



WATERFRONT DESIGN REVIEW PANEL BY-LAWS, POLICIES, AND PROCEDURES

1.0 BACKGROUND AND MISSION

Toronto's revitalized waterfront must be characterized by excellence in architecture and urban design. What is built on the waterfront, from buildings to streets to precincts to parks and public art, will set new standards for the built environment across the city, and help Toronto achieve world-wide recognition as a centre of creativity and good design.

1.1 Background

The Waterfront Design Review Panel (the Panel) was formed in 2005 by the Toronto Waterfront Revitalization Corporation (Waterfront Toronto) as an independent body to guide and inform the revitalization of the Toronto waterfront. The Panel is advisory to Waterfront Toronto, and is in no way intended to replace the City's regulatory approval process.

1.2 Mission Statement

The mission of the Panel is to provide objective, professional advice to designers, developers and governments to ensure that high quality design is a critical consideration for all development on Toronto's waterfront. The Panel is expected to contribute to a culture of quality by raising the bar for builders and architects and maintaining a high standard of design excellence which results in a better built environment for everyone.

2.0 PANEL COMPOSITION

Members of the Panel are drawn from the best of Canada's design, engineering and planning professionals. Individuals will be selected based on several criteria, including examples of outstanding built work, past awards and citations, a demonstrated commitment to achieving design excellence, and/or a track record of exemplary civic service. Panel members are expected to offer Waterfront Toronto their best professional advice on matters of design related to buildings, parks and open space, and precinct/subdivision plans as they are brought forward by Waterfront Toronto. All Panel members are unpaid volunteers, and are not considered employees of Waterfront Toronto.

2.1 Panel Members

The Panel consists of a Chair and thirteen professionals who are recognized experts in their fields. The Panel is made up of the following:

- **Six (6)** members of the Ontario Association of Architects and/or the Royal Architecture Institute of Canada
- **Four (4)** members of the Ontario Association of Landscape Architects and/or the Canadian Society of Landscape Architects
- **Two (2)** members of the Ontario Professional Planners Institute
- **One (1)** member of the Ontario Society of Professional Engineers
- **One (1)** Chair, who is to be a member of one of the above organizations

2.2 Quorum

To ensure a fair and consistent review process, a quorum of 7 Panel members will be required for any Design Review Panel to convene. Of those 7 members, at least one member from each of the above fields must be present to review a project in their respective field. If Panel members have a conflict of interest for a particular project and are not able to review a particular project, the quorum is maintained.

2.3 Designees

Waterfront Toronto will appoint one Liaison to the Panel, who is the primary point of contact between the Panel and Waterfront Toronto but is not a member of the Panel. The Waterfront Toronto Liaison (or his/her designated staff) will be responsible for managing the administrative operations of the Panel, as well as setting the agenda for each Panel meeting in consultation with the Chair. The Liaison will also be responsible for producing minutes of the meetings, which will become the official record of the Panel's deliberations and decisions upon their review and approval by the Panel. It is expected that the Liaison will be Waterfront Toronto's Vice President for Planning and Design.

Waterfront Toronto will also appoint one City Representative to the Panel, who is selected by the City and serves as the primary point of contact between the Panel and the City. The City Representative is not a member of the Panel. It is expected that the City Representative will be the City of Toronto's Director of Urban Design.

2.4 Selection of Members

Working with the relevant professional associations, Waterfront Toronto will solicit applications from qualified individuals. Panel members will be selected by Waterfront Toronto in consultation with the Chair.

2.5 Appointment of Panel Chair

The Chair of the Panel will be appointed by Waterfront Toronto. In the event that the Chair is not able to attend a Panel meeting, an interim chair will be designated for that meeting by the Chair and the Liaison.

2.6 Duration of Appointments

Members will be appointed for a term of two or three years. Members can be appointed to a maximum of two terms. The terms of the members will be staggered to ensure an orderly transition to new members.

3.0 ROLES AND RESPONSIBILITIES

The Panel will review design proposals brought forward by project proponents (Proponents) that will include Waterfront Toronto, the City, and private developers and/or landowners (Developers). The Panel will provide critical input to the designer(s) for consideration and incorporation in their design development process, and make recommendations of support/non-support to Waterfront Toronto based on the proponent's responsiveness to the input and overall quality of the proposal.

3.1 Geographic Jurisdiction

Projects that lie within the Designated Waterfront Area (Figure 3.0) will be required to come before the Waterfront Design Review Panel. The Panel may also be asked to consider projects outside this boundary if they are part of Waterfront Toronto's overall revitalization efforts and mandate.



Figure 3.0 – Boundary of the Designated Waterfront Area (DWA)

3.2 Purview of Project Reviews

The Panel is expected to provide critical input and advice on public development initiatives as well as private development on public lands. The Panel is also expected to comment on private development on private lands as part of the City's site plan application process. The types of projects expected to be brought before the Panel include:

3.2.1 Buildings and structures

These include residential, commercial, industrial, retail, and cultural buildings, bridges and tunnels and transit infrastructure, arcades and kiosks and stands, and all other built form on the urban landscape. The Panel will consider the following key documents and design issues in their reviews:

- Consistency with approved precinct plan(s)
- Consistency with Waterfront Toronto's "Sustainability Framework", (see Appendix 1 and 2)
- Application of Waterfront Toronto's mandatory Green Building Requirements, which include LEED Gold achievement (see Appendix 3)
- Building envelope and massing
- Effect on adjacent buildings, streets, and views
- Façade articulation and fenestration
- Materials and details
- Ground floor uses and articulation

- Relationship to adjacent public parks and open spaces
- Appropriateness to site and context
- Incorporation of green building technology

3.2.2 Parks and public realm projects

These include regional, neighbourhood and pocket park proposals, plazas and privately owned public spaces (P.O.P.S.), roads and boulevards and sidewalks, recreational trails and paths and preserves, street furniture and fixtures and equipment, pavilions and atriums and winter gardens, public art, and all other public areas. The Panel will consider the following design issues in their reviews:

- Scale and character of the design
- Consistency with Waterfront Toronto's "Sustainability Framework"
- Appropriateness to site and neighbourhood context
- Aesthetic contribution to the urban fabric and quality of place
- Spatial composition of contours, topography, circulation systems
- Mix of hard versus soft surfaces and materials
- Plant species selection and planting strategy
- Materials and finishes
- Construction details
- Incorporation of green technology

3.2.3 Precinct/Master/Subdivision Plans

These include conceptual master plans for large waterfront areas, precinct plans for more discreet districts and sub-districts, subdivision plans that legally implement master or precinct plans, design guidelines, zoning envelopes and attendant land uses, and all other planning work related to the built environment. The Panel will consider the following design issues in their reviews:

- The Official Plan and any applicable Secondary Plan(s)
- Consistency with Waterfront Toronto's "Sustainability Framework"
- Consideration of the LEED for Neighbourhood Development (ND) Rating Document (see Appendix 4)
- Neighbourhood character
- Quality of streets and sidewalks
- Building heights and massing
- Adaptability of structures to varied and/or future uses
- Adequacy of public space and/or public amenities
- Appropriateness of mix of uses
- Appropriateness of selected building typologies
- Access to light and air
- Attitude towards topography, hydrology and ecology

3.3 Other Activities

In addition to project reviews, the Panel will act as an advisor to Waterfront Toronto and the City on design-related issues, such as requests for proposals, international design competitions, design contracts and scopes of work, charettes and workshops, and temporary installations and events. The Panel will provide advice in the following areas:

3.3.1 Review of development applications circulated by the City

Waterfront Toronto is a commenting agency to the City of Toronto on development applications in the Central Waterfront. As applications are circulated to Waterfront Toronto, it will ask the Panel to review them as appropriate. The advice of the panel will be submitted to the City as part of Waterfront Toronto's comments.

3.3.2 Advice on design competitions

The Panel will review and provide advice to Waterfront Toronto as part of the evaluation process for design competitions for buildings, parks and public spaces, and other plans as requested.

3.3.3 Advice on developer proposal calls

The Panel will provide advice to Waterfront Toronto on the design component of development requests for proposals calls, either as part of the initial developer selection process or upon selection of a development team, as requested.

3.4 Conditions and Limitations

Because the Panel is an advisory body to Waterfront Toronto and is not a formal part of the City of Toronto's statutory regulatory process, there are certain limitations concerning its roles and responsibilities, as described below.

3.4.1 The Panel's recommendations are advisory

The critical input, comments and recommendations of the Panel are not a binding or authoritative (i.e. decision-making) element of a regulatory review process. The Panel will provide recommendations to Waterfront Toronto and, when appropriate, to the City, for consideration in their decision-making process.

3.4.2 The Panel will conduct its reviews within existing regulatory structures

The Panel will carry out its work within the framework of the City's Official Plan, the Central Waterfront Secondary Plan, Waterfront Toronto's Precinct Plans as officially adopted, and other governing urban design guidelines and zoning by-laws. Where the Panel disagrees with these policies and regulations it may make formal note of that and recommend that they be changed. However, individual projects are not to be held up pending broader regulatory change, and the Panel will be expected to help achieve the best results within existing constraints.

3.4.3 The Panel will not produce competing project designs

The Panel's activities are limited to the review of material submitted by others. While the Panel may make suggestions and offer guidance on design issues, it is not intended to generate alternative plans and designs of its own. The Panel should in no way produce proposals in competition with those being prepared by other consultants and/or partners of Waterfront Toronto. At the same time, Waterfront Toronto shall not ask the Panel to act as a pro-bono design service, either for original work or to fill in gaps in the work of others.

3.4.4 The Panel will follow Waterfront Toronto's program

Panel is expected to review projects in a timely and appropriate manner that facilitates the work of Waterfront Toronto. Where the Panel disagrees with the established priorities and/or timeframes, it may make official note of that and

recommend that Waterfront Toronto seek to change them. However, individual projects are not to be held up pending broader changes in priorities and funding, and the Panel is expected to help achieve the best results within existing constraints.

3.5 Administration

Waterfront Toronto will provide administrative support for the panel. Waterfront Toronto will ensure that minutes and reports are drafted and circulated in a timely manner. Meeting minutes and reports will be available on Waterfront Toronto's website within one week of the meeting.

The activities of the Panel are funded by Waterfront Toronto. This includes administrative costs associated with: renting meeting space and equipment; producing materials for review sessions; travel and related expenses for out-of-town members of the Panel and/or invited guests; advertising of meeting times and locations; and administrative activities associated with writing meeting minutes, reports, letters, etc. on behalf of the Panel. Any expenditures relating to the Panel's activities will require prior approval by Waterfront Toronto through the Liaison.

4.0 REVIEW PROCEDURES AND SUBMISSION REQUIREMENTS

To ensure a fair, consistent, and transparent process, the Panel and Proponents are each expected to follow the protocols and processes set out below. This structure is intended to provide a predictable, consistent, and constructive process for Proponents and to maximize the value of the time contributed pro-bono by Panel members.

4.1 Four Phases of Review

Each project, whether a building, park/public realm design, or precinct/master/subdivision plan, is expected to come before the Panel a minimum of four times, (Figure 4.0). No project is to be considered "approved" by the Panel until it has completed the full cycle. At each phase, projects will be reviewed for a defined set of issues appropriate to the stage of the design exercise. The Panel will conclude each review by either recommending that the project proceed to the next phase or come back for re-review prior to advancing. Once a review phase is completed, those elements supported by the Panel must not be changed, or approval will be considered withdrawn pending re-review.

4.1.1 Phase 1 - Concept design / Context analysis

This phase will focus on the quality and appropriateness of the main design intent, or "the big idea" of the project. At the conclusion of concept design review, the Proponent should have clear support for:

- The overall "parti" and organizing principle(s) of the scheme
- The proposed building envelope / organization of spaces and uses
- The appropriateness to approved precinct plan(s) and/or context
- The overall approach to sustainability

4.1.2 Phase 2 – 60% Schematic design / Preliminary draft plan

This phase will focus on massing, site planning, and basic articulation of the major elements of the project. At the conclusion of schematic design review, the Proponent should have clear support for:

- The proposed building massing / topography / urban form and ROW's

- The relationship to/impact on adjoining buildings, parks, and land uses
- The compliance with relevant zoning, block plans, and design guidelines
- Any site plan application / parks dedication / zoning application
- Sustainable design techniques employed

4.1.3 Phase 3 – 60% Design development / Final draft plan

This phase will focus on the elements that are perceived and experienced from the public realm and that give richness to the design proposal. At the conclusion of design development review, the Proponent should have clear support for:

- The proposed finish materials / plant species / pavers
- The proposed elevations / site contours / height and setback requirements
- The proposed details / design guidelines
- The proposed elements and techniques which meet the Sustainability Framework, Green Building Standards, and the LEED for Neighbourhood Development Pilot Project Rating System.

4.1.4 Phase 4 – 90% Construction documents / draft Council submission

This phase will focus on the adherence of the final specifications and regulations to the spirit and design intent of the project. At the conclusion of this final design review, the Proponent should have:

- Sign-off on all construction details / zoning text / design guidelines
- Formal “approval” for the project to proceed into construction and/or implementation conveyed to Waterfront Toronto and/or the City

The Panel may decide to waive this requirement and entrust the Waterfront Toronto Project Manager to monitor the construction document development and bring the project to the Panel only in the event of significant deviations from the approved design development set.



The Waterfront Design Review Panel Review Process for Buildings, Parks and Public Realm Designs, and Precincts/Master/Subdivision Plans

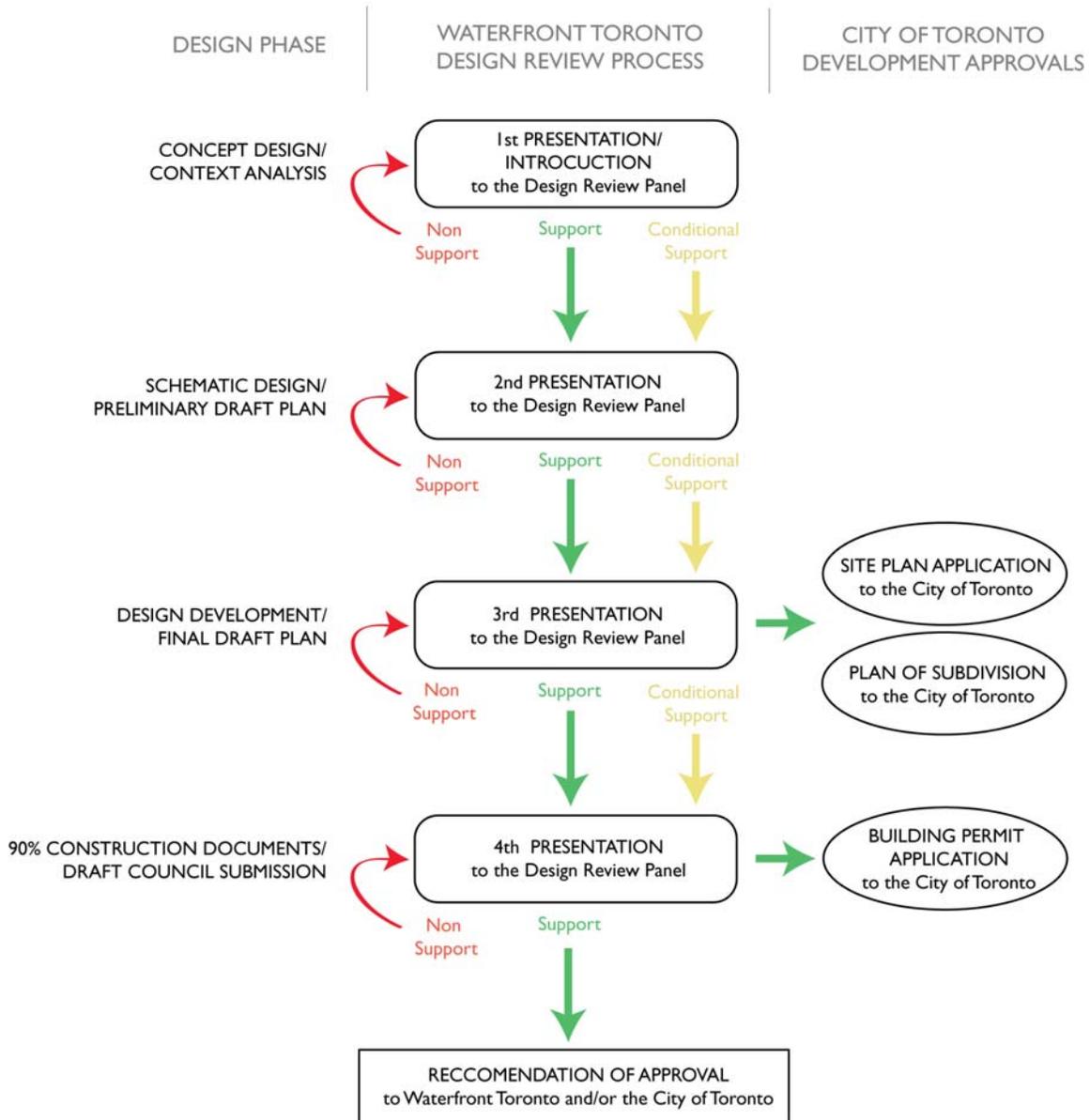


Figure 4.0 – Waterfront Design Review Panel Review Process

4.2 Presentation and Review Format

The review proceedings will be led by the Chair and follow the sequence described below. Proponents are required to submit a professionally-prepared pre-submission package, including all necessary design documentation, four (4) business days prior to the Panel meeting for inclusion in the Panel's advance briefing book. Proponents who fail to provide adequate advanced material will not be allowed to present to the Panel. Direction regarding appropriate materials for review is provided later in this section.

4.2.1 Staff introduction (5 minutes)

The Chair will begin by inviting the assigned Waterfront Toronto project manager to introduce the project by putting the project in context, re-stating the Panel's recommendations from the previous meeting, and outlining the outstanding issues on which the advice of the Panel is sought. These comments will be circulated in advance to the Proponent and the Panel in their briefing book.

4.2.2 Design presentation (15-20 minutes)

The Chair will then invite the Proponent(s) to introduce themselves and present the project as concisely as possible. In most cases, the architect, landscape architect and/or planner should give the presentation, with other team members filling in specific points of information only as necessary. Printed display materials are mandatory, but PowerPoint and/or slide presentations may be used to supplement them. Proponents should keep in mind that the Panel has reviewed the pre-submission materials and is looking only for a broad conceptual summary or key information needed to fill gaps in the pre-submission package. No new material may be presented that was not included in the pre-submission package, and Proponents will not be permitted to speak beyond the 20-minute time limit.

4.2.3 Clarification questions (5-10 minutes)

The Chair will request that the Proponent(s) remain at the podium to answer **questions of clarification only** from the Panel. The Chair will go around the table in order to ensure that every panel member is given a chance to ask questions. These questions are to be for the purpose of ensuring that Panel members understand what is being presented prior to commenting. If the Chair feels that a Panel member is commenting on the project at this point rather than seeking clarification, the Chair may ask the Panel member to wait until the comment period begins.

4.2.4 Panel comments (30 minutes)

The Chair will then ask the presenter(s) to be seated, and will open the comment period by restating the critical issues and areas in which the advice of the Panel is being sought. The Panel will comment on the project in a manner intended to provide objective and constructive feedback to the Proponent. Proponents should not speak back to the Panel during this period, but should listen to the feedback being provided. Panel members will have to be recognized by the Chair prior to making comments, and should refrain from repeating comments already made by others, except to note if they agree with the previous comment.

Proponents will be allowed to listen to the deliberations and formulation of a recommendation by the Panel. As a general rule, the Panel will not discuss projects

without at least one representative of the design team present. In cases where the Panel feels an *in-camera* session is absolutely necessary, the designer will be asked to wait outside until those deliberations are completed.

4.2.5 Summary of the Panel's key issues (2-3 minutes)

The Chair will then summarize the key points on which there is general Panel consensus, and direct the Proponent to work with Waterfront Toronto staff and address those issues in their next Panel review.

4.2.6 Proponent's response (2-3 minutes)

The Chair will then give the Proponent the opportunity to respond to the Panel with points of clarification where they feel the panel's interpretation of the proposal to be inaccurate. Proponents are not permitted to challenge the Panel's findings or the opinions of individual Panel members.

4.2.7 Vote of Support/Non-Support (1-2 minutes)

The Chair will complete the review by calling for a vote. Votes will fall into one of two categories, either "support" which indicates the design should proceed to the next phase, or "non-support" which indicates the design should come back for re-review prior to moving on to the next phase. Panel members will have to articulate reasons for support or non-support of a project. In certain circumstances, a third voting category of "conditional support" may be appropriate, but is not to be used as a means of mandating specific design solutions. Conditional support is intended to let the proponent know that there is overall support for the design direction, but that there are small issues that need to be resolved. There will be no "conditional support" granted for Phase 4 as full "support" must be attained for a Panel "recommendation of approval".

4.3 Schedule and Typical Agenda

The Panel will meet monthly to review all projects brought forward by Waterfront Toronto. Special meetings are strongly discouraged given the difficulty of coordinating the schedules of thirteen active professionals. In the event the volume of project reviews increases substantially, a more frequent regular meeting schedule may be adopted by the Panel in consultation with Waterfront Toronto. The agenda below is for illustrative purposes and may vary each month depending upon the specific issues to be discussed.

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|-----------|---|
| 8:30 a.m. | Panel members' breakfast |
| 8:45 a.m. | Call to Order <ul style="list-style-type: none">• Review of the day's agenda |
| 8:50 a.m. | Report from Waterfront Toronto <ul style="list-style-type: none">• Report from the CEO and/or the VP Planning and Design |
| 9:00 a.m. | General Business <ul style="list-style-type: none">• Chair's Remarks• Declaration of Conflicts of Interest• Review of Minutes• In Camera session (if required) |

9:15 a.m.	Project Presentations and Reviews
9:15 a.m.	<u>Project #1</u>
10:20 a.m.	<i>5-minute break</i>
10:25 a.m.	<u>Project #2</u>
11:30 a.m.	<i>5-minute break</i>
11:35 a.m.	<u>Project #3</u>
12:40 p.m.	<i>Lunch break</i>
12:55 p.m.	<u>Project #4 (if necessary)</u>
2:00 p.m.	Adjournment

4.4 Public Meetings

The Panel will operate in public in most instances. The Panel may convene In-Camera to review aspects of projects that require disclosure of sensitive and/or confidential third-party information, or issues that involve internal management. Scheduled meetings will be posted on Waterfront Toronto's website, and meeting locations will be selected to accommodate members of the public. The public will not participate in the review process discussion unless specifically requested to do so by the Chair.

4.5 Submission process and requirements

Proponents are to work with the assigned Waterfront Toronto project manager to determine what materials are required, based on those suggested in Table I. Waterfront Toronto project managers will be asked to certify to the Panel that the submission meets the standards of completeness before a project will be reviewed by the Panel. Project managers may choose to remove or add items from time to time, and may pull a project from the agenda if they deem it incomplete.

Proponents are required to submit materials that are fully representative of all relevant aspects of the design, and should be professionally-prepared, concise, legible, and inclusive of all aspects of the design. Proponents should tailor their presentations to an audience of experienced professionals who can read standard plans, sections, elevations, contour maps, zoning diagrams, etc.

4.5.1 Pre-submission materials

As part of the waterfront design review panel process briefing packages are sent to each of the panel members the week before the meeting.

Each presenter is asked to submit printed material at 8.5" x 11" size for inclusion in the package. The material should include reproductions of all presentation boards and any PowerPoint presentations that may be used during the presentation. This material may not substantially deviate from what is presented to the Panel. All material to be included must be submitted either electronically (PDF preferred) to Waterfront Toronto's FTP site, emailed, or delivered in hard copy **four business days before each meeting**, (typically the Thursday before the regular Wednesday meeting), at 4:00p.m. (EST). **No new material will be accepted the day of the presentation**, with the exception of any physical models, of which photos were included in the pre-submission materials.

It is recommended that proponents work in advance with the Waterfront Toronto Project Manager to ensure that their pre-submission materials are adequate.

4.5.2 Presentation boards

Proponents are asked to bring presentation boards for the project they are discussing. Easels will be provided for displaying boards. Any additional supplies should be requested prior to the meeting.

4.5.3 Models

Physical models are encouraged and may be brought to the Panel the day of the presentation, provided photographs of the models were submitted with the pre-submission materials.

4.5.4 PowerPoint presentations

The PowerPoint presentations are intended to supplement the presentation boards, however, they may not substantially differ from the pre-submission material. All material to be included should be submitted electronically, either via e-mail or Waterfront Toronto's FTP site, or physically on a CD-ROM or flash memory stick, **four business day before each meeting, at 4:00pm (EST).**

4.5.5 Sustainability Checklist

Sustainability should be described by the proponent based on a completion of Waterfront Toronto's Sustainability Checklist (see Appendix 2), to be submitted with the pre-submission materials. Panel members will utilize this checklist as an aid in their sustainability review.

5.0 RECORDING AND REPORTING OF PROCEEDINGS

Official written records will be made of all Panel proceedings, and will become the public record of the critical input, comments and recommendations made by the Panel. The primary vehicle for recording the proceedings will be meeting minutes. However, the Panel may also write letters with specific recommendations for either Waterfront Toronto or the City of Toronto, (submitted through Waterfront Toronto).

5.1 Meeting minutes

Published meeting minutes will serve as the official record of the Panel's deliberations. The minutes will be structured as a reference guide to issues and/or decisions made at the meeting, not a straight transcription of the proceedings. The minutes will be produced as follows:

- Minutes will be prepared by Waterfront Toronto's Liaison and reviewed by the Chair prior to being distributed.
- Draft Minutes will be circulated to the Panel and Proponents one week after the meeting, in order to provide timely written summaries of the review.
- Final Minutes will be posted on Waterfront Toronto's website after the Panel approves them at the following month's Design Review Panel meeting.
- Third-party proponents and/or presenters and/or the public will not have the ability to request any changes to the minutes in draft or final form.
- Individual Panel members will not be identified in the minutes, but specific comments may be recorded without attribution.

5.2 Letters to Waterfront Toronto management and board

The Panel may chose to submit specific comments, recommendations, or concerns to Waterfront Toronto management staff or the board of directors in writing when it deems necessary. Similarly, Waterfront Toronto management staff or the board of directors may request comments, recommendations or clarifications of the Panel in writing when it feels it is in the best interests of Waterfront Toronto to do so.

6.0 COMMUNICATIONS AND MEDIA RELATIONS

The spokesperson for the Waterfront Design Review Panel is the Panel Chair. No other Panel members should have direct contact with the media regarding the Panel, except in the instance where they are asked to clarify a comment made during the public meeting.

From time to time, Waterfront Toronto may be called on to clarify or comment on issues before the Panel. In that case, only the President and CEO, the Vice President of Planning and Design, and the Vice President of Marketing and Communications at Waterfront Toronto will be available for comment.

Only these spokespeople will participate in any discussions with regard to the Panel or projects discussed by the panel outside of the formal WDRP meetings.

No Panel member should publicly comment on projects before, or after, they are presented to the Panel. However, Panel members may be asked *questions of clarification* about comments made publicly during the meeting.

Panel members are not permitted to engage with Proponents outside of the formal Panel review process, and likewise, Proponents are not permitted to engage with Panel members outside of the Panel review process, on any matters related to projects coming before the Panel.

7.0 CONFLICT OF INTEREST PROCEDURES

7.1 Definitions

For the purpose of these Conflict Procedures:

- (a) "Conflict of Interest" means any personal or pecuniary interest, condition, connection, relationship, activity or circumstances as a result of which you are or might reasonably appear to be unable or potentially unable to provide an impartial and objective opinion, recommendation or assessment of facts in any circumstance and includes any other circumstance in which your individual interests might be taken to conflict with your duties to Waterfront Toronto.
- (b) A "Material Interest" exists in any case in which a reasonable, well-informed person might fairly conclude that a person's interest in another entity or organization could affect the person's performance of a duty on behalf of Waterfront Toronto.

- (c) "Panel" is the Waterfront Design Review Panel.
- (d) "Waterfront Toronto Liaison" is the individual appointed by Waterfront Toronto to co-ordinate the affairs and operations of the Panel.

7.2 Guiding Principles

Because of its public mandate, it is critically important that Waterfront Toronto preserve public confidence, trust and accountability. Accordingly, Waterfront Toronto expects that it, and all persons dealing with Waterfront Toronto in any manner, will conduct themselves in accordance with principles of fair and honest dealings and in the absence of actual or perceived Conflicts of Interest. You are expected to meet both the letter and the spirit of the Conflict Procedures.

7.3 Conflict Of Interest

- (a) You are responsible for taking all appropriate action to prevent a real, potential or apparent Conflict of Interest when carrying out your duties as a Panel member.
- (b) You are required to make full and timely disclosure with respect to any potential Conflict of Interest. Conflicts of Interest may arise because you:
 - (i) are a party to a contract, proposed contract, project, proposed project or relationship with Waterfront Toronto;
 - (ii) are a party to a contract, proposed contract, project, proposed project or relationship with a third party who has or seeks a contractual relationship with Waterfront Toronto;
 - (iii) are a director or officer of any entity or organization that is a party to a contract, proposed contract, project, proposed project or relationship with Waterfront Toronto;
 - (iv) hold a Material Interest in any entity or organization that is a party to a contract, proposed contract, project, proposed project or relationship with Waterfront Toronto; or
 - (v) have any other interest that might be perceived as creating a conflict with your duty to act solely in the best interests of Waterfront Toronto.

This list is not exhaustive. Schedule A provides some examples of specific situations that Waterfront Toronto would regard as creating conflict disclosure obligations.

7.3.1 Material Effect

If, in the opinion of the Waterfront Toronto Liaison, a Conflict of Interest may exist in principle, but it is not of such a nature as might be likely to have or fairly be perceived to have any material effect on the

execution of your duties as a Panel member, the Waterfront Toronto Liaison may permit the condition to continue on such terms and conditions as may be specified. Any permission of this sort must be in writing, or properly recorded in relevant meeting minutes, to be effective.

7.3.2 Suspected Conflicts of Interest

All reported or suspected Conflicts of Interest will be investigated initially by the Waterfront Toronto Liaison. In order to resolve the matter, the Waterfront Toronto Liaison may seek the advice of any or all of the Panel Chair, the Chair of Waterfront Toronto 's Board of Directors or Corporate Governance Committee, the Ethics Advisor and internal and external counsel. If it is determined that a Conflict of Interest exists, you will be notified immediately by the Waterfront Toronto Liaison.

7.3.3 Participation in the Panel Review

You may not participate in any aspect of the review of a contract, proposed contract, project, proposed project or relationship with which you have a Conflict of Interest (subject to any permission granted under section 3.1).

7.3.4 Attendance at Panel Meetings

You may not attend any part of a Panel meeting during which any contract, proposed contract, project, proposed project or relationship with which you have a Conflict of Interest is being reviewed (subject to any permission granted under section 3.1).

7.4 Breach Of The Procedures

Any breach of these Conflict Procedures will be treated very seriously. If you breach the Conflict Procedures, you may be removed from the Panel (which could result in adverse publicity and being reported to relevant authorities).

7.5 Where to Seek Clarification

If you require advice on a potential conflict, or if you suspect improper activities, you should seek clarification from the Panel Chair or the Waterfront Toronto Liaison. In addition, the Ethics Advisor and Waterfront Toronto 's outside legal counsel are available to speak with you, at the expense of Waterfront Toronto, about the Conflict Procedures and how they apply to you.

7.6 Examples of Potential Conflicts of Interest that Should be Disclosed

Relevant Conflicts of Interest include legal conflicts, business conflicts, personal and relationship conflicts and any other circumstances as a result of which the public may lose confidence in the Panel or Waterfront Toronto.

The following are examples of potential Conflicts of Interest that should be disclosed and will likely disqualify you from participating as a Panel member with respect to the matter:

- (1) You own shares in a company that is bidding on a Toronto waterfront development project.
- (2) You are actively working for a client on a project unrelated to the Toronto waterfront and the client has submitted a project for review by the Panel.
- (3) A partner in your firm is actively engaged by a company that is bidding on a Toronto waterfront development project.
- (4) You or your firm are designing a building on property adjacent to a project being reviewed by the Panel.

The following are examples of potential Conflicts of Interest that should be disclosed but in respect of which the Waterfront Toronto Liaison might permit the disclosing person to continue to participate as a Panel member with respect to the matter:

- (1) You submitted a building design proposal that ultimately was not selected by Waterfront Toronto and the Panel is now scheduled to review the winning proposal.
- (2) You provided consulting services to a client with respect to a small architectural matter a number of years ago and have not been in communication with the client since. The client is now bidding on a Toronto waterfront development project.
- (3) You are a sub-subcontractor in a building project that is scheduled to be reviewed by the Panel. Your involvement in the project is small and subject to the authority of the lead contractor.

These examples are not exhaustive.