Fourteen Island and Mink Lakes Watershed Association

Annual General Meeting

August 2, 2025

Minutes

Attendance:

Richard Nageleisen (President), Claire Zanetti (Vice President), Karen DeLuca (Treasurer),

Shauna Peart (Secretary), Joe Buckley (Director), Sue Pine (Director), Craig Pettis (Director)

A sign-in sheet was circulated. A total of 54 members were present. A copy of the attendance sheet is held on file with the Secretary

Meeting called to order at 11:10am

1. Welcome by FIMLA President Richard Nageleisen -all members welcomed -a sincere thank you to our hosts John and Wendy Bakker

2. Approval of 2024 AGM Minutes (published in Spring 2025 Newsletter)

Motion to approve the 2024 AGM Minutes

Moved by: Curtis Armstrong

Seconded: Ian MacKay

Discussion: none

Decision: Motion Approved

3. Fundraising Update:

a. Golf Tournament Final Report (Karen DeLuca) -4th & final FIMLA Golf Tournament held in June: see Appendix A for full Financial Statement -other fundraising ideas: car rally, poker run - members who are interested in taking the lead please contact the FIMLA Executive (secretary@fimla.ca)

b. Fire Blanket Fundraiser Final Report (Sue Pine) -240 blankets sold, total profit $2330 -a big thank you to Jamie Kreik who supplied all of the blankets at cost

4. Dam Project Report

Notes Shared by R. Nageleisen:

a. The project was completed on time and on budget: fall weather was perfect for the work (low water levels, dry weather) - thanks to Josh Doornekamp & Aarde Construction crew

b. Slight changes were made to accommodate requirements discovered during deconstruction: spring water infiltration and site dewatering, deterioration worse than expected

c. Changes to the original design were made resulting in savings that could be covered within budget (shotcrete vs poured in place concrete – stronger and faster solution to implement)

d. Remaining costs will be for final warranty inspection by our Project Manager and any remedial deficiency corrections; to be carried out in November

e. Subject to final invoicing and deficiency work, if required, final cost of implementation including the construction road is $254,610.86

f. Because of the speed, efficiency of project delivery, the lack of significant issues to be resolved and on-site oversight by FIMLA Board members, Project Management costs for implementation were only a little over half of what was estimated, resulting in predicted savings of approximately $16K.

g. Total project delivery cost will be approximately $325K, subject to final inspections

h. Note that our fund-raising initiatives brought in approximately $364K.

i. We will speak to the allocation of the surplus funds in the next item of business

Discussion:

Question: Has there been a change in elevation of the dam and can the construction planning drawings be shared with the membership?

Response: The dam was built to exact Ministry of Natural Resources (MNR) specifications:

overflow height is exactly what it was before. Size and support of weir were accommodated to meet MNR requirements; height of stop logs is prescribed by MNR and Napanee Region

Conservation Area in a letter to the property owners [dated August 18, 1981]. One of the families/property owners has been given responsibility by MNR to maintain lake level/adjust stop logs.

Question: Is the sluice longer than it was before (this would slow down the ability to lower lake levels in springtime)?

Response: The length of sluice was based upon a 100 year analysis of ice/water; MNR required extensions to the sluice so that in the event of ice/water loading the dam cannot be overturned

Question: Could there be consideration to installing an adjustable gate [control gate] to

facilitate lowering the lake levels in the spring?

Response: This would require another hydrological study as the implications are not just to

Fourteen Island Lake [Clarification to minutes as per RN: It would also require revisiting the

dam/water level management direction as set out by the MNR in their letter of 1981]

Question: Was the dam designed to have water flowing over the top of it?

Response: Yes.

Response by the FIMLA member who typically assumes responsibility for the stop-logs: the

member indicated that he had thought MNR was taking over this year, that is why water was so high in the spring of 2025: he did not know if he still had the authority to do so. When he found out that he could adjust stop logs as per usual for spring lake levels he did so: the level that lake is at now will be maintained throughout the winter. The member will continue to assume responsibility for stop logs as per MNR direction. Suggestion by FIMLA President to have MNR review [and renew] letter.

Question: Can FIMLA post letter MNR letter online?

Response: The letter is not addressed to FIMLA: it is addressed to and in the possession of the property owner [it can be shared at his discretion with other members].

Question: How long will the dam last?

Response: FIMLA needs to maintain a reserve fund to support regular maintenance and inspection, so that the entire dam does not need to be repaired/replaced again (suggestion of approx 30% of value of the dam): the dam should last 50-100 years with no significant deterioration if it is maintained appropriately on a regular basis.

Question: Who would do the inspections?

Response: FIMLA Executive would need to look into this - the engineering firm who did Project Management would be one option. An inspection every few years would be approximately $500-$1000 [Clarification to minutes as per RN: based on cost estimates for site visits in the project PM cost proposal].

Question: Why would Quinte/Township not be recruited to inspect the dam?

Response: Quinte Conservation Authority is not currently interested in being involved in the dam at this point; the South Frontenac Township has fulfilled their responsibility [of providing funding]. [Clarification to minutes as per RN: Furthermore, while periodic (annual) visual inspections can be done by the parties who own the dam and FIMLA, substantive inspections should be completed by qualified technical authorities.]

Question: Would it not be prudent to have a neutral party inspect the dam?

Response: Yes: the engineering firm who did the Project Management are expert, have all

drawings & specifications for dam [and would be an appropriate, neutral party]

MOTION: to establish a reserve for the dam (FIMLA Executive will determine amount) and

that there be a regular., formal inspection (approx every 5 years/as needed - FIMLA executive will determine who will do the inspection). [It was clarified by RN following the meeting that although not explicitly stated in the motion, the formal inspection would need to be “approximately every 5 years or as recommended by a competent technical authority.”]

Moved by: Jim Pine

Second by: Anne Tucker

DISCUSSION:

It was pointed out that a decision about who will conduct the formal inspections does not need to occur today; FIMLA Executive will determine this, and will seek insights/advice from the Quinte Conservation Authority and the Township [and the project engineers/Project managers].

Question: Can the inspection reports be made accessible to members?

Response: Yes. As well, it is suggested to have annual, informal report about the condition of the dam by the member who maintains the stoplogs, in addition to a formal inspection approximately every 5 years

Question: Would the fees for the inspection come out of the regular FIMLA operating budget, or from the reserve for emergency repairs?

Response: The cost of inspections should come out of operating budget; amount of emergency fund to be determined by executive

DECISION:

Motion approved.

5. 2024 Financial Report and 2025 Proposed Budget (Karen De Luca) -see Treasurer Report from Spring 2025 Newsletter (Appendix B) -approximately $50 200 in account currently

MOTION: to accept Financial Report as per Spring 2025 Newsletter

Moved by: Joe Buckley

Seconded by: Sue Pine

DECISION:

Motion approved.

Question: When will members be provided with the current budget?

Response: Budget for 2026 will be determined by Executive in Fall, and presented to

membership for review in the Spring 2026 Newsletter [and will be subject to approval at the

2026 AGM].

Question: Other than normal FIMLA operations, are there any special projects anticipated?

Response: No: other than finishing off on dam expenditures, moving into 2026 no special expenditures are anticipated.

Question: With $50 000 in the bank: what is the plan for the surplus?

Response: We will be discussing further on agenda

A member voiced that he had a special motion regarding an expenditure. The member, whose property is located closest to the dam at the end of Willy's Lane East, raised concerns about road conditions following the restoration of the dam. He stated that construction vehicles caused damage, making properties temporarily inaccessible. He acknowledged that the contractor subsequently added gravel to restore access. The member further stated that additional damage occurred in October. He referenced the 2024 AGM where he raised a concern about road repairs and indicated that the FIMLA Past President had assured him that the repairs would be addressed through the contractor's agreement. The member also noted that he had sent a letter to the current FIMLA President and received a response that FIMLA considered the responsibility for damages to rest with the contractor, not with FIMLA.

MOTION to repair Willy's Lane East: Whereas the FIMLA Representative, Richard Nageleisen made written warranties to Willy's Lane Property Owners that the section of Willy's Lane East would be "in much better condition than when we started (July 22, 2024)." It is not - it is far worse, in spite of repeated efforts to repair the road. Whereas FIMLA has reported a budget surplus of $50 200, directly attributed to the donations and money raised specifically in support of the dam restoration project, including the construction of the dam access road, I hereby move that FIMLA allocate up to $6000.00 towards the repairs to Willy's Lane East, based on mutual agreement of a FIMLA and Willy's Lane East representative.

Moved by: Tim Brown

Seconded by: Dave Babcock

Discussion:

D. Babcock (seconder) suggested that basic remediation—such as pothole filling and road

leveling—would be sufficient and stated his understanding that the contractor had been

expected to leave the road in good repair.

Question: Is it agreed that the road is currently in worse condition than before construction? Is

there any proof or documentation to support the motion?

Response: Video evidence taken before and after construction shows the road was left in

improved condition last fall. It was noted that subsequent deterioration could be attributed to regular local traffic [in the late fall and over the winter], and that gravel had been added to the area in question by both by the contractor and by a Willy's Lane resident. T. Brown (mover): stated he had correspondence from one of the workers from the construction crew suggesting the road would "never be the same." [This claim has not been independently verified or supported by documentation.] Response: The road was already in poor condition prior to construction and improvements were made at that time—including the addition of gravel from the hill to the first rise and at the junctions of Willy's Lane East and Oliver's Lane and the construction access road. R. Nageleisen referenced a video taken in November showing the road in good condition post-construction. A member stated that while the road remains passable, in her view it is not in the same condition as in September 2023.

Response: It was reiterated that remediation work had been done where concerns were

identified. The member then proposed that some of the displaced clay be graded back onto the road's surface to improve passability.

D. Babcock (seconder): Noted that two residents of Willy's Lane East had previously undertaken grading and repairs, which temporarily improved conditions, but the road has since deteriorated. He expressed a desire for restoration to its pre-construction state. T. Brown (mover): Expressed frustration at what he perceived as resistance by the FIMLA Executive and questioned why funding for repairs was being withheld. [No consensus was expressed by the broader membership in support of this view.] A member emphasized the importance of the conversation but stressed the need for resolution and questioned how best to move forward on this concern. Another member raised a caution, stating that many FIMLA members might not feel well-informed enough to vote on the matter and suggested it might be more appropriate for the Willy's Lane Road Association and directly impacted landowners to handle the issue.

Response: It was clarified that the Willy's Lane Road Association's (WLRA) responsibilities extend only to the corner of Cousin's Lane and Willy's Lane, through to the boat launch. Beyond that, regular road maintenance is not under the jurisdiction of the WLRA. It was also noted that in addition to construction activity, winter use by residents contributed to the deterioration of East Willy's Lane. Gravel was added to this area as part of remediation efforts. It was noted that further surface scraping would not provide a long-term solution for Willy's Lane East [which was in poor condition prior to the construction of the dam]. T. Brown (mover): Maintained that not all sections of Willy's Lane East were addressed and

cited areas where clay had built up along the road edges. He acknowledged that the contractor had delivered gravel to Willy's Lane East.

Response: Clarification that the section of Willy's Lane East under discussion is the section that

extends from the foot of the boat launch hill to the base of the large hill [T. Brown concurred] A member acknowledged the significant time the executive had spent on this issue and proposed voting on an allocated sum to resolve the matter and close the discussion between FIMLA Executive and T. Brown (mover) permanently. Another member recommended that T. Brown (mover) obtain a competitive quote and bring it to the FIMLA Executive for review before any funds are committed. Another member expressed support for a one-time payment of up to $5,000 to support

resolution: he emphasized that this would not imply that that FIMLA accepts any responsibility for any road damage, and that T. Brown (mover) would then cease his communication with FIMLA Executive regarding this issue.

Response: T. Brown was asked by R. Nageleisen if he would be willing to withdraw his current motion in favor of a new motion for compromise. T. Brown declined. A member suggested that a new motion be made to allocate up to $6,000 toward work on Willy's Lane East. Another member recommended that any such allocation be framed as a one-time donation to impacted property owners, explicitly stating that FIMLA has no ongoing responsibility for this section of the road. Another member pointed out that T. Brown's motion would first have to be voted on and defeated.

DECISION:

Motion by T. Brown defeated.

A member proposed a new motion to address the issue of ameliorating road conditions on Willy's Lane East.

ORIGINAL MOTION: that FIMLA make a one time donation of up to $5000 to resolve the issue at hand in the Willy's Lane East area and that all parties sign off to agree that this permanently resolves the issue.

Moved by: John Bakker

(no seconder)

Discussion:

Question: How much will it cost to repair [the section of Willy's Lane East]?

Response: Material cost of repairing Willy's Lane did not exceed $5000 (without labour).

AMENDMENT #1: that FIMLA make a one time donation of up to $6000 to resolve the issue at hand in the Willy's Lane East area and that all parties sign off to agree that this permanently resolves the issue.

Moved by: John Bakker

Seconded by: Sue Pine

Discussion:

A member suggested that the wording of the motion be amended to from "up to" to "$6000"

AMENDMENT #2 (FINAL MOTION): that FIMLA make a one time donation of $6000 to resolve the issue at hand in the Willy's Lane East area and that all parties sign off to agree that this permanently resolves the issue.

Moved by: John Bakker

Seconded by: Sue Pine

Discussion:

Question: Where does the $6000 come from?

Response: [The dam restoration project has surplus funds that will cover this unanticipated dam restoration expense.] R. Nageleisen expressed that he is confident that this will allow T. Brown to do what he hopes to do, and that a cheque will be issued in his name with the understanding that D. Babcock and other Willy's Lane East property owners will be included in discussions with T. Brown about how the funds will be allocated.

DECISION:

Motion approved.

6. Audit or review engagement of FIMLA's financial year

Notes read by Richard Nageleisen:

a. We have an issue that is yet unresolved as to whether or not we need to do an audit or review engagement on the Association's finances for 2024 as a result of Public (read South Frontenac Township) the funding we received for the dam. This will require some detailed explanation which I will try to present as a synopsis of the intense detail that is involved.

b. As many of you will know, FIMLA is incorporated as a Not-For-Profit corporation under the Ontario Not-for-Profit Corporations Act (ONCA).

c. Under the Ontario Not-for-Profit Corporations Act (ONCA), a public benefit corporation (PBC) is either a charitable corporation or a non-charitable corporation that receives significant public funding. Non-public benefit corporations, on the other hand, are not charitable and do not receive substantial public funding. The key difference lies in the focus and funding sources, with PBCs having stricter rules regarding their governance and financial management.

d. FIMLA is further categorized as a "Non-public benefit" corporation under the definition above under normal circumstances. The rules for financial administration and audit for our type of corporation are more lenient but certain conditions apply.

e. If a corporation is not a public benefit corporation and has annual revenue of more than $500,000, its members can waive the requirement to have an audit but must conduct a review engagement. Similarly, if this type of corporation has annual revenue of $500,000 or less, its members can waive both an audit and a review engagement. Refer to section 76 of ONCA (See Appendix C)

f. So I submit to the members of FIMLA the following:

i. The total revenues received by FIMLA in 2024 do not exceed the $500K limitations requiring an audit or review engagement of our financial statements.

ii. That the nature and amount of the revenues received by the Association are a one-time anomaly attributable to the 14 Island Lake Dam Reconstruction Project.

iii. Given this anomaly, it is my recommendation to the FIMLA members to approve an extraordinary resolution to wave an audit and review engagement of the FIMLA financial statement for 2024 with the proviso that the FIMLA Board will complete a full and detailed 2024 financial statement upon completion of the Warranty period in November 2025 for the 14 Island Lake Dam Reconstruction Project.

DISCUSSION:

Question: What is the estimate of what an audit/review engagement would cost?

Response: Up to $10 000.

Question: Could we make simply make a motion to cover 2024 & 2025 [member indicated that he has experience with this due to his line of work, trusts the FIMLA Executive and is fine with waiving an audit or review engagement]?

MOTION: to forego any kind of audits or review engagement for 2024-2025 with the proviso that the FIMLA board will produce a detailed financial statement.

Moved by: Tim Lloyd

Seconded by: Joe Buckley

DISCUSSION:

Question: Are all FIMLA assets with one institution?

Response: Yes.

A member suggested that without a certified accountant preparing statement, a letter from the financial institution would need to be procured and attached to the financial statement prepared by FIMLA Executive. T. Lloyd (mover) pointed out that this would simply need to be a copy of a bank statement: no special letter from a financial institution is required.

DECISION:

Motion approved.

7. Future FIMLA Activities

A member suggested that we should be trying to recruit more members to our organization and that we should look for environmental opportunities in our area and ask existing and future members what those things might be

Response: Lake Ecosystem Report [Lake Stewardship Plan - prepared by FIMLA President Gord Rodgers in 2010] may be a source for this: we could look at following up on his

recommendations A member noted that his previous lake association participated in various eco-initiatives (e.g., water testing): FIMLA has been focused on the dam restoration project, but now can focus on other issues

Response: Joe Buckley (FIMLA Director) pointed out that FIMLA has participated in the FOCA Lake Partner program for a long time (lake sampling); there used to be a lake ecosystem advisory committee run by the Township; he is open to suggestions for more things to do for water quality testing.

Further discussion of Future FIMLA Activities tabled due to time.

8. Election of Board – New Members -Shauna Peart is stepping down from the position of Secretary: any interested FIMLA members are invited to reach out to a member of the FIMLA Executive. -Kim St. Onge has put forward her name to join the board as a Director, but not as Secretary

MOTION: that Kim St. Onge be approved as a new board member

Moved by Richard Nageleisen

Seconded by Claire Zanetti

Decision:

Motion Approved

9. Other Business

a. Boat Launch: A concern has been raised by one of our members about the potential loss of use of the boat launch due to the recent developments in the resolution of the Trousedale estate. There is a likelihood that the property, including the boat launch will be sold in the next year or so: it stands to reason that the status of the boat launch and our access to it could change. FIMLA Executive is following this situation with a representative of the Trousedale estate and will inform the Membership when there is something definitive to report. At this point there is no change to our ability to use the boat launch. A reminder that anyone who launches their boat is asked to make a $35 donation to the Willy's Lane Road Association - e-transfers to willyslane14@gmail.com or contact Sue Pine, FIMLA Director, with questions

b. Welcome to New Lake Members

i. Ian and Sheri Irving (Mary and Geoff)

ii. Kathy and Jerry Archer (Purtell's)

iii. Kathryn & Paul Hess (first time attending AGM)

iv. Ryan & Owen (Morey Family)

v. Brent Spriggs

vi. Ian and Amelia Mills (VanNest's)

A member commented that she felt it was important to point out that the FIMLA Executive is a board of volunteers who are donating significant amounts of their personal time and energy to support the various initiatives and that their work should be appreciated and acknowledged by the membership.

10. Motion to Adjourn:

Moved by: Ian MacKay

Seconded: Jim Pine

Decision:

Motion approved.

Meeting adjourned at 12:50pm

Appendix A

ONCA Section 76 Other Corporations states:

i. (2)Members of a corporation other than a public benefit corporation may pass an extraordinary resolution,

(a) to have a review engagement instead of an audit in respect of the corporation's financial year if the corporation had annual revenue in that financial year of more than $500,000 or such other prescribed amount; or

(b) to not appoint an auditor and to not have an audit or a review engagement in respect of the corporation's financial year if the corporation had annual revenue in that financial year of $500,000 or less or such other prescribed amount. 2010, c. 15, s. 76 (2).

ii. Validity of resolution

(3) An extraordinary resolution passed under this section is valid until the next annual meeting of the members. 2010, c. 15, s. 76 (3).

iii.

Definition

(4) In this section,

"extraordinary resolution" means a resolution that is,

(a) submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast, or

(b) consented to by each member of the corporation entitled to vote at a meeting of the members or the member’s attorney. 2010, c. 15, s. 76 (4).