



WATERFRONToronto



# Request for Qualifications

River Square Neighbourhood  
West Don Lands

JUNE 2007





THE WEST DON LANDS IN THE FUTURE

## Contents

MESSAGE FROM THE PRESIDENT AND CEO | i

### PART I: BACKGROUND AND PROJECT DESCRIPTION

<b>1.</b>	<b>BACKGROUND INFORMATION   2</b>
1.1	INTRODUCTION   2
1.2	RFQ DOCUMENTS AND BACKGROUND INFORMATION DOCUMENTS   4
1.3	A GUIDE TO TERMS USED THROUGHOUT THIS DOCUMENT   5
1.4	THE TORONTO WATERFRONT REVITALIZATION CORPORATION   10
1.5	THE REVITALIZATION OF THE WEST DON LANDS   10
1.6	THE WEST DON LANDS IN THE PAST AND PRESENT   11
1.7	THE WEST DON LANDS IN THE FUTURE   12
1.8	PHASING OF WEST DON LANDS REVITALIZATION   13
<b>2.</b>	<b>PRE-DEVELOPMENT CONDITIONS   14</b>
2.1	PRE-DEVELOPMENT INTRODUCTION   14
2.2	ENVIRONMENTAL ASSESSMENTS   14
2.3	FLOOD PROTECTION   14
2.4	SOIL AND GROUNDWATER RISK ASSESSMENT AND MANAGEMENT   16
2.5	GEOTECHNICAL CONSIDERATIONS   16
2.6	INFRASTRUCTURE   17
2.7	TRANSIT SERVICE   17
2.8	COMMUNITY SERVICES   17
2.9	MUNICIPAL PLANNING APPROVALS   18
<b>3.</b>	<b>DEVELOPMENT GUIDELINES AND REQUIREMENTS   19</b>
3.1	GENERAL GUIDELINES   19
3.2	PURPOSE OF DEVELOPMENT GUIDELINES AND REQUIREMENTS   19
3.3	INTEGRATED DESIGN PROCESS   20
3.4	URBAN DESIGN GUIDELINES   20
3.5	SUSTAINABILITY REQUIREMENTS   24



## **PART II: REQUEST FOR QUALIFICATIONS PROCESS: RFQ INSTRUCTIONS, TERMS AND CONDITIONS**

### **4. WATERFRONT TORONTO AND ITS TEAM | 26**

- 4.1 INTRODUCTION | 26
- 4.2 RFQ AND RFP STEERING COMMITTEE | 26
- 4.3 RFQ AND RFP ADVISORS | 29
- 4.4 RFQ AND RFP FAIRNESS ADVISOR | 29

### **5. THE REQUEST FOR QUALIFICATIONS PROCESS | 30**

- 5.1 RFQ PROCESS AND TERMS | 30
- 5.2 SUBJECT LANDS PROJECT DESCRIPTION | 30
- 5.3 ADDENDA AND ELECTRONIC DATA ROOM | 31
- 5.4 COMMUNICATIONS AND PROHIBITED COMMUNICATIONS | 31
- 5.5 CONFLICT OF INTEREST | 32

### **6. PRE-QUALIFICATION PROCESS AND CRITERIA | 33**

- 6.1 GENERAL PRE-QUALIFICATION PROCESS | 33
- 6.2 PROJECT TEAM ORGANIZATION | 33
- 6.3 RELEVANT PROJECT EXPERIENCE | 33
- 6.4 KEY PERSONNEL EXPERIENCE AND QUALIFICATIONS | 34
- 6.5 FINANCIAL CAPACITY | 35
- 6.6 LITIGATION AND LEGAL MATTERS | 36

### **7. JOINT VENTURES | 37**

- 7.1 PRE-QUALIFICATION CRITERIA | 37
- 7.2 PARTICIPANT IN CHARGE | 37
- 7.3 JOINT AND SEVERAL LIABILITY | 37

### **8. REVIEW OF PRE-QUALIFICATION SUBMISSIONS | 38**

- 8.1 EVALUATION BY THE STEERING COMMITTEE | 38
- 8.2 INQUIRIES AND SUPPLEMENTAL INFORMATION | 39
- 8.3 INTERVIEWS | 39
- 8.4 NOTIFICATION OF PRE-QUALIFICATION | 39

### **9. REQUESTS FOR CLARIFICATION BY PROPONENT | 40**

- 9.1 CLARIFICATION QUESTIONS BY PROPONENT | 40
- 9.2 PROPONENTS' MEETING | 40

### **10. TIMETABLE AND SUBMISSION OF PRE-QUALIFICATIONS SUBMISSIONS | 41**

- 10.1 TIMETABLE AND LOCATION INFORMATION | 41
- 10.2 DELIVERY OF PRE-QUALIFICATIONS SUBMISSIONS | 42
- 10.3 LATE PRE-QUALIFICATIONS SUBMISSIONS | 42
- 10.4 FORM OF PRE-QUALIFICATION SUBMISSION | 42
- 10.5 DISQUALIFICATION OF SUBMISSION | 43
- 10.6 MATERIAL CHANGES | 43
- 10.7 SUBMISSION SHALL BE THE PROPERTY OF WATERFRONT TORONTO | 43

### **11. ADDITIONAL TERMS | 44**

- 11.1 ONE PRE-QUALIFICATION SUBMISSIONS PER ENTITY OR PERSON | 44
- 11.2 CHANGES AFTER SHORT-LISTING | 44
- 11.3 LEGAL MATTERS | 44
- 11.4 INFORMATION DISCLAIMER | 44
- 11.5 NO NEWS RELEASES OR PUBLIC COMMENT BY PROPONENT | 45
- 11.6 NO LIABILITY FOR EXPENSES | 45

## **APPENDIX A: SUBMISSION FORMS**

Appendix A is provided only in electronic format on Waterfront Toronto's website: [www.waterfronttoronto.ca](http://www.waterfronttoronto.ca)




THE WEST DON LANDS IN THE FUTURE

## List of Figures

1. The Subject Lands and their context | 2
2. A vision for the West Don Lands, as provided in the Precinct Plan | 3
3. Phase 1 of the West Don Lands | 6
4. River Square Neighborhood and the West Don Lands Block Plan | 7
5. The Subject Lands and TCHC Lands | 8
6. The West Don Lands before redevelopment | 9
7. West Don Lands in the Future (Bayview Avenue and Don River Park) | 11
8. The West Don Lands as envisioned in the Precinct Plan (Front Street) | 12
9. A vision for Don River Park, on the doorstep of the Subject Lands | 13
10. Anticipated phasing of the West Don Lands | 13
11. The Subject Lands and the flood protection landform (conceptual) | 15
12. Conceptual West Don Lands transit facilities (Precinct Plan) | 17
13. Conceptual illustration of built form on the Subject Lands, view from north | 21
14. A vision for neighbourhood streets, as provided in the Precinct Plan | 22
15. Conceptual illustration of Built Form on Blocks A and B | 23
16. Block configuration anticipated in the Urban Design Guidelines | 23
17. New block configuration | 23

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

### Expectations and Approach

Waterfront Toronto is pleased to be issuing this Request for Qualifications for the development of approximately 850 residential units in the first phase of West Don Lands development.

There are high expectations for the West Don Lands. As the first development site on Toronto's revitalized waterfront, the results that we achieve here must establish a standard for city building that will be widely recognized and admired.

Sustainable development and design excellence are critical to the success of the West Don Lands and the waterfront as a whole. Waterfront Toronto is looking for an innovative, experienced development team that can demonstrate a capacity to deliver high quality, beautiful, and sustainable housing. We want to be inspired, not just satisfied.

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 flood protection and environmental/remediation issues, affordable housing, 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.

## West Don Lands Neighbourhood Context

Waterfront Toronto believes that the West Don Lands present an excellent opportunity to capitalize on the burgeoning demand for new residential development in “Downtown East.” The first phase of West Don Lands development is located in the northeast quadrant of the Precinct and is known as the River Square Neighbourhood. It is ideally situated along King Street East with a number of recent condominium apartment and loft developments nearby. The River Square Neighbourhood will accommodate approximately 1,000 residential units in low-to-mid-rise condominium apartments, including approximately 160 units being developed by Toronto Community Housing Corporation as a mixed income community of affordable rental and market housing.

The West Don Lands, and particularly the River Square Neighbourhood, are close to several existing neighbourhoods currently undergoing a period of rejuvenation and interest. Along with new residential development in Corktown and Leslieville, the area is also home to a growing number of restaurants, cafes, galleries and trendy furniture and home accessories stores. Set within an established residential context, the West Don Lands offer a location with easy pedestrian and transit access to downtown and quick access to major roads and highways such as the Don Valley Parkway and the Gardiner Expressway.

## Local Residential Market

A market feasibility analysis conducted by N. Barry Lyon Consultants for Waterfront Toronto underscores the development opportunities in the West Don Lands. The analysis found that in 2006 the submarkets surrounding the West Don Lands including Downtown East and Toronto East, reflected the overall strength of the GTA market, accounting for 7.6% of all GTA new high-rise sales in 2006 with 1,347 sales. These submarkets accounted for only 4.8% of all GTA sales in 2005.


Successful market launches in 2006 for projects such as Vü and Printing Factory Lofts highlighted the increasing interest in the Downtown East area, and demonstrated premium pricing being achieved in the local market. Vü launched in April 2006, and sold 354 of its 536 units (66%) by year-end, selling at an average \$380 per sq.ft., and a sales absorption rate of 38 sales per month. Beaverbrook Home’s Printing Factory Lofts, located on Carlaw Avenue, opened in September 2006 and had sold 94 of its 164 units (57%) by year-end, at an average \$338 per sq.ft. and a sales absorption rate of 23 sales per month.

During the first four months of 2007, condominium residential activity has intensified substantially, a clear indication of growing demand for the Downtown East area. In April and May 2007 alone, demand for resale condominium apartments in the area was so intense that the sales-to-listing ratio averaged 85%, the

highest of all central Toronto districts and a sign of an exceptionally strong seller’s market, where demand far outpaces supply. New condominium project launches have followed the same trend, with the area’s strongest pricing gains to-date. Clear Spirit, the second phase of the Distillery District development, located just south of the West Don Lands, is selling at \$429 per sq. ft. in early previews.

While Waterfront Toronto has set high expectations for West Don Lands developments, it should be clear that these expectations are matched by the many opportunities associated with development in an up-and-coming part of the city.

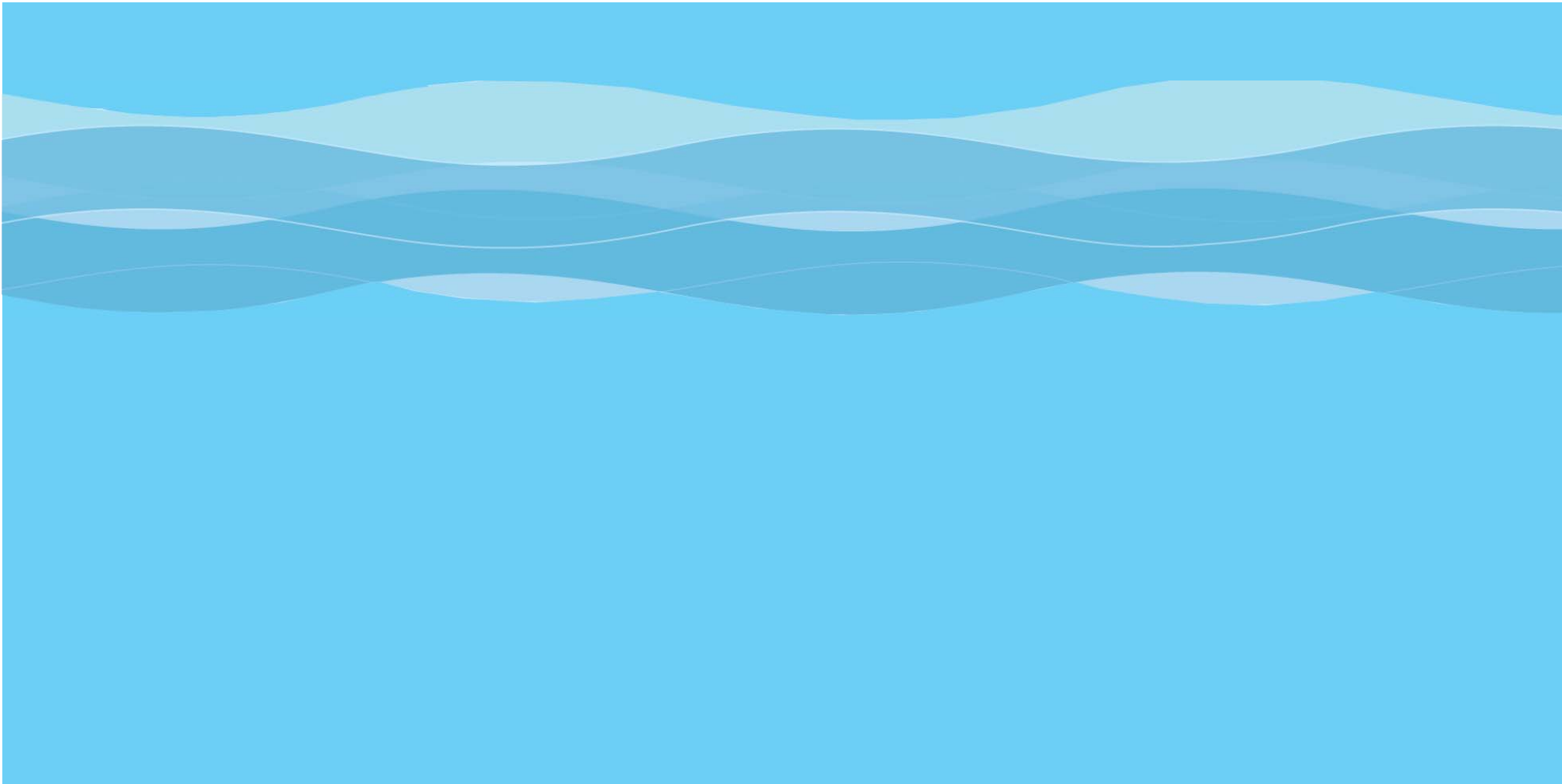
Waterfront Toronto looks forward to engaging the development community in the first phase of West Don Lands development as well as other upcoming waterfront development opportunities.



John W. Campbell

President and CEO  
Waterfront Toronto









## **Part I**

# Background and Project Description

# 1 BACKGROUND INFORMATION

## 1.1 Introduction

The Toronto Waterfront Revitalization Corporation (“Waterfront Toronto”) is undertaking this Request for Qualifications (“RFQ”) to select a short-list of up to five Project Teams to be considered for the development of up to four development blocks on the northeast portion of the West Don Lands (the “Subject Lands,”) which are part of the area that is generally referred to as the River Square Neighbourhood. Project Teams that submit a response in this RFQ process are referred to as “Proponents” and their submissions are referred to as “Pre-qualification Submissions.” The Short-Listed Proponents chosen through this RFQ process will be invited to submit a proposal for the development of the Subject Lands. The Proponent that is eventually successful in the subsequent Request for Proposals (“RFP”) process will execute an Agreement of Purchase and Sale with the Province of Ontario (the “Province,”) as owner of the Subject Lands, and a Development Agreement with Waterfront Toronto. The successful Proponent that enters into these agreements is referred to in these documents as the “Builder.”



FIGURE 1: THE SUBJECT LANDS AND THEIR CONTEXT



The River Square Neighbourhood is generally bounded by King Street East to the north, the future Don River Park and re-aligned Bayview Avenue to the east, the future River Square to the south and St. Lawrence Street to the west. The development blocks will comprise approximately 4.9 acres, of which 1.5 acres will land developed for a mix of market and affordable housing by the Toronto Community Housing Corporation (“TCHC”) and 3.4 acres will comprise the Subject Lands. Approximately 850 residential units are anticipated for the Subject Lands, but the Builder will determine the final number of suites through the site plan process.

The notion of revitalization, rather than simply redevelopment, is critical to the success of the River Square Neighbourhood, the West Don Lands and the waterfront as a whole. Waterfront Toronto is committed to making Toronto’s waterfront a national and global leader in sustainable urban communities that demonstrate excellence in urban design and architecture. The revitalization of the River Square Neighbourhood of the West Don Lands is a first step toward this goal. Waterfront Toronto believes that a competitive process is essential in order to achieve the creativity, innovation and design excellence needed to make the West Don Lands a successful global precedent for sustainable, attractive, vibrant and liveable mixed-use communities.



FIGURE 2: A VISION FOR THE WEST DON LANDS, AS PROVIDED IN THE PRECINCT PLAN

Waterfront Toronto intends to work with the Builder, once chosen, in innovative ways to ensure that Waterfront Toronto's revitalization objectives are met. The Builder will have the benefit of the expertise of its own Project Team, as well as support from Waterfront Toronto's consultant team, to meet the expectations for the River Square Neighbourhood revitalization. It is the aim of Waterfront Toronto to foster creativity and innovation in achieving sustainability, excellence in urban design and architecture, and other objectives described in this document.

This RFQ document represents the first comprehensive public release of the expectations, intentions and guidelines for revitalization of the West Don Lands. They are provided in considerable detail in this RFQ and represent draft requirements for the Builder to ensure that development achieves Waterfront Toronto's revitalization goals. Proponents should expect that the expectations, guidelines and requirements may evolve, and that specific performance objectives for the Subject Lands will be finalized at the RFP stage.

## 1.2 RFQ DOCUMENTS AND BACKGROUND INFORMATION DOCUMENTS

The RFQ documents consist of this RFQ and the RFQ Submission Forms set out in Appendix A. The Submission Forms are required to be filled out by Proponents to complete their Pre-qualification Submission.

Additional background information documents about the Subject Lands and the goals for its revitalization are provided in the Electronic Data Room as background only. The background information documents are not considered part of the RFQ documents. However, Proponents are strongly encouraged to read and understand the information contained in the background information documents. These documents provide important considerations, guidelines and requirements that Short-Listed Proponents will be expected to address in the subsequent RFP process.

Appendix A and the background information documents are provided on Waterfront Toronto's website in the Electronic Data Room only. The Electronic Data Room can be accessed from Waterfront Toronto's main website: [www.waterfronttoronto.ca](http://www.waterfronttoronto.ca)

Appendix A comprises the RFQ Submission Forms, which are as follows:

- Letter of Application
- Proponent and Project Team Information Form
- Relevant Project Experience Forms
- Key Personnel Qualifications and Experience Form
- Financial Information Forms
- Credit Reference Letter
- Legal Information Form



### 1.3 A GUIDE TO TERMS USED THROUGHOUT THIS DOCUMENT

The following terms have the meanings set out when used in this document:

**Addenda** – written addenda to this RFQ, as described in Section 5.3.

**Agreement of Purchase and Sale** – a contract between the Builder and the Province of Ontario, for the Subject Lands.

**Builder** – the entity or Joint Venture that is chosen to redevelop the Subject Lands at the conclusion of the RFP process and that enters into agreements with the Province and Waterfront Toronto.

**Certificate of Property Use (or “CPU”)** – an instrument that will be registered on land title and will provide direction to all land owners as to how the site is to be managed in the future, in terms of uses and soil management. The MOE may choose to issue a CPU following the filing of a Record of Site Condition for the Subject Lands.

**City of Toronto (or the “City”)** – the City of Toronto.

**Commercial Building Incentive Program** – a program that was formerly offered by Natural Resources Canada’s Office of Energy Efficiency, and which was established to provide design assistance and funding for eligible organizations based on building energy savings.

**Development Agreement** – an agreement between the Builder and Waterfront Toronto (and such other parties as Waterfront Toronto may require) in respect of the development of the Subject Lands, which agreement shall contain obligations of the Builder 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 West Don Lands.

**Electronic Data Room** – a site linked to the Waterfront Toronto website, where electronic versions of the procurement documents and background information will be posted by Waterfront Toronto. The Electronic Data room is accessible from Waterfront Toronto’s main website: [www.waterfronttoronto.ca](http://www.waterfronttoronto.ca).

**Flood Protection** – a series of works undertaken to permanently remove approximately 518 acres of land, including the West Don Lands, from the Regulatory Floodplain. The primary flood protection works include a Flood Protection Landform (“FPL”), an additional span and river channel to the existing CNR Bridge over the Don River. Secondary works will include modifications to the utility bridge north of the old Eastern Avenue Bridge. Continued dredging of the Keating Channel is an ongoing component of all flood protection works.

**Flood Protection Landform (or “FPL”)** – a 30.2-acre earthen structure which will range from approximately 2.5 to 3.5 metres in height and have a width of approximately 120 metres. The FPL is a key component of the Flood Protection works for the West Don Lands.

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

**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 at every stage of project delivery, for retrofits and the design of new buildings.

**Integrated Design Process (or “IDP”)** – a process for achieving high performance buildings, using a multidisciplinary team approach to address technical requirements early on and throughout the design process.

**Joint Venture Participants** – a collection of entities or individuals in a joint venture to form the Project Team.

**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.

**Master Developer** – the role of Waterfront Toronto, which involves coordinating and managing development activities in the West Don Lands on behalf of the City of Toronto, the Province of Ontario and the Government of Canada.

**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.

**Ministry of Public Infrastructure Renewal (or “PIR”)** – a Ministry of the Government of Ontario that is responsible for, among other things, managing the government’s capital assets. PIR represents Her Majesty The Queen as owner of the Subject Lands.

**Natural Resources Canada (or “NRCan”)** – a Department of the Federal Government that works to ensure the responsible development of Canada’s natural resources, including energy, forests, minerals and metals.

**Ontario Realty Corporation (or “ORC”)** – an agency of the Province of Ontario that is the strategic manager of the provincial government’s real property and which reports to PIR.

**Phase 1 of the West Don Lands** – the area that will be the first part of the West Don Lands to be developed. Phase 1 is shown in Figure 3 and in the Plan of Subdivision for the West Don Lands, Phase 1 (available in the Electronic Data room as background information.)

**Pre-qualification Submission** – a written submission submitted by a Proponent in response to this RFQ.

**Proponent** – an entity or group that submits a Pre-qualification Submission in response to this RFQ.

**Project Coordinator** – the coordinator of this RFQ and subsequent RFP processes, on behalf of Waterfront Toronto. The Project Coordinator is Frank Lewinberg, who may be contacted at [flewinberg@urbanstrategies.com](mailto:flewinberg@urbanstrategies.com).

**Project Team** – a team of firms or individuals that form a Proponent.

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

**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.

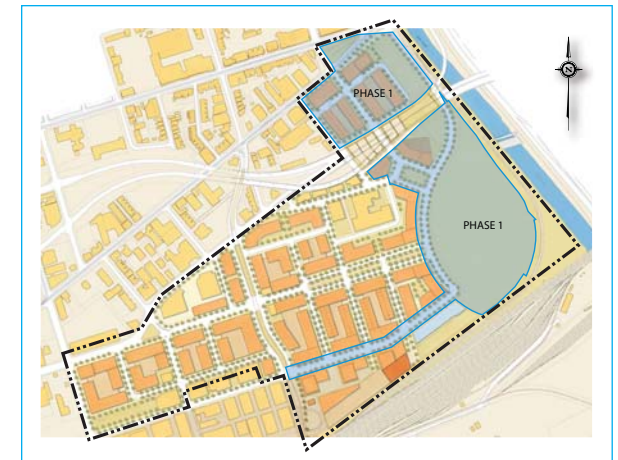


FIGURE 3: PHASE 1 OF THE WEST DON LANDS

**Regulatory Flood Plain** – the approved standard used in a particular watershed to define the limit of the flood plain for regulatory purposes. Within the Toronto and Region Conservation Authority’s jurisdiction, the Regulatory Flood Plain is based on the regional storm, Hurricane Hazel, or the 100 year flood; whichever is greater. The Subject Lands are part of the area of land that is anticipated to be flooded if a storm of the magnitude and conditions of Hurricane Hazel were to occur over the Don Watershed. The Subject Lands will be permanently removed from the Regulatory Flood Plain through a series of Flood Protection works.

**Request for Proposals (or “RFP”)** – a subsequent process to this RFQ process in which Short-Listed Proponents will be asked to provide a proposal to develop the Subject Lands.

**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. For the Subject Lands, an RA/RM Plan has been undertaken by the Province and has been submitted to the Ministry of the Environment for acceptance in accordance with the requirements of Ontario Regulation 153/04. The RA/RM Plan contains the requirements for soil and groundwater remediation and risk management measures for each development parcel. An executive summary of the RA/RM plan is provided as a background document in the Electronic Data Room. The full report will be provided to Short-Listed Proponents at the RFP stage.

**River Square Neighbourhood** – the area generally bounded by King Street East, St. Lawrence Street, the future River Square Park, the future Don River Park and Bayview Avenue, as shown in Figure 4. The Subject Lands comprise the eastern and southern portions of River Square Neighbourhood. The TCHC Lands form the north-western portion of the River Square Neighbourhood.

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



FIGURE 4: RIVER SQUARE NEIGHBOURHOOD AND THE WEST DON LANDS BLOCK PLAN

**Steering Committee** – the steering committee established by Waterfront Toronto to be responsible for overseeing and approving the RFQ and subsequent RFP process, and the for evaluation of the Pre-qualification Submissions of the Proponents.

**Subject Lands** – the subject lands of this RFQ, which comprise the four development blocks identified as Blocks A through D in Figure 5. The Subject Lands form part of the River Square Neighbourhood.

**Submission Deadline** – the deadline for submission of a Pre-qualification Submission in response to this RFQ. The Submission Deadline is set out in Section 10.1 of this document.

**Submission Forms** – Forms provided in electronic format as Appendix A to this RFQ that are to be submitted by the Proponents. Submission Forms may be downloaded from Waterfront Toronto’s website: [www.waterfronttoronto.ca](http://www.waterfronttoronto.ca).

**Successful RFP Respondent** – the RFP Respondent that is selected, through the RFP Process, to redevelop the Subject Lands, and with whom the Province and Waterfront Toronto intend to enter into agreements.

**TCHC Lands** – the lands comprising the area generally bounded by King Street East, St. Lawrence Street, the extended River Street and the Richmond-Adelaide Ramps, as identified in Figure 5. The TCHC Lands form the northwestern portion of River Square Neighbourhood and are being developed by the TCHC.

**Timetable** – the timetable for this RFQ process. The timetable is provided in Section 10.1 of this document.

**Toronto and Region Conservation Authority (or “TRCA”)** – the authority that is responsible for preparing and delivering programs for the management of renewable natural resources within the nine watersheds of the Toronto region.

**Toronto Green Development Standard (or the “Toronto 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 of the Toronto Standard is available in the Electronic Data Room.



FIGURE 5: THE SUBJECT LANDS AND TCHC LANDS (BLOCK AREAS ARE APPROXIMATE)



**Waterfront 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.

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

**Waterfront Toronto Sustainability Framework** – a document that outlines Waterfront Toronto’s goals, objectives and targets with respect to achieving sustainability in the West Don Lands.

**West Don Lands** – the area illustrated in Figure 6, which is a precinct of the Toronto waterfront that comprises approximately 80 acres and is generally bounded by Parliament Street to the west, Front Street/ Trinity Street/ Eastern Avenue/ King Street East to the north, the Don River to the east, and the CN Railway and Mill Street to the south.

**West Don Lands Block Plan and Urban Design Guidelines (or “Urban Design Guidelines”)** – a Toronto City Council–endorsed document, which details the streets and blocks plan intended for the West Don Lands and provides urban design guidelines for the implementation of the West Don Lands Precinct Plan. A copy of the Urban Design Guidelines is available in the Electronic Data Room.

**West Don Lands Precinct Plan (or the “Precinct Plan”)** – a document that provides a vision for the West Don Lands, and which provides guidelines for the implementation of public infrastructure and built form of new development within the precinct. The Precinct Plan was prepared by Waterfront Toronto and endorsed by the Toronto City Council in May 2005. A copy of the Precinct Plan is available in the Electronic Data Room.

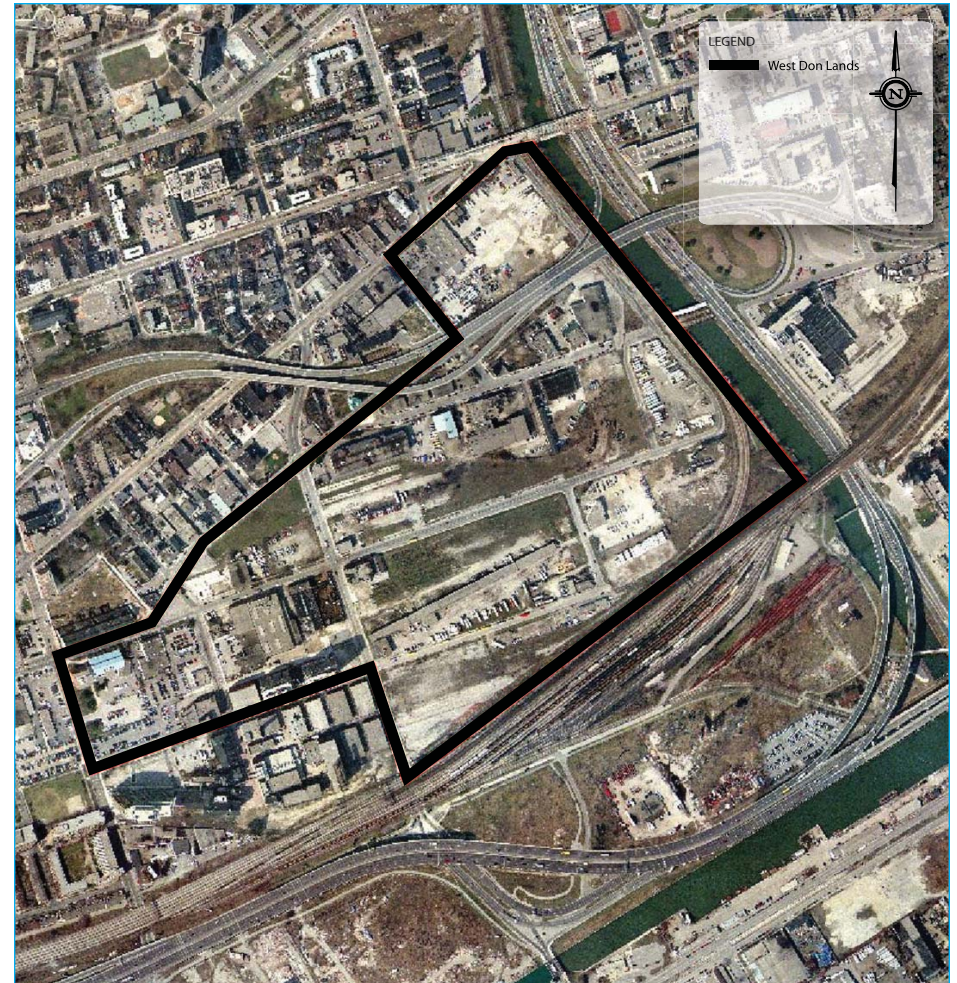


FIGURE 6: THE WEST DON LANDS BEFORE REDEVELOPMENT

## 1.4 THE TORONTO WATERFRONT REVITALIZATION CORPORATION

### 1.4.1 Toronto Waterfront Revitalization Corporation (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 fulfillment of its mandate. Waterfront Toronto's mission is to transform the Toronto 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 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. 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.

Waterfront Toronto is the Master Developer of the West Don Lands, coordinating and managing development activities on behalf of the three orders of government. As Master Developer, Waterfront Toronto is working with the ORC and other parties to provide major street and park infrastructure, servicing, district energy, flood protection, and clarity regarding site remediation requirements. These elements are further described in Section 2 of this document.

### 1.4.2 Province of Ontario

Much of the land within the West Don Lands is owned by the Province. PIR and the ORC are providing necessary support to Waterfront Toronto in this RFQ process and in the subsequent RFP process.

ORC is undertaking the lead role in site remediation, flood protection works, risk assessment and management, demolition and site clearance in preparation for redevelopment. ORC will also continue to manage the lands until the direct

transfer of ownership to the Builder. PIR will provide direction on ORC activities, coordinate inter-ministry and inter-governmental initiatives, and facilitate information sharing between PIR, ORC and Waterfront Toronto.

## 1.5 THE REVITALIZATION OF THE WEST DON LANDS

Waterfront Toronto has developed plans for a vibrant, mixed use community in the West Don Lands, integrated with parks and open spaces, with an emphasis on excellence in community design, transit-oriented urban living and global best practices in sustainable development including green buildings and district energy. These plans have evolved through consultations with government partners and with community stakeholder groups. The West Don Lands are a gateway between the downtown and the Port Lands, and are the first step to repairing and rebuilding the eastern edge of the downtown waterfront.



Waterfront Toronto, as Master Developer of the West Don Lands, has taken a leadership role in resolving many issues related to brownfield redevelopment. Waterfront Toronto is working with the Province, City staff, external agencies, and a highly respected team of consultants in developing the necessary infrastructure, including flood protection and park space, public streets and municipal servicing; securing municipal planning approvals and developing a risk assessment and risk management (RA/RM) approach to managing environmentally impacted subsurface soil and groundwater. This initial effort by Waterfront Toronto gives the Builder certainty on these matters, thus affording the opportunity to focus its efforts on creating a signature piece of the city.

## 1.6 THE WEST DON LANDS IN THE PAST AND PRESENT

The majority of the West Don Lands is owned by the Province of Ontario, with the remaining ownership split between the City of Toronto and a number of private parties.

The West Don Lands were once a centre of industrial activity; today they are mostly vacant, with a few heritage buildings remaining. Most of the River Square Neighbourhood was formerly occupied by the McCord aggregate operation



FIGURE 7: WEST DON LANDS IN THE FUTURE (BAYVIEW AVENUE AND DON RIVER PARK)

and there are currently no structures on the Subject Lands. The area is surrounded by some of the city's most distinctive, and increasingly desirable, mixed-use neighbourhoods, including the Distillery District, the St. Lawrence neighbourhood to the west and Corktown to the north.

## 1.7 THE WEST DON LANDS IN THE FUTURE

The West Don Lands is planned as a vibrant, mixed-use community comprising four neighbourhoods – the River Square Neighbourhood, the Don River Park Neighbourhood, the Mill Street Neighbourhood and the Front Street neighbourhood – as well as the 16-acre Don River Park and various smaller neighbourhood parks and open spaces.

Revitalization will create a tapestry of unique places that will integrate with the existing surrounding neighbourhoods. The scale and grain of the buildings, streets and open spaces of the Distillery District, Corktown, and other surrounding areas will be a template for the West Don Lands redevelopment to provide seamless integration between neighbourhoods. The streets in the West Don Lands will prioritize space and amenities for pedestrians, cyclists and transit, in order to promote sustainable methods of transportation.

The plans for the West Don Lands include a strong emphasis on housing, including affordable housing and housing suitable for families. Upon build-out, the West Don Lands is planned to contain approximately 6,000 residential units, with 20 percent comprising affordable rental housing. The West Don Lands will include a range of loft-type residential and non-residential buildings, a small number of high-rise towers, elegant apartments along the Don River Park and the Front Street promenade, compact townhouses and small apartment buildings forming intimate streets, a vibrant commercial node, and a live/work area around Mill Street. The plans include approximately 750,000 square feet of space for non-residential uses.

Future West Don Lands amenities will include over 20 acres of new park land and open space, starting with the Don River Park, a major open space adjacent to the Don River that will incorporate connections to the river and waterfront and a Flood Protection Landform ("FPL"). This park will be designed to include both active and passive spaces for the future residents of the West Don Lands. Other open spaces will include areas of natural regeneration, bikeways and pedestrian trails associated with the Don River; passive parks; and urban open spaces such as plazas and parkettes. In addition to large open spaces, there will be smaller, private open spaces associated with residential development, including apartment block courtyards, front and back yards, interior block walkways and lanes, and roof gardens or terraces.



FIGURE 8: THE WEST DON LANDS AS ENVISIONED IN THE PRECINCT PLAN (FRONT STREET)



## 1.8 PHASING OF WEST DON LANDS REVITALIZATION

The FPL and portions of Don River Park will be constructed in 2007 and 2008, as part of the first phase of West Don Lands redevelopment. Following the RFQ and RFP processes for the Subject Lands, Waterfront Toronto will proceed with additional RFQ and RFP processes for the remainder of the West Don Lands. The Subject Lands are part of the first phase of the West Don Lands to receive municipal approvals and undergo redevelopment. The area south of Front Street and east of Cherry Street is intended to be the next area to be revitalized, with a separate RFQ/RFP to proceed shortly after the sale of the Subject Lands. The overall phasing of West Don Lands revitalization is generally anticipated to proceed as illustrated in Figure 10.



FIGURE 9: A VISION FOR DON RIVER PARK, ON THE DOORSTEP OF THE SUBJECT LANDS

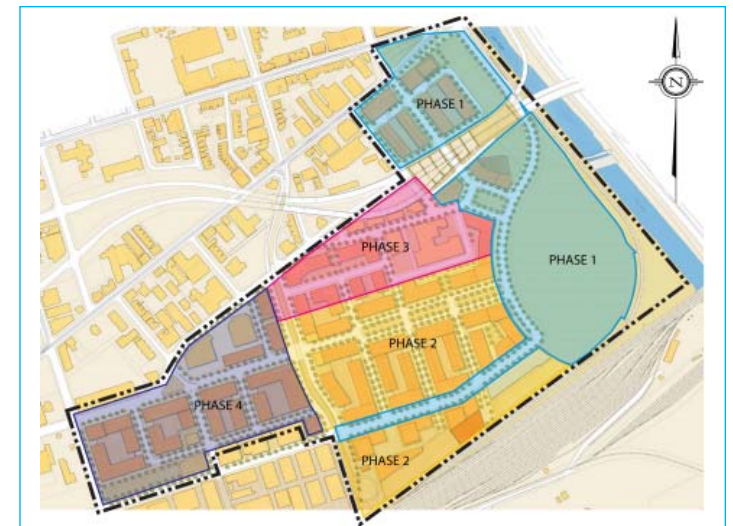


FIGURE 10: ANTICIPATED PHASING OF THE WEST DON LANDS

## 2 PRE-DEVELOPMENT CONDITIONS

### 2.1 PRE-DEVELOPMENT INTRODUCTION

The Subject Lands are intended to be conveyed to the Builder in an environmental condition suitable for residential use, together with a Record of Site Condition that has been acknowledged by the Ministry of the Environment. Existing buildings have been demolished to grade and all known existing basements and foundations have been removed to a depth of 0.5 m under the development blocks. Sections 2.2 to 2.9 provide details on the additional work that has been completed with respect to the Subject Lands. The Builder will be responsible for obtaining Site Plan Approval and all applicable permits prior to commencing construction. Further information on municipal planning approvals is provided in Section 2.9.

### 2.2 ENVIRONMENTAL ASSESSMENTS

The planning process for the West Don Lands incorporates lands that fall within federal, provincial and municipal regulatory jurisdictions. The following environmental assessments have been completed, and no further environmental assessments are anticipated to be required to support the planned development of the Subject Lands:

- Lower Don Flood Protection Environmental Assessment dated January 2005, prepared by Dillon Consulting for the Toronto Region Conservation Authority. This EA has now been completed and approved with no conditions.
- West Don Lands Class Environmental Assessment Master Plan dated January 2005, prepared by Toronto Waterfront Joint Venture, Earth Tech (Canada) Inc. and Lea Consulting for Waterfront Toronto and the City of Toronto. This EA has now been completed and approved with no conditions. An EA Addendum for the River Street Extension has been completed and approved with no conditions. A copy is available in the Electronic Data Room, as part of the background information documents.
- ORC Class Environmental Assessment for demolition and disposition has been completed and approved with no conditions.

### 2.3 FLOOD PROTECTION

The risk of flooding is one of the key factors currently preventing development in the West Don Lands area. The ORC, on behalf of Waterfront Toronto and the TRCA, is managing the construction of the Flood Protection works to remove the West Don Lands from the Regulatory Floodplain and allow for development to proceed. The Flood Protection works identified through the TRCA-led Lower Don Class EA study identified a series of flood protection components, the key components being the FPL, to contain the river in the event of a Regional storm (as defined by the Province), and the widening of the CNR Kingston line bridge over the Don River. Additional works include modifications to the Enbridge Utility Bridge to enhance flood flows. The continued dredging of the Keating Channel will also be required.

The FPL is designed with a slightly steeper “wet” side (to the east of the highest point of the landform) and a relatively shallow-sloped “dry” side (to the west of the highest point of the landform). A portion of the Subject Lands will be re-graded as part of the dry side of the FPL. No basements or below-grade parking will be permitted on those portions of the Subject Lands that are located on the FPL (Blocks A,

B and C, as indicated in Figure 11), although foundations to support the building will be permitted, subject to the approval of the TRCA. The TRCA will own the area from just west of the crest of the landform to the eastern limits of the feature. In addition, a conservation easement will be granted to the TRCA for the dry side of the landform on Blocks A, B and C to ensure that any construction will be undertaken in an appropriate manner to maintain the structural stability of the feature and for access to and maintenance of the FPL. In addition, the entire FPL will remain regulated by the TRCA under Ontario Regulation 166/06, and all development will require a permit from the TRCA prior to construction.

As part of the ORC's infrastructure and flood control construction program, former subsurface foundations and obstructions within the FPL footprint have been removed to a depth of 0.5 m on the dry side (i.e., on Blocks A, B and C) and 1.5 m under the core and wet side of the landform. The landform will be back-filled to the grade required for flood control purposes. This re-grading exercise will also contribute to the risk management measures identified in Section 2.4. All soils comprising the wet side of the FPL, as well as the surface soils (i.e. 1.5-m thick) comprising the dry side of the FPL will be of an environmental quality compliant

with generic MOE site condition standards for residential and parkland use. However, underlying soils may not meet surface quality standards, and these impacted soils, if extracted, must be managed in accordance with the RA/RM Plan, as accepted by the MOE. Obligations of the Builder regarding the RA/RM Plan and soil management will be confirmed at the RFP stage.

Construction of the FPL is scheduled to begin in summer 2007 within the River Square Neighbourhood, and the full landform and other

flood protection measures are intended to be complete by late 2008. The widening of the CNR Bridge will be completed during the summer of 2007. Completion of the two major components of the flood protection works – the FPL and the Bridge widening – is required prior to occupancy of all buildings within the West Don Lands. Obligations of the Builder regarding occupancy will be confirmed at the RFP stage.



FIGURE 11: THE SUBJECT LANDS AND THE FLOOD PROTECTION LANDFORM (CONCEPTUAL)

## 2.4 SOIL AND GROUNDWATER RISK ASSESSMENT AND MANAGEMENT

The West Don Lands are brownfields lands and contain an environmental legacy from an industrial past. A number of geo-environmental studies have been completed since the early 1990s. The work to date has identified soil and groundwater contamination that primarily includes heavy metals, petroleum hydrocarbons, and polycyclic aromatic hydrocarbons. Some localised areas will be excavated for the removal of selected contamination exceeding the property specific standards developed in the RA/RM Plan, as described below, by ORC, prior to development.

The change in land use from industrial use to residential, mixed use and parkland requires the provision of an RSC under Ontario Regulation 153 of the Environmental Protection Act. An RA/RM Plan has been undertaken and submitted to the Ministry of the Environment for acceptance prior to development. The RA/RM Plan contains the requirements for soil and groundwater remediation and risk management measures for each development parcel. ORC will undertake to file an RSC for each parcel to be transferred to the Builder, based on property-

specific standards as established in the RA/RM Plan.

The filing of the RSC is expected to trigger the MOE to issue a Certificate of Property Use (“CPU”). The CPU will be an instrument registered on land title and will provide direction to land owners as to how the site is to be managed in the future. These management measures are expected to be consistent with the RA/RM Plan and generally involve the use of a soil capping layer, pavement or the built form of development (incorporating a minimum thickness for building floor slabs and/or basement walls) to block potential exposure to soils and groundwater. Administrative controls such as maintenance and monitoring may also be required.

The RA/RM Plan contains the requirements for soil and groundwater management for the Subject Lands, other adjacent development sites, the Don River Park and associated public roadways. Soil management requirements are based on site-specific criteria developed for the proposed uses for each site.

The risk management measures contained in the RA/RM Plan and as detailed in the CPU, if required by the MOE, will be implemented by the Builder during development activities (such as excavation for foundations) and will be

the responsibility of future land owners. The details of these measures will be available during the RFP process. A copy of the Executive Summary of the RA/RM Plan is available in the Electronic Data Room, as part of the background information documents.

## 2.5 GEOTECHNICAL CONSIDERATIONS

A considerable amount of subsurface investigation work was completed across the West Don Lands area in the late 1980s and early 1990s. The work was primarily oriented toward geo-environmental issues that could influence property value and future development. Some preliminary work on physical hydrogeology was completed and geotechnical conditions across the site were examined and the reports provide a preliminary understanding of geology, soil conditions, hydrogeology, and resulting constraints and opportunities related to building foundations. These reports will be provided to Short-listed Proponents at the RFP stage.

The Builder will be responsible for undertaking any new geotechnical studies which, in their view, may be necessary to support their building design and construction.



## 2.6 INFRASTRUCTURE

River Street will be extended south of King Street East and will form the spine of the River Square Neighbourhood. It will be based on a 22-m right-of-way and will include an enhanced boulevard design. New pedestrian connections and a laneway system will provide circulation throughout Blocks A and B.

A realigned Bayview Avenue, the extension of River Street, the public lanes immediately adjacent to Blocks A and B, and all associated municipal services, including street lighting, will be constructed by the ORC, in co-operation with Waterfront Toronto. The scope and timing of municipal servicing work will be clarified at the RFP stage. A single set of service connections sufficient to support the proposed development of each Block will be provided to the lot line of the specific block.

Obligations of the Builder regarding infrastructure will be confirmed at the RFP stage.

## 2.7 TRANSIT SERVICE

All areas of the West Don Lands are intended to be less than a five-minute walk from public transit service. The Toronto Transit Commission (“TTC,”) in association with Waterfront Toronto and the City of Toronto, is working on an

Individual Environmental Assessment Study (“IEA”) to determine the transit facilities appropriate for the long-term residential, employment, tourism and waterfront access needs while achieving the City’s and Waterfront Toronto’s objectives. The nature and location of any new public transit facilities will be determined through the IEA process. Following the outcome of the IEA, any new transit infrastructure will be constructed by Waterfront Toronto and TTC. Construction of transit facilities is anticipated to begin in 2009.

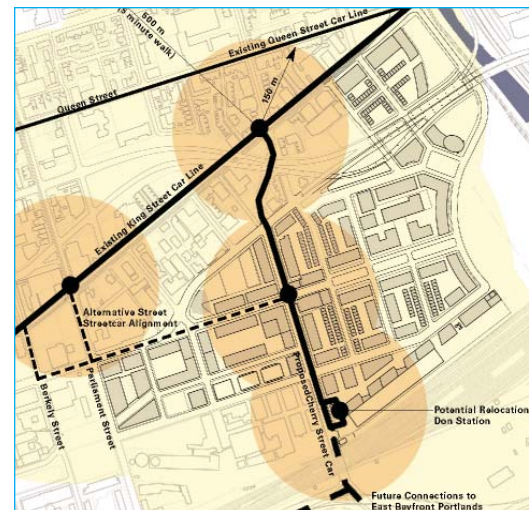


FIGURE 12: CONCEPTUAL WEST DON LANDS TRANSIT FACILITIES (PRECINCT PLAN)

## 2.8 COMMUNITY SERVICES

The community services that are currently anticipated within the West Don Lands include two elementary schools, a community recreation centre, child care facilities and other community facilities. It is anticipated that the community centre will be constructed in 2010 near Don River Park. Funding of and timing for construction of elementary schools will be determined through discussions with the Toronto District School Board and Toronto Catholic District School Board. The provision of schools, the community centre and childcare centres will be subject to funding and policy decisions.

## 2.9 MUNICIPAL PLANNING APPROVALS

### 2.9.1 The Municipal Planning Framework

The Subject Lands are designated a Regeneration Area in the King-Parliament and Central Waterfront Secondary Plans. In the zoning by-law for the West Don Lands – Phase 1, the Subject Lands are designated RA-H (Reinvestment Area), and the uses and height limits established in the Urban Design Guidelines are permitted, including permitted tower zones on Blocks A and C, where towers are anticipated. The West Don Lands – Phase 1 zoning by-law is available in the Electronic Data Room as part of the background information documents.

The “H” in the zoning designation is consistent with the policies in the applicable King-Parliament Secondary Plan. It represents a holding provision, whereby no development is permitted on the lands until the following six conditions are met: 1) preparation of a streets and blocks plan; 2) an infrastructure plan; 3) an environmental management plan to address soil and groundwater remediation and the provision of flood protection; 4) plans for the realignment of Bayview Ave; 5) a Community Services Strategy.

Waterfront Toronto has fulfilled requirements 2, 4 and 5. Registration of the Subdivision Agreement for Phase 1 and MOE acceptance of the RA/RM Plan are expected in late 2007, and will meet requirements 1 and 3, respectively. The “H” holding symbol will be lifted by the City following completion of these requirements.

### 2.9.2 Required Municipal Approvals

Waterfront Toronto is in the process of obtaining the municipal planning approvals required to implement its intended development objectives for the River Square Neighbourhood. Draft approval of the Plan of Subdivision for Phase 1 of the West Don Lands was obtained in August 2006 and it is anticipated that final approval and registration will take place in late 2007.

The Builder will be responsible for obtaining Site Plan Approval, any required variances, and all necessary building and development permits, including a development permit from TRCA, as required by Ontario Regulation 166/06. Specific building permit requirements will be clarified at the RFP stage. The Builder will be expected to follow all relevant regulations and guidelines and have regard for the Toronto Green Development Standard. Site Plan Approval drawings will be prepared by the Builder and must be approved by Waterfront Toronto prior to submission to the City.

The Builder will be responsible for all applicable fees and development charges.

It is anticipated that the Builder will adhere to the built form as outlined in the Urban Design Guidelines. A copy of the Urban Design Guidelines is available in the Electronic Data Room. The Builder will not be entitled to apply for any additional height or other development rights through rezoning or the Committee of Adjustment for any minor variances, without prior written consent of Waterfront Toronto. This consent may be withheld within the sole discretion of Waterfront Toronto.

## 3 DEVELOPMENT GUIDELINES AND REQUIREMENTS

### 3.1 GENERAL GUIDELINES

The River Square Neighbourhood will be the first part of the West Don Lands to be developed, and will therefore establish a precedent. Sustainability and excellence in urban design and architecture will be critical success factors, setting the tone for the whole of the West Don Lands.

Waterfront Toronto is mandated, amongst other things, to achieve as high a value as possible for the River Square Neighbourhood lands while achieving revitalization and sustainability objectives.

It is Waterfront Toronto's goal to encourage and maximize housing suitable for families with children. Generally, housing suitable for families comprises units with two or more bedrooms, with access directly from grade preferred.

### 3.2 PURPOSE OF DEVELOPMENT GUIDELINES AND REQUIREMENTS

The development guidelines and sustainability requirements outlined in Section 3.4 and Section 3.5 are intended to ensure that the Subject Lands are revitalized in a manner that meets the goals and objectives of Waterfront Toronto. The guidelines and regulations are in draft form and represent the current intent of Waterfront Toronto. Proponents should note that the information provided with respect to the development guidelines and sustainability requirements is based on the best information available from a variety of documents in progress at this time. Some of these regulations may change between this RFQ process and the subsequent RFP process. At the RFP stage, the development and sustainability requirements for the Builder will be finalized. At the RFP stage Waterfront Toronto will also verify those areas in which flexibility in meeting development guidelines and sustainability requirements may be available, and in which innovation may be considered.

The development guidelines and sustainability requirements are generally described in the following sections of this document:

- Section 3.4: Urban Design Guidelines for the Subject Lands; and

- Section 3.5: Sustainability Requirements, which includes information on Green Building Requirements and District Energy System requirements

The Urban Design Guidelines and Green Building Requirements are provided as part of the background information documents and are available for download from the Electronic Data Room. Proponents are strongly encouraged to read and ensure that they understand the guidelines and requirements. The guidelines and requirements are in addition to the applicable zoning requirements.

Proponents should be aware that the development guidelines and sustainability requirements are NOT evaluation criteria for this RFQ process. Rather, they are the draft requirements of Waterfront Toronto. At the RFP stage, those development guidelines and sustainability requirements that the Builder will be required to meet will be verified, and the Builder will be under contract to fulfil them as part of the Development Agreement for the revitalization of the Subject Lands.



### 3.2.1 Waterfront Toronto and its Advisors as a Resource for the Builder

Waterfront Toronto intends to consult with the Builder in meeting the Urban Design Guidelines and Sustainability requirements outlined in Section 3.4 and Section 3.5 of this document by providing opportunities for progress review during the design process. Resources provided by Waterfront Toronto will be available to consult on issues related to green building targets, district energy requirements and urban design and architectural objectives. The Builder will be required to submit drawings, plans and documentation for review by Waterfront Toronto, at incremental stages of design that will be more clearly defined at the RFP stage.

## 3.3 INTEGRATED DESIGN PROCESS

The Integrated Design Process has proven to be a successful approach for achieving high performance, sustainable buildings, by using a multidisciplinary team approach to address technical requirements for energy performance, environmental impacts, indoor environment, functionality and a range of other related parameters. The IDP integrates proven approaches into a systematic process. Skills and experience of mechanical and electrical

engineers, and those of more specialized consultants, can be integrated at the concept level from the very beginning of the design process.

The IDP process is a mandatory requirement in Waterfront Toronto's Green Building Requirements. The IDP process is outlined in detail in the Performance Specifications of the Green Building Requirements which is provided as a background information document in the Electronic Data Room. Because using the IDP process is critical to success for achieving high performance building design, Waterfront Toronto partnered with Natural Resources Canada to provide an information session on how IDP can be used in building design. This session was held on October 30, 2006, in the format of a one-day workshop that progressed from general understanding to detailed application based on case studies and examples where IDP has been used. As this session was a learning tool for the development industry, all materials associated with it will be made available to Short-Listed Proponents at the RFP stage.

Waterfront Toronto will continue to support the development industry and the successful Builder to achieve Waterfront Toronto's sustainability standards and in doing so, transform the market. This includes exploring future opportunities and sessions and advising on the use of IDP and the Green Building Requirements for waterfront projects.

## 3.4 URBAN DESIGN GUIDELINES

As the first piece of the West Don Lands to be redeveloped, the River Square Neighbourhood will set the tone for the revitalization of the rest of the waterfront. It is therefore extremely important to Waterfront Toronto that the quality and form of development achieve a very high standard. Excellence in urban design and architecture on the Subject Lands will be critical to the success of West Don Lands revitalization as a whole.

To this end, it is expected that the Subject Lands will be developed in a manner that is compliant with the Urban Design Guidelines. The Urban Design Guidelines address overall building massing, heights and setbacks (above grade) setbacks, courtyards, open space, frontages, ground floor uses, parking and servicing. The document is available as part of the background information documents in the Electronic Data Room.

Proponents are strongly encouraged to carefully read and ensure that they understand the Urban Design Guidelines. The design requirements will be verified at the RFP stage. A summary of built form character anticipated by the Urban Design Guidelines follows in Section 3.4.1.

### 3.4.1 River Square Neighbourhood

#### Built Form Character

The River Square Neighbourhood will be a diverse neighbourhood and a cohesive community that encases the Richmond-Adelaide ramps, mitigating their impact as a barrier between the River Square Neighbourhood and the Don River Neighbourhood and Park.

A single continuous laneway south of King Street is envisioned to provide access to the interior of the River Square Neighbourhood blocks north of the Richmond-Adelaide ramps (Blocks A and B), create a pedestrian passage and upper promenade to the Don River Park, and to create a buffer from the Richmond-Adelaide ramps. The laneway is intended to be a pedestrian-friendly space with high quality landscaping and street trees, and a high degree of accessibility.

King Street is a major artery to the downtown. The West Don Lands Block Plan and Urban Design Guidelines anticipate an eight-storey mixed-use building along this frontage (Block A), with ground floor commercial or other uses that animate the street level, and residential units above, which will offer views of Don River Park and the river corridor. The Urban Design Guidelines also anticipate a 14-storey tower at

the corner of King Street and Don River Park. Such a building would be highly visible and act as a gateway for those entering the city from the east.

Blocks A and B are set well back from Bayview Avenue due to the configuration of Don River Park and the FPL. The Urban Design Guidelines call for a 10-storey street wall apartment building to form the eastern edge of the development along Don River Park, north of the Richmond-Adelaide

ramps along the east side of Block B. The buildings fronting the park side are intended to include ground floor units with a high degree of accessibility to the park.

The front yard space for units on the east side of Block B will be separated from the park by a laneway, which will define the edge of the public park, create a transition to the private front yard spaces and provide street parking spaces.



FIGURE 13: CONCEPTUAL ILLUSTRATION OF BUILT FORM ON THE SUBJECT LANDS, VIEW FROM NORTH

The delicate scale of Corktown is intended to be extended into the River Square Neighbourhood along River Street to form intimate, pedestrian-friendly spaces of a residential character, animated with front lawns, porches, bay windows, and front doors. It is anticipated that this street will provide a variety of family oriented housing choices for

residents. Townhouses are intended as the base of a small apartment building envisioned along the east side of River Street, on the west side of Block B. Each townhouse may be distinguishable from its neighbours by bay windows, terraces, balconies, separate entries, and changes in plane, material, roofscape, or other special elements.



FIGURE 14: A VISION FOR NEIGHBOURHOOD STREETS, AS PROVIDED IN THE PRECINCT PLAN

The Urban Design Guidelines anticipate that on Block C, south of the Richmond-Adelaide Ramps, a 10-storey apartment building will be developed, including a 24-storey tower element that will front on Bayview Avenue. This is anticipated to be a signature building, which will mark the precinct and capitalize on the building's adjacency to Don River Park, with several opportunities for residential units fronting the park. Ground-related uses are encouraged along the first floor of the building, to contribute to the neighbourhood character. Active, non-residential uses are anticipated along the ground floor of the Bayview Avenue frontage of the building.

Development Block D, at the corner of Eastern Avenue and River Square is anticipated to be a 10-storey residential building. Ground-related uses are encouraged on the first floor of this Block.

Development Blocks A, B and C are situated within the footprint of the FPL, as shown in Figure 11. Therefore, major excavation on these blocks will not be permitted due to the need to maintain the integrity of the landform. Limited small excavations into the landform will be permitted for foundations and services, subject to approval by the TRCA. Further information on TRCA requirements will be provided at the RFP stage. To ensure the structural integrity of



the landform, no basements and below-grade parking will be permitted under any portion of the development on Blocks A, B and C. Required parking for these blocks must therefore be provided in above-grade structures that are envisioned to be lined with residential uses. The Urban Design Guidelines envision that the above-grade parking will be topped with garden terraces, and that some units will front onto, and have access to, this elevated garden space.

Since the development of the Urban Design Guidelines, the design of the FPL has been refined and confirmed. As a result, Blocks A and C have changed in shape from the configuration shown in the Urban Design

Guidelines. This change is illustrated in Figures 16 and 17. Waterfront Toronto is addressing these changes through the municipal approvals process. Partially in response to these changes, the design requirements for the Subject Lands will be verified at the RFP stage. The RFP will also determine those areas in which Proponents may be provided with an opportunity for design innovation and flexibility.

### 3.4.2 The Waterfront Design Review Panel and Site Plan Approval

Waterfront Toronto has established a Waterfront Design Review Panel to act as a peer review group and an advisory body to the City and Waterfront Toronto, to help ensure that Waterfront Toronto's expectations of design excellence in the buildings and public realm are met.

The Waterfront Design Review Panel will not be involved in the short-listing of Proponents in this RFQ process or in selecting a Successful RFP Respondent in the subsequent RFP process.



FIGURE 15: CONCEPTUAL ILLUSTRATION OF BUILT FORM ON BLOCKS A AND B



FIGURE 16: BLOCK CONFIGURATION ANTICIPATED IN THE URBAN DESIGN GUIDELINES



FIGURE 17: NEW BLOCK CONFIGURATION

The intent of the Waterfront Design Review Panel is to provide objective, professional peer review and advice, and contribute to a culture of quality by signalling to developers and designers that high quality design is a critical consideration for the development of the West Don Lands. The Waterfront Design Review Panel will review and comment on Site Plan drawings for the Subject Lands to ensure the appropriate implementation of the Urban Design Guidelines and design requirements established at the RFP stage. It will provide its recommendations and evaluation to Waterfront Toronto, which will have sign-off authority for drawings to be submitted to the City of Toronto for Site Plan Approval.

## 3.5 SUSTAINABILITY REQUIREMENTS

The revitalization plan for the Toronto waterfront is intended to position the city as a world leader in creating sustainable communities. To help achieve this objective, Waterfront Toronto has established Green Building Requirements and is developing a district energy system. These sustainability requirements are outlined in this Section and provided in the Electronic Data Room as background information documents. The Green Building Requirements build on the concepts developed in the West Don Lands Precinct Plan and Waterfront Toronto Sustainability Framework.

The intentions of the sustainability requirements are to:

- Motivate builders to adopt new approaches to create more sustainable buildings;
- 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.

### 3.5.1 Green Building Requirements

Waterfront Toronto's Green Building Requirements are provided in detail as a background information document available in the Electronic Data Room. The Green Building Requirements include and build upon the Canada Green Building Council's LEED® rating system. LEED® was chosen because it is the most widely recognized system in North America; it provides third-party certification and it includes green building standards that are consistent with Waterfront Toronto's objectives.

The Green Building Requirements consist of eight categories of mandatory requirements, including those briefly described above, each with a definition of:

- Intent;
- Requirements; and
- Submittals.

It is intended that each and every building on the Subject Lands will achieve a minimum of LEED® Gold certification. LEED® Gold certification requires a project to earn 39 of a possible 70 credits. The Builder will be able to choose from a list of potential LEED® credits. However, LEED® Gold certification does not capture all of Waterfront Toronto's sustainability objectives and therefore additional sustainability requirements, specific to this development, have been added. The mandatory expectations within the Green Building Requirements, irrespective of LEED® credits, include:

- The use of an experienced LEED® team;
- The use of an Integrated Design Process;
- District Energy;
- Minimum Energy Use;
- Long-Term Flexibility floor-to-ceiling height;
- Suite Metering of utilities;
- Three-Stream Waste Collection;
- Green Roofs.

LEED® credits are anticipated to be available as a base for builders, due to the existing urban and brownfield characteristics of the West Don Lands. This potential credit base is currently being investigated by Waterfront Toronto, with the Canada Green Building Council, and it may also include potential credits for District Energy and density. Waterfront Toronto will continue to explore opportunities for credits but builders should not rely on these expected credits in order to achieve their LEED® targets.

### 3.5.2 District Energy System

All new buildings in West Don Lands must be designed and constructed for heating and cooling via a District Energy System (DES). In the DES for the West Don Lands, centrally located plants will produce hot and chilled water, and deliver it to buildings via underground piping networks. Advantages of District Energy include commodity consumption efficiencies and enhanced reliability. District Energy can also work together with renewable energy options. A background document on DES is available in the Electronic Data Room.

Buildings will be supplied with hot water for heating and domestic hot water, and cold water for cooling. Heat exchangers will be installed in the basement or main floor of buildings and

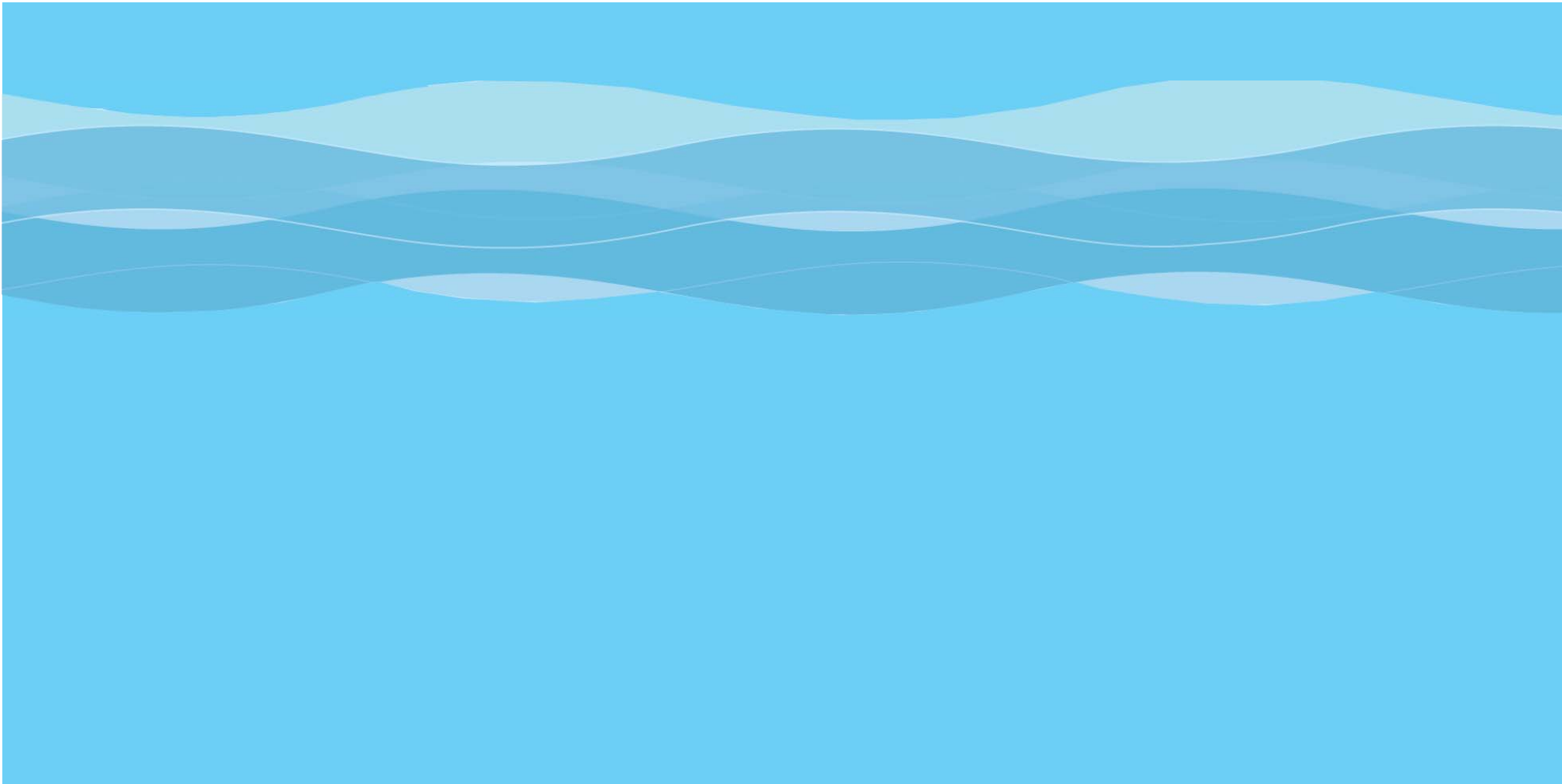
the building systems will be connected to the heat exchangers. As a result, buildings will not be equipped with systems related to the production of thermal energy; i.e. no boilers, furnaces, chillers, air-conditioners, or ancillaries like stacks, cooling towers, etc.

District Energy requirements and obligations will be confirmed at the RFP stage.

### 3.5.3 Vacuum Waste

Waterfront Toronto is investigating the possibility of providing a vacuum waste system in the West Don Lands. If applicable, further information on such a system will be provided at the RFP stage.







**Part II**  
Request For  
Qualifications  
Process:  
RFQ Instructions, Terms  
and Conditions

## 4 WATERFRONT TORONTO AND ITS TEAM

### 4.1 INTRODUCTION

4.1.1 The Province, as represented by PIR, and Waterfront Toronto, are engaged in this project to develop a new community in the West Don Lands. The project is undertaken in cooperation with the ORC.

4.1.2 Waterfront Toronto, as Master Developer, will be responsible for managing and coordinating both the RFQ and RFP processes leading to the selection of a recommended Builder for approval by the Province, through PIR. ORC has specific responsibilities related to the site preparation and remediation work, including activities related to flood protection works.

4.1.3 Responsibility and accountability for all decisions arising out of this process rest with Waterfront Toronto through its Steering Committee as described in Section 4.2.

4.1.4 Section 3.4 and Section 3.5 of this RFQ describe the urban design and sustainability objectives that have been established for the

Subject Lands. It is highly possible that these design requirements will evolve and change between the issuance of the RFQ and the finalization of an agreement with the Builder. In addition, at the RFP stage, RFP Respondents may have an opportunity, with respect to particular identified requirements, to suggest alternatives to or alternative methodologies for achieving Waterfront Toronto's objectives. The matters on which the RFP Respondents may be invited to propose alternatives will be set out in the RFP.

4.1.5 In this Part II, Short-Listed Proponents that submit a proposal in the subsequent RFP process are referred to as "RFP Respondents".

### 4.2 RFQ AND RFP STEERING COMMITTEE

4.2.1 Waterfront Toronto has established a Steering Committee to be responsible for overseeing and approving the RFQ and subsequent RFP process, and the evaluation of the Pre-qualification Submissions of the Proponents. The Steering Committee's membership is as follows:

- John Campbell, President and CEO, Waterfront Toronto
- Peter Smith, Director, Waterfront Toronto Board
- Meg Davis, Vice President, Waterfront Toronto
- Christopher Glaisek, Vice President, Waterfront Toronto
- Andrew Gray, Vice President, Waterfront Toronto
- Mark Guslits, Chief Development Officer, TCHC
- Christopher Henderson, Chairman, The Delphi Group
- Professor James McKellar, Associate Dean External Relations, Schulich School of Business, York University

4.2.2 In addition to the members, the following observers attend the Steering Committee meetings:

- Nancy Mudrinic, Acting Director, Municipal Infrastructure Branch, PIR
- Marisa Piattelli, Vice President, Waterfront Toronto
- Gary Waddington, Vice President, Sales and Acquisitions, ORC



## 4.3 RFQ AND RFP ADVISORS

4.3.1 Waterfront Toronto has retained the following firms and individuals to provide advice in this RFQ process:

- Bennett Jones LLP – Simon Crawford
- Blake, Cassels & Graydon LLP – Judy Wilson
- City Formation Inc. – Anthony Coombes
- KPMG Corporate Finance Inc. – Bill McCurdy
- Urban Strategies Inc.

4.3.2 The Steering Committee will also be assisted by independent experts, as appropriate, to provide advice on sustainability, district energy, and other technical issues as they relate to the Proponents' Pre-qualification Submissions. The following firms have acted as advisors to Waterfront Toronto or ORC with respect to this project:

- CH2M Hill (soil and groundwater risk assessment and management)
- Decommissioning Consulting Services Ltd. (DCS) (environmental studies)
- Halsall Associates Limited (Green Building Requirements)
- Marshall Macklin Monaghan (municipal infrastructure and district energy)

## 4.4 RFQ AND RFP FAIRNESS ADVISOR

4.4.1 It is vital to Waterfront Toronto that the process leading to the selection of a Builder, and the conclusion of a formal Agreement of Purchase and Sale and Development Agreement be fair, open, accountable, transparent and efficient, and that each of the Proponents be treated in accordance with these principles.

4.4.2 Waterfront Toronto has retained The Honourable Coulter A. Osborne of the Office of the Integrity Commissioner of the Legislative Assembly of Ontario as the Fairness Advisor, to assist in ensuring the fairness and transparency of the RFQ process and subsequent RFP process.

## 5 THE REQUEST FOR QUALIFICATIONS PROCESS

### 5.1 RFQ PROCESS AND TERMS

**5.1.1** This RFQ process will short-list up to five Proponents to participate in the subsequent RFP process.

**5.1.2** This RFQ process is open to all interested parties.

**5.1.3** A Pre-qualification Submission may be submitted by,

- 1) a single entity as the Proponent;
- 2) a single entity as the Proponent with the inclusion of subcontractors and subconsultants to form the Project Team; or
- 3) a collection of entities or individuals in a joint venture (“Joint Venture Participants” and “Joint Venture” respectively) to form the Project Team.

For the purposes of this RFQ process, Joint Venture Participants are not required to create a legal entity in order to submit a Pre-qualification Submission. A Proponent need only establish a “Project Team” which may

consist of representatives from within a single firm, a combination of firms in a prime contractor/subcontractor relationship or a combination of firms as part of a joint venture. The collective group forming the Proponent is referred to in this RFQ as the “Project Team” and each member of the “Project Team” is referred to as a “Project Team Member”. Project Team Members refer to firms or individuals (such as sole proprietors), but do not refer to the employees of those firms or individuals.

**5.1.4** Only Short-Listed Proponents will be invited to submit a proposal in the RFP process.

**5.1.5** In the subsequent RFP process, Short-Listed Proponents will be required to submit proposals on the entirety of the Subject Lands. It is the preference of Waterfront Toronto to select only one Successful RFP Respondent for the revitalization of the Subject Lands, but Waterfront Toronto reserves the right to select two or more Successful RFP Respondents.

**5.1.6** The Builder will assume full responsibility for the delivery and performance of the obligations under the agreements entered into in respect of the Subject Lands, including any obligations performed by any subcontractors or subconsultants engaged by the Builder.

**5.1.7** An RFP Respondent will be required to obtain the prior written consent of Waterfront Toronto before replacing any Project Team Member identified in the Pre-qualification Submission. Any Waterfront Toronto approval of a subcontractor or subconsultant shall not relieve the Builder of any of its obligations under any Agreement of Purchase and Sale with the Province or Development Agreements with Waterfront Toronto.

### 5.2 SUBJECT LANDS PROJECT DESCRIPTION

**5.2.1** Part I of this document provides a description of the River Square Neighbourhood development project and the goals and objectives for revitalization. Proponents are strongly advised to review Part I in detail prior to forming their Project Teams and prior to preparing their Pre-qualification Submissions. All information provided 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.

## 5.3 ADDENDA AND ELECTRONIC DATA ROOM

5.3.1 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.waterfronttoronto.ca](http://www.waterfronttoronto.ca). Proponents are solely responsible to ensure 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 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 Proponents to check the Electronic Data Room frequently and regularly for new documents and information.

5.3.2 Prior to the Submission Deadline established in the Timetable in Section 10.1, Waterfront Toronto may advise Proponents by written addenda ("Addenda") of any additions to, deletions from, or alterations to this RFQ. Any Addenda will be posted to the Electronic Data Room. It is the sole responsibility of each Proponent to review the contents of the Electronic Data Room and to ensure that it has reviewed any Addenda issued by Waterfront Toronto and has taken all Addenda into account in its Pre-qualification Submission.

5.3.3 Interpretations, corrections or changes to this RFQ made in any manner other than a written Addendum posted to the Electronic Data Room shall not be binding, and Proponents shall not rely upon such interpretations, corrections and changes.

5.3.4 All Addenda shall become part of the RFQ documents.

## 5.4 COMMUNICATIONS AND PROHIBITED COMMUNICATIONS

5.4.1 Upon release of the RFQ, Proponents must direct all communications with respect to this RFQ to the Project Coordinator set out in Section 10.1. Proponents, including subcontractors, subconsultants, Joint Venture Participants and their employees, contractors, agents or representatives are prohibited from contacting or attempting to contact any of the following persons, directly or indirectly, with respect to this RFQ process or any Pre-qualification Submission:

- 1) any member of the Steering Committee or observers who attend Steering Committee meetings as set out in Section 4.2.1 and Section 4.2.2;
- 2) any staff member of Waterfront Toronto or member of Waterfront Toronto's Board of Directors;
- 3) any representative of ORC or PIR;
- 4) any principals or employees of any expert or advisor assisting the Steering Committee as set out in Section 4.3 and Section 4.4, except the Project Coordinator; or
- 5) any other prospective Proponent or any employee, contractor, agent or representative thereof, except for the purposes of engaging in discussions regarding Joint Ventures.



## 5.5 CONFLICT OF INTEREST

5.5.1 Each Proponent and each Project Team Member must submit a conflict of interest declaration as part of its Pre-qualification Submission in response to the RFQ.

5.5.2 Proponents must disclose, in writing to the Project Coordinator, any activity or matter that could reasonably result in an actual, potential, or perceived conflict between its interest, or the interests of its Project Team Members, and the interest of the Province, PIR, ORC or Waterfront Toronto.

5.5.3 Proponents shall immediately disclose, in writing to the Project Coordinator, any conflict of interest that arises during the course of this RFQ that was not set out in the Pre-qualification Submission.

5.5.4 Without limiting the generality of Section 5.5.2 and Section 5.5.3, a Proponent shall disclose, in writing to the Project Coordinator, the name(s) and title(s) of any person(s) who assisted in the preparation of its Pre-qualification Submission, who was previously,

- (a) employed or engaged by Waterfront Toronto, ORC or PIR; or
- (b) a principal or employee of an expert advising or assisting the Steering Committee,

within the two-year period immediately preceding the Pre-qualification Submission Deadline.

## 6 PRE-QUALIFICATION PROCESS AND CRITERIA

### 6.1 GENERAL PRE-QUALIFICATION PROCESS

6.1.1 Waterfront Toronto and the Steering Committee will base its pre-qualification decisions on whether a Proponent meets the evaluation criteria with respect to relevant experience, financial position and the quality of the Proponent's Key Personnel set out in this Section 6.

6.1.2 Proponents should note that the Steering Committee will take into account the experience and information of all Project Team Members put forward to demonstrate experience or expertise, including subcontractors and subconsultants. If the Proponent is a Joint Venture, the provisions of Section 7 apply.

6.1.3 Proponents with demonstrated experience in delivering excellence on projects of a similar scope and complexity are likely to receive higher scores in the RFQ process.

6.1.4 No assumption should be made by any Proponent that the Steering Committee has any

knowledge of, or will consider, the experience, financial position or quality of the Proponent, its Project Team Members or its Key Personnel on other projects or assignments other than those described by the Proponent in its Pre-qualification Submission.

### 6.2 PROJECT TEAM ORGANIZATION

6.2.1 The Proponent must include an organizational chart of its proposed Project Team (including subcontractors, subconsultants, as applicable, and Key Personnel), illustrating how its Project Team will be organized and the working relationships between each of the Project Team Members.

6.2.2 The Proponent must also list the roles and responsibilities of each of its Key Personnel. This list may be integrated into the organizational chart, or may be a separate list.

### 6.3 RELEVANT PROJECT EXPERIENCE

6.3.1 On the applicable Relevant Project Experience Form set out in Appendix A, the Proponent shall describe the proposed Project Team's project experience using a maximum of ten projects which are as similar as possible, or with particular components that are as similar as possible,

to the River Square Neighbourhood project. Recent experience, including projects that have been completed within the ten years immediately previous to the Submission Deadline, is preferred. The Proponent may describe up to three projects that are in progress but have not yet been completed. Projects should be capable of demonstrating the Proponent's experience with projects similar in scope and complexity to this Project as well as the general requirements set out in Section 6.3.2. Projects may be projects carried out by any one, some, or all of the Project Team Members.

6.3.2 Projects chosen by the Proponent must demonstrate how the previous experience of the proposed Project Team (as a whole or its individual Project Team Members), including that of its Key Personnel and design professionals, is relevant and will add value to the design and sustainability objectives of Waterfront Toronto. Proponents should include reference to those features of their project experience that will be evaluated by the Steering Committee in accordance with Section 8.1 of this RFQ and, in particular, should reference the Proponent's/Project Team's experience in the following four areas:

1) 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 (“Sustainability Experience”);

2) experience in designing high quality urban buildings and spaces as demonstrated by experience in the following areas:

- outstanding architectural design,
- outstanding landscape design,
- success dealing with challenging land and site configuration constraints,
- outstanding urban design at the block and community scale,
- outstanding streetscape design, and
- responding to or working with design review panels or similar design review processes,

and as demonstrated by any awards, professional or user recognition, positive reviews and testimonials, etc. in respect of such experience (“Quality Urban Architectural and Design Experience”);

3) 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), 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. Costs and deferred costs associated with the remediation project should be provided, if applicable. (“Brownfield Experience”); and

4) experience with buildings using innovative or unique energy sources for buildings (“Energy Experience”).

**6.3.3** Proponents should note that one project can cover more than one of the four experience requirements listed in Section 6.3.2.

**6.3.4** The Proponent must include references (including reference name, contact name, title, phone number, and email address) for a minimum of three projects.

**6.3.5** Proponents shall submit one applicable Relevant Project Experience Form for each project. Forms are part of Appendix A.

**6.3.6** Proponents shall submit a photograph or

photographs of each project, if completed, and details of materials, site plans and a rendering or renderings if the project is in progress. Images of the project may be included with the related Relevant Project Experience Form. Proponents shall limit photographs, site plans, renderings and images to fifteen pages in total.

## 6.4 KEY PERSONNEL EXPERIENCE AND QUALIFICATIONS

**6.4.1** In addition to listing its project experience, the Proponent shall list those individuals that are its proposed Key Personnel (as required by Section 6.4.2) and shall provide the information set out in Section 6.4.3 to demonstrate that each proposed Key Personnel has the experience and qualifications required by the project. Key Personnel may be from any Project Team Member. The Proponent shall provide information on Key Personnel on the Key Personnel Qualifications and Experience Form set out in Appendix A of this RFQ.

**6.4.2** The Proponent must list the names of its Key Personnel in respect of the following areas of expertise:



- 1) professional architectural expertise;
- 2) building systems design expertise (for example, energy and water systems, waste management systems, etc.)
- 3) construction supervision;
- 4) project management;
- 5) brownfield expertise; and
- 6) LEED® expertise, by identifying the primary LEED® Accredited Professional on the Project Team.

6.4.3 The Key Personnel in the six areas of expertise listed in Section 6.4.2 must provide information in respect of their particular area of expertise as follows:

- 1) extent and depth of relevant experience; for the professional architectural expert, the extent and depth of LEED® accreditation and expertise should be described;
- 2) creativity or innovation in previous projects;
- 3) quality of previous work as demonstrated by awards, community recognition, positive reviews and testimonials with respect to projects that the Key Personnel has either led or played a key role in; and
- 4) two references (for each identified Key Personnel), different from the project references required by Section 6.3.4.

## 6.5 FINANCIAL CAPACITY

6.5.1 The Proponent shall provide the Steering Committee with sufficient financial information to demonstrate to the Steering Committee that the Proponent (and, if applicable, each one of its Joint Venture Participants) has the required financial strength to complete the redevelopment of the Subject Lands. To meet this requirement, the Proponent (and each of its Joint Venture Participants, if applicable) must submit at least the completed Financial Information Forms (including the required financial history) and the following pieces of information:

- 1) If the Proponent (and, if applicable, each one of its Joint Venture Participants) is a publicly traded company:
  - (a) the most current annual report for the company;
  - b) copies of the most recent issuer/issue credit ratings (if applicable); or
  - (c) copies of the most recent analyst's reports.
- 2) If the Proponent (and, if applicable, each one of its Joint Venture Participants) is a private company, partnership or sole proprietorship:
  - (a) A current credit reference letter, in the same form and content attached in

Appendix A and prepared specifically for this RFQ process, from responsible officials of the Proponent's current corporate banking institution (including the names, addresses and telephone numbers of such individuals) specifying the length and nature of the relationship between the Proponent and the bank and amount and availability of financing currently provided to the Proponent; and

- (b) Financial Statements of the Proponent (and, if applicable, each one of its Joint Venture Participants) which may include any one of the following:
  - (i) audited financial statements for the three full fiscal years immediately prior to the Submission Deadline and, if the most recent audited statement is more than 6 months old as of the Submission Deadline, any interim financial statements produced since the audited financial statements;
  - (ii) a review engagement report, including a statement showing any change in the Proponent's (and, if applicable, each one of

its Joint Venture Participant's) financial position, prepared by an independent accountant for each of the three full fiscal years immediately prior to the Submission Deadline; or

- (iii) unaudited financial statements for the three full fiscal years immediately prior to the Submission Deadline.

**6.5.2** Proponents are strongly cautioned that they should submit the best available information to make it evident to the Steering Committee that they have the financial creditworthiness to carry out the Project. It is the responsibility of the Proponent to ensure that it provides sufficient, credible information to the Steering Committee, in addition to the information provided pursuant to Section 6.5.1, to demonstrate the strength of its financial position. If the Proponent is a joint venture, it must provide credible information to demonstrate the strength of the financial position of each of its Joint Venture Participants, as described in Section 7.

**6.5.3** Waterfront Toronto reserves the right to request additional information to demonstrate

the strength of the Proponent's financial position, and may, in its sole discretion, conduct independent due diligence investigations to ascertain the financial capacity of the Proponent.

## **6.6 LITIGATION HISTORY AND LEGAL MATTERS**

**6.6.1** On the Legal Information Form provided in Appendix A, the Proponent and the Project Team Members shall, for the three years immediately prior to the Submission Deadline, provide full disclosure and details regarding:

- 1) material litigation that the Proponent or Project Team Members are a party to, including a description of the litigation and the maximum exposure of the Proponent;
- 2) any claims made in any civil proceeding based in whole or in part on fraud, theft, deceit, misrepresentation or similar conduct of the Proponent or Project Team Members;
- 3) any administrative or regulatory offences, charges or penalties imposed on the Proponent or the Project Team Members and the outcome of the offences, charges or penalties;
- 4) any conviction or investigation for violation of regulations or requirements relating to professional standards (or similar matters); and
- 5) any occurrences of default on a contract for similar services to those outlined in this RFQ.

**6.6.2** A consistent history of awards or successful prosecutions against the Proponent or any Project Team Member may result in failure of the Pre-qualification Submission. In the interest of clarity, except in extreme cases, isolated incidents of litigation or arbitration with clients will not necessarily result in failure of the Pre-qualification Submission.

## 7 JOINT VENTURES

### 7.1 PRE-QUALIFICATION CRITERIA

7.1.1 For clarity, for the purpose of satisfying the requirements of Section 6.3 and Section 6.4,

- 1) the Steering Committee will consider the experience of all Joint Venture Participants; and
- 2) the Proponent's proposed Key Personnel may be employees of any Joint Venture Participant.

7.1.2 For clarity, each Joint Venture Participant must (individually) satisfy the following criteria:

- 1) the financial capacity as stated in Section 6.5; and
- 2) legal disclosure as stated in Section 6.6.

### 7.2 PARTICIPANT IN CHARGE

7.2.1 One of the Joint Venture Participants who is responsible for performing a key function in contract management or in executing a major component of the services shall be nominated as being in charge during the RFQ and RFP processes and, in the event of a successful proposal, during agreement finalization and execution ("Participant in Charge"). The Participant in Charge shall be authorized by the other Joint Venture Participants to incur liabilities and receive instructions for and on behalf of any and all participants of the Joint Venture. A Joint Venture Proponent shall name its Participant in Charge in the Letter of Application and all Joint Venture Participants shall sign the Letter of Application as provided in Appendix A.

### 7.3 JOINT AND SEVERAL LIABILITY

7.3.1 All Joint Venture Participants may be required by the Province and Waterfront Toronto to be legally liable, jointly and severally, during the RFP process and for carrying out the obligations pursuant to any Agreement of Purchase and Sale or Development Agreement.

7.3.2 Waterfront Toronto and the Province may, in their sole discretion, require that each Joint Venture Participant become a party to any Agreement of Purchase and Sale or Development Agreement related to the River Square Neighbourhood project.



## 8 REVIEW OF PRE-QUALIFICATION SUBMISSIONS

### 8.1 EVALUATION BY THE STEERING COMMITTEE

8.1.1 The Steering Committee or a sub-committee of the Steering Committee will review the Pre-qualification Submissions and assess the degree to which the Proponent, in the Steering Committee's opinion, meets the following evaluation criteria:

#### 1) Relevant Project Experience

- (a) The Proponent has demonstrated its experience in the four named areas of experience as follows:
  - i) Sustainability Experience;
  - ii) Quality Urban Architectural and Design Experience;
  - iii) Brownfield Experience; and
  - iv) Energy Experience.

- (b) For each category of Relevant Project Experience required in Section 8.1.1 1)(a), the Proponent has demonstrated similarity of experience in successfully undertaking and completing comparable projects of a similar scope and complexity.

#### 2) Key Personnel Qualifications and Experience

- (a) The Key Personnel have demonstrated experience and peer recognition in providing excellence in their respective fields of expertise.
- (b) The Key Personnel have demonstrated:
  - i) sufficient extent and depth of relevant experience;
  - ii) creativity or innovation in previous projects;
  - iii) high quality of previous work as demonstrated by awards, community recognition, positive reviews and testimonials with respect to projects that the Key Personnel has either led or played a key role in; and
  - iv) positive references.

#### 3) Financial Capacity

- (a) The Proponent has successfully demonstrated that it (and if applicable, each of its Joint Venture Participants) has the financial strength and creditworthiness to carry out the Project.

#### 4) Litigation History and Legal Matters

- (a) The Proponent and Project Team Members do not have a consistent history, or of litigation awards or successful prosecutions against them in respect of the matters dealt with in Section 6.6.

8.1.2 Notwithstanding anything else in this RFQ, Waterfront Toronto has the right, in its sole discretion, to consider any instances of poor performance of a Proponent, or a Proponent Team Member, that Waterfront Toronto has experienced, in the evaluation of the Pre-qualification Submissions as measured against the evaluation criteria set out in this RFQ.

## 8.2 INQUIRIES AND SUPPLEMENTAL INFORMATION

8.2.1 The Steering Committee may, in its sole discretion, conduct or engage third parties to conduct inquiries or investigations, including contacting references or other persons, to verify the statements, documents, and information submitted by Proponents in connection with this RFQ process and may seek clarification from the Proponents' (including Joint Venture Participants') bankers and Proponents' and Project Team Members' clients regarding any financial, experience and quality of performance issues. However, the Steering Committee is not obliged in any way whatsoever to conduct or engage third parties to conduct any inquiries or investigations or to seek clarifications.

8.2.2 The Steering Committee may, in its sole discretion, request any supplementary information whatsoever from a Proponent after the Submission Deadline. However, the Steering Committee is not obliged in any way whatsoever to request supplementary information from a Proponent.

## 8.3 INTERVIEWS

8.3.1 The Steering Committee may, in its sole discretion, carry out interviews with some or all Proponents. However, the Steering Committee is not obliged in any way whatsoever to carry out interviews.

## 8.4 NOTIFICATION OF PRE-QUALIFICATION

8.4.1 No later than the time period stated in the Timetable after the Submission Deadline, the Steering Committee will notify all Proponents in writing of the results of their Pre-qualification Submissions.

## 9 REQUESTS FOR CLARIFICATION BY PROPONENT

### 9.1 CLARIFICATION QUESTIONS BY PROPONENT

9.1.1 Proponents are responsible for requesting any clarification of the RFQ documents that they consider necessary. Proponents shall submit all requests for clarification as written questions by e-mail, identifying the name of the Proponent, to only the Project Coordinator at the e-mail address indicated in the Timetable in Section 10.1.

9.1.2 Questions submitted to anyone other than the Project Coordinator will not be answered.

9.1.3 The Project Coordinator will acknowledge the receipt of questions by e-mail. If a Proponent does not receive an acknowledgement of receipt of questions within one business day, the Proponent shall resend the question or questions.

9.1.4 Proponents must submit their questions (and if applicable, must resend questions) no later than the deadline for the submission of requests for clarification set out in the Timetable. Copies of the questions and related responses, without identifying the source of the question, will be posted in the Electronic Data room.

9.1.5 The Project Coordinator shall provide its responses to the questions no later than the date set out in the Timetable but will endeavour to provide responses on an ongoing basis, until that time.

9.1.6 The Project Coordinator may, in its sole discretion, determine that a question is ambiguous or incomprehensible and decline to respond to that question.

9.1.7 No oral explanation provided by the Project Coordinator, or any other person or entity, in response to a request for clarification shall modify the RFQ documents in any way whatsoever.

### 9.2 PROPONENTS' MEETING

9.2.1 A Proponents' Meeting will be held at the place and time set out in the Timetable in Section 10.1. Attendance at this meeting is not mandatory but Proponents are strongly encouraged to attend.

9.2.2 Prospective Proponents may ask questions and seek clarifications at the Proponents' Meeting. However, any oral answers or comments provided by Waterfront Toronto or the Project Coordinator at the Proponents' Meeting will not be considered final until the question is submitted to the Project Coordinator in accordance with Section 9.1.1 and a written response is issued by Waterfront Toronto.

# 10 TIMETABLE AND SUBMISSION OF PRE-QUALIFICATIONS SUBMISSIONS

## 10.1 TIMETABLE AND LOCATION INFORMATION

EVENT	DATE/TIME	LOCATION/FURTHER DETAILS
Proponents Meeting	2:00:00 pm, Eastern Daylight Time on June 28, 2007	Blake, Cassels and Graydon LLP Commerce Court West 199 Bay Street 23rd Floor Toronto, Ontario M5L 1A9
Deadline for Submission of Questions and Requests for Clarification by Proponents	5:00:00 pm, Eastern Daylight Time on August 1, 2007	<b>To be sent by email to Project Coordinator Frank Lewinberg (Partner, Urban Strategies. Inc.) flewberg@urbanstrategies.com</b>
Deadline for Issuance of Addenda and for response to Submission Questions and Requests for Clarification	5:00:00 pm, Eastern Daylight Time on August 15, 2007	To be sent by Project Coordinator
<b>Submission Deadline for Prequalification Submissions</b>	<b>5:00:00 pm, Eastern Daylight Time on August 30, 2007</b>	<b>Waterfront Toronto 20 Bay Street Suite 1310 Toronto, Ontario M5J 2N8</b>
Interviews (if required)	Week of September 17, 2007	Waterfront Toronto, 20 Bay Street Suite 1310 Toronto, Ontario M5J 2N8
Short-list Announcement	Approximately end of September 2007	
RFP Issuance	Approximately Fall 2007	



## 10.2 DELIVERY OF PRE-QUALIFICATION SUBMISSIONS

10.2.1 Proponents shall submit one original and fifteen copies of their Pre-qualification Submissions, in one sealed envelope. The Proponent shall set out its name and mailing address on the envelope, and the envelope shall be clearly marked as a “Pre-qualification Submission – River Square Neighbourhood”.

10.2.2 Each Pre-qualification Submission must be delivered either by hand or by courier to Waterfront Toronto at the address and by the date and time stated in the Timetable. A receipt will be issued to the deliverer at the time of delivery.

10.2.3 The Steering Committee will not consider any Pre-qualification Submissions provided by fax or electronic means.

## 10.3 LATE PRE-QUALIFICATION SUBMISSIONS

10.3.1 The Steering Committee will reject Pre-qualification Submissions that are not submitted by the Submission Deadline.

## 10.4 FORM OF PRE-QUALIFICATION SUBMISSION

10.4.1 Proponents shall submit their Pre-qualification Submissions in accordance with the Letter of Application and the prescribed Forms attached in Appendix A.

10.4.2 Proponents should each submit each copy of their Pre-qualification Submissions as a single bound, double-sided, 8.5 x 11-inch-sized booklet, which shall have a table of contents and tabs in the following format:

- 1) Tab 1 – Letter of Application
- 2) Tab 2 – Proponent and Project Team Information – Completed Form
- 3) Tab 3 – Relevant Project Experience – Completed Forms and supportive photographs, site plans, renderings, etc.;
- 4) Tab 4 – Key Personnel Qualifications and Experience – Completed Forms;
- 5) Tab 5 – Financial Capacity information as required by Section 6.5 – Completed Financial Information Forms and, if applicable, Credit Reference Letter; and
- 6) Tab 6 – Legal Information – Completed Form.

10.4.3 Proponents shall submit only the information required as set out in this RFQ and any Addenda. Supplementary information that has not been specifically required by this RFQ will not be considered in the evaluation of a Pre-qualification Submission. Proponents should review their Pre-qualification Submissions prior to delivery to ensure that the appropriate information is submitted. The Steering Committee will not consider any designs or drawings for the Subject Lands.

## 10.5 DISQUALIFICATION OF SUBMISSION

10.5.1 Waterfront Toronto may disqualify a Proponent's Pre-qualification Submission if in Waterfront Toronto's opinion:

- a) the Pre-qualification Submission is incomplete;
- (b) the Pre-qualification fails to provide comprehensive and accurate information that is essential for the Steering Committee's evaluation of the Proponent's qualifications;
- (c) the Proponent fails to provide timely clarification or substantiation of the information supplied by the Proponent; or
- (d) the Pre-qualification Submission contains false or misleading information.

10.5.2 Waterfront Toronto will disqualify a Proponent who, in Waterfront Toronto's opinion, engages in any acts or practices that may be reasonably perceived to be made for the purposes of inappropriately lobbying or influencing the outcome of this RFQ in its favour.

## 10.6 MATERIAL CHANGES

10.6.1 Proponents shall inform the Project Coordinator in writing of any material change in the information related to Project Team Members or Key Personnel that occurs at any time during the RFQ process and that might affect the Proponents' pre-qualification status.

10.6.2 RFP Respondents will be required to update information submitted during the RFQ process at the time of proposal submission in the RFP process. The Successful RFP Respondent(s) will be required to confirm its continued status, Project Team, Key Personnel and other key information prior to the execution of an agreement.

## 10.7 SUBMISSION SHALL BE THE PROPERTY OF WATERFRONT TORONTO

10.7.1 Pre-qualification Submissions, including all correspondence, documentation and information provided to Waterfront Toronto in connection with, or arising out of, this RFQ process shall become the property of Waterfront Toronto.

10.7.2 Pre-qualification Submissions will not be returned to Proponents.

# 11 ADDITIONAL TERMS

## 11.1 ONE PRE-QUALIFICATION SUBMISSION PER ENTITY OR PERSON

11.1.1 An entity or person shall participate as a Proponent or as a Joint Venture Participant in only one Pre-qualification Submission.

11.1.2 Except for development firms and the individual or firm providing the architectural expertise to the Proponent, an entity or individual is permitted to be a subcontractor or subconsultant to more than one Proponent. Development firms and architectural expertise must be exclusive to each Proponent.

11.1.3 Development firms or individuals or firms providing architectural expertise who submit, or participate in, more than one Pre-qualification Submission in contravention of Section 11.1.2 may cause all the Pre-qualification Submissions in which that person or entity has participated to be disqualified.

## 11.2 CHANGES AFTER SHORT-LISTING

11.2.1 Short-Listed Proponents shall not make any change in the structure or formation of the Proponent, its Key Personnel or Joint Venture Participants, subcontractors or subconsultants without the prior written approval of Waterfront Toronto.

## 11.3 LEGAL MATTERS

11.3.1 Waterfront Toronto may take any of the following actions, and shall not be liable for any such actions:

- 1) amend the scope of the River Square Neighbourhood revitalization project during the RFQ process;
- 2) change or discontinue the RFQ process at any time whatsoever;
- 3) if the Steering Committee believes it has not received sufficient Pre-qualification Submissions, extend the Submission Deadline, even if the original Submission Deadline has passed;
- 4) reject or accept any Pre-qualification Submission; and
- 5) cancel the RFQ process and reject all Pre-qualification Submissions.

11.3.2 This RFQ is not an offer to enter into either a bidding contract (often referred to as “Contract A”) or a contract to carry out the project (often referred to as “Contract B”). Neither this RFQ nor the submission of a Pre-qualification Submission by a Proponent shall create any contractual rights or obligations whatsoever on either the Proponent or Waterfront Toronto or the Province, including PIR and ORC.

11.3.3 The Proponent acknowledges and agrees that the short-listing of a Proponent pursuant to this RFQ is a preliminary step only. Each Short-Listed Proponent will be evaluated further under any subsequent RFP evaluation process.

## 11.4 INFORMATION DISCLAIMER

11.4.1 Waterfront Toronto and the Province (including PIR and ORC) and their respective officers, employees, agents, consultants and advisors are not liable or responsible for any verbal or written information, or any advice, or any 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.

11.4.2 The Proponent shall conduct its own independent investigations and interpretations and shall not rely on Waterfront Toronto or the Province (including PIR and ORC) with respect to information, advice or documentation provided by Waterfront Toronto or the Province (including PIR and ORC). The information contained in this RFQ is provisional and will be superseded by the RFP and other agreement documents.

## 11.5 NO NEWS RELEASES OR PUBLIC COMMENT BY PROPONENT

11.5.1 No Proponent, Joint Venture Participant or any subcontractors or subconsultants or their employees, representatives, agents or consultants may issue a news release, or other public announcement, pertaining to details of their Pre-qualification Submission or the RFQ process without the prior written approval of Waterfront Toronto. Proponents are not permitted to make any public comment, respond to questions in a public forum or carry out any activities to publicly promote or advertise any Proponent's qualifications or interest in this RFQ process.

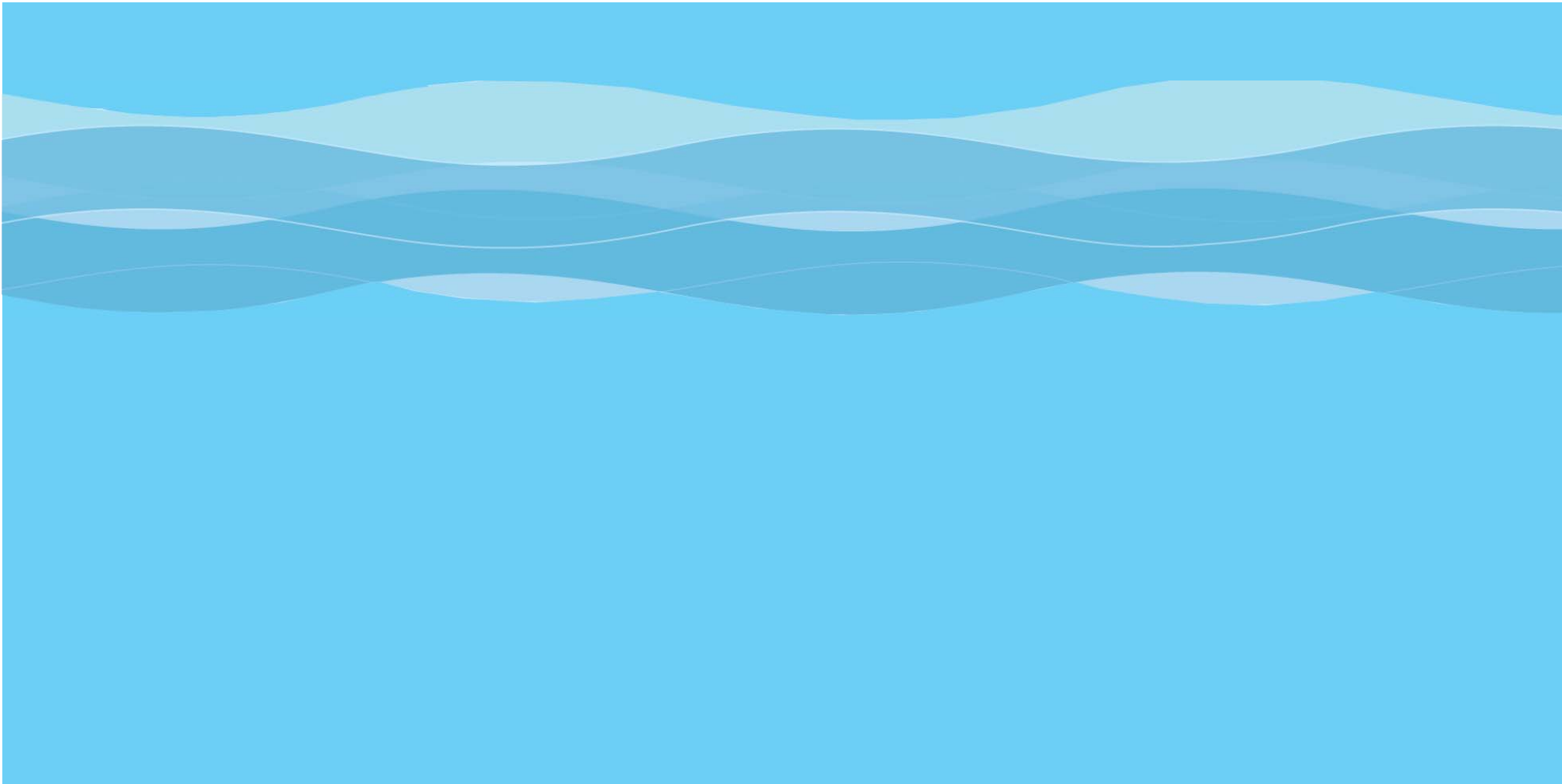
11.5.2 In the event that a Proponent contravenes Section 11.5.1 the Steering Committee may, in its sole discretion, disqualify the Proponent

and prohibit the Proponent from participating in either the RFQ or RFP processes in respect of this project.

## 11.6 NO LIABILITY FOR EXPENSES

11.6.1 Neither Waterfront Toronto nor the Steering Committee shall be liable for any expenses incurred by any Proponent in responding to this RFQ irrespective of the outcome of this RFQ process. All costs and expenses incurred by Proponents relating in any way to their Pre-qualification Submissions or this RFQ process shall be borne by the Proponents.







## Appendix A Submission Forms

Appendix A comprises the Submission Forms listed below:

Letter of Application  
Proponent and Project Team Information Form  
Relevant Project Experience Forms  
Key Personnel Qualifications and Experience Form  
Financial Information Forms  
Credit Reference Letter  
Legal Information Form

**Appendix A is provided only in electronic format on Waterfront Toronto's website:  
[www.waterfronttoronto.ca](http://www.waterfronttoronto.ca)**

All questions and enquiries  
should be sent by email to Project Coordinator

FRANK LEWINBERG  
(Partner, Urban Strategies, Inc.)  
[fl Lewinberg@urbanstrategies.com](mailto:fl Lewinberg@urbanstrategies.com)



**WATERFRONT**Toronto  
**west  
don lands**

