

SUMMARY AND RECOMMENDATION

6. REZONING: 777 Pacific Boulevard (Hotel/Entertainment/Casino Complex)

Summary: To rezone from BCPED (BC Place/Expo District) to CD-1 (Comprehensive Development) District to permit a mixed-use hotel/entertainment/casino complex with two hotels, restaurants, a theatre, and a cabaret. The proposal also includes the relocation and expansion of the Edgewater Casino.

Applicant: Brent MacGregor, BC Pavilion Corporation (PavCo)

Recommended Approval: By the Director of Planning, subject to the following conditions as proposed for adoption by resolution of Council:

- A. THAT the application by BC Pavilion Corporation (PavCo) to rezone the following:
- a portion of 777 Pacific Boulevard (PID: 008-332-614, Lot 153 False Creek Plan 20421 ("BC Place Site");
 - a portion of Terry Fox Way to be closed and conveyed to the registered owner of the BC Place Site (the "Surplus Road Area");
 - a portion of 10 Terry Fox Way (PID: 025-540-866, Lot 288 False Creek Plan BCP1977) to be dedicated as road (the "Smithe Street Extension");
 - portions of 10 Terry Fox Way (PID: 025-540-866, Lot 288 False Creek Plan BCP1977) east of the Smithe Street Extension (the "Triangle Site");

collectively, the "Rezoning Site" and shown within heavy bold outline on an Explanatory Plan attached as Map 1, generally as presented in Appendix D, to the Policy Report, "*CD-1 Rezoning - 777 Pacific Boulevard (Hotel/Entertainment/Casino Complex)*", dated January 4, 2011, from BCPED (BC Place/Expo District) to CD-1 (Comprehensive Development) District, to permit development of a mixed-use hotel/entertainment complex, that includes the relocation and expansion of the Edgewater Casino, generally as presented in Appendix A, to the same Policy Report, be approved subject to the following conditions:

PROPOSED CONDITIONS OF APPROVAL OF THE FORM OF DEVELOPMENT

- (a) That the proposed form of development be approved by Council in principle, generally as prepared by IBI/HB Architects, and stamped "Received City Planning Department, August 9, 2010, provided that the Director of Planning may allow minor alterations to this form of development when approving the detailed scheme of development as outlined in (b) below.
- (b) That, prior to approval by Council of the form of development, the applicant shall obtain approval of a development application by the Director of Planning, who shall have particular regard to the following:

Urban Design

1. Design development to allow for better programming of uses and spaces to emphasize the entertainment component of the project with functions such as cabaret/dinner/performance provided;
2. Design development to ensure appropriate ground floor retail and restaurant uses that support destination entertainment and contribute to activating the sidewalks around the entire perimeter of the site;

Note to Applicant: Orienting retail uses to the streets rather than inwardly is required, including maximizing the number of tenancies and entrances into shops from the street in order to enhance interaction with pedestrians. Outdoor seating for restaurants is encouraged (refer to #3 below).

3. Design development to the ground level treatment and character of the sidewalk frontages around the entire perimeter of the site maximizing transparency into interesting shops, lobbies, restaurants etc., accentuating street level/storefront variety and providing continuous weather protection;
4. Design development along Pacific Boulevard to extend store frontage as much as possible to the east with a view to reducing the visual obtrusiveness of the vehicular exit/loading area and integrating the stair from the Concourse;
5. Design development along Smithe Street to allow for integration of ground floor levels with the changing sidewalk elevation;

Note to Applicant: Outdoor seating should be as close to sidewalk grade as possible to avoid a "barrier" feel from the pedestrians' perspective.

6. Design development along Expo Boulevard to allow for integration of the stair to the Concourse to provide an inviting, animated, gracious link to Terry Fox Plaza;

Note to Applicant: The applicant shall ensure that the cantilever of the hotel over the stair does not result in a dark, overbearing feel to the stair space.

7. Design development to the Smithe Street/Expo Boulevard plaza to create a more meaningful dynamic public space;

Note to Applicant: A rethink of this space is needed taking into account its generous sun access, movement patterns, evolving design direction of Area 5b-East Public Realm and how this space can positively engage the Cambie Bridge edge, as well as the comments of the Urban Design Panel.

8. Design development to the exterior treatment of the podium to build on the promising notions presented at this conceptual stage;

Note to Applicant: The intent should be to advance the details of the design to convey an authenticity of architectural expression, rather than an appliqué, while maintaining the spontaneity and exuberance portrayed in the drawings and images.

9. Design development to the exterior treatment of the Expo Boulevard hotel tower to advance the detailing of the façade design to capture the articulation conveyed in the drawings;

10. Design development to the exterior character of the Pacific Boulevard hotel tower to better reflect its dynamic massing as well as the high degree of visual interest exhibited in the other components of the complex;

Note to Applicant: There is a concern that the treatment of the exterior façades of this major component of the complex diminish rather than enhance its interesting overall massing.

11. Design development to the interface between the hotel/entertainment/casino complex and BC Place Stadium to better integrate the various exterior and interior spaces while ensuring their functionality;

Note to Applicant: There is a concern that this area feels like the "back door" of the complex that fails to respond to the exciting forms (new roof and spires) of the renovated BC Place Stadium.

12. Identification on the plans and elevations of the built elements contributing to the building's sustainability performance in achieving a minimum LEED® Silver equivalency, including at least three optimize energy performance points, one water efficiency point, and one storm water point;

Note to Applicant: Provide a LEED® checklist confirming LEED® Silver equivalency and a detailed written description of how the above noted points have been achieved. Both checklist and description should be incorporated into the drawing set. Pursuit of LEED® Gold rather than LEED® Silver is encouraged.

Landscape Design

13. Clarification of the treatment of the Level 6 roof deck as a green roof, as seen in the colour graphic shown in the rezoning application;

Note to applicant: Page A3.15 still refers to the roof as a Stone/Green Roof. The greatest visual amenity for any views overlooking this roof would be provided by a green roof, not a stone covered roof.

14. All proposed trees in the Smithe Street plaza are to be planted at grade, not in raised planters;

Note to applicant: This can be achieved if adequate soil depth is provided between the upper slab of the parkade and the plaza surface. A continuous trench measuring a minimum of 1.5 meters wide and 1 meter deep is required for trees planted on slab.

15. The sections drawings should illustrate both the location and extent of the parkade structure under Smithe Street, as well as the width and depth of the trenches;

Note to Applicant: See Drawing A4.07 with regard to the cross-section Smithe Street plaza tree planting trenches. See the Note to Applicant to condition #14 for dimensions for tree trenches.

16. Illustration on the plans of the planters, trees and shrubs proposed for the Level 2 pedestrian connection to BC Place Stadium, shown on page A3.07;

Note to Applicant: The plans should show details in section of the planting depths.

17. Provision of a full Landscape Plan at the time of Development Permit application;

Note to Applicant: The Landscape Plan should consider but not be limited to paving, lighting, planting, driveway crossings, pedestrian entrances, seating as well as proposed plant materials (with common and botanical names, plant sizes and quantities), walls, light fixtures, site grading and other landscape features. Plant material should be listed in a Plant List that is clearly keyed to the Landscape Plan. The Landscape Plan should be a minimum 1:100 or 1/8" scale.

18. Provision of a Lighting Plan for the Smithe Street plaza at the time of Development Permit application;

Engineering

19. Provision of a final Transportation Study to the satisfaction of the General Manager of Engineering Services, addressing all concerns about the significantly reduced proposed goods and passenger loading and servicing on this site;

20. Submission of a detailed Traffic Management Plan including a Goods Loading Management Plan, a Passenger Loading Management Plan, and an Area Event Management Plan, completed to the satisfaction of the General Manager of Engineering Services and prior to Development Permit issuance the completion of any agreements required by these studies on

terms and conditions acceptable to the General Manager of Engineering Services and the Director of Legal Services;

Note to Applicant: Traffic management plans for the operation of the facility for both day-to-day activity and for each threshold scale event are required. These traffic management plans should address the activities of: limousines; taxis; private vehicles; buses (tour, shuttle and event); couriers; entertainment destination complex loading vehicles; and BC Place Stadium loading vehicles.

21. Confirmation on the drawings submitted for Development Permit application that the parking layout adheres to the City of Vancouver Parking By-law, Zoning and Development By-law and Parking and Loading Design Supplement;
22. Parkade vents appear to be within the streetcar alignment and may conflict with the streetcar (A3.05);
23. Modify the design of the parking entry off the service lane to ensure the entry is more perpendicular so that traffic must slow before entering;
24. Provide information as to the length of trucks which will be accommodated in BC Place and which will be exiting the Stadium into the service lane and show turning swaths demonstrating that this largest vehicle can be accommodated out of the west exit of BC Place;

Sustainability

Greener Larger Sites

25. An approach to Sustainable Site Design shall be taken and, where appropriate, incorporate layout and orientation approaches that reduce energy needs, facilitate passive energy solutions, and replicate natural systems where feasible;
26. Provision of a Green Mobility and Clean Vehicles Strategy that includes the requisite infrastructure where appropriate to prioritize sustainable transportation modes including walking, cycling, public transit, and provisions for low carbon vehicles (e.g., electric vehicles), completed to the satisfaction of the General Manager of Engineering Services, and prior to Development Permit issuance the completion of any agreements required by this Strategy on terms and conditions acceptable to the General Manager of Engineering Services and the Director of Legal Services;

Note to Applicant: The Green Mobility and Clean Vehicles Strategy should be coordinated with the Transportation Study and Traffic Management Plan (see conditions #19 and #20).

27. Provision of a Sustainable Rainwater Management plan that utilizes sustainable strategies to allow for infiltration, retention, treatment and utilization of rainwater where applicable and appropriate on site;

Note to Applicant: The requirements of the Sustainable Rainwater Management Plan should be coordinated/integrated with the required Landscape Plan (see condition #17).

28. Provision of a Solid Waste Diversion Strategy that addresses waste diversion in all solid waste generating activities within the complex;

Note to Applicant: The Strategy must identify/provide space, infrastructure and an operational approach to divert organics and recyclables from the waste stream, and minimize the vehicle trips required for collection, to the satisfaction of the General Manager of Engineering Services, and prior to Development Permit issuance the completion of any agreements required by this Strategy on terms and conditions acceptable to the General Manager of Engineering Services and the Director of Legal Services.

District Energy

29. The building(s) shall connect to a district heating system approved by the General Manager of Engineering Services to service new development in North East False Creek for provision of all building heating and domestic hot water service; except where the use of equipment to capture waste heat energy from the refrigeration or cooling system of a building is approved by the General Manager of Engineering Services for the purpose of supplementing the heat energy provided by the district heating system;

Note to Applicant: Unless and until Central Heat or an alternate energy supplier is the holder of a The City of Vancouver's Retail Franchise for North East False Creek Low Carbon Renewable District Heating Services, the Applicant will be prohibited from entering into any energy supply contract (other than for electricity, or natural gas required for processes not including space heating and domestic hot water provision) that does not give the Applicant and all future owners of the property the right to cancel such contract in whole or in part without cause or liability upon the occurrence of the Retail Franchise for North East False Creek Low Carbon Renewable District Heating Services containing performance criteria for the Maximum Carbon Intensity of Delivered Heat and in any event no such energy supply contract will be entered into without the prior written approval of the General Manager of Engineering Services. The City of Vancouver's Retail Franchise for North East False Creek Low Carbon Renewable District Heating Services shall be to the satisfaction of the GMES and secured by the legal agreement required as a condition of by-law enactment. Maximum Carbon Intensity of Delivered Heat means that maximum amount of Co_{2e} produced through the provision of space heating and hot water service as described in The City of Vancouver's Retail Franchise for North East False Creek Low Carbon Renewable District Heating Services, and referenced in the legal agreement.

30. Space heating and ventilation make-up air shall be provided by hydronic systems, without electric resistance heat, distributed heat generating equipment gas fired make-up air heaters, etc.;

Note to Applicant: On a case by case basis, the General Manager of Engineering Services may approve limited use of electric resistance heaters, or other distributed heat generating equipment to heat difficult to access parts the complex such as remote mechanical rooms or crawlspaces.

31. Design development to the mechanical heating and domestic hot water systems to ensure a minimum supply temperature of 65 degrees Celsius and maximum return temperature of 50 degrees Celsius in order to facilitate district heating service;

32. The building and parkade design is to include adequate space and designs to support connection to the district energy system approved by the General Manager of Engineering Services;

Note to applicant: At the building permit stage the applicant will be required to submit final detailed drawings, signed and sealed by a Professional Engineer where necessary, for review by Engineering Services to confirm final room dimensions, sleeve details, and servicing needs. Provide suitable space for the installation of the district energy system equipment, with adequate provision for connection to outside district energy system distribution piping and communications conduit. District energy equipment may include but is not limited to energy transfer stations (ETS), a steam to hot water converter station, or boiler equipment. The developer shall make available use of sewer and potable water piping. The space provided for district energy system equipment shall be ventilated as required by the Vancouver Building By-law and heated during the winter to minimum 15 °C. As required, the developer must provide dedicated electrical services required to service the district energy system equipment, to the satisfaction of the General Manager of Engineering Services.

33. No natural gas fireplaces are to be installed within building(s) or hotel rooms.

Note to Applicant: On a case by case basis, the General Manager of Engineering Services may approve limited use of natural gas fireplaces for ornamental purposes. A letter from a Professional Engineer outlining any provision for ornamental fireplaces is to be submitted at the time of application for Building Permit to state that the fireplaces installed are not heat producing.

PROPOSED CONDITIONS OF BY-LAW ENACTMENT

- (c) That, prior to enactment of the CD-1 By-law, the applicant shall, at no cost to the City, and on terms and conditions satisfactory to the Director of Legal

Services, and to the Director of Planning, the General Manager of Engineering Services, the Manager of Sustainability, the Director of Real Estate Services, the Director of Cultural Services and the Approving Officer as necessary, make arrangements for the following:

Engineering

NOTE: For items 1, 2, 3, 4, 7 and 8, below, reference is made to the Upgrade Commitment Agreement Dated October 14, 2008 (the "UCA").

Create the Rezoning Site:

1. Acquisition from the registered owner of that portion of Lot 288 [PID 025-540-866] (10 Terry Fox Way) being that 66 foot (20.117 metre) wide extension of Smithe Street between Expo Boulevard and Pacific Boulevard as shown generally cross-hatched on the sketch attached hereto as Map 2 (Appendix D, page 2 of 4) (the "Smithe Street Extension");
2. Make arrangements, subject to Council approval, for the closure and acquisition of a portion of Terry Fox Way, in accordance with the UCA, as shown generally dotted on the sketch attached hereto as Map 2 (Appendix D, page 2 of 4) (the 'Surplus Road Area'). Once closed a temporary right of way over the Surplus Road Area in favour of the City for road and all public utility purposes is required until all utilities have been abandoned or relocated and the road is no longer required for public access. Also make arrangements for the closure of the portion of Terry Fox Way (the "Old Road Portion") to be retained as road and dedicated back to the City, as shown generally shaded on the sketch attached hereto as Map 2 (Appendix D, page 2 of 4);

Note to Applicant:

- a) An application to the City Surveyor is required.
 - b) Pursuant to Section 291A of the Vancouver Charter a Waiver of Right to purchase the Surplus Road Area may be required from the Lot 288 owner.
3. Acquisition from the registered owner of portions of Lot 288 (10 Terry Fox Way) located westerly of the Surplus Road Area and easterly of the Smithe Street Extension, and shown generally hatched on the sketch attached hereto as Map 2 (Appendix D, page 2 of 4) and marked as the "Triangle Site";
 4. All legal notations, non-financial charges, liens and interests registered on title to the lands which may affect this application must be evaluated to determine whether they impact on the proposed development. The applicant's lawyer must submit to the City a title summary containing the following information:
 - a) copy of the Land Title Office search for all lots involved in the application;

- b) a summary of the contents of each notation, non-financial charge, lien or interest on title containing a general description of the issues address by the document. The summary must also provide the lawyer's opinion as to whether the notation, charge, lien or interest will impact on the application and if so, how; and
- c) a copy of any of the notations, non-financial charges, liens or interests which may impact on the application.

Note to Applicant: The letter enclosing the title summary must be addressed to the City of Vancouver.

Subdivision:

- 5. Subdivision to consolidate Lot 153 [PID 008-332-614], the Triangle Site, and Surplus Road Area; and to dedicate as road the Smithe Street Extension, and to dedicate a 1 metre wide portion of Lot 153 for the widening of the north side of Pacific Boulevard between Smithe Street and Griffiths Way as shown generally on the sketch attached hereto as Map 2 (Appendix D, page 2 of 4);

Note to Applicant:

- a) The Old Road Portion, see 2. above, is to be dedicated back to the City as part of this subdivision.
- b) Proposed property lines and Street Car SRW limits are not shown correctly on the drawings that accompany the application (notably at the north and south ends of Terry Fox Way, and along Pacific Boulevard). Portions of the proposed building from Level 2 thru Level 25 encroach onto Pacific Boulevard and must be deleted. Also, portions of the building within the 1 metre Pacific Boulevard widening are to be deleted (on page A3.06 an "L" shaped object adjacent to the service road exit is within the 1 metre road dedication). Contact the Land Survey Branch for a detailed road dedication geometric drawing.
- c) As part of the subdivision all charges now on title must be reviewed and modified as necessary to reflect the subdivision, and additional agreements or replacement agreements may be required prior to subdivision approval, in particular reference is made to the Pedestrian Overpasses Volumetric Lease.

- 6. Make arrangements prior to occupancy and subject to Council approval, to raise title to a portion of Smithe Street between Expo Boulevard and Pacific Boulevard, and to close, stop up and lease from the City a volumetric portion thereof to contain that portion of the development located therein;

Note to Applicant: The lease is to be for the life of the proposed underground parking structure. The volumetric lease parcel configuration

must respect public utility requirements. An application to the City Surveyor is required.

Statutory Rights of Way:

7. Provision of a Statutory Right of Way over both a portion of the Rezoning Site and a portion of Lot 288 owned by Condord in favour of the City for road purposes to accommodate the cul-de-sac and sidewalk adjacent to the Smithe Street Extension, i.e., those areas generally shown dashed on the sketch attached hereto as Map 3 (Appendix D, page 3 of 4);
8. Provision of a Statutory Right of Way over a portion of the Rezoning Site, in favour of the City, for a surface Right of Way to enable use by the public of the proposed Plaza, walkways, and steps to connect the Stadium concourse with the Smithe Street Extension and subsequent discharge of the Cambie Bridge Pedestrian Ramp SRW, registered in the Land Title Office under R92182-184;
9. Provision of a volumetric Statutory Right of Way over a portion of the Rezoning Site, in favour of the City, for transit, road and utility purposes to accommodate the future Street Car Route along the north side of Pacific Boulevard shown generally on the sketch attached hereto as Map 4 (Appendix D, page 4 of 4);

Note to Applicant: The volumetric SRW area must provide for adequate height and grade requirements and ensure provision of support from the development.

Parking:

10. Enter into a Stadium Parking Agreement with the City, charging the Rezoning Site for the design, construction, operation and maintenance of 300 Stadium Parking Spaces on the Rezoning Site;

Note to Applicant: Stadium parking stalls under this Agreement must be designated for short-term (hourly and daily parking) public parking during daytime hours.

11. Obtain from the registered owner of Lot 288 and from the City amendments to the existing Stadium Parking Letter Agreement to allow for the transfer to the Rezoning Site of the obligation of the owner of Lot 288 and the obligation of the City to provide 300 Stadium Parking Spaces;

Servicing

12. Execute a Services Agreement to detail the delivery of all on-site and off-site works and services necessary or incidental to the servicing of the subject site (collectively called "the Services") such that they are designed, constructed and installed at no cost to the City, and that all

necessary street dedications and rights-of-ways for the Services are provided. The services shall include:

- a) the design and installation of all Storm, Sanitary and Water systems as required by the development;
- b) the decommissioning, abandonment or relocation of any utilities within Terry Fox Way including the reconnection of the storm sewer from BC Place and the reworking of any water services coming off the existing watermain within Terry Fox Way to be sourced off Expo Boulevard or Pacific Boulevard;

Note to Applicant: There is one active water service sourced off Terry Fox Way which services BC Place.

- c) the design and installation of a new watermain in the proposed Smithe Street Extension from Expo Boulevard to Pacific Boulevard;
- d) the design and construction of the Smithe Street Extension, the Old Road Portion (see 2. above), proposed SRW area outside of the portion of the 66 foot wide Smithe Street to be dedicated, and the portions of Expo Boulevard and Pacific Boulevard adjacent this site, all in keeping with the required public realm plan or streetscape plans issued or required by the City and any other guidelines issued by the City;
- e) the design and construction of the proposed Plaza area between Expo Boulevard and the Smithe Street cul-de-sac;
- f) provision of a full traffic signal at Smithe Street and Pacific Boulevard to replace the existing pedestrian signal including any required upgrades to other traffic signal infrastructure;
- g) any required modifications to the Smithe Street and Pacific Boulevard intersection to ensure that vehicular traffic exiting the development cannot travel south across Pacific Boulevard to Cooperage Way and that vehicular traffic from Cooperage Way cannot travel north across Pacific Boulevard to the Smithe Street Extension;

Note to Applicant: Full access must be provided for bicycles and pedestrians through this intersection.

- h) removal of the above-grade Cambie Bridge pedestrian connection between the Stadium concourse and Cambie Street Bridge and the provision of alternative access. Reference is made to Section 3.5 of the BC Place UCA; and
- i) payment to the City of 75% of the total cost of a two-lane approach on Nelson Street between Pacific Boulevard and Expo Boulevard including the creation of a left-turn lane and any associated curb work and signal modifications including but not limited to, a left-turn traffic signal and any required upgrades to other traffic signal infrastructure at Nelson Street and Pacific Boulevard;

13. Undergrounding of all new utility services from the closest existing suitable service point. All electrical services to the site must be primary with all electrical plant which includes but is not limited to junction boxes, switchgear (vista switches), and pad mounted transformers to be located on private property. In addition, any above ground kiosks required to service the area must be located on private property. The development is not to rely on secondary voltage from the existing overhead electrical network on the street right-of-way. Any alterations to the existing overhead/underground utility network to accommodate this development will require approval by the Utilities Management Branch. The applicant may be required to show details of how the site will be provided with all services being underground. In particular, the applicant will be required to confirm that the Smithe Street Extension as proposed with parking at the P2 level and the parkade entrance at the north end of the cul-de-sac adequately provides for the servicing needs for the Rezoning Site and for the adjacent site (10 Terry Fox Way). Early contact with the Utilities Management Branch is encouraged;
14. Execute a floodplain covenant for the Rezoning Site;

Sustainability

15. Execute appropriate agreement(s) for all buildings, to only utilize thermal energy for space heating and domestic hot water provided by a district heating system pursuant to an agreement which complies with condition #29 in section (b) of Appendix B - District Energy and once available connect to the energy system holding The City of Vancouver's Retail Franchise for North East False Creek Low Carbon Renewable District Heating Services as determined by the General Manager of Engineering Services for the provision of all space heating and domestic hot water service;

Note to Applicant: On a case by case basis the use of equipment to capture waste heat energy from the refrigeration or cooling system of a building may be approved by the General Manager of Engineering Services for the purpose of supplementing the heat energy provided by the renewable district heating system; and, the agreement identified in this condition is also to provide for easements and access by the operator of the system to, and operation of, any district heating system components within the development.

16. Grant an option to purchase in favour of the City (with the right to assign the option to purchase to a utility operator) a minimum 93 m² suitable site to be utilized for energy system operations equipment which may include but is not limited to energy transfer stations, steam to hot water converter station, or a boiler equipment.

Note to applicant: The site is proposed to be within the Smithe Street parkade development parcel, or a location to the satisfaction of the General Manager of Engineering Services.

Soils

17. Make arrangements to the satisfaction of the City Manager and the General Manager of Engineering Services for the remediation of contaminants on:
 - (a) the Rezoning Site;
 - (b) any soils located within the Stadium Site disturbed by the development and construction of the project proposed for the Rezoning Site or if the Ministry of Environment requires any soils investigation or remediation of contaminants on or within the Stadium Site (the "Affected Stadium Soils");
 - (c) any additional lands not within the Rezoning Site which are dedicated or transferred to the City for roads, sidewalks, utility corridors or for public passage which are part of or related to the rezoning of the Rezoning Site, except for the portion of the Pacific Boulevard Dedication which is not within the Rezoning Site (the "Dedicated Lands"); and
 - (d) if and to the extent so required by the Ministry of Environment or pursuant to any relevant Utility Design Agreement or Remediation Agreement all existing roads, street, sidewalks, lanes or other City property adjacent to or onto which Contaminants have migrated or could hereafter migrate from the Rezoning Site including the portion of the Pacific Boulevard Dedication not within the Rezoning Site (the "Existing Roads");

(The Rezoning Site, the Affected Stadium Soils, the Dedicated Lands, and the Existing Roads are collectively called the "UCA Development Site 10A Remediation Lands" .)

all in accordance with the Pacific Place Equivalent Approach as defined in the BC Place Upgrade Commitment Agreement: (Refer to Sections 3.2, 3.6, 3.7, 5.8(a) and (b), 6.1(b) and 6.4(c) of the BC Place Upgrade Commitment Agreement (the "UCA"). Capitalized terms in sections 17 to 23 unless otherwise defined herein shall have the meaning set out in the UCA);

Note to Applicant: The Pacific Place Equivalent Approach means:

- (i) the Provincial Government's agreement to remediate or to conduct risk assessments and resultant risk management in respect of UCA Development Site 10A Remediation Lands on a basis equivalent to the approach applicable to the area in the City of Vancouver as previously developed or which is still to be developed by Concord and its affiliates (the "Pacific Place Approach"), which equivalent approach will require a Soils

Agreement between the Provincial Government and PavCo (on terms substantively similar to the Soils Agreement between the Provincial Government and Concord for Pacific Place), a Provincial Guarantee and Indemnity Agreement between the Provincial Government and PavCo (on terms substantively similar to the Provincial Guarantee and Indemnity Agreement among Concord, the Provincial Government and British Columbia Enterprise Corporation), a Utility Design Agreement among the Provincial Government, PavCo and the City (on terms substantively similar to the Utility Design Agreements amongst the Provincial Government, Concord and the City for portions of Pacific Place) and a Remediation Agreement between the Provincial Government and the City (on terms substantively similar to the other remediation agreements for portions of Pacific Place) whereby the Provincial Government could elect to leave certain contamination within road areas, including the portions of the Rezoning Site being transferred or dedicated to the City, the Dedicated Lands and Existing Roads, unless and until (and then only to the extent) remediation is required in connection with utility works ; or

- (ii) if the Provincial Government does not so agree to remediate the UCA Development Site 10A Remediation Lands, or any portion thereof, based on the above described equivalent to the Pacific Place Approach or to enter into any of the agreements described above, then such equivalent approach will apply to the UCA Development Site 10A Remediation Lands, or any portion thereof, as between the City and PavCo on the basis that PavCo will be substantively responsible for what would otherwise be the Provincial Government's responsibility in connection with the UCA Development Site 10A Remediation Lands and PavCo will covenant with the City to fulfill, perform and indemnify the City for what would otherwise be the Provincial Government's responsibility and obligations to Concord or the City, respectively, in accordance with the Pacific Place Approach, and such required agreements (as described in Section 14 (i) above) shall be entered into by PavCo and the City without including the Provincial Government;

- 18. Make arrangements to the satisfaction of the City Manager and the General Manager of Engineering Services for the remediation of the Rezoning Site, Dedicated Lands, and the Affected Stadium Soils and shall, prior to the occupancy of any new permanent buildings constructed pursuant to the Rezoning, provide confirmation that the Rezoning Site and Dedicated Lands and the Affected Stadium Soils are covered by Certificates of Compliance under the Environmental Management Act or Confirmations of Compliance under the Pacific Place Equivalent Approach and are the subject of a Utilities Design Agreement and a Remediation Agreement as herein described;

19. Obtain and submit to the City copies of all soil studies and the consequential remediation plans, approved by the Ministry of Environment (or any certified professional in accordance with the BC Environmental Management Act or regulation thereto), in respect of the UCA Development Site 10A Remediation Lands;
20. Enter into (or cause to be entered into by the Provincial Government) agreements satisfactory to the City Manager, providing for the remediation of any contaminated soils or groundwater on the UCA Development Site 10A Remediation Lands, (on terms substantively similar to the Remediation Agreements between the Provincial Government and the City and the Utility Design Agreements for Pacific Place), in accordance with a remediation plan approved by the Ministry of Environment and acceptable to the City, including without limitation PavCo or the Provincial Government, as applicable, providing for the completion of remediation and executing an indemnity agreement satisfactory to the City Manager, which indemnifies the City and the Subdivision Approving Officer against all liability, damage or costs which may be incurred as a result of the presence of any contamination on the UCA Development Site 10A Remediation Lands, or any portion thereof;
21. Submit to the City a remediation plan(s) for the portions of the Rezoning Site being transferred or dedicated to the City, for the Dedicated Lands and for the Existing Roads (if any utilities are being installed therein), including utility construction plans compatible with the accepted remediation plan, and enter into such agreements deemed necessary by the General Manager of Engineering Services providing for the construction and installation of remedial works, including monitoring systems for, among other things, water discharges and ground water flows, and other remedial works or systems if and as required by the Ministry of Environment or by the General Manager of Engineering Services (or any certified professional in accordance with the Environmental Management Act or the regulations thereto), including a Utility Design Agreement and Remediation Agreement in accordance with the Pacific Place Equivalent Approach, all to the satisfaction of the General Manager of Engineering Services and the City Manager;
22. Do all things and/or enter into such agreements deemed necessary by the City to fulfill the requirements of Section 571(B) of the Vancouver Charter, on terms and conditions satisfactory to the Manager of Environmental Protection and the City Manager;
23. Execute a Section 219 Covenant satisfactory to the City Manager, covenanting that there will be no occupancy of any new buildings or improvements on the Rezoning Site until Certificates of Compliance or Confirmations of Compliance, acceptable to the City, have been provided to the City by the Ministry of Environment for the Rezoning Site and Dedicated Lands respectively, and a Utilities Design Agreement and a Remediation Agreement have been entered into to the satisfaction of the General Manager of Engineering Services, in accordance with the Pacific

Place Equivalent Approach, for the portions of the Rezoning Site being transferred or dedicated to the City, for the Dedicated Lands and for the Existing Roads;

Social Policy

24. Obtain amendments to the Social Responsibility Fund Agreement between Paragon Gaming (Paragon Holdings [Smithe Street] ULC) as the operator of the Edgewater Casino and the City to increase the proportion of gaming revenue paid to the City annually from \$200,000 to \$300,000 as a result of the expanded casino;
25. Execution of an Inner-City Local Employment and Procurement Agreement between the applicant, the operator of the Edgewater Casino, and the City for the construction and operation of the project on the Rezoning Site; and

Public Art

26. Execute an agreement for the provision of public art in accordance with the City's Public Art Policies and Guidelines, and provide development details to the satisfaction of the Public Art Program Manager.

Note to Applicant: To discuss your public art application and fulfillment options please call Bryan Newson, Public Art Program Manager, at 604.871.6002.

Where the Director of Legal Services deems appropriate, the preceding agreements are to be drawn, not only as personal covenants of the property owners, but also as Covenants pursuant to Section 219 of the Land Title Act. The preceding agreements are to be registered in the appropriate Land Title Office, with priority over such other liens, charges and encumbrances affecting the Rezoning Site as is considered advisable by the Director of Legal Services, and otherwise to the satisfaction of the Director of Legal Services prior to enactment of the by-law.

The preceding agreements shall provide security to the City including indemnities, warranties, equitable charges, letters of credit, or cash deposits, and provide for the withholding of permits, as deemed appropriate by, and in form and contents satisfactory to, the Director of Legal Services.

The timing of all required payments, if not otherwise specified in these conditions, if any, shall be determined by the appropriate City official having responsibility for each particular agreement, who may consult other City officials and City Council.

- B. THAT, subject to approval of the rezoning after Public Hearing, Council approve the relocation of the casino operated by Paragon Gaming (Paragon Holdings [Smithe Street] ULC) at the Plaza of Nations (750 Pacific Boulevard), known as the Edgewater Casino, to the Rezoning Site on the terms set out in the Policy Report, "*CD-1 Rezoning - 777 Pacific Boulevard (Hotel/Entertainment/Casino Complex)*", dated January 4, 2011.

- C. THAT, subject to approval of the rezoning after Public Hearing, Council approve the expansion of the casino operated by Paragon Gaming (Paragon Holdings [Smithe Street] ULC) at the Plaza of Nations (750 Pacific Boulevard), known as the Edgewater Casino from 600 slot machines and 75 gaming tables to up to 1,500 slot machines and up to 150 gaming tables.
- D. THAT the application to amend the Zoning and Development By-law to amend the definition of Casino - Class 2 to remove the restriction on pari-mutuel betting and to make housekeeping amendments to the definitions of both Casino - Class 1 and Casino - Class 2, in order to update the reference in both definitions to Provincial gaming legislation and to remove an obsolete reference to non-player operated video lottery terminals, be approved;
- E. THAT the application from PavCo to amend the Sign By-law to establish regulations for this CD-1 in accordance with Schedule E (assigning Schedule "B" [DD]) to the Sign By-law, generally as presented in Appendix C, to the Policy Report, "*CD-1 Rezoning - 777 Pacific Boulevard (Hotel/Entertainment/Casino Complex)*", dated January 4, 2011, be approved;
- F. THAT the Director of Legal Services be instructed to prepare the necessary by-law to amend the Noise Control By-law following approval and enactment of the CD-1 By-law to include this CD-1 in Schedule A, generally as set out in Appendix C, to the Policy Report, "*CD-1 Rezoning - 777 Pacific Boulevard (Hotel/Entertainment/Casino Complex)*", dated January 4, 2011;
- G. THAT subject to approval of the rezoning after Public Hearing, the BCPED (BC Place/ Expo District) By-law be amended to delete sub-area 10 from the by-law, as set out in Appendix C, to the Policy Report, "*CD-1 Rezoning - 777 Pacific Boulevard (Hotel/Entertainment/Casino Complex)*", dated January 4, 2011;

FURTHER THAT the Director of Legal Services be instructed to prepare the necessary by-law to amend the BCPED (BC Place/Expo District) By-law at the time of enactment of the CD-1 By-law.

- H. THAT, subject to approval of the rezoning after Public Hearing, Council approve in principle the proposal to stop-up, close and lease a volumetric portion of the Smithe Street Extension (to be dedicated as road) to the registered owner of the BC Place Site to accommodate the underground parking structure proposed to be within the Smithe Street Extension, and the Director of Real Estate Services be instructed to report back to Council on the terms of the lease;

FURTHER THAT subject to approval of the rezoning after Public Hearing, the General Manager of Engineering Services be instructed to bring back to Council, prior to occupancy of the development, a report to seek Council approval to stop-up, close and lease this volumetric portion of the Smithe Street Extension.

[RZ - 777 Pacific Boulevard (Hotel/Entertainment/Casino Complex)]