



**Request for Proposals  
Innovation and Funding Partner for the  
Quayside Development Opportunity**

RFP No.: 2017-13  
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2:00pm EST (Local Time)**



**WATERFRONT**Toronto



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**APPENDIX C** RFP Particulars (Submission Requirements and Evaluation Criteria)

**Glossary of Terms**

# Guide to Reading This Document

## Part A

Provides an introduction to the development opportunity, including a description of challenges to be addressed by the Partner, Project objectives and scope requirements.

## Part B

**Section 1** describes the Request for Proposal process, including how to submit and evaluation criteria.

**Section 2** details the evaluation, negotiation and award process.

**Section 3** sets out the terms and conditions of the RFP process.

**Appendix A** - General Background Information

**Appendix B** - Form of Agreement

**Appendix C** - RFP Particulars (Submission Requirements and Evaluation Criteria)

**Appendix D** - Submission Forms (attached as a separate file)

## Glossary of Terms

The Electronic Data Room can be accessed by registering at:

[www.quaysideTO.ca](http://www.quaysideTO.ca)



Part A

## I. Overview of the Opportunity

Waterfront Toronto is seeking a unique partner, one with invention ingrained in its culture, which can transform conventional business practices and help to establish a benchmark climate positive approach that will lead the world in city building practices.

Toronto stands at a crossroads. As a modern, connected and diverse global city, it is an increasingly attractive destination for investors, global talent and tourists. Its real estate market is among the most attractive and durable in North America. Its economy is robust, with financial services, information and communications technology, and film, television and digital production fueling continued growth. Newcomers are increasingly choosing to live and work in the booming downtown core, and, as the downtown experiences continued growth, its post-industrial waterfront is transforming into a compelling destination with vibrant public and cultural spaces, best-in-class technology infrastructure, and a range of high-quality housing options and commercial opportunities.

Even with its dynamism, Toronto faces challenges that are familiar to other cities, such as:

- How do we build a more sustainable city in the face of climate change?
- How do we create places to live for people of all ages, abilities and incomes?
- How do we create jobs and prosperity, and support innovative new businesses?

Toronto's eastern waterfront, with more than 300 hectares (750 acres) of land subject to future revitalization (see **Figure 1**), presents a unique opportunity for governments, private enterprise, technology providers, investors and academic institutions to collaborate on these critical challenges and create a new global benchmark for sustainable, inclusive and accessible urban development. Our long-term aspiration for this vast area is to create vibrant, connected, climate-

positive, resilient and prosperous communities.

The Toronto Waterfront Revitalization Corporation ("Waterfront Toronto") is seeking an Innovation and Funding Partner ("the Partner") that shares our aspirations and will help create and fund a globally-significant community that will showcase advanced technologies, building materials, sustainable practices and innovative business models that demonstrate pragmatic solutions toward climate positive urban development. The opportunity in this Request for Proposal ("RFP") is the Quayside Development (the Project), an approximate 4.9-hectare (12-acre) development site situated along Toronto's eastern waterfront (see **Figure 1**) and within walking distance of the vibrant central business district. Comprising sites owned primarily by Waterfront Toronto and the City of Toronto, as well as a privately-held parcel, the Project offers approximately 3.3 million square feet of development potential.

The Project is the pilot for which Waterfront Toronto and the Partner will establish a clear vision and action plan for creating a vibrant, climate-positive and prosperous community – one that will serve as a national and global model to encourage market transformation towards climate-positive city building. Waterfront Toronto considers that by achieving key objectives for the Project it may be beneficial to advance the solutions, processes and partnerships proven successful through the Project to subsequent developments on the eastern waterfront, as those lands become available to Waterfront Toronto (as per the established protocols with the City of Toronto). As the directing agency of the waterfront lands, Waterfront Toronto, therefore, reserves the right to do so. The extent to and the manner in which such successful solutions, processes and partnerships are carried forward into subsequent developments of the eastern waterfront could be affected by future applicable procurement policies and additional requirements of the City of Toronto or other funding authorities.

Please see **Appendix A** for additional background information on the flood protection work needed in order to unlock the development potential of the eastern waterfront and on the plans for other areas within the waterfront.

The Partner will work directly with Waterfront Toronto in the conceptualization, business planning and implementation stages of the Project (see



**Figure 1. Quayside and the Eastern Waterfront**

**Section VII Partner Scope and Deliverables).**

This includes identifying and defining the necessary technologies, infrastructure, strategies, measurable outcomes and downstream partners that will ensure the Project's success.

When complete, the Project is envisioned as a highly sustainable mixed-use, mixed-income neighbourhood, providing a range of housing types and amenities as well as addressing the need for mobility and accessibility. It will offer inclusive, high-quality living for people of all income levels and all stages of life. The Project will also afford a significant opportunity to generate prosperity by continuing to build the emerging economic clusters on the waterfront, including employers and job creators in the urban innovation and broader technology sectors. As part of a vibrant waterfront, the Project also has potential to accommodate diverse retail, commercial and institutional development, which may include academic and cultural centres.

Waterfront Toronto has an established track record for raising the bar on sustainability, inclusivity, urban design and innovation, and for developing precedent-setting, dynamic, mixed-use neighbourhoods with strong connections to adjacent communities. Our accomplishments include:

- 2.5 million square feet of development (completed or planned)
- Over 1,400 market residential units built, an additional 1,200 under construction
- 500 affordable housing units built, an additional 80 under construction
- 500-bed George Brown College student residence
- First large scale integrated market residential /affordable rental building in Toronto
- Privately-funded, fibre optic gigabit network across the waterfront
- 36.4 hectares (90 acres) of parks and public spaces
- First new streetcar line in Toronto in 16 years
- 28 km of critical municipal infrastructure
- Economic Impact - approximately \$3.9 billion in economic output to the Canadian economy
- \$10 billion+ of total market development value on and around the waterfront
- The waterfront is now part of Toronto's brand – a premier destination attracting visitors, investment and talent

## II. The Challenges

The context in which we are operating continues to change rapidly: Toronto is the fastest growing large metropolitan area in North America; the downtown core is adding more jobs and residents at a robust rate, and is expanding towards the waterfront; there is a backlog of critical urban infrastructure; government funding is constrained; new technologies are changing the employment market; housing is a challenge – particularly for working class families; climate change imperative is a reality that must be acknowledged; and, urban mobility is a growing challenge. As with all of Waterfront Toronto’s projects, this Project is intended to address a number of these challenges, including:

### 1. Sustainability, Resiliency and Urban Innovation

Global warming is increasing as a result of human activity, and will continue to affect our communities in ways we cannot yet fully appreciate. The imperative to address climate change can no longer be ignored; reducing carbon emissions alone will not be enough to keep global warming from causing disruption to the earth’s ecosystems. Studies show that carbon must now be removed from the atmosphere to keep warming to below 2° Celsius. Canada has recognized the importance of reducing its carbon footprint and has committed to achieving this goal. And, as cities around the world are working to better understand the necessary changes to design, planning, transit, infrastructure and technology needed to create more sustainable and livable cities, the Project offers a globally significant transformation opportunity that showcases innovative and sustainable approaches to development.

The Project will exemplify the behavioral and technological shifts necessary to keep the global average temperature rise to below two degrees Celsius. As a member of the C40 Climate Positive Development Program, Waterfront Toronto is targeting carbon emissions reductions to below zero (in other words, to be climate positive) by reducing emissions from buildings and other energy uses, waste and transportation, and by preserving and creating parks and green spaces. For further information on Waterfront Toronto policies, processes and aspirations in these specific challenge areas, please visit the Electronic Data Room.

The Project should emphasize resilience strategies, ensuring that buildings, infrastructure and communities are able to survive, adapt and thrive in response to a changing climate and in times of emergency. Progressive approaches to preserving and enhancing natural ecosystems, conserving resources, minimizing environmental impacts and reducing waste, should also be advanced as the area transforms.

In addition, the Project should reflect broader urban innovation, including technology-enabled, inclusive, connected communities. The Project will leverage the strength of existing world-class digital infrastructure within the waterfront to realize fully the benefits of emerging technologies – including but not limited to the Industrial Internet of Things (“IIoT”), analytics, and artificial intelligence (“AI”) – to support data-informed decision-making for residents, visitors, investors, employers, and service providers.

**Sustainability and resiliency are about more than just delivering a progressive environmental agenda; they are also about ensuring social and economic diversity, health and well-being, and future proofing our communities.**

### 2. Complete Communities

Complete communities address the basic needs and enhance the quality of life for residents through comprehensive planning and design excellence, including providing for affordable and inclusive housing, convenient and efficient transit options, and integrated social and cultural amenities. Currently there are more than 177,000 people (or 82,000 households) on the waiting list for affordable rental housing in Toronto, yet less than 2,600 of these families are housed annually. As Toronto’s downtown population continues to grow faster than the rest of the city, providing housing for residents of all income levels is a priority. Waterfront Toronto has a mandate to increase the city’s supply of affordable housing by setting aside sufficient land to accommodate 20 percent of new residential units as Affordable Rental Housing (based on Canada Mortgage and Housing Corporation (“CMHC”) average market rent for Toronto). These units are delivered entirely



with government funding. With the City of Toronto, Waterfront Toronto will deliver between 500 and 800 units of Affordable Rental Housing through the Project; however, this does not fully address the challenge. There remains a very significant need for moderately priced, purpose-built rental housing for those who cannot afford to purchase a home in downtown Toronto. New business and financial models are needed from both the public and private sectors to support the delivery of this housing. It is envisioned that Waterfront Toronto and the Partner will work together to identify progressive solutions to deliver high-quality, moderately priced, purpose-built rental housing in the Project.

In the past, development along the western waterfront has primarily produced private condominiums. The Project is an opportunity to create a mixed-use, mixed-income neighbourhood with vibrant, diverse and inclusive community amenities, such as cultural and social spaces, and access to technology and services that support learning and development. The waterfront also needs to be an animated place where people come to spend time year-round. Through beautifully designed public spaces, compelling cultural amenities, innovative solutions, active programming, and integrated transportation and mobility infrastructure, the waterfront will become a vibrant place to live, learn, work and visit.

### **3. Economic Development and Prosperity**

A primary objective of waterfront revitalization is to deliver key economic and social benefits that enable Toronto to compete effectively with other top-tier global cities for investment, jobs and talent. The Project will further Waterfront Toronto's employment and economic development objectives by providing an environment in which an urban innovation cluster can be established and thrive. Demonstration spaces, project testbeds, and industry-academic partnerships will be leveraged to accelerate the growth of this important cluster. The activities within the Project will be complementary to the adjacent innovation ecosystem to help create opportunities for job creation, entrepreneurial enterprise and the growth of established industries. Through this RFP, Waterfront Toronto will join with a forward thinking, innovative Partner to address these challenges.

### **4. Limited Government Funding Requires Innovative Business Models**

Government funding is constrained and there exists a large list of competing infrastructure projects. In collaboration with the private, public and not-for-profit sectors, Waterfront Toronto must seek out new and innovative partnerships, funding and investment models that enable our projects, address our goals and recognize and mitigate diminishing government funds.

Through this RFP, Waterfront Toronto will join with a forward thinking, innovative Partner to address these challenges.

## **III. Project Objectives**

To address the challenges in **Section 2** above, the Project will build on Waterfront Toronto's success by advancing ambitious, high-level objectives, including:

### **1. Sustainability, Resiliency and Urban Innovation**

Create a globally significant demonstration project that advances a new market model for climate-positive urban developments. Pilot, on a large scale, leading sustainability and resiliency practices that address local, national and global carbon emission reduction targets. Incorporate technology advancements that enhance efficiencies and improve the overall quality of life for citizens, employees, students and visitors to the area;

### **2. Complete Communities**

Establish a complete community that emphasizes quality of place, and provides a range of housing types for families of all sizes and income levels within a robust mix of uses, including public open space, culture, recreation, vibrant retail, education-related activities and offices;

### **3. Economic Development and Prosperity**

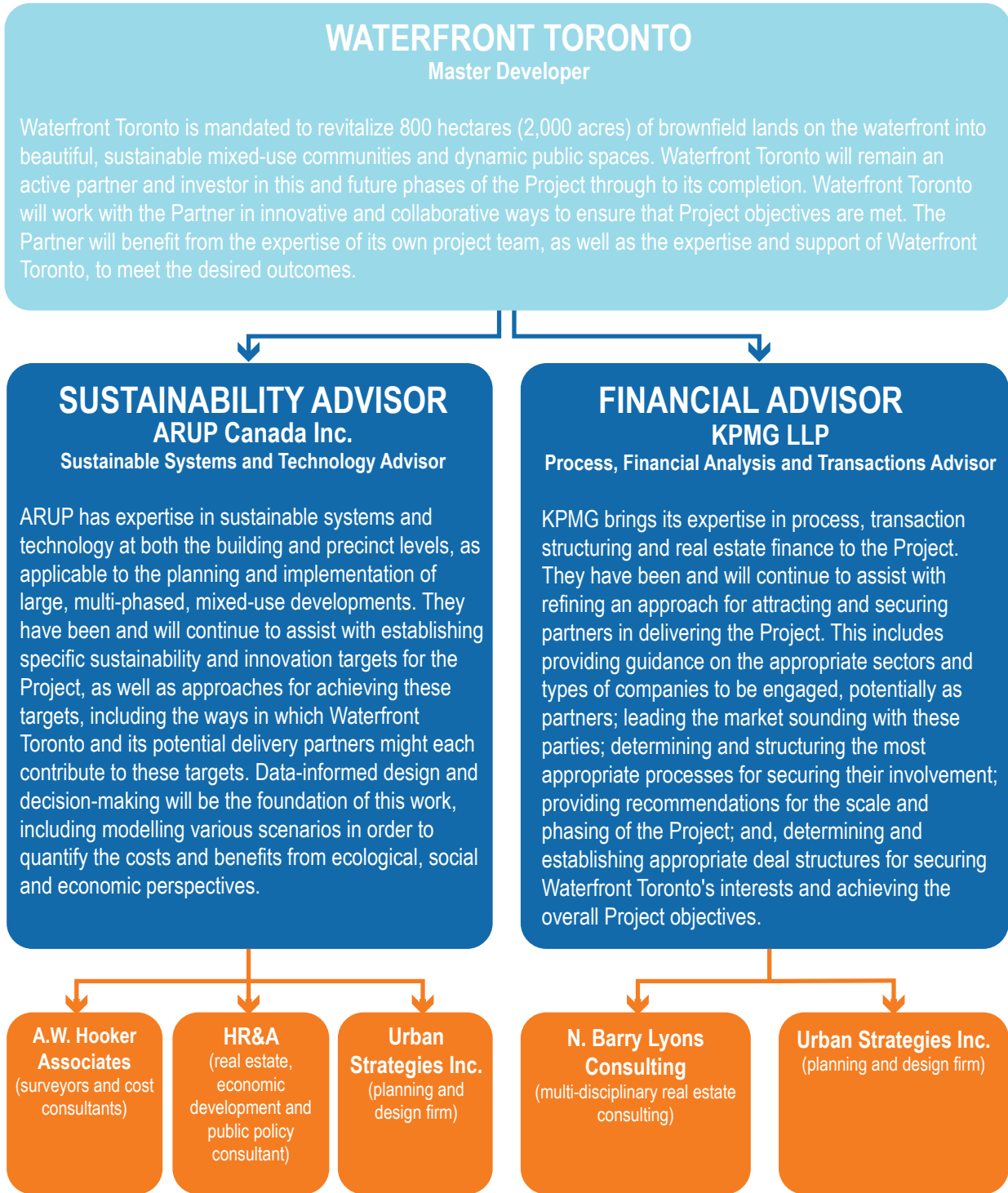
Provide a testbed for Canada's cleantech, building materials and broader innovation-driven sectors to support their growth and competitiveness in global markets; and

**4. Partnership and Investment**

Develop a new partnership model that ensures a solid financial foundation, manages financial risk and secures revenue that funds future phases of waterfront revitalization.

**IV. Team**

In setting objectives for this Project, two global firms (which, together with Waterfront Toronto and its other consultants, comprise the “Team”) were engaged through a competitive process to support



**Figure 2. Team Composition**

Waterfront Toronto and the Innovation and Funding Partner throughout the Project. These firms are not permitted to be included as members of bid teams since they are already engaged. Once the Partner has been selected, the scope of effort of each of these firms will be reviewed and adjusted accordingly.

In the event that Waterfront Toronto and the Partner identify areas where expertise is required to augment the Team, a joint procurement effort will be undertaken to secure the necessary resources.

## V. Future RFPs

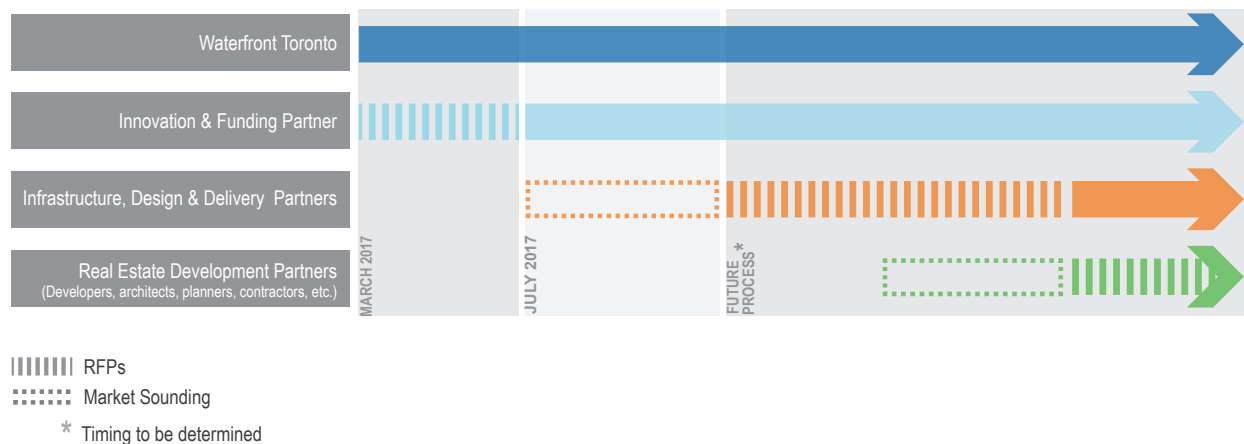
Through this RFP, Waterfront Toronto is seeking a world-leading urban innovation and funding partner to help create and fund a globally significant community that will showcase advanced technologies, building materials, sustainable practices and innovative business models and that achieves the objectives summarized in Section III. This Partner could be an individual organization, or in the form of a joint venture, consortium, or other legal arrangement (“Joint Venture or Consortium”). At this stage in the process we are not seeking traditional real estate developers for the vertical development opportunities.

As illustrated in **Figure 3**, this is the first in a series of RFPs for the Project, the next steps of which we envision to include Waterfront Toronto and the Partner, jointly:

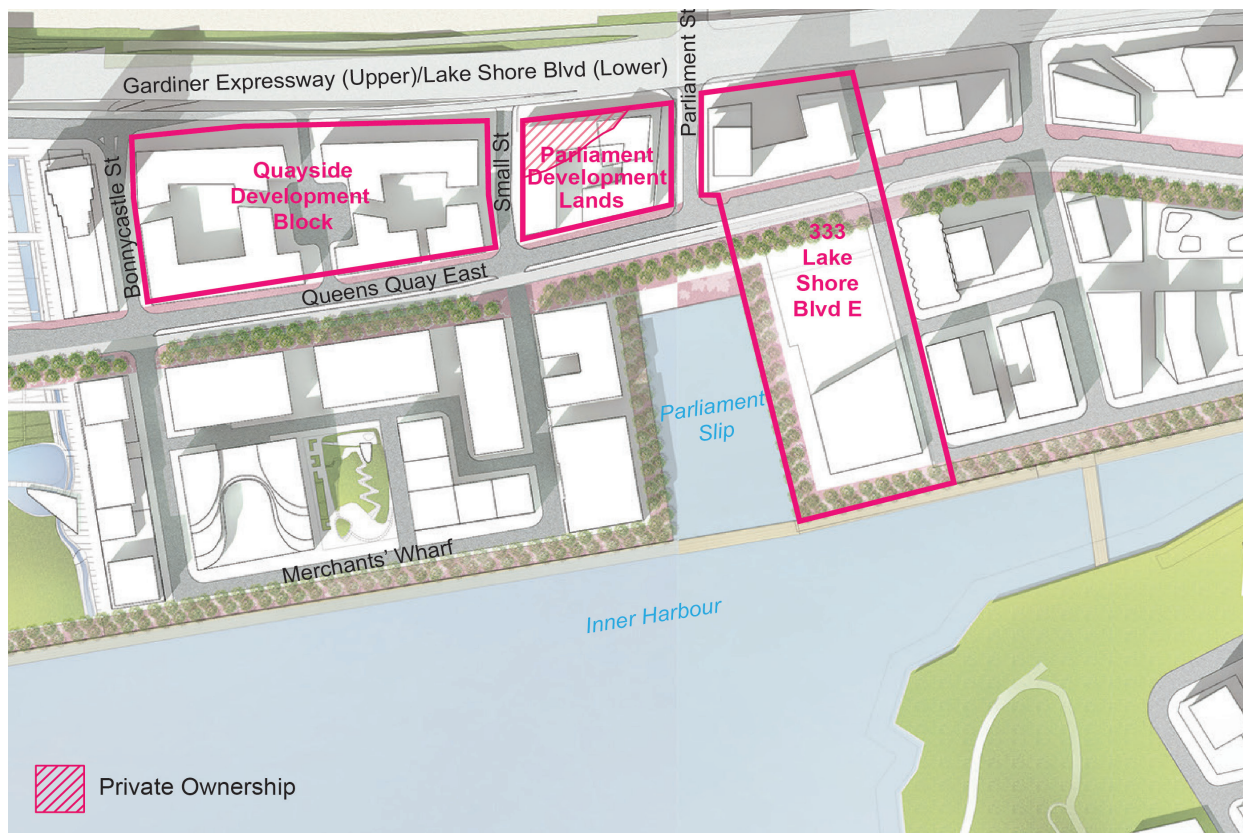
1. Undertaking broad market engagement to secure infrastructure design and delivery partners for critical infrastructure elements. This may include working with multiple sectors and industries who are involved with various aspects of designing and delivering sustainable communities; including technology and systems firms, utilities, transit authorities, lenders, materials suppliers, constructors, and others who are active in the infrastructure development process; followed by,
2. Engaging innovative real estate development teams with the vision, capacity, and commitment to deliver a distinctive and ambitious, mixed-use community that is consistent with Waterfront Toronto’s high design and performance standards, and aligned with the vision and objectives of the Project.

For solution areas where the Partner has technologies or methodologies that could benefit the Project, a review process will be enacted wherein Waterfront Toronto can be assured of the degree of innovation and the cost-competitive nature of the Partner’s proposed solutions prior to the initiation of additional downstream procurement processes.

The partnering structures and governance will be clarified at each stage as the Project progresses and as new participants are added to the delivery ecosystem.



**Figure 3. Phases of RFPs**



**Figure 4. Development Blocks**

## VI. The Subject Lands and Their Context

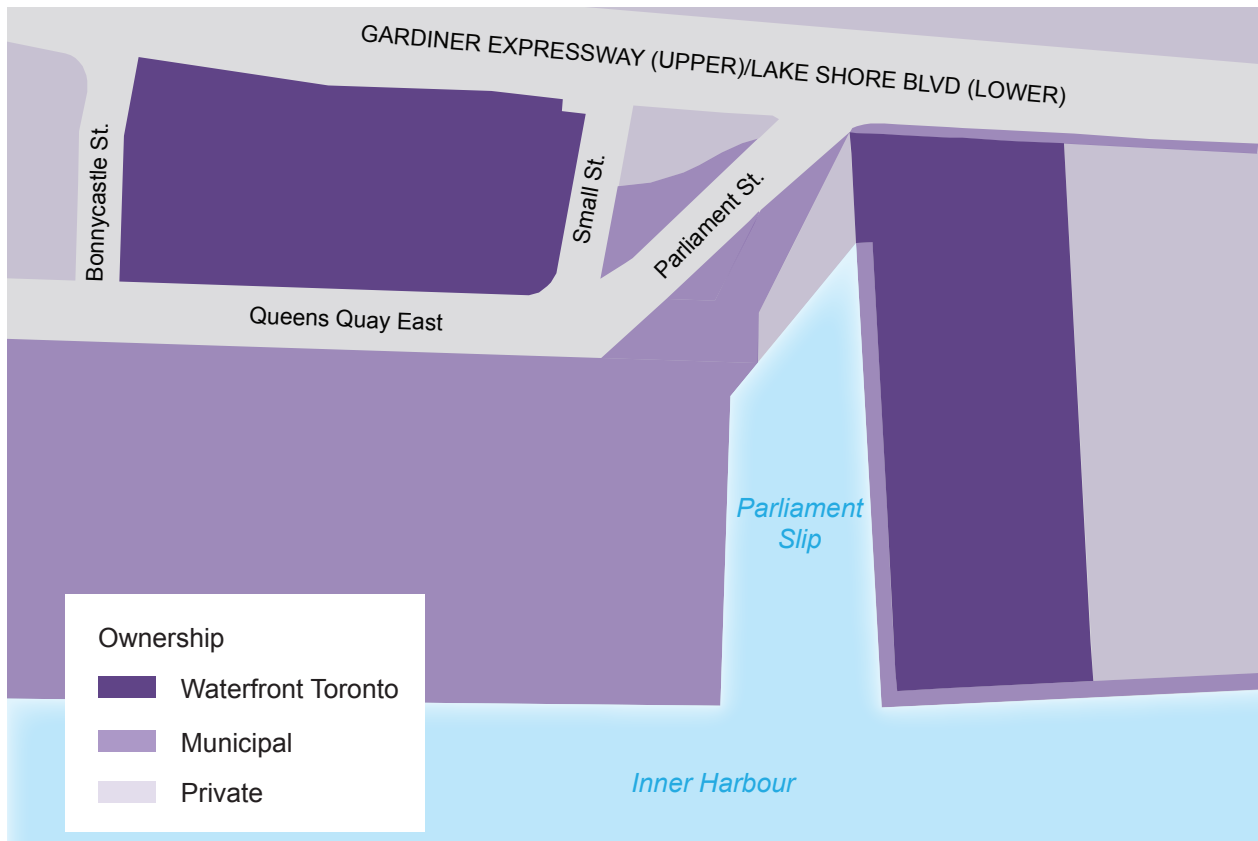
As depicted in **Figure 4**, the Project area is comprised of three primary sites located along Queens Quay East: the Quayside Development Lands, the Parliament Development Lands and 333 Lakeshore Boulevard East. Basic information regarding each site is provided below. More specific details for each site, including zoning permissions, are available in the Electronic Data Room.

The provision of light rail transit (“LRT”) in a dedicated right-of-way, as part of a revitalized Queens Quay, has been approved through a Class Environmental Assessment (available in the Electronic Data Room) and will ultimately connect the eastern waterfront to the downtown core. Waterfront Toronto is actively pursuing funding options to extend the LRT along Queens Quay East, including private sector contributions and a phased implementation plan that could include interim bus rapid transit (BRT).

### Quayside Development Block (Quayside) (1.8 hectares/4.5 acres)

The Quayside Development Block includes all the land between Bonnycastle Street and Small Street, and Lake Shore Boulevard East and Queens Quay East. These lands are owned by Waterfront Toronto and currently house three low-rise industrial buildings as well as ancillary parking. It is intended that the future developers will be responsible for removing existing structures, as part of the redevelopment plans.

The by-law in effect for The Quayside Development Block restricts the built form and is not prescriptive with regard to allowable gross floor area. However, a built form analysis results in an estimated mixed-use gross floor area of approximately 1.75 million square feet.



**Figure 5. The Subject Lands - Current Configuration**

**Parliament Development Lands  
(0.6 hectares/1.5 acres)**

**Figure 5** shows the current configuration of the subject lands and the condition of the road network in this area. Currently, Parliament Street connects with Queens Quay East by running diagonally across the future Parliament Development Lands. The Parliament Development Lands will be created by the future realignment of Parliament Street south of Lake Shore Boulevard East and the extension of Queens Quay East across the north end of the Parliament slip (see **Figure 4**).

Waterfront Toronto has begun the planning and design for the realigned Parliament Street and the extension of Queens Quay East. This work will ultimately provide municipal services and utility infrastructure for the Parliament Development Lands and 333 Lake Shore Boulevard East.

These development lands comprise a number of land parcels, most of which are owned by the City of Toronto or Toronto Port Lands Company (TPLC), a City agency, with the exception of 307 Lake

Shore Boulevard East which is privately owned and houses a two-storey office building. The maximum mixed-use gross floor area permitted by the draft by-law for the publicly-owned lands is 425,000 square feet and for the privately-owned lands is 82,800 square feet. As a merged development site, the maximum mixed-use gross floor area permitted by the draft by-law is 574,000 square feet. City staff have been consulted regarding the inclusion of the lands owned by the City and TPLC in this RFP. In the future, when development partners are being sought for the vertical development, the disposition of the publicly-owned lands will require City Council approval.

**333 Lake Shore Boulevard East  
(2.4 hectares/6.0 acres)**

This vacant lot is owned by Waterfront Toronto and is currently used for parking. The draft by-law for 333 Lake Shore Boulevard East restricts the maximum mixed-use gross floor area to approximately 930,000 square feet.

The Project area is part of the East Bayfront and Keating Channel precincts. Precinct plans for both areas were developed by Waterfront Toronto and endorsed by Toronto City Council and established a vision for mixed-use communities. Please refer to **Appendix A** for additional information related to the precinct plans and development currently underway, zoning, municipal services and utility infrastructure and community amenities.

## VII. Partner Scope & Deliverables

Waterfront Toronto's goal is to establish the Project as a globally significant mixed-use community – one that will showcase advanced technologies, building materials and innovative funding strategies – encouraging market transformation towards climate-positive urban development. The Project will serve as an exemplary waterfront community that achieves precedent-setting standards of sustainability, resiliency, innovation, inclusivity and design excellence. The challenges identified in **Section II** and the objectives identified in **Section III** above, have informed the Partner Scope and Deliverables, which are described below. Waterfront Toronto will engage with the Partner to further refine and validate these objectives, and launch the necessary downstream delivery processes.

### 1. Vision

Together, Waterfront Toronto and the Partner will create a strong and compelling vision that guides the transformative impact of the Project on a local, national and global scale. We will identify and define the necessary technologies, infrastructure, strategies, measurable outcomes and downstream partners that will ensure the delivery of a globally significant demonstration project that addresses the challenges identified in **Section II**, which are:

- Sustainability, Resiliency and Urban Innovation
- Complete Communities
- Economic Development and Prosperity

The Project is intended to be a pilot environment for the broader eastern waterfront revitalization. Technologies, approaches and partners that are

deemed to be successful in the Project may be integrated as appropriate in future phases as discussed in **Section I**. The co-creation of the guiding vision will inform how Project successes may be scaled elsewhere on the waterfront.

The Partner will work with Waterfront Toronto on the following key deliverables as they relate to the overall vision:

- Review and refine the work undertaken by the Team. Waterfront Toronto and the Partner will then further engage the Team to finalize the goals for the Project as they relate to financial, sustainability and innovation objectives.
- Create the overall vision and goals for the Project with the Team. This will include, but not be limited to, deep-dive workshops, industry consultations, additional market sounding and community engagement efforts as appropriate.
- Define measurable outcomes for the Project, including the necessary Key Performance Indicators (“KPI’s”) and measurement techniques to evaluate success.
- Analyze and articulate the potential risks and viability of implementing the vision.
- Identify potential barriers to implementation and assist in preparing the necessary mitigation strategies to overcome those barriers.
- Evaluate feasibility to transfer best practices and lessons learned from the Project to future developments and other jurisdictions as an exemplar of best practices and breakthrough solutions of global significance.
- Identify and engage additional potential partners in downstream opportunities as they relate to investment, horizontal infrastructure development and vertical development opportunities.
- Collaborate on developing strategies, tactics and methodologies for establishing and promoting ongoing thought leadership related to the Project and its objectives.
- Create a clear, compelling vision statement

and communications materials that will be shared with stakeholders and potential additional participants in the Project.

- Support and collaborate with Waterfront Toronto, which will serve as the communications lead, to ensure the significance of the Project and its desired outcomes are effectively communicated.
- Provide financial support and required materials for community and stakeholder engagement undertakings. The Partner will be an active contributor in these discussions.

## 2. Sustainability, Resilience and Urban Innovation

Waterfront Toronto's Resilience and Innovation Framework, which is nearing completion and will supersede the current Sustainability Framework, provides the overarching corporate policy on sustainability and presents a roadmap to guide the transformation of the waterfront into sustainable communities.

The Partner will work with Waterfront Toronto to assess and confirm that the solutions and technologies proposed by Arup will help create a sustainable community (striving to achieve a climate positive outcome), and help to meet the carbon reduction targets of all three orders of government (Government of Canada, Province of Ontario, City of Toronto):

- Conduct a thorough economic and technical critical analysis of the solutions and technologies recommended by Arup to achieve our climate positive objectives for the Project. This review should also include alternative and additional technologies for consideration, as appropriate, which will then be factored into the evolved models and projections prepared by Arup.
- Refine the sustainability objectives, strategies and targets for the Project. In addition to the work already completed, specific efforts will be taken to identify the potential roadmap for these solutions to be included in future phases of eastern waterfront revitalization.
- Define an approach to delivering the confirmed carbon reduction strategies,

solutions and technologies, including a schedule/phasing plan (including, but not limited to energy, transportation, waste, materials and water) to support the overall objectives of the Project as they relate to Waterfront Toronto's broader revitalization mandate.

- Contribute appropriate financial resources and/or solution components to support building and district level solutions for the eastern waterfront including pilot projects that demonstrate innovative, emerging technologies.

In addition, the Partner will help refine and update Waterfront Toronto's Minimum Green Building Requirements to ensure that they reflect the principles of our Resiliency and Innovation Framework, and support the aspirations for the Project and future phases of revitalization.

## 3. Complete Communities

The Partner will work with Waterfront Toronto to make the Project a global benchmark for complete communities. This includes the overall enhancement of quality of life through mixed-income and inclusive housing, convenient and efficient transit options, and integrated social, cultural amenities and high quality design of buildings and public realm.

### (a) Mixed-Income and Affordable Housing

The Partner and Waterfront Toronto will explore and create a development model that leverages the strong demand for market condominiums and rental housing to deliver enhanced affordable housing options and mitigate housing inequality. As outlined in **Section II**, Waterfront Toronto has a mandate to set aside sufficient land to accommodate 20 percent of residential units as Affordable Rental Housing. We anticipate the Project can achieve a broader mix of housing affordability beyond this mandate. The Partner will work with Waterfront Toronto to:

- Develop a viable and implementable delivery model for additional mixed-income housing,

particularly moderately-priced workforce rental housing that engages the private sector and requires minimal government funding.

- Explore using new smart technologies, building systems, materials and design approaches that can help lower the cost of construction, utilities and operations, while advancing our low carbon/climate positive objectives.
- Identify financing strategies for a pilot mixed-income housing development that integrates market rate, workforce and Affordable Rental Housing units.
- The Partner will support Waterfront Toronto as it champions this model with governments.

#### **(b) Transit**

The Partner will actively participate in planning and securing funding for integrated transit solutions and the related public realm together with Waterfront Toronto and in partnership with other landowners and developers in the Bay Street to Cherry Street corridor.

- Assist in developing a viable and implementable model for sustainable transit along the eastern waterfront into the Port Lands that can be supported by a combination of government and private sector funding.
- Assist in championing this model with governments and approval agencies having jurisdiction over transit delivery.
- Contribute appropriate financial resources and/or solution components to support transit solutions for the eastern waterfront including pilot projects that demonstrate innovative, emerging transit technologies.

#### **(c) Amenities**

The Partner will work with Waterfront Toronto to identify appropriate and required retail, cultural and community amenities for the Project and adjacent precincts to ensure the creation of a vibrant complete community.

#### **(d) Design**

The Partner and Waterfront Toronto will work together to achieve new standards for architecture and the public realm that leverage Waterfront Toronto's history as a leader in delivering quality of place and high impact designs that attract creative talent and increase overall project value. The partner will work with Waterfront Toronto to ensure an integrated design process is used to deliver sustainable technology that includes innovative building design and architectural expression.

### **4. Economic Development & Prosperity**

The Partner will work with Waterfront Toronto to achieve Waterfront Toronto's economic development objectives, including creating and attracting talent to knowledge-based jobs within the precinct to support the burgeoning innovation corridor in the eastern waterfront. The Project will serve as a testbed for Canada's cleantech and urban innovation clusters. These efforts will include attracting industry (including social enterprises), investment and academic partners to the Project and adjacent waterfront neighbourhoods.

To achieve these objectives the Partner will work closely with Waterfront Toronto to:

- Identify and engage institutions locally, nationally and internationally as long-term partners in the Project. This will include applied research opportunities as well as developing physical and virtual campuses, as appropriate.
- Identify, engage and evaluate entrepreneurial companies that are developing new technologies consistent with delivering the goals and objectives of the Project.
- Create the requirements for an urban innovation collaboration and innovation space with the appropriate programming and partners (including industry and academia) within the Project. This will include developing a full business plan for this environment, and may include outreach to additional public and private stakeholders to secure the necessary capital.
- Assess the viability of creating a catalyst fund that will invest in emerging companies that are engaged in the Project to assist them in overcoming barriers to scaling up. If



such a fund is deemed to be of significance and viable, work with Waterfront Toronto to identify and secure funders and design the framework for delivery.

- Create the required governance constructs to stimulate the growth of an urban innovation cluster, including legal frameworks (e.g. Intellectual Property, privacy, data sharing), financial considerations (including investment opportunities and revenue sharing expectations), deployment testbeds and project monitoring (KPI's, reporting requirements and tools to capture data).

## 5. Business Case and Financial Requirements

The Innovation Partner will work with Waterfront Toronto to develop a legal structure and business case for the Project that outlines requirements for working capital, long-term investment and the distribution of Project profits.

### (a) Legal Structure

Waterfront Toronto and the Partner will develop a legal structure for the partnership between the two entities needed to deliver the Project. This will require, among other things, that Waterfront Toronto and the Partner:

- Work with legal advisors to identify and confirm the roles and responsibilities.
- Identify and confirm the required legal structure and agreements necessary to implement the partnership.
- Identify how risks and benefits will be shared amongst the Partner, Waterfront Toronto and its stakeholders while managing risk to Waterfront Toronto.
- Identify how disagreements will be managed and resolved between the parties.
- Identify guiding principles and governance factors required for bringing on additional partners downstream.

### (b) Business Case

Supported by the team, Waterfront Toronto and the Partner will develop a viable business case for the Project, including:

- Develop a phasing and costing plan for traditional and innovative infrastructure.
- Develop a land use program to include a mix of uses, including residential (condominium and rental), commercial, academic, retail and cultural uses.
- Create a roll-out plan for the program, including considerations of market absorption and land disposition.
- Build a financial model that considers costs, revenues, funding and financing to deliver the Project.
- Identify risks and hurdles to the Project implementation.

### (c) Investment Strategy

Working with the Team, Waterfront Toronto and the Partner will lead the development of an investment strategy for the Project. The strategy will address:

- Investment by the Partner in the required pre-development research, as well as financial investment to develop the infrastructure and physical site. Information about Waterfront Toronto's corporate and financial obligations and timing will be provided to the selected Proponents.
- A budget for working capital requirements to prepare the business case and deliver municipal approvals for the Project, based on the phasing requirements.
- The percentage of the working capital requirement the Partner would fund and what would be expected of Waterfront Toronto and its government shareholders.
- The Partner's capacity and commitment to fund long-term investments in infrastructure and pilot projects.

- Land revenues and the timing of payments to Waterfront Toronto, or other sources of revenue as proposed by the Partner.
- Ownership and sharing of intellectual property resulting from the Project.

and sharing potential from the Intellectual Property (IP) derived from Project.

Please refer to **Appendix A** for additional background information related to Waterfront Toronto's vision and approach to strategic revitalization.

## VIII. Potential Benefits to the Partner

### (a) Access to an unparalleled testbed environment in a North American context

The scale of the Project represents a truly transformative opportunity to showcase advanced technologies, building materials, sustainable practices and innovative business models that demonstrate pragmatic solutions to climate positive urban development. This Project provides the environment to prove new solutions that may potentially be integrated into broader eastern waterfront revitalization efforts.

### (b) Global Marketing/Recognition

The Quayside Development Opportunity and eastern waterfront revitalization efforts are projects of unprecedented scope nationally. The Project has the potential to provide significant marketing uplift in terms of earned media for both Waterfront Toronto and the Partner.

### (c) Alignment with a trusted agency as an execution and co-creation partner

Waterfront Toronto has over a decade of experience in delivering projects that realize the opportunity of Toronto's waterfront. These projects have been globally recognized as leading exemplars across disciplines that range from design excellence to sustainability and innovation. Waterfront Toronto's commitment to transparency at every stage of the revitalization has earned great trust with the surrounding community and stakeholder organizations, which will be invaluable to the success of the Project.

### (d) Financial Opportunities

The Partner has the opportunity to participate in traditional financial/revenue benefits from real estate transactions as they become available. In addition, we foresee significant revenue generation



# Part B

# 1. Invitation & Submission Instructions

## 1.1 Invitation to Proponents

This RFP is an invitation by Waterfront Toronto to prospective firms to submit proposals for the Quayside Innovation and Funding Partner Project, as further described in **Part A** of this document.

Through this RFP, Waterfront Toronto plans to select a firm (referred to as the "Partner") with the vision, experience, and capacity to help create and fund a globally significant community that achieves the objectives summarized in **Part A**. Waterfront Toronto's aspiration is that the Partner will work with Waterfront Toronto as a co-master developer for the Project as a first step towards the longer-term vision for the broader eastern waterfront revitalization. Together, Waterfront Toronto and the Partner will engage the market more broadly to secure infrastructure design and delivery partners for the Project. Once the vision and infrastructure elements of the Project have been defined, Waterfront Toronto and the Partner will look to the development industry to engage creative development teams with the vision, capacity, and commitment to deliver a distinctive, family-oriented, mixed-use community.

This RFP process is open to all interested firms (hereinafter called "Proponents") with the required experience, qualifications and resources, as further described below.

Any firm or team having proven expertise in all of the required disciplines set out in the preceding Part A is eligible to respond to this RFP.

If the lead firm and/or any Joint Venture or Consortium on any given team intends to participate on another team in any capacity, it must disclose to those other team(s) that it intends to participate as a lead firm as well as a sub-contractor to those team(s); and must also provide evidence of this disclosure to Waterfront Toronto. Any sub-contractors that are not the lead firm or a Joint Venture or Consortium may participate on multiple teams without this disclosure.

Waterfront Toronto intends to identify one (1) successful Proponent to undertake this Project, according to the specifications more fully described below.

## 1.2 RFP Timetable



An **OPTIONAL** briefing session will be held at Waterfront Toronto's office on the date above. Proponents who are interested in attending this briefing session should notify Waterfront Toronto immediately by email at:

[quayside@waterfronttoronto.ca](mailto:quayside@waterfronttoronto.ca)

All selected Proponents are required to make themselves available during the timeframe of commercially confidential meetings/concurrent negotiations, as listed in the timetable above.

The RFP timetable may be changed by Waterfront Toronto at any time. For greater clarity, business days means all days that Waterfront Toronto is open for business.

### 1.3 Process Manager (RFP Contact)

Waterfront Toronto's Process Manager is the "RFP Contact" of this RFP process:

**Betty Leung, Procurement Manager**  
**Email: [quayside@waterfronttoronto.ca](mailto:quayside@waterfronttoronto.ca)**

Any Proponent enquiries regarding this RFP should be submitted **by email** no later than the date set out above as the Recommended Deadline for Questions, referencing in the subject line the RFP name and number indicated on the front page of this RFP. Questions submitted to anyone other than the Process Manager, or by any means other than email in accordance with the instructions set out herein will not be answered.

Waterfront Toronto may, at its sole discretion, respond to such questions directly, if they pertain to simple administrative matters. With respect to all other questions, Waterfront Toronto will circulate questions and answers publicly according to the procedure described below (**Section 1.5 Addenda**).

To ensure that Waterfront Toronto's procurement process is fair, open and transparent to all Proponents, there shall be no communication between Waterfront Toronto, its consultants or contractors and the Proponents except through the RFP Contact noted above. This **blackout period** is for the period of time immediately following the release of this RFP until the final award of a contract in accordance with its terms. As is more fully explained in **Section 3.4.5 No Lobbying**, lobbying any public official in relation to the RFP during the procurement process will not be permitted and may result in disqualification.

### 1.4 Electronic Data Room/ Background Materials

Proponents intending to respond to this RFP must register on the RFP Website at [www.quaysideTO.ca](http://www.quaysideTO.ca) in order to receive access to the Electronic Data Room. The information and documentation included in the Electronic Data Room and the Proponents' use thereof is subject in all respects to the confidentiality provisions set out in the RFP, including, without limitation, **Section 3.5 Confidential Information** of this RFP.

### 1.5 Addenda

Waterfront Toronto may amend the RFP at any time, and will issue any amendments to the RFP by addenda only. No other statement, whether verbal or written, made by Waterfront Toronto or its representatives, will alter the requirements of the RFP. Proponents shall not rely on any information or instructions from Waterfront Toronto or its representatives except as stated in the RFP and any addenda that may be issued.

Addenda will be posted on Waterfront Toronto's Data Room, at: [www.quaysideTO.ca](http://www.quaysideTO.ca). Proponents are therefore required to visit Waterfront Toronto's website regularly to receive any and all addenda.

The following procedure shall apply to Proponents when submitting questions or requests for information to Waterfront Toronto during the RFP Process:

1. Proponents are permitted to submit labelled questions categorized as follows:
  - a. Questions that are of general application and that would apply to other Proponents ("General Questions"); and
  - b. Questions that the Proponent considers to be commercially sensitive or confidential to that particular Proponent ("Confidential Questions").
2. If Waterfront Toronto agrees with the Proponent's categorization of a Confidential Question, then Waterfront Toronto will provide a response to that question to only the Proponent that submitted the question.
3. If Waterfront Toronto disagrees with the Proponent's categorization of a question as a Confidential Question, Waterfront Toronto will give the Proponent an opportunity to either re-categorize the question as a General Question or to withdraw the question.

4. If Waterfront Toronto determines, in its sole discretion, that a Confidential Question, even if it is withdrawn by the Proponent, is of general application or would provide a significant clarification of the RFP Documents or RFP Process to Proponents, Waterfront Toronto may issue a clarification to Proponents that deals with the same subject matter as the withdrawn Confidential Question.
5. Responses to questions prepared and circulated by Waterfront Toronto are not RFP Documents and do not amend the RFP Documents. If, in Waterfront Toronto's sole discretion, responses to questions require an amendment to the RFP Documents, such amendment will be prepared and circulated. Only a response to a question that has been incorporated into or issued as an Addendum will modify or amend the RFP Documents and, otherwise, responses to questions will have no force or effect whatsoever and shall not be relied upon by any Proponent.
6. Waterfront Toronto is not bound by any oral communications, nor may any reliance be placed on any oral responses.
7. If Waterfront Toronto gives verbal answers to any question(s) posed at a briefing session or in any other forum, any answer provided will not be considered to be final unless and until a written answer is provided via addenda.
8. Waterfront Toronto reserves the right to answer similar questions from various Proponents once, to edit the language of the questions for the purposes of clarity, and to not respond to questions if Waterfront Toronto considers, in its sole discretion, the questions to be ambiguous or incomprehensible.
9. Waterfront Toronto is not responsible in any way whatsoever for any misunderstanding by any Proponent or Proponent Team Member of the RFP Documents, background information, responses to questions, any documents placed in the Electronic Data Room or any other type of information provided by or communication made by Waterfront Toronto.

## 1.6 Submission of Proposals

### 1.6.1 Prescribed Location

Proposals must be submitted at:

**ATTN: Betty Leung, Procurement Manager**

RFP #2017-13: Innovation and Funding Partner for the Quayside Development Opportunity

Waterfront Toronto  
20 Bay Street, Suite 1310  
Toronto, Ontario, M5J 2N8

### 1.6.2 Submission Deadline

Proposals will be received at the location set out above on or before the Submission Deadline. Submission of proposals by fax, email or other electronic means will not be accepted.

Proposals submitted after the Submission Deadline will not be accepted by Waterfront Toronto and will be returned unopened to the Proponent.

If there are any questions about submission, they should be asked in advance of the Deadline for Questions.

### 1.6.3 Prescribed Format

Proponents should submit **twenty-five (25) hard copies** of their proposal and **one (1) electronic copy** on USB key. If there is a conflict or inconsistency between the hard copy and the electronic copy of the proposal, the hard copy of the proposal will prevail. Proposals should be submitted in a **sealed package prominently marked with the RFP title and number** (see RFP cover), with the full legal name and return address of the Proponent.

Proposals should be on 8.5" x 11" size paper. Please use a font no smaller than 10 point. Multimedia materials / digital assets, including any audio, video or large format materials must be provided on **twenty-five (25) USB drives** containing only those assets.

Each proposal submission must include the Mandatory Submission and Technical Requirements set out in **Appendix C (RFP Particulars), Parts A and B**, and should address all suggested content for evaluation set out in **Appendix C, Part C (Rated Criteria)**.

Proponents must submit their Financial Strength of the Firm requirements in a **sealed envelope**, so that the forms, and the financial information they include, are separated from the rest of the proposal. It is permissible for the sealed envelope to be delivered to Waterfront Toronto in the same package that contains the rest of the proposal.

#### **1.6.4 Amendment of Proposals**

Proponents may amend their proposals prior to the Submission Deadline by sending an email to: **quayside@waterfronttoronto.ca** indicating the intent and who will be coming to Waterfront Toronto to pick up the proposal package to be replaced (the personnel must bring identification). Or, Proponents can advise Waterfront Toronto to shred the original proposal package once the replacement proposal package has arrived.

Proponents must resubmit their proposal package prior to the Submission Deadline in accordance with the submission instructions above.

#### **1.6.5 Withdrawal of Proposals**

At any time throughout the RFP process until the execution of a written agreement for provision of the Partner Scope and Deliverables, a Proponent may withdraw a submitted proposal. To withdraw a proposal, a notice of withdrawal must be sent to the RFP Contact and must be signed by an authorized representative of the Proponent. Waterfront Toronto is under no obligation to return withdrawn proposals.

## 2. Evaluation, Negotiation and Award

### 2.1 Stages of Evaluation and Negotiation

Waterfront Toronto will conduct the evaluation of proposals and negotiations in the following stages:

#### 2.2 Stage I – Mandatory Submission Requirements

Stage I will consist of a review to determine which proposals comply with all of the mandatory submission requirements. If a proposal fails to satisfy all of the mandatory submission requirements, Waterfront Toronto will issue the Proponent a rectification notice identifying the deficiencies and providing the Proponent an opportunity to rectify the deficiencies.

If the Proponent fails to satisfy the mandatory submission requirements within the Rectification Period, its proposal will be excluded from further consideration. The Rectification Period will begin to run from the date and time that Waterfront Toronto issues a rectification notice to the Proponent. The mandatory submission requirements are set out in **Appendix C (RFP Particulars), Part A (Mandatory Submission Requirements)**.

#### 2.3 Stage II – Evaluation of Technical Proposal

##### 2.3.1 Mandatory Technical Requirements

Waterfront Toronto will review the proposals to determine whether the mandatory technical requirements as set out in **Appendix C (RFP Particulars), Part B (Mandatory Technical Requirements)** have been met. Questions or queries on the part of Waterfront Toronto as to whether a proposal has met the mandatory technical requirements will be subject to the verification and clarification process set out in **Section 3**.

##### 2.3.2 Rated Criteria

Waterfront Toronto will evaluate each compliant proposal on the basis of the rated criteria as set out in **Appendix C (RFP Particulars), Part C.1 (Initial Evaluation Criteria)**.

##### 2.3.3 Possible Clarifications and Interviews

This stage of the evaluation may include written requests for clarification from any or all Proponents and Waterfront Toronto may invite any or all Proponents to participate in an interview to discuss and clarify the details of their proposal. Information received through written clarifications and/or interviews, if any, will be considered in the evaluation and scoring of the rated criteria.

#### 2.4 Stage III – Evaluation of Financial Capacity

Stage III will consist of a pass/fail evaluation of the financial capacity of the lead Proponent of each qualified proposal in accordance with the financial proposal evaluation criteria set out in **Appendix C (RFP Particulars), Part C (Rated Criteria)**. Only proposals that pass Stage III will move onto Stage IV of the evaluation.

#### 2.5 Stage IV – Concurrent Negotiations and Best and Final Offer ("BAFO")

##### 2.5.1 Initial Ranking of Proponents

All scores from Stage II will be added together and the Proponents will be initially ranked based on their total scores.

##### 2.5.2 Concurrent Negotiations and BAFO Process

Waterfront Toronto intends to invite up to **three (3)** top-ranked Proponents ("selected Proponents") to enter into concurrent negotiations / commercially confidential meetings. In the event of a tie in the eligible rankings, all tied Proponents will be invited. At Waterfront Toronto's sole and absolute discretion, it may invite more than three (3) top-ranked Proponents if it considers that it is in its best interest to do so. During these concurrent negotiations, Waterfront Toronto may provide each selected Proponent with any additional information and may seek further information and proposal improvements from each selected Proponent. After the conclusion of the concurrent negotiation period, each selected Proponent will be invited to revise its initial proposal and submit its BAFO to Waterfront Toronto.



### 2.5.3 Evaluation of BAFO and Final Ranking of Proponents

Each BAFO will be evaluated against the pre-established evaluation and selection criteria set out in **Appendix C (RFP Particulars), Part C.2 (Final Evaluation Criteria)** and will be assigned a final ranking using the same process set out above. The top-ranked Proponent based on the evaluation of the BAFOs will receive a written invitation to enter into a final round of negotiations to finalize the agreement with Waterfront Toronto.

### 2.5.4 Option Not to Engage in Concurrent Negotiations and BAFO

Depending on the outcome of Stages I to III, Waterfront Toronto may at its sole and absolute discretion choose not to engage in the concurrent negotiations and BAFO process, and may instead:

- a. proceed directly to contract negotiations with the top-ranked Proponent; or
- b. choose to discontinue the RFP process.

Note: If the Proponent team resides outside of Toronto, it must be able to communicate with a Cisco videoconferencing system, GoTo Meeting and/or Webex. Wherever possible, Waterfront Toronto will use videoconferencing to convene meetings.

## 2.6 Stage V – Contract Negotiations

### 2.6.1 Contract Negotiation Process

Any negotiations will be subject to the process rules contained in the Terms and Conditions of the RFP Process (**Section 3**) and will not constitute a legally binding offer to enter into a contract on the part of Waterfront Toronto or the Proponent and there will be no legally binding relationship created with any Proponent prior to the execution of a written agreement. The terms and conditions found in the **Form of Agreement (Appendix B)** are to form the basis for commencing negotiations between Waterfront Toronto and the selected Proponent. Negotiations may include requests by Waterfront Toronto for supplementary information from the selected Proponent to verify, clarify or supplement the information provided in its proposal or to confirm the conclusions reached in the evaluation, and may include requests by Waterfront Toronto for improved financial or performance

terms from the selected Proponent.

### 2.6.2 Time Period for Negotiations

Waterfront Toronto intends to conclude negotiations and finalize the agreement with the top-ranked Proponent within a reasonable time period (“Contract Negotiation Period”), commencing from the date Waterfront Toronto invites the top-ranked Proponent to enter negotiations. Waterfront Toronto reserves the right to set and amend the duration of the Contract Negotiation Period at its sole discretion.

A Proponent invited to enter into direct contract negotiations should therefore be prepared to fulfill the pre-conditions of award listed in **Appendix C (RFP Particulars), Part D (Pre-Conditions of Award)**, and to provide requested information in a timely fashion and conduct its negotiations expeditiously.

### 2.6.3 Failure to Enter into Agreement

If the pre-conditions of award listed in **Appendix C (RFP Particulars), Part D** are not fulfilled, or if Waterfront Toronto and the top-ranked Proponent cannot conclude negotiations and finalize the agreement for the Partner Scope and Deliverables within the Contract Negotiation Period, Waterfront Toronto may discontinue negotiations with the top-ranked Proponent and may invite the next-best-ranked Proponent to enter into negotiations. This process will continue until an agreement is finalized, until there are no more Proponents remaining that are eligible for negotiations, or until Waterfront Toronto elects to cancel the RFP process.

### 2.6.4 Notification of Negotiation Status

Other Proponents that may become eligible for contract negotiations may be notified at the commencement of the negotiation process with the top-ranked Proponent.

## 2.7 Waterfront Toronto’s Board of Directors’ Resolution

The Waterfront Toronto Board of Directors’ resolution regarding Waterfront Toronto’s selection process objective is “To obtain the best value by seeking the best proposal, taking into consideration Waterfront Toronto’s core principles, at a

competitive price and the particular circumstances of each case.” Accordingly, at the conclusion of the RFP period, Waterfront Toronto intends to identify the proposal that provides overall best value, based on the established evaluation criteria.

## **2.8 Fairness Advisor**

Waterfront Toronto is committed to ensuring that this selection process is open, fair, transparent, and equitable to all Proponents. A careful communications protocol has been established for this process to ensure that this commitment is fulfilled. In order to provide assurance to all stakeholders as to process probity, Waterfront Toronto has retained the Honourable Justice Coulter Osborne as a fairness advisor to provide independent attestation that the process is conducted fairly.

By responding to this request, Proponents covenant and agree to respond to this RFP, and to otherwise conduct themselves, in good faith with Waterfront Toronto and in accordance with the terms of this RFP. Waterfront Toronto may seek the advice of its Fairness Advisor with respect to any aspect of this RFP process.

## **2.9 Steering Committee**

The Quayside Development Steering Committee is responsible for overseeing the Evaluation Team’s evaluation of the submissions and making a recommendation to Waterfront Toronto’s Board of Directors. The Steering Committee comprises representatives from Waterfront Toronto’s executive team and Board, and subject matter experts.

## **2.10 Evaluation Team**

The Evaluation Team comprises staff members from Waterfront Toronto and external subject matter experts. The Evaluation Team is separate from the Steering Committee and is responsible for scoring the submissions in accordance with the evaluation criteria in this RFP in an impartial, objective and fair manner, and making recommendations to the Steering Committee.

## 3. Terms & Conditions of the RFP Process

### 3.1 General Information and Instructions

#### 3.1.1 Waterfront Toronto Procurement Policy

Given the importance of Waterfront Toronto's mandate, the conduct of Waterfront Toronto's procurement activities must meet the highest standards of ethics and be economically achievable while supporting Waterfront Toronto's overall objectives of fairness, openness and transparency. The goal of Waterfront Toronto's procurement activities is to achieve maximum value for Waterfront Toronto and its stakeholders while achieving its strategic objectives.

Therefore, it is mandatory that all proponents be aware of Waterfront Toronto's Procurement Policy and adhere to all conditions contained therein. By responding to this RFP, Proponents confirm that they have reviewed the terms and conditions set out in the Waterfront Toronto Procurement Policy and covenant to adhere to the Waterfront Toronto Procurement Policy.

The Procurement Policy of Waterfront Toronto can be viewed at:

<http://www.waterfronttoronto.ca/nbe/portal/waterfront/Home/waterfronthome/procurement>

#### 3.1.2 Proponents to Follow Instructions

Proponents should structure their proposals in accordance with the instructions in this RFP. Where information is requested in this RFP, any response made in a proposal should reference the applicable section numbers of this RFP.

#### 3.1.3 Proposals in English

All proposals are to be in English only.

#### 3.1.4 No Incorporation by Reference

The entire content of the Proponent's proposal should be submitted in a fixed form, and the content of websites or other external documents referred to in the Proponent's proposal but not attached will not be considered to form part of its

proposal.

#### 3.1.5 References and Past Performance

In the evaluation process, Waterfront Toronto may include information provided by the Proponent's references, in addition to contact persons or entities other than those identified by the Proponent, and may also consider the Proponent's past performance or conduct on previous contracts with Waterfront Toronto or other institutions.

#### 3.1.6 Information in RFP Only an Estimate

All of the information provided in this RFP, or otherwise by Waterfront Toronto or any of its related entities or authorized representatives in connection with this RFP or the Quayside Development Opportunity, is provided on an "as is" basis, with no representations, warranties or covenants (implied or expressed) concerning the nature or the quality of such information, including its completeness, accuracy, currency, reliability, authenticity or Waterfront Toronto's rights to disclose any such information.

All information that is provided in this RFP is based on Waterfront Toronto's knowledge and intent as of the date of this RFP and is subject to change at any time and from time to time between the issuance of the RFP and the completion of the RFP process. The Proponent accepts and acknowledges its direct duty to investigate, consider and conduct due diligence enquiries into the subject matter and circumstances of this RFP.

Waterfront Toronto and its respective directors, officers, employees, agents, consultants and advisors are not liable or responsible for any aspect of this RFP, or for any oral or written information, or any advice, or any incompleteness, errors or omissions which may be contained in this RFP or the schedules, data materials, background information documents or other documents disclosed or otherwise provided to the Proponent pursuant to this RFP and the Proponents hereby expressly waive any and all rights and remedies in respect thereof. Proponents shall assume all risk for such matters.

#### 3.1.7 Proponents to Bear Their Own Costs

The Proponent is solely responsible for its own costs and expenses in any connection with this RFP, including, without limitation, preparing and

submitting the Submission, participating in this RFP, the provision of any additional information, attendance at meetings, interviews, demonstrations or conducting due diligence. Waterfront Toronto shall not in any event have any liability whatsoever for any loss, harm, lost opportunity, damages, costs or expenses of the Proponent associated with any aspect of the foregoing and the Proponents expressly waive any and all rights and remedies in respect thereof.

Waterfront Toronto will not accept responsibility for any delays or costs associated with any reviews or approval process or with the implementation of any mitigating measures, as a result of requisite approvals not being passed, proclaimed or coming into force.

### **3.1.8 Proposal to be Retained by Waterfront Toronto**

All proposals and other documents received from Proponents in response to this RFP will become the property of Waterfront Toronto and will not be returned to Proponents.

### **3.1.9 No Guarantee of Volume of Work or Exclusivity of Contract**

Waterfront Toronto makes no guarantee of the value or volume of work to be assigned to the successful Proponent. The agreement to be negotiated with the selected Proponent will not be an exclusive contract for the provision of the described Partner Scope and Deliverables. Waterfront Toronto may contract with others for goods and services the same as or similar to the Partner Scope and Deliverables or may obtain such goods and services internally.

## **3.2 Communication after Issuance of RFP**

### **3.2.1 Proponents to Review RFP**

Proponents should promptly examine all of the documents comprising this RFP, and may direct questions or seek additional information in writing by email to the RFP Contact on or before the Deadline for Questions.

No such communications are to be directed to anyone other than the RFP Contact. Waterfront Toronto is under no obligation to provide

additional information, and Waterfront Toronto is not responsible for any information provided by or obtained from any source other than the RFP Contact. It is the responsibility of the Proponent to seek clarification from the RFP Contact on any matter it considers to be unclear. Waterfront Toronto is not responsible for any misunderstanding on the part of the Proponent concerning this RFP or its process.

### **3.2.2 All New Information to Proponents by Way of Addenda**

This RFP may be amended only by addendum in accordance with this section. If Waterfront Toronto, for any reason, determines that it is necessary to provide additional information relating to this RFP, such information will be communicated to all Proponents by addendum. Each addendum forms an integral part of this RFP and may contain important information, including significant changes to this RFP. Proponents are responsible for obtaining all addenda issued by Waterfront Toronto. In the **Submission Form F1 (Appendix D)**, Proponents should confirm their receipt of all addenda by setting out the number of each addendum in the space provided.

### **3.2.3 Verify, Clarify and Supplement**

When evaluating proposals, Waterfront Toronto may request further information from the Proponent or third parties in order to verify, clarify or supplement the information provided in the Proponent's proposal, including but not limited to clarification with respect to whether a proposal meets the mandatory technical requirements set out in **Appendix C (RFP Particulars), Part B (Mandatory Technical Requirements)**. Waterfront Toronto may revisit and re-evaluate the Proponent's response or ranking on the basis of any such information.

## **3.3 Notification and Debriefing**

### **3.3.1 Notification to Other Proponents**

Once an agreement is executed by Waterfront Toronto and a Proponent, the other Proponents will be notified of the outcome of the procurement process.

### 3.3.2 Debriefing

Proponents may request a debriefing within 60 days after receipt of a notification of the outcome of the procurement process. If you wish to request a debriefing session, please contact [quayside@waterfronttoronto.ca](mailto:quayside@waterfronttoronto.ca) referencing the RFP name and number in the subject line of your email. The intent of the debriefing information session is to aid the Proponent in presenting a better proposal in subsequent procurement opportunities. Any debriefing provided is not for the purpose of providing an opportunity to challenge the procurement process or its outcome.

### 3.3.3 Bid Dispute Resolution

If a Proponent wishes to challenge the RFP process, it should provide written notice in accordance with Waterfront Toronto's Bid Dispute Resolution process as set out in Waterfront Toronto's Procurement Policy at:

<http://www.waterfronttoronto.ca/nbe/portal/waterfront/Home/waterfronthome/procurement>

## 3.4 Conflict of Interest and Prohibited Conduct

### 3.4.1 Conflict of Interest

Waterfront Toronto may disqualify a Proponent for any conduct, situation or circumstances, determined by Waterfront Toronto, in its sole and absolute discretion, to constitute a Conflict of Interest, as defined in the **Submission Form F1 (Appendix D)**.

### 3.4.2 Disqualification for Prohibited Conduct

Waterfront Toronto may disqualify a Proponent, rescind an invitation to negotiate or terminate a contract subsequently entered into if Waterfront Toronto determines that the Proponent has engaged in any conduct prohibited by this RFP.

### 3.4.3 Prohibited Proponent Communications

Proponents must not engage in any communications that could constitute a Conflict of Interest and should take note of the Conflict of Interest declaration set out in the **Submission Form F1 (Appendix D)**.

Proponents must channel all communications regarding the RFP exclusively to the RFP Contact. Prospective Proponents should not attempt to make contact with any of the following regarding this RFP:

- a. any Waterfront Toronto director, officer, employee, subcontractor, agent, representative, consultant/contractor/service-provider or volunteer or municipal, provincial or federal government elected officials, employees or representatives connected with Waterfront Toronto;
- b. any member of or advisor to the Evaluation Team struck to evaluate proposals under this RFP;
- c. Valerie Fox (The Pivotal Point), Peter Halsall (Halsall Strategies), Paul Bedford (Chair, Waterfront Design Review Panel) and any principals or employees of any of the following firms: Arup Canada Inc.; KPMG LLP; N. Barry Lyons Consulting Ltd.; HR&A; Urban Strategies Inc., or A.W. Hooker Associates Ltd.; and
- d. Any other prospective Proponent or any employee, contractor, agent or representative thereof, except for the purposes of engaging in discussions regarding the development of a commercial relationship in response to this RFP.

This "blackout period" of communication is effective for the period of time immediately following the release of the RFP until the final execution of agreements with a successful Proponent.

### 3.4.4 Proponent Not to Communicate with Media

Proponents (including any Joint-Venture or Consortium participant or any subcontractors or sub-consultants or their employees, representatives, agents or consultants) must not at any time directly or indirectly communicate with the media in relation to this RFP, nor issue, disclose or publish a news release, or make any other public announcement, concerning their Submission or the RFP process or the Project or any agreement entered into pursuant to this RFP, without the prior written approval of Waterfront Toronto, which approval may be withheld in Waterfront Toronto's sole discretion. Proponents are not permitted to

make any public comment, and author publications, respond to questions in a public forum or otherwise carry out any activities to publicly promote or advertise any Proponent's qualifications or interest in this RFP.

### **3.4.5 No Lobbying**

Proponents must not, in relation to any aspect of this RFP (including the evaluation and selection process), engage directly or indirectly (including through a consultant lobbyist) in any form of political or other lobbying of any public official in relation to any aspect of this RFP. In this section, public official includes any officer, director, agent, appointee or employee of Waterfront Toronto, the Government of Canada, the Government of Ontario or the City of Toronto.

Proponents will review and at all times comply with Waterfront Toronto's Guideline on Gifts and shall refrain from making or offering any gift that would violate this Guideline. In addition, during the period between the issuance of the RFP and the conclusion of a contract with the selected Proponent, no Proponent, and no employee, agent or representative of the Proponent, may offer or give any gratuity in the form of entertainment, participation in social events, gifts or otherwise to any officer, director, agent, appointee or employee of Waterfront Toronto in connection with or arising from this RFP, regardless of whether or not such offering or giving is for the purpose of securing any contract associated with this RFP, or seeking favourable treatment in respect to any such contract, or influencing the performance or outcome of this RFP. The Waterfront Toronto policy on gifts is found in the *Code of Conduct and Conflict of Interest Procedures for Employees*, which is available in the Electronic Data Room.

Waterfront Toronto prohibits its representatives from using their official position for personal financial gain, or from accepting any personal advantage from anyone under circumstances that might reasonably be interpreted as an attempt to influence the recipient in the conduct of their duties, extend any gratuity or special favour to the Proponent, or to influence the outcome of this RFP.

By responding to this RFP, Proponents confirm, covenant, represent and warrant that they or anyone directly or indirectly associated or affiliated with them will not communicate with any

person either directly or indirectly involved with Waterfront Toronto, this selection process, the City of Toronto, the Province of Ontario and the Federal Government of Canada for the purposes of influencing the terms, conduct or outcome of this RFP.

Waterfront Toronto reserves the right, at any time and in its sole discretion, to disqualify any Proponent who engages in acts or practices that are either directly or indirectly, or may reasonably be perceived, either directly or indirectly, to be made for the purposes of influencing the terms, conduct or outcome of this RFP in their favour.

### **3.4.6 Illegal or Unethical Conduct**

Proponents must not engage in any illegal business practices, including activities such as bid-rigging, price-fixing, bribery, fraud, coercion or collusion. Proponents must not engage in any unethical conduct, including lobbying, as described above, or other inappropriate communications; offering gifts to any employees, officers, agents, elected or appointed officials or other representatives of Waterfront Toronto or of municipal, provincial or federal governments connected with Waterfront Toronto; deceitfulness; submitting proposals containing misrepresentations or other misleading or inaccurate information; or any other conduct that compromises or may be seen to compromise the competitive process provided for in this RFP.

Proponents must make confidential Submissions in response to this RFP. By delivering a Submission to Waterfront Toronto, the Proponent promises, guarantees, represents and warrants to Waterfront Toronto, with the knowledge and intention that Waterfront Toronto will rely on same, that its Submission has been prepared without collusion or fraud, undue influence, any criminal offence, and in fair competition with the other Proponents. Waterfront Toronto reserves the right at any time to disqualify any Proponents that in Waterfront Toronto's sole opinion have engaged in any such activities in any connection with this RFP. This clause does not apply to communications exclusively among two or more Proponents comprising a Proponent's Team or participating in a newly created entity in response to this RFP.

### 3.4.7 Past Performance or Past Conduct

Waterfront Toronto may prohibit a supplier from participating in a procurement process based on past performance or based on inappropriate conduct in a prior procurement process, including but not limited to the following:

- a. illegal or unethical conduct as described above;
- b. the refusal of the supplier to honour its submitted pricing or other commitments; or
- c. any conduct, situation or circumstance determined by Waterfront Toronto, in its sole and absolute discretion, to have constituted an undisclosed Conflict of Interest.

## 3.5 Confidential Information

### 3.5.1 Confidential Information of Waterfront Toronto

All information provided by or obtained from Waterfront Toronto in any form in connection with this RFP either before or after the issuance of this RFP:

- a. is the sole property of Waterfront Toronto and must be treated as confidential;
- b. is not to be used for any purpose other than replying to this RFP and the performance of any subsequent contract for the Partner Scop and Deliverables;
- c. must not be disclosed without prior written authorization from Waterfront Toronto;
- d. must be deleted, destroyed or returned by the Proponent to Waterfront Toronto immediately upon the request of Waterfront Toronto;
- e. Proponents must not disclose any details pertaining to their Submissions and the selection process, in whole or in part, to anyone not specifically involved in their Submissions, unless written consent is secured from Waterfront Toronto prior to such disclosure, which consent may be withheld in Waterfront Toronto's sole discretion;
- f. each Proponent shall be responsible for any breach of these confidentiality provisions by any person to whom it discloses such confidential information. Each Proponent

acknowledges and agrees that a breach of these confidentiality provisions would cause Waterfront Toronto and/or its related entities to suffer loss which could not be adequately compensated by damages, and that Waterfront Toronto and/or its related entities may, in addition to any other remedy or relief, enforce any of these confidentiality provisions by way of injunctive relief without proof of actual damage to Waterfront Toronto and/or its related entities; and

- g. the confidentiality provisions set out in this RFP shall survive any cancellation of this RFP and the conclusion of the RFP process.

### 3.5.2 Confidential Information of Proponent

Waterfront Toronto is not currently subject to freedom of information (FOI) legislation, but may become subject to such legislation. Waterfront Toronto is however committed to openness, transparency, accountability and public access to information. Proponents are advised that any information received by Waterfront Toronto pursuant to this RFP will be handled in accordance with Waterfront Toronto's Freedom of Information Policy, which Proponents are expected to have read and understood. A Proponent should identify any information in its proposal or any accompanying documentation for which confidentiality is to be maintained by Waterfront Toronto. Waterfront Toronto will make reasonable efforts to maintain the confidentiality of such information, but may nonetheless be required to disclose such information pursuant to Waterfront Toronto's Freedom of Information Policy, by law or by order of a court or tribunal. In addition, Proponents are advised that Waterfront Toronto may make any information regarding any proposal available to its Government partners if requested by them and that such Government partners may in turn be subject to other disclosure requirements such as the Ontario Freedom of Information and Protection of Privacy Act or the Federal Access to Information Act. Waterfront Toronto's Freedom of Information Policy can be found in the Electronic Data Room.

Proponents are further advised that their proposals will, as necessary, be disclosed, on a confidential basis, to advisers retained by Waterfront Toronto

to advise or assist with the RFP process, including the evaluation of proposals.

Waterfront Toronto may make public the name of any Proponent and in the case of a successful Proponent, the value of its contract if over \$50,000, according to Waterfront Toronto's Procurement Policy, which can be read at:

<http://www.waterfronttoronto.ca/nbe/portal/waterfront/Home/waterfronthome/procurement>

## 3.6 Procurement Process Non-binding

### 3.6.1 No Contract A and No Claims

This RFP is not intended to create and will not create any formal, legally binding bidding process or contract, and will instead be governed by the law applicable to direct commercial negotiations. For greater certainty and without limitation:

- a. this RFP will not give rise to any Contract A-based tendering law duties or any other legal obligations arising out of any bidding contract, process contract or collateral contract; and
- b. a Proponent nor Waterfront Toronto will have no right to make any claims (in contract, tort, or otherwise) against Waterfront Toronto with respect to the award of a contract, failure to award a contract or failure to honour a proposal submitted in response to this RFP.

Without limiting the generality of the foregoing, all costs, expenses, losses, damages and liabilities which may be incurred by the Proponents as a result of or arising out of the submission, acceptance or rejection of their proposals, including the cost of preparing and submitting a proposal, shall be borne entirely by the Proponents.

Waterfront Toronto and its representatives shall not be liable, in contract, tort, restitution or any other legal theory, to a Proponent for any costs and expenses incurred by the Proponents, or to reimburse the Proponents in any manner whatsoever or under any circumstances, or for any claim, action, costs, losses, damages or liability whatsoever arising from any act or omission by Waterfront Toronto or its representatives, including the rejection of any or all of the proposals, the consideration or evaluation of any or all of the proposals, negotiations in respect to the proposals,

the selection of a Proponent, the decision to amend the RFP, the decision not to include a Proponent in negotiations, the decision to waive or not to waive a non-compliance by a Proponent, including in respect of mandatory requirements, or for any information or advice or any errors or omissions that may be contained in this RFP or any data, materials, or documents disclosed or provided to a Proponent pursuant to this RFP or otherwise.

### 3.6.2 No Contract until Execution of Written Agreement

This RFP process is intended to identify prospective suppliers for the purposes of negotiating potential agreements. No legal relationship or obligation regarding the procurement of any good or service will be created between the Proponent and Waterfront Toronto by this RFP process until the successful negotiation and execution of a written agreement for the acquisition of such goods and/or services.

### 3.6.3 Non-binding Financial Proposals

While the financial / investment plan information provided in proposals will be non-binding prior to the execution of a written agreement, such information will be assessed during the evaluation of the proposals and the ranking of the Proponents. Any inaccurate, misleading or incomplete information, including withdrawn or altered financial proposals, may adversely impact any such evaluation or ranking or the decision of Waterfront Toronto to enter into an agreement for the Partner Scope and Deliverables.

### 3.6.4 Cancellation

Waterfront Toronto may cancel or amend the RFP process without liability at any time.

## 3.7 Governing Law and Interpretation

These Terms and Conditions of the RFP Process (**Section 3**):

- a. are intended to be interpreted broadly and independently (with no particular provision intended to limit the scope of any other



- provision);
- b. are non-exhaustive and will not be construed as intending to limit the pre-existing rights of the parties to engage in pre-contractual discussions in accordance with the common law governing direct commercial negotiations; and
- c. are to be governed by and construed in accordance with the laws of the province of Ontario and the federal laws of Canada applicable therein.

### 3.8 Reporting Of Material Adverse Change

Proponents are required to immediately notify Waterfront Toronto upon the occurrence of a material adverse change to the information included in their Submissions, including changes to Key Personnel. Selected Proponents shall not make any change in the structure or formation of the Proponent, its Key Personnel or Joint Venture or Consortium Participants, subcontractors or sub-consultants without the prior written approval of Waterfront Toronto. Waterfront Toronto intends to evaluate any additional information submitted by the Proponents in accordance with the evaluation criteria set out in this RFP, and may revise the Proponent's score and ranking to reflect the results of the evaluation. In the event that a Proponent fails to promptly notify Waterfront Toronto of any such material adverse change, Waterfront Toronto may, in its sole discretion, disqualify the Proponent from RFP process. Proposals cannot be assigned or transferred in whole or in part without the prior written consent of Waterfront Toronto.

### 3.9 Material Disclosure

For all its projects, Waterfront Toronto makes every effort to secure the necessary funding prior to going out for quote. However, Waterfront Toronto's award of a contract is subject to funding availability, and Waterfront Toronto Board of Directors' approvals.

It is possible that in the future, additional work related to the services of this RFP may become available, pending funding availability and availability of land. If Waterfront Toronto is satisfied by the successful Proponent's provision of the Partner Scope and Deliverables under this phase of work, Waterfront Toronto reserves the right to award any potential work to the successful

Proponent, at its sole discretion. The extent to and the manner in which such future work awards are carried out may be affected by applicable procurement policies and the requirements of the City of Toronto or other authorities. Notwithstanding the demonstrated success of the Project anticipated in this RFP, Waterfront Toronto equally reserves the right to procure any additional or future work through a separate procurement process.

### 3.10 Joint Ventures or Consortiums

#### a. Participant in Charge

For the purposes of this RFP, a Joint Venture is an association of two or more parties who combine their money, property, knowledge, expertise or other resources in a single joint business enterprise, sometimes referred as a Consortium, to bid together on a requirement. Proponents who make submissions as a Joint Venture must indicate clearly that it is a Joint Venture and provide the following information:

- i. the name of each member of the Joint Venture;
- ii. the name of the representative of the Joint Venture, i.e. the member chosen by the other members to act on their behalf ("Participant in Charge"); and
- iii. the name of the Joint Venture, if applicable.

If the information is not clearly provided in the proposal, the Proponent must provide the information on request from Waterfront Toronto.

The proposal and any resulting contract must be signed by all the members of the Joint Venture unless the Participant in Charge has been appointed to act on behalf of all members of the Joint Venture. Waterfront Toronto may, at any time, require each member of the Joint Venture to confirm that the Participant in Charge has been duly appointed with full authority to act as its representative for the purposes of the RFP and any resulting contract.

The Participant in Charge shall be authorized by all of the Joint Venture or Consortium Proponents as an agent with the authority to commit, obligate and bind (including to incur liabilities and receive instructions for and on behalf of) any and all members of the Joint Venture or Consortium.

The authority of the Participant in Charge to represent other members of the Joint Venture or Consortium shall not be subject to any qualifications, limitations, restrictions or conditions that are not accurately and completely disclosed in the Submission. Waterfront Toronto and the City of Toronto shall rely upon the information, representations, agreements and commitments of the Participant in Charge as the single and commonly authorizing agent for all Joint Venture or Consortium members. A Joint Venture or Consortium member shall name its Participant in Charge in the **Submission Form F1**, which all Joint Venture or Consortium members shall sign.

**b. Joint and Several Liability**

All Joint Venture or Consortium members shall be required by Waterfront Toronto and/or the City of Toronto to be legally liable, both jointly and severally, concerning the Submission, the RFP process, and in connection with any possible future agreement concerning the Project that the Joint Venture or Consortium members may ultimately enter into with Waterfront Toronto or the City of Toronto.

Waterfront Toronto and the City of Toronto may, in their sole discretion, require that each Joint Venture or Consortium member become a party to any future agreements concerning the Project that the Joint Venture or Consortium may ultimately enter into with Waterfront Toronto and/or the City of Toronto.

# APPENDIX A

Background Information & Project Requirements

# 1. General Background Information

## 1.1 About Waterfront Toronto

Waterfront Toronto was established by the Government of Canada, the Province of Ontario and the City of Toronto in 2001 to oversee and lead the renewal of the city's waterfront. Our mandate is to deliver a revitalized waterfront that brings together the most innovative approaches to sustainable urban development, excellence in urban design, real estate development, and leading technology infrastructure. Working with the community, and with public and private-sector partners, Waterfront Toronto creates complete neighbourhoods anchored by parks and public spaces, and diverse, sustainable, mixed-use communities that offer a high quality of life for residents, employees, and visitors alike. We are transforming the waterfront for the use and enjoyment of the people of Toronto, Ontario and Canada, to foster economic growth and to redefine how the city, province and country are perceived by the world.

Spanning 800 hectares, the revitalization of Toronto's waterfront is the largest urban redevelopment project currently underway in North America, and is one of the largest waterfront revitalization efforts ever undertaken globally. Our investment to date of CAD \$1.3 billion in largely government funding has resulted in private sector investments that have generated \$3.2 billion in economic output to the Canadian economy; \$622 million in government revenues; and 16,200 full-time years of employment. Projects include master planned communities (such as the award winning West Don Lands), innovative parks and public spaces (such as Canada's Sugar Beach, Corktown Common and Underpass Park) and the revitalization of Toronto's main waterfront boulevard (Queens Quay).

Toronto's new waterfront communities will help the city remain competitive with other major urban centres around the world for investment, jobs and talent.

## 1.2 Precinct Plans and Development Underway

The Project is part of the East Bayfront and Keating Channel precincts. Precinct plans for

both areas were developed by Waterfront Toronto and endorsed by Toronto City Council, in 2005 and 2010, respectively, and established a vision for mixed-use communities. The precinct plans are guiding documents that were developed to advance the objectives of the City of Toronto's Central Waterfront Secondary Plan, and to provide more specific direction on Waterfront Toronto's revitalization objectives. Each of these documents can be found in the Electronic Data Room.

The overall vision calls for revitalized waterfront communities, sustainable and vibrant mixed-use neighbourhoods with continuous public access to the water's edge, higher-order public transit and a series of new parks, open spaces and streets. Residential development is intended to attract a diverse range of households, including a mix of affordable and market housing, both rental and ownership. Additionally, the precinct plans include a mix of commercial and non-residential uses necessary for complete communities, such as places of employment, retail, recreation, entertainment and public/cultural activities.

The precinct plans anticipate built form to be primarily mid-rise, with towers at intersections of primary north/south streets and Lake Shore Boulevard East. Building heights will step down from Lake Shore Boulevard East towards the water's edge. Strong and consistent street walls are envisioned to frame parks and major public spaces, such as Queens Quay.

### East Bayfront Precinct

East Bayfront comprises 23 hectares (55 acres) and will feature approximately 6,000 residential units, including about 1,200 affordable residences, and approximately three million square feet of commercial space able to accommodate about 8,000 jobs. The area will also be a hub for retail, entertainment and cultural amenities and will be easily accessible by public transportation. The Quayside Development Block fall within the East Bayfront precinct.

A comprehensive and cohesive open space network is anticipated in the area. The initial stages of this network are being built by Waterfront Toronto and the majority of open spaces have already been delivered, including the award winning Sherbourne Common and Canada's Sugar Beach public parks.

Implementation of the East Bayfront Precinct Plan is well underway on public land. Projects under construction include Monde, a 550-unit residential development by Great Gulf (known as Parkside in the East Bayfront Precinct Plan), designed by world-renowned architect Moshe Safdie; and, Bayside, a two million square foot, mixed-use project being led by Hines in partnership with Tridel. Bayside will include 500,000 square feet of commercial office space and 1,500 residential units. Bayside also includes an innovative affordable housing pilot project, which incorporates Artscape Affordable Rental Housing within a market residential condominium building.

East Bayfront also features the George Brown College waterfront campus and the Corus Entertainment head office building. Upcoming development includes the Waterfront Innovation Centre, a purpose-built commercial office development designed to facilitate innovation and collaboration between Toronto's rapidly evolving creative and technology sectors. Additional mixed-use development is underway on privately-owned land within East Bayfront, such as the Daniels Waterfront City of the Arts, which features office, creative and institutional space, an arts and technology incubator as well as residential development.

### **Keating Channel Precinct**

The Keating Channel Precinct comprises 9.0 hectares (22.4 acres) and will feature approximately 4,700 residential units, including about 940 affordable residences and approximately 1.9 million square feet of commercial space. The 333 Lakeshore Boulevard East development block falls within the Keating Channel Precinct.

Waterfront Toronto and the City of Toronto are jointly carrying out the Gardiner Expressway / Lake Shore Boulevard East Reconfiguration Environmental Assessment (EA) and Integrated Urban Design Study. The EA will determine the future of the Gardiner Expressway East and Lake Shore Boulevard East, from approximately west of Jarvis Street to approximately Leslie Street. This will not have an impact on 333 Lake Shore Boulevard East nor on the Project.

## **Port Lands**

The Port Lands is a 356 hectare (880-acre) underutilized industrial brownfield area with extensive waterfront access located just east of Toronto's downtown. The area offers an unprecedented opportunity for revitalization; however, much of the area is within a designated floodplain and cannot be revitalized until this risk is removed. Working together over the past decade in partnership with Toronto and Region Conservation Authority, the City of Toronto and Toronto Port Lands Company, Waterfront Toronto has developed a resilient solution to this challenge: naturalizing the mouth of the Don River will provide the needed flood protection and will also create a beautiful river valley around which new neighbourhoods will emerge. Strategically investing in flood protection and infrastructure unlocks land with enormous potential to showcase smart, sustainable, low-carbon city building.

Waterfront Toronto released an extensive Due Diligence Report on the proposed Port Lands Flood Protection Project in October 2016. The Due Diligence Report provides greater certainty on the \$1.25 billion cost estimate, the approximate seven (7) year construction schedule and the risks associated with the proposal. The project is shovel ready with funding negotiations ongoing with governments. More information on this project can be found in the *Port Lands Flood Protection and Enabling Infrastructure Due Diligence Report* in the Electronic Data Room.

In addition, the Port Lands is currently subject to a massive urban planning exercise. Waterfront Toronto and the City of Toronto are nearing the completion of a series of plans, including the Port Lands Planning Framework and the Villiers Island Precinct Plan that will guide the transformation of the Port Lands. More information on these plans can be found in the Electronic Data Room.

### **1.3 Applicable Zoning**

Zoning information for the three Project development blocks, Quayside Development Block, the Parliament Development Lands and 333 Lake Shore Boulevard East as described in **Part A, Section VI**, is available in the Electronic Data Room.

## 1.4 Municipal Services and Utility Infrastructure

In keeping with the East Bayfront Class Environmental Assessment Master Plan, which was approved in 2010, Waterfront Toronto has made significant infrastructure investments to support new development in the eastern waterfront, including upgrades in sanitary and storm sewer connections and facilities that service the East Bayfront and Keating Channel precincts. Detailed servicing information and Environmental Assessment documentation is available in the Electronic Data Room.

## 1.5 Adjacent Community Amenities and Facilities

New development within the revitalized waterfront will be near to a range of existing and planned amenities in West Don Lands, the Distillery District and the St. Lawrence neighbourhoods. In addition to an extensive network of new parks and public spaces within the wider waterfront, Waterfront Toronto is delivering two child care centres, a community centre and providing space for a public elementary school.

## 1.6 Waterfront Toronto's Intelligent Communities Initiative

Waterfront Toronto aspires to be at the forefront of global efforts in developing intelligent communities. We are working with both world-leading companies and local innovators to develop communities where people can live, learn, work and play in a seamless, always connected, technology-enabled environment. Toronto's new waterfront communities aim to use technology to enhance the quality of life and create economic opportunity for the citizens of Toronto, helping the city to remain competitive with major urban centres around the world for business, jobs and talent.

Waterfront Toronto and its partners, including Beanfield Metroconnect, are developing communities in which residents and businesses, including economic and social innovators, are connected through a fibre optic network. The price and performance of this connectivity is guaranteed to be maintained among the best in the world, in terms of both price and performance, for at least 10 years after the completion of the final building within the waterfront (estimated to be completed

between 2035 and 2045). Free neighbourhood-wide Wi-Fi will be available where feasible in public and publicly accessible open spaces. Residential Internet access is currently being provided at 1-gigabit per second, symmetrical with no data caps. Commercial connections up to 100-gigabits per second are currently being supported at competitive rates.

## 1.7 Queens Quay Revitalization and Transit

Establishing a transit-friendly community is a priority for Toronto's revitalized waterfront and for the successful implementation of the East Bayfront and Keating Channel Precinct Plans and for the development of the Port Lands. The provision of light rail transit ("LRT") in a dedicated right-of-way, as part of a revitalized Queens Quay, has been approved through a Class Environmental Assessment (available in the Electronic Data Room) for the East Bayfront and will ultimately connect the eastern waterfront to the downtown core. Waterfront Toronto is actively pursuing funding options for LRT along Queens Quay East, including private sector contributions and a phased implementation plan that could include interim bus rapid transit (BRT).

## 1.8 Waterfront Toronto's East Bayfront Public Art Master Plan

Building on the success of the City of Toronto's Percent for Public Art program, Waterfront Toronto has developed a unique, East Bayfront-specific public art master plan, which will include Quayside. The East Bayfront Public Art Master Plan, which was approved by Toronto City Council in December 2015, focuses on delivering a curated collection of major artworks in prominent public locations, where they can have a notable impact and be enjoyed by many. The East Bayfront Public Art Master Plan is available in the Electronic Data Room.

## 1.9 Environmental Site Assessment Information

Preliminary site assessment work has been undertaken for Quayside Development Block and 333 Lake Shore Boulevard East. Applicable information is provided in the Electronic Data Room.

## 1.10 Sustainable Development

Sustainable development is embedded as a core principle in every aspect of Waterfront Toronto revitalization. Beyond creating beautiful and functional public spaces, Waterfront Toronto is developing green, livable, and prosperous communities that will enhance the environment, benefit the economy, and produce social-cultural gains in a triple bottom line approach.

Waterfront Toronto's Sustainability Framework, which will be superseded by the pending Resilience and Innovation Framework for Sustainability, provides the overarching corporate policy on sustainability and presents a roadmap to guide the transformation of the waterfront into sustainable communities. The new Resilience and Innovation Framework for Sustainability builds on this commitment to sustainability through an increased focus on low carbon, resilient, human-experience driven, biophilic and intelligent community development. These documents are available in the Electronic Data Room.

## 1.11 Design Excellence

Excellence in design inspires and propels Waterfront Toronto's vision. From a quality of place perspective, the revitalized waterfront is being designed and built to rival the best locales to live and work in the world. By putting design excellence at the centre of all revitalization efforts, Waterfront Toronto strives – in everything from buildings and streets to parks and public art – to set new standards for architecture and the public realm across the city and around the world.

Since its creation in 2005, Waterfront Toronto's Design Review Panel has comprised a premium cast of architects, landscape architects and other design experts from across Canada. The Panel has made strides in fostering a culture of high quality design, raising the bar for builders and architects alike. It is worth noting that four of the world's top ten landscape architectural firms have worked on Waterfront Toronto projects. Waterfront Toronto plans and designs have won numerous awards including in 2015 and 2016, awards from the Canadian Society of Landscape Architects, the Canadian Urban Institute, the Toronto Urban Design Awards, International Association of Business Communicators, and Lee Kuan Yew

World City Prize Special Mention.

## 1.12 Waterfront Toronto Employment Initiative (WTEI)

WTEI is a collaborative partnership between Waterfront Toronto, the City of Toronto and numerous local partner agencies. WTEI works directly with developers, contractors, sub-contractors and commercial tenants to connect unemployed and underemployed jobseekers to the employment and training opportunities being generated by waterfront projects. WTEI partners are able to access skilled, professional candidates in a wide range of fields, and work with an extensive network of other employment service and training providers to meet the needs of both employers and jobseekers. The Partner will be required to develop a WTEI Workforce Development Plan as further described below.

### Developing a WTEI Workforce Development Plan

The Partner will attend a preliminary meeting with Waterfront Toronto and WTEI representatives to discuss the WTEI program, and to develop a WTEI Workforce Development plan, which may include:

- Customized Recruitment - including working with the City of Toronto's Partnership to Advance Youth Employment ([PAYE](#)) program and the United Way Toronto & York Region's Career Navigator Program, to identify jobs, training and work based learning opportunities for youths between the ages of 18-29.
- Opportunities for registered apprenticeships, accessing newly trained youths through the Central Ontario Building Trades' (COBT) [Hammer Heads Program](#).
- Opportunities to develop customized skill training initiatives.
- Other learning, networking and skill development initiatives/workshops.

The Partner will be required to commit to the following:

- Assign a liaison to work with a WTEI representative to further develop the WTEI plan details and an implementation plan,

including opportunities, timelines and key performance indicators;

- Meet with the WTEI representative on a quarterly basis to provide updates and feedback on the WTEI plan implementation;
- Report progress and outcomes to Waterfront Toronto's Project Manager in charge of the assignment on a quarterly basis for the term of the project; and
- Work with Waterfront Toronto and downstream vendors and/or partners to further adapt this program as new opportunities arise.

Information on the WTEI Initiative can be found in the Data Room.

Additional information will be provided to Proponents who are invited to participate in Stage IV (Concurrent Negotiations and BAFO).



# APPENDIX B

Form of Agreement

## Form of Agreement

The selected Proponent will be requested to enter into direct contract negotiations to finalize an agreement with Waterfront Toronto for the provision of the Partner Scope and Deliverables.

A Term Sheet, with terms and conditions, will be provided to the selected Proponents invited to participate in Stage IV of the RFP process.

# APPENDIX C

RFP Particulars (Submission Requirements and Evaluation Criteria)

In order to facilitate the evaluation, proposals should be organized in the order listed below.

## A. Mandatory Submission Requirements

**Appendix D** contains the RFP Submission Forms, which should be completed as part of the Proponent's Submission. Each proposal should include Submission Forms completed and signed by an authorized representative of the Proponent. Electronic copies of the RFP Submission Forms are provided in the Electronic Data Room for the purposes of preparing the Submission. Proponents are responsible for ensuring that all information is provided.

Proponents should submit an RFP submission document that contains the following information, in two separate parts:

### Part 1:

- Cover Letter
- Table of Contents
- Proponent (Participant in Charge) Submission Form (**Form F1**)
- Project Vision & Approach to Business Implementation Plan
- Proponent Team Composition (**Form F2**) and Organization Chart
- Proponent's Project Experience and Qualifications (for each firm/organization on the Proponent team)
- Team Members' Experience and Qualifications (for each individual on the Proponent team)
- Legal Information (**Form F3**)

### Part 2:

- Financial Strength of the Firm

Proponents shall submit all financial statement information, as required in **Appendix C, Section C.1(C) – Financial Strength of Firm**, in a sealed envelope, so that these forms, and the financial information they include, are separate from the rest of the submission. It is permissible for the sealed envelope to be delivered to Waterfront Toronto in

the same package that contains the rest of the submission.

## B. Mandatory Technical Requirements

Not Applicable.

## C. Rated Criteria (Initial Submission)

The following sections set out the categories, weightings and proposal content requirements of the rated criteria for the RFP. As explained in **Section 2** of the RFP, the rated criteria provided below will be evaluated by the evaluation team in an impartial, objective and fair manner with the oversight of a fairness advisor.

### 1. Initial Evaluation Criteria

The following categories, weightings and descriptions will be used in the initial evaluation of rated criteria during Stage II of the evaluation process (Evaluations), described in Section 2 of this RFP. These criteria apply to initial proposals by all Proponents.

	Rated Criteria Category	Weighting (Points)
A.	Project Vision & Business Implementation Plan	
	Vision	45 Points
	Business Implementation Plan	30 Points
B.	Team Composition and Organization Chart	25 Points
	Total Points	100 Points
C.	Financial Strength of the Firm	Pass/Fail

### TECHNICAL PROPOSAL (INITIAL SUBMISSION CONTENT)

The following are technical submission requirements corresponding to the rated criteria above that Proponents should address:

## A. Project Vision & Business Implementation Plan

The Project Vision and Business Implementation Plan should not exceed 25 pages (including images, diagrams and tables), and address the following:

### A1. Vision:

- a. **Vision** - *Provide a preliminary vision summary identifying:*
  - i. The Proponent's vision for the Project overall;
  - ii. How the Proponent would work with the Team (as defined in PART A – Introduction of the Quayside Development) to successfully implement the Project vision;
  - iii. How decisions would be made both between Waterfront Toronto and the Partner, as well as within the Partner's internal organizational structure; and
  - iv. Which elements of the vision for the delivery of the Project would be unique.
- b. **Urban Challenges:** *Describe the most pressing challenges that you see facing urban environments, covering in specific:*
  - i. How do these challenges directly relate to, and impact Toronto?
  - ii. How can the Project be used to help overcome these challenges?
  - iii. What elements of your approach will ensure a globally significant, transformative project?
  - iv. What metrics will you be using to evaluate the various components and their success?
- c. **Purposeful Solutions:** Describe the preliminary materials, technologies, infrastructure and solutions that you are recommending for the Project. How do these contribute to the Project's outcomes described herein? Refer to the summary of the research and analysis conducted by Arup as a member of the Team. Identify and describe any solutions or solution areas that your company or Joint Venture or Consortium would want to provide, such as equipment, services and/or

intellectual property for deployment within the Project.

- d. **Barriers/Dependencies:** Identify barriers and/or dependencies that may arise in the development and delivery of the overall vision. What strategies would you employ to overcome these?
- e. **Broader Eastern Waterfront Revitalization:** Describe how your vision relates to the broader waterfront revitalization efforts.
- f. **Transferability:** Describe the projected transferability of the Project's best practices, solutions and intellectual property beyond Toronto's waterfront. How will the Project demonstrate the capacity to drive market transformation?

### A2. Sustainability & Innovation Submission Requirements:

- a. **Approach to Building-level solutions:** Describe your approach to building level solutions. Reviewing the Minimum Green Building Requirements as a base case for delivery, how would your approach close the gap in order to achieve climate positive development? How would your approach future-proof buildings to benefit from future technologies?
- b. **Approach to District-level solutions:** Describe your approach to district-level infrastructure solutions, such as water, wastewater, energy and telecommunications.
- c. **Barriers/Dependencies:** Identify barriers and/or dependencies that may arise in the development and delivery of the vision for sustainability and innovation. What strategies would you employ to overcome these?
- d. **Economic and Technical Feasibility:** Provide a preliminary review of the economic and technical feasibility of the solutions and technologies recommended by Arup (summary provided in the Electronic Data Room) to achieve our climate positive objectives for the Project. This review should also include alternative and additional technologies for consideration as appropriate, which would then be factored into the models and projections

prepared by Arup.

### **A3. Complete Communities Submission Requirements**

- a. Describe your approach to developing a viable and implementable delivery model for mixed income housing, including financing and exploring new smart technologies, building systems, materials and design approaches to lower project costs.
- b. Describe your approach to developing a viable and implementable delivery model for sustainable transit along the eastern waterfront, including financial resources and/or solution components.
- c. Describe your approach to identifying the required retail, cultural and community amenities needed for the Project.

### **A4. Economic Development & Prosperity Submission Requirements**

- a. **Job Creation Capacity:** Describe the potential impact of your approach to create new jobs within the urban innovation cluster. Describe the disciplines that would be involved (e.g. engineering, computer science, construction, building technologies, energy systems, etc.) and the quantum of the potential for new jobs to be created.
- b. **Prosperity:** Describe how your approach and contemplated solutions will enhance the quality of life for those who live, learn, work and play on the waterfront. Describe how your approach will provide the basis for an inclusive, connected community (physically, socially and digitally).
- c. **Support for Innovation:** Describe your company's commitment and approach to engaging early stage companies. How will these efforts translate to the Project context? What preliminary outcomes/impacts do you anticipate from this Project?

### **A5. Approach to Business Case and Financial Requirements**

- a. **Legal Structure Approach:** Describe how you would approach the following:

- i. **Roles and Responsibilities:** Provide an initial proposal of roles and responsibilities for Waterfront Toronto and the Partner, understanding that Waterfront Toronto intends to remain an active partner and investor in this and future phases of the Project through to its completion.
  - ii. **Legal Structures & Documents:** Describe required legal structure and documents required to implement the partnership.
  - iii. **Risks & Benefits:** Propose how risks and benefits will be shared. How will you create an assessment tool to allocate risks between Waterfront Toronto and the Partner?
  - iv. **Intellectual Property:** Provide a preliminary framework for a potential management approach for Intellectual Property introduced to or developed through the Project, and any revenue sharing between Waterfront Toronto and the Partner.
  - v. **“Off-Ramps”:** How could the venture be unwound in the event that the Project is not achieving its goals?
  - vi. **“On-Ramps”:** How could new partners / participants be included in the Project? Are there any ownership/equity considerations?
- b. **Business Case:** In conjunction with Waterfront Toronto and its consultants, describe how you would approach the following:
    - i. Phasing and costing for infrastructure: Outline how to address the timing and cost of infrastructure needed to service the Project
    - ii. Land use program: Considering that the Project will be a mixed-use community, what is the best approach to determining the appropriate mix of use?
    - iii. Roll-out plan for program: What is the best approach to determining the appropriate scale and phasing for the project?
    - iv. Financial model: A detailed financial model will be required for the Project to understand sources and uses of funds and timing of cash flows. How do you intend to develop such a model?

**c. Investment Strategy:**

- i. **Additional Funding & Partnerships:** Proponents should also address how they intend to pursue and leverage any available external funding sources, financial or programmatic incentives, and industry or other partnerships as identified in the vision section, in order to facilitate timely Project implementation.
- ii. **Co-investment:** The Proponent should outline its willingness to co-invest in required pre-development research, including financial investment to develop the infrastructure and physical site. Information about Waterfront Toronto's corporate and financial obligations and timing will be provided to the selected Proponents.
- iii. **Budget:** The Proponent should provide an approach to developing a budget for working capital requirements to prepare the business case and deliver municipal approvals for the Project, based on the phasing requirements.
- iv. **Working Capital:** The Proponent should indicate the amount of the working capital requirement it would be willing to fund and what would be expected of Waterfront Toronto and its government shareholders.
- v. **Long-term Investments:** The Proponent should indicate its capacity and commitment to fund long-term investments in infrastructure and pilot projects.
- vi. **Products and Services:** The Proponent should indicate what products and/or services it thinks it can bring to the Project, and indicate what history the Proponent has in those areas.
- vii. **Competitive Pricing:** In the event that Proponents have the opportunity to provide products and/or services in the development of the Project in the future, Proponents should outline a process whereby Waterfront Toronto can ensure:
  - a. innovation and competitive pricing for the products and/or services;
  - b. that the selection of the Proponent's products and/or services is based on an impartial assessment of their merits

in comparison to competing products and/or services; and

- c. that the Proponent's product and/or services offer the best value for the need being met.

viii. **Business Opportunities:** Proponents should indicate their understanding of revenue generating business opportunities arising from the Project.

**B. Team Composition and Organizational Chart**

**B1. Areas of Experience:** Each team should include individuals with expertise in each of the areas identified below. The expertise may be provided by individuals who are members of either the Lead Proponent firm(s) or any of the Proponent's team member firms.

- a. **Urban Innovation:** Experience in developing and deploying innovative technologies that provide an enhanced quality of life and urban experience. Include expertise in supporting entrepreneurial firms and deploying new solutions.
- b. **Business Planning:** Experience in establishing and delivering a sound business plan for projects of a similar scale to, and quality of, the Project, over an extended period of time. Experience delivering multi-phase mixed-use projects is preferred.
- c. **Financing & Partnership Models:** Experience in developing and delivering innovative financial models, including the creation of partnership structures and governance that provide the necessary resources similar in scale and complexity to the Project. Describe your team's ability and readiness to take the concepts and solutions deployed on Quayside to scale in future phases of waterfront revitalization.
- d. **Sustainable and resilient design:** Experience in the design of high-performance buildings and district-level systems that incorporate strategies that will contribute to achieving the goal of making the Project a climate positive development. Sustainability experience should also include buildings that are designed to meet LEED® standards, the Green Globes

system, the Toronto Green Standard or other similar “green” standards; experience in the design and construction of buildings that have met a minimum of LEED® Gold standard is strongly preferred.

The Proponent’s Team may include expertise in addition to the areas of expertise noted above. The Proponent’s RFP Submission should explain the value that the additional expertise would bring to the project.

## **B2. Proponent’s Composition and Organization**

**Chart:** It is expected that each Proponent will have a team led by a Lead Proponent, which is the firm or entity that will enter into agreements with Waterfront Toronto. The Proponent’s Composition and Organization Chart, should not exceed **3 pages** and should address the following:

- a. **Organizational Chart and Decision Making Model:** The Proponent should submit an organizational chart of the Proponent’s team, including the Lead Proponent and Proponent’s team members, at both the firm and individual levels. The chart should illustrate how the Proponent team will be organized, identify the specific roles and responsibilities of each team member, and illustrate the working relationships of each of the Proponent team members. If applicable, Proponents should also briefly describe how the Proponent team members have worked together in the past. Since Waterfront Toronto intends to be a partner, the chart should indicate how the Proponent intends to integrate with Waterfront Toronto.
- b. **Joint Venture or Consortium Submission:** In the case of a Joint Venture or Consortium, the submission must include the legal status and proposed nature of the legal arrangement, a description of the shareholdings and the corporate structure for the members of the Joint Venture or Consortium, as applicable, as well as the name of its “Participant in Charge.”

For the purpose of this section, the Lead Proponent is the “Participant in Charge”. Where the Lead Proponent is a Joint Venture or Consortium a “Participant in Charge” should

be identified. The Lead Proponent and all other Proponents shall be deemed to be Joint Venture or Consortium Proponents.

For clarity, for the purpose of satisfying this RFP’s requirements: (1) the Evaluation Team will consider the experience of all Joint Venture or Consortium Proponents’ Team Members; and (2) the Proponent’s proposed Key Personnel may be employees of any Joint Venture or Consortium Proponent.

- c. **Organizational Capacity:** The capacity and experience of the Lead Proponent (the party that is intended to become the Partner) is a primary consideration in the selection of the successful Proponent. The submission should provide evidence to demonstrate how the Lead Proponent’s experience is relevant to the scale and complexity of the Project, and to the objectives articulated by Waterfront Toronto.

## **B3. Proponent’s Project Experience and Qualifications:**

- a. **Delivery Experience (should not exceed 10 pages):** The Proponent’s submission should provide a description of three (3) to five (5) projects, completed within the last 10 years, comparable in terms of size, type and/or complexity, where possible, demonstrating the values of the approach outlined in the vision of your proposal. Projects identified by the Proponent should demonstrate how the previous experience of the proposed Proponent team (as a whole or in terms of its individual Proponent team members) is relevant and will add value to the objectives of the Project. If a selected project was delivered by a member(s) of your team outside of its/their capacity within the Proponent organization, you should identify which of the personnel were involved with each project, in what capacity, and with what organization or company. This description should reference experience in the areas (a) to (d) outlined in Areas of Experience as per **Section 1** above. Proponents should include additional project descriptions as appropriate to demonstrate the experience of key Team Members’ Experience and Qualifications.



#### **B4. Team Members' Experience and Qualifications:**

- a. Experience & Qualifications (Résumés should not exceed **3 pages each**): Experience and qualifications should be described on a résumé for each of the individuals within the Proponent's team. The information provided on each résumé should include sufficient information to demonstrate that each of the individuals on the Proponent team has the experience, expertise and qualifications to meet the needs of the Project and specify the role identified for each individual, as set out in the Proponent's organizational chart. **A list and description of project experience should be provided on each résumé.** The experience of the Proponent team members, considered collectively, should reflect the Areas of Experience listed under Section 1 above and should demonstrate the ability to execute the Proponent's vision for the Project.
- b. Which member(s) (individual(s)) of the Proponent's team would act as team leader(s) or "innovation strategist(s)" with respect to delivering the vision? Include an explanation of their unique attributes (such as their strategic approach and experience).

#### **C. Financial Strength of the Firm**

Upon request, Waterfront Toronto's independent Financial Advisor (KPMG) will review the Proponent's financial statements at its offices or another agreed upon location, as an alternative to submission of financial statements.

The Lead Proponent must provide sufficient financial information to demonstrate that the Lead Proponent (or, if applicable, each member of the Joint Venture or Consortium) has the financial resources and strength to fully perform and complete all obligations, duties and responsibilities that the Lead Proponent may assume and undertake in connection with this project. To meet this requirement, the Lead Proponent (and, if applicable, each member of the Joint Venture or Consortium) should submit three (3) projects of similar size and complexity for reference and provide the following information:

1. The most current annual report for the company (or fund performance report in the case of a financial fund).
2. Copies of the most recent issuer/issue credit ratings (if applicable).
3. Copies of the most recent investment industry analyst's reports.
4. A current credit reference letter that is executed by the requisite officers of the Proponent's current corporate banking institution (including names, addresses and telephone numbers of such individuals) specifying the length and nature of the relationship between the Proponent and such reference bank and amount of financing that is currently available and/or provided to the Proponent.
5. Financial statements of the Lead Proponent (if applicable, each member of the Joint Venture or Consortium), which should include any one of the following:
  - (a) Audited financial statements (if these exist) for the five full fiscal years immediately prior to the Submission Deadline and any interim financial statements produced since the audited financial statements;
  - (b) Corporate tax filings for the five years immediately prior to the Submission Deadline (including all supporting financial statements).
6. A letter from the Chief Executive Officer or equivalent officer outlining existing claims, litigation or proceedings against the company, or attesting that there are none.
7. If the Lead Proponent intends to bring on a financial partner, co-investors and/ or technology providers to complete this project, such partner should be disclosed and its financial information should be provided as outlined above. Waterfront Toronto retains the right to assess any partner based on its proposed role within a Joint Venture or Consortium, and request financial information for that partner if deemed necessary.

**OR**

Waterfront Toronto will review only the financial information provided to it through this process, and cannot rely on previous project experience to assess financial capability for this project.

## 2. Final Evaluation Criteria

The following categories, weightings and descriptions are anticipated to be used in the final evaluation of rated criteria during Stage IV of the evaluation process (Concurrent Negotiations and BAFO), described in **Section 2** of this RFP. These criteria will apply only to BAFO proposals submitted by selected Proponents invited to participate in Stage IV.

	Rated Criteria Category	Weighting (Points)
a.	Refined Project Vision and Outcomes (Sustainability, Resilience, Urban Innovation, Complete Communities, Economic Development and Prosperity)	40 points
b.	Refined Business Case and Financial Requirements (Legal Structure, Business Case and Investment Strategy)	30 points
c.	Detailed Approach, Methodology and Work Plan	20 points
d.	Schedule (Gantt Chart)	5 points
e.	WTEI Plan	5 points
	Total Points	100 points

Note: Waterfront Toronto reserves the right to alter the evaluation criteria prior to the selected Proponents making BAFO proposal submissions.

### Technical Proposal Submission Content (Final Evaluation)

The following are anticipated technical submission requirements that selected Proponents will need to address. In addition, as the negotiation process unfolds, there may be additional criteria that will also need to be addressed. All selected Proponents will be advised of any additional criteria to be incorporated into their BAFO proposal.

#### a. Refined Project Vision and Outcomes (Sustainability, Resilience, Urban Innovation, Complete Communities,

#### Economic Development and Prosperity)

Details will be provided to the selected Proponents.

#### b. Refined Business Case and Financial Requirements (Legal Structure, Business Case and Investment Strategy)

Details will be provided to the selected Proponents.

#### c. Detailed Approach, Methodology and Work Plan

Selected Proponents to provide a more detailed description of its approach and methodology for implementation of the vision set out above in a) and b).

#### d. Schedule (Gantt Chart)

Develop a schedule that identifies the key deliverables at different intervals or milestones throughout the process provided that all required items are addressed in a manner that allows for regular demonstrations of progress, and for timely decision making.

#### e. WTEI Plan

Selected Proponents are required to submit a WTEI Plan with its proposal submission, addressing the different stages of the project and the range of potential employment-related opportunities that will be generated through the Project. Selected Proponents should also identify the extent to which its WTEI Plan will incorporate the cooperation/agreement of subcontractors, consultants and sub-consultants.

## D. Pre-Condition of Award

Refer to **Appendix B - Form of Agreement**.

# **GLOSSARY OF TERMS**

## Glossary of Terms

The following is a guide to terms used throughout this RFP document:

**333 Lake Shore Boulevard East (333 LSB)** – a 2.4 hectare (6.0 acre) vacant lot. It is one of three development blocks that together make up the Project area.

**Addenda (or Addendum)** – written responses to inquiries received and/or additions, deletions, revisions to this RFP.

**Blackout Period** – The blackout period is for the period of time immediately following the release of the procurement document until the final award. To ensure that the Corporation's procurement process is fair, open and transparent to all Proponents, there shall be no communication between the Corporation, its consultants or contractors and the Proponents with the exception of the RFP Contact noted above during the Blackout Period. Lobbying during the procurement process will not be permitted and may result in disqualification.

**Clean-tech** – clean-tech refers to any business that involves platforms, products and processes for building technologies, building materials, green infrastructure or energy.

**Climate-positive** – net-negative operational Greenhouse Gas (GHG) emissions. Under the Climate Positive Development Program, projects reduce their emissions, capture carbon on-site (by creating carbon sinks), and offset the remainder by exporting clean energy or investing in carbon reduction initiatives in the surrounding community.

**Complete Community** – Communities that meet people's needs for daily living throughout an entire lifetime by providing convenient access to an appropriate mix of jobs, local services, housing, and community infrastructure. They include accessibility to public transportation and safe non-motorized travel options.

**SitesProject area** – the Project area is comprised of three primary sites located along Queens Quay East: the Quayside Development Block, the Parliament Development Lands and 333 Lakeshore Boulevard East. Please refer to

### Section VI.

**East Bayfront** – one of the precincts of Toronto's waterfront, which is generally bounded by Lake Shore Boulevard East to the north, Lake Ontario to the south, Parliament Slip to the east and Jarvis Street to the west. A portion of the Project area falls within East Bayfront.

**East Bayfront Precinct Plan** – a document that provides the vision for the East Bayfront, and which provides guidelines for the implementation of public infrastructure and built form in the precinct. The Precinct Plan was adopted by Toronto City Council in December 2005.

**East Bayfront Zoning By-law 1049-2006** – was approved by Toronto City Council to amend the City of Toronto Zoning By-law and outline the uses permitted in the East Bayfront, the conditions under which the lands may be developed and design criteria such as heights, setbacks, parking and other requirements. By-law 1049-2006 was appealed to the Ontario Municipal Board; however, it has been approved for certain public lands within East Bayfront. The version of By-law 1049-2006 that was approved by the Ontario Municipal Board, and which applies to the Development Sites, is included in the Electronic Data Room.

**Electronic Data Room** – a website where electronic versions of the RFP documents, including Addenda, and background information will be posted by Waterfront Toronto. Information on how to access the Electronic Data Room is provided in **Section 1.4** of this RFP.

**Evaluation Team** – The Evaluation Team comprises staff members from Waterfront Toronto and external subject matter experts. The Evaluation Team is responsible for scoring the submissions, and making recommendations to the Steering Committee. See **Section 2.10** of this RFP.

**Financial Advisors** – KPMG LLP (Process, Financial Analysis and Transactions Advisor) brings its expertise in process, transaction structuring and real estate finance to the Project. They have been assisting and will continue to assist with refining an approach for attracting and securing partners in delivering the Project. This includes providing guidance on the appropriate sectors and types of companies to be engaged,

potentially as partners; leading the market sounding with these parties; determining and structuring the most appropriate processes for securing their involvement; providing recommendations for the scale and phasing of the Project; and, determining and establishing appropriate deal structures for securing Waterfront Toronto's interests and achieving the overall Project objectives. KPMG's advisory services are augmented by N. Barry Lyons Consulting, which is a multi-disciplinary real estate consulting firm specializing in market research, urban planning, financial analysis and development management and by Urban Strategies planning and design firm..

**Horizontal Infrastructure** – the basic facilities, services and installations needed to support the functioning of a community, such as water and storm water management, energy systems

**Industrial Internet of Things (IIOT)** – A system that uses instruments and sensors to collect and share data over the internet, which can then be used to provide appropriate services in a given area. For example, a sensor in an “internet of things” system might capture the movement levels near a street light, and then use that information to provide a suitable amount of lighting in the area.

**Intelligent Communities** – communities where digital information technology has been applied through the built environment to improve the overall quality of life for people at home, work and play.

**Integrated Design Process (“IDP”)** – is a collaborative process that enables all relevant project disciplines on a project team to work together in providing design solutions that optimize relationships between systems. The resulting creative design brings multiple benefits, often at a reduced cost. Waterfront Toronto's IDP requirements include the following:

1. A concept design phase focused on sustainability. The recommended approach is to hold conceptual design meetings (charrettes) attended by at least one individual from each member of the development team (including energy modeler and cost consultants), and contractors, where possible. This is led by an identified Experienced Green Design

Concept (Charrette) Leader.

2. Integrated Design team meetings, lead by the Green Building Design Concept Leader, are to be held, as a minimum during design development and the 10%, 60% and 90% construction document stages.

**Joint Venture** – for the purposes of this RFP, a Joint Venture is an association of two or more parties who combine their money, property, knowledge, expertise or other resources in a single joint business enterprise, sometimes referred to as a Consortium, to bid together on a requirement.

**Key Personnel** – are the key or important individuals who will make up the Lead Proponent and the Proponent's Team, including the Key Personnel set out in Section 3.1.2 of this RFP.

**Lead Proponent** – is the member of the Proponent team that provides an RFP Submission in response to this RFP, and who is intended to be the party that enters into agreements with Waterfront Toronto in order to become the Innovation and Funding Partner of the Project.

**Minimum Green Building Requirements (“MGBR”)** – minimum building requirements established by Waterfront Toronto, which build on the LEED® system. A copy of the current Minimum Green Building Requirements is available in the Electronic Data Room.

**Parliament Development Lands** – The Parliament Development Lands is one of three development blocks that together make up the Project area. It will be created by the future realignment of Parliament Street south of Lake Shore Boulevard East and the extension of Queens Quay East across the north end of the Parliament slip. It will total approximately 0.6 hectares (1.5 acres).

**Participant in Charge** – is the primary contact in the case of a Joint Venture.

**Proponent** – an entity or group that submits an RFP Submission in response to this RFP. All proponents, as anticipated herein, shall be singularly and collectively referred to as Proponent, as the case may be.

**Proponent's Team** – a team of firms or individuals that make up the Submission including the Lead Proponent and its consultants and advisors.

**Proponent's Team Member** – individual members of a team of firms or individuals that make up the Submission including the Lead Proponent and its consultants and advisors.

**Province of Ontario (or the "Province")** – the Government of Ontario.

**Quayside Development Block** – The Quayside Development Block is one of three development blocks that together make up the Project area. It includes all the land between Bonnycastle Street and Small Street, and Lake Shore Boulevard East and Queens Quay East, totalling approximately 1.8 hectares (4.5 acres).

**RFP Contact** - Waterfront Toronto's Process Manager is the "RFP Contact" of this RFP process. All enquiries or communications must be directed to the RFP Contact, which is Betty Leung, Procurement Manager Email: [procurement@waterfronttoronto.ca](mailto:procurement@waterfronttoronto.ca)

**RFP Submission (or "Submission")** – a written Submission submitted by a Proponent in response to this RFP.

**RFP Submission Forms (or "Submission Forms")** – forms provided in electronic format as Appendix B to this RFP that are to be completed and submitted by the Proponent. Submission Forms may be downloaded from Waterfront Toronto's Electronic Data Room.

**RFP Website** – is the website that Waterfront Toronto has created to assist with providing the necessary material and information to the Proponent.

The RFP website is [www.quaysideTO.ca](http://www.quaysideTO.ca)

**Selected Proponents** – those Proponents selected through this RFP process to proceed to the subsequent RFP process.

**Steering Committee** – is responsible for overseeing the Evaluation Team's evaluation of the submissions and making a recommendation to Waterfront Toronto's Board of Directors. The

Steering Committee comprises representatives from Waterfront Toronto's executive team and Board, and independent external subject matter experts. See **Section 2.9** of this RFP.

**Submission Deadline** – the latest date and time that the Proponent's Submission must be received by Waterfront Toronto via courier or in person. The Submission Deadline are set out in the RFP Timetable in **Section 1.2**.

**Sustainability Advisor** – Arup Canada Inc (Sustainable Systems and Technology Advisor) has expertise in sustainable systems and technology at both the building and precinct levels, as applicable to the planning and implementation of large, multi-phased, mixed-use developments. They have been assisting and will continue to assist with establishing specific sustainability and innovation targets for the Project, as well as approaches for achieving these targets, including the ways in which Waterfront Toronto and its potential delivery partners might each contribute to these targets. Data-informed design and decision-making will be the foundation of this work, including modelling various scenarios in order to quantify the costs and benefits from ecological, social and economic perspectives. Arup is the lead for the Sustainable Systems and Technology Advisor, and they are also supported by Urban Strategies planning and design firm, HR&A real estate, economic development and public policy consulting and A.W Hooker Associates a firm of quantity surveyors and cost consultants.

**Team (the)** – for the purpose of this RFP, the Team is Waterfront Toronto, its Financial Advisor and its Sustainability Advisor.

**Toronto Green Standard ("TGS")** – a two-tier set of performance measures with supporting guidelines related to sustainable site and building design for new developments. TGS was prepared by the City of Toronto to promote more efficient use of finite resources, protect against rising impacts on the environment, and improve the quality of life in the City. The Toronto Standard is a "made-in-Toronto" approach that integrates existing city guidelines and targets with standards from private rating systems such as LEED® and Green Globes. A copy is available in the Electronic Data Room.

**Vertical Development** – the design and construction of buildings.

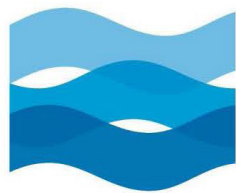
**Vertical development Partners** – for the purpose of this RFP, vertical development partners refers to real estate development teams, including developers, architects, planners, contractors and others, involved with the design and construction of buildings.

**Waterfront Design Review Panel (or the “Design Review Panel”)** – an advisory panel established by Waterfront Toronto to provide peer review and advice related to architectural and public realm design. The Design Review Panel will review and comment on materials in accordance with the Design Review Panel By-laws, Policies and Procedures document, which is available in the Electronic Data Room.

**Waterfront Toronto** – the operational name of the Toronto Waterfront Revitalization Corporation.

**Waterfront Toronto Board of Directors (or “Board of Waterfront Toronto”)** – Waterfront Toronto is governed by an 11-member Board of Directors, including the chair, appointed by the federal and provincial governments and the City of Toronto.

**Sustainability Framework** – a document that outlines Waterfront Toronto’s goals, objectives and targets with respect to achieving sustainability. A copy of this document is available in the Electronic Data Room.



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