

EXPRESSION OF INTEREST

Project: Potential Redevelopment and Revitalization of the Heritage Theatre Block, municipally known as 70-86 Main Street North

Budget: To be determined

Deadline for Receipt of Expression of Interest Submissions: 2:00pm EST on June 17, 2022

Contact Information:

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Note: The City of Brampton has re-activated its Expression of Interest (EOI) for the Heritage Theatre Block - effective April 25, 2022. The EOI had been paused for internal purposes. The scope and content of the EOI originally posted on November 26, 2021 remains unchanged.

These lands have not been declared surplus and are subject to the City's disposition process.

Posted: April 25, 2022

THE CORPORATION OF THE CITY OF BRAMPTON
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I. GENERAL TERMS AND CONDITIONS

Important Notice

Costs Borne by the Proponents

All costs and expenses incurred by Proponents in any way associated with the EOI Process, including development, preparation and submission of an EOI Proposal, attendance at meetings, travel, discussions, and providing any additional information required by the City, will be borne entirely and exclusively by Proponents.

Ownership of Proposal Documents

All documents submitted in the EOI Process become the property of the City. Such intellectual property rights of the Proponent(s) or other parties, as may be clearly demonstrated by the Proponent(s) to exist in the information contained in materials submitted by the Proponent(s), will remain the property of the Proponent(s) or those other relevant parties. This EOI and all appendices, attachments, addenda and documents incorporated by reference, including the documents available to proponents following delivery of any executed Non-disclosure Agreement, constitute the "EOI Documents".

Right to Amend Process

The City reserves the right to amend the EOI Process set out in this Document by notice emailed or otherwise in writing to Proponents who have not withdrawn or been excluded from the EOI Process.

No Obligation

No legal or other obligation other than the terms and conditions set out in this Document shall arise between a Proponent(s) and the City unless and until the Contract for Lease has been signed. The City is not obliged to proceed with any EOI Proposal, and no compensation will be payable to any Proponent(s) whose EOI Proposal is not accepted by the City. This EOI process is not being undertaken pursuant to the City's Purchasing By-Law 19-2018. The liability of the City to any proponent for loss and damage arising in tort, including negligence or misrepresentation of any nature, or for any breach (including breach of contract) by the City in respect the EOI process shall be limited to the lesser of the sum of Five Hundred Dollars (\$500.00) or the reasonable cost to the proponent of preparing its proposal, whichever is less.

Confidentiality

All Proponents will be required to maintain confidentiality with respect to their own EOI Proposals, and should not seek details of competing proposals. Proponents must not make any public statements whatsoever in relation to the subject lands. Proponents will be required to sign a Confidentiality Agreement prepared by the City to have access to all the relevant documents regarding this property. Upon receipt and acceptance of the required Confidentiality Agreement, the City will provide instructions to access the identified documents through the City's website. The City reserves the right to make public announcements, including to the media, once the City has formally selected Shortlisted Proponent(s) or a Preferred Proponent.

Representations and Warranties

By submitting an EOI Proposal, each Proponent(s) is deemed to have agreed to be bound by and to observe all of the requirements and obligations on the part of a Proponent(s) set out in this EOI. Each EOI Proposal is submitted and taken to be received on the basis that the Proponent(s) represents and warrants to the City that:

- The EOI Proposal is compliant with the terms set out in the EOI Documents;
- The Proponent acknowledges that the City is relying on its representation and warranty;
- In the event that the Proponent's EOI proposal is held by a Court of competent jurisdiction or an arbitrator to be non-compliant with the terms set out in the EOI Documents in a proceeding or dispute commenced by another proponent (the "Claimant"), the Proponent will indemnify the City for any award of damages, howsoever characterized, that are payable to the Claimant as well as for the City's actual legal expense, including all legal fees and disbursements as billed to the City;
- The Proponent has the requisite authority, capability and knowledge to undertake the work as outlined in the EOI Proposal and the Documents provided to the City, including that it is fully licenced and registered to carry on business in Ontario. The Proponent warrants and represents that it presently has all necessary and applicable licences and registrations;
- The Proponent has the capability to obtain sufficient financial security and performance security for the activities outlined in its EIO proposal. In addition, it acknowledges it has sufficient financial resources to carry out its proposal;
- The Proponent has (or will have in place) insurance coverage for the purposes of, and at the levels required to carry out its proposal;
- The Proponent acknowledges it is not subject to any current or impending legal action (either formal proceedings or notification of legal action) which could impact on the financial viability of the Proponent or its ability to carry out its EOI proposal.
- There are no impediments against the Proponent including, but not limited to, non-competition agreements or other such arrangements;
- The Proponent is not aware of nor will the Proponent conduct themselves in a manner to create an actual or perceived conflict of interest with the City and its elected officials or members of City Staff; and
- Once submitted the EOI Proposal will be open to acceptance by the City in accordance with this EOI.

Prohibited Contacts and Lobbying Prohibition

Except in the course of authorized negotiations or as otherwise provided herein, Proponents and their respective advisors, employees or representatives shall not contact or attempt to contact, either directly or indirectly, at any time during the EOI process, any of the following persons or organizations on matters related to the EOI process, the EOI Documents or proposals:

- a) Any member of the City's review team;
- b) Any employee or representative of the City;
- c) The Mayor of the City of Brampton; or
- d) Any member of City of Brampton Council.

1. OPPORTUNITY OVERVIEW

1.1 Introduction

The Corporation of the City of Brampton (“City”), through its City Planning & Design Division, invites Proponents to this Expression of Interest (“EOI”) for the redevelopment and revitalization of the lands informally known as the “Heritage Theatre Block”, herein referred to as “Subject Land”, located at 70-86 Main Street North, Brampton, Ontario. The registered owner for the subject lands is the City of Brampton. The property overview is included as Attachment 1.

A site map and site survey are included as Attachment 1.

This EOI seeks interested and experienced proponents for the redevelopment, revitalization and operation of the subject lands. This EOI seeks proposals that:

1. Makes the best use of the site as a landmark heritage property with heritage attributes to be retained and restored;
2. Advances the City of Brampton’s Term of Council Priorities, Brampton 2040 Vision, Official Plan, Downtown Brampton Secondary Plan and Integrated Downtown Plan goals and objectives;
3. Contribute to the Downtown’s Innovation District to become an international destination for investment in talent, industry and business;
4. Support City Council’s direction to establish Downtown Brampton as a post-secondary institutional hub that integrates with the surrounding community and provides complementary use(s);
5. Leverages the “Tourism Development Streams” outlined in the City of Brampton’s Tourism Strategy (2021), including Arts and Culture, Food Tourism, Special Events, and Sport Tourism; and,
6. Support the investment in higher order transportation modalities and the Anchor Mobility Hub in the Downtown.

1.2 Overview of Process

This is a two-stage process for the redevelopment, revitalization and operation of the subject lands. Stage 1 is an Expression of Interest. Through the successful outcome of the EOI process, the City will identify a range of viable best use opportunities, partnerships and investors. Submission to the EOI will not preclude proponents from subsequent processes. The EOI submission is non-binding and proponents of this EOI are not guaranteed further participation in the project. A Selection Committee will review all EOI submissions.

Stage 2 of the process is referred to as a Request for Proposal (“RFP”). EOI submissions may inform and direct the scope of the RFP and proponent requirements. RFP submissions will require detailed plans to illustrate operational, delivery and capital improvement programs. Depending on the results of the EOI process, the Selection Committee, at their sole discretion,

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reserves the right to not proceed with Stage 2 and may instead move straight to the selection of and negotiation with a preferred Proponent and/or an invitational RFP. Details of this process is included in Section 3 Project Requirements.

This EOI and all appendices, attachments, and documents incorporated by reference, including the documents available to proponents following delivery of an executed Non-Disclosure Agreement, constitute the “EOI Documents”.

1.3 Site Description

The subject lands consist of the historic Heritage Theatre and three adjoining mixed-use commercial and residential buildings, forming a contiguous block on approximately 0.3 acres of land. The subject lands are located at the southeast corner Main Street North and Theatre Lane, which from the north signifies the arrival to Brampton’s historic Downtown and the Four Corners.

The buildings located on the subject lands were constructed between the 1890’s and 1940’s. The approximate total gross floor area is 17,180 ft², which is comprised of 80-86 Main Street North 9,764 ft²; 70-74 Main Street North 5,188 ft²; and, 76-78 Main Street North 2,228 ft². The buildings are vacant and in a state of disrepair. Former uses have included a theatre, theatre school, Business Improvement Area (BIA) office, art gallery, art classes, and studio.

The Heritage Theatre (82 Main Street North) and the Robson Block (70 Main Street North) are listed heritage properties in the City of Brampton’s Register of Cultural Heritage Resources and the register shows *Heritage Designations in Progress* for the Robson Block (70 Main Street North). The adjacent buildings at 76 and 80 Main Street North are not listed as heritage properties. The Heritage Theatre Block was included as a Special Character Area within the Four Corners area of the Downtown Precinct in the Downtown Brampton SPA7. The Brampton Heritage Board prepared a *Reasons for Designation* report in March of 2016 recommending designation for the Heritage Theatre. The City intends that the Heritage Theatre will be designated through this process.

The subject lands offer a unique opportunity for the heritage revitalization of the Heritage Theatre for adaptive reuse complementing the Innovation District with innovative programming and uses (for more information see Attachment 2). The developable area shall be determined by proponents based on their proposal, but shall reflect the relevant background information including the policy, heritage and planning context.

1.4 Surrounding Area

The subject lands are located in Downtown Brampton and historic Main Street. There are a significant number of heritage resources along Main Street, particularly at the intersection of Queen Street and Main Street, commonly referred to as the “Four Corners” and along Main Street North.

2 BACKGROUND INFORMATION

See Attachment 2.

3 PROPOSAL REQUIREMENTS

3.1 Proposal Overview

This Expression of Interest (“EOI”) seeks to identify appropriately qualified organizations to be selected to submit a proposal for a long-term agreement with the City of Brampton to undertake a substantial development investment for the Heritage Theatre Block.

The City is seeking proposals for the redevelopment and revitalization of the subject lands. The City is open to considering creative partnership or ownership models. The City encourages proponents to explore viable and feasible creative approaches to the project leveraging the site constraints and heritage attributes as opportunities to activate the site, showcase its architectural uniqueness and benefits to the community. Proposals resulting from this EOI process are expected to address the requirements outlined in Section 3 Proposal Requirements.

The existing buildings require significant revitalization and development and this will need to be addressed by Proponents in their submission. The selection committee acknowledges that an EOI proposal may incorporate a number of different uses and welcomes EOI’s that combine a range of uses that are respectful of the location, commercially viable and align with City of Brampton objectives for one or more of the buildings available.

3.2 Project Vision

This EOI seeks high-quality proposals and experienced proponents for the redevelopment, revitalization and operation of the subject lands. The vision is to transform the Heritage Theatre Block to:

1. Make the best use of the site as a landmark heritage property with heritage attributes to be retained and restored;
2. Advance the City of Brampton’s Term of Council Priorities, Brampton 2040 Vision, Official Plan, Downtown Brampton Secondary Plan and Integrated Downtown Plan goals and objectives;
3. Contribute to the Downtown’s Innovation District to become an international destination for investment in talent, industry and business;
4. Support City Council’s direction to establish Downtown Brampton as a post-secondary institutional hub that integrates with the surrounding community and provides complementary use(s);

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5. Leverage the “Tourism Development Streams” outlined in the City of Brampton’s Tourism Strategy (2021), including Arts and Culture, Food Tourism, Special Events, and Sport Tourism; and,
6. Support the investment in higher order transportation modalities and the Anchor Mobility Hub in the Downtown.

3.3 Project Objectives

These Project objectives align with the Integrated Downtown Plan (IDP) which consists of eight components and key descriptors which establish desirable goals for what the City hopes to achieve in the Downtown.



The proposals are encouraged to address a number of the objectives and goals of the IDP:

General

1. Ability or interest to participate in subsequent phases of the process;
2. Advance the City’s Term of Council Priorities, Brampton 2040 Vision, Official Plan, Downtown Brampton Secondary Plan, and Integrated Downtown Plan, Tourism Strategy, and Active Transportation Master Plan goals and objectives;

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Land Use, Urban Design & Growth Management

3. Contribute to the human-scale built-form, complete, transit-oriented community and historic Downtown and Main Street;
4. A mix of commercial, retail, office, institutional, arts and culture, and entertainment related uses including a mix of users that benefits the immediate and surrounding communities of Brampton, in accordance with the Downtown Brampton Secondary Plan;
5. High quality redevelopment proposal that enhances the character and vibrancy of the subject lands and Main Street and contributes to the public realm; and,
6. Special Policy Area: Due to the floodplain and flood risk, necessary flood mitigation approaches and land use restrictions are in place throughout Special Policy Area 3. No residential development is permitted and limited additional gross floor area shall be permitted. Potential redevelopment including alternations and additions shall be in conformity to Special Policy Area 3C of the Downtown Brampton Secondary Plan Area 7;
7. Explanation of any proposed amendments associated with the proposal;

Arts, Culture, and Heritage

8. Make the best use of the site as a landmark heritage property;
9. Heritage Retention: Heritage buildings and attributes are to be retained and restored to contribute to Brampton's rich history and the historic streetscape of Main Street. Preference will be considered towards Proponents that retain building structure(s) and propose no demolition;
10. Seek Heritage designation: The Heritage Theatre, Robson Block and Heritage Theatre Block are listed as heritage properties, however it is not designated. The City intends to pursue heritage designation. EOI Respondents must confirm in their EOI submissions that they are committed to preserving the Heritage Theatre/heritage attributes of the subject lands;
11. Strengthen Tourism: Leverage the Heritage Theatre and Heritage Theatre Block as a public realm, public-private-partnership opportunity, and/or tourist destination; and,
12. The Tourism Strategy recommends an indoor market and food hall. The City is currently undertaking feasibility studies for a food hall and indoor market in the Heritage Theatre Block based on the Council approved Tourism Strategy (2021) as one possible solution.

Economic Development

13. Strengthen Local Economy: Stimulate the local economy to support job creation and retention, including supporting local businesses and entrepreneurship;
14. Contribute and support the Innovation District, business entrepreneurship, and business incubation that integrate the surrounding community;
15. Post-Secondary Institutions: Target partnerships with post-secondary institutions as a transformative catalyst for the Downtown;
16. Potential opportunities may exist for proposals that partner with post-secondary institutions. Post-secondary institutions currently engaged in Brampton include Algoma University, Ryerson University, Sheridan College, and Guelph-Humber University;

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17. Food Economy: The Downtown has a deficiency of grocery stores and supermarkets. Creative approaches to address this need with a tourism and arts and culture lens is supported, such as fostering a sense of destination and place-making by supporting local food entrepreneurship and businesses through niche and specialty stores or a food hall and indoor market.

Transportation and Connectivity

18. Integrates with multi-model transportation options and responds to the future Hurontario-Main Street Light Rail Transit (LRT) extension, Queen Street Bus Rapid Transit (BRT), Downtown Brampton Transit Hub and other major transportation initiatives;
19. Promotes active transportation systems consistent with the Active Transportation Master Plan; and,
20. Activate adjacent laneways that abut the subject lands as a public realm; and,
21. Indicate feasible solutions to address the required rail corridor setback requirements and impacts to building envelopes.

Housing and Social Matters

22. Due to Special Policy Area 3, residential development is not permitted on the subject lands;
23. Provides benefits to the community through activated public realm or opportunities for social outreach;
24. Optional: Addresses the needs and/or provides services for under-represented groups, BIPOC, and Indigenous people;
25. Optional: Address socio-economic issues low-income households, homeless and poverty reduction, safety and crime prevention, age-friendliness, and cultural disparities in our communities to support an inclusive downtown community; and,
26. Optional: Partnerships with not-for-profit agencies, multi-faith-based community centre, and/or community or cultural based organizations may be considered an asset.

Sustainability and the Environment

27. Supports the City's Downtown objective to become a sustainable community, supportive of its green surroundings through the connection and linkages of the open space, parkland, and trails throughout Brampton for the enjoyment of residents to foster physical activity to maintain an active and healthy lifestyle;
28. Optional: Proposals that address the City's Community Energy and Emissions Reduction Program and Sustainable Community Design Guidelines may be considered an asset; and,
29. Optional: Utilize best practices in the green economy and sustainable practices, such as reduces environmental impacts, reduces GHG emissions, green building features, addresses the circular economy, or others.

Financial and Ownership/Partnership

30. Inform the proposed partnership and/or ownership model between the City, developer(s), operator(s) and investor(s). The City is open to considering creative

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partnership or ownership models, however the City expects significant investment from proponents to actualize proposals;

31. Public-private partnerships (P3) may be considered;
32. Proponents shall demonstrate financial and business experience with tangible investors;
33. EOI Respondents shall provide a high level financial model; and,
34. Ownership of the subject lands are subject to consideration based on proposals and the City should receive no less than fair market value relative to community benefits and incentives for the subject lands.

Planning Approvals

A Zoning By-law Amendment application may be required to facilitate the design attributes of the proposed development. Any proposed redevelopment shall be in conformity to the in-force Official Plan and Secondary Plan and shall not contemplate amendments to the Official Plan. Should the City pursue direct award, the negotiated agreement of purchase and sale will not constitute the City's approval of any proposed development. All planning applications will be processed independently and on their merits after the execution of the agreement.

Financial Incentives

The successful proponents may be eligible for financial incentives, which may include Development Charge deferral through the Downtown Development Charges Incentive Program, Façade Improvement Program and/or Building Improvement Program. For more information, visit: <https://www.brampton.ca/en/Business/planning-development/central-area/Pages/central-area-community-improvement-plan.aspx>

3.4 Submission Schedule

The following are important dates related to the overall process:

Activity	Date
Issue Date of the EOI	Friday November 26, 2021
Registration for EOI	Friday November 26, 2021 to Friday June 24, 2022
Earliest date to Release of Background Information through secured Sharepoint *subject to receipt of signed NDA	Friday December 3, 2021
Deadlines for Questions	Monday January 17, 2022
Responses to Questions	Monday January 24, 2022
EOI - Paused	March 11, 2022 to April 24, 2022
EOI - Reissued	April 25, 2022
EOI closing date	Friday June 17, 2022
Evaluation of submissions	Monday June 20, 2022 to Tuesday July 5, 2022

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Council Meeting to Render Decision on next steps	August 2022
Announcement	August 2022
* Schedule and dates are subject to change.	

3.5 Submission Instructions

1. Proposals in response to this EOI must be received before the Proposal Submission Deadline. The deadline for submissions is **Friday June 17, 2022 at 2:00 pm EST.**
2. Late proposals will not be accepted. Proponents are solely responsible for timely delivery of their proposals.
3. Proponents are required to submit **one (1) electronic copy (PDF format) with a maximum of 20 A4 pages.**

The EOI proposal and submission should be uploaded to a secure FTP site and emailed to IDP@brampton.ca with the subject line: **“EOI - Revitalization of the Heritage Theatre Block”**. The time stamp of the EOI submission is based on the time of receipt of the email to IDP@brampton.ca.

4. Contact Person – all inquiries regarding the EOI should be directed to **Shahid Mahmood, Principal Planner/Supervisor** at Shahid.Mahmood@brampton.ca. Note that Section 3.4 outlines the deadline to receive questions and responses.

3.6 Proposal Consortium

Proponents should build a multi-disciplinary team. The team could consist of the following expertise:

1. Builder/developer
2. Investor
3. Operator
4. Designers (Architect, Landscape Architect, Planner, etc)
5. Heritage restoration expertise considered an asset
6. Other

A full explanation of the arrangement between the Consortium team members must be provided. In such cases:

- The Proposal and Organization Chart should clearly identify the primary proponent and all parties responsible for the performance of the requirements under this EOI;
- The City will deal only with the primary proponent in respect of all EOI matters (subject to the City’s right to deal with other members of the consortium in its unfettered discretion).
- Even though the primary proponent will sign the NDA form all other team members will be held to the overarching recipient obligations. Later on, these team members may be

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asked to sign all documentation and forms required in response to the EOI Documents IF requested by the City;

- All members of the consortium will be required to sign any written contract that may be negotiated as part of this EOI process; and
- The City reserves the right to request any documentation supporting the constitution or operation of the consortium.

3.7 Additional Information and Non-Disclosure Agreement

The City has completed a number of studies and documentation for the subject lands, which will be provided to proponents following the execution of a Confidentiality and Non-Disclosure Agreement (NDA):

1. Letter from the Ministry (1988)
2. Letter from the Prime Minister (1988)
3. History of the Heritage Theatre
4. Geotechnical Investigation – Heritage Theatre, prepared by Peto MacCallum Ltd. June 1998
5. Heritage Background Assessment – Heritage Theatre Block, prepared by ERA Architects Inc. May 2009
6. Site Survey (2018)
7. Phase 1 Environmental Site Assessment – 86 Main St N, prepared by G2S Environmental Consulting Inc. September 2014
8. Phase 2 Environmental Site Assessment – 86 Main St N, prepared by G2S Environmental Consulting Inc. January 2015
9. Mould Assessment Report – Heritage Theatre, prepared by Safetech Environmental Ltd. January 2015
10. Designated Substances Survey – Heritage Theatre, prepared by Pinchin February 2010
11. Survey for Designated Substances and Hazardous Materials – 80-86 Main St N, prepared by ECOH May 2015
12. Supplemental Soil and Groundwater Investigation – Heritage Theatre, prepared by G2S Environmental Consulting Inc. July 2015
13. Remediation Action Plan – Heritage Theatre, prepared by G2S Environmental Consulting Inc. October 2015
14. Pre-Demolition Survey for Designated Substances and Hazardous Materials – 70-74 Main St N, prepared by ECOH December 2015
15. Pre-Demolition Survey for Designated Substances and Hazardous Materials – 70-78 Main St N, prepared by ECOH December 2015
16. Structural Condition Report – Heritage Theatre & Adjacent Building, prepared by Steenhof Building Services Group February 2016
17. Heritage Report: Reasons for Heritage Designation – Heritage Theatre, prepared by Brampton Heritage Board March 2016
18. Asbestos Materials Reassessment x 3, prepared by Pinchin May 2018
19. Appraisal of Heritage Theatre Block x 2, prepared by Cushman & Wakefield November 2018

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20. Heritage Impact Assessment & Salvage Report – Heritage Theatre Block Proposed Demolition, prepared by L.E. Glazer Architect Ltd. June 2020 (revised July 13, 2020)
21. Building Audit Report – Heritage Theatre and Theatre School 80-86 Main St N, prepared by McIntosh Perry January 3, 2021
22. Brampton 2040 Vision (2018)
23. Official Plan 2006 (2020 Office Consolidation) Section 4.10 Cultural Heritage
24. Downtown Brampton Secondary Plan (Area 7) and Schedules
25. Zoning Information and Schedules
26. Downtown Flood Plain Regulations
27. Downtown Brampton Investments April 2021
28. Main Street Through the Years, prepared by Heritage Board
29. Tourism Strategy March 2021

Proponents are required to complete and sign the Non-Disclosure Agreement (NDA) [\[PDF\]/\[Word\]](#) and should be submitted to the City, via email to: IDP@brampton.ca.

Upon receipt and acceptance of the required NDA, the City will provide instructions to access the identified documents through a secured Sharepoint. The earliest date the City will provide these documents is Friday December 3, 2021.

3.8 Questions and Amendments to EOI Documents

Questions in relation to this EOI will be accepted online via the following email address: Shahid.Mahmood@brampton.ca until the date as specified in the EOI schedule. If a question is received later than the inquiry deadline date, the City may respond, but it is not obligated to provide a response.

Any further EOI documents or amendments will be circulated to proponents. Although the City intends to provide notification to proponents by email that documents or addenda have been added, such email notification is a courtesy only and proponents are solely responsible to ensure that they review all documents placed on the Sharepoint site and/or [City of Brampton Project Webpage](#). The source of all questions will be kept confidential. The questions and the City responses will be shared with all parties via the [City of Brampton Project Webpage](#).

4 REVIEW AND SELECTION PROCESS

The City will review submissions for completeness based on EOI requirements. The City will establish a review team for the review of EOI submissions. The following items will be considered in order of priority by the evaluation team when reviewing proposals in response to this EOI:

- **Part 1 – Proponent Declaration**
 - Project Team and Experience
 - Associated Partnerships and Investor(s)
 - Previous projects with similar level of complexity

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- An outline of the experience of key personnel involved with the management and operation of the organization
 - The experience and qualification of the proponent's senior management, project management, and project partners
 - The proponent's (re)development project experience including heritage conservation and restoration
 - Demonstrated organizational capacity of the Proponent to operate the business
- **Part 2 – Project Vision and Concept**
 - Description of the project vision
 - Proposed use(s) and program(s) considering the objectives of the EOI as outlined in Section 3.3 Project Objectives for viable and feasible creative approaches leveraging the site constraints and heritage attributes as opportunities
 - Project plan including anticipated project timeline, work plan, and project schedule
 - Financial, market and economic development potential from proposal
 - **Part 3 – Demonstrated business and financial experience**
 - Demonstrated financial capacity and viability of the Proponent and Purchaser
 - Financial viability to fund and operate the proposed development and business
 - Demonstrate committed level of investment
- Any additional information that would enhance submission

Through this review process, the City may identify a proponent with whom the City can enter into negotiations for an Agreement, which may include the sale of the subject lands to the successful proponent subject to the City's Land Disposition process. The City may proceed to negotiate with any number of proponents, at the same or sequentially, at its election, until negotiations succeed with one proponent (or until the City elects to terminate the negotiation process).

The City may seek Council approval or direction before proceeding to subsequent stages or to initiate any negotiation process. The commencement of negotiations does not commit the City to accept all or any of the terms of any proposal. The City reserves the right to reject, in whole or in part, any or all proposals or elect to cancel the EOI process and not enter into negotiations or a contract with any proponent.

4.1 Confidential Proponent Meetings

The review team may request discretionary proponent meeting clarify a submitted proposals.

4.2 Media Release, Public Announcements, Public Disclosures

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The nature of the project and the contents included in the package is considered confidential and are not to be shared or reproduced. Proponents shall not publically disclose, make statements or give media releases concerning their proposal or the EOI process. The City reserves the right to provide media releases, public announcements, and disclosures to broadly market this EOI and subsequent processes.

4.3 Requests for Clarification

The City may contact any one or more proponents to request clarification or further information without any obligation to contact other proponents. Additional clarification shall be provided promptly by the proponent to the City. The City may, but is not obligated to, amend or revise the proposal based on the clarification or further information.

5 ATTACHMENTS

Attachment 1: Property Overview, Site Map, Site Survey

Attachment 2: Background Information – Emerging Opportunities, Heritage and Policy Context

Attachment 3: Special Policy Area 3 – Floodplain Area

Attachment 4: Non-Disclosure Agreement

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Attachment 1: Property Overview

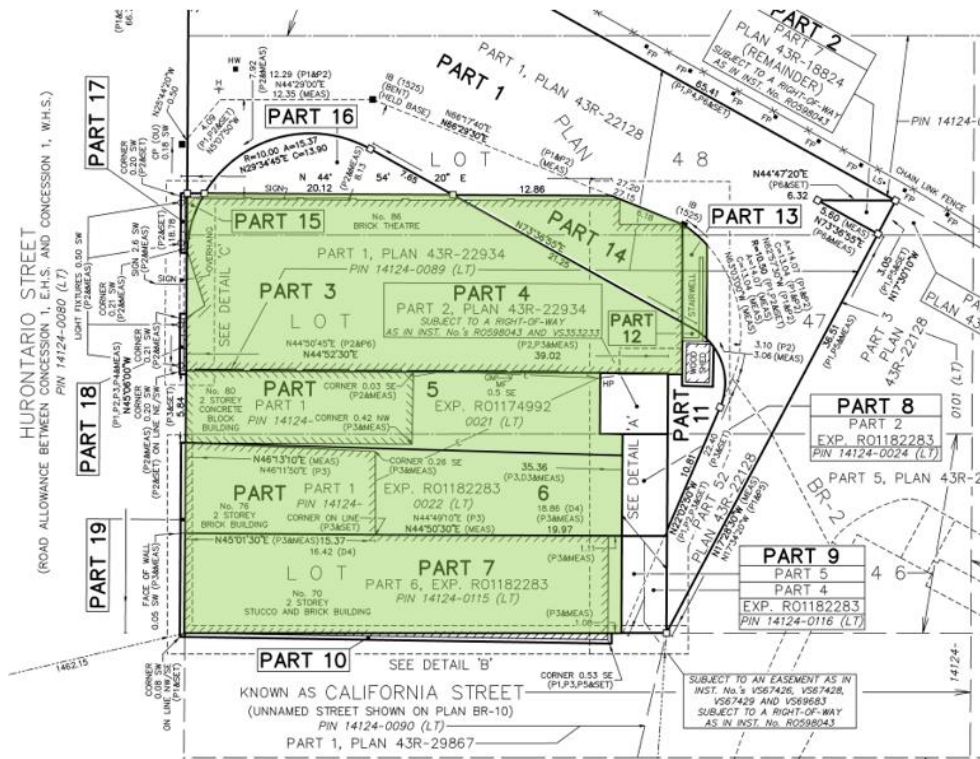


Property Profile	
Municipal Addresses	70-86 Main Street North, Brampton, ON
Registered Owner	The Corporation of the City of Brampton
Description	Three commercial mixed-use buildings and a historic theatre
Location	Southeast corner of Main Street North and Theatre Lane
Total Site Area	0.38 acres or 16,552.8 ft ²
Approximate Gross Floor Area	70-74 Main Street N – 5,188 ft ² 76-78 Main Street N – 2,228 ft ² 80 Main Street N – 1,949 ft ² 82-86 Main Street N – 7,815 ft ² Total GFA – 17,180 ft ²
Frontage	114.1 feet along Main Street
Building Construction	70-74 Main Street N – 1942 76-78 Main Street N – 1900 80 Main Street N – Unknown 82-86 Main Street N – 1890
Zoning*	Downtown Commercial One DC1 Schedules B-1 to B-6
Official Plan*	Central Area (Schedule A), Anchor Mobility Hub and Major Transit Station Area (Schedule 1)
Secondary Plan*	Central Area Mixed-Use Office Node Special Policy Area 3(C)
Heritage Register	The Heritage Theatre and Robson Block are listed heritage properties

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Expression of Interest: Potential Redevelopment and Revitalization of the Heritage Theatre Block
70-86 Main Street North

***See Attachment 2 for more information**

70 – 86 Main Street North – Heritage Theatre Block



Part of PIN 14124-0089 (LT) – Firstly Part of Lot 47, Registered Plan BR-2, being Part of Part 12 on Draft Reference Plan “Reference No. 18-30-251-00-A – JD Barnes – 30Oct18”; Brampton and Secondly Part of Lots 47 and 48, Registered Plan BR-2, being Parts 3, 13, 14 and 15 on Draft Reference Plan “Reference No. 18-30-251-00-A – JD Barnes – 30Oct18”; Brampton

Part of PIN 14124-0021 (LT) – Part of Lots 46 and 47 , Registered Plan BR-2, being Part 5 on Draft Reference Plan “Reference No. 18-30-251-00-A – JD Barnes – 30Oct18”; Brampton

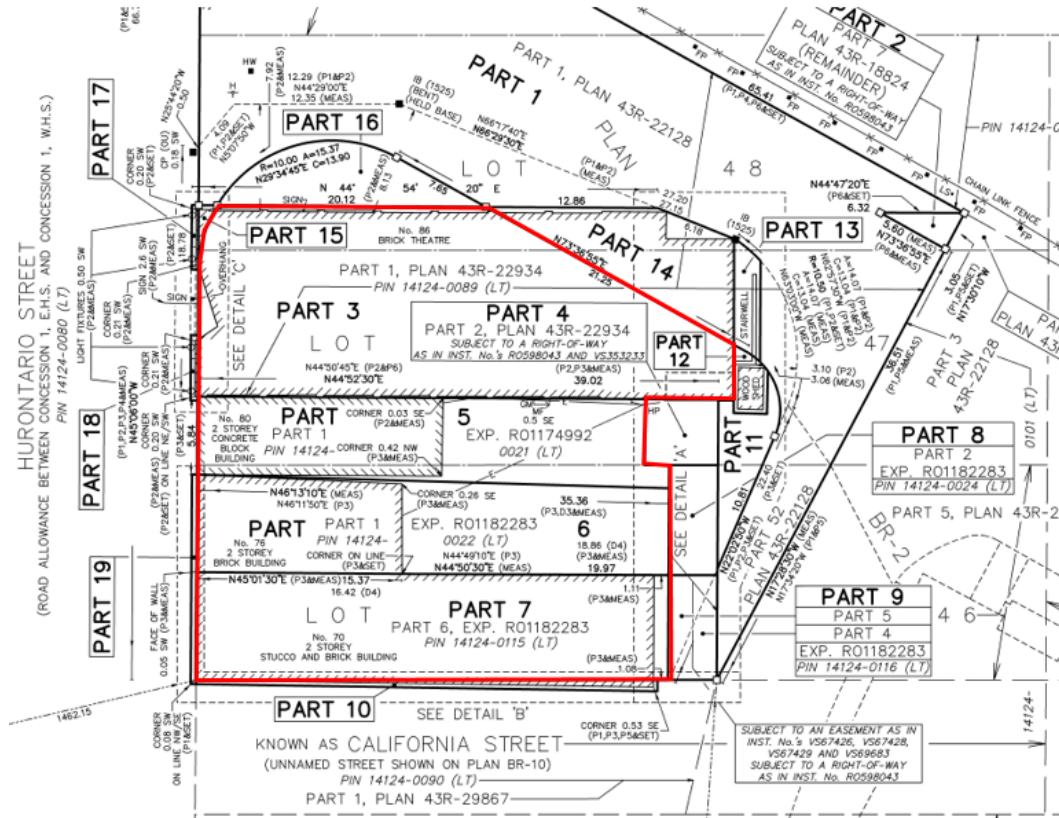
Part of PIN 14124-0022 (LT) – Part of Lot 46, Registered Plan BR-2, being Part 6 on Draft Reference Plan “Reference No. 18-30-251-00-A – JD Barnes – 30Oct18”; Brampton

Part of PIN 14124-0115 (LT) – Part of Lot 46, Registered Plan BR-2, being Part 7 on Draft Reference Plan “Reference No. 18-30-251-00-A – JD Barnes – 30Oct18”; Brampton

Nothing in the above rendering shall have the affect or be interpreted as fettering the discretion of Council and/or any delegated authority for the purposes of any planning approval/requirements. The City shall have the right to require that a portion of the Property be gratuitously conveyed to the City prior to site plan approval for the purpose of satisfying City road requirements and/or other City and/or other commenting agency requirements, accordingly, the land size of the Property may be further reduced. The Purchaser shall be required to complete its own due-diligence and the above is strictly for high-level informational purposes only

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70 – 86 Main Street North – Heritage Theatre Block: Approximate Rendering of the Property with Inclusion of Potential Future Road Requirements



Part of PIN 14124-0089 (LT) –Part of Lots 47 and 48, Registered Plan BR-2, being Part 3 on Draft Reference Plan “Reference No. 18-30-251-00-A – JD Barnes – 30Oct18”; Brampton

Part of PIN 14124-0021 (LT) – Part of Lots 46 and 47 , Registered Plan BR-2, being Part 5 on Draft Reference Plan “Reference No. 18-30-251-00-A – JD Barnes – 30Oct18”; Brampton

Part of PIN 14124-0022 (LT) – Part of Lot 46, Registered Plan BR-2, being Part 6 on Draft Reference Plan “Reference No. 18-30-251-00-A – JD Barnes – 30Oct18”; Brampton

Part of PIN 14124-0115 (LT) – Part of Lot 46, Registered Plan BR-2, being Part 7 on Draft Reference Plan “Reference No. 18-30-251-00-A – JD Barnes – 30Oct18”; Brampton

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Attachment 2: Background Information – Emerging Opportunities, Heritage and Policy Context

Emerging Opportunities

Integrated Downtown Plan

The City’s Integrated Downtown Plan (IDP) is currently coordinating ongoing initiatives and infrastructure projects in the Downtown Brampton area and will provide an evolving framework to guide future growth and strategic investment in Downtown Brampton to 2051. The Integrated Downtown Plan will focus on achieving mutually beneficial objectives between various projects - defining necessary actions to help advance short, medium and long-term solutions while guiding cross-departmental implementation. As such, the IDP is coordinating the activation of many City-owned properties and major capital initiatives in a holistic manner - reflected in the project’s components and descriptors in the pin-wheel below:



The Heritage Theatre Block project is within the scope of the IDP to activate City-owned properties as a significant redevelopment and revitalization initiative of the IDP. As a major cultural asset along Main Street the Heritage Theatre and adjacent properties will prove catalytic for a revitalized Downtown Brampton. For more information, visit: <https://brampton.ca/IDP>

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Innovation District and Centre of Innovation

The Economic Development Division has established an Innovation District in Downtown Brampton which will nurture an innovation and entrepreneurship ecosystem - providing local talent, entrepreneurs and new business owners developmental support at every stage. This could include education, training and re-skilling of staff to support companies of all sizes and across all sectors. The Innovation District is also offering resources to support innovation and technology companies to create new technology. The Innovation District contains the future Centre for Innovation, Brampton Entrepreneur Centre & Co-working Space, Ryerson Venture Zone, Founder Institute, RIC Centre, Rogers Cybersecure Catalyst, and B-Hive.

The Centre of Innovation, will become the anchor of the Innovation District, and will be centrally located in Brampton's downtown core. The Centre of Innovation will support the growth of Brampton's innovation ecosystem including a new central library, office space, and post-secondary institutional partnerships such as Algoma University, Ryerson University and the University of Guelph-Humber. It will play an integral role in connecting post-secondary institutions with local businesses and start-ups to connect Brampton's workforce with skilled jobs of the future.

Post-Secondary Institution Attraction

The City is actively engaged to attract and retain post-secondary institutions in the Downtown. Post-secondary institutions currently engaged in Brampton include Algoma University, Ryerson University, Sheridan College, and Guelph-Humber University. Brampton City Council supports initiatives with the University of Guelph and Humber College to locate in the future Centre of Innovation. City staff and the institutions will now begin work on identifying required supports and business terms for the potential relocation of the campus as an anchor tenant in the Centre of Innovation. Brampton City Council is partnered with Ryerson University to help fund a future School of Medicine in the City. Ryerson University's School of Medicine will focus on primary care, expanded use of technology to better meet patient needs, inter-professional practice and the provision of culturally competent care.

Flood Plain and Riverwalk

The subject lands are entirely located within Special Policy Area 3 (SPA 3), which is the historic floodplain in the Downtown regulated by the Toronto Regional Conservation Area (TRCA). Due to the flood risk, the subject lands are constrained by the limitations on residential and non-residential development. For more information, see the Attachment 2.

The City is currently undertaking the Riverwalk Project and subsequent Riverwalk Environmental Assessment, which will minimize the flood risk using flood protection infrastructure adjacent to the Etobicoke Creek to be completed by 2035. Riverwalk will be a transformative opportunity to help revitalize Brampton's downtown and make it healthy, sustainable and resilient. It starts with engineering an innovative long-term solution to the flood risk, which will unlock the potential for urban growth and development. In turn, it will put the creek back at the heart of downtown, creating a vibrant new space that provides a distinct identity for the City.

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Higher Order Transit Opportunities and CN/Metrolinx Rail Track Expansion

The Transit Services Department and the Transportation Planning Section are leading the important transportation initiatives in the Downtown including the all-day GO Service (Anchor Mobility Hub), Main Street-Hurontario Light Rail Transit (LRT), Queen Street Bus Rapid Transit (BRT), and the new Downtown Brampton Bus Transit Terminal (Transit Hub). While these initiatives may take time to actualize, it impacts the land use and built-form in the Downtown.

Metrolinx, in partnership with CN Rail, is undergoing the Kitchener GO expansion that will add a third and fourth track along the rail corridor to support two-way, all-day service from Kitchener to Downtown Toronto. Due to the future rail expansion and the required 30 metre crash buffer zone required by CN/Metrolinx, the redevelopment of the Heritage Theatre property (82 Main Street North) will be impacted. Maintaining these building envelopes has as-of-right permissions and grandfathering whereby a 30 metre setback is not required. Demolition of the Heritage Theatre would require any new development to maintain the 30 metre setback from the rail corridor and limit the development potential of the parcel.

Heritage Context

Heritage (Capitol) Theatre (82-86 Main Street North)

The Heritage Theatre is recognized for its architectural heritage and cultural value to the City. The Heritage Theatre's history extends to 1923 as the Capitol Theatre and undergone a number of renaming including Odeon Theatre. After the City purchased the building in 1981, it was operated to support the performing arts. In 1988, the Heritage Theatre received notable recognition from the former Prime Minister and MPP acknowledging its rich architectural heritage and its importance to the Brampton community. Over the next two and a half decades the *Theatre* would house Sheridan College's Performance Studies, the Brampton Symphony Orchestra, the Brampton Indie Arts Festival and a wide number of special events. In 2005, with the construction of the Rose Theatre, the Heritage Theatre was retired as a performing arts venue and left unoccupied. Many years of neglected maintenance have resulted in a worsened building condition. The Heritage Theatre is in extremely poor condition/a state of disrepair and decay, it requires significant investment to restore the building to its former glory.

Robson Block (70-74 Main Street North)

The Robson Block, alternatively referred to as the Robinson Block, was originally owned by Frank Hollis in the 1920's. Robert Robson purchased the property and the original structure to the rear of the lot and constructed a new building at the front of the lot on Main Street. A masonry title block framed in brick headers displays the name "Robson Block" on the façade facing Main Street. The Robson Block was constructed by one of Brampton's early entrepreneurs. The Robson Block was opened in 1927. In March 1927, Robson leased the new building to Loblaw Groceries Co. Ltd. and housed one of the first chain grocery stores in Brampton. Mary Robson sold the Robson Block to William H. Brydon in September 1936 who continued to lease to Loblaws for many years. In the early to mid-2000s, the building was utilized as the Beaux Arts Brampton Studio. The Robson Block, is registered as a listed heritage resource under the name "The Robinson Block".

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Heritage Theatre Block

On May 29, 2019 the Heritage Theatre Block was approved for demolition by Council Motion CW256-2019 which was scheduled to take place upon the expiration of the leases with 70-78 Main Street North in December 2020. Subsequently, Council approved the deferral of the demolition of the Heritage Theatre Block for 24 months for staff to develop a usage plan that aligns with the IDP including major capital revitalization initiatives, the residential and employment intensification strategy, and a partnership framework.

Policy Context

Provincial Legislation

The Province's *A Place to Grow: Growth Plan for the Greater Golden Horseshoe* aligns with the *Brampton 2040 Vision*. The legislation, together with the *Vision*, identifies the majority of Downtown Brampton as an *Urban Growth Centre* (UGC) and thus a strategic priority area for growth and development. Brampton's UGC is designated for 200 residents and jobs per hectare.

Alongside the Provincial direction to target growth to specific areas, Section 4.2.7 of the Province's *Growth Plan* and Section 2.6.1 of the *Provincial Policy Statement* provide direction on the importance of such resources in terms of "fostering a sense of place" and meeting the objectives of "strategic growth areas". In this context Downtown Brampton presents significant growth and intensification opportunities whilst recognizing the importance of place-making including heritage resource adaptive reuse.

Brampton 2040 Vision

Brampton 2040 Vision set the aspirational goals and objectives for the City and the Downtown to 2040. Brampton is focusing its growth and intensification on a series of transit-oriented communities. For the Downtown, the *2040 Vision* estimates residential population increase of approximately 23,000 people, 11,500 jobs and 10 million square feet of Gross Floor Area (GFA) development by 2041. As the "Anchor" Mobility Hub, Downtown Brampton is thus a focal point with all transit services converging. In this transit-oriented context, the *2040 Vision* identifies the *Four Corners* commercial area as a supporting asset to this Hub:

"A more-or-less consistent pattern of mid-scaled heritage commercial buildings occupy the centre of the whole district along with the recent City Hall and the theatre and museum complexes. This is a place for re-use and infill of buildings, focusing retail and amenities, adding hotels, and offering the kind of heritage spaces that artists, other creatives and professionals prefer. Through inventive design, the modern and historic can be juxtaposed in Downtown in a unique, high-value way." (Action # 2.2)

Official Plan 2006 (Sept. 2020 Consolidation)

The City's current Official Plan was adopted by Council in October 2006 and partially approved by the former Ontario Municipal Board (OMB) in October 2008. Portions of the 2006 Official Plan remain under appeal and work is underway to resolve outstanding appeals. Brampton's 2006 Official Plan provides planning policies to manage and direct the physical growth and

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development of the City and takes into account the effects of physical change on the social, cultural, economic and natural environment.

The Official Plan designates the Downtown Planning Area as the “Central Area” on Schedule A and Schedule 1 of the Official Plan, and the lands are identified within the boundaries of the Downtown Brampton Urban Growth Centre as identified in the 2019 Growth Plan and Schedule 1A of the Official Plan. The Central Area, including Downtown Brampton, is planned to achieve the highest densities and represent the cultural, economic and entertainment heart of the City. The Central Area represents an important corridor located along Queen Street where significant public investment has occurred to revitalize the area. With an improved pedestrian environment and upgraded transit, the Central Area is expected to realize significant residential, commercial and tourism activities. The Central Area, in particular, the Downtown’s unique cultural heritage resources will be protected through heritage conservation and enhanced through unique development which respects and complements existing heritage buildings. The 2019 Growth Plan states that the Downtown Brampton Urban Growth Centre will be planned to achieve a minimum density target of 200 residents and jobs combined per hectare, by 2031 or earlier.

The subject lands are designated Central Area on Schedule A of the Official Plan. The subject lands are located within the Anchor Mobility Hub, Major Transit Station Area (MTSA), and along Main Street identified as a Primary Intensification Corridor on Schedule 1 of the Official Plan. The subject lands are located within the Urban Growth Centre (UGC) on Schedule 1A (also identified in the Growth Plan). The subject lands is located in a prominent location in the City intended to support higher density of people and jobs.

Section 4.1 of the City’s current *Official Plan* identifies the Central Area and Downtown Brampton as the cultural, economic, and entertainment heart of the City. It is noted that Downtown Brampton is unique to the GTA in terms of active transportation opportunities and cultural heritage resources. As a result, the *Official Plan* indicates that new buildings and spaces should reflect a human scale development approach and that adaptive reuse of existing structures should be integrated into the community (4.10.9 and 10.8.1-10.8.2).

Section 4.10 of the Official Plan recognizes the importance of cultural heritage and the City’s role to protect and maintain all city-owned heritage resources to a good standard to set a model for high standard heritage preservation (Policy 4.10.8.2). Policy 4.10.8.3 states, the City-owned heritage resources shall be integrated into the community and put to adaptive reuse, where feasible.

The applicable policies in the Official Plan:

4.10.8.4 In the event that the ownership status is changed, the City shall enter into an easement agreement with the new owner or lessee to ensure the continuous care of, and public access to these resources are maintained.

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4.10.8.5 When the potential re-use or a change in function of a City-owned heritage resource is being contemplated, the potential adverse impacts to the heritage attributes and significance shall be carefully considered and mitigated.

4.10.9.7 The City may participate, as feasible, in the development of significant heritage resources through acquisition, assembly, resale, joint ventures or other forms of involvement that shall result in the sensitive conservation, restoration or rehabilitation of those resources.

Downtown Brampton Secondary Plan (Area 7)

The Downtown Brampton Secondary Plan (Area 7) was approved by City Council on April 2, 1997 and approved by the Region of Peel on July 15, 1998. The Downtown Brampton Secondary Plan is planned to achieve a major mixed-use area and destination that will function as an urban district where:

- housing, shopping, community facilities and public spaces are mixed with workplaces; and,
- office, retail and residential uses are supported by public transit and improvements to the local road network.

Some of the general objectives and criteria of the Downtown Brampton Secondary Plan, that continue to resonate today, are:

- to promote the intensification and improvement of the Central Area and its component areas as the major focus of commercial and community activity for the residents of Brampton, and as an increasingly important location for regional activity related to other parts of the Greater Toronto Area.
- to provide a distinctive downtown by creating a specialty shopping and office district to serve the future population of Brampton;
- to allow for intensification of use in commercial areas and selected residential areas in a manner that is sympathetic to the historic character of Downtown Brampton;
- to promote an increase in the resident population within the downtown to create a market for local serving retail, commercial and service uses;
- to promote the character of Main Street and Queen Street as a strong pedestrian and transit environment;
- to provide for the identification, preservation and protection of heritage resources;
- to provide for the identification and protection of watercourse and valley system, including floodplain;
- provides greenspace linkages to the rest of the open space system, incorporating pedestrian and bicycle trails and linkages;
- to propose improvements to the local road network and enhanced public transit to facilitate development/redevelopment in the secondary planning area.

The subject lands are designated Central Area Mixed Use, Office Node and Special Policy Area 3C in the Downtown Secondary Plan (Area 7). The maximum permitted FSI is 3.5 as identified on Appendix A and Policy 5.1.2.3 of the Downtown Secondary Plan.

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Policy 5.1.2.1 states, lands designated Central Area Mixed-Use on Schedule SP36(A) are intended to accommodate mixed-use developments incorporating any combination of commercial, retail, office, residential, hotel, open space, recreational, institutional, a full range of entertainment and cultural uses including, but not limited to, movie theatres, art galleries, live theatre and museums which are managed as a unit. Mixed-Use development shall mean a free-standing use either/or a development which any combination of office, retail, commercial, institutional, or residential uses are developed and managed as a unit.

Policy 5.1.3.1 states, the Office Node designation on Schedule SP7(a) centered on the intersection of Main Street and Queen Street, bounded by the CNR line to the north, John Street to the south and from Chapel Street/Nelson Street Extension west to George Street. Office development in this area shall be permitted that is compatible with the local historic character of the area. Lands designated Central Area Mixed-Use within the Office Node shall be developed to a maximum density of 3.5 FSI. 5.1.3.2 The principle permitted uses with the Office Node designation include business, professional or administrative office buildings, hotels and motels and all uses consistent with the Regional Commercial and District

The Theatre Block and the Main Street area from the CN Tracks to Queen Street, and the north side of Queen Street from George to Main Street, reside within the *Special Policy Area (SPA) 3C* designated in the Downtown Secondary Plan (Attachment 3). Policies with respect to SPA 3C state that the lands are within flood susceptibility during the Regulatory flood event, with limited opportunity for gaining emergency access to flood-free lands. As such, no additional residential units over that which existed as of May 7, 2014 will be permitted. Further, Policy 5.6.3.3 c) (v) states, a maximum gross floor area of 88,000 m² (excluding mechanical penthouses, mechanical rooms, parking garages, loading areas, stairwells) of non-residential uses shall be permitted across the entire Special Policy Area 3C. Of this total floor area, not more than 11,000 square metres may be devoted to hotels, motels or similar commercial uses providing overnight accommodation.

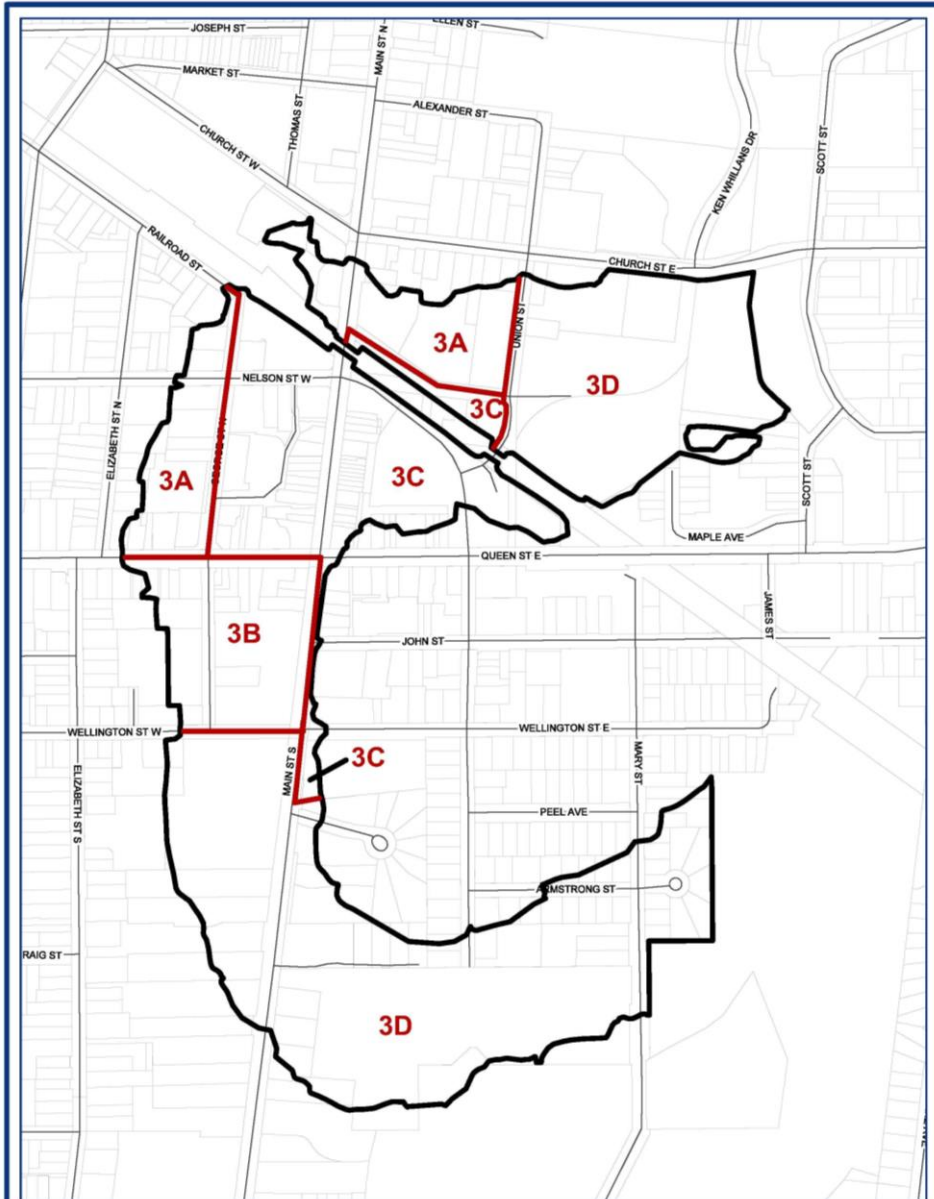
However, the policies recognize the important role of these lands in the function of the Downtown and as part of the Anchor Mobility Hub and permit their revitalization. The primary uses within SPA 3C shall be commercial (including office), certain institutional uses and uses focused on the Heritage, Arts, Culture and Entertainment objectives of the City.

Zoning

The subject lands are zoned Downtown Commercial 1 (DC1) which permits retail establishments, grocery store/supermarket, service shop, personal service shop, bank, trust company, financial company, office, dry cleaning/laundering, laundromat, parking lot, dining room restaurant, convenience restaurant, printing or copying establishment, commercial school, temporary open air market, place of commercial recreation, community club, health or fitness centre, theatre, art gallery or studio, hotel or motel, animal hospital and administrative office of any public authority. The minimum height permitted is 7.6 metres and the maximum height permitted is 41.0 metres.

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Attachment 3: Special Policy Area 3– Floodplain Area



SCHEDULE SP7(C2) - SPECIAL POLICY AREA 3 AND SUB AREAS

- SPECIAL POLICY AREA 3 BOUNDARY
- Special Policy Area 3A
- Special Policy Area 3B
- Special Policy Area 3C
- Special Policy Area 3D
- Parcels
- Streets

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Attachment 4: Non-Disclosure Agreement

THE CORPORATION OF THE CITY OF BRAMPTON
Expression of Interest: Potential Redevelopment and Revitalization of the Heritage Theatre Block
70-86 Main Street North

NON-DISCLOSURE AGREEMENT

This Agreement executed this ____ day of November, 2021 ("Effective Date").

B E T W E E N:

THE CORPORATION OF THE CITY OF BRAMPTON

(the "City")

- AND -

[Insert Company Name]

("Proponent")

(referred to individually as a "Party" and collectively, the "Parties")

WHEREAS The Parties wish to exchange information for the purpose of exploring potential business transactions and examining the possibilities of potential relationships that would be to the mutual benefit of the Parties, as more fully described below (the "**Purpose**") and each Party desires to protect the confidentiality of certain information that may be provided by or on behalf of a Party or its respective representatives (a "**Discloser**") to the other Party or its representatives (a "**Recipient**") before or after the Effective Date.

AND WHEREAS The Discloser is willing to disclose certain Confidential information (as hereinafter defined) to the Recipient for the purpose of exploring a business relationship as outlined in City's Expression of Interest ("EOI") for the Potential Redevelopment and Revitalization of the Heritage Theatre Block, municipally known as 70-86 Main Street North (the "**Purpose**").

NOW THEREFORE, in consideration of the mutual covenants and agreements contained herein and for other good and valuable consideration, the receipt and sufficiency of which are expressly acknowledged, the Parties agree as follows:

1. Confidential Information

1.1. In this Agreement, Confidential Information means any information and materials, whether such information has been provided to the Recipient verbally or in writing or other tangible form, and whether such information is received directly or indirectly, such as in the course of discussions or other communications by the Recipient. Without limiting the generality of the foregoing, Confidential Information shall include information or materials that:

- (a) are designated as confidential at the time of disclosure (in a manner reflecting the manner in which they are disclosed), but the absence of such marking shall not relieve the Recipient of the obligation to treat such information as Confidential if, under (b), it would be regarded as confidential; or

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- (b) a reasonable person, having regard to the circumstances, would regard as confidential (including Personal Information. "Personal Information" means any personal information which is required to be protected pursuant to the *Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c. M 56 ("MFIPPA") or any laws (including regulations and common law) pertaining to the protection of personal, healthcare or insurance information. Personal Information shall remain in Canada.

1.2. For clarity, the Disclosing Party's Confidential Information does not include information that:

- (a) is known or subsequently becomes available to the public or becomes publicly known through no action or omission of the Recipient;
- (b) is independently developed by the Recipient without the use of any Confidential Information;
- (c) the Recipient rightfully obtained or obtains from a third party who has the right to disclose it; or
- (d) is approved for copying, disclosure, publication or dissemination by the Discloser either in this Agreement or by subsequent written permission.

The above listed exceptions do not apply in the case of Confidential Information that is also Personal Information.

2. Recipient's Obligations

2.1. The Recipient agrees that:

- (a) The Confidential Information is and shall be the exclusive, valuable property of the Discloser and the Recipient will use the Confidential Information only in relation to the Purpose;
- (b) Use at least the same degree of care to protect the Confidential Information as the Recipient uses to protect its own Confidential Information of a like nature, but in any event will not use a standard of care that is less than a reasonable standard of care;
- (c) It will not disclose the Confidential Information to any person other than the Recipient's representatives who have a need to know for the purpose described in 2.1(a);
- (d) Upon becoming aware of any unauthorized copying, disclosure or use of the Confidential Information, it will notify the Discloser immediately and make a reasonable effort to minimize the effect of any such use or disclosure;
- (e) Notify the Discloser immediately upon becoming aware of any breach or threatened breach of this Agreement of which it is aware;
- (f) Subject to 2.1(g) of this Agreement, upon expiration or termination of this Agreement or at a Party's request, the Recipient will: (i) return all Confidential Information disclosed to it by the Disclosing Party and all copies thereof, regardless of form; and (ii) destroy any such Confidential Information that cannot be returned; and
- (g) To the extent that any of the following circumstances apply and the Recipient neither returns nor destroys any Confidential Information of the Disclosing Party as a result, the provisions

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of this Agreement pertaining to the protection of Confidential Information will extend until the Confidential Information is returned or destroyed: (i) it is not reasonably feasible to return or destroy the Confidential Information; or (ii) the Confidential Information forms part of any Good or Service that the Recipient is entitled to in the future.

3. Applicable Law

- 3.1. The [insert company name] acknowledges that the City is bound by policies, by-laws and statutes, including but not limited to the City of Brampton's Records Retention By-law 272-2014 and the *Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c. M 56 ("Applicable Law") and Confidential Information provided by the Discloser to the Recipient may be subject to disclosure in accordance with Applicable Law.
- 3.2. In the event that the [company] is required to disclose Confidential Information under Section 3.1, the [company] agrees to provide notice of such disclosure to the City in accordance with Section 6.

4. Equitable Relief

The Recipient acknowledges that the Confidential Information is of value to the Discloser and that any unauthorized copying, use, disclosure, access or disposition of the Confidential Information will cause irreparable injury to the Discloser. The Recipient agrees that in addition to any other remedies that the Discloser may have, the Discloser may be entitled to an injunction against any breach or threatened breach.

5. Survival

The Parties agree that the obligations herein shall remain in full force and effect effective January 1, 2022 for a period of three years of the date of this Agreement unless otherwise terminated by either Party to this Agreement by giving notice to the other Party of its desire to terminate this Agreement.

6. Notice

Unless otherwise expressly provided in this Agreement, any notice or other communication to be given under this Agreement (a "notice") shall be in writing addressed as follows:

In the case of the City, to:

Name, Title: Shahid Mahmood, Principal Planner/Supervisor
Address: 2 Wellington Street West, Brampton, ON, L6Y 4R2
Tel. 647.388.8732
E-mail: shahid.mahmood@brampton.ca

In the case of the Proponent, to:

Name, Title: [INSERT]
Address:
Tel:
E-mail:

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7. General Provisions

- 7.1. In the event that any provision of this Agreement is held invalid, illegal or unenforceable, the remainder of this Agreement and its application to any person or circumstances shall not be affected thereby and the Parties will negotiate in good faith to amend this Agreement to implement the intentions set forth herein.
- 7.2. The laws of the Province of Ontario and the federal laws of Canada shall govern this Agreement.
- 7.3. Neither party shall assign this Agreement in whole or in part without the prior written consent of the other Party.
- 7.4. This Agreement shall not be varied, altered, amended or supplemented except in writing signed by the authorized representatives of both Parties.
- 7.5. No waiver of a breach by a Party under this Agreement shall constitute a consent to or waiver of any other different or subsequent breach.
- 7.6. This Agreement may be executed in counterparts, each of which shall be deemed an original, but together shall constitute one and the same agreement
- 7.7. The Parties understand and agree that nothing contained in this Agreement shall constitute or be deemed to create a partnership or joint venture between the Parties.

IN WITNESS WHEREOF, the Parties have caused this Agreement to be duly executed as of the Effective Date.

[INSERT COMPANY NAME]

Name:
Title:

Name:
Title:

I/We have authority to bind the corporation.

Approved as to Form - Legal

__/__/__

Approved as to Content

__/__/__

Authorizing By-Law No.

THE CORPORATION OF THE CITY OF BRAMPTON

THE CORPORATION OF THE CITY OF BRAMPTON
Expression of Interest: Potential Redevelopment and Revitalization of the Heritage Theatre Block
70-86 Main Street North

Name:

Title:

I have authority to bind the corporation.