

hfr-tgf

**Summary of the
2023-24 – 2027-28 Corporate Plan
and 2023-24 Operating Budget**




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1. EXECUTIVE SUMMARY

High Frequency Rail (HFR) will transform passenger travel in Canada through the creation of a faster, more frequent, accessible, and sustainable rail service among the major centres of Toronto, Peterborough, Ottawa, Montréal, Trois-Rivières, and Québec City.

VIA HFR - VIA TGF Inc. (VIA HFR) was incorporated on November 29, 2022, with a mandate to develop and implement the HFR project with the private sector, in cooperation with the Minister of Transport. VIA HFR is a subsidiary of VIA Rail Canada Inc. but operates at arm's length from it.

VIA HFR is a dedicated project office for the High Frequency Rail project. In the near term, the Government of Canada is leading a procurement process to select a private-sector developer partner for the project. Once this partner is selected, VIA HFR will work with the partner to further advance and optimize the design and scope of the new HFR project.

As a new organization, VIA HFR's focus is to set itself up to support the Government of Canada during the procurement phase, and to ready itself gradually to take on a larger role during the Co-development phase.

Prior to the creation of VIA HFR, two teams have been advancing the project: a Government Office and a Technical Office.

The Government Office comprises officials from Transport Canada, Public Services and Procurement Canada, and Infrastructure Canada. It leads the procurement process and acts as the public-sector counterpart to private-sector participants.

The Technical Office is a temporary arrangement consisting of contracted firms and individuals, and employees borrowed from VIA Rail and the Canada Infrastructure Bank. The Technical Office leads work in project management, strategic engagement, consultation of Indigenous Peoples, analysis related to legal issues and the impact assessment process, engineering analysis related to rail system and infrastructure, rail access negotiations, regulatory and rail safety, and finance.

VIA HFR will receive and integrate the Technical Office resources in the short-term and move quickly to undertake HFR project-related responsibilities.

VIA HFR's main activities during the procurement phase are organized to achieve five objectives:

1. Establishing and operationalizing VIA HFR
2. Providing expert advice and being the technical lead to the Government Office-led procurement process

3. Leading select HFR-enabling activities
4. Strategic advisor to the Accountable Owner (the Minister of Transport) and the supporting organization
5. Project Management

VIA HFR's budget of \$43.67 million for fiscal year 2023-24 will be used to fulfill a range of start-up activities. Planned expenditures are focussed on operationalizing VIA HFR, including advancing its human resourcing and transferring and integrating the resources and activities of the Technical Office.

In terms of early human resource capacity, VIA HFR has been receiving support from VIA Rail and Transport Canada pursuant to arrangements with those partner organizations. A small team, gathered through interchange agreements, is establishing functioning offices, supporting the Board of Directors in its early activities, and supporting the integration of the Technical Office into the corporation. VIA Rail has been assisting by providing back-office services temporarily, including services such as accounts payable, human resources, payroll, software licenses, IT support and technology equipment.

VIA HFR will work with Transport Canada and VIA Rail to become operational at the beginning of fiscal year 2023-24. Once established and properly resourced, VIA HFR will provide strategic and technical expertise to support the Government Office-led procurement process. VIA HFR will undertake project-related activities such as engaging with communities and Indigenous Peoples, negotiating rail access with host railways, advancing preliminary work related to the impact assessment, and planning and preparing for land acquisition. VIA HFR will also act as the strategic advisor on the HFR project to the Minister of Transport.

In pursuing its objectives for the Procurement phase, VIA HFR will work to identify risks, and develop and implement mitigations as part of good project management. It will also continue to build relationships with partners within the Government of Canada and externally, such as with municipalities, host railways, Indigenous peoples, and the public.

As VIA HFR is a new organization, this Corporate Plan focuses on objectives and activities in fiscal year 2023-24. This approach gives the Board of Directors, the incoming Chief Executive Officer (CEO), and the senior management team the appropriate time to develop the organization and set directions in subsequent, more-comprehensive corporate plans.

VIA HFR's role will continue to evolve as the Government of Canada makes project decisions. The next Corporate Plan will further develop the objectives and strategies of VIA HFR in advance of the Co-development phase.



2. OVERVIEW

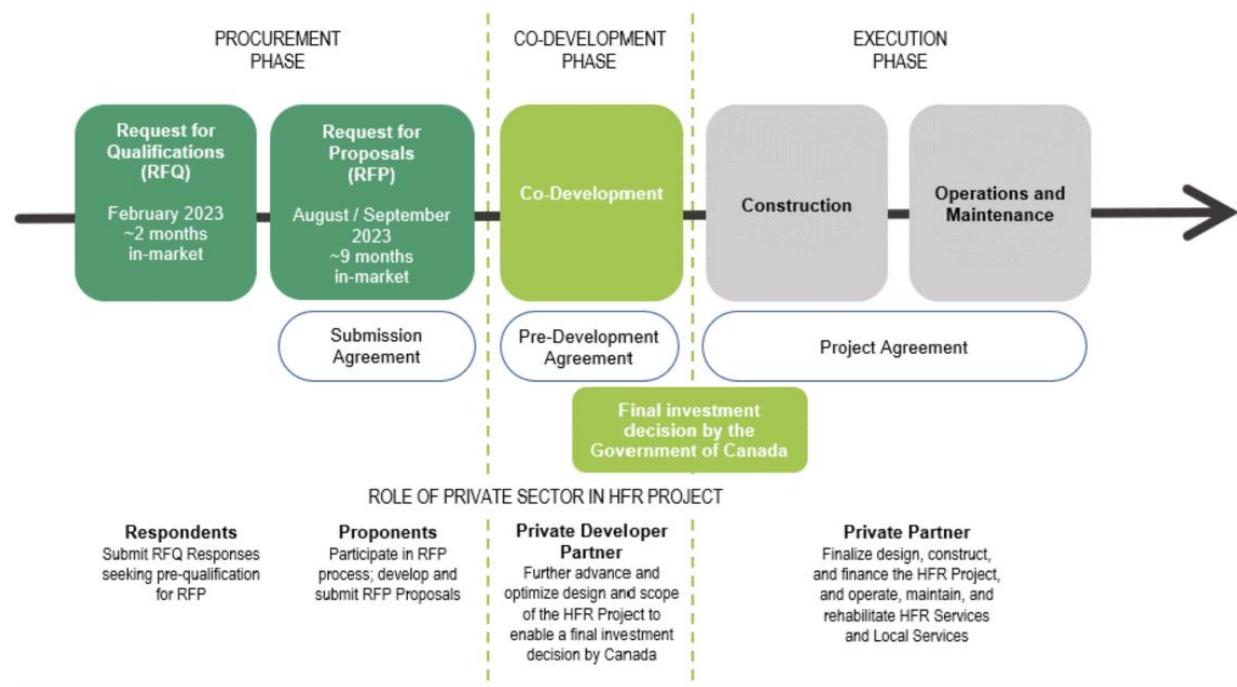
The High Frequency Rail Project

The High Frequency Rail (HFR) project is a proposed investment in new infrastructure to transform passenger rail service in Canada. This new sustainable train network will run on mostly dedicated tracks at higher frequencies, higher speeds and with greater reliability between Toronto and Québec City, making it faster and easier for people in Canada’s most populated areas to travel for work or play.

The HFR project is one of the largest infrastructure projects in Canada’s history. With over 1,000 km of new passenger rail service planned between major city centres including Toronto, Ottawa, Montréal and Québec City, HFR will help build a better future for Canadians with new trains using electrified technology running on mostly dedicated passenger tracks that will serve Canada’s growing population. The Government of Canada also intends for the Project to provide a greener, lower-emission transportation option.

The operations of new HFR services and local services will be treated as an integrated system along the entire Corridor with operations of local services to be maintained and optimized to enable better connections with HFR.

Figure 1 – Overall Timeline of the HFR Project



The project was proposed by VIA Rail in 2016. Since 2019, the Government of Canada has advanced the project considerably in collaboration with VIA Rail and the Canada Infrastructure Bank (CIB). In the present phase of the Project, VIA Rail advises on the technical and operational aspects of passenger railway services and provides back-office support to VIA HFR.

The HFR project involves a multi-phased procurement process that would lead to the selection of a private-sector developer partner in 2024 to co-develop and execute the project.

The project was authorized through Budget 2022 to move to the Procurement phase. The Request for Qualifications (RFQ), launched on February 17, 2023, represents a major step in the procurement process. Top respondents will then be invited to participate in the Request for Proposals (RFP) with a deadline expected in summer 2024. The RFP process will end with the selection of the Private Developer Partner. At that point, the Government of Canada will seek the necessary approvals for VIA HFR to enter into the Pre-Development Agreement with the selected Private Developer Partner. The agreement will describe the parameters required to advance and optimize the design and scope of the Project during the Co-development phase. The execution of that agreement will mark the end of the Procurement phase.

This Corporate Plan describes the activities that VIA HFR will undertake in fiscal year 2023-24. VIA HFR will take on a greater role during the Co-development phase and would work with the Private Developer Partner to develop the HFR project in cooperation with the Minister of Transport. Following the Government of Canada's Final Investment Decision, VIA HFR would sign the Project Agreement with the Private Developer Partner to begin construction and provide service to Canadians in the early 2030s.

VIA HFR's Mandate and Public Policy Role

VIA HFR was incorporated on November 29, 2022 in accordance with the *Canada Business Corporations Act*. It reports to Parliament directly through the Minister of Transport. Its mandate is to develop and implement the HFR project with the private sector, including the design, construction, financing, operation and maintenance of passenger rail services in Ontario and Quebec, all done in cooperation with the Minister of Transport and the Minister's officials. The mandate may only be amended with the approval of the Governor in Council (*Order in Council P.C. 2022-261; Order in Council P.C. 2022-259* (both dated March 24, 2022)).

VIA HFR is a wholly-owned subsidiary of VIA Rail but operates at arm's length. VIA HFR acts as a parent Crown corporation under the *Financial Administration Act*, with

some exceptions in accordance with *Order in Council P.C. #2022-0260*, and with its own board and CEO. This customized structure enables VIA HFR to:

1. Attract talent dedicated to advancing the project;
2. Be a credible counterparty to the private sector;
3. Operationalize decisions to be made on a timely basis while allowing the Government of Canada and Minister of Transport to focus their attention on strategic HFR project considerations/issues; and
4. Leverage the human resources and contracting structure of a Crown corporation to adapt rapidly, as necessary.

VIA HFR is headquartered in Montreal, Quebec.

Vision and Mission Statements

Delivering a project of this size and scale requires an agile organization with a singular focus. VIA HFR, as a dedicated project office, will work with a private developer partner to co-develop and optimize HFR. It will also act as a strong public-sector partner to protect the public interest. In that context, these are VIA HFR's vision and mission statements:

- **Vision** – Transform passenger rail services in the Toronto to Québec City corridor to stimulate rail passenger travel by being more frequent, faster, reliable, and greener and by connecting new communities including Peterborough and Trois-Rivières while protecting the public interest.
- **Mission** – Protect the public interest while delivering a high frequency passenger rail service that is socially, economically, environmentally, and financially sustainable, in collaboration with the private sector for the benefit of Canadians.

VIA HFR's Main Activities

As a new organization, VIA HFR's focus is to set itself up to support the Government of Canada during the Procurement phase and to enable the corporation to gradually ready itself to take on a larger role during the Co-development phase.

Described in greater depth in section 4 and Appendix 2, VIA HFR's activities during the Procurement phase of the HFR project are organized to achieve five main objectives:

1. Establishing and operationalizing VIA HFR;
2. Providing expert advice and being the technical lead to the Government Office-led procurement process;

3. Leading select HFR-enabling activities;
4. Strategic advisor to the Accountable Owner (the Minister of Transport) and the supporting organization; and,
5. Project Management.

The first year of this Corporate Plan is fully funded. Funding for future years is subject to funding decisions by the Government of Canada.

3. OPERATING ENVIRONMENT

Internal Operating Environment

Interim Governance Structure

Prior to the creation of VIA HFR, VIA Rail, Transport Canada (TC) and the CIB partnered to develop and advance the HFR project through a Joint Project Office. Soon after, to set the stage for the public-private partnership model, an interim governance structure was approved on March 3, 2022. The Joint Project Office was replaced by two teams: a Government Office and a Technical Office.

1. The Government Office comprises officials from TC, Public Services and Procurement Canada (PSPC) and Infrastructure Canada (INFC). It leads the procurement process and acts as the public-sector counterpart to private-sector participants during the RFQ and RFP stages. The Government Office is led by the Assistant Deputy Minister (ADM) of HFR at TC.
2. The Technical Office is a temporary arrangement comprising CIB-contracted firms and individuals, and employees borrowed from VIA Rail and CIB. It is led by a Project Director. Its responsibilities include undertaking steps in the impact assessment process, such as public-facing engagement; leading consultations with Indigenous peoples; advancing negotiations with host railways; developing project requirements and supporting the procurement process; and contracting some small strategic studies/projects to protect the future of the HFR route.

This interim governance structure enabled procurement-related work to occur prior to VIA HFR's incorporation. As VIA HFR becomes operational, it will acquire the resources and responsibilities of the Technical Office.

VIA HFR Corporate Governance and Structure

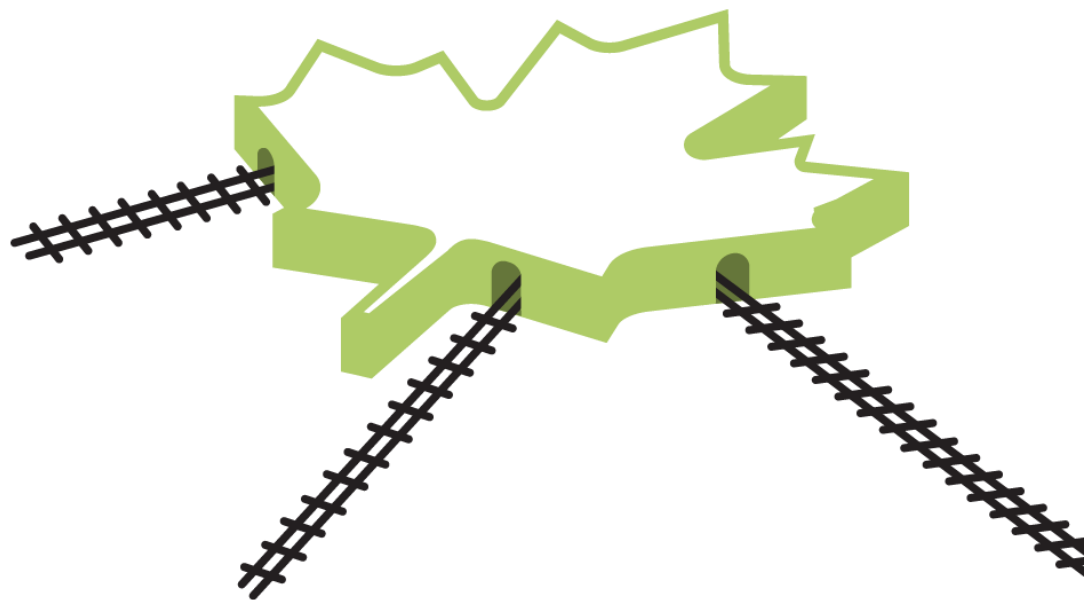
VIA HFR is accountable, through the Minister of Transport, to Parliament for the conduct of its affairs. Its Board of Directors oversees the management of the corporation and is accountable to the Minister of Transport. In his mandate letter to the Board Chair, the Minister of Transport explained the important role of the Chair and the Board to establish appropriate governance processes and corporate policies for itself and for the corporation. See Appendix 1: Mandate Letter of Minister of Transport to Chair of VIA HFR.

VIA HFR's Board of Directors currently comprises three Directors: Robert Prichard, Chair; Marie-José Nadeau, Vice-Chair; and Robert Fonberg. VIA HFR's articles of incorporation permit seven directors; the selection of the remaining four is underway. To

assist the Board in its oversight role, VIA HFR will engage an external advisor or advisory firm.

VIA HFR's by-laws require the Board to establish committees once it has four directors, or earlier if the Board so determines. These committees include an Audit Committee and a Human Resources, Corporate Governance and Nominating Committee. Until the Board has reached its full size, functions performed by these committees will be performed by the Board.

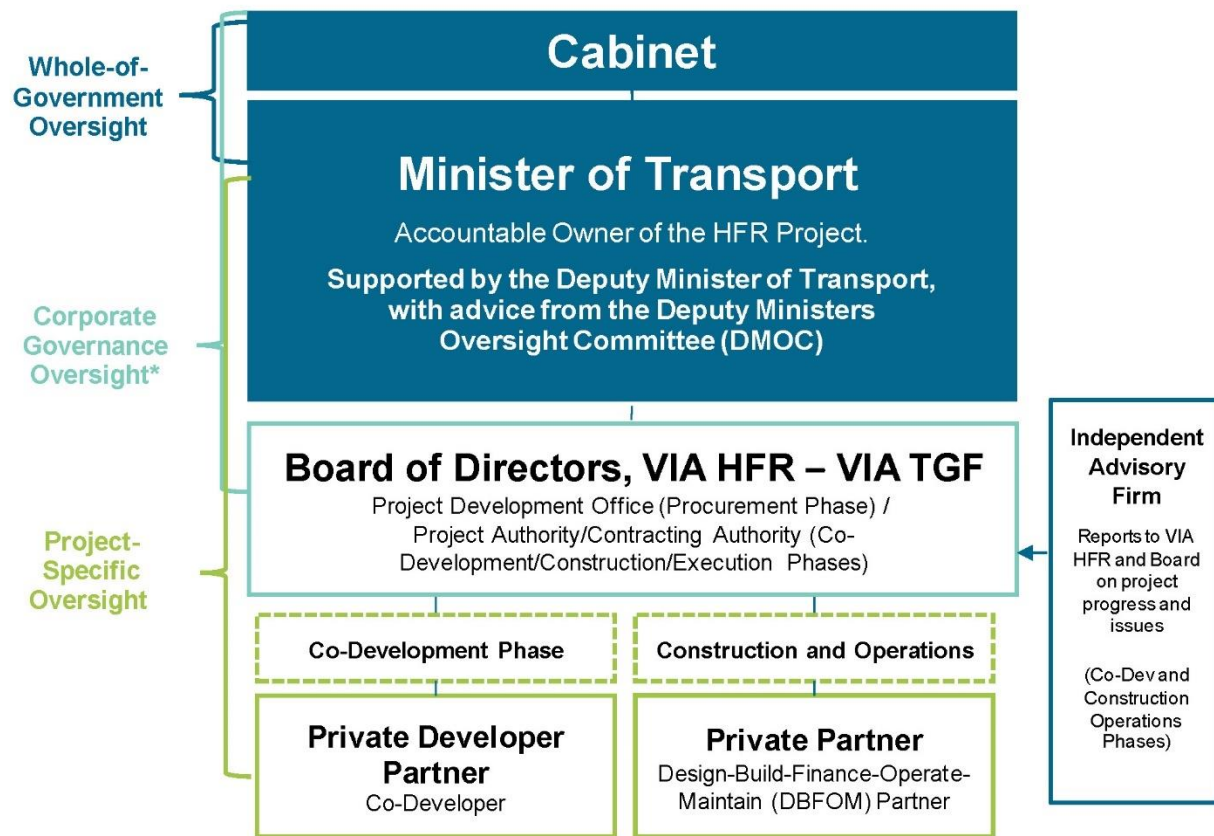
The Board of Directors is focused on the search for its remaining four directors, and on the recruitment of a Chief Executive Officer (CEO). VIA HFR's Board of Directors will appoint the CEO, in consultation with the Minister of Transport, and will support the selection process to identify the remaining directors so that VIA Rail, as the Shareholder, may appoint them in consultation with the Minister of Transport.



Project Governance

Various government organizations will have direct roles at various periods in advancing the HFR project. These roles will evolve as the HFR project advances from the Procurement phase to Co-development phase. A Project Charter, under development at the time of writing, will set out the broad parameters of the project and its governance. It will describe in detail the roles and responsibilities of the key stakeholders during the Procurement phase. VIA HFR's Board of Directors will be formally consulted on the Project Charter prior to the Minister of Transport's endorsement of the document.

The diagram below illustrates the project governance structure:



Throughout the entirety of the Project, the Minister of Transport is the Project’s Accountable Owner. The Minister answers for the project to Parliament and brings forward recommendations to Cabinet and Treasury Board. The Minister also provides overall policy guidance to project implementation based on Government-wide objectives. The Minister of Transport is supported by the Deputy Minister of Transport. The Deputy Minister is advised by the Deputy Ministers’ Oversight Committee (DMOC). VIA HFR participates on this committee as an observer.

During the Procurement phase, the TC ADM HFR will lead the Government Office, support the Deputy Minister of Transport and ultimately the Minister as Accountable Owner, and act as the Project Authority for the Procurement phase. In this capacity, the Project Authority has overall responsibility during the Procurement phase for the HFR project, keeping the DMOC and the Accountable Owner updated on progress and significant issues, guiding the work of the Procurement Authority and the Project Development Office (VIA HFR), and acting as the counterpart to private-sector participants during the RFQ and RFP stages.

The Minister of Public Services and Procurement Canada (PSPC) is the Procurement Authority during the Procurement phase. In collaboration with the Project Authority,

PSPC will manage the procurement process for selecting the Private Developer Partner.

Early Human Resources

To assist its establishment, VIA HFR has created an Executive Office and a Corporate Secretariat, staffed through Interchange Canada agreements, to establish offices, support the Board of Directors in its early activities, and support the integration of the Technical Office into the corporation.

To ensure VIA HFR has back-office services, it will remain in a service agreement with VIA Rail until it is able to take on those services itself if so desired. Examples of these services include accounts payable services; human resources and payroll services; software licenses and support; IT support; and technology equipment.

The Technical Office will be integrated into VIA HFR. These individuals and positions will allow VIA HFR to carry out basic activities related to the Procurement phase. The Technical Office leads work on several fronts, such as project management, strategic engagement, consultation of Indigenous People, analysis related to legal issues and the impact assessment process, engineering analysis related to rail system and infrastructure, rail access negotiations, regulatory and rail safety, operations and revenue, and finance.

Hiring Talent to Advance the Project

During its first year of operation, VIA HFR will advance its human resourcing to ensure that it is well positioned to support and enable the HFR project. It must attract talent and be able to adjust its skills mix and capacity throughout the HFR project.

The recruitment processes for the CEO and other directors are underway and advancing in parallel. The Notice of Opportunity to launch the CEO search was posted on November 16, 2022. The VIA HFR Board of Directors is actively engaged in the search and aiming to recommend a CEO candidate by Spring 2023. The CEO and Board Director selection processes follow an approach consistent with the open, transparent, and merit-based processes used in ministerial and Governor-in-Council appointments.

During fiscal year 2023-24, the hiring process will prioritize VIA HFR's ability to achieve the five objectives described in this Corporate Plan.

VIA HFR will need to grow beyond the resources initially transferred from the Technical Office. It will staff senior leadership positions as soon as possible. VIA HFR will be supported by up to 100 people by the end of the fiscal year, including permanent or part-time employees, individuals on assignment from other organizations, or individuals on contracts or engaged through consulting firms. VIA HFR is still developing its HR

strategy, taking into consideration its budget and evolving capacity. Once an executive cadre is in place, and the Procurement phase is well underway, VIA HFR will be in a better position to develop a strategy for the Co-development phase and inform future budget requests.

External Environment

Project Management in a Co-development Model

Large-scale infrastructure projects are subject, more than ever, to intense scrutiny and often to conflicting demands and expectations. Various groups will need to be engaged to effectively address concerns and demands while recognizing the impacts on the project budget, time, and scope.

Effectively integrating the perspectives of the Private Developer Partner, the Accountable Owner, and the various parties with an interest in the project will be essential for the development of a Pre-Development Agreement. Through a co-development approach, VIA HFR will work with the Private Developer Partner to further advance and optimize the design and scope of the Project.

Negotiations with Host Railways and Utility Companies

Most segments of the HFR project are expected to use dedicated track, which will significantly reduce passenger trains' reliance on host railway infrastructure, thereby reducing travel times and improving on-time performance. VIA HFR will need to negotiate the necessary long-term, predictable track and right-of-way access agreements with host railways in order to secure the best possible route for HFR, including access to centres of major cities.

Negotiations with property owners, including utility companies, may also be required to secure access to properties that may be needed for the HFR project. Initial negotiations will focus on securing property access rights for the purpose of documenting the conditions along expected routes, as well as securing options critical for the future of the HFR project.

Consultations, Engagement, and the Impact Assessment Process

Major projects in Canada must follow an impact assessment process which assesses the environmental, economic, social and health impacts of potential projects, as well as the effects on Indigenous peoples and their rights.

In fiscal year 2023-2024, VIA HFR will advance work in the area of consultations and engagement and in planning and preparing for the impact assessment process. Consultation and engagement with Indigenous Peoples, the provinces of Ontario and Quebec, and municipalities will help VIA HFR to prepare to meet impact-assessment

requirements. VIA HFR will work collaboratively with TC to advance these and other elements of the impact assessment requirements.

Consultations with Municipalities in Ontario and Quebec

Consultations and engagement with municipalities (both officials and elected representatives) are underway and are expected to continue with VIA HFR throughout the life of the project.

Consultations with Indigenous Peoples

The Government of Canada is committed to: open, constructive relationships with Indigenous Peoples grounded in the principles of early and meaningful engagement; fulfilling the Crown's duty to consult and, where appropriate, accommodating nation-to-nation and government-to-government relationships; and advancing priorities on reconciliation, including its commitment to implement the United Nations Declaration on the Rights of Indigenous Peoples. Aligned with this commitment, VIA HFR will continue the engagement underway with Indigenous communities, organizations and entities (over 40 communities have been identified), and will incorporate Indigenous knowledge and perspectives into its organizational operations and planning processes, where appropriate. This consultation will also inform work to prepare for meeting impact assessment requirements.

Competition for talent

The scale of the HFR project will result in a significant call on the available specialized Canadian technical expertise, at the same time as private-sector proponents and the Private Developer Partner are recruiting similar resources.

Collaboration with a Private Developer Partner

The HFR project is the largest transportation infrastructure project that Canada has seen in decades. That is one reason why the Government of Canada is using a P3 partnership model and the Co-development approach to develop and deliver the project to bring the best expertise from Canadian and international firms to deliver the best services for Canadians.

Government of Canada decision making

VIA HFR recognizes the significance of this project for the Government of Canada and the role of the Minister of Transport as the Accountable Owner, supported by the Deputy Minister of Transport with the advice from DMOC.

Core decisions will require approval and/or guidance from the Accountable Owner/project authority while at the same time preserving the autonomy necessary for a

project of this scale to move ahead in a timely manner. The HFR project's corporate governance structure allows oversight and retention of key decisions by the Government of Canada (Accountable Owner, TC, and Cabinet decisions) while giving VIA HFR the flexibility to manage day-to-day operations.

A collaboration agreement between TC and VIA HFR, supported by a Project Charter, will guide the two entities during the Procurement phase.

4. OBJECTIVES, ACTIVITIES, RISKS AND EXPECTED RESULTS

This Corporate Plan focuses on VIA HFR's objectives during the Procurement phase, which include ensuring the corporation becomes ready to take on a larger role during the Co-development phase. While many activities described below will be completed during the Procurement phase, some may carry over into the Co-development phase.

Performance indicators are not proposed in this Corporate Plan, nor is a performance management framework for the CEO. This approach gives the Board and CEO, once appointed, time to develop robust indicators for future Corporate Plans. These indicators would be submitted and subject to review by TC and the Minister of Transport. Furthermore, the Annual Report for fiscal year 2023-24 and the Corporate Plan for fiscal year 2024-25 will explain and reflect VIA HFR's progress in its first year of existence.

1. Establishing and Operationalizing VIA HFR

During the Procurement phase, VIA HFR will establish itself as an organization capable of providing expert advice for the procurement process and acting as strategic advisor to the Minister of Transport, Deputy Minister of Transport and the DMOC. It will work with VIA Rail and TC to become operational at the beginning of fiscal year 2023-24.

VIA HFR is supported by a small team comprised of individuals lent by the Government of Canada for a limited time to support administrative set-up activities. VIA HFR also receives back-office support from VIA Rail. Individuals and contracts associated with the Technical Office will be transferred and integrated into VIA HFR once the new corporation is ready for this integration.

As its first priority, VIA HFR will continue advancing the selection process for the recruitment of the CEO and the remaining four positions on the Board of Directors. VIA HFR will prioritize the selection process with a view to promoting diversity and ensuring the representation of Indigenous Peoples through at least one member of its Board of Directors.

The second priority will be to establish appropriate governance processes and corporate policies that bear the highest level of scrutiny.

A Project Charter, under development at the time of writing, will set out the broad parameters of the project and its governance. It will describe in detail the roles and responsibilities of the key stakeholders during the Procurement phase. VIA HFR will also sign collaboration agreements with TC and VIA Rail for the duration of the

Procurement phase that will establish the initial framework for the various stakeholders to work collaboratively. These agreements may be renewed to provide a framework for collaboration during the Co-development phase.

The steps VIA HFR takes now to establish itself are critical to readying itself for its role in the Co-development phase, and other future phases. The 2024-25 Corporate Plan will provide additional information on readiness for future phases.

2. Expert support and technical lead to Government Office-led procurement process

The Government of Canada is leading the Procurement phase of the project and will be the decision-maker on the selection of the Private Developer Partner.

During the Procurement phase, VIA HFR will provide strategic and technical support and expertise to the Government Office-led procurement process and be the signatory of the pre-development agreement with the successful bidder. Activities under this objective include providing strategic, communications, commercial, financial, and technical advice in support of the RFQ and RFP and evaluating project submission proposals.

The Government of Canada will retain responsibility for the Crown's legal duty to consult and, where appropriate, accommodate (when it contemplates conduct that might adversely impact Aboriginal or treaty rights). VIA HFR will lead consultations and engagement on the government's behalf, coordinating with other federal organizations.

3. Leading HFR-enabling Activities

VIA HFR will lead HFR-enabling activities during the Procurement phase and will work closely and collaboratively with a significant number of stakeholders.

As a Crown corporation, VIA HFR will also support and implement key horizontal policies of the Government of Canada, such as: seeking opportunities to advance measures that support fighting climate change and Canada's transition to net-zero; implementing outreach and recruitment strategies that uphold the principles of equity, diversity, and inclusion, as well as relevant federal legislation like the *Official Languages Act*; meeting the standards set out in the *Accessible Canada Act* to support a barrier-free Canada; and, considering and implementing GBA+ priorities in its work.

Host Railways and Utility Companies

VIA HFR will engage with railway companies and utility companies to negotiate rights for the HFR project. This includes access to property to obtain critical information on the conditions along various alignments, including access to city centres. It also includes

future access rights to railway or utility company property should they be required to successfully construct, operate and maintain the HFR service. Work will also be undertaken to engage other infrastructure owners (e.g. major train station owners). This work will commence during the Procurement phase and continue into co-development.

Indigenous Peoples

VIA HFR strongly supports the Government of Canada's objective of reconciliation and a renewed nation-to-nation, government-to-government relationship with Indigenous peoples. As part of the Crown, VIA HFR will consult and engage broadly and meaningfully with Indigenous communities, organizations and entities on the proposed HFR project, and will incorporate Indigenous knowledge and perspectives into organizational operations and planning processes, where appropriate.

It will consult and engage with Indigenous Peoples to prepare for meeting impact assessment requirements. VIA HFR will collaborate with TC to advance these consultations. Its actions will include: the timely sharing of detailed information about a given activity; providing appropriate time for Indigenous communities, organizations and entities to present ideas or concerns and assess potential adverse or beneficial impacts; keeping appropriate and detailed records of all interactions and communications and promoting discussion with communities, organizations and entities about how potential adverse impacts could be addressed and benefits advanced. This work will commence during the Procurement phase and continue into co-development.

VIA HFR will ensure that its actions align with the Government of Canada's commitments to implementing the United Nations Declaration on the Rights of Indigenous Peoples and to working in partnership with Indigenous Peoples to advance their rights. Finally, it will foster strong relationships as the project advances, and work with Indigenous communities, organizations, and entities to develop the project effectively to create mutually beneficial socio-economic development opportunities.

Provinces, Municipalities, and Interest Groups

VIA HFR will provide a forum for organizations and entities to assess potential adverse or beneficial impacts, and present ideas, mitigation measures or concerns, and for VIA HFR to position itself for further consultations during the Co-development phase.

The lead interlocutor with provincial governments will be the Minister and the Government Office, as they are best placed to manage federal-provincial relations. VIA HFR will also engage, as requested by the Minister of Transport or Government Office, provincial governments and municipalities to hear their views and ideas and discuss potential impacts and mitigation options.

VIA HFR will also facilitate engagement with interest groups to hear their views and to discuss ideas, potential impacts, and mitigation options.

Rail Safety Regime

VIA HFR will assess safety-related requirements and propose updates to Canada's rail safety regime (in collaboration with TC).

Land Acquisition and Utility Management

VIA HFR will plan and prepare for land acquisition and utility management. This includes: advancing land acquisition strategies; identifying construction permit requirements; conducting geotechnical work and archeological surveys necessary to de-risk the project and advance the impact assessment process.

Private Developer Partner

At the conclusion of the Procurement phase in 2024, VIA HFR will work with the selected Private Developer Partner to co-develop and implement the HFR project. VIA HFR will take over the role of Project Authority from the Government Office. VIA HFR's objectives and activities for the Co-development phase will be elaborated in its Corporate Plan for 2024-25.

4. Strategic Advisor to the Accountable Owner and the Supporting Organization

During the Procurement phase, VIA HFR will act as strategic advisor to the Minister of Transport and the Government Office. This includes providing briefings to government officials related to VIA HFR's activities and seeking direction on critical issues involving the public interest. VIA HFR will identify strategic issues to the Government Office that require its attention. The integration of the Technical Office and appointment of a CEO will enable VIA HFR to carry out these responsibilities. Finally, VIA HFR will take an observer role at DMOC, to be fulfilled by the Chair until a CEO is appointed.

5. Project Management

As the Project Development Office, VIA HFR will develop and implement the HFR project in cooperation with the Minister of Transport. This includes monitoring project costs, keeping progress on schedule, and ensuring the consistency of the Project's activities and scope relative to the Project Charter. The collaboration agreement between VIA HFR and TC will define VIA HFR's important role in updating and sharing information with the Government of Canada, including the Government Office and ADM HFR.

VIA HFR will also be responsible for identifying strategic options for addressing project engineering, technical, market, commercial, and financing issues having significant impacts on project scope, budget, and schedule.

6. Risk Management

Risk Management is a fundamental component of the HFR project, which has several risk-management objectives:

- Establishing a culture of proactive risk management;
- Establishing a consistent framework for risk identification, assessment, control, and reporting; and,
- Identifying risk owners to ensure accountability.

Risk management is an ongoing process that identifies and assesses risks, and manages their mitigation. A risk register has been developed jointly by the Technical Office and the Government Office. It will be reviewed regularly, with scheduled updates to DMOC. This risk-management process allows project officials to stay ahead of the risks associated with the HFR project.

Some of the HFR project's risks will be borne by the Government of Canada, some jointly with the Government of Canada and VIA HFR, and some primarily by VIA HFR. Risks borne by the Private Developer Partner will be further elaborated in future Corporate Plans. During the Procurement phase, the main project risks for VIA HFR include:

- Establishing VIA HFR as a capable Project Development Office
- Securing access to infrastructure and land
- Meeting Project Objectives

5. Financial Overview

VIA HFR's budget covers its anticipated resource requirements to advance the HFR project during fiscal year 2023-24. The budget does not include any capital expenditures and there is no plan to borrow any funds. Once VIA HFR is operational, it will refine and update its anticipated resource requirements for the remainder of the Procurement phase and the subsequent Co-development phase in its next Corporate Plan. See Appendix 3: 2023-24 Operating Budget.

Budget 2022 provided \$396.8 million over two years (fiscal years 2022-23 and 2023-24) to TC and INFC for the HFR project. For fiscal year 2023-24, TC transferred \$43.67 million of this amount to VIA HFR to establish the corporation and advance its objectives.

VIA HFR's initial budget of \$43.67 million for fiscal year 2023-24 will be used for a range of start-up activities. Planned expenditures focus on operationalizing VIA HFR; financing the Technical Office to undertake the activities identified in the Corporate Plan; and the appointment and recruitment of directors, officers, and a small corporate team to support the governance and oversight of the corporation's operations.

VIA HFR is developing policies related to procurement, human resources, and finance, and is actively recruiting for the Chief Financial Officer position.

VIA HFR's authorized funding, limited to fiscal year 2023-24, does not fully cover the Procurement phase of the project, expected to conclude in late Summer 2024. VIA HFR will work with the Government Office to propose future financial authorities and resourcing levels for consideration by the Government of Canada.

Looking forward to future years for which no funding is yet approved, VIA HFR expects that its expenses will grow. During the Co-development phase, VIA HFR will take on new responsibilities as Project Authority, Contracting Authority, and expand its activities as the Project Development Office as it works with the Private Developer Partner, all of which is likely to require new human resources. As the CEO and CFO are in place, VIA HFR will be in a stronger position to develop more detailed future budget estimates and outline related work in future Corporate Plans.

6. Appendices

Appendix 1: Mandate letter of Minister of Transport to Chair of VIA HFR



December 16, 2022

Rob Prichard
1, Place Ville Marie
Bureau 3450
Montréal QC H3B 3N2

Dear Rob Prichard:

I am writing to congratulate you on your appointment as the Chair of VIA HFR - VIA TGF Inc. (VIA HFR), a subsidiary of VIA Rail Inc. The High Frequency Rail (HFR) project is a once-in-a-generation project that will transform passenger rail service in Canada through the creation of a faster, more frequent, more reliable rail service among Québec City, Trois-Rivières, Montréal, Ottawa, Peterborough, and Toronto. I am grateful that you have accepted to serve as the inaugural Chair of this new Crown corporation, along with Marie-José Nadeau, as Vice-Chair.

On March 9, 2022, I announced that the Government of Canada was launching the Request for Expressions of Interest (RFEOI), marking a major step in supporting the procurement phase for the HFR project. On October 31, 2022, the next steps in the procurement process were released through an update to the RFEOI, which answered key questions received from industry about the project.

As you know, the mandate of VIA HFR is to develop and implement the HFR project with the private sector, in cooperation with the Minister of Transport and his officials. As the Chair of VIA HFR, which is accountable to report to Parliament through the Minister of Transport, you will be accountable to me on the conduct of the organization and the

achievement of results on the HFR project. In this regard, I ask that you provide me with updates on a quarterly basis on the progress being made to establish VIA HFR and to launch the HFR project. It will be important to ensure that I have access to effective, transparent, and timely information from VIA HFR to enable me, as the accountable owner of the HFR project, to make decisions on the project as it advances, with the support of my Deputy Minister and departmental officials.

I would like to take this opportunity to share with you my expectations for VIA HFR. In the short term, your first priority is to lead the selection process for the recruitment of the Chief Executive Officer (CEO) for VIA HFR and the remaining four positions on the Board of Directors. I have asked the chair of the current selection process to brief you on the process to date in order to develop a path forward. To support the Government's commitment to indigenous reconciliation, VIA HFR should ensure representation of Indigenous Peoples through at least one member of its Board of Directors. I would ask that you aim to have the full VIA HFR Board and CEO in place by April 2023. Based on the selection process you oversee, the VIA HFR Board will appoint the CEO, in consultation with me, and the VIA Board will elect the remaining members of the VIA HFR Board, in consultation with me.

The second priority should be to establish the appropriate governance processes and corporate policies that bear the highest level of scrutiny. The Board of VIA HFR is not subject to the *Conflict of Interest Act*, but I expect the Board to establish a robust conflict of interest policy that reflects the best-in-class standards for corporate boards in Canada today and is consistent with the standards under this Act. As a Crown corporation, VIA HFR shall maintain appropriate codes of business conduct and ethics, reflective of these obligations, ensuring that the highest standard of ethical conduct is promoted in all its activities. All appointees should abide by the principles found in the Prime Minister's statement on Open and Accountable Government. All boards should ensure ongoing compliance, both for their organization and for themselves, with relevant legislation and any applicable Treasury Board policies, Governor in Council, and ministerial directives.

I would ask that you work with my officials in developing the first corporate plan and operating budgets for VIA HFR, as your organization is limited to initial set-up activities until these documents receive Treasury Board of Canada approval. I would ask that you oversee the development of the organizational chart and the recruitment of key staff, as well as the adoption of an appropriate compensation regime for VIA HFR, in accordance with your approved corporate plan and operating budget.

The Government of Canada is leading the procurement phase of the project and will be the decision-maker on the selection of the Private Developer Partner (PDP). In the subsequent stage, VIA HFR will then be the Contracting Authority and overseer of the relationship with the PDP in the co-development phase. During the procurement phase,

certain VIA HFR subject matter experts will be members of specialized evaluation committees and contribute to the assessment of proposals from RFQ/RFP proponents.

While the procurement process to select the PDP is underway, VIA HFR will have an opportunity to advance work on several aspects of the project, so there is a better starting point for negotiations between VIA HFR and the Private Development Partner during the co-development phase. For example, the HFR project is subject to the Physical Activities Regulations under the *Impact Assessment Act* and thus is expected to require an impact assessment. There are major opportunities to advance basic design and consultations on the project to be better prepared to move forward on this process once the PDP is selected – thereby saving many months in the project timeline.

I expect both VIA HFR and VIA Rail to work collaboratively to ensure the success of the HFR project. This includes working with Transport Canada on the development of options and the eventual implementation of approved investments to enhance passenger rail service in Southwestern Ontario. VIA Rail will have a key role to play in supporting the procurement process, providing back-office support to VIA HFR and eventually facilitating the transfer of its operation in the Toronto-Québec City Corridor. It is a priority of the Government that the rights, benefits, and collective agreements of employees are respected throughout all stages of the project.

I would also ask on an ongoing basis that you, the Board, and senior management of VIA HFR work to support key horizontal policies of the Government of Canada, which are outlined below.

Fighting climate change is a cornerstone of the Government's plan to create middleclass jobs and ensure Canadian industry remains competitive. The *Canadian Net-Zero Emissions Accountability Act* has legislated Canada's efforts to achieve net-zero greenhouse gas emissions by the year 2050. In this respect, VIA HFR should continue to seek opportunities to advance measures that support Canada's transition to net-zero.

Canada is committed to open and constructive relationships with Indigenous Peoples grounded in the principles of early and meaningful engagement, fulfilling the Crown's duty to consult and, where appropriate, accommodate nation-to-nation and government-to-government relationships and advancing priorities on reconciliation, including its commitment to implement the United Nations Declaration on the Rights of Indigenous Peoples. This has already included meetings and discussions, the timely sharing of detailed information about the proposed project, providing funding through a grant program to support Indigenous participation, and maintaining a record of all interactions and communications. Being aligned with Canada's commitments to Indigenous Peoples, VIA HFR will consult and engage broadly with Indigenous communities, organizations, and entities on the proposed HFR project, and will incorporate

Indigenous knowledge and perspectives into organizational operations and planning processes where appropriate.

As part of the Crown, VIA HFR must ensure that consultation and engagement processes are meaningful and are guided by the principle of the honour of the Crown to further the objective of reconciliation with Indigenous Peoples. I encourage you to work with my officials to operationalize this important part of the HFR project. VIA HFR, by fostering strong relationships as the project advances, will also work with Indigenous communities, organizations, and entities to develop the project effectively to create mutually beneficial socio-economic development opportunities.

Canadians know that fighting systemic racism and encouraging diversity and equity within the workforce help make Canada stronger and the Government is committed to operationalizing this understanding. When hiring, VIA HFR will implement outreach and recruitment strategies that uphold the principles of equity, diversity, and inclusion, including relevant federal legislation such as the *Official Languages Act*. In addition, as you are engaging in developing the passenger rail transportation system of the future, I look forward to seeing accessibility by design principles in your work. To that end, VIA HFR should strive to meet and exceed the standards set out in the *Accessible Canada Act* to support a barrier-free Canada.

In closing, I would like to congratulate you on your appointment, and thank you for your commitment to public service in leading the delivery of the largest transportation infrastructure project in Canada in the last fifty years. My Deputy Minister will follow up with you immediately to provide additional information and support to guide your early actions as we launch this historic project to modernize and expand Canada's passenger rail service for Canadians.

Sincerely,



The Honourable Omar Alhabra, P.C., M.P.
Minister of Transport

c.c. Michael Keenen, Deputy Minister of Transport
Françoise Bertrand, Chairperson of VIA Rail

Appendix 2: Objectives, planned results, activities, risk, and mitigation

This section details VIA HFR's objectives, planned results, and related activities, risks, and mitigation for fiscal year 2023-24. Some activities will persist beyond this fiscal year to complete the Procurement phase and prepare the corporation for the Co-development phase.

Performance indicators are not proposed here, nor is a performance management framework. These will be provided in future Corporate Plans when a permanent CEO has been appointed and in consultation with the Board of Directors. Once these are developed, they would be submitted and subject to review by TC and the Minister of Transport.

Objective 1: Establishing and Operationalizing VIA HFR

Results

- VIA HFR has hired key staff and is able to advance its immediate priorities.

Activities

- A CEO is appointed and recruitment to the Board of Directors is completed. The Board establishes a Board Committee for Human Resources, Corporate Governance and Nominations.
- Human resources, appropriate governance processes and corporate policies are established to staff the organization effectively in order to undertake VIA HFR's other objectives for the Procurement and future phases.
- VIA HFR enters into a service agreement with VIA Rail, a collaboration agreement with TC, and a tri-partite agreement with VIA Rail and TC, which define VIA HFR's roles in the HFR Project.
- Once a CEO is in place and preliminary organizational processes are established, continue to add resources, develop forecasting requirements and reporting processes to progress to the Co-development phase.

Risk

- The search for a CEO takes more time than forecast. This delays the hiring of senior management and staff and hinders the advancement of the project.
- VIA HFR is unable to develop and deliver these activities on a timely basis.

Mitigations

- The Board appointed an interim Chief Executive Office in February 2023.
- The recruitment processes for the CEO and remaining Director positions began prior to incorporation. VIA HFR is receiving professional advice on leadership structure and executive compensation structures.
- VIA HFR is staffed by a small team, gathered through interchange agreements, to support VIA HFR's establishment and the Board in the recruitment processes.
- Terms of employment for in-house and contracted resources will be aligned with the context of the gated and phased approach of the HFR project.

Objective 2: Providing expert advice and being the technical lead to the Government Office-led procurement process

Results

- HFR Procurement is successful with the selection of a Private Developer Partner that has an actionable proposal that respects the scope, cost, timing, and parameters of the project.

Activities

- Provide strategic advice (financial, market and commercial) on selection criteria and proposal evaluation and process.
- Advise on documentation in support of RFP, as well as provide and manage an environment to share and collaborate on RFP-related data.
- Provide quality assurance services for the technical and engineering deliverables.
- Assess the technical solutions, reasonability of costs, and schedules submitted by the private sector proponents.
- Help develop and sign the Pre-Development Agreement with the successful bidder.

Risks

- Approaches are advanced by proponents outside the project outcomes (for example, project scope, costs, timing and/or impacts), and are not sufficiently addressed by VIA HFR or the Government Office.
- Delays in operationalization of VIA HFR affect its capacity to meet its mandated requirements during the Procurement phase.

Mitigations

- Work with the Government Office to ensure that documentation used for the Request for Proposals is sound.
- Identify potential weakness in proponents' proposals and advise on potential mitigating measures.
- VIA HFR subject-matter experts will be members of evaluation committees and empowered to contribute to the assessment of proposals from RFQ/RFP proponents.
- Maintain talent and expertise to effectively challenge unrealistic assumptions.

Objective 3: Leading select HFR-enabling activities

Results

- HFR-enabling activities advance as planned to support project timelines, during the Procurement phase and future phases.

Activities

- Advance engagement with host railways with respect to track access.
- Advance engagement with infrastructure owners (e.g. major train station owners).
- Support the impact assessment and regulatory approvals, including conducting technical/field/engineering studies, public engagement activities and identification of mitigations and accommodations (in collaboration with HFR Government Office).
- Prepare for Indigenous consultations, including fulfilling the Crown's duty to consult through dialogue and co-development of mitigation and accommodation measures.
- Explore mechanisms to support the participation of Indigenous peoples in consultation and engagement activities for the project, including fulfilling the Crown's duty to consult and, where appropriate, accommodating through discussions about how potential adverse impacts could be mitigated and beneficial impacts advanced.
- Assess safety-related requirements and propose updates to Canada's rail safety regime.
- Plan and prepare for land acquisition and utility management, including advancing land acquisition strategies, identifying construction permit requirements, and conducting geotechnical work and archeological surveys to de-risk the project and advance the impact assessment process.
- VIA HFR's future role in land acquisition will be determined by a land acquisition strategy to be developed in consultation with the Government of Canada.
- Contribute to advancing project outcomes in collaboration with the HFR Government Office and Private Developer Partner.

Risks

- Potential delays in project activities that affect the critical path.

Mitigations

- Work collaboratively with HFR Government Office to advance key activities through common understanding of priorities and processes.
- Work with the HFR Government Office and Private Developer Partner to finalize track access.
- Prioritize activities that can be implemented as soon as decisions are made on the operationalization of the project scope.
- Coordinate engagement with stakeholders in starting an impact assessment using existing flexibilities under the *Impact Assessment Act*.
- The resources of the Technical Office are already engaged in this work and will continue to advance these activities once transitioned to VIA HFR.

Objective 4: Strategic advisor to the Accountable Owner and supporting organization

Results

- The Accountable Owner, the Minister of Transport, is satisfied that VIA HFR is delivering its mandate effectively.

Activities

- Provide briefings to the Accountable Owner covering VIA HFR's range of responsibilities.
- Work in cooperation with the Accountable Owner on the development and implementation of the HFR Project beyond the Procurement phase. Update TC of HFR enabling activities and seek directions on key issues.
- Maintain the project business case, including annual updates to reflect the progress of main features of the project and business environment.

Risks

- The Accountable Owner and TC may not be effectively informed of, or advised on, strategic issues affecting the progress of enabling activities or the project scope, timing, costs, or impacts.
- Delays in operationalization of VIA HFR affect its capacity to meet its mandated requirements during the Procurement phase.

Mitigations

- Collaborate with the HFR Government Office to identify strategic issues needing Government of Canada attention.
- Ensure effective capacity to provide deliverables adapted to senior government officials needs.
- Represent VIA HFR through its observer role in the Deputy Ministers' Oversight Committee.
- Interim executives have or are being identified to provide leadership and fulfil advisory roles while still pursuing recruitment processes.

Objective 5: Project Management

Results

- Project advancement is closely monitored and reported; adjustments to project scope, timing and costs are justified; project risks and associated mitigation measures are identified and tracked and, the Project's activities are consistent with the Project Charter.

Activities

- As VIA HFR takes on the role of Project Delivery Office, it will:
 - Implement a Project Management Plan describing how the HFR Project will be executed, monitored, controlled, and reported.
 - Monitor project cost, schedule, activities, and scope to ensure consistency with the Project Charter and other project governance documents.
 - Identify strategic options to address project engineering, and technical, market, commercial, and financing issues that significantly impact scope, budget and schedule.

Risks

- Project management monitoring does not reflect project needs.

Mitigations

- Ensure that the Government Office and VIA HFR fulfil their responsibilities related to project management. Provide necessary support.
- Develop standardized reporting approaches that meet management information needs.
- Reporting processes are clearly defined, notably via the Collaboration Agreement between TC and VIA HFR and the Project Charter.

Appendix 3: 2023-24 Operating Budget

Expenditure Categories	2023/24
Management & Support: Salary and Wages	\$2,662,230
Management & Support: Other Operating Costs	\$1,976,875
Technical Office: Specialized individuals hired under contractual agreements	\$4,223,589
Technical Office: Engineering, accounting, procurement, legal, technical and communication services	\$34,807,305
Totals: Salary and Wages	\$2,662,230
Totals: Other Operating Costs	\$41,007,769
Grand Total	\$43,670,000

Appendix 4: Glossary of Acronyms and Terms

Acronym or Term	Definition
Accountable Owner	The Minister of Transport, supported by the Deputy Minister of Transport, with the advice of the Deputy Ministers' Oversight Committee, is the project Accountable Owner. The Accountable Owner answers for the project in Parliament, brings forward recommendations to Cabinet and Treasury Board and provides overall policy guidance to project implementation based on Government-wide objectives.
CIB	Canada Infrastructure Bank
Co-development phase	Refers to the phase that begins at the conclusion of the Procurement phase. Through a co-development approach, VIA HFR will work with the Private Developer Partner to further advance and optimize the design and scope of the HFR Project, prior to the Execution phase.
Contracting Authority	Refers to the party executing and managing the Pre-Development Agreement, namely VIA HFR.
DMOC	Refers to the Deputy Ministers' Oversight Committee, which is an oversight body of Deputy Ministers chaired by the Deputy Minister of Transport, providing a consensus-based forum from key departments to advise, through the Deputy Minister of Transport, the Minister of Transport and guide project implementation based on Government-wide objectives.
Government Office	Comprises officials from Transport Canada, Public Services and Procurement Canada and Infrastructure Canada. It leads the procurement process and acts as the public-sector counterpart to private-sector participants during the RFQ and RFP stages. The Government Office is led by the TC Assistant Deputy Minister, HFR.
INFC	Infrastructure Canada
Pre-Development Agreement	Refers to the agreement VIA HFR will enter into with the selected Private Developer Partner. Such agreement will describe the parameters required to advance and optimize the design and scope of the Project during the Co-development phase.

Acronym or Term	Definition
Private Developer Partner	Refers to the private-sector partner the Government of Canada is seeking to identify during the Procurement phase who is best able to work with Canada during the Co-development phase to advance and optimize the design and engineering of the Project.
Procurement Authority	The Minister of Public Services and Procurement Canada (PSPC) is the Procurement Authority during the Procurement phase. In collaboration with the Project Authority, PSPC will manage the procurement process for selecting the Private Developer Partner.
Procurement phase	Refers to the competitive process to identify a Private Developer Partner. The Procurement phase of the Project officially began when the Request for Qualifications (RFQ) was launched on February 17, 2023. Top respondents will then be invited to participate in the Request for Proposals (RFP) with a deadline expected in summer 2024. The RFP process will end with the selection of the Private Developer Partner.
Project Agreement	Refers to the agreement VIA HFR would sign with the Private Developer Partner, at the end of the Co-development phase and following the Government of Canada's final investment decision, to begin construction and provide service to Canadians in the early 2030s.
Project Authority	During the Procurement phase, the TC Assistant Deputy Minister, HFR will lead the Government Office, support the Deputy Minister of Transport and ultimately the Minister as Accountable Owner, and act as the Project Authority. In this capacity, the Project Authority has overall responsibility during the Procurement phase for the HFR project, including keeping the DMOC and the Accountable Owner updated on progress and significant issues, guiding the work of the Procurement Authority and the Project Development Office (VIA HFR), and acting as the counterpart to private-sector participants during the RFQ and RFP stages. At the conclusion of the Procurement phase in 2024, VIA HFR will take over the role of Project Authority and will work with the selected Private Developer Partner during the Co-Development phase to co-develop and implement the HFR project.

Acronym or Term	Definition
Project Charter	Refers to a document which describes the general parameters of the Project, how the Project is to be governed, the roles and responsibilities of the key stakeholders, and the authorities of the Government Office and VIA HFR during the Procurement phase.
Project Development Office	VIA HFR
PSPC	Public Services and Procurement Canada
RFP	Request for Proposals
RFQ	Request for Qualifications
TC	Transport Canada
Technical Office	Refers to a temporary arrangement comprising CIB-contracted firms and individuals, and employees borrowed from VIA Rail and CIB. Its responsibilities include undertaking steps in the Impact Assessment process, such as public-facing engagement; leading consultations with Indigenous peoples; advancing negotiations with host railway; developing projects requirements and supporting the procurement process; and contracting some small strategic studies/projects to protect the future of the HFR route. Individuals and contracts associated with the Technical Office will be transferred and integrated into VIA HFR once the new corporation is ready for this integration.