

Item No. 4

MINUTES

THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Fountainblu Side Room – Queen Elizabeth Building - Exhibition Place
Wednesday, December 19, 2012 – 8:30 a.m.

The Board of Governors of Exhibition Place met in the Fountainblu Side Room – Queen Elizabeth Building - Exhibition Place on Wednesday, December 19, 2012 at 8:30 a.m.

PRESENT: Mark Grimes, Chair
Wayne Copeland, Connie Dejak, Gloria Lindsay Luby, Hugh Mansfield,
Sean Webster

APOLOGIES: Ana Bailao, Chin Lee, Gord Perks

STAFF: Dianne Young, Chief Executive Officer
Fatima Scagnol, Corporate Secretary
Alison Fowles/Solicitor, City Legal
Hardat Persaud, Chief Financial Officer
Arlene Campbell, General Manager/Sales & Events Management
Jeff Gay, Director/Event Services
Laura Purdy, Director/Marketing
David Bednar, General Manager/CNEA
Peter Church, General Manager/BMO Field

PRESENTORS/ Irene Jones, Journalist

DEPUTANTS: Oliver and Zlatko Starkovski, Muzik Clubs Inc.

Mark Grimes 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. **CONGRATULATIONS MOTION – DEBBIE SANDERSON**

Upon the question of the adoption of the Congratulations Motion with respect to Debbie Sanderson, it was **ACKNOWLEDGED**.

2. **COMMUNICATIONS – MEMBERS OF COUNCIL APPOINTED TO THE BOARD**

Upon the question of the adoption of the Communication from the City Clerk dated December 6, 2012 with respect to Members of Council appointed to the Board, it was received for **INFORMATION**.

3. **MINUTES OF PREVIOUS MEETING**

On motion duly made by Sean Webster, seconded and **CARRIED**, it was **RESOLVED** that the Minutes of the Meeting of the Board of Governors held on Friday, November 23, 2012, 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. The Board concurred with the following.

4. 2012 CAPITAL WORKS PROGRAM – NOVEMBER PROGRESS REPORT

Upon the question of the adoption of Report No. 5 dated December 5, 2012 from the Chief Executive Officer with respect to the 2012 Capital Works Program – November Progress Report, it was received for **INFORMATION**.

5. CNE MANAGEMENT REPORT – NOVEMBER/DECEMBER 2012

Upon the question of the adoption of Report No. 6 dated November/December 2012 from the General Manager/CNEA with respect to CNEA Management Report for November and December 2012, it was received for **INFORMATION**.

6. BMO MANAGEMENT REPORT – OCTOBER 2012

Upon the question of the adoption of Report No. 7 dated October 2012 from the General Manager/BMO Field with respect to the BMO Management Report for October 2012, it was received for **INFORMATION**.

7. EXHIBITION PLACE MANAGEMENT REPORT – NOVEMBER 2012

Upon the question of the adoption of Report No. 8 dated November 30, 2012 from the Chief Executive Officer and the General Manager/Sales & Events Management with respect to the Exhibition Place Management Report for November 30, 2012, it was received for **INFORMATION**.

8. DELEGATION SCHEDULES PURSUANT TO BY-LAW #2-07

Upon the question of the adoption of Report No. 9 dated December 6, 2012 from the Chief Executive Officer with respect to the Delegation Schedules pursuant to the Board's Financial By-Law, it was received for **INFORMATION**.

9. ROYAL AGRICULTURAL WINTER FAIR ASSOCIATION APPOINTMENT - 2013

Upon the question of the adoption of Report No. 10 dated December 4, 2012 from the Chair with respect to the Board's Member appointment to the Royal Agricultural Winter Fair Association for 2013, it was **APPROVED**.

10. AGREEMENT FOR VARIOUS UNIFORM CLOTHING

Upon the question of the adoption of Report No. 11 dated December 6, 2012 from the Chief Executive Officer with respect to an agreement for Various Uniform Clothing, it was **APPROVED**.

**11. THE ROYAL AGRICULTURAL WINTER FAIR
ADMINISTRATIVE OFFICES LEASE**

Upon the question of the adoption of Report No. 13 dated December 4, 2012 from the Chief Executive Officer with respect to the Royal Agricultural Winter Fair – Administrative Offices Lease, it was **APPROVED**.

12. COMMUNITY BASKETBALL COURTS

Upon the question of the adoption of Report No. 14 dated December 3, 2012 from the Chief Executive Officer with respect to a License Agreement for the Community Basketball Courts, it was **APPROVED**.

**13. SUBLEASE BY TORONTO CENTRE FOR THE
PROMOTION OF FASHION DESIGN**

Upon the question of the adoption of Report No. 15 dated December 4, 2012 from the Chief Executive Officer with respect to a Sublease by Toronto Centre for the Promotion of Fashion Design, it was **APPROVED**.

**14. ACCOUNTS RECEIVABLE – DIRECT ENERGY CENTRE
ALLSTREAM CENTRE & EXHIBITION PLACE – NOVEMBER 30, 2012**

Upon the question of the adoption of Report No. 16, and the Confidential Attachment 1 to subject report, dated December 5, 2012 from the Chief Executive Officer with respect to the Accounts Receivable for Direct Energy Centre, Allstream Centre and Exhibition Place, as at November 30, 2012, 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.

**15. COMMUNICATIONS – ANNOUNCEMENT RE
SIGN & BANNER HANGING AT EXHIBITION PLACE**

On a question from Sean Webster as to the discussions between GES and Local 506 and why GES is unable to provide the service, Dianne Young provided a brief overview.

On motion duly made by Sean Webster, seconded and **CARRIED**, it was **RESOLVED** that Communications No. 2 dated November 29, 2012 with respect to the Announcement re Sign & Banner Hanging at Exhibition Place, be received for **INFORMATION**.

**16. AGREEMENT FOR EVENT & SPECIAL
ASSIGNMENT SECURITY GUARD SERVICES**

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Report No. 12 dated December 7, 2012 from the Chief Executive Officer, be **APPROVED**, thereby authorizing a one year agreement, with an option to extend for two separate one year periods, with Neptune Security Services Inc., be **APPROVED**.

17. MUZIK CLUBS INC. LEASE AMENDMENT

On a question from Gloria Lindsay Luby with respect to the types of pools noted on page 2 of subject report, Dianne Young responded that these were swimming pools and that in the winter months the Tenant has suggested they may be used as skating rinks.

Representative of the Tenant, Zlatko Starkovski, provided a detailed presentation with illustrations with respect to the expansion and enhancement of the outdoor patio area.

Hugh Mansfield applauded Mr. Starkovski and acknowledged that the designs were impressive but suggested that this Lease Amendment be deferred pending the outcome of the Board's Strategic Planning Session being held on January 24, 2013.

Connie Dejak suggested that the Board's Strategic Planning Session be rescheduled pending some major issues related to consideration by City Council of a Proposed Casino in Toronto.

Hugh Mansfield questioned the effect of this lease amendment extending the term should a Casino be approved for Exhibition Place and the costs/damages that Exhibition Place would have to pay to terminate this lease or other leases on the grounds, if required by the City.

On a question from Gloria Lindsay Luby with respect to staff having any concerns regarding the lease amendment, Dianne Young responded there are no concerns about the project as there was always a possibility of additional outdoor improvements and reinvestment by Muzik, but it is the high dollar value of the improvements which has caused the Tenant to request an extension of the lease term, and all other terms and conditions remain the same.

RESOLUTION RE CLOSED SESSION

On motion duly made by Sean Webster, 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.

All non-participants were excused from the meeting.

The Board members Mark Grimes/Chair, Wayne Copeland, Connie Dejak, Gloria Lindsay Luby, Hugh Mansfield and Sean Webster reconvened in public session at 9:15 a.m.

Mark Grimes provided a brief history of Muzik Clubs Inc. and assured the Board that appropriate research was conducted by them related to the project.

Gloria Lindsay Luby supported the Chair's comments and does not see any conflicts should a Casino be proposed for Exhibition Place.

Mark Grimes requested that staff review the terms and conditions of all leases on a go forward basis to consider a "termination right" to the benefit of the Board in relation to major future developments such as a Casino Entertainment Complex.

It was duly moved by Hugh Mansfield to defer the report to the February 15, 2013 meeting of the Board. Upon the question of the adoption of the foregoing motion, it was **LOST**.

It was duly moved by Gloria Lindsay Luby to approve Report No. 19 and the Confidential Attachment 1 to subject report, dated December 17, 2012 from the Chief Executive Officer, which was distributed at the meeting, regarding the recommendations outlined in subject report with respect to a Lease Amendment for Muzik Clubs Inc.

Upon the question of the adoption of the foregoing motion, a recorded vote was requested. Those in favour were Connie Dejak, Gloria Lindsay Luby, Mark Grimes and Sean Webster; and those against were Wayne Copeland and Hugh Mansfield.

Given the vote was 4 in favour and 2 against, the motion moved by Gloria Lindsay Luby with respect to Report No. 19 and the Confidential Attachment 1, was **APPROVED**.

18. **DATE OF NEXT MEETING**

The next regular meeting of the Board is scheduled to be held on **Friday, February 15, 2013 at 8:30 a.m.**

19. **RESOLUTION RE ABSENTEEISM**

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Ana Bailao, Chin Lee and Gord Perks having notified the Corporate Secretary of their unavailability to attend this meeting of the Board, be **EXCUSED**.

ADJOURNMENT

There being no further business, the Chair adjourned the meeting at 9:25 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.)

Corporate Secretary

Chair

VERIFIED at a meeting of the Board of Governors of Exhibition Place held on the ____ day of _____, 2013.

Chair