

**BOARD MINUTES
THE BOARD OF GOVERNORS
OF EXHIBITION PLACE**

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Meeting Date: Friday, June 10, 2016
Start Time: 11:30 a.m.
Location: Allstream Centre – Room 200 A/B – Exhibition Place

PRESENT: Mark Grimes, Chair
Connie Dejak, Jim Karygiannis, Mike Layton, Giorgio Mammoliti, Victoria Mancinelli, Paula Oliveira, Mark Teeple

REGRETS: Justin Di Ciano

STAFF: Dianne Young, Chief Executive Officer
Fatima Scagnol, Corporate Secretary
Alison Fowles, Solicitor, City Legal
Barb Cappell, Solicitor, City Legal
Hardat Persaud, Chief Financial Officer
Arlene Campbell, General Manager/Sales & Event Management
Danny Chui, Manager/Capital Works
Gilles Bouchard, Director, Event Management Services
Laura Purdy, Director, Sales & Marketing

GUESTS: Valerie Jepson, Integrity Commissioner
Marisa Triona, Price Waterhouse
Terri McKinnon, Price Waterhouse

Mark Grimes presided and Fatima Scagnol acted as Secretary to the meeting. The meeting was called to order at 11:30 a.m.

Mark Grimes advised that Report No. 11 with respect to the Transfer and Sale of Artwork was withdrawn from the agenda given the agreement is still under review.

For the information of the Board, Mark Grimes welcomed the following new Directors to Exhibition Place.

Gilles Bouchard, CEM, comes to Exhibition Place with extensive experience in the exhibition, meetings and events business, previously working with GES Global Experience Specialists as VP Canada, and as Director of Events and Trade Shows for Landscape Ontario Horticultural Trades Association. An active member of the events industry, Gilles has previously served on the Board of CAEM and was part of the CAEM Committee to develop the Health & Safety Training Program.

Tony Porter, who unfortunately couldn't attend today's meeting, brings a wealth of management experience to his new role with over 20 years' experience working in the security, loss prevention and customer service industry. Previously, Tony was Senior Division Manager for Contemporary Security Canada, which managed security services for the TO2015 PanAm Games. Additionally, he held a Vice President title with one of Canada's largest airport security firms, overseeing 2000+ employees.

1. CONFIRMATION OF MINUTES – MARCH 24, 2016

Board Decision

The Board of Governors confirmed the Minutes of the Board from the regular meeting held on March 24, 2016, in the form supplied to the Members.

Board Motion

Motion to Adopt Minutes moved by Giorgio Mammoliti (Carried)

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. The Board then proceeded with the adoption of the remaining reports and then gave 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.

2. AUDIT RESULTS & YEAR END REPORT FOR THE CONSOLIDATED FINANCIAL STATEMENTS FOR EXHIBITION PLACE FOR THE YEAR ENDED DECEMBER 31, 2015

Board Decision

The Board on June 10, 2016 adopted the following motion:

The Board receive the Audit Results & Year End report for the Consolidated Financial Statements for Exhibition Place for the Year Ended December 31, 2015

Background Information

(May 13, 2016) Report No. 2 from the Chief Executive Officer on the Audit Results & Financial Statement for the Year Ended December 31, 2015

<http://www.explace.on.ca/database/rte/files/Item%202-2015%20Audited%20Results.pdf>

Board Motion

Motion to Adopt Item moved by Mark Teeple (Carried)

3. 2015 CONSOLIDATED FINANCIAL STATEMENTS FOR THE BOARD OF GOVERNORS

Board Decision

The Board on June 10, 2016 adopted the following motion:

The Board approve the 2015 Consolidated Financial Statements for the Board

Background Information

(May 13, 2016) Report No. 3 from the Chief Executive Officer on the 2015 Consolidated Financial Statements for the Board of Governors of Exhibition Place

<http://www.explace.on.ca/database/rte/files/Item%203-2015%20Financial%20Statements%20combined.pdf>

Board Motion

Motion to Adopt Item moved by Paula Oliveira (Carried)

4. 2016 CAPITAL WORKS PROGRAM PROGRESS REPORT - APRIL

Board Decision

The Board on June 10, 2016 adopted the following:

The Board receive the 2016 Capital Works Program Progress Report – April.

Background Information

(May 13, 2016) Report No. 4 from the Chief Executive Officer on the 2016 Capital Works Program Progress Report – April Report

<http://www.explace.on.ca/database/rte/files/Item%204-2016%20Capital%20Progress%20Report%20Cover-April.pdf>

Attachment

<http://www.explace.on.ca/database/rte/files/Item%204-2016%20Capital%20Progress%20Report-April.pdf>

Board Motion

Motion to Adopt Item moved by Mike Layton (Carried)

5. EXHIBITION PLACE MANAGEMENT REPORT – APRIL 2016

Board Decision

The Board on June 10, 2016 adopted the following:

The Board receive the Exhibition Place Management Report for April, 2016.

Background Information

(April 30, 2016, 2016) Report No. 5 from the Chief Executive Officer and the General Manager, Sales & Event Management on the Exhibition Place Management Report for April 2016

<http://www.explace.on.ca/database/rte/files/Item%205-EP%20Management%20-%20April.pdf>

Board Motion

Motion to Adopt Item moved by Victoria Mancinelli (Carried)

6. OCCUPATIONAL HEALTH & SAFETY REPORT – 1ST QUARTER**Board Decision**

The Board on June 10, 2016 adopted the following:

The Board receive the Occupational Health & Safety Report for the 1st Quarter

Background Information

(May 2, 2016) Report No. 6 from the Chief Executive Officer on the Occupational Health & Safety Report for the 1st Quarter

<http://www.explace.on.ca/database/rte/files/Item%206-OHS%20Report%201st%20Quarter.pdf>

Board Motion

Motion to Adopt Item moved by Mike Layton (Carried)

7. COMPLAINTS OF CITY/AGENCY STAFF – LOBBY REGISTRAR**Board Decision**

The Board on June 10, 2016 adopted the following:

The Board receive the Complaints of City / Agency Staff – Lobby Registrar Report

Background Information

(April 5, 2016) Report No. 7 from the Chief Executive Officer on the Complaints of City / Agency Staff – Lobby Registrar

<http://www.explace.on.ca/database/rte/files/Item%207-Lobby%20Registrar-Complaints.pdf>

Board Motion

Motion to Adopt Item moved by Giorgio Mammoliti (Carried)

8. ANNUAL RENTAL AGREEMENT – FESTIVAL MANAGEMENT COMMITTEE FOR THE TORONTO CARIBBEAN CARNIVAL - 2016**Board Decision**

The Board on June 10, 2016 adopted the following:

The Board approve the execution of a one-year agreement with FMC for the Toronto Caribbean Carnival 2016

Background Information

(May 9, 2016) Report No. 8 from the Chief Executive Officer on the Annual Rental Agreement – Festival Management Committee for the Toronto Caribbean Carnival – 2016

<http://www.explace.on.ca/database/rte/files/Item%208-2016%20Caribbean%20Carnival.pdf>

Board Motion

Motion to Adopt Item moved by Paula Oliveira (Carried)

9. BENEFIT PLAN CHANGES – MANAGEMENT & NON-UNION EMPLOYEES**Board Decision**

The Board on June 10, 2016 adopted the following:

The Board approve of the amendments to the current Active Benefits Plan for Management and Non-Union employees effective January 1, 2017 as outlined in the appendix of subject report

Background Information

(May 19, 2016) Report No. 9 from the Chief Executive Officer on the Benefit Plan Changes for Management and Non-Union Employees

<http://www.explace.on.ca/database/rte/files/Item%209-Benefit%20Plan%20Changes%20Jan-2017.pdf>

Board Motion

Motion to Adopt Item moved by Victoria Mancinelli (Carried)

10. RENEWAL LEASE FOR TENANCY IN 285 MANITOBA DRIVE

Board Decision

The Board on June 10, 2016 adopted the following:

The Board approve a lease with Toronto Fashion Incubator for 285 Manitoba Drive commencing June 15, 2016 for a term of three (3) years on the terms and conditions

Background Information

(May 13, 2016) Report No. 14 from the Business Development Committee on the Renewal Lease for Tenancy in 285 Manitoba Drive

<http://www.explace.on.ca/database/rte/files/Item%2014-TFI%20Lease%20Combined.pdf>

Confidential Attachment – pertaining to the competitive position, and future economic and legal interests of the Board and the City.

Board Motion

Motion to Adopt Item moved by Jim Karygiannis (Carried)

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

The Board recessed its public session and met as Committee of the Whole in closed session on June 10, 2016, to consider confidential information related to a number of reports.

Victoria Mancinelli excused herself from the meeting at 12:15 p.m.

The Board reconvened in public session at 1:10 p.m. and concurred with the following reports given one of the Board members needed to leave for another appointment and requested to be available for the Board's decisions.

11. LEASE FOR TENANCY WITHIN THE QUEEN ELIZABETH EXECUTIVE OFFICES

Board Decision

The Board on June 10, 2016 adopted the following:

The Board defer the Lease for Tenancy within the Queen Elizabeth Executive Offices to the July 28th meeting of the Board pending a presentation from the Chief Corporate Officer of the City of Toronto at which time subject report will be reconsidered by the Board

Background Information

(May 13, 2016) Report No. 15 from the Business Development Committee on the Lease for Tenancy within the Queen Elizabeth Executive Offices

<http://www.explace.on.ca/database/rte/files/Item%2015-QE%20Executive%20Lease%20Combined.pdf>

Confidential Attachment – pertaining to the competitive position, and future economic and legal interests of the Board and the City.

Board Motion

Motion to Defer the Item moved by Mark Grimes (Carried)

12. REQUEST FOR PROPOSALS FOR LEASE OF OFFICES IN THE QUEEN ELIZABETH BUILDING – REPORT OF THE CITY SOLICITOR

Board Decision

The Board on June 10, 2016 adopted the following:

The Board defer the Request for Proposals for Lease of Offices within the Queen Elizabeth Building to the July 28th meeting of the Board pending a presentation from the Chief Corporate Officer of the City of Toronto at which time subject report will be reconsidered by the Board

Background Information

(June 3, 2016) Report No. 15 (a) from the City Solicitor on the Request for Proposals for Lease for of Offices within the Queen Elizabeth Building

[http://www.explace.on.ca/database/rte/files/Item%2015%20\(a\)-Lease%20of%20Q_E_%20Offices-Legal.pdf](http://www.explace.on.ca/database/rte/files/Item%2015%20(a)-Lease%20of%20Q_E_%20Offices-Legal.pdf)

Confidential Attachment – pertaining to advice and information that is subject to solicitor-client privilege

Board Motion

Motion to Defer the Item moved by Mark Grimes (Carried)

13. MUZIK CLUBS LEASE TERMS AND CONDITIONS

Board Decision

The Board on June 10, 2016 amended the recommendations within Report No. 17 to read as follows:

- (a) Strike-out Recommendation 1 of Report No. 17.
- (b) Amend Recommendation 2(i) of Report No. 17 to:
 - delete the words “thirty (30) days of banquets” and add the words “thirty (30) banquets” and;
 - delete the words “the first right of refusal to cater such banquets” and add the words “the right to cater such banquets” so that Recommendation 2(i) now read as follows:
 - amend sections 5.1 and 5.2 of the Muzik Clubs Lease to allow Muzik Clubs to host banquets provided that if Muzik Clubs, in any one year, contracts to hold more than thirty (30) banquets, Muzik Clubs will provide notice to the Liberty Grand Entertainment Group (“Liberty”), and Liberty will have the right to cater such banquets, in accordance with Liberty Grand’s price listing.
- (c) Delete Recommendation 2(ii) of Report No. 17 and add a new Recommendation 2(ii) to read as follows:
 - the Board confirm in writing to Muzik Clubs that in respect of trade and consumer shows: (i) although the prohibition in the Muzik Clubs Lease will remain, the current practice of the Landlord allowing Muzik Clubs to host occasional trade and consumer shows with the prior consent of the Landlord in appropriate circumstances and in the Landlord’s sole discretion will continue; and (ii) as a condition for this ongoing cooperation, Muzik Clubs must refrain from marketing itself as a venue for trade and consumer shows, or any other uses not permitted by the terms of the Muzik Clubs Lease; and further to authorize the Board of Governors to establish a procedure whereby any request by the Tenant for the Landlord’s consent will be submitted to the Business Development Committee and then to the Board of Governors for approval, provided however that in the case of urgent matters, the Chief Executive Officer of the Board of Governors will have the authority to give or withhold consent; and
- (d) Amend Recommendation 2(i) of Report No. 17 to add the following at the end of the recommendation “on the condition that Muzik Clubs agrees to an amendment to the Muzik Clubs Lease to allow removal of the Garden of the Greek Gods from the Leased Premises at the Board’s cost” so that Recommendation 2(i) now read as follows:
 - amend sections 5.1 and 5.2 of the Muzik Clubs Lease to allow Muzik Clubs to host banquets provided that if Muzik Clubs, in any one year, contracts to hold more than thirty (30) days of banquets, Muzik Clubs will provide notice to the Liberty Grand Entertainment Group (“Liberty”), and Liberty will have the first right of refusal to cater such banquets, on the condition that Muzik Clubs agrees to an amendment to the Muzik Clubs Lease to allow removal of the Garden of the Greek Gods from the Leased Premises at the Board’s cost.

Background Information

(May 13, 2016) Report No. 17 from the Business Development Committee on the Muzik Clubs Lease Terms and Conditions

<http://www.explace.on.ca/database/rte/files/Item%2017-Muzik%20Clubs%20Lease-Entire.pdf>

Board Motions

(a) **Motion** to Strike-out Recommendation 1 of Report No. 17 moved by Jim Karygiannis
(Carried)

(b) **Motion** to Amend Recommendation 2(i) of Report No. 17 to:

- delete the words “thirty (30) days of banquets” and add the words “thirty (30) banquets” and;
- delete the words “the first right of refusal to cater such banquets” and add the words “the right to cater such banquets” so that Recommendation 2(i) now read as follows:
 - amend sections 5.1 and 5.2 of the Muzik Clubs Lease to allow Muzik Clubs to host banquets provided that if Muzik Clubs, in any one year, contracts to hold more than thirty (30) banquets, Muzik Clubs will provide notice to the Liberty Grand Entertainment Group (“Liberty”), and Liberty will have the right to cater such banquets, in accordance with Liberty Grand’s price listing.

Motion to Amend Recommendation 2(i) of Report No. 17 moved by Mark Grimes
(Carried)

A recorded vote was requested, wherein all in attendance voted in favour - Mark Grimes, Chair, Connie Dejak, Jim Karygiannis, Mike Layton, Giorgio Mammoliti, Paula Oliveira and Mark Teeple

(c) **Motion** to Delete Recommendation 2(ii) of Report No. 17 and add a new Recommendation 2(ii) to read as follows:

the Board confirm in writing to Muzik Clubs that in respect of trade and consumer shows: (i) although the prohibition in the Muzik Clubs Lease will remain, the current practice of the Landlord allowing Muzik Clubs to host occasional trade and consumer shows with the prior consent of the Landlord in appropriate circumstances and in the Landlord's sole discretion will continue; and (ii) as a condition for this ongoing cooperation, Muzik Clubs must refrain from marketing itself as a venue for trade and consumer shows, or any other uses not permitted by the terms of the Muzik Clubs Lease; and further to authorize the Board of Governors to establish a procedure whereby any request by the Tenant for the Landlord’s consent will be submitted to the Business Development Committee and then to the Board of Governors for approval, provided however that in the case of urgent matters, the Chief Executive Officer of the Board of Governors will have the authority to give or withhold consent.

Motion to Amend Recommendation 2(i) of Report No. 17 moved by Jim Karygiannis
(Carried)

(d) **Motion** to Amend Recommendation 2(i) of Report No. 17 to add the following at the end of the recommendation “on the condition that Muzik Clubs agrees to an amendment to the Muzik Clubs Lease to allow removal of the Garden of the Greek Gods from the Leased Premises at the Board’s cost” so that Recommendation 2(i) now read as follows:

amend sections 5.1 and 5.2 of the Muzik Clubs Lease to allow Muzik Clubs to host banquets provided that if Muzik Clubs, in any one year, contracts to hold more than thirty (30) days of banquets, Muzik Clubs will provide notice to the Liberty Grand Entertainment Group (“Liberty”), and Liberty will have the first right of refusal to cater such banquets, on the condition that Muzik Clubs agrees to an amendment to the Muzik Clubs Lease to allow removal of the Garden of the Greek Gods from the Leased Premises at the Board’s cost.

Motion to Amend Recommendation 2(i) of Report No. 17 moved by Mike Layton (LOST)

A recorded vote was requested, wherein all in attendance voted (in favour- Mike Layton, Paula Oliveira and Mark Temple); (against - Mark Grimes, Chair, Connie Dejak, Jim Karygiannis and Giorgio Mammoliti)

**14. MUZIK CLUBS LEASE – TERMS & CONDITIONS
PAST PERMISSION GRANTED FOR BANQUET EVENTS**

Board Decision

The Board on June 10, 2016 adopted the following:

The Board receive the Muzik Clubs Lease – Terms & Conditions – Past Permission Granted for Banquet Events

Background Information

(May 13, 2016) Report No. 17(a) from the Business Development Committee on the Muzik Clubs Lease – Terms & Conditions – Past Permission Granted for Banquet Events Report

[http://www.explace.on.ca/database/rte/files/Item%2017\(a\)-Muzik%20Clubs%20Lease-Past%20Permission%20Granted.pdf](http://www.explace.on.ca/database/rte/files/Item%2017(a)-Muzik%20Clubs%20Lease-Past%20Permission%20Granted.pdf)

Board Motion

Motion to Adopt the Item moved by Jim Karygiannis (Carried)

15. MUZIK CLUBS LEASE PROVISIONS – CITY SOLICITOR

Board Decision

The Board on June 10, 2016 adopted the following:

The Board receive the Muzik Clubs Lease Provision – City Solicitor Report

Background Information

(March 14, 2016) Report No. 17 (b) from the City Solicitor on the Muzik Clubs Lease Provision

[http://www.explace.on.ca/database/rte/files/Item%2017\(b\)-Muzik%20Clubs%20Lease-City%20Legal.pdf](http://www.explace.on.ca/database/rte/files/Item%2017(b)-Muzik%20Clubs%20Lease-City%20Legal.pdf)

Confidential Attachment – pertaining to advice and information that is subject to solicitor-client privilege

Board Motion

Motion to Adopt the Item moved by Jim Karygiannis (Carried)

**16. TRADE & CONSUMER SHOWS – BOARD OF GOVERNORS
OF EXHIBITION PLACE VENUES EXCLUSIVITY**

Board Decision

The Board on June 10, 2016 adopted the following:

The Board receive the Trade & Consumers Shows – Board of Governors of Exhibition Place Venues Exclusivity Report

Background Information

(June 1, 2016) Report No. 17 (c) from the Chief Executive Officer on the Trade & Consumers Shows – Board of Governors of Exhibition Place Venues Exclusivity

[http://www.explace.on.ca/database/rte/files/Item%2017\(c\)-Muzik%20Clubs%20Lease-Trade%20and%20Consumer%20Shows%20clean.pdf](http://www.explace.on.ca/database/rte/files/Item%2017(c)-Muzik%20Clubs%20Lease-Trade%20and%20Consumer%20Shows%20clean.pdf)

Board Motion

Motion to Adopt the Item moved by Connie Dejak (Carried)

Giorgio Mammoliti excused himself from the meeting at 1:15 p.m.

17. INTEGRITY COMMISSIONER PRESENTATION

The Chair welcomed and introduced Valerie Jepson, Integrity Commissioner who provided a detailed power-point presentation with respect to the Office of the Integrity Commissioner wherein the Role of the Commissioner, Standards of Conduct and Scenarios were described

Board Decision

The Board on June 10, 2016 adopted the following:

The Board receive the power-point presentation of the Integrity Commissioner and that staff include the Integrity Code on the Board's agenda at least twice a year

Background Information

<http://www.explace.on.ca/database/rte/files/Integrity%20Commissioner%20Presentation.pdf>

Board Motion

Motion to Adopt the Item moved by Mike Layton (Carried)

18. STORM WATER MANAGEMENT FEASIBILITY STUDY FOR EXHIBITION PLACE REQUEST FOR PROPOSAL - CONSULTANT**Board Decision**

The Board on June 10, 2016 adopted the following:

The Board approve an agreement with Aquafor for the provision of Consulting Services to provide a Storm Water Feasibility Study, based on the terms and conditions outlined in subject report

Background Information

(May 31, 2016) Report No. 10 from the Chief Executive Officer on the Storm Water Management Feasibility Study for Exhibition Place Request for Proposal – Consultant

<http://www.explace.on.ca/database/rte/files/Item%2010-Storm%20Water%20Management%20Study.pdf>

Board Motion

Motion to Adopt the Item moved by Paula Oliveira (Carried)

19. AGREEMENT FOR THE SALE OF SURPLUS ELECTRICAL INVENTORY**Board Decision**

The Board on June 10, 2016 adopted the following:

The Board approve the terms and conditions of a Sale of Agreement with ShowTech for sale and purchase of surplus electrical inventory contained in Schedule 1 of subject report in the amount of \$50,000 plus HST

Background Information

(May 25, 2016) Report No. 12 from Chief Executive Officer on the Agreement for the Sale of Surplus Electrical Inventory

<http://www.explace.on.ca/database/rte/files/Item%2012-Elect%20Mech-Sale%20of%20Inventory.pdf>

Confidential Attachment – pertaining to the competitive position, and future economic and legal interests of the Board and the City.

Board Motion

Motion to Adopt the Item moved by Mike Layton (Carried)

20. RICOH CANADA INC. SPONSORSHIP AGREEMENT**Board Decision**

The Board on June 10, 2016 adopted the following:

The Board approve a four-year (2016 to 2020) sponsorship agreement with Ricoh Canada Inc. on the terms and conditions outlined in subject report, and any such other terms and conditions satisfactory to the Chief Executive Officer and City Solicitor

Background Information

(June 1, 2016) Report No. 12 from Chief Executive Officer on the Ricoh Canada Inc. Sponsorship Agreement

<http://www.explace.on.ca/database/rte/files/Item%2013-Ricoh%20Sponsorship.pdf>

Confidential Attachment – pertaining to the competitive position, and future economic and legal interests of the Board and the City.

Board Motion

Motion to Adopt the Item moved by Mike Layton (Carried)

21. RELOCATION OF THE GARDEN OF THE GREEK GODS – REPORT OF THE WORKING GROUP

The Chair welcomed and acknowledged Kathy Sutton who provided an oral presentation with respect to subject report.

Following the oral presentation of Kathy Sutton, the Chair welcomed and acknowledged Zlatko Starkovski who provided an oral presentation with respect to subject report.

Board Decision

The Board on June 10, 2016 adopted the following:

The Board direct Exhibition Place staff and the Working Group to define their next steps with respect to the Relocation of the Garden of the Greek Gods and report back to the Board; and further that, the oral presentations made by Kathy Sutton and Zlatko Starkovski be received

Background Information

(May 13, 2016) Report No. 15 from the Chief Executive Officer on the Relocation of the Garden of the Greek Gods – Report of the Working Group

<http://www.explace.on.ca/database/rte/files/Item%2016-GGG%20Working%20Group%20Relocation.pdf>

Board Motion

Motion to Adopt the Item, as Amended, moved by Jim Karygiannis (Carried)

22. ACCOUNTS RECEIVABLES – ENERCARE CENTRE**ALLSTREAM CENTRE AND EXHIBITION PLACE AS AT APRIL 30, 2016****Board Decision**

The Board on June 10, 2016 adopted the following:

The Board receive the Accounts Receivable for the Enercare Centre, Allstream Centre and Exhibition Place as at April 30, 2016; and further that, staff provide more detailed information with respect to accounts over ninety (90) days

Background Information

(March 16, 2016) Report No. 18 from the Chief Executive Officer on the Accounts Receivable for Enercare Centre, Allstream Centre and Exhibition Place as at April 30, 2016

<http://www.explace.on.ca/database/rte/files/Item%2018-AR%20report%20-%20April.pdf>

Board Motion

Motion to Adopt the Item, as Amended, moved by Mark Teeple (Carried)

23. DATE OF NEXT MEETING

The next meeting of the Board of Governors of Exhibition Place is scheduled to be held on **Thursday, July 28, 2016 at 9:30 a.m.**

ADJOURNMENT

There being no further business, the Chair adjourned the meeting at 2:20 p.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.)