



WATERFRONTToronto

Board of Directors Meeting

Agenda and Meeting Book

TUESDAY, FEBRUARY 23, 2021, FROM 02:00 P.M. TO 04:00 P.M

MICROSOFT TEAMS MEETING



WATERFRONToronto

Meeting Book - Board of Directors Meeting

Agenda - February 23, 2021 Board Meeting

2:00 p.m.	1. Motion to Approve Meeting Agenda	Approval	S. Diamond
2:05 p.m.	2. Declaration of Conflicts of Interest	Declaration	All
2:10 p.m.	3. Consent Agenda		
	Draft - Minutes of Open Session of the Dec 10, 2020 Board Meeting - Page 3	Approval	All
2:15 p.m.	4. Chair's Opening Remarks	Information	S. Diamond
2:20 p.m.	5. Motion to go into Closed Session	Approval	All
	Closed Session Agenda		
	The Board will discuss item 6, 7, 8 and 9 being consideration of the Draft Minutes of the Closed Session December 10, 2020 Board meeting, Report of the Investment Real Estate Committee Chair (Update on Quayside Matters – Request for Qualifications and Real Estate Acquisition), Port Lands Risk Discussion and Board Closed Session Discussion in a Closed Session as permitted by By-Law No.2 of the Corporation. The exception relied upon for the discussion of item 6 in Closed Session is provided in the minutes of the Open Session December 10, 2020 Board Meeting contained in item 3 of this agenda, for item 7 is Section 6.1.1(l), for item 8 is Section 6.1.1(e) and for item 9 is Section 6.1.1(b) of By-Law No. 2 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.		
3:50 p.m.	10. Motion to go into Open Session	Approval	All
	Public Session Agenda		
3:55 p.m.	11. Resolution Arising from the Closed Session	Approval	All
	Draft Resolution - Page 10		
4:00 p.m.	12. Motion to Terminate the Meeting	Approval	All

**MINUTES of the Open Session Meeting of the Board of Directors of the
Toronto Waterfront Revitalization Corporation
Via Microsoft Teams Teleconference
Thursday, December 10, 2020 at 8:30 a.m. local time.**

PRESENT: Steve Diamond (Chair)
Mazyar Mortazavi
Jeanhy Shim
Andrew MacLeod
Kevin Sullivan
Patrick Sheils
Wende Cartwright
Jack Winberg
Michael Galego
Christopher Voutsinas
Councillor Joe Cressy

IN ATTENDANCE WATERFRONT TORONTO

George Zegarac (CEO, Waterfront Toronto)
Meg Davis (Chief Development Officer)
David Kusturin (Chief Project Officer)
Lisa Taylor (Chief Financial Officer)
Christopher Glaisek (Chief Planning and Design Officer)
Julius Gombos (SVP, Project Delivery)
Leslie Gash (SVP, Development)
Kristina Verner (VP, Innovation, Sustainability & Prosperity)
Cameron MacKay (VP, Strategic Communications and Engagement)
Rose Desrochers (VP, Human Resources and Administration)
Pina Mallozzi (VP, Design and Planning)
Catherine Murray (Senior Legal Counsel)
Ian Ness (General Counsel)
Eric Sherbert (Senior Legal Counsel)
Erik Cunningham (Director, Development)
Ed Chalupka (Director, Government Relations)
Mary Anne Santos (Director, Financial Planning)
Aina Adeleye (Board Administrator and Legal Assistant)

Also in attendance for part or all of the meeting were:

- Shawn Tippins, Senior Analyst and Kira Heymans, Analysts and Isaac Finkelstein, Junior Policy Analysts, and Laura Robbins, Program Analyst from Investment, Partnership and Innovation Branch of Infrastructure Canada
- Melissa Pasquali, Lead Senior Advisor, Emily Bradford and James Andre, Policy Advisors, and Allyson Switzman, Manager, Agency Oversight Unit, Infrastructure Policy Division Ministry of Infrastructure at Ontario Ministry of Infrastructure
- Tom Davidson, Director, Waterfront Initiatives, Office of Councillor Joe Cressy, City of Toronto
- Jayne Naiman, Project Manager Waterfront, City of Toronto.

The Chair, Stephen Diamond, appointed Ian Ness 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 called the meeting to order at 8:33 a.m. and declared that the meeting was duly constituted for the transaction of business.

1. Motion to Approve Agenda

The Chair informed the meeting of the addition of a new item 6 (Appointment of the Chair of the Investment and Real Estate Committee) to the agenda.

ON MOTION duly made by Jack Winberg, seconded by Chris Voutsinas and carried, it was **RESOLVED** that the Agenda for the December 10, 2020 meeting be approved, as amended.

2. Declaration of Conflicts of Interest

Chris Voutsinas and Patrick Sheils made a declaration that, by virtue of their position as directors on the board of Infrastructure Ontario, a potential conflict of interest may arise in relation to the discussion under new agenda item 15 (Port Lands Flood Protection (PLFP) Project Land Acquisition) to be taken later at the meeting. Chris Voutsinas and Patrick Sheils informed the Board of their intention to recuse themselves from any discussion and information provided regarding the item.

The Chair acknowledged the declaration and requested that this be noted by the Secretary.

3. Chair's Remarks

Stephen Diamond welcomed and thanked everyone for joining the meeting remotely. Mr. Diamond explained that meetings continue to be held remotely, due to the ongoing COVID-19 Pandemic and the precautions recommended by public health officials on physical distancing. He added that the day's meeting would be recorded and made available to the public afterwards.

Mr. Diamond commended the CEO and Management for their hard work in ensuring that Waterfront Toronto projects run smoothly despite the challenges posed by the pandemic.

Mr. Diamond thanked Mazyar Mortazavi for his contributions over the years as a director on the Board. The Chair and the CEO thanked Mr. Mortazavi for his work as the chair of IREC and expressed their best regards for the future. The Chair expressed hope that the three openings on the Board required to be filled by the Federal Government (one of which is resulting from the vacancy created by Mr. Mortazavi's term ending on December 31, 2020) would all be filled in the upcoming weeks.

Mr. Diamond highlighted the key agenda items for the meeting being, Appointment of a new Chair for IREC, Capital Approval for two projects and approval of Rolling Five-Year Strategic Plan (2021/2022 – 2025/26) and four items for discussion in the Closed Session.

4. Consent Agenda

ON MOTION duly made by Mazyar Mortazavi, seconded by Jeanhy Shim and carried, it was **RESOLVED** that the Minutes of the October 8, 2020 meeting of the Board of Directors be approved as presented.

The Highlight of Key Messages, CEO Report, Finance Audit and Risk Management (FARM) Committee Chair's Open Session Report and Human Resources, Governance and Stakeholder Relations (HRGSR) Chair's Open Session Report were received and taken as read for information.

5. Governance Documents Review

Ian Ness provided a report, which was taken as read, updating the Board on the ongoing review of fourteen key Board governance documents and policies. He explained that the Mandate of the Corporate Secretary (Mandate), which had been reviewed by the HRGSR Committee meeting at its November 12, 2020 meeting, was being presented for approval. The Board agreed that the Mandate be approved as presented.

ON MOTION duly made by Patrick Sheils, seconded by Wende Cartwright and carried, it was **RESOLVED** that the Board approves the Mandate of the Corporate Secretary of Waterfront Toronto, as presented.

6. Appointment of the Chair of the Investment and Real Estate Committee

ON MOTION duly made by Wende Cartwright and seconded by Mazyar Mortazavi and carried, it was **RESOLVED** that Jack Winberg be appointed as Chair of the Investment and Real Estate Committee effective from January 1, 2021.

7. Waterfront Toronto Priority Projects - Construction Update

David Kusturin provided a presentation, which was taken as read, updating the Board on the priority projects undertaken by the Corporation. Mr. Kusturin responded to questions from members of the Board and the presentation was noted for information.

8. Capital Approval

a) East Bayfront In-Water Pipes and infrastructure Phase 1

David Kusturin provided a presentation, which was taken as read,

requesting approval for East Bayfront In-Water Pipes and Infrastructure Phase 1. Mr. Kusturin responded to questions from members of the Board on the project. The Board agreed that the request be approved as presented.

ON MOTION duly made by Kevin Sullivan and seconded by Chris Voutsinas, it was **RESOLVED** that the Board approves the capital investment expenditure of \$23.75M to complete the East Bayfront In-Water Pipes and authorizes Management to finalize and award the Stipulated Sum tender for the construction of the East Bayfront In-Water Pipes.

b) Lake Shore Blvd East – Bridge and Public Realm Project (LSBE) Tendering and Construction

Julius Gombos provided a presentation, which was taken as read, requesting approval for Lake Shore Blvd East – Bridge and Public Realm Project (LSBE) Tendering and Construction. Mr. Gombos responded to questions from members of the Board on the project. The Board agreed that the request be approved as presented.

ON MOTION duly made by Councillor Joe Cressy and seconded by Chris Voutsinas and carried, it was **RESOLVED** that the Board approves:

- a) the incremental Capital expenditure of \$147.24M to complete the Lake Shore Boulevard East – Bridge and Public Realm project (Construction) (the “Project”), **SUBJECT TO** approval from City Council and execution of a funding agreement with the City of Toronto;
- b) the Project be constructed by Ellis Don Civil Construction (ED) under the existing Port Land Flood Protection Construction Management Agreement between ED and WT; and
- c) the Project being added to the Corporation’s Rolling Five-Year Strategic Plan (2021/22 – 2025/26).

9. Port Lands Flood Protection (90% Design Stage Gate Status Update)

David Kusturin provided a detailed update on the budget and schedule for the PLFP Project as at the 90% Design Stage Gate and responded to questions from members of the Board on various aspects of the project. Mr. Kusturin noted that a supplemental report, regarding certain risk aspects of the project, will be reported under new item 14 (Projects Risk Discussion) in the Closed Session. Mr. Kusturin confirmed that the project remained on schedule for completion by March 2024 with no change to the budget of \$1.185Billion. The Board noted the report for information.

10. Rolling Five-Year Strategic Plan (2021/2022 – 2025/26)

Lisa Taylor presented the Rolling Five-Year Strategic Plan (2020/21-2024/25) (Updated Plan), which was taken as read, for the Board's approval. Ms. Taylor highlighted the key updates made from the original plan approved by the Board in December 2018 and responded to questions from members of the Board. George Zegarac reported on the feedback from the internal audit regarding WT's Performance Measures Framework and gave an overview of the follow-up report to the 2018 Audit of the Office of the Auditor General of Ontario. The Board agreed that the Updated Plan be approved as presented.

WHEREAS the Rolling Five-Year Strategic Plan (2021/22-2025/26) (Updated Plan) is the one year update/ roll-forward of the Five-Year Strategic Plan (2019/20 – 2023/24) that was approved by the Board in December 2018 (Original Plan); and the TWRC Act requires the Board to approve an Annual Business Plan for the fiscal year beginning April 1, 2021 on/or before December 31, 2020 and such Board approval is to be upon the recommendation of the FARM Committee; and

WHEREAS the Updated Plan of approximately \$1.3 billion is consistent with the Original Plan with respect to investments in three strategic priorities, namely:

- Priority Projects (\$814 million) largely Port Lands Flood Protection (funded);
- Next Generation Sustainable Communities (\$178 million) including Quayside (funded); and
- Signature Projects (\$333 million) - aspirational projects dependent on the success of the fundraising strategy set out in the Fundraising Action Plan (largely unfunded).

WHEREAS the Corporate Plan for fiscal year 2021/2022 is a subset of the Updated Plan, is outlined in Appendix 1 and includes capital spending of \$372.4 million (inclusive of corporate operating costs of \$19.7 million before amortization and \$20.6 million after amortization) and estimated funding of approximately \$498.1 million; and

WHEREAS the following items are new/different in the Updated Plan:

- Adjustment of the corporate contingency reserve allocation from \$60 million to \$30 million to reallocate \$30 million towards the Quayside development and related project trade-off considerations, **ON THE CONDITION** that should the amount of revenues tied to the contingency be realized at an amount higher than forecast, the corporate contingency reserve be adjusted upwards by the amount of the increase in revenues, up to a maximum total contingency reserve of \$60 million;
- Spending of up to \$6.4 million in 2021/22 for the Fundraising Action Plan - Phase 2 and Signature Projects (\$1.3M to build organizational fundraising

capabilities and \$5.1M to advance design and planning of the Signature Projects, inclusive of \$1.6 million for existing staff resources), to be temporarily financed and ultimately funded by land sale revenues in 2022; and

- Inclusion of Quayside development five-year infrastructure costs and related funding

WHEREAS on November 26, 2020 the FARM Committee approved the Updated Plan and recommends approval of it by the Board

ON MOTION duly made by Patrick Sheils and seconded by Councillor Joe Cressy and carried, it was **RESOLVED** that the Board of Directors approves the Rolling Five-Year Strategic Plan (2021/22-2025/26), as presented.

11. Motion to go into Closed Session

In accordance with By-Law No. 2 of the Corporation and **ON MOTION** made by Christopher Voutsinas and seconded by Jack Winberg and carried, the Board **RESOLVED** to go into Closed Session to discuss items 12(a), (b) & (c), 13, 14, 15, 16 and 17. The exception to the Open Meeting Law relied on for the discussion of item 12(a) in Closed Session is provided in the minutes of the open session of the October 8, 2020 Board meeting contained in item 4 of the day's agenda, item 12(b) is Section 6.1.1(l), 12(c) is Section 6.1.1(c), for item 13 and 14 is Section 6.1.1(l), for item 15 and 16 is Section 6.1.1(c) and for item 17 is Section 6.1.1(b).

12. Consent Agenda

- a) Draft Minutes of the Closed Session October 8, 2020 Meeting**
- b) FARM Committee Chair's Closed Session Report**
- c) IREC Chair's Closed Session Report**

13. Waterfront Transit Network - Update

14. Projects Risk Discussion

15. PLFP Project Land Acquisition

16. Update on Quayside Matters - Quayside Developer Request for Proposal (RFP)

17. Board Closed Session Discussion

18. Motion to go into Open Session

ON MOTION made by Christopher Voutsinas, seconded by Jack Winberg and carried, the Board **RESOLVED** to go into Open Session.

19. Resolutions Arising from the Closed Session

ON MOTION duly made by Chris Voutsinas and seconded by Kevin Sullivan and carried, it was **RESOLVED** that the Minutes of the Closed Session of the Board of Directors meeting held on October 8, 2020 be approved, as tabled.

(Secretary's Note: Patrick Sheils and Christopher Voutsinas recused themselves for the consideration of the resolution below)

ON MOTION duly made by Wende Cartwright and seconded by Jack Winberg and carried, it was **RESOLVED** that the Board of Directors approves the acquisition of certain lands, to form part of the widening of the Don River and Sediment and Debris Management Area of the Ports Lands Flood Protection Project, from the Ontario Infrastructure and Lands Corporation substantially in the form and on the terms, presented to the meeting.

20. Chair's Closing Remarks

The Chair thanked everyone for attending the meeting.

21. Termination of the Meeting

There being no further business, **ON MOTION** made by Christopher Voutsinas, seconded by Mazyar Mortazavi and carried, it was **RESOLVED** that the meeting be terminated at 11:52 a.m. local time.

Board Chair

Secretary

Item 11 – Draft Resolutions Arising from the Closed Session

- A. ON MOTION** duly made by [●] and seconded by [●] and carried, it was **RESOLVED** that the Minutes of the Closed Session of the Board of Directors meeting held on December 10, 2020 be approved, as tabled.
- B. ON MOTION** duly made by [●] and seconded by [●] and carried, it was **RESOLVED** that the Board of Directors (Board):
1. approves the acquisition of certain lands and rights in lands on the terms and conditions set out in the report provided at the meeting (the “Acquisition”);
 2. ratifies the execution by Management of the Letter of Intent relating to the Acquisition; and
 3. authorizes the Chief Executive Officer and the Chief Development Officer, together, to execute the purchase and sale agreements required to give effect to the Acquisition on behalf of the Corporation, substantially reflecting the terms presented to the Board, with such changes thereto as they in their discretion may approve.
- C. ON MOTION** duly made by [●] and seconded by [●] and carried, it was **RESOLVED** that the Board of Directors (Board) approves the Quayside Developer Request For Qualification (RFQ) substantially in the form presented to the meeting.