

MINUTES of the Board of Directors of the Toronto Waterfront Revitalization Corporation held at 20 Bay Street, Suite 1310, Toronto, Ontario on Monday, May 4, 2015 at 8:00 a.m. local time.

PRESENT: Mark Wilson, Chair
Jack Cockwell
Michael Copeland
David Johnson
Gary Wright
Denzil Minnan-Wong
Ross McGregor
Sheldon Levy
Kevin Garland
Sue Dabarno

ABSENT:

The following additional persons were in attendance throughout the meeting, unless otherwise indicated: John Campbell, President and Chief Executive Officer; Chad McCleave, Chief Financial Officer; David Kusturin, Chief Operating Officer; Chris Glaisek, Vice President Planning & Design; Meg Davis, Vice President Development; Ian Beverley, General Counsel; Andrew Hilton, Director Communications and Marketing.

Also in attendance were Chris Phibbs and Chris Dunn of the City of Toronto.

The Chair, Mark Wilson, took the chair and appointed Ann Landry 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. Consent Agenda

ON MOTION duly made, seconded and carried, it was **RESOLVED** that the Consent Agenda comprising the Minutes of the March 25, 2015 meeting of the Board of Directors be approved as presented.

2. CEO Report

John Campbell referred to his report for the meeting posted publicly on the Corporation's website and distributed to Directors and highlighted the following matters:

- Port Lands Flood Protection – Waterfront Toronto continues to press for government funding for this project. The provincial budget did identify it as a project of interest and “looked forward to seeing the results of the due diligence process”. Interest was reinforced at a recent Intergovernmental Steering Committee meeting attended by all three orders of government. The Corporation is accelerating the due diligence process to ensure that we are prepared for next year's budget cycle as a Plan B.
- Operating Line of Credit – Senior staff for governments have agreed to the establishment of an operating line of credit of up to \$40M in order to facilitate the management of near term and future cash flows for WT 1.0 projects – projects approved in the Long Term Funding Plan. Management, along with secretariat staff, are currently finalizing the consent document with a view to have a final version within the next few weeks. The Province of Ontario received Treasury Board and Cabinet approval to allow Waterfront Toronto to establish an Operating Line of Credit in January. The federal government has indicated that Treasury Board approval is not required and that the Minister has the delegated authority to sign off on the consent document. The City will consider the Line of Credit at the July meeting of Council as part of the City's Strategic Review of Waterfront Toronto.
- Queens Quay Revitalization Project – On the weekend of February 21, 2015, a City water main failed on Rees Street immediately north of Queens Quay. Based on the volumes of rushing water recorded during the event Management judged that the break may have undermined the newly constructed road and associated infrastructure. The water main break and visible damage to the road base was repaired by City of Toronto contractors on the night of February 24th. Toronto Water field supervisory crews advised that 15 m³ of unshrinkable fill was placed in the area of the repair to compensate for the voids created by the water flow under the road base slab.

Given Management's concerns, a coordination meeting was convened with City Divisions (Engineering and Construction Services, Transportation, Toronto Water) to ascertain whether all parties were satisfied with the original repairs and remediation work undertaken on February 24th. The City performed a video survey of the sanitary line under the Rees and Queens Quay intersection and determined that a part of this sewer has collapsed due to the erosion of soil beneath the sewer. It was agreed that the City will perform additional video surveys of other new and existing sewers in the area to determine if any further damage is evident. Concurrently Waterfront Toronto will conduct an investigation to determine the extent of undermining and voids under the Queens Quay road right-of way. Dependent on the results of these additional surveys a remediation and repair plan will be developed.

Management is now determining the extent of damage and remedial work required which will dictate whether the repairs can be completed in time for the Pan-Am Games or Redpath Waterfront Festival on June 19th.

- Billy Bishop Toronto City Airport – At the request of Ports Toronto, Waterfront Toronto has agreed to conduct a third-party peer review of the Billy Bishop Airport EA. Ports Toronto will pay all the costs associated with the completion of this peer review, which will review both the scope of the EA as well as the assessment itself, and its finding will be used to either verify that the EA was conducted following best practices or make recommendations for its enhancement.
- Pan/Parapan American Games Athletes' Village – The Village is currently being outfitted with furniture (beds, etc.) and a dining hall that will seat 2,400 people.
- East Bayfront – Tridel (Bayside) sales continue to be strong and a groundbreaking is being scheduled for later in May.
- Aiken Place Park - Public consultations have begun on preliminary designs for Aitken Place Park, the new waterfront park that will be at the heart of the Bayside development in East Bayfront. The early design was presented to the Stakeholders Advisory Committee, Hines/Tridel, and the Design Review Panel and was well received.
- Parkside - Great Gulf has closed with the City and Waterfront Toronto and has taken title to the Parkside lands. The developer continues to work with the City and Waterfront Toronto on their Site Plan Approval and building permits with commencement of construction targeted for early spring. On April 21, 2015, Great Gulf held a groundbreaking for their Monde residential development, which is designed by renowned Canadian architect Moshe Safdie – the architect's first residential design in Canada in 47 years.
- Launch of Daniels Waterfront - On March 26, 2015 Waterfront Toronto participated in the Daniels Corporation event to launch their mixed-use development on the old Government nightclub site in East Bayfront: Daniels Waterfront – City of the Arts. The development is a mixed-use retail/office/institutional/residential complex –with employment and resident populations approximately equal. The development includes a public space called Sugar Beach North, which replicates the design and feel of Canada's Sugar Beach.
- MIPIM – Waterfront Toronto participated at MIPIM (le marché international des professionnels de l'immobilier) along with the City of Toronto and other agencies. MIPIM is the world's major property development trade fair attracting more than 21,000 senior real estate executives.

- Queens Quay Design and Construction - Work on this project continues towards a June 19th Opening. The only outstanding issue is the repairs at Rees Street.
- Communications - In March 2015 Waterfront Toronto used the Jack Layton Ferry Terminal competition to pilot a public consultation process using free online tools. In addition to an exhibition of proposals at Toronto's City Hall, all five proposals were made available online. Members of the public submitted their feedback online or through physical comment cards at City Hall. The results collected in the online survey tool were exported to a spreadsheet and a detailed analysis of the 1,197 submissions – over 61,000 words – was conducted using a variety of computer-assisted analyses. The result was a public feedback report with quantifiable, data-backed results and only free and existing online tools were used to run an effective public feedback and consultation process. The key challenges encountered through the process related to ensuring that all consultation materials were presented in accessible formats, both for people who require accommodation for a disability and for people whose computers or devices are older or not connected to high-speed Internet.
- Lake Ontario Park Quick Starts - A Delivery Agreement has been executed between Waterfront Toronto and TRCA for interpretive signage, construction of the Outer Harbour Recreational Node, and Third party facilitator services.
- The Outer Harbour Recreational Node – The Node, funded by Waterfront Toronto and Environment Canada, and constructed by TRCA, is now complete. This project will formalize public access to the eastern basin of the Outer Harbour allowing for recreational fishing, birding and nature appreciation. It is one of thirteen “Quick Start” projects identified with a view to enhancing existing park conditions and improving the visitor experience, building on recent investments in the Lake Ontario Park and Tommy Thompson Park. The official opening of the node took place on April 22, 2015 (Earth Day) and provided the platform to announce the partnership between Waterfront Toronto and the Toronto Parks and Trees Foundation (TPTF), through which the Baselands area will receive support from the provincial (Ministry of Natural Resources) “50 Million Trees Program”.
- Park Maintenance - Waterfront Toronto is commencing discussions on how to ensure proper maintenance is carried out on waterfront parks. Management is looking to re-visit work already done for us as well as explore with City Parks, Parks People and BIAs, new funding and working models that incorporate all interested parties including citizen volunteers.
- Port Lands Planning – In consultation with the City of Toronto, the Toronto and Region Conservation Authority, and the Toronto Port Lands Company, Waterfront Toronto continues to undertake due diligence work to commence the Flood Protection Infrastructure and enabling works in 2015 while continuing with the normal planning process for the Port Lands Planning

Framework/Transportation and Servicing Master Plan EA and the Villiers Island Precinct Plan.

- Intelligent Communities - Planning continues for the ICF 2015 Summit & Awards program from June 8 through June 12, 2015 in Toronto. Broad support from the Toronto community has been secured to help make the program a success. Waterfront Toronto is co-hosting the summit which serves as one of our “thought leadership” events.
- Sustainability – Waterfront Toronto continues to search for ways to incorporate sustainability into our work through: carbon modelling to assist with planning; energy analyses to study building performance; and EV charging station pilot. We are also in the process of updating our Corporate Social Responsibility and Sustainability Report to international standards.
- Public Engagement – The Corporation conducted a Townhall at the Toronto Reference Library which was well attended. It allowed us to deliver a “report card” to the community on progress to date as well as our approach to future work.

Public engagement beyond our local neighbourhoods has always been a challenge but we are now using social media to expand our geographic and demographic reach. Results to date show a very impressive growth.

- Open Meeting By-Law – The Honourable Coulter Osborne has been retained to assess the Corporation’s Open Meeting By-Law and review open meeting procedures of the Corporation as reflected in the most recent three meetings of the Corporation. A report will be provided at the June 24, 2015 Board meeting.

3. Jack Layton Ferry Terminal and Harbour Square Park Design Competition

Chris Glaisek presented the results of the Jack Layton Ferry Terminal and Harbour Square Park Design Competition including the following:

- “Harbour Landing” was chosen as the winning design by an independent Jury with KPMB Architects + West 8 + Greenberg Consultants as the winning team.
- An overview of the winning design with renderings;
- The Jury Report; and
- Next steps.

Mr. Glaisek responded to questions from the Board and **ON MOTION** duly made, seconded and carried, it was **RESOLVED** that the Board of Directors hereby approve the selection of KPMB Architects + West 8 + Greenberg Consultants as the winning team of the Jack Layton Ferry Terminal and Harbour Square Park Innovative Design Competition.

4. Capital Approval – Port Lands Flood Protection and Enabling Infrastructure Due Diligence and Project Planning

David Kusturin presented a request for capital approval for Port Lands Flood Protection and Enabling Infrastructure Due Diligence and Project Planning, including the following information:

- Context and PLAI 1 (2011/12);
- City Council Direction (October 2012) and PLAI 2 (2012-15);
- WT 2.0 Strategic Plan;
- Conceptual Estimate Development;
- Conceptual Estimate Assumptions;
- Flood Protection Earthworks and Lakefill;
- Flood Protection Structures;
- Roads and Municipal Services;
- Bridges and Marine Structures;
- Public Realm;
- Potential Annual Cash Flow;
- 2012 Dollars Versus Year of Expenditure Dollars;
- Project Cost Breakdown;
- Current Status;
- Primary Objectives;
- Scope of Work and Deliverables;
- Project Organization;
- Budget Breakdown;
- The \$5 million request is carried within the \$975 million overall project cost;
- Future Professional Consulting;
- Proposed Schedule;
- Project Risks;
- Projected Cost Breakdown; and
- Recommended Capital Budget.

Mr. Kusturin responded to questions from the Board regarding contingency for the project, the use of excavated soils, and risks. He advised that the Finance, Audit and Risk Management Committee reviewed the request and a majority of the Committee was comfortable recommending it for approval to the Board.

Mr. Kusturin further advised that the Province has requested that the cost of \$975 million be confirmed by October. The Board expressed concern with this accelerated schedule in terms of timing, resources and the quality of the work. The Board asked that a more formal relationship be cultivated with the Province on this project to ensure that the Province is inside with the direction and numbers throughout the process in lieu of waiting until October to be advised that there are issues.

Further discussion was not required and **ON MOTION** duly made, seconded and carried, it was **RESOLVED** that the Board of Directors hereby approve a capital expenditure of \$5.0 million to undertake due diligence and project planning work required to advance the Port Lands Flood Protection and Enabling Infrastructure project, subject to the commitment of funding by the City of Toronto.

It was further **RESOLVED** that Management will ensure that the quality of the work completed is not compromised due to the accelerated schedule and will report on progress to the Board at the June 24, 2015 Board meeting.

5. Gardiner East Environmental Assessment (“EA”)

John Campbell introduced this item highlighting the following:

- Waterfront Toronto and the City of Toronto are co-proponents on the Gardiner Expressway East and Lake Shore Blvd Reconfiguration, Environmental Assessment and Urban Design Study;
- Following direction from the Public Works and Infrastructure Committee (“PWIC”) in 2014, the EA team has conducted a fact based EA process that has focused on the Remove and Hybrid alternatives.
- From a purely waterfront revitalization perspective, the remove alternative is the most advantageous from an urban design and cost perspective – particularly given the plans for the Keating Precinct, the re-naturalization of the Don River and the development of the Port Lands.
- The EA looked at all issues and generated results with no weighting on outcomes or criteria;
- Waterfront Toronto’s position to date has been that the EA: (i) has produced the facts; and (ii) confirms that the remove option is still the most attractive option from a waterfront perspective. However, it is a broader issue and elected officials must apply value judgement on the outcome to decide what is best from an overall city perspective.

Deputy Mayor Denzil Minnan-Wong left the meeting.

Chris Glaisek then provided an in-depth presentation on the results of the work completed at the request of the PWIC including descriptions of each of the alternatives as well as the evaluation criteria and results for both.

Mr. Glaisek responded to questions, discussion ensued and **ON MOTION** duly made, seconded and carried, it was **RESOLVED** that the Board of Directors hereby confirm that the remove option is best from a waterfront revitalization perspective but recognize that this decision will be made by City Council based on considerations of other criteria as well as waterfront revitalization. The Board further directs that Management work with the City on the implementation of the chosen alternative.

David Johnson advised that he could not support the motion.

6. Daniels Waterfront Project

This item was deferred to the June 24, 2015 meeting due to time constraints.

7. Committee Chair Reports

- *Finance, Audit & Risk Management Committee* – In the absence of the Chair of the FARM Committee Mark Wilson presented the revised Capital Approval Process Policy and **ON MOTION** duly made, seconded and carried, it was **RESOLVED** that the Capital Approval Process Policy be and is hereby approved as presented.

8. Environmental Issues

Ian Beverley advised that there were no new environmental issues to report.

9. Adjournment of the Public Session

There being no further business other than the matters to be discussed in the in-camera portion of the agenda, **ON MOTION** duly made, seconded and carried, it was **RESOLVED** that in accordance with Section 190 of the City of Toronto Act, the in-camera matters were now to be considered. The Chair indicated to the members of the public present that it was now in order for them to depart from the meeting. Members of the public then left the meeting. The meeting was adjourned for 15 minutes to be reconvened in the in-camera session.

In-Camera Session

11:25 a.m.

10. CEO Report

John Campbell tabled reports and information on various confidential matters including:

- Captain John;
- West Don Lands including Corktown Common and WDL Land Transfers, Reikai Centre, and Urban Capital/River City;
- East Bayfront including Bayside Development, Waterfront Innovation Centre, George Brown College, Private Lands-Ontario Municipal Board Appeals; and
- Corporate Lease Renewal.

11. Other Business

Mark Wilson advised that Janet Graham resigned and Joe Pantalone's tenure expired leaving gaps in Committee membership. He advised that this would be an appropriate time for the Governance Committee to review Committee membership and any Board member interested in sitting on a Committee should advise the Chair.

12. Termination of the Meeting

There being no further business, **ON MOTION**, duly made, seconded and carried, it was **RESOLVED** that the meeting be terminated at 12:30 p.m. local time.

Chairman

Secretary of the Meeting