

North Red Deer Regional Wastewater Services Commission

Bylaw No. 8

Being a By-Law of the North Red Deer Regional Wastewater Services Commission in the Province of Alberta (Commission) respecting the Governance, Administration and Operation of the Commission and the Provision of Services

WHEREAS pursuant to the provisions of Section 602.09 of the *Municipal Government Act*, R.S.A 2000, c. M-26, the Board of the Commission must pass Bylaws respecting the:

- a) provision of the commission's services;
- b) administration of the commission;
- c) process for changing the directors of the board and the chair of the commission and for setting the terms of office of the board and the chair;
- d) process for adding or removing members;
- e) fees to be charged by the commission for services provided to its customers or to any class of its customers;
- f) disposal of assets by the commission; and
- g) process for disestablishment of the commission, including the treatment of assets and liabilities on disestablishment;

NOW THEREFORE the Board of Directors of the North Red Deer Regional Wastewater Services Commission in the Province of Alberta, duly assembled, enacts the following:

1. REPEAL OF BYLAW 1 AND BYLAW 1.1

Bylaw 1, initially adopted April 8, 2013 and Bylaw 1.1 that was adopted April 8, 2019, are repealed, and replaced this Bylaw.

2. DEFINITIONS

- 2.1. "Act" means the *Municipal Government Act*, R.S.A. 2000, c. M-26;
- 2.2. "Annual Meeting" means the Meeting of the Board and the Members to be held on a date and at a location to be determined by the Board in accordance with Section 8 hereof;
- 2.3. "Auditor" means the auditor of the Commission appointed by the Board pursuant to Section 10 hereof;
- 2.4. "Board" means the Board of Directors of the Commission;

- 2.5. "Budgets" means the Capital Budget and the Operating Budget required by the Act;
- 2.6. "CAO Bylaw" means Bylaw No. 7 of the Commission which provides for the position of Chief Administrative Officer;
- 2.7. "Chair" means the chairperson of the Board selected in accordance with Section 6 hereof;
- 2.8. "Chief Administrative Officer" means that person appointed as Chief Administrative Officer under Bylaw No. 7, the "CAO Bylaw";
- 2.9. "Commission" means the means the North Red Deer Regional Wastewater Commission;
- 2.10. "Director" means the representative of a Member on the Board appointed in accordance with Section 5 hereof;
- 2.11. "Financial Plan" means the financial plan for the Commission for the forthcoming three (3) financial years, as it exists from year to year;
- 2.12. "Member(s)" means any or all of:
 - a) Town of Blackfalds,
 - b) City of Lacombe,
 - c) Lacombe County;
- 2.13. "Organizational Meeting" means the first meeting of the Board held after November 1 in each year;
- 2.14. "Quorum of the Board" means a majority of the Directors appointed under Clause 5.1 or alternate Directors appointed under Clause 5.4.
- 2.15. "Regular Meeting" means the meetings of the Board to be held each year on dates and at locations to be determined by resolution of the Board pursuant to Clause 7.1 hereof;
- 2.16. "System" means the wastewater transmission pipelines, pump stations, septage receiving station(s), control systems and other facilities operated by the Commission for the purpose of providing wastewater services to the Members of the Commission and any customers that the Commission may serve;
- 2.17. "Special Meeting" means a meeting of the Board called in accordance with Paragraph 7.2 hereof;
- 2.18. "Treasurer" means that person appointed by the Board to be responsible for the financial affairs of the Commission
- 2.19. "Vice Chair" means the vice chairperson of the Board, selected in accordance Section 6 hereof; and

- 2.20. "Wastewater Services" means the services provided by the Commission to receive and transmit to a treatment facility the wastewater effluent delivered by a Member or Customer to System.

All other words in this Bylaw are as defined or used in the *Act*.

3. OBJECTIVES

- 3.1. The primary mandate of the Commission is to develop and operate a wastewater transmission system to convey untreated wastewater effluent from Members to a wastewater treatment facility.
- 3.2. The Commission may provide Wastewater Services to other customers on such terms and conditions as the Commission may determine.

4. MANAGEMENT

- 4.1. The management of the Commission shall be vested in the Board
- 4.2. The Board shall appoint a Chief Administrative Officer as provided under Bylaw No. 7 to act as principal advisor to the Board and serve as managerial and administrative head of the Commission.

5. BOARD OF DIRECTORS

- 5.1. The Board shall consist of three (3) Directors that shall be appointed as follows:
- a) one (1) Director from the Town of Blackfalds;
 - b) one (1) Director from the City of Lacombe;
 - c) one (1) Director from Lacombe County;
- Each Director must be an elected official of the Member appointing such Director.
- 5.2. The term of office of Director is four years.
- 5.3. A Member may revoke in writing its appointment of a Director and may appoint a replacement Director.
- 5.4. An alternate Director, as appointed by a Member, is entitled to act in the place of the Director in respect of whom he or she is named as alternate when the original Director is absent or not able to attend a meeting of the Board.
- 5.5. When an alternate Director acts in place for a Director, the alternate Director is a member of the Board for all purposes.
- 5.6. The proceedings of the Board shall be conducted in accordance with the *Act*, the *Regulation* and this *Bylaw*. In all cases not provided for by the *Act*, the *Regulations* or this *Bylaw*, *Roberts Rules of Order* shall be followed in so far as they may be applicable

- 5.7. The Board shall be responsible for the management, oversight and conduct of the affairs of the Commission, which shall include, but not be limited to:
- a) Engagement, evaluation and termination of the services of the Chief Administrative Officer;
 - b) Authorization of the entering into of contracts and the engagement of consultants and service providers;
 - c) Development and approval of plans, policies and programs of the Commission and evaluation of their effectiveness;
 - d) Approval of the Financial Plan for the forthcoming three (3) years and the Operating and Capital Budgets for the forthcoming year;
 - e) Confirmation that the minute books, financial records and other records of the Commission are created, maintained and safeguarded and to make such records available to the Members; and
 - f) Approval of the acquisition of funds and financing for planned capital expenditures.
- 5.8. Directors shall receive for attending any Board meeting or for carrying out any Director's responsibilities, meeting fees and expenses including travel expenses as permitted by the rates and fees set out in the Operating Budget and otherwise approved by the Board.
- 5.9. Directors shall be subject to the conflict of interest provisions of the *Act*.

6. OFFICERS

- 6.1. The Directors shall elect each year, from amongst their number, a Chair and the Vice-Chair at the Organizational Meeting.
- 6.2. The term for Chair and Vice-Chair is one year.
- 6.3. The Chair shall preside over the Annual Meeting and all Regular, Special and other meetings of the Board.
- 6.4. The Chair shall vote on all matters before the Board.
- 6.5. The Chair shall perform all other and such other duties as are usually performed by the Chair.
- 6.6. The Vice-Chair shall act and perform the duties of the Chair in the absence of the Chair or the Chair's inability to perform the duties of the Chair.
- 6.7. In the absence of the Chair at any meeting, the Vice-Chair shall preside over the meeting for that meeting only.
- 6.8. The Board in its discretion may appoint other Officers from time to time.
- 6.9. In addition to the duties set forth herein, the Officers shall have such duties as the Board may from time to time determine.

7. MEETINGS OF THE BOARD OF DIRECTORS

- 7.1. The Board, by resolution, shall establish the dates and number of Meetings to be held during a year. There shall be not less than three (3) Regular Meetings per year. Information as to the Meetings and their respective times, dates and locations shall be provided to the Members.
- 7.2. The Chair or a Quorum of the Board may call a Special Meeting of the Board.
- 7.3. Notice of the time and place of every Board meeting shall be given to each Director personally by telephone or by electronic mail or any other electronic medium not less than forty-eight (48) hours before the time fixed for the holding of such Board meeting provided that any Special Meeting may be held at any time and place without such notice if:
 - a) all the Directors are present thereat and signify their waiver of such notice at such meeting; or
 - b) all the Directors present thereat signify their waiver of such notice and all the Directors that are absent have signified their consent to the meeting being held in their absence.
- 7.4. Meetings of the Board may be held in conjunction with, preceding or following an Annual Meeting or Organizational Meeting.
- 7.5. A Board meeting or committee meeting may be conducted by means of electronic or other communication facilities. Notice shall be given to the public of the meeting, including the way in which it is to be conducted. The communication facilities shall enable the public to watch or listen to the meeting and shall enable all the meeting's participants to watch or hear each other. Directors participating in a meeting held by means of a communication facility are deemed to be present at the meeting.
- 7.6. The Chair and Chief Administrative Officer shall establish the agenda for any meeting of the Board. A Director or Member may place an item on the Agenda by submitting a written request to the Manager at least forty-eight (48) hours before the meeting. The Board shall adopt the agenda at the beginning of the meeting and may, upon agreement of two thirds of those Directors present at the meeting, add or delete items from the agenda.
- 7.7. A Quorum of the Board shall be present at all meetings of the Board,
- 7.8. A Director attending a Board meeting shall vote on all matters before the Board unless a Director is required or permitted to abstain from voting under any bylaw of the Commission or provision of the *Act*.
- 7.9. Each Member of the Board including the Chair shall have One (1) vote and in the event of a tied vote, the Chairman shall not have a second or casting vote.
- 7.10. Except for adoption of amendments to this Bylaw under Clause 17.2, any matter shall be decided by a majority vote of the Directors in attendance at the Meeting

and a resolution passed by a majority of the votes at a Regular or Special Meeting of the Board shall be binding upon the Board.

- 7.11. Each Member may have administrative representation at any Board or Committee meeting.
- 7.12. Each meeting of the Board shall be held in public subject to Sections 602.1(2) and 197 of the Act. When a meeting is closed in public, no resolution or bylaw of the Board may be passed, except a resolution to revert to a meeting held in public.

8. ANNUAL MEETING

- 8.1. The Board shall call an Annual Meeting in each year which shall be held no later than April 30th of that year.
- 8.2. Notice of the Annual Meeting shall be included in the list of Meetings established under Clause 7.1.
- 8.3. At the Annual Meeting, the:
 - a) Auditor shall present the audited financial statements of the Commission, and
 - b) Chair shall report on the activities of the Commission in the past year.

9. ADMINISTRATION

- 9.1. The Board shall appoint a Chief Administrative Officer and may select:
 - a) an individual that is an employee of the Commission; or
 - b) an individual, municipality, or firm engaged on a contractual basis;on such terms and conditions as may be acceptable to the Board.
- 9.2. The Board may appoint an Acting Chief Administrative Officer to act in the place of the Chief Administrative Officer and fulfill the duties thereof in the absence of the Chief Administrator.
- 9.3. The Chief Administrative Officer, or Acting Chief Administrative Officer where appointed, shall fulfill the roles and responsibilities set out the CAO Bylaw and undertake and carry out any lawful direction of Board as may be given from time to time.
- 9.4. One of the Chair or Vice-Chair, together with one of the Chief Administrative Officer or Acting Chief Administrative Officer are authorized to execute any cheques, promissory notes, bills of exchange, contracts, agreements and other instruments on behalf of the Commission.
- 9.5. The Chief Administrative Officer shall have custody of the Corporate Seal. Whenever used, the Seal shall be authenticated by the Chair or Vice-Chair and the Chief Administrative Officer or Acting Chief Administrative Officer.

- 9.6. Subject to the provisions of the *Freedom of Information and Protection of Privacy Act*, R.S.A 2000, c. F-25, Directors or Members, acting reasonably, shall have the right to inspect all books and records of the Commission and to obtain extracts or copies of such books and records.

10. AUDITOR

- 10.1. The Board shall appoint an Auditor who shall report to the Board on the annual financial statement of the Commission and on the financial procedures and activities of the Commission.
- 10.2. The Board may appoint the Auditor at the first meeting of the Board following the Annual Meeting for just the ensuing year or for a term of up to three years.

11. WASTEWATER VOLUMES

- 11.1. Subject to constraints beyond the control of the Commission, the Commission shall meet the ongoing wastewater treatment needs of the Member and the Commission shall undertake capital planning, put in place capital financing and undertake to increase capacity of the System to ensure that the needs of the Members are met.
- 11.2. Where a Member requests, the Commission may provide services directly to a Customer on such terms and conditions as the Commission may specify if sufficient capacity for the transmission and treatment of wastewater is or can be made available without affecting the long term wastewater needs of the existing Members and Customers.
- 11.3. Lacombe County shall at all times have a minimum capacity of the System available of 6,565 m³/day.
- 11.4. Other than the minimum capacity allocated to Lacombe County in Clause 11.3, a Member does not have a specifically assigned proportionate share of the ultimate capacity of the System and the Commission may allocate capacity to the Members and Customers as may be required to meet their respective needs.
- 11.5. In the fall of each year, each Member and Customer shall provide to the Commission an estimate of the volume of wastewater that each of the Members or Customers anticipates delivering to the System in the following year together with forecasts of wastewater volumes for the second through fifth ensuing years.
- 11.6. Where the capacity of the System or the capacity of the wastewater treatment facility is temporarily insufficient to accommodate the volumes being delivered or anticipated to be delivered by the Members and Customers to the System, the Members and Customers shall be allocated the available capacity proportionately based on the previous year's volumes, until such time as the Commission is able to fully able to accept the wastewater volumes.

12. FINANCIAL

- 12.1. The financial year of the Commission shall be the calendar year.
- 12.2. The Board shall adopt prior to end of each financial year a Financial Plan for the forthcoming three (3) financial years which will include the formal Operating and Capital Budgets for the next financial year, setting out the:
 - (a) Estimated wastewater volume to be delivered to the System from Members and Customers in the next financial year plus forecasted volumes for the following two years,
 - (b) estimated expenditures and expenses for each year of the next three years for the Commission and the System,
 - (c) estimated revenue requirements to meet the expenditures of the Commission and the rates and fees to be charged to Members and customers of the Commission,
 - (d) estimated capital cost and sources of funding for projects planned and expected to be completed in the forthcoming financial year and the second and third financial years of the Financial Plan, and
 - (e) rates of remuneration and expenses to be provided to the Directors.
- 12.3. The Commission may establish and maintain restricted surpluses for operating and capital purposes, also referred to as operating and capital reserves respectively, in accordance with the policies, procedures and directions of the Board from time to time.
- 12.4. The Board shall consider and adopt the Financial Plan and Budgets in accordance with following process:
 1. The Chief Administrative Officer shall prepare a draft of the proposed Financial Plan which includes the Operating and Capital Budgets for presentation to the Board.
 2. The Board may make any amendments or changes to the draft Financial Plan and Budgets that the Board may deem necessary and shall then distribute the proposed Financial Plan and Budgets to the Members for review and comment.
 3. Any Member may submit comments and questions to the Board in writing in relation to the Financial Plan and Budgets within thirty (30) days of the date of distribution of the Budget and the Financial Plan to the Members
 4. After thirty (30) days of the date of distribution, the Board may, after consideration of any comments and questions from the Members, finalize and approve the Financial Plan and Budgets on a majority vote of the Directors.
 5. If the proposed Financial Plan and Budgets are not approved by the Board, the Chief Administrative Officer shall deliver to each Member a revised Financial

Plan and Budgets for consideration and approval in accordance process of this Sub-clause and such process shall continue until a Financial Plan and the Budgets for the relevant financial year have been approved.

- 12.5. If the Operating Budget is not approved before the end of the year for the next financial year, the Board shall approve an interim Operating Budget.
- 12.6. The Board may consider, during any financial year, amendments to the approved Financial Plan and Operating and Capital Budgets. The approval of any such amendments to the Financial Plan and Budgets shall be made in accordance with the process identified in Clause 12.4.

13. SERVICE RATES AND FEES

- 13.1. In this Section:
 - a) “Costs of Service Basis” means the method of calculating Wastewater Services rates utilizing the principles set out in the American Water Works Association manuals of practice dealing with utility rates and charges, as revised and updated from time to time, and in accordance with the findings and directives of the Alberta Utilities Commission, such approach also being referred to as the “utility rate model.”
 - b) “Substantially Drawing Services from the System” means the point at which the proportion of wastewater volume delivered by the Member to the System is at least 10% of the total current volume of wastewater.
- 13.2. The Commission shall set out in the annual Financial Plan and Operating Budget, the fees, rates and charges to be levied on Members and Customers for Wastewater Services provided by the Commission and shall adopt such fees, rates and charges by Bylaw.
- 13.3. The net revenue requirement of the Commission shall be determined by deducting from the aggregate amount of all annual expenditures, non-cash expenses, returns on the rate base and other commitments of the Commission that Commission determines to be recovered, the total of any operating grants, transfers from reserves, interests, rents and other revenue.
- 13.4. Where a Member is not Substantially Drawing Services from the System, the charges to the Members shall be determined as follows:
 - 1) The expenditures for the operation of the Board, Management and general administrative services for the Commission will be divided equally among the Members and recovered directly from the Members each year.
 - 2) The expenditures for annual capital debenture repayment shall be allocated among the Members on the basis of the proportions set out following and recovered directly from the Members each year.

**North Red Deer Regional Wastewater System
Allocation of System Capacity Based on
25 Year Design Volume**

2040		%
m3/day	l/s	
City of Lacombe	16,629	41.8%
Town of Blackfalds	16,571	41.7%
Lacombe County	6,565	16.5%
39,764	460.2	100.0%

Maximum Dry Weather Day

- 3) The expenditures for the operation of the System shall be recovered from the Members on a uniform rate per cubic meters (m3) of wastewater delivered to the System.
- 13.5. Where all Members are Substantially Drawing Services from the System the rate for Wastewater Services to Members shall be a common rate per cubic meter (/m3) of wastewater delivered to the System calculated on a Cost of Service Basis. The rate /m3 shall be calculated by dividing the net revenue requirement of the Commission by the total estimated wastewater volume identified in Sub-Section 11.2.
- 13.6. For the Cost of Service Basis the following shall be included in the rate calculation:
- a) Cash expense for the operations of the Board and administration,
 - b) Cash expense for the operations of the Wastewater Transmission System,
 - c) Cash expense for wastewater treatment services,
 - d) Net of Annual Amortization of Tangible Capital Assets less the Annual Amortization of external capital funding contributions (No Cost Capital)
 - e) Return on the Capital Rate Base
- 13.7. Notwithstanding Clause 13.5, where the rate in a prior year was higher than the rate that would have been calculated on a cost of service basis, the Commission may, in the interests of rate and revenue stability, set rates in the forthcoming years which serve to transition to a Cost of Service rate.
- 13.8. Members shall pay to the Commission the product of the actual volume of wastewater delivered by Member to the System in a year times the rate set out in Clause 13.4. Notwithstanding the actual volume of water purchased, the Member shall be responsible for a minimum payment to the Commission of 90% of the volume requested by the Member under Clause 11.3 times the rate set out in Clause 13.5.

- 13.9. The rate to Customers for Wastewater Services shall that which is calculated on a Cost of Service Basis. The Commission may also add a fee of up 10% of the Cost of Service rate for its stewardship and management of the Commission and System for the provision of Wastewater Services to the Customer.
- 13.10. The Customer shall pay to the Commission the product of the actual volume of wastewater delivered by Customer to the System in a year times the rate set out in Clause 13.5. Notwithstanding the actual volume of water purchased, the Customer shall be responsible for a minimum payment to the Commission of 90% of the volume requested by the Customer under Clause 11.3 times the rate set out in Clause 13.5.
- 13.11. The Commission may terminate the supply of Wastewater Services to any Member or Customer for failure to pay for Wastewater Services received from the Commission.

14. ADDITION OF NEW MEMBERS

- 14.1. The Board may agree to the addition of a municipality as a Member of the Commission or an Indian Reserve if sufficient capacity for the transmission and treatment of wastewater is or can be made available without affecting the long term wastewater needs of the existing Members.
- 14.2. A New Member shall be required to pay:
- a) A one-time membership fee of \$25,000 as a contribution toward the costs and efforts incurred by the Members in establishing the Commission and bringing the System to operation; and
 - b) An amount equal to $(X + Y)$ times Z where:
 - (i) X is the total of the payments of principal and interest made by the Members from the inception of the System to the date of entry of the new member,
 - (ii) Y is the total restricted surplus for capital purposes at the date of entry of the new member, and
 - (iii) Z is the ratio of forecasted volume of water required by the new member based on the projected population times the typical rates of water consumption per capita for five years from the date of entry of the new member, to the total forecasted volume of wastewater from new and existing members for five years from the date of entry of the New Member.
- 14.3. A New Member may be required to contribute to the Commission all or a portion of the cost incurred by the Commission in extending or enhancing the System that is required to provide wastewater services to a New Member.

- 14.4. Any contribution received by the Commission under Clause 14.2 shall become part of the Commission's restricted surplus for capital purposes.

15. WITHDRAWAL OF A MEMBER FROM THE COMMISSION

- 15.1. A Member may withdraw from membership of the Commission upon two (2) years written notice.
- 15.2. The withdrawing Member may sell the equity in the System contributed by the Member during the Member's term of membership of the Commission to any other Member of the Commission for such compensation and on such terms as the parties may agree subject to the approval of the Board. However, the Commission or any Member shall not be obligated to:
- a) purchase the withdrawing Member's proportionate share of the System, or
 - b) compensate the Member for any respective share of surpluses accumulated by the Commission.

The Commission shall not utilize the capacity of the system related to the withdrawing Member's equity or utilize the withdrawing Member's wastewater volume allocation without fair compensation.

- 15.3. The withdrawing Member shall remain responsible for any respective proportion of net current financial obligations of the Commission for which the Member is responsible and shall pay to the Commission such share and any accrued interest.
- 15.4. The withdrawing Member shall still be responsible for any respective proportion of long term debt that has been incurred by the Commission in the construction of the System and for any future long term debt that will be required to extend or enhance the System as planned at the time the withdrawing Member was part of the Commission and shall either:
- a) pay the outstanding principle and any accrued interest of current long term debt and a the respective share of future long term debt to the Commission, or
 - b) agree to continue to pay the respective share of the annual payments for the current and future debt.
- 15.5. Any proceeds to the Member from the sale of capacity under clause 15.2 shall be firstly applied to outstanding financial obligations under clauses 15.3 and 15.4.

16. DISESTABLISHMENT OF THE COMMISSION

- 16.1. The Board may disestablish the Commission upon approval of a three quarters majority of the Directors of the Board.
- 16.2. Written notice of an intent by the Board to consider disestablishment of the Commission shall be provided to each Director and each Member not less than

ninety (90) days in advance of the meeting at which the resolution is to be considered.

16.3. In the event that the Board approves the disestablishment of the Commission, the Board must, at the time of approval, specify further particulars of the procedure for the disestablishment including:

- a) a timeline for disestablishment of the Commission, and;
- b) the distribution of the assets and liabilities upon disestablishment of the Commission, which shall include:
 - (i) a process for the collection and disposition of any property and assets owned by the Commission,
 - (ii) identification of any contingent liabilities and arrangements to address such liabilities,
 - (iii) the discharge, assignment or transfer of the Commission's obligations, and

provide for any residual or remaining assets of the Commission to be distributed to the Members in accordance with each Member's proportionate historical payments for services provided by the Commission.

16.4. The Commission shall, as of the date of the Board's decision to approve disestablishment of the Commission, cease to provide services or begin the process of ceasing to provide services except to the extent that the Commission is legally required to do so or as required for the beneficial winding-up of the business or affairs of the Commission.

17. AMENDMENTS

17.1. An amendment to this Bylaw may be passed by the Board at a meeting for which written notice has been provided to each Director and each Member not less than thirty (30) days in advance of the meeting at which the amendment is to be considered.

17.2. An amendment to this Bylaw must be passed by at least a three quarters majority of all Directors.

18. SEVERABILITY

18.1. Every provision of this Bylaw is independent of all other provisions and if any provision of this Bylaw is declared invalid for any reason by a Court of competent jurisdiction, all other provisions of this Bylaw shall remain valid and enforceable.

19. BYLAW IN FORCE

19.1. This Bylaw shall come into force and effect upon final passing thereof.

READ A FIRST TIME this 13th day of September, 2021

READ A SECOND TIME this 29th day of November 2021

READ A THIRD TIME this this 29th day of November, 2021

Original Signed

CHAIR

Original Signed

CHIEF ADMINISTRATIVE OFFICER