

February 5<sup>th</sup> 2018

**BY EMAIL & MAIL**

TO: Calgary Regional Partnership Board of Directors

**RE: 21-DAY NOTICE OF GENERAL ASSEMBLY**

On February 2<sup>nd</sup>, 2018, the CRP Board of Directors met to consider the future of the Calgary Regional Partnership. A number of important decisions were made at that meeting, please see the attached Report for full details. Two of the critical decisions made unanimously were as follows:

- *That the Board of Directors set the General Assembly date, and the resulting cessation of CRP business and operations to February 28, 2018.*
- *That Notice to Member Municipalities for the February 28<sup>th</sup> General Assembly be provided on February 5<sup>th</sup>, satisfying the 21-day required notice period, and indicating that approval by special majority, or 75% of CRP's 11 members, is required.*

**Therefore, this letter serves as formal 21-day notice to the Board of Directors to hold a General Assembly on February 28<sup>th</sup>**, at which time a decision will come forward for a special majority vote (or 75% of CRP's 11 members) to voluntarily wind down operations as of February 28<sup>th</sup>.

Please note that we require 1 member from each municipality to attend the General Assembly, and that your municipality may assign any member of council (not required to be appointed at a council meeting). Following the General Assembly, the Calgary Regional Partnership will cease to operate. This includes the Board, all operations and staffing.

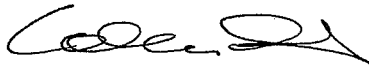
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The location for the General Assembly is currently being determined, and an invite with details will follow shortly to the Board, alternates and CAOs. The Assembly will be an evening dinner meeting, as requested by the Board. **The sole purpose of the General Assembly meeting will be to make the following decisions as recommended unanimously by the Board on February 2<sup>nd</sup>:**

- *That pursuant to section 254 of the Companies Act the General Assembly approve, by special resolution of no less than 75% in favor, that the Calgary Regional Partnership Incorporated voluntarily wind up business as of February 28, 2018.*
- *That the General Assembly appoint Sharon Plett, independent contractor, to serve as Liquidator to wind up the final affairs and assets of the company and distribute residual financial assets to the CMRB.*

Finally, as discussed at the February 2<sup>nd</sup> Board meeting the CRP will be putting together a communications piece and press release that will be delivered as an organization to the public within the next few days. This communication will also be distributed to the Board to assist in providing consistent messaging.

Yours truly,



COLLEEN SHEPHERD  
Executive Director

## **CRP Board of Directors Board Report**

**Date:** February 2nd, 2018  
**Location:** Cochrane RancheHouse

February 2<sup>nd</sup> Agenda Package:  
**2018-02-02 Board Agenda Pkg**

### **OPENING ITEMS**

The following Minutes were approved as presented in the agenda package:

- December 15<sup>th</sup> 2017 Board Minutes
- January 17<sup>th</sup> 2018 Board Retreat Notes

### **DECISION ITEMS**

2017/18 CORE GRANT & ADJUSTED TIMELINE FOR VOLUNTARY WIND-UP OF CRP

***Motion that:***

- 1. That the Board of Directors set the General Assembly date, and the resulting cessation of CRP business and operations to February 28, 2018***
- 2. The Board approve that an estimate of the 2017-18 core grant funds required to fund CRP 2017-18 operations, including wind up costs, shall be calculated and the estimated unused portion of the 2017-18 core grant funds be returned to Municipal Affairs on or before March 9, 2018 – following the approval of the GA for the Voluntary Wind up of CRP.***
- 3. The Board appoint Sharon Plett, independent contractor, to serve as Liquidator to wind up the final affairs and assets of the company and distribute residual financial assets to the CMRB***
- 4. That Notice to Member Municipalities for the February 28<sup>th</sup> GA be provided on February 5<sup>th</sup>, satisfying the 21-day required notice period, and indicating that approval by special majority, or 75% of CRP's 11 members, is required***
- 5. The CRP Board recommend to the General Assembly that pursuant to section 254 of the Companies Act, that the General Assembly approve, by special resolution of no less than 75% in favor, that the Calgary Regional Partnership Incorporated voluntarily wind up business as of February 28, 2018***

***Moved by Mayor Craig Snodgrass, carried unanimously.***

#### CRP ASSET DISTRIBUTION PLAN

***Motion that:***

- 1. CRP Board approves the endowment of assets as listed in Appendix A, to the Calgary Metropolitan Region Board with residual financial assets to be transferred to the CMRB by the liquidator upon completion of CRP's final audit.***
- 2. CRP Board assigns Mabbott & Company, CRP's legal advisors, to retain governance related items as legislated under the Companies Act.***
- 3. CRP Board assigns BDO Canada (CRP's Auditors) to retain financial items as required under Canada Revenue Agency's federal legislation and to satisfy the provisions of various grant reporting agreements.***
- 4. CRP Board approve that complete set of hard copies and digital files of CRP regional plans and blog stories to be gifted to the University of Calgary to archive for educational purposes.***
- 5. The CRP Board agree to voluntarily wind up the REDA and provide notification to Alberta Economic Development and Trade regarding the same.***
- 6. CRP Board approve gifting the Collaborate to Compete website to the Capital Region Board, Edmonton***

***Moved by Mayor Marshall Chalmers, carried unanimously.***

#### ON-IT REGIONAL TRANSIT

***Motion that that the CRP Board authorize the transfer of On-it brand assets as outlined in the Request for Decision to Southland Transportation, in exchange for waiving the penalty for early cancellation of the contract. Moved by Councillor Barry Crane, carried unanimously.***

#### **INFORMATION ITEMS**

##### BUDGET REPORT

***Motion that the Board of Directors accept the 2017-18 Budget and Financial Forecast Report for information moved by Mayor Peter Brown, carried unanimously.***

#### **IN-CAMERA**

***Motion to move in-camera at 11:00 AM moved by Mayor Paul Sawler, carried unanimously. Motion to move out of in-camera at 12:05 PM moved by Mayor Craig Snodgrass, carried unanimously.***

***Motion Arising: that the Board of Directors approve the personnel items discussed in-camera, moved by Mayor Craig Snodgrass, carried unanimously.***

**UPCOMING MEETING**

General Assembly February 28<sup>th</sup>, 5 PM, location TBD.

***\*NOTE: This Report is not intended to replace meeting minutes, and only provides a summary of the Board meeting.***