



Board of Directors Meeting

Agenda and Meeting Book

THURSDAY, OCTOBER 12, 2023 FROM 8:30 AM TO 12:30 PM

MICROSOFT TEAMS



Board of Directors Meeting

Agenda - Thursday, October 12, 2023

Public Session Agenda

8:30 a.m.	1. Land Acknowledgement	Acknowledgment	All
8:35 a.m.	2. Motion to Approve Meeting Agenda	Approval	J. Winberg
8:35 a.m.	3. Declaration of Conflicts of Interest	Declaration	All
8:35 a.m.	4. Chair's Opening Remarks	Information	J. Winberg
8:40 a.m.	5. Consent Agenda		
	a) Highlight of Key Messages - 4	Information	All
	b) Draft Minutes of the Open Session June 12, 2023 Meeting - 6	Approval	All
	c) CEO Report - 12	Report	G. Zegarac
	d) HRGSR Committee Chair's Report, September 14, 2023 - 20	Information	W. Cartwright
	e) FARM Committee Chair's Report, September 21, 2023 - 22	Information	J. Shim/ K. Sullivan
	f) IREC Committee Chair's Report, September 28, 2023 - 24	Information	J. Winberg
	g) Environmental, Social, and Governance (ESG) Update - 25	Information	L. Taylor
	h) 2024 Board and Committees Meeting Schedule	Information	I. Ness
	Coversheet - 27		
	2024 Board and Committee Meeting Calendar and Workplan - 28		
8:55 a.m.	6. Consideration of Governance Documents	Approval	I. Ness
	Coversheet - 30		
	Revised draft By law No. 1 - Waterfront Toronto - v1 August 25, 2023 - 31		
	Revised draft HRGSR Committee Mandate - v1 August 25, 2023 - 40		
9:00 a.m.	7. Delegations of Authority	Approval	L. Taylor /I. Ness
	Coversheet - 47		
	Revisions to Delegations of Authority Oct 12 2023 - 49		
9:10 a.m.	8. Waterfront Toronto Priority Projects	Information	D. Kusturin
	Coversheet - 61		
	Presentation - 62		
9:20 a.m.	9. Q2/2023 PLFP Interim Construction Cost Forecast and Risk Update and Quantification	Information	D. Kusturin

Coversheet - 82

Presentation - 83

9:30 a.m.	10. Motion to go into Closed Session	Approval	All
	Closed Session Agenda The Board will discuss items 11(a), (b), (c) & (d), 12, 13, 14 and 19 being, consideration of the draft Minutes of the Closed Session June 12, 2023 meeting, the HRGSR Committee Chair's Closed Session Report, the FARM Committee Chair's Closed Session Report, the IREC Committee Chair's Closed Session Report, Quayside Public Realm & Infrastructure Project Update & Amendment to Capital Approval for Queens Quay East Extension Lakefill, Fundraising Strategy Update, Update on Villiers Island Matters, and Directors Only Discussion respectively, in Closed Session as permitted by By-Law No. 2 of the Corporation. The exceptions relied for the discussion of item 11(a) in Closed Session is provided in the minutes of the June 12, 2023 Board meeting contained in item 5(b) of this agenda, for items 11(b), (c) & (d) is Section 6.1.1(l), for item 12 is Section 6.1.1(k), for item 13 is Section 6.1.1(k), for item 14 is Section 6.1.1(k), and for item 19 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 resolution(s) pertaining to the Closed Session.		
	Closed Session - 96		
10:10 a.m.	15. Motion to go into Open Session	Approval	All
	Public Session Agenda		
10:10 a.m.	16. Resolution(s) Arising from the Closed Session	Approval	All
	Form - 97		
10:15 a.m.	17. Chair's Closing Remarks	Information	J. Winberg
10:20 a.m.	18. Motion to Terminate the Meeting	Approval	All
10:20 a.m.	19. Directors Only Discussion	Discussion	J. Winberg
FYI	Next Meeting: Thursday, December 7, 2023	Information	All
FYI	Upcoming Board & Committee Meeting Schedule - 98	Information	All

Board of Directors – October 12, 2023
Item 5a - Meeting Materials - Highlights of Key Messages

Agenda Item	Key Message
5 (c) CEO Report	The quarterly CEO Report presents an overview of the Board meeting and of the work of the Corporation, highlighting key issues and matters of importance from the perspective of the CEO. The report includes updates on key corporate issues such as Government Engagement as it relates to the Next Phase of Waterfront Revitalization as well as our major projects including Port Lands Flood Protection. In addition, the report elaborates on the success of our many public engagement efforts this summer through a series of pop-ups as well as our Office Relocation. A dashboard attached to the CEO Report illustrates the status of corporate, administrative and project matters and compares it to the preceding quarter.
5 (d) HRGSR Chair Report-Open Session	The Chair of the HRGSR Committee will present her report on matters arising at the meeting held on September 14, 2023. The Committee received an update on HR matters, and ESG matters and approved a committee work plan, received a proposed board and committee meeting schedule for 2024 and recommended approval of changes to certain governance documents to reflect the fact that the Corporation now has a Chief Operating Officer.
5 (e) FARM Chair Report-Open Session	The Chair of the FARM Committee will present a report on matters arising from the meeting of the Committee held on September 21, 2023. In addition to the regular risk, audit, procurement, ESG and financial quarterly reporting, the Committee received updates for the Port Lands Flood Protection project as well as internal audit plan and reviewed proposed changes to the Corporation's delegations of authority.
5 (f) IREC Chair Report-Open Session	The Chair of the IREC Committee will present his report on matters arising from the meeting of September 28, 2023. The Committee reviewed the quarterly development dashboard and received an update on Villiers Island and Quayside public engagement.
5 (g) ESG	The directors will receive, for information, an update on ESG matters.
5 (h) 2024 Board and Committee Meeting Schedule	A proposed Board and Committee Meeting Schedule for 2024 is included with the materials. Directors are requested to inform the Board Administrator of any known conflicts.
6. Consideration of Governance Document	The Board will be asked to consider, for approval , changes to By law # 1 and the mandate of the HRGSR Committee to reflect the fact that the Corporation has recently hired a Chief Operating Officer. The changes have been recommended for approval by the HRGSR Committee.
7. Delegations of Authority	The Board will be asked to consider, for approval , proposed changes to the Delegations of Authority to reflect the addition of a Chief Operating Officer as well as to reflect changes previously made to the procurement policy of the Corporation. The changes have been recommended for approval by the FARM Committee.
8. Priority Projects	The Chief Project Officer will present information on the priority projects of the Corporation.
9. PLFP Interim Construction Cost Forecast and Risk Update	The Chief Project Officer will present information relating to the PLFP Interim Construction Cost Forecast and Risk Update and Quantification.
11 (b) HRGSR Chair Report-Closed Session	The Chair of the HRGSR Committee will present her report on matters arising at the Closed Session of the committee meeting held on September 14, 2023.
11(c) FARM Chair Report-Closed Session	The Chair of the FARM Committee will present a report on matters arising from the Closed Session of the committee meeting of September 21, 2023 including

Board of Directors – October 12, 2023
Item 5a - Meeting Materials - Highlights of Key Messages

	results of a recent federal audit report on PLFP, together with updates on the Quayside infrastructure and public realm project, WT's fundraising strategy, and third party cyber security testing.
11 (d) IREC Chair Report-Closed Session	The Chair of the IREC Committee will present a report on matters arising from the Closed Session of the committee meeting of September 28, 2023.
12. Quayside Public Realm Project Update and Amendment to Capital Approval for Queens Quay East Extension Lakefill	The board will be presented for information an update on the Quayside Public Realm Project and will be asked to approve an amendment to the previously provided capital approval for Queens Quay East Extension Lakefill. The requested amendment has been recommended for approval by the FARM Committee.
13. Fundraising Strategy Update	The Board will receive an update on the Fundraising Strategy of the Corporation.
14. Villiers Island Update	The Chief Operating Officer will provide an update on matters related to Villiers Island.

**MINUTES of the Open Session Meeting of the Board of Directors of the
Toronto Waterfront Revitalization Corporation
Via Hybrid: In-Person and Microsoft Teams Teleconference
Monday, June 12, 2023 at 1:00 p.m. local time**

PRESENT: Stephen Diamond (Chair)
Rahul Bhardwaj
Wende Cartwright
Drew Fagan
Paul Khawaja
Andrew MacLeod
Councillor Ausma Malik
Laurie Payne
Jeanhy Shim
Kevin Sullivan
Alysha Valenti
Jack Winberg
Leslie Woo

REGRETS: None

ATTENDANCE: WATERFRONT TORONTO
George Zegarac (CEO, Waterfront Toronto)
Ian Ness (General Counsel)
Meg Davis (Chief Development Officer)
Christopher Glaisek (Chief Planning and Design Officer)
David Kusturin (Chief Project Officer)
Lisa Taylor (Chief Financial Officer)
Julius Gombos (SVP, Project Delivery)
Kristina Verner (SVP, Strategic Policy & Innovation)
Pina Mallozzi (SVP, Design)
Rose Desrochers (VP, Human Resources and Administration)
Cameron MacKay (VP, Strategic Communications and Engagement)
Ed Chalupka (Director, Government Relations)
Sampada Chandane (Director, Financial Management)
Mary Anne Santos (Director, Financial Planning)
Mira Shenker (Director, Communication & Public Engagement)
Charmaine Miller (Executive Assistant to the CEO & Board Admin)

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

- Glenn Campbell, Vania Georgieva, Anamika Srivastava, Jasmine Haghighi, Beatriz Elena Canchila Vasquez, Infrastructure Canada
- Shameez Rabdi, Jonathon Vita, Cory MacDonald, Ontario Ministry of Infrastructure
- Jay Paleja, Waterfront Secretariat, City of Toronto
- Tom Davidson, Office of Councillor Ausma Malik

Ian Ness acted as Secretary of the meeting. The Chair welcomed everyone to the Board of Directors meeting of the Toronto Waterfront Revitalization Corporation (“Waterfront Toronto” or the “Corporation”).

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 1:05 p.m. and declared that the meeting was duly constituted for the transaction of business.

1. Land Acknowledgement

Stephen Diamond acknowledged Indigenous Peoples’ presence and connections to lands under revitalization by Waterfront Toronto.

2. Motion to Approve Meeting Agenda

ON MOTION duly made by Kevin Sullivan, seconded by Jack Winberg and carried, it was **RESOLVED** that the Agenda for the June 12, 2023 meeting be approved, as presented.

3. Declaration of Conflicts of Interest

There were no conflicts of interest declared.

4. Chair’s Opening Remarks

The Chair welcomed and thanked everyone for joining the meeting, especially the government partners for their participation and their ongoing support of Waterfront Toronto. Mr. Diamond added that the meeting would be recorded and made available to the public afterwards. He acknowledged Jeanhy Shim’s board reappointment for an additional 6 months and thanked her for agreeing to stay on as a director until the end of this year.

Mr. Diamond also expressed mixed emotions, as he presided over his last meeting as board chair. Steven Diamond’s term of office would end on June 30, 2023, after serving over 4 years as board chair, and being on the board for over 7 years. He commented on the many successes, challenges, and the privilege he experienced working with many talented people and developing fantastic ideas, with the goal of making Toronto a better place.

5. Consent Agenda

a) The **Highlights of Key Messages** were taken as read.

b) **Draft Minutes of the Open Session March 27, 2023 Meeting.**

ON MOTION duly made by Jack Winberg, seconded by Alysha Valenti and carried, it was **RESOLVED** that the Minutes of the March 27, 2023, meeting of the Board of Directors be approved, as tabled.

- c) In his CEO Report, George Zegarac presented on key issues and matters of importance from the perspective of the CEO. The report elaborated on the extensive public engagement that has occurred through Open Houses, many tours and our participation in the Open Doors event as well as several opportunities in the summer months like Smorgasburg. The report also highlighted the current status of the Port Lands Flood Protection and Quayside projects. A dashboard attached to the CEO Report illustrates the status of corporate, administrative and project matters and compares it to the preceding quarter.
- d)e)f) The Investment and Real Estate (IREC) Committee, the Finance, Audit & Risk Management (FARM) and the Human Resources, Governance & Stakeholder Relations (HRGSR) Committee Chairs Open Session Reports were provided for information, and primarily taken as read. Brief highlights of each meeting was shared by the respective committee chair.
- g)h) ESG Update and Waterfront Toronto Insurance Program Review reports were provided for information and taken as read.

6. Communications and Events Calendar

Cameron MacKay, VP Communications & Public Engagement provided the Committee a Communications and Events Calendar, which outlined planned events and board members were encouraged to review the calendar and join any events where they wish to do so.

7. Waterfront Toronto Priority Projects- Construction Update

David Kusturin, Chief Project Officer provided a visual progress report for the PLFP project.

8. Q1/2023 Construction Cost Forecast and Risk Update and Quantification- Port Lands Flood Protection (PLFP)

David Kusturin, Chief Project Officer provided an update on the PLFP project.

The Q1/2023 results indicate a 94% probability of completion within the revised budget of \$1.354 billion (increase of \$169 million from original \$1.185 billion budget).

The forecast remaining contingency at the end of the project has increased to \$42 million (from \$8.6 million reported in March 2023).

The project schedule remains on track for substantial completion in December 2024.

9. Project Related Approvals

Management outlined two project capital approval requests, a \$169 million supplementary capital approval for the Port Lands Flood Protection (PLFP) project and a \$34.4 million capital approval request for the Queens Quay East Extension Lakefill project, which is required for Quayside and funded by the City of Toronto.

a) PLFP Supplementary Capital Approval

ON MOTION duly made Jack Winberg, seconded by Jeanhy Shim, and carried, it was **RESOLVED** that the Board of Directors approve:

1. additional funding to complete the project be sourced from the Federal Government \$48.6 Million, Provincial Government \$55.2 Million, City of Toronto \$55.2 Million and Waterfront Toronto \$10M
2. the additional capital expenditure of \$169.0 Million be added to the Corporation's Rolling Five-Year Strategic Plan (2023/24 – 2027/28).

b) Queens Quay East Extension Lakefill Approval

ON MOTION duly made Jack Winberg, seconded by Jeanhy Shim, and carried, it was **RESOLVED** that the Board of Directors approve:

1. the Capital expenditure of \$34.4M to complete the Queens Quay East Extension Lakefill Design and Construction, conditional upon execution of a funding agreement with the City of Toronto;
2. that the Quayside Public Realm and Infrastructure Project inclusive of the Keating Channel Pedestrian Bridge be constructed by Eastern Construction as Construction Manager pursuant to their existing contract with Waterfront Toronto.

10. Year-End Audited Financial Statements

Management presented, for approval, the Audited Financial Statements for the year ending March 31, 2023. The financial statements reflect three key points: a change in accounting policy relating to development revenues with costs; the financial impact of closing on phase 1 of the Quayside development lands; and that WT's external auditor BDO Canada LLP (BDO) intended to issue a clean unqualified audit opinion on the Corporation's financial statements.

The Financial Statements were recommended for approval by the FARM Committee.

ON MOTION duly made by Laurie Payne, seconded by Leslie Woo and carried, it was **RESOLVED**, that the Board of Directors approve the audited financial statements for the year ended March 31, 2023 in the form presented at the meeting.

11. Board Chair Appointment

The Board of Directors appointed a new board chair as the term of office of current chair, Stephen Diamond, would end on June 30, 2023. The HRGSR Committee reviewed and approved this recommendation to receive Jack Winberg as incoming chair. Mr. Winberg has been a member of the Board since 2019 and current chair of the Investment and Real Estate Committee (IREC).

ON MOTION duly made by Rahul Bhardwaj, and seconded by Kevin Sullivan and carried, it was **RESOLVED**, that Jack Winberg be appointed Chair of the Board of Directors of the Corporation commencing July 1, 2023 and Mr. Winberg shall act as, and have all the powers of, the chair, as set out in the Toronto Waterfront Revitalization Act (the "Act"), the by-laws of the Corporation and the Mandate of the Chair of the Board of Directors, as may be amended from time to time.

The appointment of Mr. Winberg as chair shall continue until such time as a successor is appointed in accordance with the Act, or as Mr. Winberg otherwise ceases to hold the office of chair.

12. Motion to go into Closed Session

In accordance with By-Law No. 2 of the Corporation and **ON MOTION** made by Laurie Payne and seconded by Alysha Valenti and carried, the Board **RESOLVED** to go into Closed Session to discuss items 13(a), (b), (c) & (d), 14 through 19. The exceptions relied for the discussion of item 13(a) in Closed Session is provided in the minutes of March 27, 2023 Board meeting contained in items 5(b) of this agenda, for items 13(b) & (c) is Section 6.1.1(l) & (j), for item 13(d) is Section 6.1.1(l), for item 14 is Section 6.1.1(k), for item 15 is Section 6.1.1(k), for item 16 is Section 6.1.1(l), for items 17, 18 & 19 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 resolution(s) pertaining to the Closed Session.

13. Consent Agenda

- a) **Draft Minutes of the Closed Session March 27, 2023 Meeting**
- b) **IREC Committee Chair's Closed Session Report – May 18, 2023 meeting**
- c) **FARM Committee Chair's Closed Session Report – May 29, 2023 meeting**
- d) **WT Annual Insurance Program Report (continuation)**

14. Lake Shore Boulevard East

15. 2022/2023 Integrated Annual Report

16. Quayside Update

17. Recruitment Matter

18. HRGSR Committee Chair's Closed Session Report of the June 1, 2023 meeting

19. Directors Only Discussion

20. Motion to go into Open Session

ON MOTION made by Jeanhy Shim, seconded by Leslie Woo and carried, the Board **RESOLVED** to go into Open Session.

21. Resolution(s) Arising from the Closed Session

- 1) Item 13a) Draft Minutes of the Closed Session March 27, 2023 Meeting**

ON MOTION duly made by Leslie Woo 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 March 27, 2023 be approved, as tabled.

2) Item 14 Lake Shore Boulevard East

ON MOTION duly made by Councillor Ausma Malik and seconded by Jeanhy Shim and carried, it was **RESOLVED** that the Board of Directors approve the Lake Shore Boulevard East - Bridge and Public Realm (LSBE) Phase 2 matters recommended by Management of the Corporation.

3) Item 15 2022/23 Integrated Annual Report (IAR)

ON MOTION duly made by Leslie Woo and seconded by Councillor Ausma Malik and carried, it was **RESOLVED** that the Board of Directors approve the 2022/23 Integrated Annual Report presented at the meeting, subject to the comments provided at this meeting.

4) Item 17 Recruitment Matter

ON MOTION duly made by Jack Winberg and seconded by Alysha Valenti and carried, it was **RESOLVED** that the Board of Directors approve the recruitment activity proposed by the CEO at the meeting.

5) Item 18 HRGSR Committee Chair's Closed Session Report

ON MOTION duly made by Councillor Ausma Malik and seconded by Andrew MacLeod and carried, it was **RESOLVED** that the Year-end Performance Assessments for the Chief Executive Officer – April 1, 2022 – March 31, 2023 and compensation for April 1, 2023 to March 31, 2024 be approved, as tabled.

22. Chair's Closing Remarks

Mr. Diamond thanked everyone for their participation in the meeting. He expressed thanks and appreciation to all those who provided support to him over the years that he'd been involved with Waterfront Toronto.

23. Termination of the Meeting

There being no further business, **ON MOTION** made by Jack Winberg, seconded by Alysha Valenti and carried, it was **RESOLVED** that the meeting be terminated at 4:45 p.m. local time.

Board Chair

Secretary

I am pleased to provide this CEO Report for the upcoming Board meeting on October 12, 2023. Since the last report, I have continued to be fully engaged with staff, governments and other stakeholders and agencies operating on the waterfront.

I wanted to take the opportunity again to thank all orders of government in securing their respective approvals for their share of additional PLFP costs. As a former Deputy Minister serving the Province I can appreciate the amount of work that goes into seeking approvals such as this, including the various briefings of central agencies, ministries, and members of City Council. It is by no means a small endeavor. These approvals will allow the project to continue uninterrupted and maintain the current schedule of a December 2024 substantial completion.

I also wanted to acknowledge the sad news of the passing of Claude Cormier, a long-time partner, collaborator and friend of Waterfront Toronto on September 15, 2023. Claude was the creative force behind some of Canada's most joyous and critically acclaimed public spaces including his award-winning design of Toronto's Sugar Beach. In June, he came to Toronto for the opening of the new Love Park, a project he described as "a love letter to the city." He also designed Leslie Lookout Park, which is in the process of being completed in Toronto's Port Lands district.

Finally, I participated on a panel as part of a Toronto Board of Trade Event on October 3, 2023 titled "Building a World-Class Waterfront". Over 250 people were in attendance including both the Premier of Ontario and Minister of Infrastructure, Kinga Surma. As part of my panel comments, I emphasized the opportunity that the Next Phase of Waterfront Revitalization can play in addressing the pressing issues facing the city, province and country today. Villiers Island will deliver complete communities anchored by market and affordable housing, transit, and future-ready infrastructure while delivering robust economic development opportunities including jobs as well as iconic parks and public spaces. There was much discussion for the need to create a magnet for tourism on the waterfront in addition to addressing community needs.

Quayside

Waterfront Toronto and QILP have established a project management structure to advance all elements of the project including:

- Affordable Housing
- Municipal Development Approvals
- Public Realm
- Indigenous Participation; and
- Block 5 Cultural Destination Programming

QILP submitted its municipal development applications (official plan amendment, rezoning, site plan application and part-lot control) in June of this year. QILP, WT and City staff are working together on reviewing and amending the proposals/applications. The earliest QILP expects construction to begin on the first development blocks is 2025.

QILP and Waterfront Toronto continue to advance the public engagement. Throughout 2023, consultation will inform Waterfront Toronto's infrastructure and public realm design, and support QILP development approvals and master plan. This engagement will ensure the public spaces and activations will accommodate the full range of intended uses and purposes.

Port Lands Flood Protection

Waterfront Toronto is tracking the progress of the Port Lands Flood Protection (PLFP) program and is forecasting substantial completion in December 2024 (with minor park finishes to be completed Spring 2025).

Flood Protection is projected to be achieved by December 2024. The PLFP Contribution Agreement Amendment was executed in June 2023, increasing the budget to \$1.27 B. Given the approved additional funding, the project is now forecasting to be completed on budget and staff continue to closely monitor both the schedule and budget.

The Don Greenway – a wetland that connects the new river to the Ship Channel, will be flooded this fall and we plan to capture visuals to raise awareness. The public will be able to see this from the Commissioners Bridge once it opens.

It is also anticipated that both Cherry Street North and Commissioners Street as well their respective bridges will be open to traffic by the end of the year and we plan on hosting a community celebration to mark the event.

In addition, we anticipate pulling both the West and North Plugs in early and late 2024 respectively which will begin to flood the riverbed to its intended natural state. The new mouth of the Don River will be between two to three metres deep depending on the location and the season.

Work completed this quarter include:

- Contribution Agreement increasing budget to \$1.27 B was executed June 1, 2023.
- WT is in the process of transferring scope for parks finishes to new, separately funded project.
- Completed curbs and base asphalt, Cherry Street north of Commissioners Street and Commissioners Street west of bridge to Munitions Street.

- Progressed installation of river finishes in Central River Valley, Spillway, Elbow, and Ice Management Area.
- Completed minor Keating Channel dredging and installed coffer dam for storm water discharge pipe.
- Completed all piers and abutments for east bound Lake Shore bridge.
- Advanced excavation (90% complete) and installed underdrain (40% complete) at west plug.
- Completed dredging and dock wall works in SDMA, north zone.
- Enbridge completed construction of NPS 20 temporary pipe installation in Don Roadway / Lake Shore intersection.

Next Phase of Waterfront Revitalization/Government Engagement

We continue to work collaboratively with all orders of government on the key issues for the next phase of Waterfront Revitalization, namely a mandate extension, continued funding from all orders of government and ongoing roles and responsibilities in Villiers Island/Port Lands.

We also are working closely with members of the Board and our government partners to take advantage of early opportunities to advance these issues. Letters reaching out to both newly elected Mayor Olivia Chow as well to the new Minister of Housing, Infrastructure and Communities Sean Fraser, seeking a briefing and tour of the waterfront at their earliest convenience were sent in June and July, respectively. We are also in the process of scheduling a PLFP tour with Minister Kinga Surma for this Fall. The meetings will be an opportunity to showcase how Waterfront Toronto's innovative tri-government delivery model is clearly a success and delivering on all orders of government's priorities including housing, economic development, jobs and future-ready infrastructure as well as iconic parks and public spaces.

Villiers Island

Waterfront Toronto, City and CreateTO staff continue to study potential density increases on Villiers Island to help achieve the City's housing objectives (including more affordable housing) and other public policy objectives. Three different massing options are being looked at for at least a 30% increase in GFA (Gross Floor Area) above the 2017 Precinct Plan.

A companion Due Diligence exercise is being done to ensure sufficient capacity in several areas including transit, infrastructure, and community facilities. Public engagement on these massing options commenced in June 2023. Stakeholder and Indigenous engagement are also being undertaken. These inputs will be considered along with

further technical analysis to confirm a preferred approach to updating the 2017 Precinct Plan.

Diversity, Equity & Inclusion (DE&I)

The organization values and affirmation statements were finalized by all staff during the last fiscal year and work has now begun to now incorporate them into our corporate website and documents.

A Training Needs Assessment (TNA) has also been completed and presented to staff. The purpose of the TNA is to support our goal of ensuring an inclusive workplace with a welcoming culture free from harassment, racism, and discrimination. After reviewing the results of the TNA survey, we continued evaluating selected training facilitators to deliver our DE&I training and have selected a vendor to begin planning the training sessions to be held in the coming quarters. Our first session was held on September 13th with further sessions to come.

Public Engagement

As part of Waterfront Toronto's 2023/24 programming and events strategy, staff ran a series of pop-ups this summer at events across the GTA. Pop-ups give people a chance to chat with our staff about what we do and continue learning from their experiences on the waterfront. This year's pop-up was a fun game aimed at building awareness and support for our aspirational Destination Playground in the Port Lands. This light engagement complements the deeper engagement achieved at events like public open houses, tours and talks, and the PLFP Science Fair. An interactive display at one of the busiest spots for events this summer also allowed us to share Waterfront Toronto's story visitors to the waterfront, increasing awareness for the revitalization we are leading.

We have delivered 35 pop-ups, events, and activations so far this year. That includes 16 summer pop-ups and 11 free public boat tours. We talked face-to-face with over 8,000 people. We spoke with people who live and work on the waterfront as well as people from across the GTA, reaching a diverse cross-section of GTA residents. We increased our newsletter subscriber list by nearly 5 per cent. By growing our network, we have more opportunities to create long-term engagement and build further support for Waterfront Toronto's mandate. This effort was made possible with time and effort from 70 staff volunteers.

Once again, this year we partnered with the Waterfront BIA and Smorgasburg, the largest weekly open-air food market in America, featuring 25-50 weekly vendors from across the city to showcase the city's culinary diversity, as well as its bustling food and art scene.

Smorgasburg Toronto Launched on June 24th and ran on Saturdays through to September 9th located at 7 Queens Quay East, at the foot of Yonge Street. With the change in local partnership and a series of external factors, there were some challenges faced by the event in relation to last year. The waterfront as a whole has experienced a decline in pedestrian traffic in 2023 compared to 2022 and pre-pandemic levels. Along with unfavorable weather conditions (either rain or poor air quality from forest fire smoke) for half of the planned weekends the event saw a decline in attendance with an average of 6,5000 attendees per session – less than half compared to 2022. Staff are undertaking a full review and analysis of this year's event and will be providing recommendations on options on how best to proceed next year.

On September 16 and 17, the Toronto Waterfront Festival brought thousands of people to the water's edge. Visitors stopped by our booth to learn about the ingredients for great children's play. 175,000 people came to the waterfront for this free, family-friendly event (formerly the Redpath Waterfront Festival) which also featured the return of the world's largest rubber duck. WT's booth at the event allowed us to engage directly with almost 3,000 people.

Love Park officially opened on June 23rd with a large community celebration attended by nearly 1,000 people. Almost 500 people played our game at the pop-up, hundreds more came by to see two weddings, remarks from Deputy Mayor Jennifer McKelvie, MP Julie Dabrusin, Deputy Mayor Ausma Malik, and former Board Chair Stephen Diamond, and to view our large model showing ambitions for Destination Play.

Nuit Blanche was also held on September 23rd and in part sponsored by Waterfront Toronto. It was yet another opportunity for the public to experience public art on the waterfront as part of this all-night celebration. This year's theme, Breaking Ground, invited artists to explore ideas centred around the natural world, change and innovation. Several installations made use of the parking lot at 7 Queens Quay East as part of WT's sponsorship to bring activity down to the waterfront.

The response to all these public engagements has been overwhelmingly positive and Waterfront Toronto continues to look at opportunities to engage the public directly on an ongoing basis.

Legacy Art Project

The Legacy Art Project on Queens Quay West honoring Terry Fox opened on October 5, 2023. The Legacy Art Project is a new permanent art installation on the waterfront dedicated to the spirit of courage, determination, and action that Terry Fox embodied.

The project is a citizen-led and partially funded initiative by the Legacy Art Project Toronto (LAPT) with funding also from the City of Toronto, the Government of Canada, and the



Waterfront BIA. Waterfront Toronto supported the project by helping LAPT navigate the application process to successfully secure partial funding from the Government of Canada and managed the delivery of the project on behalf of the community group, Legacy Art Project Toronto, and the City.

Jack Winberg represented Waterfront Toronto at the opening for the first time in his capacity as Chair of the Board.

Office Relocation

Waterfront Toronto will be moving its offices to the new T3 office building as part of the Bayside development in the East Bayfront precinct with a target move in date of January 2024. We will be reducing our net rentable footprint from the current 22,000 square feet to approximately 17,748 square feet.

The Waterfront Toronto Office Fit Out Project is currently proceeding on schedule and is currently in the construction phase with anticipated completion by December 22, 2023.

WT's current office will close as of December 8th to facilitate the move with staff continuing to work remotely until the move is complete in January 2024.

Sincerely,
George Zegarac
President and CEO

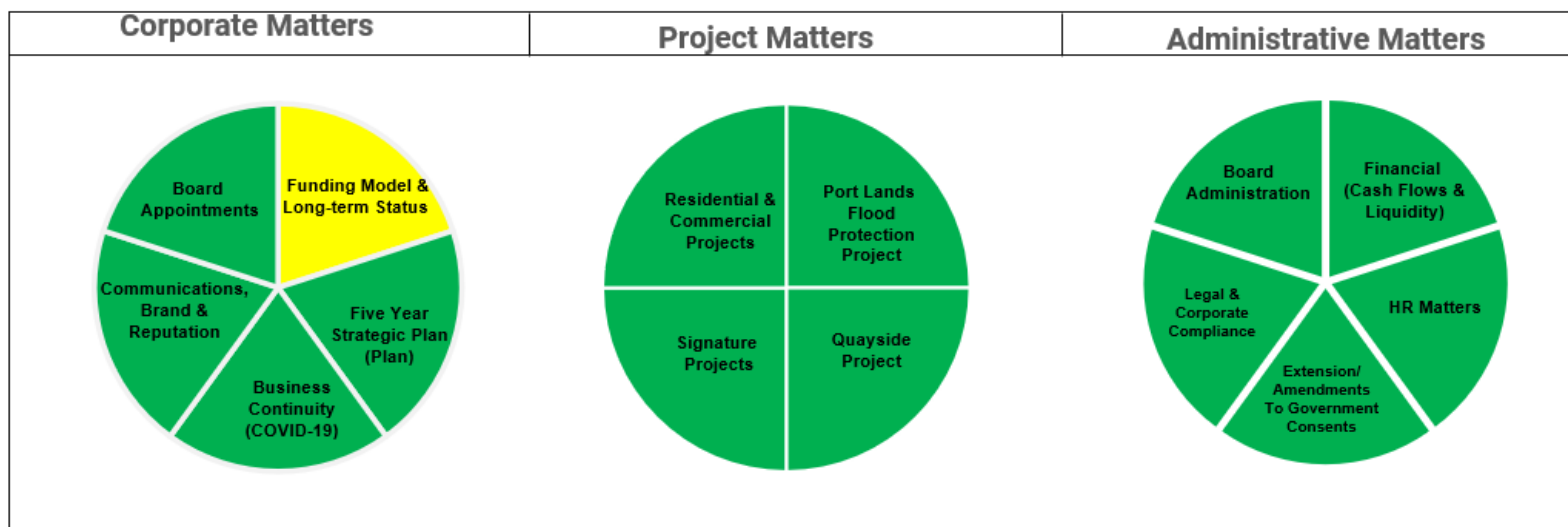
Appendix 1 – Corporate Dashboard and Summary of Dashboard Changes

Dashboard Highlights

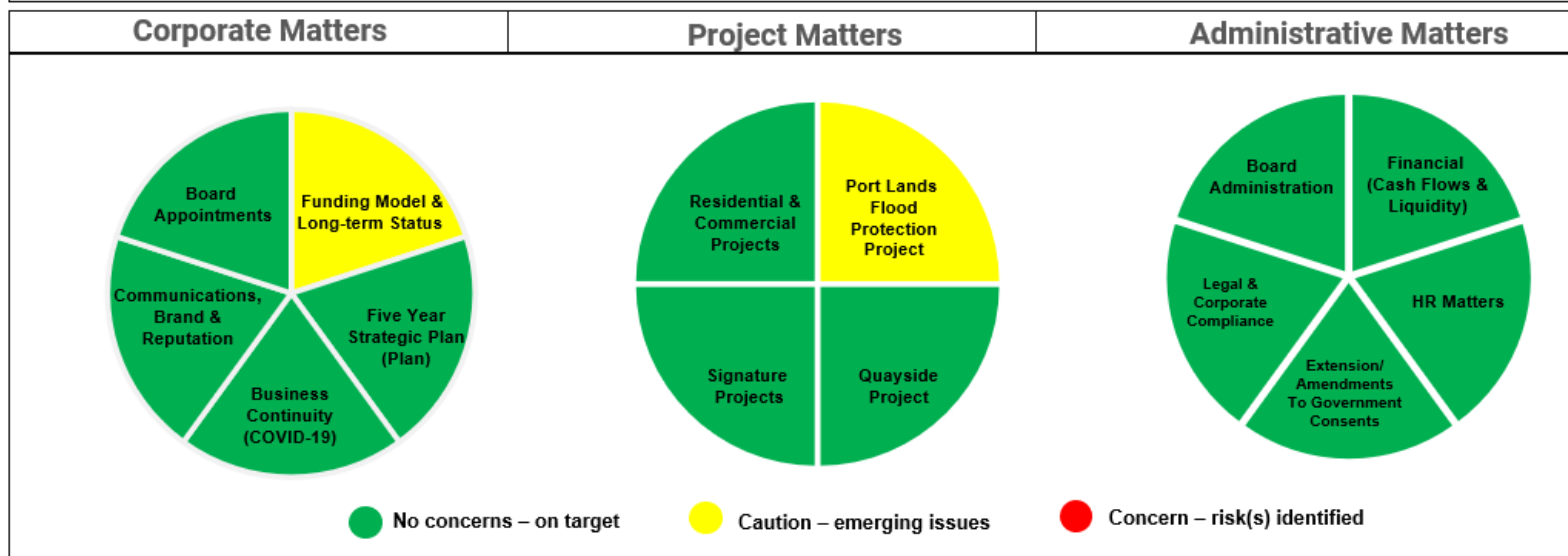
Dashboard Item	Previous 12/06/23	Current 12/10/23	Status
PLFP			<p>Waterfront Toronto is tracking the progress of the Port Lands Flood Protection (PLFP) program and is forecasting substantial completion in December 2024 (with minor park finishes to be completed Spring 2025).</p> <p>Flood Protection is projected to be achieved by December 2024. The PLFP Contribution Agreement Amendment was executed in June 2023, increasing the budget to \$1.27 B. Given the approved additional funding, the project is now forecasting to be completed on budget and staff continue to closely monitor both the schedule and budget.</p>

Corporate Dashboard

Current
12/10/2023



Previous
12/06/2023



The HRGSR Committee met on September 14, 2023.

I wish to report on the items set out below which were discussed at the September 14, 2023 Committee meeting:

1. Consent Agenda - ESG Update
2. Human Resources Update
3. 2024 Meeting Schedule for the Board and Committees
4. Work Plan for the HRGSR Committee
5. Consideration of Governance Documents
6. Board Attribute & Skills Matrix

1. Consent Agenda

Environmental, Social and Governance (ESG) Update

At the meeting of September 14, 2023, an update on ESG was presented and taken as read.

2. Human Resources Update

The Committee received a report containing an overview of the Human Resources (HR) practices at Waterfront Toronto over the last fiscal quarter that focused on the following HR areas: Recruitment, Organizational Effectiveness, Learning and Development, Performance Evaluation, Rewards and Recognition and Diversity, Equity and Inclusion. The report was taken as read.

3. 2024 Meeting Schedule for the Board and Committees

The committee was presented with a proposed schedule for board and committee meetings in 2024. The schedule is closely aligned with the timing in recent years and it was agreed that it would be presented at the October 12, 2023 board meeting.

4. Work Plan for the HRGSR Committee

In accordance with the mandate of the HRGSR committee, a work plan for 2024 was reviewed and discussed. The committee revised the work plan for next year and approved the amended plan.

5. Consideration of Governance Documents

The Committee considered minor amendments to the mandate of the committee and by law # 1 to reflect the recent appointment of a Chief Operating Officer. The committee recommended that the board approve the proposed amendments.

6. Board Attribute and Skills Matrix

The committee received a draft board attribute and skills matrix. The matrix has been requested by three levels of government to assist them when considering board appointments. The matrix, subject to amendments proposed at the meeting, will be reviewed further and will be distributed to board members.

The Finance, Audit & Risk Management (FARM) Committee met virtually on September 21, 2023. Quorum was achieved with three of four members in attendance for the first part of the meeting (to Item 12), after which all four members were present. Jeanhy Shim acted as Chair of the meeting.

This report covers the following eight items, two of which are for Board approval and six for information:

1. Corporate and Project Reporting Dashboards and Reports
2. Port Lands Flood Protection (PLFP) Project Update
3. Internal Audit Plan Update
4. Delegations of Authority **(for approval under Item 7)**
5. Infrastructure Canada PLFP Contribution Agreement Compliance Audit Report (reported in closed session)
6. Quayside Infrastructure and Public Realm:
 - a. Project Update
 - b. Amendment to Capital Approval for Queens Quay East Extension Lakefill **(for approval under Item 12)**
7. Fundraising Strategy Update (reported in closed session)
8. Third Party Cyber Security Report (reported in closed session)

Note that Items 5 – 8 above are reported under Agenda Items 11c), 12 and 13 in Closed Session.

1. Corporate & Project Reporting Dashboards and Reports (consent agenda)

- Based on feedback from the Board, the FARM Committee took most of the consent agenda items as read (namely dashboards related to audit, liquidity, capital project, procurement, regulatory compliance, and environmental social governance, together with the June 30, 2023 interim financial statements), and sought highlights and clarifications from management in certain areas.
- For the macro and enterprise risk dashboards it was noted that two risk areas remain assessed as high this quarter, namely financial self-sustainability risk (which management is working on resolving with the Corporation's government funding partners), as well as Project Delivery – Non-Port Lands projects (due to the impact of unprecedented escalation on upcoming projects, such as Quayside infrastructure and public realm, discussed further under Item 12 of the Board agenda).

2. Port Lands Flood Protection (PLFP) Project Report Updates

a) PLFP Project Update

- Waterfront Toronto's Chief Project Officer provided a visual progress report for the PLFP project.

b) Q2 2022/23 Construction Cost Forecast & Risk Update and Quantification

- Management presented the Q2 2022/23 Construction Cost Forecast & Risk Update and Quantification for the PLFP project to the Committee.

Board of Directors Meeting – October 12, 2023
Item 5e – Finance, Audit & Risk Management Committee
Chair’s Open Session Report – Jeanhy Shim & Kevin Sullivan

- The semi-annual update (note: this report is slightly earlier at the request of the Provincial government), which is a key part of the Corporation’s project risk management framework, involves the reassessment of construction risk to ensure that the likelihood of achieving the program budget remains high as risks are realized and retired throughout the life of the project.
- The latest results indicate a 95.2% (slight reduction from 95.4% in May 2023) probability of completion within the revised budget of \$1.354 billion (increase of \$169 million from original \$1.185 billion budget).
- The forecast remaining contingency to the end of the project is \$35.6 million (down from \$42 million reported in the June 12, 2023 FARM Chair Report).
- The project schedule remains on track for substantial completion in December 2024, with some seasonally dependent work (planting and asphalt paths) for Promontory Park South to be completed spring 2025.

c) Independent Capital Monitor Report

BTY Consulting LLP (BTY) presented their **20th report** as Independent Capital Monitor for the PLFP project and noted that:

- The budget has been revised from \$1.185 billion to \$1.354 million comprising:
 - a) Port Lands Flood Protection: \$1,272.9M, and
 - b) Parks Finishes: \$81.1M
- The remaining contingency of \$41.7 million (at time of BTY review) (3.17% of the total project budget) is a moderate amount to be closely monitored to ensure it will suffice to offset cost risks to the end of the project.
- A revised schedule baseline was issued by EllisDon in June 2023 indicating substantial completion and project completion dates remain as December 31, 2024 and June 30, 2025, respectively.
- No material scope changes have been made to the project this quarter.
- The risk management process implemented by WT is robust and in line with industry best practices.

3. Internal Audit Plan Update

Veronica Bila, Assurance Partner MNP LLP (MNP) provided an update on the status of the Corporation’s internal audit plan, highlighting that the cybersecurity audit is currently underway with results to be reported to the FARM Committee at their next meeting in November 2023.

4. Delegations of Authority (for approval)

- Management is proposing to revise the Corporation’s Delegations of Authority document for some minor amendments, namely, to add the Chief Operating Officer role to the approval authorities, to incorporate recent internal audit recommendations and to align the delegations with the Corporation’s procurement policy.
- The Committee supports these revisions, and this item is included for Board review and approval under Item 7 of the Board meeting agenda.

The Investment and Real Estate Committee ("IREC" or the "Committee") met on September 28, 2023. This report reflects a summary of the Committee's discussions in the Open Session of the meetings. A quorum was achieved for each of the meetings.

I wish to report on the items set out below which were discussed at the September 28, 2023, Committee meeting:

1. Consent Agenda

Development Project Dashboard & Statistics

The Development Project Dashboard & Statistics was taken as read. There were no items of concern to be highlighted.

Environmental, Social and Governance (ESG) Update

An updated ESG report was provided for information to the Committee. The material was taken as read.




2. Update on Villiers Island Matters





Communications staff provided an update of the plan for upcoming public consultation on Villiers Island planning and development.

3. Update on Quayside Matters

Communications staff provided an update the plan for upcoming public consultation on Quayside to advance the project and approvals timelines.

In accordance with the TWRC Act, WT's mandate is to enhance the economic, social, and cultural value of the designated waterfront area in a fiscally and environmentally responsible manner. ESG is embedded in Board committee mandates, strategic plans, and annual reports (aligned with leading international frameworks – Global Reporting Index, UN Sustainable Development Goals). This update is to provide advancements in specific areas of ESG in the past quarter (note: not exhaustive).

Topic	Q1 2023/24 Update	Oversight
Governance	Regular ESG Updates to Board <ul style="list-style-type: none"> Quarterly “ESG Update” standing agenda item for Board and Committees effective June 2022. WTs first annual Climate Action Plan presented to Board Q4 2022/23 	Board
	Internal ESG Awareness <ul style="list-style-type: none"> Presented WTs Climate Action Plan (CAP) to all-staff Townhall April 25, 2023 to increase awareness of program. Conducted an ESG awareness session with senior management team, focusing on the role of governance, reporting and industry best practices in ESG. Planning for ESG awareness series with all staff in the fall 2023 to increase cross-functional support of program and internal capacity-building. 	Board
	Materiality Assessment <ul style="list-style-type: none"> Completed 2023 materiality assessment (previous assessment: March 2020) to identify priority ESG topics for reporting based on importance to WT's stakeholders and WT's ability to impact. 255 internal and external respondents participated. Results were published in the 2022/23 Integrated Annual Report and will be used to inform KPI target-setting for the 2023/24 Strategic Business Plan. 	HRGSR/ Board
Environment SDGs supported: <div>    </div>	Climate Action Plan (CAP) Following recommendations from the 2022 Task Force on Climate-related Financial Disclosures (TCFD) assessment by PwC, including adoption of TCFD in WT's Integrated Annual Report starting 2022, continue to implement 5-year strategy for CAP, focused on: <ol style="list-style-type: none"> Exploring net-zero target: developing a GHG / net-zero strategy and action plan. Low carbon procurement: developing specific low carbon requirements for upcoming construction projects. Stakeholder engagement: networking with net-zero WT stakeholders and industry leaders; building internal awareness of CAP. Establishing governance: achieved via regular CAP updates to senior management and the Board. 	Board

Social SDGs supported:    	Diversity, Equity & Inclusion (DE&I) Strategy <ul style="list-style-type: none"> • Implementation of DE&I Strategy recommendations from MNP remain underway (4/12 recommendations completed to date). • Adopted a DE&I affirmation statement, WT purpose statement and organizational values in support of a people-first DE&I strategy. Statements were published in the 2022/23 IAR. • Following the staff needs assessment surrounding training for DE&I, research was conducted on training providers and proposals were analyzed to select a vendor and offering to be delivered starting fall 2023. 	HRGSR
	Accessibility Strategy <ul style="list-style-type: none"> • Continued to progress the development of Waterfront Accessibility Design Guidelines, building on the AODA and Toronto Accessibility Design Guidelines, to guide public realm design and demonstrate leadership in accessible design excellence on the waterfront. 	Board
	Public Art <ul style="list-style-type: none"> • Design development and community engagement underway for Indigenous permanent public artwork at the King/Queen Triangle in the West Don Lands. 	Board
	Ongoing Engagement with Indigenous Treaty Holders <ul style="list-style-type: none"> • Continued engagement with the Mississaugas of the Credit First Nation (MCFN) and Indigenous advisors to inform project plans and delivery approaches, including for Quayside, the Waterfront East LRT Project, the Keating Channel Pedestrian Bridge, and the Port Lands Flood Protection project. • Supported the MCFN in submitting an application to Heritage Canada for funding to conduct a feasibility study for a nationally-significant Indigenous Cultural Centre on the waterfront. A final determination of funding has not yet been made. 	Board

Purpose	For Information
Areas of note/ Key issues	Attached for information is the proposed board and committee meeting calendar for 2024.
Resolution/ Next Steps	Directors will receive meeting notices and, if any scheduling conflicts are identified, directors are asked to contact the Board administrator.

BOARD/COMMITTEE MEETING CALENDAR & WORKPLAN October 2023 – December 2024

Abbreviations:

“**Board**” means Board of Directors

“**FARM**” means Finance, Audit & Risk Management Committee

“**IREC**” means Investment and Real Estate Committee

“**HRGSR**” means Human Resources, Governance and Stakeholder Relations Committee

Committee Composition	FARM 1. Kevin Sullivan (Chair) 2. Jeanhy Shim 3. Drew Fagan 4. Laurie Payne	HRGSR 1. Wende Cartwright (Chair) 2. Rahul Bhardwaj 3. Paul Khawaja 4. Deputy Mayor Ausma Malik	IREC 1. Jack Winberg (Chair) 2. Andrew MacLeod 3. Leslie Woo 4. Alysha Valenti
<u>Statutory & Public Holidays</u> 2023 <ul style="list-style-type: none">▪ Thanksgiving- Monday, October 9▪ Remembrance Day- Saturday, November 11 (Monday, November 13 in lieu)▪ Christmas & Boxing Day- Mon & Tues, Dec 25 & 26 2024 <ul style="list-style-type: none">▪ New Year – Monday, January 1▪ Family Day- Monday, February 19▪ Good Friday – March 29▪ Easter- Monday April 1▪ Victoria Day- Monday, May 20▪ Canada Day- Monday, July 1▪ Civic Holiday- Monday, August 5▪ Labour Day- Monday, September 2▪ Thanksgiving- Monday, October 14▪ Remembrance Day- Monday, November 11▪ Christmas & Boxing Day- Wednesday & Thursday Dec 25 & 26			<u>Other Holidays and Events</u> 2024 <ul style="list-style-type: none">▪ Ramadan – March 10 – April 8▪ TDSB March Break- March 11-15▪ Eid al-Fitr – April 9-10▪ Passover – April 22-30▪ Eid al-Adha – June 16-17▪ National Day for Truth & Reconciliation – Monday, September 30▪ Rosh Hashanah – October 2-4▪ Yom Kippur – October 11-12
<p>*Note: Unless otherwise agreed:</p> <ul style="list-style-type: none">• Board meetings are from: 1:00p.m. - 5:00p.m.• Committee meetings are from: 9:00a.m. - 11a.m. (HRGSR); 9:00a.m – 11:30a.m. (FARM) 1:00p.m – 3:00p.m. (IREC)			

S/N	Date (2023)	Board/Committee	Key Agenda Item(s) include:
1.	Thursday, October 12	Board	<ul style="list-style-type: none"> • Report of the HRGSR, IREC, and FARM committees • 2024 Board and Committee Meeting Calendar • Interim Performance Assessment for the CEO for 2023/24
2.	Thursday, November 9	HRGSR	<ul style="list-style-type: none"> • Per HRGSR Work plan
3.	Thursday, November 16	IREC	<ul style="list-style-type: none"> • Per IREC Work plan
4.	Thursday, November 23	FARM	<ul style="list-style-type: none"> • Per FARM Work plan
5.	Thursday, December 7	Board	<ul style="list-style-type: none"> • Report of the HRGSR, IREC, and FARM committees • Approval of 2023/24 Corporate Plan

S/N	Date (2024)	Board/Committee	Key Agenda Item(s) include:
1.	Thursday, February 22	FARM	<ul style="list-style-type: none"> • Per FARM Committee workplan
2.	Thursday, March 7	HRGSR	<ul style="list-style-type: none"> • Per HRGSR Workplan
3.	Thursday, March 14	IREC	<ul style="list-style-type: none"> • Per IREC Workplan
4.	Monday, March 25	Board	<ul style="list-style-type: none"> • Reports of the IREC, FARM and HRGSR committees
5.	Thursday, May 23	IREC	<ul style="list-style-type: none"> • Per IREC Workplan
6.	Thursday, May 30	FARM	<ul style="list-style-type: none"> • Per FARM Workplan
7.	Monday, June 10 1:00-3:00pm	HRGSR	<ul style="list-style-type: none"> • Per HRGSR Workplan
8.	Monday, June 24	Board	<ul style="list-style-type: none"> • Reports of the HRGSR, IREC, and FARM committees • Approve 2023/24 Annual Report • Approve 2023/24 audited financial statements • Year-end Performance Assessment for the CEO for 2023/24 and approval of compensation for 2024/25
9.	Thursday, September 12	HRGSR	<ul style="list-style-type: none"> • Per HRGSR Workplan
10.	Thursday, September 19	FARM	<ul style="list-style-type: none"> • Per FARM Workplan
11.	Thursday, September 26	IREC	<ul style="list-style-type: none"> • Per IREC Workplan
12.	Thursday, October 17	Board	<ul style="list-style-type: none"> • Report of the HRGSR, IREC, and FARM committees • 2025 Board and Committee Meeting Calendar • Interim Performance Assessment for the CEO for 2024/25
13.	Thursday, November 7	HRGSR	<ul style="list-style-type: none"> • Per HRGSR Work plan
14.	Thursday, November 14	IREC	<ul style="list-style-type: none"> • Per IREC Workplan
15.	Thursday, November 21	FARM	<ul style="list-style-type: none"> • Per FARM Work plan
16.	Thursday, December 5	Board	<ul style="list-style-type: none"> • Report of the HRGSR, IREC, and FARM committees • Approval of 2024/25 Corporate Plan

Purpose	For approval
Areas of note/ Key issues	The Corporation recently appointed a new Chief Operating Officer. In order to properly reflect this position in our governance documents, it is appropriate to consider amendments to By Law #1 and the Mandate of the HRGSR Committee. The proposed changes are incorporated in the drafts attached hereto. The proposed changes were recommended for approval by the HRGSR committee on September 13, 2023.
Next Steps	ON Motion duly made, seconded, and carried, be it RESOLVED that the amendments to By Law # 1 and the Mandate of the HRGSR Committee in the form presented is hereby approved.

BY-LAW NO. 1
BEING THE GENERAL BY-LAW
OF
TORONTO WATERFRONT REVITALIZATION CORPORATION





TORONTO WATERFRONT REVITALIZATION CORPORATION

By-Law No. 1

Being the General By-law

Effective Date: October 7, 2021

SECTION 1- INTERPRETATION

1.1 Definitions

In this By-law, unless the context otherwise specifies or requires:

- (1) "**Act**" means the *Toronto Waterfront Revitalization Corporation Act, 2002*, S.O. 2002, c.28 as from time to time amended and every statute that may be substituted therefor and includes the regulations made under the Act as from time to time amended.
- (2) "**Board of Directors**" means the board of directors of the Corporation;
- (3) "**By-law**" means this By-law No. 1 of the Corporation;
- (4) "**Chair of the Board**" means the person who is the chair of the Board of Directors;
- (5) "**Committee**" means any committee, sub-committee, or special purpose committee of the Board of Directors;
- (6) "**Corporation**" means Toronto Waterfront Revitalization Corporation, and all successors-at-law;
- (7) "**Director**" means a member of the Board of Directors of the Corporation; and
- (8) "**Meeting**" means any regular, special or other meeting of the Board of Directors or of a Committee, where,
 - (a) a quorum of members is present; and
 - (b) members discuss or otherwise deal with any matter in a way that materially advances the business or decision-making of the Board of Directors or Committee.

1.2 Interpretation

Words importing the singular number only will include the plural and *vice versa*; and the word "person" will include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons.

1.3 Repeal and Replacement of By-law

Any previous by-law No. 1 of the Corporation concerning the general administration of the Corporation is hereby repealed and replaced with this By-law.

1.4 Paramountcy

In the event of conflict between the provisions of this By-law and any provisions of the Act, the provisions of the Act will take precedence over, and will govern and apply in priority to this By-law.

SECTION 2 - HEAD OFFICE

The head office of the Corporation will be in the City of Toronto in the Province of Ontario.

SECTION 3 - SEAL

The Corporation may use a corporate seal.

SECTION 4 - DIRECTORS

4.1 Duties and Composition

The affairs of the Corporation will be managed and supervised by the Board of Directors in accordance with the Act. The Directors will be appointed in accordance with the Act.

4.2 Qualifications

In addition to the eligibility restrictions under the Act, every Director must be 18 or more years of age. An undischarged bankrupt will be ineligible to be a Director.

4.3 Powers

The Corporation has the capacity, rights, powers and privileges of a natural person to carry out its objects, as set forth in the Act.

4.4 Remuneration

The Board of Directors will, from time to time, by by-law determine the remuneration of Directors and an expense reimbursement policy for expenses incurred by a Director in the performance of the duties of Directors, in accordance with By-law No. 3.

4.5 Appointment of Directors and their Terms

- (1) Directors will be appointed for terms determined in accordance with the Act. Subject to Section 4.5(2) and (3), a Director will remain in office until the expiration of the Director's term of office.
- (2) A Director will automatically be removed from office, if:
 - (a) the Director becomes bankrupt, suspends payment of debts generally, makes an authorized assignment in bankruptcy or is declared insolvent; or

- (b) the Director is found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or is found to be incapable by a court in Canada or elsewhere.
- (3) A Director may, by notice in writing to the Corporation, resign his or her office, which resignation will be effective at the later of the time it is received by the Corporate Secretary of the Corporation (the "**Corporate Secretary**") and the time specified in the notice.

4.6 Filling Vacancies

A vacancy occurring in the Board of Directors, whether by automatic removal, resignation, expiry of term or otherwise, may be filled in accordance with the Act by the party that appointed the former Director who created the vacancy.

4.7 Code of Conduct & Conflicts of Interest

All Directors must comply with the Code of Conduct for the Board of Directors on an ongoing basis, including fulfilling the conflict of interest procedures provided therein and executing the Code of Conduct declaration annually.

SECTION 5 – COMMITTEES

5.1 Committees of the Board of Directors

- (1) The Board of Directors may, from time to time, appoint Committees of the Board of Directors for such purposes and with such powers as the Board of Directors may see fit.
- (2) The Board of Directors will appoint a chair in respect of each Committee.
- (3) The Board of Directors may appoint and remove Committee members as it deems necessary or appropriate. This power may be delegated by the Board of Directors to the Chair of the Board.

SECTION 6 – MEETINGS

6.1 Meetings by Telephone, Electronic or Other Communication Facility

Any or all of the Directors may participate in a Meeting by means of such telephone, electronic or other communication facilities as to permit all persons participating in the Meeting to communicate with each other simultaneously and instantaneously, and any Director participating in such a Meeting by such means is deemed to be present at the Meeting for all purposes.

6.2 Place of Meetings

Meetings of the Board of Directors or of Committees may be held at any place within the Province of Ontario.

6.3 Timing of Notice

Notice of any Meeting must be given not less than two days before the Meeting is to take place.

6.4 Computation of Time

Where notice is required to be given under the Act, this By-law or any other by-law of the Corporation, the day of service or posting will not, unless otherwise provided, be counted in calculating the numbers of days in the required notice period.

6.5 Notice to the Public

The public is entitled to notice of any Meeting and Meetings shall be open to the public in accordance with and subject to: (i) Section 190 of the *City of Toronto Act, 2006*, S.O. 2006, c. 11. Schedule A as from time to time amended, with modifications thereto as referenced in Section 6(4) of the Act, and (ii) By-Law No. 2 of the Corporation.

6.6 Calling of Meetings

- (1) Any Meeting will be called by the Corporate Secretary on the request of the Chair of the Board, the Chief Executive Officer of the Corporation (the "**Chief Executive Officer**") or any two Directors. A Meeting will specify the purpose of, or the business to be transacted at, the Meeting.
- (2) Except where a Director attends a Meeting for the express purpose of objecting to the transaction of any business on the grounds that the Meeting is not lawfully called (i) attendance of a Director at a of Directors will constitute a waiver of notice of the Meeting, and (ii) Meetings may be held at any time without notice if all the Directors are present or otherwise consent.

6.7 Absence of Chair of the Board

In the case of absence of the Chair of the Board or of a Committee (as applicable) at a Meeting, a Director or Committee member will be elected by the Directors or Committee members present at the Meeting to act as chair of the Meeting.

6.8 Quorum

- (1) A majority of the Directors then in office will form a quorum for the transaction of business at a Meeting of the Board of Directors. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.
- (2) If, as a result of the exclusion of a conflicted Director from the part of the Meeting during which the subject matter of the conflict of interest is discussed, no quorum exists for the purpose of voting on a resolution, the remaining Directors will be deemed to form a quorum for the purposes of voting on a resolution.

6.9 Voting

Each Director is authorized to exercise one vote at each Meeting. Questions arising at any Meeting will be decided by a majority of votes of the Directors in attendance at such Meeting.

6.10 Adjournment

Any Meeting may be adjourned by the chair of the Meeting with the consent of a majority of the Directors in attendance at the Meeting. Notice of any adjourned Meeting need not be given if the time and place of the adjourned Meeting is announced at the original Meeting. Any adjourned Meeting will be duly

constituted if a quorum is present at it. The Directors who formed a quorum at the original Meeting are not required to form the quorum at the adjourned Meeting.

SECTION 7 - OFFICERS

7.1 Appointment of the Chair of the Board

The Chair of the Board is an officer of the Corporation and is appointed in accordance with the Act.

7.2 Appointment and Duties of Officers

The Board of Directors may, from time to time, by resolution appoint other officers and agents with the titles and performing those duties as are prescribed by the Board of Directors as it deems necessary within its authority.

7.3 Remuneration of Chief Executive Officer

The Board of Directors may, from time to time, by resolution determine the annual remuneration of the Chief Executive Officer.

7.4 Duties of Officers may be Delegated

In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of that officer to any other officer or to any Director.

7.5 Removal of Chief Executive Officer

Subject to any agreement to the contrary, the Chief Executive Officer will be subject to removal at any time by resolution of the Board of Directors, with or without cause.

7.6 Term and Vacancies

- (1) Each incumbent officer will continue in office until the earliest to occur of:
 - (a) that officer's resignation, which resignation, subject to the terms of any employment agreement with the officer, will be effective at the time the written resignation is received by the Corporation; or
 - (b) the termination of the officer's employment with the Corporation.
- (2) If the office of any officer of the Corporation is or will become vacant, the Directors may by resolution appoint a person to fill the vacancy.

7.7 Code of Conduct & Conflicts of Interest

All officers must comply with the Code of Conduct for officers on an ongoing basis, including fulfilling the conflict of interest procedures provided therein and executing the Code of Conduct declaration annually.

SECTION 8 - PROTECTION OF DIRECTORS AND OFFICERS

8.1 Protection of Directors and Officers

Except as otherwise provided in the Act, no Director or officer of the Corporation will be liable for:

- (1) the acts, receipts, neglects or defaults of any other Director, officer or employee;
- (2) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation;
- (3) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation will be placed out or invested;
- (4) the insufficiency or deficiency in the maintenance, repair or renovation of any lands or premises owned by, or under the control of, the Corporation;
- (5) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects will be lodged or deposited; or
- (6) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto,

unless, in each such case, the same happens by or through the Director's or officer's own willful neglect or default.

Provided, however, nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability from any breach of the Act.

SECTION 9 - INDEMNITIES TO DIRECTORS AND OFFICERS

9.1 Indemnities to Directors and Officers

- (1) Every Director or officer of the Corporation and his or her respective heirs, executors, administrators, successors and assigns, estate and effects, respectively, will from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
 - (a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or as a result of any action, suit or proceeding that is brought, commenced or prosecuted against the Director, officer or other person for or in respect of any act, deed, matter or thing whatever, made, done or permitted by him or her, or omitted by him or her in or about the execution of the duties of such office or in respect of any such liability if such Director, officer or other person acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (b) all other costs, charges and expenses which the Director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or

expenses as are occasioned by the Director's, officer's or other person's dishonesty, own willful neglect or willful default.

- (2) The Corporation may also indemnify any such person in such other circumstances as the Act or other law permits or requires.
- (3) The Corporation may enter into customary indemnity contracts for the purpose of further evidencing and implementing the indemnities described in Sections 9.1(1) and (2) above.

SECTION 10 - EXECUTION OF INSTRUMENTS

10.1 Execution of Instruments

- (1) Unless otherwise provided for in either a resolution of the Board of Directors or in a policy approved by a resolution of the Board of Directors, contracts, documents and instruments will be signed on behalf of the Corporation by any two of the of the Chair of the Board, the Chief Executive Officer, the Chief Financial Officer, the Chief Planning and Design Officer, the Chief Project Officer, the Chief Operating Officer and the Chief Development Officer.
- (2) Contracts, documents and instruments of the Corporation may be executed in writing, by facsimile or by other electronic means.
- (3) All contracts, documents and instruments in writing so executed will be binding upon the Corporation without any further authorization or formality, including, the fixing of the seal of the Corporation.

10.2 Service of Notice

Provided always that either notice or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to notice, any notice or other document required by the Act, this By-law or any other by-law of the Corporation must be delivered personally or sent by courier, facsimile or email to that person at their latest address or email address, as applicable, as shown in the records of the Corporation.

SECTION 11 - BANKING ARRANGEMENTS AND CHEQUES, DRAFTS, NOTES, ETC.

11.1 General Banking Arrangements

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security as permitted by Act, will be transacted with such banks, trust companies or other organizations as may from time to time be determined by the Board of Directors.

11.2 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange must be signed by the officer or officers or person or persons, and in the manner, that the Board of Directors may by resolution, or in a policy approved by the Board of Directors, determine from time to time.

11.3 Electronic Fund Transfers

All electronic fund transfers by the Corporation shall be authorized in such manner and by such officers or persons as the Board of Directors may determine from time to time.

SECTION 12 - AUDITORS

12.1 Auditors

The Board of Directors will, from time to time, appoint one or more auditors licensed under the *Public Accounting Act, 2004*, S.O. 2004, c. 8 to audit the accounts of the Corporation for a period determined by the Board of Directors in accordance with the Act. The remuneration of the auditor or auditors will be determined by the Board of Directors.

SECTION 13 - FISCAL YEAR

13.1 Fiscal Year

The fiscal year of the Corporation is as set out in the Act.

**HUMAN RESOURCES, GOVERNANCE AND
STAKEHOLDER RELATIONS COMMITTEE MANDATE**

OF

TORONTO WATERFRONT REVITALIZATION CORPORATION





TORONTO WATERFRONT REVITALIZATION CORPORATION

Human Resources, Governance and Stakeholder Relations Committee Mandate

Effective Date: March 25, 2021

Purpose

The Human Resources, Governance and Stakeholder Relations Committee (the "**Committee**") is a committee of the board of directors (the "**Board of Directors**") of the Toronto Waterfront Revitalization Corporation (the "**Corporation**"). The primary function of the Committee is to assist the Corporation in fulfilling its oversight responsibilities by evaluating and making recommendations to the Board of Directors as appropriate with respect to:

- (i) Human resources management;
- (ii) Diversity and inclusion initiatives;
- (iii) Corporate governance,
- (iv) Stakeholder Relations;
- (v) Any specific project that the Committee, in its discretion from time to time, designates; and
- (vi) Any other matters that, from time to time, the Board of Directors may delegate to the Committee for oversight.

Authority of the Committee

1. The Board of Directors authorizes the Committee to:
 - (a) Perform its responsibilities under this Mandate;
 - (b) Provide strategic review and advice in respect of the matters described in this Mandate;
 - (c) Oversee the Corporation's risk management policies relevant to this Mandate and ensure that those such policies are implemented appropriately;
 - (d) Require the Chief Executive Officer of the Corporation (the "**Chief Executive Officer**"), the Chief Financial Officer of the Corporation (the "**Chief Financial Officer**"), and other senior officers of the Corporation, and invite any others it deems to have relevant experience and expertise, to attend, or participate in, any meetings of the Committee (each, a "**Meeting**") from time to time;

- (e) Communicate expectations and the nature, timing and extent of the Committee's informational needs to management of the Corporation; and
 - (f) Oversee any related tasks assigned to the Committee by the Board of Directors.
2. The Committee may access all records and information of the Corporation that it considers necessary or desirable for the performance of its duties. The Committee may gather information relevant to any matters within its scope of responsibility and retain, at the expense of the Corporation, independent advisors to assist the Committee in performing its duties. Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the accuracy of information provided by persons from within or from outside the Corporation provided that the member acts in good faith and exercises their judgement reasonably in the circumstances.

Composition and Procedures of the Committee

3. The Committee will be appointed by the Board of Directors and will be composed of no fewer than three Directors (each, a "**Member**"). The Committee will be chaired by a member of the Board of Directors (each, a "**Director**") appointed by the Board of Directors (the "**Chair of the Committee**"). The Corporate Secretary of the Corporation (the "**Corporate Secretary**") will be the secretary of the Committee and may appoint a nominee to act as recording secretary for a Meeting.
4. Each Member will serve at the pleasure of the Board of Directors and will cease to be a Member (i) when determined by the Board of Directors, (ii) upon removal by the Board of Directors, (iii) upon termination of the Member's tenure as a Director for any reason whatsoever, or (iv) as required the by-laws or policies of the Corporation or by law.
5. The Board of Directors may fill vacancies in the Committee from time to time, and for the period of time that a vacancy exists the remaining Members may exercise all powers of the Committee, provided that a quorum of Members is in attendance at a Meeting at which those powers are exercised.

Meetings of the Committee

6. The Chair of the Committee, the Corporate Secretary or any two Members may call Meetings.
7. Notice of a Meeting, including the date, time, and place of the Meeting, must be provided to each Member at least two days before the date of the Meeting, unless any of these requirements is waived by all Members. The agenda of the Meeting and supporting materials (if any) must be given to each Member prior to the Meeting to allow each Member to properly review and consider the agenda and materials.
8. The Chair of the Committee, in consultation with the Members, and, as he or she considers appropriate, with any of the other Directors, the Chief Executive Officer, the Corporate Secretary and other senior officers, is responsible for establishing the agenda of each Meeting.
9. The powers and authority of the Committee may be exercised at a Meeting only if a quorum is present.

10. A quorum for a Meeting is two Members.
11. Members may attend any Meeting in person or by telephone, video or other digital means.
12. A Director, who is not a Member, may attend, but not vote at, a Meeting. The Chief Executive Officer and the Chief Financial Officer will be invited to all Meetings (other than closed Meetings) but may not vote at Meetings.
13. If the Chair of the Committee is unable to attend a Meeting, the other Members in the attendance at the Meeting may appoint a Member to chair the Meeting.
14. The Chair of the Committee or the substitute chair (as applicable) may vote on any matter at a Meeting but will not have a second or casting vote.
15. The Corporate Secretary or his or her nominee (if applicable) will prepare and maintain minutes of each Meeting. Minutes will be available to each Member and to any other Director upon request.

Duties and Responsibilities of the Committee

The Committee will evaluate and make recommendations to the Board of Directors with respect to, or approve as indicated, the following matters:

(a) General Responsibilities

The Committee will:

- (i) Create and maintain a Committee work plan for the year, and monitor its performance;
- (ii) Review and assess this Mandate at least annually, and refer its assessment and any proposed revisions to the Board of Directors;
- (iii) Report and make recommendations periodically to the Board of Directors and any other applicable Committee of the Board on the matters covered by this Mandate, including without limitation, matters relating to Environmental, Social and Governance considerations; and
- (iv) Perform any other activities consistent with this Mandate, the by-laws of the Corporation, and applicable law, as the Committee or the Board of Directors deems necessary or appropriate.

(b) Human Resources Management

It is the goal of the Corporation to create and maintain (i) an equitable, diverse, inclusive, and progressive culture and environment and (ii) the human resources systems necessary or desirable to attract and retain the personnel needed to achieve the Corporation's objectives. In furtherance of this, the Committee will:

- (i) Assist the Board of Directors in performing an annual evaluation of the performance of the Chief Executive Officer;

- (ii) Annually review the Chief Executive Officer's recommendations for salary adjustments, variable compensation and performance ratings for each position of the Senior Executive Group;
- (iii) Review the compensation structure and corporate objectives for the Senior Executive Group, including a review of compensation for similar roles in comparable organizations;
- (iv) Review the compensation structure and objectives applicable to the non-executive employees as required, and annually receive a report from the Chief Executive Officer or his or her nominee, confirming that compensation to the non-executive employees is consistent with that structure and those objectives;
- (v) Review the practices of the Corporation in human resources management in areas such as compensation, recruitment, training, employee relations, succession planning, talent management, performance management, benefits administration, and other programs designed to meet the Corporation's objectives;
- (vi) Review the human resources policies of the Corporation, including recruitment, compensation, performance management, job evaluation, pay equity, employment equity, learning and development, health and safety, codes of conduct, travel and expenses, benefits and other policies. Such review will include confirming that the policies are in compliance with applicable legislation and are effective;
- (vii) Review the recommendations of the Chief Executive Officer regarding the recruitment, appointment and termination of the Chief Planning and Design Officer, the Chief Project Officer, the Chief Operating Officer, the Chief Financial Officer, and the Chief Development Officer (collectively, the "**Senior Executive Group**");
- (viii) Review the succession and talent management programs of the Corporation with a focus on the positions of the Senior Executive Group; and
- (ix) Review any compensation disclosure before it is publicly disclosed by the Corporation.

(c) Governance and Board Effectiveness

The Committee will:

- (i) Oversee the development, implementation, and monitoring of current and evolving governance standards and best practices;
- (ii) Review annually By-law No. 1, By-law No. 2, By-law No. 3, the Mandate of the Board of Directors, the Mandate of the Chair of the Board, the Mandate of the Corporate Secretary, the Mandate of the Chief Executive Officer, the Code of Conduct applicable to the Board of Directors, the Code of Conduct applicable to the employees of the Corporation, the Wrongdoing Policy, all committee mandates, and agreements between the Corporation and Directors including any indemnification and confidentiality agreements, and report annually on the same and any resultant recommendations to the Board of Directors; and

- (iii) Oversee the development and implementation of effective policies and practices in accordance with required public access to meetings of the Board of Directors and of all Committees, consistent with applicable legislation.

(d) Performance of the Board of Directors, Directors, Committees, and Committee members

The Committee will:

- (i) Oversee a process to annually review the effectiveness of the Board of Directors, each Director, each committee of the Board of Directors, and each member of each committee, and report the results of the review and any resultant recommendations to the Board of Directors;
- (ii) Review and make recommendations to the Board of Director with respect to the remuneration of each Director and of members of committees; and
- (iii) Ensure that there is a process in place for the orientation and onboarding of new Directors, and that a Board of Directors manual is kept current and made available to each Director.

(e) Diversity and Inclusion

The Committee will:

- (i) Oversee the development, maintenance monitoring and refinement of strategies, policies and practices of the Corporation that facilitate an inclusive, equitable and supportive work environment. This includes policies related to recruitment, hiring, training, retention and promotion; and
- (ii) Report to the Board of Directors at least annually on the effectiveness of the diversity strategy and performance measures on diversity and inclusion.

(f) Stakeholder Relations

The Committee will:

- (i) Annually review and evaluate for recommendation to the Board of Directors stakeholder performance relationship indicators for the Corporation; and
- (ii) Oversee the implementation and execution of an annual stakeholder relationship plan to maintain high levels of positive sentiment toward the Corporation and its projects.

(g) Other Duties and Obligations

The Committee will undertake such other duties and obligations, and have such other powers, as may be assigned to it from time to time by the Board of Directors.

Responsibilities of the Chair of the Committee

The Chair of the Committee is responsible for the management and effective performance of the Committee and to provide leadership to the Committee in fulfilling this Mandate. The responsibilities of the Chair of the Committee include:

- (i) Working with the Chair of the Board of Directors, the Chief Executive Officer and the Corporate Secretary to establish the frequency of Meetings and the agendas for Meetings;
- (ii) Providing leadership to the Committee and presiding over Meetings;
- (iii) Facilitating the flow of information to and from the Committee and fostering an environment in which the Members may ask questions and express their views;
- (iv) Reporting to the Board of Directors with respect to significant activities of the Committee and recommendations made by the Committee; and
- (v) Leadership in taking such other steps as may be reasonably required to ensure that the Committee carries out this Mandate.

Purpose	For Approval
Areas of note/ Key issues	<ul style="list-style-type: none"> • The Delegations of Authority (DOA) provides the positions indicated with authority to authorise, execute contracts, documents and instruments on behalf of Waterfront Toronto, and covers additional authorities to those set out in the Corporation's By-Law No. 1. • By-law No. 1 provides that unless otherwise provided for contracts, documents and instruments will be signed by any two C-level positions. • Any amendments to the DOA requires approval from the Board of Directors. • The last update to the DOA was completed in March 2022. • The attached Delegations of Authority has been updated primarily to: <ul style="list-style-type: none"> ○ Add the Chief Operating Office (COO) role to approval authorities consistent with recent update to WT bylaws ○ Incorporate recent audit recommendations, and ○ Provide for any other relevant updates as appropriate (e.g. alignment with WT procurement policy. • The table on the next two pages highlights the key changes. • The Finance, Audit & Risk Management Committee reviewed the proposed changes on September 21, 2023 and recommends approval by the Board of Directors.
Resolution/ Next Steps	ON MOTION duly made, seconded, and carried be it RESOLVED that the Board of Directors approves the updated Delegations of Authority.

Summary of Major Changes Proposed to Delegations of Authority:

Page	Previous DOA (March 2022)	Revised DOA (Oct 2023)	Rationale																																														
1	In the event of temporary absence (i.e. vacation or leave), a vacancy in position or an inability to act, authority to act may be exercised by a person at the same level provided that notice, prior to any such exercise, is given to the CFO or the CEO, and the Director, Financial Management	In the event of temporary absence (i.e. vacation or leave), a vacancy in position or an inability to act, including an actual or perceived conflict of interest related to a particular matter, authority to act may be exercised by a person at the same level provided that notice, prior to any such exercise, is given to the CFO or the CEO, and the Director, Financial Management.	To align with section 4 of WTs Procurement Policy regarding conflict of interest.																																														
3	Procurement Commitment Authorizations – Competitive Consulting Services: <ul style="list-style-type: none">\$9,999 or less (3 quotes from PM)\$10,000 - \$99,999 (Vendor of Record/ 3 quotes – procurement managed)\$100,000 - \$999,999 (Vendor of Record/ Open Merx)	Procurement Commitment Authorizations – Competitive Consulting Services: <ul style="list-style-type: none">0 - \$99,999\$100,000 - \$999,999	Remove duplication regarding procurement process already covered by WTs Procurement manual.																																														
4	Procurement Commitment Authorizations: <ul style="list-style-type: none">\$0 - \$99,999 requires approval by Project Manager, Procurement Director, and VP or Director level.	Procurement Commitment Authorizations: <ul style="list-style-type: none">\$0 - \$24,999 requires approval by Project Manager and Procurement Director\$25,000 - \$99,999 requires approval by Project Manager, Procurement Director, and VP or Director level.	Implement 2023 MNP LLP audit recommendation.																																														
13	<table><tr><th>Authority Level</th><th>Position</th></tr><tr><td>1</td><td>Chief Financial Officer</td></tr><tr><td>1</td><td>Chief Project Officer</td></tr><tr><td>1</td><td>Chief Planning & Design Officer</td></tr><tr><td>1</td><td>Chief Development Officer</td></tr><tr><td>2</td><td>Corporate and Program Senior Vice Presidents and Vice Presidents</td></tr><tr><td>3</td><td>Program-related Directors and Executive Directors</td></tr><tr><td>3</td><td>Corporate function Directors</td></tr><tr><td>4</td><td>Project Managers</td></tr><tr><td>4</td><td>Project Cost Managers</td></tr><tr><td>4</td><td>Corporate Managers</td></tr></table>	Authority Level	Position	1	Chief Financial Officer	1	Chief Project Officer	1	Chief Planning & Design Officer	1	Chief Development Officer	2	Corporate and Program Senior Vice Presidents and Vice Presidents	3	Program-related Directors and Executive Directors	3	Corporate function Directors	4	Project Managers	4	Project Cost Managers	4	Corporate Managers	<table><tr><th>Authority Level</th><th>Position</th></tr><tr><td>1</td><td>Chief Operating Officer (COO)</td></tr><tr><td>1</td><td>Chief Financial Officer (CFO)</td></tr><tr><td>1</td><td>Chief Project Officer (CPO)</td></tr><tr><td>1</td><td>Chief Planning & Design Officer (CPDO)</td></tr><tr><td>1</td><td>Chief Development Officer (CDO)</td></tr><tr><td>2</td><td>Corporate and Program Senior Vice Presidents and Vice Presidents (SVP and VP)</td></tr><tr><td>3</td><td>Program-related Directors and Executive Directors</td></tr><tr><td>3</td><td>Corporate function Directors</td></tr><tr><td>4</td><td>Project Managers</td></tr><tr><td>4</td><td>Project Cost Managers</td></tr><tr><td>4</td><td>Corporate Managers</td></tr></table>	Authority Level	Position	1	Chief Operating Officer (COO)	1	Chief Financial Officer (CFO)	1	Chief Project Officer (CPO)	1	Chief Planning & Design Officer (CPDO)	1	Chief Development Officer (CDO)	2	Corporate and Program Senior Vice Presidents and Vice Presidents (SVP and VP)	3	Program-related Directors and Executive Directors	3	Corporate function Directors	4	Project Managers	4	Project Cost Managers	4	Corporate Managers	To add Chief Operating Officer role to authorities consistent with WT Bylaws.
Authority Level	Position																																																
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DELEGATIONS OF AUTHORITY

INTRODUCTION

The Delegations of Authority provide the positions indicated with authority to execute contracts, documents and instruments on behalf of the Toronto Waterfront Revitalization Corporation (the Corporation) and provide additional authorities to those set out in its By-Law No. 1.

These Delegations of Authority seek to further define and delegate financial authority to enable efficient and effective management of the affairs of the Corporation while at the same time ensuring that Board approval is required on more significant or unusual decisions. All transactions are undertaken within the context of the budgets and strategic plans approved by the Board.

Delegating financial authority based on operational requirements and responsibilities is intended to facilitate the decision-making process within the organization. Limiting financial authority to varying levels of senior management, management and employees seeks to minimize risks and maximize efficiencies in the conduct of the Corporation's business.

Delegating financial authority is one of many controls required within the Corporation to direct, control and monitor actions taken by those employed by the Corporation.

APPLICATION & ACCOUNTABILITY

These Delegations of Authority apply to operations within the Corporation. All personnel shall follow these Delegations of Authority. Individuals who authorize transactions on behalf of the Corporation must ensure that they understand these Delegations of Authority including their authorization limits and restrictions.

Revisions to the authority of the C-Level positions must be approved by the Board of Directors of the Corporation. The establishment and review of further delegations of authority to non C-level positions are the joint responsibility of the Corporation's C-level positions.

In the event of temporary absence (i.e. vacation or leave), a vacancy in position or an inability to act, [including an actual or perceived conflict of interest related to a particular matter](#), authority to act may be exercised by a person at the same level provided that notice, prior to any such exercise, is given to the CFO or the CEO, and the Director, Financial Management. In the case of a temporary absence by the CEO, authority may be delegated by the CEO to a C-level and in the case of a vacancy in the position of the CEO, or an inability to act, the authority of the CEO may be exercised by any one C-level, or another individual designated by the Board.

No other amendments to these Delegations of Authority may be made without further resolution of the Board of Directors. These Delegations of Authority will be reviewed periodically by the Board of Directors.

The CFO of the Corporation shall maintain these Delegations of Authority and provide duplicate copies of the Delegations of Authority and any revisions or amendments to the Corporate Secretary. Any questions regarding, or requests for, amendments to these Delegations of Authority should be directed to the Director, Financial Management with a copy to the Corporate Secretary.

Effective: [March 24, 2022](#) [October 12, 2023](#)

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Personnel shall adhere to the most current version of these Delegations of Authorities which shall reside in SharePoint and in the records of the Corporate Secretary.

AUTHORIZATION LEVELS

The appendices to these Delegations of Authority establish the specific authorization limits for financial transactions to senior management, management and employees. All transactions must be undertaken within the context of the budgets, projects, corporate plan and strategic plan approved by the Board, and other corporate policies.

Appendices I and II of these Delegations of Authority shall establish specific authorization limits and Appendix II of these Delegations of Authority establishes the positions assigned to each authority level defined in Appendix I.

~~Appendix I of these Delegations of Authority shall reflect the most current Procurement Signing Threshold Policy.~~

~~Appendix II of these Delegations of Authority establish the positions assigned to each authority level defined in Appendix I.~~

FORMAT OF APPENDICES I and II

- Matrix format is used to define authority for defined financial transactions.
 - Left column defines the type of financial transactions and references any applicable notes that place restrictions on the authority.
 - Top row (header text) defines the authority 'levels'.
 - Data within the grid notes the maximum dollar value authorized for that transaction, and that level.
- Notes provide restrictions on the authorization and must be considered when using the matrix.

WATERFRONT TORONTO

Delegations of Authority – Appendix II Authority Levels

Type of Financial Transaction:	Approval Level:				
	Board of Directors (authorized by resolution)	President & CEO	C-Level, SVP (1)	VPs (2), Directors (3)	Managers (4)
PROCUREMENT AUTHORIZATION TO QUOTE:					
Funded Projects				X Director, Procurement or Director, Project	X Dept. P.M.
Unfunded Projects		X	X Any one of C-Level or SVP	X Director, Procurement or Director, Project	X Dept. P.M.
PROCUREMENT COMMITMENT AUTHORIZATIONS – COMPETITIVE CONSULTING SERVICES					
\$0 - \$99,999 or less (3 quotes from PM) \$10,000 – \$99,999 (Vendor of Record/ 3 quotes – procurement managed)				X Any one of VP or Director	X Director, Procurement
\$100,000 - \$999,999 (Vendor of Record/ Open Merx)			X Any one of C-level or SVP	X Any one of VP or Director	X Director, Procurement
\$1,000,000 or more		X	X Any one of C-level or SVP	X Any one of VP or Director	X Director, Procurement
Change Orders will follow authorities above based on the accumulated value of all changes, including the original contract.					
PROCUREMENT COMMITMENT AUTHORIZATIONS – NON- COMPETITIVE CONSULTING SERVICES – PERMITTED BY DEFINED EXCEPTION ONLY					
\$0 - \$999,999		X	X Any one of C-level or SVP	X Any one of VP or Director	X Director, Procurement
\$1,000,000 or more	X	X	X Any one of C-level or SVP	X Any one of VP or Director	X Director, Procurement
Change Orders will follow authorities above based on the accumulated value of all changes, including the original contract.					
All Change Orders	X If total contract >\$1M	X	X Any one of C-level or SVP	X Any one of VP or Director	X Director, Procurement

As per Procurement Signing Threshold Policy dated October 29, 2021.

WATERFRONT TORONTO

Delegations of Authority – Appendix II Authority Levels

Type of Financial Transaction:	Approval Level:				
	Board of Directors (authorized by resolution)	President & CEO	C-Level, SVPs (1)	VPs (2) Directors (3)	Managers (4)
PROCUREMENT COMMITMENT AUTHORIZATIONS – COMPETITIVE GOODS & SERVICES, INCLUDING PROFESSIONAL SERVICES					
<u>\$0 - \$24,999</u>					<u>X</u> <u>Director, Procurement</u> <u>X</u> <u>Dept. PM</u>
<u>\$25,000</u> - \$99,999				X Any one of VP or Director	X Director, Procurement X Dept. P.M.
\$100,000 - \$999,999			X Any one of C-level or SVP	Any one of VP or Director	X Director, Procurement X Dept. P.M.
\$1,000,000 and over		X	X Any one of C-level or SVP	Any one of VP or Director	X Director, Procurement X Dept. P.M.
Change Orders will follow authorities above based on the accumulated value of all changes, including the original contract value.					
PROCUREMENT COMMITMENT AUTHORIZATIONS – NON- COMPETITIVE GOODS & SERVICES, INCLUDING PROFESSIONAL SERVICES					
\$9,999 or less				Any one of VP, Sr. Dir. or Dir.	X Director, Procurement X Dept. P.M.
\$10,000 - \$24,999			X Any one of C-level or SVP	Any one of VP, Sr. Dir. or Director.	X Director, Procurement X Dept. P.M.
\$25,000 - \$999,999 (note: Over \$75,000 requires Advanced Contract Award Notice)		X	X Any one of C-level or SVP	Any one of VP, Sr. Dir. or Director.	X Director, Procurement X Dept. P.M.
\$1,000,000 and over	X	X	X Any one of C-level or SVP	Any one of VP, Sr. Dir. or Director.	X Director, Procurement X Dept. P.M.
Emergency purchases up to \$25,000 (strictly for health and safety reasons – harm to individuals, property or the environment. Must follow signing authorities above within 48 hours)					X Dept. P.M.

Effective: ~~March 24, 2022~~ October 12, 2023

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WATERFRONT TORONTO

Delegations of Authority – Appendix I Authority Levels

Change Orders will follow authorities above based on the accumulated value of all changes, including the original contract value.	
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As per Procurement Signing Threshold Policy dated October 29, 2021.

Type of Financial Transaction:	Approval Level:					
	Board of Directors (authorized by resolution)	President & CEO	C-Level (1)	SVPs, VPs (2)	Directors (3)	Managers (4)
CONTRACT EXECUTION (Unless otherwise provided for below, contracts are to be executed by two C-level positions as per bylaw # 1 of TWRC Act.						
Short form contracts, work order releases, purchase orders, agreements, amendments	Approvals prior to execution as per Procurement Commitment Authorization Signing Thresholds outlined in Appendix I above				X Director, Procurement (or delegate)	
AIARAIC Architect Contracts					X Director, Procurement	
CCDC Contracts (Civil Works, etc.)					X Director, Procurement	
Agreements of Purchase & Sale	X (if >\$2M)	X If >= \$1M	X < \$1M two C-levels: >=\$1M C-level and CEO			
Development Agreements	X (if >\$5M)	X	X CDO <u>or</u> COO			
Delivery Agreements (ER)		X If >= \$1M	X < \$1M two C-levels: >=\$1M C-level and CEO			
Contribution Agreements		X If >= \$1M	X < \$1M two C-levels: >=\$1M C-level and CEO			
Memorandum of Understandings (MOUs) (Material MOUs are defined as legally binding and create or limit strategic initiatives of the Corporation)	X (If material)	X	X			
Lease Agreements	X (if > \$2M)	X If >= \$1M	X < \$1M two C-levels: >=\$1M C-level and CEO			
Land License Agreements	X (if > \$2M)	X If >= \$1M	X < \$1M two C-levels: >=\$1M C-level and CEO			
Gift and/or Donation Agreements		X If >= \$1M	X < \$1M two C-levels: >=\$1M C-level and CEO			

Except for Procurement-related documents, Legal Counsel will review all [material](#) contracts executed under this section as to legal form.

Effective: ~~March 24, 2022~~ October 12, 2023

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WATERFRONT TORONTO

Delegations of Authority – Appendix II Authority Levels

	Approval Level:					
Type of Financial Transaction:	Board of Directors (authorized by resolution)	President & CEO	C-Level (1)	SVPs, VPs (2)	Directors (3)	Managers (4)
CONTRACT EXECUTION (CONT.)						
Sponsorship Agreements		X If =>\$25K	X (by consensus and any one to execute)			
Other License Agreements, including with Insurance clauses (e.g. venue hire, equipment rental)			X Any one of			
Non-material sub-agreements under any of non-procurement master agreements above			X Any two of			
APPLICATIONS						
Building Permits			X Any one of CPO, CDO, <u>COO</u> , SVP, VP in Development or Project Delivery			X Dept PM
Environmental Permits			X Any one of CPO, CDO, <u>COO</u> , SVP, VP in Development or Project Delivery			X Dept PM
Subdivision Application			X CDO <u>or</u> COO			X Dept PM
Development Application			X CDO <u>or</u> COO			X Dept PM
Other Permits/ Applications			X Any one of CPO, CDO, <u>COO</u> , SVP, VP in Development or Project Delivery			X Dept PM
Insurance Applications			X CFO			
Grant Applications		X If > \$1M	X Any one of			

WATERFRONT TORONTO

Delegations of Authority – Appendix II Authority Levels

Type of Financial Transaction:	Approval Level:					
	Board of Directors (authorized by resolution)	President & CEO	C-Level (1)	SVPs, VPs (2)	Directors (3)	Managers (4)
BUDGET						
Rolling Five Year Strategic Plan	X	X	X (by consensus)	X (by consensus)		
Annual Corporate Plan	X	X	X (by consensus)	X (by consensus)		
Program / Project Budgets			X CFO, CPO, <u>COO</u> CDO, CPDO	X Dept SVP or VP	X Program Management	X Dept PM Mgr, Project Cost
Capital Reserve Target	X	X	X (by consensus)			
Annual Corporate Operating & Capital Budgets	X	X	X (by consensus)	X (by consensus)		
CAPITAL PROJECT APPROVALS						
Projects less than \$5M	Approved as part of the Strategic Business Plan and Corporate Plan approval process					
Capital project development costs (i.e. costs incurred to achieve 60% design plans and budgets)	X If > \$5 M	X	X (per Strategic Plan)	X (per Strategic Plan)		
Projects less than \$5M, and with new funding source not included in the approved Strategic Business Plan/ Corporate Plan		X If >\$1M	X by consensus & CPO and CFO if amt > \$100K	X SVP Project Delivery	X PMO Director and Dir, Financial Planning	
Projects with a cost estimate equal to or greater than \$5M	X	X	X (per Strategic Plan)	X (per Strategic Plan)		
Projects greater than \$5M whose estimated costs have increased by more than 10% of Board approved budget or \$5M above Board approved budget, whichever is less	X	X	X (all)	X (all)	X PMO Director and Dir, Financial Planning	
Budget increases less than the Board threshold and with new funding source			X CPO and CFO if amt > \$100K	X SVP Project Delivery	X PMO Director and Dir, Financial Planning	

Note: Any capital projects over \$1 million and < \$5 million approved by management pursuant to this policy shall be reported to the appropriate Board Committee at its next meeting.

Effective: ~~March 24, 2022~~ October 12, 2023

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WATERFRONT TORONTO

Delegations of Authority – Appendix II Authority Levels

Type of Financial Transaction:	Approval Level:					
	Board of Directors (authorized by resolution)	CEO	C-Level (1)	SVPs, VPs (2)	Directors (3)	Managers (4)
NEW FUNDING / FUNDING TRANSFERS						
New funding/ funding transfers amounting to up to \$100K					X Dir, Financial Planning	
New funding/ funding transfers amounting to greater than \$100K			X CFO		X Dir, Financial Planning	
Use of Capital Reserve Funds amounting to less than \$5M		X	X CFO		X Dir, Financial Planning	
Use of Capital Reserve Funds amounting to \$5M or more	X	X CEO	X CFO		X Dir, Financial Planning	

WATERFRONT TORONTO

Delegations of Authority – Appendix II Authority Levels

Type of Financial Transaction:	Approval Level:					
	Board of Directors (authorized by resolution or email)	President & CEO	C-Level (1)	SVPs, VPs (2)	Directors (3)	Managers (4)
PAYMENT AUTHORITY						
Invoices			X One of (for direct reports) over \$10,000			X Dept PM (work done, invoice within contract scope); Accounting (corporate)/ PMO (project) (coding review)
Employee Expense Reports	X Board Chair for CEO	X (for direct reports)	X (for direct reports)	X (for direct reports)	X Dir. for direct reports	HR Review for all expense reports
Foreign and Domestic Travel outside GTA	FARM Chair for foreign travel	X				HR Review for all travel requests
All Learning and Development Expenditures (as per Learning Plan)		X (for direct reports and exceptions)	X (for direct reports)	X (for direct reports)	X Dir. for direct reports	HR Review for all learning and development forms
BANKING AND CASH MANAGEMENT						
<u>Cheque, EFT, E-transfer, Bill Payment, Wire Transfer Payment Authorization:</u>						
Individual Cheque, EFT, Bill Payment, E-transfer or Wire Payments - up to \$10,000		Any one of C-Level				
Individual Cheque, EFT, Bill Payment, E-transfer or Wire Payments - Over \$10,000		Any two of C-Levels				
Corporate credit card/ procurement card			X		X	

WATERFRONT TORONTO

Delegations of Authority – Appendix II Authority Levels

Type of Financial Transaction:	Approval Level:					
	Board of Directors (authorized by resolution)	President & CEO	C-Level (1)	SVPs, VPs (2)	Directors (3)	Managers (4)
BANKING AND CASH MANAGEMENT (CONT.)						
Open/ Close Bank Accounts/ Account Administration - existing institution		X with CFO (or CFO any one other C-level)	X CFO and any one of (or CFO with CEO)			
Open/ Close Bank Accounts – new institution		X with CFO (or CFO any one other C-level)	X CFO and any one of (or CFO with CEO)			
Invest/ redeem short term investments		X Any one of C-level positions	X Any one of C-level positions			
Designate authorized employees to manage bank lockbox			X CFO			
Approval of Credit Facility with Lender	X	X CEO	X CFO			
Draw down of Board-approved Credit Facility		X If >\$1M	X CFO			
FINANCIAL INSTRUMENTS (in accordance with the Board-approved Financial Instruments Policy)						
Financial Instruments < \$1 million			CFO and any one of other C-levels			
Financial Instruments > \$1 million		X	Any one of			
ACQUISITIONS AND DISPOSALS OF CAPITAL ASSETS						
Land*	X	X CEO together with one other C-level				
Other Assets Net Book Value up to \$2,000,000			X Any two of			
Other Assets Net Book Value over \$2,000,000*	X	X CEO together with one other C-level				
*Note that Waterfront Toronto is obligated to provide prior notice to the Intergovernmental Steering Committee (IGSC) regarding any Board meeting where an acquisition or disposal of real property will be considered as well as inform the IGSC in writing within 30 days of any other capital asset acquisition or disposal > \$2,000,000 unless otherwise provided in a Contribution Agreement. Refer to Tri-government MOU dated July 31, 2020.						

WATERFRONT TORONTO

Delegations of Authority – Appendix II Authority Levels

Type of Financial Transaction:	Approval Level:					
	Board of Directors (authorised by resolution)	President & CEO	C-Level (1)	SVPs, VPs (2)	Directors (3)	Managers (4)
HUMAN RESOURCES						
Board compensation	X					
CEO appointment, performance review and compensation	X					
New hires		X				
Terminations (other than CEO)		X				
Annual performance review, variable compensation determination and base salary adjustments (other than CEO)		X				
<u>Position Classification</u> changes		X				
Changes to employee benefits		X				

WATERFRONT TORONTO

Delegations of Authority – Appendix II Positions Assigned to Authority Levels

POSITIONS ASSIGNED TO EACH AUTHORITY LEVEL

Authority Level	Position
<u>1</u>	<u>Chief Operating Officer (COO)</u>
1	Chief Financial Officer (<u>CFO</u>)
1	Chief Project Officer (<u>CPO</u>)
1	Chief Planning & Design Officer (<u>CPDO</u>)
1	Chief Development Officer (<u>CDO</u>)
2	Corporate and Program Senior Vice Presidents and Vice Presidents- (<u>SVP and VP</u>)
3	Program-related Directors and Executive Directors
3	Corporate function Directors
4	Project Managers
4	Project Cost Managers
4	Corporate Managers

Board of Directors Meeting – October 12, 2023
Item 8 – Waterfront Toronto Priority Projects
– Construction update
David Kusturin

Purpose	For Information
Areas of note/ Key issues	<ul style="list-style-type: none"> • The attached Slides consists of pictures which illustrate the progress made on the Port Lands Flood Protection (PLFP) project as well as other construction projects undertaken by Waterfront Toronto (WT): • Love Park – Opened June 23, 2023 • T3 Bayside – Entrance Lobby + Kitchen Wall Framing + Plumbing Rough In • T3 Bayside – Boardroom Wall Framing + Indigenous Inspired Meeting Room • West Don Lands Block 10 • Limberlost Place • Legacy Art Project – Opened October 5, 2023 • Queens Quay East Lakefill • Lake Shore Boulevard East - Bridge Site Preparation • Lake Shore Boulevard East – New Eastbound Lake Shore Bridge Structure • PLFP: Project Status • PLFP: River Planting • PLFP: Commissioners Street Bridge • PLFP: Plantings in Canoe Cove • PLFP: Badlands Formwork • PLFP: River Park North Play Equipment • PLFP: Culture Days – Viewing Platform • PLFP: August 2023 Drone Footage
Next Steps	<p>Management will continue to provide updates on WT Priority Projects at subsequent Board meetings.</p>

Priority Projects: Construction Update



Love Park – Opened June 23, 2023



T3 Bayside – Entrance Lobby + Kitchen Wall Framing + Plumbing Rough In



T3 Bayside – Boardroom Wall Framing + Indigenous Inspired Meeting Room



West Don Lands Block 10



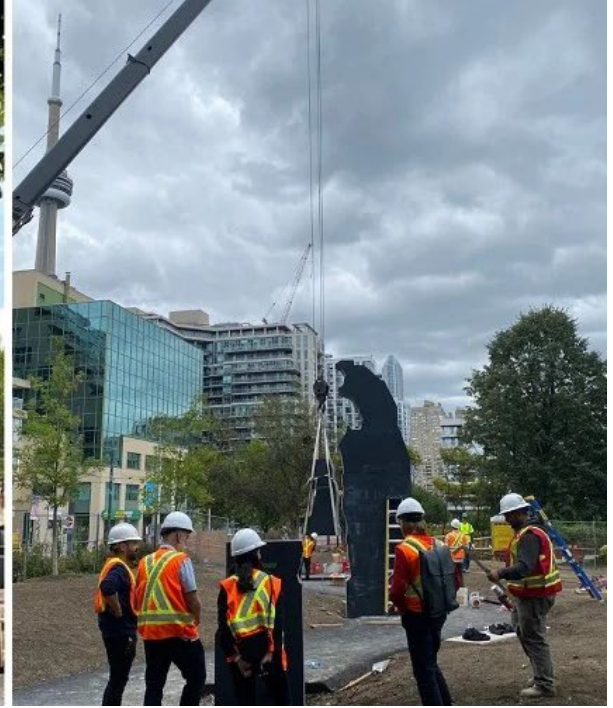
Limberlost Place



Limberlost Place



Legacy Art Project – Opened October 5, 2023



Legacy Art Project – Opened October 5, 2023



Queens Quay East Lakefill



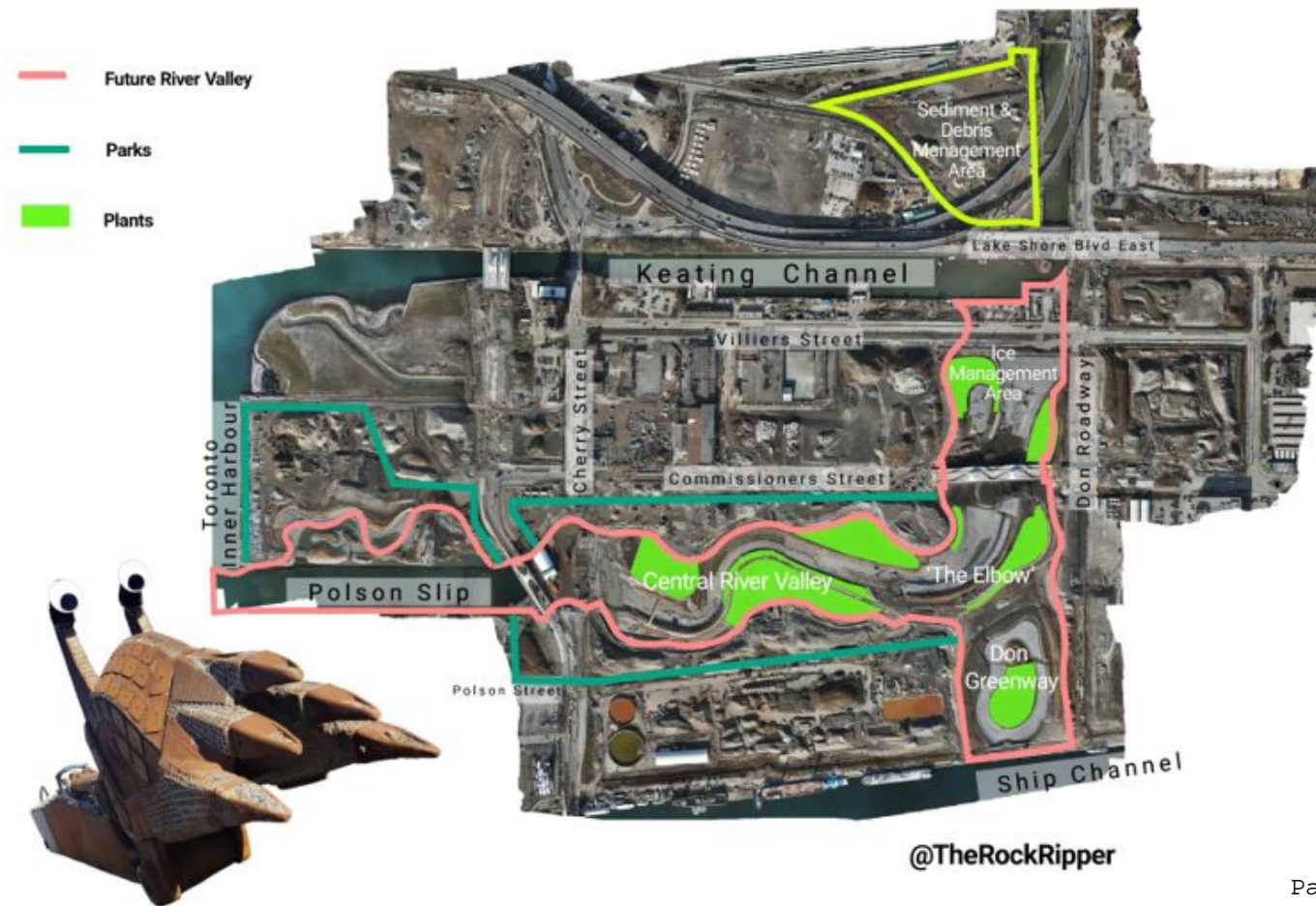
Lake Shore Boulevard East - Bridge Site Preparation



Lake Shore Boulevard East – New Eastbound Lake Shore Bridge Structure



Port Lands Flood Protection – Project Status



Port Lands Flood Protection – River Planting



Port Lands Flood Protection – Commissioners Street Bridge



Port Lands Flood Protection – Plantings in Canoe Cove



Port Lands Flood Protection – Badlands Formwork



Port Lands Flood Protection – River Park North Play Equipment



Port Lands Flood Protection – Culture Days: Viewing Platform





Purpose	For Information
Areas of note/ Key issues	<p>The Interim Cost Estimate Update has been prepared to provide a status update on the budget for the PLFP Project as of August 31, 2023.</p> <p>PLFP EAC Forecast remains \$1.354B (August 31,2023). The construction hard cost Estimate at Completion is \$1,088.1 million, an increase of \$9.3M from the March 31/23 estimate. The soft cost Estimate at Completion is \$225.3 million, a decrease of \$3.2M from the March 31/23 estimate. Total available contingency is \$35.6 million, a decrease of \$6.1 million.</p> <p>There is approximately \$2.8 million decrease in the expected value of project risks since March 31/23 based on the changes to the risk register (realized, retired and adjusted risks).</p> <p>Based on the quantitative risk analysis there is a 95.2% probability that the PLFP project will be completed at or below the new approved budget of \$1,354 million. This compares to the 95.4% probability that the project would be completed at or below \$1,354 million calculated in March 2023.</p>
Resolution/Next Steps	Q2 2023/24 will be the next Semi-Annual Cost Estimate Update presented to the Board of Directors meeting.

Port Lands Flood Protection and Enabling Infrastructure Interim Cost and Risk Update August 31, 2023

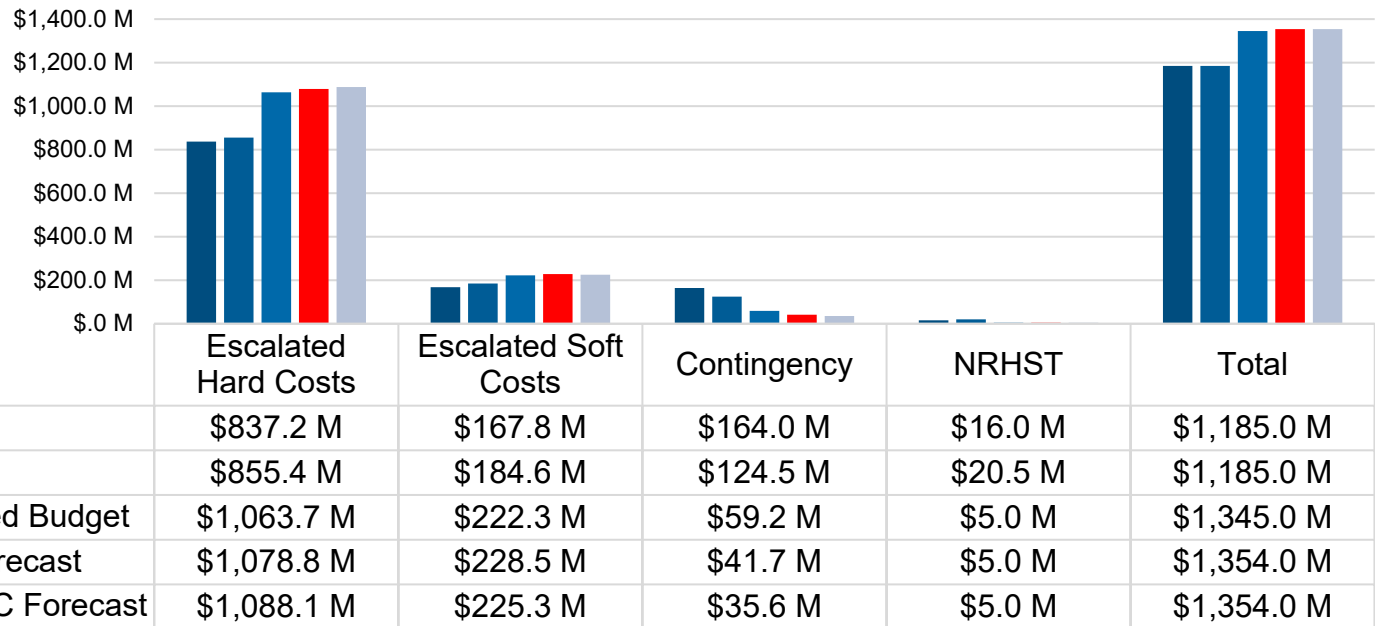
**Presentation to the Board of Directors
October 12, 2023**

Table of Contents

1. Current EAC Forecast
2. Construction Cost Estimate Variance
3. Soft Cost Estimate Variance
4. Contingency Drawdown
5. Changes to Risk Register
6. Cost Risk Analysis
7. Top 10 Cost Risks and Opportunities
8. Top 10 Schedule Risks

PLFP – August 31, 2023 - EAC Forecast

Port Lands Flood Protection August 31, 2023 Estimate at Completion (EAC) Forecast



- **The Forecast EAC remains \$1.354 B.**
- Forecast construction hard cost has increased 24.4M since September 30, 2022 (Q2 2022/23) and \$9.3M from the March 31 estimate (Q4 2022/23) and
- Soft cost estimate is \$3M higher than the September 30, 2022 (Q2 2022/23) estimate and \$3.2M lower than the March 31, 2023 (Q4 2022/23) estimate

August 31, 2023, Construction Cost Estimate Variance

The overall increase in the Construction Cost Estimate (Hard Costs) compared to previous forecasts is as follows:

- Q2 2022/23 (September 30, 2022) forecasted EAC has increased \$24.4M (2.3%)
- Q4 2022/23 (March 31, 2023) forecast cost has increased \$9.3M (0.9%)

Major Variances from the Q2 2022/23 forecast by segment are summarized as follows:

Program Segment	Due Diligence	30% Stage Gate: Program Budget	Q2 2022/23 Approved Budget	Q4 2022/23 EAC Forecast	August 2023 EAC Forecast	Variance: August EAC Forecast to Q4 2022/23 EAC Forecast	
						\$	%
Roads and Services	\$ 188.0 M	\$ 136.0 M	\$ 235.7 M	\$ 245.1 M	\$ 253.7 M	\$ 8.6 M	3.5 %
Earthworks, Marine and Parks	\$ 604.3 M	\$ 577.3 M	\$ 686.1 M	\$ 685.6 M	\$ 677.6 M	(\$ 8.0 M)	(1.2 %)
Bridges	\$ 114.9 M	\$ 142.1 M	\$ 141.8 M	\$ 148.1 M	\$ 156.8 M	\$ 8.7 M	5.9 %
Escalated Construction Cost Estimate	\$ 837.2 M	\$ 855.4 M	\$ 1,063.7 M	\$ 1,078.8 M	\$1,088.1 M	\$ 9.3 M	0.9 %

August 31, 2023, Soft Cost Estimate Variance

Soft Cost EAC Forecast is \$3.2M (1.4%) lower than forecasted in Q4 2022/23 EAC.

Major Variance from Q2 2022/23 Forecast due to an overestimate of the cost of Builders Risk and Wrap Up Liability Insurance

Major Variances from Q2 2022/23 by segment are summarized as follows:

Program Segment	Due Diligence	30% Stage Gate	Q2 2022/23 Approved Budget	Q4 2022/23 EAC Forecast	August 2023 EAC Forecast	Variance: August EAC Forecast to Q4 2022/23 EAC Forecast	
						\$	%
Roads and Services	\$ 23.9 M	\$ 22.0 M	\$ 31.5 M	\$ 35.1 M	\$ 34.6 M	(\$ 0.5 M)	(1.4%)
Earthworks, Marine and Parks	\$ 120.4 M	\$ 131.3 M	\$ 159.3 M	\$ 161.6 M	\$ 159.2 M	(\$ 2.3 M)	(1.4%)
Bridges	\$ 23.5 M	\$ 31.0 M	\$ 31.2 M	\$ 31.8 M	\$ 31.4 M	(\$ 0.4 M)	(1.2%)
Escalated Soft Cost Estimate	\$ 167.8 M	\$ 184.6 M	\$ 222.0 M	\$ 228.5 M	\$ 225.3 M	(\$ 3.2 M)	(1.4%)

Contingency Drawdown

	Hard Cost	Soft Cost	Contingency Balance
Approved 30% Budget (Mar 2019)	\$ 855,445,331	\$ 184,565,460	\$ 124,493,923
60% Stage Gate EAC (Nov 2019)	\$ 903,439,587	\$ 193,796,549	\$ 67,268,578
90% Stage Gate EAC (Nov 2020)	\$ 914,585,746	\$ 201,737,170	\$ 48,855,875
Q4 2020/21 EAC	\$ 916,432,835	\$ 202,869,859	\$ 45,876,097
Q2 2021/22 EAC	\$ 918,820,287	\$ 203,106,363	\$ 43,114,845
Q4 2021/22 EAC	\$ 917,340,839	\$ 205,717,968	\$ 41,982,690
Q2 2022/23 EAC	\$ 1,063,675,276	\$ 222,312,752	\$ 63,011,970
Q4 2022/23 Actual EAC	\$ 1,075,102,215	\$ 222,460,597	\$ 51,437,187
April 2023	\$ 109,794		\$ 51,327,393
May 2023	\$ 5,506,336	\$ (9,987)	\$ 45,831,044
June 2023	\$ 3,893,684	\$ 195,631	\$ 41,741,729
July 2023	\$ 2,011,171		\$ 39,730,558
July 2023 Actual EAC	\$1,086,623,198	\$222,646,241	\$ 39,730,558

Changes to Risk Register

- Compared to the previous analysis update, there is approximately **\$2.8 million** decrease in cost impact expected value and **6.2 months** of increase in schedule impact expected value, after implementing risk mitigation strategies
- The sum of schedule risks does not accurately represent potential schedule delays since it assumes all delays are cumulative and on the critical path. As a result, the schedule risks reported do not account for the ability to continuously adjust the schedule by accelerating and re-sequencing work

Stage Gate	Cost Impacts (EV)		Schedule Impacts (EV)	
	Pre-Mitigated	Mitigated	Pre-Mitigated	Mitigated
Current Analysis (Risk Register as of 8.30.23)	\$25.9 M	\$22.0 M	16.1 mo	14.3 mo
Previous Analysis (Risk Register as of 4.12.23)	\$27.6 M	\$24.9 M	9.9 mo	8.2 mo
Variance	(\$1.7) M	(\$2.8) M	6.2 mo	6.2 mo

Changes to Risk Register

Changes to Cost Risks

- 17 cost risks and 3 cost opportunities have been retired since last update, resulting in a \$3.2 M decrease in expected value of the cost impact. Top retired risks and opportunities are:
 - CNS 50.37 Additional dewatering for wet utilities in the parks: 30% probability with \$0.5M - \$1.5M in cost impact (EAC increased from \$600K to \$800K)
 - CNS 70.49: Oppo SDMA dockwall stone reuse: 75% probability with -\$170K to -\$690K impact (opportunities realized)
 - CNS 900.60 Oppo Steel Tonnage Reconciliation: 95% with -\$600K impact (reconciled in the EAC)
- 14 risks and 2 opportunities have been added since last update, resulting in \$2.63 M increase in expected value of the cost impact.
- Changes made to existing risks account for \$4.2 million decrease in expected value of cost impact
 - CTR 50.01 External market forces (escalation risk): EV decreased by \$5 million
 - CNS 50.34 Additional SDMA dredging during construction: EV decreased by \$0.83 million
- There have been additions and changes made to sub-contractor claim risks, explaining some of the changes in risk profile.

Cost Risk Analysis

Comparison to Previous Analysis Update

- Waterfront Toronto is implementing an additional \$169 million funding to supplement the original \$1,185 million budget, for a new target budget of \$1,354 million.
- Since the previous analysis update, the cost estimate at 90th percentile has increased \$0.63 million to \$1,350 million.
- There is a 95.2% chance of project not exceeding the target budget (\$1,354 million). The percent chance of not exceeding target budget was 95.4% in the previous update.
- Results exclude extended overhead / delay costs since the EAC has accommodated costs associated with the schedule extension.



Note: Risk analysis results do not account for unknown unknowns that impact the project budget.

Cost Risk Analysis

- Current base costs increased by **\$6 million** compared to the previous update.
- Expected value of the cost impact decreases by **\$2.8 million** compared to the previous update.
- Risk-adjusted cost estimate at the 90th percentile increased by **\$0.63 million**.

	Due Diligence	30% SG	Q2 2022/23 Approved Budget	Q4 2022/23 EAC Forecast	August 2023 EAC Forecast	Variance Q2 2022/23 to August 2023
Hard Costs	\$837 M	\$855 M	\$1,064 M	\$1,079 M	\$ 1,088 M	\$9.3 M
Soft Costs	\$168 M	\$185 M	\$222 M	\$229 M	\$ 225 M	(\$3.2 M)
NRHST	\$16.0 M	\$20.5 M	\$5.0 M	\$5.0 M	\$5.0 M	
Total Base Costs	\$1,021 M	\$1,061 M	\$1,291 M	\$1,312 M	\$1,318 M	\$6.1 M
Total Budget	\$1,185 M		\$1,354 M	\$ 1,354 M	\$1,354 M	\$0
Estimated Remaining Contingency	\$164 M	\$124 M	\$ 63 M	\$42 M	\$36 M	(\$ 6.1 M)
P90 Cost Risk Estimate	\$1,185 M	\$1,220 M	\$1,344 M	\$1,350 M	\$1,350 M	\$0
Target Budget	\$1,185 M		\$ 1,354 M			
Probability of Achieving Target	90%	73%	96.4%	95.4%	\$95.2%	(0.2%)

Top 10 Cost Risks and Opportunities

Risk	Prob	Low	High	Expected
Subcontractor Costs in Excess of Estimate	90%	\$0.4 M	\$18.2 M	\$3.9 M
NRHST Rebate - Municipal	50%	\$5.7 M	\$5.7 M	\$2.8 M
Increased offsite disposal - does not meet quality criteria	30%	\$1.6 M	\$11.0 M	\$2.6 M
Dock wall Construction under the Existing Cherry St. Bridge	50%	\$2.5 M	\$3.5 M	\$1.6 M
Increase to Soil Disposal Rate	65%	\$0.9 M	\$2.8 M	\$1.5 M
External Market Forces In Excess of Cost Escalation	75%	\$1.0 M	\$1.6 M	\$1.0 M
Tune Mass Dampers (Commissioners)	95%	\$0.6 M	\$1.3 M	\$1.0 M
Additional SDMA Dredging During Construction	10%	\$6.3 M	\$9.4 M	\$0.8 M
Electrical Package Design Revisions to IFC	50%	\$0.2 M	\$2.0 M	\$0.8 M
CNS 50.47: Oppo: Recoverable Keating Channel Dredging	100%	-\$3.0 M	-\$3.0 M	-\$3.0 M

Top 10 Schedule Risks

- Schedule risk results do not account for the ability to continuously adjust the schedule by accelerating and re-sequencing work

Risk	Prob	Low	High	Expected
Xylem - Change in Suppliers	90%	2.0 mo	6.0 mo	3.6 mo
Delayed IFC Drawing Approval for SWTF/SPS	90%	2.0 mo	6.0 mo	3.6 mo
Contractor Delay Claims	30%	3.0 mo	9.0 mo	1.8 mo
Delay in Villiers Street Excavation	50%	1.0 mo	3.0 mo	1.0 mo
Electrical Package Design Revisions to IFC	50%	1.0 mo	3.0 mo	1.0 mo
Enbridge 20" Relocation (Schedule Risk)	15%	4.0 mo	6.0 mo	0.8 mo
Extended Operations of Toronto Water Assets	5%	3.0 mo	24.0 mo	0.6 mo
Bell Permanent Works - Cherry St.	50%	0.5 mo	1.5 mo	0.5 mo
Migratory Bird Nesting	20%	0.5 mo	6.0 mo	0.5 mo
Ship Channel Carp Gate Settlement	10%	2.0 mo	2.0 mo	0.2 mo

Thank you / Questions

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Closed Session

1. Item 11a) Draft Minutes of the Closed Session June 12, 2023 Meeting

ON MOTION duly made by [●] and seconded by [●] and carried, be it **RESOLVED** that the Minutes of the Closed Session of the Board of Directors meeting held on June 12, 2023 be approved, as tabled.

2. Item 12 Amendment to Capital Approval for Queens Quay East Extension Lakefill

ON MOTION duly made by [●] and seconded by [●] and carried, be it **RESOLVED** that the Board of Directors do hereby authorize the amendment of the resolution originally passed on June 12, 2023, to the effect that the Capital expenditure of \$34.4M to complete the Queens Quay East Extension Lakefill Design and Construction is hereby approved.

2023 BOARD & COMMITTEE SCHEDULE UPCOMING MEETINGS

S/N	Date (2023)	Board/Committee	Key Agenda Item(s) include:
1.—	Thursday, February 23	FARM	● Per FARM Committee workplan
2.—	Wednesday, March 8 (3:00 – 5:00p.m.)	HRGSR	● Per HRGSR Workplan
3.—	Thursday, March 9	IREC	<ul style="list-style-type: none"> ● Quayside Update ● Detailed Status Report on all Development Projects ● Other Projects (if any) ● Real Estate Acquisitions and Divestitures (if any) ● Other Acquisitions (if any)
4.—	Monday, March 27	Board	● Reports of the IREC, FARM and HRGSR committees
5.—	NEW: Thursday, May 18 (1:30-3:30pm) Friday, June 9 (10a.m. – 12:00p.m.)	IREC	● Per IREC Work Plan
6.—	NEW: Monday, May 29 (9:00am-12:00pm) Thursday, May 25	FARM	● Per FARM Work Plan
7.—	Thursday, June 1	HRGSR	● Per HRGSR Work Plan
8.—	Monday, June 12 (1:00-4:30p.m.)	Board	<ul style="list-style-type: none"> ● Reports of the HRGSR, IREC, and FARM committees ● Approve 2022/23 Annual Report ● Approve 2022/23 audited financial statements ● Year-end Performance Assessment for CEO and approval of compensation for 2023/24
9.—	Thursday, September 14	HRGSR	● Per HRGSR Work Plan
10.—	Thursday, September 21	FARM	● Per FARM Work Plan
11.—	Thursday, September 28	IREC	● Per IREC Work Plan
12.—	Thursday, October 12	Board	<ul style="list-style-type: none"> ● Report of the HRGSR, IREC, and FARM committees ● 2024 Board and Committee Meeting Calendar ● Interim Performance Assessment for the CEO for 2023/24
13.	Thursday, November 9	HRGSR	● Per HRGSR Work Plan
14.	Thursday, November 16	IREC	● Per IREC Work Plan
15.	Thursday, November 23	FARM	● Per FARM Work Plan
16.	Thursday, December 7	Board	<ul style="list-style-type: none"> ● Report of the HRGSR, IREC, and FARM committees ● Approval of 2023/24 Corporate Plan