

**DELEGATED APPROVAL FORM  
DIRECTOR, REAL ESTATE SERVICES  
MANAGER, REAL ESTATE SERVICES**

**TRACKING NO.: 2018-062**

Approved pursuant to the Delegated Authority contained in Executive Committee Item EX27.12, as adopted by City Council on October 2, 3 and 4, 2017 or, where applicable, in Executive Committee Item EX28.8, as adopted by City Council on November 7, 8 and 9, 2017.

Prepared By:	Loretta Ramadhin	Division:	Real Estate Services
Date Prepared:	February 14, 2018	Phone No.:	416-392-7169

<b>Purpose</b>	To obtain approval to enter into two separate mutual confidentiality agreements (the "Agreements"). The first being with OMERS Realty Corporation, OMERS Realty Holdings (STC One) Inc., OMERS Realty Holdings (STC Two) Inc., OMERS Realty Holdings (STC Three) Inc., Scarborough Town Centre Holdings Inc. Scarborough Town Centre Holdings (Two) Inc., and ARI STC Investments LP by their manager/agent, and without personal liability, OPGI MANAGEMENT LIMITED PARTNERSHIP by its general partner, OPGI MANAGEMENT GP INC. ("Oxford"). The second being with Cineplex Odeon Corporation ("Cineplex"). The purpose of these Agreements is to obtain from Oxford and Cineplex, on a confidential basis, certain information required for determining property impacts and potential damages to the retail complex owned and operated by Oxford, known as Scarborough Town Centre, and partially occupied by Cineplex, in connection with City of Toronto and Toronto Transit Commission (the "City") design and construction of the Scarborough Subway Extension ("SSE").
<b>Property</b>	The property known municipally as 300 Borough Drive, Toronto, Scarborough Town Centre (the "Property") and legally described as PIN 06000-0287 (LT) being Blocks M and N, Plan 66M1410, and as shown on Location Map in Appendix "A" (the "Property").
<b>Actions</b>	<ol style="list-style-type: none"> <li>The City enter into the Agreements with Oxford and Cineplex, substantially on the terms and conditions outlined below, and on such other amended terms and conditions as deemed appropriate by the Director, Real Estate Services or designate, and in a form satisfactory to the City Solicitor.</li> <li>The Director, Real Estate Services, administer and manage the Agreements, including the provision of any consent, approvals, waivers, notices and notices of termination provided that the Director, Real Estate Services may, at any time, refer consideration of such matter to City Council for its determination and direction.</li> <li>The appropriate City Officials be authorized and directed to take the necessary action to give effect thereto.</li> </ol>
<b>Financial Impact</b>	<p>There is no financial impact resulting from this approval</p> <p>The Acting Chief Financial Officer has reviewed this DAF and agrees with the financial impact information.</p>
<b>Comments</b>	At its meeting of March 28 and 29, 2017, City Council adopted the recommendations of the Staff Report, <i>Next Steps on the Scarborough Subway Extension</i> , which recommended the extension of Line 2 (Bloor-Danforth Subway) from Kennedy Station to Scarborough Centre via the McCowan alignment. The Property will be impacted by the subway station box, the launch shaft, the working shaft, the tunnel and a new bus terminal. Discussions with Oxford and Cineplex have commenced and to facilitate the eventual acquisition of the required lands and to determine potential damages, access to certain information is required.
<b>Terms</b>	<p>Parties: Oxford, Cineplex and the City</p> <p>Purpose: To disclose, on a confidential basis and in the context of a pending expropriation and associated litigation, certain information that may be exchanged for the purpose of determining property impacts and potential damages to the Property, in connection with City designing and constructing the SSE.</p> <p>Confidential Information: The Confidential Information will remain confidential. All right, title and interest to the Confidential Information will remain the exclusive property of Oxford and Cineplex. The Confidential Information will be held in trust by the City, with the exception of disclosure that would be required for City staff to report to and obtain instructions from City Council, or the Board of the Toronto Transit Commission as is permitted or required under the <i>City of Toronto Act, 2006</i> and the <i>Municipal Freedom of Information and Protection of Privacy Act (Ontario)</i>.</p> <p>The City agrees to indemnify Cineplex for all liability, costs, losses or damages including reasonable legal fees relating to breach of the agreement.</p>

<b>Property Details</b>	<b>Ward:</b>	38 – Scarborough Centre
	<b>Assessment Roll No.:</b>	19 01 051 730 002 00
	<b>Approximate Size:</b>	
	<b>Approximate Area:</b>	
	<b>Other Information:</b>	

A.	Manager, Real Estate Services has approval authority for:	Director, Real Estate Services has approval authority for:
<p>1. Acquisitions:</p> <p>2. Expropriations:</p> <p>3. Issuance of RFPs/REOIs:</p> <p>4. Permanent Highway Closures:</p> <p>5. Transfer of Operational Management to Divisions and Agencies:</p> <p>6. Limiting Distance Agreements:</p> <p>7. Disposals (including Leases of 21 years or more):</p> <p>8. Exchange of land in Green Space System &amp; Parks &amp; Open Space Areas of Official Plan: N/A</p> <p>9. Leases/Licences (City as Landlord/Licensor):</p> <p>10. Leases/Licences (City as Tenant/Licensee):</p> <p>11. Easements (City as Grantor):</p> <p>12. Easements (City as Grantee):</p> <p>13. Revisions to Council Decisions in Real Estate Matters:</p> <p>14. Miscellaneous:</p>	<p><input type="checkbox"/> Where total compensation does not exceed \$50,000.</p> <p><input type="checkbox"/> Statutory offers, agreements and settlements where total compensation does not cumulatively exceed \$50,000.</p> <p><b>Delegated to a more senior position.</b></p> <p><b>Delegated to a more senior position.</b></p> <p><b>Delegated to a more senior position.</b></p> <p><input type="checkbox"/> Where total compensation does not exceed \$50,000.</p> <p><input type="checkbox"/> Where total compensation does not exceed \$50,000.</p> <p><b>Delegated to a more senior position.</b></p> <p><input type="checkbox"/> (a) Where total compensation (including options/renewals) does not exceed \$50,000.</p> <p><input type="checkbox"/> (b) Where compensation is less than market value, for periods not exceeding three (3) months, including licences for environmental assessments and/or testing, etc.</p> <p><b>Leases pursuant to the Community Space Tenancy Policy delegated to a more senior position.</b></p> <p><input type="checkbox"/> Where total compensation (including options/renewals) does not exceed \$50,000.</p> <p><input type="checkbox"/> Where total compensation does not exceed \$50,000.</p> <p><b>Delegated to a more senior position.</b></p> <p><input type="checkbox"/> Where total compensation does not exceed \$50,000.</p> <p><b>Delegated to a more senior position.</b></p> <p><b>Delegated to a more senior position.</b></p>	<p><input type="checkbox"/> Where total compensation does not exceed \$1 Million.</p> <p><input type="checkbox"/> Statutory offers, agreements and settlements where total compensation does not cumulatively exceed \$1 Million.</p> <p><input type="checkbox"/> Issuance of RFPs/REOIs.</p> <p><input type="checkbox"/> Initiate process &amp; authorize GM, Transportation Services to give notice of proposed by-law.</p> <p><b>Delegated to a more senior position.</b></p> <p><input type="checkbox"/> Where total compensation does not exceed \$1 Million.</p> <p><input type="checkbox"/> Where total compensation does not exceed \$1 Million.</p> <p><input type="checkbox"/> Exchange of land in Green Space System and Parks and Open Space Areas of Official Plan.</p> <p><input type="checkbox"/> (a) Where total compensation (including options/renewals) does not exceed \$1 Million.</p> <p><input type="checkbox"/> (b) Where compensation is less than market value, for periods not exceeding six (6) months, including licences for environmental assessments and/or testing, etc.</p> <p><b>Leases pursuant to the Community Space Tenancy Policy delegated to a more senior position.</b></p> <p><input type="checkbox"/> Where total compensation (including options/renewals) does not exceed \$1 Million.</p> <p><input type="checkbox"/> (a) Where total compensation does not exceed \$1 Million.</p> <p><input type="checkbox"/> (b) When closing roads, easements to pre-existing utilities for nominal consideration.</p> <p><input type="checkbox"/> Where total compensation does not exceed \$1 Million.</p> <p><input type="checkbox"/> Amendment must not be materially inconsistent with original decision (and subject to General Condition (u)).</p> <p><input type="checkbox"/> (a) Approvals, Consents, Notices and Assignments under all Leases/Licences</p> <p><input type="checkbox"/> (b) Releases/Discharges</p> <p><input type="checkbox"/> (c) Surrenders/Abandonments</p> <p><input type="checkbox"/> (d) Enforcements/Terminations</p> <p><input checked="" type="checkbox"/> (e) Consents/Non-Disturbance Agreements/Acknowledgements/Estoppels/Certificates</p> <p><input type="checkbox"/> (f) Objections/Waivers/Caution</p> <p><input type="checkbox"/> (g) Notices of Lease and Sublease</p> <p><input type="checkbox"/> (h) Consent to regulatory applications by City, as owner</p> <p><input type="checkbox"/> (i) Consent to assignment of Agreement of Purchase/Sale; Direction re Title</p> <p><input type="checkbox"/> (j) Documentation relating to Land Titles applications</p> <p><input type="checkbox"/> (k) Correcting/Quit Claim Transfer/Deeds</p>
<b>B. Director, Real Estate Services and Manager, Real Estate Services each has signing authority on behalf of the City for:</b>		
<ul style="list-style-type: none"> <li>Documents required to implement matters for which he or she also has delegated approval authority.</li> <li>Expropriation Applications and Notices following Council approval of expropriation (Manager, Acquisitions &amp; Expropriations is only Manager with such signing authority).</li> </ul>		
<b>Director, Real Estate Services also has signing authority on behalf of the City for:</b>		
<ul style="list-style-type: none"> <li>Agreements of Purchase and Sale and all implementing documentation for purchases, sales and land exchanges not delegated to staff for approval.</li> <li>Community Space Tenancy Leases approved by delegated authority by Deputy City Manager, Internal Corporal Services and any related documents.</li> </ul>		
<b>Consultation with Councillor(s)</b>		

Councillor:	Councillor De Baeremaeker	Councillor:	
Contact Name:	Gwen Mackay	Contact Name:	
Contacted by:	Phone <input type="checkbox"/> x E-Mail <input type="checkbox"/> Memo <input type="checkbox"/> Other <input type="checkbox"/>	Contacted by:	Phone <input type="checkbox"/> E-mail <input type="checkbox"/> Memo <input type="checkbox"/> Other <input type="checkbox"/>
Comments:	February 12, 2018	Comments:	
<b>Consultation with Divisions and/or Agencies</b>			
Division:	Toronto Transit Commission	Division:	<b>Financial Planning</b>
Contact Name:	Stephanie Rice	Contact Name:	Patricia Libardo
Comments:	Concurs	Comments:	Concurs
<b>Legal Division Contact</b>			
Contact Name:	Tammy Turner		

DAF Tracking No.: 2018-062	Date	Signature
Recommended by:		
<input checked="" type="checkbox"/> Recommended by: <b>Manager, Real Estate Services</b> Tim Park	Feb. 14, 2018	Tim Park
<input type="checkbox"/> Approved by:		
<input checked="" type="checkbox"/> Approved by: <b>Director, Real Estate Services</b> David Jollimore	Feb. 15, 2018	David Jollimore

**General Conditions ("GC")**

- (a) The local Councillor (or local Councillors if the subject property is located on a ward boundary or if the transaction involves an exchange of properties in more than one ward), will be consulted prior to the exercise of delegated Approving Authority by staff for all Acquisitions, Disposals, Land Exchanges and Leases. In the event of a vacancy in the Ward in which the subject property is located, the Mayor's office shall be consulted in the alternative.
- (b) Where approving power has been delegated to staff, the Deputy City Manager, Internal Corporate Services, in consultation with any other applicable Deputy City Manager or the City Manager, may determine that such matter is of such special interest that same should be returned to the relevant Committee and Council for consideration and determination.
- (c) Exercise of delegated authority is subject to all applicable Council policies, statutes or other applicable law.
- (d) Authority to approve financial commitments/expenditures is subject to all amounts being available in an approved budget, or funding being available from third party sources, except for "Strategic Property Acquisitions" as set out in EX44.22 adopted by Council August 25, 26, 27 and 28, 2014, which identifies alternative funding mechanisms subject to additional approval requirements.
- (e) Property interests are to be based on appraised value, and no interest shall be granted at less than market value unless otherwise specifically authorized.
- (f) Authority to approve transactions at less than market value is subject to statutory anti-bonusing provisions.
- (g) Total compensation means the aggregate of all types of payments, including land value, estimated clean-up costs, potential arbitration awards, loss claims, etc., but exclusive of any applicable taxes and registration costs.
- (h) Authority to acquire property is conditional upon provision being made to bring the property into compliance with applicable MOE or other requirements such that it will be fit for its intended municipal purpose, except for property acquisitions of 50M<sup>2</sup> or less for transit shelter purposes.
- (i) Authority to initiate the permanent road closure process in **A.4** is conditional upon confirmation by the GM of Transportation Services that it is feasible to permanently close the highway.
- (j) Disposal authorities in **A.7** are subject to the property having been declared surplus, and the disposal policy complied with.
- (k) Land exchanges, except for those in **A.8**, may be authorized based on the delegated Approving Authority for disposals in **A.7**.
- (l) Approving Authority with respect to land located in the Designated Waterfront Area as defined in the *Toronto Waterfront Revitalization Corporation Act, 2002* is conditional upon the approval of the Director, Waterfront Secretariat.
- (m) Authority to approve an exchange of land in **A.8** is conditional upon confirmation by the Chief Planner and Executive Director of City Planning, and the GM of Parks, Forestry & Recreation, that the land being exchanged is (i) nearby land of equivalent or larger area, and (ii) of comparable or superior green space utility.
- (n) Approving Authority in **A.9** Leases (City as Landlord) but not Licences (City as Licensor) is limited to periods (including options/renewals) of less than twenty-one (21) years, as leases of 21 years or more may be authorized based on the delegated Approving Authority for disposals in **A.7**.
- (o) Total compensation in leasing matters where the City is landlord (**A.9**) includes the value of tenant improvements if factored into tenant's rental payments.
- (p) Total compensation in leasing matters where the City is the tenant (**A.10**) includes the value of any tenant improvements to be paid by the City.
- (q) Where options/renewals are included in leases, if the renewal rent is to be determined at a date later than the original approval date, total compensation is to be calculated as though all options are exercised, estimating the renewal rent based on the highest rent payable in the first term of the lease.
- (r) Total compensation in leasing matters where the City is landlord (**A.9**) or tenant (**A.10**) is to be calculated from the date of approval pursuant to this delegation (ie. first allowing for the expiry of any prior approvals, whether by Council or a delegated authority).
- (s) Approving Authority in leasing matters includes authority to approve renewals/extensions within the parameters of the delegated Approving Authority.
- (t) Approving Authority includes authority for amendments within the parameters of the delegated Approving Authority, the cumulative total of which may not exceed the delegated financial limit.
- (u) Where proposed additional amounts in **A.13** exceed 10 per cent of the original decision, even if otherwise in compliance with all other conditions, then Approving Authority is transferred upwards to the next more senior level of Approving Authority having the relevant overall financial limit.
- (v) Approving Authority includes authority for all documents necessary to implement the authority, including ancillary agreements, on terms and conditions satisfactory to the Approving Authority, in consultation with the relevant operating Division(s).
- (w) Staff positions referred to in this delegation include successors from time to time.
- (x) Documents are to be in a form satisfactory to the City Solicitor (including indemnity and insurance provisions).
- (y) Delegated signing authorities in **B** are conditional upon the documents having received the City Solicitor's prior "Approval as to Form".
- (z) Authority to use land acquired by the City for parking purposes by the Toronto Parking Authority is conditional upon Council enacting a by-law designating such use.
- (aa) All residential leasing documents shall adhere to the *Residential Tenancies Act, 2006* and any successor legislation.
- (bb) Despite GC(n), Approving Authority in residential leasing matters is not limited to periods of less than twenty-one (21) years and total compensation in residential leasing matters where the City is landlord is to be calculated based on an assumed term of ten years unless the lease term expressly identified therein is longer.
- (cc) Where Approving Authority has been delegated to the Manager level, such authority shall be conditional upon the Manager first having secured the written concurrence of a second Manager within the Real Estate Services Division.

### Appendix "A"

#### Location Map

