

In This Issue

Spring 2005

Our first article reviews the recent changes to Ontario's *Environmental Protection Act* known as the brownfields legislation. In particular, the article focuses on the rights, obligations and opportunities that are available to property owners who find themselves owning contaminated property.

The condition of a leased property at the end of its term is often a matter of debate between the landlord and its departing tenant. In our second article, we review the case of *Stellarbridge Management Inc. v. Magna International (Canada) Inc.*, where the Ontario Court of Appeal reviewed the law in respect of the tenant's obligations at the end of its lease term and the determination and calculation of damages should the tenant breach those obligations.

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Dealing With Contaminated Land: The New Brownfields Legislation

Introduction

You have just discovered that there is contamination on a property owned by you or your company. This raises a number of issues. How marketable is the property? What are the potential liabilities associated with this type of property? Will there be liability for any future clean up? Owners of contaminated properties need to consider the pros and cons of filing a Record of Site Condition.

The goal of the Brownfields Legislation is to provide some protection for property owners, developers and municipalities who clean up contaminated property from exposure to future regulatory clean-up orders and cost liability.

The practical concerns that need to be considered for those holding contaminated land as assets include:

1. the ability to sell;
2. the ability of prospective purchasers to obtain financing; and
3. the possibility of obtaining insurance coverage.

New Brownfields Legislation

Since June 1996, the *Guidelines for Use of Contaminated Sites in Ontario* (the "Guideline") published by the Ontario Ministry of the Environment ("MOE") governed the clean-up of contaminated land. The *Brownfields Statute Law Amendment Act, 2001*¹ ("Brownfields Legislation") created a new legislative regime regulating the clean-up and re-development of contaminated property. The purpose of the regime is to create a market for contaminated land so that such land, often found in the heart of our cities, does not lie fallow. The new Brownfields Legislation attempts to standardize the development process for contaminated lands.

The goal of the Brownfields Legislation is to provide some protection for property owners, developers and municipalities who clean up contaminated property from exposure to future regulatory clean-up orders and cost liability. Although this protection is limited, it may still spur co-operation amongst developers, municipalities and lenders to facilitate the redevelopment of contaminated properties.

Record of Site Condition

The new legislative regime came into effect on October 1, 2004, along with the Records of Site Condition Regulation²

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(the “Regulation”). A Record of Site Condition (“RSC”) is a document that discloses the environmental condition of a property. The current regime still contains many of the voluntary features of the Guideline days since the requirement to prepare a RSC and file it on the Environmental Site Registry is voluntary. However, several municipalities are requiring a RSC acknowledged by the MOE and filed on the Environmental Site Registry (“Registry”) before allowing development to proceed or prior to granting any municipal approvals. In particular, several municipalities are requiring a RSC be filed on the Registry prior to issuing a building permit. Also, many lenders and insurers are requiring that a RSC be filed prior to insuring or financing the property.

The RSC certifies that the environmental condition of the property meets the regulatory standards applicable for the proposed land use and contains information relating to the environmental status or condition of the property. The information in a RSC includes the legal description of the property, name of person filing, type of property use, levels of each contaminant remaining on the property and the remedial work performed on the property.

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The Regulations provide that only a licensed or registered professional (defined as a “qualified person”) may certify a RSC. The Ministry of the Environment will be developing a certification program for qualified professions and will redefine the requirements contained in the Regulation by October 1, 2006.

The filing of a RSC on the Registry provides protection from future regulatory orders. Owners who clean up properties and file Records of Site Condition, along with future owners, current and future occupants, and others having charge, management or control of the cleaned up property will be immune from MOE orders for further clean up, or from paying clean-up costs under the *Environmental Protection Act*.

However the immunity provided by filing a RSC on the Registry is limited and does not apply to civil claims, new

discharges of contamination (after the RSC is certified), or regulatory liability if contamination moves off-site from the RSC property. The immunity can also be lost when the regulations for soil management or disposal are contravened, the RSC contains false or misleading information, the actual use is not as set out in the RSC, or a term of a Certificate of Property Use (as explained below) is contravened.

In “emergency” circumstances, the MOE also has the authority to issue a limited order when there are reasonable grounds to believe that the residual contamination poses a danger to the health or safety of any person or threatens any existing water supplies.

Vendors of land who wish the protection of a RSC can either submit one themselves or contractually oblige the purchaser to submit one and still secure the protection of the RSC so long as the purchaser actually files the RSC on the Registry.

When the regime becomes mandatory later this year, the filing of an RSC will be required where there is a change in land use to a more sensitive land use and in circumstances specifically required under the Regulation. The level of sensitivity for properties runs from the most sensitive, residential to parkland, institutional (school) and agricultural to the least sensitive industrial use. If there is any remediation currently being contemplated or carried out, it would be prudent to finalize it prior to this approach becoming mandatory. However, as discussed above, owners should be aware that many municipalities, lenders and insurers are requiring that a RSC be prepared and filed on the Registry prior to approving development, financing the property or providing insurance coverage.

Site-specific risk assessment condition

In some circumstances, it is neither practical nor cost effective to remediate a property to the standards set out in the Regulation. Taking into account the proposed use of the property, and the degree and nature of the contamination, remediation to the standards set out in the Regulation may not be a feasible or practical solution. Also, in some instances it may be too difficult for a property to meet the site condition standards set out in the Brownfields Legislation. In any of these circumstances, property-specific standards could be developed through the preparation and acceptance of a risk assessment.

The Brownfields Legislation permits a qualified person to provide an “assessment of risk” to human health and the ecology. This assessment of risk, or risk assessment, is a scientific method of assessing the nature and degree of ecological and health risks for a specific property and specific contaminants. The Ministry of the Environment can certify a risk assessment that only requires the owner to clean up the property to the standard recommended by the qualified person, instead of the more stringent clean-up standard set out in the Regulation. Generally under a risk assessment the contamination levels on a property can be higher than the more stringent standards set out in the Regulation. When a property is subject to a risk assessment the Ministry of the Environment may issue a Certificate of Property Use, that may or may not be registered on title. Also, anyone dealing with the title of the property must be given a copy of the Certificate of Property Use or the transaction may be voided. The Certificate of Property Use is used by the Ministry of the Environment to put regulatory restrictions on a property where the contamination continues to exist in accordance with a risk assessment acknowledged by the Ministry of the Environment.

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The Chief Building Official is required to issue building permits based on compliance with the Certificate of Property Use and is prohibited from issuing a building permit where the proposed development contravenes the Certificate of Property Use. The MOE has the authority to place a variety of conditions in the Certificate of Property Use. These conditions may include the requirement that a landowner refrain from using the property for a specified use or from constructing a specified building on the property.

Environmental insurance

The ability to obtain environmental insurance is becoming an important element of contaminated land transactions.

Recently several insurance firms³ have created insurance products that address various of the risks involved in these types of land transactions. However, these products usually do not address all of the risks and can be fairly costly. But at times the cost of the insurance outweighs the risks of developing a brownfield site.

Conclusion

The purpose of the Brownfields Legislation is to “encourage the revitalization of contaminated lands.” Since the legislation is still less than one year old, whether its purpose is achieved remains to be seen. It is important to weigh the risks and benefits of filing a RSC. For example, if a property is cleaned up to the current legislative standards and the filing of a RSC is not required by the municipality, insurers or lenders, it may not be necessary. The RSC does not provide an owner with any more protection than the protection afforded by owning a clean site. Filing a RSC on the Registry could have potential negative impacts on the title of the property.

By filing a RSC, a property owner is allowing the public to access all of the information relating to the contamination and remediation. The RSC could make potential purchasers, insurers and lenders wary. It may be more prudent for an owner of a contaminated site to deal with these issues through the use of private commercial deals instead of the publicly accessible Registry. Also, there may be a “stigma” attached to previously contaminated property. Whether or not an owner should prepare and file a RSC will largely depend on the requirements of municipalities, lenders and insurers. More and more frequently a RSC is required in order to develop, insure or finance a property.



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1 The *Brownfields Statute Law Amendment Act, 2001*, amended the *Planning Act*, *Development Charges Act*, *Environmental Protection Act*, *Education Act* and the *Municipal Tax Sales Act*. Amendments were also made to section 365 of the *Municipal Act*.

2 O. Reg. 153/04.

3 Insurance firms such as: AIG, Chubb Insurance, Zurich and XL Environmental Inc. all offer environmental insurance products.

Tenant Obligations on Leaving a Leased Property: A Case Comment on *Stellarbridge Management Inc. v. Magna International (Canada) Inc.*

Introduction

Commercial leases contain obligations on the part of the tenant to keep its premises in a certain state of repair. There may also be specific obligations as to how the premises are to be returned to the landlord at the end of the lease term. If a tenant determines that it is not continuing on in its leased premises, it is not unusual for the respective views of the landlord and to the tenant to vary in respect of the state of repair required.

In *Stellarbridge Management Inc. v. Magna International (Canada) Inc.* (2004) 71 O.R. (3d) 263 (C.A.), the Ontario Court of Appeal reviewed the law in respect of the tenant's obligations at the end of the lease term and the determination and calculation of damages should the tenant breach those obligations.

Facts

Commencing in 1989 Magna International (Canada) Inc. ("Magna") leased a newly constructed industrial building from Stellarbridge Management Inc. ("Stellarbridge") for a ten year term. Under the terms of the lease, Magna had ongoing obligations with respect to the repair and maintenance of the premises (other than certain structural repairs that Stellarbridge was responsible for). Magna's obligations to repair and maintain were subject to an exclusion for reasonable wear and tear not inconsistent with the maintenance of the building as a first-class industrial premises having regard for the then age of the building.

The lease went on to provide that, at the end of the term, Magna was to deliver the premises back to Stellarbridge in a good state of repair and maintenance, subject to the exceptions provided in the lease. Magna also had an obligation to restore any changes it made to the interior of the premises to their previous condition prior to the changes having been made, again, subject to the reasonable wear and tear exception.

Although Magna had a right of renewal, it did not exercise that right and vacated the premises at the end of the initial

term of the lease. Once Stellarbridge was aware that Magna would be vacating and prior to the end of the term, the parties entered into negotiations regarding the extent of the tenant's obligations under the lease to repair and restore. Each party retained a consultant to assist, but the respective estimates varied greatly. Magna's consultant estimated a cost of \$119,700.00, while the estimate for Stellarbridge was \$1,321,504.75 (including lost rents due to the anticipated time required to effect the work). Not surprisingly, given that discrepancy, the negotiations were not successful.

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After Magna vacated the premises and they were re-leased to a new tenant, Stellarbridge commenced an action against Magna for the cost of repairs and lost rents, together with interest and legal costs.

The trial judge found substantially in favour of Stellarbridge, awarding damages for \$989,658.98, but applying a discount to the restoration and repair award to reflect a reasonable wear and tear exception. That discount applied was \$279,379.36 (being a discount of about 35%).

Both parties appealed the decision.

Court of appeal decision

The Ontario Court of Appeal reviewed the law in respect of restoration and repair obligations at the end of a lease term. The principles that the Court of Appeal confirmed from the case law included the following:

- The extent of the landlord's rights and the tenant's obligations come from the specific wording of the lease.
- Obligations to restore and obligations to repair impose distinct and separate obligations. Repairs are ongoing obligations throughout the lease term. A restoration obligation typically arises at the end of the term and requires the tenant to remove improvements it constructed or otherwise bring the premises back to the same condition (and configuration) it was in at the beginning of the term. Again, the specific lease document must be reviewed to determine the extent of these obligations.

Where the tenant's obligations are subject to "reasonable wear and tear," a landlord is not entitled to the return of a brand new, pristine industrial building at the end of the lease term.

- Where the tenant's obligations are subject to "reasonable wear and tear," a landlord is not entitled to the return of a brand new, pristine industrial building at the end of the lease term. This is the case even where the tenant was delivered a new building at the beginning of the lease term.
- Even where there is no "reasonable wear and tear" qualification, the courts will recognize that the damages for breach of a repair obligation depend upon the state of repair that is imposed on the tenants and a deduction from the repair costs may be appropriate.

The court then turned to the measure of damages for breach of the repair covenant. The court found that the analysis by Magna's consultant was flawed in that it was created to minimize the obligation to restore. The only flaw found in the evidence of Stellarbridge's consultant was that it assumed Magna was obligated to surrender a brand new building at the end of the term, failing to recognize the reasonable wear and tear qualification. However, the Court of Appeal rejected the reasonable wear and tear discount imposed by the trial judge on the basis that the onus was on the tenant to provide evidence to quantify the amount of the discount and Magna failed to do so in this case. Specifi-

cally, the evidence did not support the 35% discount applied by the trial judge. The tenant must specifically show that any deterioration resulted from reasonable wear and tear (and not other causes).

The damages award also contained a lost rent component. The trial judge had provided for damages equal to three months' rent, on the basis that it would have taken the landlord three months to undertake the repairs and restoration that the tenant was obligated to perform prior to the end of the term of the lease (and which it failed to do). The Court of Appeal affirmed the trial judge's decision with respect to this three month period.

As a result, the trial judgment was varied to increase the damages awarded to Stellarbridge by the amount of \$279,379.36. In effect, this was the cost to Magna of not advancing any evidence as to what discount should be applied for reasonable wear and tear.

The Court also considered issues relating to what interest rate applied to the damage claim (between the rate set out in the lease and the rate imposed generally by the *Courts of Justice Act*). The trial judge awarded interest based on the lease rate of prime plus 5%. The Court of Appeal reduced it to the *Courts of Justice Act* rate of 5.3%. Stellarbridge sought leave to appeal this aspect to the Supreme Court of Canada. Leave to appeal was denied.

Conclusion

This case is a reminder of how important the original drafting of the repair and restoration clauses in a lease can be. It also provides guidance as to determining the amount of damages where there is a breach of that obligation and, specifically, makes it clear that the onus is on the tenant (and not the landlord) to prove what discount should be applied to the cost of the work to reflect the reasonable wear and repair exception.



William (Bill) Rowlands is a partner and Chair of the Real Estate Group in Toronto. Contact him directly at 416-307-4065 or wrowlands@langmichener.ca.

Announcements

Lang Michener is pleased to announce that **Paula Lombardi** has joined the Real Estate Group in Toronto. Paula's practice is focused in the areas of environmental and regulatory law and land use planning matters. Prior to embarking on a career in law, Paula worked as a professional land use planner in both the public and private sectors.

Lang Michener is also pleased to announce that **Bill Rowlands** has been named as a leading practitioner in the area of commercial leasing in *The Canadian Legal Expert Directory 2005*. Bill is the chair of firm's Real Estate Group with a practice that focuses on commercial leasing (including retail, office and industrial), acting for both landlords and tenants.

As part of Lang Michener's Five O'Clock Lecture Series, **Bruce McKenna, Mark A. Richardson** and **Paula Lombardi** will be making a presentation on environmental matters (including the impact of the new brownfields legislation on purchase, sales and leasing) on May 25, 2005. Further details will follow or you can contact Bruce's assistant (Margaret Sierra at msierra@langmichener.ca) for additional information.

John Payne will be presenting an "Overview of an Agreement of Purchase and Sale" at "Buying and Selling Commercial Real Estate for Law Clerks," Law Society of Upper Canada, Toronto, June 16, 2005.

Paula Lombardi will deliver a paper on "Environmental Issues in Commercial Real Estate Deals" on July 20, 2005 at the Law Clerks' Forum, Insight Information, Toronto, Ontario.

Client success story

On January 31, Rogers Stadium Limited Partnership, part of the Rogers Communications group of companies, completed its purchase of the Toronto SkyDome from Sportsco International, L.P. for \$25 million. As owners of the Toronto Blue Jays baseball team, Rogers' move to acquire the stadium was a part of its overall goal to enhance the game and fan experience. Newly renamed the Rogers Centre, the stadium has been revitalized with new upgrades, including a new state-of-the-art scoring and display system, replacing the Jumbotron, and the installation of a new playing surface.

Lang Michener is pleased to have acted for Rogers as counsel with a team led by **Ron Carinci** (Real Estate) including **John Payne, Bruce McKenna, Matt German** (Real Estate), **James Stranges, Carl DeVuono, Sonia Keuroghlian, Adam Davis** (Business Law), **Brent McPherson** (Litigation), **Don Plumley, Peter Giddens** (Intellectual Property), **Kalle Soomer (Tax), Eric Friedman, Martin Rabinovitch, Jeff Heinbuch** (Banking and Restructuring), and **Howard Levitt** (Employment and Labour).

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Brief offers general comments on legal developments of concern to business and individuals. The articles in *Brief* are not intended to provide legal opinions and readers should, therefore, seek professional legal advice on the particular issues which concern them. We would be pleased to elaborate on any article and discuss how it might apply to specific matters or cases.

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