



**Special Council
Monday, June 6, 2016**

Place: Anderson Room
Richmond City Hall

Present: Mayor Malcolm D. Brodie
Councillor Chak Au
Councillor Derek Dang
Councillor Carol Day
Councillor Ken Johnston
Councillor Alexa Loo
Councillor Bill McNulty
Councillor Linda McPhail
Councillor Harold Steves

Corporate Officer – David Weber

Call to Order: Mayor Brodie called the meeting to order at 4:08 p.m.

RES NO. ITEM

RICHMOND OLYMPIC OVAL

**1. UNANIMOUS CONSENT RESOLUTIONS OF THE SHAREHOLDER
OF RICHMOND OLYMPIC OVAL CORPORATION**

(File Ref. No.: 01-0060-20-ROVA1, Xr: 03-1200-09) (REDMS No. 5024576; 5030774; 5031485;
5042228)

In response to queries from Council, John Mills, Chief Operating Officer, Olympic Oval Corporation (OOC), George Duncan, Chief Executive Officer, OOC, and Michael O'Brien, Chair, OOC Board, commented that (i) Board and committee meetings are held as needed and on average there are approximately three meetings every six to eight weeks (ii) copies of all annual reports for the last eight years are made available online and (iii) new programs and growth incurred higher salary costs last year and are reviewed by the Board to ensure that increased costs are offset by increased revenues and new programming.



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SP16/1-1 It was moved and seconded

RESOLVED THAT:

(1) *the Shareholder acknowledges and confirms the previous receipt of financial statements of the Company for the period from January 1, 2015 to December 31, 2015, together with the auditor's report on such financial statements, which financial statements were approved by the Company's board of directors on April 28, 2016 and presented to the Shareholder at the Finance Committee meeting of Richmond City Council on May 9, 2016;*

(2) *Subject to paragraph 3. below, the Articles of the Company be amended by:*

(a) *deleting Article 13.2 and substituting therefore the following as a new Article 13.2:*

"13.2 Composition of the Board

As soon as is reasonably practicable after these Articles come into effect and thereafter, the Company's board of directors will have a number of directors determined, from time to time, by an ordinary resolution of the shareholders, except that the number so determined must be not less than three and not more than 13 directors, and the directors will be persons determined by the shareholders to have the skills, competencies and experience necessary to fulfill their obligations to the Company."

(b) *deleting Article 13.3 and substituting therefore the following as a new Article 13.3:*

"13.3 Director Position Vacancies

The number of Directors and composition of the board is determined by Article 13.2. Subject to Articles 13.2, 14.4.1 and 14.6.1, the shareholders will, subject to the Business Corporations Act, remove, elect or appoint the directors as necessary to maintain in place a board that meets the size and composition requirements of Article 13.2."



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(c) *adding immediately after Article 14.4 the following as a new Article 14.4.1:*

“14.4.1 Additional Directors

Notwithstanding Articles 13.2 and 13.3, between annual general meetings, or unanimous resolutions contemplated by Article 10.2, the directors may appoint one or more additional directors, but the number of additional directors appointed under this Article 14.4.1 must not at any time exceed one-third of the number of the current directors who were elected or appointed as directors other than under this Article 14.4.1. Any director so appointed ceases to hold office immediately before the next election or appointment of directors under Article 14.1, but is eligible for re-election or re-appointment.”

(d) *adding immediately after Article 14.6 the following as a new Article 14.6.1:*

“14.6.1 Directors May Fill Casual Vacancies

Any casual vacancy occurring in the board of directors may be filled by the directors.”

(3) *the amendments to the Company's Articles approved herein shall take effect upon deposit of both a copy of this resolution duly signed by an authorized signatory of the City of Richmond; AND a written consent to these amendments from the office of the Inspector of Municipalities, at the Company's records office;*

(4) *in accordance with Article 14.1 of the Company's Articles, the persons whose names will be announced at this Annual General Meeting; and each of whom has consented to act as a director, are hereby elected as directors of the Company, to hold office for the term ending immediately prior to the election of appointment of directors at the annual general meeting held in 2018:*

	<u>Name</u>	<u>Term</u>
(1)	Edward Michael O'Brien	2018



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- (2) *Dennis Skulsky* 2018
- (3) *George Duncan* 2018
- (4) *Moray Keith* 2018
- (5) *Umendra Mital* 2018
- (6) *Peter German* 2018
- (7) *Tony Kwan* 2018
- (8) *Gail Terry* 2018
- (9) *Dan Normura* 2018
- (10) *Lisa Cowell* 2018
- (11) *Walter Soo* 2018
- (12) *Gary Collinge* 2018

- (5) *KPMG LLP be appointed as auditors of the Company until the next annual reference date of the Company or until a successor is appointed, at a remuneration to be fixed by the directors;*
- (6) *the 2015 Annual Report of the Company is hereby received; and*
- (7) *June 6, 2016 be and is hereby selected as the annual reference date for the Company for its current annual reference period.*

CARRIED

LULU ISLAND ENERGY COMPANY LTD.

2. UNANIMOUS CONSENT RESOLUTIONS OF THE SHAREHOLDER OF LULU ISLAND ENERGY COMPANY LTD.

(File Ref. No.: 01-0060-20-LIEC1, Xr: 03-1200-08) (REDMS No. 4572574; 5005245; 4572696; 5042176; 5042185)



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SP16/1-2 It was moved and seconded

RESOLVED THAT:

- (1) *the shareholder acknowledges that the financial statements of the Company for the period ended December 31, 2015, and the report of the auditors thereon, have been provided to the shareholder in accordance with the requirements of the British Columbia Business Corporations Act;*
- (2) *all lawful acts, contracts, proceedings, appointments and payments of money by the directors of the Company since the last annual reference date of the Company, and which have previously been disclosed to the shareholder, are hereby adopted, ratified and confirmed;*
- (3) *the number of directors of the Company is hereby fixed at 5;*
- (4) *the following persons, each of whom has consented in writing to act as a director, are hereby elected as directors of the Company, to hold office until the next annual general meeting of the Company or unanimous resolutions consented to in lieu of holding an annual general meeting, or until their successors are appointed:*

Cecilia Maria Achiam
Jerry Ming Chong
George Duncan
Robert Gonzalez
John David Irving
- (5) *KPMG LLP be appointed as auditors of the Company until the next annual reference date of the Company or until a successor is appointed, at a remuneration to be fixed by the directors; and*
- (6) *April 30, 2016 is hereby selected as the annual reference date for the Company for its current annual reference period.*

CARRIED



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ADJOURNMENT

SP16/1-3

It was moved and seconded
That the meeting adjourn (4:12 p.m.).

CARRIED

Certified a true and correct copy of the
Minutes of the Special meeting of the
Council of the City of Richmond held on
Monday, June 6, 2016.

Mayor (Malcolm D. Brodie)

Corporate Officer (David Weber)