

**MINUTES of the Open Session of the
Finance Audit and Risk Management Committee Meeting of the
Toronto Waterfront Revitalization Corporation
Via Hybrid: In-Person and Microsoft Teams Teleconference
Thursday, June 5, 2025 at 9:00 a.m.**

COMMITTEE: Kevin Sullivan (Chair)
Michael Braithwaite
Drew Fagan
Laurie Payne

REGRETS: None

ATTENDANCE: WATERFRONT TORONTO
George Zegarac - Chief Executive Officer
Ian Ness - General Counsel
Lisa Taylor - Chief Financial Officer
Meg Davis - Chief Development Officer
Chris Glaisek - Chief Planning and Design Officer
Kevin Greene - Chief Operating Officer
Joe Cressy - Chief of Staff
Julius Gombos - SVP, Project Delivery
Renee Gomes – SVP, Development
Cameron MacKay - SVP, Strategic Communications & Engagement
Pina Mallozzi - SVP, Design
Kristina Verner - SVP, Strategic Policy & Innovation
Aaron Barter - VP, Program Integration & Sustainability
Rose Desrochers - VP, Human Resources & Administration
Edward Chalupka – Director, Government Relations
Marciana Boboc – Director, Procurement
Sampada Chandane – Director, Financial Management Accounting
Mary Anne Santos - Director, Financial Planning
Catherine Murray – Associate General Counsel
Charmaine Miller - Executive Assistant to the CEO & Board Administrator
Kathleen Pollard - Board Administrative Assistant

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

- Anamika Srivastava, Miguel Iriondo, Jasmine Haghighi, Aiden Shehata, Vania Emerson – Housing, Infrastructure and Communities Canada
- Cory MacDonald, Courtney Childs, Jonathon Vita, Jennifer Liu – Ontario Ministry of Infrastructure
- Luis Castillo – BTY Consulting Group Inc.
- Rob Clause, Jeff Barratt – BDO Canada LLP

We also had one member of the public in attendance at the Waterfront Toronto office.

Ian Ness acted as secretary of the meeting. The Chair welcomed everyone to the meeting of the Finance Audit and Risk Management (FARM) Committee (the “Committee”) of the Toronto Waterfront Revitalization Corporation (“Waterfront Toronto” or the “Corporation”). With notice of the meeting having been sent to all members of the Committee in accordance with the Corporation’s By-laws and a quorum being present, the Chair called the meeting to order at 9:03 a.m. and declared the meeting was duly constituted for the transaction of business.

1. Land Acknowledgement

Kevin Sullivan acknowledged Indigenous Peoples’ presence and connections to lands under revitalization by Waterfront Toronto.

2. Meeting Agenda

ON MOTION duly made by Drew Fagan, seconded by Laurie Payne, and carried, it was **RESOLVED** that the Meeting Agenda be approved as presented.

3. Declaration of Conflicts of Interest

There were no conflicts of interest declared.

4. Consent Agenda

a) Draft Minutes of Open Session February 27, 2025 FARM Committee Meeting

ON MOTION duly made by Laurie Payne, seconded by Drew Fagan, and carried, it was **RESOLVED** that the Minutes of the February 27, 2025 FARM Committee meeting be approved as presented.

5. Corporate & Project Reporting Dashboards

Items 5a through 5e

Lisa Taylor, Chief Financial Officer provided highlights of the macro dashboard which showed that three areas of WT’s 2024/25 Corporate Plan performance (namely capital investment plan, revenues and key deliverables) finished the year at just below 70% of Plan, resulting in the orange pie colours (caution). This was caused largely by external factors outside of our control such as unexpected site issues and market conditions, which are covered further in the Corporation’s 2024/25 Integrated Annual Report.

Ms. Taylor also commented that the Corporation’s enterprise risk portfolio is elevated since last quarter due to higher real estate market risk and project delivery risk, largely connected to tariffs and increased construction costs. The Corporation’s liquidity risk also increased due to resulting development revenue uncertainty and potential for increased borrowing to mitigate this uncertainty.

On the positive side it was reported that government risk and financial sustainability risk has reduced because of stability from recent election results and execution of the Next Phase tri-government funding agreement.

Highlights were provided for several other dashboards, including audit (one audit completed related to the year-end financial statements, and that procurement for an outsourced internal audit function is currently underway); and liquidity (positive cash balance of over \$50 million with a forecast to begin drawing down on the line of credit facility this time next year). The CFO also noted that a change in assumption was made regarding the timing for closing on phase 2 of the Quayside development due to market conditions.

The remaining consent agenda item dashboards (namely capital project dashboards, procurement, regulatory compliance, and ESG) were taken largely as read. Questions were answered of the Committee.

6 & 7. Year-End Financial Statements March 31, 2025 and 2024/25 External Audit Results Report

The FARM Committee reviewed the Corporation's financial statements for the year ended March 31, 2025 with management and the Corporation's external auditors from BDO Canada LLP (BDO). BDO noted that they would be issuing an unqualified audit opinion, that there were no material matters of concern regarding internal controls, and no matters to be discussed with the Committee without management. BDO also shared that they received full cooperation from management during their audit.

The FARM Committee supports Board approval of the audited financial statements.

ON MOTION duly made by Laurie Payne, seconded by Michael Braithwaite, and carried, it was **RESOLVED** that the Finance, Audit and Risk Management Committee recommends for approval by the Board of Directors on June 26th, 2025, the audited financial statements for the year ended March 31, 2025.

8. Port Lands Flood Protection (PLFP) Project Update

Julius Gombos, SVP, Project Delivery provided a visual progress report for the PLFP project.

9. Annual Insurance Program Review

As part of Waterfront Toronto's Enterprise Risk Management Framework, management shared information related to the Corporation's annual insurance program renewals, including coverages for Directors & Officers insurance.

Management successfully maintained or enhanced existing coverages for 2025/26 for an overall premium almost 1% lower than last year.

Specifically, Waterfront Toronto was able to increase third-party liability coverage from \$20 million to \$30 million while maintaining our Directors & Officers insurance policy at \$20 million, in line with third party benchmarking results regarding recommended coverage completed by our insurance broker, Hub.

The FARM Committee was satisfied with the coverages/ results presented.

10. Motion to go into Closed Session

In accordance with By-Law No. 2 of the Corporation and **ON MOTION** duly made by Laurie Payne, seconded by Michael Braithwaite, and carried, the Committee **RESOLVED** to go into Closed Session to discuss items 11 through 16 of the agenda. The exception relied for the discussion for item 11 is Section 6.1.1(a), for item 12 is provided in the minutes of the Open Session February 27, 2025 FARM Committee meeting under item 4(a) of this agenda, for item 13 is section 6.1.1(k), for item 14 is section 6.1.1(k), for item 15 is section 6.1.1 (l) and for item 16 is section 6.1.1(l) of By-Law No. 2. The meeting continued in Closed Session.

11. Annual Insurance Program Review (continuation)

12. Consent Agenda

Draft Minutes of the Closed Session – February 27, 2025 FARM Committee Meeting

13. Integrated Annual Report 2024/25

14. Port Lands Flood Protection (PLFP) Project Update

15. Ookwemin Minising Enabling Infrastructure and Biidaasige Park North – Contracting Method Analysis and Recommendation

16. Keating Channel Pedestrian Bridge Update

17. Motion to go into Open Session

ON MOTION duly made by Laurie Payne, seconded by Michael Braithwaite, and carried, the committee **RESOLVED** to go into Open Session.

18. Resolution(s) Arising from the Closed Session

Item 12 Draft Minutes of the Closed Session February 27, 2025 FARM Committee Meeting

ON MOTION duly made by Laurie Payne, seconded by Drew Fagan, and carried, it was **RESOLVED** that the Minutes of the Closed Session of the Finance, Audit and Risk Management Committee held on February 27, 2025 be approved as tabled.

Item 13 Integrated Annual Report (IAR) 2024/25

ON MOTION duly made by Laurie Payne, seconded by Michael Braithwaite, and carried, it was **RESOLVED** that the Finance, Audit and Risk Management Committee recommends that the Board of Directors approve the 2024/25 Integrated Annual Report substantially in the form presented, with such changes thereto as the Board may approve.

Item 15 Ookwemin Minising Enabling Infrastructure and Biidaasige Park North – Contracting Method Analysis and Recommendation

ON MOTION duly made by Laurie Payne, seconded by Drew Fagan, and carried, it was **RESOLVED** that the Finance, Audit and Risk Management Committee hereby approves, for recommendation to the Board of Directors, Management's recommendation that the Project be tendered using the Construction Management method, with an option to negotiate Guaranteed Maximum Price, to enable early contractor involvement and design flexibility, better management of schedule constraints and transparency.

Item 16 Keating Channel Pedestrian Bridge Capital Approval

ON MOTION duly made by Drew Fagan, seconded by Michael Braithwaite, and carried, it was **RESOLVED** that the Finance, Audit and Risk Management Committee recommends for approval by the Board of Directors capital expenditures of \$7.5 million to advance design work, undertake certain early works and to order steel in respect of the Keating Channel Pedestrian Bridge Project.

19. Termination of the Meeting

There being no further business, **ON MOTION** duly made by Laurie Payne, seconded by Michael Braithwaite, and carried, it was **RESOLVED** that the meeting be terminated at 10:53 a.m. local time.

Committee Chair

Secretary