

RESOLUTION OF THE SOLE SHAREHOLDER OF (WHOLLY-OWNED SUBSIDIARY NAME) (THE “**CORPORATION**”) APPROVED, ADOPTED AND CONSENTED TO IN WRITING WITHOUT THE HOLDING OF A MEETING AS EVIDENCED BY THE SIGNATURE OF THE SOLE SHAREHOLDER PURSUANT TO THE *BUSINESS CORPORATIONS ACT* (ALBERTA) AND THE BYLAWS OF THE CORPORATION.

WHEREAS The City of Calgary (the “**Shareholder**”) is the sole shareholder of the Corporation;

AND WHEREAS the Shareholder has the exclusive authority to elect directors of the Corporation and fill vacancies on the board of directors of the Corporation (the “**Board**”);

AND WHEREAS the bylaws of the Corporation provide that only the Shareholder is entitled to fill vacancies on the Board;

AND WHEREAS the shareholders have not passed a Voting Procedure Resolution.

AND WHEREAS there is a vacancy on the board that the Shareholder desires to fill;

NOW THEREFORE BE IT RESOLVED THAT:

1. (APPOINTEE NAME) be hereby elected as a director of the Corporation to hold office until the next annual election of directors or until her successor is elected or appointed.
2. The Corporation shall be entitled to rely on delivery by facsimile transmission or other electronic transmission of a scanned copy of the executed resolution and such facsimile or scanned copy shall be legally effective to create a valid and binding resolution.

DATED as of the ____ day of October, 2019

THE CITY OF CALGARY

Per: _____

Mayor Naheed Neshi