



Request for
Qualifications

Parkside East Bayfront

March 2008





FIGURE 1: WATERFRONT PROMENADE - WEST 8 + Du TOIT ALLSOPP HILLIER (DTAH)- ILLUSTRATIVE RENDERING

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FIGURE 2: VIBRANT PUBLIC SPACES: FUTURE SHERBOURNE PARK DESIGNED BY PHILLIPS FAREVAAG SMALLENBERG LANDSCAPE ARCHITECTS (PFS)- ILLUSTRATIVE RENDERING

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All Figures are provided for illustrative purposes only. Figures are not to scale and information provided in the Figures is subject to change.

Message from the President and CEO



FIGURE 3: THE EAST BAYFONT WITH ACTIVE USES AT GROUND LEVEL

EXPECTATIONS AND APPROACH

On behalf of Waterfront Toronto, I am pleased to announce the launch of Parkside – a 0.38 hectare (0.94 acre) mixed use development and one of the prime waterfront locations with a frontage onto the future Sherbourne Park and views to the water.

There are high expectations for Parkside. Our mandate is to deliver an urban waterfront destination - an innovative mixed use district, with significant residential, employment, hotel and retail potential.

Waterfront Toronto is seeking an innovative and experienced private sector partner to design, build, manage and finance the development of Parkside. We are looking for a team that has the vision and expertise to realize a sustainable urban district that is not simply a residential quarter of the city but a full time mixed use place of living, employment, recreation, entertainment and public/cultural activity.

Underlying Waterfront Toronto's approach is a desire to provide as much certainty as possible for developers. We are achieving this by taking responsibility for securing municipal zoning approvals, building public transit, parks and community services and providing developers with well defined sustainability standards. Developers will be responsible for market and construction risk.

CONTEXT

The vision for the East Bayfront community is coming to life. Simultaneously with Parkside, we are launching the proposal call for Bayside, which will become a new urban district, supported by new residential, cultural and retail uses, vibrant public spaces and exceptional architecture. The first East Bayfront development, First Waterfront Place, is under construction and will soon be the headquarters for Corus Entertainment, a major television and media producer. Waterfront Toronto has also committed approximately 300 million dollars towards the public realm and public infrastructure in the East Bayfront. Our team of leading architects, landscape architects and engineers is moving ahead with the design and construction of the waterfront promenade, the Jarvis Slip Open Space and Sherbourne Park as well as the redesign of Queens Quay East and new Light Rail Transit connections to the downtown core. Waterfront Toronto is bringing innovations such as district energy and ultra broadband to the precinct.

LOCAL MARKET

The East Bayfront is building on a foundation of strong local and regional market conditions. The Toronto economy for residential and office development is thriving. Downtown Toronto continues to attract highly-skilled workers, leading employers and new residents.

An office market feasibility analysis conducted by Cushman and Wakefield LePage for Waterfront Toronto found that Toronto and surrounding communities, referred to as the Greater Toronto Area (GTA), represent a geographic hub of business activity that sets itself apart among other North American regions. The GTA's office market is also one of the largest in North America with over 160 million square feet of surveyed inventory. In particular, Toronto's downtown is a thriving business center with over 63 million square feet, making it the fifth largest CBD inventory in North America.

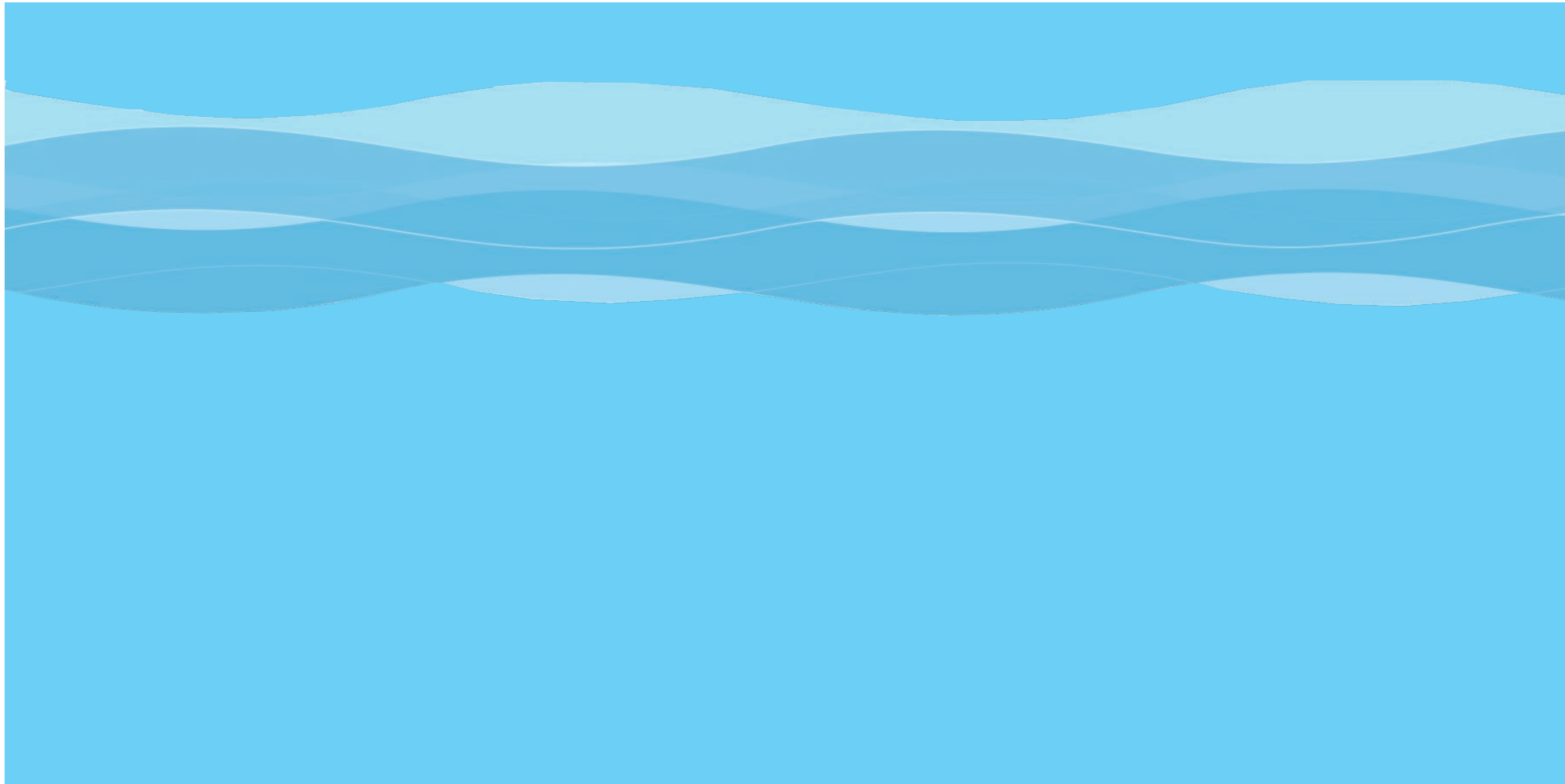
In addition to the unparalleled employment potential for Toronto's waterfront, the Living Downtown Survey completed in November 2007 by the City of Toronto, noted that many factors

are motivating residents to live downtown, most notably the desire to be close to work, public transit, entertainment and to be part of the active "downtown lifestyle". Downtown Toronto offers an abundance of attributes that draw new residents with busy employment areas, numerous education institutions and active cultural facilities all linked by convenient public transit connections in close proximity to residential neighbourhoods.

Thank you for your interest in Parkside. Waterfront Toronto looks forward to engaging the development community with this opportunity as well as other upcoming waterfront developments.



John W. Campbell
President and CEO
Waterfront Toronto



Part I The Opportunity





FIGURE 4: THE EAST BAYFRONT IN THE CONTEXT OF TORONTO'S WATERFRONT, LOCATED 1 Km FROM DOWNTOWN TORONTO

1 THE OPPORTUNITY

1.1 The 0.38 hectare (0.94 acre) Parkside site (the Subject Lands) is part of the 22 hectare (55 acre) East Bayfront revitalization area. It will become a prime waterfront location with a frontage onto the future Sherbourne Park and views to the water, creating an unparalleled mixed commercial and residential development with significant opportunities for hotel, retail and cultural uses.

The Subject Lands, located 1.5 km from Toronto's central business district, are bounded by Lake Shore Boulevard East, Bonnycastle Street, Lower Sherbourne Street and Queens Quay East East [see existing conditions map in Section 24]. Current zoning on the Parkside site will permit any combination of residential or commercial development in the order of 694,000 square feet (64,000 square metres) total gross floor area. This development opportunity will be based on a combination of ownership and long-term land lease depending on land uses.

1.2 Waterfront Toronto, created by the federal, provincial and municipal governments to oversee the Toronto's waterfront revitalization, is seeking an experienced private sector partner to design, build, manage and finance the development of Parkside, one of the most prominent sites on Toronto's waterfront. As a public agency, Waterfront Toronto's mandate is to act in the public interest and deliver the broad public policy objectives of the three orders of government.

LOCATION

The East Bayfront consists of approximately 22 hectares of waterfront property in the area bound by:

- Jarvis Street/Jarvis Slip in the west;
- Small Street/Parliament Street/Parliament Slip in the east;
- Lake Shore Boulevard to the north; and,
- The water's edge to the south.



FIGURE 5: LOCATION OF THE EAST BAYFRONT PRECINCT

Waterfront Toronto is looking for qualified Proponents who will:

- Create a vibrant mixed use development integrated with its surroundings, most notably the adjacent future Sherbourne Park;
- Produce a mix of residential, ground floor animation and employment uses with potential for associated hotel and cultural uses;
- Incorporate design excellence, high levels of sustainability and strong relationships to the water's edge into its vision for the site; and
- Provide best value to Waterfront Toronto.

1.3 The selection process for the Subject Lands will consist of two stages, a Request for Qualifications (RFQ) followed by a Request for Proposals (RFP). Proponents submitting responses to this RFQ will be reviewed with respect to the criteria described in this RFQ, including their development experience, financial standing, team, ability to deliver and related criteria relevant to Waterfront Toronto's objectives. Proponents invited to submit a response at the RFP stage will be required to provide comprehensive submissions, detailing all aspects of their financial and business plans. Conceptual design proposals will also

be required at the RFQ Stage. Waterfront Toronto will evaluate these submissions and select the Proponent to become its partner in the development. This selection process is set out in greater detail in Section 10.



FIGURE 6: EAST BAYFRONT PRECINCT IS ORGANIZED INTO THREE DISTINCT OPPORTUNITIES: DOCKSIDE, PARKSIDE AND BAYSIDE

1.4 A simultaneous two-stage selection process currently underway for Bayside. Bayside is bounded by Sherbourne Street Slip, Queens Quay East, Parliament Street Slip and the water's edge. This site will become a new urban district, supported by new residential, employment, cultural and retail uses, vibrant public spaces and exceptional architecture. Current zoning on the Bayside site will permit significant commercial and residential development in the order of 158,000 square meters (1.7 million square feet). Proponents may make submissions for both Bayside and Parkside; however, each Submission will be considered separately based on its merits and pursuant to the respective evaluation criteria.

1.5 In addition to the Parkside and Bayside projects, several other development projects are underway in the East Bayfront revitalization area, including the development of the Dockside site. In May 2007, City Council approved the lease and financing for the Toronto Economic Development Corporation's (TEDCO) development of First Waterfront Place. First Waterfront Place is a radio and television broadcast centre and office building being built by TEDCO for Corus Entertainment, Inc. Corus owns several children's entertainment media including Nelvana and the YTV, Treehouse and Discovery Kids networks, as well as several radio stations.

Waterfront Toronto is leading the waterfront revitalization process with substantive investment in the public realm and infrastructure. West 8 and duToit Allsopp Hillier are designing the waterfront promenade and the Queens Quay public realm. Landscape architects, Phillips Farevaag Smallerberg, are designing Sherbourne Park. Claude Cormier Landscape Architects are leading the design of "Sugar

Beach" in the Jarvis Slip Open Space. These projects, targeted for completion in 2010, will create a high quality setting for future development in the East Bayfront. In addition, a new Light Rail Transit line (LRT) along Queens Quay East is targeted for completion by 2011.



FIGURE 7: THE BAYSIDE OPPORTUNITY

1.6 Parkside is comprised of 3 parcels and as shown on Figure 8:

1. Part 6 owned by the City of Toronto;
2. A railway right of way owned by the City of Toronto (Part 5); and
3. Part 4 owned by Waterfront Toronto immediately to the north of the railway right of way.



FIGURE 8: PARKSIDE REFERENCE PLAN



FIGURE 9: THE PARKSIDE OPPORTUNITY- ILLUSTRATIVE RENDERING



FIGURE 10: SHERBOURNE PARK (PFS)- ILLUSTRATIVE RENDERING



FIGURE 11: FIRSTWATERFRONT PLACE DEVELOPMENT, TEDCO+CORUS ENTERTAINMENT- ILLUSTRATIVE RENDERING

2. Waterfront Toronto's Key Objectives

2.1 Toronto, Canada's largest city, is a rapidly growing metropolitan region on the north shore of Lake Ontario. To revitalize the waterfront, the three orders of government created Waterfront Toronto, charged with coordinating the redevelopment of large tracts of waterfront property adjacent to Downtown Toronto. Waterfront Toronto's mission is to transform Toronto's waterfront into a series of mixed use urban precincts integrated with parks and open spaces that greatly expand the city's capacity for urban living, employment and recreation, and serve as global examples of design excellence and sustainable development. Waterfront Toronto, as Master Developer for the East Bayfront, is responsible for ensuring the implementation of public infrastructure, community services and the design and implementation of the public realm, including the public parks and the water's edge promenade.

2.2 Precinct Plans have been developed for the two areas closest to the downtown – the West Don Lands and the East Bayfront. These two precincts connect the downtown to the lake and the Don River, as well as connecting to future development and public open spaces in the Port Lands. The Don River corridor will be improved as a natural open space system flowing into the lake through a naturalized river mouth. The water's edge will become a continuous, publicly accessible promenade linking downtown to the Lower Don Lands, the Port Lands and ultimately to the eastern beaches. The Port Lands area, a peninsula of largely vacant or underdeveloped land, will ultimately become a series of new urban waterfront communities that will connect to waterfront parks, beaches, trails and other amenities.

2.3 Waterfront Toronto's mandate is to deliver a comprehensive planning and implementation approach to waterfront revitalization that achieves economic, social and sustainability objectives by making investments in infrastructure, engaging the community and the private sector and promoting Toronto's waterfront revitalization regionally and internationally.



FIGURE 12: WATERFRONT PRECINCTS: EAST BAYFRONT, WEST DON LANDS, CENTRAL WATERFRONT, LOWER DON LANDS & PORT LANDS

3. The Vision for the East Bayfront

3.1 The East Bayfront Precinct Plan was approved by Toronto City Council (December 2005) to provide the vision, design concepts and development guidelines for implementing public infrastructure and built form in the precinct. The Precinct Plan is a guiding document meant to provide a flexible framework within which to achieve the vision set out for the East Bayfront. It is not a static plan, but a description of principles, frameworks and opportunities.

3.2 The vision for the East Bayfront Precinct, as set out in the East Bayfront Precinct Plan, is for a revitalized waterfront community, a sustainable and vibrant mixed use neighbourhood of relatively high density with continuous public access to the water's edge, higher-order public transit links and a series of new parks, open spaces and streets. New community services will be developed in the area, such as child care centres and community recreation facilities. An elementary school initially provided for just west of the Parliament Street Slip is intended to be relocated to the district to the east. Development will be designed to achieve a high standard of environmental sustainability through such innovations as district energy and buildings constructed to a LEED® Gold standard.

The existing main north-south streets of Jarvis, Sherbourne and Parliament will terminate in the East Bayfront at three special places. Jarvis and Parliament will terminate at revitalized public spaces on the existing slips and Sherbourne will be extended south along the future Sherbourne Park. Queens Quay East will be transformed into a landscaped, urban boulevard hosting several modes of transportation, including a future LRT and bicycle lanes, and will become the commercial spine for the community. A vibrant and beautiful public promenade along the water's edge, defined as a clear waterfront public spaces in the East Bayfront and provide public access to the lake.

The objective is for East Bayfront to be a new community, attractive to many different types of households with a wide range of incomes. In addition to new community services, a mix of affordable and market housing will be provided throughout the East Bayfront. It will extend beyond residential uses, incorporating places of employment, retail, recreation, entertainment and public/cultural activities. It must become a bold example of a mixed use community. Consequently, a major employment presence will be sought for the precinct.



FIGURE 12: ILLUSTRATIVE RENDERING OF THE EAST BAYFRONT PRECINCT PLAN



EASY ACCESS TO PUBLIC TRANSIT



STRONG NEIGHBOURHOOD ENVIRONMENT



ACTIVE GROUND FLOOR USES



WATER'S EDGE TREATMENT CATERING TO A VARIETY OF USES



COMPELLING PUBLIC SPACES



SPECIAL PLACES AT THE FOOT OF MAJOR STREETS

4. East Bayfront Design and Development Principles

4.1 The City of Toronto approved Central Waterfront Secondary Plan, East Bayfront Precinct Plan and East Bayfront Zoning By-law 1049-2006 provide the policy framework for planning and urban design of the East Bayfront. The East Bayfront Precinct Plan should be referred to for planning and design guidance. The Precinct Plan represents the culmination of detailed planning and an extended community consultation process. It is illustrative of the intentions of Waterfront Toronto for the development of the site. RFQ and RFP submissions for the Subject Lands will be evaluated based on their capacity to achieve the vision and objectives for the area as laid out in these plans.

4.2 Within the framework of the Central Waterfront Secondary Plan, the East Bayfront Precinct Plan and the East Bayfront Zoning By-law, there is flexibility to accommodate office, residential and retail uses on the Subject Lands and to apply a range of development approaches. Through the RFQ Process, Waterfront Toronto seeks to understand from Proponent the possibilities for promoting Parkside as a premier destination for living and working.

4.3 The East Bayfront Precinct Plan should be referred to for planning and design guidance. Design submissions sought in the RFP stage should be in conformity with the principles of the Precinct Plan and any required variations from its specific design guidance should be explained at that time. The principles of the Precinct Plan are attached as Appendix A. The full text of the Central Waterfront Secondary Plan, the Precinct Plan and Zoning By-law are provided in the Electronic Data Room.

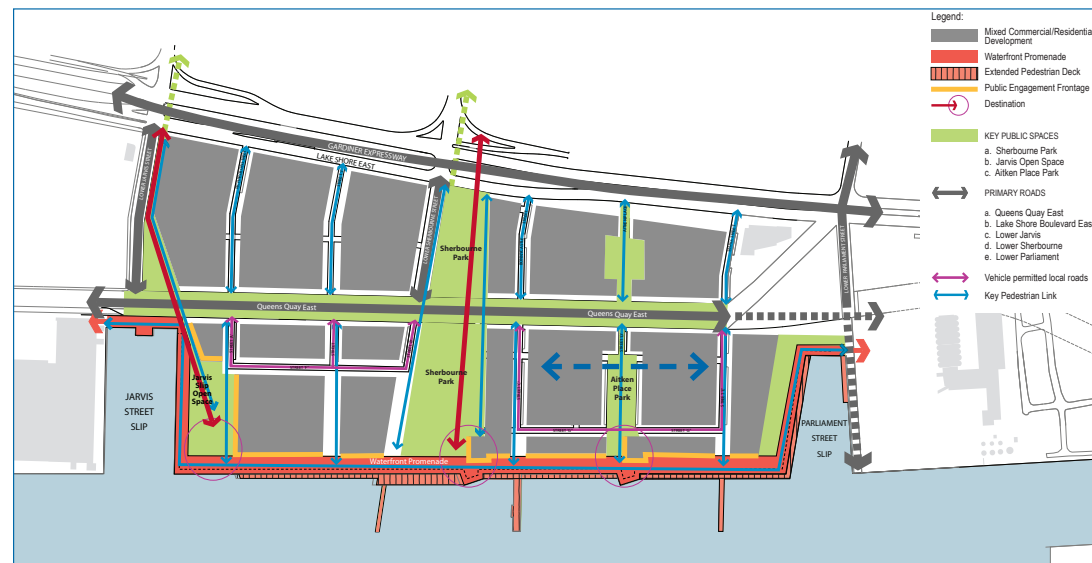


FIGURE 14: ORGANIZING STRUCTURE MAP OF THE EAST BAYFRONT

4.4 It is intended that approximately 46,000 square metres (500,000 square feet) of ground floor space throughout the East Bayfront will be used for non-residential activities. Ground floor animation areas are the designated street and park frontages where active ground floor uses are required. On the Subject Lands, the frontages onto Queens Quay East and Sherbourne Park are designated ground floor animation areas. Ground floor animation includes a wide variety of retail, service, cultural, recreational and community uses. These uses will promote the East Bayfront as a destination and most importantly a centre for the waterfront community. Waterfront Toronto has identified numerous potential cultural and creative sector activities that might consider in the East Bayfront. A copy of this Cultural Strategy is available in the Electronic Data Room.

4.5 Waterfront Toronto and the City of Toronto are committed to supporting affordable housing in the East Bayfront in accordance with the East Bayfront Precinct Plan either through land acquisition or through partnerships with developers. The Zoning By-law sets out the policies for the provision of affordable housing. Waterfront Toronto will define its specific strategy with respect to the development of Parkside at the time of issuance of the RFP.

5. East Bayfront Business and Implementation Plan and Employment Strategy

5.1 The East Bayfront Business and Implementation Plan (approved by Toronto City Council in July 2006) further defines the roles and responsibilities for the area's development. It provides detailed actions and targets for moving forward with the next phases of the regeneration process. The plan also sets targets for securing new jobs in the East Bayfront, with a focus on the information, communications and technology (ICT) sector. It calls for Waterfront Toronto to work closely with private land owners to capture opportunities for developing employment space to ensure that the revitalization of East Bayfront will deliver 8,000 new jobs.

5.2 The employment strategy for East Bayfront, created in support of the Business Plan, targets both retaining jobs in the City of Toronto as well as creating new jobs that would otherwise migrate to other cities and other countries. It focuses on ensuring that the conditions necessary to draw and sustain high value-added, innovative jobs are built into waterfront planning and implementation.

5.3 The target employment market is the creative, knowledge-based sectors, particularly the ICT and media sectors. Specific examples include digital media, financial services software, business and professional services, research and development and education.

5.4 A key opportunity and advantage in East Bayfront is the ability to design and create a new employment destination near the downtown core with key amenities that make it a place where talented people want to work. Waterfront Toronto's approach seeks to ensure that the particular office and lifestyle needs of those groups of firms and organizations in the creative/knowledge sectors.

6. Objectives for Parkside

Waterfront Toronto's objectives for the Subject Lands are as follows:

- In the order of 64,000 square metres (694,000 square feet) of mixed use development;
- A mix of residential, ground floor animation and employment uses with potential for associated hotel and cultural uses;
- Ground floor retail, restaurant and service uses relating to Queens Quay East and Sherbourne Park;
- Integration with Sherbourne Park, designed by landscape architectural firm, Phillips Farevaag Smallenberg;
- Businesses, services and activities that have synergies with other development in the area; and
- High quality design for what will be a very prominent development on the waterfront.

7. Sustainability Requirements

The revitalization plan for Toronto's waterfront is intended to position the city as a world leader in creating sustainable communities. To help achieve this objective, Waterfront Toronto has established Mandatory Green Building Requirements. In addition, all new buildings in the East Bayfront must be designed and constructed to connect to a District Energy System (DES). Waterfront Toronto is also seeking to integrate innovative and sustainable approaches to waste management in the precinct.

The intentions of the Mandatory Green Building Requirements are to:

- Motivate builders to adopt new approaches to create more sustainable buildings;
- Shift demand for sustainable buildings and the supply of sustainable materials and construction techniques in Toronto;
- Set requirements that, while requiring changes to existing practices, are economically viable in the market; and

- Ensure that development occurs in a manner that reflects Waterfront Toronto's financial, societal and environmental drivers for sustainability.

All proposals for the site will be required to meet Waterfront Toronto's Mandatory Green Building Requirements and have regard for the complementary City of Toronto Green Development Standards, both of which are available in the Electronic Data Room.



FIGURE 15: PROMOTING SUSTAINABLE AND ACTIVE TRANSPORTATION OPTIONS

8. Land Ownership

The Subject Lands are currently owned by the City of Toronto and Waterfront Toronto. Upon the successful negotiation of applicable agreements with Waterfront Toronto for the Subject Lands, and subject to final approval by Toronto City Council, a fee simple interest will be transferred to the developer for residential developments and a long-term ground lease will be granted for employment and mixed use developments.

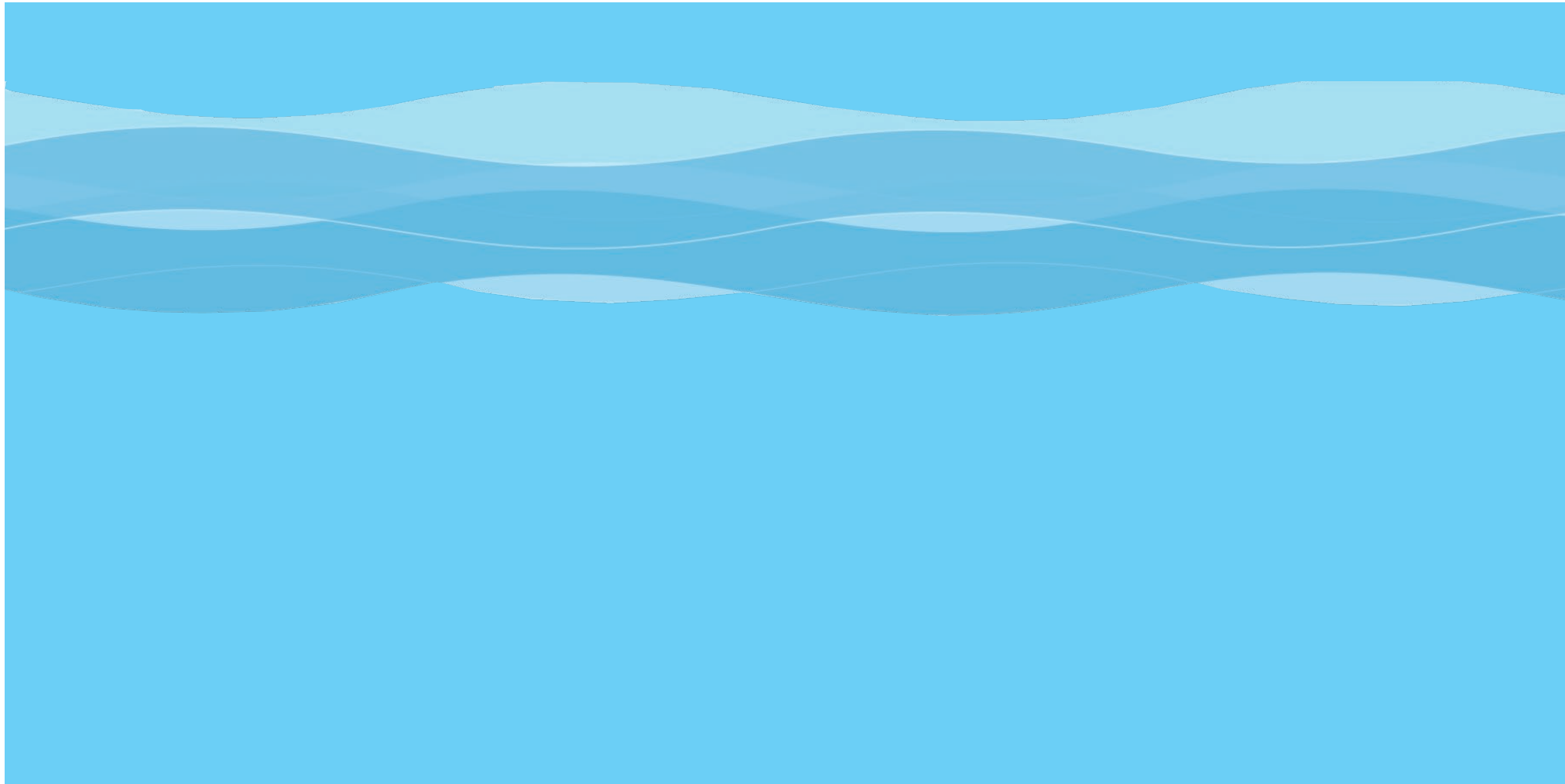
9. Market Context

Toronto is Canada's economic, research and cultural capital in the heart of North America's fifth largest urban region. With its knowledge-based work force, leading-edge research institutions, cost-competitive commercial climate and exceptional quality of life, Toronto is one of the best global cities for business. The East Bayfront is the most central waterfront revitalization area to Toronto's downtown and provides an exceptional opportunity to create a beautiful and desirable place to live, work and play.

Waterfront Toronto's Real Estate Advisor, Cushman and Wakefield LePage has prepared an investment summary and developer prospectus for the Subject Lands, which provides information on the Toronto market and an update on regional and national economic conditions. These documents are available in the Electronic Data Room.



FIGURE 16: TORONTO IN CONTEXT OF SURROUNDING MAJOR CITIES



Part II The Selection Process



2 THE SELECTION PROCESS:

10. The Selection Process

10.1 The Parkside proposal call is a two-stage process to select a preferred Proponent to develop the Subject Lands.

10.2 The first stage of the selection process is this “Request for Qualifications” (RFQ). This RFQ is intended to notify the market of this opportunity and to elicit responses from the Proponent to identify themselves and the Proponent’s Team, and present their relevant experience to Waterfront Toronto. Waterfront Toronto intends to evaluate the information it receives and select a small number of appropriately qualified Proponents to participate in the second, or “Request for Proposals” (RFP) stage, of this process. The RFQ stage is open to all interested and experienced Proponents.

10.3 RFQ Proponents will be evaluated against the following criteria:

- The quality and plausibility of the Proponent’s vision for the site;
- Demonstrated ability to deliver design excellence and leadership in sustainability;
- Experience in the successful design and development of high-rise mixed use buildings;
- Experience in the integration of retail, cultural, tourist and related activities to create an animated streetscape;
- Agreement to develop within the currently applicable zoning permissions and the sustainability requirements set out by Waterfront Toronto; and
- Demonstrated financial capacity to undertake a development of this scale and quality.

10.4 The RFP stage is intended to allow Short-Listed Proponents to prepare and submit design, financial, business strategy and legal proposals to Waterfront Toronto. Conceptual design proposals will be required at the RFP stage. In addition to evaluation of financial proposals, proposals will be evaluated based on quality of design and capacity to achieve the East Bayfront vision and principles as articulated in the Precinct Plan. Submissions will also be evaluated on the proposed structure of the relationship between the Proponent and Waterfront Toronto in the long-term development of the site.

During the RFP stage, Waterfront Toronto intends to evaluate the information it receives, negotiate with finalists and use the results to select a single preferred Proponent with whom to enter into agreements for the development of Parkside.

10.5 The second stage of this process will be more fully described in a subsequent RFP document that will be issued to the short list of pre-qualified Proponents. The RFP process may include a requirement that each Short-Listed Proponents provide performance security for the period from submission of a proposal to selection of a successful Proponent. Waterfront Toronto acknowledges that preparation of Submissions in response to an RFP will be expensive and time consuming. Therefore, Waterfront Toronto intends to strictly limit the number of invitations to submit in response to the RFP.

10.6 Waterfront Toronto will be advised with respect to design aspects of the RFP response by its Design Review Panel. The panel will be requested to provide Waterfront Toronto with objective, professional advice, in order to encourage high quality design. The panel will be advisory and in no way replace the City of Toronto's regulatory approvals process. More information on the Waterfront Design Review Panel is available in Electronic Data Room.

10.7 The design component of the Proponent's submission in response to the RFP, or a portion thereof, may be presented in a public exhibition.

10.8 The preferred Proponent will enter into negotiations with Waterfront Toronto based on their RFP response. Following selection of the preferred Proponent there will be a specified period of time for Waterfront Toronto and the Proponent to negotiate binding agreements. Negotiated agreements will be subject to the approval of the Waterfront Toronto Board of Directors and Toronto City Council. If the negotiations do not result in agreements within that period, Waterfront Toronto may elect to proceed with negotiations with another of the RFP Proponents or discontinue the process.

10.9 The Waterfront Toronto Board of Directors resolution respecting Waterfront Toronto's and policy is "To obtain the best value by seeking the best proposal, taking into consideration Waterfront Toronto's core principles, at a competitive price and the particular circumstances of each case."

11. The Steering Committee

11.1 The East Bayfront Steering Committee is responsible for overseeing and endorsing the RFQ and subsequent RFP process, as well as evaluating RFQ and RFP submissions and making a recommendation to Waterfront Toronto's Board of Directors.

11.2 The Steering Committee's membership is as follows:

- John Campbell, President and CEO, Waterfront Toronto
- Jack Cockwell, Director, Waterfront Toronto Board of Directors
- Chris Glaisek, Vice President Planning and Design, Waterfront Toronto
- Andrew Gray, Vice President Development, Waterfront Toronto
- Elaine Baxter-Trahair, Director, Waterfront Secretariat, City of Toronto
- Chris Henderson, Chairman, The Delphi Group
- James McKellar, Academic Director, Real Property Program, Schulich School of Business, York University

12. The Proposal Call Implementation Team

12.1 Andrew Gray, Vice President Development for the East Bayfront, is leading the proposal call team on behalf of Waterfront Toronto.

12.2 Waterfront Toronto has selected a number of advisors to assist it with this process:

- Process Manager: Urban Strategies Inc.
- Legal Advisor: Bennett Jones LLP
- Financial Advisor: KPMG
- Real Estate Advisor: Cushman and Wakefield LePage

12.3 Waterfront Toronto is committed to ensuring that this selection process is open, fair and equitable to all Proponents. A careful communications protocol has been established for this process to ensure that this commitment is fulfilled.

Waterfront Toronto has retained the Honourable Coulter A. Osborne as the Fairness Advisor, to assist in ensuring the fairness of the RFQ process and subsequent RFP process.

13. Registration

Proponents intending to respond to this RFQ must register on the RFQ Website at www.buideastbayfront.ca

Once registered, interested parties will be able to download the RFQ, as well as all forms, Addenda, and related background documents from the Electronic Data Room.

14. The Electronic Data Room

Waterfront Toronto will communicate with Proponents by way of an Electronic Data Room established for the purposes of this RFQ. The Electronic Data Room can be accessed through Waterfront Toronto's website, at the following address: www.buideastbayfront.ca Proponents are solely responsible for ensuring that they have the appropriate and necessary information technology to allow them to access the Electronic Data Room.

All information to be provided to Proponents will be posted to the Electronic Data Room by Waterfront Toronto. If there is any inconsistency between the information downloaded or printed from the Electronic Data Room by the Proponent's and the version posted by Waterfront Toronto in the Electronic Data Room, the version posted in the Electronic Data Room shall prevail. The Electronic Data Room will be dynamic and it is the sole responsibility of the Proponent to check the Electronic Data Room frequently and regularly for new documents and information. An initial list of the materials available in the Electronic Data Room can be found in Appendix C.

15. Addenda, Questions, Clarifications and Communications

All questions, clarifications and any other communications regarding this RFQ must be directed to the Process Manager via e-mail to the following address: parkside@waterfronttoronto.ca

Proponents are strongly encouraged to read this document in its entirety and to submit any questions or clarifications to the Process Manager in writing (via email) by the deadline provided in the RFQ Timetable provided in Section 22. Any issue of interpretation or question of understanding should be submitted as a question, rather than resolved through the use of an assumption.

The Process Manager will record and respond to all questions in writing by posting them in the Electronic Data Room in the form of an Addendum to this document. Proponents are responsible for checking the website frequently to ensure they are aware of any new information or Addenda.

Waterfront Toronto reserves the right to answer similar questions from various Proponents once; edit the language of questions for the purposes of clarity; and, not respond to questions if they are ambiguous or incomprehensible.

Enquiries submitted to anyone other than the Process Manager will not be answered. Waterfront Toronto is not bound by any oral communications, nor may any reliance be placed on any oral response.

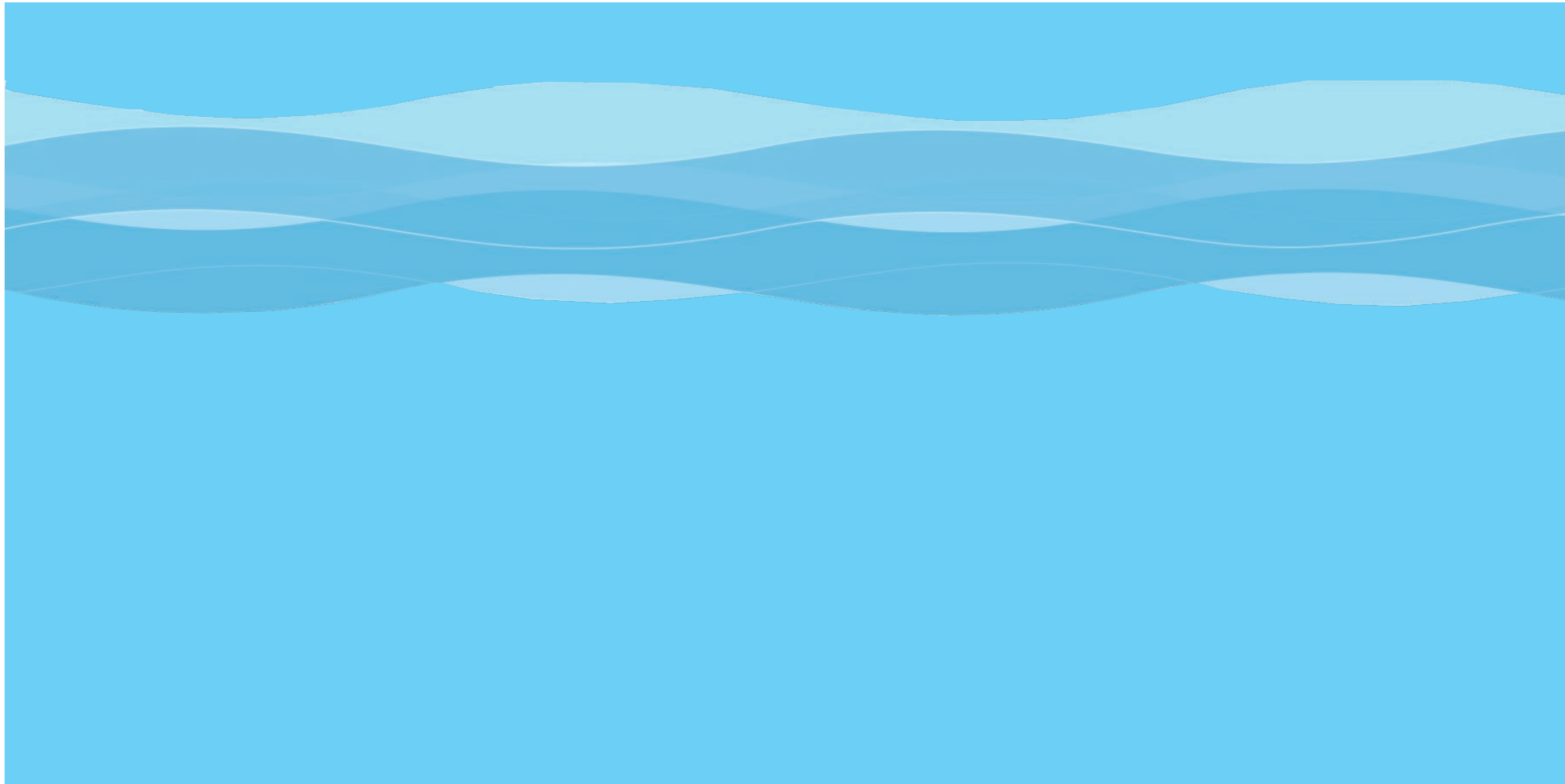
All schedules, appendices, posted questions and answers and any Addenda to this RFQ represent a material part of the RFQ and should be reviewed by all Proponents.

16. Authority

Waterfront Toronto has sanctioned this selection process. The responsibility and accountability for all decisions associated with this selection process rests with Waterfront Toronto. Development agreements for the Subject Lands are subject to final approval by Waterfront Toronto's Board of Directors and Toronto City Council.



FIGURE 17: WATERFRONT PROMENADE DESIGNED BY WEST 8 + DTAH- ILLUSTRATIVE RENDERING



Part III The Submission Requirements



3 THE SUBMISSION REQUIREMENTS

17. The Format of the Submission

The following section details the specific requirements of the RFQ Submission. Appendix B contains a list of the RFQ Submission Forms which are to be completed as part of the Proponent's Submission. Electronic copies of the RFQ Submission Forms are provided in the Electronic Data Room for the purposes of preparing the Submission. The forms may be modified to accommodate the requisite information; however, Proponents are responsible for ensuring that all requisite information is provided. Section 18 of this document includes detailed requirements not noted in the forms. Proponents should review all documents carefully to ensure all requirements are addressed in their Submission.

For the purposes of this Submission, the Lead Proponent, which may be a Joint-Venture, is the primary developer(s). Where the Lead Proponent is a Joint-Venture a "Participant in Charge" should be identified (see Appendix E Section 13). The Proponent's Team includes all of the technical consultants and advisors to the Lead Proponent.

18. The Submission Requirements

Proponents should submit an RFQ Submission document that contains the following information:

- **Cover Letter**
- **Table of Contents**
- **Completed Letter of Application (Form 1)**
- **Completed RFQ Submission Forms (Forms 2-6)**

The Vision Statement (Form 2A)

Proponent's Team and Organization Chart (Form 2B)

Proponent's Experience and Qualifications (Form 3A and 3B)

Proponent's Team Experience and Qualifications (Form 4A and 4B)

Key Personnel Experience and Qualifications (Form 4C)

Financial Strength and Ability to Deliver the Project (Form 5A and 5B)

Legal Information (Form 6)

18.1 The Vision Statement

The vision statement is a brief summary (max. of four (4) pages) identifying the Proponent's vision for the site and how they would successfully implement it, including a statement of why they are the best partner for Waterfront Toronto. This summary should also describe in principle how the Proponent would create a high quality leading edge waterfront mixed use district while maximizing the value of the site and ensure its timely delivery. The vision statement should be provided on RFQ Submission Form 2A.

18.2 The Proponent's Team and Organization

The Proponent should submit an organizational chart of the Proponent's Team, including the Lead Proponent and Proponent's Team Members. The chart should illustrate how the Proponent's Team will be organized, the specific roles each team member will be undertaking (making reference to the areas of expertise outlined below), and the working relationships of each of the Proponent's Team Members.

In the case of a Joint-Venture, the Submission must include the legal status and nature of the partnership as well as the name of its "Participant in Charge."

The Organization Chart should be accompanied by RFQ Submission Form 2B which includes a brief (no more than three (3) page) description of the Proponent's Team including:

- The nature of the business of each member of the Proponent's Team;
- An overview of how the team intends to work and communicate together; and,
- Experience in working together as a team (if applicable).

The Proponent's Team should consist of expertise in the following areas:

- Successful development of high-rise mixed use developments
- Financing developments of a similar scale
- Architecture, urban design & planning
- Sustainable development and design – including identifying the primary LEED® accredited professional.
- Brownfield redevelopment
- Sustainable energy systems design
- Cultural/tourism/retail developments
- Project management & construction supervision
- Other(s)

The required expertise may be provided by Key Personnel from either the Lead Proponent or any of the Proponent's Team Members, with the exception that the Lead Proponent must have expertise in the development and financing of mixed use developments.

18.3 The Lead Proponent's Experience

The capacity and experience of the Lead Proponent (the developer) is a primary consideration in the selection of the preferred Proponent. The submission must provide evidence to demonstrate how the Lead Proponent's development experience is relevant to the scale and complexity of the Subject Lands and the objectives of Waterfront Toronto.

The Lead Proponent should provide a description of at least three (3) examples of projects (maximum six (6) examples) completed within the last 10 years comparable to Parkside in terms of scale, complexity and technical requirements. In the case of a Joint-Venture, examples should be provided for each Joint-Venture member (maximum of eight (8) examples, and no more than six (6) examples from any one member of the Joint-Venture). RFQ Submission Form 3A shall be used to provide a complete list of project examples provided by the Lead Proponent. A detailed description of each project example shall be submitted on RFQ Submission Form 3B.

Information provided for each project description should address:

- The name, location and size of the project;
- A description of how the project was built;
- A description of how the project was financed;
- A description of the relationships the Proponent had with its tenants and/or purchasers;
- A description of how the project was leased and/or managed;
- A description of the Proponent's experience working with regulators and complex stakeholders;
- Key Personnel named in the RFQ Submission who were involved in the project;
- A graphic information package, including photographs, site plans, renderings and images; and
- At least one reference for each identified project.

18.4 Proponent's Team Experience

Using specific project examples, the Proponent's Team must demonstrate how previous experience is relevant to Parkside and will add value to the objectives of Waterfront Toronto. The project examples should highlight the Proponent's Team's experience in each of the areas of expertise listed under section 18.2 and described below. More than one Proponent's Team Member may be identified for each area of expertise, and the Lead Proponent may demonstrate expertise in any given area through their response to Section 18.3.

1. Architecture, Urban Design and Planning Experience - Design excellence is a priority for Waterfront Toronto. The design team put together for this project should reflect this priority. At this RFQ stage, the Proponent is asked to identify its lead design team, recognizing that additional design expertise may be added to the team (subject to Waterfront Toronto approval) following the selection of the preferred Proponent. The design experience should demonstrate design excellence in the following areas:

- High quality urban architecture and landscapes, including commercial and residential buildings;

- Urban design at the block, community and streetscape scales;
- Integration ground floor retail areas into new development; and
- Building systems design.

The project examples should also highlight experience responding to or working with design review panels or a similar design review process. Awards, professional or industry recognition, positive media reviews, and client or other individual testimonials, etc. should be included in respect of the project examples.

2. Sustainability Experience - Design or construction, or both, of buildings to meet LEED®, “Green Globes,” Commercial Building Incentive Program, the *Toronto Green Development Standard* or other similar “green” standards; experience in the design or construction of buildings to meet LEED® standards is preferred.

3. Energy Experience - Experience using innovative or unique energy sources for buildings such as District Energy Systems.

4. Brownfield Experience - Design and construction or development of buildings built on brownfield sites in situations where the property was documented as

contaminated and property development took place in compliance with remediation or a Risk Management Plan (MOE Reg. 153/04 or equivalent – see Electronic Data Room for more details), such that the controlling public authority approved the protective measures or clean up (or both) as effective, safe and appropriate for the future use of the site.

5. Integrated Cultural/Tourism/Retail Development Experience - Experience attracting and cultivating cultural, tourism, retail, community uses and other animated uses as part of new developments, particularly at street level.

6. Project Management and Construction Supervision – Experience planning, managing and directing projects of a similar scale and complexity.

7. Other – The Proponent’s Team may include additional expertise in addition to the required expertise noted above. The RFQ Submission should define the value the additional expertise would bring to the project.

RFQ Submission Form 4A should be used to provide a complete list of the project examples provided (a maximum of twelve (12) examples). Each individual project experience example should be provided on RFQ Submission Form 4B and may also include additional information to demonstrate their relevance to the Parkside

objectives. Each project example should include photos of completed projects and renderings and plans for projects still under development, where applicable. At least one example from each of the Proponent’s Team Members should be provided. One project example may cover more than one of the areas of expertise.

18.5 Key Personnel Experience and Qualifications

Key Personnel experience and qualifications shall be submitted for EACH of the proposed Key Personnel of the Proponent and Proponent’s Team Members. Key Personnel must be identified for each of the required areas of expertise listed under Section 18.2 and include sufficient information to demonstrate that each proposed Key Personnel has the experience and qualifications to meet the needs of the project. Key Personnel experience and qualifications should be provided on RFQ Submission Form 4C.

18.6 Financial Strength and Ability to Deliver the Project

The Lead Proponent shall provide sufficient financial information to demonstrate that the Proponent (or, if applicable, each member of the Joint-Venture) has the financial resources and strength to fully perform and complete all obligations, duties and responsibilities that the Proponent may assume and undertake in connection with this project. To meet this requirement, the Lead Proponent (and, if applicable, each member of the Joint-Venture) must submit the completed RFQ Submission Form 5A and provide the following information:

1. If the Proponent (or if applicable, one or both members of the Joint-Venture) is a publicly traded company, they must provide:

- a. the most current annual report for the company;
- b. copies of the most recent issuer/issue credit ratings (if applicable); and
- c. copies of the most recent investment industry analyst's reports.

2. If the Proponent (or if applicable, one or both members of the Joint-Venture) is a private company, partnership or sole proprietorship, they must provide:

a. A current credit reference letter that is executed by the requisite officers of the Proponent's current corporate banking institution (including names, addresses and telephone numbers of such individuals) specifying the length and nature of the relationship between the Proponent and such reference bank and amount of financing that is currently available and/or provided to the Proponent. The credit reference letter shall be provided based on the format set out in RFQ Submission Form 5B.

b. Financial statements of the Proponent (if applicable, each member of the Joint-Venture) which shall include any one of the following:

- Audited financial statements for the three full fiscal years immediately prior to the Closing Date and Time and, if the most recent audited statement is more than six months old as of the Closing Date and Time, any interim financial statements produced since the audited financial statements;
- A review engagement report, including a statement showing any change in the Proponent (and, if applicable, each member of the Joint-Venture) financial circumstances or position, prepared by an independent chartered accountant (licensed to practice in

the applicable jurisdiction) for each of the three full fiscal years immediately prior to the Closing Date and Time; or

- In the absence of audited financial statements, unaudited financial statements for the three full fiscal years immediately prior to the Closing Date and Time.

****Upon request, an independent Financial Advisor will review the Proponent's financial statements at their offices or another agreed to location, as an alternative to submission of financial statements.**

If the Lead Proponent intends to bring on a financial partner to complete this project, such financial partner should be disclosed and their financial information should be provided as outlined above. Waterfront Toronto will only review financial information provided to it through this process, and cannot rely on previous project experience to assess financial capability for this project.

19. Copies and Delivery

One original and twelve (12) copies of the Proponent's Submission should be delivered by hand or by courier in a sealed envelope to:

Parkside RFQ

Waterfront Toronto

20 Bay Street

Suite 1310

Toronto, Ontario M5J 2N8

RFQ Submissions will not be considered and will be returned unopened if they are delivered to any other address than that specified above. RFQ Submissions transmitted by email or facsimile will not be considered. Submissions will be date and time stamped and a receipt will be provided.

Submissions must be received by the Closing Date and Time provided in the RFQ Timetable. RFQ will not be considered and will be returned unopened if they are delivered after the Closing Date and Time. Waterfront Toronto will not extend the Closing Date and Time because of delays caused by third party delivery companies.

20. RFQ Amendments and Withdrawals

a. Proponents are permitted to make unilateral changes to their submission after it is submitted to Waterfront Toronto, provided that the change is made prior to the Closing Date and Time.

If a Proponent elects to change its submission before the Closing Date and Time, the Proponent must withdraw its Submission in its entirety and submit a new and amended RFQ to Waterfront Toronto in the manner, and by the deadline, established above.

b. Submissions are irrevocable for 90 days after the Closing Date and Time. Proponents are not permitted to make unilateral changes to their Submission during this period. In particular, Proponents are not permitted to make unilateral changes to the Proponent's Team or Key Personnel referenced in the Submission. In the event that an unforeseen circumstance arises that absolutely necessitates a change in the Proponent's Team or Key Personnel referenced in the RFQ, the Proponent will notify the Process Manager of the need and reasons for the change in the manner established above. Waterfront Toronto reserves the right to reject any such changes in its sole and absolute discretion.

21. RFQ Evaluation

21.1 Waterfront Toronto reserves the right to use additional criteria to evaluate the Submission.

21.2 Proponents may be contacted during the evaluation process to clarify their Submission or provide additional information. This could include interviews. All Proponents will be notified of the outcome of the first stage.

20.3 A Proponent having concerns with respect to the process is encouraged to direct their questions to Retired Justice, The Hon. Coulter Osbourne, Q.C., Waterfront Toronto's Fairness Advisor at coulterosborne@mac.com

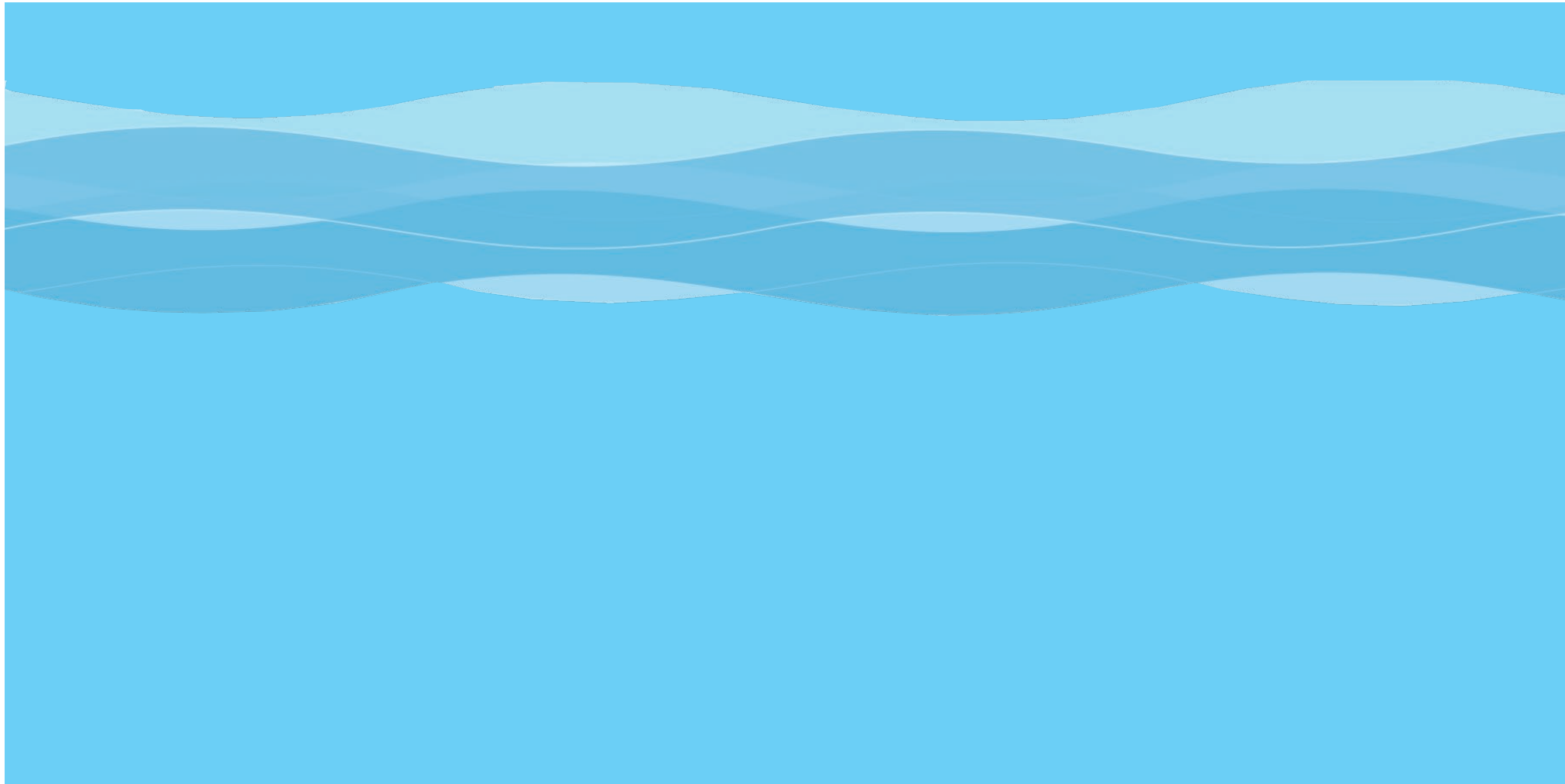
20.4 Waterfront Toronto intends to evaluate the RFQ Submissions based on the following evaluation table.

PARKSIDE EVALUATION TABLE

Submission requirement	Maximum Score
Financial Strength/ Ability to Deliver the Project	Pass/Fail
The Vision Statement	10%
Experience of the Lead Proponent(s)	40%
Proponent's Team Experience	25%
Key Personnel Experience and Qualifications	25%
TOTAL MAXIMUM SCORE	100%

22. RFQ Timetable

EVENT	DATE/TIME	LOCATION/FURTHER DETAILS
Issuance of RFQ Document	5:00 pm Eastern Daylight Time on Friday March 14 th , 2008	Electronic Data Room
Proponents Meeting	10:00 am Eastern Daylight Time on Thursday April 10 th , 2008	Meeting will be held in Toronto. Specific location to be confirmed.
Deadline for Submission of Questions and Requests for Clarification by Proponents	5:00 pm Eastern Daylight Time on Monday April 28 th , 2008	To be sent by email to the Process Manager
Deadline for Issuance of Addenda and for response to Submission Questions and Requests for Clarification	5:00 pm Eastern Daylight Time on Monday May 5 th , 2008	Electronic Data Room Parkside RFQ
Submission Deadline for Prequalification Submissions	12:00 pm Eastern Daylight Time on Friday May 16 th , 2008	Parkside RFQ 20 Bay Street Suite 1310 Toronto, Ontario M5J 2N8
Interviews (if required)	TBD by Process Manager	Waterfront Toronto, 20 Bay Street Suite 1310 Toronto, Ontario M5J 2N8
Short-list Announcement	June 2008	
RFP Issuance	July 2008	
RFP responses	mid-September 2008	
Designation of Preferred Proponent(s)	December 2008	
Waterfront Toronto Board approval	March/April 2009	
City Council approval	March/April 2009	





Part IV Additional Information

4 ADDITIONAL INFORMATION

23. East Bayfront and the Subject Lands

23.1 The East Bayfront consists of approximately 22 hectares of waterfront property with over 1000 metres of frontage onto Lake Ontario in the area bound by:

- Jarvis Street/Jarvis Slip in the west;
- Small Street/Parliament Street/Parliament Slip in the east;
- Lake Shore Boulevard in the north; and,
- Lake Ontario to the south.

23.2 Land Ownership - Approximately 50% of the East Bayfront precinct land area is in public ownership. The City of Toronto owns the lands south of Queens Quay East to the water's edge (the Queen Elizabeth Docks). Lands north of Queens Quay East are primarily in private ownership by various landowners, with the exception of the Parkside site at the northeast corner of Queens Quay East and Lower Sherbourne Street, which is jointly owned by the City of Toronto and Waterfront Toronto.

23.3 The public lands in the East Bayfront have been divided into three distinct opportunities:

Dockside – Under Development

- Five development parcels, including First Waterfront Place building
- 130,00 square metres (1.4 million square feet) of mixed use/institutional development

Parkside – The Subject Lands

- 65,000 square metres (700,000 square feet) of mixed use development

Bayside - Subject of a Parallel Proposal Call Process

- 158,000 metres (1.7 million square feet) of mixed use development

22.4 Zoning Permissions are in place for approximately 3 million square feet of mixed use development in the whole of the East Bayfront precinct, which includes the Subject Lands.

24. Surrounding Uses

The East Bayfront lands have a low intensity of use given their waterfront location and proximity to downtown. Existing uses north of Queens Quay East include car dealerships, distribution centres, entertainment/nightclub uses, office uses, and auto-related and commercial uses. South of Queens Quay East, the lands are primarily vacant as most leases have been terminated and businesses relocated.

On the south side of Queens Quay East and along the western edge of the Jarvis Slip, is the Redpath Sugars industrial facility. Redpath Sugars has been on the site for over 50 years and is an important local industry and waterfront landmark.

West of the East Bayfront, north of Queens Quay East is a large-format grocery store. Further west are government offices, warehousing and retail uses, the Toronto Star headquarters office building, as well as a mix of residential, hotel, conference centre, and parking related uses. Lands east of the precinct (Parliament Street to Cherry Street) are vacant except for the historic Victory Soya Mills silos.



FIGURE 18: EXISTING CONDITIONS MAP

25. Site History

25.1 The East Bayfront was formally marsh in Lake Ontario that was in-filled in the 1950s during the last stage of the Toronto Harbour Commissioners' 1912 plan for a waterfront industrial park. The lands were developed as the Queen Elizabeth Docks by the Toronto Harbour Commission for industrial and marine transport-related purposes, in anticipation of an increase in port activity with the opening of the St. Lawrence Seaway. The East Bayfront lands were created through the placement of lake dredgate as well as surplus fill materials from other parts of Toronto.

25.2 Historically, the East Bayfront lands was used primarily as a marine freight transfer facility under the Toronto Harbour Commission, and by Canadian Pacific Express and Transport Ltd. and others. More recently, the western Marine Terminal-175 Queens Quay East was utilized as a film studio and surface parking, whereas the eastern Marine Terminal- 261 Queens Quay East was used by Can-Par Ltd. for their freight storage and logistics.

25.3 The potential environmental impacts to the site soils and groundwater may include heavy metals, petroleum hydrocarbons, polycyclic aromatic hydrocarbons (PAHs), and volatile organic compounds (VOCs). Studies have been completed to verify the environmental conditions of the site and will be made available to the Short-Listed Proponents at the RFP stage.



FIGURE 19: SEPTEMBER 1928, EAST BAYFRONT FROM THE HARBOUR COMMISSIONERS' BUILDING

26. Public Agency Roles

26.1 On March 31, 2006 a Memorandum of Understanding (MOU) was signed by Waterfront Toronto, the City of Toronto and TEDCO, through which Waterfront Toronto was given effective control in revitalizing the East Bayfront including responsibility for such things as planning, obtaining municipal development approvals, site preparation, development and marketing activities, in close cooperation with the City and with TEDCO.

26.2 Waterfront Toronto

Waterfront Toronto was established by the Government of Canada, the Province of Ontario and the City of Toronto in 2001. The three orders of government jointly fund Waterfront Toronto, appoint its Board of Directors and support Waterfront Toronto in the fulfilment of its mandate. Waterfront Toronto's mission is to transform Toronto's waterfront for the use and enjoyment of the people of Toronto, Ontario and Canada, to foster economic growth and to re-define how the City, Province and country are perceived by the world. Working with the community and public and private sector partners, Waterfront Toronto will create waterfront parks, public spaces, cultural institutions and diverse

and sustainable commercial and residential communities that offer a high quality of life for residents, workers and visitors alike.

Embedded in Waterfront Toronto's role is an uncompromising commitment to sustainability principles that will result in overall environmental enhancement, economic gain and social benefit within Toronto's waterfront. Waterfront Toronto is committed to achieving world leadership in sustainable community development. This requires the careful and consistent application of sustainability principles at each stage of revitalization of the waterfront.

26.3 City of Toronto

The City has four roles with respect to the revitalization initiative. The first role under the City's Waterfront Secretariat is to facilitate resolution of issues, co-ordinate all cross-corporate and intergovernmental initiatives, track Waterfront Toronto's achievements, monitor and ensure accountability, and work with Waterfront Toronto to ensure that the Official Plan, Secondary Plan and relevant Precinct Plan principles are incorporated into development plans. The second role, under its Planning Division, is to ensure that the City's authority under the *Planning Act* is respected and protected, including maintaining its lead

role in developing by-laws. The City's third role under its Economic Development, Culture and Tourism Division is to ensure and evaluate plans that are in place to achieve the employment and tourism targets and objectives. The fourth role is as approval authority when Waterfront Toronto submits a proposal to sell or lease City owned land. The City of Toronto will also be the ultimate owner and operator of public infrastructure, streets and parks.

DEFINITIONS

27. Definitions

Addenda (or Addendum) – written addenda to this RFQ, as described in Section 15.

Agreement of Purchase and Sale – a contract between the selected Proponent and the landowners for the Subject Lands.

Bayside- the area in the East Bayfront precinct, bounded by Queens Quay East, Lower Sherbourne Street, Lower Parliament Street and the water's edge and as illustrated in Figure 18. The RFQ for Bayside is being conducted in parallel with the Parkside RFQ process.

Central Waterfront Secondary Plan (“Central Waterfront Plan”) - adopted by Toronto City Council on April 13, 2003, spells out key public priorities, opportunities and an implementation process to ensure results. The Plan focuses on core principles and big public moves, leaving area-specific details in precinct plans.

Closing Date and Time- the date and time that the Proponent's Submission must be delivered to Waterfront Toronto via courier or in person. The Closing Date and Time is set out in the RFQ Timetable.

Development Agreement – an agreement between the successful Proponent and Waterfront Toronto (and such other parties as Waterfront Toronto may require) in respect of the development of the Subject Lands, which shall contain obligations of the Proponent consistent with the development objectives of Waterfront Toronto and may contain obligations, rights and restrictive covenants that will be registered on title to the Subject Lands, as same may be amended, supplemented or modified by the parties thereto from time to time.

District Energy System (or “DES”) – an area-wide system of energy generation and distribution for heating and cooling of buildings that is intended to be included as part of the servicing of all buildings in the East Bayfront.

Dockside - the first phase of development in the East Bayfront precinct as illustrated by Figure 18.

East Bayfront - The area identified in Figure 18 is one of the precincts of the Toronto's waterfront. Both the Parkside and Bayside development parcels are located within this precinct.

East Bayfront Business and Implementation Plan – a document approved by Toronto City Council in July 2006 that defines the roles and responsibilities for the area's development. It provides detailed actions and targets for moving forward with the next phases of the regeneration process.

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

East Bayfront Zoning By-law 1049-2006 – part of the City of Toronto Zoning By-law which outlines the uses permitted in the East Bayfront, the conditions under which the lands may be developed and design criteria such as heights, setbacks and parking requirements.

Electronic Data Room –a website where electronic versions of the RFQ documents and background information will be posted by Waterfront Toronto. The web address is: www.buideastbayfront.ca

Financial Advisors - Independent member of the proposal call team, who will review the financial information component of the RFQ Submissions.

Green Globes – an on-line auditing tool that lets designers, property owners and managers assess and rate existing buildings against best practices and standards and to integrate principles of green architecture.

Joint-Venture– a collection of entities or individuals in a Joint-Venture that form the Lead Proponent or the Proponent’s Team.

Key Personnel- are the key/important individuals who will make up the Lead Proponent and the Proponent’s Team.

Lead Proponent – is the developer for the Subject Lands, who is a primary consideration in the selection of the preferred Proponent and the entity which would be invited to submit a response to the subsequent RFP, if short-listed through this RFQ process.

LEED® – Leadership in Energy and Environmental Design green building rating system. This is a third-party building performance rating system developed by the Canada Green Building Council that relies on credits assessed after a building is constructed. LEED® Gold requires a minimum of 39 credits.

Legal Advisor- member of the Waterfront Toronto proposal call team, who provides legal advice as it relates to this RFQ and subsequent RFP processes.

Letter of Application- is part of the Submission Forms. It will serve as the supporting documentation to provide additional information and to verify statements and information provided in this RFQ.

Light Rail Transit (LRT)- A higher-order public transit line that runs on rail tracks in a dedicated right-of-way.

Mandatory Green Building Requirements– mandatory building requirements established by Waterfront Toronto, which build on the LEED® system. A copy of the Mandatory Green Building Requirements is available in the Electronic Data Room.

Master Developer – the role of Waterfront Toronto, which involves coordinating and managing development activities including planning, infrastructure, and marketing of lands at the precinct level.

Ministry of the Environment (or “MOE”) –a Ministry of the Government of Ontario that is responsible for, among other things, using laws, regulations, standards, permits and approvals to safeguard the environment.

Parkside- the “Subject Lands,” bounded by Queens Quay East, Lower Sherbourne Street, Bonnycastle Street and Lake Shore Boulevard and as shown in Figure 18. The RFQ for Parkside is being conducted in parallel with the Bayside RFQ process.

Participant In Charge – entity defined in Appendix E Section 13 of this document.

Process Manager - the coordinator of this RFQ and subsequent RFP processes, on behalf of Waterfront Toronto.

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

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

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

Province of Ontario (or the “Province”) – the Government of Ontario.

Real Estate Advisor- member of the proposal call team, who advises Waterfront Toronto on the development, real estate market and other real estate matters this RFQ and subsequent RFP process.

Record of Site Condition (or “RSC”) – an affidavit from a property owner and the owner's environmental consultants stating that the property has been properly assessed and that it meets the soil, sediment and groundwater standards appropriate for the use (e.g. residential use) proposed to take place on the property. The RSC is then filed as a public document on the MOE's Environmental Bill of Rights (EBR) registry website.

Request for Proposals (or “RFP”) – a subsequent process to this RFQ process in which Short-Listed Proponents will be invited

to submit a proposal to develop the Subject Lands.

Request for Qualifications (or “RFQ”)- the current process through which Proponents may be short-listed to enter the RFP stage.

RFQ Submission (or “Submission”)- a written Submission submitted by a Proponent in response to this RFQ.

RFQ Submission Forms (or “Submission Forms”) – Forms provided in electronic format as Appendix B to this RFQ that are to be submitted by the Proponent. Submission Forms may be downloaded from Waterfront Toronto's Electronic Data Room.

RFQ Evaluation Table – the evaluation table for this RFQ process that highlights the criteria on which the Proponent and the Proponent's Team will be evaluated. The table is provided in Section 21 of this document.

RFQ Timetable (or “Timetable”) – the time schedule for this RFQ process. The Timetable is provided in Section 22 of this document.

RFQ Website- is the website that Waterfront Toronto has created to assist with providing the necessary material and information to the Proponent. Proponents intending to respond to

this RFQ can register on the RFQ Website at www.buideastbayfront.ca

Risk Assessment / Risk Management Plan (or “RA/RM Plan”) – an approach to the redevelopment of potentially contaminated lands that assesses the site-specific risks and remediation requirements based on anticipated land use and built form.

Short-Listed Proponents – those Proponents selected through this RFQ process to proceed to the subsequent RFP process.

Steering Committee – is responsible for overseeing and endorsing the RFQ and subsequent RFP process, and the evaluation of the RFQ and RFP Submissions of the Proponent.

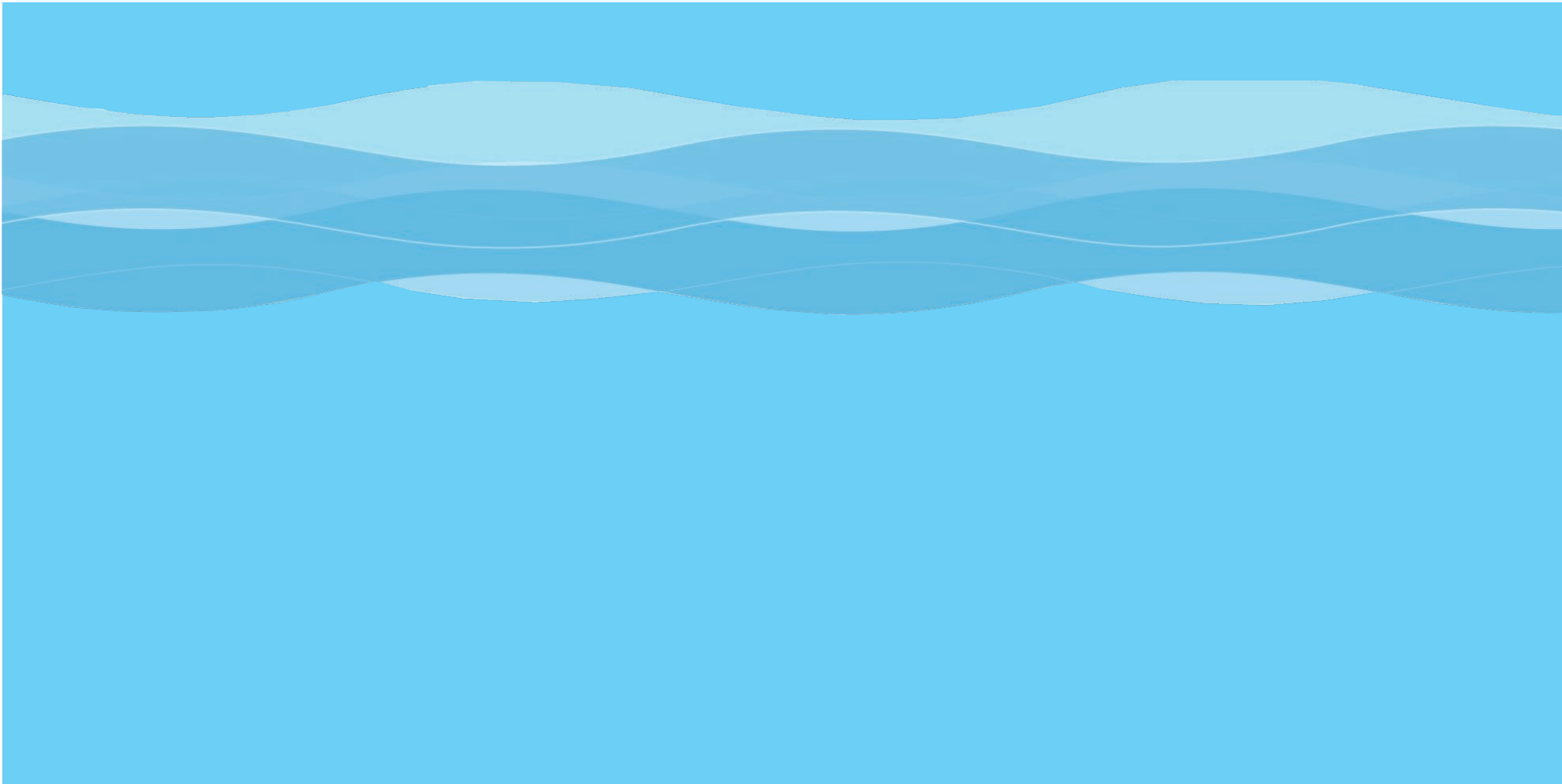
Toronto Green Development Standard – a document prepared by the City of Toronto, which contains performance targets and guidelines that relate to site and building design to promote better environmental sustainability of development. The Toronto Standard is a “made-in-Toronto” approach that integrates existing city guidelines and targets with standards from private rating systems such as LEED® and Green Globes. A copy is available in the Electronic Data Room.

Waterfront Design Review Panel (or the “Design Review Panel”) – an advisory panel established by Waterfront Toronto to provide peer review and advice related to architectural and public realm design. The Design Review Panel must comment on all site plan drawings and elevations prior to a submission of these documents to the City of Toronto. More detailed information of the Design Review Panel is available in the Electronic Data Room.

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

Waterfront Toronto Board of Directors (or “Board of Waterfront Toronto”)- Waterfront Toronto is governed by a 13-member Board of Directors, including the chair, appointed by the federal and provincial governments and the City of Toronto.

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





Appendices

APPENDIX A: EAST BAYFRONT VISION AND DESIGN DIRECTION

APPENDIX B: RFQ SUBMISSION FORMS

APPENDIX C: LIST OF ELECTRONIC DATA ROOM DOCUMENTS

APPENDIX D: WATERFRONT TORONTO RFQ CHECKLIST

APPENDIX E: LEGAL MATTERS

APPENDIX A: East Bayfront Vision and Design Direction

The City of Toronto approved Central Waterfront Plan, East Bayfront Precinct Plan and East Bayfront Zoning By-law 1049-2006 provide the policy framework for planning and urban design of the East Bayfront. RFQ and RFP submissions for the Subject Lands will be evaluated based on capacity to achieve the vision and objectives for the area as laid out in the plans.

The East Bayfront Business and Implementation Plan, as adopted by Toronto City Council, consists of a set of objectives and action items that direct Waterfront Toronto in implementing the Precinct Plan. It includes strategies for achieving employment, ground floor animation, infrastructure, sustainability and parks and open space objectives.

The East Bayfront Employment Strategy provides additional direction for bringing new employment, cultural and entertainment and retail activities to the waterfront.

The East Bayfront Vision (East Bayfront Precinct Plan, November 2005)

The East Bayfront Precinct is the most central waterfront revitalization area to the downtown core. As such, East Bayfront represents an important opportunity for Toronto's city centre to establish a positive and meaningful relationship with its waterfront. The East Bayfront must be a marvellous water-related public destination - for all of the people of the City, the Province, Canada, and the world. The full extent of the 1.5 kilometres of water's edge must become a clear, vibrant public destination with a variety of experiences and amenities along its length. But at the same time it must be a highly local environment, be a real neighbourhood within the city and have strong connections to adjacent communities. It must be a beautiful and desirable place to both live and work.

The vision for East Bayfront precinct is for a new urban waterfront community, a place of design excellence, high levels of sustainability and strong relationships to the water's edge. East Bayfront will accommodate a mixture of uses and a range of urban built form with buildings arranged to collectively give appropriate definition, identity and scale to the public realm of the district while serving their intended uses.

The existing main north-south streets of Jarvis, Sherbourne and Parliament will terminate in the East Bayfront at three special places. Jarvis and Parliament will terminate at revitalized public spaces on the existing slips and Sherbourne will be extended south of Queens Quay East, framing a new waterfront park.

The transformation of Queens Quay East into a landscaped, urban boulevard hosting all modes of transportation, including a future LRT and bicycle lanes, will become the commercial spine for the community.

A vibrant and beautiful public promenade along the water's edge, defined as a clear destination in its own right, will link the three waterfront public spaces and provide the opportunity for the community and public to access and experience the lake.

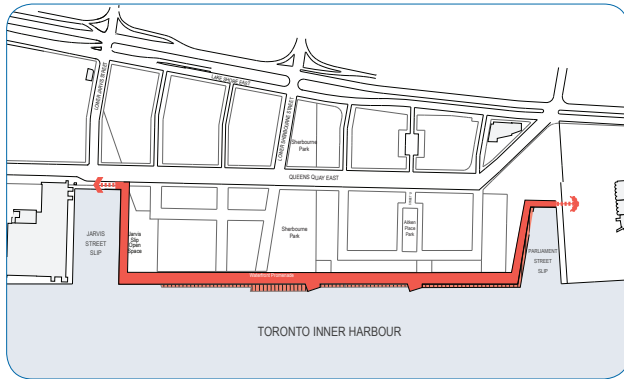


FIGURE 20: EAST BAYFRONT PRECINCT PLAN- ILLUSTRATIVE RENDERING

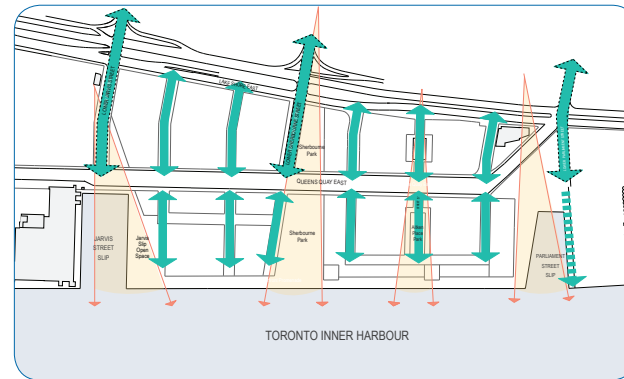
East Bayfront Design Principles (East Bayfront Precinct Plan, November 2005)

In response to the broad principles for waterfront revitalization outlined in the City of Toronto's Central Waterfront Secondary Plan a series of more specific principles have been established within East Bayfront Precinct Plan. These relate to access, the provision of special places and destinations, environmental responsibility and the creation of dynamic and diverse new communities as follows:

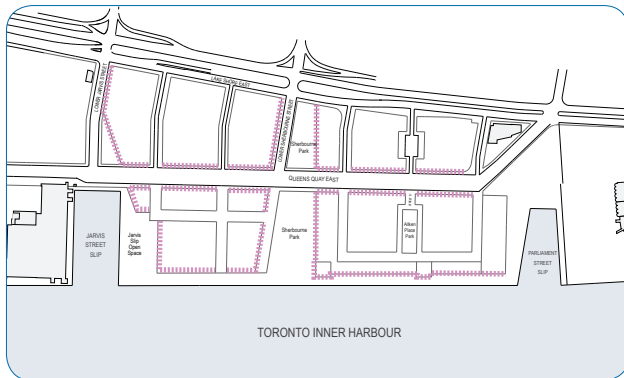
- Create a publicly accessible, vibrant and magnificent water's edge promenade throughout East Bayfront.
- Strengthen visual connections to the water from the city, including St. Lawrence, The Distillery District and West Don Lands to the north.
- Terminate the major north-south streets at a series of special public spaces.
- Ensure that streets and public spaces are designed to encourage and support pedestrians, cyclists and transit users.
-
- Establish Queens Quay East as an active, beautiful east-west urban boulevard that provides for pedestrian amenity, commuter bike lanes, and mass transit, thereby creating the "main street" for East Bayfront.
- Encourage active, publicly-engaging ground floor uses along Queens Quay East and the water's edge promenade.
- Support a wide variety of uses and allow for flexibility of uses across the site, including an appropriate balance of both employment and residential uses.
- Create an overall mid-rise built form that steps down to the water's edge and only permits taller buildings along the Gardiner/Lake Shore corridor to frame major points of entry to East Bayfront.
- Create a new district that serves as a model of environmental responsibility, energy efficiency, sustainable design and livability with an urban setting, i.e. a compelling alternative to suburban living.



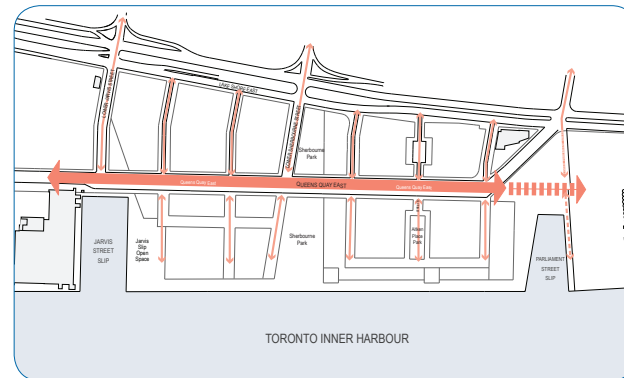
Develop a continuous and active public water's edge



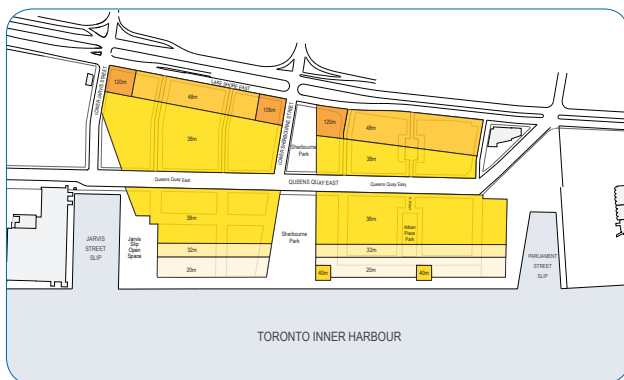
Strengthen physical and visual connection to the water from the city



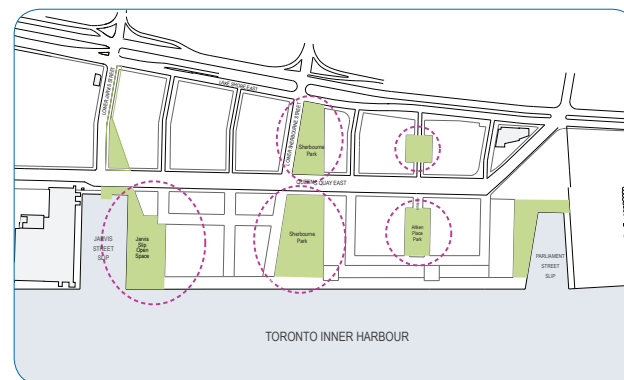
Promote active ground floor uses along main public corridors



Establish Queens Quay East as the main east-west spine



Create an overall built form that steps down to the water's edge



Create focal points around public open spaces

FIGURE 21: EAST BAYFRONT DESIGN PRINCIPLES

APPENDIX B:

RFQ Submission Forms (1-6)

Appendix B comprises the Submission Forms listed below:

- Letter of Application (Form #1)
- Proponent Information Form – Form #2
- The Vision Statement– Form #2A
- Organizational Chart– Form #2B
- Lead Proponent Project Summary – Form #3A
- Lead Proponent Relevant Project Experience and Qualifications– Form #3B
- Proponent's Team Project Summary – Form #4A
- Proponent's Team Relevant Experience – Form #4B
- Key Personnel Experience and Qualifications – Form #4C
- Financial Background Information – Form #5A
- Credit Reference Letter – Form #5B
- Legal Information Form – #6

The Submission Forms are provided only in electronic format in the Electronic Data Room.

APPENDIX C:

Electronic Data Room Documents

Appendix C: Electronic Data Room Documents

RFQ Documents:

- RFQ
- RFQ Submission Forms

Background Information Documents:

- Aerials, Renderings etc.
- Central Waterfront Secondary Plan
- City of Toronto's Agenda for Prosperity
- City of Toronto Green Development Standards
- City of Toronto Staff Reports on the Tax Increment Equivalent Grant (TIEG) Program
- District Energy Information for Developers
- Draft Plan of Subdivision for the Dockside Lands
- Draft Reference Plan for the Parkside Lands
- East Bayfront Business and Implementation Plan
- East Bayfront Development Prospectus
- East Bayfront Employment Strategy
- East Bayfront Lands Class Environmental Assessment Master Plan
- East Bayfront Lands Plan of Survey
- East Bayfront Lands Precinct Plan
- East Bayfront Zoning By-law 1049-2006
- Investment Summary (Prepared by Cushman and Wakefield Le Page)
- Living Downtown Survey
- Noise and Vibration Feasibility Study for the Proposed Redevelopment of the East Bayfront Lands
- Preparation and Review of Risk Assessment
- Sketch Plan for the Bayside Lands
- Waterfront Design Review Panel Terms of Reference
- Waterfront Toronto's Cultural Strategy
- Waterfront Toronto Mandatory Green Building Requirements
- Waterfront Toronto Sustainability Framework

APPENDIX D:

Waterfront Toronto RFQ Checklist

Appendix D: Waterfront Toronto RFQ Checklist

In responding to this RFQ, have you:

1. Registered with Waterfront Toronto your intention to respond?
2. Completed a Cover Letter?
3. Completed the RFQ Submission Forms?
4. Included a table of contents in your Request for Qualifications?
5. Responded to the specific RFQ requirements?
6. Included any additional information your feel is appropriate?
7. Submitted 12 copies of your Request for Qualifications?
8. Submitted your Request for Qualifications by the due date specified in the RFQ Timetable?

APPENDIX E:

Legal Matters

IMPORTANT

THE PROPONENT AGREES AND CONFIRMS THAT ITS SUBMISSION TO WATERFRONT TORONTO PURSUANT TO THIS RFQ INDICATES AND EXPRESSES PROPONENT'S UNQUALIFIED ACCEPTANCE, AGREEMENT, PROMISE AND OBLIGATION TO THE FOLLOWING TERMS, CONDITIONS, PROVISIONS, DISCLAIMERS AND REQUIREMENTS IN THIS RFQ APPENDIX E. THE DELIVERY OF A SUBMISSION BY THE PROPONENT SHALL CONSTITUTE THE PROPONENT'S UNQUALIFIED AGREEMENT AND ACCEPTANCE OF THE FOREGOING.

THE PROPONENT ALSO ACCEPTS AND ACKNOWLEDGES THAT WATERFRONT TORONTO HAS MATERIALLY RELIED UPON SUCH PROPONENT PROMISES, REPRESENTATIONS AND AGREEMENT AND THAT WITHOUT SUCH RELIANCE, WATERFRONT TORONTO WOULD NOT HAVE ACCEPTED DELIVERY OR CONSIDERED THE SUBMISSION.

PLEASE NOTIFY WATERFRONT TORONTO IMMEDIATELY, IN WRITING, IF THE PROPONENT DOES NOT SO AGREE WITH, AND ACCEPT, ALL SUCH PROMISES, TERMS, CONDITIONS, PROVISIONS, DISCLAIMERS AND REQUIREMENTS.

1. No Representation or Warranty

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

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

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

2. Confidentiality

Any information received by Proponent relating to Waterfront Toronto, the East Bayfront precinct, the Subject Lands or any other aspect of the project, gained through this selection process or otherwise, is to be treated in strict confidence, unless such information is publicly available.

Proponents must not disclose any details pertaining to their Submissions and the selection process in whole or in part to anyone not specifically involved in their Submission, unless written consent is secured from Waterfront Toronto prior to such disclosure.

Waterfront Toronto reserves the right, in consultation with the appropriate Proponent,

to publicly disseminate information contained in any Submission made in response to this RFQ, provided that, unless required by law, the financial information disclosed pursuant to Section 18.6 shall not be disclosed by Waterfront Toronto without the consent of the Proponent.

3. Collusion

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

4. No News Releases or Public Comment by Proponents

No Proponent (including any Joint-Venture participant or any subcontractors or sub-consultants or their employees, representatives, agents or consultants) may issue, disclose, or publish a news release, or make other public announcement, concerning their Submission or the RFQ process without the prior written approval of Waterfront Toronto. Proponents are not permitted to make any public comment, author publications, respond to questions in a public forum or otherwise carry out any activities to publicly promote or advertise any Proponent's qualifications or interest in this RFQ.

5. Conflict of Interest

Each Proponent must declare, by way of the Letter of Application (RFQ Submission Form 1), and continue to be under an obligation to declare all conflicts of interest or any situation that may be reasonably perceived as a conflict of interest that exists now or may exist in the future. A "conflict of interest" includes any situation or circumstance where in relation to the Subject Lands, the Proponent other commitments, relationships or financial interests:

(a) Could, or could be seen, to exercise an improper influence over the objective, unbiased and impartial exercise of Waterfront Toronto independent judgment; or

(b) Could, or could be seen to, compromise, impair or be incompatible with the effective performance of its obligations in respect of the Subject Lands.

Proponents must disclose, in writing to the Process Manager, any circumstance, activity or matter that either will, or could reasonably, result in an actual, potential, or perceived conflict between its interests and the interests of any of Waterfront Toronto or the City of Toronto.

Proponents shall immediately, accurately and completely disclose, in writing to the Process Manager, any conflict of interest that arises during the course of this RFQ process that was not set out in the submission.

As a result of their involvement with Waterfront Toronto or in the Subject Lands, the following persons, and any affiliates of such persons are not eligible to participate as part of a team:

- Urban Strategies Inc.
- Bennett Jones LLP
- Cushman & Wakefield LePage

- KPMG
- DuToit Allsopp Hillier
- Halsall and Associates
- West 8

Provided that an affiliate may be eligible to participate as a member of a team provided that a Proponent has submitted to the Process Manager prior to the Closing Date and Time, a request for clarification which includes the name of the affiliate and the justification for excluding the affiliate from the conflict of interest provisions of this RFQ. Upon receipt of this information, Waterfront Toronto shall, in its sole discretion, make a determination as to whether it deems there to be a real, perceived or potential conflict of interest and shall notify the Proponent of its decision.

Waterfront Toronto may, in its sole discretion, waive the ineligibility of any one or more persons as having a conflict of interest on such terms and conditions as it, in its sole discretion, may require, including that the Proponent puts into place adequate safeguards to eliminate the impact of any conflict of interest and to ensure that any and all confidential information it may have continues to be kept confidential and not disclosed or used except as expressly allowed by Waterfront Toronto.

6. Material Litigation

Each Proponent shall indicate either the absence of involvement in any material litigation or dispute which might be regarded as having an impact on its ability to carry out its role in respect of the Subject Lands or provide details of such material litigation or dispute in which such Proponent is involved, including a description of the litigation and the potential exposure of the Proponent or Proponent's Team member(s). This information should be provided by way of RFQ Submission Form 6.

7. Influence

No Proponent, and no employee, agent or representative of the Proponent, may offer or give any gratuity in the form of entertainment, participation in social events, gifts or otherwise to any officer, director, agent, appointee or employee of Waterfront Toronto or the City of Toronto in connection with or arising from this RFQ, whether for the purpose of securing any contract associated with this RFQ, or seeking favourable treatment in respect to any such contract, or influencing the performance or outcome of this RFQ. This includes without restriction enforcement of performance standards, or expressing appreciation, or providing compensation, in

any connection therewith, or for performance of Waterfront Toronto's obligations there under, or for conferring favours or being lenient, or in any other manner whatsoever.

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

By responding to this RFQ, Proponents are committed that they or anyone directly or indirectly associated or affiliated with them will not communicate with any person either directly or indirectly involved with Waterfront Toronto, this selection process, the City of Toronto, the Province of Ontario and the Federal Government of Canada for the purposes of influencing the outcome of this RFQ in their favour.

Waterfront Toronto reserves the right to disqualify any Proponent who engages in acts or practices that are either directly or indirectly, or may reasonably be perceived, either directly or indirectly, to be made for the purposes of influencing the outcome of this RFQ in their favour.

8. Good Faith Process

By responding to this request, Proponents are committed to respond to this RFQ, and to otherwise conduct itself, in good faith with Waterfront Toronto and in accordance with the terms of this RFQ

Waterfront Toronto may seek the advice of its Fairness Advisor with respect to any aspect of this RFQ.

9. Waterfront Toronto's Rights in the Selection Process

In addition to all other rights, Waterfront Toronto specifically reserves the following rights:

(a) to reject or accept any submission and may proceed as, in its sole discretion, it determines following the receipt of the Submission. Waterfront Toronto reserves the right to consider any, none or all of the Submissions, to accept Submissions in whole or in part, or to discuss different or additional terms to those envisaged in this document or in any Submissions, to amend or modify any term of this document, and to elect not to proceed with the project;

(b) to revise, amend, augment, or otherwise change any part or aspect of this RFQ or the RFQ process upon reasonable written notice thereof by Waterfront Toronto by posting an Addendum to the Electronic Data Room. Waterfront Toronto is under no obligation to notify Proponent of such posting, and Proponents are responsible for checking Electronic Data Room frequently to ensure they are aware of any new information, including Addenda.

(c) to request new or additional information regarding the Proponent and any individuals or other persons associated with their Submissions. Any written information received by Waterfront Toronto from a Proponent pursuant to a request from Waterfront Toronto as part of this selection process shall be considered as an integral part of the Proponent's Submission;

(d) to independently verify any information contained in an RFQ or otherwise provided to it or otherwise coming into its knowledge or possession in connection with this RFQ, including all references provided. Waterfront Toronto reserves the right to disqualify any Proponent whose RFQ contains false or misleading information and/or to reject the RFQ of any such Proponent;

(e) with the consent of the applicable Proponent, to combine Proponents expressing an interest in individual components of the Subject Lands so that the site can be developed in a comprehensive manner;

(f) to, at any time, suspend, delay, or adjourn this RFQ for any period of duration;

(g) to waive deficiencies or non-compliance in any Submission. The decision as to whether a deficiency will be waived or will require the rejection of a Submission will be solely within the discretion of Waterfront Toronto;

(h) to extend the Submission Deadline or any other deadlines in the RFQ Timetable for all Proponents, in Waterfront Toronto's sole discretion;

(i) to withhold the names of the Short-Listed Proponents from other Proponent;

(j) to withhold information pertaining to the final submission evaluation and/or selection process;

(k) if the Steering Committee believes it has not received a sufficient number of Submissions to conduct a competitive evaluation and assessment, to extend the Submission Deadline, even if the original Submission Deadline has passed;

(l) may cancel or invalidate this process for any reason at any time and may issue a second or subsequent RFQ;

(m) to, after the selection of the Short-Listed Proponents, if any, negotiate with the team(s) in question, and as part of that negotiation, to negotiate changes, amendments or modifications to its submission without offering other Proponents the ability to amend their Submissions;

(n) to conduct singular, dual-track or multi-track contract negotiations that may be with one or more Proponents associated with any subsequent RFP contract arising in connection with this RFQ;

(o) to select one, or more, Proponent and enter into contracts with such Proponent to perform all, or any part or combination, of any goods and service obligations associated with this RFQ;

(p) to reject all submissions, and either terminate this RFQ or re-issue all or any part of this RFQ as may be revised, amended, modified or added to by Waterfront Toronto;

(q) to review, assess and evaluate all Submissions in the unqualified and unfettered

best interests of Waterfront Toronto; and

(r) to exercise any of Waterfront Toronto's commercial and legal rights, without restriction, limitation or qualification, without providing any Proponents with any explanation or reasons.

In the event that this RFQ is discontinued or otherwise terminated by Waterfront Toronto, Waterfront Toronto shall have no obligation or duty to either reissue this RFQ, or to otherwise conduct any associated procurement whatsoever. In the event that Waterfront Toronto wishes to procure goods or services that are, in any manner or to any extent, related or similar to those of this RFQ, Waterfront Toronto shall have no restriction, limitation, requirement, duty or obligation to any person (including Proponent) to conduct such procurement in any manner or by any particular process, whether by competitive tenders, sole source, by reliance on a third party on behalf of Waterfront Toronto, or otherwise.

10. Costs

The Proponent is solely responsible for their own costs and expenses in any connection with, including preparing and submitting the Submission, participating in this RFQ, including the provision of any additional information, attendance at meetings or conducting due diligence. Waterfront Toronto shall not have any liability for any loss, harm, lost opportunity, damages, costs or expenses of the Proponent associated with any aspect of the foregoing.

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

11. Intellectual Property

Any and all Submissions shall become the sole property of Waterfront Toronto and shall not be returned.

Waterfront Toronto shall not be required to compensate Proponent if Waterfront Toronto uses any ideas, concepts, information, drawings or designs which were obtained by Waterfront Toronto for its internal resources or other Proponents, but which are also presented in the information received.

To the extent necessary to comply with the above requirement, the Proponent shall waive all of its legal rights for such things and aspects of their Submissions and the Proponent shall irrevocably release and exempt Waterfront Toronto all of its intellectual property rights otherwise in respect of the Submissions and their contents.

12. No Offer to Contract

This RFQ does NOT constitute an offer by Waterfront Toronto to contract. Neither does this RFQ, nor will any Submission, constitute such an offer or create any contractual or other obligations whatsoever. Issuance of this RFQ, the Proponent's preparation of a Submission, and the subsequent receipt and evaluation of

the Submission by Waterfront Toronto does not obligate or commit Waterfront Toronto in any manner whatsoever, including to award a contract to any Proponent. Only the execution and delivery of a contract between Waterfront Toronto and a Proponent will obligate Waterfront Toronto in accordance with the terms and conditions contained in such a contract.

13. Joint-Ventures

(a) Qualification Criteria

For clarity, for the purpose of satisfying this RFQ's requirements: (1) the Steering Committee will consider the experience of all Joint-Venture Proponents; and, (2) the Proponent's proposed Key Personnel may be employees of any Joint-Venture Proponent. For the purpose of this Section 13, the Lead Proponent is the "Participant in Charge". Where the Lead Proponent is a Joint-Venture a "Participant in Charge" should be identified. For the purpose of this Section 13, the Lead Proponent and all other Proponents shall be deemed to be Joint-Venture Proponents.

(b) Participant in Charge

The Joint-Venture Proponent who will be responsible for performing a key function

in contract management or in executing a major component of any prospective services concerning the Subject Lands shall be nominated in the submissions as being in charge during the RFQ process and during any other possible phases or processes of Proponent selection that may follow this RFQ ("Participant in Charge"). The Participant in Charge shall be authorized by all of the Joint-Venture Proponents as an agent with the authority to commit, obligate and bind (including to incur liabilities and receive instructions for and on behalf of) any and all Proponents of the Joint-Venture. The authority of the Participant in Charge to represent the Joint-Venture Proponent shall not be subject to any qualifications, limitations, restrictions or conditions that are not accurately and completely disclosed in the submission. Waterfront Toronto and the City of Toronto shall rely upon the information, representations, agreements and commitments of the Participant in Charge as the single and commonly authorizing agent for all Joint-Venture Proponents. A Joint-Venture Proponent shall name its Participant in Charge in the Submission's Letter of Application, which all Joint-Venture Proponent shall sign, as provided in RFQ Submission Form 1.

(c) Joint and Several Liability

All Joint-Venture Proponents may be required by Waterfront Toronto and/or the City of Toronto to be legally liable, both jointly and severally, concerning the Submission, the RFQ process, and in connection with any possible future agreement concerning the Subject Lands that the Joint-Venture Proponent may ultimately enter into with Waterfront Toronto or the City of Toronto.

Waterfront Toronto and the City of Toronto may, in their sole discretion, require that each Joint-Venture Proponent become a party to any future agreements concerning the Subject Lands that the Joint-Venture Proponent may ultimately enter into with Waterfront Toronto or the City of Toronto.

