

Public Meeting Minutes

Board of Directors

Date: October 27, 2015

Time: 9:00 a.m. – 12:00 p.m.

Location: Build Toronto, 200 King Street W., Suite 200 - Boardroom

Director Attendance:

	9:00 a.m. – 9:42 a.m. Public Session	9:42 a.m. – 12:47 a.m. In Camera Session	12:47 p.m. – 12:48 p.m. Public Session
Christopher Voutsinas, Chair	✓	✓	✓
Deputy Mayor Denzil Minnan-Wong, Vice Chair	✓	✓	✓
Michael Bernstein	✓	✓	✓
Frank Bucys	✓ (teleconference)	✓ (teleconference)	✓ (teleconference)
Nancy Cohen	✓	✓	✓
Wayne Fraser	✓	✓	✓
Lynn Kennedy	✓	✓	✓
Councillor David Shiner	✓	✓	✓
Councillor Michael Thompson	✓	✓	x
Moshe Wertheim	✓	✓	✓

✓ Directors were present for some or all of the time indicated

Also present (at the invitation of the Board):

William Bryck, President & Chief Executive Officer (CEO)

David Fiume, Senior Vice President (SVP) & Chief Financial Officer (CFO)

Don Logie, Senior Vice President, Development & Investments

Janice Paterson, Executive Assistant & Recording Staff

Steven Trumper, Senior Vice President, Legal & Administration

Josie Scioli, Chief Corporate Officer, City of Toronto (teleconference)

The Chairman of the Board confirmed that a quorum was present and called the meeting to order at 9:00 a.m.

Absence Motion

On motion duly made by Christopher Voutsinas and seconded by Lynn Kennedy, the Board of Directors excused the absence of any directors from the October 27, 2015 Build Toronto Inc. Board of Directors meeting.

No conflicts were declared.

1. Approval of the Previous Board of Directors Public Meeting Minutes of August 25 and September 28, 2015, 2015.

The Board of Directors had before it the public minutes of the August 25 and September 28, 2015 Board of Directors meetings.

The motion to approve the minutes was deferred to agenda item #19.

2. A) Review of Open Items & Changes Since Last BOD Meeting.

B) Review of Action Items & Status.

The Board of Directors received, for information, the report, "A) Review of Open Items & Changes Since Last BOD Meeting; and B) Review of Action Items & Status" dated October 21, 2015. The report contained revisions to the action items as requested at the last Board meeting of September 28, 2015. The SVP, Legal & Administration explained that the list has now been separated into three categories: 1) Key; 2) Administrative; and 3) Completed.

The President & CEO noted that a number of the action items depend on cooperation with the City.

Member of the public joined the meeting at 9:06 a.m.

The Chairman inquired about the status of the City guarantee of BT borrowing. The CFO confirmed that there had been no further progress to date, and that the dividend policy, property tax relief issue and City loan guarantee are all being handled as one item. The City understands that in order for the dividend policy to go ahead, that the other two pieces need to be in place as they are tightly linked.

The CFO also provided a verbal update on the status of the IO/Pinewood loan. As previously reported, IO has been reviewing its underwriting for this loan since late 2014. There are a number of technical issues that must be resolved, including an apparent desire by IO to view its loan to BT and BT's corresponding loan to Pinewood as one loan for covenant purposes.

The SVP, Legal and Administration reported that one 2015 Code of Conduct form remained outstanding (Councillor Shiner), and Councillor Shiner provided the Board with background on his process for reviewing and completing the form.

3. CEO Report and Update.

The Board of Directors received, for information, the report, “CEO Report and Update” from the President & CEO dated October 21, 2015.

4. Update on Auditor General’s Report

The Board of Directors received, for information, the report. “Auditor General’s Report Update” from the SVP & CFO dated October 21, 2015. The Report provided an update on the status of the measures being implemented by Build Toronto to respond to the Auditor General’s Operational Review of Build Toronto dated October 9, 2015.

5. Chair Report of the REIDC Meeting of October 15, 2015.

The Build Toronto Board of Directors received, for information, a verbal report from the Acting Chair of the REIDC and SVP, Development & Investments on recent Committee activities. Certain confidential REIDC matters were also discussed during the *in camera* portion of the Board of Directors meeting.

In public session, Management provided a brief presentation on the status of the CREST committee. The City has finished their real estate inventory review and has concluded that all of the “low hanging fruit” (i.e. surplus properties) available to transfer to Build Toronto has been identified.

Also discussed was the Affordable Housing Policy which will be discussed in the *in camera* session. There was debate between an affordable housing policy and an affordable housing plan. The President & CEO advised the Board that the City’s Affordable Housing Office was preparing its “Open Door” Report for consideration by City Council late in the 2015. It was anticipated that the Report would identify a number of Build Toronto properties as priority sites for delivery of affordable housing units in the coming years. The CEO noted the particularly close relationship that had developed between Build and the AHO and that we were looking forward to assisting the City in meeting its affordable housing goals. A report on Build’s affordable housing accomplishments will be included in the Build annual report delivered every year to the City.

6. Chair Report of the FARMC Meeting of October 16, 2015.

The Build Toronto Board of Directors received, for information, a verbal report from the Chair of the FARMC on recent Committee activities. Certain confidential FARMC matters were also discussed during the *in camera* portion of the Board of Directors meeting.

7. Chair Report of the HRCGC Meeting of October 15, 2015.

The Build Toronto Board of Directors received, for information, a verbal report from the Chair of the HRCGC on recent HRCGC activities.. Certain confidential HRCGC matters were also discussed during the *in camera* portion of the Board of Directors meeting.

8. Board Transition Planning.

The SVP, Legal & Administration provided an update to the Board on the status of the City's process for appointing new members of the Build Toronto Board. A proposed 2016 meeting schedule will be distributed as soon as the new Board is in place.

In Camera Motion

On motion duly made by Lynn Kennedy and seconded by Moshe Wertheim, the Board resolved to close part of the meeting to the public to give consideration to confidential matters according to By-law No. 1 of the Corporation and the Company's Shareholder Direction at 9:45 a.m.

During the in camera session, the Board of Directors discussed the following matters:

9. Approval of the Previous Board of Directors In Camera Meeting Minutes of August 25 and September 28, 2015.

10. Pinewood Studios Update.

11. Overview of BT's City Activities and Associated Costs (Direct & Indirect).

12. Strategic Plan Update

13. Draft Affordable Housing Policy.

14. Compensation Matters.

15. Dividend Discussion and Process Update

16. REIDC

- A. Draft Minutes of October 15, 2015 REIDC Meeting.
- B. Chair Report of the REIDC Meeting of October 15, 2015.
- C. Transaction Update and Outlook by Management.
- D. Update of Fort York Bridge.

17. FARMC

- A. Draft Minutes of October 16, 2015 FARMC Meeting.
- B. Chair Report of the FARMC Meeting of October 16, 2015.
- C. Code of Conduct.
- D. Year-end Outlook and Budget Reforecast and Projected Results.
- E. Update of Build Toronto Line of Credit.

18. HRCGC.

- A. Draft Minutes of October 15, 2015 HRCGC Meeting.
- B. Chair Report of the HRCGC Meeting of October 15, 2015.

19. Other Business

Certain governance matters

Adjournment

On motion duly made by Christopher Voutsinas and seconded by Lynn Kennedy, the Board of Directors resolved to adopt the recommendations from its closed session and direct that these matters remain confidential in accordance with By-law No. 1 of the Corporation and the Company's Shareholder Direction. The Board of Directors resumed its public session at 12:47 p.m. and the meeting was adjourned at 12:48 p.m.

"Steven Trumper"

Senior Vice President, Legal & Administration

Note: Approved at Board of Directors meeting of December 3, 2015