

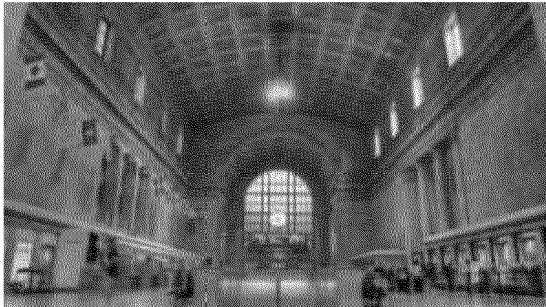


Union Pearson Express

February 2013

The UP Express will Connect Canada's Two Busiest Transportation Hubs

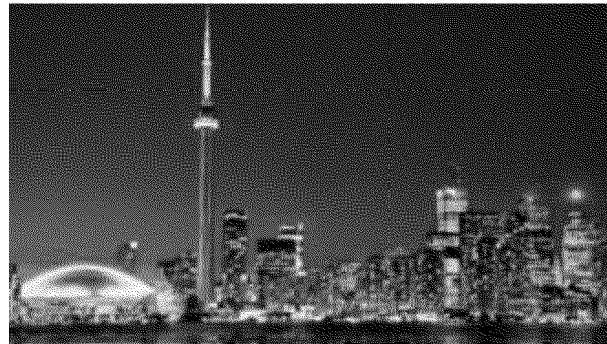
Union Station
Downtown Toronto
(65 million passengers
today and expected to
more than double by
2031)



Toronto Pearson
(30 million passengers
expected to grow to 50
million passengers by
2031)



Elevated Experience ***ELEVATING TORONTO***



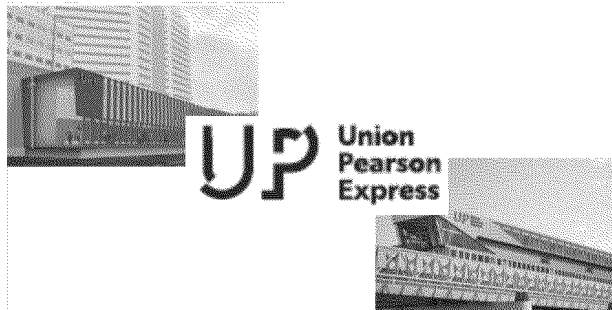
The Union Pearson Express will not only provide fast, reliable elevated service to its guests, but also raise Toronto and Ontario's profile.

Metrolinx Expertise



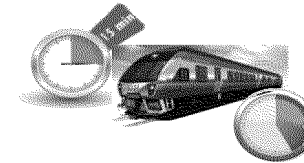
The Air Rail Link (ARL) will be delivered and operated leveraging Metrolinx, GO and PRESTO expertise and capabilities in building and running air-rail services

Linking Union and Pearson



The Union Pearson Express will link the two busiest passenger transportation hubs in Canada – Union Station and Pearson Airport (with stops at Bloor/Dundas and Weston)

Express & Elevated Service



We will provide fast, reliable service departing every 15 minutes, elevating riders with differentiated service for the 25 minute trip between Union and Pearson

Tourism Promotion



We will launch in time for TO 2015 Pan / Parapan American Games and transform the way visitors experience our city when they first get here

Economic Development



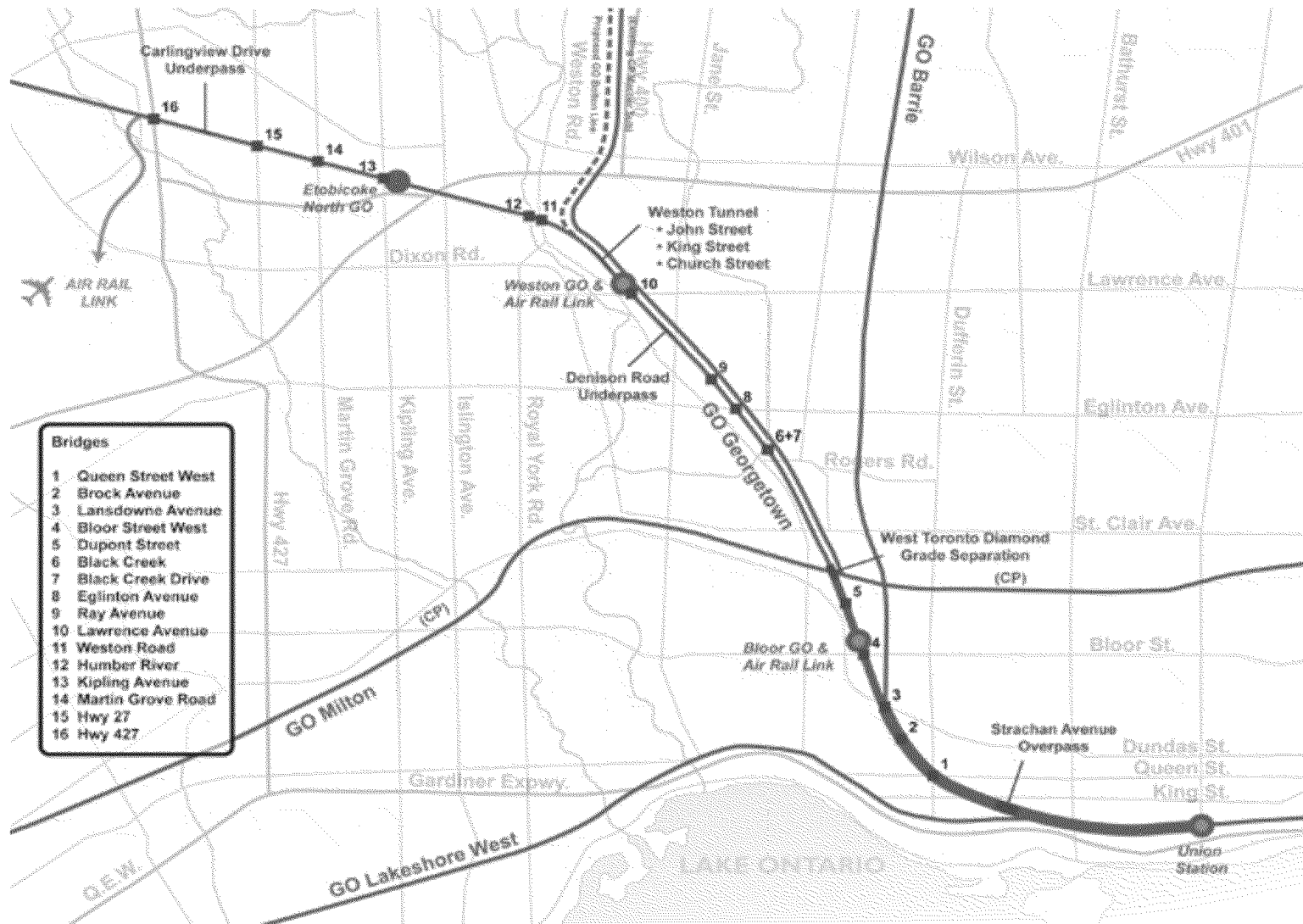
We will contribute to economic growth in the GTHA by providing a direct connection between the financial district of Toronto and the rest of the world

Eminence Building



We will showcase Ontario's progress, prosperity and Toronto's role on the global stage

Union Pearson Express Route



Dedicated Air Rail Links differentiate themselves from other rail services

There are ~224 air-rail links to 175 airports around the world; Leading global ARLs² were used as benchmarks to inform the UP Express Customer Experience Strategy

Leading Air Rail Links



Leading ARLs are characterized by fast, convenient, comfortable service, often providing valued amenities, services and focus on the end-to-end customer experience

Fast

- Tend to be express trains that move at a faster speed than most commuter trains

Convenient

- Direct and reliable service to and from airport terminals to downtown city centre locations
- Minimal stops

Comfortable

- Heightened levels of comfort for travellers (e.g., more spacious, comfortable seating, luggage storage on trains)

Amenities

- Wide array of amenities available (e.g., Wi-Fi, television screens display weather and news, Flight Information Displays, onboard washrooms, check-in kiosks)

Other Commuter and Metro Trains



Other trains that provide services between city centres and airports tend to be slower, with more frequent stops, and fewer amenities

Affordable

- Usually cheaper than differentiated ARLs
- Often associated with / part of a city's public transit system

Slower

- Slower train speed and more frequent stops
- Often requires riders to switch train lines, or transportation modes (e.g., bus, airport shuttle)

Less Comfortable

- Crowded (e.g., standing room)
- Usually no designated areas to stow luggage

Lack of Amenities

- Few to no amenities onboard
- Primarily in the service of transporting people from station to station



Heathrow Express – London
Best Rail Operator - 2011 Business Travel Awards



KLIA Ekspres Train – Kuala Lumpur
Winner of Best Customer Service- Global AirRail Award



MTR – Hong Kong
Finalist in Best AirRail Link &
Winner of partnership of the year - Global AirRail Award



Gautrain – Johannesburg
2010 winner of best New Service initiative - Global AirRail Award



Arlanda Express – Stockholm
Winner Train design of the year 2011- Global AirRail Award



Narita Express – Tokyo
Best Japanese Train of the Year 2010



Rhônexpress – Lyon
Finalist in New Service of the Year 2011- Global AirRail Award



City Airport Train – Vienna
Best on line ticket and city baggage check-in



Flytoget – Oslo
2012 Winner for Environmental Commitment- Global AirRail Award

Sources: International Air Rail Organization, Metrolinx, CGA, Deloitte Analysis

Notes: ¹Some airports have rail links from more than one city or region via different service providers; ² Per the IARO, as at April 2012, only 19 of the 224 air rail links are considered leading global ARLs that have a dedicated link from airport to downtown

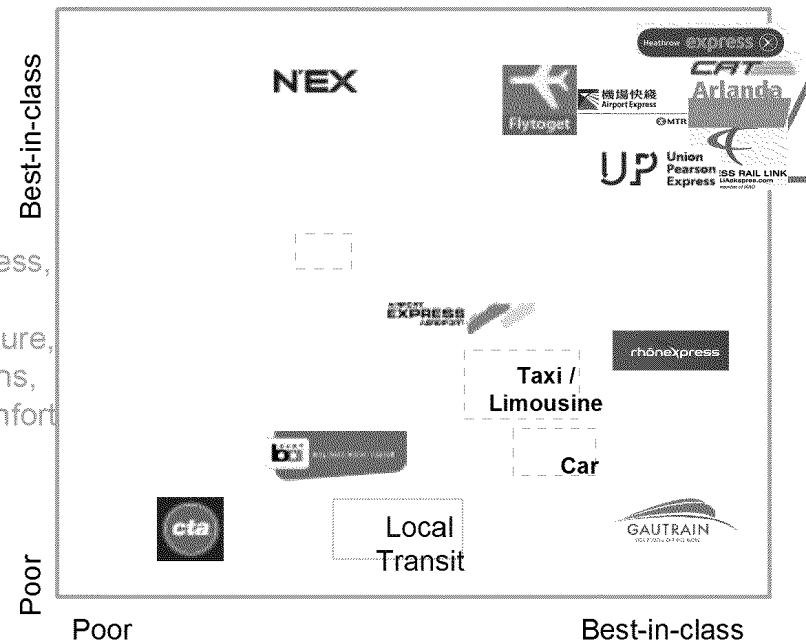
Our vision, mission, and strategic positioning will elevate UP Express as a world leader in the air rail link category



ARL's Strategic Positioning

Atmosphere and Amenities

Components: Uniqueness, brand, cutting-edge facilities and infrastructure, retail and service options, entertainment, and comfort



Legend

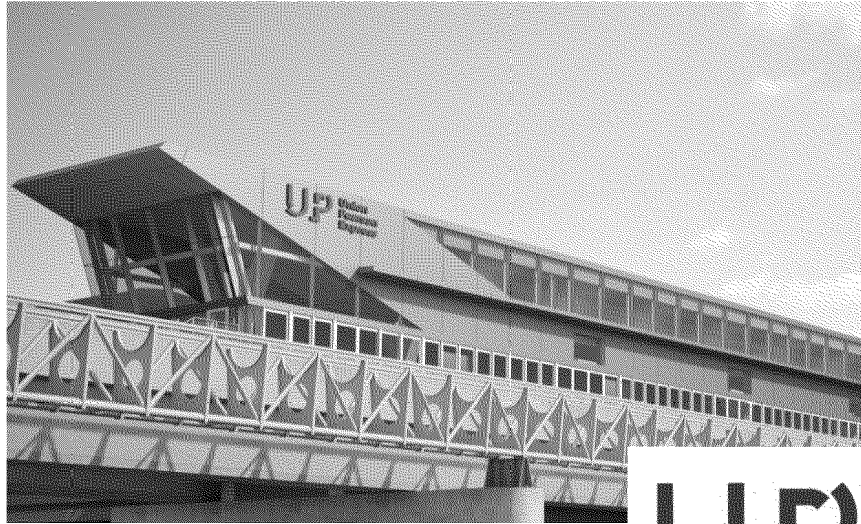
ARL's local competitors
Global ARLs



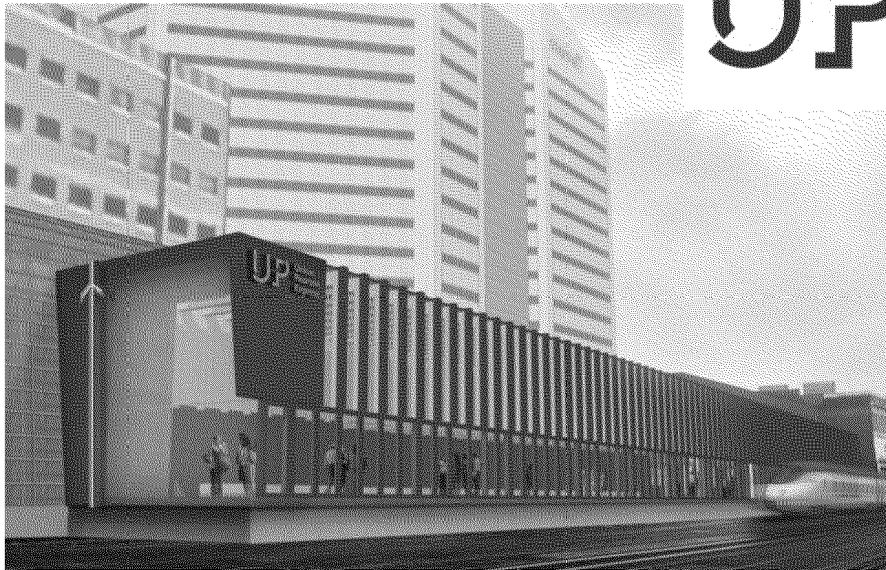
ARL will be best-in-class in both atmosphere and amenities and customer travel efficiency by:

- Being a **fast and reliable service** that connects the two busiest passenger transportation hubs in Canada – Union Station and Toronto Pearson
- Providing an **elevated customer experience** that pleasantly surprises our guests with **unique amenities and services**

Welcome to the Union Pearson Express



UP Union
Pearson
Express

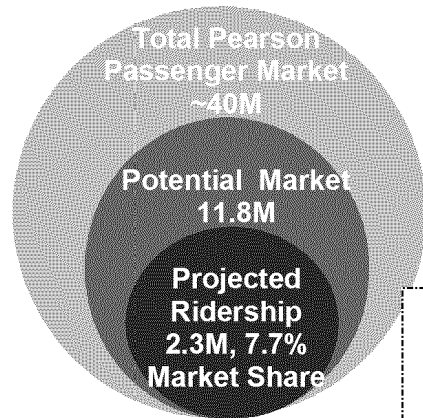


Commercially Sensitive Information

Exclusion per Committee Direction

Potential Market and Ridership

Market Size

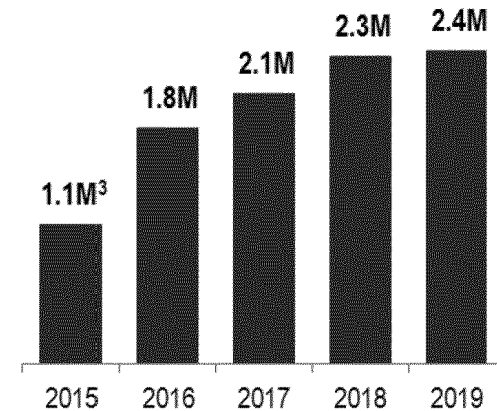


Total Toronto Pearson air passenger market

In-scope market based on identified catchment areas

Exclusion per Committee Direction

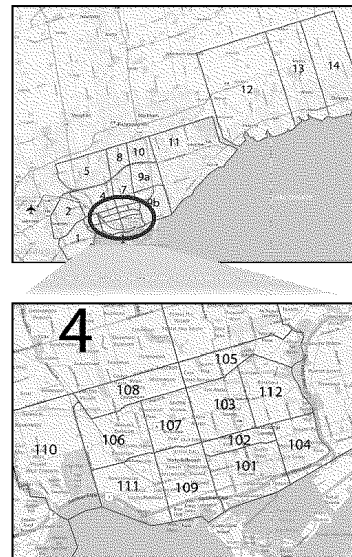
Note: 2018 SDG Market Size



Ridership studies confirmed a strong demand for a dedicated rail service

Background & Methodology

- Steer Davies Gleave (SDG) study refreshed in 2011 was used to project ridership and revenue for the Union Pearson Express
 - SDG study showed a meaningful demand for the service under the current business model, consistent with ridership studies to date (e.g. Halcrow, Transport Canada, KPMG, 2004 SDG)



Assumptions

- Conservative assumptions were used to address ridership forecasts
 - Only air travellers included in the ridership forecast
 - 65% - 95% ramp-up assumed for the first three years of operation
 - Elements of differentiated services not included in customer surveys

¹ Source: Ridership and Revenue Forecast, Steer Davies Gleave, 2011

Exclusion per Committee Direction

Ridership forecasts have been largely consistent over the years

Forecasts	Base Ridership Forecast (Opening Year)	Opening Year Airport Traffic ³	Opening Year Market Share	Base Ridership Forecast (Maturity)	Maturity Year Airport Traffic ³	Maturity Year Market Share
2002 Halcrow ² (Transport Canada)	1.57M (2005)	24.6M	6.3%	3.15M (2010)	33.6M	10.6%
2004 SDG ¹ (Private Sector)	2.21M (2008)	25.2M	8.8%	2.73M (2013) 3.13M (2018)	31.0M	8.8%
2009 SDG ¹ (Private Sector)	1.49M (2015)	29.5M	5.1%	2.63M (2020) 2.56M (2018)	33.5M	7.9%
2011 SDG ¹ (Metrolinx)	1.35M (2015) <i>Apr-Dec</i>	20.1M <i>Apr-Dec</i>	6.7%	3.08M (2020) 2.97M (2018)	29.9M	10.3%

- Repeated attitudinal surveys and global best practices have shown consistent price point and service level preferences
- The 2011 SDG study showed a meaningful demand for the service under the current business model, consistent with ridership studies to date (e.g. Halcrow, previous SDG)
- Conservative assumptions were used to address ridership forecasts:
 - Only air travellers included in the ridership forecast
 - 65% - 95% ramp-up assumed for the first three years of operation
 - Elements of differentiated services not included in customer surveys

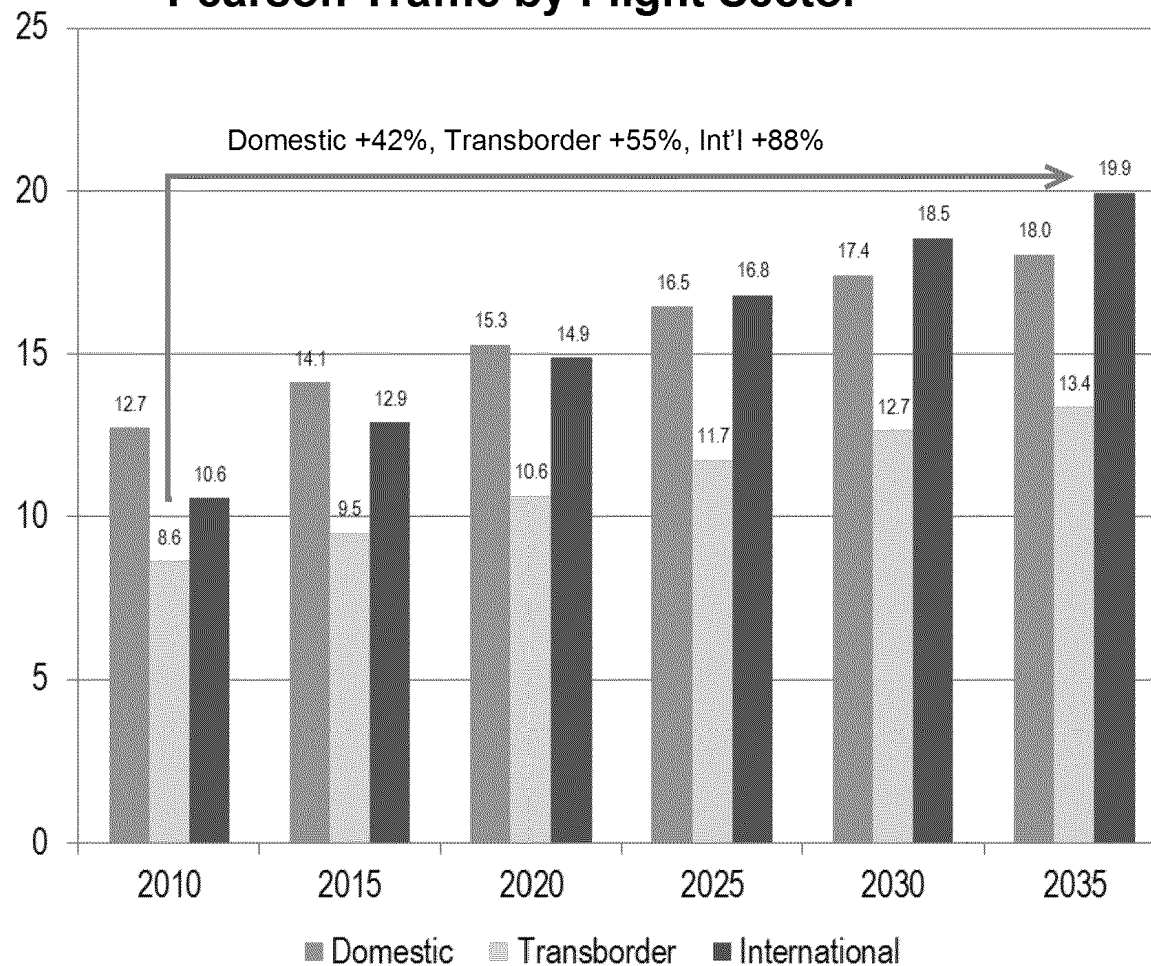
¹ Steer Davies Gleave

² Ridership forecast excludes airport employees for consistency purposes

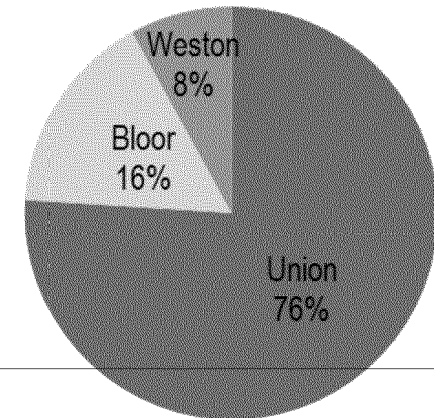
³ Excludes connecting passengers

Pearson International passenger traffic is forecasted to increase by 88% in 25 years

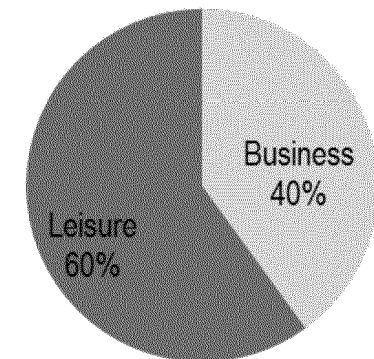
Pearson Traffic by Flight Sector¹



Ridership by Station¹

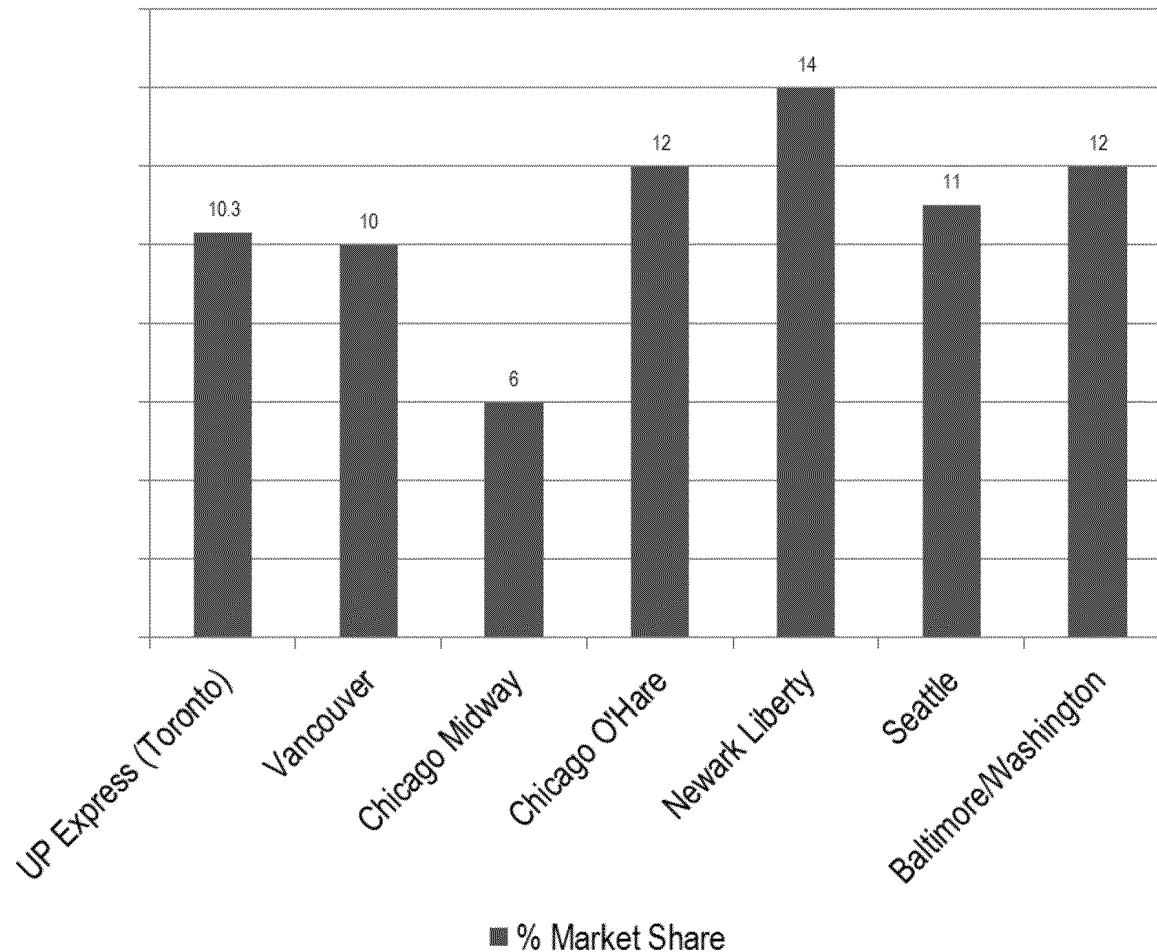


UP Passenger Trip Purpose¹



UP Express market share will be comparable to other North American airports

Market Share at other North American Aiports¹



Other Key Insights¹

- Most (62%) of the UP Express demand is abstracted from the taxi mode; 11% from Airport Express Bus and 27% from car travel (parking, drop-off)
- UP Express will capture 68% of the in-scope demand in the vicinity of Union Station; and 53% in the vicinity of Bloor Station

UP Express will be priced competitively

Benchmarks		
Local Competitive Modes	Trip Duration / Frequency	2012 Price
 Airport Limo	30-60 mins / on demand	~\$62 + tip
 Taxi	30-60 mins / on demand	~\$55 + tip
 Airport Express Bus	40-60 mins / every 30 mins	\$26.95*
Dedicated ARLs	Location	2012 One-way Fare CAD
 Narita Express	Tokyo, Japan	\$38-\$58**
 Heathrow Express	London, U.K.	\$28-\$44**
 Flytoget	Oslo, Norway	\$29-\$43***
 Arlanda Express	Stockholm, Sweden	\$39

Exclusion per Committee Direction

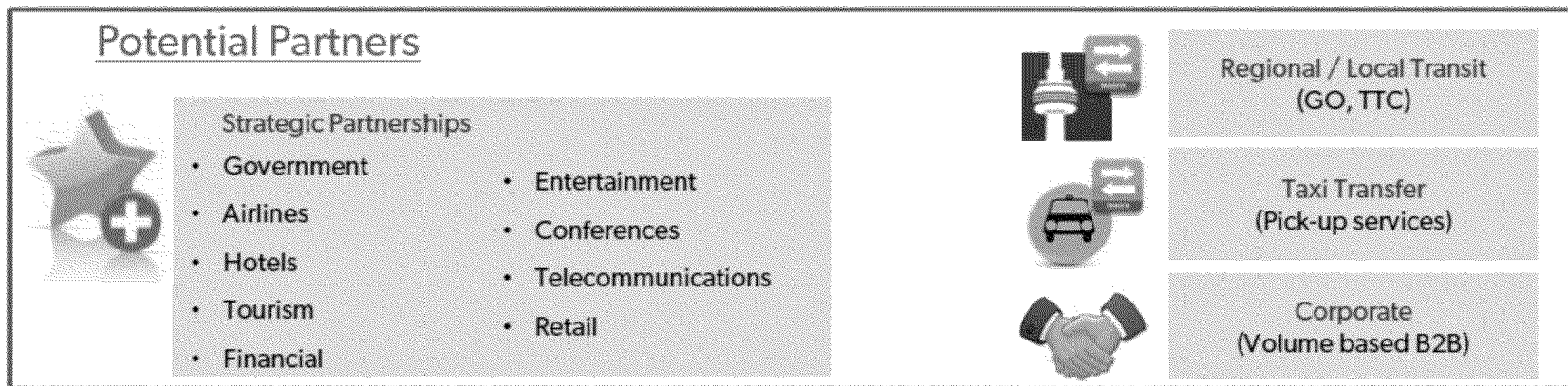
Source: Deloitte Best Practices Research, 2012; Google Exchange, January 2012

* Airport Express offers one-way fares at \$26.95

** First-class train fare, *** \$38.7 from Oslo S (main station) / \$42.7 from Drammen (terminus station),

Opportunities Exist to Leverage New Markets and Increase Demand

Exclusion per Committee Direction

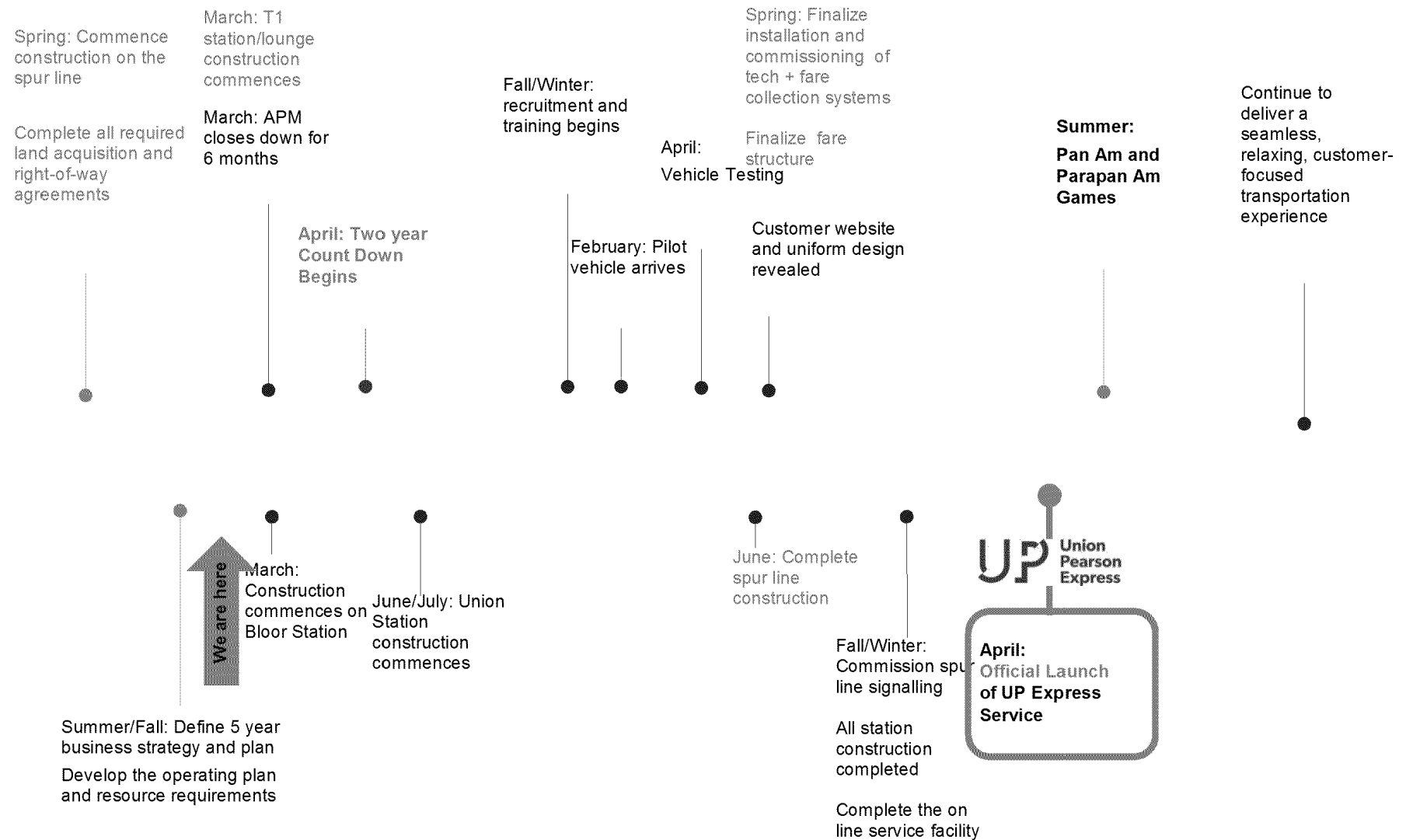


We are exploring additional opportunities to extend market share through:

- Identifying potential partnerships;

Exclusion per Committee Direction

Milestones and Timelines – 2 Year Countdown



Issues & Mitigation Strategies

Deliver the service and required infrastructure on time and budget for the Pan/Parapan American games in 2015. This will be influenced by the ability to:

- Create and operate a complex start up organization;
- Attract, develop and retain adequate resources and expertise;
- Institute effective Program Management discipline; and
- Finalize and execute agreements with required third-parties to procure vehicles, build infrastructure, acquire lands, secure right of way agreements, and deliver operations services.
- Proactively manage procurement and legal activities for portfolio of project

Audit Working Papers

Kitchener Corridor Community Concerns relative to project and construction taking place along the corridor such as air quality and electrification:

- The Union Pearson Express will use state-of-the-art Tier 4 diesel vehicles. Tier 4 emission standards are the strictest big-road engine emission standards possible as established by the US Environmental Protection Agency
- Overall emissions along the Kitchener corridor will be less in 2015 than they were in 2010. Tier 4 Diesel vehicles will produce 75% fewer nitrogen than the current GO trains that run along this corridor.
- The Union Pearson Express will take 1.2 million car trips off the road in it's first year alone, reducing congestion and harmful emissions in our communities

Solicitor Client / Litigation / Settlement / Common Interest Privilege

Contacts

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The Air Rail Link has been in planning and implementation over the past 15 years

Transport Canada Ridership Studies

- 1999 by IBI Group
- 2002 by Halcrow Group Ltd (Bankable**)

SNC-Lavalin Ridership Studies

- 2004 by Steer Davies Gleave* (Bankable**)
- 2009 by Steer Davies Gleave* (Bankable**)

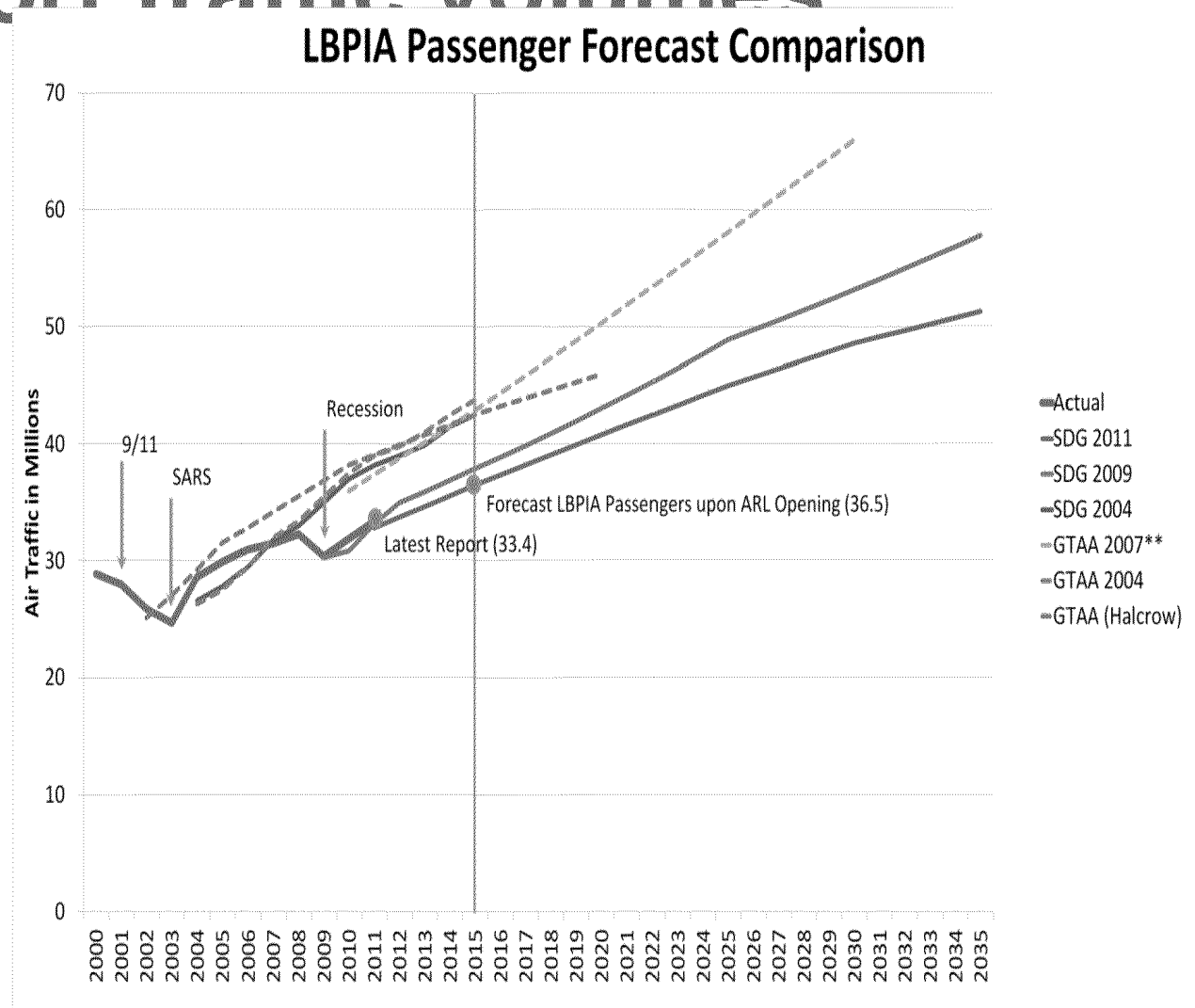
Metrolinx Ridership Studies

- 2011 by Steer Davies Gleave (Update based on above studies)
- 2013/14 update will be underway

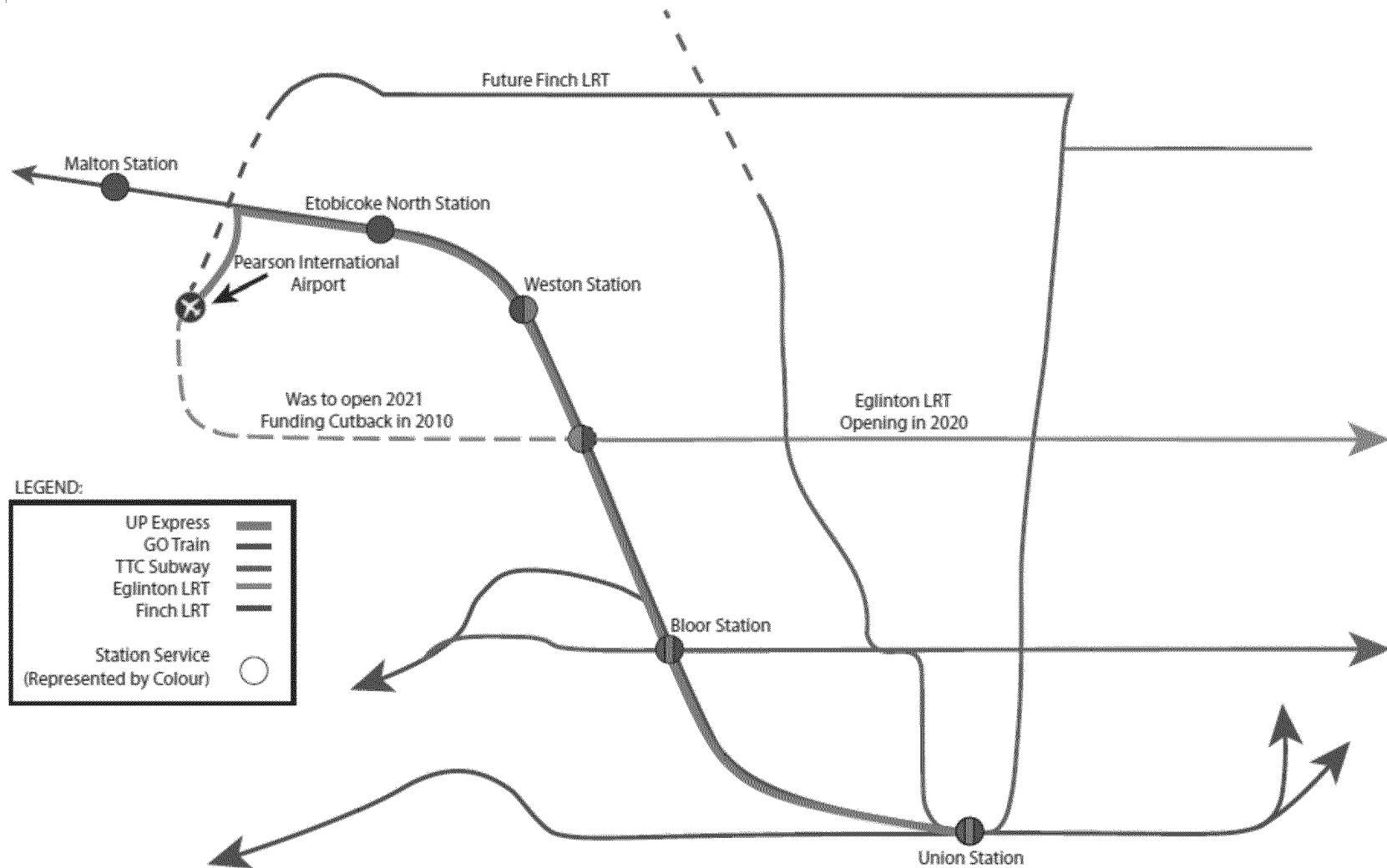
Additional Supportive Studies

- 2001 Traffic and Financial Projections Study by KPMG
- 2010 Ridership Due Diligence Audit by Jacobs Consultancy* (for the Lenders)
- 2012 Discrete Choice Market Research Study by Deloitte/Ipsos Reid

The ridership forecasts were re-based to reflect changes in airport traffic volumes

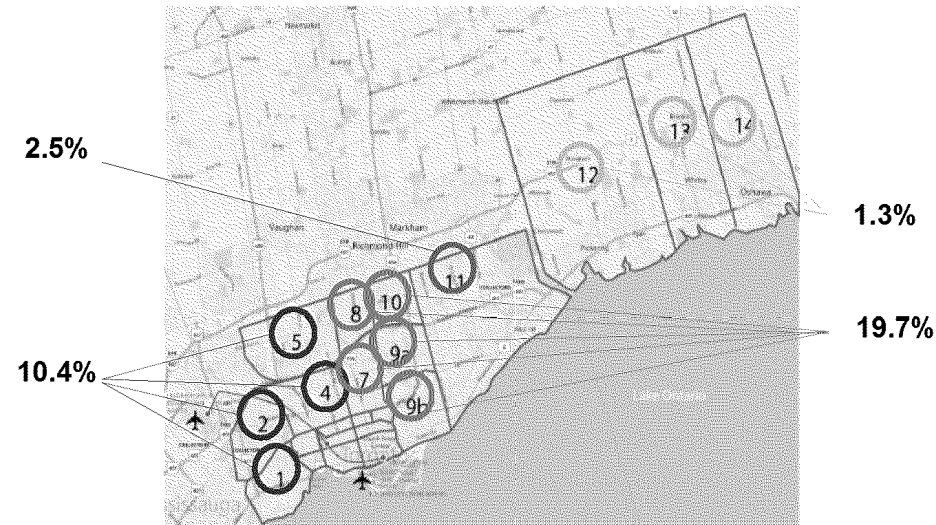


The ridership reviews from 2009 include the effects of Eglinton LRT connection at Pearson

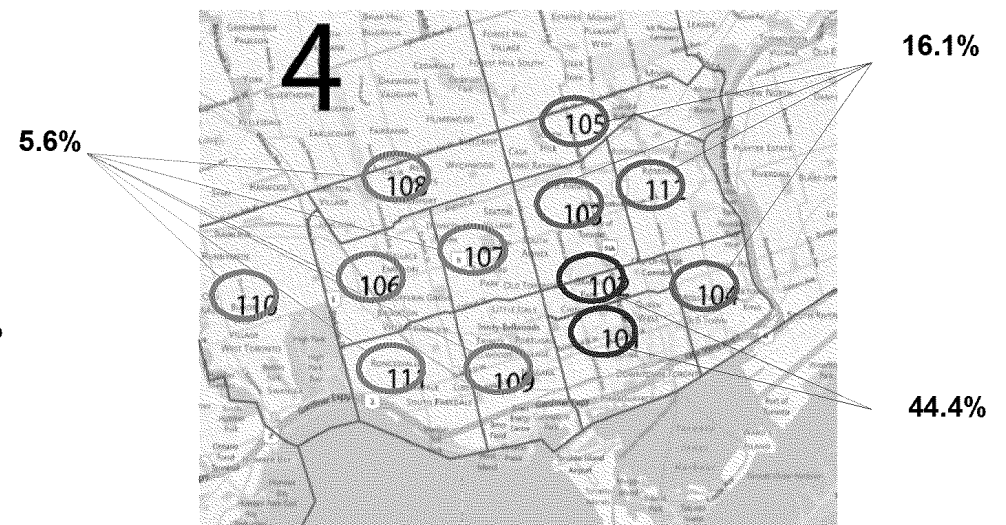


Downtown is the primary catchment area for UP Express ridership

All Catchment Areas¹



Downtown Catchment Areas¹



Area	Definition	Area	Definition
1	Etobicoke South	9B	Central Area – Danforth/Beaches
2	Etobicoke Central – Humber Valley	10	Central Area – Steeles
4	Central Area/Weston – Eglinton West/York	11	Scarborough
5	Central Area – Downsview/Jane & Finch	12	Pickering/Ajax
7	Central Area – Forest Hill	13	Whitby
8	Central Area – Thornhill	14	Oshawa
9A	Central Area – Ellesmere/Eglinton East		

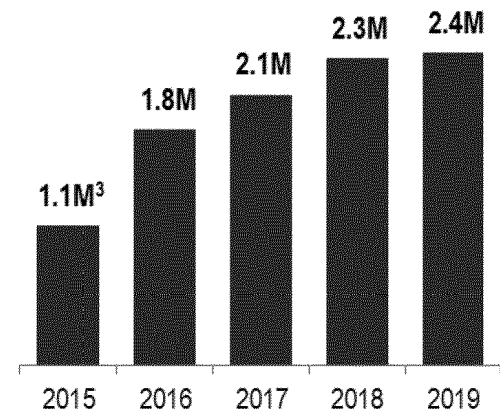
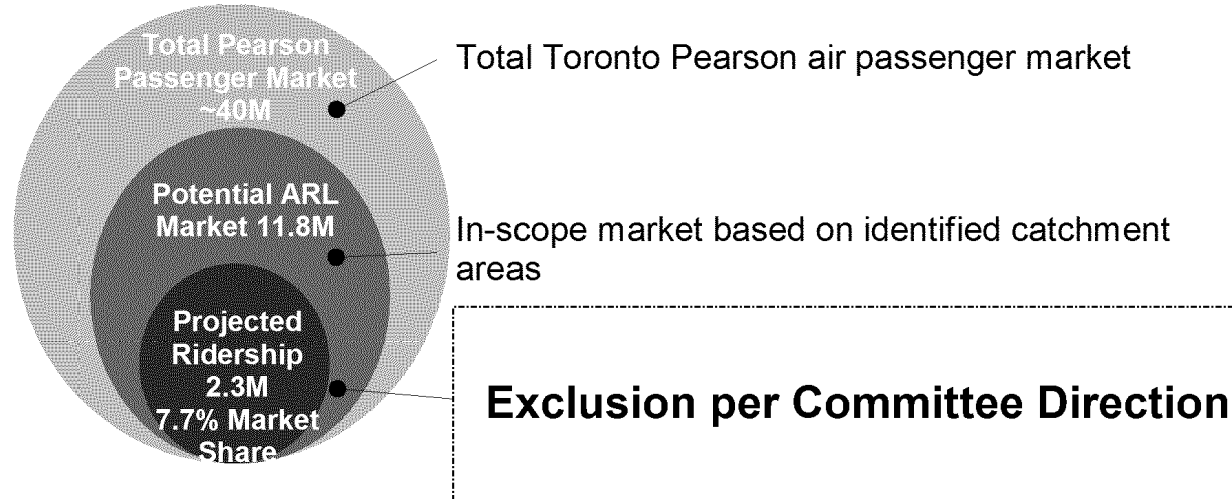
Area	Definition	Area	Definition
101	Core – South of Dundas	108	West – Wychwood Park
102	Core – North of Dundas	109	West – Little Italy/Trinity-Bellwoods/King West/Liberty Village
103	East – The Annex	110	West – Bloor West Village/High Park/The Junction
104	East – Corktown/Distillery/Moss Park	111	West – Roncesvalles/Parkdale
105	East – Casa Loma/Moore Park/Leaside	112	East – Summerhill/Rosedale/Regent Park
106	West – Brockton Village		
107	West – Dovercourt/Bickford Park		

Exclusion per Committee Direction

Exclusion per Committee Direction

Exclusion per Committee Direction

Market Size



Ridership studies confirmed a strong demand for a dedicated rail service

- The 2011 SDG ridership forecast was used as a base model in the development of the business plan and financial model in 2012
- A discreet choice study was undertaken as part of this work to test the value proposition and price sensitivity of potential UP Express customers

Exclusion per Committee Direction

Next Steps

- A transportation study for the Airport area will be underway beginning in Spring 2013 to identify short and long term potential transportation improvements
- Later in 2013, a Benefit Cost Analysis (BCA) will be underway and will re-confirm overall project feasibility and opportunities for future expansion of service
- A comprehensive update to the 2011 SDG ridership forecast is scheduled for late 2013

Exclusion per Committee Direction

Exclusion per Committee Direction