

**Lethbridge & District Exhibition
Annual General Meeting Minutes
Thursday, January 30, 2020 - 7:03 p.m. - Saddle Room, South Pavilion**

1. Call to Order - President Galts called the meeting to order at 7:03p.m. and welcomed everyone to the 2020 Lethbridge & District Exhibition Annual General Meeting.

He noted that quorum is set under the Articles of Association at 25 shareholders and that quorum was attained; therefore, the meeting would proceed.

President Galts also noted that no proxies were submitted prior to the AGM.

Attendance:

- ✓ 33 Shareholders, no proxies – 33 votes

2. Introduction of Head Table

- ✓ Bruce Galts – President
- ✓ Rudy Friesen - CEO
- ✓ Bev Lanz – 1st Vice President
- ✓ Ryan Miller – 2nd Vice President
- ✓ Taren Cleland – Executive Administrator and Recorder

All Board of Directors and Past Presidents in attendance were introduced.

3. Notice of Annual Meeting – Rudy Friesen read the notice that was posted on Exhibition Park Website on Wednesday, January 1, 2020.

The notice read:

“Notice: Annual General Meeting of the Shareholders of the Lethbridge & District Exhibition; Thursday, January 30, 2020 at 7:00p.m.; South Pavilion Saddle Room, Exhibition Park.”

Agenda to include:

- Review and Approval of the Financial Statements and Auditor's Report
- Annual Reports
- Election of Directors

For additional information regarding the Annual General Meeting, please visit our website at www.exhibitionpark.ca or contact Taren at taren@exhibitionpark.ca

4. Adoption of the Minutes of the Annual General Meeting held February 7, 2019

President Galts calls for a motion to adopt the Minutes of the Meeting held February 7, 2019.

MOTION: made by Rick Neudorf, seconded by Ron Sakamoto to adopt the Minutes of the Annual General Meeting held February 7, 2019, as presented. **The motion was carried unanimously.**

5. Adoption of the January 30, 2020 Agenda

President Galts noted that there were no additions to the agenda requested by the shareholders; therefore, he asked for a motion to adopt the agenda for tonight's AGM.

MOTION: made by Richard Chevrier, seconded by Mike Davis to adopt the agenda of the Annual General Meeting held January 30, 2020 as presented. **The motion was carried unanimously.**

6. Business Arising

None.

7. The President's Report

President Galts indicated that his message is located in the Annual General Meeting booklet that was circulated to all in attendance and then President Galts highlighted the following:

- Redevelopment, no news to report at this time. Good relationship and support from the City.
- Lots of community support around the development, common project around the city. Leadership has done a great job in getting City Council to see the benefits and rise the project to priority in their eyes.
- Hybrid committee – joint between city and the staff and Board that works to direct the development project. Working with Jody Meli, interim City Manager for the time being to continue development progress.
- Continue to work on our governance model. It has its challenges but, the Board is making progress.

President Galts asked if there were any questions

- Max Gibb asked if there will be more discussion regarding development. The CEO Report can include more of that information.

8. CEO Report

Rudy Friesen, CEO introduced himself and explained why he is speaking at today's AGM when normally he doesn't. There are some financial topics that deserve a more detailed review.

Financial Update Highlights:

- Main Pavilion roof was an unplanned capital expense addition to the year.
- Loan payments started this year for the \$4.6M loan from the City. Those payments will

- be \$311,000/year for the next 15 years.
- Cash loss this year \$180,000 for the entire year overall, as a result of significant loss at Whoop-Up Days.
- The organization is trying to rejuvenate the WUD fair and took a large risk in doing so in 2019.
 - Community exposure, demonstration of world class event.
 - Did not perform to our aggressive revenue budgeting.
- Loss is from unrestricted funding and we have not diminished either the Operating Contingency or the Board approved Capital set aside.

Richard asks what was the difference in cash loss compared to 2018-2019 WUD? \$500,000 was the loss. 2019 was about a break even.

What is the plan for next year? The plan is still in process, knowing that we cannot assume the risk with did in 2019.

Lorne Hickey inquired if other organizations are moving their events off grounds because they couldn't afford the rent here? I.e. antique toy show. CEO responded that we haven't seen that yet, but we are noticing a growing sensitivity to pricing that could be driven by the current economy.

Chris Rowley asks if the 5-day pass for WUD have any effect on the budget?
CEO responded that it was a minimal effect overall.

Major change from 2018 was the music festival. That's also where the losses were incurred, for the most part.

Rudy provided an extended development update but noted that we are still waiting on a number of key factors to come together.

Richard asks if the organization has looked towards corporate sponsorship or hotel development in conjunction with Development? That has been looked into at several different times over the last ten years. There has been some interest generated at time, but never anything concrete. Rudy invited Bruce Galts back up to the podium to summarize the development discussion.

9. Review of the Financial Statements and the Auditor's Report –

Bruce Galts introduced Laina Verhoef to present the financial statements on behalf of the Auditors BDO.

Laina Verhoef reported that the audited financial statements and auditor's report are included in the AGM booklet and noted that BDO found this to be a clean report in that they received all the information needed to do the complete audit. In the opinion of BDO the financial statements present fairly, in all material respects, the financial position of Exhibition Park and that they were

developed in accordance with Canadian generally accepted accounting principles.

Laina went through some of the highlights of the statements. Noted that Rudy has already eluded to the key financial position changes.

Bruce Galts thanked Laina Verhoef and staff for the Audit and for her presentation.

MOTION: made by Herman Elfring, seconded by Aaron Honess to accept the 2019 Financial Report and Auditor's Statement as presented. **The motion carried unanimously.**

10. Considering Matters Not Specified in the Meeting Notice

There were none.

11. Election of Board of Directors

Mike Davis, as Chair of the Nomination Committee, was asked to come up and proceed with the filling of the vacancies on the Board in accordance with the Articles of Association. Mr. Davis advised that there were 3 vacancies this year, but due to the reduction in the Board size from 12 to 9 by the 2021 AGM as voted on by the Shareholders on October 3, 2019 that only 2 of the vacancies were going to be filled.

The Board Nominating Committee was tasked to seek out Shareholders in good standing who were willing to serve on the Board to fill the vacancies. One new nomination was received from Don Strankman. Incumbents whose terms were to expire were contacted to see if they would be prepared to let their names stand. 1 incumbent, Rick Neudorf agreed to have his name stand for re-election. Both will be acclimated to the Board.

Mr. Davis noted that the nominating committee had some discussion about looking at the skills on the Board, identifying gaps and making sure we replace skill sets on the Board currently that we may lose. There is some work to do over the next year, but it is good work that will prepare the Board for future changes to the Board, and to the organization.

3 Year Terms:

Rick Neudorf
Don Strankman

Mike then invited both Rick and Don up to the podium to make a brief speech then congratulated and welcomed all the newly acclimated directors.

11. Presentation to Departing Directors -

Presentation to Mark Sayers – thanking him for his service to the Board Directors. Mr. Sayers

made a few parting remarks, highlighting that Exhibition Park's core value remains in agriculture.

Trinity Davies was not present to receive her thank you.

12. Adjournment

President Galts asked for a motion to adjourn the Annual General Meeting.

MOTION: made by Mark Sayers to adjourn the Annual General Meeting of the shareholders. The motion was carried unanimously.

The Annual General Meeting of the Shareholders of Lethbridge & District Exhibition was adjourned at 7:57p.m.