

MINUTES OF SPECIAL OWNERS' MEETING

STRATA PLAN KAS 2662

“PEMBERTON VALLEY LODGE”

HELD: Monday, December 22nd, 2008 – Listel Hotel, Vancouver
6:00 PM

PRESENT: The owners of Strata Plan KAS 2662 “The Pemberton Valley Lodge” as per the registration sheet.
Alex Hoelk & Rob Moore of Whistler Resort Management.

1. **Registration of owners and certification of proxies** – It was ascertained that a quorum was present in person or by proxy. Alex Hoelk from Whistler Resort Management informed those present that the subject of the meeting was not a Strata meeting but rather, an Owners’ meeting.
2. **Call to Order** – It was moved, seconded, and *carried* to call the meeting to order at 6:10PM.
3. **Appointment of Chairperson for the meeting** – Carl Van Noort was elected Chair for the meeting. Alex Hoelk facilitated.
4. **Approval of Notice of Meeting dated November 28th, 2008** – It was moved, seconded, and *carried* to approve that the notice of meeting had been received in due course.

Schedule A – Special Resolutions 01-08 and 02-08 – The Chairperson, for the benefit of the owners present, reported a preamble on the incidents and events which lead to the purpose of the meeting. The Chair reported that with no notice given by the current management company, Atlific Hotels had terminated the current General Manager for the Lodge, his last day of employment scheduled for December 31st, 2008. A meeting of the Strata Council representatives was called with Robert Chartrand and other members of the Atlific organization and it was reported that the reasons for the dismissal were non-specific and listed as “without cause” and “insubordination”. The Council representatives determined that the main reason was a working relationship issue between David Mackenzie and the Atlific Western Vice President. The Council forwarded their concerns and asked that the decision, in the best interest of the Pemberton Valley Lodge, be rescinded. When this was not considered an option, the Strata Council determined that it would be more desirable to replace the hotel management company rather than the general manager of the Lodge.

An owner asked if there would be a period without a management company in place. The Council advised that Atlific will remain the management company until another company is hired for replacement. The Council is actively researching and seeking replacement management possibilities. The Council noted that the current relations with Atlific were good and that they were not trying to burn bridges. If these proposed resolutions are approved, the Council will be able to give Atlific 90 days notice of termination of contract which will include a 3 month management buy out fee. The Council also noted that they did not have any bad things to say about Atlific but that after reviewing the plus / minus, the services could be replaceable. The Atlific management contract was inherited by the developer of the Lodge.

An owner asked if any of the other staff of the Lodge would be leaving. The Council advised that David Mackenzie and all the other support staff were expected to remain with Pemberton Valley Lodge

An owner asked if the marketing power of Atlific will be of a significant loss to the Lodge. The Council advised that the current marketing techniques would continue to be used. The Pemberton marketing is unique to the locale of the Sea to Sky Corridor versus the marketing done nationally. It was noted that there would be no jeopardy to the 2010 bookings that had already been negotiated through the current management team of the Lodge.

An owner asked if there would be any jeopardy to the buying power of the Lodge through a change in the management contract. The Council advised that the benefit for the buying power of the Lodge will be enabled by the current Lodge management team and new management company which should not be affected.

An owner asked about the financial services of the Lodge. The Council advised that it would not be a benefit to the ownership to take on the financial responsibilities themselves and that role would be assumed by a new management company.

The resolutions were then tabled for vote.

It was moved, seconded, and *unanimously carried* that:

Be it resolved by a ¾ owners vote of the owners of Pemberton Valley Lodge (KAS 2662) as per section 2.03 of the Hotel Management Agreement that: the current Hotel Management agreement in place with Atlific Inc. be terminated as per section 2.03 of the hotel management agreement.

It was moved, seconded, and *unanimously carried* that:

Be it resolved by a ¾ vote of the owners of Pemberton Valley Lodge (KAS 2662) as per sections 4.02 (i) of the Hotel Management and Rental Pool Agreement and sections 31 and 38 of the Strata Property Act that: the owner's / strata council be authorized to negotiate and enter into a new Hotel Management and Rental Pool Agreement, and possibly also an Hotel Management Rental Pool Agreement Oversight Agreement with a service provider.

5. It was moved, seconded, and carried to terminate the meeting at 7:15 PM

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