

**MINUTES OF THE SPECIAL MEETING OF THE MEMBERS OF
FOOTHILLS REGIONAL AIRPORT LTD.**

**February 12, 2025, 12:00 p.m.
Foothills County Administration Office
309 Macleod Trail South – High River**

Present: Chair Don Waldorf
Member Delilah Miller
Member Ryan Payne

1. CALL TO ORDER

Chair D. Waldorf called the meeting to order at 12:05 p.m.

2. BUSINESS

Resolution 01

Moved by: Delilah Miller

**SPECIAL RESOLUTIONS OF THE SHAREHOLDERS OF
FOOTHILLS REGIONAL AIRPORT LTD.
(THE "COMPANY")**

WHEREAS the Members of the Company wish to dissolve the Company pursuant to Section 254(b) of the *Companies Act* (Alberta).

NOW THEREFORE BE IT RESOLVED THAT:

1. The dissolution of the Company is hereby approved.
2. A liquidator, appointed by the shareholders of the Company by Resolution, is hereby authorized and directed to file all documents necessary to effect such dissolution, and to further make all necessary updates to the corporate minute book.

CARRIED

Resolution 02

Moved by: Delilah Miller

**RESOLUTIONS OF THE SHAREHOLDERS OF
FOOTHILLS REGIONAL AIRPORT LTD.
(THE "COMPANY")**

WHEREAS the Company wishes to appoint Reginald Hammond as liquidator;

AND WHEREAS the Company wishes to clarify the remuneration and powers of the appointed liquidator.

NOW THEREFORE BE IT RESOLVED THAT:

1. The appointment of Reginald Hammond as liquidator of the Company is hereby approved.
2. These resolutions may be signed and delivered by the shareholders of the Company in as many counterparts as may be necessary and delivered by electronic transmission, such as email and DocuSign, and such counterparts together shall constitute one and the same original instrument, each of which so signed shall be deemed to be an original.

CARRIED

Resolution 03

Moved by: Delilah Miller

**SPECIAL RESOLUTIONS OF THE SHAREHOLDERS OF
FOOTHILLS REGIONAL AIRPORT LTD.
(THE "COMPANY")**

NOW THEREFORE BE IT RESOLVED THAT:

1. The liquidator is not entitled to compensation.
2. The liquidator shall act on behalf of the company in lieu of the directors to for the period of the winding up process to ensure the Company meets all dissolution requirements.
3. The liquidator has the power to do the following:
 - a. Pay any class of creditors in full.
 - b. Make any compromise or arrangement to settle with creditors or persons alleging to have any claim against the company.

- c. Make any compromise or arrangement to settle in relation to liabilities and debts between the company and its debtors.
- d. Call general meetings of the company in order to obtain the sanction of the company by special resolution, or for any other reason.

CARRIED

3. ADJOURNMENT

D. Waldorf adjourned the meeting at 12:07 p.m.