

AQUATERA UTILITIES INC.

POSITION DESCRIPTION – COMMITTEE CHAIR²

Introduction

The fundamental responsibility of the Chair of any committee of the Board of Directors of the Company is to effectively manage the duties of the committee; *and as such, it is the preference of the Board that the Committee Chair will either hold an ICD designation (or equivalent) or will have vast Board and Chair experience.*

Key Responsibilities

- Ensure that the committee is properly organized, functions effectively and meets its obligations and responsibilities.
- Establish the frequency of committee meetings and review such frequency from time to time, as considered appropriate or as requested by the Board, including periodic meetings of independent directors.
- Chair committee meetings.
- Assist the management representative in the co-ordination of the agenda and related matters for committee meetings.
- Liaise and communicate with the chair of the Board to co-ordinate input from the committee for Board of Directors meetings.
- On behalf of the committee, report to the Board on committee meetings.

² *Canadian Securities Administrators Multilateral Policy 58-201 Corporate Governance Guidelines (section 3.5) provides that the Board should develop a clear position description for the chair of each Board Committee. Since the responsibilities of the Chair for each of the Company's Committees were viewed to be similar, individual position descriptions for each Committee were not developed.*