

Item No. 1

MINUTES
THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Allstream Centre – Room 206D - Exhibition Place
Friday, February 4, 2011 – 8:30 a.m.

The Board of Governors of Exhibition Place met in Allstream Centre – Room 206D, Exhibition Place on Friday, February 4, 2011.

PRESENT: Ana Bailao, Sheona Campbell, Mark Grimes, Chin Lee, Gloria Lindsay Luby, Camilla Mackenzie, Jim McMillen, Jim Melvin, Gord Perks

APOLOGIES: Brian Ashton, Mona ElSayeh, Jasmine Jackman, John Weatherup

ATTENDING: Dianne Young, Chief Executive Officer
Alison Fowles, City Legal
Fatima Scagnol, Corporate Secretary
Hardat Persaud, Chief Financial Officer
Arlene Campbell, General Manager/Sales & Events
David Bednar, General Manager/CNE
Mark Goss, Manager/Operations
Sandy Douglas, Director/HR, Security, OH&S
Laura Purdy, Director/Marketing
Danny Chui, Manager/Capital Works
Gabe Mullan, Manager/Parking
Virginia Ludy, Director/CNE Operations
Karen Lynch, Manager/CNE Marketing
Arlene Jang, IT Specialist
Linda Costa, Assistant Secretary/Corporate Secretary
Debbie Sanderson, Executive Assistant/CEO
Peter Church, General Manager/BMO Field
Mortimer Wilson, Manager of Accounting/BMO Field

GUESTS: Tom Robins, 2nd Vice-President, CNEA
Bob Hunter, President/Maple Leaf Sports & Entertainment
Irene Jones
Kristen Janzen, NRU Publishing
Judith Goodwin, Centerplate
Robert Campbell, Centerplate

PanAm Toronto 2015 Ian Troop, Chief Executive Officer
 Bob O’Doherty, SVP Sport & Venues
 Bill Senn, SVP Infrastructure

Ontario Place Corporation Joe Halstead, Chair
 John Tevlin, General Manager

Proposed Expansion of Alan Munn, Zeidler Partnership
Direct Energy Centre Rob Eley, Partner, Zeidler Partnership
 David Whitaker, President & CEO, Tourism Toronto

Hotel Project Henry Kallan, President, HK Hotels
 John Mader, Managing Director Toronto Operations

Rocco Maragna, Design Architect Maragna Architect Inc.
David Northcote, Principal, NORR Limited
Silvio Baldassarra, Executive Vice-President, NORR Limited

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. **PANAM TORONTO 2015 GAMES**

The Chair welcomed and introduced Ian Troop, Chief Executive Officer, Bob O'Doherty, SVP Sport & Venues, and Bill Senn/SVP Infrastructure, who all participated in a power-point presentation with respect to PanAm Toronto 2015 Games. A hard copy of the power-point presentation was not distributed at the meeting, as requested by the PanAm/ParaPanAm Delegation, and will not be appended to the official minutes of this meeting. Following the presentation, the Board entered into a question/answer session, wherein the following was noted.

On a question from Jim McMillen with respect to conflicts related to the Honda Indy and the CNE, Dianne Young responded that Honda Indy are moving into a three-year agreement, 2012, 2013 and 2014, and that discussions are currently underway with representatives.

On a question from Mark Grimes with respect to the proposed clusters for Toronto, Ian Troop responded that the cluster would include Centennial Park; Exhibition Place; Ontario Place; Aquatic Centre in Scarborough; York University; and Rexall Place. Exhibition Place is a central location. He further added that the existing summer festivals held in Toronto will be included in some form.

2. **ONTARIO PLACE CORPORATION**

The Chair welcomed and introduced Joe Halstead, Chair and John Tevlin, General Manager, who provided a power-point presentation which included the status of the Request for Expressions of Interest received for Ontario Place, and the proposed involvement of Ontario Place with respect to the PanAm Toronto 2015 Games. A hard copy of the power-point presentation was not distributed at the meeting, as requested by the Ontario Place Delegation, and will not be appended to the official minutes of this meeting.

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

On a question from Mark Grimes with respect to the recommended proposal for Ontario Place and the timing of presentation to Cabinet, Joe Halstead responded that the 35 Requests of Interest will be reviewed by the Ontario Place Board; formal presentation to Cabinet is planned for May 2011; and thereafter, probably a RFP or RFQ.

On motion duly made by Mark Grimes, seconded and **CARRIED**, it was **RESOLVED** that the Chief Executive Officer of Exhibition Place and the General Manager of Ontario Place work together on the short, mid and long term goals related to both properties.

3. **PROPOSED EXPANSION OF DIRECT ENERGY CENTRE**

The Chair welcomed and introduced Alan Munn, Zeidler Partnership, Rob Eley, Partner, Zeidler Partnership and David Whitaker, President & CEO, Tourism Toronto

Dianne Young commenced the power-point presentation with respect to the Proposed Expansion of the Direct Energy Centre; Arlene Campbell provided an overview with respect to the show industry and the need for more space; Alan Munn and Rob Eley provided an overview with respect to the architectural aspect of the project; and David Whitaker provided an overview with respect to the number of large events that would plan their show in Toronto should expanded become space be available. A hard copy of the power-point presentation was not distributed at the meeting, as requested by the Chief Executive Officer, and will not be appended to the official minutes of this meeting.

Following the presentations, the Board entered into a question/answer session, wherein the following was noted.

Jim Melvin noted that with the Hotel Project and BMO Field expansion, Nunavut Road appears to be a loading area for the proposed expansion of Direct Energy Centre. Alan Munn agreed with this comment but indicated detailed design was not part of this overview assignment.

On a question from Mark Grimes with respect to which event listed in subject report that may be secured with a Direct Energy Centre expansion, David Whitaker responded that any of the events were possible, and that these major association conventions required a large amount of exhibit space and additional meeting rooms (30-40 additional rooms as noted in the report).

On a question from Gloria Lindsay Luby with respect to the large events wishing to book space so far in advance, David Whitaker responded that the large events don't want to miss out in booking available space. Laura Purdy added that as a result of the expansion that added meeting space infrastructure within Allstream Centre, the major city-wide convention American Water Works Association was secured for 2023 and 2029 at Exhibition Place.

On a question from Jim McMillen with respect to the financial model and the pay back of the expansion, Dianne Young responded that the report is recommending the engagement of HLT Advisory Inc. to assess the financial feasibility of the expansion as prepared at the cost proposed.

4. **HOTEL PROJECT**

The Chair welcomed and introduced and introduced Henry Kallan, President, HK Hotels, John Mader, Managing Director Toronto Operations, Rocco Maragna, Design Architect Maragna Architect Inc., David Northcote, Principal, NORR Limited.

Both Rocco Maragna and David Northcote provided a power-point presentation with respect to the Hotel Project, and Mr. Kallan provided an overview with respect to HK Hotels.

A hard copy of the power-point presentation was not distributed at the meeting, as requested by the Hotel Project Delegation, and will not be appended to the official minutes of this meeting.

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

On a question from the Jim Melvin with respect to the environmental aspects of the project, David Northcote indicated the intent would be LEED Silver but detailed drawings have not been done.

On a question from Jim Melvin with respect to communicating with those within the grounds that will be affected by the project, Rocco Maragna responded that all parties have been involved with the planning process.

On a question from Gloria Lindsay Luby with respect to the building material having issues with migrating birds, David Northcote responded that there would be none and required to apply FLAP protocols.

On a question from Ana Bailao with respect to the hotel opening in time for the PanAm Toronto 2015 Games, Rocco Maragna responded that the hotel will be ready for 2014.

5. **MINUTES OF PREVIOUS MEETING**

On motion duly made by Jim McMillen, seconded and **CARRIED**, it was **RESOLVED** that the Minutes of Meeting of the Board of Governors held on January 6, 2011, 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.

6. **COMMUNICATIONS – ARL STATION IN LIBERTY VILLAGE**

Upon the question of the adoption of Communication No. 2 dated January 17, 2011 from Lynn Clay, Executive Director for Liberty Village BIA and Communication No. 2 (a), which was distributed at the meeting, from Bruce McCuaig, President & Chief Executive Officer entitled “**ARL Station in Liberty Village**”, it was received for **INFORMATION**.

7. **2010 CAPITAL WORKS PROGRAM – YEAR END REPORT**

Upon the question of the adoption of Report No. 4 and 4 (a), which was distributed at the meeting dated January 21, 2011 from the Chief Executive Officer entitled “**2010 Capital Works Program – Year End Report**”, it was received for **INFORMATION**.

8. **INFRASTRUCTURE STIMULUS FUND – DECEMBER 2010**

Upon question of the adoption of Report No. 5 dated January 21, 2011 from the Chief Executive Officer entitled “**Infrastructure Stimulus Fund – December 2010**”, it was received for **INFORMATION**.

9. **EXHIBITION PLACE MANAGEMENT REPORT – DECEMBER 31, 2010**

Upon the question of the adoption of Report No. 7 dated December 31, 2010 from the Chief Executive Officer and General Manager/Sales & Events entitled “**Exhibition Place Management Report – December 31, 2010**”, it was received for **INFORMATION**.

10. **ROYAL AGRICULTURAL WINTER FAIR APPOINTMENT FOR 2011**

Upon the question of the adoption of Report No. 10 dated January 21, 2011 from the Chief Executive Officer entitled “**Royal Agricultural Winter Fair Association Appointment for 2011**”, it was **APPROVED**.

11. **2011 STANDING COMMITTEES OF THE BOARD**

Upon the question of the adoption of Report No. 11 dated January 16, 2011 from the Chief Executive Officer entitled “**2011 Standing Committees of the Board**”, it was **APPROVED**.

12. **2011 MOBILE VENDING PROGRAM**

Upon the question of the adoption of Report No. 12 dated January 16, 2011 from the Chief Executive Officer entitled “**2011 Mobile Vending Program**”, it was **APPROVED**.

13. **RICOH CANADA INC. SPONSORSHIP AGREEMENT**

Upon the question of the adoption of Report No. 13 dated January 27, 2011 from the Chief Executive Officer entitled “**Ricoh Canada Inc. Sponsorship Agreement**”, it was **APPROVED**.

14. **PROPOSED EXPANSION OF DIRECT ENERGY CENTRE**

Upon the question of the adoption of Report No. 15 dated January 20, 2011 from the Chief Executive Officer entitled “**Proposed Expansion of Direct Energy Centre**”, 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.

15. **BMO MANAGEMENT REPORT – DECEMBER 2010**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 6 dated December 2010 from the General Manager/BMO Field with respect to the BMO Management Report for December, be received for **INFORMATION**; and **FURTHER** that, the Chief Executive Officer report on the status of the agreement between the Board and the Provincial/Federal governments with respect to the Canadian Soccer Association and its relation to the BMO Field operations

16. **OCCUPATIONAL HEALTH & SAFETY REPORT – 4TH QUARTER - 2010**

On motion duly made by Ana Bailao, seconded and **CARRIED**, it was **RESOLVED** that Report No. 8 dated January 17, 2011 from the Director/HR, Security & OH&S with respect to the Occupational Health & Safety Report for the 4th Quarter - 2010, be received for **INFORMATION**.

17. **WASTE DIVERSION/ENERGY REDUCTION TARGETS**

Gord Perks noted that he would personally meet with the Chief Executive Officer with respect to the formulas arrived at in subject report, and applauded staff on the target reductions. Mark Grimes also applauded staff on their success.

On motion duly made by Gord Perks, seconded and **CARRIED**, it was **RESOLVED** that Report No. 9 dated January 21, 2011 from the Chief Executive Officer with respect to the Waste Diversion/Energy Reduction Targets, be received for **INFORMATION**.

18. **REVISED LOAN FROM THE BETTER BUILDINGS PARTNERSHIP**

On a question from Jim Melvin with respect to when the reduced 3.6 years would take affect, Dianne Young responded this reduction would be included in the next phase.

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 14 dated January 27, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing the recommendation outlined in subject report with respect to the Revised Loan from the Better Buildings Partnership.

19. **ACCOUNTS RECEIVABLE – DIRECT ENERGY CENTRE AND EXHIBITION PLACE AS AT DECEMBER 31, 2010**

Gloria Lindsay Luby advised that her questions related to the confidential attachment 1 to subject report were addressed to her personally by the Chief Financial Officer.

On motion duly made by Gloria Lindsay Luby, seconded and **CARRIED**, it was **RESOLVED** that Report No. 3, and the Confidential Attachment 1 to subject report, from the Chief Executive Officer, with respect to the Accounts Receivable for the Direct Energy Centre and Exhibition Place as at December 31, 2010, be received for **INFORMATION**.

20. **DATE OF NEXT MEETING**

The next regular meeting of the Board is scheduled to be held on **Friday, March 4, 2011 at 8:30 a.m.**

21. **RESOLUTION RE ABSENTEEISM**

On motion duly made by Gord Perks, seconded and **CARRIED**, it was **RESOLVED** that Brian Ashton, Mona ElSayeh, Jasmine Jackman and John Weatherup having notified the Corporate Secretary of their unavailability to attend this meeting of the Board, be **EXCUSED**.

OTHER BUSINESS22. **WAR OF 1812 CELEBRATION - FUNDING**

Jim McMillen expressed concern with the funding of \$500,000 for Exhibition Place's participation within the War of 1812 Celebration, wherein these funds could be used for urgent upgrades throughout the park given the number of projects that are being planned.

The Chair requested the Chief Executive Officer report back to the Board on the participation funding of \$500,000 to the War of 1812 Celebration.

ADJOURNMENT

There being no further business, the Chair adjourned the meeting at 11:05 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 _____, 2011.

Chair