



GREATER VICTORIA SCHOOL DISTRICT

556 BOLESKINE ROAD, VICTORIA, BRITISH COLUMBIA V8Z 1E8
PHONE (250) 475-3212 FAX (250) 475-4112

May 27, 2020

Ms. Esther Callo
1343 Vining St
Victoria, BC
V8R 1P5
Sent via email: callo.esther@gmail.com

Dear Ms. Callo:

**Re: Freedom of Information & Protection of Privacy Act
Request No. 20-17
Request for Records – Minutes/Vic High Surplus Land**

I am responding to your request that you emailed on April 21, 2020 for access to information.

I am enclosing a copy of the records responsive to your request.

The Freedom of Information and Protection of Privacy Act (*The Act*) provides for access to records in the custody or control of a public body subject to certain exceptions set out under Part 2 of *The Act*. I have relied on Sections 12 and 13 of *The Act* to do this redacting and you will see this noted on the documentation where information has been redacted. Specifically and in accordance with Sections 12 and 13 of *The Act* (copies attached), In-Camera information not related to your request remains In-Camera at this time and has been redacted as well as policy advice recommendations.

Under Section 52 of *The Act*, you may ask the Privacy Commissioner to review the Board's response to your request. You have 30 days from receipt of this notice to request a review by writing to:

Office of the Information and Privacy Commissioner
PO Box 9038 Stn Prov Govt
Victoria, British Columbia V8W 9A4
Tel. (250) 387-5629 Fax (250) 387-1696

If you wish to request a review, please provide the Commissioner's Office with your name, address and telephone number, a copy of your request, a copy of this letter and the reasons or grounds upon which you are requesting the review.

Yours truly,

A handwritten signature in blue ink, appearing to read "Nita McBurney".

Nita McBurney
Executive Assistant

Enclosures



**Great Victoria School District #61
Access Request Review Form
Freedom of Information and Protection of Privacy Act**

Request No. 20-17

Applicant Ms. Esther Callo
 1343 Vining Street
 Victoria, BC
 V8R 1P5
 callo.esther@gmail.com

Method and Date of Request

By email sent on April 21, 2020

Content of Request

Applicant requested, "Minutes or documents from any meeting, at any place, at any time, between any individuals, that show the criteria used to determine that Vic High has surplus land. The documents should show the exact location and area of this land according to the motion from November 25, 2019"

Contact with Applicant

Acknowledgement letter emailed to applicant.

Location and Retrieval of Records

Contacted Executive Assistant for the Board of Education. A search of minutes was done from 1997 to present. This date range was selected as this is the timeframe of minutes that are searchable and available electronically. Two set of in-camera minutes were located related to this request. Excerpts from these minutes relevant to this request are being provided to the applicant in addition to the documents referenced in these minutes.

Contacted CRHC and the City of Victoria for permission to release the September 7, 2018 document. Also sought permission of SD 61's Director of Facilities, Secretary-Treasurer and Superintendent of Schools. Permission to release was given from all.

An excerpt from the In-Camera September 24, 2018 minutes relevant to the request is being provided to the applicant along with the CRHC document.

An excerpt from the In-Camera April 10, 2017 minutes relevant to the request is being provided to the applicant along with a redacted version of a memorandum from former Secretary-Treasurer Walsh, entitled " School Rejuvenation Strategy".


These are the only records that the District was able to located responsive to this request.

Review of the File

Request was reviewed by the Superintendent of Schools, Secretary-Treasurer and myself (Nita McBurney). It was determined that an excerpt of the In-Camera minutes of April 10, 2017 and September 24, 2018 be provided to the applicant. It was also determined that the September 7, 2018 document from CRHC be provided to the applicant in its entirety as well as a redacted version of the April 10, 2017 School Rejuvenation Strategy memorandum.

Recommendation


I recommend that the information requested be released to the applicant with redactions done to the April 10, 2017 School Rejuvenation Strategy memorandum, in keeping with Sections 12 and 13 of *The Act*.



Nita McBurney
Executive Assistant

Date: May 27, 2020

Approved



Shelley Green,
Superintendent of Schools
and Head for purposes of the
Freedom of Information and
Protection of Privacy Act

Date: May 27, 2020

Cabinet and local public body confidences

12 (1) The head of a public body must refuse to disclose to an applicant information that would reveal the substance of deliberations of the Executive Council or any of its committees, including any advice, recommendations, policy considerations or draft legislation or regulations submitted or prepared for submission to the Executive Council or any of its committees.

(2) Subsection (1) does not apply to

(a) information in a record that has been in existence for 15 or more years,

(b) information in a record of a decision made by the Executive Council or any of its committees on an appeal under an Act, or

(c) information in a record the purpose of which is to present background explanations or analysis to the Executive Council or any of its committees for its consideration in making a decision if

(i) the decision has been made public,

(ii) the decision has been implemented, or

(iii) 5 or more years have passed since the decision was made or considered.

(3) The head of a local public body may refuse to disclose to an applicant information that would reveal

(a) a draft of a resolution, bylaw or other legal instrument by which the local public body acts or a draft of a private Bill, or

(b) the substance of deliberations of a meeting of its elected officials or of its governing body or a committee of its governing body, if an Act or a regulation under this Act authorizes the holding of that meeting in the absence of the public.

(4) Subsection (3) does not apply if

(a) the draft of the resolution, bylaw, other legal instrument or private Bill or the subject matter of the deliberations has been considered in a meeting open to the public, or

(b)the information referred to in that subsection is in a record that has been in existence for 15 or more years.

(5)The Lieutenant Governor in Council by regulation may designate a committee for the purposes of this section.

(6)A committee may be designated under subsection (5) only if

(a)the Lieutenant Governor in Council considers that

(i)the deliberations of the committee relate to the deliberations of the Executive Council, and

(ii)the committee exercises functions of the Executive Council, and

(b)at least 1/3 of the members of the committee are members of the Executive Council.

(7)In subsections (1) and (2), "committee" includes a committee designated under subsection (5).

Policy advice or recommendations

13 (1)The head of a public body may refuse to disclose to an applicant information that would reveal advice or recommendations developed by or for a public body or a minister.

(2)The head of a public body must not refuse to disclose under subsection (1)

- (a)any factual material,
- (b)a public opinion poll,
- (c)a statistical survey,
- (d)an appraisal,
- (e)an economic forecast,
- (f)an environmental impact statement or similar information,
- (g)a final report or final audit on the performance or efficiency of a public body or on any of its policies or its programs or activities,
- (h)a consumer test report or a report of a test carried out on a product to test equipment of the public body,
- (i)a feasibility or technical study, including a cost estimate, relating to a policy or project of the public body,
- (j)a report on the results of field research undertaken before a policy proposal is formulated,
- (k)a report of a task force, committee, council or similar body that has been established to consider any matter and make reports or recommendations to a public body,
- (l)a plan or proposal to establish a new program or activity or to change a program or activity, if the plan or proposal has been approved or rejected by the head of the public body,
- (m)information that the head of the public body has cited publicly as the basis for making a decision or formulating a policy, or
- (n)a decision, including reasons, that is made in the exercise of a discretionary power or an adjudicative function and that affects the rights of the applicant.

(3)Subsection (1) does not apply to information in a record that has been in existence for 10 or more years.

**Excerpt from The Board of Education of School District No. 61 (Greater Victoria)
Special In-Camera Minutes of April 10, 2017**

C. SECRETARY-TREASURER'S REPORT

C1 School Rejuvenation Strategy

Secretary-Treasurer Walsh presented highlights of the memo of the "School Rejuvenation Strategy". Trustees asked questions of clarification.



OFFICE OF THE
SECRETARY-TREASURER

556 BOLESKINE ROAD, VICTORIA, BRITISH COLUMBIA V8Z 1E8
PHONE (250) 475-4108 FAX (250) 475-4112

TO: Board of Education
FROM: Mark Walsh, Secretary-Treasurer
DATE: April 10, 2017
RE: **School Rejuvenation Strategy**

Introduction

The Greater Victoria School District was established in 1946 as an amalgam of the Esquimalt, Victoria, Saanich and Oak Bay School Districts. Our District holds some of the oldest schools in British Columbia and a land stock of varying sizes spread relatively evenly across the District.

Our schools vary in age, overall condition, state of repair, and their ability to meet current pedagogy and demographic needs.

Pursuant to the Board's Strategic Plan, a long term Facilities Plan is currently being created. The Strategic Plan is committed to the notion of equity and a special committee has been struck to address these issues. There is an apparent inequity amongst schools in our District related to social economic levels. In lower socio-economic areas, there is often less opportunity for local fundraising to support these schools. These areas also often have lower student enrollment which decreases their allocated supplies budget which would normally be available to support projects within the school.

Finally, while the provincial government provides an Annual Facilities Grant (the "AFG"), to assist with capital maintenance, in a District of our size, complexity and age, this Grant is inadequate and does not provide enough funding to meet current demand never mind addressing the large maintenance backlog that exists.. Also, the AFG funding does not provide sufficient funds to upgrade or modernize our facilities to meet current or projected educational requirements brought about through technology or new curriculum. The maintenance deficit is growing exponentially and given the current funding levels and the District's limited ability to raise additional revenue, we are going to be faced in the not too distant future with facilities that do not meet Board expectations.

This report is intended to highlight the opportunity to use a minor portion of District land to fund a School Rejuvenation Strategy. The Strategy would also have ancillary benefits such as preserving operational dollars, assisting in the region's housing crisis, and would keep lands in the public trust through long term partnerships with government and non-profit organizations. This will be implemented through long-term leases with parcels of unused land on active and inactive school sites where appropriate. The report will also recommend permanent disposal of some lands non-contiguous to active school sites that are too small for any foreseeable school use.

Capital Needs

According to the BC government's building condition assessment tool (VFA), the District's Facility Condition Index (FCI) is 0.277, which has a condition rating of "Poor". FCI is a standard facility condition measurement tool that rates building condition between 1 and 100 and is calculated by taking the total maintenance requirement at a fixed point in time divided by the total value of the facility itself. The rating scale rates anything with an FCI above 30 as being "Critical". Our District currently has 34 buildings and 3 annex structures (school and administrative) with an FCI over 30. Our current maintenance backlog (those maintenance and repair items that should have already been completed) is approximately \$153 million. To bring our overall FCI to an FCI of "10", which is considered to be "Fair to Good" condition, the annual requirement for maintenance and repair averages over \$18M per year for the next 20 year period. With the annual AFG funding running at approximately \$3.7M and an additional \$0.5 to \$1M per year being provided through other funding programs provided by the Ministry, the annual maintenance deficit is growing at over \$13M per year. The issue we are facing is not solely the overall maintenance backlog, but rather the yearly increase to the maintenance deficit which is moving our entire stock to an overall FCI of over "30" by 2022. Closing this annual funding gap and addressing those maintenance backlog items that are critical to the operation of our schools is fundamental for the long term infrastructure and financial health of the District. As part of the Facilities Strategic Planning process, we will also be having more discussions related to the overall condition of our stock and the impacts that this will have on our ability to deliver quality educational facilities in the future.

While the AFG provides vital dollars for this project, the District relies on major capital funding from the Ministry of Education to address major issues (e.g. Oak Bay replacement, Esquimalt building envelope). With the possibility of smaller class sizes and Districts such as Sooke and Surrey having significant capital needs merely to fit future student growth, the projected availability of new capital for general maintenance and repair of existing stock is likely to be insufficient to address our growing deficit in the short term.

In addition, the District has locally identified capital needs where we do not receive specific additional funding. These include issues such as: gender neutral bathrooms; outdoor teaching spaces; portables for school and child care use; modern libraries; and a multi-million dollar shop deficit. A successful example of such investment is the Board's support for the Technology for Learning Strategy which has changed our schools in the span of a year.

In addition, every year the District invests significant amounts of operational dollars on capital items (e.g. fleet and technology). Access to consistent capital dollars would allow us to avoid operational expenditures for this purpose and therefore lowering our structural deficit. Increased capital could also be used for investments in sustainability that would lower operational costs such as efficiency investments (boilers, windows, a printer strategy).

Funding

The District has a limited ability to raise funds beyond what the Ministry provides. Here are a few additional options:

1. International Student Program:

The District has a robust International Student Program that contributes significantly to the District's operating budget. While we anticipate revenue stability and minor growth, the program has likely peaked in student FTE and therefore, is not a source of additional significant revenue to support such capital renewal.

2. Referenda:

The Board does have legislative authority to pursue a referendum for specific purposes as per section 112 (1) of the *School Act*.

Unfortunately, the strict requirement and purposes of the referendum limit its realistic use to pursue capital renewal. Moreover, the expense of the referendum and administrative requirements also provide a hindrance that limits the upside of the risk.

3. Sponsorship and Fundraising:

Many projects are completed in the post-secondary and private K-12 systems using locally fundraised dollars. Two important limitations should be noted. Firstly, any fundraising efforts should not be intended to replace public resources but rather to augment them. If this was a restriction that the Board felt was appropriate, then fundraising would be better suited to operational needs such as expanding services (pre-K literacy etc.).

The second stipulation is that to engender such fundraising and sponsorship, the District would need to invest resources into its Foundation which is likely a discussion outside of the general report being provided.

4. Rental:

The District is actively reviewing its policies, regulations and rates to address the issue of capital maintenance and renewal. While rental revenue will likely increase, the overall impact on capital renewal will be minor in the short term.

5. Partnerships:

Partnerships with local partners such as government Ministries, municipal governments, community groups are all options to assist in our deficit. Nevertheless, limited resources and other varied needs of the organizations limit the potential impact of the partnerships.

6. Land:

The variety of land stock, owned by the District is diverse. This is land that the District acquired or was provided to the District for school use. In the case of Ministry funded acquisitions these were also for the benefit of the educational program. Land is the District's largest asset.

It is Staff's position that the disposal¹ of parcels of land for reinvestment in our system would benefit the educational program, but it is a one-time financial infusion if the land is sold.

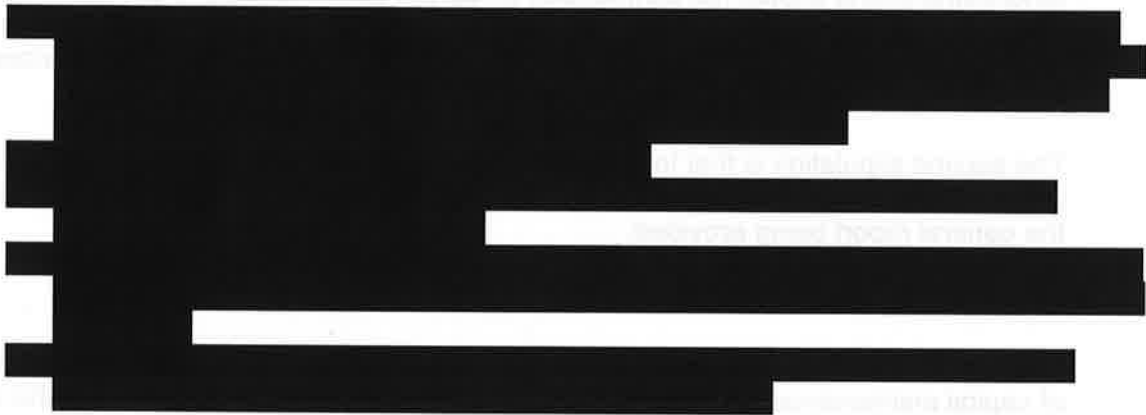
The District has a lengthy history of disposal of lands that has benefited the District. The benefits include upgrades to current sites, land acquisition for other schools or to fund renovations. The Technology for Learning Strategy and the Burnside Upgrade are examples. The site of the Times Colonist building and Victor Brodeur are examples of former District school sites sold many years ago. Blanshard is an example of a recent whole site disposal.

¹ Disposal can mean lease or sale.

The District has also leased a number of sites. One example is Hampton, which has been leased for 99 years at market rates to an important community partner, the Victoria Native Friendship Centre. The downside to such a lease is that the entire property is out of the hands for the District beyond a reasonable planning window.

Another example is at Esquimalt High, where the District disposed through sale a parcel of unused land for housing development at the end of the lot where the land was not used for educational purposes.

The example that is recommended for consideration by the Board is at Victoria High. On the border of the site, next to the parking lot is a CRD housing complex. The complex was leased by the CRD approaching market rates in 1992. The lease is for 60 years and the District will receive the parcel, with the improvements back. This model is recommended for five reasons:



It should be noted that a lease of limited duration will limit both the value of immediate return to the Board as well as limit the potential lease holder interest with respect to the land. This trade off, however, preserves the land in the public domain.

The District holds 360.62 acres in fee simple land over five municipalities and another 50.56 acres is held by municipalities in trust for the District. Given the current housing market even leasing a small portion of land would create significant capital revenue for investing in today's students with limited impact on any given potential lease site.

Partnership

Given that the Board both provides public education to the Greater Victoria area but also serves its public the recommendation of this report is to partner with a public entity, specifically, BC Housing to pursue leasing opportunities.

Currently, BC Housing has received a significant capital inflow from the Provincial Government, and the Federal Government appears poised to make a similar investment. BC Housing partners with local non-profits to assist them in building housing. This housing can range from slightly below market rates to social housing. The type of housing would need to be appropriate for a site in proximity to the school.

Currently, given Greater Victoria's housing crisis the Board is likely the landowner with the largest accessible land holdings to address the issue and BC Housing is likely the agency with the largest capital investment holdings to pursue such an arrangement.

As per the Victoria High example, the District would not take any active part in the building and/or operating the building/s.

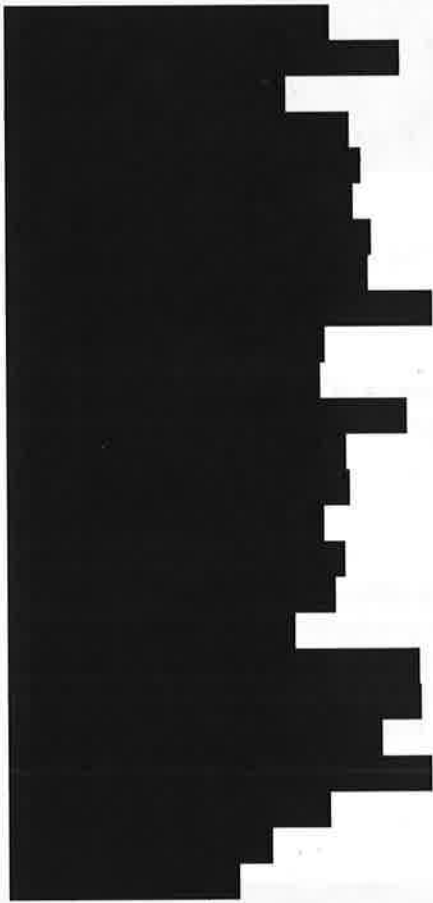
While there have been no formal discussions with BC Housing, they have shown an interest in having discussions if the Board would like to explore such an arrangement.

Specifics

While Staff has taken no active steps to determine which lands may be appropriate, all aerial photos of our sites have been reviewed and we have identified at least 31 potential parcels of land that warrant further investigation if the Board supports the plan in principle.

S.12

These parcels range from a small parcel at [redacted] with limited use by the students that still requires supervision and maintenance, to [redacted] which has up to 15 acres not required for school purposes that requires maintenance etc. The locations that *may* have potential unneeded land are:



S.12

- Victoria High School;
[redacted]

S.12

There are a number of parcels of land owned by the District that we would recommend for disposal or land swap such as in and around Victoria High, although we also think that the lands would be appropriate for land swap with the City if they have an interest. Specifically, we believe that these lands would be valuable to provide amenities for Victoria High during its upgrade to ensure consistent enrollment in future years. A separate report regarding Victoria High will be provided for review.

S.12

There are also a number of parcels around [redacted] that may be required to dispose of to ensure that the Board is in a position to fund its potential capital contribution to a new school.

If the project was able to proceed it would provide a regular flow of capital to the District. It would also stagger the return of the properties to the District upon completion of the leases. In fact, in 50 to 60 years when the leases end, the District would then be in a position to achieve even further revenue if the Board at the time determined it could appropriately manage its assets.

At this point it is far too early to estimate the potential value of the plan. Any potential value would depend on the neighbourhood, the zoning and the term of the lease etc. The capital inflow to the District could have both a short and a long-term capital and operating impact that would benefit current and future students of our District.

Potential Pitfalls

S.12

[REDACTED]

We are also aware that nature based play is important. The District would need to ensure that any disposition would not impact the ability of schools to access appropriate nature areas for such purposes.

We would also consult our municipal partners to ensure areas of potential subdivision and rezoning would fall within their future planning. Moving forward with the plan requires municipal support.

Conclusion

Our District is taking active steps in addressing our capital deficit and is committed to addressing it as soon as possible. Further, our District is positioning itself to provide a modern and responsive system for our staff and students. We feel that the Board can ensure that our issues are dealt with in a proactive and positive manner that also contributes to our community through the provision of housing by using passive assets that are intended for the benefit of the educational program.

Recommendations

[REDACTED]

S.12

[REDACTED]

+ S.13

[REDACTED]

[REDACTED]



S.12
v S.13

**Excerpt from The Board of Education of School District No. 61 (Greater Victoria)
In-Camera Minutes of September 24, 2018**

G. SECRETARY-TREASURER'S REPORT

G.4 Vic High LOI

Secretary-Treasurer Walsh referred Trustees to the information contained within their agendas with respect to the Letter of Intent between the Board, the City of Victoria and the Capital Region Housing Corporation on the land neighboring Victoria High School.



Capital Region Housing Corporation 1 250 388 6422
631 Fisgard Street 1 250.361.4970
Victoria, BC, Canada V8W 1R7 www.crd.bc.ca/housing

September 7, 2018

To: The City of Victoria (the "City")
1 Centennial Square, Victoria BC V8W 1P6
Attention: Peter Rantucci

To: School District No. 61 ("SD61")
556 Boleskin Road, Victoria BC V8Z 1E8
Attention: Mark Walsh

Dear Sirs/Mesdames:

*Re: CRHC - Proposed Redevelopment of Various Parcels Neighboring Victoria High School
("Caledonia Redevelopment")*

Further to our recent discussions relating to the referenced matter, this non-binding letter will confirm our mutually agreed intentions with respect to CRHC's proposed redevelopment of various existing parcels (the "Development Parcels") located in Victoria, BC and bounded by Gladstone Avenue on the north, Grant Street on the south, Vic High School grounds to the east, and various properties fronting on Chambers Street to the west (the Development Parcels are shown shaded darker on the attached parcel plan marked "Schedule A").

It is acknowledged that six of the existing Development Parcels are owned by SD61, two existing parcels are owned by the City, and one is owned by PRHC. Two additional parcels would also be created by the City through partial road closures on the eastern end of Vining Street and North Park Street (the "Road Closure Parcels").

1. **Proposed Layout.** All parties acknowledge the proposed redevelopment layout is substantially as set out on the site plan prepared by CRHC and attached as "Schedule B", and described as "Option 2"C" (the "Caledonia Redevelopment").

2. **Intention of the Parties.** The parties envisage that for the purposes of enabling the Caledonia Redevelopment by CRHC, the following steps would be carried out substantially as follows:

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A. **Development of Land Exchange Agreement: SD61 and City.** SD61 and the City will pursue existing discussions in support of a land exchange agreement whereby the City would transfer ownership of two existing City land parcels it owns within the proposed Caledonia Redevelopment site: 1235 Caledonia Street (PID#017-710-545) and 1230 Grant Street (PID#009-226-290) and two Road Closure Parcels to be created through the closures of approximately 45m of public road from the eastern ends of both Vining Street and Gladstone Street (collectively the "City Lands"), and in exchange for the City Lands, SD 61 would transfer to the City their land parcels located 1801 & 1805 Chambers Street (PID#009-233-318 & PID#009-233-334) adjoining Haegert Park, 1216 Northpark Street & 1855 Chambers Avenue (PID#009-226-206 & PID#009-226-141) being the Compost Education Centre and 2005 Chambers Avenue (PID#009-233-504) Community Garden (collectively the "SD 61 Lands") all as shown approximately in Schedule C. The terms of the exchange agreement will also provide for the City and SD 61 to work together to ensure that the Vic High seismic upgrade, with respect to lot line alignment, is as efficient as possible, and would be subject to SD61's commitment to use the City Lands for the purpose of affordable housing as defined by BC Housing.

B. **Development of Sale or Land Exchange for Parcel 1209-15.** SD 61 and Provincial Rental Housing Corporation (PRHC), subject to Board approval, will pursue discussions in support of a land exchange agreement, outright sale or other in kind value exchange for parcel 1209-15 North Park Street (the "PRHC Lands") to facilitate PRHC participation in the redevelopment by transferring its property to SD61, and SD61 acknowledges that it is PRHC's objective to increase the number of affordable housing units and/or affordability through both redevelopment and any related transaction with PRHC. By facilitating a transfer of ownership of the PRHC Lands to SD61, SD 61 as the eventual owner of all of the Development Parcels lying between Grant Street and North Park Street would then agree to a lease the said parcels to CRHC for the Caledonia Redevelopment for a term of no less than 60 years. If SD 61 is unable to acquire the PRHC Lands, SD 61 and CRHC agree to consider options to alter the design of the development to exclude the PRHC Lands from the Development Parcels.

C. **Sale of Development Parcels to CRHC.** SD61 acknowledges that, subject to satisfactory arrangements for transfer or exchange of various parcels as noted above, it will be prepared to complete the long term lease of the Development Parcels owned by it to CRHC for the Caledonia Redevelopment. SD61 acknowledges that proceeds of such a lease will assist in its redevelopment of the neighboring school property and facilities. If additional funds remain, SD61 shall use the funds to upgrade site/s within the City of Victoria.

D. **Definitive Agreements.** All of the terms and conditions of the proposed transactions in subsections A to C would be developed into one or more binding purchase, lease or transfer agreements among the parties, to be negotiated, agreed, approved by the parties' respective governing authorities, and executed by the applicable parties after publishing any required statutory notices.

E. **Timing.** All parties agree to use all reasonable efforts to move towards the completion and eventual execution of definitive agreements pertaining to the matters herein described, with a view to allowing CRHC to commence permitting and detailed planning for the Caledonia Redevelopment as promptly as practicable.

3. **Conditions.** In addition to the pre-conditions noted or implied above and any others to be contained in a definitive agreement, consummation of any transaction pertaining to the matters noted herein would be subject to:

- A. each party being satisfied with the terms of their respective agreements contemplated within this letter of intent;
- B. each party having conducted its business in respect of the Development Parcels in the ordinary course during the period between the date hereof and the date of closing of any particular definitive agreement;
- C. there having been no material adverse change in the physical condition or terms of use or occupancy of the Development Parcels, or an adverse change in the ability of a party to enter agreements as contemplated herein in respect of a Development Parcel;
- D. the CRHC applying for and obtaining all of the necessary municipal approvals and permits, including rezoning and Official Community Plan bylaw amendment approval, development permit and building permit approval for the Caledonia Redevelopment;
- E. the City being able to complete the necessary regulatory process for closing parts of roads to create the Road Closure Parcels; and
- F. the CRHC securing federal or provincial funding support for the Caledonia Redevelopment to the satisfaction of the parties.
- G. SD61 following its statutory duties with respect to consultation to the disposition of land and final approval from the Minister of Education.

4. **Expenses.** Each party will pay its respective expenses incident to this letter of intent, the definitive agreements, and the transactions contemplated hereby and thereby. For greater certainty, the CRHC will be responsible for all costs related to obtaining the municipal approvals and permits in support of the Caledonia Redevelopment.

5. **Public Announcements.** Subject to section 6 of this letter of intent, no party will make any public announcement of the proposed transactions contemplated by this letter of intent prior to the execution of a definitive agreement, without the prior written approval of all other parties, which approval may be unreasonably or arbitrarily withheld or delayed. This general prohibition may be varied by express terms in a definitive agreement, as between parties to such agreement, and only as affects the subject matter of such agreement. The foregoing shall not restrict in any respect each party's ability to communicate information concerning this letter of intent and the transactions contemplated hereby to each party's respective affiliates', elected and appointed officials, officers, directors, employees and professional advisers, and, to the extent relevant, to third parties whose consent is required in connection with the transaction contemplated by this

letter of intent.

6. **Confidentiality.** If any party is required by law or governmental disclosure requirements to disclose the terms of this letter of intent (and any resulting definitive agreements) to persons other than those identified above, all other parties shall be notified prior to the disclosure. The parties acknowledge that the City is subject to public notice requirements of property dispositions in the Community Charter and disclosure requirements in the Freedom of Information and Protection of Privacy Act ("FOIPPA") and, notwithstanding section 5, it may be required to disclose material or records, as defined in FOIPPA, in response to an access request or to otherwise comply with legislation

7. **No Derogation from Statutory Authority.**

- A. Nothing in this letter shall limit, impair, fetter or derogate from the statutory powers of the City all of which powers may be exercised by the City from time to time and at any time to the fullest extent that the City is enabled; and nothing in this letter, or any agreements that may be entered into by the City as outlined in this letter, will fetter or in any way limit the City's discretion and authority, under any public or private enactment, when considering any permits or approvals required for the Caledonia Redevelopment; and
- B. The City's role is limited to the extent contemplated in section 2(A), and the City has no other obligations or commitments to either SD61 or CRHC with respect to the Caledonia Redevelopment. This letter is not intended to create a contract between the City and CRHC or between the City and SD61.

If the foregoing provisions reflect the parties' intentions and are acceptable to you, please so indicate by signing the enclosed copy of this letter and returning it to the attention of the undersigned.

Very truly yours,

Capital Region Housing Corporation

Per: _____
Title:

Per: _____
Title:

ACCEPTED AND AGREED

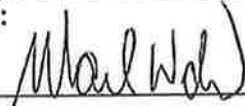
The Corporation of the City of Victoria

Per:  _____
Mayor, City of Victoria

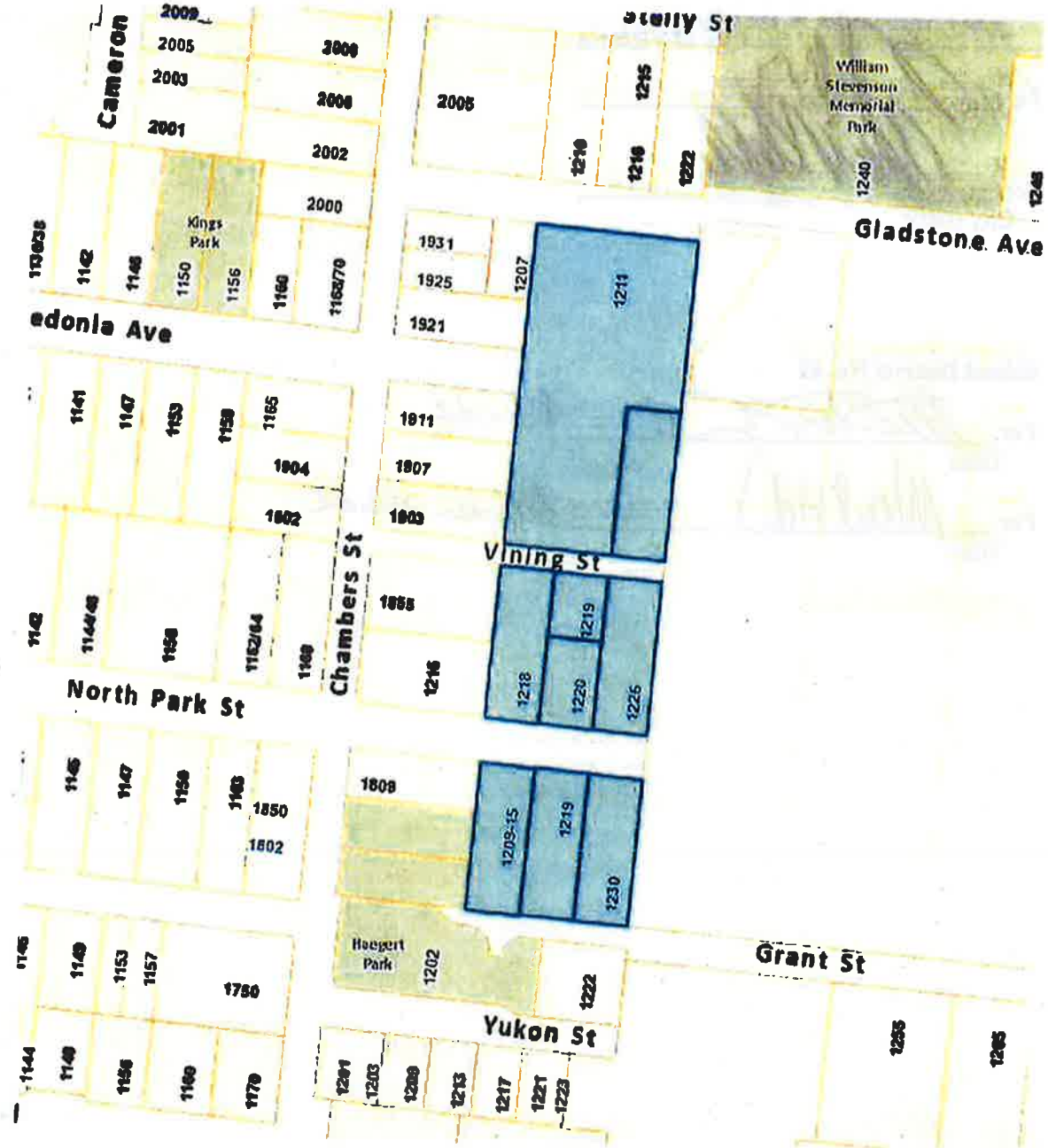
Per:  _____
City Clerk

School District No. 61

Per:  _____ VICE-CHAIR
Title:

Per:  _____ SECRETARY-TREASURER.
Title:

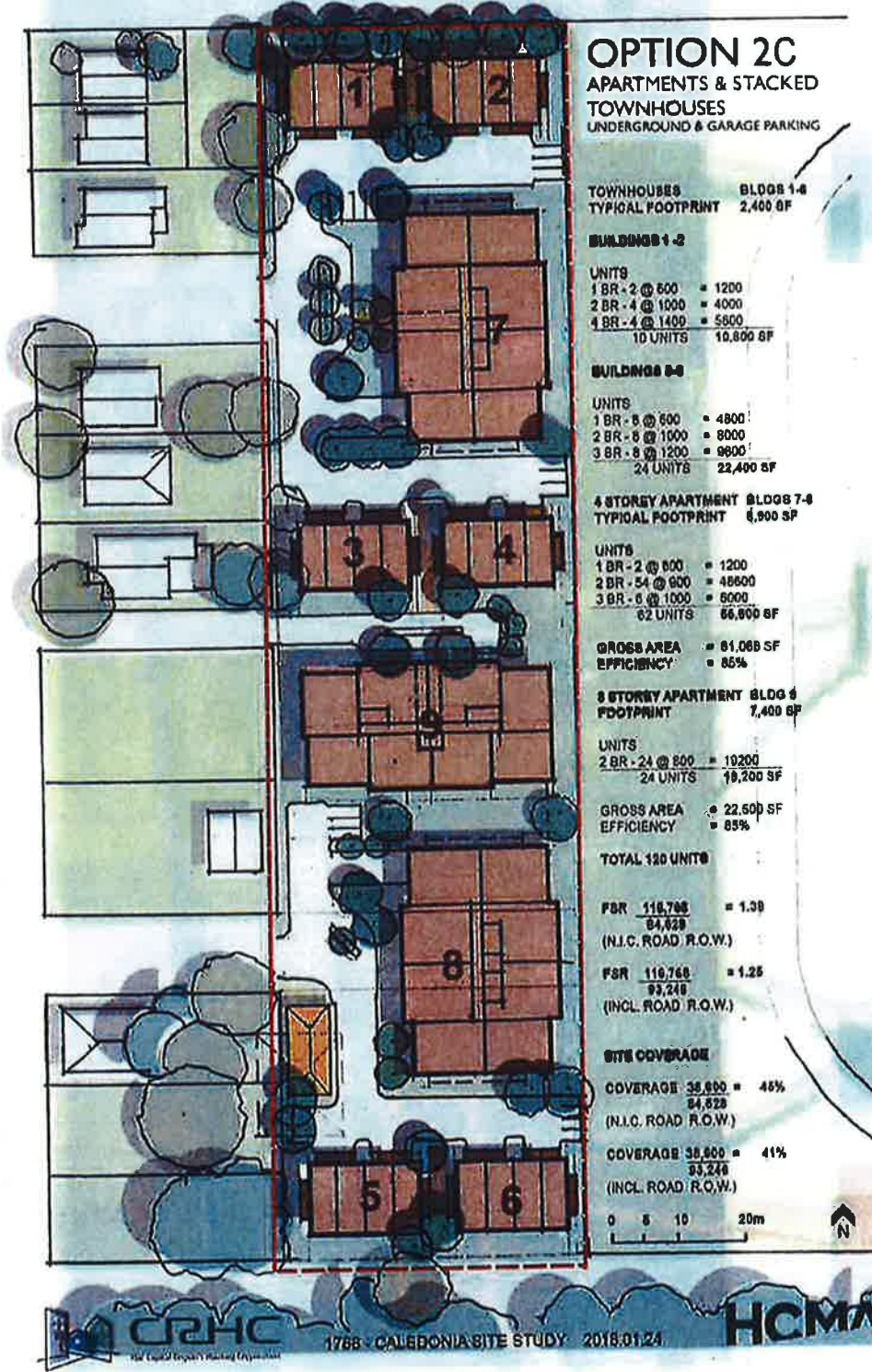
Schedule "A"



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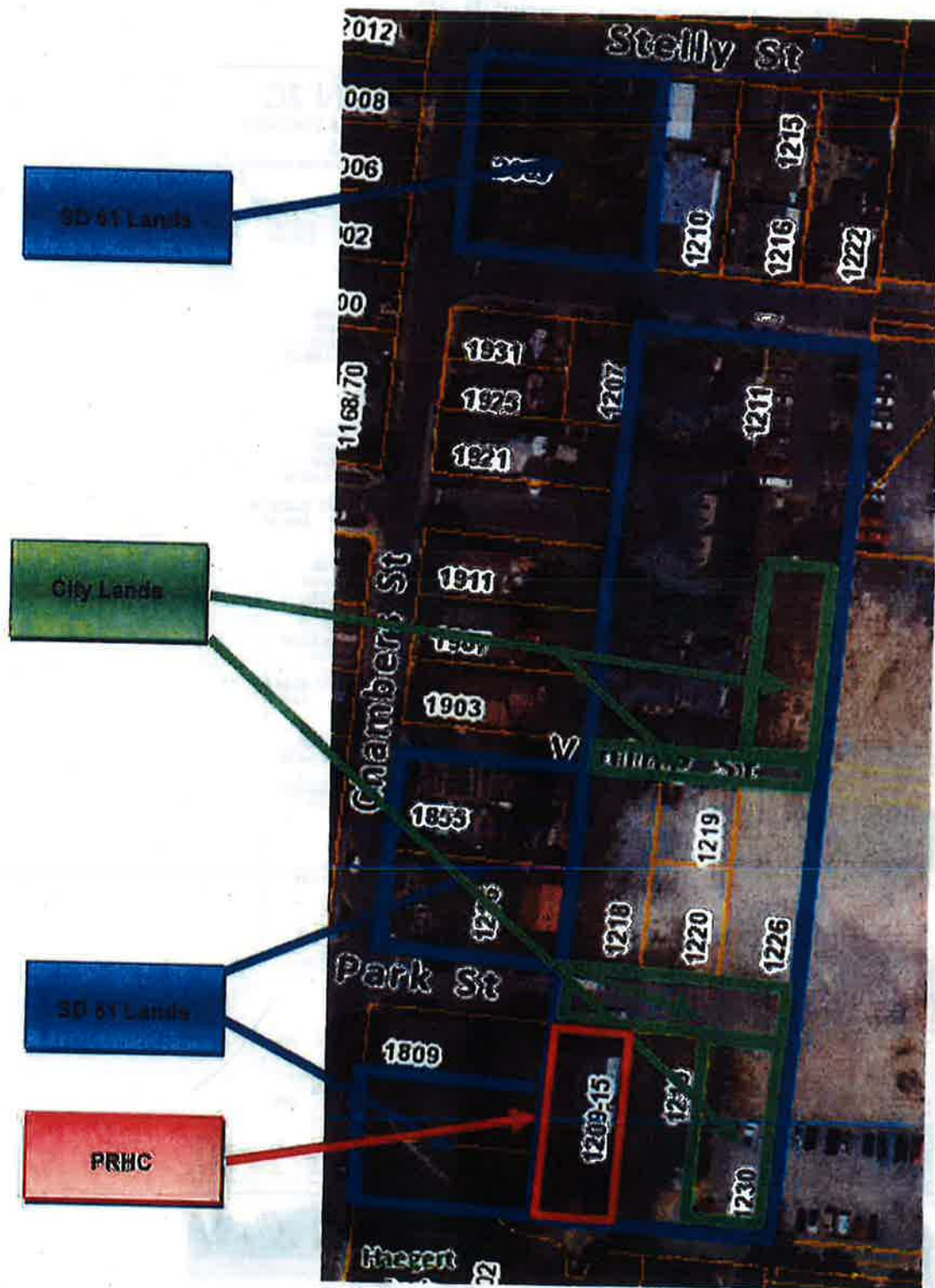
Schedule "B"



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Schedule "C"



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