
SPECIAL MEETING OF THE METROLINX BOARD OF DIRECTORS

- DATE OF MEETING:** Wednesday, March 22, 2017
- TIME OF MEETING:** 8:00 a.m.
- PLACE OF MEETING:** Union Station West Wing
97 Front Street West
Toronto, Ontario M5J 1E6

Meeting Room 3A, 3rd Floor
- CHAIR:** J. Robert S. Prichard
- PRESIDENT & CEO:** Bruce McCuaig (*via teleconference*)
- MEETING SECRETARY:** Mary Martin, Executive Vice President, General Counsel & Corporate Secretary
- MEMBERS PRESENT:** Upkar Arora (*via teleconference*)
Kathy Bardswick (*Guest of the Board*) (*via teleconference*)
Rahul Bhardwaj (*via teleconference*)
Bryan Davies (*via teleconference*)
Iain Dobson (*via teleconference*)
Janet Ecker (*via teleconference*)
Bill Fisch (*via teleconference*)
Anne Golden (*via teleconference*)
Marianne McKenna (*via teleconference*)
Rose Patten (*via teleconference*)
Carl Zehr (*via teleconference*)
- REGRETS:** Bonnie Patterson
Howard Shearer (*recused*)
- OTHERS PRESENT:** John Jensen, Chief Capital Officer
Judy Pfeifer, Chief Communications and Public Affairs
Robert Siddall, Chief Financial Officer
Gerry Chaput, Vice President, Rapid Transit
Mark Ciavarro, Director, Program Management
Paul Jachymek, Senior Legal Counsel
Dorothy Wahl, Associate General Counsel
Alba Taylor, Senior Legal Counsel & Associate Corporate Secretary

1. Call to Order and Remarks by Chair

Chair Prichard called the meeting to order at 8:00 a.m.

Chair Prichard confirmed there was quorum and that the required notice of the meeting as stipulated under the By-Law of the Corporation had been sent.

As a result of Mr. Shearer's previously declared conflict of interest on matters relating to Bombardier Transportation, Mr. Shearer was recused from the meeting. Staff confirmed that meeting materials had not been provided to Mr. Shearer.

2. Bombardier Update

Bruce McCuaig, President and CEO, Mary Martin, Executive Vice President, General Counsel and Corporate Secretary, and John Jensen, Chief Capital Officer, together with Chris Paliare, Kris Borg-Olivier, and Denise Cooney, Paliare Roland Barristers, provided an update on the legal proceedings relating to the light rail vehicle contract dispute with Bombardier Transportation.

[Redacted: Solicitor-Client Privilege]

Counsel do not expect a decision in this case for more than three weeks. This projected timeline is based in part on the volume of materials the judge must review, the high level of interest and attention likely to be garnered by the decision, and the likelihood of appeal. **[Redacted: Solicitor-Client Privilege]**

[Redacted: Advice to Government, Economic and Other Interests, Solicitor-Client Privilege]

Messrs. Paliare and Borg-Olivier and Ms. Cooney were excused from the meeting at 8:18 a.m.

[Redacted: Advice to Government, Economic and Other Interests]

Based on the advice of the Board, staff will continue to explore settlement and other options with the Province and Alstom to advance Metrolinx's interests.

3. Adjournment

There being no further business before the Board of Directors, the meeting was adjourned at 9:00 a.m.

Carried

J. Robert S. Prichard, Chair

Mary Martin, Corporate Secretary

c/s