

WHISTLER

AGENDA

**SPECIAL MEETING OF MUNICIPAL COUNCIL
THURSDAY, MAY 26, 2011, STARTING AT 9:00 AM**

**In the Franz Wilhelmsen Theatre at Maurice Young Millennium Place
4335 Blackcomb Way, Whistler, BC V0N 1B4**

APPROVAL OF AGENDA

Approval of the Special Council agenda of May 26, 2011.

PUBLIC QUESTION AND ANSWER PERIOD

INFORMATION REPORTS

User Pay Parking –
Whistler Village Day
Lots
Report No. 11-056
File No. 4530, 4716

That Council receive for information Report No.11-056, User Pay Parking, Whistler Day Lots.

ADMINISTRATIVE REPORTS

Tender Award –
Whistler 2011 Paving
Program
Report No. 11-055
File No. 714

That Council award the tender for the Whistler 2011 Paving Program to Alpine Paving (1978) Ltd.

Cheakamus Leasing
Corp. (“CLC”) –
Shareholder’s Consent
Resolutions
Report No. 11-057
File No. Vault

That the Council of the Resort Municipality of Whistler in open meeting assembled, hereby resolves that the Municipality, as the sole shareholder of Cheakamus Leasing Corp. (“CLC”); pass the consent resolutions of the shareholders of CLC, a copy of which is attached to this resolution, and that the Mayor and Corporate Officer execute and deliver the attached resolutions on behalf of the Municipality.

OTHER BUSINESS

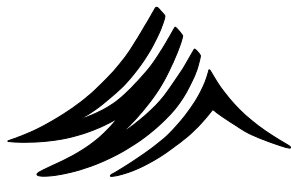
Item Having Received
Prior Notice of Motion

That Council consider May 26, 2011 at the public meeting, that council rescind the Council delegation of authority to the parking authority to the Parking Committee (consisting of senior representatives of the RMOW and Whistler Blackcomb) and instruct staff to work with Council to develop an appropriate and resort friendly parking plan in Council’s view; and,

That the June 1st roll out of the pay parking be delayed until the former can be done; and further

That no further upgrading of parking lots nor paving of lot 5 be carried out.

ADJOURNMENT



REPORT | INFORMATION REPORT TO COUNCIL

PRESENTED: May 26, 2011

REPORT: 11-056

FROM: Resort Experience

FILE: 4530, 4716

SUBJECT: USER PAY PARKING - WHISTLER VILLAGE DAY LOTS

COMMENT/RECOMMENDATION FROM THE CHIEF ADMINISTRATIVE OFFICER

That the recommendation of the General Manager of Resort Experience be endorsed.

RECOMMENDATION

That Council receive for information Report No. 11-056, User Pay Parking - Whistler Day Lots.

PURPOSE

At the May 17, 2011 Council meeting a Notice of Motion was put forward as follows:

That Council consider May 26, 2011 at the public meeting, that council rescind the Council delegation of the parking authority to the Parking Committee (senior representatives of the RMOW and Whistler Blackcomb) and instruct staff to work with Council to develop an appropriate and resort friendly parking plan in our view;

That the June 1st roll out of the pay parking be delayed until the former can be done.

That no further upgrading of parking lots nor paving of lot 5 be carried out.

This report provides information that Council may wish to consider in their deliberations of the motions.

DISCUSSION

Improvements to the Whistler Village Day Lots and the implementation of pay parking were considered in the mid 1990s and came to fruition in 2010 and 2011. The Whistler Comprehensive Transportation Strategy (September 1999) developed by the Transportation Advisory Group was accepted by Council in February 2000. This strategy includes the objective: "remove some of the hidden subsidies of travel by private automobile, such as free parking" and also makes the following recommendations:

- Expand pay parking in Whistler to encourage use of alternative modes of travel
- Encourage employers to charge their employees for parking privileges and to provide parking incentives for use of alternate modes.
- Stop employees from parking in prime skier lot locations during winter peak season
- Charge for parking in the day skier lots;

To ensure Resort interests were protected the Resort Municipality of Whistler acquired the day lots from the Province in 2007. A condition set out by the Province for the transfer of lands was that the RMOW and Whistler/ Blackcomb come to an agreement on guiding principles that would form the basis for the development of a management agreement for the maintenance and operation of the day lots. Council endorsed those principles at their meeting of May 22, 2007 which formed the basis for the Whistler Village Day Skier Parking Lot Facility Operating Agreement subsequently endorsed by Council October 20, 2008.

The agreement outlines obligations associated with the management of the lots, operational cost reimbursement, allocation of revenue, minimum parking rates and the Operating Committee structure and responsibilities, among other things.

The agreement states that an Operating Committee composed of two representatives designated from time to time by the Operator (WB) and two representatives designated from time to time by the Chief Administrative Officer of Whistler be established.

Parking rates outlined in the agreement stipulate that a minimum winter parking rate of \$2.00 per hour or \$8.00 per day set at the sole discretion of the Operator (W/B) and, a summer rate not less than \$12 per day, be set by the Operating Committee.

Responsibilities of the Operating Committee outlined in the agreement include:

- Establish and set an annual capital improvement plan for the lands and Facility and establish such annual capital improvement plan for the first year of Operations and Maintenance, prior to the pay parking commencement date;
- Subject to Schedule C (Parking Rates), establish and set parking rates for the Facility in order to generate Revenue sufficient to make payments contemplated by section 14 (Allocation of Revenue)

The Comprehensive Transportation Strategy and Day Skier Parking Lot Facility Operating Agreement have guided the Operating Committee with the introduction and management of user pay parking in the Village Day Lots.

A “user pay” parking fee model was implemented for day lots 1-3 in June 2010 to move Whistler from a tax payer system to a user pay system and initiate a small step to towards the municipality’s initiative to promote transportation mode shift from private vehicles to non-motorized modes of transportation and buses. User pay parking was always mentioned at all public presentations for day lot 4, however, was not considered at the time of the initial launch. This was done to ease the introduction of pay parking limiting pay parking to lot 1-3 with consideration for the expansion of pay parking at a later date.

Unfortunately, revenues realized to date, although significant with projections of nearly \$1 million for the first year of operations, represent approximately 50% of those anticipated and are insufficient to fulfill allocations identified in the agreement.

The Operating Committee reviewed the day lot rate structure and scope with the intent of launching a revised plan for implementation May 1, 2011. RMOW staff were aware of Council’s desire to raise additional revenues and their support for a user pay system as opposed to an increase in taxes.

An overview of the parking plan and proposed rate structure was presented to the Transportation Advisory Group who passed the following resolution:

THAT TAG is supportive of the proposed schedule of fees for Lot 1 – 4 with the following exceptions:

- 1) Remove the 4-hour rate option

- 2) The general monthly pass should be at least \$75 – not \$60
- 3) The evening rate should start at 5 PM not 6 PM
- 4) The daily rate should extend to 3 AM as it is today not 6 PM as proposed.

CARRIED

THAT TAG recommends that Lot 5 be user pay parking.

CARRIED

TAG’s input was considered, some adjustments made, and subsequent to the Committee receiving feedback at a Resort Partner Briefing attended by Tourism Whistler, Whistler Chamber of Commerce and representatives from the Business Enhancement Committee, the media briefing and revised rate launch were postponed to engage in further consultation with the business community. Shortly thereafter Municipal staff met with Chamber staff to contribute to their member survey in an effort to maximize the opportunity to receive meaningful input for further consideration by the Committee.

A meeting with Chamber representatives was held April 12 to review the parking plan in more detail and present a variety of alternative fee structures considered by the Committee. No amended fee structures were put forward by the Chamber with the exception of exploring further pay parking in the WB managed day lots (lots 6, 7, 8 and Creekside).

At this time implementation is underway with the purchase and installation of dispensing machines, development and installation of license recognition software and sales of Village and Volunteer Day Lot Parking Passes at Municipal Hall. Paving, lighting and signage improvements to day lots 4 and 5 as approved in the Five-Year Financial Plan Bylaw No.1963, 2011 have not been initiated.

WHISTLER 2020 ANALYSIS

W2020 Strategy	TOWARD Descriptions of success that resolution moves us toward	Comments
Transportation	The transportation systems to, from and within the resort community are accessible and offer affordable travel options.	Revenue from pay parking will be used to make transit more affordable for residents.
Visitor Experience	The resort is comfortable, functional, safe, clean and well-maintained.	The parking upgrade will eliminate potholes and mud puddles, and make pedestrian access safer and more convenient. Visitors will have access to the premium parking spaces.
Partnerships	The Whistler community shares resources and works together to compete in the destination resort market.	RMOW is working in partnership with Whistler-Blackcomb on the parking lot management.
Transportation	Whistler policy, planning and development prioritizes preferred methods of transportation in the following order: 1. Pedestrian, bicycle and other non-motorized means 2. Transit and movement of goods 3. Private automobile (HOV and low impact technologies) 4. Private automobile.	The pay parking plan ultimately seeks to encourage increased transit usage and carpooling, and other modes such as walking and biking utilizing the Valley Trail system.

W2020 Strategy	AWAY FROM Descriptions of success that resolution moves away from	Mitigation Strategies and Comments
Visitor Experience	Visitors perceive Whistler products, services and activities to be excellent value.	Pay parking rates will be competitive with other pay parking areas. The upgraded surface and improved access to the lots will improve the visitor experience.

OTHER POLICY CONSIDERATIONS

The Long-Term Financial Plan provides the policy framework with which the budget is developed. There are a number of policies pertinent to this topic area:

Policy 2.1 states that “RMOW will continue to strive for efficiency and cost-effectiveness in the delivery of services” and

Policy 2.3 states that” RMOW will regularly review current and potential fees and charges in an effort to raise additional monies, and minimize the need for additional property tax increases.”

Policy 2.5 states that, “RMOW will continue to press for access to new revenue sources and revenue generating tools in an effort to diversify the municipality’s revenue base, and to reduce its long-term dependence on property taxes revenues.”

BUDGET CONSIDERATIONS

Lots 1-3 are forecast to generate approximately \$950,000 in a 12 month period. To date we have experienced ten months, and in the ten months ended April 30, 2011, \$762,913 has been generated.

The proposed changes (for lots 4 & 5 charging in the day and no charge after 6pm, the discounted Village Employee Pass, \$2 for first hour) are forecast to generate \$463,000 annually (\$308,000 starting in 2011, for the part-year June 1, 2011 to December 31, 2011). This totals \$1,413,000 annually.

These revenues are incorporated in the approved five-year financial plan adopted April 5, 2011. Were the proposed changes not to occur, permanent cuts of \$463,000 per year, or \$1.4 million as the case may be, would have to be made to existing operating budgets.

COMMUNITY ENGAGEMENT AND CONSULTATION

Communications outreach, council and community dialogue and engagement around the day lots and user pay parking date back more than a decade. These efforts have been led by the RMOW and Whistler Blackcomb and have surrounded the Transportation Strategy, the agreement with the Province, and the phased-in implementation of pay parking in the resort.

The Transportation Advisory Group, a community committee of council which represents core organizations and at large community members, has discussed this as part of its meetings and development of the Transportation Strategy for more than a decade. User pay parking has also

been widely discussed as part of Whistler2020 community dialogue including recommended actions by the Whistler2020 community transportation task force.

Specific communications tactics and programs supporting the introduction of pay parking in the day lots began in the lead up to the launch in June 2010. This included a range of communications and community engagement such as newspaper advertising, resort-wide staff communications, the introduction of www.thewhistlerway.ca website and the resort-wide fall Commuter Challenge. This also included a number of major presentations to Council by the General Manager of Community Life focussing over time on detailed plans for the Day Lots.

Communications supporting the implementation of the changes to the Day Lot parking planned for June 1, 2011 have focussed on communicating the main goals guiding the parking strategy and day lot user pay parking changes. A summary of the specific initiatives is summarized below.

The local Whistler media have widely covered user pay parking plans and development over time dating back more than a decade.

June 1 Launch Plan

Presentation to council	September 2010 December 2010
Partner meetings: March 11 – Chamber re: member survey March 29 – Chamber Board Meeting April 12 – Chamber Board Meeting	Various
Fact Sheet / Media and public backgrounder	April 29
FAQs - http://www.thewhistlerway.ca/parking/faq.cfm	April 29
News release for May 5 distribution	May 2
MEDIA BRIEFING	May 5
RMOW employee email + Council update	May 5
Update parking lot maps and rate tables	March/April
Website updates <ul style="list-style-type: none"> • Whistler.ca • Thewhistlerway.ca 	Ongoing: All info posted to RMOW websites by May 5
Whistler Today newsletter (distributed to 6,247 subscribers)	May 11 May 25
Council Briefs newsletter / Mayor's Report (6,340 subscribers)	May 17
Public email support (info@thewhistlerway.ca)	May 5 – Jun 30
Public phone line support (604-935-8362)	May 5 – Jun 30

Advertorial feature: Pique, Question with 500overrun copies distributed around town	May 5
Media Briefing presentation – forwarded to media, council	May 6
Signage – Directional – Instructional	May 31 - Bylaw
Village Employee Day Lot Parking Pass available http://thewhistlerway.ca/parking/location-rates/day-lots.cfm Village Employee Ride-Share Day Lot Parking Pass available http://www.thewhistlerway.ca/parking/ride-share.cfm	May 16

SUMMARY

There are a number of factors and limitations outlined in this report that Council may wish to consider in their deliberations of the motions put forward.

Respectfully submitted,

Jan Jansen
GENERAL MANAGER RESORT EXPERIENCE



REPORT | ADMINISTRATIVE REPORT TO COUNCIL

PRESENTED: May 26, 2011

REPORT: 11-055

FROM: Environmental Services

FILE: 714

SUBJECT: TENDER AWARD – WHISTLER 2011 PAVING PROGRAM

COMMENT/RECOMMENDATION FROM THE CHIEF ADMINISTRATIVE OFFICER:

That the recommendation of the General Manager of Environmental Services be endorsed.

RECOMMENDATION

That Council award the tender for the Whistler 2011 Paving Program to Alpine Paving (1978) Ltd.

PURPOSE OF REPORT

This is a unit price tender, so there are no guaranteed quantities, but if the RMOW proceeds with the estimated quantity of work, the value of the work would exceed \$500,000. Under Administrative Procedure D-1 Procurement, Council approval is required to award a contract of this value.

DISCUSSION

Background

For the past several years the RMOW has negotiated unit prices with Alpine Paving (1978) Ltd (Alpine Paving) for various items of asphalt paving work that are required to carry out our road and trail maintenance programs during the year. This year, at the direction of Council, a tender was prepared for the unit prices for the various items.

Prices were requested on a per square meter basis for installation of various thicknesses of asphalt pavement, for tack coat, for asphalt patching, and for valley trail. A price per tonne of hand installed asphalt, supply-only asphalt, and for major patching was requested, as well as prices to mobilize the crew and equipment to each site and hourly rates for traffic control.

The tender specified that the award of tender may be based on several criteria including:

- Whether, or to what extent, a Tenderer has complied with the Tender requirements set out in this document
- The RMOW's assessment of the ability of the Tenderer to successfully perform the work
- The Tenderer's past experience
- Unit prices for the listed items
- Estimated total costs for the work program
- The nature of any previous dealings the RMOW has had with a Tenderer.

The annual road reconstruction works were initially tendered in February. Seven nearby paving companies were contacted directly, and the tender was advertised on the Civic Info BC website and on the RMOW website from February 14 until March 27, 2011. At the end of this process only a single bid was received. Due to only receiving one bid, and other factors, the tender was modified and re-advertised. The four companies that expressed interest in the first tender were contacted

directly and the tender was advertised on the RMOW website, on Civic Info BC, and on BC Bid from May 5 until May 19, 2011.

Project Description

Every five years the Roads division of the Environmental Services department has an engineering study of the condition of all our roads completed. This report, last updated in 2008, guides our annual road reconstruction projects, but each fall our own crews review the condition of the roads that are scheduled for repair to determine if the work is necessary, if some work could be deferred, or if there are other areas that are showing significant deterioration.

The RMOW's roads crew usually does much of the site preparation and supervises the paving and patching to ensure the quality of the work. One or two areas at a time are prepared, then paved to minimize disruption to residents, and the work is scheduled to minimize interference with the many events held in Whistler during the summer. The amount of road reconstruction done each year depends on the engineering report recommendations as well as the limits of our annual budget and schedule. For this reason we have requested unit prices for the asphalt work this year, rather than tendering a fixed project for a fixed cost. The requested unit prices also let us compare against our unit prices from 2010.

Sections of Par Road, Cheakamus Way, Painted Cliff Road, Valley Drive, Matterhorn Drive, Fitzsimmons Road South, and Nesters Road West are scheduled for either patching and overlay or full re-paving in 2011.

In addition to the road works, the valley trail re-paving required by the Resort Experience department, the paving for Bayly Park and Lakeside Park, and potentially the paving of Day Skier Lot 5 were added to the tender to better represent the total paving required by the municipality in 2011. The total area requiring paving in 2011 is approximately 23,000 square metres (approximately 3900 tonnes of asphalt), plus potentially 7500 square metres (or 1500 tonnes) for Lot 5.

The tender stipulated that asphalt produced for this contract must be produced at a facility outside of the RMOW boundaries. This can be verified in the field by checking truck slips to determine the origin of the asphalt.

Project Schedule

It is anticipated that all work will be completed between June and September 2011.

Tender Results

Three compliant tenders were received by the tender closing time on May 19, 2011.

The unit prices were multiplied against the estimated quantity of work for 2011, and the results are shown in the table below:

Tenderer	Est. Cost Road Reconstruction Works	Est. Cost Resort Exp. Projects	Total	Est. Cost Day Skier Lot 5
BA Blacktop	\$ 394,655	\$ 221,868	\$616,523	\$229,762
Dawson Construction	\$ 486,680	\$ 241,073	\$727,753	\$313,602
Alpine Paving	\$ 378,357	\$ 122,758	\$ 501,114	\$ 172,190

Compared to 2010 unit rates, the unit prices for the lowest price bid represent an approximate saving of 15%.

WHISTLER 2020 ANALYSIS

W2020 Strategy	TOWARD Descriptions of success that resolution moves us toward	Comments
Visitor Experience	The resort is comfortable, functional, safe, clean and well-maintained.	The 2011 Whistler Paving Program will minimize poor road and valley trail surface conditions, which could be unpleasant or hazardous.
Finance	The resort community effectively and efficiently balances its costs and expenditures.	This tender represents a 15% reduction compared to 2010 costs.
Materials and Solid Waste	The resort community is 'closing the loop' by providing appropriate and convenient opportunities for reducing, reusing and recycling materials.	This tender allows for the use of up to 20% recycled asphalt.

W2020 Strategy	AWAY FROM Descriptions of success that resolution moves away from	Mitigation Strategies and Comments
Transportation	Whistler policy, planning and development prioritizes preferred methods of transportation in the following order: 1. Pedestrian, bicycle and other non-motorized means 2. Transit and movement of goods 3. Private automobile (HOV and low impact technologies) 4. Private automobile.	Annual maintenance of the RMOW roads does not prioritize the preferred methods of transportation, but is required for the 2 nd , 3 rd , and 4 th priority methods. Maintenance of the valley trail does prioritize the preferred methods of transportation.

ENVIRONMENTAL IMPLICATIONS

Road and valley trail reconstruction is considered a core service of the municipal government, and therefore the GHG's created during this work need to be included in our GHG inventory. The successful bidder is required as part of the conditions of the tender to submit an annual report that details the fuel use during the execution of the work. This annual report will allow the RMOW to correctly report on its GHG emissions. It should be noted that GHG emissions resulting from the transport of asphalt from outside the municipality will be significantly greater than in past years.

BUDGET CONSIDERATIONS

The total 2011 annual budget for road reconstruction work (including base preparation, asphalt, and drainage reconstruction) is \$650,000. Resort Experience has budgeted \$154,000 for asphalt required for their projects at Lakeside Park, Bayly Park, and valley trail reconstruction works.

Subject to Council approval of the project, the budget for asphalt required for paving Day Skier Lot 5 is \$230,000.

All the items above can be completed within budget at the unit rates provided in the recommended bid.

SUMMARY

The lowest price bid also meets all the other criteria identified in the tender request. The bid from Alpine Paving is within the budget for the various paving projects, and represents an approximate savings of 15% over last year's unit prices.

Awarding the Whistler 2011 Paving Program contract to Alpine Paving is recommended.

Respectfully submitted,

James Hallisey
MANAGER OF ENVIRONMENTAL PROJECTS
for
Harry Kim
GENERAL MANAGER OF ENVIRONMENTAL SERVICES

Budget Considerations Reviewed by

Lisa M. Landry
GENERAL MANAGER OF ECONOMIC VIABILITY



REPORT | ADMINISTRATIVE REPORT TO COUNCIL

PRESENTED: MAY 26, 2011 **REPORT:** 11-057
FROM: POLICY AND PROGRAM DEVELOPMENT **FILE:** VAULT
SUBJECT: CHEAKAMUS LEASING CORP. – SHAREHOLDER’S CONSENT
RESOLUTIONS

COMMENT/RECOMMENDATION FROM THE CHIEF ADMINISTRATIVE OFFICER

That the recommendation of the General Manager of Policy and Program Development be endorsed.

RECOMMENDATION

That the Council of the Resort Municipality of Whistler (“RMOW”) in open meeting assembled, hereby resolves that the Municipality, as the sole shareholder of Cheakamus Leasing Corp. (“CLC”); pass the consent resolutions of the shareholder of CLC, a copy of which is attached to this resolution, and that the Mayor and Corporate Officer execute and deliver the attached resolutions on behalf of the Municipality, where required.

REFERENCES

- Appendix A – Shareholder’s Consent Resolutions
- Appendix B – Instrument of Transfer – transfer of sole share from Incorporator (Joanna Track) to RMOW
- Appendix C – Directors Resignation – resignation of current director (Joanna Track)
- Appendix D - Directors Consent Resolutions – new officer appointments and company documents

PURPOSE OF REPORT

The purpose of this report is to seek Council approval for the Mayor and Corporate Officer to sign the Shareholder’s Resolutions, which accepts the resignation of the incorporator of the company, sets the number of directors for the company as three (3), and appoints directors for the company.

DISCUSSION

CLC was incorporated on June 3, 2010 for the purpose of developing, acquiring, holding, managing, leasing and renting commercial lands and building space. The RMOW is currently the registered owner of six (6) commercial strata lots (Strata Lots 34 - 39) located in the building known as “The Falls” located at 1040 Legacy Way (the “Commercial Strata Lots”) in the Cheakamus Crossing neighbourhood. The RMOW will remain the registered owner of the Commercial Strata Lots and will hold them in trust for CLC, who will be the beneficial owner of the Commercial Strata Lots.

The sole share of CLC was initially issued to Joanna Track (solicitor at Young Anderson), as the incorporator of CLC and was transferred to the RMOW as of May 12, 2011.

Council's approval is required to accept the resignation of the current director (the incorporator), set the number of directors at three (3), and appoint the directors for CLC.

POLICY CONSIDERATIONS

Pursuant to Section 182 of the *Business Corporation Act*, the CLC may consent in writing, by unanimous consent resolution, to all of the business required to be transacted at the annual general meeting of the company.

BUDGET CONSIDERATIONS

The only budget consideration will be the cost of filing the executed documents.

SUMMARY

Council approval is required for the Mayor and Corporate Officer to sign the Shareholder's Resolutions for CLC, which accepts the resignation of the incorporator of the company, sets the number of directors for the company as three (3), and appoints directors for the CLC.

Respectfully submitted,

Laurie-Anne Schimek
DEPUTY CORPORATE OFFICER
for
Mike Vance
GENERAL MANAGER OF POLICY AND PROGRAM DEVELOPMENT

CHEAKAMUS LEASING CORP.
(the "Company")

SHAREHOLDER'S CONSENT RESOLUTIONS

RESOLVED THAT:

1. the written resignation of the Incorporator (which has been received at the Company's registered office) as director of the Company be accepted, effective immediately;
2. the number of directors of the Company be determined at three (3); and
3. Sharon Fugman, Lisa Landry and Shannon Story shall be appointed directors of the Company.

DATED this _____ day of _____, 2011.

**RESORT MUNICIPALITY OF
WHISTLER**

Mayor: Ken Melamed

Corporate Officer: Shannon Story

INSTRUMENT OF TRANSFER

The undersigned transfers to THE RESORT MUNICIPALITY OF WHISTLER (the "Transferee"), 1 Common share in the authorized capital of CHEAKAMUS LEASING CORP. (the "Company"), subject to the terms and conditions on which it was held at the time of execution of this instrument.

Dated this 12th day of May, 2011.


JOANNA TRACK

RESIGNATION

TO: **CHEAKAMUS LEASING CORP.**
(the "Company")

The undersigned hereby resigns as a Director of the Company effective immediately.

DATED this 12th day of May, 2011.


JOANNA TRACK

CHEAKAMUS LEASING CORP.
(the "Company")

DIRECTORS' CONSENT RESOLUTIONS

The undersigned, being all the directors of the Company, hereby consent to the following resolutions.

BE IT RESOLVED that:

1. the quorum for directors' meetings be fixed at three (3);
2. the following directors be appointed to hold the following offices at the pleasure of the board of directors:

President – SHARON FUGMAN

Secretary – SHANNON STORY

3. the Company appoints ROYAL BANK OF CANADA as its bank and that the banking resolutions and banking agreement in the forms attached hereto be adopted;
4. the Company appoints BDO CANADA LLP as auditor of the Company to hold office until the date of the first annual general meeting or annual resolutions of the shareholder (whichever is earlier), or until sooner ceasing to hold office, and that the auditor's remuneration be fixed by the directors of the Company;
5. the Company appoints YOUNG ANDERSON as agent to maintain the Company's records office and registered office under the *Business Corporations Act* (British Columbia) at such location as YOUNG ANDERSON may from time to time determine;
6. the Company enters into the agreement (the "Agreement") submitted by YOUNG ANDERSON relating to the records office and registered office and that any officer or director may execute and deliver such agreement on behalf of the Company;
7. the Company's accounting records be kept at the Company's head office or such other place as the directors may from time to time determine;

8. the Company adopts the following pre-incorporation contracts entered into by the following facilitators in the name of or on behalf of the Company:

Description of contract	Date of contract	Other parties to contract	Facilitator

DATED this _____ day of _____, 2011.

SHARON FUGMAN

SHANNON STORY

LISA LANDRY