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MINUTES

PUBLIC SESSION

THE BOARD OF GOVERNORS OF EXHIBITION PLACE

Thursday, March 6, 2008

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THE BOARD OF GOVERNORS OF EXHIBITION PLACE
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MINUTES
THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Fountain Dining Room- Queen Elizabeth Building - Exhibition Place
Thursday, March 6, 2008 - 9:30 a.m.

The Board of Governors of Exhibition Place met in the Fountain Dining Room, Queen Elizabeth Building on Thursday, March 6, 2008.

PRESENT: Joe Pantalone, Deputy Mayor, City of Toronto/Chair, Board of Governors
Rusty Barrese, Mona ElSayeh, Mark Grimes, Knox Henry, Gloria Lindsay
Luby, Camilla Mackenzie, Jim McMillen, Jim Melvin, John Weatherup

APOLOGIES: Maria Augimeri, Rocco Maragna, Gord Perks,

ATTENDING: Dianne Young, Chief Executive Officer
Fatima Scagnol, Corporate Secretary
Ward Earle, Solicitor/City Legal
Barb Cappell, Solicitor/City Legal
Hardat Persaud, Chief Financial Officer
Mark Goss, General Manager/Operations
Arlene Campbell, General Manager/Events & Sales
Marc Petitpas, General Manager/BMO Field
Sandy Douglas, Director/Human Resources
Jeff Gay, Director/Event Management Services
Laura Purdy, Directors/Marketing
Ron Mills, Director/Facility Services
Suzanne Scott, Director of Finance/BMO Field
Danny Chui, Manager/Capital Works
Vince Bozzo, Manager/Event Services/BMO Field
Sito Mungcal, Executive Assistant/Chief Executive Officer

Deputy Mayor Joe Pantalone, Chair presided and Fatima Scagnol acted as Secretary to the meeting. The meeting was called to order at 9:35 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. **MINUTES OF PREVIOUS MEETING**

On motion duly made by Knox Henry, seconded by Rusty Barrese, and **CARRIED**, it was **RESOLVED** that the Minutes of Meeting of the Board of Governors held on January 25, 2008, be **VERIFIED** in the for 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.

2. **COMMUNICATIONS**

Upon the question of the adoption of Communication No. 2 dated February 1, 2008 from the City Clerk entitled "CNEA Appointments to the Board of Governors", it was received for **INFORMATION**.

3. **ACCOUNTS RECEIVABLES – CNEA - DECEMBER 31, 2007**

Upon the question of the adoption of Report No. 3 and the Confidential Attachment 1 (3a) dated February 22, 2008 from the Chief Executive Officer entitled "Accounts Receivable for the CNEA as at December 31, 2007", it was received for **INFORMATION**.

4. **ACCOUNTS RECEIVABLES – JANUARY 31, 2008**

Upon the question of the adoption of Report No. 4 and the Confidential Attachment 1 (4a) dated February 25, 2008 from the Chief Executive Officer entitled "Accounts Receivable for the Direct Energy Centre and Exhibition Place as at January 31, 2008", it was received for **INFORMATION**.

5. **2007 CAPITAL WORKS PROGRAM – YEAR END REPORT**

Upon the question of the adoption of Report No. 5 dated February 12, 2008 from the Chief Executive Officer entitled "2007 Capital Works Program – Year End Report", it was received for **INFORMATION**.

6. **2008 CAPITAL WORKS PROGRAM – FEBRUARY**

Upon the question of the adoption of Report No. 6 dated February 21, 2008 from the Chief Executive Officer entitled "2008 Capital Works Program – February", it was received for **INFORMATION**.

7. **BETTER LIVING CENTRE – TENDER REPORT
ROOF STRUCTURE COLUMN REINFORCEMENTS**

Upon the question of the adoption of Report No. 7 dated February 26, 2008 from the Chief Executive Officer entitled "Better Living Centre – Tender Report – Roof Structural Column Reinforcements", it was **APPROVED**.

8. **ENVIRONMENTAL RESTORATION – TENDER REPORT
LANDSCAPING AT VICINITY OF STANLEY BARRACKS – PHASE II**

Upon the question of the adoption of Report No. 8 dated February 25, 2008 from the Chief Executive Officer entitled "Environment Restoration – Tender Report – Landscaping at Vicinity of Stanley Barracks – Phase II", it was **APPROVED**.

9. **OCCUPATIONAL HEALTH & SAFETY REPORT – 4TH QUARTER-YEAR END**

Upon the question of the adoption of Report No. 9 dated February 22, 2008 from the Chief Executive Officer entitled "Occupational Health & Safety Report – 4th Quarter, Year End, 2007", it was received for **INFORMATION**.

10. **STAFF PROFESSIONAL DEVELOPMENT**

Upon the question of the adoption of Report No. 13 dated February 7, 2008 from the Chief Executive Officer entitled "Staff Professional Development", it was APPROVED.

11. **TRAVEL APPROVAL FOR THE CEO**

Upon the question of the adoption of Report No. 14 dated February 29, 2008 from the Chief Executive Officer entitled "Travel Approval of the CEO", it was APPROVED.

12. **SATOK MURAL AGREEMENT**

Upon the question of the adoption of Report No. 15 dated February 19, 2008 from the Chief Executive Officer entitled "Satok Mural Agreement", it was APPROVED.

13. **EXTENSION & AMENDMENT OF SPONSORSHIP CONSULTING SERVICES**

Upon the question of the adoption of Report No. 17 and the Confidential Attachment 1 (17a) dated February 22, 2008 from the Chief Executive Officer entitled "Extension & Amendment of Agreement for Sponsorship Consulting Services", it was APPROVED.

14. **ANNUAL RENTAL AGREEMENT – CHIN PICNIC 2008**

Upon the question of the adoption of Report No. 18 dated February 26, 2008 from the Chief Executive Officer entitled "Annual Rental Agreement with CHIN Radio for the CHIN Picnic 2008", it was APPROVED.

15. **MULTI-YEAR AGREEMENT - CANADIAN NATIONAL SPORTSMEN'S SHOW**

Upon the question of the adoption of Report No. 19 and the Confidential Attachment 1 (19a) dated February 29, 2008 from the Chief Executive Officer entitled "Multi-Year Agreement with Canadian National Sportsmen's Show", it was APPROVED.

16. **MULTI-YEAR AGREEMENT – MERCHANDISE MART PROPERTIES**

Upon the question of the adoption of Report No. 20 and the Confidential Attachment 1 (20a) dated February 26, 2008 from the Chief Executive Officer entitled "Multi-Year Agreement with Merchandise Mart Properties (Canada) Inc.", it was APPROVED.

17. **MULTI-YEAR AGREEMENT
– NATIONAL MARINE MANUFACTURERS ASSOCIATION**

Upon the question of the adoption of Report No. 21 and the Confidential Attachment 1 (21a) dated February 26, 2008 from the Chief Executive Officer entitled "Multi-Year Agreement with National Marine Manufacturers Association (Canada)", it was APPROVED.

18. **CONFERENCE CENTRE – MARCH UPDATE**

Upon the question of the adoption of Report No. 23 dated February 25, 2008 from the Chief Executive Officer entitled “**Conference Centre – March Update**”, it was **APPROVED**.

19. **LICENCE WITH MLSE FOR USE OF
TEAM PRACTICE FIELD BY TORONTO FC**

The Chair advised that Report No. 24 dated February 27, 2008 from the Chief Executive Officer is **WITHDRAWN** from the agenda and **REFERRED** back to staff given that the due diligence has not been completed.

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:

20. **BMO FIELD MANAGEMENT REPORT – DECEMBER 2007 & JANUARY 2008**

On motion duly made by Jim Melvin, seconded by Camilla Mackenzie, and **CARRIED**, it was **RESOLVED** that Report No. 10 (a) and 10 (b) dated December 2007 and January 31, 2008, respectively, from the General Manager/BMO Field, be received for **INFORMATION**; and **FURTHER** that, the former work with the CEO and Ms. Camilla Mackenzie to review and develop an enhanced report format wherein the budget totals are shown as “budget versus actual” instead of the present “rolling totals”.

21. **MANAGEMENT REPORT – JANUARY 31, 2008**

On motion duly made by Camilla Mackenzie, seconded by Mona ElSayeh, and **CARRIED**, it was **RESOLVED** that Report No. 11 dated January 31, 2008, respectively, from the Chief Executive Officer and the General Manager/Sales & Events, be received for **INFORMATION**; and **FURTHER** that, the CEO work Ms. Camilla Mackenzie to review and develop an enhanced report format wherein the budget totals are shown as “budget versus actual” instead of the present “rolling totals”.

22. **TORONTO GRAND PRIX UPDATE**

The Chair reconfirmed that the Toronto Grand Prix event is cancelled for 2008.

On motion duly made by Mark Grimes, seconded by Gloria Lindsay Luby, and **CARRIED**, it was **RESOLVED** that Report No. 12 dated February 25, 2008 from Chief Executive Officer with respect to the Toronto Grand Prix Update, be received for **INFORMATION**.

23. **RESOLUTION RE CLOSED SESSION**

On motion duly made by Knox Henry, seconded by Jim McMillen, 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/Chair, Rusty Barrese, Mona ElSayeh, Mark Grimes, Knox Henry, Gloria Lindsay Luby, Camilla Mackenzie, Jim McMillen, Jim Melvin, and John Weatherup) reconvened in public session at 10:30 a.m. and concurred with the following proposal.

24. **LEASE FOR QUEEN ELIZABETH THEATRE**

On motion duly made by Rusty Barrese, seconded by Mona ElSayeh, and **CARRIED**, it was **RESOLVED** that Report No. 25 and the Confidential Attachments 1 (25a & 25b) dated February 22, 2008 from the Chief Executive Officer, be **APPROVED**, as recommended by the Business Development Committee, thereby authorizing:

- (a) a three-year agreement with 16730801 Ontario Ltd. for the QET substantially on the terms and conditions contained in subject report and the Confidential Attachments 1 and 2 to subject report and such other terms and conditions satisfactory to the Board's Chief Executive Officer and the City Solicitor;
- (b) that the "Use Clause" in the Letter of Intent be amended to make clear that any ancillary food and beverage service may only be generated during an event in the theatre portion of the leased property; and
- (c) that the confidential information contained in Attachments 1 and 2 of subject reports not be released publicly as the Attachments contain advice which is subject to solicitor-client privilege and information which could prejudice the economic interests or competitive position of the Board.

25. **AMENDMENT TO ELECTRIC SERVICE PRICE LIST**

On motion duly made by Rusty Barrese, seconded by Jim McMillen, and **CARRIED**, it was **RESOLVED** that Report No. 16 and the Confidential Attachment 1 (16a) dated February 28, 2008 from the Chief Executive Officer, be **APPROVED**, thereby authorizing:

- (a) an amendment to the 2008 Electrical Service Price list for third party rentals and services; and
- (b) that the confidential information contained in Attachment 1 of subject report not be released publicly in order to protect the competitive position of Exhibition Place and the City of Toronto.

26. **MULTI-YEAR RENTAL AGREEMENT WITH SCREAMERS INC.**

On motion duly made by Mark Grimes, seconded by Gloria Lindsay Luby, and **CARRIED**, it was **RESOLVED** that Report No. 22 and the Confidential Attachment 1 (22a) dated February 27, 2008 from the Chief Executive Officers, be **APPROVED**, thereby authorizing:

- (a) the execution of the three rental agreement with Screemers for the Screemers Haunted House Events 2008 to 2010 inclusive, on the terms and conditions outlined in subject report and the Confidential Attachment 1 and such other terms as required by the CEO and City Solicitor; and
- (b) that the confidential information contained in Confidential Attachment 1 of subject report not be released publicly in order to protect the competitive position and future economic interests of Exhibition Place.

27. **HOTEL DEVELOPMENT – PROPOSED LETTER OF INTENT**

The Board in its in-camera session issued further confidential instructions to staff.

On motion duly made by Knox Henry, seconded by Mark Grimes, and **UNANIMOUSLY CARRIED**, it was **RESOLVED** that Report No. 26 and the Confidential Attachment 1 (26a) dated March 4, 2008, be **APPROVED**, as recommended by the Business Development Committee, thereby:

- (a) authorizing the entering into an LOI with HKH on terms and conditions substantially as outlined in the Confidential Attachment 1;
- (b) requesting staff to report back to the Board on any further amendments to the LOI;
- (c) directing that the confidential information contained in Attachment 1 to subject report not be released publicly as the Attachment includes a request for confidential directions to staff and contains advice which could prejudice the economic interests or competitive position of the Board; and,
- (d) requesting staff to report on a monthly basis to the Business Development Committee as to the progress on the Implementation Timetable set out in the proposed LOI and this report.

28. **DATE OF NEXT MEETING**

The next regular meeting of the Board is scheduled to be held on **Friday, May 2, 2008** at 8:30 a.m.

29. **RESOLUTION RE ABSENTEEISM**

On motion duly made by Mark Grimes, seconded by John Weatherup, and **CARRIED**, it was **RESOLVED** that Maria Augimeri, Rocco Maragna and Gord Perks having notified the Corporate Secretary of their unavailability to attend this meeting of the Board, be **EXCUSED**.

OTHER BUSINESS

30. **FLAGS - EXHIBITION PLACE TENANTS**

Mark Grimes requested that tenants be asked if the deteriorating flags located on their leased buildings be repaired. Dianne Young indicated that the Director of Facility Services, Ron Mills, who manages the flags throughout the park will undertake a review of the damaged flags and request that the Director of Event Services, Jeff Gay, who manages the tenants, circulate a letter to the tenants affected.

ADJOURNMENT

There being no further business, the Chair adjourned the meeting at 10:40 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.)

Fatima Scagnol
Corporate Secretary

Chair

VERIFIED at a meeting of the Board of Governors of Exhibition Place held on the _____
day of _____, 2008.

Chair

