



P.O. Box 1749  
Halifax, Nova Scotia  
B3J 3A5 Canada

**Item No. 11.4.3**  
**Halifax Regional Council**  
**June 23, 2015**

**TO:** Mayor Savage and Members of Halifax Regional Council

Original Signed

**SUBMITTED BY:** Councillor Bill Karsten, Chair, Audit & Finance Standing Committee

**DATE:** June 18, 2015

**SUBJECT:** Lease Amendment, Her Majesty the Queen, Public Works and Government Services Canada, 40 Alderney Drive, Dartmouth

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**ORIGIN**

June 17, 2015 meeting of the Audit & Finance Standing Committee, Item No. 9.1.6

**LEGISLATIVE AUTHORITY**

Audit & Finance Standing Committee Terms of Reference section 3.8, which states "to review and make recommendations on proposals coming to Halifax Regional Council outside of the annual budget or tender process including but not limited to:

- New Programs or services not yet approved
- Programs or services that are being substantially altered
- Proposed changes in operating or budget items
- Committing of funds where there is insufficient approved budget, or,
- New or increased capital projects not included in the approved budget
- Increases in project budget due to cost sharing
- Creation or modification of reserves and withdrawals not approved in the approved budget

**RECOMMENDATION**

It is recommended by the Audit and Finance Committee that Halifax Regional Council:

1. authorize the Mayor and Municipal Clerk to execute a lease amendment to extend the term of the lease agreement between the Halifax Regional Municipality (Landlord) and Public Works and Government Services Canada (Tenant) for the premises at 40 Alderney Drive, as per the terms and conditions outlined in Table 2 of the staff report dated June 1, 2015;
2. authorize the Mayor and Municipal Clerk to enter into Sub Agreements for Lessee's Improvements as per the existing Lease Agreement between the Halifax Regional Municipality and Public Works and Government Services Canada for the premises at 40 Alderney Drive; and

**Recommendation continued on page 2**

3. approve an increase of \$1,838,270 to Capital Budget Account CB000066 – Alderney Gate VAC and CRA Renovations, with no net increase to the Capital Budget as per the Financial Implications Section of the staff report dated June 1, 2015, to reflect the cost reimbursement from Her Majesty the Queen, Public Works and Government Services Canada for leasehold improvements to the leased premises; and
4. approve the contribution of the 10% project management fee revenue of approximately \$180,000 to Q135 – Alderney Gate Recapitalization/Leasehold Improvement Reserve to fund future recapitalization projects.

### **BACKGROUND**

A staff report pertaining to a Lease Amendment between the Halifax Regional Municipality and Her Majesty the Queen, Public Works and Government Services Canada for 40 Alderney Drive, Dartmouth was before the Audit & Finance Standing Committee at its meeting held on June 17, 2015.

For further information please refer to the attached staff report dated June 1, 2015

### **DISCUSSION**

The Audit & Finance Standing Committee reviewed this matter at its meeting held on June 17, 2015 and forwarded the recommendation to Regional Council as outlined in this report.

### **FINANCIAL IMPLICATIONS**

As outlined in the staff report dated June 1, 2015

### **COMMUNITY ENGAGEMENT**

All meetings of the Audit & Finance Standing Committee are open to the public. The agenda and reports are provided online in advance of the meeting.

### **ENVIRONMENTAL IMPLICATIONS**

Not applicable.

### **ALTERNATIVES**

The Audit & Finance Standing Committee did not discuss alternatives.

### **ATTACHMENTS**

1. Staff report dated June 1, 2015

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A copy of this report can be obtained online at <http://www.halifax.ca/council/agendasc/agenda.php> then choose the appropriate meeting date, or by contacting the Office of the Municipal Clerk at 902.490.4210, or Fax 902.490.4208.

Report Prepared by: Liam MacSween, Legislative Assistant, 902.490.6521

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P.O. Box 1749  
Halifax, Nova Scotia  
B3J 3A5 Canada

**Item No. 9.1.6**  
**Audit and Finance Committee**  
**June 17, 2015**

**TO:** Chair and Members of Audit and Finance Committee  
Original Signed

**SUBMITTED BY:** Richard Butts, Chief Administrative Officer  
Original Signed

Jané Fraser, Director Operations Support

**DATE:** June 1, 2015

**SUBJECT:** Lease Amendment, Her Majesty the Queen, Public Works and Government Services Canada, 40 Alderney Drive, Dartmouth

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**ORIGIN**

This report originates with a request from Public Works and Government Services Canada (PWGSC) to extend the term of their lease agreement with the Halifax Regional Municipality and renovate their premises at PWGSC's expense with project management provided by HRM.

**LEGISLATIVE AUTHORITY**

This report, and the recommendations contained herein, are in compliance with Halifax Regional Municipal Charter Section 61, Power of the Municipality regarding property, subsection (5)(c); The Municipality may lease property owned by the Municipality at market value. Leases with a term, inclusive of renewals greater than five (5) years and annual gross rent in excess of \$200,000 require Regional Council's approval.

Halifax Regional Municipality Council approved, Dec 11, 2012, that all budget increases are to be presented to the Audit and Finance Standing Committee, prior to submission to Council.

Halifax Charter, section 93(1) - The Council shall make estimates of the sums that are required by the Municipality for the fiscal year; Halifax Charter, section 79(1) - Specifies areas that the Council may expend money required by the Municipality; Halifax Charter, section 35(2)(d)(i) - The CAO can only authorize budgeted expenditures or within the amount determined by Council by policy; Halifax Charter, section 120(6) - The Municipality may maintain other reserve funds for such purposes as the Council may determine; Halifax Regional Municipality policy on Changes to Cost Sharing for Capital Projects - Changes requiring Council approval; and the Halifax Regional Municipality Reserve Policy - No reserve funds will be expended without the CAO's recommendation and Council approval.

**RECOMMENDATION ON PAGE TWO**

## **RECOMMENDATION**

It is recommended the Audit and Finance Committee recommend that Halifax Regional Council:

1. authorize the Mayor and Municipal Clerk to execute a lease amendment to extend the term of the lease agreement between the Halifax Regional Municipality (Landlord) and Public Works and Government Services Canada (Tenant) for the premises at 40 Alderney Drive, as per the terms and conditions outlined in Table 2 of this report;
2. authorize the Mayor and Municipal Clerk to enter into Sub Agreements for Lessee's Improvements as per the existing Lease Agreement between the Halifax Regional Municipality and Public Works and Government Services Canada for the premises at 40 Alderney Drive; and
3. approve an increase of \$1,838,270 to Capital Budget Account CB000066 – Alderney Gate VAC and CRA Renovations, with no net increase to the Capital Budget as per the Financial Implications Section of this report, to reflect the cost reimbursement from Her Majesty the Queen, Public Works and Government Services Canada for leasehold improvements to the leased premises; and
4. approve the contribution of the 10% project management fee revenue of approximately \$180,000 to Q135 – Alderney Gate Recapitalization/Leasehold Improvement Reserve to fund future recapitalization projects.

## **BACKGROUND**

HRM entered into a ten (10) year market lease agreement with Public Works and Government Services Canada (PWGSC) for Veterans Affairs Canada (VAC) for 28,941.90 sq.ft / 2,688.79 sq.m of office and storage space on the 3<sup>rd</sup> and 4<sup>th</sup> floors at 40 Alderney Drive which commenced on August 1, 2011. In April 2012, the Federal Government announced the planned closure of nine VAC offices by early 2014, as well as the expected downsizing of other office locations. As a result of the changes to the VAC service model, PWGSC determined that a portion of their leased space at 40 Alderney Drive was surplus to VAC's requirements. In November 2013 PWGSC contacted Corporate Real Estate (CRE) staff to request an early partial termination of their lease.

The request was not supported by CRE staff as HRM would be left with a significant amount of vacant space and the loss of approximately \$440,000.00 of gross rent per year. Furthermore, HRM would potentially incur costs associated with marketing, backfilling and leasehold improvement costs for the vacant space. Alderney Gate was purchased by HRM in 2005. The purchase financing is, in part, underwritten by the rent stream from external tenants and the former lease payments by HRM for its premises. Sound accommodation policy allows for a mix of owned and leased property both as a lessee or landlord. The rent paid by PWGSC provides operating cash flow and is a partial offset to HRM's occupancy costs at Alderney Gate.

In December 2014, PWGSC contacted CRE staff regarding an options analysis which was conducted on behalf of another Federal department, Canada Revenue Agency (CRA). One of the options under consideration was to renovate the vacant portion of the existing VAC leased premises and relocate CRA to the vacant VAC space at Alderney Gate. In January 2015, PWGSC decided to pursue this option and entered into negotiations with CRE staff.

## **DISCUSSION**

PWGSC has proposed to relocate approximately 100 CRA employees from Purdy's Wharf, Tower II in Halifax, where they currently occupy 1680 square meters (18,083 square feet) of office space. The renovation and relocation of CRA staff to Alderney Gate is expected to be completed by September 30, 2016 which is the expiry date of the PWGSC lease at Purdy's Wharf.

Under the terms of the existing lease with HRM, HRM is required to enter into Sub-Agreements with PWGSC for the performance of the required renovations, with PWGSC responsible for the full reimbursement of management, design and construction costs to HRM plus a 10% project management fee. Where HRM is acting as an agent for PWGSC all costs of this project are a flow through to PWGSC, there will be some variations from HRM standard procurement policy, however the procurement process will comply with applicable procurement legislation and best practices.

The terms and conditions of the current lease agreement are outlined in Table 1 below.

**Table 1**

<b>CURRENT LEASE - TERMS AND CONDITIONS</b>	
Property	40 Alderney Drive, Dartmouth, NS
Landlord	Halifax Regional Municipality
Tenant	Her Majesty the Queen, Public Works and Government Services Canada (PWGSC)
Occupied by	Veterans Affairs Canada & Canada Revenue Agency
Location/size	1) 3 <sup>rd</sup> Floor - 994.59 sq. m / 10,705.68 sf office and 30 sq. m/322.92 sf storage space, 2) 4 <sup>th</sup> Floor - 1544.20 sq. m / 16,621.63 sf of office space, and 3) P1 - 120 sq. m /1291.67 sf of storage space in the parkade.
Gross Rent	\$275.00/m2 office space & \$110.00/m2 storage space, for a total of \$714,667.25 per annum + HST. Gross rent includes operating costs and property taxes, which may be adjusted annually based on CPI per the terms of the lease.
Current Term	Ten years – August 1, 2011 – July 31, 2021
Special Conditions	Right of Early Termination on or after July 31, 2019

As part of the accommodation proposal to collocate VAC and CRA in the Federal lease space at Alderney Gate, staff and PWGSC have negotiated a lease amendment which provides a five year lease renewal for PWGSC, extending the total lease term until 2026 at the gross base rental rate of \$275.00/m2, plus any annual adjustments for operating costs and property taxes. All tenant lease improvements will be at PWGSC's expense.

The \$275/m2 is well supported as a competitive market value. The low bid for CRA's tender in 2014 yielded turnkey bids in Halifax at \$252m/2 with a high of \$300m/2 with \$252/m2 being the approved bid for new Class A office space in suburban Halifax.

Table 2

<b>LEASE AMENDMENT – TERMS AND CONDITIONS</b>	
Renewal Term	Five years – August 1, 2021 – July 31, 2026
Gross Rent	\$275.00/m2 office space & \$110.00/m2 storage space, for a total of \$714,667.25 per annum + HST. Gross rent includes operating costs and property taxes, which may be adjusted annually based on CPI per the terms of the lease.
Special Conditions	<ol style="list-style-type: none"> <li>1) Right of Early Termination on or after July 31, 2019, is deleted from the lease agreement.</li> <li>2) Renewal in 2021 must be for at least 465 sq. m / 5000 sf of office space.</li> </ol>

### **FINANCIAL IMPLICATIONS**

The execution of the lease amendment will ensure that the annual rent from this lease to the lease revenue account for Alderney Gate Facility Management cost centre (W203.5151) will continue at a rate not less than \$714,667.25 until at least 2021. It further ensures rent of at least \$127,875.00 per annum from August 1, 2021 to July 31, 2026 in the event PWGSC only exercise their minimum right of renewal at 465 sq. m.

The leasehold improvement project, estimated at \$1,838,270 and charged to capital project account CB000066 – Alderney Gate VAC and CRA Renovations, is planned to begin work by July 2015 and to extend for 15 months to September 2016. The total actual project cost will be fully reimbursed by PWGSC within 60 days following acceptance of the "Final Certificate of Completion", per the terms of the lease agreement.

#### **Budget Summary: Project Account No. CB000066 – Alderney Gate VAC and CRA Renovations**

Opening Balance	\$ 0
Add: Budget increase (funded by PWGSC reimbursement)	<u>\$ 1,838,270</u>
Total account balance	\$ 1,838,270
Less: Leasehold Design & Construction	<u>\$(1,838,270)</u>
<b>Balance</b>	<b>\$ 0</b>

Per the terms of the leasehold improvement project agreement, PWGSC will pay HRM a 10% project management fee. Staff wish to contribute this revenue of approximately \$180,000 to the Alderney Gate Recapitalization/Leasehold Improvement Reserve Q135, in addition to regularly budgeted annual reserve contributions, to support future building recapitalization projects.

### **COMMUNITY ENGAGEMENT**

N/A

### **ENVIRONMENTAL IMPLICATIONS**

There are no environmental implications associated with this report.

**ALTERNATIVES**

Council can choose not to approve the lease amendment, which would leave the terms of the current lease agreement, including the right of early termination, in place. This is not recommended as it is expected that without the approved lease amendment, the tenant will exercise the right of early termination potentially creating additional expenses in the form of holding and lease-up costs associated with the vacant space. Staff has negotiated a lease amendment, at market terms and conditions, securing a low risk revenue stream from PWGSC.

**ATTACHMENTS**

Floor Plans – Alderney Gate – 3<sup>rd</sup> and 4<sup>th</sup> Floor

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A copy of this report can be obtained online at <http://www.halifax.ca/council/agendasc/agenda.php> then choose the appropriate meeting date, or by contacting the Office of the Municipal Clerk at 902.490.4210, or Fax 902.490.4208.

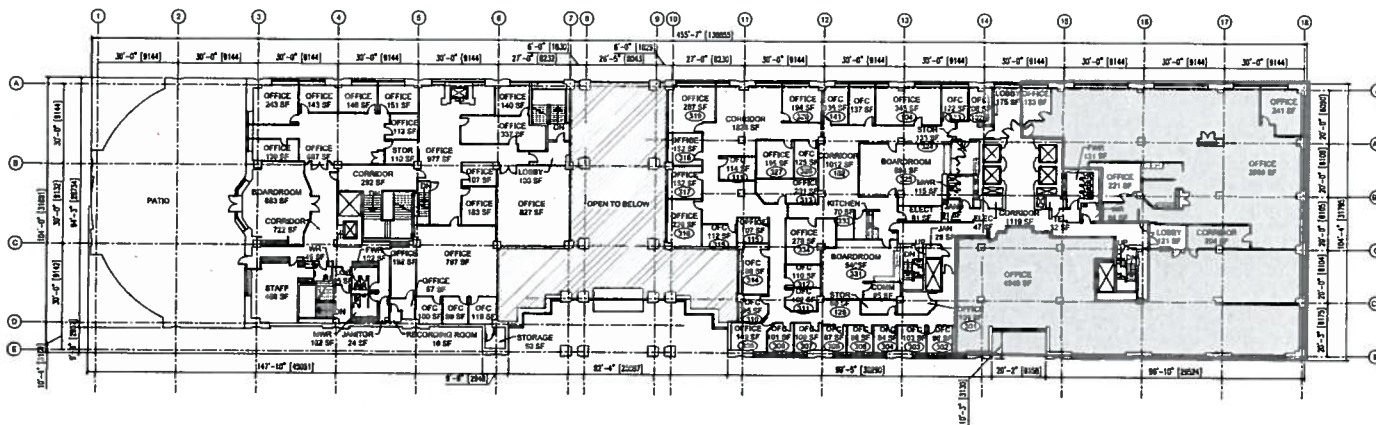
Report Prepared by: Marcia Connolly, Coordinator, Leasing & Accommodations, Corporate Real Estate,  
Operations Support, 902.490.5935  
Original Signed

Report Approved by: \_\_\_\_\_  
Peter Stickings, Manager, Corporate Real Estate, Operations Support, 902.490.7129  
Original Signed

Financial Approval by: \_\_\_\_\_  
Bruce Fisher, A/Director of Finance & ICT/CFO, 902.490.4493

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THIRD FLOOR - ROOM SCHEDULE		
ROOM #	ROOM NAME	AREA (SQ. FT.)
100	CORRIDOR	140
101	OFFICE	236
102	OFFICE	134
103	OFFICE	134
104	OFFICE	134
105	OFFICE	134
106	OFFICE	134
107	OFFICE	134
108	OFFICE	134
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THIRD FLOOR TOTAL NET AREA = 28963  
THIRD FLOOR TOTAL GROSS AREA = 43504

BUILDING SUMMARY		
ROOM #	ROOM NAME	AREA (SQ. FT.)
100	CORRIDOR	140
101	OFFICE	236
102	OFFICE	134
103	OFFICE	134
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BUILDING TOTAL NET AREA = 254209  
BUILDING TOTAL GROSS AREA = 302882



**Notes:**  
1. CHECK AND VERIFY ALL DIMENSIONS ON SITE AND RECONSTRUCT DIMENSIONS TO THE COMPLETION OF A FINAL AS-BUILT.  
2. DIMENSIONS ARE TO FACE UNLESS OTHERWISE NOTED.  
3. THESE DRAWINGS ARE TO BE USED SOLELY FOR THE INDICATED PROJECT AND ARE NOT TO BE REPRODUCED OR USED FOR ANY OTHER PROJECT WITHOUT THE AUTHORIZATION OF IPECC PROJECT MANAGEMENT INC.

INITIALS	DATE
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EXECUTE	
CONTROL	
CLOSE	
REVISIONS:	
NUMBER	DESCRIPTION
1	
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DESIGNED BY  
**IPECC**  
Project Management Inc.  
1000 Highway 101, Suite 101, Halifax, NS B3H 2Y9  
Tel: (902) 421-1111 Fax: (902) 421-1112  
www



