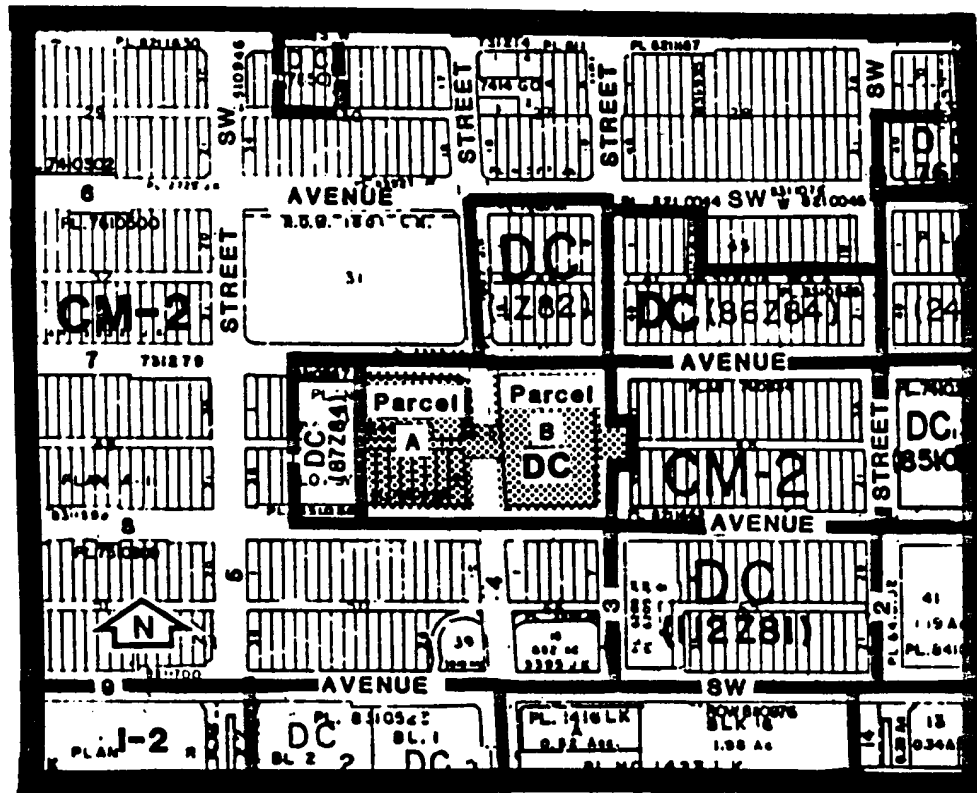


Amendment No. 86/034
Bylaw No. 121Z86
Council Approval: 06 October 1986

SCHEDULE B



A. LAND USE

The land use shall be for a comprehensively designed, high density office and retail complex consisting of:

- a retail department store on Parcel A,
- a commercial retail and office building on Parcel B,
- air rights developments consisting of bridge structures with commercial and public areas over 3rd and 4th Streets W.

The permitted uses of the CM-2 District shall be permitted uses and the discretionary uses in the CM-2 District shall be discretionary uses, on Parcels A and B as well as in the air rights development over 3rd and 4th Streets W.

B. DEVELOPMENT OBJECTIVES

As indicated in the plans and renderings reviewed by Council in conjunction with this By-law and its guidelines, the design approach adopted for development on this site is responsive to the qualities of its unique location and significance at the heart of Calgary's Downtown Core:

- as a new western anchor and extension to Downtown's retail spine,
- at the crossing between Downtown's principal pedestrian system of Stephen (8th) Avenue Mall and Barclay (3rd Street) Mall,
- at the major vehicular entry to the Downtown Core from the southwest and as an important transit destination for both the L.R.T. and bus system,
- on the "landmark" site of the Eaton's Department Store, built in 1928/29, and marking the southern edge of the Courthouse open space.

At the more detailed design stage of each Development Permit, the Approving Authority must assess the project's response to these fundamental principles as well as its impact on the neighbouring public environment and pedestrian movement systems.

C. DEVELOPMENT GUIDELINES

The General Rules for Downtown Districts contained in Section 42.1 of By-law 2P80 and the Permitted and Discretionary Use Rules of the CM-2: Central Business District shall apply unless otherwise noted below.

For the purpose of this By-law, the following terms shall be defined as follows:

"air rights development" means development in the airspace over portions of the public right-of-ways of 3rd and 4th Streets W. between 7th and 8th Avenue S.

"corridor" means an interior hallway space (not including stairwells and associated landings) intended to be used by the public to gain access to the uses in the development itself and the air rights development at the grade, Plus 15, Plus 30 and Plus 45 levels.

"Parcel A" means the lands legally described as Plan 8410964/Block 49/Lot 38 and Plan A1/Block 49/Lots 19-26 and the air rights under, on and over the adjacent parcels in public ownership leased to or otherwise acquired by the owners of Parcels A and B.

"Parcel B" means the lands legally described as Plan 9324EB/ Block 47 and the air rights under, on and over the adjacent parcels in public ownership leased to or otherwise acquired by the owners of Parcels A and B.

"property line" means the legal boundary of Parcels A and B as originally established based on a 20.11 metre right-of-way.

"setback line" means the line at the distance from the original property line (based on a 20.11 m right-of-way) established for designated streets as contained in Section 17,

Right-of-Way Property Line Setbacks, that being 2.134 metres on both sides of 3rd Street W., 4th Street W., 7th Avenue S. and 8th Avenue S.

1. Density

The project shall earn its density up to the specified maximums by the provision of features as documented below in these guidelines and by utilization of the provisions as set out in Standards C1, C2 and C3 of the CM-2 Rules which, notwithstanding Section 42.3(5)(a)(i)C, may be used to achieve densities above 7 F.A.R. The air rights developments over 3rd and 4th Streets W. may achieve the specified maximum levels, recognizing that the commercial space is not related to the provision of bonus features. However, the public area bonus features located in the air rights developments, as outlined below, may earn the listed density bonuses for utilization in the developments on Parcels A and B.

a) Retail and Other Activity-Oriented Commercial Uses:

The comprehensive project, containing retailing and other activity-oriented commercial uses, may achieve the following maximum gross floor areas.

- i) Parcel A
 - Basement level - 4,925 net m² (not considered part of F.A.R. for density purposes)
 - Grade to 4th level - 23,140 m²
 - Additional 5th and 6th level - 11,799 m²
- ii) Parcel B
 - Grade to 4th level - 15,830 m²
- iii) Air rights developments (as measured between the building faces at the Plus 15 level)
 - Crossing of 3rd Street W. - 1,646 m²

This area is based on a maximum north/south dimension of 37.18 metres for the structure. Prior to approving a development permit incorporating this structure, the Approving Authority shall review an alternate design of the structure of the order of 30.5 metres in the north/south dimension, with the escalators relocated under the structure. Such design shall be produced through a consultative process involving the Administration, the Barclay Mall Committee and the applicants. The Approving Authority, if it determines that the revised solution is preferable to the scheme presented to Council, may, in its sole discretion, approve the reduced size of the structure, notwithstanding:

- that the structure will contain less than 1,646 m², and
- the portion of Guideline No. 10, tying the approval to the drawings presented to Council on 1986 October 6.

- Crossing of 4th Street W. - 2,517 m²

b) Office Commercial Uses

The overall office commercial potential of the two sites may be consolidated onto Parcel B for a total maximum gross floor area of offices of 103,577 m², in which case Parcel A would retain no residual office potential.

(Note: The owners shall be entitled to consolidate the sites for purposes of density calculations provided that, prior to the issuance of any Development Permit, the owners shall enter into an agreement with the City, in a form satisfactory to the City Solicitor, detailing the consolidation of the sites. Such agreement shall be registered on the title of the properties in a manner satisfactory to the City Solicitor).

2. Height

Notwithstanding the provisions of Section 42.1(8)(b) of By-law 2P80, maximum building heights within the project are set at the roofline, not including any mechanical penthouses nor glass vaulted spine, as:

Parcel A - 6 storeys not exceeding 33 metres,
Parcel B - retail podium - 4 storeys not exceeding 30 metres,
 - office tower - 56 storeys not exceed 216 metres (to be located on the northern half of the parcel).

3. Parking Requirements

The project shall provide parking at the rate of 1 stall per 140 m² of net commercial space.

All stalls attributable to retail and related space may be provided on-site. Up to 50 per cent of the required stalls attributable to office uses may be provided on-site.

For all uses, the difference between the overall number of stalls required and those provided on-site shall be supplied either:

- i) as a cash-in-lieu of parking payment at the rate current at the time of payment. Such a payment shall be made no later than the release of the related Development Permit; or
- ii) in an off-site location satisfactory to the Approving Authority.

4. Loading and Courier Stalls

- a) The project must provide the following minimum number of loading facilities on-site:

Parcel A - 2 stalls

Parcel B - Retail Podium - 4 stalls
 - Office Tower - 4 stalls

- b) In addition, the office tower must provide a minimum of 5 parking stalls for couriers.

5. Access

No direct vehicular access shall be permitted from or to 7th Avenue S., 3rd Street W. or 8th Avenue S. between 3rd and 4th Street W. Access to the site shall be in a manner satisfactory to the Approving Authority, by one or a combination of the following:

- a) for Parcel A, from the lane east of 5th Street W. between 7th and 8th Avenues S.;
- b) for Parcel A, at right angles from 8th Avenue S. at the southwestern corner of the property or some other suitable location along 8th Avenue, or at right angles from the west side of 4th Street;
- c) for Parcel B, at right angles from the eastern side of 4th Street W.

All vehicular access shall be designed to minimize its impact on pedestrian movement and the adjacent streetscape. In the case of (b) above, this will necessitate not only a specialized architectural treatment of the loading and garage door areas but also their physical recessing by no less than 4.0 metres from the setback line for the garage access and on or behind the setback line for the loading access.

6. Encroachments into Public Rights-of-Way and Setback Areas

Notwithstanding the provisions of Section 17 of By-law 2P80, the project may encroach as outlined below:

- a) 8 Avenue S.
 - (i) Parcels A and B
 - o sub-grade - no extension beyond the setback line and construction of walls to a depth of at least 15 metres in a manner to facilitate adjacent future underground L.R.T. work without any significant negative financial or operational impact on the City,
 - o at-grade and above grade - development may occur between the property line and setback line;
- b) 4th Street W.
 - (i) Parcel A

- o sub-grade - an extension of 3.51 metres beyond the setback line is allowable with construction of walls to a minimum depth of 6.7 metres,
 - o at-grade - pedestrian spaces to be provided as described in 7(a)(i) below, with arcade columns permitted within the public right-of-way 3.51 metres from the setback line,
 - o above-grade - at-grade arcade space may be built over at and above the second storey to the extent of 3.51 metres from the setback line;
- (ii) Parcel B
- o sub-grade - an extension of 2.134 metres beyond the setback line is allowable with construction of walls to a minimum depth of 6.7 metres,
 - o at-grade - pedestrian spaces to be provided as described in 7(b)(i) below, without columns reaching grade,
 - o above-grade - at-grade pedestrian space may be built over at and above the second storey to the extent of 2.134 metres beyond the setback line,
- (iii) The carriageway of 4th Street W. shall be no less than 17.25 metres between the two faces of curblines and no columns shall be located within 0.43 metres of any face of curb;
- c) 3rd Street W.
- o sub-grade - an extension of 2.134 metres beyond the setback line is allowable with construction of walls to a minimum depth of 6.7 metres;
 - o at-grade - pedestrian space to provided as described in 7(b)(i) below, without columns to grade,
 - o above-grade - at-grade pedestrian space may be built over at and above the second storey to the extent of 2.134 metres beyond the setback line;
- d) 7th Avenue S.
- i) Parcel A
- o sub-grade - no extension beyond the setback line and construction of walls to a depth of at least 15 metres in a manner to facilitate adjacent future underground L.R.T. work without any significant negative financial or operational impacts on the City,

- o at-grade - pedestrian space to be provided as described in 7(a)(i) below, with arcade columns permitted 2.134 metres from the setback line,
 - o above-grade - at-grade pedestrian space may be built over at and above the second storey to the extent of 2.134 metres from the setback line;
- ii) Parcel B
- o sub-grade - an extension of 2.134 metres from the setback line may be allowed if the City Engineer is satisfied that such an arrangement is necessary to support the office tower and that the walls will be constructed to a depth of at least 15 metres in a manner to facilitate adjacent future underground L.R.T. work without any significant negative financial or operational impact on the City,
 - o at-grade - pedestrian space to be provided as described in 7(b)(i) below, with arcade columns permitted 2.134 metres from the setback line,
 - o above-grade - at grade pedestrian space may be built over at and above the third storey to the extent of 2.134 metres from the setback line.

7. Project Components

The project involves two major components with associated basic requirements to earn up to 7 F.A.R. as well as bonus features to earn above 7 F.A.R., which are in turn ranked in priority. The bonusing guidelines contained herein are in substitution for Bonus Groups A and B of the CM-2 Rules; however, the pertinent location, access and performance requirements of the Bonus Standards of CM-2 for each similar feature shall apply unless otherwise noted. The applicable bonus ratio is indicated in brackets. Wherever appropriate, these features will be secured by public access easements and related legal agreements. Although the overall project density may be aggregated and all bonus features are inter-related, they are listed geographically for the sake of convenience and clarity.

a) Parcel A

As identified below as basic requirements and optional bonus features, all single public corridors shall have a minimum unobstructed width of 4.5 metres and all paired corridors shall be a minimum of 3.1 metres in clear width individually except where indicated otherwise.

i) Basic Requirements

To earn up to 7 F.A.R., the following components must be provided.

- o At-grade pedestrian space and corner space, which may be built over at the second-storey level, as follows:
 - 7th Avenue S. - a minimum of a 3 metre sidewalk plus a pedestrian arcade of a minimum unobstructed width of 2.13 metres (necessitating the grade-level building wall to be setback 0.6 metres from the by-lawed setback line with a maximum column width of 0.6 metres);
 - 4th Street W. - a pedestrian arcade of a minimum unobstructed width of 3.66 metres (necessitating the grade-level building wall to be set back 0.976 metres from the by-lawed setback line with a maximum column width of 0.6 metres);
 - 8th Avenue S. - reconstruction of the adjacent sidewalk with dimensions satisfactory to the Approving Authority;
 - a 7.5 metre x 7.5 metre space at the corners of 7th Avenue S. and 4th Street W. as well as 8th Avenue S. and 4th Street W. (measured from the setback lines and ensuring no columns or other obstructions within the 3 metre x 3 metre area closest to the corner).

Where at-grade pedestrian space is provided between the building face and the setback line, it may be bonussed at 4:1 as part of 7(a)(ii) below.

- o East/West Plus 15 walkway from Calgary Centre Phase I to the Plus 15 bridge spanning 4th Street W. by means of a permanent walkway of an unobstructed width of 2.74 metres on the northern edge and the northern half of the eastern edge of the building supplemented by two walkways through the building of an unobstructed width of 2.134 metres with variable locations available to the public during department store hours. The permanent peripheral walkway shall meet the minimum exterior glazing requirements of Bonus Standard B8 for Plus 15 bridges. The interior wall shall be articulated with features of interest to pedestrians such as display cases, posters, artworks and glazing at strategic points;
- o North/South Plus 15 walkway from the future Plus 15 bridge spanning 7th Avenue S. to both the peripheral and central east/west walkways, ensuring adequate space and appropriate routing on Parcel A to the extent not provided on the adjacent Calgary Centre Phase I;
- o Bridge supports capable of accepting Plus 15 bridges to span 7th Avenue S. and 4th Street W. in the appropriate locations;
- o Stairs (either exterior or interior) adjacent to proposed or existing Plus 15 bridges spanning 7th Avenue S. and 4th Street W., which may be satisfied by suitably upgraded exit staircases;

- o Plus 15 Fund Contribution in conformity with the Council-approved "Plus 15 Policy";
- o East/West connection at the Plus 30 level to link to similar spaces in the air rights development over 4th Street W. and Calgary Centre Phase I, during department store hours.
- o Design of the grade level fostering pedestrian interest and access by maximizing both retail entrances and display windows, particularly on 8th Avenue S.
- o Design and treatment of the upper storeys along 8th Avenue S. sensitive in scale, rhythm and character to the adjacent retained Eaton's facade.

ii) Optional Bonus Features: First Priority

In order to contribute towards project densities above 7 F.A.R., the following components must be provided as the highest priority:

- o Plus 15 bridge over 4th Street W. on which space used for business purposes shall not exceed 564 m² (20:1 on public corridors);
- o Plus 30 bridge over 4th Street W. on which space used for business purposes shall not exceed 541 m² to be open during normal business hours only (15:1 on public corridors);

iii) Optional Bonus Features: Second Priority

In order to contribute towards project densities above 7 F.A.R., any of the following components may be provided (without regard to order):

- o Plus 45 bridge over 4th Street W. on which space used for business purposes shall not exceed 518 m² to be open during normal business hours only (10:1 on public corridors with an additional bonus of 2.5:1 over skylit areas);
- o Construction of improvements to adjacent rights-of-way with enhanced materials (paving, landscaping, street furniture, lighting) to the standards consistent with the Council-approved "Downtown Handbook of Public Improvements" along 7th Avenue S., 4th Street W. and 8th Avenue S., which may include the whole block of 8th Avenue S. between 4th and 5th Street W. including the area of the carriageway if extensive recrowning is required to implement the local roadway standard (2.5:1 for all improved areas).

b) Parcel B

As identified below as basic requirements and optional bonus features, all single public corridors shall have a minimum unobstructed width of 4.5 metres and all paired corridors shall be a minimum of 3.1 metres in clear width individually except where indicated otherwise.

i) Basic Requirements

To earn up to 7 F.A.R., the following components must be provided.

- o At-grade pedestrian space and corner space, which may be built over at the second-storey level, excepting along 7th Avenue S. where it may be built over at the third-storey level and above, as follows:
 - 7th Avenue S. - a minimum of a 3 metre sidewalk plus a pedestrian arcade of a minimum width of 3.5 metres (necessitating the grade-level building wall to be set back 2.4 metres from the by-lawed setback line with a maximum column width of 1.0 metres);
 - 4th Street W. - a pedestrian space of a minimum unobstructed width of 4.0 metres (necessitating the grade-level building wall to be set back a minimum of 0.433 metres from the by-lawed setback line);
 - adjacent to 4 Street W. - transit patron waiting areas available on a 24-hour basis, incorporating benches and standing room of not less than 35 m² in size being highly visible and safe for transit operators and patrons. The detailed location, materials and treatments to be satisfactory to the Development Officer in consultation with the Transportation Department.
 - a 7.5 metre x 7.5 metre space at each corner with 7th Avenue S. (measured from the setback lines and ensuring no columns or other obstructions within the 3 metre x 3 metre area closest to the corner except at the extreme northeast corner if deemed satisfactory to the City Engineer);
 - similar 7.5 metre x 7.5 metre spaces at each corner of 8th Avenue S. except as modified to accommodate the heritage facade feature.

Where at-grade pedestrian space is provided between the building face and the setback line, it may be bonussed at 4:1 as part of 7(b)(ii) below.

- o In the event that 3rd Street W. and 8th Avenue S. are not constructed as malls as part of the initial construction related to Parcel B, the sidewalks shall be reconstructed with dimensions satisfactory to the Approving Authority.
- o East/West Plus 15 walkway from the Plus 15 bridge/ air rights development spanning 3rd Street W. to the Plus 15 bridge/air rights development spanning 4th Street W.;

- o North/South Plus 15 walkway from the Plus 15 bridge to span 7th Avenue S. to the Plus 15 bridge to span 8th Avenue S.;
- o Bridge supports capable of accepting Plus 15 bridges to span 3rd Street W. and 4th Street W. as well as 7th and 8th Avenues S.;
- o Stairs (either exterior or interior) adjacent to proposed or existing Plus 15 bridges spanning 3rd and 4th Streets W. as well as 7th and 8th Avenues S., which may be satisfied by suitably upgraded exit staircases;
- o Plus 15 Fund Contribution in conformity with the Council-approved "Plus 15 Policy";
- o East/West Plus 30 and Plus 45 connections from the air rights development spanning 3rd Street W. to that spanning 4th Street W., the hours of public access to be determined by the Approving Authority.

Commercial uses fostering the continuity of pedestrian activity and interest shall be located along the southern wall of the project including not only the corner entrances but also a central entrance to a commercial unit. This unit shall be a restaurant, or similar activity generating use, with the minimum disruption of this frontage by other non-commercial functions.

Retention of seven complete bays of the southern wall of the 1928/29 Eaton's store facade and re-use elsewhere on Parcel A or B of significant elevator components. (Up to 1 F.A.R. calculated on the gross site area of Parcel B may be awarded as bonus density as part of 7(b)(ii) below).

ii) Optional Bonus Features: First Priority

In order to contribute toward project densities above 7 F.A.R., the following components must be provided as the highest priority:

- o Air rights development over 3rd Street W. shall either retain the existing Plus 15/Plus 30 bridges (no bonussing) or replace them with the following structures:
 - Plus 15 level - around a central skylit void, two continuous public corridors with extensions northward to a clearly glazed outlook space and southward to a clearly glazed southern corridor (20:1 calculated on the public pedestrian corridors, excluding all commercial space which may not exceed 294 m²); flanking this southern corridor, exterior landings (10:1) and a pair of escalators (up/down) to grade (30:1).

- Plus 30 level - around a central skylit void, two continuous public corridors (15:1 calculated on the public pedestrian corridors, excluding all commercial space which may not exceed 363 m²), the hours of public access shall be determined by the Approving Authority.

Such development shall ensure that all exterior wall surfaces of the public areas and commercial uses shall be glazed with clear vision glass and ensure an active and attractive exterior view - except for the retail areas immediately adjacent to Parcel B and Toronto Dominion Square which may be glazed with reflective glass on the exterior walls for a distance of 4.5 metres from those building faces. Any bonus calculations for Plus 15 and 30 level spaces must exclude the area of the existing combined bridge, which was previously bonussed. The commercial areas on the air rights development are calculated between the building faces of Toronto Dominion Square and the building on Parcel B; however the bonus for public areas in the air rights development may be calculated between the setback lines.

The applicants shall demonstrate to the satisfaction of the Approving Authority how the design of the air rights development over 3rd Street W. has been designed to integrate with the Barclay Mall at its intersection with the Stephen Avenue Mall having regard to the stated intents, objectives and purposes of such Malls.

iii) Optional Bonus Features: Second Priority

In order to contribute toward project densities above 7 F.A.R., any of the following may be provided (without regard to order):

- o Plus 45 air rights development over 3rd Street W. - around a central skylit void, two continuous public corridors (10:1 on the public corridors with an additional bonus of 2.5:1 over skylit areas, excluding all commercial and food fair seating areas, which may not exceed 415 m²), the hours of public access to be determined by the Approving Authority;
- o Construction of or payment for construction of 8th Avenue S. between 3rd and 4th Streets W. as either a fully pedestrian mall or pedestrian/vehicular mall (the type of mall shall be determined by Council prior to issuance of a Development Permit utilizing the bonus) (5:1 on improved areas)*;
- o Construction of or payment for construction of 3rd Street W. between 7th and 8th Avenue S. as a combined pedestrian/vehicular mall consistent with the Council-approved concept plan (5:1 on improved areas)*;

- o Provision of a special feature at the intersection of the Barclay and Stephen Avenue Malls (5:1 on improved areas)* to integrate these Malls and to serve the following purposes:
 - to mark or terminate the axial views along the grid of 3rd Street W. and 8th Avenue S.;
 - to act as a "signpost" to orient and to indicate the Malls' (and the project's) presence from peripheral locations;
 - to provide a new symbol or image for this important crossing;
- o Enhancement of Plus 15 on-site walkway above the basic requirements necessary to earn 7 F.A.R. (4:1 even if the minimum dimensions and areas established in Bonus Standard B7 in CM-2 cannot be met);
- o Provision of escalators between grade and Plus 45 levels within public easement areas (30:1);
- o Construction of or equivalent payment for Plus 15 bridge over 7th Avenue S. (20:1);
- o Construction of or equivalent payment for Plus 15 bridge over 8th Avenue S. (20:1);
- o Construction of sidewalks adjacent to the project with enhanced materials (paving, landscaping, street furniture, lighting) to the standards consistent with Council's approved "Downtown Handbook of Public Improvements" along 4th Street W. and along 7th Avenue S. (2.5:1 for improved areas);
- o Provision of a sculpture in either Barclay Mall or Stephen Avenue Mall or a Public Art Fund contribution or a combination thereof consistent with CM-2 Bonus Standard B12 and the related administrative policies (up to 1 F.A.R. calculated on the gross site area of the project).

* This ratio of 5:1 is double the usual rate and thus improvements must be of a superior quality.

8. Phasing Plan

Prior to the approval of the first and any subsequent Development Permits for construction on the site, the applicant shall submit for approval a phasing plan which shall include the following:

- i) how the development provides the basic on-site requirements needed to earn up to 7 F.A.R. and the bonus features necessary to earn the density proposed above 7 F.A.R.;
- ii) how the projects ties into the existing at-grade and Plus 15 level pedestrian systems to provide a functional and continuous system, both during and after construction of the project;

- iii) how the parts of the site that are not the subject of that permit will be treated both during and after construction of the project;
- iv) how the development that is the subject of the permit ties into the overall plan for the total redevelopment of the site.

9. Environmental Quality Associated With the Air Rights Developments Over 3rd and 4th Street W.

a) Noise

The development of the air rights structures over 3rd and 4th Street W. shall integrate accoustical elements into the design to ensure that sound and vibration levels are comfortable for pedestrians and project users, as determined to be acceptable by the Approving Authority having received the necessary technical analyses.

b) Air Quality

The development of the air rights structures over 3rd and 4th Streets W. shall be designed to ensure that adequate air quality levels are attained, which are clear, safe and comfortable for users of these exterior spaces. After having received the necessary technical analyses, the Approving Authority shall ensure that the design of the structures and the incorporation of mechanical ventilation equipment or other ameliorative measures attains acceptable quality levels without unduly negative impacts on the appearance and functionality of the structures over the air rights.

10. Development Plans

Approval of this application does not constitute approval of a development permit. Comprehensive plans, including building design, site layout, exterior finishes and colour, landscaping, parking and accesses shall subsequently be submitted to the Approving Authorities as part of a Development Permit application. In considering such an application, the Approving Authorities shall ensure the building appearance, site layout and density conform substantially to the plans and renderings submitted to City Council during their consideration of By-law 121Z86. Prior to release of any Development Permit, the applicant shall enter into and execute a Development Agreement with the City in a form satisfactory to the City Solicitor.

11. In accordance with Section 13.2.c of By-law 2P80, any development approved under a permit, issued in respect of construction to be undertaken with respect to this by-law shall commence within one year of the date of approval of the development permit.