

**MINUTES of the Quayside Committee Meeting of the  
Toronto Waterfront Revitalization Corporation  
20 Bay Street, Suite 1310, Toronto, Ontario  
Wednesday, January 17, 2018 at 2:30 p.m.**

PRESENT: Susie Henderson, Co-Chair  
Mazyar Mortazavi, Co-Chair  
Ross McGregor  
Steve Diamond

The following additional persons were in attendance throughout the meeting or only for particular business items as noted: Will Fleissig, President and Chief Executive Officer; Meg Davis, Chief Development Officer; Kristina Verner, Vice President, Innovation, Sustainability & Prosperity; Carol Webb, Manager, Project Communications; Erik Cunnington, Director Development; Marisa Piattelli, Chief Strategy Officer; Ian Beverley, General Counsel; Kathleen Niccols, Governance Consultant; and Michael Bernstein, Special Investment Advisor.

The Board Chair, Helen Burstyn attended the meeting by telephone.

The Co-Chair, Susie Henderson, acted as Chair of the meeting. The Chair called the meeting to order and, with the consent of Committee Members, appointed Ian Beverley to act as Secretary of the meeting.

The Chair declared that a quorum of Committee Members was present and that notice of the meeting had been duly sent to all Committee Members in accordance with the Corporation's By-laws and that the meeting was duly called and regularly constituted for the transaction of business.

**1. Meeting Agenda**

**ON MOTION** duly made by Steve Diamond, seconded by Ross McGregor and carried, it was **RESOLVED** that the Meeting Agenda be approved.

**2. Declaration of Conflicts of Interest**

There were no conflicts declared.

**3. Consent Agenda:**

**ON MOTION** duly made by Steve Diamond, seconded by Mazyar Mortazavi and carried, it was **RESOLVED** that the Minutes of the November 29, 2017 and December 1, 2017 meetings be approved as tabled.

#### **4. City Staff Report on Quayside**

Marisa Piattelli presented a City Staff Report on Quayside, copies of which were provided to the Committee in the meeting. The report, which outlines the City of Toronto's plans to work with Waterfront Toronto on the Quayside project and clarifies the Corporation's responsibilities under the current MOU with the City, will be presented to the City of Toronto Executive Committee for information on January 24, 2018. In support of this, Waterfront Toronto will conduct briefing meetings with City Councilors.

The Committee discussed the report and concluded that it is a good road map for ongoing interactions with the City in connection with the Quayside project. The Committee asked that a copy of the report be made available to all directors.

#### **5. Protocol for Briefing Governments**

Ian Beverley introduced a proposed Protocol for Briefing Governments on key agreements relating to Quayside. The protocol was prepared with advice from external counsel based upon the form of resolution proposed by Deputy Mayor Denzil Minnan-Wong at the November 15, 2017 meeting of the Board and from comments received at that meeting.

The Committee considered whether the protocol should establish Government response times, and concluded that would be better to achieve agreement on expected turnaround times through discussions with the IGSC.

The Committee considered whether a protocol for its work with management was needed and decided not to have a formal protocol. The Committee asked that semi-weekly meetings be scheduled, alternating between the Co-Chairs and the full Committee.

**ON MOTION** duly made by Steve Diamond, seconded by Ross McGregor and carried, it was **RESOLVED** that the Protocol for Briefing Governments, as tabled, be approved and recommended for approval by the Board of Directors.

#### **6. Quayside Project Management**

##### **a) Project Management Structure**

Meg Davis presented a project management structure that includes reporting and processes, as well as a detailed structure of work streams for the development of the Master Innovation and Development Plan with Sidewalk Labs and for reporting to governments and the Board and Quayside Committee. She indicated that, once the MIDP is developed and if it is then approved and the project moves to the implementation phase, a different operating structure will likely be required.

The Committee expressed the view that while much of the work that will be done to develop the MIDP must be done on a collaborative basis with Sidewalk Labs, there will be some work, and in particular, matters to be negotiated, that must be kept confidential to

Waterfront Toronto. The Committee noted that the Corporation has a statutory mandate from governments for waterfront revitalization and that, while work must progress collaboratively, as stewards of the Waterfront, our stakeholders and public and Waterfront Toronto's role requires that these discussions and all communications proceed with due objectivity and critical independent analysis.

Following discussion, the Committee advised that project work would be brought before other Board Committees as appropriate.

**b) Engagement Plan Development Process**

Carol Webb presented a process to develop a community consultation and engagement plan in collaboration with Sidewalk Labs. The plan will reflect feedback from the November 2017 Town Hall meeting, social media, and themes emerging in media coverage of the Quayside project. The engagement plan will be finalized and provided at the next meeting of the Committee.

The Committee discussed publication of the engagement plan and also directed that a copy be provided to the Board for their information.

**c) Digital Advisory Panel Mandate**

Kristina Verner presented a draft mandate for the Quayside Digital Advisory Panel to provide advice based on international best practices for the digital governance of the Quayside project.

The Committee engaged in a discussion of the need for, scope, necessary expertise, and the timing and processes for establishing the Panel and appointing Panel members. Management was directed to continue its work in connection with the Panel, reflecting the input provided by the Committee, and its understanding that creation of the Panel would be included in a larger project to review and refocus governance structures for the Corporation currently underway.

**7. Motion to go into Closed Session**

**ON MOTION** duly made by Steve Diamond, seconded by Mazyar Mortazavi and carried, the Committee **RESOLVED** to go into a closed session to discuss agenda items 8, 9 and 10, as permitted by By-Law No.2 of the Corporation and Section 190 of the City of Toronto Act ("COTA"). The exception relied for the discussion of these items in closed session is Section 190(2)(k) of COTA and Section 6.1.1(l) of By-Law No. 2, which is that the discussion will concern a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Corporation. The Chair indicated to members of the public present that it was in order for them to depart the meeting. The meeting continued in Closed Session.

## 8. Timeline to Plan Development Agreement

Erik Cunningham presented a timeline to execution of the Plan Development Agreement with Sidewalk Labs for discussion with the Committee.

Will Fleissig introduced to the Committee, Michael Bernstein, Special Investment Advisor.

The Committee discussed the process and timing for identifying land valuation methodologies, and the implications of them for the timeline to execution of the Plan Development Agreement. The Committee requested that the timeline be refined and distributed to the Co-Chairs for review soon as possible.

## 9. Negotiation Strategy & Guiding Principles

Meg Davis presented a summary of the Draft Master Innovation and Development Plan Targets. The Committee discussed the development of the land methodologies and emphasized the importance of this work and the interest of governments in it and, particularly the interest of the City.

The Committee requested that the document be amended and distributed to the Co-Chairs as soon as possible and to be reviewed by the Committee in a line-by-line review when it is completed.

Steve Diamond left the meeting at 4:39 p.m.

## 10. Early Pilot Projects

Kristina Verner presented an overview of several possible pilot projects. Management and the Committee discussed the importance of identifying and managing privacy issues in these and other projects. It was agreed that selection criteria to be applied to proposed pilot projects need to be developed, with reference to the selection criteria that would be applied by the City of Toronto.

## 11. Motion to Resume Open Session

In accordance with Section 190 of COTA and By-Law No. 2 of the Corporation, and the Closed Session discussion having been completed, **ON MOTION** duly made Ross and seconded Maz and carried, the Committee **RESOLVED** to go into Open Session. The Chair indicated that it was now in order for members of the public to return to the meeting.

### Public Session

## 12. Motions Arising during the Closed Session

There were no resolutions passed by the Committee relating to discussions in the Closed Session.

**13. Termination of the Meeting**

There being no further business, **ON MOTION**, duly made by Mazyar Mortazavi, seconded by Ross McGregor and carried, it was **RESOLVED** that the meeting be terminated at 4:45 p.m. local time.

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Chair

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Secretary

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