

**PROVINCE OF ONTARIO – CITY OF TORONTO
ENGAGEMENT ON THE FUTURE OF ONTARIO PLACE AND
EXHIBITION PLACE
TERMS OF REFERENCE**

CONTEXT

The Province of Ontario (the “Province”) and the City of Toronto (the “City”) (together, the “Parties”) have maintained a longstanding relationship, focused on the achievement of shared objectives in respect of a multitude of joint priorities and initiatives.

Building upon this strong foundation, the Province-led project on the future of Ontario Place and the City-led project on the future of Exhibition Place present a strategic opportunity for the Parties to seek a collaborative partnership, predicated on optimizing the potential of these properties/sites.

BACKGROUND

The Ontario Place Property

The Ontario Place property is a unique waterfront asset, comprising 155 acres of land and water, which once served as an iconic cultural and tourism destination between 1971 and 2012. Adjacent to the City’s downtown and the Billy Bishop Toronto City Airport, the property presents an exciting urban renewal and revitalization opportunity.

On November 15, 2018, the Province announced in the *2018 Economic Outlook and Fiscal Review* its commitment to redevelop Ontario Place, with potential for the property “to become a spectacular world-class, year-round destination that would attract local, provincial and international visitors.”

On January 18, 2019, the Province declared its intention to initiate a structured process to identify potential private sector partners to support the comprehensive redevelopment of Ontario Place. Subsequently, on May 28, 2019, the Province launched a formal “Call for Development,” which closed on September 24, 2019. Pending the identification of successful development partners, the next stages of the process will include site preparation and engagement with treaty and territorial partners, Indigenous communities, stakeholders and the public. As a “Provincial Heritage Property of Provincial Significance,” the redevelopment project will align with the Province’s “Standards and Guidelines for the Conservation of Provincial Heritage Properties,” while also facilitating comprehensive and sustainable redevelopment. The “Ontario Place Statement of Cultural Heritage Value” identifies those attributes of the property that contribute to the heritage significance of the site, and will be used to support redevelopment. Moreover, as the redevelopment of Ontario Place progresses, a portion of the property will remain open and in operation on an interim basis.

On March 5, 2021, the [Province announced the appointment of a “Special Advisor on Ontario Place Development” \(the “Special Advisor”\)](#). More specifically, the Special Advisor is tasked with providing guidance and expert advice to the Premier of Ontario and the Minister of Heritage, Sport, Tourism and Culture Industries, while working closely with the City and Indigenous communities, as well as stakeholders and businesses involved in the redevelopment project.

The Exhibition Place Property/Site

Exhibition Place is Canada’s largest entertainment and convention site, attracting over 5.5 million visitors a year to over 350 live events annually. Exhibition Place is an integral component of Toronto and Ontario’s economy, particularly with respect to conventions, sport, festivals,

**PROVINCE OF ONTARIO – CITY OF TORONTO
ENGAGEMENT ON THE FUTURE OF ONTARIO PLACE AND
EXHIBITION PLACE
TERMS OF REFERENCE**

recreation, culture and tourism. As a significant Cultural Heritage Landscape, the 192-acre waterfront landmark is home to the Enercare Convention Centre (LEED Platinum), Beanfield Conference Centre (LEED Silver), Better Living Centre, Queen Elizabeth Building, Bandshell Park, Coca-Cola Coliseum, BMO Field, Hotel X Toronto and numerous other permanent tenants and heritage buildings. This site's distinct function as both a gathering place and a catalyst of economic development combine to enrich the social fabric of the City.

Exhibition Place is owned by the City, and managed by a Board of Governors. The governance and management of Exhibition Place by the Board of Governors is set out in the *City of Toronto Act, 2006*, the City's "Relationship Framework for Exhibition Place" and Chapter 63 of the Toronto Municipal Code, "Exhibition Place, Governance." The Exhibition Place property is to be used for the purposes set out in section 406 of the *City of Toronto Act, 2006*.

In May 2019, at the request of the Board of Governors of Exhibition Place, Toronto City Council directed City staff to engage with the Board of Governors and the Province on a strategy to jointly plan the future of Ontario Place and Exhibition Place in a collaborative, cooperative and consultative manner. City Council also directed City staff to undertake a Master Plan for Exhibition Place, informed by a Cultural Heritage Landscape Assessment.

The Master Plan exercise was formally launched through a Public Open House on June 25, 2019. The plan for Exhibition Place is rooted in the policy context of the Central Waterfront Secondary Plan, which references the revitalization of the waterfront, including the broader context of a connected open space system and mobility network. The Board of Governors of Exhibition Place – at its meeting of June 24, 2020 – confirmed its support for the Master Plan, and the Master Plan Phase 1 Proposals Report was adopted by City Council on September 30, 2020.

The Exhibition Place Master Plan:

- Provides a long-term framework for physical change, and economic and program development at Exhibition Place, while recognizing the unique attributes of the property;
- Aligns with the Exhibition Place Strategic Plan; and
- Supports the potential to coordinate activities with the Province's redevelopment of Ontario Place.

The Ontario Line

In future, travel options to access these properties/sites will be considerably enhanced through the evolution of the Exhibition Place GO Station transit hub and the implementation of the Ontario Line. One of four priority projects that is being delivered per the Province's "New Subway Transit Plan for the Greater Toronto Area (GTA)" – and included under the "Ontario-Toronto Transit Partnership," announced by the Parties in November 2019 – the Ontario Line will span 15.5 kilometres, connecting both properties/sites to the City's downtown and beyond.

OPPORTUNITY FOR COLLABORATION

The Parties jointly acknowledge the opportunities for continued collaboration to enable the revitalization of the City's waterfront, with a focus on the separate – yet complementary – redevelopment of Ontario Place by the Province, and the master planning of Exhibition Place by the City.

**PROVINCE OF ONTARIO – CITY OF TORONTO
ENGAGEMENT ON THE FUTURE OF ONTARIO PLACE AND
EXHIBITION PLACE
TERMS OF REFERENCE**

It is anticipated that future development at these properties/sites will yield the following benefits to the City, region and the Province:

- Increased economic development in the immediate and surrounding area and economic sustainability;
- Job creation through construction and future operations;
- Boosts to the tourism industry, while, more specifically, enhancing the profile of the Central Waterfront for local, provincial and international visitors;
- Enhanced connectivity of, and access to, the waterfront and other local attractions, through improved transit links and revitalized and expanded open spaces and parks;
- Heightened environmental sustainability, and resiliency for the Ontario Place and Exhibition Place properties/sites, incorporating leading best practices;
- Feature Indigenous design and programming opportunities at Ontario Place and Exhibition Place through engagement and co-creation with Indigenous communities;
- Opportunities for complementary programming at both properties/sites, as well as synergies between the activities/land uses; and
- Conservation of these two significant heritage properties.

As such, this Terms of Reference document (“ToR document”), prepared without prejudice, outlines the core elements proposed to form the basis of the engagement process to be undertaken by the Parties, aligned with (as outlined in further detail below):

- The shared objective and principles identified by the Parties to govern the exercise; and
- The defined roles and responsibilities of the Parties during the exercise.

SHARED OBJECTIVE & PRINCIPLES

Through the engagement process, the Parties are seeking a partnership arrangement that optimally supports the implementation of the Ontario Place redevelopment, while also advancing the long-term framework for physical change, and economic and program development at Exhibition Place.

Moreover, the following principles (presented in no particular order) will guide the engagement process between the Parties:

- Good Governance: Development of a Province-City governance approach that drives productive collaboration, matches to the respective responsibilities of the Parties, and is respectful of/subject to Provincial and City decision-making.
- Effective Approach to Enable Timely and Cost-Effective Delivery: Ensuring an efficient and clear pathway to the partnership, which will: allow for continued project progress and reflect project timelines; ensure fiscal prudence and optimize value for taxpayers; and promote fairness and a transparent process.
- Openness & Responsiveness: Mutual assurance of transparency and accountability by both Parties, demonstrated through consulting on projects of joint strategic interest, sharing of information in a timely manner, and respect for the confidentiality of information, as required.
- Respect for Indigenous rights: Advancing truth and reconciliation by meaningful engagement with treaty partners and urban Indigenous communities.

**PROVINCE OF ONTARIO – CITY OF TORONTO
ENGAGEMENT ON THE FUTURE OF ONTARIO PLACE AND
EXHIBITION PLACE
TERMS OF REFERENCE**

- Engagement of the Public/Other Stakeholders: Shared commitment– consistent with the roles and responsibilities of the Parties, outlined below – to engage the public and other stakeholders, undertaken jointly when/as appropriate, in respect of the Ontario Place redevelopment and the Exhibition Place master planning processes.

ROLES & RESPONSIBILITIES

Unless otherwise specified, the broad delineation of roles and responsibilities between the Parties in both pursuing the aforementioned shared objective and realizing the desired engagement process is as follows:

- Province: Overall lead and accountability for the delivery of the Ontario Place redevelopment, including in respect of:
 - Establishing the vision for the redeveloped Ontario Place;
 - Spearheading negotiations with prospective third parties;
 - Acting as the singular commercial interface with third parties; and
 - Engagement and consultation with Indigenous communities, other stakeholders and the public for the Ontario Place property.
- City: Overall lead and accountability for the delivery of the long-term framework for physical change, heritage conservation, and economic and program development at Exhibition Place, including in respect of the responsibility for the [Exhibition Place Master Plan](#) and the Board of Governors-approved Strategic Plan, which sets the direction and business activities for Exhibition Place.

ENGAGEMENT PROCESS SCOPE OF WORK

The Parties agree to undertake a suite of collaborative activities comprising the scope of work, in accordance with the objective/principles and roles/responsibilities defined above:

- The implementation of an Ontario Place site-wide redevelopment strategy will consider:
 - The Province-led delivery model;
 - Provincial legislative requirements, pursuant to the *Ontario Heritage Act* (Part III.1 and Part VI, when required);
 - Municipal approvals and permitting needs;
 - Site preparation works, including a site servicing solution at, across, and to the site; and
 - Land requirements, including transfer/acquisition and future conveyance requirements for parks, roads, utility easements and other works.
- Coordinating, where applicable/appropriate, Ontario Place redevelopment implementation and the master planning at Exhibition Place, including alignment of Ontario Place redevelopment with adjacent opportunities, such as last-mile transit solutions from the Ontario Line and connections between Ontario Place and Exhibition Place, as well as public spaces, parks, trails and the broader waterfront.

In addition, the Parties may seek other strategic opportunities related to joint priorities identified by the Parties during the engagement process.

**PROVINCE OF ONTARIO – CITY OF TORONTO
ENGAGEMENT ON THE FUTURE OF ONTARIO PLACE AND
EXHIBITION PLACE
TERMS OF REFERENCE**

RULES OF ENGAGEMENT

The engagement process will be guided by the applicable principles and provisions of the Toronto-Ontario Cooperation and Consultation Agreement (T-OCCA), renewed in September 2019, and will operate within the T-OCCA framework.

Building upon this foundation for collaboration, the Parties further commit to the following:

- Principles-Based Discussion: The Parties agree to an ongoing dialogue matched to the objective and principles identified in this ToR document.
- Good Faith Engagement: The Parties shall, at all times, engage in good faith, without prejudice, and in a manner consistent with the authorities and mandates conferred by their respective orders of government.
- Reciprocal Exchange of Information: The Parties will share, in a timely manner, information and documentation required to further the work of the “Executive Steering Committee” (referenced below), subject to: the exclusions outlined in T-OCCA; an individual Party’s obligations in respect of the non-disclosure of confidential or personal information; and applicable laws.
- Transparency & Communications: The Parties shall mutually examine the requirements for the public disclosure of the engagement process in the interest of ensuring transparency. That is, the Parties will consider planning and implementing joint communications activities marking milestones associated with the ongoing process.
- Confidentiality: All persons designated by the Parties to partake in the engagement process shall be deemed to be bound by the confidentiality obligations contained in T-OCCA and such other obligations as the Parties may agree to put in place or may be otherwise required by law.
- FIPPA/MFIPPA: Furthermore, the Parties acknowledge that any information created or provided in connection with this ToR document is subject to disclosure under the requirements of the *Freedom of Information and Protection of Privacy Act* (FIPPA) and the *Municipal Freedom of Information and Protection of Privacy Act* (MFIPPA), where applicable.

GOVERNANCE APPROACH – COMPOSITION & STRUCTURE

- Collaboration amongst the Parties will be structured and governed primarily in accordance with three tiers of engagement: an “Executive Steering Committee,” a “Secretariat” and a “Project Delivery Team,” each of which is described in greater detail below.
- The engagement process will be operated within the T-OCCA framework and the T-OCCA provisions apply to the Executive Steering Committee and the working groups.
- Notwithstanding the foregoing, and regardless of the participation of the City and the Province at any level of the engagement process outlined in this ToR document, neither the City nor the Province will be bound by any decisions or recommendations of the Executive Steering Committee, or subsidiary working groups, unless and until each of the City or the

**PROVINCE OF ONTARIO – CITY OF TORONTO
ENGAGEMENT ON THE FUTURE OF ONTARIO PLACE AND
EXHIBITION PLACE
TERMS OF REFERENCE**

Province, as the case may be, has secured all internal approvals required by applicable law or policy.

Executive Steering Committee

The Executive Steering Committee will enable senior-level government-to-government engagement. The Executive Steering Committee will be supported in the execution of its duties by a dedicated secretariat (the “Secretariat”).

The Executive Steering Committee will:

- Provide a forum for strategic-level discussions amongst the Parties, in respect of the future of the Ontario Place and Exhibition Place properties/sites; and
- Consider alignment of the Ontario Place redevelopment and the Exhibition Place master planning processes with broader areas of mutual interest between the Parties.

The overarching mandate of the Executive Steering Committee is to:

- Encourage the Parties to abide by the mutually-agreed principles articulated in this ToR document;
- Undertake the scope of work outlined in this ToR document to implement the engagement process; and
- Establish the strategic direction for the Project Delivery Team responsible for engagement on technical matters underpinning the scope of work outlined in this ToR document.

The Executive Steering Committee will comprise the following individuals:

Province

- Province’s Special Advisor
- Deputy Minister, MHSTCI
- Assistant Deputy Minister, Transformation and Delivery Office, MHSTCI
- President & CEO, Infrastructure Ontario (as required)
- Vice President, Commercial Advisory and Strategy, Infrastructure Ontario

City

- City Manager
- Deputy City Manager, Infrastructure & Development Services
- Chief Executive Officer, Exhibition Place
- Chief Planner and Executive Director, City Planning

The Executive Steering Committee will convene monthly, and may meet more frequently, as required. Moreover, the Parties agree that:

- The agenda will be jointly confirmed no later than two (2) business days in advance of a meeting;
- A work plan – reflecting key deliverables and associated timelines – will be mutually developed and maintained to guide the intergovernmental collaboration; and
- Meeting attendees are limited to the membership of the Executive Steering Committee. However, subject to the agenda for a given meeting and the Parties’ agreement, additional participants may be invited to attend. Representatives from the Secretariat may attend to facilitate communications and liaison between the Executive Steering Committee and the Project Delivery Team.

**PROVINCE OF ONTARIO – CITY OF TORONTO
ENGAGEMENT ON THE FUTURE OF ONTARIO PLACE AND
EXHIBITION PLACE
TERMS OF REFERENCE**

Secretariat

The Secretariat will be composed of the following:

Province

- Director, Public Affairs and Stakeholder Relations, Transformation and Delivery Office, MHSTCI
- Director, Project Delivery, Transformation and Delivery Office, MHSTCI
- Senior Project Management Advisor, Transformation and Delivery Office, MHSTCI
- Director, Commercial Advisory and Strategy, Infrastructure Ontario
- Other Provincial officials, as required

City

- Director, Intergovernmental and Agency Relations, City Manager's Office
- Director, Waterfront Secretariat
- Director, Indigenous Affairs Office
- Director, Stakeholder Management and Strategic Planning, Exhibition Place
- Other City officials, as required

This dedicated team of Provincial and City representatives will support the Executive Steering Committee by undertaking the following core functions (non-exhaustive):

- Developing – and the tracking of – the work plan, which will govern the engagement activities of the Executive Steering Committee;
- Conveying the strategic direction provided by the Executive Steering Committee to the technical working groups comprising the Project Delivery Team;
- Coordinating through the Project Delivery Team the technical/project delivery inputs required by the Executive Steering Committee to advance the scope of work articulated in this ToR document;
- Agenda setting, meeting organization and meeting minute taking;
- Issues resolution and management (as appropriate/applicable) on behalf of the Executive Steering Committee; and
- Other general secretariat duties.

Project Delivery Team

This tier of engagement is composed of a series of Provincial and City staff-level working groups that: (i) are accountable to the Executive Steering Committee through the Secretariat; (ii) are empowered to advance project delivery; and (iii) will focus on technical matters to support the implementation of the Ontario Place redevelopment and adjacent/related projects of shared priority.

The project management and technical working groups will focus on project implementation and be responsible for:

- Advancing the technical work streams required to enable the implementation of the Ontario Place redevelopment and adjacent/related projects of shared priority;
- Adhering to the strategic direction established by the Executive Steering Committee to help facilitate the engagement process; and
- Regularly interacting with the Secretariat to ensure that:
 - The technical/project delivery inputs sought by the Executive Steering Committee – and consistent with the scope of work featured in this ToR document – are provided in a timely manner; and

**PROVINCE OF ONTARIO – CITY OF TORONTO
ENGAGEMENT ON THE FUTURE OF ONTARIO PLACE AND
EXHIBITION PLACE
TERMS OF REFERENCE**

- Any issues that may arise during the engagement process are identified for resolution.

Furthermore, each working group:

- Will include representatives from both Parties; and
- Will be governed by defined work terms, which will identify the purpose, mandate and membership of each group.

GENERAL

This ToR document:

- Replaces the “Memorandum of Understanding in respect to the Ontario Place revitalization and Exhibition Place revitalization,” between the City and Province, dated 16th November 2016;
- Supercedes any existing non-disclosure agreements entered into with respect to the subject matter of this ToR document;
- Is non-binding and is not intended to create obligations on the Province or the City that do not exist in contract, in law or otherwise;
- Will be reviewed annually; and
- May be revised on recommendation of the Executive Steering Committee.

**PROVINCE OF ONTARIO – CITY OF TORONTO
ENGAGEMENT ON THE FUTURE OF ONTARIO PLACE AND
EXHIBITION PLACE
TERMS OF REFERENCE**

Executed by the Parties on the dates written below.

HER MAJESTY THE QUEEN IN RIGHT OF ONTARIO

Signature:

Name:

Title: Deputy Minister, Ministry of Heritage, Sport, Tourism
and Culture Industries

Date of Signature:

CITY OF TORONTO

Signature:

Name:

Title: City Manager

Date of Signature:
