

AQUATERA UTILITIES INC.

HUMAN RESOURCES COMMITTEE CHARTER (HRC)

A. Mandate of the HRC

The HRC is empowered by the Board to review key compensation and human resources policies for the Company and, in that connection, to ensure that such policies provide total compensation which is competitive in the marketplace. The HRC measures competitiveness by reference to data from a comparator group of companies with which the Company competes for executive talent. The HRC's mandate includes making recommendations regarding compensation of the CEO, discharging of the Board's responsibilities regarding equity-based and incentive compensation plans of the Company's employees, reviewing and recommending key human resources policies and programs of the Company and reviewing the executive management succession and development plans.

The CEO is responsible for overall management of the Company's human resources including the human resource strategy and the assessment of its effectiveness and all hiring and terminations of Company employees. Through its collective experience, the HRC may also provide input and advice to the CEO and management on human resource matters.

B. Duties and Responsibilities of HRC

The HRC shall have the following specific duties and responsibilities:

1. Role of the CEO and Evaluation of the CEO's Performance
 - (a) review and recommend to the Board proposed changes to the role and responsibilities of the CEO;
 - (b) review and recommend to the Board the CEO's annual goals and objectives;
 - (c) evaluate the CEO's performance in relation to those goals and objectives and recommend to the Board the CEO's compensation in relation to that evaluation.
2. Human Resources Policy
 - (a) review and recommend to the Board proposed changes to major human resources policies.
3. Appointment of the CEO
 - (a) review and recommend to the Board for approval, appointments to the position and office of the CEO, the CEO's compensation including any employment or employment related agreements;

4. Compensation

- (a) establish and recommend to the Board for approval the Company's compensation philosophy;
- (b) subject to the terms of the CEO contract, annually by the end of April, review and recommend to the Board for approval the salary, short-term incentives, long-term incentives, benefits and other compensation for the CEO, based on the evaluation of the CEO's performance, relative shareholder returns, and considering other relative and comparable data, including data for the Comparator Group
- (c) review and recommend to the Board for approval termination payments for the CEO;
- (d) review the approach to setting salaries, short-term incentives, long-term incentives, benefits and other compensation for the CEO's direct reports taking into consideration, performance, contributions to the Company, shareholder returns, and other relative and comparable data, including data for the comparator group – providing feedback to the CEO;
- (e) review the termination payments or other provisions for the CEO's direct reports;
- (f) review and approve the Company's annual salary planning guidelines, targets and goals for the Company's incentive compensation plans and applicable comparator groups.
- (g) review and recommend annually the compensation of the Board Chair, the Committee Chairs' and directors' compensation.

5. Pension and Other Benefits

- (a) review and recommend to the Board for approval any amendments to the Company's externally managed Employee Retirement Pension Plans or similar plans (other than statutory changes as advised by the administrators of such plans). Benefit amendments resulting in additional financial expenditure will also be reviewed by the ARC for approval by the Board;
- (b) together with the ARC, review annually and as required the overall governance of the Company's externally managed Pension Plans and approve the broad objectives of the plan(s) and any material changes to the plan(s) and report to the Board annually.

6. Organization Change, Management Development and Succession Planning

- (a) In consultation with the CEO, review and recommend to the Board for approval major changes to the structure and organization of senior management functions;
- (b) establish and review the succession and development plans for the CEO, CFO, COO and other key management positions and report to the Board annually;
- (c) Monitor and report to the Board on corporate Key Strategic Objectives developed by Management.

7. Health and Safety Matters

The HRC shall:

- (a) review and evaluate with management the existing health and safety practices and procedures of the Company and its subsidiaries for compliance with applicable laws, conformity with industry standards, and prevention or mitigation of losses;
- (b) review with management the health and safety policies of the Company and its subsidiaries, to benchmark such policies against industry standards and best practices, to ensure that such policies are being effectively implemented;
- (c) review the effectiveness of the response by the Company or its subsidiaries, as the case may be, to health and safety issues, including the compliance with statutory and regulatory requirements and to review the Company's safety results against industry standards and peers;
- (d) review and consider reports and recommendations issued by the Company and its subsidiaries or by an external party relating to the health and safety issues, together with management's response thereto;
- (e) review with management and make recommendations to the Board as appropriate on the health and safety policies and procedures of the Company, compliance initiatives and any other matters relating to environment, health and safety it considers relevant;
- (f) review with management public policy proposals or regulations relating to health and safety and discuss with management the potential impact and application of such policies on the Company.

8. Powers of the Committee

- (a) The Company's goal and intention is to comply with the laws, rules and regulations by which it is governed. In fact, the Company strives to comply not only with requirements of the law but also with recognized compliance practices and ethical standards. The HRC shall ensure that the Company's Human Resource practices and procedures comply with the same.
- (b) The HRC may, at the request of the Board or on its own initiative, investigate such other matters as it considers necessary or appropriate in the circumstances.

9. Report to the Board

The HRC shall:

- (a) Act in an advisory capacity reporting to the Board on matters reviewed and make recommendations for approval as appropriate.

10. Review of Charter and Evaluation of Committee

The HRC shall evaluate its performance and review and assess the adequacy of its Charter annually or otherwise, as it deems appropriate and propose changes to the Governance and Environment Committee and the Board for approval.