



October 24, 2024

York Region Rapid Transit Corporation ("YRRTC")
c/o 17250 Yonge Street
Newmarket, ON L3Y 6Z1

Attention: Frank Scarpitti, Chair of the Board

Dear Mayor Scarpitti:

Re: YRRTC Mandate

The Regional Municipality of York (the "**Shareholder**") retained Dr. Richard Leblanc to provide reports to the Region with respect to: 1) YRRTC's mandate, and 2) YRRTC's governance and Dr. Leblanc has rendered two reports (collectively, the "**Leblanc Reports**");

- a Final Mandate Report for York Region Rapid Transit Corporation (YRRTC), The Regional Municipality of York, dated September 15, 2023 (the "**Mandate Report**"); and
- a Final Governance Report for York Region Rapid Transit Corporation (YRRTC), The Regional Municipality of York, dated September 15, 2023 (the "**Governance Report**").

On November 23, 2023, Regional Council received the Leblanc Reports and decided to support the continuance of YRRTC and to update YRRTC's governance and mandate, as proposed and recommend in the Leblanc Reports and as reviewed by the Regional Clerk and Regional Solicitor in consultation with the YRRTC Board of Directors (the "**Board**").

In furtherance of Council's decision, the Region as the sole shareholder of YRRTC is issuing this Mandate Letter to serve, until it is terminated, revised or superseded by the Shareholder in its discretion, as a written directive prescribing policy, courses of action and performance expectations required by the Shareholder of YRRTC as an organization, including YRRTC's Board, YRRTC management ("**Management**") and YRRTC employees. In accordance with and subject to the terms and conditions of this Mandate Letter, the mandate of YRRTC is to undertake as a service provider to the Region the following:

1. In each case, at and subject to the direction of the Shareholder as provided from time to time, and subject to financial, legal, budgetary, operating plan and funding requirements in place from time to time, directly from the Shareholder, or through

governments, government agencies, and other funding partners, as the case may be, through Management, with oversight by the Board as appropriate, and always in accordance with and subject to the terms and conditions of any shareholders direction from time to time issued by the Region in its discretion ("**Shareholders Direction**") and applicable law, YRRTC shall::

- (i) Plan, design and construct The Regional Municipality of York Rapid Transit System, Rapid Transit Projects, and related infrastructure;
- (ii) Coordinate Rapid Transit infrastructure being planned and implemented by others within and adjacent to York Region, such as the Yonge North Subway Extension, Queen Street/Highway 7 West BRT, further TTC expansion projects, Steeles Avenue BRT, and other projects that are materially relevant; and
- (iii) Provide the foregoing in a cost-effective, safe, reliable, efficient manner that provides value for money and uses public funds with respect, honesty and integrity.

2. In fulfilling item 1., in each case, at and subject to the direction of the Shareholder as provided from time to time, and subject to financial, legal, budgetary, operating plan and funding requirements in place from time to time, directly from the Shareholder, or through governments, government agencies, and other funding partners, as the case may be, through management, with oversight by the Board as appropriate, and always in accordance with and subject to the terms and conditions of any Shareholders Direction and applicable law, YRRTC shall:

- (i) Identify, pursue, prepare submissions, negotiate, and arrange funding and funding opportunities, as the case may be, with governments, government agencies and other funding partners;
- (ii) Undertake, implement and obtain, as the case may be, environmental and engineering assessment, design, mitigation, work plans, review and approval;
- (iii) Solicit, establish, monitor performance, ensure compliance, compensate, and disestablish, as the case may be, contractual relationships with project partners, business partners and contractors;
- (iv) Coordinate and implement with other nearby Regions and Municipalities, as may be required, for corridor specific environmental assessments or preliminary design work;
- (v) Align and enable the activities of YRRTC to be consistent with the goals and objectives of the Shareholder (e.g., affordability, timing, population and housing growth);

- (vi) Work with relevant municipal partners to facilitate, promote and grow transit-oriented development and joint development opportunities related to the Rapid Transit System;
- (vii) Communicate, clearly and transparently as appropriate, with all stakeholders, including funders, partners, community and Indigenous stakeholders, federal and provincial ministries and agencies, local municipalities, the public, the Shareholder and the Board, including in respect of the role and responsibilities of YRRTC;
- (ix) Coordinate infrastructure in order to promote transit-oriented development and joint development opportunities related to the Rapid Transit System and Transit-Oriented Communities;
- (x) Take all reasonable steps to enhance clarity in communicating the role and respective responsibilities of YRRTC and the Shareholder, so as to enhance clarity with external stakeholders; and
- (xi) Report and be accountable to the Shareholder and the Board.

3. YRRTC shall provide services in coordinating and seeking funding such that the Region's planned future Rapid Transit Network project construction is achieved, consistent with the Regional Transportation Master Plan.

4. YRRTC shall collaborate and coordinate with Public Works and Transportation/Transit Teams first-hand, in the Shareholder's/YRRTC's role to represent the Shareholder's needs as a part funder, and stakeholder, of the Yonge North Subway Extension project that Metrolinx is delivering, and provide services in engaging in similar first-hand collaboration with Public Works and Transportation/Transit Teams with the local municipalities and other funding and delivery partners, including, as the case may be, the Government of Canada; the Government of Ontario; and the Shareholder, in designing, constructing, and otherwise fulfilling the Shareholder's/YRRTC's role in delivering Rapid Transit System, Projects and related infrastructure.

5. (i) The multi-year Business Plan of YRRTC, consistent with Shareholder Direction and reflective of this Mandate, shall be reviewed and approved by the Board on an annual basis; (ii) the Business Plan shall include Key Performance Indicators (or the equivalent) to measure the achievement of the Business Plan; and (iii) the achievement of the Business Plan shall be monitored and regularly discussed by the Board. It is intended that this Mandate Letter shall be operative for the next ten (10) years or such shorter time as the Shareholder in its discretion determines to address, among other things, changes in governing provincial legislation or new shareholder directions or requirements. Any revised Mandate must be reviewed by senior management at the Shareholder in collaboration with the Board and Management of YRRTC and must first be approved by Regional Council prior to becoming effective.


For clarity, and notwithstanding any other provision contained herein, this Mandate Letter: 1) does not amend or supersede any Shareholder Direction now in effect or in effect in the future and is subject to the terms and conditions of any such Shareholder Direction

and the requirements of applicable law; 2) directs YRRTC to, when carrying out its mandate, align with and use existing or planned investments in Regional services or processes whenever possible, in order to maximize value and reduce risks, costs and duplication; 3) does not authorize or give YRRTC the authority to bind or incur obligations on the part of the Shareholder and does not create a relationship of partnership, joint venturers or principal and agent between the Shareholder and YRRTC; and 4) may be amended, revoked, superseded or replaced at any time and from time to time by the Shareholder in its discretion.

Yours very truly,

The Regional Municipality of York

Per:


Wayne Emmerson, Regional Chair

Receipt acknowledged this 28th day of November, 2024.

York Region Rapid Transit Corporation

Per:


Frank Scarpitti, Chair of the Board