Agenda - Executive Policy Committee - December 10, 2003

Report - Standing Policy Committee on Property and Development - December 4, 2003

Item No. 5 Proposal to Amend and Establish New Downtown Winnipeg Weather Protected Walkway System Bridge Agreements related to the True North Entertainment Complex
File SC-3.2

STANDING COMMITTEE RECOMMENDATION:

On December 4, 2003, the Standing Policy Committee on Property and Development concurred in the administrative recommendation and recommends to Council:

1. That the proposed terms and conditions for the Somerset Building Air Rights and Bridge Agreement to facilitate the construction of a new pedestrian bridge at "Location No. 1" as shown on Misc. Plan No. 12005 as described in the administrative report dated November 26, 2003, be approved.

2. That the proposed terms and conditions for the Powerhouse Building Air Rights and Bridge Agreement to facilitate the construction of a new pedestrian bridge at "Location No. 2" as shown on Misc. Plan No. 12005 as described in the administrative report dated November 26, 2003, be approved.

3. That the Assignment of the Newport Building Air Rights and Bridge Agreement (as applicable to "Location No. 3" shown on Misc. Plan No. 12005) to TN Arena Inc., 3017977 Nova Scotia Company and Consolidated Properties (Alberta) Ltd., be approved.

4. That the Assignment of the City Place Building Air Rights and Bridge Agreement (as applicable to "Location No. 4" shown on Misc. Plan No. 12005) to TN Arena Inc. and 2017166 Ontario Ltd, be approved.

5. That the Assignment of the City Place - Centennial Library Building Air Rights and Bridge Agreement (as applicable to "Location No. 5" shown on Misc. Plan No. 12005) to 2017166 Ontario Ltd., be approved.

6. That the Director of Planning, Property and Development be delegated the authority to approve and finalize the terms and conditions for the Bridge Agreements as identified in Recommendations 1 through 5 inclusive.

7. That the Proper Officers of the City be authorized to do all things necessary to implement the intent of the foregoing.

Agenda - Executive Policy Committee - December 10, 2003

Report - Standing Policy Committee on Property and Development - December 4, 2003

DECISION MAKING HISTORY:

STANDING COMMITTEE RECOMMENDATION:

On December 4, 2003, the Standing Policy Committee on Property and Development concurred in the administrative recommendation and submitted the matter to the Executive Policy Committee and Council.

Re: **Proposal to Amend and to Establish New Downtown Winnipeg Weather Protected Walkway System Bridge Agreements related to the True North Entertainment Complex**
City Centre Community
Fort Rouge Ward

For submission to: **Standing Policy Committee on Property and Development**

Original report signed by: **Director of Planning, Property and Development**

Report date: **November 26, 2003**

Recommendation(s):

1. That the proposed terms and conditions for the Somerset Building Air Rights and Bridge Agreement to facilitate the construction of a new pedestrian bridge at "Location No. 1" as shown on the attached Misc. Plan No. 12005 and as described herein, be approved.
2. That the proposed terms and conditions for the Powerhouse Building Air Rights and Bridge Agreement to facilitate the construction of a new pedestrian bridge at "Location No. 2" as shown on the attached Misc. Plan No. 12005 and as described herein, be approved.
3. That the Assignment of the Newport Building Air Rights and Bridge Agreement (as applicable to "Location No. 3" as shown on the attached Misc. Plan No. 12005) to TN Arena Inc., 3017977 Nova Scotia Company and Consolidated Properties (Alberta) Ltd., be approved.
4. That the Assignment of the City Place Building Air Rights and Bridge Agreement (as applicable to "Location No. 4" as shown on the attached Misc. Plan No. 12005) to TN Arena Inc. and 2017166 Ontario Ltd, be approved.
5. That the Assignment of the City Place - Centennial Library Building Air Rights and Bridge Agreement (as applicable to "Location No. 5" as shown on the attached Misc. Plan No. 12005) to 2017166 Ontario Ltd., be approved.
6. That the Director of the Planning, Property and Development Department be delegated the authority to approve and finalize the terms and conditions for the Bridge Agreements as identified in the foregoing Recommendations 1 through 5 inclusive.
7. That the Proper Officers of the City be authorized to do all things necessary to implement the intent of the foregoing.

REPORT SUMMARY

Key Issues:

- The solicitors representing TN Arena Inc. requested the Planning, Property and Development Department to approve the terms and conditions for two new Downtown

Winnipeg Weather Protected Walkway System Bridge Agreements between the True North Entertainment Complex and the Somerset and Powerhouse buildings and to approve the assignment of the existing Bridge Agreements pertaining to the Newport and City Place buildings.

- A study on the Downtown Winnipeg Weather Protected Walkway System is being completed for consideration by Council, which will likely include various recommendations relative to improving the current system.

- This report is intended to update several existing Bridge Agreements and to request approval for two new Bridge Agreements, all associated with facilitating the Downtown Winnipeg Weather Protected Walkway System in the immediate vicinity of the new True North Entertainment Complex.

Implications of the Recommendation(s):

General implications:

	None
X	**For the organization overall and/or for other departments**
X	**For the community and/or organizations external to the City of Winnipeg**
	Involves a multi-year contract

Comment(s):

- By establishing linkages to the True North Entertainment Complex, the skywalk connections will be restored as well as enhanced, furthering the City's goals of the Downtown Winnipeg Weather Protected Walkway System.

Policy implications:

X	**No**
	Yes

Comment(s):

-

Environmental implications:

X	**No**
	Yes

Comment(s):

-

Human resources implications:

X	**No**
	Yes

Comment(s):

-

Financial implications:

X	**Within approved current and/or capital budget**
	Current and/or capital budget adjustment required

Comment(s):

-

REASON FOR THE REPORT:

Under Section 204 of The City of Winnipeg Charter Act, the City has the power to enter into and carry out agreements with any person, whereby the City may permit the use of air space above the established grade level of any street upon the terms provided by agreement with the City. The solicitors representing TN Arena Inc. requested the Planning, Property and Development Department to approve the terms and conditions for two new Downtown Winnipeg Weather Protected Walkway System Bridge Agreements between the True North Entertainment Complex and the Somerset and Powerhouse buildings and to approve the assignment of the existing Bridge Agreements pertaining to the Newport and City Place buildings.

By this report, the Planning, Property and Development Department is requesting Council to: approve the creation of two new Bridge Agreements; approve the assignment of 3 existing Bridge agreements; and to delegate authority to the Director of the Planning, Property and Development Department to approve and finalize the terms and conditions for the Bridge Agreements as identified herein.

HISTORY:

The City entered into an Agreement dated July 10, 1969 with the T. Eaton Realty Company Limited and Laurentide Financial Corporation Ltd. for the construction of the Bridge over Donald Street shown as Location No.1 on the attached Misc. Plan 12005. This Bridge was demolished in the Spring of 2003 in conjunction with the demolition of the former Eaton's Building located at 320 Portage Avenue. The opening on the west side of the Somerset Building has been secured during the construction of the True North Entertainment Complex.
The City entered into an Agreement dated October 10, 1979 with Winnishop Ltd. for the construction of the Bridge over Graham Avenue shown as Location No.4 on the attached Misc. Plan 12005. The Agreement was subsequently assigned to Oosterhof Winkels I BV on September 15, 1986. The bridge structure remains but was physically separated from the former Eaton's Building in conjunction with the demolition of the former Eaton Building. The most northerly opening of the bridge structure has been secured during the construction of the True North Entertainment Complex.

The City entered into an Agreement dated March 30, 1987, with Cadillac Fairview Corporation Limited, Eaton Properties Limited, The Great West Life Assurance Company and the North Portage Development Corporation for the construction of the Bridge over Hargrave Street shown as Location No. 3 on the attached Misc. Plan 12005. The Cadillac Fairview Corporation interest was subsequently assigned to P.P. (Portage) Holdings Inc. by Agreement dated June 14, 1995. The bridge structure remains but was physically separated from the former Eaton's Building in conjunction with the demolition of the former Eaton's Building. The most easterly opening of the bridge structure has been secured during the construction of the True North Entertainment Complex.

The City entered into an Agreement dated June 19, 1987 with Bocan B.V. and Oosterhoff Winkels I BV for the construction of the Bridge over Donald Street shown as Location No. 5 on the attached Misc. Plan 12005.

At the request of the Solicitor representing TN Arena Inc, the Legal Services Division, on July 15, 2003, forwarded to the Planning, Property and Development Department for review and approval, proposed terms and conditions to construct a replacement bridge over Donald Street shown as Location No.1 on the attached Misc. Plan 12005.

By letter dated September 5, 2003, the Solicitor representing TN Arena Inc. submitted a request and a Memorandum of Setting Out Principal Terms and Conditions of Agreement for the construction of a new pedestrian bridge over Hargrave Street shown as Location No. 2 on the attached Misc. Plan 12005.

DISCUSSION:

A. Downtown Winnipeg Weather Protected Walkway System:

The existing and proposed bridges linking the True North Entertainment Complex and the Downtown Winnipeg Weather Protected Walkway System are referenced on the attached Plan No.12005.

Coincident with the aforementioned requests, the Planning, Property and Development Department recently commissioned a study regarding the Downtown Winnipeg Weather Protected Walkway System. The Study is nearing completion and will be the subject of further City review within the next several months.

The Planning and Land Use Division has reviewed each of these requests within the context of the Downtown Winnipeg Weather Protected Walkway System and determined that each of the requests is in alignment with the Master Plan. As such, it supports the various requests.

It is anticipated that the comprehensive study will result in the implementation of certain recommendations regarding the Downtown Winnipeg Weather Protected Walkway System. The recommendations may address such issues as governance and operations. The Real Estate Division has reviewed the Study Recommendations in "Draft Form" and determined that changes to the current bridge agreements may be needed to address issues such as:

- Accessibility – universal design standards;
- Signage – way finding;
- Development of security and safety standards; and
- Standardization of operating hours.

The Department proposes to negotiate the addition of appropriate clauses into each of the bridge agreements referenced herein to provide an opportunity to implement the recommendations resulting from the study, as may be approved by the City.

B. True North Entertainment Complex and Downtown Winnipeg Weather Protected Walkway System Bridge Agreements:

1. <u>Somerset Building Skywalk Connection over Donald Street:</u>

The Owners of the Somerset Building and the True North Entertainment Complex plan to construct a new replacement bridge connection over Donald Street shown as Location No.1 on the attached Misc. Plan No.12005. These parties have submitted proposed terms and conditions of a tri-party agreement to facilitate the construction and operation of the proposed bridge to the Department and have requested the City's approval.

The particulars of the proposed tri-party agreement are as follows:

Party No. 1

Property Owner:	Public Capital
Principles:	Dale Ostrom, San Diego, CA
	Bradley Dale Ostrom, San Diego, CA
	Tri-Mac Holdings, Inc, North Vancouver
Bridge Owner:	Public Capital
Location:	Somerset Building at 294 Portage Ave.

Party No. 2

Property Owner:	TN Arena Inc.
Principles:	M. Chipman, Winnipeg
	J. Ludlow, Winnipeg
	True North Sports and Entertainment Limited
Location:	True North Entertainment Complex at 300 Portage Ave.

Party No.3

Property Owner:	City
Subject Property:	Portion of Donald Street right of way
	shown as Location No. 1 on the attached Misc. Plan 12005

Proposed Fundamental Terms of Agreement:

Purpose:	Overhead Pedestrian Bridge only
Term:	(75) seventy-five years commencing January 1, 2002
Renewal:	2 further periods of (25) twenty-five years each
Zoning:	NRc; NRd
Air Space Area:	1,311 sq. ft.

Rent:	Payable to City, No charge for pedestrian use; provincial and municipal realty tax
Hours of Operation:	7:00 AM till 10:00 PM during Monday to Friday and 7:00 AM till 12:00 Midnight Saturday and other hours as to be determined by the City.
Respective Responsibilities:	See attached Schedule "A"

The Downtown Design Board approved the design of the proposed bridge connection.

The applicant has proposed that the signatories to the Agreement be the True North Sports and Entertainment Complex Limited Partnership (including the True North Entertainment Centre Inc.), Public Capital and the City. However, the Administration advises that the signatory to the proposed bridge agreement must be the property owner, TN Arena Inc., and not the Partnership. Therefore an amendment to the agreement between the parties will be required to ensure that the signatory to that Agreement is proper and satisfactory to the City Solicitor/Manager of Legal Services.

2. <u>Powerhouse Building Skywalk Connection over Hargrave Street</u>:

The Owners of the Powerhouse Building and the True North Entertainment Complex plan to construct a new pedestrian bridge connection over Hargrave Street between the two buildings shown as Location No.2 on the attached Misc. Plan No.12005.

The Building Owners negotiated a Memorandum Setting Out Principal Terms of Agreement to facilitate the construction and operation of the proposed bridge which was then provided to the Planning, Property and Development Department on September 5, 2003, a copy of which is attached hereto as Appendix "A". In addition, the Number Ten Architectural Group provided a description of the proposed bridge structure, which is attached as Appendix "B".

The Real Estate Division circulated the proposal to the Legal Services and Planning and Land Use Division(s), the Downtown Projects Manager and to the Public Works Department for review. The Planning and Land Use Division and Manager of Downtown Projects have no objections to the proposed terms and conditions but the construction and use would be subject to the development of specific terms and conditions to address hours of operation, security, safety, accessibility and maintenance obligations. The Public Works Department commented that the drawings referenced an adequate vertical clearance over Hargrave Street of 5.0 meters over the roadway and 3.0 metres over the sidewalk. The Department also indicated that additional terms to address payment of costs and design issues would need to be developed as referenced in the attached Appendix "C".

Based on the above, the Planning, Property and Development Department is seeking approval to enter into a tri-party agreement in accordance with the following particulars:

Party No. 1

Property Owner:	Graham Hargrave Investments Inc.
Principles:	David Thomson, Toronto Patrick Phillips, Toronto W.Glenn Shyba, Toronto George Schott, Whitby DKRT Investments Corp.
Location:	Powerhouse Building - 260 Hargrave Street

Party No.2

Property Owner:	TN Arena Inc.
Principles:	M. Chipman, Winnipeg J. Ludlow, Winnipeg True North Sports and Entertainment Limited
Bridge Owner:	TN Arena Inc.
Location:	True North Entertainment Complex - 300 Portage Avenue

Party No.3

Property Owner:	City
Location:	Portion of Hargrave right of way shown as Location No.2 on the attached Misc. Plan 12005

Proposed Fundamental Terms of Agreement:

Term:	Authority to approve a term up to (75) seventy-five years is being requested with the commencement date to be determined.
Renewal:	Authority to approve up to 2 further periods of (25) twenty-five years each is being requested.
Purpose:	Overhead Pedestrian Bridge only
Zoning:	NRd
Air Space Area:	1,814 sq.ft.
Rent:	Payable to the City - No charge for Pedestrian Use; Provincial and municipal realty taxes
Hours of Operation:	To be negotiated in accordance with the City's standards.
Respective Responsibilities:	See attached Schedule "B" and Appendices "A","B" and "C".
Special and Additional Terms and Conditions:	

The Downtown Design Board approved the design of the proposed bridge connection.

At the time of writing this report, additional requirements need to be addressed and negotiated, all being subject to the mutual agreement of the City, TN Arena Inc. and

Graham Hargrave Investments Inc. These include the definition of the hours of operation, safety, security, and accessibility; accommodation of the Public Works Department design concerns and requirements as referenced in (Appendix "C"); and conditions which may be necessary to protect the City and to be in an acceptable form and content acceptable to the City Solicitor/Manager of Legal Services.

C: True North Entertainment Complex and Proposed Reconnection to the Downtown Winnipeg Weather Protected Walkway System - Agreement Amendments:

1. <u>Newport Building Skywalk Connection over Hargrave Street:</u>

A bridge structure was constructed over Hargrave Street between the Newport Building and the former Eaton's Building for pedestrian walkway purposes shown as Location No.3 as shown on the attached Misc. Plan 12005.

This bridge structure was part of a larger pedestrian connection between the Eaton's Building and the Portage Place Shopping Centre.

The particulars of the existing bridge agreement dated March 30, 1987 are as follows:

Party No 1

Property Owner(s):	Cadillac Fairview Corporation Limited
Location:	Portage Place Shopping Centre -393 Portage Avenue
Bridge Owner:	Cadillac Fairview Corporation Limited

Party No.2

Property Owner(s)	North Portage Development Corporation
Location:	Portage Place Shopping Centre -393 Portage Avenue

Party No. 3

Property Owner:	Great-West Life Assurance Co.
Location:	Newport Building – 330 Portage Avenue

Party No.4

Property Owner:	T. Eaton Realty Co.
Location:	Former Eaton's Building – 320 Portage Avenue

Party No.5

Property Owner:	City
Subject Property:	Portion of Hargrave Street right of way shown as Location No.3 on the attached Misc. Plan 12005

Fundamental Terms of Agreement:

Term:	(75) seventy-five years commencing January 31, 1987
Renewal:	2 further periods of (10) ten years each
Zoning:	NRc;NRd
Air Space Area:	1,378 sq. ft.
Rent:	Payable to City- No charge for Pedestrian Use, Provincial and municipal taxes.
Hours of Operation:	7:00 AM till 10:00 PM during Monday to Friday and 7:00 AM till 12:00 Midnight Saturday and other hours as to be determined by the City)
Respective Responsibilities:	See attached Schedule "C"

Proposed Assignments and Amendments:

The Solicitors representing TN Arena Inc. advised the Real Estate Division that discussions between TN Arena Inc. and the Owner of the Newport Building are underway regarding proposed alterations to the Hargrave Bridge Structure and amendments to the Bridge Agreement dated March 30, 1987.

The Department is also aware that assignments are required to reflect the new parties to the March 30, 1987 Agreement.

A summary of the ownership changes and required amendments are as follows:

a) i) Owner of 320 Portage Avenue (former Eaton's Building) has changed from T.Eaton Co. to TN Arena Inc.

TN Arena Inc.
Principles: M. Chipman, Winnipeg
J. Ludlow, Winnipeg
True North Sports and Entertainment Limited

ii) Owner of 330 Portage Avenue (Newport building) has changed from Great West Life Assurance Co. to 3017977 Nova Scotia Company.

3017977 Nova Scotia Company
Principles: R. Coulter, Phoenix, Arizona
S. Ellman, Phoenix, Arizona

iii) Owner of 393 Portage Avenue (building only – Portage Place Shopping Centre) and the existing bridge has changed from Cadillac Fairview Corporation Limited to P.P. (Portage) Holdings Inc., and further needs to be assigned to Consolidated Properties (Alberta) Ltd.

Consolidated Properties (Alberta) Ltd.

Principles: R. Scott Hutcheson, Calgary
V. Bouvier, Calgary
G. Guatto, Calgary

b) As a result of the larger building footprint of the True North Entertainment Complex, the area of the bridge will need to be reduced from its original size to an area of 1378 square feet.

c) The existing hours of access may need to be adjusted to provide access to the North Portage Shopping Centre underground parking structure (1,060 parking stalls) after evening events at the True North Entertainment Centre.

2. <u>City Place Building Skywalk Connection over Graham Avenue:</u>

A bridge structure was constructed over Graham Avenue between the Eaton Place Building and the former Eaton's Building in 1979 for pedestrian walkway and retail purposes. It is shown as Location No. 4 on the attached Misc. Plan No.12005.

The Owners of the City Place Building and the True North Entertainment Complex plan to undertake alterations to the existing bridge and to amend the existing bridge agreement.

The particulars of the existing agreement are as follows:

Party No. 1

Owner:	T.Eaton Realty Co. Ltd.
Location :	Former Eaton's Building –320 Portage Avenue

Party No.2

Owner:	T.Eaton Realty Co. Ltd.
Location:	Former Eaton Place Building – 234 Donald Street
Bridge Owner:	Winnishop Ltd.

Party No.3

Owner:	City
Location:	Portion of Graham Avenue right of way shown as Location No. 4 on the attached Misc. Plan 12005

Fundamental Terms of Agreement:

Term:	(99) ninety-nine years commencing September 1, 1979
Purpose:	Pedestrian - Retail
Zoning:	NRc;NRd
Air Space Area:	4,369 sq. ft.

Rent:	Payable to the City - $3,467.80 (1979) p.a. basic rent for retail; Provincial and municipal realty tax; Current Rent $14,808.00 (2003)
Hours of Operation:	Open during normal business hours.
Respective Responsibilities:	See attached Schedule "D"

Proposed Assignments and Amendments:

The Solicitors representing TN Arena Inc. advised the Real Estate Division that TN Arena Inc. purchased the Graham Avenue Bridge Structure from Graham Hargrave Investments Inc. and that amendments to the agreement are required.

A summary of the proposed assignments and amendments is as follows:

a) i) Owner of Property at 234 Donald Street (City Place Shopping Centre) has changed from T.Eaton Co. to 2017166 Ontario Limited

2017166 Ontario Limited
Principles: Not listed

ii) Owner of Property at 320 Portage Avenue (former Eaton's building) has changed from T.Eaton Co. to TN Arena Inc.

TN Arena Inc.
Principles: M. Chipman, Winnipeg
J. Ludlow, Winnipeg
True North Sports and Entertainment Limited

iii) Owner of Bridge (Graham Avenue) has changed from Winnishop to Bocan B.V. and Oosterhof Winkels I BV to Graham Hargrave Investments Inc. to TN Arena Inc.

b) The existing hours of access may need to be adjusted to provide access to the Centennial Library Underground Parking Structure (500 parking stalls) after evening events at the True North Entertainment Centre.

c) If TN Arena Inc. does not use the space for retail use it is likely that the rent rate would be reduced to reflect pedestrian use only.

3. City Place – Centennial Library Building Skywalk Connection over Donald Street:

A bridge structure was constructed over Donald Avenue between the Eaton Place Building and the Centennial Library Building in 1987 for pedestrian walkway purposes at Location No. 5 as shown on the attached Misc. Plan No. 12005.

The Planning, Property and Development Department has identified a potential requirement to provide access for True North Entertainment Complex patrons to the Centennial Library Underground Parking Lot (500 stalls) via City Place and the existing pedestrian bridge.

The particulars of the existing agreement are as follows:

Party No.1:

Owner:	Bocan B.V. and Oosterhoff Winkels I BV
Principles:	Bocan B.V. D.J.A. De Bock, The Hague Netherlands J.H.Ubas, The Hague Netherlands William J.A. Van Den Nieuwelaar, The Hague Netherlands Innovest N.V., The Hague Netherlands
Location:	City Place - 234 Donald Street

Party No.2:

Owner:	City
Bridge Owner:	City
Location:	Centennial Library Building – 251 Donald Street and additional City-owned land shown as Existing City Place/Winnipeg Centennial Library Bridge" on Misc. Plan No. 12005

Fundamental Terms of Agreement:

Term:	June 19, 1987 and ending December 28, 2016
Renewal:	(12) twelve periods of (5) five years each
Purpose:	Pedestrian
Zoning:	NRc;NRd
Air Space Area:	1,311 sq. ft.
Rent:	No Fee (City owned)
Hours of Operation:	7:00 AM till 10:00PM. Monday through Saturday
Respective Responsibilities:	See attached Schedule "E"

Proposed Assignments and Amendments:

It is necessary to assign the agreement to reflect the current ownership interests of the parties to the existing agreement and to negotiate various amendments thereto as follows:

a) Assignment of the agreement to reflect the sale of Eaton Place to City Place (2017166 Ontario Limited);

2017166 Limited

Principles: Not listed

b) To identify any requirements for adjusting the right of way located within City Place and providing access from the Graham Avenue bridge through City Place to the City Place – Centennial Library Bridge;

c) To revise the City Place – Centennial Library bridge operating hours to provide access to the Centennial Library underground parking lot after 10:00 PM and on Sundays.

The Department intends to initiate discussions between TN Arena Inc. and 2017166 Ontario Limited to discuss the bridge agreement dated June 19, 1987 and current requirements.

D: Request for Delegated Authority to Approve and Finalize various Downtown Winnipeg Weather Protected Walkway System Bridge Agreements:

At this time, TN Arena Inc. needs the City's approval to construct the Somerset and Powerhouse Bridges and to complete agreements for these bridges. As well it will need modifications to the Newport, Graham City Place Centennial Library Bridge Agreements.

The basic terms and conditions for the Somerset and Powerhouse Agreements are known and the modifications to the Newport, Graham Avenue and City Place Agreements are understood; however, additional details need to be incorporated and the final terms and conditions for each bridge agreement including a review of current insurance requirements need to be completed

As well, the Planning, Property and Development Department will likely wish to add or amend terms and conditions of the agreements so as to implement the recommendations of the Weather Protected Pedestrian System upon consideration and approval by Council.

As such, the Planning, Property and Development Department is requesting that the Director be delegated authority to approve and finalize the terms and conditions related to each of the bridge agreements as referenced herein.

Financial Impact Statement

Date: November 20, 2003

Project Name:

Proposal to Amend and to establish New Downtown Winnipeg Weather Protected Walkway System Bridge Agreements related to the True North Entertainment Complex

First Year of Program 2003

	2003	2004	2005	2006	2007
Capital					
Capital Expenditures Required	$ -	$ -	$ -	$ -	$ -
Less: Existing Budgeted Costs	-	-	-	-	-
Additional Capital Budget Required	$ -	$ -	$ -	$ -	$ -
Funding Sources:					
Debt - Internal	$ -	$ -	$ -	$ -	$ -
External	-	-	-	-	-
Grants (Identify)	-	-	-	-	-
Reserves, Equity, Surplus, Other	-	-	-	-	-
Total Funding	$ -	$ -	$ -	$ -	$ -
Total Additional Capital Budget Required	$ -				
Total Additional Debt Required	$ -				
Current Expenditures/Revenues					
Direct Costs	$ -	$ -	$ -	$ -	$ -
Less: Incremental Revenue/Recovery	14,808	14,808	14,808	14,808	14,808
Net Cost/(Benefit)	$ (14,808)	$ (14,808)	$ (14,808)	$ (14,808)	$ (14,808)
Less: Existing Budget Amounts	(14,808)	(14,808)	(14,808)	(14,808)	(14,808)
Net Budget Adjustment Required	$ -	$ -	$ -	$ -	$ -

Additional Comments:

The current annual rent for the City Place Building Air Rights and Bridge Agreement (formally referred to as the Graham Avenue Bridge) is $14,808.00 per year and is based on a retail space use and does not include realty taxes.

"Original signed by"
Gord Courage, Manager
Support Services Division

IN PREPARING THIS REPORT, THERE WAS CONSULTATION WITH AND CONCURRENCE BY:

Public Works Department
Planning and Land Use Division
Real Estate Division
Legal Services Division
Downtown Projects Manager

THIS REPORT SUBMITTED BY:

Planning, Property and Development Department
Division: Real Estate
Prepared by: D.Armstrong
PPD Files #: 974 & 39/119

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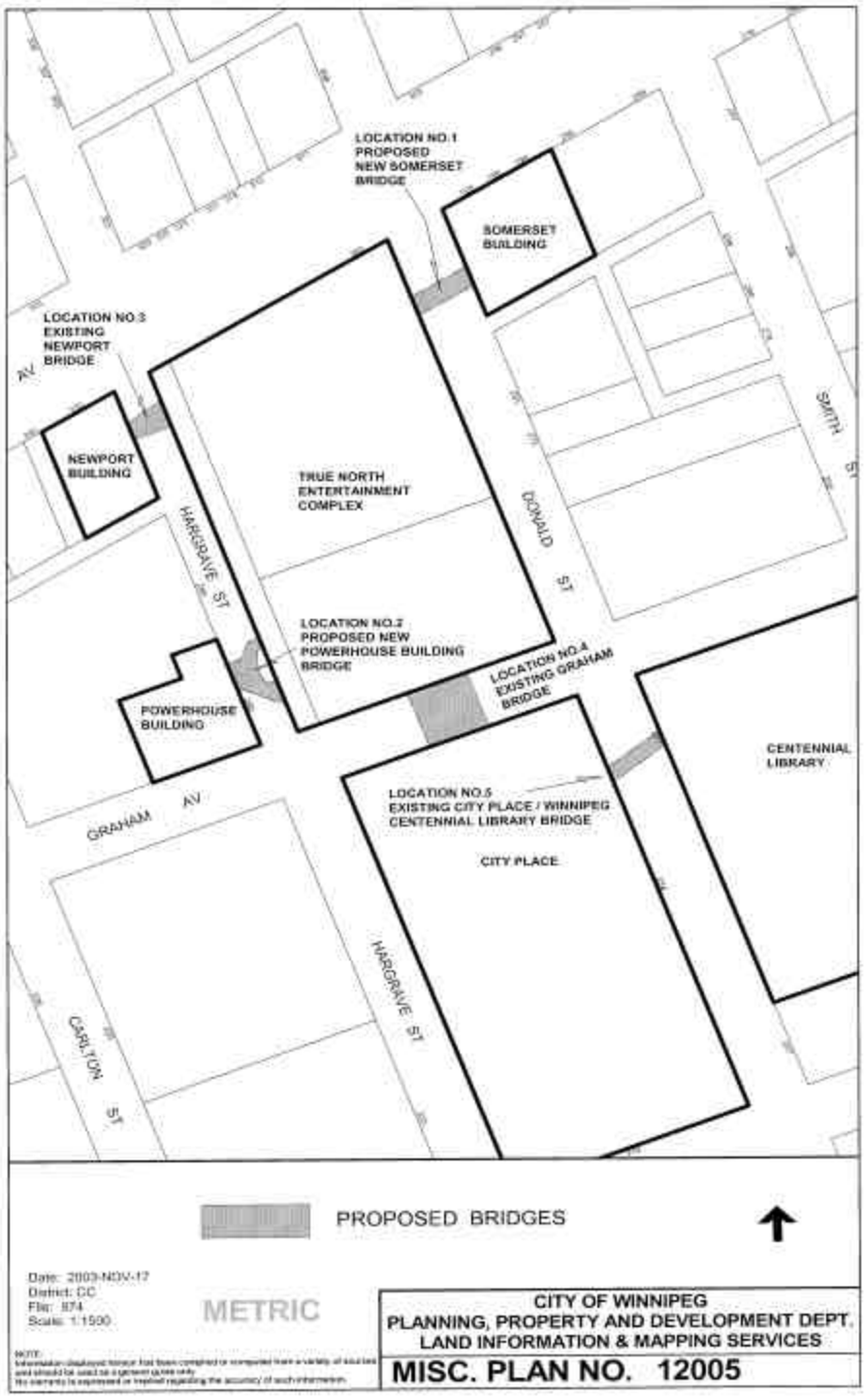
LOCATION NO.1
PROPOSED
NEW SOMERSET
BRIDGE
SOMERSET
BUILDING
LOCATION NO.3
EXISTING
NEWPORT
BRIDGE
AV
NEWPORT
BUILDING
TRUE NORTH
ENTERTAINMENT
COMPLEX
HARGRAVE ST
DONALD ST
SMITH ST
LOCATION NO.2
PROPOSED NEW
POWERHOUSE BUILDING
BRIDGE
LOCATION NO.4
EXISTING GRAHAM
BRIDGE
POWERHOUSE
BUILDING
CENTENNIAL
LIBRARY
LOCATION NO.5
EXISTING CITY PLACE / WINNIPEG
CENTENNIAL LIBRARY BRIDGE
CITY PLACE
GRAHAM AV
HARGRAVE ST
CARLTON ST
PROPOSED BRIDGES
Date: 2003-NOV-17
District: CC
File: 874
Scale: 1:1500
METRIC
NOTE:
CITY OF WINNIPEG
PLANNING, PROPERTY AND DEVELOPMENT DEPT.
LAND INFORMATION & MAPPING SERVICES
MISC. PLAN NO. 12005

"**Schedule "A"**
Somerset Bridge Agreement – Location No.1 Misc. Plan 12005

TN Arena Inc
Responsibilities:

- To demolish the existing bridge connection between the Somerset building and the Eaton's building;
- Repair of any damage caused by demolition to the City's street, curb, boulevard and sidewalk;
- To submit plans of the new bridge connection to the City for review and be subject to the CAO approval;
- To construct new bridge connection and support structure at its sole expense;
- To pay for relocation of any street lighting or the installation of new street lighting; costs for any modifications to City's traffic control signal plant;
- Cost to repair any damage to the City's underground plant;
- To indemnify Public Capital;
- Use best efforts to ensure no liens are registered against the subject Public Capital Lands;
- To be used only for pedestrian walkway purposes with a minimum width of 12 feet,
- No advertising or billboard signs to be installed;
- Public Liability Insurance $5.0 million with the City as additional insured with cross liability;
- Indemnify the City;

Public Capital
Responsibilities:

- To provide TN Arena Inc. with right to enter the Somerset building to demolish the existing bridge structure connected to the Eaton's building and to re-construct a new bridge;
- To be the Owner of the new bridge;
- To maintain the new bridge in a safe and clean condition;
- To pay all costs and expenses relating to the maintenance and repair of the bridge including management, heating, air conditioning, lighting, janitor service, security, insurance, municipal and provincial realty taxes, business tax, license fees, etc, repairs, renovations and maintenance, replacements of equipment and alterations;
- To be used for pedestrian walkway purposes only with a minimum width of 12 feet,
- No advertising or billboard signs to be installed;
- Public Liability Insurance $5.0 million with City as additional with cross liability;
- Indemnify the City;
- To be the property manager;
- No assignment without City's written consent.

Schedule "B"
Powerhouse Bridge Agreement – Location No.2 Misc. Plan 12005

TN Arena Inc.
Responsibilities:

- To construct new bridge connection and support structure at its sole expense;
- To maintain the new bridge in a safe and clean condition;
- Approval of the design, material and location of the bridge structure;
- To grant an easement as is necessary respecting the construction of the Powerhouse bridge connection;
- To provide an easement in the nature of a right of way over those portions of the TN Arena Inc. property as shall be necessary for the purpose of pedestrian access to and from the True North Entertainment Complex and the Powerhouse Building through the Powerhouse Bridge connection;
- To ensure that there are no barriers to the right of passage for pedestrians from the Powerhouse Bridge connection into the True North Entertainment Complex;
- To submit plans of the new bridge connection to the City for review and be subject to the CAO approval;
- To pay all costs and expenses relating to the maintenance and repair of the bridge including management, heating, air conditioning, lighting, janitor service, security, insurance, taxes, repairs, renovations and maintenance, replacements of equipment and alterations;
- To pay for relocation of any street lighting or the installation of new street lighting; costs for any modifications to City's traffic control signal plant; cost to repair any damage to the City's underground plant and any damage caused by the construction to the City's street, curb, boulevard and sidewalk;
- To be used for pedestrian walkway purposes only with a minimum width of 12 feet, No advertising or billboard signs to be installed;
- Public Liability Insurance $5.0 million with City as additional insured with cross liability;
- Indemnify the City;
- No assignment without City's consent.

Graham Hargrave
Investments Inc.
Responsibilities:

- Approval of the design, material and location of the bridge structure;
- To grant an easement as is necessary respecting the construction of the Powerhouse Bridge connection;
- To provide an easement in the nature of a right of way over those portions of the Graham Hargrave Investment Inc. property as shall be necessary for the purpose

of pedestrian access to and from the True North Entertainment Complex and the Powerhouse Building through the Powerhouse Bridge connection;

- To ensure that there are no barriers to the right of passage for pedestrians from the Powerhouse Bridge connection into the Powerhouse building;
- To be used for pedestrian walkway purposes only with a minimum width of 12 feet;
- No advertising or billboard signs to be installed;
- Public Liability Insurance $5.0 million with City as additional insured with cross liability;
- Indemnify the City

Schedule "C"
Newport Bridge Agreement – Location No.3 Misc. Plan 12005

Cadillac Fairview Corporation Limited
Responsibilities:

- To submit plans for the new walkway connection to the Downtown Design Board and to the Director of the Public Works Department for approval (the Commissioner of Works and Operations was previously responsible for approval);
- To construct new walkway connection and support structure at its sole expense; To pay for relocation of any street lighting or the installation of new street lighting; costs for any modifications to City's traffic control signal plant; cost to repair any damage to the City's underground plant;
- To be the Owner of the walkway;
- To maintain the new walkway in a safe and clean condition;
- To pay all costs and expenses relating to the maintenance and repair of the walkway including management, heating, air conditioning, lighting, janitor service, security, insurance, taxes, repairs, renovations and maintenance, replacements of equipment and alterations;
- To be used for pedestrian walkway, commercial, retail, restaurant and service uses with a minimum width of 12 feet for pedestrian pathway;
- No advertising or billboard signs to be installed; Public Liability Insurance $3.0 million with City as additional insured party insured with cross liability and waiver of subrogation;
- Indemnify the City; Ensure that no liens or other charges registered against the Bridge;
- All future redevelopment or alterations are subject to review and approval of all parties;
- Right to connect to a future redevelopment on the Eaton's property;
  No assignment without City's consent.

Schedule "D"
Graham Bridge Agreement – Location No.4 Misc. Plan 12005

Winnishop Responsibilities:

- To submit plans for the new walkway connection to the Downtown Design Board and to the Director of the Public Works Department for approval (the Commissioner of Works and Operations was previously responsible for approval);
- To construct the pedestrian-retail bridge and support structure at its sole expense; To pay for relocation of any street lighting or the installation of new street lighting; costs for any modifications to City's traffic control signal plant; cost to repair any damage to the City's underground plant;
- To be the Owner of the bridge;
- To maintain the new bridge in a safe and clean condition;
- To pay all costs and expenses relating to the maintenance and repair of the bridge; To be used for pedestrian walkway, commercial, retail, restaurant and service uses; No advertising or billboard signs to be installed; Public Liability Insurance $2.0 million with City as a party insured with cross liability and waiver of subrogation; Indemnify the City;
- No assignment without City's consent.

Schedule "E"
City Place- Centennial Library Bridge Agreement – Location No.5 Misc. Plan 12005

City Responsibilities

- To submit plans for the new walkway connection to the Downtown Design Board and to the Director of the Public Works Department for approval (the Commissioner of Works and Operations was previously responsible for approval);
- City to construct the pedestrian bridge and support structure;
- To pay for relocation of any street lighting or the installation of new street lighting; costs for any modifications to City's traffic control signal plant;
- Cost to repair any damage to the City's underground plant;
- City to maintain the new bridge in a safe and clean condition;
- To share all capital costs to construct the bridge on a 1/3 Bocan - 2/3 City basis; To pay all costs and expenses relating to the maintenance and repair of the bridge on a 1/3 Bocan - 2/3 City basis;
- To be used only for pedestrian walkway;
- No advertising or billboard signs to be installed;
- City to provide public liability insurance $2.0 million;
- City to Indemnify Bocan B.V. and Oosterhof Winkels I BV;
- No assignment without City's consent.

Appendix "A"

AIKINS

30th Floor
Commodity
Exchange Tower
360 Main Street
Winnipeg, Manitoba
Canada R3C 4G1

t (204) 957-0050
f (204) 957-0840
e aimail@aikins.com
www.aikins.com

PLEASE REPLY TO
Herbert J. Peters
DIRECT LINE
(204) 957-4634
DIRECT E-MAIL
hjp@aikins.com
DIRECT FAX
(204) 957-4209
LEGAL ASSISTANT
Jan Moody
DIRECT LINE
(204) 957-4734
DIRECT E-MAIL
jamm@aikins.com

FILE NO.
0006330

September 5th, 2003

City of Winnipeg
Planning, Property and Development
2nd Floor - 65 Garry Street
Winnipeg, Manitoba

Attention: Don Armstrong

Re: Entitlement to Use Air Space Over Hargrave Street for Bridge to Powerhouse

As we have discussed, I am now enclosing herewith:

1. Reduced copy of Plans showing the Powerhouse bridge connection.

2. Memorandum setting out the principal terms of an agreement to be entered into between the registered owner of the Powerhouse property and TN Arena Inc.

Please accept this letter as our application for approval by the City of Winnipeg for the use of the air space over Hargrave Street to connect the True North Entertainment Complex to the Powerhouse building.

Our client acknowledges that the terms and conditions of the agreement to be entered into by the private property owner will be subject to the review and approval of the City of Winnipeg.

We understand that you will now prepare a report for consideration by the Standing Committee on Property and Development. We understand that the next meetings of that Committee are on September 30th, 2003, and October 2nd, 2003. Please confirm that you will be able to have this matter placed on the agenda of either of those two meetings for the Committee's consideration.

Please call if you have questions.

AIKINS, MacAULAY & THORVALDSON

Per:

HERBERT J. PETERS

HJP/jm
Enclosures
cc. Jim Ludlow (via telecopier)
cc. Len Strijack (via telecopier)
cc. Doug Buhr (via telecopier)
cc. Jim Paterson (via telecopier)

MEMORANDUM SETTING OUT PRINCIPAL TERMS OF AGREEMENT

BETWEEN TN ARENA INC. and THE OWNER OF THE POWERHOUSE

TN Arena Inc. is the registered owner of property on which the True North Entertainment Complex is currently being constructed. The Powerhouse Building is located on property legally described as follows:

Parcel A, Plan 14716 WLTO
in RL 1, Parish of St. John

The registered owner of the Powerhouse Building is Graham Hargrave Investments Inc.

TN Arena Inc. and Graham Hargrave Investments Inc. have agreed in principle to the following terms and conditions to be in effect with respect to the construction and maintenance of the Powerhouse Bridge Connection between the True North Entertainment Complex and the Powerhouse Building.

- TN Arena Inc. shall construct the Powerhouse Bridge connection at its expense.
- TN Arena Inc. shall maintain the Powerhouse Bridge connection at its expense.
- The design, material and location of the Powerhouse Bridge connection shall be subject to the approval of both TN Arena Inc. and Graham Hargrave Investments Inc. acting reasonably.
- Each of TN Arena Inc. and Graham Hargrave Investments Inc. shall grant to the other an easement as is necessary respecting the construction of the Powerhouse Bridge connection.
- Each of TN Arena Inc. and Graham Hargrave Investments Inc. shall grant to the other and their invitees and pedestrians an easement in the nature of a right of way over those portions of the Powerhouse property and the True North Entertainment Complex property as shall be necessary for the purpose of pedestrian access to and from the True North Entertainment Complex and the Powerhouse building through the Powerhouse Bridge connection.
- Each of TN Arena Inc. and Graham Hargrave Investments Inc. shall ensure that there are no barriers to the right of passage for pedestrians from the Powerhouse Bridge connection into the Powerhouse building and into the True North Entertainment Complex respectively.
- The foregoing obligations are subject to the approval of the City of Winnipeg.

numberTEN
architectural group

September 6, 2003
File No. 01113 1.2

True North Centre
Mezzanine – 234 Donald Street
Winnipeg, Manitoba R3C 1M8

Attention: *Mr. Jim Ludlow*

Re: *Powerhouse Bridge*
City Agreements

Dear Jim,

Further to our discussion, following are some suggested notes for the description of the Powerhouse Bridge for the City Agreement:

1. The Powerhouse Bridge spans Hargrave Street just north of the junction of Hargrave Street and Graham Avenue.
2. The bridge connects the second level of the True North Centre to a proposed new second level to be built in the redeveloped Powerhouse building.
3. The bridge is a continuation of the second level public walkway system which connects the Newport Centre to City Place commercial centre above Hargrave Street and above the east side of the Hargrave Street sidewalk along the True North Centre.
4. The bridge is a steel structure spanning between the concrete structure of the second floor of the True North Centre and the masonry clad Powerhouse building. The bridge will be clad in a glass and metal aluminum curtain wall system - providing views north and south down Hargrave Street. The bridge will be sprinklered and will include a fire alarm system connected to the True North Centre system. The bridge will be separated by a one-hour separation at the True North centre side and a rated fire shutter at the Powerhouse side.
5. The development of the Powerhouse connection and the elevator tie-in to the Powerhouse floors and street level will be part of the future development of the Powerhouse.
6. The bridge varies in width from approximately 80' at the True North side to approximately 28'-6" at the Powerhouse side. Ceiling height is approximately 11'-0".

I trust that this is sufficient information.

Sincerely,

Number TEN Architectural Group

Robert Eastwood, MAA, FRAIC
Principal

cc: Mr. Herb Peters – Aikins MacAulay

Terry Cristall architect inc.
Robert A. Eastwood architect inc.
Bertie J. Ottenbrell architect inc.
Doug Hanna architect inc.
Barry Cosgrove architect inc.
Ian West architects inc.
Julie A. Ireton interior designer

winnipeg office:
310 - 115 bannatyne ave.
winnipeg MB canada R3B 0R3
204 942.0981 f 204 947.9626
10@numberten.com

victoria office:
112 - 825 north park st.
victoria BC canada V8W 3S4
250 360.2186 f 250 360.2186
numberten@telus.net

www.numberten.com

number 10

architecture • interior design • graphic design

Appendix "B"

AIKINS

30th Floor
Commodity
Exchange Tower
360 Main Street
Winnipeg, Manitoba
Canada R3C 4G1

T (204) 957-0050
F (204) 957-0840
E amo@aikins.com
www.aikins.com

PLEASE REPLY TO
Herbert J. Peters
DIRECT LINE
(204) 957-4634
DIRECT E-MAIL
hjp@aikins.com
DIRECT FAX
(204) 957-4309

LEGAL ASSISTANT
Jan Moody
DIRECT LINE
(204) 957-4734
DIRECT E-MAIL
jmm@aikins.com

FILE NO
0006330

September 8th, 2003

VIA TELECOPIER

City of Winnipeg
Planning, Property and Development
2nd Floor - 65 Garry Street
Winnipeg, Manitoba

Attention: Don Armstrong

Re: Entitlement to Use Air Space Over Hargrave Street for Bridge to Powerhouse

Further to our letter of September 5th, 2003, I now enclose herewith a copy of a letter prepared by Number 10 Architectural Group providing a further narrative description of the Powerhouse Bridge Connection.

We also note that this Bridge Connection has been part of the design of the Project since the very early stages of the design development. As part of that design it has been reviewed and approved by the Downtown Design Review Committee.

Please call if you have questions.

AIKINS, MacAULAY & THORVALDSON

Per: Jan Moody, Legal Assistant
HERBERT J. PETERS

HJP/jm
Enclosures
cc. Jim Ludlow (via telecopier)
cc. Len Strijack (via telecopier)
cc. Doug Buhr (via telecopier)
cc. Jim Paterson (via telecopier)

Appendix "C"

SEP-15-2003 16:47 PUBLIC WORKS 204 986 7020 P.01

To Don Armstrong | From Andy Chiaffo
Co-Dept. | Transportation Div
Pr | 5028
Fa | *Original to
Low in mail *

974

Public Works Depart
Transportation Division
100 Main Street
Winnipeg, Manitoba
R3C 1A4
(Fax: 986-7020)

nnipeg

INTER- ANDUM

TO: Don Armstrong
Senior Negotiator
Real Estate Division
2nd Floor – 65 Garry Street

FROM: Kenn A. Rosin, P.Eng.
Manager of Public Works, Transportation Division
3rd Floor – 100 Main Street

RECEIVED
CITY OF WINNIPEG
SEP 15 2003
PLANNING PROPERTY & DEVELOPMENT DEPARTMENT

FILE NO.

REF: Pedestrian Bridge on Hargrave Street

DATE: 2003 09 12

RE: Pedestrian Bridge on Hargrave Street Connecting Power Building to True North Centre

I have reviewed the proposed construction drawing and memorandum setting out principal terms of the agreement between The City of Winnipeg and True North Arena Inc. that are attached to the letter of September 05, 2003 from Herbert J. Peters of Aikins, MacAulay & Thorvaldson.

I am in agreement with the memorandum setting out principal terms of agreement. The drawing indicates that there will be adequate vertical clearance over Hargrave Street (minimum clearance of 5.00m over the roadway and 3.00m over the side walks).

When a more formal agreement is prepared between the two parties, additional details such as the following will become necessary:

1. Payment of all costs for relocating street light standards related to the erection of the Bridge and a requirement to design, provide and install lighting units to illuminate the roadway and sidewalks under the Bridge.
2. No advertising, flashing or scintillating or rotating beacon lights or reflectors to be attached to the Bridge.
3. The City reserves the right to erect 2 vertical clearance signs on the exterior of the Bridge.
4. The Bridge shall contain no mirrored glass or similar materials that would create a glare to motorists from reflected sunlight.
5. The Bridge shall not contain windows that can be opened so as to prevent any person from dropping objects onto the street.
6. Placement of safety curbs adjacent to the 2 vertical columns abutting the west side curb on Hargrave Street.

Kenn Rosin, P. Eng.

ATC/dit

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TOTAL P.01