

<b>Agenda Item</b>	4- Protocol for Briefing Governments
<b>Purpose</b>	For Quayside Committee review and approval and/or revisions, as applicable, and recommendation to the Board of Directors.
<b>Key Message</b>	At the October 27, 2017 meeting of the Board of Directors, the Board established the Quayside Committee and directed the Quayside Committee to develop its mandate and protocols for the governance and oversight of the Quayside transaction, including a communications strategy, and to report back to the board for approval of such mandate and protocols at the next regularly scheduled meeting of the Board of Directors in December.
<b>Areas of note/ Key issues</b>	With advice from external counsel (Don Macintosh- Dentons), Management has prepared a draft protocol for briefing governments on key agreements relating to the Quayside transaction. Mr. Macintosh was instructed to prepare the draft protocol using the form of resolution proposed by Deputy Mayor Denzil Minnan-Wong at the November 15, 2017 meeting of the Board of Directors.
<b>Expected Outcome</b>	The Quayside Committee will, by resolution to be passed at its November 27, 2017 meeting, recommend a Protocol for Briefing Governments for approval to the Board of Directors at its December 7, 2017 Board meeting.
<b>Key Takeaways/ Next Steps</b>	As above.

Given the size and scope of the Sidewalk Toronto project, the Quayside Committee shall consult with each of the three government stakeholders (federal, provincial and municipal) in respect of the Key Agreements (as defined below) in the manner set out in this Protocol.

Following approval of any Key Agreement by the Quayside Committee, and prior to such Key Agreement being circulated to the Board of Waterfront Toronto for final consideration and approval:

- i. staff shall provide the Key Agreement, and any relevant supplementary materials, to each of the 3 government stakeholders;
- ii. staff shall seek comment on such Key Agreement from the appropriate representatives of each of the 3 government stakeholders;
- iii. staff shall provide each of the 3 government stakeholders a reasonable period of time to allow for their review and consideration of such Key Agreement; and
- iv. staff shall provide to the Quayside Committee all comments provided to Waterfront Toronto by each of the 3 government stakeholders, and the Quayside Committee shall provide a reasonably detailed summary of such comments to the Board of Waterfront Toronto.

The “Key Agreements” to which this Protocol applies are the following agreements to be entered into between Waterfront Toronto and Sidewalk Labs: (i) the Plan Development Agreement; (ii) the Land Methodology (as defined in the Framework Agreement); (iii) the Implementation Agreement; (iv) the Collaboration Agreement; and (v) any other agreement that the Quayside Committee determines is material to the Sidewalk Toronto project and which requires its approval, and also includes any amendments to the Framework Agreement, and any material amendments to any of such Key Agreements.