

An aerial photograph of Toronto, Ontario, Canada, showing the city skyline with numerous skyscrapers and the waterfront area. The CN Tower is visible on the right side. The water is a deep blue, and there are several boats in the harbor. The foreground shows a large, open area that appears to be a development site or a park. The text "Toronto Waterfront Opportunity" is overlaid in the center in a large, white, sans-serif font.

Toronto Waterfront Opportunity

Ontario Place | Call For Development

Ontario 

 COLLIERS
CAPITAL
MARKETS
CANADA



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Premier's Greeting

Ontario's government is making the Ontario Place site a world-class, year-round destination once again.

Our government is revitalizing this unique waterfront site; we are making it an iconic, spectacular destination that will attract local and international visitors. This site could include landmarks such as recreational and sports facilities, public spaces and parks, retail and entertainment attractions.

Our government supports the power, innovation and creativity of the private sector as a vital part of the transformation process. Ontario is open for business and we are open for jobs.

That's why we are actively searching for the best partners from around the world to work with us on this unique opportunity. I encourage you to submit your ideas. We are looking to people like you to help us achieve our vision.

On behalf of the Government of Ontario, I look forward to working with you to shape the exciting future of the Ontario Place site.



Doug Ford
Premier of Ontario



Ontario Place



1. The Vision

The Government of Ontario’s vision for the Ontario Place Site is a world-class year-round destination that will attract local, provincial and international visitors – with potential landmarks such as sports and entertainment attractions, and retail. These landmarks could be complemented by recreational facilities, public space / parks and the existing amphitheatre.

1.1 The Opportunity

Every great city has remarkable places that welcome the world. Activities that ignite energy. Buildings that inspire. Experiences that bring people together to laugh, celebrate and create memories. Ontario Place is waiting to once again become remarkable.

On behalf of the Government of Ontario, KPMG / Colliers (“the Advisors”) invite you to re-imagine the potential of this high-profile waterfront site (“the Site”), and put forward a development concept that will distinguish Toronto and Ontario in the eyes of the world.

this opportunity is about
creating something remarkable

Through this Call for Development, the Government of Ontario is seeking a visionary partner (or partners) with ideas to deliver transformational change that is aligned with the Government’s vision for the Site as a world-class, year-round destination with global appeal – attracting millions of local, provincial, national and international visitors to its landmark entertainment, sports, commercial, recreation and / or leisure attractions. The scale and profile of the Site demands big, bold ideas.

Through this process, the Government of Ontario is providing the opportunity to comprehensively develop and reinvent the Site, building on its many strengths:



A waterfront site of rare scale and profile, offering up to 68 acres (28 hectare) of land and 87 acres (35 hectare) of water;



Located in the heart of Canada's largest and most prosperous city, anchoring one of the fastest-growing regions in North America;



Positioned to take advantage of the Greater Toronto Area (GTA)'s continued rapid growth and evolution as one of North America's strongest economic engines;



Served by local and regional transit, highway, rail access, and airport access, the location is a gateway to the city for residents and visitors alike;



Proximity to Toronto's Financial Core, growing neighbourhoods, technology clusters and Exhibition Place – the city's premier destination for sports events, trade shows, and family entertainment;



Benefiting from the Government's recently announced \$10.9 billion investment to construct a new subway line direct to the site by 2027 (the 'Ontario Line'); and



Opportunity to partner with the Government of Ontario in a shared vision to create a bold new development.

Like New York, Chicago, London and Hong Kong before us – by combining the strengths of the public and private sectors, we will transform a nostalgic but under-utilized asset into a one-of-a-kind place, an uplifting source of pride for individuals and families from across Ontario and beyond.

The Government of Ontario is committed to exploring a wide range of bold ideas and accelerating the development process for its selected partners. We welcome your inspiration.

1.2 Development Objectives

The Government of Ontario is committed to make change happen quickly and efficiently. We are seeking Submissions from individual companies, organizations, teams, or consortia teams with the appropriate experience and capacity to enter into a long-term lease arrangement to design, implement, and operate their proposed development concept on the Site.

Development concepts could propose a single use or a cluster of complementary uses, including entertainment, recreation, sports, hospitality and retail. No residential development or casino use will be permitted on any part of the Site. Although the government's preference is for comprehensive development of the entire Site, smaller-scale creative and bold concepts may also be considered for portions of the Site. Modifications to the Site may be contemplated, dependent upon an appropriate development concept.



Downtown Toronto



A rare and distinctive
development opportunity



2. Offering Parameters

This Call for Development is designed to provide as much flexibility as possible for Participants to propose unique - yet financially viable and sustainable - concepts for development. The Government of Ontario is seeking commercially-led solutions, with a strong focus on entertainment and leisure, but is open to all viable ideas. While development concepts are encouraged to be ambitious and bold, they should adhere to the following offering parameters:

Site Uses:

- The areas available for development include the entirety of the East Island, the West Island, the mainland, the pod complex, and the Cinesphere cinema. There are no limitations on the use and / or retention of existing assets on Site, with the exception of the Budweiser Stage, as set out below.
- Proposals can request to develop all or a portion of the available Site.
- The north and south marinas can be reconfigured, relocated and / or modernized as part of a development concept. Portions of the marina(s) may be removed, however, a marina use must be maintained somewhere on Site.
- Development of the land currently under lease to Live Nation Entertainment (Budweiser Stage area) will not be considered for the duration of their lease. (See below for more information on Live Nation Entertainment lease terms.)
- Across the Site, a minimum of 7.5 acres (3 hectare) of parkland must be provided. Concepts that propose the use of any part of Trillium Park will be required to replace this area with a new contiguous park space of an equivalent size elsewhere on the Site.
- Residential development or casino uses will not be permitted on the Site.

Leased Area:

- Participants may identify all or part of the Site (including the water area) as the leased area. Preference is for Submissions that are comprehensively planned and utilize the entire Site. Refer to Figure 1 for general boundaries of the Leased Area.

Figure 1: The Site and General Boundary of Leased Area



Public Access:

- There is no requirement for unrestricted public access. If necessary, access to all or portions of the Site can be controlled and should reflect the commercial requirements of the individual Submissions.
- Depending on the nature of the proposed concept, the Government may be willing to undertake site access enhancements.

Live Nation Entertainment Lease Terms:

Live Nation Entertainment (“LNE”) is one of the world’s leading live entertainment companies, event promoters and venue operators.

LNE operates the 16,000 seat event facility (Budweiser Stage) on the Centre Island, hosting more than 50 events a year and welcoming more than 650,000 visitors annually. New in 2019 is the addition of The Lakehouse. A year-round premium lounge located within the Budweiser Stage. LNE operates on Site pursuant to a long-term lease, which if all options are exercised, could extend to 2030. Among other provisions, the lease:

- provides for non-exclusive use of common elements on the East Island to enable safe access for patrons to and from the Budweiser Stage;
- exclusive use of specific areas of the East Island from approximately two hours before gate opening for the duration of an event;
- prevents any activities that may be visually or audibly disturbing to, or that might otherwise interfere with, performers or an audience;
- requires at least 1,200 parking spaces to be maintained; and
- restricts certain types of events, including commercial contemporary music events, from occurring without Live Nation’s consent across all of Ontario Place.

In addition to the leased areas identified above, LNE executes additional live-events on the East Island from time to time through rental agreements, including at Echo Beach.

More information on the lease terms is available in the data room. Participants are welcome to engage with representatives from Live Nation Entertainment if the scope and / or scale of their development concept would benefit such discussions with adjacent tenants.

Water:

- Submissions that propose modification to areas of water will be considered, however, modifications should be sensitive and carefully considered.
- Water access to the Site must remain.

Parking:

- Participants should consider the adequacy of parking for their development concept. There are approximately 1,270 surface parking spaces on Site shared between all users. An additional 5,150 surface parking spaces and 1,300 underground spaces are available at Exhibition Place immediately north of the Site. Parking at Exhibition Place is owned and operated by the City of Toronto.

2.1 Government Contributions

The Government of Ontario is committed to realizing a new future for this high-profile Site. Depending on the nature of what is being proposed, the Government is willing to offer support to its development partner(s) in one or more of the following ways:

Non-financial Support:

- Support any necessary government approvals from all levels, i.e., municipally, provincially and federally.
- Work to increase accessibility to the Site, including improving transit connections and / or other infrastructure.
- In recognizing that the lease term may depend on the nature of the development concept and related capital investment, Participants may propose a term that they believe is required to facilitate their proposal. Proposed uses must be conducive to a lease arrangement, as the Government of Ontario will only consider concepts that can be implemented under such an arrangement. A land sale or transfer of ownership will not be considered.

Financial Support:

- The Government of Ontario is committed to ensuring that the Site is ready for development. As land owner, the Province will take responsibility for ensuring that adequate utilities and services (electrical, sewer, waters systems) are provided to the Site and that any necessary soil management measures and / or remediation requirements to realize development are undertaken. This level of support, however, is dependent upon an appropriate development concept.
- The Government of Ontario has made a firm commitment to invest \$10.9 billion to enhance transit access to the Site with the development of a new subway line and terminus serving the Ontario Place / Exhibition Place area. Construction is to be undertaken on an accelerated schedule, with the new subway line expected to be fully operational as early as 2027.
- The Government will not be making any financial contributions towards the design or construction of any proposed facilities. Proposals that require capital investments for planning, design or construction from the Government will not be considered.
- The Government will not be making any financial contributions towards on-going operations or maintenance of any proposed facilities or programming.
- The Government will not be making any financial contribution to the design, construction or maintenance of any public or private realm that is part of the development concept.
- Development concepts should be commercially-viable and self-sustaining. Proposals that require operating grants or funding in any way (other than that set out above for site access and readiness) will not be considered.



Ontario Legislative Building, Queen's Park



Yonge-Dundas Square. Photograph from Destination Ontario.



3. The Toronto Market

Toronto is a dynamic, connected and truly global city. It is the undisputed economic engine of both Ontario and Canada and is one of the largest and fastest-growing regions within North America. Experiencing significant population and job growth in recent years and welcoming millions of visitors annually from both local and international destinations, Toronto has matured into a city of choice for living, playing and entertainment.

committed to making
change happen

3.1 Economic Stability and Growth

Toronto is home to almost 3 million people and is located at the centre of the 6.9 million strong Greater Toronto Area (“GTA”). Expected to approach a population of 9.7 million residents by 2041, the GTA is one of the fastest growing regions in North America.

As Canada’s premier financial and economic hub, the GTA is an economic powerhouse generating one-fifth of Canada’s GDP and is home to 40% of the country’s business headquarters. The City of Toronto boasts strong and steady GDP growth, outpacing the national average by about 0.6%, and experiencing employment growth of 16% between 2008 and 2017. This growth will continue to bolster the need for development and investment within the region.

Toronto has established itself as a technology hub and is primed for innovation-fueled growth. In 2018, more technology jobs were created in Toronto than in Silicon Valley, New York and Boston combined.

3.2 An Internationally Competitive Market

Toronto has established itself as one of the most attractive business environments in the world, offering a diverse and highly educated labour force, strong and stable business environment and diverse industries. Downtown Toronto is the economic engine of the city, with over 600,000 employees, 79 million square feet of office space and over 80,000 residential units under construction. A highly skilled workforce, a stable investment climate and low corporate tax rates have helped Toronto create one of the most competitive business environments in the world.

3.3 The Best Quality of Life

Toronto offers one of the highest 'quality of life' experiences in the world. The latest Economist Intelligence Unit index of City Rankings named Toronto as the "Best Overall" for quality of life and the safest metropolitan area in North America. Mercer's Annual Quality of Living Rankings placed Toronto as one of the top global cities for overall quality of life, determined by factors such as healthcare, local economy, safety and education attainment.

3.4 A Vibrant and Rich Culture

Toronto is one of the most culturally diverse and vibrant cities in the world. With over 230 different nationalities represented within the city, and nearly 40% of Toronto's population foreign born, Toronto is internationally recognized for its safety, diversity and rich culture. Its urban experience stems from its multiculturalism and the unique cultural events and festivals that are celebrated throughout the city.

3.5 A Thriving Tourism Sector

Toronto continues to be the leading tourism destination in Canada given its diverse culture, attractions, events and entertainment. Toronto welcomes more than 43 million visitors a year who contribute over \$8.8 billion annually to the city. Many of Toronto's most popular landmark attractions are located in close proximity to the Site.

3.6 A Visionary Waterfront

Over the past 20 years, the Toronto waterfront has been redefined and reborn. Today it is a bustling destination for visitors and residents alike. A new public realm laid the foundation for billions of dollars in investment, realized through residential, office, retail and institutional development. The Site is a unique opportunity to create another destination on Toronto's remarkable waterfront.

As Toronto emerges as one of the world's top cities, its residents and visitors will need expanded opportunities to recreate and be entertained. The Site represents a unique opportunity to create something remarkable that can capitalize on the many strengths of the city.

4. Ontario Place

4.1 The Site

This section provides an overview of the Site and surrounding area. For technical details regarding the Site, refer to documents available on the data room as outlined in Section 5.1.2.

Located at 851 and 955 Lake Shore Boulevard West, Toronto, the Site is situated at the western gateway of Toronto only four kilometers from Toronto’s thriving financial core. Surrounded by densely populated neighbourhoods and high-value employment hubs, the waterfront Site is in close proximity to transit, regional rail, airports and a provincial highway system, making it within easy reach of almost seven million residents.

Reclaimed from Lake Ontario, the Site was designed with three distinct, yet inter-connected, islands surrounded by a series of sheltered lagoons and the open water of Lake Ontario. The carefully considered design of the Site delivered unparalleled water vistas and a strong interplay between the Site, the lake and the city skyline. Refer to Figure 2 for Site context. Additional details on the Site are provided in the data room.

located in the heart of the city



Figure 2: Site Context

4.2 Land and Water Assets

The Site is a unique mix of land and water assets. Of the 155-acre (63 hectare) Site, land assets comprise 68 acres (28 hectare) of property and includes the following zones, refer to Figure 3:

- **East Island:** The 25-acre (10 hectare) East Island offers a mix of soft and hard landscapes. This area is frequently used to host cultural and commercial events. Opened in 2017, Trillium Park offers 7.5 acres of new parkland with skyline views from the easternmost edge of the island. The East Island also contains a two-storey administration building, a maintenance building and a works yard.
- **West Island:** The 15-acre (6 hectare) West Island is a mix of a naturalized area - containing mature vegetation, a beach area and a waterside trail - and an events area, containing the former 'Children's Village', performance stage and plaza space. The West Island is also home to the former 'Wilderness Adventure' log flume ride, which has been partially removed.
- **Centre Island:** The 9-acre (3.6 hectare) Centre Island is home to the 16,000 capacity Budweiser Stage and its back of house facilities, operated by Live Nation Entertainment. This area is under lease through to 2030 and is currently outside of the Call for Development scope.
- **Cinesphere and Pod Complex:** Bridging the East and the West islands is a cluster of original structures, including a 240-slip marina, a complex of five interconnected pods suspended above the water, the domed Cinesphere containing an IMAX cinema, a former restaurant building and a concourse bridge linking the East and West islands.
- **Mainland:** 20-acres (8 hectare) of land between the inner lagoon and Lake Shore Boulevard West used primarily for parking (1,270 spaces). A two-storey security building and ticketing office are also located on the mainland. Six access points connect the mainland to the islands.

Water assets make up almost 87 acres (35 hectare) of the Site, including the following zones:

- **Lake Ontario:** The Site includes large areas of water to the south and west of the islands.
- **Inner Lagoons:** Two connected fresh water lagoons are sheltered from Lake Ontario on the north side of the Site. Previously the lagoons provided the setting for in-water activities.
- **Water Inlets:** The landforms allow for several inlets to weave through the islands, creating unique, landscape features with streams and ponds.
- **South Marina:** Adjacent to the pod complex and Cinesphere, the South Marina provides mooring spaces for 240 boats.
- **North Marina:** A linear dock provides mooring for up to 40 boats along the northern edge of the inner lagoon area.

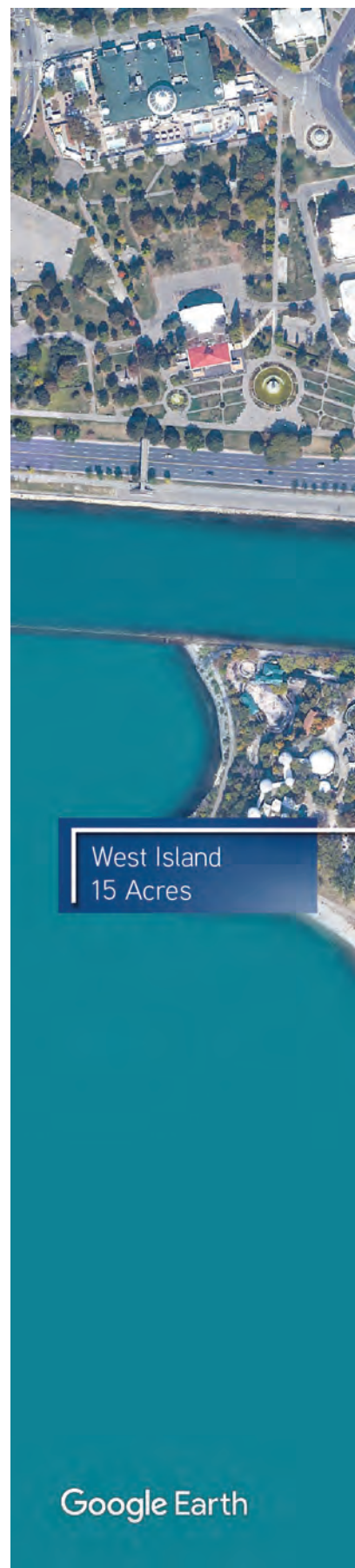


Figure 3: Labeled Aerial of the Land and Water Assets



Trillium Park
7.5 Acres*

* Trillium Park's acreage is part of East Island.



4.3 Buildings and Amenities

Constructed in the early 1970s, the site contains several structures that are available for redevelopment and / or adaptive reuse. Refer to Figure 4 for a locational plan of key structures currently on Site. Additional information on these structures is provided in the data room:

1. **Pod Complex:** At the heart of the site is a complex of five interconnected pods suspended above the fresh-water lagoon. Each pod provides more than 8,000 square feet of flexible space for a total of over 40,000 square feet of flexible space.
2. **Cinesphere:** Connected to the elevated pod complex is the Cinesphere, a triodetic dome that introduced the world's first ever permanent IMAX cinema (614 seat capacity). In 2017 the cinema was upgraded with the latest IMAX digital laser technology and sound system.
3. **West Commons:** This outdoor multi-purpose space on the West Island is bordered by four single-storey seasonal structures, all served by water and electricity. The West Commons area also includes a washroom facility, a stage area, and a plaza space.
4. **Budweiser Stage:** The 16,000 seat capacity Budweiser Stage hosts more than 50 music events a year and welcomes 650,000 visitors annually. Budweiser Stage is one of the most successful outdoor amphitheaters in the world by ticket sales. This facility is not available for redevelopment until its lease expires.
5. **Vista Eatery:** Located on the south side of the East Island is a kitchen facility and an open air patio area overlooking Lake Ontario.



6. **River Bar:** An open-air bar that can accommodate 200 persons.
7. **West Entrance Building:** The 10,000 square foot facility provides controlled access to the Pod Complex and the Cinesphere from the mainland. The two-storey building contains security offices, a ticket kiosks, washroom facilities, and utility infrastructure.
8. **Administrative Building:** The 16,000 square foot two-storey Administrative Building is located on the East Island adjacent to Trillium Park and the Site's Maintenance Building.
9. **Maintenance Building and Yard:** The 17,000 square foot Maintenance Building is adjacent to the Administrative Building.
10. **Echo Beach:** A 5,000 capacity outdoor concert venue adjacent to the inner lagoon.
11. **Trillium Park:** Opened in June 2017, the Trillium Park offers 7.5 acres (3 hectare) of park space with a gazebo structure, indigenous art, fire pit, events area, climbing rocks and all-season washroom facilities.
12. **William G. Davis Trail:** A 1.3 kilometers trail across Trillium Park connects into the Pan Am Path and Trans Canada Trail on the mainland.
13. **East Island Commons:** A 5-acre multi-purpose event space on East Island that will temporarily house Cirque du Soleil performance space in the fall of 2019.

There are several other structures on the Site including a cluster of nine vacant concrete silos, a marina-side restaurant (not currently operational), a marina store and fuel pump, a Japanese Temple Bell, a beach area and several seasonal washroom facilities spread across the Site.



4.4 Transit and Vehicular Access

Vehicular access to the Site is via Lake Shore Boulevard West, which is in close proximity to the Gardiner Expressway (a municipal highway that is integrated into the provincial highway system). The closest streetcar LRT transit connection is approximately 900 m away at Exhibition Place and operated by the Toronto Transit Commission (“TTC”). Three streetcar services operate from Exhibition Place. The Exhibition Place Transit hub also provides two bus services and regional and commuter rail services (“GO Transit”, operated by Metrolinx, an agency of the Government of Ontario).

There are approximately 1,270 surface parking spaces on the Site, shared between all existing users. An additional 5,150 surface parking spaces and 1,300 underground spaces are available at Exhibition Place immediately north of the Site which is owned and operated by the City of Toronto.

Figure 5: Ontario Line in context of city-wide transit network

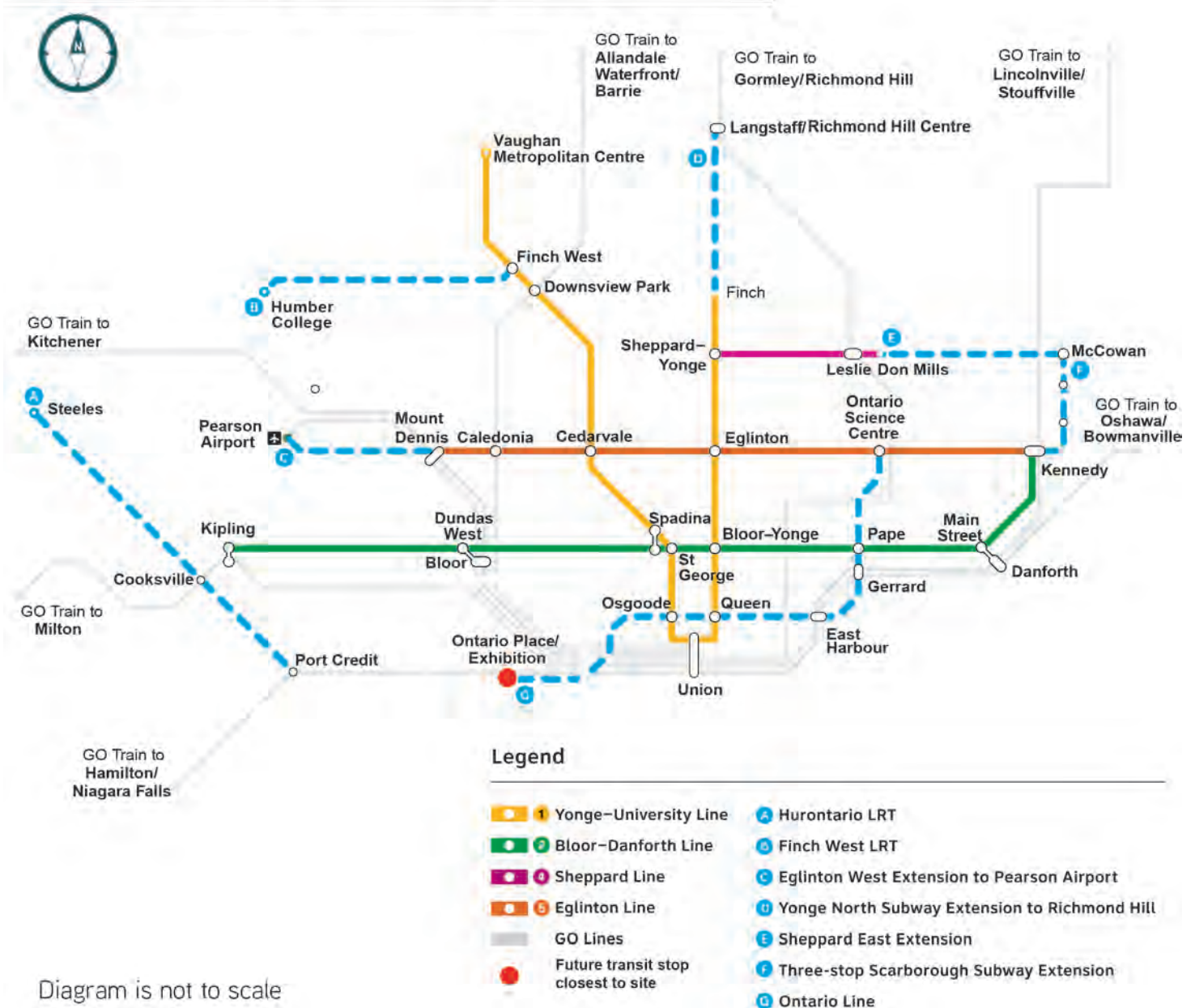


Diagram is not to scale

There is a significant Government-led effort to enhance transit service across the GTA, including delivering new and upgraded services to this part of the city. In April 2019, the Government of Ontario committed to the largest program of subway building in Canada's history with the development of five new transit lines over the next 12 years, for a total capital investment of \$28.5 billion. Specific transit initiatives that will impact the Site include:

- **'Ontario Line' Subway Expansion to the Site:** The Government of Ontario has committed a \$10.9 billion investment to expand Toronto's subway line by introducing a new line – the Ontario Line – between the Ontario Place Site and the Ontario Science Centre in the north-east of the city as early as 2027. This new subway line will move more than 400,000 passengers per weekday and provide direct subway access from the city's core to Ontario Place (refer to Figure 5). The Ontario Line is one of five new subway lines included in the Government's transit commitment for the Greater Toronto Area.
- **Upgrades to GO Commuter Rail System:** The Provincial Government and the City of Toronto are working together to upgrade, expand and diversify GO commuter rail services across the GTA. The plan will allow commuter rail to be utilized as local transit. To deliver this objective, 6 new GO rail stations are being introduced across the GTA. As part of this plan, a new GO rail station is proposed at Liberty Village. This is in addition to the GO rail station currently at Exhibition Place.
- **Additional Bus Services:** In summer 2018, the TTC extended local bus service to the Site on an interim basis. The Government of Ontario is supportive of on-going enhancements to bus service and is willing to work with the TTC to realize improvements.
- **'Transit Reset' Initiative:** The City of Toronto, in partnership with the TTC and Waterfront Toronto, is undertaking the Waterfront Transit "Reset" study, including a comprehensive assessment of needs and options for transit improvements for the waterfront area. Phase 1 and Phase 2 studies were completed in 2016 and 2018, respectively. The City of Toronto is now moving forward with next steps in the Waterfront Transit Network Plan that involves studying the connection of higher order transit between Union Station and Queens Quay.

4.5 Site Ownership

The Site is owned by the Government of Ontario. The lease would be a direct lease as between the Government of Ontario and the Partner(s). The Province will ensure that the appropriate conditions are in place to facilitate access to the Site, as required for the realization of the proposed concept(s). Refer to the data room for a detailed Site ownership map.

Figure 6: Site's Surrounding Context



Attractions

1. BMO Field (Toronto FC / Toronto Argonauts)
2. Coca Cola Coliseum (Toronto Marlies hockey)
3. OVO Athletic Centre (Toronto Raptors training)
4. Enercare and Beanfield Centres (Conference Centres)
5. Rogers Centre (Toronto Blue Jays)
6. Scotiabank Arena (Toronto Maple Leafs & Toronto Raptors)
7. Metro Toronto Convention Centre
8. Ripley's Aquarium
9. Medieval Times

Landmarks

1. CN Tower
2. Fort York Historic Site
3. Toronto City Hall / Nathan Phillips Square
4. Eaton Centre & Yonge Dundas Square
5. University of Toronto
6. Ryerson University
7. Harbourfront Centre
8. Queen Street West (retail / entertainment)
9. Legislative Assembly of Ontario

Parks

1. Marilyn Bell Park
2. Coronation Park
3. Trinity Bellwoods Park
4. The Bentway

Exhibition Station
Transit Hub

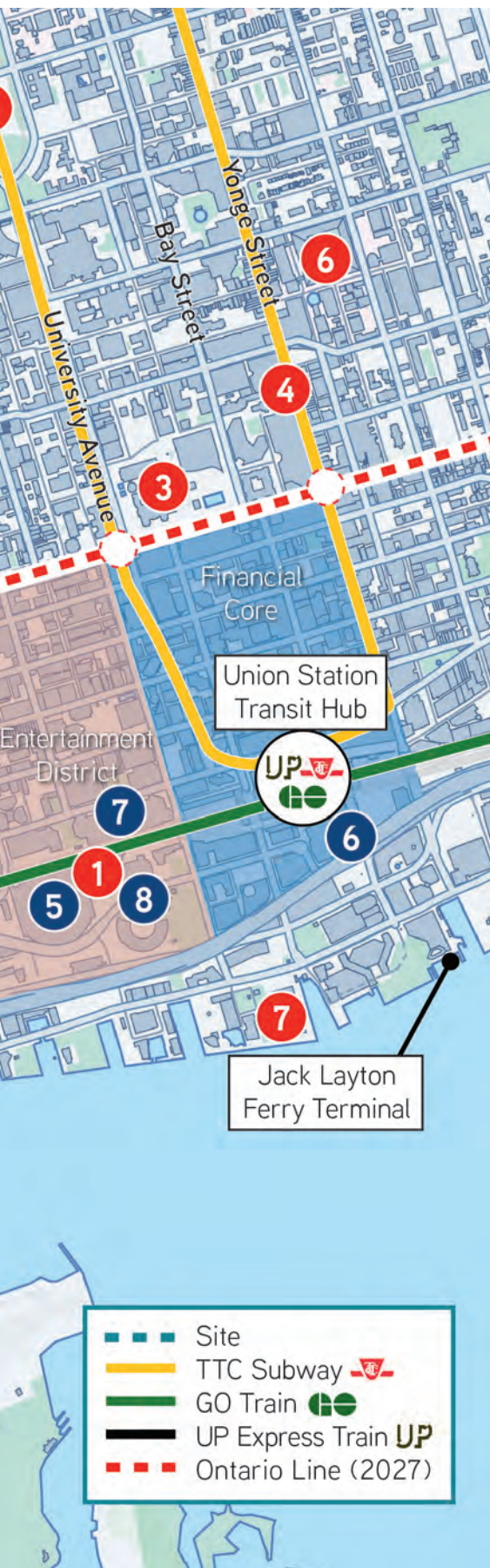
Future Terminus (approximate):
Ontario Place / Exhibition Station

Billy Bishop
Airport

The Site

4.6 The Surrounding Context

Together with the 192-acre (78 hectare) 'Exhibition Place', the Site forms part of one of Toronto's most exciting precincts and is a regional and national destination for sports, music, leisure and recreational events. Figure 6 presents a summary of the Site's surrounding context, including:



- **A regional and local transit hub at Exhibition Place:** The transit hub delivers both local transit (bus and LRT streetcar services) and rail commuters to the precinct.
- **Billy Bishop Toronto City Airport:** Located southeast of the Site on Toronto Island, the airport is currently the sixth-busiest airport in Canada (by passenger volume) with 2.8 million passengers in 2017.
- **The Bentway:** This newly constructed linear park and skate track provide a series of public spaces and attractions between the precinct and downtown Toronto. The park hosts year-round activities and events, including gardens, a skating rink, markets, public art, festivals, theatre and musical performances.
- **Liberty Village:** Liberty Village is a rapidly growing high-density neighbourhood and employment hub located to the north of the precinct. At its western end, the neighborhood contains many 'brick and beam' warehouses, which are now home to media, music and tech companies. Liberty Village's 22,000 residents are clustered towards the east. Retail and restaurants are dispersed throughout the vibrant and growing community.
- **The Fort York Neighbourhood:** Located immediately east of the precinct, this neighbourhood has witnessed significant redevelopment over the past ten years with the construction of more than 12 residential towers containing 6,000 units.
- **Waterfront Parks:** Flanking either side of the Site are large waterfront parks and recreational facilities. Marilyn Bell Park to the west offers a sheltered rowing / paddling watercourse and a large informal green space. Coronation Park with its marina and recreation fields is located east of the mainland portion of Ontario Place.
- **Martin Goodman Waterfront Trail:** This 56 km multi-use trail runs along Lake Shore Boulevard West and across the northern edge of the Site, connecting it directly with other waterfront destinations and the downtown.

Exhibition Place

Ontario Place is separated from its closest neighbour, Exhibition Place, by Lake Shore Boulevard West. The 192-acre (78 hectare) exhibition ground is one of the Province's most popular sports, entertainment and trade show destinations, attracting nearly 6 million visitors a year across more than 100 events.

Key attractions located on the Exhibition Place grounds include Canada's largest trade centre, the Enercare Centre, the 7,800 seat Coca-Cola Coliseum, and the 31,000 capacity BMO Field, home to the Canadian Football League's 'Toronto Argonauts' as well as the Major League Soccer's 'Toronto FC'. Completed in 2016, the OVO Athletic Centre is home to the NBA Toronto Raptor's training facility, one of the newest sports facilities on the grounds. Exhibition Place also plays host to various international events such as the Honda Indy Toronto, The Royal Agricultural Winter Fair, the Canadian National Exhibition and many corporate and public trade shows.

Exhibition Place continues to evolve. Recent and planned initiatives include:

- Completion of a 22-storey, 400 room luxury hotel and spa. A second phase of the hotel is also planned.
- A planned expansion of the BMO Field from 31,000 capacity to 45,500 in advance of the FIFA World Cup in 2026.
- Master planning for Festival Plaza, a 10-acre multi-purpose event space located at the heart of the Exhibition Place grounds.
- Plans for the expansion of the Direct Energy Centre (approximately 100,000 square feet of new space) and long-term development of parking lots in the northwest area of the grounds.
- As yet unfunded transportation enhancements, including the potential for the extension of Dufferin Street south to Lake Shore Boulevard West.

Through Colliers / KPMG, participants are welcome to engage with representatives from Exhibition Place if the scope and scale of their development concept would benefit from early discussions with adjacent land-owners.





The Princes' Gates, the Eastern Entrance to the Exhibition Place Grounds

4.7 Planning Framework

Located in the City of Toronto, the Site is subject to the municipality's land use planning regulations, including its Official Plan, Secondary Plan and Zoning By-law. The statutory regulations contained in these documents inform the nature of development permitted across the city, including at the Site. The Government is committed to supporting the future tenant to undertake any necessary development approvals.

Below is a summary of the current municipal planning regulations impacting the Site:

City of Toronto Official Plan: Development permissions on the Site are currently restricted to recreational and cultural uses. The City of Toronto Official Plan designates the entire Site as a Parks and Open Space Area (specifically Other Open Space Areas) and also as part of the Green Space System. These designations prohibit development with the exception of recreational and cultural uses.

Secondary Plan: The Central Waterfront Secondary Plan echoes the Official Plan's policies, reinforcing a vision of the Site as a cultural destination that should have improved public access, and designates it Parks and Open Spaces. While the Central Waterfront Secondary Plan does not apply to the Site, it provides policy guidance as to City Council's most recently considered intentions for the area.

Zoning By-law 438-86 / 569-2013: The Site supports a split zoning with the mainland zoned as G-Park and the islands zoned as Gm-Marina Park, both of which limit uses to cultural and recreational purposes. The Site's zoning classification is Gm: Park District which permits parks, marinas and boat repair services. Buildings are not contemplated for these zoning classifications and, as such, there are no height, density, setback, parking or frontage regulations in place.

Toronto City Hall and Nathan Phillips Square



Additional Regulatory Context:

- Some activities may trigger the need for Environmental Assessments (EA) at the federal and / or provincial levels. Typically, two-tier EAs are undertaken together to streamline the process and reduce costs. The local Conservation Authority (in this case, Toronto and Region Conservation Authority) generally acts as a coordinating body to ensure the EA requirements are met for each level of government.
- There are several federal regulations relating to aviation that may be triggered by development in the area around Billy Bishop Airport. Any proposed development must comply with Toronto Island Airport Zoning Regulations PC1985-1805. In addition, flight paths and missed approach paths will dictate height restrictions at the Site. Refer to the data room for additional information on flight path restrictions.
- Any proposed structures on the Site may be subject to the City of Toronto's Design Criteria for Review of Tall Building Proposals (adopted in 2006) and Mid-Rise Building Guidelines (adopted in 2010).
- The wind turbine at Exhibition Place requires a minimum setback of 550 metres from buildings used for overnight accommodation, educational facilities, day nurseries, or places of worship. Refer to data room.

4.8 Aboriginal Communities and the Crown's Duty to Consult

The Government of Ontario may have a duty to consult Aboriginal communities. Please refer to the data room for additional information.

4.9 Cultural Heritage

Ontario Place is recognized internationally for its modern architecture, including the Cinesphere dome, the suspended five pods and bridges (the 'Pavilion') and the surrounding designed island landscape, which takes full advantage of the Site's unique lakefront setting.

From its opening in 1971, Ontario Place has undergone continual change. Today, many of original structures have been removed or modified, while some of the original landscape and water elements have also been altered, particularly on the East Island. Some of these changes have diverged from the original design intent and have involved demolition and / or removal of original design elements and / or alterations to landforms. Demolition or removal of buildings or structures on the Site require the consent of the Minister of Tourism, Culture and Sport.

Despite modifications and alterations to the site, the importance of the site from a cultural heritage perspective has been recognized by the Government of Ontario under the Ontario Heritage Act as a provincially significant heritage property. Refer to the data room for 'Statement of Cultural Heritage Value'.



CN Tower and Toronto Skyline



5. Call for Development

The Call for Development is the first phase of a three-phase process towards the selection of a development concept and partner (or partners) for the development of the Site. It is not a legally binding procurement or tender process.

Phase 1 is the open period for the Call for Development. This phase, which began with the issuance of this document, is intended to provide all the relevant information to potential Participants regarding this development opportunity. During this open period, the Government (through its Advisors), will work to ensure that interested parties have access to detailed Site information along with key project parameters and process details. Interested parties will develop a response to this Call for Development in the form of a written response (i.e. a “Submission”). The Submission should take the form, and offer content, as described in Section 5.3, including a description of the proposed development concept along with supporting visual(s), technical information, financial information and team credentials. Phase 1 concludes once Submissions have been made to the Government.

Phase 2 is the review and assessment of the Submissions. All Submissions will be assessed against the considerations provided in Section 5.4. To complete a comprehensive review of the Submissions, the Government may need to perform due diligence on Submissions to address areas of ambiguity and / or if further clarification on any material contained in the Submission is required. The Government may choose to contact Participants as part of its due diligence. Furthermore, the government may undertake its own independent due diligence on any part of the Submission.

Phase 3 is the selection of one or more development concept(s), Partner(s) and the finalization of commercial and contractual terms. During this phase, the Government may invite one or more Participants to enter into confidential discussions, which may culminate in the execution of one or more commercial agreements with Partner(s). If discussions with a particular Partner do not result in agreements within that period, the Government may elect to proceed with confidential discussions with another Partner or discontinue the process.

The timelines for the various phases are as set out in the development timetable in Section 5.2.2.

5.1 Process Elements

The Call for Development represents the first phase in identifying a suitable Partner or Partners to enter into a long-term lease for the Site. Key components of this phase include:

5.1.1 Process Participation Form

To participate in the Call for Development process, each Participant must complete, execute and return the Process Participant Form and the Non-Disclosure Agreement to info@ontarioplacedevelopment.com, as identified in Section 5.2.1. Forms can be obtained at www.OntarioPlaceDevelopment.com. A summary of key terms and conditions is provided in Section 5.5.

A Process Participant Form and the Non-Disclosure Agreement must be completed by all firms represented on your project team (or all individuals, if the Submission is being made by a group of individuals). Please note that if firms or individuals join your team at a later date, they will be required to complete the Process Participant Form in order to access information and support your Submission.

Once the Process Participant Form and the Non-Disclosure Agreement has been received and all information verified, you will receive an email confirming your participation in the process.

Submission Checklist:

- Vision Statement
- Description of Development Concept
- Supporting visual materials
- Implementation strategy and timeline
- Pro forma and supporting financial information
- Evidence of concept viability
- Direct and indirect concept impacts
- Proposed lease terms
- Team structure, CV's and experience
- Financial statements and supporting material

5.1.2 Data Room

To inform their Submissions, Participants are provided relevant background information and due diligence. A project data room containing background information and technical materials related to the Site will be made available for Participants. Once information provided by Participants in their Process Participation Form and Non-Disclosure Agreement is vetted, access to the data room will be made available.

5.1.3 Site Tours

Following execution of the Process Participation Form and acceptance into the process, Participants may elect to undertake a site tour. Site tours are to be arranged through the email address provided in Section 5.2.1.

5.1.4 Participant Information Meetings

Prior to the submission deadline, Participants may request a confidential information meetings to clarify information included in this Call for Development document and the data room. Meetings may be arranged through the email address provided in Section 5.2.1.

5.1.5 Clarification Questions and Information Updates

Participants may ask questions and seek clarifications throughout the Call for Development process via email to the address provided in Section 5.2.1. prior to August 10, 2019. If questions are deemed as not commercially confidential, responses will be provided to all Participants so as to ensure equal access to information. If questions are commercially confidential in nature, a response will be provided only to the Participant that has put forward the question. If questions are not commercially confidential, answers will be posted in the data room and made available to all Participants.

5.1.6 Process Updates

The Government may update the Call for Development document based on feedback received from Participants prior to the Submission Deadline. All Participants will be notified of any updates to the Call for Development document and / or modifications to the process.

5.1.7 Submission Period

Participants have the opportunity to prepare and submit their Submissions until the submission deadline as set out in the timetable provided in Section 5.2.2.

5.1.8 Notification

If selected after the assessment period, Participants will be notified that all or parts of their Submission has been identified as a candidate for consideration by the Government.

5.2 Communications

5.2.1 Advisor Contact

Submissions must be made by the Submission Deadline identified in the Timeline in Section 5.2.2. Following execution of the Process Participation Form and Non-Disclosure Agreement, all questions and correspondence regarding the Call for Development should be directed to info@ontarioplacedevelopment.com. No communication with government staff or appointed officials is permitted during the Call for Development process.

5.2.2 Timeline

| Milestone | Date |
|--|---------------------------|
| Release of Call for Development | May 28, 2019 |
| Submission Deadline | September 3, 2019 |
| Assessment and Due Diligence Submissions | September – November 2019 |
| Commercial Negotiations and Closing | 2020 |

5.2.3 Submission Format and Delivery

Submission must be made in written format. For financial pro formas included as part of the Submission, please submit in an editable Microsoft Excel format. For ease of review and consideration, Participants are encouraged to limit information provided to that which is responsive to the requested information. Refer to Section 5.2.3 for further details on Submission content.

Five (5) hard copies of the Submission and one (1) soft copy of the Submission in a consolidated PDF version is preferred. All Submissions should be delivered by pre-paid courier or hand delivery to Colliers Capital Markets at the following address:

Ontario Place Development
c/o Colliers Capital Markets
181 Bay Street, Suite 1400
Toronto, Ontario M5J 2V1
info@ontarioplacedevelopment.com

5.3 Submission Content

The following section identifies the suggested content to be provided within a Call for Development Submission. Submissions should clearly demonstrate how the proposed development concept meets government objectives through information requested as follows:

5.3.1 Alignment with Government's Vision

- a. **Summary description:** Provide a succinct description of the development concept.
- b. **Vision statement:** Describe how the vision aligns with the Government's vision.
- c. **Visitor experience:** Summary as to how the proposed development optimizes the visitor experience.

5.3.2 Description of Development Concept

- a. **Design:** Explain the physical attributes of your development concept, including land uses, proposed structures and their general sizes and locations on Site, opportunities for design excellence (if any) and parking and / or other requirements.
 - Provide visuals to illustrate the development concept, such as illustrative perspectives, conceptual drawings plans, massing diagrams or general site plan illustration. Architectural plans, building renderings and functional program plans are not required, but can be provided if desired.
- b. **Site optimization:** Describe how your concept enhances the overall value of the destination by considering the following:
 - Overall harmony with the precinct, including Exhibition Place and the Toronto waterfront;
 - Use of land and water assets, including any required filling of water lots, proposed water activation and treatment of marina; and

- c. **Implementation Strategy:** Explain your delivery process, including identification of:
 - All land-use planning approvals requirements and anticipated planning approval timeline / schedule through to construction;
 - Anticipated construction timeline and when the Site would become operational.
 - Mitigation plans for any associated risks;
 - Expectations for any Site preparation works to be undertaken by government to enable development.
- d. **Financial Viability:** Provide an indicative pro-forma financial model for the proposed concept that includes:
 - Estimated revenues on an annual basis and spanning a minimum forecast term of twenty (20) years. Detail how forecast revenues have been calculated;
 - High-level breakdown of estimated fixed and variable operating costs necessarily incurred to generate the forecast revenues;
 - Estimated initial capital expenditures for the development concept;
 - Estimated maintenance and long-term capital expenditures;
 - Anticipated sources of financing (debt and / or equity) and how they would flow into the proposed concept so as to avoid funding gaps;
 - Key assumptions driving all pro forma analysis; and
 - Financial return provided to Government and in what form (e.g. rent, revenue share, tax revenues, etc.).

It is recognized that a Submission will reflect a conceptual development only, and as such, financial estimates may be reflective of a high-level financial business case only. A detailed cash flow or financial analysis is not required.

- e. **Track Record of Concept:** Demonstrate the viability of your development concept. Explain the concept's past performance and how it has been successful in other similar jurisdictions (if applicable).

5.3.3 Description of Project Team

- a. **Team's Experience:** Describe the project team and how they will work together, including the following:
 - Team composition and organization identifying team leads and other key team members. Include a team structure diagram; and
 - General experience and expertise offered by overall team.
- b. **Evidence of Team's Ability to Deliver Proposed Concept:** Demonstrate the team's capacity to realize the development concept by providing the following information:
 - Team's relevant experience in delivering and operating projects of a similar size, scope and complexity (provide up to three (3) similar project examples); and
 - Individual team member's past experience on similar projects (if applicable); resumes of team members can be provided as an appendix.

- c. Team's Financial Strength:** Provide information to demonstrate that your proposed team has the financial resources and strength to deliver the proposed development concept. Members of the Participants proposed team that will provide equity to finance the initial capital construction and those members responsible for future operations (if known) are requested to provide:
- Audited financial statements (if these exist) for the three full fiscal years immediately prior to the Submission Deadline and any interim financial statements produced since the audited financial statements. If audited financial statements are not available, provide unaudited financial statements for the three years immediately prior to the submission deadline.
 - In addition to the submission of financial statements, teams may also choose to submit other forms of financial support that demonstrates their financial capacity, such as a bank reference letter from the requisite officers of the team members current corporate banking institution, commitment letters from funders / lenders, bonding limit confirmation, credit availability, recent issuer / issue credit ratings.
 - Participants are invited to provide a supporting written statement explaining how the information submitted demonstrates that the proposed team has the financial strength to deliver the proposed development concept.

5.3.4 Benefits and Considerations for the Province

- a. Benefits to the Province:** Describe the development concept's economic and social benefits, such as job creation, tax revenue, Gross Domestic Product (GDP) contribution, positive environmental and social impacts. The methodology for calculation of such benefits should be provided.
- b. Lease Terms:** Identify the preferred lease terms for your concept, including (as applicable):
- Leased premises (identify on an aerial Site map if only parts of the Site are being used);
 - Term of ground lease (with any renewal options);
 - Annual lease payment and total lease payment to be offered to Government;
 - Any limitations on landlord use; and
 - Other proposed key terms.
- c. Government Support:** Identify any expected support from the Government required to realize your development concept. This could include such considerations as:
- Required upfront government contribution for site servicing and / or soil management and / or remediation;
 - Government assistance in land use planning approvals; and
 - Identification of any other Government contributions and / or support expected.

5.4 Assessment

Submission will be assessed on four primary areas of consideration:

5.4.1 Alignment with the Government's Vision

Extent that the proposed development concept and related Site use(s) align with the Government's vision for a world-class year-round (four-season) destination with global appeal attracting millions of local, provincial and international visitors. Further, the development should achieve a broad appeal for all ages, demographics and local and international visitors on a year-round, day and night basis.

5.4.2 Viability of Proposed Concept

Submissions shall clearly demonstrate the viability and longevity of the proposed concept:

- i. **Design Quality and Site Optimization:** Demonstrates that the proposed concept is a quality design that successfully manages Site constraints.
- ii. **Deliverability:** Demonstrates an achievable and realistic implementation schedule and approach during the construction and operational period, including a strong understanding of implementation risks and requirements.
- iii. **Financial Viability:** Demonstrates the feasibility of the proposed concept(s) using a realistic financial business case.
- iv. **Proven Track Record of the Concept:** Demonstrates success of the development concept and evokes confidence in overall commercial viability and longevity of the use.

5.4.3 Qualifications and Experience of the Team

Submission should demonstrate the team's ability to deliver the project:

- i. **Project Experience:** Demonstrates experience successfully implementing and / or operating developments that are similar in size, scope and complexity to the proposed development concept.
- ii. **Team Member's Abilities:** Demonstrates appropriate experience and expertise of the proposed team and key individuals to successfully deliver and / or operate proposed development concept.
- iii. **Team's Financial Strength:** Demonstrates appropriate financial strength, stability, experience and capacity to deliver the proposed development concept.

5.4.4 Benefits to the Province:

Submissions should demonstrate direct and indirect benefits to the Province:

- i. Indirect Financial Benefits:** Demonstrates benefits to Government and its citizens over and above direct financial benefits, including positive socio-economic and / or environmental impacts, job creation, GDP growth and tax revenues.
- ii. Direct Financial Benefits:** Financial offer provided to the Government in terms of a lease payment, less anticipated costs to the Government for site readiness and site servicing.
- iii. Favourability of Lease Terms:** Demonstrates that the terms are commercially viable and do not impose inappropriate contributions and / or constraints on Government.
- iv. Direct Site Readiness Costs:** Limits cost to Government for site preparation (e.g. remediation, servicing, access, etc.)

5.5 Process Outcomes

Through the first phase of the Call for Development process, the Government of Ontario seeks to identify a Partner(s) with the appropriate expertise and experience to deliver the proposed development concept(s) to the Site. One or more Submissions may be selected to advance to the second phase of the process for additional Site and / or Submission due diligence, followed by the third and final phase involving confidential discussions with the Government to confirm the concept and refine commercial terms. Depending on suitability of Submissions received, the Government reserves the right to amend or terminate the process without selecting a Partner. All decisions are at the authority of Cabinet.

The Government of Ontario is committed to leveraging private sector expertise to accelerate the development of the Site. Following the due diligence phase, the Government will work diligently with the shortlisted partner(s) to advance the process to the negotiations phase.

General Terms and Conditions

The Call for Development process is governed by the following general terms and conditions. Detailed terms and conditions may be found in the Process Participant Form and related Non-Disclosure Agreement at www.OntarioPlaceDevelopment.com. The Process Participant Form and Non-Disclosure Agreement must be executed prior to participation in the process.

- This Call for Development process is not a procurement or tender process and is not subject to tendering law duties.
- The Government may select one, none or multiple Submissions as part of the process. All decisions are at the authority of Cabinet.
- At any time, the Government reserves the right to modify the terms of this Call for Development, including termination or extension of the process.
- All information provided by or obtained from the Province in any form in connection with the process is confidential and cannot be disclosed without authorization.
- The Submission and any accompanying documentation provided by a Participant shall become the property of the Government of Ontario.
- Participants will bear all costs of participating in the Call for Development process.
- The Government of Ontario may be required to disclose Submissions received through the Call for Development (or elements of Submissions) pursuant to the Freedom of Information and Protection of Privacy Act ("FIPPA").

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