

**Quayside Committee Meeting – January 17, 2018**  
**Item 5 – Protocol for Briefing Governments**  
**Committee Members**

<b>Agenda Item</b>	5- Protocol for Briefing Governments
<b>Purpose</b>	Approval of a proposed Protocol for Briefing Governments on the Quayside Project for recommendation to the Board of Directors.
<b>Key Message</b>	At the October 27, 2017 meeting of the Board of Directors, the Board established the Quayside Committee and directed the Quayside Committee to develop its mandate and protocols for the governance and oversight of the Quayside project, including a strategy for briefing governments, and to report back to the Board for approval of such mandate and protocols.
<b>Areas of note/ Key issues</b>	With advice from external counsel (Don Macintosh, Dentons), Management has prepared a proposed Protocol for Briefing Governments on key agreements relating to Quayside (see copy attached). The draft protocol was prepared based upon the form of resolution proposed by Deputy Mayor Denzil Minnan-Wong at the November 15, 2017 meeting of the Board.
<b>Expected Outcome</b>	The Quayside Committee will approve the draft Protocol for Briefing Governments for recommendation for approval by the Board of Directors  <b><u>Proposed Resolution:</u></b> Moved by [insert name of proposer] and seconded by [insert name of seconder] that the Committee hereby approves the proposed Protocol for Briefing Governments, as tabled, at the January 17, 2018 meeting for recommendation for approval by the Board of Directors.
<b>Key Takeaways/ Next Steps</b>	As above.

Given the size and scope of the Quayside Project, the Quayside Committee shall consult with each of the three government stakeholders (federal, provincial and municipal) in respect of the Key Agreements (as defined below) in the manner set out in this Protocol.

Following approval of any Key Agreement by the Quayside Committee, and prior to such Key Agreement being circulated to the Board of Waterfront Toronto for final consideration and approval:

- i. staff shall provide the Key Agreement, and any relevant supplementary materials, to each of the 3 government stakeholders;
- ii. staff shall seek comment on such Key Agreement from the appropriate representatives of each of the 3 government stakeholders;
- iii. staff shall provide each of the 3 government stakeholders a reasonable period of time to allow for their review and consideration of such Key Agreement; and
- iv. staff shall provide to the Quayside Committee all comments provided to Waterfront Toronto by each of the 3 government stakeholders, and the Quayside Committee shall provide a reasonably detailed summary of such comments to the Board of Waterfront Toronto.

The “Key Agreements” to which this Protocol applies are the following agreements to be entered into between Waterfront Toronto and Sidewalk Labs: (i) the Plan Development Agreement; (ii) the Land Methodology (as defined in the Framework Agreement); (iii) the Implementation Agreement; (iv) the Collaboration Agreement; and (v) any other agreement that the Quayside Committee determines is material to the Quayside Project and which requires its approval, and also includes any amendments to the Framework Agreement, and any material amendments to any of such Key Agreements.