



**WATERFRONT**Toronto

# Board of Directors Meeting (Quayside Specific)

MONDAY JULY 9, 2018 8:30AM TO 12:30PM

WATERFRONT TORONTO

20 BAY STREET, SUITE 1310

TORONTO, ON, M5J 2N8



## WATERFRONToronto

### Meeting Book - Board of Directors Meeting (Quayside Specific)

8:30 a.m.	<p><b>1. Appointment of Acting Chair ("AC")</b>            Section 6.7 of By-Law No.1 of the Corporation (in the case of absence of the Chair, a director or committee member will be elected by the meeting to act as chair of the meeting)</p> <p style="text-align: center;">Board Resolution - Appointing Acting Chair - Page 4</p>	Approval	All
8:35 a.m.	<b>2. Motion to Approve Meeting Agenda</b>	Approval	Acting Chair
8:40 a.m.	<b>3. Declaration of Conflicts of Interest</b>	Declaration	All
8:45 a.m.	<p><b>4. Appointment of Interim Chief Executive Officer</b>            Section 7.4 (in the case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of that officer to any other officer, or to any director)</p> <p>Section 7.6 (2) of By Law No. 1 of the Corporation (if the office of any officer of the Corporation is or will become vacant, the directors may by resolution appoint a person to fill the vacancy)</p> <p style="text-align: center;">Board Resolution - Appointing Interim CEO - Page 5</p>	Approval	All
8:50 a.m.	<b>5. Acting Chair's Remarks</b>	Information	Acting Chair
9:00 a.m.	<p><b>6. Finance, Audit and Risk Management Committee Report</b>            Capital Approval - Site Preparation and Early Construction Works</p> <p style="text-align: center;">Board Resolution Capital Approval - Page 6</p>	Approval	J. Rieksts - Alderman
9:15 a.m.	<p><b>7. Motion to go into Closed Session</b></p> <p><b>Closed Session Agenda</b>            The Board will discuss item 8, being an update on the Plan Development Agreement (PDA) discussions, in a Closed Session as permitted by By-Law No.2 of the Corporation. The exception relied for the discussion of item 8 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 Board will continue in Open Session at the end of the Closed Session to discuss and vote on any resolutions pertaining to the Closed Session.</p>	Approval	All
9:15 a.m.	<b>8. Update on PDA Discussions</b>	Information	M. Davis & Others
12:20 p.m.	<b>9. Motion to go into Open Session</b>	Approval	All
12:25 p.m.	<b>10. Resolutions Arising from the Closed Session (if any)</b>	Approval	Acting Chair
	<b>Open Session Agenda</b>		
12:30 p.m.	<b>11. Motion to Terminate the Meeting</b>	Approval	Acting Chair





**Board of Directors Meeting  
July 9, 2018  
Item 1 – Appointment of Acting Chair for the July 9,  
2018 Board Meeting**

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**ON MOTION**, duly made by [●], seconded by [●] and carried, it was **RESOLVED** that in accordance with Section 6.7 of By-Law No.1 of the Corporation, [●] be and is hereby appointed to act as the Chair to preside over the July 9, 2018 Board of Directors Meeting of Waterfront Toronto.

**ON MOTION**, duly made by [●], seconded by [●] and carried, it was **RESOLVED**:

- That the resignation of Will Fleissig as the Chief Executive Officer (CEO) of Toronto Waterfront Revitalization Corporation (the “Corporation”) effective Wednesday July 4, 2018 be accepted by the Board with gratitude for his visionary leadership of the Corporation during his tenure; and
- That, in accordance with the provisions of Section 7.4 and 7.6 (2) of By-Law No 1 of the Corporation, Michael Nobrega be appointed as the interim CEO to fill the vacancy of the CEO until such time as a new CEO is appointed by the Board or at any such time as may be determined by the Board.

**ON MOTION**, duly made by [●], seconded by [●] and carried, it was **RESOLVED** that:

- the authorization of Management on June 28, 2018 to proceed with spending up to \$5 Million (out of the total \$136.7 Million capital investment pending approval of the Board) on the Port Lands Flood Protection project to avoid construction delay costs, is hereby ratified by the Board; and
- the capital investment of \$136,700,000 for Site Preparation and Early Construction Work on the Port Lands Flood Protection project is hereby approved.