

MINUTES of the Special Meeting of the Board of Directors of the Toronto Waterfront Revitalization Corporation held at 20 Bay Street, Suite 1310, Toronto, Ontario on Wednesday November 15, 2017 at 2:30 p.m. local time.

PRESENT: Helen Burstyn, Chair  
Julie Di Lorenzo  
Susan Henderson  
Ross McGregor  
Denzil Minnan-Wong  
Sevaun Palvetzian  
Jeanhy Shim  
Steve Diamond  
Janet Rieksts-Alderman  
Meric Gertler (via telephone)

ABSENT: Mazyar Mortazavi  
Mohamed Dhanani

The following additional persons were in attendance throughout the meeting, or unless otherwise indicated: Will Fleissig, President and Chief Executive Officer; Marisa Piattelli, Chief Strategy Officer; Meg Davis, Chief Development Officer; Ian Beverley, General Counsel; Kristina Verner, Vice President Innovation, Sustainability and Prosperity; Erik Cunnington, Director Development; Samantha Fernandes, Project Coordinator; Sameer Akhtar Senior Legal Counsel and Kathleen Niccols, Governance Consultant.

Also in attendance as guests were Don Macintosh and Paul Lalonde of Dentons Canada LLP and George Takach of McCarthy Tetrault LLP.

The Chair, Helen Burstyn, took the chair and appointed Ian Beverley 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**

Denzil Minnan-Wong requested that the Agenda be amended to note that the Project Governance Discussion of Closed Session be amended to indicate that it refers to a discussion concerning the Quayside Project. **ON MOTION** duly made by Denzil Minnan-Wong, seconded by Janet Rieksts-Alderman and carried, it was **RESOLVED** that the Agenda for the November 15, 2017 Board meeting, amended as requested by Mr. Minnan-Wong, was approved.

**2. Declaration of Conflicts of Interest**

There were no conflicts declared.

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

**ON MOTION** duly made by Steve Diamond, seconded by Jeanhy Shim and carried, the Board **RESOLVED** to go into closed session to discuss a proposed or pending acquisition or disposition of land in accordance with Section 190(2)(c) of the City of Toronto Act and Section 6.1(1)(c) of By-Law No. 2 of the Corporation.

The Chair indicated to members of the public and staff present that it was in order for them to depart the meeting. Members of the public and staff left the meeting at 2:35 p.m.

**4. Project Governance Discussion Concerning Quayside Project**

The Board discussed governance aspects of the Quayside Project in Closed Session.

**5. Motion to go in to 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** made, seconded and carried, the Board **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. Members of the public were invited to join the meeting.

**6. Resolution Arising from the Closed Session**

Mr. Minnan-Wong proposed a resolution for the process by which the Corporation would engage governments concerning the Quayside project going forward. The proposed resolution was referred to the Quayside Committee for consideration and incorporation into the protocols it will develop for the Quayside project.

**7. Adjournment of the Meeting**

There being no further business, **ON MOTION** made, seconded and carried, it was **RESOLVED** that the meeting be adjourned at 5:10 p.m. local time.

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Chairman

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Secretary of the Meeting