corporation's strategic direction;

5. Reviewing the annual report on executive management compensation for inclusion in the annual report, in accordance with applicable rules and regulations;
6. Overseeing risk identification and management in relation to compensation policies and practices and reviewing disclosure in this respect;
7. Overseeing the selection of a benchmark group for the purposes of determining compensation or any element of compensation and reviewing disclosure in this respect.
8. Making recommendations to Board with respect to policies related to executive termination provisions and severance arrangements.

#### **With respect to personnel hiring, assessment, compensation, benefits and succession planning**

1. Taking all reasonable measures to ensure that appropriate talent management systems, such as hiring policies, competency profiles, training policies, compensation, incentives, and benefit structures are in place so that Claystone Waste Ltd. can attract, motivate and retain the quality of personnel required to meet its short term and longer term strategic objectives;
2. Maintaining an assessment and compensation philosophy that rewards the creation of shareholder value;
3. Making recommendations to the Board with respect to performance-based compensation plans, including AIP metrics that align with the Corporation's strategic goals.

#### **With respect to health and safety matters**

1. Reviewing the effectiveness of existing health and safety policies and procedures of the Corporation, considering compliance with applicable laws, conformity with industry standards and prevention or mitigation of losses;
2. Monitoring the effectiveness of the response by the Corporation to health and safety issues, including compliance with statutory and regulatory requirements including health and safety audits;
3. Assessing the Corporation's safety results against WCB industry standards;
4. Reviewing reports and recommendations issued by the Corporation or by an external party relating to the health and safety issues, together with management's response thereto;
5. Assessing public policy proposals or regulations relating to health and safety and evaluate the potential impact and application of such policies on the Corporation.

#### **With respect to other human resources issues**

1. Monitoring strategic labour issues;

2. Monitoring social issues that need to be addressed including Equity, Diversity and Inclusion (EDI) strategy programs and progress in relation to the Corporation's workforce and mission to provide safe, sustainable, and environmentally responsible services;
3. Overseeing Human Resource strategy development and provide recommendations to the Board regarding informal and formal employee engagement processes and enterprise-wide culture assessments.

### **Method of Operation**

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1. Members of the Human Resources Committee are appointed by the Board;
2. Meetings of the Human Resources Committee are held at least three times a year and as required;
3. The Chair of the Human Resources Committee develops the agenda for each meeting of the committee in consultation with the Chief Executive Officer and the Board Chair. The agenda and the appropriate material are provided to members of the Human Resources Committee on a timely basis prior to any meeting of the Human Resources Committee;
4. The Chair of the Human Resources Committee reports regularly to the Board on the business of the Committee;
5. The Human Resources Committee may, in appropriate circumstances, engage external advisors, approve their retention terms, oversee their work and set their compensation, after having considered their independence;
6. The Human Resources Committee annually reviews its mandate and reports to the Board on its adequacy;
7. The Human Resources Committee annually supervises the performance assessment of the Human Resources Committee and its members through the Board Evaluation process and in conjunction with the Governance Committee review.



Nothing contained in this mandate is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of Claystone Waste Ltd. or the members of the Human Resources Committee.

Review Date	Revisions Made	Resolution #	Next Review Date	Records Confirmation
February 29, 2024				

## MANDATE AND ROLES DOCUMENT

### CLAYSTONE WASTE LIMITED PARTNERSHIP AND CLAYSTONE WASTE LTD.

#### INTRODUCTION

Claystone Waste Limited Partnership, as operated by Claystone Waste Ltd., as general partner of the limited partnership (collectively, "**Claystone Waste**"), is a limited partnership pursuant to the *Partnership Act*. Claystone Waste Ltd. is a municipally controlled corporation incorporated and operating pursuant to the *Municipal Government Act*, RSA 2000, c M-26 (the "**MGA**") and the *Business Corporations Act*, RSA 2000, c B-9 (the "**BCA**"), and all regulations under each act, each as amended or replaced from time to time.

This Mandate and Roles Document (the "**Mandate**"), is made in accordance with that Unanimous Shareholder Agreement between Claystone Waste Ltd. and the shareholders of Claystone Waste Ltd. dated the \_\_ day of \_\_\_\_\_, 20\_\_ (the "**USA**"). The Mandate is intended to be a legally binding document outlining, among other things, the mandate of Claystone Waste, any policies governing the Board of Directors of Claystone Waste (the "**Board**"), any policies governing Claystone Waste, including operating policies, financial policies, human resource policies or other policies, and any such other matters as are included herein.

In the event of a conflict between this Mandate and the USA, the USA shall govern. This Mandate may only be amended in accordance with the terms outlined in the USA.

#### 1. THE MANDATE

- 1.1. Claystone Waste has been created as a limited partnership, through a for-profit, municipally controlled corporation guiding the limited partnership, providing waste services, being the provision of collection, transport, disposal and treatment of waste ("**Waste Services**"). Waste is defined as waste which is primarily solid in nature, including but not limited to rubbish, refuse, garbage, paper, packaging, containers, bottles, cans or the whole or any part of materials, vehicles or other machinery that is disposed of or recycled ("**Waste**").
- 1.2. Claystone Waste has been created to provide Waste Services to the residents of the municipalities who from time-to-time are or become limited partners and shareholders of Claystone Waste Limited Partnership and Claystone Waste Ltd. respectively (the "**Municipalities**" or "**Municipal Shareholders**"). In addition to providing such local Waste Services, Claystone Waste has been created to provide Waste Services to third party waste producers and to earn additional revenue which will, after being used for required expenses as outlined in the USA, be distributed to the Municipalities to provide a direct benefit to the residents of the Municipalities.
- 1.3. Claystone Waste will operate for a municipal purpose as outlined in the MGA, including, without limitation:

- 1.3.1. fostering the well-being of the environment;
  - 1.3.2. providing services and facilities necessary or desirable for the Municipalities;
  - 1.3.3. developing and maintaining safe and viable communities;
  - 1.3.4. working collaboratively among the Municipalities to deliver intermunicipal services;
  - 1.3.5. providing a service and benefit to the residents of the Municipalities; and
  - 1.3.6. providing profits and dividends which will provide a direct benefit to the residents of the Municipalities.
- 1.4. Claystone Waste shall ensure it:
- 1.4.1. Provides Waste Services for the benefit of the Municipalities and the Province of Alberta's air, land and water;
  - 1.4.2. Provides information to residents of the Municipalities and the Municipal Shareholders and remains accountable to the same;
  - 1.4.3. Develops and institutes plans to ensure the Waste Services have a minimal negative impact on the Municipalities and their residents while maximizing the benefit, both economic and otherwise, for the Municipalities and their residents;
  - 1.4.4. Develops collaborative relationships;
  - 1.4.5. Operates in accordance with its legislative framework, including the MGA and BCA;
  - 1.4.6. Identifies and implements innovative approaches to the delivery of Waste Services;
  - 1.4.7. Prioritizes hiring and procurement in the Beaver County region of Alberta to the extent possible while remaining competitive;
  - 1.4.8. Develops strategies to identify and retain key talent;
  - 1.4.9. Operates independently of the Municipal Shareholders with day-to-day management and direction provided by the Officers and employees of Claystone Waste, and overall strategic direction provided by the Board of Claystone Waste, at all time subject to the terms of the USA;
  - 1.4.10. Engages with interested parties in a respectful and transparent manner; and

- 1.4.11. Develops and sets standards for ensuring the mandate of Claystone Waste is constantly achieved.

## **1.5. The Board – General Responsibilities**

The primary duty and responsibility of the Board is to ensure that Claystone Waste fulfills the Mandate outlined herein.

The Board has overall responsibility for the governance of Claystone Waste and oversees management of Claystone Waste's business and affairs (subject to the terms of the USA). The Board guides Claystone Waste's strategic direction, evaluates the performance of its Officers and remains accountable to the Municipal Shareholders. Board members have a fiduciary duty to Claystone Waste and must at all times act honestly and in good faith to advance the interest of Claystone Waste.

## **1.6. Board Chair**

The Board Chair shall be selected by the Municipalities pursuant to the terms of the USA. The Board Chair shall be the chair at all Board meetings and shall represent the Board and its interests, as well as the interests of Claystone Waste generally, in dealing with the Municipalities, the Province of Alberta, the Officers of Claystone Waste, the community and other interested stakeholders. The Board Chair is responsible for providing leadership for the Board and for effectively facilitating the work of the Board. The Board Chair shall also act as spokesperson in matters involving the Board. The Board Chair may delegate to the Chief Executive Officer of Claystone Waste responsibility for communicating to the media and other interested stakeholders.

## **1.7. Board – Specific Responsibilities**

The Board shall:

- 1.7.1. Hold regular Board meetings at such interval as the Board determines is advisable, but not less than four (4) times per year;
- 1.7.2. Work with the Officers of Claystone Waste to prepare the Business Plan (as that term is defined in the USA);
- 1.7.3. Review this Mandate document and review the policies, frameworks and committees of the Board to ensure they are meeting their desired outcomes;
- 1.7.4. Create such committees and subcommittees of the Board as deemed advisable by the Board and/or as outlined herein;
- 1.7.5. Approve the bylaws of the Corporation including with respect to the appointment of Board officers;

- 1.7.6. Select and hire the Chief Executive Officer of Claystone Waste and set their terms, remuneration, performance evaluations, succession planning and otherwise;
- 1.7.7. Set policies for the quorum, voting requirements and minutes of the Board;
- 1.7.8. Attend at the annual meeting with the Municipal shareholders;
- 1.7.9. Select and present to the Municipalities replacement Board members in accordance with the terms and competencies matrix from time-to-time approved by the Municipalities, including making any recommendations to the Municipalities as the Board requires with respect to certain skill sets or competencies which may be required on the Board; and
- 1.7.10. Create policies governing Claystone Waste including with respect to finances, human resources and operations as are necessary and advisable and/or as outlined herein.

## **1.8. Core Board Policies**

The following are the Core Policies (as that term is defined in the USA) of the Board which must be put into place by the Board and approved of and amended in accordance with the terms of the USA. For clarity, the Board is permitted to and shall create such further and other policies as it deems necessary or advisable, with such policies to be presented to the Municipal shareholders at the AGM, but which policies shall not require approval.

### **Core Policies:**

- 1.8.1. Board Governance plus:
  - (i) Code of conduct;
  - (ii) Ethics and accountability;
  - (iii) Conflict of interest;
  - (iv) Board and Chair responsibilities; and
  - (v) Meeting procedure;
- 1.8.2. Committee Terms of Reference;
- 1.8.3. Human Resources plus:
  - (i) CEO and emergency succession plan;

(ii) Whistle blower protection; and

(iii) Conflict of interest & code of conduct;

1.8.4. Financial Management;

1.8.5. Communication and Spokesperson Advocacy; and

1.8.6. Board/Management Relation.

#### **1.9. Board Committees**

The Board shall, at a minimum, create the following committees, however, for clarity, the Board shall be permitted to create such other committees as it deems necessary or advisable, including appointing non-Board members to committees to obtain expertise as deemed necessary by the Board.

1.9.1. Audit and finance; and

1.9.2. Governance and human resources.

#### **1.10. The Chief Executive Officer**

The Chief Executive Officer shall be hired by the Board and shall be responsible for the day-to-day management of Claystone Waste and for implementing the strategic direction outlined by the Board. The Chief Executive Officer shall support the Board and allow it to carry out its governance function and shall ensure that the policies and Mandate of Claystone Waste are being carried out.

#### **1.11. Public Advisory Committee**

The Board shall create and appoint a public advisory committee (the "PAC") made up of residents and/or members of the Beaver County region in Alberta plus at least one (1) Board member. The Board shall also, at the request of the Municipal shareholders, or any of them, appoint one representative of each Municipal shareholder who requests such appointment to the PAC, including, without limitation, a councillor of that Municipality. The PAC shall be responsible for bringing forth issues and concerns from residents and/or members of the Beaver County region to the Board. The Board shall meet with the PAC on a reasonably regular basis, but no less than twice (2) a year, as required to ensure the interests of the Beaver County region residents are brought to and addressed by the Board. In addition to keeping minutes of such meetings and responding to concerns raised in such meetings, the Board shall communicate with the Municipal Shareholders with respect to issues raised and the response of the Board.



## **1.12. Communications and Accountability**

The Board shall be accountable to the Municipal Shareholders of Claystone Waste and the Chief Executive Officer shall be accountable to the Board. Claystone Waste, the Board and the Municipal Shareholders of Claystone Waste jointly believe that regular and open communication between the shareholders and the Board is foundational to the success of Claystone Waste and to creating an effective working relationship. As a result, the Board shall ensure it maintains consistent and open lines of communication with the Municipal Shareholders in addition to the requirements outlined in the USA. Without limiting the generality of the foregoing, the Board shall provide to the Municipal Shareholders timely notice of any of the following:

- 1.12.1. Any proposed material changes to the Business Plan (as that term is defined in the USA) of Claystone Waste;
- 1.12.2. Any material conflicts of interest involving the Board or an Officer or employee of Claystone Waste;
- 1.12.3. Any material litigation (including regulatory proceedings) involving Claystone Waste;
- 1.12.4. Any issues which the Board determines, acting reasonably, have the potential to be issues among the residents of the Municipalities or which are likely to garner media attention; and
- 1.12.5. Any other material changes which the Board, acting reasonably, determines are likely to be of interest to the Municipal Shareholders.

The Board shall ensure it maintains a constant voice and communications protocol that ensures consistent, appropriate messaging involving Claystone Waste.

**[APPROVAL SIGNATURES ON NEXT PAGE]**

THIS MANDATE DOCUMENT APPROVED ON THE \_\_ DAY OF \_\_\_\_\_, 2020 BY  
THE FOLLOWING PARTIES:

**CLAYSTONE WASTE LIMITED  
PARTNERSHIP**

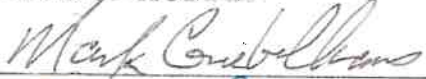
By its general partner,

**CLAYSTONE WASTE LTD.**

Per: 

Per: 

**VILLAGE OF HOLDEN**

Per: 

Per: 

**TOWN OF TOFIELD**

Per: 

Per: 

**BEAVER COUNTY**

Per: 

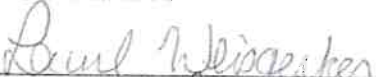
Per: 

**VILLAGE OF RYLEY**

Per: 

Per: 

**TOWN OF VIKING**

Per: 

Per: 