

# EDMONTON

## ADMINISTRATIVE PROCEDURE



### TITLE

**REVIEW AND EXECUTION OF AGREEMENTS**

### NUMBER

**A1459**

### DEPARTMENT

**CORPORATE SERVICES DEPARTMENT**

### DELEGATED AUTHORITY

**CITY SOLICITOR, CORPORATE  
SERVICES DEPARTMENT**

### CONTACT

**CITY SOLICITOR 496-7200**

### DEFINITIONS

### DATE

**JULY 4, 2013**

Approval as to Contents – Means confirmation by a City Representative that a Business Review has been conducted and the Third Party Agreement is acceptable to the Business Unit.

Approval as to Form – Means confirmation by a Solicitor that a Third Party Agreement is in a proper legal form.

Business Review – Means a review by a City Representative of the business terms of a Third Party Agreement.

Business Unit – A Department, Branch, Section or other unit of the City which is responsible for developing the business terms of a Third Party Agreement.

City Representative – A City employee who is responsible for approving the contents of a Third Party Agreement.

City Standard Form Agreement – A Third Party Agreement in a form which has been approved by a Solicitor as being a City Standard Form Agreement template and for which a standard process for preparation and execution has also been approved.

Delegation of Authority Documents – Documents which have been executed by the City Manager outlining the authority delegated by the City Manager to a City employee and documents executed by a City employee outlining the authority sub-delegated by a City employee to another City employee.

Legal Review – Means a review of the Third Party Agreement by a Solicitor.

Solicitor – A lawyer employed or retained by Law Branch.

Third Party Agreement – Any written document including those in an electronic form which is to evidence a legally binding agreement between the City and one or more Third Parties.

**AS TO FORM:**

**AS TO CONTENT:**

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Third Party – A legal entity other than the City.

**PROCEDURES & GUIDELINES****City Standard Form Agreements**

City Standard Form Agreements have been developed to facilitate efficiency and mitigation of legal risk.

A Third Party Agreement does not require Legal Review or Approval as to Form if it is a City Standard Form Agreement unless changes are made to the City Standard Form Agreement.

Corporate Services - Law Branch will maintain a directory and database of City Standard Form Agreement templates and their associated processes.

City Standard Form Agreements, and their associated processes, should be reviewed by a Solicitor on a regular basis and at least once every five years.

**Business Review**

The City Representative must conduct a Business Review before forwarding a Third Party Agreement for Legal Review.

In conducting a Business Review, the City Representative must:

- Consider whether the business terms outlined in the Third Party Agreement are acceptable for the Business Unit and, as appropriate, the City; and
- Consider all applicable City policies, directives, procedures and guidelines including:
  - Code of Conduct Directive A1100C
  - Contracting with Parties who have a Dispute with the City Directive A1428A
  - City Employees – Contracts with the City Directive A1203B; and
  - Purchasing of Goods, Services and Construction Directive A1439B.

**Legal Review**

City Representatives shall arrange for Legal Review of Third Party Agreements that are not City Standard Form Agreements.

City Representatives shall forward Third Party Agreements that require Legal Review to the Solicitor for the Business Unit:

- before the issuance of any tender or Request for Proposal associated with that Third Party Agreement (if applicable); and
- before execution.

City Representatives shall provide Third Party Agreements in their entirety to the Solicitor for Legal Review with sufficient background information to facilitate a fulsome and timely review.

In conducting a Legal Review, the Solicitor will identify:

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- and suggest mitigating strategies for legal risks inherent in the Third Party Agreement so as to assist the relevant Business Unit and signatories in making a fully informed decision prior to execution,
- whether Approval as to Form is required,
- any insurance requirements,
- any extraordinary indemnification or liability provisions, and
- non-compliance with legal requirements (e.g. MGA requirements).

In conducting a Legal Review, the Solicitor is not reviewing the business terms or approving the business risks undertaken in the Third Party Agreement.

### Approval as to Contents

The City Representative shall Approve as to Contents Third party Agreements prior to forwarding for Approval as to Form.

In Approving as to Contents, the City Representative confirms that:

- the business terms outlined in the Third Party Agreement are acceptable;
- the Third Party Agreement is in compliance with all relevant City policies, directives, procedures and guidelines; and
- any issues raised through the Legal Review have been considered.

### Approval as to Form

In Approving as to Form, the Solicitor confirms that:

- the parties in the Third Party Agreement are correctly named throughout
- the person purporting to sign for the City has the requisite delegated authority;
- the Third Party Agreement has been properly executed by the Third Party(ies), and
- all referenced attachments and schedules have been properly referenced and included.

### Execution of Third Party Agreements

Except in exceptional circumstances, Third Party Agreements should be executed by Third Parties prior to the City unless the Third Party Agreement is with another order of government.

Third Party Agreements shall be signed on behalf of the City by a City employee who has the authority, pursuant to Delegation of Authority Documents, to enter into the Third Party Agreement. The signature block should identify who is signing the agreement for the City. **Refer to Attachment I - Signature Block Template for appropriate templates:**

Unless otherwise instructed by a Solicitor, Third Party Agreements should be sealed by the Office of the City Clerk or a copy of that Third Party Agreement forwarded to the Office of the City Clerk for safekeeping.

### **ATTACHMENTS**

Attachment I – Signature Block Templates