



## Committee of the Whole Report For the Meeting of November 21, 2019

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**To:** Committee of the Whole **Date:** November 8, 2019  
**From:** Tom Zworski, City Solicitor  
**Subject:** Updating the Delegation of Signing Authority Bylaw

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### RECOMMENDATION

That Council instruct the City Solicitor to bring forward amendments to the *Delegation of Signing Authority Bylaw* to delegate the signing of documents, provided that Council has authorized the transaction, as follows:

- (a) Land Title Documents – City Clerk or City Solicitor;
- (b) Procurement Contracts up to \$500,000 – Chief Financial Officer;
- (c) Procurement Contracts above \$500,000 – City Manager;
- (d) Offers to Purchase and Purchase and Sale Agreements in relation to land – Head of Strategic Real Estate;
- (e) Leases and licences for use of City property other than streets – Head of Strategic Real Estate;
- (f) Leases and licences for use of City owned property within road-right-of-way – Director of Engineering and Public Works; and
- (g) Licences and Operating Agreements for parks and outdoor recreation facilities – Director of Parks, Recreation and Facilities.

### EXECUTIVE SUMMARY

The current process for the signing of most legal documents on behalf of the City requires the Mayor and Corporate Administrator to be present at the same time. This means that completion of the majority of the documents is dependent on their schedules. This results in unnecessary delays to completion of transactions approved by Council.

Despite recent process improvements, the signing of documents on behalf of the City continues to take longer and consumes more City resources than is necessary. Delegation of the signing authority to various City staff would allow for a more efficient process that should result in savings in time and resources.

The proposed changes relate only to the execution of documents and do not delegate authority to make decisions, which would remain with Council except where expressly delegated already.

Under the *Community Charter*, Council can delegate its authority only through a bylaw, therefore, amendments to the *Delegation of Signing Authority Bylaw No. 09-031* will be required if Council wishes to implement recommendations contained in this report.

## PURPOSE

The purpose of this report is to seek Council's direction to amend the *Delegation of Signing Authority Bylaw* to streamline City process by authorizing execution of certain documents by City staff. The proposed amendments do not delegate authority to make decisions, which would remain with Council except where expressly delegated already.

## BACKGROUND

Under the existing *Delegation of Signing Authority Bylaw*, the general authority to execute legal documents on behalf of the City is delegated to the Mayor and the Corporate Administrator<sup>1</sup>, while execution of land title documents has been delegated to the Mayor provided that the execution is witnessed, in accordance with the *Land Title Act*, by the Corporate Administrator. In both instances, the signing authority applies only to instruments or transactions that have been approved or authorized by Council.

As a consequence of this delegation, execution of all documents requires co-ordination with the Mayor's and City Clerk's schedules. This adds unnecessary procedural steps and delays execution of some documents.

In recent years, in an effort to make the process more predictable, the City Manager has instituted a process whereby documents are signed once a week at a previously arranged time. Although it has been an improvement, which has provided predictability and certainty as to when documents are signed, it has not addressed the concerns about unnecessary delays. This is particularly true of land title documents typically associated with various land-use approval processes, such as restrictive covenants, easements, statutory rights of way, etc.

## ISSUES & ANALYSIS

Most legal documents are prepared or reviewed by the City's in-house lawyers prior to being submitted for execution. In other instances, they are standard form documents, which had been previously vetted by a lawyer. All legal documents require Council authorization or approval regardless of who signs them. That authorization can come in the form of general delegation in other bylaws, or specific direction in a bylaw or resolution.

Because all agreements and transactions require Council authorization, the requirement that all legal documents be signed by the Mayor is an unnecessary step that does not add anything to the process. In an effort to expedite completing of transactions, it is proposed that the *Delegation of Signing Authority Bylaw* be amended to provide for the following delegation of signing authority:

### A. Land Title Documents – City Clerk or City Solicitor

Documents that are filed in the land title office under the *Land Title Act* or the *Local Government Act* must be signed by a properly authorized representative in the presence of an "officer" who witnesses the signature in accordance with the *Land Title Act*. The typical documents filed in the land title office are covenants, easements, statutory rights of way, priority agreements, as well as modifications and releases of such documents. Every year, hundreds of such documents

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<sup>1</sup> Council has appointed the City Clerk as the Corporate Administrator

are prepared and entered into on behalf of the City. Most are done as part of land-use applications but some are entered into in other contexts.

These documents are typically prepared by applicant's lawyer using City approved templates and are reviewed by lawyers with Legal Services to ensure that they meet City requirements. Because holding of a public hearing or other Council approval step often requires registration of these documents in the land title office, there is frequently urgency to their execution. To expedite that process, it is recommended that the signing of such documents be delegated to the City Clerk and the City Solicitor. This would allow for either of them to sign such documents as soon as they are finalized and approved by all parties. Lawyers with Legal Services could act as "officers" for the purpose of witnessing the signing of these documents in accordance with the *Land Title Act*.

B. Procurement Contracts up to \$500,000 – Chief Financial Officer

Authorizing the Chief Financial Officer to sign majority of contracts involving the City would reduce the need for circulation of documents through City Hall and would expedite the process of entering into contracts. Delegation to the Chief Financial Officer is appropriate because any expenditure of City funds needs to be done in accordance with the financial plan and approved budgets.

C. Procurement Contracts above \$500,000 – City Manager

Significant contracts, that is those in value above \$500,000, should be signed by the City Manager to reflect their significance.

D. Offers to Purchase and Purchase and Sale Agreements in relation to land – Head of Strategic Real Estate

The Head of Strategic Real Estate negotiates purchase and sale agreements where the City is acting as either a purchaser or vendor. The decisions about all these agreements are subject to Council approval, however, once approval has been granted by Council, there is no need for the documents themselves to require the Mayor's signature. Allowing the Head of Strategic Real Estate to sign such documents would expedite the process by allowing staff directly involved in the negotiation and development of the agreements to execute them as soon as they are ready.

E. Leases and licences for use of City property other than streets – Head of Strategic Real Estate

Strategic Real Estate is tasked, among other things, with the management of the City's real estate portfolio that includes a number of commercial and other rental space. Strategic Real Estate staff negotiate and manage various leases and licences. The decisions about all these agreements are subject to Council approval, however, once approval has been granted by Council, there is no need for the documents themselves to require the Mayor's signature. Allowing the Head of Strategic Real Estate to sign such documents would expedite the process by allowing staff directly involved in the negotiation and development of the agreements to execute them as soon as they are ready.

F. Leases and licences for use of City owned property within road-right-of-ways – Director of Engineering and Public Works

The City owns public road-right-of-ways and owns much of the infrastructure within these right-of-ways. The City frequently is approached by persons interested in using this property under a lease or a licence. This may involve temporary occupation a road-right-of-way (e.g., sidewalk café), a longer-term use of abandoned underground pipes for telecommunication cables, or installation of equipment on street light poles. The approval of these types of requests rests with Council, however, once approval is granted the associated agreements can be more efficiently signed by the Director of Engineering and Public Works.

G. Licences and Operating Agreements for parks and outdoor recreation facilities – Director of Parks, Recreation and Facilities

Public parks are frequently used by community groups, sport leagues or teams, schools, as well as individuals for variety of purposes. Their use is normally governed by the *Parks Regulation Bylaw* but on other occasions requires individual agreements. The Director of Parks, Recreation and Facilities is responsible for management of parks and outdoor recreation facilities. Therefore, delegation of the signing authority of such licences and operating agreements would help streamline the process while keeping it with staff most knowledgeable about the transaction.

These proposed new delegations would be in addition to the existing authority for the Mayor and Corporate Administrator to sign all documents on behalf of the City, which would remain unaltered to ensure that, where appropriate, agreements could still be signed by the Mayor.

These proposed changes are intended to streamline the process for completion of transactions approved or authorized by Council. They relate to the signing of documents only and do not constitute delegation of any decision making authority, which would remain with Council, except where already expressly delegated through another bylaw.

## **OPTIONS & IMPACTS**

### Option 1 – Amend *Delegation of Signing Authority Bylaw* (recommended)

Amending the *Delegation of Signing Authority Bylaw* as proposed in this report would allow for quicker and more responsive completion of transactions approved or authorized by Council. The proposed delegation would also allow for signing of documents by staff who are already involved in their review and preparation. This would reduce City resources and time it takes to execute documents.

### Option 2 – Do not change signing authorities

Council can leave the current system unchanged. While not ideal, it is working well most of the time. The changes introduced in the last year to provide for somewhat predictable signing times have helped to address some issues. However, the process remains inefficient and consumes more City resources than necessary.

**CONCLUSIONS**

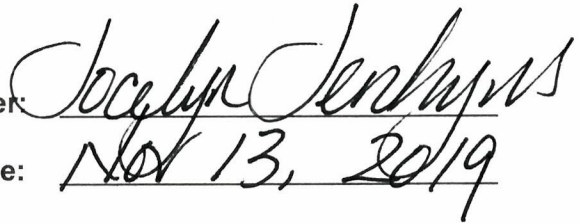
Streamlining the process for the signing of documents on behalf of the City has the potential to speed up the process for implementation of transactions approved by Council and would reduce the use of City resources currently involved in circulation of documents for execution. Therefore, changes to the *Delegation of Signing Authority Bylaw* are recommended. The proposed amendments are relatively simple and, if supported by the Committee of the Whole on November 21, proposed amendments can be brought forward to Council for the first three readings on November 28, 2019.

Respectfully submitted,



Tom Zworski  
City Solicitor

Report accepted and recommended by the City Manager:

  
Date: Nov 13, 2019

**List of Attachments**

*Delegation of Signing Authority Bylaw No. 09-031*