

MINUTES of the public portion of the Finance, Audit and Risk Management Committee Meeting of the Toronto Waterfront Revitalization Corporation held at the Offices of Toronto Waterfront Revitalization Corporation, 20 Bay Street, Suite 1310, Toronto, Ontario on Tuesday, August 31, 2010 at 8:30 a.m., local time.

PRESENT: Janet Graham, Chair
Kevin Garland
David Johnson
Matti Siemiatycki

The following additional persons were in attendance throughout the meeting or only for particular business items as noted in these minutes: John Campbell, President and CEO; Chad McCleave, Chief Financial Officer; Sohail Raza, Interim Corporate Controller; and Sandra Tran, Director, Finance & Enterprise Risk Management.

Also in attendance were Paula Jesty and Trevor Ferguson of Deloitte & Touche LLP (“Deloitte”).

The Chair, Janet Graham, took the chair and with the consent of the Committee members, appointed Ann Landry to act as secretary of the meeting.

1. Minutes – February 24, 2010

The minutes of the public portion of the May 26, 2010 meeting of the Finance, Audit and Risk Management (“FARM”) Committee were tabled, and **ON MOTION** duly made, seconded and carried, it was **RESOLVED** that the minutes of the public portion of the FARM Committee meeting held on May 26, 2010 be and are hereby approved.

2. Interim Financial Statements

Sohail Raza tabled the Interim Financial Statements for the period ended June 30, 2010 and provided a brief overview. Discussion ensued, the External Auditors provided their report and **ON MOTION** duly made, seconded and carried, it was **RESOLVED** that the Interim Financial Statements for the period ended June 30, 2010 be and are hereby approved for recommendation to the Board.

3. External Auditors Report

Trevor Ferguson presented the results of Deloitte’s quarterly review of the statement of financial position of the Corporation for the period ended June 30, 2010. Mr. Ferguson reported on the scope of the quarterly review as well as the status of the engagement and findings. Mr. Ferguson further reported that no misstatements were identified during the review.

The external auditors’ report was accepted by the Committee.

4. External Auditors' Fees

Paula Jesty tabled a Canadian Audit Fee Benchmarking Report that was created by Deloitte at the request of the FARM Committee at the May 26, 2010 meeting as a result of a discussion regarding audit fees.

Ms. Jesty advised that Deloitte was asked to provide an analysis of their fees versus other Corporations of like size and operation. She advised that Deloitte found that there weren't any corporations comparable to Waterfront Toronto and so the report did not provide relevant information.

It was agreed that government agencies might provide a better comparison and so John Campbell was asked to acquire the information from agencies such as Canada Lands and the Ontario Realty Corporation prior to the 2011 Request for Proposals process.

5. FARM Committee Mandate

Given recent changes to processes, the FARM Committee Mandate was tabled for review with a focus on the sections regarding "internal controls" and "corporate budget". Discussion ensued and changes were made as noted.

6. In-Camera Session with External Auditor

The Chair asked that Management and Staff leave the meeting for an in-camera session with the External Auditor.

7. Conclusion of the Public Portion of the Meeting

There being no further business to discuss other than those items to be considered in-camera, the meeting was adjourned to be momentarily reconvened for the in-camera portion of the meeting.

Chair

Secretary of the Meeting