



**Minutes of the Meeting of the Audit and Risk Management Committee
Build Toronto Inc.**

July 5, 2010

The meeting began at 4:02 p.m.

Declarations of Interest under the Municipal Conflict of Interest Act and the Ontario Business Corporations Act.

No interests were declared.

ARM2010-3-1 Approval of Minutes of May 18/19, 2010

Approval of the Minutes of May 18/19, 2010, was tabled until the September 2010 Audit and Risk Management Committee Meeting. The Committee Chair, David Barry, requested further details on the discussions of the May 18/19, 2010 meeting be integrated into the Minutes prior to approval. The Committee Chair requested a more fulsome approach to all meeting Minutes in future.

On motion by Mike Williams, seconded by Bruce Bowes, the Audit and Risk Management Committee recommended future Minutes of the Audit and Risk Management Committee Meetings be further detailed, and that the Minutes of the May 18/19, 2010 meeting be re-visited and re-circulated.

At 4:15 p.m., on motion by Bruce Bowes, seconded by Mike Williams, the Audit and Risk Management Committee resolved to close part of the meeting to the public, to give consideration to matters that are to be considered in the closed part of the meeting under By-law No. 1 of the Corporation.

The Audit and Risk Management Committee resumed its public session at 5:30 p.m.

ARM2010-3-2 Updated List of Property Transfers/Turnovers

The Audit and Risk Management Committee had before it a confidential document (July 5, 2010) from the Chief Operating Officer & Executive Vice President - Operations, Build Toronto, entitled "Chart of

Property Transfers/Turnovers”, a matter that may be considered in a closed part of the meeting under By-law No. 1 of the Corporation as it relates to the Corporation’s property.

At 4:15 p.m., on motion by Bruce Bowes, seconded by Mike Williams, the Audit and Risk Management Committee resolved to close part of the meeting to the public to consider the confidential document (July 5, 2010) from the Chief Operating Officer & Executive Vice President - Operations, Build Toronto, entitled “Chart of Property Transfers/Turnovers”, a matter that is to be considered in the closed part of the meeting under By-law No. 1 of the Corporation, as they relate to the security of the Corporation’s property.

At 5:30 p.m., on motion by Mike Williams, seconded by Bruce Bowes, the Audit and Risk Management Committee 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, as they relate to the security of the Corporation’s property.

The Audit and Risk Management Committee resumed its public session at 5:30 p.m.

ARM2010-3-3 Due Diligence Policy

The Audit and Risk Management Committee had before it the confidential reports (June 29, 2010) from the Chief Operating Officer & Executive Vice President, Build Toronto, entitled “Due Diligence Policy” and “Due Diligence and Property Capital Transaction Procedures”, a matter to be considered in the closed part of the meeting under By-law No. 1 of the Corporation, as it relates to the security of the Corporation’s property.

At 4:15 p.m., on motion by Bruce Bowes, seconded by Mike Williams, the Audit and Risk Management Committee resolved to close part of the meeting to the public to consider the aforementioned confidential reports (June 29, 2010) from the Chief Operating Officer & Executive Vice President - Operations, Build Toronto, a matter that is to be considered in the closed part of the meeting under By-law No. 1 of the Corporation, as they relate to the security of the Corporation’s property.

At 5:30 p.m., on motion by Mike Williams, seconded by Bruce Bowes, the Audit and Risk Management Committee 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, as they relate to the security of the Corporation’s property.

The Audit and Risk Management Committee resumed its public session at 5:30 p.m.

ARM2010-3-4 Build Toronto Insurance Program

The Audit and Risk Management Committee had before it the confidential reports (June 28, 2010) from the Chief Financial Officer & Senior Vice President, Build Toronto, entitled “Build Toronto Insurance Program” and “Build Toronto Inc. ‘BT’ Request For Proposals, Insurance Professionals For Insurance

Broker Services and Insurance Policy Placement For A Number Of Commercial Real Estate Properties”, a matter to be considered in the closed part of the meeting under By-law No. 1 of the Corporation, as it relates to the security of the Corporation’s property.

At 4:15 p.m., on motion by Bruce Bowes, seconded by Mike Williams, the Audit and Risk Management Committee resolved to close part of the meeting to the public to consider the aforementioned confidential reports (June 28, 2010) from the Chief Financial Officer & Senior Vice President, Build Toronto, a matter that is to be considered in the closed part of the meeting under By-law No. 1 of the Corporation, as they relate to the security of the Corporation’s property.

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The Audit and Risk Management Committee resumed its public session at 5:30 p.m.

ARM2010-3-5 Review of Environmental Status of Operating Properties

The Audit and Risk Management Committee had before it the confidential report (June 25, 2010) from the Chief Financial Officer & Senior Vice President, and the Manager – Environmental Services, Build Toronto, entitled “Review of Environmental Status of Properties”, a matter to be considered in the closed part of the meeting under By-law No. 1 of the Corporation, as it relates to the security of the Corporation’s property.

At 4:15 p.m., on motion by Bruce Bowes, seconded by Mike Williams, the Audit and Risk Management Committee resolved to close part of the meeting to the public to consider the aforementioned confidential report (June 25, 2010) from the Chief Financial Officer & Senior Vice President, and the Manager - Environmental Services, Build Toronto, a matter that is to be considered in the closed part of the meeting under By-law No. 1 of the Corporation, as they relate to the security of the Corporation’s property.

At 5:30 p.m., on motion by Mike Williams, seconded by Bruce Bowes, the Audit and Risk Management Committee 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, as they relate to the security of the Corporation’s property.

The Audit and Risk Management Committee resumed its public session at 5:30 p.m.

ARM2010-3-6 Litigation Update

The Audit and Risk Management Committee had before it the confidential report (June 29, 2010) from the Chief Financial Officer & Senior Vice President, Build Toronto, a matter to be considered in the closed part of the meeting under By-law No. 1 of the Corporation, as it relates to the security of the Corporation's property.

At 4:15 p.m., on motion by Bruce Bowes, seconded by Mike Williams, the Audit and Risk Management Committee resolved to close part of the meeting to the public to consider the aforementioned confidential report (June 29, 2010) from the Chief Financial Officer & Senior Vice President, Build Toronto, a matter that is to be considered in the closed part of the meeting under By-law No. 1 of the Corporation, as they relate to the security of the Corporation's property.

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The Audit and Risk Management Committee resumed its public session at 5:30 p.m.

ARM2010-3-7 Management Compliance Check-List

The Audit and Risk Management Committee had before it the confidential report (undated) from the President & Chief Executive Officer, and the Chief Financial Officer & Senior Vice President, Build Toronto, entitled "Management Compliance Declaration – 2009 Fiscal Year", a matter to be considered in the closed part of the meeting under By-law No. 1 of the Corporation, as it relates to the security of the Corporation's property.

At 4:15 p.m., on motion by Bruce Bowes, seconded by Mike Williams, the Audit and Risk Management Committee resolved to close part of the meeting to the public to consider the aforementioned confidential report from the President & Chief Executive Officer, and the Chief Financial Officer & Senior Vice President, Build Toronto, a matter that is to be considered in the closed part of the meeting under By-law No. 1 of the Corporation, as they relate to the security of the Corporation's property.

At 5:30 p.m., on motion by Mike Williams, seconded by Bruce Bowes, the Audit and Risk Management Committee 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, as they relate to the security of the Corporation's property.

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ARM2010-3-8 Other

a) ARM Mandate and Terms of Reference

The Audit and Risk Management Committee had before it confidential reports from the Chief Financial Officer & Senior Vice President, and the Senior Vice President - Corporate Affairs, Build Toronto, (June 29, 2010) entitled "Draft Terms of Reference – ARM Committee", and from the Financial Advisor to the Audit and Risk Management Committee (June 2010), a confidential report entitled "Build Toronto Audit & Risk Management Committee Terms of Reference (Drafted by Ian MacKellar, Financial Advisor to the ARM Committee, June 2010)", matters to be considered in the closed part of the meeting under By-law No. 1 of the Corporation, as it relates to the security of the Corporation's property.

At 4:15 p.m., on motion by Bruce Bowes, seconded by Mike Williams, the Audit and Risk Management Committee resolved to close part of the meeting to the public, to give consideration to matters that are to be considered in the closed part of the meeting under By-law No. 1 of the Corporation.

At 5:30 p.m., on motion by Mike Williams, seconded by Bruce Bowes, the Audit and Risk Management Committee 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, as they relate to the security of the Corporation's property.

The Audit and Risk Management Committee resumed its public session at 5:30 p.m.

b) Update on Procurement Policy

The Audit and Risk Management Committee had before it confidential correspondence between the President and CEO, Build Toronto, and the City Manager, City of Toronto, a matter to be considered in the closed part of the meeting under By-law No. 1 of the Corporation, as it relates to the security of the Corporation's property.

At 4:15 p.m., on motion by Bruce Bowes, seconded by Mike Williams, the Audit and Risk Management Committee resolved to close part of the meeting to the public, to give consideration to matters that are to be considered in the closed part of the meeting under By-law No. 1 of the Corporation.

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The Audit and Risk Management Committee resumed its public session at 5:30 p.m.

c) 2009 Audit Reviews and Final Management Sign-Off

The Audit and Risk Management Committee had before it the confidential report from the Chief Financial Officer & Senior Vice President, (July 5, 2010), entitled "Build Toronto Inc. Audit & Risk Management Committee 2010 Annual Program", a matter to be considered in the closed part of the meeting under By-law No. 1 of the Corporation, as it relates to the security of the Corporation's property.

At 4:15 p.m., on motion by Bruce Bowes, seconded by Mike Williams, the Audit and Risk Management Committee resolved to close part of the meeting to the public to consider the aforementioned confidential reports from the Chief Financial Officer & Senior Vice President, the Senior Vice President - Corporate Affairs, and the President & Chief Executive Officer, Build Toronto, matters that are to be considered in the closed part of the meeting under By-law No. 1 of the Corporation, as they relate to the security of the Corporation's property.

At 5:30 p.m., on motion by Mike Williams, seconded by Bruce Bowes, the Audit and Risk Management Committee 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, as they relate to the security of the Corporation's property.

The Audit and Risk Management Committee resumed its public session at 5:30 p.m.

Adjournment

The meeting adjourned at 5:38 p.m.

Attendance:

TIME	4:02 p.m. to 4:15 p.m. Public Session	4:15 p.m. to 5:30 p.m. In-Camera Session	5:30 p.m. to 5:38 p.m. Public Session
<i>Chair, David Barry</i>	X	X	X
Bruce Bowes	X	X	X
Blake Hutcheson <i>Ex-Officio</i>	Regrets	Regrets	Regrets
Mike Williams	X	X	X

X Members were present for some or all of the time indicated.

Also Present:

Ian MacKellar, Financial Advisor to the Audit and Risk Management Committee
J. Lorne Braithwaite, President and Chief Executive Officer
Derek Ballantyne, Chief Operating Office & Executive Vice President - Operations
John Macintyre, Senior Vice President - Corporate Affairs
Winston Young, Chief Financial Officer and Senior Vice President
Frank Bajt, Asset Management
Tracey Smith, Manager - Environmental Services

Nick Lewis, Office of the Mayor

Rory Roberts, Chairman, Intech Risk Management Inc.

X Members were present for some or all of the time indicated.

Recording Staff: Millie Minas, Recording Secretary, Build Toronto



Committee Chair



President and Chief Executive Officer