

MINUTES
THE BOARD OF GOVERNORS
Fountain Dining Room - Exhibition Place
Thursday, May 27, 2010 - 8:30 a.m.

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The Board of Governors of Exhibition Place met in the Fountain Dining Room, Queen Elizabeth Building at Exhibition Place on Thursday, May 27, 2010.

PRESENT: Joe Pantalone, Deputy Mayor, City of Toronto/Chair, Board of Governors
Brian Ashton, Jasmine Jackman, Camilla Mackenzie, Jim McMillen, Jim
Melvin, Gord Perks

APOLOGIES: Maria Augimeri, Sheona Campbell, Mona ElSayeh, Mark Grimes, Gloria
Lindsay Luby, John Weatherup

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
Virginia Ludy, Acting General Manager/CNE
Jeff Gay, Director/Event Services
Sandy Douglas, Director/Human Resources
Danny Chui, Manager/Capital Works
Vince Bozzo, General Manager/BMO Field
Mortimer Wilson/Manager, Accounting/BMO Field

GUEST: Cam Hawkins, President/Cameron Hawkins & Associates Inc.
Advisory Services to the Hospitality & Tourism Industries

Deputy Mayor Joe Pantalone presided, and Fatima Scagnol acted as Secretary to the meeting. The meeting was called to order at 9:00 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. MINUTES OF PREVIOUS MEETING

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that the Minutes of Meeting of the Board of Governors held on April 23, 2010, 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 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.

2. **COMMUNICATIONS**

Upon the question of the adoption of the following Communications, they were received for **INFORMATION**:

- (a) UFI International Awards 2010 dated May 7, 2010 re Direct Energy Centre as the winner of its annual Operations Award; and
- (b) The Towers of Industry Award dated February 2010– re Allstream Centre as the Venue of the Year;

3. **ACCOUNTS RECEIVABLE–DEC & EXHIBITION PLACE– APRIL 30, 2010**

Upon the question of the adoption of Report No. 3 dated May 13, 2010 from the Chief Executive Officer and the Confidential Attachment 1 to subject report entitled “**Accounts Receivable for the DEC and Exhibition Place as of March 31, 2010**”, it was received for **INFORMATION**.

4. **2010 CAPITAL WORKS PROGRAM – PROGRESS REPORT 2 (MAY)**

Upon the question of the adoption of Report No. 4 dated May 13, 2010 from the Chief Executive Officer entitled “**2010 Capital Works – Progress Report No. 2 (May)**”, it was received for **INFORMATION**.

5. **INFRASTRUCTURE STIMULUS FUND
PROGRAM – PROGRESS REPORT NO. 3**

Upon the question of the adoption of Report No. 5 dated May 13, 2010 from the Chief Executive Officer entitled “**Infrastructure Stimulus Fund Program – Progress Report No. 3**”, it was received for **INFORMATION**.

6. **CAPITAL TENDER AWARD – GREEN ENERGY INIATIVE PROGRAM
- BACK PRESSURE STEAM TURBINE AT COLISEM COMPLEX**

Upon the question of the adoption of Report No. 7 dated May 25, 2010 from the Chief Executive Officer entitled “**Capital Tender Award – Green Energy Iniative Program – Back Pressure Steam Turbine at Coliseum Complex**”, it was **APPROVED**.

7. **INFRASTRUCTURE STIMULUS FUND PROGRAM – TENDER REPORT
COLISEUM COMPLEX – AIR HANDLING UNITS REPLACEMENT**

Upon the question of the adoption of Report No. 8 dated April 13, 2010 from the Chief Executive Officer entitled “**Infrastructure Stimulus Fund Program – Tender Report for the Coliseum Complex – Air Handling Units Replacement**”, it was **APPROVED**.

8. **INFRASTRUCTURE STIMULUS FUND PROGRAM – TENDER REPORT
ROOF REPLACEMENT WITH INTEGRATED PHOTOVOLTAICS (PV)
SYSTEM AT EAST ANNEX - COLISEUM COMPLEX**

Upon the question of the adoption of Report No. 10 dated May 25, 2010 from the Chief Executive Officer entitled “**Infrastructure Stimulus Fund Program – Tender Report for the Roof Replacement with Integrated Photovoltaic (PV) System at East Annex – Coliseum Complex**”, it was **APPROVED**.

9. **GREEN ENERGY INITIATIVE PROGRAM–TENDER REPORT-OUTDOOR LIGHTING EMITTING DIODE (LED) PATHWAY LIGHTING–EX PLACE**

Upon the question of the adoption of Report No. 11 dated May 25, 2010 from the Chief Executive Officer entitled “**Green Energy Initiative Program – Tender Report – Outdoor Lighting Emitting Diode (LED) Pathway Lighting at Exhibition Place**”, it was **APPROVED**.

10. **CNEA MANAGEMENT REPORT – MAY 2010**

Upon the question of the adoption of Report No. 12 dated May 2010 from the Acting General Manager/CNE entitled “**CNEA Management Report – May 2010**”, it was received for **INFORMATION**.

11. **BMO MANAGEMENT REPORT– MARCH 2010**

Upon the question of the adoption of Report No. 13 dated March 2010 from the General Manager/BMO Field entitled “**BMO Management Reports – March 2010**”, it was received for **INFORMATION**.

12. **2009 CONSOLIDATED FINANCIAL STATEMENTS FOR THE BOARD**

Upon the question of the adoption of Report No. 16 dated May 7, 2010 from the Finance & Audit Committee entitled “**2009 Consolidated Financial Statements for the Board of Governors of Exhibition Place**”, it was **APPROVED**.

13. **2010 CNE – VOLUNTEERS’/ASSOCIATES’/GUESTS’ PRIVILEGES**

Upon the question of the adoption of Report No. 17 dated May 21, 2010 from the Chief Executive Officer entitled “**2010 CNE – Volunteers’/Associates’/Guests’ Privileges**”, it was received for **INFORMATION**.

14. **AGREEMENT WITH PROCON DEVELOPMENTS LTD.**

Upon the question of the adoption of Report No. 18 dated May 10, 2010 from the Chief Executive Officer entitled “**Procon Developments Ltd. O/A All Shelter Sales & Rentals**”, it was **APPROVED**.

15. **LABATT BREWERIES – SPONSORSHIP AGREEMENT**

Upon the question of the adoption of Report No. 19 dated May 7, 2010, and the Confidential Attachment to subject report, from the Chief Executive Officer entitled “**Labatt Breweries – Sponsorship Agreement**”, it was **APPROVED**.

16. **PIZZA NOVA – SPONSORSHIP AGREEMENT**

Upon the question of the adoption of Report No. 20 dated May 20, 2010, and the Confidential Attachment 1 to subject report, from the Chief Executive Officer entitled “**Pizza Nova – Sponsorship Agreement**”, it was **APPROVED**.

17. **PIZZA PIZZA – SPONSORSHIP AGREEMENT**

Upon the question of the adoption of Report No. 21 dated May 20, 2010, and the Confidential Attachment 1 to subject report, from the Chief Executive Officer entitled “**Pizza Pizza – Sponsorship Agreement**”, it was **APPROVED**.

18. **ROYAL AGRICULTURAL WINTER FAIR- 3-YEAR RENTAL AGREEMENT**

Upon the question of the adoption of Report No. 22 dated May 18, 2010 from the Chief Executive Officer entitled “**Royal Agricultural Winter Fair – 3-Year Rental Agreement**”, it was **APPROVED**.

19. **PLAQUE COMMEMORATING SCOUTS CANADA**

Upon the question of the adoption of Report No. 23 dated May 2, 2010 from the Chief Executive Officer entitled “**Plaque Commemorating Scouts Canada**”, it was **APPROVED**.

20. **PLAQUE COMMEMORATING SITO MUNGAL**

Upon the question of the adoption of Report No. 24 dated May 2, 2010 from the Chief Executive Officer entitled “**Plaque Commemorating Sito Mungal**”, it was **APPROVED**.

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.

On a question from Jim Melvin with respect to Report Nos. 6, 8 and 9 wherein the recommendation requests that the low bidder be accepted and that each report notes that the contractor has not previously worked with Exhibition Place, and what steps are taken to ensure the quality of work, Dianne Young responded that recommendations are based on the Consultant’s reports who review the contractor’s background, experience, and other contracts completed.

On a question from Brian Ashton with respect to Report Nos. 6, 8 and 9 and the rationale for noting that the recommended contractor has not worked with Exhibition Place, Dianne Young responded that this notation is provided to the Board for information.

21. **CAPITAL TENDER - LANDSCAPE IMPROVEMENTS-ALLSTREAM CENTRE**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 6 dated May 18, 2010 from the Chief Executive Officer be **APPROVED**, thereby authorizing a contract with Forest Ridge Landscaping of Sharon, Ontario for the Landscape Improvements at the Allstream Centre.

22. **INFRASTRUCTURE STIMULUS FUND PROGRAM – TENDER REPORT
PRESS BUILDING – EXTERIOR & MASONARY RESTORATION**

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 8 dated May 12, 2010 from the Chief Executive Officer be **APPROVED**,

thereby authorizing a contract with Limen Group Const. Ltd. for the Press Building Exterior and Masonry Restoration.

23. **INFRASTRUCTURE STIMULUS FUND PROGRAM – TENDER REPORT
PRINCES' GATES CENTRAL ARCH,
NORTH & SOUTH PYLONS RESTORATION**

On motion duly made by Jim McMillen, seconded and **CARRIED**, it was **RESOLVED** that Report No. 9 dated May 14, 2010 from the Chief Executive Officer be **APPROVED**, thereby authorizing a contract with Limen Group Const. Ltd. for the Princes' Gates Central Arch, North and South Pylons.

24. **EXHIBITION PLACE MANAGEMENT REPORT – APRIL 30, 2010**

On a question from Jim Melvin with respect to having more events within the Allstream Centre, less revenue and more expenses, Dianne Young responded that the staff hired for Allstream are paid at a higher level of the salary range than anticipated in the original proforma.

On a question from Brian Ashton with respect to staff being satisfied with the business in Allstream Centre, Dianne Young responded that the venue has been very well received since opening by the corporate meetings community. Arlene Campbell added that there have many galas held and with the upcoming G-20 event, staff will meet budget

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 14 dated April 30, 2010 with respect to the Exhibition Place Management Report for the Quarter Ending April 2010, be received for **INFORMATION**.

25. **AUDIT RESULTS FOR THE CONSOLIDATED FINANCIAL STATEMENTS
FOR EXHIBITION PLACE FOR THE YEAR ENDED DECEMBER 31, 2009**

On a question from Brian Ashton with respect to the status of "Related Party Transactions with the City" noted on page 3 of subject report, Hardat Persaud responded that all transactions have now been fully recovered.

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 15 with respect to the Audit Results for the Consolidated Financial Statements for Exhibition Place for the Year Ended December 31, 2009, be received for **INFORMATION**.

26. **AGREEMENT WITH SERVOMATION INC.
FOR EXCLUSIVE FOOD & BEVERAGE SERVICES**

Mr. Cameron Hawkins of Cameron Hawkins & Associates Inc., Advisory Services to the Hospitality Industry was introduced.

On a question from Brian Ashton with respect to the sense of the foodservices market and not issuing a "request for proposals"; and the capital investment made by Servomation, Cameron Hawkins responded that the food services market is still tenuous and with the opening of the Allstream Centre, events may move from the Direct Energy Centre to the Allstream Centre; and by extending the contract with Servomation, it will eliminate

further capital investments and will allow Exhibition Place to review the sourcing of capital work to be completed and therefore there will be a minimal buy-out required at the next Request for Proposals at a later date.

On a question from Jim Melvin with respect to eliminating a three-year agreement to a two-year agreement and the affects of the buyout, Dianne Young responded that the financial issues will be reviewed and reported back to the Board with recommendations on future directions early enough to allow the Board to consider the extension of the two year agreement to three years.

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 25 dated May 7, 2010, and the Confidential Attachment 1 to subject report, from the Chief Executive Officer, be **APPROVED**, thereby authorizing an agreement with Servomation Inc. for Exclusive Food & Beverage Services, based on the terms and conditions outlined in subject report.

27. **DATE OF NEXT MEETING**

The next regular meeting of the Board is scheduled to be held on **Friday, July 23, 2010** at 8:30 a.m.

28. **RESOLUTION RE ABSENTEEISM**

On motion duly made by Jim McMillen and **CARRIED**, it was **RESOLVED** that Maria Augimeri, Sheona Campbell, Mona ElSayeh, Mark Grimes, Gloria Lindsay Luby and John Weatherup 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 9:30 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.)

Corporate Secretary

Chair

VERIFIED at a meeting of the Board of Governors of Exhibition Place held on the _____ day of _____, 2010.

Chair