

WATERFRONTToronto

Board of Directors Meeting

Agenda and Meeting Book

THURSDAY, MARCH 26, 2020 FROM 8:30 AM TO 11:30 AM



WATERFRONToronto

Meeting Book - Board of Directors Meeting

Agenda - March 26, 2020 Board of Directors Meeting

8:30 a.m.	1. Motion to Approve Meeting Agenda	Approval	S. Diamond
8:35 a.m.	2. Declaration of Conflicts of Interest	All	Declaration
8:40 a.m.	3. Chair's Opening Remarks	Information	S. Diamond
8:50 a.m.	4. Consent Agenda		
	(a) Draft - Minutes of Open Session of the January 23, 2020 Board Meeting - Page 4	Approval	All
	(b) CEO Report - Page 8	Information	G. Zegarac
	(c) Finance, Audit and Risk Management Committee Chair's Open Session Report - Page 26	Information	K. Sullivan
	(d) Investment, Real Estate and Quayside Committee Chair's Open Session Report - Page 29	Information	M. Mortazavi
9:00 a.m.	5. Capital Approval (Lake Shore Bridge Alternative Case Phase 1 Pre-Construction Works)	Approval	D. Kusturin
	Coversheet - Page 30		
	Presentation attached under Appendix A to the Board Book		
9:15 a.m.	6. Motion to go into Closed Session	Approval	All
	Closed Session Agenda		
	The Board will discuss items 7(a) & (b), 8 and 9, being consideration of the draft Minutes of the Closed Session January 23, 2020 Board meeting, the FARM Committee Chair's Closed Session Report, the Investment, Real Estate and Quayside Committee Chair's Report and the Board Closed Session Discussion respectively, in Closed Session as permitted by By-Law No.2 of the Corporation. The exceptions relied for the discussion for item 7(a) is provided in the minutes of the Open Session January 23, 2020 Board Meeting contained in item 4(a) of this agenda, for item 7(b) are Sections 6.1.1(j) & 6.1.1(l), for item 8 is Section 6.1.1(l) and for item 9 is Section 6.1.1(b) of By-Law No. 2. The Board will continue in Open Session at the end of the Closed Session to discuss and vote on any resolution(s) pertaining to the Closed Session.		
11:00 a.m.	10. Motion to go into Open Session	Approval	All
	Public Session Agenda		
11:05 a.m.	11. Resolution(s) Arising from the Closed Session	Approval	All
	Draft Resolution Arising from the Closed Session - Page 31		
11:10 a.m.	12. Chair's Closing Remarks	Information	S. Diamond

11:15 a.m.

13. Motion to Terminate the Meeting

Approval

All

**MINUTES of the Open Session Meeting of the Board of Directors of the
Toronto Waterfront Revitalization Corporation
20 Bay Street, Suite 1310, Toronto, Ontario
Thursday, January 23, 2020 at 11:00 a.m. local time.**

PRESENT: Steve Diamond (Chair)
Mazyar Mortazavi
Jeanhy Shim
Councillor Joe Cressy (by phone)
Andrew MacLeod
Michael Galego (by phone)
Wende Cartwright
Jack Winberg
Patrick Sheils
Sevaun Palvetzian
Christopher Voutsinas (by phone)

APOLOGIES: Kevin Sullivan

IN ATTENDANCE WATERFRONT TORONTO
George Zegarac (CEO, Waterfront Toronto)
Meg Davis (Chief Development Officer)
David Kusturin (Chief Project Officer)
Lisa Taylor (Chief Financial Officer)
Chris Glaisek (Chief Design Officer)
Julius Gombos (SVP, Project Delivery)
Leslie Gash (SVP, Development)
Kathleen Niccols (SVP, Corporate Strategy)
Kristina Verner (VP Innovation, Sustainability and Prosperity)
Erik Cunnington (Director, Development)
Catherine Murray (Senior Legal Counsel)
Ian Ness (Acting General Counsel)
Ed Chalupka (Director, Government Relations)
Andrew Tumilty (Media Relations and Issues Advisor)
Sameer Akhtar (Senior Legal Counsel)
Aina Adeleye (Board Administrator and Legal Assistant)

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

- Jayne Naiman, Project Manager, Waterfront Secretariat, City of Toronto.
- Nancy Faraday-Smith (by phone), Acting Director, and Shawn Tippins (by phone), Senior Analyst, from Investment, Partnership and Innovation Branch of Infrastructure Canada.
- Devyn Leonard (by phone), Senior Policy Advisor, Office of the Deputy Minister of Infrastructure, Wendy Ren, Director, Policy and Planning and Cameron Whitehead,

Manager, Agency Oversight Unit, Ministry of Infrastructure at Ontario Ministry of Infrastructure.

- Sheldon Levy, Mark Conway and Steve Beatty, members of the Evaluation Committee for the evaluation of Sidewalk Labs Master Innovation and Development Plan (MIDP)
- Will Lipson, Partner, Eric Wolfe, Partner and Husain Abrar, Senior Consultant, KPMG
- Abraham Costin, Partner, McCarthy Tétrault.
- Josh O Kane, Reporter, The Globe and Mail.

The Chair, Stephen Diamond, took the chair and appointed Ian Ness to act as secretary of the meeting.

With notice of the meeting having been sent to all Directors in accordance with the Corporation's By-laws and a quorum of Directors being present, the Chair called the meeting to order at 11:00 a.m. and declared that the meeting was duly constituted for the transaction of business.

Stephen Diamond thanked everyone for attending the meeting. He explained that the day's meeting primarily focused on one item, being a report from the Investment, Real Estate and Quayside Committee to the Board regarding the Plan Development Agreement. He reminded everyone that the Corporation will be holding a public consultation on February 29, 2020 on the results of the evaluation of the Master Innovation Development Plan.

1. Motion to Approve Agenda

ON MOTION duly made by Mazyar Mortazavi, seconded by Jack Winberg and carried, it was **RESOLVED** that the Agenda for the January 23, 2020 meeting be approved, as presented.

2. Declaration of Conflicts of Interest

There were no conflicts of interest declared.

3. Consent Agenda

a) Minutes of the Open Session December 5, 2019 Board of Directors meeting.

ON MOTION duly made by Wende Cartwright, seconded by Patrick Sheils and carried, it was **RESOLVED** that the Minutes of the December 5, 2019 meeting of the Board of Directors be approved as presented.

4. Motion to go into Closed Session

In accordance with By-Law No. 2 of the Corporation and **ON MOTION** made by Mazyar Mortazavi, seconded by Patrick Sheils and carried, the Board **RESOLVED** to go into Closed Session to discuss item 5, 6 and 7(a). The exception to the Open Meeting Law relied on for the discussion of item 5 in Closed Session is Sections 6.1.1(l), for item

6 is Sections 6.1.1(e) of By-Law No. 2 and for item 7(a) is provided in the minutes of the Open Session December 5, 2019 Board of Directors meeting provided in item 3(a) of the day's agenda. The Chair requested that members of the public exit the meeting.

5. Investment, Real Estate and Quayside (IREQ) Committee Chair's Report.

6. Update on the Canadian Civil Liberties Association (CCLA) Matter

7. Consent Agenda

a) **Minutes of the Closed Session December 5, 2019 Board of Directors meeting.**

8. Motion to go into Open Session

ON MOTION made by Sevaun Palvetzian, seconded by Jack Winberg and carried, the Board **RESOLVED** to go into Open Session.

Members of the public were invited to rejoin the meeting.

9. Resolutions Arising from the Closed Session

ON MOTION duly made by Mazyar Mortazavi and seconded by Jack Winberg and carried, it was **RESOLVED** that the Minutes of the Closed Session of the Board of Directors meetings held on December 5, 2019 be approved, as tabled.

The Chair explained that, during the Closed Session deliberations, it was agreed that the date by which the parties are required to approve the MIDP be extended from March 31, 2020 to May 20, 2020. He explained that the extension allows enough time to review the feedback from consultations with the public and other stakeholders before the Board considers whether to proceed to the next phase of the project.

ON MOTION duly made by Jack Winberg and seconded by Andrew MacLeod and carried, it was **RESOLVED** that the Board of Directors ("Board"):

- a) authorizes the entering into of an amending agreement dated January 23, 2020 to amend the Plan Development Agreement ("PDA") dated July 31, 2018, as amended, between the Corporation and Sidewalk Labs Portfolio 1 LLC (the "Amending Agreement"), in the form presented to the meeting; and
- b) authorizes the Chief Executive Officer, George Zegarac, and the Chair of the Board, Stephen Diamond, together to execute the Amending Agreement on behalf of the Corporation, substantially in the form agreed by the Board, with such changes thereto as they in their discretion, may approve.

10. Termination of the Meeting

There being no further business, **ON MOTION** made by Patrick Sheils and seconded by Andrew MacLeod and carried, it was **RESOLVED** that the meeting be terminated at 11:27 a.m. local time.

Board Chair

Secretary

DRAFT

I am pleased to provide this CEO Report for the upcoming quarterly Board meeting. Since the last report, I have continued to be fully engaged with staff, governments and other stakeholders on key initiatives and have continued to advance the goal of enhancing the engagement of management with the Board and with all three levels of government, PortsToronto and CreateTO.

I appreciate the support that I continue to receive from all Board members and my ongoing close working relationship with the Chair. Together with the consistent efforts of all Waterfront Toronto staff, this support and collaboration underlie our continued progress. At this time, it is very important that we continue to work well together to respond to the unprecedented operational and economic challenges arising from the outbreak of COVID-19. This CEO Report provides information regarding the measures being taken by the Corporation to protect staff, contractors and the public and to manage and mitigate COVID-19 related risks.

The senior management team and I were pleased to learn of the recent renewal to February 2022 of all four Waterfront Toronto Board appointments by the provincial government. In August 2019, the federal government renewed two Board appointments to late 2020 and we anticipate further decision-making regarding federal government appointments to the Waterfront Toronto Board of Directors later this year.

This meeting is an opportunity for the Board to engage on a number of important strategic, financial and operational matters that have been moving ahead since the last quarterly meeting. As highlighted in this CEO Report, management is ready to begin implementation of the Rolling Five-Year Strategic Plan 2020/21 – 2024/25 (Updated Plan), which is an update/roll-forward of the Rolling Five-Year Strategic Plan 2019/20 – 2023/24 (the Original Plan). Progress continues on the PLFP project and there has been a sustained effort by the IREQ Committee, the Chair and Board members, as well as management and its advisors, to meet the upcoming May 20, 2020 deadline for the Quayside Project. Capital approval is being requested at this meeting for the Lakeshore Bridge Alternative Case Phase 1 Pre-Construction Works project, as discussed in more detail below.

This CEO Report highlights our progress since the last quarterly Board meeting and is organized according to the three goals of the Original Plan: Priority Projects, Next Generation Sustainable Community and Signature Projects (referred to as New Potential Projects in the Original and Updated Plans). These three goals are unchanged in the Updated Plan.

The *Toronto Waterfront Revitalization Corporation Act, 2002*, requires the Board to approve an Annual Business Plan for the fiscal year beginning on April 1 on or before December 31 of the preceding year, which is a full quarter before the plan's April 1 effective date. Consequently, until April 1, 2020, the Corporation will continue to operate and report under the Original Plan.

In addition to highlighting progress towards the three goals of the Original Plan, this report also provides updates on Indigenous consultation, government oversight, and on key corporate and administrative matters, including COVID-19. A new section, **Waterfront Revitalization: Innovation and Impact**, spotlights innovative aspects of the Corporation's work and the impact of such innovation. A corporate dashboard attached to this CEO Report as Appendix 1 illustrates the status of corporate, project and administrative matters on the date of posting of this CEO Report, compared to the previous corporate dashboard provided on November 28, 2019, and followed by an explanation of changes to dashboard items.

Overall, the Corporation is operating effectively and efficiently - and collaboration across the organization is excellent, especially the teamwork of the Development, Planning and Design, and Delivery business units on the Quayside project, as well as continued progress on PLFP project.

There are no significant financial or other enterprise risks impacting the overall performance of the Corporation as of the date of this CEO Report, other than the existential risks discussed under **Government Oversight** below; however, management is paying close attention to the outbreak of COVID-19 and has taken steps to assess and mitigate its operational and economic impact on the Corporation. COVID-19 is discussed in the **Report on Corporate and Administrative Matters** below, under *Human Resources* and *Risk Management*.

There continue to be many day-to-day financial and enterprise risks, which are being managed within the current unrestricted available cash resources of the Corporation. As discussed under *Risk Management* below, risks are managed proactively using an Enterprise Risk Management framework, which includes BTY Group, an independent capital project monitor for the PLFP project that is accountable to the FARM Committee and the Board.

The information in this CEO Report is supplemented by reports from the Chairs of Board Committees on their work in the period since the December 5, 2019 Board meeting. These reports are included in materials for this meeting and form part of the agenda.

This CEO Report has the following nine sections:

1. Rolling Five-Year Strategic Plan 2020/21 – 2024/25
2. Port Lands Flood Protection Project and Priority Projects
3. PortsToronto Relationship
4. Quayside Project: Next Generation Sustainable Community
5. Indigenous Consultation
6. Signature Projects
7. Government Oversight
8. Report on Corporate and Administrative Matters
9. Waterfront Revitalization: Innovation and Impact

The main highlights of these sections are:

- The one-year update/roll-forward of the Original Plan (the Updated Plan), which is effective on April 1, 2020; a recap of the Updated Plan is provided.
- The PLFP program is proceeding within the approved budget and the substantial completion date of March 31, 2024 remains unchanged.
- Discussions with PortsToronto have resulted in an agreement that provides the Corporation with the licenses needed for the PLFP project.
- Work is ongoing on the current phase of the Quayside project, involving-technical-evaluation of the Master Innovation and Development Plan (MIDP, as modified by the alignment on the threshold issues), public consultation, and negotiations with Sidewalk Labs to support a Board decision regarding whether to approve the MIDP on May 20, 2020.
- Management has begun implementation of the January 1, 2020 – March 31, 2021 Deliverables in the Fundraising Action Plan that was prepared by the internal Fundraising Steering Committee and provided to the Board on December 5, 2019.
- The Corporation is awaiting the federal and provincial governments' response to its request for an extension of its consent to borrow and encumber assets, and the response of all three levels of government to its request for technical amendments to its consent to raise revenues. To date, no major issues have been raised by governments in response to these requests.
- By March 31, 2020, Waterfront Toronto will have responded to 100% of the recommendations in the December 5, 2018 Report of the Office of the Auditor General of Ontario (OAG).
- In response to the outbreak of COVID-19, a risk has been added to the Corporation's risk register and the Corporation is taking the steps necessary to protect staff, contractors and the public and appropriately adapt our operations and actions.

Rolling Five-Year Strategic Plan 2020/21 – 2024/25

The Rolling Five-Year Strategic Plan 2020/21 – 2024/25 (Updated Plan) is the one-year update/roll-forward of the Original Plan. The effective date of the Updated Plan is April 1, 2020 and the following is a recap of key information about the Updated Plan.

The theme of the Updated Plan is Place – Partnership – Potential, building on the Corporation's strengths of collaboration, public consultation and design excellence. The \$1.3B Updated Plan continues the investment by the Corporation in the three strategic priorities established in the Original Plan - Priority Projects, Next Generation Sustainable Communities and Signature Projects - with the same funding sources: government; leases, land sales and other; and philanthropy and sponsorship. The Updated Plan also maintains the 6% ratio of corporate operating costs to capital costs.

New or changed items in the Updated Plan are two new scope items under Priority Projects (for which approval by the Board will be requested in FY 2020/21); an increase to contingency reserves from \$37M to \$60M; allocation of land sale revenues of \$20M as seed capital towards building fundraising capabilities and appropriately advancing the design of the Signature Projects to support fundraising for them; and the incremental costs and milestones of the Fundraising Action Plan, described in more detail under **Signature Projects** below.

The Updated Plan assumes land sale revenues for which timing is uncertain. If the Corporation is not able to realize these revenues within the timeframes currently assumed, management has a mitigation strategy involving deferral of certain costs or utilization of liquidity tools, such as the \$40M credit facility. Management expects that the timing of certain land sale revenues will be able to be further refined in May 2020.

The Board approved the Updated Plan at the last quarterly Board meeting on December 5, 2019, upon the recommendation of the FARM Committee. In the new year, the Corporation undertook a communications rollout of the Updated Plan that consisted of two 20th anniversary videos featuring Bob Fung and Cindy Wilkey that lay the foundation for its public launch via social media channels, which included three blog posts on the topics of Place, Partnership and Potential. The Updated Plan was the subject of a staff townhall meeting and hard copies were distributed to key stakeholders, including our government partners.

Port Lands Flood Protection Project and Priority Projects

The Priority Projects are fully funded and are the anchors of the Original and Updated Plans. Funding for the PLFP and other Priority Projects (\$1.3B) will be financed from contribution agreements with the three levels of government (and others); unrestricted available cash resources; sales proceeds from lands owned by Waterfront Toronto and a percentage of the increase in the value of government lands following remediation, zoning and sale by the Corporation; and a \$40M credit facility (\$37M currently available), expiring on March 31, 2020 that is secured by a first charge against the Quayside lands. The credit facility is discussed under **Government Oversight** below.

The PLFP is one of the largest infrastructure projects currently underway in Ontario. The objective of the project is to provide flood protection infrastructure that will be integrated with the natural habitat and public open spaces. This will enable development of the southeastern portion of downtown Toronto that otherwise would not be developable, resulting in significant expansion of developable lands. The PLFP is critical and will have a similar impact - though on a much larger scale - as the flood protection landform at Corktown Common, which enabled development of the West Don Lands and protected that area from flooding.

Management provided a quarterly update on the status of the PLFP project to the FARM Committee at its meeting on February 26, 2020. The PLFP program is proceeding within the approved budget and the substantial completion date remains March 31, 2024.

Management's February 26, 2020 update to the FARM Committee was accompanied by a report from BTY Group, the Committee's independent capital project monitor for the PLFP project. The report contains the results of its review of 60% Stage Gate Project Artefacts; cost, schedule and scope management processes; and risk management. The report concludes that the processes and risk management are robust and in line with industry standards and best practices. The next PLFP report to FARM will be on May 28, 2020.

Upon the recommendation of the FARM Committee, capital approval by the Board is being requested for \$16M to complete the Lakeshore Bridge Alternative Case Phase 1 – Pre-construction Works project. The Lakeshore Bridge Base Case project is one of the projects in the PLFP program. The Lakeshore Bridge Alternative Case (Phases 1 and 2) is an integration of the Base Case and a City of Toronto project, the Gardiner East EA (Hybrid 3), that results in benefits and reduced risk for both Waterfront Toronto and the City.

The Lakeshore Bridge Alternative Case Phase 1 – Pre-construction Works project comprises 100% design (including traffic modelling and traffic mitigation), risk identification and quantification, subtrade procurement (subtrades to be managed by Ellis Don), City Council approvals and construction approvals. The approval being requested from the Board is conditional upon execution of a funding agreement with the City of Toronto. If approved, the project will be added to the Updated Plan. A capital approval request for Phase 2 will be made later in 2020.

The public profile of the PLFP project – and delivery of it by the Corporation – continues to be positive. In January 2020, PLFP was the subject of a feature-length article in the Toronto Star with photos and renderings. The article was thorough and detailed, capturing the scale and future impact of this undertaking. In celebration of National Engineering Month in March 2020, the PLFP team and event partners hosted a science fair at Evergreen Brick Works on March 7, 2020. This free drop-in event afforded children of all ages with the opportunity to learn about designing and building bridges, roads and parks, and the creation of a new river. Also in March, Waterfront Toronto introduced Rocky the rock ripping bucket on twitter. Through @TheRockRipper, the Corporation makes the digging of the new Don River come alive on social media.

Unfortunately, some subsequent public events, such as Sugar Shack and a PLFP pop-up information booth at City Hall, have had to be cancelled due to COVID-19. As well, several Port Lands site tours have had to be cancelled, including tours arranged for a delegation of regional councilors from Denmark, Jane's Walk, and the Women in Construction chapter of the Toronto Public Service Women's Network,

The PLFP project will generate a wealth of scientific data regarding the performance of the new river mouth and the behavior of the natural systems that support it. Leveraging this data, Waterfront Toronto recently was awarded a \$77,000 Tech for Nature grant from the RBC Foundation, which is focused on environmental management and policies and programs to reduce impact in the areas of climate change, sustainable communities and fresh water. The Waterfront Toronto project funded by the grant proposes a competition to challenge data scientists and designers to develop creative, compelling and innovative ways to communicate scientific information to the public, thereby encouraging stewardship of the river's water, wildlife and habitats. The project involves a cross-sector partnership with the Toronto and Region Conservation Authority, which is contributing in-kind support by providing participants in the competition with access to raw data sets and expert consultation on them.

The other Priority Projects are reported on in the meeting materials for the FARM and IREQ Committees and material aspects are included in the reports of these two Committees to the Board.

PortsToronto Relationship

PortsToronto (formerly known as The Toronto Port Authority) is a federal agency and is a key stakeholder in the successful execution of the PLFP project because it controls water transit, water lots and any development that encroaches on the water surrounding the waterfront lands. In January 2019, Waterfront Toronto and PortsToronto executed a Memorandum of Understanding (MOU) that underlines the importance of our two organizations having open lines of communication and giving consideration to each other's core service competencies when procuring services.

In 2019 the Corporation was engaged in discussions with PortsToronto regarding transfers of land, licenses and property realignments. The licenses are necessary to support progress on the PLFP project. The IREQ Committee and the Board provided oversight regarding these discussions.

As stated in the December 2019 CEO Report, in late November 2019, PortsToronto agreed to provide the Corporation with the licenses to allow the PLFP project to proceed on schedule and unimpeded. This agreement was subject to approval by the PortsToronto Board, which was granted, and the agreement was effective January 1, 2020. Discussions regarding the transfers of land and property realignments have stopped for the time being but will be resumed when required by PLFP and other project timelines.

Quayside Project: Next Generation Sustainable Community

The strategic objective of the Quayside project is to pursue development of a next generation sustainable community. On June 17, 2019 the Corporation received the complete draft of the MIDP from Sidewalk Labs and released it to the public on June 24, 2019.

The effort to prepare and evaluate the MIDP is governed by the terms of the Plan Development Agreement (PDA). Consideration of threshold issues related to the proposals in the MIDP resulted in amendments to the PDA on July 31, 2019. The amendments required alignment on the threshold issues by October 31, 2019, which was achieved. The amendments also required approval of the MIDP by March 31, 2020 and execution of the Implementation Agreements by December 31, 2020, failing which, in each case, the PDA will terminate. The PDA was further amended effective January 31, 2020 to extend the deadline for approval of the MIDP from March 31, 2020 to May 20, 2020.

Leading up to the deadline for approval, this phase of the Quayside project has involved technical evaluation of the MIDP (as amended by resolution of the threshold issues), public consultation, and ongoing negotiations with Sidewalk Labs. Evaluation was accomplished using the Evaluation Framework and was reported to the IREQ Committee on January 23, 2020. The conclusions of the evaluation process will support a Board decision regarding whether to approve the MIDP on May 20, 2020. The Evaluation Framework is based on the Goals and Objectives for the Quayside project and reflects best practices to support an objective and comprehensive evaluation that includes government consultation, public engagement and the input of expert panels and third-party advisors.

To further inform our evaluation, Waterfront Toronto has engaged a team of world-leading experts in human rights impact and risk assessment for large-scale development and construction projects, with experience in assessing the human rights implications of AI deployment and data governance in Canada. The team is conducting a Preliminary Human Rights Impact Assessment of Sidewalk Labs' proposals for Quayside to help us address questions and proactively identify potential risks and mitigation strategies.

On November 15, 2019 Sidewalk Labs submitted a Digital Innovation Appendix (DIA) to the MIDP to clarify its original proposals and, where necessary, align them with the resolution of the threshold issues; the DIA also was released to the public. The Digital Strategy Advisory Panel reviewed the DIA, and other information made available to it by Waterfront Toronto and Sidewalk Labs since the release of the Panel's September 2019 Preliminary Commentary, and provided a report to management on February 26, 2020. The report identifies where questions and concerns initially raised by the Panel have been addressed and which questions and concerns have not yet been addressed. The report

is a summary of comments made by individual panelists, not the Panel’s collective or final position. Additional information required by the Panel to support its full review also was identified.

There was a public meeting on November 19, 2019 at which Waterfront Toronto updated stakeholders on the resolution of the threshold issues, by providing information on what will be evaluated in light of how the threshold issues were resolved, and by discussing the decision-making process going forward. This public update was followed by public consultation meetings on February 29, 2020, as well as online consultation (ongoing to March 31, 2020), seeking feedback on Waterfront Toronto’s technical evaluation of the MIDP.

Over 600 members of the public attended the February 29, 2020 consultation meetings, which may be the largest number of attendees to a consultation that the Corporation has had to date. Two-thirds of those who attended were new participants in the consultation process. Some participants expressed strong support for the MIDP proposals, viewing the Quayside project as a valuable experiment with the potential to be of great benefit to Toronto. Others were strongly against the project, expressing concerns about Sidewalk Labs and data protection. Between these opposing views, a large group indicated that they could be supportive of the proposals provided that the Corporation achieves an arrangement that is in the best interest of the public, maintains strong public control and oversight, and anticipates and mitigates personal, commercial and societal risks related to data collection.

On April 16, 2019, the Canadian Civil Liberties Association (CCLA) commenced proceedings against Waterfront Toronto and the three levels of government. The CCLA application is for a declaration (i) that the Framework Agreement of October 2017 and the Plan Development Agreement of July 2018 (PDA) were *ultra vires* the power of the Corporation and (ii) that the Framework Agreement and the PDA will lead to a violation of Canadians’ personal and collective privacy rights under privacy and constitutional legislation.

Waterfront Toronto filed materials with the Court in January 2020. It is our hope that the *ultra vires* issue will be determined by the court as soon as possible and that the second issue, involving allegations of privacy and constitutional violations, will be struck on the basis that the allegations are premature. As of the date of this CEO report, the Court has not established a timetable for the determination of these issues.

Indigenous Consultation

Waterfront Toronto is committed to ongoing engagement and relationship development with the Mississaugas of the Credit First Nation (MCFN) as it moves forward with the PLFP and Quayside projects. An MOU between us was executed in February 2020.

Waterfront Toronto is engaged in consultations with the MCFN in connection with the PLFP project and MCFN Field Liaison Representatives are undertaking archeological and environmental monitoring on the project.

Waterfront Toronto and Sidewalk Labs are committed to working together and continuing discussions with the MCFN regarding their involvement in the advancement of the Quayside project. Waterfront Toronto has been clear that any implementation of the Quayside project must include meaningful engagement that extends beyond the formality of legislated requirements for Indigenous consultation; this commitment to engagement applies to working with MCFN as well as with the broader urban Indigenous community in Toronto.

Signature Projects

The four Signature Projects in the Original Plan are aspirational initiatives intended to elevate the quality of experience on the waterfront for residents and visitors alike and to help make Toronto's waterfront an international destination to visit. The Signature Projects are: i) enhancement of the Jack Layton Ferry Terminal; ii) creation of a continuous three-kilometre Waterfront Walk; iii) creation of a regional Destination Playground as part of the larger Promontory Park; and iv) the identification and development of a landmark institution that will define the character of the waterfront.

The estimated cost to build the Signature Projects is \$400M over ten years, plus the cost of fundraising. This amount is unfunded, except for \$20M budgeted from land sale revenues that has been allocated as seed capital. The Updated Plan includes expenditures of \$195M over five years for these projects, including \$7.0M of fundraising expenses over five years. The remaining balance of the \$400M plus the cost of future fundraising would be expended beyond FY 2023/24. Waterfront Toronto proposes to raise the funds to underwrite the research, development and completion of these projects from the private sector, non-profit organizations, private foundations and government grants, assisted by the qualified donee status obtained by the Corporation in 2017.

The Fundraising Steering Committee, an interdisciplinary internal committee that was established in May 2019, prepared a Fundraising Action Plan that was reviewed by the FARM Committee on November 21, 2019 and provided to the Board on December 5, 2019. The Fundraising Action Plan, available [here](#), sets out the Corporation's fundraising strategy for the Signature Projects and the actions to be taken to begin implementation of it over the period January 1, 2020 to March 31, 2021.

The fundraising strategy is to build fundraising capabilities to address readiness gaps and develop a campaign plan to pursue major gifts (\$500,000+) for the Destination Playground, the first of the Signature Projects to be funded, and to appropriately advance design and planning of all of the Signature Projects. Management has begun implementation of the January 1, 2020 – March 31, 2021 Deliverables in the Fundraising

Action Plan and provided a progress report to the FARM Committee on February 26, 2020. Since our work to implement the fundraising strategy is focused on building capabilities and developing a campaign plan, and does not include approaching potential funding partners until after March 31, 2021, we don't foresee a near-term impact on fundraising for the Signature Projects in the event that there is a recession following the COVID-19 pandemic.

A report recently released by CreateTO for review by its Board may impact the Corporation's fundraising plans for the enhancement of the Jack Layton Ferry Terminal. Lease negotiations to be undertaken by the City and CreateTO with a third party may result in funds becoming available to advance the redevelopment of the ferry terminal.

Government Oversight

Government oversight is accomplished through i) a network of internal secretariats that work directly with Waterfront Toronto on a regular basis; ii) the IGSC, which meets at least quarterly; and iii) attendance by government representatives at Board and Committee meetings. In addition, I have frequent informal contact with all three levels of government to keep them apprised of progress and to discuss any issues that may arise.

At an IGSC meeting in May 2019 Waterfront Toronto requested a three-year extension (to May 15, 2023) of the consent from governments to borrow and encumber assets. The Corporation provided an update on this request to IGSC in September 2019. On January 29, 2020, City Council approved the extension of the consent. A response from the federal and provincial governments is expected soon. The consent is necessary to permit extension of the existing \$40M credit facility (\$37M currently available), which is expiring on March 31, 2020. The continued availability of the credit facility helps the Corporation mitigate liquidity risk and securing the extension of the credit facility is a key assumption in the Original and Updated Plans.

At the IGSC meeting in September 2019, Waterfront Toronto also requested technical amendments to its consent from governments to raise revenues. The consent to raise revenues was granted in 2007 and pre-dates the availability of qualified donee status, which the Corporation obtained in 2017. A recent legal review of the 2007 consent recommended that certain technical amendments be made to make it clear that Waterfront Toronto can legally raise revenues from fundraising, consistent with its qualified donee status and as contemplated in the Original Plan and Updated Plans.

The Tri-government Working Group (TWG), which supports the IGSC, is engaged on two important matters pertaining to the Corporation. The first is to examine each of the December 5, 2018 recommendations of the Office of the Auditor General of Ontario (OAG). Waterfront Toronto has been working with the TWG to address these recommendations and significant progress has been made in the months since the report was released. The Corporation has implemented 14 of 17 (82%) of the action items

applicable to it and expects to have substantially implemented 100% of the action items by March 31, 2020. Progress is underway on the following remaining action items:

- Lessons learned from reviews of completed projects; and
- File management, document retention policy.

On February 26, 2020, Management provided an update to the FARM Committee on its progress implementing the OAG recommendations, presented on the Enterprise Risk Management dashboard and on a new Audit dashboard, provided to the FARM Committee for the first time at the February meeting.

The Corporation also provided an update on implementation status when I appeared before the Standing Committee on Public Accounts on December 11, 2019. In February 2020 the OAG requested that Waterfront Toronto provide an update on all recommendations by March 31 2020. The results of this follow-up will be included in the OAG December 2020 report.

Waterfront Toronto also has been responding to requests from Ontario internal audit with respect to the requirements of the Audit and Accountability Committee (AAC). The AAC is a new provincial cabinet committee created to oversee progress on past audits undertaken by the OAG. We have provided updates and evidence to support our progress in addressing the OAG recommendations.

The second important matter is the MOU among the three governments and Waterfront Toronto, a draft of which was recently finalized by the TWG for presentation to the IGSC. Over the past year, the Corporation has worked closely with governments on previous drafts of the MOU. The MOU is intended to formalize the tri-government relationship and operational framework with Waterfront Toronto. The MOU was approved in principle by the IGSC on March 2, 2020 and, subject to final revisions, is expected to be executed by the end of March 2020.

As you are aware, the Corporation faces two “existential risks”: the restructuring of its current funding model and its statutory termination and wind up, commencing any time after May 15, 2023. The Corporation has taken steps to begin to address these risks, which will require time and attention from the Board and ongoing engagement with governments. A related objective is the need for Waterfront Toronto and CreateTO to clarify and enhance the working relationship between our organizations, with the agreement and support of the City.

To move forward on these risks and objective requires a deep understanding of how the work of the Corporation can be better integrated with the priorities and efforts of government stakeholders and other agencies, with the intention of identifying how we all can efficiently work together in the public interest. This has informed my approach from the beginning, but increasingly I envision and have been working to develop a more structured, organization-wide strategy that will encompass the potential for the enhancement of our key relationships, as well as effective collaboration and information-

sharing. To support the development of this strategy, the senior management team and I have undertaken a detailed review and analysis of waterfront sites, opportunities and risks. We propose to engage the Board on this strategy, supported by the review, in the coming months.

The CEOs of corporations and others whose mandates impact the waterfront participated in a meeting with the City Manager on December 13, 2019. The purpose of the meeting was to develop a shared vision for the waterfront and to identify i) conflicting initiatives and barriers to our work on the waterfront: and ii) how meeting participants can better work together. A follow-up meeting has been scheduled for April 15, 2020.

Report on Corporate and Administrative Matters

Human Resources

The Human Resources team continues to provide support to me and to staff. Together with the Joint Health and Safety Committee (an internal committee), the Human Resources team has been monitoring the outbreak of COVID-19 and helping Waterfront Toronto to respond appropriately. Guided by public health information, and consistent with the decision-making of our government partners, the Corporation has taken steps to protect staff, contractors and the public and to appropriately adapt our operations and actions in response to the rapidly changing developments.

We have provided public health information to staff to support and advise them of recommendations for staying healthy and when and how to seek medical attention. All employees have been encouraged to work remotely from March 16 until April 3 and contractors and partners have been asked not to come to our premises but to work with us from their offices or homes. Our office is closed to the public and public events have been cancelled.

During this time, the business of the Corporation is continuing, with frequent online meetings or teleconferences to enable management to stay apprised of progress, as well as to discuss and respond to new developments, which are being actively monitored. Presently we also are exploring alternative ways to comply with the public meeting obligations applicable to Board and Committee meetings and the work of advisory panels.

Renovations to the Corporation's offices have been completed; however we continue to experience some operational issues with performance of the audio technology in the Boardroom, which we are working hard to resolve. Despite this, the look and usability of our office space, including the Boardroom, have been greatly improved. Thank you to the staff who lead this effort and to the entire Waterfront Toronto team for coping so well with the inconvenience.

Finance and Audit

The unaudited interim financial statements for the quarter ending December 31, 2019 were received by the FARM Committee for information on February 26, 2020. The financial statements can be accessed using a link provided in the open session report of the FARM Committee. These are the first set of financial statements reported from the new Enterprise Resource Planning system, discussed in more detail below.

There are no concerns with respect to liquidity/cash flow management. Financial activities have increased significantly from the same period last year, primarily due to increased construction activity on the PLFP project. These increases are expected to continue, and the Finance team has made arrangements with the Corporation's bank to maximize interest income from the resultant cash balances, while maintaining security and liquidity.

MNP LLP, the Corporation's internal auditor, completed a human resources and wellness audit, the results of which were reported to the FARM Committee at its February 2020 meeting. The audit assessed the current employee wellness program to consider its appropriateness for the Corporation's business size and scope and its alignment to leading practices of comparable organizations. Also included was a review of communication and employee participation and of the processes in place to effectively monitor, manage and adjust the program. The audit identified several areas of strength and two medium risk and two low risk findings; implementation of MNP's recommendations to address the areas of risk is underway.

MNP currently is engaged in an internal audit of PLFP Project procurement that will be completed later this month. The results of the audit will be reported to the FARM Committee on May 28, 2020.

Progress to implement remaining action items in the recommendations resulting from previous internal audits (September 2018 cyber security and May 2019 corporate governance) was reported to the FARM Committee on February 26, 2020. Implementation of all remaining action items are on track for completion by June 2020. Also, related to cyber security, all staff will undergo cyber security training later this spring to enhance the Corporation's level of fraud prevention.

The Ontario Treasury Board Secretariat's internal audit team completed an audit of our financial planning and reporting processes related to the Ontario Ministry of Infrastructure's consolidation of Waterfront Toronto's forecasts. The audit focused on forecasts of assets, such as parks and municipal infrastructure, that Waterfront Toronto transfers to the City of Toronto upon completion. The results of the audit, reported to the FARM Committee on February 26, 2020, recommended strengthening by Waterfront Toronto of the reasonableness of its forecasts with respect to asset transfers, and strengthening by the province of its governance and oversight practices to better manage

forecasting related risks. Implementation by the Corporation of these recommendations is underway.

Risk Management

Waterfront Toronto manages risk proactively using an Enterprise Risk Management (ERM) framework that has been developed by management and provided to the Board. The ERM framework applies the widely used “three lines of defence” approach to risk management and control, assigning clear roles and responsibilities to: (i) risk owners (project and financial managers); (ii) risk committees (the internal ERM taskforce, program management office and technical advisory and peer review panels); and (iii) risk systems (internal audit function and independent capital project monitor for the PLFP project). The first two lines of defence are accountable to senior management, and the third is accountable to the FARM Committee and the Board.

The Risk Appetite Statement, approved by the Board in March 2019, is an integral part of the Corporation’s ERM framework. At its meeting on February 26, 2020, the FARM Committee received a report from management to support annual review of the Risk Appetite Statement, as requested by the Board at the time of its approval. The report from management recommended that no changes be made to the Risk Appetite Statement (including no change to the Corporation’s risk appetite level) and the FARM Committee agreed with this recommendation.

An ERM dashboard summarizing and reporting on risks to the Corporation is provided quarterly to the FARM Committee, most recently at the meeting on February 26, 2020. On March 6, 2020, the COVID-19 outbreak was added to the Corporation’s risk register and MNP provided useful information to assist us in responding to the outbreak from an enterprise risk management perspective. In early March we had been monitoring the possibility of job actions at the City of Toronto involving both inside and outside workers. These potential work stoppages were averted by agreements being reached with the respective unions; however, work to be performed by City staff is being affected by City’s decision to scale back or modify the delivery of all non-essential services until April 5, 2020 in response to COVID-19. The updated ERM dashboard and the annual review of the Risk Appetite Statement are addressed in the reports of the FARM Committee included in the materials for this meeting.

The Corporation has effective programs and policies in place to achieve, monitor and report on compliance with applicable laws, and this was affirmed to the FARM Committee at its February 26, 2020 meeting in the Regulatory and Operational Compliance Report.

Enterprise Resource Planning System (ERP)

The new Enterprise Resource Planning (ERP) system is a cloud-based system intended to integrate and automate many key organizational systems into one platform that provides real-time data reporting and business intelligence. The ERP represents a

significant improvement to the Corporation’s project and financial management systems, contributing to our capacity to undertake and manage large projects such as PLFP and the Signature Projects.

Implementation of the ERP system was delayed due to complex technical issues, which were resolved by the system provider, permitting go-live on December 2, 2019. The new system is now in use for real-time processing of transactions. The system implementation project is currently in a three-month stabilization period to adjust the system while it is in use. Daily use of the legacy system has been discontinued but the information is available for reference.

Waterfront Revitalization: Innovation and Impact

This new section of the CEO Report highlights innovative aspects of our work and its impact. It is important to keep the accomplishments of the Corporation top of mind, both for ourselves and for our stakeholders, as we continue to fulfill our revitalization mandate. The first of these innovations are the PLFP Soil Reuse Program Approval and the LEED Platinum certification for Aqualina in Bayside.

PLFP Soil Reuse Program Approval

The PLFP Soil Reuse Program Approval was granted by the Ministry of the Environment under s. 10 of the *Environmental Protection Act* for Waterfront Toronto to reuse soil using site specific standards as set out in a Soil Management Plan. The approval, granted on September 26, 2019, was the result of 5 years of effort by Waterfront Toronto.

The PLFP project requires approximately 1.1M cubic metres of soil to be reused over a large geographic area, an objective not contemplated by the existing regulatory regime. The scope and magnitude of soil to be reused and the complexity of regulatory requirements to be addressed were unique to the PLFP project. Waterfront Toronto’s request for approval was based on scientific justification and due diligence and it was supported by community-based risk assessment, which was subject to technical review by many and varied stakeholders.

At the 20th annual Brownie Awards on November 26, 2019, the PLFP Soil Reuse Program Approval and the Cherry Street Lakefilling Project together were awarded Best Overall Project (reported in the previous CEO Report). The Brownie Awards recognize innovation and excellence among professionals who rehabilitate undeveloped sites by remaking them into productive residential and commercial projects that contribute to the growth of healthy communities across Canada. The jury noted that these two Waterfront Toronto projects achieved innovation and excellence across all Brownie awards categories.



LEED Platinum Certification for Aqualina in Bayside

LEED, which stands for Leadership in Energy and Environmental Design, is a worldwide certification program to designate green buildings developed by the Canada Green Building Council. There are four levels of certification (certified, silver, gold, and platinum) and buildings are evaluated on a point system, with up to 100 possible points in categories such as water efficiency, materials and resources, and innovation in design. LEED Platinum requires a score of at least 80 points.

Waterfront Toronto was the first to require enhanced green building standards from developers when it began including a requirement for LEED Gold certification in Development Agreements and contracts for buildings on the waterfront. The Corporation also stood behind this effort by investing in some of the incremental costs associated with achieving LEED performance.

Today, LEED Gold is the industry standard, but our commitment to lead enhanced green building standards did not stop there. In January, the ambitious green standards that the Corporation sets for its projects resulted in the first ever LEED Platinum certification of a residential building on Toronto's waterfront. The residential building, known as Aqualina, is part of the Bayside development located in the East Bayfront neighbourhood. Two more projects under development in Bayside also are targeting LEED Platinum certification.

* * *

Additional information on several of the above topics is provided in the reports of the Chairs of the standing Committees on their work following the December 5, 2019 Board meeting. These reports are included in the materials for this Board meeting. The management team will be pleased to answer any of your questions at the meeting.

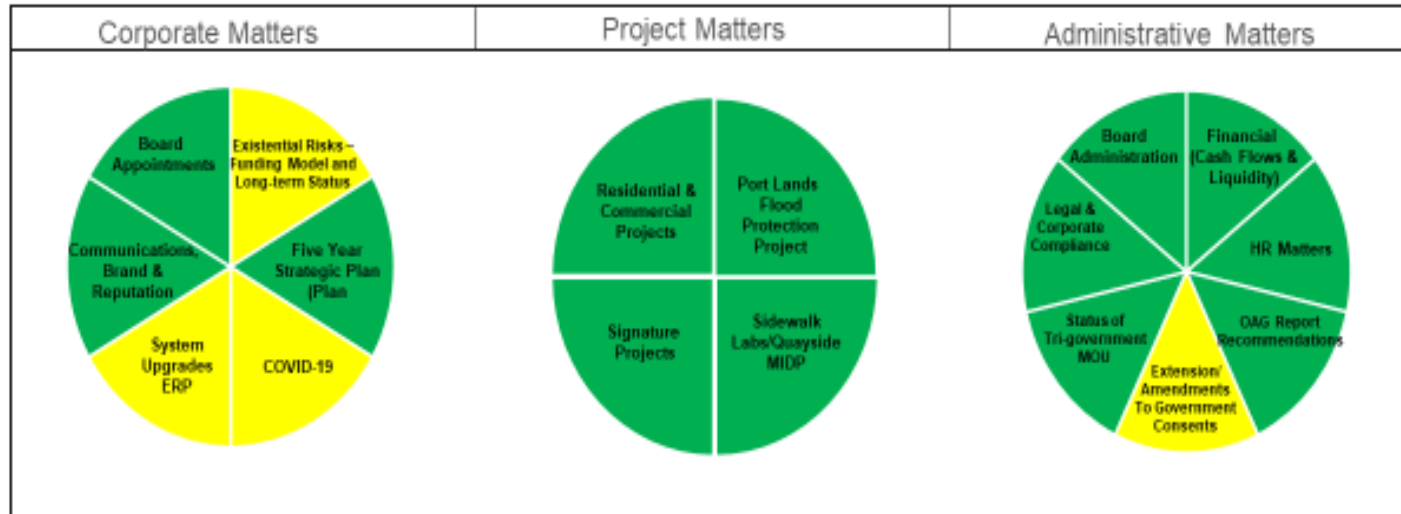
Sincerely,

George Zegarac
President and CEO

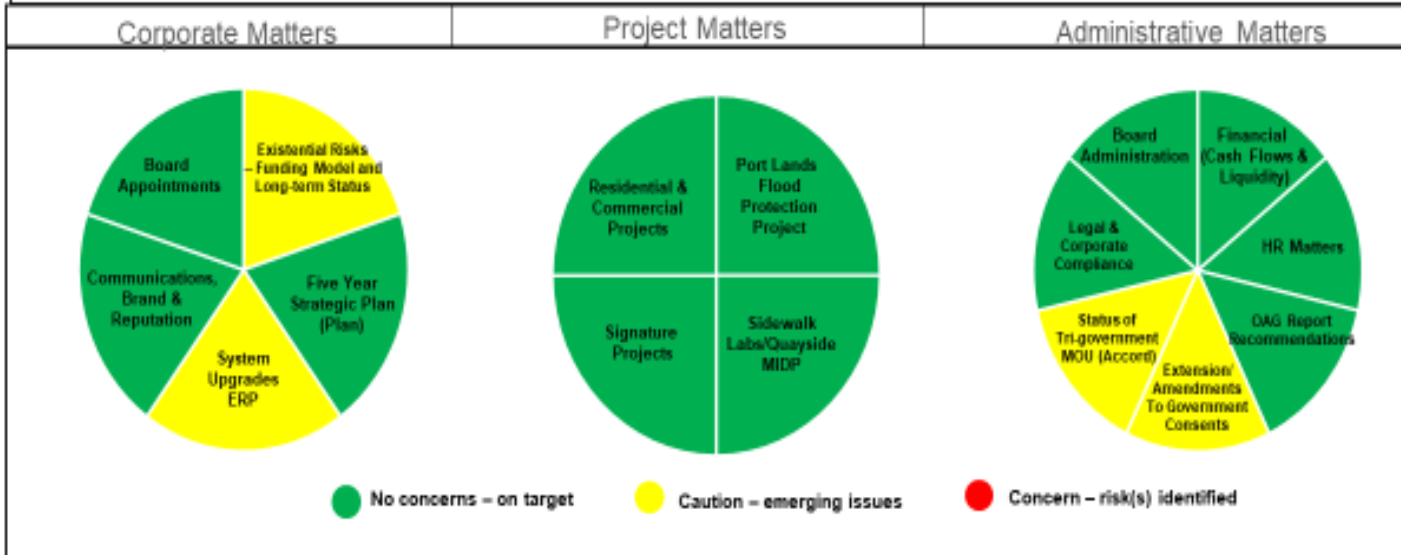
Appendix 1 – Corporate Dashboard and Summary of Dashboard Changes

Corporate Dashboard

Current
19/3/2020



Previous
28/11/2019



Summary of Dashboard Changes

Dashboard Item	28/11/19	19/3/20	Status
COVID-19		●	New dashboard item.
Status of Tri-government MOU	●	●	MOU approved at IGSC meeting on March 2, 2020.

The Finance, Audit & Risk Management (FARM) Committee met on February 26, 2020. All four Committee members were in attendance (one by phone) and quorum was achieved.

There are eight items to report on, one item recommended by the Committee for approval to the Board and seven items for information:

1. FARM Committee 2020 Workplan
2. Corporate and Project Reporting Dashboards and Reports
3. Request for Capital Approval – Port Lands Flood Protection (PLFP) Lakeshore Bridge Alternative Case – Phase 1 (**for Board approval**)
4. PLFP Independent Capital Monitor Report
5. Internal Audit Plan Update
6. External Audit Plan 2019/20
7. Annual Review – Risk Appetite Statement – **reported in camera** and
8. Waterfront Transit Network Update – **reported in camera**.

Note that Item 3 above is reported under Agenda Item 5 in the Open Session and Items 7 and 8 above are reported under Agenda Item 7b in the Closed Session.

1. FARM Committee 2020 Workplan

- The FARM Committee approved a Workplan of the key items for review and approval at its quarterly meetings for 2020
- The workplan was prepared by management based on the FARM Committee mandate, and ensures and demonstrates how and when the FARM Committee will fulfill its core responsibilities
- It should be noted that an annual review of insurance coverages was added to the workplan under section (g) Enterprise Risk Management for the May 28, 2020 Committee meeting.

2. Corporate & Project Reporting Dashboards and Reports

- Management presented a macro dashboard that was divided into three areas:
 - 2019/20 Corporate Plan Performance;
 - Finance & Administration; and
 - Capital Projects.
- All areas reported on in the dashboard are consistent with that reported last quarter and are **on track**, except for the following two areas, and the Committee is satisfied that Management is handling these effectively:
 - **Concern** area in the 2019/20 Corporate Plan where some ($\leq 50\%$) key deliverables will not be met by March 31, 2020 and have been be deferred to early 20/21. None of these deferrals places the Corporation at risk of non-compliance with key contracts nor poses an overall budget risk; and
 - **Caution** area (improved from **concern** last quarter) in the Enterprise Resource Planning (ERP) implementation as this system is now successfully live (effective Dec 2, 2019) however remains in a stabilization period.

- The Committee received the December 31, 2019 unaudited, interim financial statements and directs that the Board receive [them for information](#). Consistent with past practice, Board approval of these unaudited financial statements is not being requested.
 - There are no current critical enterprise risks impacting operations. Management is actively monitoring the situation pertaining to COVID-19 and potential impacts to employee safety and operations; on March 6, 2020 management added this risk to the risk register.
 - Management implemented a new audit dashboard this quarter to assist the Committee in monitoring the status of outstanding audit action items (internal audit and government). In the quarter ending December 31, 2019, management closed a total of 15 action items out of a target 16, resulting in an implementation rate of 94% for Q3.
 - With respect to Cash Flow and Liquidity, the Corporation has a positive cash balance of > \$50M with no current requirement to borrow.
 - Management also presented reports on procurement, regulatory compliance and an update on the fundraising action plan.
- 3. Request for Capital Approval – Port Lands Flood Protection (PLFP) Lakeshore Bridge Alternative Case – Phase 1 \$16M (for Board approval)**
- The Corporation’s Delegations of Authority require Board approval for all capital project expenditures over \$5 million.
 - This is reported separately under **Item 5** of the March 26, 2020 Board materials.
- 4. Port Lands Flood Protection (PLFP) Independent Capital Monitor Report**
- BTY Consulting LLP (BTY) presented their **sixth report** as Independent Capital Monitor for the PLFP project and noted no issues that would have a substantial impact and/or risk to the PLFP project. Specifically, BTY reported that:
 - Budget remains at \$1.185 billion
 - While contingency of 7.6% (Jan 2020) is at the low end of the expected range, this is expected to increase to up to 10% as a result of cost optimizations
 - Schedule remains at March 31, 2024 project completion date
 - No scope changes have been made to the project this quarter
 - The processes for the 60% stage gate budget estimates completed in November 2019 were robust and in line with industry practice.
- 5. Internal Audit Plan Update**
- The Committee received updates from the Corporation’s internal auditors, MNP LLP pertaining to the approved 2018/19 – 2019/20 Internal Audit Plan as well as the proposed 2020/21 – 2022/23 Internal Audit Plan.
- 2018/19 – 2019/20 Internal Audit Plan:*
- Employee Wellness Program Review Results. While MNP noted several areas of strength including employee assistance program offerings, employee sponsored savings plan, career coaching and development support and employer supported volunteering, MNP identified four areas for improvement (two medium risk and two low risk). The medium risk improvement areas focused on annual monitoring of the wellness offerings to ensure alignment with employee needs and organizational objectives and enhancing awareness of the wellness offering to employees through regular communications to increase participating rates.

- Procurement Audit Plan. MNP provided the Committee with the Planning Memo for the final audit in the current Internal Audit Plan (2018/19 – 2019/20). MNP will complete a procurement audit of the Port Lands Flood Protection project, with focus on the Construction Manager’s conformance with Waterfront Toronto’s Procurement Policy. Results will be reported at the May 28, 2020 FARM Committee meeting.
- Previous Internal Audits to date under this plan include Cybersecurity (Sept 2018) and Corporate Governance (May 2019).

2020/21 – 2022/23 Internal Audit Plan:

- The Committee reviewed and approved the 2020/21 – 2022/23 Internal Audit Plan presented by MNP (summarised below, two audits per year):

No.	Proposed Audit Area	Fiscal Year/ Quarter
1	Performance Measurement Framework	Q2 2020/21
2	HR Resource Capacity & Succession Planning	Q4 2020/21
3	ERP System Processes & Internal Controls	Q2 2021/22
4	Project Management Process Controls	Q4 2021/22
5	Communications Processes and Controls	Q2 2022/23
6	Records & Information Management	Q4 2022/23

- The plan was developed based on a facilitated workshop by MNP with management regarding existing and emerging enterprise risks of the Corporation.
- Risk areas were prioritized based on criteria including whether the area had been recently audited, was an area of anticipated major change and/or a priority area for management.
- The Committee approved MNPs fees associated with this Internal Audit Plan.

6. External Audit Plan 2019/20

- BDO presented their Planning Report for the audit of the Corporation’s March 31, 2020 financial statements
- Planning materiality is set at \$2 million, consistent with prior years
- BDO completed its interim fieldwork in January 2020, including an initial review of the ERP system migration (no issues were noted), and will complete their audit in the period April 28 – May 11, 2020
- The FARM Committee is satisfied with the audit approach and approved the External Audit Plan
- The audited financial statements will be presented to the Board for approval at the June 25, 2020 meeting.

The Investment, Real Estate and Quayside (IREQ) Committee met on January 23rd, February 13th, March 4th and 12th. The meetings held in January, February and on March 4th were primarily focused on Quayside matters that were dealt with in closed session in accordance with our By Law #2. The March 12th meeting was a regularly scheduled IREQ Committee meeting and included the quarterly Development Dashboard, an update on the Round 2 Public Engagement for Quayside and a presentation on PIC Core Urban Design Guidelines.

Quorum was achieved at all Committee meetings. Several other Board members, not on the Committee, were also in attendance.

I wish to report on the open session of the March 12th meeting, which dealt with the public consultation and Development Projects Dashboard presentation.

Update on Public Engagement and Communications on the Quayside Project:

- Two meetings were held on February 29th seeking public feedback on Waterfront Toronto’s technical evaluation of the Sidewalk Labs Master Innovation and Development Plan.
- There was excellent turnout at both meetings and discussions were respectful and constructive with strong support for the project in the morning and more varied responses in the afternoon.
- A summary report will be available after the online feedback deadline of March 31st.

Development Projects Dashboard – PIC Core Urban Design Guidelines:

- At the request of the Committee Chair, and in order to continue to highlight for the Committee other major projects that WT is working on, staff gave a presentation on the PIC (Production, Interactive and Creative) Core Urban Design Guidelines.

Next Steps on the Quayside Project:

- To fulfill the milestones of the May 20th deadline and allow the Board to make an informed decision. Management will refine the Innovation Plan, continue Term Sheet discussions with SWL and finalize the summary report on the public consultation.



Board of Directors – March 26, 2020
Item 5 – Capital Approval
(Lake Shore Bridge Alternative Case Phase 1
Pre-Construction Works)
David Kusturin

Purpose	For Approval
<p>Areas of note/ Key issues</p>	<p>Lakeshore Bridge Alternative Case is one of the key components for Port Lands Flood Protection (PLFP). The Presentation (attached under Appendix A to the board book) describes the project and Management’s request for Capital Approval for an expenditure of \$16 Million to complete the Lake Shore Bridge Alternative Case Phase 1 – Pre-Construction Works.</p> <p>This project is not included in the Board approved Rolling Five Year Strategic Plan.</p> <p>Waterfront Toronto is currently finalizing the Delivery Agreement with City of Toronto for the Phase 1 (Pre-Construction Works) of the project and is anticipated to be executed prior to the end of April 2020.</p> <p>Following to be completed as part of Phase 1:</p> <ul style="list-style-type: none"> • 100% Design • 100% Traffic Modelling • 100% Traffic Mitigation design • Risk Identification and Quantification • Subtrade Procurement (EllisDon remains Construction Manager) • City Council Approvals • Secure approvals to commence construction <p>Phase 2 Delivery Agreement between Waterfront Toronto and the City of Toronto will be finalized in Q3/Q4 2020 subject to Toronto City Council funding Approval.</p> <p>Management will request additional Capital Approval from the FARM Committee and subsequently the Board for the Lake Shore Bridge Alternative Case Phase 2 – Construction Works in Q3/Q4 2020.</p>
<p>Resolution</p>	<p>ON MOTION duly made, seconded, and carried, be it RESOLVED that the Board of Directors approves:</p> <p>a) the Capital expenditure of \$16M to complete the Lake Shore Bridge Alternative Case Phase 1 – Pre-Construction Works (the “Project”), subject to execution of a funding agreement with the City of Toronto; and</p> <p>b) the project being added to a Corporation’s Rolling Five-Year Strategic Plan (2020/21 – 2024/25).</p>



**Board of Directors Meeting- March 26, 2020
Item 11 - Resolutions Arising from the Closed Session
Members of the Board**

ON MOTION duly made by [●] and seconded by [●] and carried, it was **RESOLVED** that the Minutes of the Closed Session of the Board of Directors meetings held on January 23, 2020 be approved, as tabled.