

**Lansdowne Master Limited Partnership  
Annual Unitholder Meeting  
January 13, 2023**

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**Meeting Minutes**

1:00 pm City Manager's Office at City Hall and via videoconference

Unitholder Attendees:

<i>City of Ottawa:</i>	Wendy Stephanson, Interim City Manager
<i>Ottawa Sports and Entertainment Group:</i>	Roger Greenberg, Executive Chair and Managing Partner
<i>Lansdowne Master GP Inc.:</i>	Mark Goudie, President & Chief Executive Officer David Porter, Senior Vice President, Finance & Technology

Other Attendees:

<i>City of Ottawa:</i>	Cyril Rogers, Acting Chief Financial Officer Isabelle Jasmin, Deputy City Treasurer Steve Box, Director of City Manager's Office Dan Chenier, General Manager, Recreation Cultural & Facility Services David White, City Solicitor
<i>Component GPs:</i>	Matt Perron, Legal Counsel

**1. Election of Chair**

Motion by Wendy Stephanson to elect Roger Greenberg as Chair of the meeting. Motion passed and position accepted.

**2. Appointment of Secretary**

Motion by Roger Greenberg to appoint Matt Perron as Secretary. Motion passed and position accepted.

Chair called the meeting to order.

**3. Approval of Previous Meeting Minutes**

Motion by Roger Greenberg to approve the minutes from the October 15, 2021 Lansdowne Master Limited Partnership Unitholders Meeting. Wendy Stephanson concurred. Motion passed and minutes approved.

Given the administrative demands of the municipal election of City staff on October 24, 2022, motion by Wendy Stephanson to waive the requirement under section 6.1(c) of the Master Limited Partnership Agreement for the GP to convene the annual unitholder meeting within one hundred and eighty (180) days of the end of each fiscal year (being March 31, 2022). Roger Greenberg concurred. Motion passed.

**4. Audited Financial Statements - Presentation by Lansdowne Master GP Inc. (“Master GP”) of audited Financial Statements of Master LP for the period April 1, 2021 to March 31, 2022, together with Auditor’s Report (Section 6.1(a) of LPA).**

David Porter summarized the audited financial statements for the Master LP for the fiscal year April 1, 2021 to March 31, 2022. Motion by Roger Greenberg to approve the audited financial statements for the Master LP. Wendy Stephanson. concurred. Motion passed.

**5. Fiscal 2022 Budget to Actual**

David Porter outlined the financial results for the FY22 reporting period and described the main variances against the original budget, summarized in Schedule C to the meeting agenda.

Overall Net Operating Income was favourable to budget by approximately \$3.7M.

Favourable variances were primarily due to (i) a change in the carrying value of the interest rate swap, resulting in an approximate \$1M dollar gain, (ii) better-than-expected performance of the retail tenants, (iii) reduction in salary expenses across OSEG entities and continuation of COVID-19-related government wage subsidy programs, (iv) deferral of IT expenses, and (v) favourable performance of concert and events (e.g. Canada vs. USA Women’s Hockey; Panda Football Game; and various comedy shows); among others.

Unfavourable variances were primary due to the impact of COVID-19 on the OHL hockey season, including four games which were rescheduled into the next fiscal period, and games hosted with government-mandated capacity restrictions in place.

**6. 40 Year Pro-forma**

David Porter presented the 2022/23 Proforma, summarized in Schedule C to the meeting agenda, and which was updated to reflect fiscal 2022 actual results, Fiscal 2023 budget and current estimates through to 2054. Total City return on deemed Equity over the 40-year partnership is now estimated to be \$326M. The 2022/23 Proforma considers the impact on the Sports and Concert business of COVID-19 and an arena and stadium that is at the end of its useful life that will not be replaced or materially upgraded during the remaining term of the partnership. This results in the following outcomes: (i) revenue is slower to recover than previously assumed, (ii) REDBLACKS business will take longer to recover, (iii) attracting additional concert/events will be more difficult, (iv) expenses will increase at a higher rate than previously expected due to higher inflation, and (v) interest rates on Loans and Mortgages will be higher than previously assumed. There will likely also be an impact on the Retail business which will be assessed in detail in the coming year.

## **7. Fiscal 2023 Operating Budget**

David Porter summarized the budget and forecasted financial performance for the current fiscal year from April 1, 2022 to March 31, 2023.

The Revenue budget was approximately \$56.6M versus Total Operating Expenses of approximately \$52.1M, resulting in Net Operating Income of approximately \$4.5M. Other Expenses of approximately \$13M, including \$1M of anticipated fees relating to the renewal/refinancing of the Retail mortgage in Q4, such as commitment fees, legal fees, resulting in a budget Net Loss of approximately \$8.5M.

## **8. Significant Matters - Presentation by Master GP of significant matters for the prior fiscal year, update on current matters of significance and summary of any anticipated matters.**

No other significant matters.

## **9. Other Business**

Work on Lansdowne 2.0 will move forward in accordance with the process established through City Council.

## **10. Adjournment**

Meeting then adjourned.