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 4, 2026 at 9:00 a.m.

COMMITTEE: Kevin Sullivan (Chair)
Derek Ballantyne
Michael Braithwaite

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 Strategy & Public Affairs Officer
Emily Campbell - SVP, Strategic Communications
Julius Gombos - SVP, Project Delivery
Renee Gomes - SVP, Development
Pina Mallozzi - SVP, Design
Kristina Verner - SVP, Strategic Policy & Innovation
Aaron Barter - VP, Program Integration & Sustainability
Don Forbes - VP, Project Delivery
Rose Desrochers - VP, Human Resources & Administration
Marciana Boboc - Director, Procurement
Sampada Chandane - Director, Financial Management Accounting
Mary Anne Santos - Director, Financial Planning
Ulises Aparicio - Project Director, Project Delivery
Nilima Menon - Senior Project Manager, Project Delivery
Patrick Meredith-Karam - Senior Manager, Transportation
Catherine Murray - Associate General Counsel
Charmaine Miller - Executive Assistant to the CEO & Board Administrator

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

- Jennifer Côté, Spencer Sloan, Miguel Iriondo - Housing, Infrastructure and Communities Canada
- Zaid Shaikh, Courtney Childs, Jonathon Vita, Bill Raymond, Cory MacDonald - Ontario Ministry of Infrastructure
- Jay Paleja - Waterfront Secretariat, City of Toronto
- Jeff Barratt, Rob Clause, Alex Herbert – BDO Canada LLP
- Libby Duckworth, Grace Nunn - KPMG LLP

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 9:01 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 Derek Ballantyne, seconded by Michael Braithwaite, 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 the Open Session February 26, 2026 FARM Committee Meeting

ON MOTION duly made by Michael Braithwaite, seconded by Derek Ballantyne, and carried, it was **RESOLVED** that the Minutes of the February 26, 2026 FARM Committee meeting be approved as presented.

5. Corporate & Project Reporting Dashboards

Items 5a through 5d

As a result of the heavy agenda the materials were taken as read. Lisa Taylor, Chief Financial Officer provided highlights of the macro dashboard which showed that one area of WTs 2025/26 Corporate Plan performance (namely Key Deliverables) finished the year at just below 70% of Plan (orange). This was related to external market factors tied to certain deliverables, namely the housing development-related request for qualifications for Ookwemin Minising (delayed to June due to market conditions and risks), as well as construction of Small Street for Quayside (delayed due to tenant overhold).

The remaining three areas of the Plan (namely capital investment, revenues and corporate KPIs) finished the year at over 70% of Plan (green), and these and all of Waterfront Toronto's year end results are covered further in the draft 2025/26 Integrated Annual Report.

Ms. Taylor also commented that the Corporation's enterprise risk portfolio saw a slight improvement (decreased risk scores) associated with the top two risks (real estate market risk and transit infrastructure funding risk) as a result of the recent $3 billion tri-government funding announcement to advance the Waterfront East Rapid Transit Line. In addition, improved risk scores were recognized for recruitment, retention and well being of employees risk due to low staff turnover (7.7% for 2025/26).

She further reported that from a liquidity perspective the Corporation continues to forecast a need to borrow in 2026 up to a maximum of $31 million (reduced by the available balance of corporate reserve), largely for capital contributions towards Quayside affordable rental housing which are being funded from future Quayside land sale revenues.

Julius Gombos, SVP, Project Delivery provide highlights of the five capital project dashboards for projects with a capital approval of greater than $50 million. While some slight schedule delays were noted, these were not considered material and will have no impact on housing starts.

Marciana Boboc, Director, Procurement, provided an update regarding WTs Procurement Policy, including recent amendments made to enhance governance, reduce risk, improve operational clarity, and provide flexibility where appropriate.

6. Delegations of Authority

Management recommended two changes to the Corporation's Delegations of Authority, namely to a) reduce the CEO approval threshold for sole source procurements from $1 million to $500,000 in line with peer organizations such as the City of Toronto and TTC, and b) to require two C-level approvals for grant applications (one of which should be the CEO if >=$1 million) to enhance internal controls and align with WT bylaws.

ON MOTION duly made by Michael Braithwaite, seconded by Derek Ballantyne, and carried, it was **RESOLVED** that the Finance, Audit and Risk Management Committee recommend approval of the updated Delegations of Authority by the Board of Directors.

7. Year End Financial Statements, March 31, 2026

Sampada Chandane, Director of Financial Management, presented the Corporation's financial statements for the year ended March 31, 2026. After a report from the external auditors a motion was presented for recommendation to the Board.

ON MOTION duly made by Michael Braithwaite, seconded Derek Ballantyne, and carried, it was **RESOLVED** that the Finance, Audit and Risk Management Committee recommend the audited financial statements for the year ended March 31, 2026, in the form, and subject to the revisions, presented to the meeting, be approved by the Board of Directors on June 23, 2026.

8. 2025/26 External Audit Results Report

The Corporation's external auditors, BDO Canada LLP (BDO) reported that they would be issuing an unqualified audit opinion, that there were no material matters of concern regarding internal controls or other areas, and that they received full cooperation from management during their audit. In line with good governance, the external auditors also met with the FARM Committee separately without management.

9. Capital Project Execution & Delivery Internal Audit Scope

WTs outsourced internal auditor, KPMG LLP, provided an update on the three-year internal audit plan that was approved by the FARM Committee in February 2026. KPMG reported that the first audit, focused on Capital Project Execution & Project Delivery is now underway, and results are expected at the September 2026 FARM Committee meeting.

10. 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 renewed coverages for 2026/27 for an overall premium of just 2% higher than last year (in line with inflation), with coverage limits being assessed as appropriate based on third party benchmarking by WTs insurance broker, Hub International.
The FARM Committee was satisfied with the coverages/results presented.

11. Motion to go into Closed Session

In accordance with By-Law No. 2 of the Corporation and **ON MOTION** duly made by Michael Braithwaite, seconded by Derek Ballantyne, and carried, the Committee **RESOLVED** to go into Closed Session to discuss items 12 through 17 of the agenda. The exception relied for the discussion for item 13(a) is provided in the minutes of the Open Session February 26, 2026 FARM meeting contained in item 4 (a) of this agenda, for item 12 is Section 6.1.1(a), for item 14 is Section 6.1.1(l), for item 15 is 6.1.1(k), for item 16 is Section 6.1.1(k), for item 17 is Section 6.1.1(k) of By-Law No. 2. The Committee will continue in Open Session at the end of the Closed Session to discuss and vote on any resolutions pertaining to the Closed Session.

12. Annual Insurance Program Review (continuation)

13. Consent Agenda

a) Draft Minutes of the Closed Session February 26, 2026 FARM Committee Meeting

14. Integrated Toronto Waterfront Enabling Infrastructure (TWEI) Update

15. Financial Sustainability Review Update

16. 2025/26 Integrated Annual Report (IAR)

17. Waterfront East Rapid Transit Line – Construction Readiness & Early Works Request for Supplementary Capital Approval

18. Motion to go into Open Session

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

19. Resolution(s) Arising from the Closed Session

Item 13 (a) Draft Minutes of the Closed Session March 26, 2026 FARM Committee Meeting

ON MOTION duly made by Derek Ballantyne, seconded by Michael Braithwaite, and carried, it was **RESOLVED** that the Minutes of the Closed Session of the Finance, Audit and Risk Management Committee held on February 26, 2026 be approved as tabled.

Item 16 Integrated Annual Report (IAR) 2025/26

ON MOTION duly made by Derek Ballantyne and 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 2025/26 Integrated Annual Report substantially in the form, and subject to the revisions, presented at the meeting with such changes thereto as the Board may approve.

Item 17 Waterfront East Rapid Transit Line – Construction Readiness & Early Works Request for Supplementary Capital Approval

ON MOTION duly made by Derek Ballantyne and 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 additional capital expenditure of $70.0 million for the Waterfront East Rapid Transit Line construction readiness (including construction ready design and Construction Manager procurement and pre-construction services), and construction of project early works, subject to execution of a Delivery Agreement with the City of Toronto to provide the necessary funding, and to add this scope of work and value to the Corporation’s 2026/27 Annual Business Plan and related Rolling Five Year Strategic Plan.

20. Termination of the Meeting

There being no further business, **ON MOTION** duly made by Michael Braithwaite, seconded by Derek Ballantyne, and carried, it was **RESOLVED** that the meeting be terminated at 10:39 a.m. local time.

21. Directors Only Session

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Committee Chair Secretary