

MINUTES of the Public portion of the 98th meeting of the Board of Directors of the Toronto Waterfront Revitalization Corporation held at the offices of Toronto Waterfront Revitalization Corporation, 20 Bay Street, Suite 1310, Toronto, Ontario on Wednesday, October 17, 2012 at 8:00 a.m. local time.

PRESENT: Mark Wilson, Chair
 Jack Cockwell
 Michael Copeland
 Sue Dabarno
 Kevin Garland
 Janet Graham
 David Johnson
 Ross McGregor
 Joe Pantalone
 Matti Siemiatycki

ABSENT: Sheldon Levy

The following additional persons were in attendance, unless otherwise noted, throughout the meeting or only for particular business items as noted in these minutes: John Campbell, President and Chief Executive Officer; Chad McCleave, Chief Financial Officer; David Kusturin, Chief Operating Officer; Ian Beverley, Legal Counsel; Meg Davis, V.P. Development; and Christopher Glaisek, V.P. Planning & Design..

Also in attendance was Chris Dunn of the City Secretariat.

The Chairman, Mark Wilson, took the chair, and with the consent of the Directors, appointed Ann Landry to act as secretary of the meeting.

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

Jack Cockwell declared a conflict with regard to the Pan Am Games Athletes' Village and it was agreed that he would leave the meeting prior to any material discussions regarding this subject.

Matti Siemiatycki declared a potential conflict with respect to discussions around the Central Waterfront as his spouse is currently employed by a consulting firm working on the project. It was agreed that he would leave the meeting prior to any material discussions regarding this project.

1. Approval of Consent Agenda

ON MOTION duly made, seconded and carried, it was **RESOLVED** that the Consent Agenda for the Public session of the 98th meeting of the Board, held on Wednesday, October 17, 2012 be and is hereby accepted and approved.

2. CEO Report

John Campbell tabled reports and information on various matters, which included the following subjects and information and on which the following Board and Management comments were made:

- *Construction Progress* – A slide presentation of progress to date was provided.
- *West Don Lands (“WDL”)*

Construction - Progressing well. Underpass Park Phase II is complete however the need for a Record of Site Condition (“RSC”) will delay the opening until Spring. The Stormwater Management Facility conveyance system is complete (except the building).

Occupancy for Phase I of River City is expected in the first quarter of 2013. The Pan Am Athletes’ Village is a hive of activity. The non-profit affordable housing provider (Wigwamen and Fred Victor) were announced last week.

Public Art - “Mirage” artwork at Underpass Park has been completed, accepted and transferred to the City. “No Shoes” restored artwork for Don River Park has returned to Canada. The CA has just been approved by the Province which enables us to mobilise on pouring the foundation for the artwork at its new site. The artist has added a ‘shoe’ to the piece – this is symbolic as it is a very senior artist returning to one of his first works, which was about the heady optimism and free-spirit of the 1960s, and is now slightly more guarded in different times and in response to the neglect this piece endured. The Prequalification for artists for the 3 artwork opportunities on Front Street launched on September 20, 2012 and closes October 22, 2012. The shortlist will be selected by end of the first week of November.

- *East Bayfront (“EBF”)*

Construction - External Sanitary Sewer – The revised sewer alignment at Market and Wilton is 75% complete. The balance of the work will be completed by the end of the month. The Jarvis Dockwall Reinforcement and the Martin Goodman Trail connection projects have been awarded and construction is expected to start mid-October.

Parkside - Great Gulf continues to process its approvals with the City which include Site Plan Approval.

Bayside - Work continues with the City on securing the necessary permits and approvals for Bayside.

Dockside - Frequent bus transit service between Union Station and Dockside started last August and is servicing George Brown College and Corus.

Completion of a signal at Queens Quay and Lower Sherbourne is expected to be completed by late November. The signal will further facilitate the TTC bus service and improve north-south connections. The fit out of the Water's Edge Promenade electrical room in GBC is complete, the final ESA approval is expected mid-October.

Affordable Housing Agreement - Waterfront Toronto and City Staff have undertaken extensive negotiations of the Affordable Housing Delivery Agreement which are nearing completion. The agreement will secure affordable housing in EBF. Execution of the agreement is expected in late 2012.

Public Art - The EBF Art Strategy is under discussion with the City. The Corporation has secured commitments to participate from some developers.

- *Central Waterfront ("CWF")*

Work continues on Queens Quay Boulevard and the demolition of the TTC roadbed is starting. The TTC will be re-routing buses (eastbound) in early November. The Corporation continues to engage those residents and businesses affected by the construction.

Portland Slip - The Corporation now has sufficient information on environmental issues to proceed and the construction contract has been awarded. Completion is expected by mid-June, 2013.

- *Other*

Health and Safety - There have been no health and safety incidents on Waterfront Toronto project sites that have resulted in lost time injuries since the last report.

- *Lower Don Lands ("LDL") / Port Lands* - At the direction of Toronto City Council, Waterfront Toronto began working together with the City of Toronto and Toronto and Region Conservation ("TRCA") to create a business and implementation plan for revitalizing the Port Lands. The Council-approved protocol also mandated further examination of options for the Don Mouth Naturalization and Port Lands Flood Protection Environmental Assessment

("DMNP EA"), within the approved EA terms of reference, along with a robust and comprehensive public consultation process.

City staff recommendations arising from the Port Lands Acceleration Initiative ("PLAI") were approved by City Council on October 2, 2012. In addition to adopting the general direction outlined in the PLAI "Summary of Findings" as a basis for future action and endorsing the 2012 "4WS Re-aligned" option for the DMNP EA, City Council provided 13 additional recommendations. Further work is required on the business case on a precinct by precinct basis. Landowners groups need to be engaged to discuss cost sharing and front-ending agreements.

Health and Safety - There have been no health and safety incidents on Waterfront Toronto project sites that have resulted in lost time injuries since the last report.

- *Communications and Marketing* - Three waterfront projects received 2012 Canadian Urban Institute ("CUI") Brownie Awards. The George Brown College Health Sciences Building won in the Excellence in Project Development category while Underpass Park and the Flood Protection Landform received special recognition for Overall Best Small Project and Contribution to the Public Realm.
- *Sustainability* - Further to the development of the Waterfront Toronto Carbon tool with the Clinton Climate Initiative/C40, the Corporation has completed work with the University of Toronto's City Centre on tool calibration, devising new strategies, and transferring the tool from the West Don Lands to the East Bayfront Bayside community. Waterfront Toronto has had meetings with the Pan Am Games Developer and the Hines development team to share the abilities of the tool and obtain feedback. We are also devising a strategy for how the tool can be used to influence decisions for carbon reductions during the design, planning, and development process, for future precinct planning.
- *Intelligent Community* - The infrastructure elements of the Intelligent Community are proceeding according to schedule by Beanfield. Beanfield is also completing the engineering plans for the WiFi network for the public realm spaces. Discussions regarding the middleware platform are ongoing. Waterfront Toronto formalized its relationship with the Intelligent Community Forum ("ICF"), signing a Memorandum of Understanding on September 12, 2012. In addition, Waterfront Toronto has submitted an application for consideration to the ICF for the 2013 Intelligent Community of the Year awards cycle in an effort to increase global awareness of the waterfront development.

- *Pan Am Athletes' Village* - Everything is on track and there are no issues to report.

3. Long Term Plan Update

Chad McCleave tabled a report and advised that in accordance with the Toronto Waterfront Revitalization Corporation Act, 2002, Waterfront Toronto is required to prepare an annual corporate plan. He advised that the Corporation's 2012/13 Long Term Plan ("LTP") is a key component of the annual planning process and reflects the annual cash flows required to successfully execute the business strategy over the remaining term of the Corporation. He advised that the LTP process facilitates the City's annual funding and budget approval process, which has been accelerated this year and is targeted to occur by the end of the year. He further advised that the LTP update process includes the following:

- A thorough review of project budgets and forecasts of all Board approved projects;
- Revised estimates and forecast of revenue sources (i.e. binding under an agreement); and
- Waterfront Toronto's borrowing requirements, if necessary.

Mr. McCleave provided an overview of investments (including non-Waterfront Toronto directed), revenues, and a financial summary including results and requirements. He responded to questions from the Board and noted suggestions.

The report received a positive response from the Board and it was agreed that the full LTP would be tabled with the Board at the December 5, 2012 Board meeting.

4. June 30, 2012 Interim Financial Statements

Janet Graham, Chair of the Finance, Audit and Risk Management Committee ("FARM"), tabled the June 30, 2012 Interim Financial Statements advising that this is the first reporting period under the new Public Sector Accounting Board Not-For-Profit ("PSAB NPO") basis of accounting. She provided an overview of the impacts of moving from Not-For-Profit accounting to PSAB NPO accounting, as well as the Corporation's financial position and activities.

Ms. Graham responded to questions and **ON MOTION** duly made, seconded and carried, it was **RESOLVED** that the Interim Financial Statements for the period ended June 30, 2012, be and are hereby accepted and approved.

5. Internal Controls

Ms. Graham advised that the FARM Committee mandate requires it to approve the Internal Audit firm for Waterfront Toronto's operational audits. She advised that the selection of the firm was based on technical qualifications, methodology and pricing through an open procurement process. She further advised that Management recommended and the FARM Committee approved the engagement of MNP LLP (formerly Meyers Norris Penny) as the Corporation's Internal Auditor for a two-year term commencing October 1, 2012.

6. Environmental Issues

Ian Beverley advised that there were no environmental issues to be reported.

7. Adjournment of the Meeting

There being no further business other than matters to be considered in-camera, the Chairman indicated that in-camera matters involving land assembly and advice from legal counsel were then to be considered. He indicated to members of the public present that it was now in order for them to depart from the meeting. Members of public then left the meeting. The meeting then adjourned at 8:45 a.m. local time, to be momentarily reconvened as an in-camera meeting.

Chairman

Secretary of the Meeting