

MINUTES of the Public portion of the 87<sup>th</sup> 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, March 23, 2011 at 8:00 a.m. local time.

PRESENT: Mark Wilson, Chair  
Bill Charnetski (via teleconference)  
Jack Cockwell  
Michael Copeland  
Sue Dabarno (via teleconference)  
Kevin Garland  
Janet Graham  
David Johnson  
Matti Siemiatycki

ABSENT:

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; Victor Wong, V.P. Legal; Marisa Piattelli, V.P. Government Relations, Communications & Strategic Partnerships; Andrew Gray, V.P. Development, East Bayfront; Meg Davis, V.P. Development, West Don Lands; Christopher Glaisek, V.P. Planning & Design; and David Kusturin, V.P. Program Management.

Also in attendance was Gwen Macintosh, City Secretariat and David Black, Ministry of Infrastructure.

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 ("PAAV") Request for Proposals ("RFP") and it was agreed that he would leave the meeting prior to any discussion regarding this subject.

## **1. Approval of Consent Agenda**

A report and recommendation on Directors' and Officers' Insurance was included as part of the Consent Agenda which prompted a discussion regarding the risks covered under the D&O policy such as environmental, health and safety, etc. There was also concern expressed with regard to the stewardship and oversight of those risks. The Chair advised that the

Governance Committee discussed this issue at length and that a matrix of legal and regulatory requirements that includes the entity responsible for oversight, would be tabled at the May Board meeting. He further advised that the Committee felt a presentation at the May Board meeting from Marsh Canada on D&O insurance and risk management would be helpful to the Board as well as a report regarding the Corporation's health and safety framework and environmental risks.

The Board was in agreement with the Committee's recommendation with regard to D&O Insurance and **ON MOTION** duly made, seconded and carried, it was **RESOLVED** that the Consent Agenda for the Public session of the 87<sup>th</sup> meeting of the Board, held on Wednesday, March 23, 2011 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:

- *East Bayfront ("EBF")*

*Bayside Development* - The Bayside deal is progressing and Hines has tabled their design concept at the Design Review Panel ("DRP"). Further details will be provided later in the meeting.

*Parkside Development* - The Parkside design was also tabled at the DRP and the design is in the process of being finalized. Sales are expected to commence in late spring.

*George Brown College ("GBC")* - Construction is well underway and on target for occupancy in September, 2012.

*Sherbourne Common* - The north side of the park is expected to be complete in April, 2011. The café use is being discussed with the City's Parks Department.

*Infrastructure* - The Corporation is in discussions with Toronto Water that may allow for the deferral of major stormwater investments until build-out of the precinct is more advanced.

The sanitary sewer contract that will provide sanitary capacity for Dockside, Parkside and the initial phases of Bayside has been awarded. There was concern regarding this contract because its delay could have potentially delayed the opening of GBC in September, 2012.

- *Central Waterfront*

*Queens Quay Boulevard (“QQB”)* - Design is underway on this project however funding constraints continue to be an issue. The Corporation does not have sufficient funding in the current plan and must release funds tied up in other projects. The City is reluctant to authorize a Contribution Agreement (“CA”) for a portion of the work and the Corporation concurs with this thinking therefore funds must be reallocated as part of the Long Term Funding Plan (“LTFP”) exercise with the Secretariats. There are issues of a technical nature still being worked out but discussions with the Secretariats are proceeding well. A project schedule is included with the report with a critical date of June 30, 2011.

*Portland Waters Edge* - The City dockwall work is being completed and construction is anticipated to commence in August, 2011. This project will allow for unimpeded access to Ireland Park from QQB.

*York Quay/Canada Square* - The design for a temporary treatment was tabled with the DRP and it was suggested that the design be more “temporary” in nature. Chris Glaisek presented Harbourfront Centre’s proposed design to the Board and a lengthy discussion ensued on the merits of the temporary design versus a permanent design as well as the cost and whether or not the proposed temporary design was the “right” design for this key waterfront location. There was concurrence with the DRP’s thinking in that the temporary design was not “temporary” enough to ensure that every effort will be made to acquire the funds to complete a permanent treatment thereby fulfilling the terms around the Corporation’s \$25 million contribution.

Bill Charnetski declared a conflict and recused himself from the discussion.

Management advised that there were options available vis-à-vis designers that specialize in temporary park treatments and Management was asked to refer this back to the design team.

*Lower Don Lands* - The Don Mouth Naturalization and Flood Protection (“DMNFP”) Environmental Assessment (“EA”) is proceeding within a 6 week window to address concerns raised by Appeals. Discussions are underway with the Toronto Port Authority, Redpath Sugar and LaFarge North America.

- *Other*

*Union Station* - Construction of the Union Station Second Platform is now underway.

*Soil Recycling Facility (“SRF”)* – The analysis of the technological, environmental and economic viability of a permanent SRF is underway. There are also a number of approvals and other issues to be resolved that affect the business case outcome.

*Health and Safety* - There have been no reportable health and safety incidents on any Waterfront Toronto jobsite since the last report. The Corporation will be tabulating annual statistics and building them into the annual “Report to the Community”.

- *Government Relations* – The Corporation is extending the normal “influencer” outreach program over the next few months to include City Councillors, many of whom are new.
- *Communications and Marketing*

*Sherbourne Common* - The opening of the skating rink at Sherbourne Common was picked up in the Globe and Mail, the Post and Global T.V. News.

*Branding* - Hoarding is up on the York Quay/Canada Square project. The Corporation has produced a “Year in Review” video and has issued the third Government Progress Report. The Corporation has held a number of public meetings with stakeholders as construction commences both for Canada Square and the sanitary sewer feed to Scott Street.

- *Sustainability*

The process of developing the new Minimum Green Building Requirements (“MGBR”) has been completed and new standards will be applied to projects procured after January, 2011 with the exception of the

PAAV, which will incorporate the current version of the MGBR from November, 2009. This reflects the effort to raise the bar on sustainability as the Corporation moves forward and the market matures in this area.

Dan Stone, the Corporation’s Director of Sustainability presented at the National Federation of Canadian Municipalities conference in Victoria, British Columbia and the Corporation will be participating in a number of sessions at the CaGBC National Symposium in Toronto in April.

The Corporation is about to release the Clinton Climate Initiative Carbon Tool which is intended to be made available as broadly as possible.

Mr. Campbell advised that the remainder of the CEO Report dealt with the West Don Lands and the Pan Am Games. Jack Cockwell noted his conflict and left the meeting.

- *West Don Lands (“WDL”)* – Construction of the Pavilion on Don River Park is ongoing. One of the 3 blocks in Underpass Park is unavailable as yet and so the Corporation will commence work on the available blocks.
- *Toronto Community Housing Corporation* - The DRP provided unanimous support for the design of this project and it is moving on to detailed design.
- *Pan Am Games Athletes’ Village (“PAAV”)* – The designs for streets have been submitted to the City for approval and will then go to the PAAV bidders to price in their bid. The three short-listed teams were announced at the end of January. The key components of Waterfront Toronto’s sustainability criteria are being included in the PAAV specifications.

Jack Cockwell returned to the meeting.

### **3. Lower Don Lands Presentation**

Chris Glaisek provided an overview of the Lower Don Lands Project which included the following elements:

- Flood Protection - Lower Don Lands Don River Flood Protection for the Port Lands
- City Building - Sustainable Growth of the Lower Don Lands District defined by the Don River Mouth
- Approval Review - Review of Municipal and Provincial Approvals Granted Q2 2010
- Current work with Stakeholders post Don River Naturalization and Port Lands Flood Protection Project Environmental Assessment (“DMNP EA”) submission
- Next Steps - Business and Implementation Plan

He responded to questions from the Board and it was agreed that Management would engage the Board during the process of developing a business plan as opposed to tabling a completed product for approval. It was further agreed that Management would table the Business Plan framework at the May 18, 2011 Board meeting.

### **4. East Bayfront - Bayside Development**

Andrew Gray provided a presentation on the Bayside Development design concept including a comparison of the original Koetter Kim concept, Hines’ original concept plan and Hines’ revised concept plan. He responded to questions from the Board and provided an overview of next steps. He also provided a brief overview of the Parkside Development design concept. He advised that both project design concepts were supported at the DRP.

The presentation was for information purposes only and did not require any Board action.

## **5. Procurement Policy and Procedures**

The Chair advised the Board that given the recent events with regard to other public agency procurements, he asked Management to remind the Board of the Corporation's procurement policies and procedures to ensure that the Board is comfortable with the practices. Management tabled a summary of key points in the Corporation's Procurement Policy geared at restricting sole sourcing to exceptional instances and safeguarding the integrity of the Corporation's public procurement objectives.

Chad McCleave advised that in 2010, independent auditors of the Federal Government audited the Corporation's procurement policies against Federal directives and Waterfront Toronto procedures. He advised that there were no substantial concerns identified by the auditors. He further advised that any variances to the policies, such as going out to tender without the allocation of funding, must be approved by the CEO and is reflected in the contract.

John Campbell advised the Board that all expenses (Management and Board) are posted on the web site.

The Board was comfortable that the appropriate policies and procedures were in place to ensure the integrity of the Corporation's public procurement objectives.

## **6. Committee Chair Reports**

### *City ABCC's*

Mark Wilson, Chair of the Governance Committee, advised that the Corporation received three City Reports addressed to "Board Chairs and Agency Heads" recommending that Council authorize a review of governance structures, board appointee policies, and financial budgeting processes of the various City agencies and corporations ("ABCC") and that each ABCC be directed to provide all information required to conduct the review. He advised that although the Corporation is unique in that, unlike other ABCCs, it is governed by its own special provincial legislation, is connected to three levels of government and is not an agent of the City, the City considers it to be a "Partnered Corporation".

He advised that the reports impact the Corporation in the following ways:

- The Mayor is permitted to name a Council Member as his designate on the Waterfront Toronto Board; and
- The Corporation's budget is funded by the capital budget of the City whereas the City Reports are focused on a review of the operating budgets of ABCCs.

He further advised that the Governance Committee discussed the issue at length and it was agreed that the Corporation will work co-operatively with City staff to determine under what circumstances it makes sense to comply or not with City directions to ABCCs.

*Interim Financial Statements*

Janet Graham, Chair of the Finance, Audit and Risk Management Committee, tabled the Interim Financial Statements for the period ended December 31, 2010 and **ON MOTION**, duly made, seconded and carried, it was **RESOLVED** that the Interim Financial Statements for the period ended September 30, 2010 be and are hereby approved.

**7. Environmental Issues**

Victor Wong advised that there were no environmental issues to be reported.

**8. 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 to be momentarily reconvened as an in-camera meeting.

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Chairman

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Secretary of the Meeting