
***Alberta Joint Energy/Utility and Forest Industry
Management Committee***

—Terms of Reference—

***Originally Drafted November 20, 1996
(Most Recent Revision April 2018)***

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A. Preamble

In 1995, the energy/utility and forest products industries, through their representative associations, reached an understanding on the levels of compensation associated with timber damages and on a number of closely related issues. The terms of the understanding are summarized in a May 1, 1995 report prepared by KPMG Consulting and in letters of concurrence dated:

- August 17, 1995 from Blue Ridge Lumber (1981) Ltd. on behalf of Alberta's Forest Management Agreement holders.
- November 30, 1994 from the Coal Association of Canada.
- August 14, 1995 from the Canadian Association of Petroleum Producers.

Other industry representatives, including the Canadian Association of Geophysical Contractors and a representative of the utility industries, expressed general concurrence with the conclusions reached.

The industries are positioned to move forward and work with the agreement, and to that end, have committed to form a Joint Management Committee with a general objective of refining and improving on the agreement reached and developing cooperative resolutions to related issues and differences that may arise in the future.

The Province of Alberta, as the steward of Crown land and natural resources, allocates sub-surface, surface and timber rights that are vital to the industries. The approach to allocation adopted by the province requires that the industries cooperate operationally, and to that end, Alberta is committed to facilitating discussions between the industries and addressing regulatory issues where the changes benefit the parties under a long-term working relationship.

The Alberta Joint Energy/Utility and Forest Industry Management Committee will operate within this context, advising its constituent associations, their members and government on operational issues between the industries so as to improve their overall relations. The general terms of reference for the Joint Management Committee follow.

B. Authority

The Alberta Joint Energy/Utility and Forest Industry Management Committee is established under the authority and guidance of its constituent associations and company partnerships:

- Alberta Forest Products Association (AFPA) and non-AFPA forest product companies.
- Alberta Sand and Gravel Association (ASGA).
- Coal Association of Canada (CAC).
- Canadian Association of Petroleum Producers (CAPP) and members of the Oil Sands Mining Industry (OSI).
- Canadian Association of Geophysical Contractors (CAGC).
- Canadian Energy Pipeline Association (CEPA).
- Electrical Utilities Industry as represented by ATCO Electric.
- The Province of Alberta as represented from time to time by Alberta Environment and Parks or Alberta Agriculture and Forestry (AEP or AAF).

C. Membership

The Committee membership will include the following or their alternates:

- Three (3) representatives of the AFPA.
- One (1) representative of the CAC.
- Two (2) representatives of the CAPP.
- One (1) representative of the CAGC.
- One (1) representative of the CEPA.
- One (1) representative of the OSI.
- One (1) representative of the ASGA.
- One (1) representative of the Forest Industry, non-AFPA.
- One (1) representative of the Electrical Utilities Industry.
- As an ex-officio member of the Committee, one person from AEP or AAF.

Copies of minutes and correspondence will also be made available to the Canadian Association of Land Administrators and the Canadian Association of Petroleum Landmen. Association representatives that are currently members of the committee are found in Exhibit 1.

Exhibit 1 Joint Management Committee membership¹

Association	Member	Company/Affiliation
AFPA	Kim Anweiler	AFPA/Weyerhaeuser Canada Ltd.
	Tracey Courser	AFPA/Blue Ridge Lumber Ltd.
	Con Dermott	AFPA/Vanderwell Contractors Ltd.
CAC	Steve Love	CAC/Coal Valley (Westmoreland Coal Company)
CAGC	Mike Doyle	CAGC
CAPP	Phil Temple	CAPP/Nexen Inc.
	Darryl Kelly	CAPP/Shell Canada
CEPA	Mitch Yaremko	CEPA/Enbridge Pipelines Inc.
ASGA	Joe Hustler	ASGA/Knelsen Sand & Gravel Ltd.
Other	Paul Ronellenfitch	OSI/Suncor Energy Inc.
	Darren Brownlie	Alberta Pacific Forest Industries
	Tracy Davidson	Utilities Industry/ATCO Electric
	Corinne Kristensen	Alberta Government/AEP

¹Updated April 2018.

D. Scope of activities and role

The Alberta Joint Energy/Utility and Forest Industry Management Committee will be advisory to their constituent association, company members and the Alberta Government. The Committee will offer advice or make recommendations on issues, recognizing that ultimately all decision-making and operational authority with respect to relations between energy/utility and forest product companies rest with the individual companies themselves. The scope of the Committee's deliberations will include:

- Overseeing the updating of the forest stand damage appraisal tables (also referred to as TDA tables). As part of the 1995 agreement, the industries supported frequent (annual) updates to the values contained within the tables such that they represent current knowledge and market data. The Committee is responsible for collecting and reviewing data and arriving at a decision on substitutions to be made in the tables or establishing a process that will lead to a decision, and recommending changes in the values used to government and the Associations.
- Developing and facilitating the implementation of standardized consent to withdraw and access agreements for operational use by companies. Periodic updates to the agreements will also be within the purview of the Committee with the frequency of review at their discretion and dependent upon issues raised by companies.
- Developing and recommending modifications to dispute resolution processes in use by companies represented.

- Recommending and overseeing other changes to the forest stand damage appraisal tables and to the "ground rules" for using the tables.
- Recommending actions that address specific operational practices or procedures as they relate to the TDA tables and that are of concern to either industry.
- Recommending policy or regulatory change to government that is related to TDA issues and is in the overall interest of the industries.

In order to address specific needs and as required, the Committee may form sub-committees or task committees that report back on their findings.

E. Committee operations and administration

1. Funding

Funding for the Alberta Joint Energy/Utility and Forest Industry Management Committee shall be shared, with the Government of the Province of Alberta responsible for 1/3 of the total costs and the remaining 2/3 divided among the members (who are not ex-officio or only entitled to documents) as follows:

AFPA:	1/6
CAPP:	1/6
CAC:	1/20
CAGC:	1/20
CEPA:	1/20
OSI:	1/15
ASGA:	1/30
Forest Industry (non-AFPA):	1/30
Electrical Utilities Industry:	1/20

With the exception of the 1/3 of costs as the minimum funding commitment by the government of the Province of Alberta, the funding allocations among Committee members may be altered by a vote of the Committee taken in accordance with Subsection (b), below. Funding allocations must be changed if one or more members withdraw from participation on the Committee. The minimum contribution per member towards the Committee's budget shall be not less than a 1/30th share.

Again, based on the above ratios, and a projected annual budget of, say, \$30,000 per annum, the Alberta government through AEP or AAF shall be responsible for \$10,000. Similarly, other responsibilities include the AFPA for \$4,000, CAPP for \$5,000, Oil Sands Industry for \$2,000; each of CAC, CAGC, CEPA and the Electrical Utilities for \$1,500; and, the ASGA and the (two) non-AFPA forestry participants bearing \$1,000 each.

2. Decision-making

It is hoped (and preferred) that decisions of the Alberta Joint Energy Utility and Forest Industry Management Committee regarding recommendations to government

and industry participants will be based on a consensus of opinion of the Committee members. In situations where a consensus cannot be reached on an issue, the Committee shall table the issue until at least the next Committee meeting, and shall elect to either (a) defer the issue to more senior industry and government representatives, or (b) defer the issue until the next meeting of the Committee for a formal vote.

Subject to the provision regarding resolutions in writing, no vote may be taken on an issue for which advance notice of the vote has not been given. Information shall be provided to Committee members prior to the meeting at which a formal vote shall be taken in order to permit representatives to make a reasoned decision. At a subsequent Committee meeting for which the minimum quorum requirements for voting at such meeting have been met, a resolution to approve a Committee recommendation shall be considered valid if not less than 75% of Committee members' representatives present at the meeting in person or by proxy vote in favor of such resolution. Failure of a member's representative(s) to attend a meeting at which a vote is taken (or to sign a written consent resolution in lieu of a meeting) shall not be reason to challenge a Committee decision. A resolution in writing distributed to all 12 Committee member representatives and signed by not less than 9 of these representatives, to include not less than 3 member representatives of the Forest Industry (AFPA and non-AFPA), not less than 3 member representatives of the Oil and Gas Industry (CAPP, OSI and CAGC) and not less than 2 member representatives of other industry or utility participants (CAC, CEPA, ASGA and Electrical Utilities Industry) shall be as valid as if it had been passed at a duly constituted meeting of the Committee. In circumstances where there is a non-unanimous vote on an issue (all issues being recommendations to the government of the Province of Alberta), any votes against the matter shall be recorded and added to the Committee's report to the Provincial government, which can include formal reasons for dissent if submitted in writing by the member(s) voting against the matter to the Chair of the meeting within five (5) days of the vote (or written resolution in lieu thereof). It is understood by all Committee members that the Provincial government may elect to ignore the Committee's recommendations, even if unanimously approved.

3. Meeting frequency and quorum

Meetings of the Committee shall be planned and scheduled on a quarterly basis, with not less than two meetings per year to be held notwithstanding scheduling conflicts of some member representatives. TDA table updates and issues relating to the application of TDA tables shall be dealt with at not less than one meeting of the Committee each year (but can be addressed at any Committee meetings). At the commencement of every meeting, the chair shall determine if a quorum of members is present should a formal vote be scheduled for the meeting. Quorum shall consist of not less than eight (8) of the twelve (12) voting member representatives being in attendance, in person or by proxy. At any meeting at which a formal vote is to be taken, not less than 3 representatives in attendance at such meeting shall represent Oil and Gas Industry members (CAPP, OSI and CAGC), not less than 3 representatives shall represent the Forest Industry (AFPA and non-AFPA) and government's ex-officio representative must also be in attendance.

Proxies for member representatives may be submitted prior to the meeting in question being called to order, and can include an alternate individual not currently serving as a member representative should the meeting's Chair receive a written proxy or other written notice of appointment from the member representative in question appointing such alternate in form acceptable to the Chair. Notwithstanding the foregoing, even in the absence of any formal proxy or appointment being submitted, for those members entitled to multiple representatives on the Committee, the member's representative(s) in attendance at the meeting, in the absence of other representative(s) of such member, may cast all votes for which such member is entitled (e.g., a sole CAPP representative in attendance would have 2 votes and one or two AFPA members in attendance would be permitted to cast all 3 AFPA votes).

The Alberta government shall directly or indirectly (via consultants engaged by the Committee) call meetings of the Committee on not less than seven (7) days' notice, by mail, facsimile transmission, electronic mail or otherwise, and it shall be the responsibility of each member to ensure its representative(s) is or are aware of an upcoming meeting and to send its representative(s) or their alternate(s) with written evidence of appointment) to the meeting, preferably in person, or to make arrangements to participate in the meeting remotely via telecommunications link. Member representatives may participate in a meeting of the Committee by means of such telephone or other telecommunication facilities that permit all persons participating in the meeting to hear each other, and any member representative participating in a Committee meeting by such means, upon prior notice to and the consent of the Chair, is deemed to be present at the meeting. Members should (and are encouraged to) advise other members, AEP or AAF, and the consultants which may be retained by the Committee, from time to time, of any changes to their representative(s) and contact information.

F. Reporting

The Alberta Joint Energy/Utility and Forest Industry Committee will regularly prepare reports for the associations and company partners including:

- Letter/report describing updated TDA tables and related analysis.
- Meeting records.
- Reports and information letters as required.