

Table of Contents

Section 1	
Message from the CEO	3
Message from the Chair	5
Board of Directors	6
Section 2	
Who we are	7
Vision Statement	7
Section 3	
Our Evolving Challanges & Opportunities	8
Strategic Objectives —Waterfront ⁺	9
Transformational Projects	10
Section 4	
2017/18 Key Projects Map	13
2017/18 Key Deliverables: Projects	14
2017/18 Key Deliverables: Corporate	20
Section 5	
Capital Investment Plan	22
Staff Resources	23
Section 6	
Funding	25
Cash Flow Management	26
Risk Management	26
Next Steps	27
Appendix I	
2017/18 Key Planning, Development & Construction Deliverables	28
Appendix II	
	00
Capital Investment Plan & Planning Funding Summary	29

A Message from the CEO

William Fleissig



For over a decade Waterfront Toronto has been making the revitalization of Toronto's waterfront a reality. From planning and development, to designing and constructing, the transformation of the city's formerly industrial waterfront into new communities and public spaces is visibly well underway. Our investment to date of \$1.3 billion of largely government funding has resulted in private sector investments, which 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.

For this, we can thank the leadership of my predecessor John Campbell. He led Waterfront Toronto from its inception until the end of 2015 and handled the difficult task of demonstrating to three levels of government and the public that a revitalization program – one that integrates flood protection, beautiful parks, enhanced pedestrian/bike mobility, transit, mixed-income housing, and economic development – was not only the right vision, but a winning strategy to attract private investment.

With John's departure, I now have the privilege of leading this organization. It is time for us to reflect, assess and evolve. We are examining how Waterfront Toronto delivers on our original mandate: How do we interpret our original goals in the context of changing government policies and an evolving market? What does that mandate mean now? How should Waterfront Toronto's priorities change? How do we measure the impact of our work? How do we work with our partners to improve our coordination and efficiency?

The context in which we are operating has changed since 2001: 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.

We are focusing our efforts around an emerging strategy called Waterfront⁺ to better understand and articulate the challenges that Toronto – and cities around the world – are facing: climate change, mobility, inclusivity, economic growth, accessibility and connectivity. How can our efforts advance innovative solutions to these challenges that both fulfill our mandate and produce new city-building models for the region and the country?

Our new direction is not an overnight decision; it is a process that takes time. We have to adjust how we work and how we are organized. Accordingly, this document reflects an organization in transition.

Regardless of this process, we do know there are immediate challenges that we can tackle to accelerate the waterfront's revitalization. We have a great design for one of the most important public spaces in the city, the Jack Layton Ferry Terminal. Every year, 1.34 million residents and visitors pass through the Ferry Terminal on their way to the Toronto Islands. This space – the gateway to one of Toronto's most cherished places – can and should become an iconic symbol for Toronto and the entire waterfront.

Further east, in Toronto's Port Lands, a vast and underutilized area awaits revitalization. Roughly the size of two High Parks, the Port Lands sit in the Don River's flood plain, just steps from our growing downtown – the region's economic engine. Waterfront Toronto's plan to flood protect the Port Lands and unlock its immense potential will create new communities, parks and public spaces. This has been an ongoing priority that the governments of Canada, Ontario and Toronto have given Waterfront Toronto since our creation. The plan is now front and centre in addressing governments' climate change, economic development and green infrastructure agendas, and we are ready to implement it.

In this report, you will find a summary of our transitional plans for the 2017/18 fiscal year. I invite you to watch our website in the months ahead, as our organization works to evolve and find new ways to make the waterfront a testbed for new approaches, methods and technologies. We are intent on making a critical contribution to Toronto's economic, social, and environmental well-being – one that will serve as an example to other cities around the world.

Jen

Will Fleissig
President and CEO



Will Fleissig in the Port Lands for an announcement on the Essroc Quay Lakefilling Project with (L-R) Mayor John Tory, Provincial Minister of Infrastructure, Bob Chiarelli, and Federal Minister of Infrastructure and Communities, Amarjeet Sohi.

Photo by Jack Landau at Urban Toronto.



Will Fleissig tours the Water's Edge Promenade in East Bayfront with (L-R) Federal Minister of Infrastructure and Communities, Amarjeet Sohi and Toronto-Danforth MP Julie Dabrusin.

Photo by Rick Madonik at Toronto Star.

A Message from the Chair

Mark Wilson



This year we enter the second era of waterfront revitalization with a new CEO and a renewed vision.

After our first decade of work, the West Don Lands community is filled with new residents of all ages and incomes, enjoying Corktown Common and Underpass Park. East Bayfront is alive with students at George Brown College, digital media talent at Corus Entertainment and visitors relaxing at Canada's Sugar Beach and Sherbourne Common. Four new buildings are being added to East Bayfront as it welcomes new residents and workers. Further west, Queens Quay has been transformed into a welcoming front door to the Central Waterfront.

Led by John Campbell until 2015, Waterfront Toronto has created and improved more than 36 hectares (90 acres) of parks and public spaces across 25 projects. We have developed nearly 600 affordable housing units and led the way in creating sustainable buildings and communities.

After an international search, Will Fleissig joined the Corporation as our new CEO in 2016. His broad and deep experience in both the public and private sectors bring a unique set of skills to propel us forward.

Led by Will, our second era will use development opportunities in Quayside, North Keating and the Port Lands districts to create climate-positive, complete communities and destinations that will showcase Canadian technology and expertise, and set a compelling example for other cities to follow.

The hallmark of our second era will be creating great neighbourhoods and destinations while addressing the challenges of climate change, inclusivity, mobility, accessibility and engagement. It will use innovation and partnerships across government, industry, academia and community to deliver economic growth and new jobs.

Join with us on this journey. We need all of you to succeed.

Mark Wilson Chair

*Mark Wilson's term serving as Chair of the Board of Directors will end on December 31, 2016. Helen Burstyn is designated to serve as Chair of the Board of Directors beginning January 1, 2017, until such time as a Chair is appointed by the three levels of government, in accordance with the provisions of the Waterfront Toronto Act.

Board of Directors

Waterfront Toronto's Board is made up of 12 members and a Chair, jointly appointed by the three orders of government. Our Directors are highly engaged in the Corporation's activities and ensure that our mandate is delivered in an accountable and transparent manner.

Mark Wilson

Chair of the Board of Directors
Appointed by the City of Toronto from January 2002;
Reappointed by the Government of Canada
from March 31, 2016 to December 31, 2016
Elected Chair of the Board of Directors in January
2007.

Helen Burstyn

Distinguished Visiting Professor, Social Venture Zone, Ryerson University Appointed by the Province of Ontario from February 24, 2016 to February 24, 2019 Designated as Chair of the Board of Directors on January 1, 2017.

Mohamed Dhanani

Executive Officer at His Highness Prince Aga Khan Shia Imami Ismaili Council Appointed by the City of Toronto from April 1, 2016 to March 31, 2019

Stephen Diamond

President and CEO, DiamondCorp Appointed by the City of Toronto from April 1, 2016 to March 31, 2019

Julie Di Lorenzo

President, Diamante Urban Corp Appointed by the Province of Ontario from November 4, 2015 to November 4, 2018

Meric Gertler

President, University of Toronto Appointed by the Province of Ontario from November 16, 2016 to November 15, 2019

Susan Henderson

President, Collins Barrow Toronto Infrastructure Advisory Appointed by the City of Toronto from April 1, 2016 to March 31, 2019

David Johnson

Former Minister of Education for the Province of Ontario Appointed by the Government of Canada from June 6, 2008 to June 6, 2017

Ross McGregor

Former President & CEO, Toronto Region Research Alliance Appointed by the Province of Ontario from June 16, 2016 to June 10, 2019

Denzil Minnan-Wong

Deputy Mayor for the City of Toronto City Councillor for Ward 34, Don Valley East Appointed by the City of Toronto from December 2, 2014 to December 2, 2017

Mazyar Mortazavi

President & CEO, TAS

Appointed by the Government of Canada
from January 1, 2017 to December 31, 2019

Sevaun Palvetzian

CEO, CivicAction Appointed by the Government of Canada from December 1, 2016 to November 30, 2019

Janet Rieksts-Alderman

Partner, Examine Consultants Canada Appointed by the Government of Canada from December 1, 2016 to November 30, 2019

Who we are

The Governments of Canada, Ontario and the City of Toronto created Waterfront Toronto in 2001 to oversee and lead the renewal of Toronto's waterfront. We are working to transform Toronto's waterfront for 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.

Our mandate is to deliver a revitalized waterfront that brings together the most innovative approaches to sustainable development, excellence in urban design, real estate development, and leading technology infrastructure. We are delivering on important public policy objectives to:

- Reduce urban sprawl
- Develop sustainable communities
- Increase the supply of affordable housing
- Create more parks and public spaces
- Expand public transit
- Increase economic competitiveness

Toronto's new waterfront communities will help to keep the city competitive with major urban centres around the world for investment, jobs and talent. Our revitalization work is helping Torontonians and visitors reconnect with the waterfront as a place to live, work and play.

Vision Statement

As the steward of the waterfront, we are committed to executing a transformative vision that yields a waterfront belonging to, including and reflecting everyone.

We generate innovative solutions so we can develop a unique, exceptional waterfront in a remarkable city, building a legacy of beautiful, vibrant spaces and sustainable, prosperous communities.





Evolving Challenges & Opportunities

Since Waterfront Toronto's creation 14 years ago, many of the challenges and opportunities we have been charged with addressing have changed, much like the City of Toronto itself. We now see a sustained and healthy growth in jobs and population in downtown Toronto, which is increasingly moving towards the waterfront. With this growth comes greater demand for new infrastructure and affordable and inclusive housing options. We also see a growing need for new and improved parks, bike trails and pedestrian connections to serve downtown residents, workers and visitors.

The region's economy is characterized by long-term job growth in technology, finance, and creative industries. Our Federal, Provincial and Municipal governments are undertaking programs to combat climate change. At the same time, Waterfront Toronto continues to operate under a constrained government funding model that means we need to explore new approaches to funding waterfront revitalization.

Waterfront Toronto is currently examining our strategy and priorities to ensure our next phase of revitalization will effectively address these current and evolving challenges and identify new opportunities that align with our evolving mandate.

As this process is ongoing, our corporate strategy is in transition for the 2017/18 year. However, at a high level, our future direction will be to use Waterfront Toronto projects as a testbed for new strategies, processes, models and technologies that will create more sustainable and livable communities and that will help address the challenges we have outlined. Our new waterfront communities will serve as an example and inspiration to other cities across Canada and around the world. We are also working to develop





new partnerships that will support our evolving strategic direction and provide opportunities for Canadian companies and organizations to play an important role in waterfront revitalization.

Out of this strategic process, we will prioritize the programs and projects that best respond to our newly-refined strategic objectives, which can be found on page 9. We have also identified several projects as immediate key priorities, as they meet our strategic objectives and provide us the opportunity to test new approaches, technologies and partnerships at a transformational scale. These projects can be found on pages 10-12.

We expect to present an updated Corporate Plan early in our 2017/18 fiscal year.

Strategic Objectives — Waterfront⁺

Although our corporate strategy and direction are currently under review, the public policy objectives originally defined by our mandate have been refined as overarching strategic objectives. Moving forward, Waterfront

Toronto's newly-refined strategic objectives – what we are calling Waterfront⁺ – will better address the challenges facing Toronto and other cities and help guide our decisions on priorities, projects and corporate initiatives.

Prosperity⁺ - Leveraging innovation and partnerships to deliver economic growth and new jobs.

The waterfront remains highly attractive for employers and employees and is the perfect testbed for nurturing Toronto's growing technology clusters and their proven multiplier effects on job growth.

Sustainability⁺ – Promoting cutting-edge solutions to reduce carbon emissions, while promoting a high quality of life and improving public health.

Canada has recognized the importance of reducing its carbon footprint and has committed to achieving this goal. New communities on the waterfront will set an example for other regions on how to achieve carbon reduction targets by piloting sustainable solutions and building climate-positive communities that foster growth in Toronto's cleantech industry.

Neighbourhood⁺ – Advancing complete communities that address the need for housing, mobility and access, connectivity and inclusivity.

Building complete, inclusive and accessible neighbourhoods is critical to the redevelopment, success and longevity of Toronto's waterfront. New waterfront neighbourhoods provide an excellent means to address some of Toronto's equity and inclusivity challenges. Ensuring the development of affordable housing is just one of the ways we plan to help promote equitable access across the waterfront.

Destinations⁺ – Creating enduring value through well-designed and vibrant cultural, recreational, civic and public spaces for residents and visitors.

As downtown Toronto continues to grow rapidly, the City is struggling to provide open space for many of the area's new residents. Toronto's waterfront provides ample opportunity for new and innovative parks and public spaces for new residents to enjoy and to build a live-work-play waterfront that will serve as an asset for the city, region and province.

Engagement⁺ – Cultivate a high-performance and listening organization, promoting deep stakeholder trust, broad community outreach and consequential citizen feedback using robust data analysis and superior interactive web tools.

Broadening and deepening our engagement with the community and stakeholders allows us to create better outcomes. By having an open and honest dialogue with the public and by capturing and leveraging relevant data, we can create spaces and communities that better respond to the needs and desires of our diverse communities.

Transformational Projects

We have identified the following three projects as key priorities for Waterfront Toronto moving forward. Each project meets our newly-refined strategic objectives and gives us the opportunity to test out new models, technologies, strategies and partnerships that will respond to our evolving challenges. All three projects offer the opportunity to not only dramatically transform the City of Toronto and its waterfront, but to inspire other cities around the world.

Jack Layton Ferry Terminal



Located at the foot of Bay Street, the Jack Layton Ferry Terminal is the gateway to one of Toronto's most beloved and important parks – the Toronto Islands. More than 1.34 million residents and tourists pass through the terminal annually. Due to its prime location and important function as a transportation hub, the Ferry Terminal deserves an iconic presence. In fact, the terminal site has the potential to become a recreational, cultural and civic space unlike any other.

In 2014, Waterfront Toronto held an Innovative Design Competition for the Jack Layton Ferry Terminal and adjacent Harbour Square Park to develop a bold new design that would transform this cherished space. The winning design — called Harbour Landing by West 8, KPMB, and Greenberg Consultants — features a signature waterfront park that connects seamlessly to an iconic new terminal building. The expanded terminal building will enhance accessibility, open up unobstructed waterfront views to the public and create operational efficiencies for the ferry service. It will also offer space for new public amenities on the waterfront. The final master plan also proposes solutions to better connect the terminal site to nearby parks and public spaces and to Toronto's nearby downtown and central business district.

Work has been completed to refine the master plan, including identifying incremental improvements that can be delivered as funding and budget become available. This project presents an opportunity to engage new financing and delivery partners in innovative ways to deliver core elements of the master plan.

We are currently undertaking the funded Phase 1A of the master plan, which includes extending the new pedestrian promenade on Queens Quay south from Bay Street towards the entrance of the Ferry Terminal, installing children's play equipment and new lighting throughout the park. The promenade will feature red and grey granite pavers forming an iconic maple leaf pattern lined by a double row of trees. Phase 1A construction is scheduled to begin in 2017.

Quayside



Located on the north side of Queens Quay East, west of Parliament Street, Quayside will establish a precedent-setting waterfront community that will be on the leading edge of global best practices in the areas of design and sustainable city building. We will establish Quayside as a globally significant mixed-use project that showcases advanced technology and approaches for sustainable community development and encourages market transformation towards climate-positive waterfront development.

Quayside represents the first stage of our multi-phase initiative to support local, provincial and national solution providers in such sectors as clean technology, sustainable construction and energy systems by providing the opportunity to showcase Canadian innovations. Quayside will also enable early opportunities to prototype products that address pressing urban issues including inclusive housing, health and education. Along with the extension of transit and infrastructure into the eastern waterfront, Quayside will unlock the development potential of the Port Lands, allowing leading edge Canadian companies to go to scale and position their solutions globally.

In Quayside, we will establish a complete community that will provide a range of housing types for a variety of family sizes and income levels, within a robust mix of uses – including public open space, vibrant retail, offices, culture, recreation, maker space and education-related activities.

Quayside will also benefit from Canada's first open-access, ultra-high-speed broadband community network, which will give residential and business users access to advanced fibre-optic technology that delivers internet connection speeds that are exponentially faster than standard networks.

In 2017, we will be inviting submissions of qualifications from experienced teams ready to partner with Waterfront Toronto to deliver a distinctive and cutting-edge mixed-use community in the near future.

Port Lands Flood Protection



The Port Lands is a 400 hectare (880 acres) parcel of downtown waterfront land that was once one part of the largest wetlands on Lake Ontario and now is a massive underutilized, contaminated brownfield site.

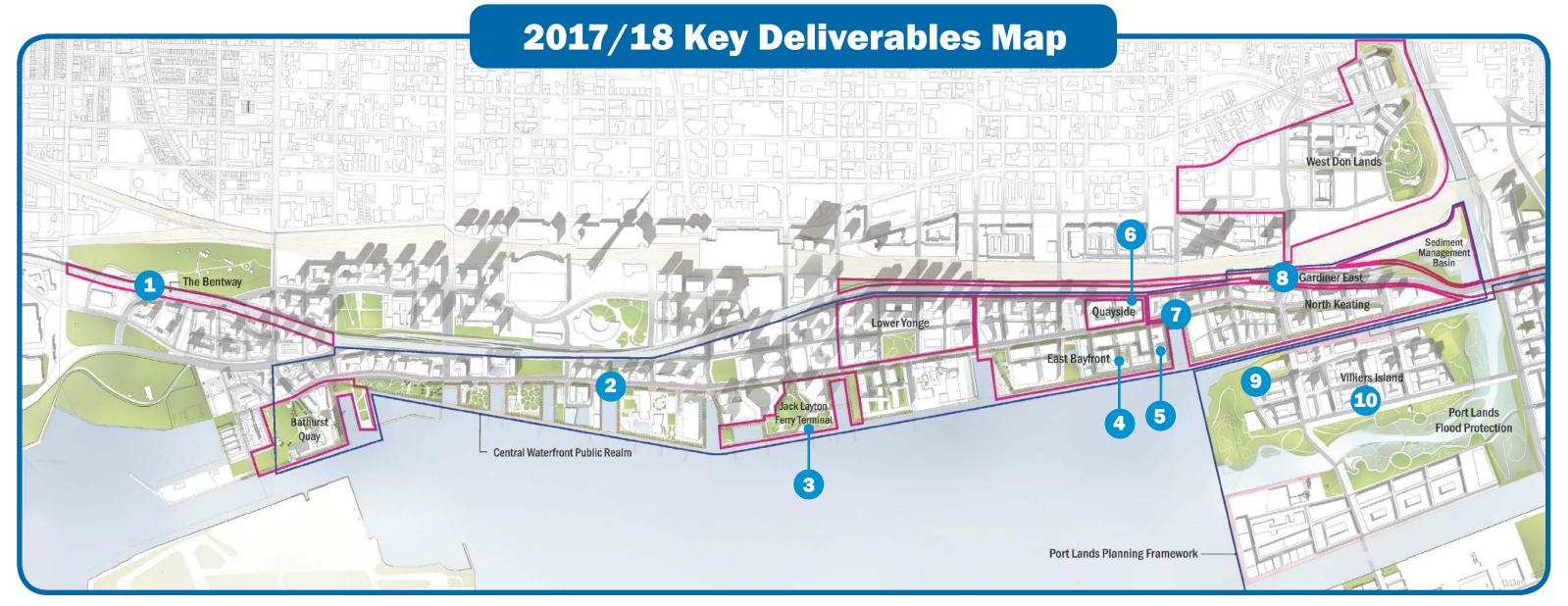
Currently, about 290 hectares (715 acres) in the area – including parts of Riverside, Leslieville and the First Gulf/Unilever development site – are at risk of flooding from the Don River and cannot be developed until they are flood protected.

In order to remove these lands from the flood plain and unlock their tremendous value, the Port Lands need to be flood protected. The Port Lands Flood Protection project would create a new mouth for the Don River, restore wetlands, create parks and open spaces and mitigate the risks and costs associated with major flooding while allowing for the development of new waterfront communities. This project will also spur innovation, economic growth and create jobs; adding \$5.1 billion in value to the Canadian economy, creating 51,900 full time years of employment, and generating \$1.9 billion in government revenues.

No other North American city has such a large piece of undeveloped land adjacent to downtown or a plan to unlock such large-scale waterfront development. In October 2016, we completed a 15-month Due Diligence Report that provides greater certainty on the cost estimate, schedule and risks associated with the proposal to flood protect the Port Lands. Key findings include a cost estimate of \$1.25 billion with a seven-year construction timeline. Currently, we are discussing funding with our government partners and target funding to be in place for the second quarter of 2017.



An artist's rendering of the flood protected Port Lands and an aerial view of the existing Port Lands conditions.



This map represents the Toronto waterfront in its full vision. This includes parks, public spaces and amenities, and residential and commercial developments that are completed, under construction, or planned for the future. In addition to Waterfront Toronto projects, this map represents City of Toronto and other government agency projects to be completed.

1 The Bentway

4 Bayside Phase I

- 7 Queens Quay East & Parliament Street Intersection
- Essroc Quay Lakefilling

- Queens Quay Revitalization
- **5** Bayside Phase II

- 8 Stormwater Management Facility
 - **10** Villiers Island Planning

- 3 Jack Layton Ferry Terminal
- 6 Quayside

2017/18 Key Deliverables: Projects

Based on our strategic priorities and transformative projects outlined in Section 3, together with the Corporation's 2014-2023 Strategic Business Plan approved in 2014, we aim to achieve the following key project deliverables for our 2017/18 fiscal year from April 1, 2017 to March 31, 2018. These projects account for approximately 87 per cent of the Corporation's 2017/18 Capital Investment Plan of \$135 million outlined in Section 5. The deliverables are listed geographically west to east and correspond to the map on page 13.

In addition, Waterfront Toronto is committed to implementating a corporate-wide performance measurement framework in 2017/18. Such a framework will be aligned to the Corporation's overall vision and core strategic objectives. The purpose of a corporate-wide performance measurement framework will be two-fold:

- 1. To enable us to measure and formally report our performance against the goals and objectives set out in our annual corporate plans and five-year business plans; and
- To provide a graphical dashboard with real time information that can be used to drive both critical business decisions and to transparently show progress towards strategic goals.

The framework will build on our existing sustainability framework and will seek to include a manageable set of key performance indicators that are efficient, resilient and SMART (specific, measurable, attainable, relevant and time-bound).

Waterfront Toronto anticipates formally reporting its 2016/17 Corporate Plan against the new performance measurement framework in June 2017; and its 2017/18 Corporate Plan on a quarterly basis throughout 2017/18. The capital investments and related deliverables outlined in this plan are based on the current secured funding sources outlined in section 6 of this Plan. To the extent that Waterfront Toronto is able to secure additional funding sources subsequent to the approval of this Plan, the Corporation reserves the right to amend this plan to reflect the resulting increase in value and scope.

1

The Bentway

Waterfront Toronto is overseeing design and construction of The Bentway, a unique and innovative public space. The project will transform the vacant and forgotten area beneath the Gardiner Expressway into a new gathering place for our city's growing population. Stretching from Strachan to Spadina Avenue, this 1.75-kilometre trail and series of public spaces will knit together seven neighbourhoods. This dynamic new urban corridor will activate the community with a continuous multi-use trail providing access to year-round activities and events.



2017/18 Spend: \$12.7 million

2017/18 Key Deliverable: Complete construction of Phase 1: Fort Frontage, Shingle Beach and Shoreline Gardens, the recreational trail from lannuzzi Street to Spadina Avenue, the skating trail and the skating building.

Queens Quay Revitalization

The revitalized Queens Quay reopened to the public in June 2015, after three years of construction. Once a street that featured insufficient room for pedestrians, poor design and aging infrastructure, Queens Quay has been transformed into a beautiful waterfront boulevard that has become a major destination along the water's edge. Its pedestrian and cycling-friendly promenades encourage an economically vibrant area that serves as a destination for locals and visitors alike. The new Queens Quay includes a separated TTC right-of-way, a new section of the Martin Goodman Trail that provides an unbroken cycling connection across the downtown waterfront and an enlarged pedestrian promenade. Under the street, key infrastructure has been replaced or upgraded, including power, gas, water, sewage and telecommunications systems.



2017/18 Spend: \$2.5 million

2017/18 Key Deliverable: With the pending completion of the underground electrical distribution infrastructure, Waterfront Toronto will be transferring the temporary overhead power connections to the new underground system and replacing older hydro poles with our signature light poles. The work will commence pending Toronto Hydro's completion of the new infrastructure, and is expected to take six to seven months to complete.

3 Jack Layton Ferry Terminal - Phase 1A

Located at the foot of Bay Street, the Jack Layton Ferry Terminal is the gateway to one of Toronto's most beloved and important parks – the Toronto Islands. In 2014, we held an Innovative Design Competition that produced a bold new design for the Ferry Terminal. Waterfront Toronto is working with the City of Toronto to develop new partnerships to complete the project, which will be delivered in phases as funding becomes available. For more information on the Jack Layton Ferry Terminal, please see page 10.



2017/18 Spend: \$1 million

2017/18 Key Deliverable: Complete the design and construction of the entrance plaza to the Jack Layton Ferry Terminal at the corner of Queens Quay and Bay Street, which includes landscaping, play equipment and the extension of the Queens Quay pedestrian promenade from Bay Street to the Ferry Terminal entrance. These elements will be completed first in order to give the Ferry Terminal the prominence it deserves in welcoming visitors and residents to this iconic location. It also hints at the future improvements

to come at the Ferry Terminal and adjacent Harbour Square Park. Waterfront Toronto expects to open the entrance plaza and play feature for public use prior to May 2018 for the Ferry Terminal's seasonal opening.

4

Bayside Phase I

Located in the evolving East Bayfront neighbourhood and our largest residential development to date, Bayside will transform an underutilized, industrial area into an active, diverse and sustainable mixed-use community and thriving waterfront destination. Phase 1 is already well underway with the construction of two residential buildings, Aqualina and Aquavista. Aquavista will feature 228 units, 80 of which will be affordable rental units to be operated by Artscape. Aquavista will be located just west of Aitken Place Park – a multi-purpose space connecting Bayside to the broader East Bayfront neighbourhood. The park will include places for children and pets to play, quiet spots to relax and enjoy waterfront views, and a connection to the Water's Edge Promenade along Lake Ontario.



2017/18 Spend: \$8.2 million

2017/18 Key Deliverables:

- Commence construction of the public realm elements of the private street (Edgewater Drive) for Aquavista with target completion date of June 2018.
- Initiate Aitken Place Park construction in Bayside with target completion by June 2018.



Bayside Phase II

Phase II of Bayside will occupy the eastern end of the site and will feature the extended Water's Edge Promenade, which will provide residents and visitors uninterrupted access to the lakeside. The promenade will feature a 10 metre-wide granite maple-leaf mosaic, signature benches and light poles, and a double row of maple trees that offer pedestrians shelter from the sun and wind. It also provides connections to a variety of nearby amenities including Sugar Beach, Corus Entertainment, George Brown College, Sherbourne Common, and Aitken Place Park.



2017/18 Spend: \$21 million

2017/18 Key Deliverables:

- Complete construction of the public local streets. This
 includes relocation and reconstruction of the combined sewer
 outfall below Small Street and the construction of new streets,
 underground utilities including water, sewer, hydro and gas,
 and public realm to service the eastern half of the Bayside
 development.
- Register Phase II Plan of Subdivision for Bayside: The plan will create new, separate parcels of land in Bayside that can then

be legally used for the sale of development lots. Registration of the plan is expected to be completed in August 2017.

 Obtain Record of Site Condition (RSC) from the Ontario Ministry of the Environment and Climate Change (MOECC); the RSC will summarize the environmental condition of the area, based on the completion of environmental site assessments. Waterfront Toronto expects to obtain the RSC in August 2017.

- Complete all financial commitments to Toronto Hydro for the design, permitting and construction
 of hydroelectric infrastructure for Bayside Phase II. Completion of this deliverable is contingent on
 confirmation of Toronto Hydro's payment schedule.
- Complete the first 90 metres of public realm infrastructure for the Water's Edge Promenade in Bayside Phase II. This includes lighting and landscaping (signature benches, double row of maple trees, red and grey granite maple-leaf mosaic).
- Complete the electrical room inside Tridel's Aqualina for the Water's Edge Promenade in Bayside.
- Complete the reinforcements to dockwalls for the balance of the Bayside Phase II water's edge, including Parliament Slip.

6 Quayside

Quayside is a development area on the north side of Queens Quay East, west of Parliament Street. Waterfront Toronto aims to establish Quayside as a globally significant mixed-use project that showcases advanced technologies and approaches for sustainable community development and encourages climate-positive waterfront development. Quayside will enable early opportunities to prototype product development that will address pressing urban issues such as inclusive housing, health, education and mobility, as well as provide the opportunity to showcase innovations at a significant scale, and assist companies in growing to scale and positioning their solutions globally. For more information on Quayside, please refer to page 11.



2017/18 Spend: \$0.8 million

2017/18 Key Deliverable: Select integrated delivery partner(s) for the Quayside development. We plan to issue a Request for Qualifications for the Quayside development in early 2017. The procurement process is expected to be completed by the end of 2017.

Queens Quay East & Parliament Street Intersection

In order to accommodate the foundational public infrastructure required for the continued development of the eastern Waterfront along Queens Quay East from Small Street to Cherry Street, the intersection of Queens Quay East and Parliament Street must be realigned. This change implements elements of the Toronto City Council-approved Keating Channel Precinct Plan and the Ministry of Environment and Climate Change-approved Lower Don Lands and East Bayfront Transit Environmental Assessments.



2017/18 Spend: \$15 million

2017/18 Key Deliverable: Initiate the process to secure lands and further develop the design for the Parliament Street realignment and Queens Quay East extension.

8

Stormwater Management Facility

The Stormwater Management Facility will serve the East Bayfront, West Don Lands and future Keating Channel neighbourhoods by receiving and treating stormwater run-off created by rain and melting snow. The facility will safely convey run-off, prevent flooding and remove pollutants before the water is discharged into Lake Ontario. This helps protect the health of our lake, the plants and animals that thrive in it, and our city's drinking water.



2017/18 Spend: \$15.1 million

2017/18 Key Deliverables:

- Complete environmental remediation, and construction of the exterior building for the Stormwater Management Facility core and shell.
- Commence installation of stormwater treatment process equipment.



Essroc Quay Lakefilling

Essroc Quay, shown in purple on the map below, is located on the south side of the Keating Channel, where it meets Toronto's Inner Harbour. The project will create a new landmass around the current Essroc Quay through lakefilling, thereby stabilizing the shoreline under flood conditions and improving the ability of the Keating Channel and surrounding area to convey stormwater. Further, these improvements are a prerequisite for the realignment of Cherry Street and the construction of a new elevated bridge over the Keating Channel which will accommodate increased flooding levels. This project will also enhance aquatic habitat and ultimately form part of the proposed Promontory Park, which is a component of the larger Port Lands Flood Protection project.



2017/18 Spend: \$40 million

2017/18 Key Deliverable: Commence construction of the Essroc Quay Lakefilling project, which includes relocating the combined sewer outfall. This project is an important part of the required flood protection work in the Port Lands that is described on page 12.



Villiers Island Planning

Villiers Island, a new community to be created as part of the Port Lands Flood Protection project, will be mixed-use, vibrant, complete, inclusive and sustainable. Villiers Island will embrace its distinct industrial heritage and the spectacular new parks, public spaces and ecological richness that will result from the naturalization of the mouth of the Don River. With exceptional views of the harbour and city skyline, Villiers Island will form a gateway from the West Don lands, East Bayfront and Keating Channel neighbourhoods to the rest of the Port Lands.

This new community will aspire to improve Toronto's resiliency, spur innovation and economic growth, and create jobs by providing an ideal platform to showcase and bring to scale innovative products, policies, solutions and processes in strategic economic sectors such as clean technology, design, sustainable construction and energy systems. The development of a new climate-positive community on the waterfront will attract private equity investment, foster collaboration between governments and private enterprises, and enable the delivery of climate-positive strategies and outcomes that set a compelling environmental and economic example for other cities to follow.



2017/18 Spend: \$0.5 million

2017/18 Key Deliverable: Completion of the Villiers Island Precinct Plan, which will establish development and community-building objectives for the precinct, including the layout of streets and blocks, parks and open spaces, community services and facilities, public art, sustainability and design requirements, building heights and densities and other aspects to help guide the comprehensive revitalization of this new island community.

2017/18 Key Deliverables: Corporate

Corporate encapsulates the following two foundational pillars that support the planning and delivery of Waterfront Toronto's strategic priorities and projects:

- 1. Cross-functional integrated project teams (Direct costs): This includes the direct staff costs associated with positions that are directly responsible for the delivery of the Corporation's capital investment plan and real estate developments. These include staff with functional expertise in Planning and Design, Development, Construction, Program Management, and Stakeholder & Public Engagement.
- 2. Core support (Indirect costs): This includes the staff, tools and technology costs associated with the following core support functions that indirectly support the planning and delivery of the Corporation's capital investment plan, developments and overall governance framework: Finance, Information Technology, Human Resources & Administration, Legal & Board Governance, Procurement, and Strategic Initiatives. In addition, core support also includes the indirect costs associated with Waterfront Toronto's day-to-day operations such as occupancy costs, insurance and audit fees.

For transparency purposes, Waterfront Toronto's total corporate costs budget outlined in the Capital Investment Plan includes both the direct and indirect costs described above.

2017/18 Spend: \$12.1 million (direct costs \$5.3 million; indirect costs \$6.8 million)

2017/18 Key Corporate Deliverables:

New Strategic Vision

• Implementation of Waterfront Toronto's new strategy, objectives, priority projects and initiatives and accompanying organizational restructuring and integrated resourcing plan.

Information Technology

- Replace current financial and accounting system with a new cloud-based Enterprise Resource Planning/ Project Management Information System to achieve scalability, improved productivity and reduce IT dependency.
- Should funding become available, replace end-of-life audio-video equipment in the office boardroom to leverage the benefits of newer and scalable technology, as well as to improve accessibility, transparency and accountability.

2017/18 Strategic Initiatives Deliverables:

Community Engagement, Stewardship & Community Building — Building on Waterfront Toronto's strength in community engagement, we will enhance our tools and techniques to reach out to stakeholders and the public to broaden conversations and deepen connections to the waterfront.

- Develop new approaches and tools to evolve our public consultation practices to broaden and diversify audiences and simplify engagement and consultation on waterfront revitalization projects in order to improve project outcomes.
- Develop and execute more programming activities in waterfront spaces that demonstrate the functionality of those spaces and create positive animation and waterfront experiences for residents and visitors.

 Create further opportunities and platforms for thought leadership, to share knowledge and advance ideas and approaches to urban revitalization, mobility, sustainability, inclusion, economic development and design excellence.

Government Relations — The continued work on Toronto's waterfront will require renewal and a mature evolution of our relationships with government stakeholders.

- Continue to work closely with governments to ensure Waterfront Toronto's revitalization agenda and government priorities are aligned, and that the value proposition and deliverables are clear and evident.
- Clarify and streamline the working relationship with our government partners, particularly with regard to operational issues and deliverables.

Philanthropy, Corporate Sponsorship & Revenue Generation — Funding for the next phase of revitalization will require additional sources of funding to support key projects, particularly with regard to the public realm. In 2015, Waterfront Toronto completed a preliminary assessment of philanthropic opportunities and corporate readiness to engage in sponsorship activities. In 2017/18, we will begin to evaluate and execute the recommendations from the report to accelerate the delivery of identified projects.

- Establish the governance, legal and procurement guidelines and instruments to activate our philanthropic and sponsorship activities.
- Secure the necessary taxation advice and implement appropriate processes to comply with all regulations.
- Prepare an inventory of opportunities for sponsorship for key projects.
- Secure resources to assist with philanthropic activities, including providing advice and market intelligence.
- Prepare initial sponsorship solicitation package for approaches to potential funders.

Innovation & Sustainability — Over the last decade, Waterfront Toronto has been a leader in developing Intelligent Communities that are highly sustainable and foster innovation. We will continue to evolve our approach in order to transform the market and respond to critical challenges that we are facing locally, nationally and globally.

- Working with the broader team on the Quayside development project, establish ambitious, precedentsetting targets to achieve greater sustainability outcomes.
- Publish the next version of the Corporate Social Responsibility and Sustainability Report.
- Update the Minimum Green Building Requirements to provide more ambitious targets.
- Working with Beanfield Metroconnect, activate the first phase of WiFi in the waterfront public realm.
- In collaboration with industry partners, launch an interim-use urban innovation lab on the Quayside site.

Partnerships & Economic Development — The next phase of revitalization will require the creation of new relationships with external partners from industry, academia the not-for-profit sector and the innovation ecosystem across Canada. Working alongside the Partnership Committee of the Board of Directors, we will put in place the strategic framework, guidelines and instruments to provide a base for these engagements.

- Establish the governance, legal and procurement guidelines to activate relationships across various sectors, including academia, not-for-profits, private sector, investor partners, and others as appropriate.
- Formally engage key strategic partners to support Waterfront Toronto's strategic initiatives.
- Establish indicators to gauge the effectiveness and benefit of these partnerships.

Upon the completion of our on-going strategic review, we intend to update this document with more specific corporate goals for each of our five strategic objectives, including details on deliverables, deadlines and performance measurements. We expect this update to be communicated early in the 2017/18 fiscal year.

Capital Investment Plan

The estimated capital investment plan for 2017/18 to support the strategic priorities and key project deliverables outlined in Sections 3 and 4 is approximately \$135 million, as summarized in the table below. Appendix I outlines the composition of key projects outlined in Section 4 by precinct for easy reference.

Precincts	Plann	2017/18 Planned Investment		Estimated Investment to March 31, 2017		Balance of Capital Investment		Total Capital Investment	
East Bayfront	\$	60.3	\$	413.9	\$	264.6	\$	738.8	
Port Lands		43.4		110.8		29.4		183.6	
West Don Lands		12.2		192.9		45.1		250.2	
Central Waterfront		3.9		277.8		1.0		282.7	
Waterfront Wide Initiatives ¹		2.3		285.9		1.9		290.1	
The Bentway ²		12.7		9.6		1.2		23.5	
Waterfront Toronto Total	\$	134.8	\$	1,290.9	\$	343.2	\$	1,768.9	
Non Waterfront TOronto Directed ³		4.9		333.2		32.9		371.0	
Total Long Term Plan	\$	139.7	\$	1,624.1	\$	376.1	\$	2,139.9	

Figure 1 - Long Term Capital Investment (2003 - 2023) (in \$millions)

Capital investment activities include managing planning, design and construction of public realm and physical infrastructure. For 2017/18, the majority of the Corporation's planned capital investment will be focused on construction of the stormwater management facility, which will serve both the West Don Lands and East Bayfront, significant construction of the public local streets and public realm elements in East Bayfront, significant construction of the Essroc Quay Lakefilling project, and construction of key elements of The Bentway.

Appendix II outlines the balance of capital investment and related funding from 2018/19 – 2022/23 by fiscal year.

¹ Includes Waterfront-Wide Initiatives (WWI) such as Union Station Second Platform, Mimico Waterfront Park and Port Union Waterfront Park.

² The Bentway is a partnership with the City of Toronto and a private donor. The funding for this project is outside of the three governments' funding commitment and Waterfront Toronto's revenues.

³ Non Waterfront Toronto directed programs are waterfront revitalization projects funded from the Corporation's \$1.5 billion in government seed capital but funding for which is flowed directly to other government agencies. For example, West Don Lands Flood Protection, GO Transit Expansion, Union Pearson Link, Fort York Pedestrian bridge and government waterfront secretariat costs.

Staff Resources

As part of the corporate visioning process underway in 2016/17, the Corporation identified the broad corporate strategy and project priorities reflected in this plan. Management also reviewed the organization and staff complement required to deliver on the Corporation's key strategic objectives for the 2017/18 fiscal year. Through this process, we have been able to streamline staff functions and operations by using a project delivery model predicated on cross-functional integrated project teams that maximize existing skill sets.

As a result, the Corporation has reduced the overall staff complement for 2017/18 from 65 to 56, a net reduction of nine positions. Further, the Corporation is using contract positions on a short-term basis where specialized skill sets are required. As a result, the 2017/18 human resources (HR) budget is approximately four per cent lower than the approved HR budget for 2016/17.

Figure 2 provides a summary of Waterfront Toronto's corporate costs budget for 2017/18 which totals \$12.1 million, reflecting a decrease of 2.4 per cent from the prior year's budget of \$12.4 million. These costs are allocated to each precinct based on the proportion of total capital investment, with the exception of "The Bentway", which is not subject to corporate allocations.

	2016/17 Original Budget	2016/17 Revised Forecast	2017/18 Budget	% Change from Original Budget	
General and Office Administration	\$ 1.3	\$ 1.3	\$ 1.3	-	
Information Technology	0.4	0.6	0.5	25.0%	
Public Engagement & Communications	0.7	0.6	0.6	(14.3%)	
Human Resources:					
Salaries and Benefits - Direct Project Staff	4.9	4.9	5.3		
Salaries and Benefits - Core Support Staff	4.6	4.6	3.9		
Subtotal - Salaries and Benefits	9.5	9.5	9.2		
Human Resources and Staff Development	0.3	0.2	0.2		
Directors fees	0.2	0.2	0.2		
Subtotal - Human Resources	10.0	9.9	9.6	(4.0%)	
Operating Budget Before One-Time Items	\$ 12.4	\$ 12.4	\$ 12.0	(3.2%)	
One Time HR Restructuring Costs	-	0.2	-		
Additional Annual Amortization (Over Three Years) from One-Time Capital to Replace End of Life IT			0.1		
Operating Budget After One-Time Items	\$ 12.4	\$ 12.6	\$ 12.1	(2.4%)	

Figure 2 - 2017/18 Operating Budget (in \$ millions)

The revised forecast for 2016/17 and the 2017/18 budget include an increased investment in information technology that is directly related to the replacement of end of life equipment. Significant investments include replacement of existing server architecture and related software and networking equipment (in 2016/17), as well as replacing the Corporation's financial system with an out-of-the-box, cloud-based Enterprise Resource Planning/Project Management Information System (in 2017/18). Both of these investments will be scalable in order to meet the Corporation's growing needs over the next five years. If funding becomes available during the 2017/18 fiscal year, the Corporation would also seek to upgrade its audiovisual equipment that would improve accessibility, transparency and accountability.

Direct versus Indirect Corporate Costs

The total budgeted 2017/18 corporate spending comprises both direct and indirect costs as defined on page 20. Total indirect costs (overhead) for core support functions as a percentage of Waterfront Toronto's capital investment plan is approximately five per cent for 2017/18 and nine per cent as a rolling average over the last three fiscal years. The capital investment plan (see Figure 1) of \$135 million is representative only of the planning and construction costs for Waterfront Toronto directed projects. It does not include the significant capital investments being made by Waterfront Toronto's development partners and municipal partners, to which significant Waterfront Toronto staff time, expertise and resources are dedicated. If these private developer and municipal investments could be readily quantified, Waterfront Toronto's indirect costs as a percentage of capital investments would be significantly less.

Funding

Waterfront Toronto's business model is based on investing government funds into strategic community-building infrastructure, transforming underutilized post-industrial lands into new communities and important civic assets that attract private sector development opportunities and investment. Proceeds from land sales are reinvested into further revitalization.

Over the last 14 years and by March 31, 2017, it is anticipated that Waterfront Toronto will have invested a total of \$1.3 billion of government seed capital into enabling infrastructure and public spaces on the waterfront. However, Waterfront Toronto's funding profile is now undergoing a shift to include a higher proportion of revenue derived from land sales and other related sources, with less reliance on government funding (see Figure 3).

For 2017/18, the ratio of government funding to other revenues is expected to be approximately 56 per cent (\$45 million) as a direct result of new funding to Waterfront Toronto under the Clean Water and Wastewater Fund. Through this fund, Waterfront Toronto will receive a total of \$65 million, \$40 million of which will be in 2017/18, for the Essroc Quay Lakefilling project outlined in Section 4.

To fund the remaining planned capital investments in 2017/18 of \$90 million, Waterfront Toronto anticipates \$35 million from other revenues, mainly through sales of publicly-owned waterfront lands (\$21 million), together with philanthropic contributions for The Bentway (\$9 million). The balance of \$55 million will be funded from \$30 million in deferred contributions (surplus government funding and unspent revenues from prior years) together with approximately \$25 million in borrowing, which is anticipated to be fully repaid in fiscal 2019/20. Refer to Appendix II for a graphical depiction of the capital investment and funding plan for the period 2018/19 – 2022/23. This graph shows that forecast revenues exceed forecast expenditures by a total of \$32.8 million in fiscal years 2018/19 and 2019/20 which is the period in which Waterfront Toronto anticipates fully repaying its loan.

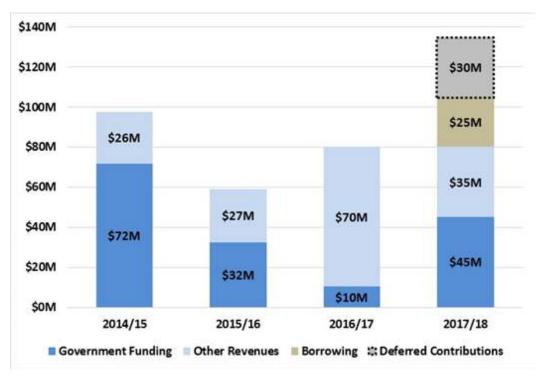


Figure 3 – Funding Breakdown by Source

Cash Flow Management

Historically, the Corporation was primarily funded through federal, provincial, and municipal grants, for which the revenue streams were highly predictable and reliable. As noted above, Waterfront Toronto's funding profile is currently undergoing a shift to include a higher proportion of revenue derived from land and lease sales, rentals, parking and other related income sources. This change in funding profile will require the Corporation to address new risks and complexities in managing cash flows.

Waterfront Toronto assesses liquidity in terms of its ability to generate sufficient cash flows, along with other sources of liquidity including borrowings, to fund operations and the achievement of core deliverables. Net cash flow is affected by the following:

- Operating activities, including the level of accounts receivable, deposits, accounts payable and restricted
 cash.
- Financing activities, including the use of the Corporation's borrowing capabilities to bridge gaps in funding where necessary.
- Investment activities related to the completion of the Corporation's deliverables and strategic initiatives.

The Corporation assesses its cash flow on an ongoing basis to ensure its continued ability to meet its financial obligations while continuing to deliver on its mandate. Cash flow projections are reviewed by senior management on a monthly basis, and by key stakeholders, including the Finance, Audit, and Risk Management Committee (FARM) Committee and lenders, on a quarterly basis.

Risk Management

The Corporation has in place an enterprise risk management framework to manage the complex business environment associated with its waterfront revitalization initiatives. With over 10 years of experience, the Corporation has been able to successfully manage and mitigate the risks associated with long-term infrastructure development.

For 2017/18, Waterfront Toronto will focus on risk management strategies to address the following key risk categories which may impact the fulfillment of its objectives and deliverables during the fiscal year:

Project Risks - Unforeseen project issues and associated cost escalation

Infrastructure projects of the scale and complexity managed by Waterfront Toronto present many inherent risks and opportunities. Over the past decade, the Corporation has developed processes and tools to better identify, understand, analyze, and manage capital project risks throughout the project life cycle. Key forms of risk addressed include: project cost overruns (cost risk), late project delivery (schedule risk), and adequacy of information to support project decision making and oversight.

Risk awareness has been cultivated throughout the organization and risk management processes and practices have been implemented and integrated with all project management activities, with emphasis placed on risk mitigation and action. Project team meetings are held for monitoring of project progress and

milestones, including the tracking of identified risks and corresponding risk mitigation strategies. Lessons learned during the initial stages of revitalizing the East Bayfront, West Don Lands, and Central Waterfront precincts have been captured in order to more effectively deliver future projects.

As a contingency measure, the Corporation has established a Capital/Revenue Reserve amounting to \$25 million as provision for any unforeseen increases in project cost. To date this reserve has not been utilized.

Financial Sustainability Risks - Uncertainty in relation to future revenue

As the Corporation moves towards a greater reliance on its own revenues, uncertainty related to revenue streams driven by economic factors will increase. Informed and evidence-based estimates will help decrease the likelihood of overly aggressive targets and exposure to market risks, but the uncertainties related to economic factors will not be fully mitigated.

In August 2015, Waterfront Toronto's government partners granted the Corporation the ability to borrow which provided the needed financial sustainability to mitigate the timing risks associated with the realization of future revenues. To further guard against short-term revenue shortfalls and adverse impacts to project delivery, the Corporation can likewise tap into its Capital/Revenue reserve which has been established for unforeseen circumstances.

Next Steps

Following the approval of this transitional plan in December 2016, we will move forward with developing a new five year business plan based on our refreshed mandate, vision and strategic priorities. This business plan will outline in greater detail the five year capital investment plan, funding options and business strategies required to achieve these priorities. This plan will also include the Corporation's Performance Measurement Framework and how it will be implemented for decision making and to transparently show progress towards strategic goals in both the short and medium terms.

Upon the completion of our on-going strategic review, we intend to update this document. We expect this update to be communicated early in the 2017/18 fiscal year.

Appendix I

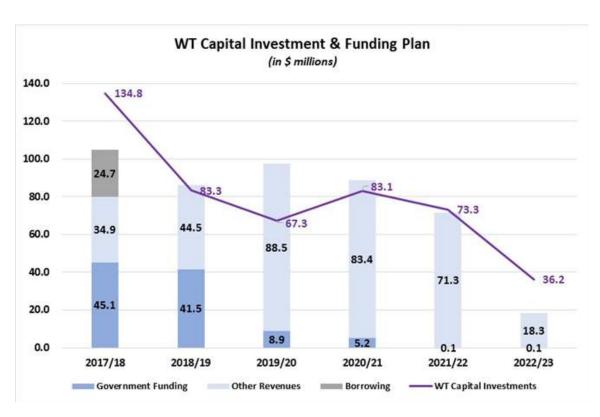
2017/18 Key Planning, Development & Construction Deliverables

In \$ Millions

Key Project Deliverables 2017/18	2017/18 Expected Capital Investment
**Numbered according to the 2017/18 Key Deliverables Map on page 13	
The Bentway	
The Bentway 1	12.7
Total - The Bentway	12.7
Central Waterfront	
Que ens Quay Revitalization 2	2.5
Jack Layton Ferry Terminal 3	1.0
Other	0.2
Direct Cost (excluding corporate allocation)	3.7
Corporate Allocation	0.2
Total - Central Waterfront	3.9
East Bayfront	
Bayside Phase I 🕢	8.2
Bayside Phase II 🕤	21.0
Quayside 6	0.8
Queens Quay & Parliament St Intersection 🕖	15.0
Stormwater Management Fad lity 8	7.2
Other	4.4
Direct Cost (excluding corporate allocation)	56.6
Corporate Allocation	3.7
Total - East Bayfront	60.3
West Don Lands	
Stormwater Management Fad lity 3	7.9
Other	3.6
Direct Cost (excluding corporate allocation)	11.5
Corporate Allocation	0.7
Total - West Don Lands	12.2
Port Lands	
Essroc Quay Lake filling 9	40.0
VIIII ers Island 🕕	0.5
Other	0.2
Direct Cost (excluding corporate allocation)	40.7
Corporate Allocation	2.7
Total - West Don Lands	43.4
Other Costs	
Waterfront Wide Initiatives (Ind. corporate allocation)	2.3
Waterfront Toronto Total	134.8
Non Waterfront Toronto Directed	4.9
Total Investment	139.7

Appendix II

Capital Investment Plan & Funding Summary 2017/18 - 2022/23



Breakdown of Capital Investment Plan	2017/18	2018/19	2019/20	2020/21	2021/22	2022/23
East Bayfront	60.3	52.7	45.8	66.5	64.1	35.5
Port Lands	43.4	24.1	-	-	5.3	-
West Don Lands	12.2	3.7	21.1	16.2	3.6	0.5
Central Waterfront	3.9	0.8	0.1	0.1	-	-
Waterfront Wide Initiatives ¹	2.3	0.8	0.3	0.3	0.3	0.2
The Bentway ²	12.7	1.2	-	-	-	0.0
Total	134.8	83.3	67.3	83.1	73.3	36.2

