Investment, Real Estate and Quayside Committee Meeting

WEDNESDAY JUNE 27, 2018 9:00AM TO 11:00AM
WATERFRONT TORONTO
20 BAY STREET, SUITE 1310
TORONTO, ON, M5J 2N8
Meeting Book - Investment, Real Estate and Quayside Committee Meeting

9:00 a.m. 1. Motion to Approve Meeting Agenda Approval All
9:05 a.m. 2. Declaration of Conflicts of Interest Declaration All
9:10 a.m. 3. Consent Agenda Approval All
   a) Minutes of June 7, 2018 Meeting

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9:15 a.m. 4. Motion to go into Closed Session Approval All

Closed Session Agenda
The Committee will discuss the matters outlined in item 5, being an update on the negotiations on the Plan Development Agreement, in a Closed Session as permitted by By-Law No.2 of the Corporation. The exception relied for the discussion of Item 5 in Closed Session is Section 6.1.1(l) of By-Law No. 2 (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 Committee will continue in Open Session at the end of the Closed Session to discuss and vote on any resolutions pertaining to the Closed Session.

10:50 a.m. 6. Motion to go into Open Session Approval All
10:55 a.m. 7. Resolutions Arising from the Closed Session (if any) Approval All

IREQ Committee - Resolution approving PDA Stakeholder engagement - Page 7

11:00 a.m. 8. Motion to Adjourn the Meeting Approval All
MINUTES of the Quayside Committee Meeting of the Toronto Waterfront Revitalization Corporation
20 Bay Street, Suite 1310, Toronto, Ontario
held on Thursday, June 7, 2018 at 9:00 a.m.,
Monday, June 11, 2018 at 4:00 p.m. and
Wednesday, June 20, 2018 at 10:30 a.m.

PRESENT:  
Susie Henderson, Co-Chair  
Mazyar Mortazavi, Co-Chair  
Michael Nobrega  
Meric Gertler (Via Phone)

APOLOGY:  
Steve Diamond

ATTENDANCE  
IN PERSON  
Will Fleissig (President & CEO, Waterfront Toronto (WT))  
Meg Davis (Chief Development Officer, WT)  
Marisa Piattelli (Chief Strategy Officer, WT)  
Julius Gombos (VP Project Delivery, WT)  
Cameron McKay (VP Communications, WT)  
Kristina Verner (VP, Innovation, Sustainability and Prosperity, WT)  
Erik Cunnington (Director Development, WT)  
Ian Beverley (General Counsel, WT)  
Catherine Murray (Senior Legal Counsel, WT)  
Michael Bernstein (Special Investment Advisor, WT)  
Aina Adeleye (Board Administrator, WT)  
Gordon F. Willcocks (Legal Adviser, McCarthy Tétrault LLP)  
Abraham Costin (Legal Adviser, McCarthy Tétrault LLP)  
George S. Takach (9:40a.m.) (Legal Adviser, McCarthy Tétrault LLP)

VIA PHONE  
Stephen Barter (Consultant, Wilton Capital Advisers Ltd, UK)

Susie Henderson and Mazyar Mortazavi acted as Co-Chair of the meeting. Susie Henderson called the meeting to order at 9:01 a.m. and, with the consent of Committee Members, appointed Ian Beverley to act as Secretary of the meeting.

Susie Henderson 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. The meeting was duly called and regularly constituted for the transaction of business.

1.  
Meeting Agenda

   ON MOTION duly made by Michael Nobrega, seconded by Mazyar Mortazavi 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**- Minutes of the Investment, Real Estate and Quayside (IREQ) committee held May 25, 2018 Meeting

**ON MOTION** duly made by Michael Nobrega and seconded by Mazyar Mortazavi and carried, it was **RESOLVED** that the Minutes of the IREQ committee meeting held May 25, 2018 were approved as tabled.

4. **Closed Session**

**ON MOTION** duly made by Mazyar Mortazavi, seconded by Meric Gertler and carried, the Committee **RESOLVED** to go into a closed session to discuss agenda item 5, as permitted by By-Law No.2 of the Corporation. The exception relied for the discussion of these items in closed session is 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. Susie Henderson indicated to members of the public present that it was in order for them to depart the meeting. The meeting continued in Closed Session.

5. **Plan Development Agreement Negotiations Update**

6. **Adjournment of the Meeting**

There being no further business, **ON MOTION**, duly made by Michael Nobrega, seconded by Mazyar Mortazavi and carried, it was **RESOLVED** that the day’s session be **ADJOURNED** to 4:00 p.m. local time on **Monday June 11, 2018** to continue deliberations on the Plan Development Agreement Negotiations Update.

7. **Continuation of the Meeting**

The June 7, 2018 Committee meeting reconvened at 4:00 p.m. on Monday June 11, 2018 at 20 Bay Street, Suite 1310, Toronto, Ontario.

The attendance for this session is as follows:

**PRESENT:** Susie Henderson, Co-Chair
Mazyar Mortazavi, Co-Chair
Michael Nobrega

**APOLOGY:** Steve Diamond
Meric Gertler

**ATTENDANCE IN PERSON**
Meg Davis (Chief Development Officer, WT)
Marisa Piattelli (Chief Strategy Officer, WT)
Julius Gombos (VP Project Delivery, WT)
Cameron McKay (VP Communications, WT)
Kristina Verner (VP, Innovation, Sustainability & Prosperity, WT)
Erik Cunnington (Director Development, WT)
Ian Beverley (General Counsel, WT)
Catherine Murray (Senior Legal Counsel, WT)
Michael Bernstein (Special Investment Advisor, WT)
Aina Adeleye (Board Administrator, WT)
Gordon F. Willcocks (Legal Adviser, McCarthy Tétrault)
Abraham Costin (Legal Adviser, McCarthy Tétrault LLP)
George S. Takach (4:15p.m. to 4:22p.m.) (Legal Adviser, McCarthy Tétrault LLP)

VIA PHONE
Stephen Barter (Consultant, Wilton Capital Advisers Ltd)

Susie Henderson and Mazyar Mortazavi acted as Co-Chair of the session. Susie Henderson called the session to order at 4:00 p.m. and, with the consent of Committee Members, appointed Ian Beverley to act as Secretary for this session.

The Committee continued discussions on negotiations on the Plan Development Agreement.

8. Plan Development Agreement Negotiations Update

9. Adjournment of the Session

There being no further business, ON MOTION, duly made by Mazyar Mortazavi, seconded by Michael Nobrega and carried, it was RESOLVED that the day’s session be ADJOURNED to 10:30 a.m. local time on Wednesday June 20, 2018 to continue deliberations on the Plan Development Agreement Negotiations Update.

10. Continuation of the Meeting

The June 11, 2018 session reconvened at 10:30 a.m. on Wednesday June 20, 2018 at 20 Bay Street, Suite 1310, Toronto, Ontario.

The attendance for this session is as follows:

PRESENT: Michael Nobrega (Acting Chair)

VIA PHONE
Susie Henderson
Mazyar Mortazavi
Steve Diamond

APOLOGY: Meric Gertler

ATTENDANCE IN PERSON
Helen Burstyn (Chair, Board of Directors, Waterfront Toronto (WT))
Julie Di Lorenzo (Director, WT)
Will Fleissig (President & CEO, WT)
Meg Davis (Chief Development Officer, WT)
ON MOTION duly made by Susie Henderson, seconded by Mazyar Mortazavi and carried, the Committee RESOLVED that Michael Nobrega Chair the day’s session.

Michael Nobrega acted as Chair of the session. Michael Nobrega called the session to order at 10:33 a.m. and, with the consent of Committee Members, appointed Catherine Murray to act as Secretary of the session.

The Committee continued discussions on negotiations on the Plan Development Agreement.

11. Plan Development Agreement Negotiations Update

12. Motion to Resume Open Session

In accordance to By-Law No. 2 of the Corporation, and the Closed Session discussion having been completed, ON MOTION duly made by Steve Diamond and seconded by Mazyar Mortazavi and carried the Committee RESOLVED to go into Open Session.

13. Motions Arising during the Closed Session

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

14. Termination of the Meeting

There being no further business, ON MOTION, duly made by Steve Diamond, seconded by Mazyar Mortazavi and carried, it was RESOLVED that the June 7, 2018 meeting be terminated at 11:42 a.m. local time.

_________________________________  _____________________
Chair                                      Secretary
ON MOTION, duly made by [●], seconded by [●] and carried, it was RESOLVED that the draft Plan Development Agreement (PDA) be approved for the purpose of briefing the three government stakeholders (the “Stakeholders”).

Management is hereby authorized to consult with the Stakeholders on the draft PDA in accordance with the procedure set out in the Board Protocol for Briefing Government dated March 29, 2018.