

DUNN AND DUNN
Professional Corporation

Barristers and Solicitors

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April 7, 2017

Members of the Board of Peterborough and District Farmer's Market Association
(**"PDFMA"**)

DELIVERED BY EMAIL

Dear Board Members:

Re: April 10, 2017 Annual General Meeting of the Members ("AGM")

I have been retained by a number of the members of the Association who are listed on the Schedule of Clients attached to this letter to write to you regarding the upcoming AGM scheduled for this Monday, April 10, 2017. Lauren Nurse of Small Spade Gardening is included in the list of my clients who support the content of this letter and the motions that are being sent to you with it. She is a vendor who wants to be a member but has not as yet been permitted to become a member.

There are many other vendors who strongly support the need for reform of the management and governance practices of PDFMA but who have confided to me that they are unwilling to put their name on any such actions and proposals for fear of being subjected to arbitrary cancellation of their vendor rights as happened with at least three other vendors who actively advocated reform and improvements over the past year.

A number of members or vendors have complained to public officials about alleged mistreatment at the hands of the Board and/or management of PDFMA. Those complaints have been lodged with Jeff Leal, Maryam Monsef and, most importantly, with the Mayor and members of City Council.

Sufficient complaints were made to members of City Council that on March 20, 2017, Allan Seabrooke, Chief Administrative Officer of City of Peterborough sent an email to me and to Joe Grant's lawyer for PDFMA. The full text of that email is reproduced in one of the motions that is being sent to you with this letter so I will not repeat it here.

It is clear in Mr. Seabrooke's email that there is concern on the part of the City that the City not enter into any long-term agreement with PDFMA for the operation of the farmers market at Morrow Park for the year 2018 and beyond without first being satisfied that PDFMA is the right organization for the City to enter into such a long-term agreement with. He specifically mentions that the process of working towards a long-term agreement

may involve a request for proposals from PDFMA and other organizations that wish to be considered by the City to obtain the right to run a farmers market at Morrow Park.

Mr. Seabrooke's email states that he has asked the current executive of the Farmers Market to make the membership aware at the AGM, the City's correspondence with respect to their position.

Mr. Seabrooke's email has huge implications for the future of PDFMA as the operator of the Farmers Market at Morrow Park. My clients and I believe that Cindy ought to have taken steps to notify the membership well ahead of the AGM of the contents of Mr. Seabrooke's email as well as the contents of a letter that Mr. Seabrooke told me he had sent to Cindy Hope alone prior to the date on which he sent the email to me and to Mr. Grant.

It is my understanding that Cindy Hope did not even share the letter from Mr. Seabrooke with all of the other three members of the board.

My view and that of my clients is that Cindy ought to have provided for a presentation and discussion regarding this very critical communication from the City of Peterborough on the agenda for the AGM. She ought to have worked with her fellow board members to present some proposals for the membership to consider at the AGM regarding what the PDFMA ought to do with respect to the communication from Mr. Seabrooke.

Our view is that any persons considering offering their names for consideration as members of the new board as well as all of the members faced with choosing between various candidates for the board ought to have been made aware significantly in advance of the AGM of the particular challenges that the new board would have to deal with arising out of the communication from Mr. Seabrooke on behalf of the City and been in a position to take that into account in deciding who were the best members to entrust with handling this extremely important issue.

Mr. Seabrooke's communication warns the PDFMA that if the City is not satisfied with what the PDFMA does in response to the communication PDFMA may have no further role in the operation of a farmers market on City property beyond 2017.

My clients and I believe that the PDFMA is seriously deficient in its governance and management processes and that therefore radical improvements are needed in order to put forward a credible case for the City entrusting the long-term future of the farmers market to PDFMA.

Cindy has on a number of occasions referred to my clients and others who believe there is a need for reform of the governance and management processes by which the PDFMA operates the farmers market as the "splinter group". This terminology implies that anyone who seeks to improve the market and specifically its governance and management

provisions is somehow out of touch with reality in that there is no reasonable justification for any such person to think that there is any serious problem needing to be addressed. It implies extreme contempt for fellow members and vendors simply for trying to work through proper channels to obtain the support of the membership for their views and proposals.

My clients were not willing to leave it to chance that Cindy would advise the membership of the communication from Mr. Seabrooke. Consequently my clients are taking action to circulate this letter and the attached resolutions to as many of the members as possible in advance of the AGM.

I am sending you by attachment to the same email that this letter is being attached to, copies of three resolutions which one or more of my clients want to move and second at the AGM notwithstanding the fact that Cindy Hope, unilaterally (in the sense of having acted without a board motion supporting the decision that she made) set a deadline for the submission of motions by members for the AGM which deadline had expired even before the notice of the meeting was sent out.

I am also aware that Cindy Hope prepared and mailed out the notice of meeting and the documents that went out with the notice of meeting and only showed the package to the other board members after she had mailed it out to the members.

Cindy decided on her own without any board motion being passed that the agenda was closed as of the time she mailed the notice package without consultation with the board and also decided on her own that the meeting would be closed to anyone other than voting members and their partners.

My clients ask their fellow members to consider what the PDFMA has to hide or protect itself from that it needs to prevent members from bringing a lawyer, an accountant or another trusted advisor or friend to a PDFMA meeting.

Why should the media be excluded or representatives of the City of Peterborough?

Other organizations treat their annual general meetings as opportunities to promote themselves to the community.

Does PDFMA need to worry that members of the public would be upset if they knew what goes on at a members meeting of the PDFMA?

Regarding the closing of the agenda to motions from the floor I direct you to the provisions of section 19 of the PDFMA general operating by-law No. 1 which are reproduced below.

It is crystal clear that my clients or any member are entitled to move and second each of the motions which are being sent to you with this letter as well as any other motions that any of my clients or any other member may choose to move.

Section 19 of your by-law sets the rule that governs this issue conclusively. There has been no amendment to change that rule. There is no alternative rule in the Corporations Act that in any way modifies or limits the rule in section 19 of the by-law. The provisions of the new Not-for-Profit Corporations Act 2010 have not been proclaimed in force and do not apply. If Mr. Grant advises you differently I am stating that he is mistaken and would ask you to require that he provide you with the full legal authority for such opinion.

Excerpt from section 19 of by-law No. 1

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. **The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.**

It is the opinion of my clients that if the attached resolutions are approved by the members and implemented diligently by the new board they will be of immense help in positioning the PDFMA for securing the confidence of the City and in enhancing and improving the Peterborough Farmers Market for the benefit of all vendors and all of the vendors' customers and potential customers in the City and the region.

Yours very truly

**Dunn and Dunn
Professional Corporation**



John R. Dunn

JRD

pc: LLF Lawyers, Attn: Joe Grant; pc: clients as listed on Schedule of Clients below
pc: Allan Seabrooke

Schedule of Clients supporting this submission

Romeyn Stevenson operating as Gaelic Garlic
Andrew Flaman and Julie Fleming operating as Circle Organic
Sam McLean of Maclean's Berry Farm
Sax Francisco
Marshall Eckler
Bryan Marshall and Greg Knifton
Lauren Nurse of Small Spade Gardening