

MINUTES of the Board of Directors of the Toronto Waterfront Revitalization Corporation held at 20 Bay Street, Suite 1310, Toronto, Ontario on Wednesday, September 14, 2016 at 8:00 a.m. local time.

PRESENT: Mark Wilson, Chair
Helen Burstyn
Denzil Minnan-Wong
Mohamed Dhanani
Susan Henderson
David Johnson
Ross McGregor

ABSENT: Steve Diamond
Julie Di Lorenzo

The following additional persons were in attendance throughout the meeting, unless otherwise indicated: Will Fleissig, President and Chief Executive Officer; Chad McCleave, Transaction Counsellor; Marisa Piattelli, Chief Administrative Officer; David Kusturin, Chief Operating Officer; Chris Glaisek, Vice President Planning & Design; Meg Davis, Chief Development Officer; Ian Beverley, General Counsel; Lisa Taylor, Interim Chief Financial Officer; Andrew Hilton, Director Communications and Public Engagement; Amanda Santo, Director, Dave Madeira, Senior Construction Manager; and Sonya Pead, Associate Legal Counsel.

Also in attendance was Siri Agrell and Irene Bauer of the City of Toronto and Tara Dobson of the Province of Ontario.

The Chair, Mark Wilson, took the chair and appointed Ann Landry to act as secretary of the meeting.

With notice of the meeting having been sent to all Directors in accordance with the Corporation's By-laws and a quorum of Directors being present, the Chair declared the meeting duly constituted for the transaction of business.

1. Motion to Approve Agenda

Mark Wilson tabled a revised agenda advising that two "closed session" items were added to the agenda – "Board of Directors Membership" and "Pending Government Announcement". He further advised that the appropriate exemptions were applied, and noted on the revised agenda, to allow for the added items to be discussed in closed session.

Discussion was not required and **ON MOTION** duly made by Susan Henderson, seconded by Ross McGregor and carried, it was **RESOLVED** that the revised Meeting Agenda was approved.

2. Declaration of Conflicts of Interest

There were no conflicts declared.

3. Consent Agenda

ON MOTION duly made by Helen Burstyn, seconded by Susan Henderson and carried, it was **RESOLVED** that the Consent Agenda comprising the minutes of the June 29, 2016 meeting of the Board of Directors was approved.

4. CEO Report

Will Fleissig referred to his report which updated the Board on the following matters and which is posted publicly on the Corporation's website:

West Don Lands ("WDL")

- West Don Lands Development
- Corktown Common
- Public Art
- Construction Liaison Committee ("CLC")
- WDL Memorandum of Understanding ("MOU")

East Bayfront

- Servicing
- Bayside
- Bayside Public Realm
- Waterfront Innovation Centre (Blocks 1 & 2)
- George Brown College ("GBC") Block 3
- Quayside
- Public Art

Port Lands

- Port Lands Planning Framework/Villiers Island Precinct Plan/Transportation and Servicing Master Plan EA
- Port Lands Flood Protection Due Diligence Status

Other

- Expo 2025
- Health and Safety
- Environment and Innovation – Resiliency and Innovation Framework and Climate Change Actions Assessment (Arup Report)
- Anishnawbe Health Centre
- The Bentway
- Jack Layton Ferry Terminal and Harbour Square Park Master Plan
- East Bayfront Transit
- Gardiner East EA
- Lower Yonge Precinct

- Central Waterfront – Queens Quay, Police Enforcement on Queens Quay and Portland Slip Sidewalk Extension
- Government Relations
- Summer 2016 Arts and Cultural Programming

Mr. Fleissig also provided a verbal report on meetings with Infrastructure Ontario regarding the remaining sites within the WDL.

Mr. Fleissig responded to questions from the Board and advised that the items were tabled for information purposes only.

5. Committee Chair Reports

Finance, Audit and Risk Management (“FARM”) Committee

Unaudited Financial Statements

The Chair of the FARM Committee, David Johnson, tabled the unaudited Financial Statements for the period ended June 30, 2016. He provided an overview of said Financial Statements including Statement of Financial Position and Statement of Financial Activities. He responded to questions from the Board and **ON MOTION** duly made, seconded and carried, it was **RESOLVED** that the unaudited Financial Statements for the period ended June 30, 2016 were approved.

Quarterly Board Report

David Johnson tabled the Quarterly Financial Variance Report and Work Package Risk/Status Report. He advised that the reports summarize the budget, commitment, current costs, forecast costs, budget variance and risk status of each active project at the close of each fiscal quarter. He further advised that the report showed a positive variance for the quarter.

Partnership Committee

Helen Burstyn, Chair of the Partnership Committee, advised that the Committee met for the first time on September 12, 2016 and discussed governance, guiding principles and the mandate of the Committee. She further advised that the Committee discussed potential partnership opportunities including the Jack Layton Ferry Terminal and Harbour Square Park and agreed that Management would undertake an implementation plan and business case to establish a funding model to deliver the project.

Mohamed Dhanani arrived at 8:30 a.m.

6. Environmental Issues

Ian Beverley advised that there were no new environmental issues to report.

7. 2016/17 Annual Corporate Plan Amendments

Meg Davis provided a brief overview and rationale for the 2016/17 Annual Corporate Plan amendments highlighting the following:

- Waterfront Toronto's approach in the past has been to lead revitalization with public realm which has been accomplished in the West Don Lands and in the East Bayfront.
- In order to unlock future areas of the waterfront it is necessary to change Waterfront Toronto's approach and lead with transit and infrastructure which may require certain land transactions along the waterfront.
- The current real estate market is overheated and land values are escalating rapidly due to strong demand in the waterfront which could have a negative impact on lands the Corporation needs to acquire for infrastructure projects.

Ms. Davis responded to questions from the Board and advised that further details will be provided in closed session due to the confidential nature of the information.

8. Motion to go into Closed Session

ON MOTION duly made, seconded and carried, the Board **RESOLVED** to go into closed session in accordance with Section 190.2(a, b and c) of the City of Toronto Act ("COTA") and Section 6.1.1(a, b and c) of By-Law No. 2 of the Corporation (*the security of the property of the Corporation, personal matters about an identifiable individual, including employees of the Corporation, and a proposed or pending acquisition or disposition of land*).

The Chair indicated to members of the public present that it was in order for them to depart the meeting. Members of the public left the meeting at 8:40 a.m.

Closed Session
8:40 a.m.

9. 2016/17 Annual Corporate Plan Amendments

A confidential report in accordance with Section 190.2(a) of COTA and Section 6.1.1(a) of By-Law No. 2 of the Corporation (the Security of the Property of the Corporation) and Section 190.2(c) of COTA and Section 6.1.1(c) of the said By-Law No. 2 (A proposed or pending acquisition or disposition of land)

Chad McCleave advised that Management is recommending two amendments to the 2016/17 Annual Corporate Plan in order to facilitate land transactions. Mr. McCleave and Meg Davis provided a confidential overview of the details of the proposed land transactions and associated amendments thereof. Ms. Davis then provided the rationale for the land transactions and responded to questions from the Board.

Ms. Davis advised that Management is seeking approval to initiate land transactions immediately in strategic locations in the waterfront and specific amendments to the 2016/17 Annual Corporate Plan will need to be made in order to facilitate said transactions.

A motion for approval will be tabled during the open session of the meeting.

10. Pending Government Announcement

A confidential discussion in accordance with Section 190.2(a) of COTA and Section 6.1.1(a) of By-Law No. 2 of the Corporation (the Security of the Property of the Corporation)

Mark Wilson advised that today, following the Board meeting, the governments of Canada and Ontario will be announcing a bilateral agreement that will make more than \$1.1 billion in combined infrastructure funding available under the Clean Water and Wastewater Fund. He then provided the following information on the pending announcement:

- The federal government is providing up to 50% of the funding for projects while the provincial government and municipalities cover the remaining costs.
- The initial list of projects to receive funding under the program includes Essroc Quay Lakefilling, a project to be completed by Waterfront Toronto.
- The project, while part of the proposed scope of work for the larger Port Lands Flood Protection and Enabling Infrastructure project, is a self-contained and stand-alone project that can be advanced independently of the larger scope of work.
- Essroc Quay is located on the south side of the Keating Channel, where it meets Toronto's Inner Harbour.
- The project will create new landmass around the current Essroc Quay through lakefilling which will stabilize the area shoreline under flood conditions, as the current dockwall on Essroc Quay is old and is at risk of collapsing under flooding conditions. This provides a direct benefit for stormwater conveyance.
- The project is a prerequisite for significant work required to address a related major stormwater conveyance issue: currently, the existing Cherry Street Bridge over the Keating Channel causes a significant hydraulic restriction during flood events. In order to remove this restriction, lakefilling around Essroc Quay is necessary to facilitate the future re-alignment of Cherry Street and the construction of a new bridge that will have a higher span over the Keating Channel to accommodate anticipated flood levels.
- An additional part of the project is to divert an existing storm sewer that currently discharges stormwater into the Essroc Quay.
- The project also includes two pilot studies that will be conducted:
 1. To assess alternative technologies for dredging and managing sediment in the Channel.
 2. To determine how excavated and dredged materials from the Port Lands and other brownfield sites may be treated through innovative technologies to allow for their potential reuse for purposes such as lakefill – resulting in sediment being treated as an asset, as opposed to a liability.

- The project will also enhance aquatic habitat and ultimately form part of the proposed Promontory Park, which is a component of the larger Port Lands Flood Protection project.
- Subject to Toronto City Council approval, the project will start construction in mid-2017 and will be completed within 18 months. Funding is provided as follows:
 - Government of Canada: \$32.5 million;
 - Province of Ontario: \$16.25 million; and
 - City of Toronto: \$16.25 million.

At this time the Chair indicated to Management present that it was in order for them to depart the meeting. Management left the meeting at 9:40 a.m.

Closed Session – Board Members Only
9:40 a.m.

11. Board of Directors Membership

A confidential discussion in accordance with By-Law No. 2, Section 6.1.1(b) – Personal matters about an identifiable individual, including employees of the Corporation

A confidential discussion took place regarding Board membership.

Mark Wilson acted as Secretary of the meeting during the closed session.

12. Motion to go into Open Session

In accordance with Section 190 of COTA and By-Law No. 2 of the Corporation, and the closed session discussions having been completed, **ON MOTION** duly made, seconded and carried, the Board **RESOLVED** to go into Open Session. The Chair indicated that it was now in order for Management and members of the public to return to the meeting. Management and members of the public returned to the meeting at 10:00 a.m.

Public Session
10:00 a.m.

13. Resolutions Arising during the Closed Session

As a result of the closed session discussion, the following resolution was proposed and voted on in the open session:

ON MOTION duly made by Helen Burstyn, seconded by Mohamed Dhanani and carried, be it **RESOLVED** that the Board of Directors hereby approve the amendments to the 2016/17 Annual Corporate Plan.

Denzil Minnan-Wong left the meeting at 10:15 a.m.

14. 2017/18 Corporate Plan Update

Will Fleissig introduces the first of a number of workshop sessions to share Management's vision and strategies that address current challenges, identify opportunities, and recommend priority programs and public infrastructure in order to accelerate private investment in the waterfront.

Mr. Fleissig advised that Waterfront Toronto's original mandate & public policy goals were to: Deliver a revitalized waterfront that brings together the most innovative approaches to sustainable development, excellence in urban design, real estate development, leading technology infrastructure and the delivery of important public policy objectives including:

- reduce urban sprawl;
- develop sustainable communities;
- increase the supply of affordable housing;
- create more parks and public spaces;
- expand public transit; and
- increase economic competitiveness.

He provided the current context for Waterfront Toronto including:

- sustained and robust downtown market demand toward waterfront;
- ever growing infrastructure shortfall to support ever growing GTA;
- constrained government fiscal model;
- long term job trends for tech, finance, services - limited manufacturing;
- sufficient work force, family and inclusive housing not being delivered by current market projects;
- Federal and Provincial climate programs and funding;
- parks, bike trails, pedestrian connections improved, but inadequate and underfunded; and
- proven track record of execution, high design quality and community support.

He responded to questions from the Board and advised that next steps include the following:

- Evaluate Pipeline Projects – timing/costs/revenue sources;
- Project + Finance Reporting – new approaches to improve timely decisions;
- Identify New Revenue Sources – capital and operating;
- Explore Pilot Projects – necessary to innovate and go to scale;
- Expand Partnership Model – industry, academic, pensions, producers;
- Deepen Community Dialogue – technologies to increase feedback, priorities; and
- Revisit Priorities – address challenges, accelerate decision making and efficiencies.

Mr. Fleissig advised that further information will be provided at the October 25, 2016 Board meeting.

15. Termination of the Meeting

There being no further business, **ON MOTION**, duly made, seconded and carried, it was **RESOLVED** that the meeting be terminated at 12:30 p.m. local time.

Chairman

Secretary of the Meeting

DRAFT