

Saskatchewan Association for Resource Recovery Corp. (SARRC)
Fifteenth Annual General Meeting 2010 Fiscal Year Minutes
Sheraton Cavalier Hotel, Saskatoon, Saskatchewan
May 3rd, 2011 10:00 am

Members in Attendance: Keith Penner, Affinia Canada ULC; Rod Rosenfelt, Baldwin Filters Inc., Baldwin Filters (DBA Hastings Filters); Joe Casciano, Canadian Tire Corporation, Limited; Dave Schick, Chevron Lubricants Canada Inc.; Jerry Coben, Federated Co-operatives Limited; Megan Currie, Honeywell ASCa Inc.; Dave Dingle, Imperial Oil Ltd.; Michael Vaughn, Newalta Corporation; Clint Domansky, Petro-Canada Lubricants Inc.

Members Represented by Proxy: ATP-Inc.; First Filter Service Ltd.; Fred Deeley Imports Ltd.; Honda Canada Inc.; Kia Canada Inc.; King-O-Matic Industries Limited; Kleen-Flo Tumbler Industries Ltd.; Kubota Canada Ltd.; Lemky Rural Repair; Modern Sales Co-op; Navistar Canada, Inc.; Nynas Canada Inc.; Radiator Specialty Co. of Canada Ltd.; Redhead Equipment Ltd.; Robco Inc.; SC CLS Holdings ULC; The North West Company Inc.; UAP Inc.; Viscosity Oil Company; Westec Distributors Inc.

Invited Guests: Lutz Ehrentraut, Director, Richard Waller, Director, Ron Benson, Executive Director, Aaron Strub, Administrative Services Manager, MARRC; Dave Dingle, Chairman AUOMA, Chairman NUOMAC; Roger Jackson, Executive Director, AUOMA; Carol Montreuil, Chairman, Gilles Goddard, General Manager, SOGHU; Ron Driedger, Executive Director, BCUOMA; Dave Blundell, Stewardship Ontario; Bill Watson, William Watson Communications; Bill Nickel, Jacqueline Shaw, McDougall Gauley; Daniel St-Jean, Fillmore Riley LLP; Don Deis, PricewaterhouseCoopers LLP; Lynsey Glubis, KPMG; Jack Parker, Bank of Nova Scotia; Ray Rajchyba, Scotia McLeod.

SARRC Board and Staff: Rod Rosenfelt, Chairman & Director, (Baldwin Filters Inc.); Ted Stoner, Treasurer & Director, (CPPI); Bert Weichel, Secretary & Director, (Johnson & Weichel Consultants); Jerry Coben, Director, (Federated Co-operatives Ltd.); Megan Currie, Director, (Honeywell ASCa Inc.); Don Taylor, Director, (Saskatchewan Association of Rural Municipalities); Tiffany Paulsen, Director, (Saskatchewan Urban Municipalities Association); Phil Wrubleski, Executive Director, Jolene Isaac, Executive Assistant, (SARRC).

1. Chairman Rod Rosenfelt called the meeting to order at 10:00 am.
2. Chairman Rod Rosenfelt introduced the SARRC Board of Directors and guests.
3. Bill Nickel of McDougall Gauley presented the Rules of Order for the meeting.
4. Secretary Bert Weichel reported on attendance. All members were notified in writing of the meeting and 10 of the 168 SARRC members were represented at this meeting in person and 20 SARRC members were represented by proxy for a grand total of 30 SARRC members. Chairman Rod Rosenfelt declared there was a quorum and that the meeting was duly constituted for the transaction of business.
5. Jerry Coben, Federated Co-operatives Limited / Megan Currie, Honeywell ASCa Inc. that the agenda for this Fifteenth Annual General Meeting of the members of SARRC being held on May 3rd, 2011 be adopted. Carried.

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6. Dave Schick, Chevron Lubricants Canada Inc. / Keith Penner, Affinia Canada ULC that the minutes of the April 27th, 2010 Fourteenth Annual General Meeting of members of SARRC be adopted as circulated and be verified and approved. Carried.

7. Rod Rosenfelt, Chairman, provided opening remarks congratulating SARRC on its fifteen anniversary of incorporation and highlighted record collections of used oil containers and increased collection of used oil and filters over 2010. He thanked Minister Duncan and the Ministry of Environment, SARRC members, the private sector recycling industry, municipal governments and all stakeholders and the public for their support.

8. Phil Wrubleski, Executive Director, SARRC presented a report on the 2010 SARRC Product Management Program and plans for 2011. He was followed by Bill Watson of Bill Watson Communications who provided results of the 2010 Communication and Promotion Program and presented plans for 2011.

9. Ted Stoner, Treasurer, SARRC, presented the SARRC Treasurer's Report and the 2010 SARRC Audited Financial Statements. He reported that increasing oil container EHCs January 1, 2010 moved SARRC from nearly a \$100,000 loss in 2009 to a positive net income in 2010. He concluded by saying that SARRC continues to soundly manage financial resources to meet the goals of the SARRC Product Management Program.

Jerry Coben, Federated Co-operatives Limited / Dave Schick, Chevron Lubricants Canada Inc. that the report of the Treasurer of SARRC presented at this Fifteenth Annual General Meeting of members be received as presented. Carried.

Megan Currie, Honeywell ASCa Inc / Dave Dingle, Imperial Oil Ltd. that the SARRC 2010 audited financial statements be approved as presented. Carried.

10. Jerry Coben, Federated Co-operatives Limited / Keith Penner, Affinia Canada ULC that the firm PricewaterhouseCoopers LLP be appointed as auditors of SARRC for the 2011 financial year, at a remuneration and on terms to be established by the Directors of SARRC. Carried.

11. Bill Nickel of McDougall Gauley presented a special resolution to approve the Amended and restated By-laws of SARRC. The rationale and a copy of the resolution were circulated to SARRC members on April 5, 2011 and also included in the meeting package.

Jerry Coben, Federated Co-operatives Limited / Keith Penner, Affinia Canada ULC that whereas the members of Saskatchewan Association for Resource Recovery Corp. ("SARRC") consider it advisable to amend the By-laws of SARRC in the manner set forth in the blacklined amended and restated by-laws presented to the meeting; be it resolved as a special resolution of the members of SARRC that:

1. Amended and Restated By-Laws of SARRC dated March 8, 2007, (the "**By-Laws**") be altered and amended in the manner set out in the SARRC Amended and Restated By-laws May 3, 2011 presented to the meeting, and be restated to incorporate such changes;

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2. That the Amended and Restated By-laws of SARRC May 3, 2011 presented to the meeting be and is hereby approved, adopted and ratified by the members to supersede and replace the By-Laws and shall, from and after the date hereof, be the by-laws of SARRC;
3. Any two directors or officers of SARRC be and they are hereby directed and authorized to execute the Amended and Restated By-Laws of SARRC May 3, 2011 in the form presented to this meeting, and to sign such other documents and do such other things as may be required in order to give effect to these resolutions or the amendment and restatement of SARRC's By-Laws as above provided."

Carried.

12. Candidates for Directors for the SARRC Board were introduced and presented.

Dave Schick, Chevron Lubricants Canada Inc. nominated the following persons as Directors of the Saskatchewan Association for Resource Recovery Corp. (SARRC), each for a two year term:

Jerry Coben, Director representing the oil first seller sector;
Ted Stoner, Director representing the oil first seller sector;
Don Taylor, Director representing the rural municipal sector;

And the following person as a Director of the Saskatchewan Association for Resource Recovery Corp. (SARRC), for a one year term:

Megan Currie, Director representing the emerging products sector.

Chairman Rod Rosenfelt called for further nominations. No further candidates were nominated.

Keith Penner, Affinia Canada ULC / Clint Domansky, Petro-Canada Lubricants Inc. that the persons nominated are elected by acclamation. Carried.

Congratulations were offered to the newly elected directors.

13. The meeting was opened for questions and other business and there were none.

14. The meeting adjourned at 11:30 am.