

MINUTES
THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Queen Elizabeth Building – Fountain Dining Room - Exhibition Place
Friday, September 11, 2009 – 8:30 a.m.

The Board of Governors of Exhibition Place met in the Fountain Dining Room, Q.E. Building at Exhibition Place on Friday, September 11, 2009.

PRESENT: Joe Pantalone, Deputy Mayor, City of Toronto/Chair, Board of Governors
Brian Ashton, Mona ElSayeh, Gloria Lindsay Luby, Mark Grimes, Camilla Mackenzie, Rocco Maragna, Jim Melvin, Gord Perks, John Weatherup

APOLOGIES: Maria Augimeri, Knox Henry Jim McMillen

ATTENDING: Dianne Young, Chief Executive Officer
Ward Earle, Solicitor/City Legal
Fatima Scagnol, Corporate Secretary
Hardat Persaud, Chief Financial Officer
Arlene Campbell, General Manager/Events & Sales
David Bednar, General Manager/CNE
Sandy Douglas, Director/Human Resources
Vince Bozzo, General Manager/BMO Field
Mortimer Wilson/Manager, Accounting/BMO Field
Ashton Sequira, General Manager/Centreplate

Deputy Mayor Joe Pantalone presided, and Fatima Scagnol acted as Secretary to the meeting. The meeting was called to order at 8:35 a.m.

Before proceeding with the regular business of the meeting, the Chair requested members to indicate the report on the public agenda wherein they have an interest, together with the nature of the interest. None were declared.

1. **CANADIAN COUNCIL OF MINISTERS OF THE ENVIRONMENT AWARD**

The Chair was pleased to advise that Exhibition Place received an Honourable Mention and Award with respect to its Green House Gases Reduction. He explained that since 2004 Exhibition Place has undertaken an environmental stewardship initiative, which includes the promotion of sustainable development and leading edge green technologies and practices across the site. Several energy efficiency projects were completed which resulted in a significant reduction in greenhouse gas emissions. Some of the results included a reduction of Exhibition Place's contribution to "smog days"; assistance to the Province with its plan to shut down coal fired electrical plants; a demonstration of emerging green technologies in major public buildings and an increased awareness regarding the environmental issues.

2. **MINUTES OF PREVIOUS MEETING**

On motion duly made by Gloria Lindsay Luby, and **CARRIED**, it was **RESOLVED** that the Minutes of Meeting of the Board of Governors held on July 10, 2009, be **VERIFIED** in the form distributed to the members.

CONSIDERATION OF REPORTS

The Chair proposed that the Board proceed through the reports on the agenda with members indicating those reports, by number, on which they wish to speak; that the Board then proceed with the adoption of the remaining reports; and then give consideration to those reports held for discussion at the request of the members, not necessarily in the order that they appear on the agenda.

3. **ACCOUNTS RECEIVABLE–DEC & EXHIBITION PLACE– July 31, 2009**

Upon the question of the adoption of Report No. 2 dated August 28, 2009 and the Confidential Attachment 1 to the report from the Chief Executive Officer entitled "**Accounts Receivable for the DEC and Exhibition Place as of July 31, 2009**", it was

- received for **INFORMATION**.
4. **2009 CAPITAL WORKS PROGRAM – AUGUST PROGRESS REPORT**
Upon the question of the adoption of Report No. 3 dated August 31, 2009 from the Chief Executive Officer entitled “**2009 Capital Works Program – August Progress Report**”, it was received for **INFORMATION**.
 5. **EXHIBITON PALCE MANAGEMENT REPORT – AUGUST 31, 2009**
Upon the question of the adoption of Report No. 5 dated August 31, 2009 from the Chief Executive Officer entitled “**Exhibition Place Management Report – August 31, 2009**”, it was received for **INFORMATION**.
 6. **2008 CONSOLIDATED FINANCIAL STATEMENTS FOR EXHIBITION PLACE**
Upon the question of the adoption of Report No. 7 dated September 4, 2009 from the Finance & Audit Committee entitled “**2008 Consolidated Financial Statements for Exhibition Place**”, it was **APPROVED**.
 7. **AGREEMENT - SERVICES TO ELEVATORS & ESCALATORS**
Upon the question of the adoption of Report No. 8 dated August 25, 2009 from the Chief Executive Officer entitled “**Agreement for Maintenance Services to Elevators and Escalators**”, it was **APPROVED**; and **FURTHER** that the agreement with Schindler shall contain provisions to ensure that nothing done by Schindler as part of the contract shall cause the equipment to become proprietary in nature or adversely affect the ability of another maintenance provider to maintain the equipment in the future.
 8. **76TH UFI CONGRESS**
Upon the question of the adoption of Report No. 9 dated August 30, 2009 from the Chief Executive Officer entitled “**76th UFI Congress**”, it was **APPROVED**.
 9. **GRANT TO CANADA’S SPORTS HALL OF FAME FOR 2010**
Upon the question of the adoption of Report No. 12 dated September 4, 2009 from the Finance & Audit Committee entitled “**Grant to Canada’s Sports Hall of Fame for 2010**”, it was **APPROVED**.
 10. **CONFERENCE CENTRE AUGUST 2009 CONSTRUCTION UPDATE**
Upon the question of the adoption of Report No. 14 dated August 30, 2009 from the Chief Executive Officer entitled “**Conference Centre August 2009 Construction Update**”, it was received for **INFORMATION**.

The Chair proposed that the Board give consideration to those reports held for discussion at the request of the members. The Board concurred with the following.

11. **BMO FIELD - MANAGEMENT REPORT – JULY 2009**
On a question from Jim Melvin with respect to the revenue related to the Lacrosse Games and the two additional Toronto FC games not noted in subject report, Vince Bozzo responded that the revenue will be provided in the August Management Report and that the revenue earned in subject report is as of July. Jim Melvin further congratulated MLSE for securing the additional soccer games held in the month of August.
On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 4 dated July 2009 from the General Manager/BMO Field with respect to the BMO Management Report – July 2009”, be received for **INFORMATION**.
12. **AUDIT RESULTS FOR THE CONSOLIDATED FINANCIAL STATEMENTS FOR EXHIBITION PLACE FOR THE YEAR ENDED DECEMBER 31, 2008**
On a question from Mona ElSayeh with respect to the higher audit fees, Dianne Young responded that the existing contract with Ernst & Young was extended for two years and was negotiated at the City of Toronto level including negotiation of the fees.
On motion duly made by Mona ElSayeh, seconded and **CARRIED**, it was **RESOLVED** that Report 6 dated September 4, 2009 from the Finance & Audit Committee with respect

to the Audit Results for the Consolidated Financial Statements for Exhibition Place for the year ended December 31, 2008, be received for **INFORMATION**, as referred by the Finance & Audit Committee.

13. **STRATEGIC PLAN UPDATE**

The Chair advised that a bound copy of subject report including photographs has been distributed to members and that quarterly reports with respect to the Strategic Plan will be provided to the Board.

On a question from Jim Melvin with respect to measuring the success of budget or goals being met, Dianne Young responded that members will see this in the form of a final report at the end of each objective once it is achieved.

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 10 dated September 4, 2009 from the Chief Executive Officer with respect to the 2009 to 2012 Strategic Plan, be received for **INFORMATION**; and **FURTHER** that, Dianne Young be applauded for producing such a plan.

14. **SPONSORSHIP AGREEMENT WITH RICOH CANADA**

On motion duly made by Mona ElSayeh, seconded and **CARRIED**, it was **RESOLVED** that Report No. 11 dated August 28, 2009 from the Chief Executive Officers, be **APPROVED**, thereby authorizing the additional terms and conditions to the sponsorship agreement with Ricoh Canada from October 19, 2009 to February 28, 2011, set out in subject report.

15. **2010 OPERATING BUDGET**

The Chief Financial Officer provided a detailed power-point presentation with respect to the 2010 Operating Budget, wherein a copy of the presentation was distributed to the members and a copy is appended to the official minutes of this meeting. At the conclusion of the presentation, the following was noted:

On a question from John Weatherup with respect to funds being available due to the loss of the Sportsmen Show, the Chair responded that the City of Toronto is aware of this issue and budget pressures and may have to absorb the loss.

On motion duly made by John Weatherup, seconded and **CARRIED**, it was **RESOLVED** that Report No. 13 dated September 4, 2009 from the Finance & Audit Committee, be **APPROVED**, thereby authorizing the 2010 Operating Budget; and **FURTHER** that, Dianne Young and staff be applauded for producing an excellent 2010 Operating Budget.

16. **2010 ANNUAL PLAN – FOOD & BEVERAGE
– DIRECT ENERGY CENTRE & ALLSTREAM CENTRE**

Ashton Sequira, General Manager/Centreplate provided a detailed power-point presentation with respect to the Annual Plan - Food & Beverage for the Direct Energy Centre and Allstream Centre, wherein a copy was distributed to the members and a copy is appended to the official minutes of this meeting.

On motion duly made by Gloria Lindsay, seconded and **CARRIED**, it was **RESOLVED** that the power-point presentation with respect to the Annual Plan - Food & Beverage for the Direct Energy Centre and Allstream Centre, be received for **INFORMATION**.

17. **2010 SALES PLAN FOR THE DIRECT
ENERGY CENTRE & ALLSTREAM CENTRE**

Arlene Campbell, General Manager/Sales & Marketing provided a detailed power-point presentation with respect to the 2010 Sales Plan for the Direct Energy Centre and the Allstream Centre, wherein a copy of the presentation was distributed to the members and a copy is appended to the official minutes of this meeting.

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that

the 2010 Sales Plan for the Direct Energy Centre and Allstream Centre, be received for **INFORMATION**.

18. **DATE OF NEXT MEETING**

The next regular meeting of the Board is scheduled to be held on **Friday, December 4, 2009** at 8:30 a.m.

Camilla MacKenzie excused herself from the meeting at 9:15 a.m.

19. **RESOLUTION RE CLOSED SESSION**

On motion duly made by Gloria Lindsay Luby, seconded and **CARRIED**, it was **RESOLVED** that the Board go into Closed Session for the purposes of dealing with items of a proprietary, personnel and of a contractual nature.

The Board members (Joe Pantalone, Brian Ashton, Mona ElSayeh, Gloria Lindsay Luby, Mark Grimes, Rocco Maragna, Jim Melvin, Gord Perks and John Weatherup) reconvened at 9:55 a.m. and concurred with the following proposal.

20. **2010 MARKETING PLAN FOR THE DIRECT ENERGY CENTRE & ALLSTREAM CENTRE**

On motion duly made by John Weatherup, seconded and **CARRIED**, it was **RESOLVED** that the Confidential power-point presentation with respect to the 2010 Marketing for Direct Energy Centre and Allstream Centre, wherein a copy was distributed to members and a copy appended to the official minutes of this meeting, be received for **INFORMATION**; and **FURTHER** that the oral presentation from Mr. George Friedman, owner of Cerise Catering, with respect to Cerise Catering and the Marketing Plan for the Allstream Centre, be received for **INFORMATION**.

21. **RESOLUTION RE ABSENTEEISM**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Maria Augimeri, Knox Henry and Jim McMillen having notified the Corporate Secretary of their unavailability to attend this meeting of the Board, be **EXCUSED**.

The Board adjourned at 9:55 am for a short recess and reconvened at 10 am. The Chair welcomed introduced Bob Hunter, Richard Peddie and Paul Burns of Maple Leaf Sports & Entertainment, and Brenda Patterson of City/Parks, Forestry & Recreation Department who were attending the meeting with respect to the proposed Upgrades to BMO Field at Exhibition Place and Allan Lamport Stadium.

22. **UPGRADES TO BMO FIELD AT EXHIBITION PLACE AND ALLAN LAMPORT STADIUM**

Richard Peddie provided a brief oral overview with respect to the history BMO Field which commenced in 2007 and has enjoyed and appreciated the working relationship with all levels of government and continues to look forward to this relationship with respect to the proposed upgrades.

Bob Hunter provided a power-point presentation with respect to the Upgrades to the BMO Field at Exhibition Place and Allan Lamport Stadium, wherein a copy was distributed to members of the Board and a copy appended to the official minutes of this meeting.

At the conclusion of the presentation, the Board entered into a question/answer session wherein the following was noted.

On a question from Brian Ashton with respect to the maintaining the cost of the grass versus turf, Dianne Young responded that the cost would be approximately \$100,000 more to maintain the grass.

On a question from John Weatherup with respect to the number of days that Exhibition Place would have to feature an event, Dianne Young responded that any day would be available with the exception of when MLSE has booked a planned event. She further

noted that Honda Indy expressed an interest to use BMO Field and Exhibition Place worked with MLSE to have this happen in 2009.

On a question from Gloria Lindsay Luby with respect to how the grass will be maintained in order to endure the various weather temperatures, Bob Hunter responded that the growing knowledge in this area is so advanced and that a system will be installed beneath the grass to keep it at a level temperature level all year so that grass is ready for use in the Spring.

On a question from Mark Grimes with respect to the hard surface at Lamport Stadium for concerts, Dianne Young responded that negotiations had been concluded with the City of Toronto for use of that surface cover at BMO Field at no rental cost.

On a question from Brian Ashton with respect to the risk, if any, to Exhibition Place, Ward Earle responded that this issue is outlined in detail within the Letter of Intent appended to subject report which if approved will go forward to City Council.

Jim Melvin applauded all involved with respect to this proposal and the use by the community and noted the \$112,000 revenue seems low. Hardat Persaud responded that the \$112,000 is a result of the loss of the Bubble and that Exhibition Place remains fully whole with the payment from Lamport Stadium guaranteed by MLSE.

On a question from Rocco Maragna with respect to what the community use is now and its mix with Lamport Stadium, Bob Hunter responded that this process still needs to be developed.

On a question from Mona ElSayeh with respect to the Lacrosse games moving to Lamport Stadium, Bob Hunter responded that the Lacrosse Group have a five-year agreement with MLSE for the BMO Field.

On a question from Mona ElSayeh with respect to the reality of receiving approval from all levels of government for this proposal, Dianne Young responded that MLSE and Exhibition Place have communicated with the Provincial Officials and Mayor David Miller has communicated with the Federal and Provincial Ministers and that the Toronto District School Board approval will come at a later date. The Chair clarified that, should the Board approve the BMO Proposal, it will first be submitted to City Council and then on to the other two levels of government for approval.

Mark Grimes requested that protection language for Exhibition Place be included in the Letter of Intent with respect to the recommendation related to the Toronto District School Board on page 3; the Municipal Capital Funding on page 6; and the timetable of approval by the Toronto District School Board on page 18. The Chair confirmed that both Exhibition Place and MLSE will work together on these issues.

On a question from Brian Ashton with respect to this proposal having any affect on the CNE, David Bednar responded that it would not have any negative effect other than where the manholes are required.

The Chair requested if there were any members who wished to speak to subject proposal wherein the following was noted.

Joe Pantalone explained that given the history of Exhibition Place's partnership with MLSE that what is proposed from the community is concerned, the sport of soccer is a clear winner and this is a good opportunity. It's great news for Exhibition Place and MLSE.

Mark Grimes applauded MLSE who has been a great partner, especially with the hockey arenas.

Rocco Maragna applauded MLSE and is in full support of soccer players showcasing their expertise on grass rather than turf given the injuries they have endured.

Gord Perks acknowledged the success of MLSE where BMO Field is concerned and has been proud to be a part of the history since 2007.

The Chair also acknowledged and welcomed Mayor David Miller who joined the meeting at 11 am.

Gloria Lindsay Luby acknowledged and applauded the Chair, Deputy Mayor Joe Pantalone and Dianne Young for what they have brought to Exhibition Place.

Brian Ashton concurred with everyone's comments, congratulated MLSE, Exhibition Place staff and is excited to move forward.

Mayor David Miller thanked the Board for allowing him to speak and indicated he would have been at the meeting sooner, but was at an event at the Direct Energy Centre, wherein Minister Jim Flaherty announced the funding to the City of Toronto where the Infrastructure Program is concerned. He further thanked MLSE for their continuing support and acknowledged their concern for soccer players and their injuries endured on artificial turf. He further noted that the City of Toronto needs to be the "home of soccer", and is appreciative of the upgrades to Lamport Stadium and the Toronto District School Board field.

On motion duly made by Mark Grimes, seconded and **CARRIED**, it was **RESOLVED** that the recommendations outlined in Report No. 17 dated September 9, 2009 from the Chief Executive Officer with respect to the Upgrades to BMO Field at Exhibition Place and Allan Lamport Stadium, and the Confidential Attachment 1 to subject report, be **APPROVED**, and **FURTHER** that the following be **APPROVED** and included in the recommendations to City Council:

Whereas Report No. 17, entitled "Upgrades to BMO Field at Exhibition Place and Allan Lamport Stadium" proposes amendments to the current Management Agreement (January 1, 2007) between the Board, City and Maple Leaf Sports & Entertainment Ltd. (MLSE) and to the Team Licence and User Agreement (January 1, 2007) between the Board, MLSE and MLS Canada U.L.C; and

Whereas the draft Letter of Intent (LOI) attached as Appendix "A" to Report No. 17 currently contemplates in section 5(d) that the agreement for Allan Lamport Stadium shall contain a provision allowing for the periodic review of the operation of the facility based on continued relevance and community need (subject to the requirements of the provincial and federal governments);

Be it resolved that there is no intent that amendments proposed in the above- noted report will amend or have any effect on the terms and conditions set out in either the Management Agreement and Team Licence and User Agreement that provide for the opportunity to expand the Soccer Stadium (BMO Field) to allow for professional football at the Stadium; and

Be it further resolved that section 5(d) of the LOI be revised to include a provision to allow the City to, at its sole option, include in its review the potential use of Allan Lamport Stadium as a site for professional football, subject to satisfying any requirements for continuing community use.

A recorded vote was requested with respect to the foregoing motions wherein the following members voted in favor – Joe Pantalone, Brian Ashton, Mona ElSayeh, Gloria Lindsay Luby, Mark Grimes, Rocco Maragna, Jim Melvin and Gord Perks.

John Weatherup voted in the negative.

On motion duly made by Mark Grimes, seconded and **CARRIED**, it was **RESOLVED** that Mr. Danny Dichio, Toronto FC player, who was retiring from the team, be applauded for his efforts.

ADJOURNMENT

There being no further business, the Chair adjourned the meeting at 11:30 a.m.

(Copies of the communications, reports and other documents referred to in the minutes of this meeting have been distributed to the members and copies thereof inserted as schedules to the official minutes of the proceedings of this meeting of the Board.)

VERIFIED at a meeting of the Board of Governors of Exhibition Place held on the 8th day of October, 2009.