

ELADCANADA

פרק ג': הערכות שווי

- 1. Valuation Report of Class A and AA Unites of El-Ad Properties USA (L.P) as of December 31, 2020**
- 2. הערכת שווי נכס Galleria ליום 31 בדצמבר 2020**

Valuation Report of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

El-Ad Properties USA (L.P)

March 2021



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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

Summary

Dear Mr. Amit Almog, CFO

Elad Canada Realty Inc.

Pursuant our engagement letter dated February 28, 2021, Elad Canada Realty Inc. has requested that we estimate the fair value of certain assets and liabilities attributed to class A and class AA units of EL-Ad Properties USA (L.P.) (hereinafter “**El-Ad Properties USA**”), as of December 31, 2020 (hereinafter “**the date of our report**”), under and based on the assumptions set forth in this report (hereinafter “**our report**” and/or “**our Work**”).

Our Report has been prepared solely for Elad Canada Realty Inc.’s accounting purposes, its independent auditors and for regulatory filings. Third parties should not make any use of or rely upon it for any purpose whatsoever without our explicit prior written approval

Based on our assessments and calculations, subject to the reservations stated above and below, we estimated the fair value of Class A and class AA units of El-Ad Properties USA at approximately USD 322 million.

Our Report, attached, includes a description of the methodology used in our work. The description included in Our Report is not meant to be a full and detailed description of all the procedures we adopted, rather it summarizes the main ones. This report is to be used for the preparation of Financial Statements of Elad Canada Realty Inc. to be published in the Tel Aviv Stock Exchange. We confirm that we have given our full consent to the inclusion of the valuation its entirety within the Financial Statements of Elad Canada Realty Inc. for the 2020 Annual Report to be published on the Tel Aviv Stock exchange, in March 2021.

Fair Value LTD

25 March, 2021



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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

Brief Description Of El-Ad Properties USA



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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

Brief Overview - General

- ▶ El-Ad Properties USA (L.P) (hereinafter "**El-Ad Properties USA**") is a holding Limited Partnership that holds 100% of Elad National Properties, LLC (hereinafter "**Elad National**" and/or "**The Company**").
- ▶ Elad National is a real estate company that operates through numerous subsidiaries in various real estate sectors such as, inter alia, residential, commercial and hotels.
- ▶ In these sub-sectors, the company is focusing mainly on:
 - ▶ Assets' purchase.
 - ▶ Development and renovation.
 - ▶ Assets rental for short and long periods.
- ▶ As per management, and based on El-Ad Properties USA's limited partnership agreement, the economic rights to assets and liabilities of the company are divided into three classes, as follows: (i) Class A (ii) Class AA (iii) Class B.
- ▶ We were requested to conduct a valuation report in regards with Class A and Class AA as of December 31, 2020 (hereinafter "**the date of our report Date**").

- ▶ Following is the company's balance sheet divided into the three classes as of December 31, 2020:

	<u>Class</u> <u>AA</u>	<u>Class</u> <u>A</u>	<u>Class</u> <u>B</u>	<u>Total</u>
<i>USD Millions</i>				
Investment properties	338.3	-	-	338.3
Investment in joint ventures	-	279.6	-	279.6
Note receivable	13.4	-	-	13.4
Restricted cash and cash equivalents	2.7	-	-	2.7
Total non-current assets	354.4	279.6	0.0	633.9
Inventory - real estate under development	-	-	307.9	307.9
Property, plant and equipment, net	-	-	0.9	0.9
Prepaid expenses and other assets	0.1	-	16.3	16.4
Accounts receivable	0.2	-	0.0	0.3
Financial assets	-	-	3.0	3.0
Note receivable	(13.4)	13.4	-	-
Restricted cash and cash equivalents	<u>0.7</u>	<u>8.0</u>	<u>0.5</u>	<u>9.2</u>
current assets	(12.3)	21.4	328.5	337.6
Total assets	342.0	301.0	328.5	971.5
Loans from financial institutions	-	-	-	-
Convertible loans from financial institutions	-	-	81.1	81.1
Convertible loan options	-	-	<u>10.2</u>	<u>10.2</u>
Total Non-current liabilities	-	-	91.3	91.3
Trade and other payables	1.9	-	21.3	23.2
Current maturities of loans from financial institutions	227.6	-	146.5	374.1
Customer deposits	<u>0.7</u>	-	<u>39.3</u>	<u>40.0</u>
Current maturities of loans from financial institutions	230.3	-	207.0	437.3
Total Capital before non-controlling interests	107.9	301.0	30.2	439.1
Non-controlling interests	3.8	0.0	0.0	3.8
Unitholder's equity	111.8	301.0	30.2	443.0
Total liabilities and unitholder's equity	342.0	301.0	328.5	971.5



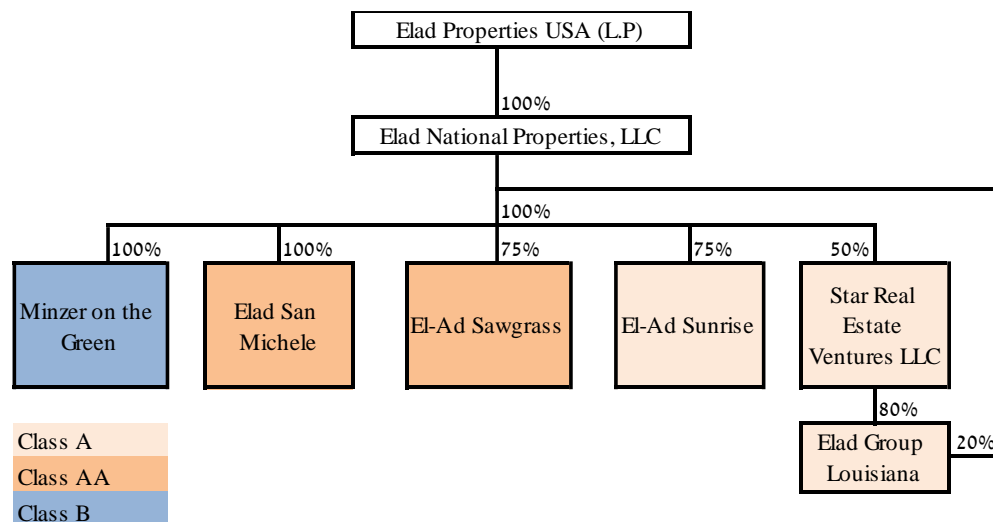
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Brief Overview – Elad National

- ▶ As described above and based on management representations, the company's assets and liabilities are allocated to different classes. The following is a brief description of each class main assets and liabilities:
- ▶ Class A – comprises mainly of investment in joint ventures, which includes holdings in El-Ad Sunrise (hereinafter “**GalleryOne**”) and Star Real Estate Ventures (LLC) (hereinafter “**Star**”). On November 20, 2020, the controlling shareholder of the company entered into a contract with a third party, in a binding agreement for the sale of the full rights of the controlling shareholder in Star assets. The transaction was completed on February 23, 2021. respectively, our report reflects star's post transaction balance sheet.
- ▶ Class AA – comprises mainly of company's investment properties, which include Elad San Michele condo and rental, El-Ad Sawgrass condo and rental and loans from financial

- ▶ Class B – includes assets and liabilities related to a residential multi family project. Additionally, class B includes two convertible loans granted to the company in 2017 in the sum of 82 USD Millions (hereinafter: “**The Convertible Loans**”).
- ▶ The Following chart illustrates the allocation of company's main assets to different classes¹:



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¹Source: Management information

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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

Brief Overview – Elad National – Class A & AA

- ▶ Below is a brief description of Class A main assets:
- ▶ **Star:**
 - ▶ Fully owns 30 multi family assets, mainly in southeast US.
 - ▶ 80% Holdings of Louisiana which includes eight subsidiaries, each owns multi family residential complex. The additional 20% are held directly by the company.
 - ▶ 51% holdings of L-Ad-V Management LLC (hereinafter “**Element**”) which engages in management and maintenance services to Star’s portfolio.
 - ▶ 50% holdings in Cedar Hill, Keswick Village and Rivoli Run, which are 3 subsidiaries, each include residential complex, located in Texas and Georgia.
 - ▶ 84% holdings of Star Maryland Holdings LLC (hereinafter “**Star Maryland**”), which holds approx. 49% in Star Maryland Portfolio JV LLC.
 - ▶ 16%-20% holdings of Delaware Statutory Trust.
- ▶ **Acquisition of Star**
 - ▶ On November 20, 2020, the controlling shareholder of the company entered into a contract with a third party, in a binding agreement for the sale of the full rights of the controlling shareholder in all of Star’s assets. The consideration was set at approx. USD 1.75 billion. The transaction, was completed on February 23, 2021. In our work and based on the company’s management representations, we adjusted star’s balance sheet to post transaction balance sheet, reflecting star’s assets and liabilities after the completion of selling its real estate assets.
- ▶ **GalleryOne**
 - ▶ 75% holdings of GalleryOne, located in Fort Lauderdale, Florida, and contain 13 hotel units, additional hotel units’ leasehold operation, commercial areas and parking area.
- ▶ **Louisiana**
 - ▶ 20% Holdings of Louisiana portfolio, described above. which includes eight subsidiaries, each owns multi family residential complex. The additional 20% are held directly by the company and are part of Class AA assets.



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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

Brief Overview – Elad National – Class A & AA

- ▶ Below is a brief description of Class AA main assets:
- ▶ **San Michele:**
 - ▶ A residential complex, located in Florida. The project comprises of condo and rental apartments.
- ▶ **Sawgrass Condo**
 - ▶ 75% Holdings of residential complex located in Florida.
 - ▶ The condo units are held under Tenancy in Common Ownership, a joint holding in which each partner has a right in every part of the land. As a result, the company does not obtain control, and the asset is treated in the company's financial statements as a joint operation and is estimated as part of the company's investment properties.
- ▶ **Sawgrass Rental**
 - ▶ 75% Holdings of El-Ad Sawgrass Management, LLC (hereinafter “**Sawgrass Rental**”), which owns part of Sawgrass complex.
 - ▶ The investment is consolidated in the company's financial statement and is estimated as a partly owned subsidiary.



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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

Brief Description Of Business Environment



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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

Market Overview - General

- ▶ The US economy has been characterized for a decade by consistent growth and a rise in gross domestic product (hereinafter "**GDP**") and growth in other economic indices, in line with global trends. Since the end of the economic crisis in 2008-2009, the US economy is growing steadily, with most of the growth attributed to an increase in household's private consumption, in particular an increase in online purchases and decrease in unemployment rates.
- ▶ In January 2020, the World Health Organization (hereinafter: "**WHO**") declared an outbreak of Novel Coronavirus pandemic (hereinafter: "**Coronavirus crisis**" and/or "**Covid -19**"), which has impacted the global economic activity in various areas, such as, transportation, consumer spending and social events.
- ▶ In order to prevent the spread of the Coronavirus, many countries around the world started to implement laws and regulation rules regarding to various restrictions, including, mandatory closures quarantines, travel restrictions and prohibited of gatherings and activities.
- ▶ The following is a description of the development of GDP in the United States between the years 2016-2020 (in USD trillion)²:

Year	GDP (USD trillion)
2016	18.7
2017	19.5
2018	20.6
2019	21.4
2020	20.9

CAGR 2.8%
- ▶ Based on the chart, during the years 2016-2020, US GDP grew at an average annual rate of approx. 2.8%. However, in 2020, the US GDP declined in approx. 2.3%, mainly due to the COVID-19 influences.



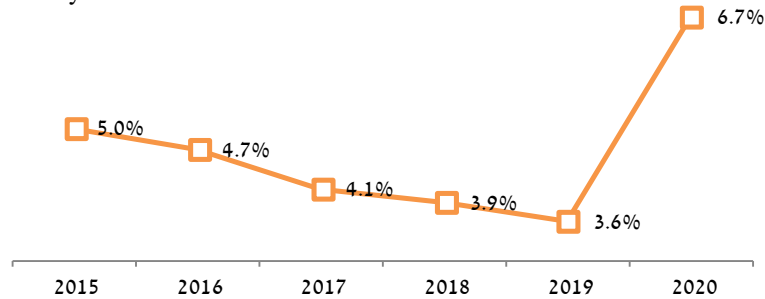
²Source: Federal Reserve Bank Of St. Louis

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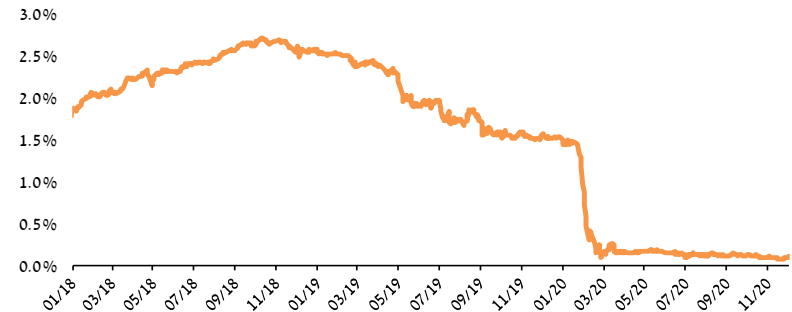
Market Overview - General

- ▶ The following is the unemployment rate in United States during the years 2015-2020³:

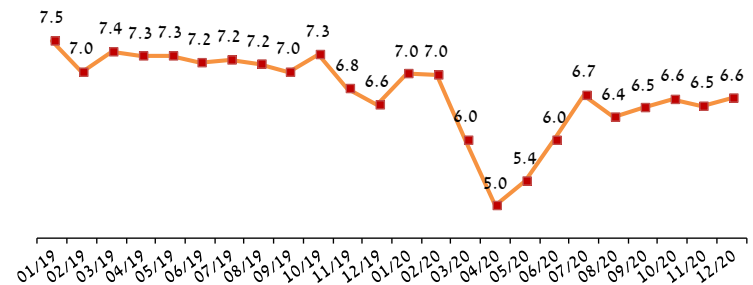


- ▶ During the year 2018, the Federal Reserve raised the interest rate by 0.25% four times, stopping at a range rate of 2.25%-2.5% by the end of 2018. With the increase in the participation rate in the US economy, a steady employment market and increasing concerns about the rising inflation, the interest rate was lowered 3 times, stopping at range of 1.5%-1.75% during 2019. During the year 2020 the interest rate was decline again and stopping at range of 0%-0.25%.

- ▶ The following graph illustrates the effective monthly interest rate development in the United States in the years 2018-2020⁴:



- ▶ The following are the number of jobs added to the American economy on a monthly basis during the year 2019 and during the first eleven months of 2020 (millions of jobs)⁵:



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³Source: Federal Reserve Bank Of St. Louis

⁴Source: : U.S. Bureau of Labor Statistics

⁵Source: Job Opening, Federal Reserve Bank Of St. Louis

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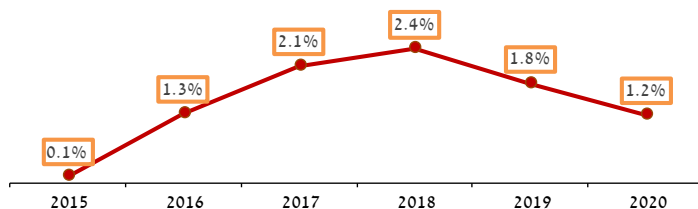
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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

Market Overview - General

- ▶ Analyzing the above chart, during 2019, a decline occurred in the number of new jobs added to the American economy. This decline is mainly attributed to a slight slowdown in the economic activity in the manufacturing and industrial sectors. During 2020, the number of new jobs added was declined down to 5.0 million in April 2020, mainly due to high level of uncertainty regarding future limitations and restrictions, resulting from the Covid-19. started from May 2020, there was a gradual increase in the number of new jobs added, up to approx. 6.5 million in November 2020.
- ▶ The following graph describes the development of the US annual inflation rate in the years 2015-2020⁶:
- ▶ Between the years 2015-2018 a moderate increase in inflation took place, mainly attributed to an increase in the American economic activity. Started from 2019, a decrease in the inflation rate occurred, attributed to a slight slowdown in the American economy following the backdrop of tensions concerning trade agreements with China in 2019, and attributed to the Covid-19 influences in 2020, as mentioned above.



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⁶Source: www.OECD.org

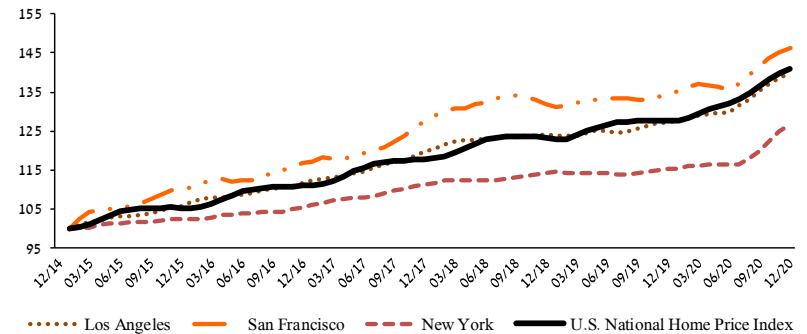
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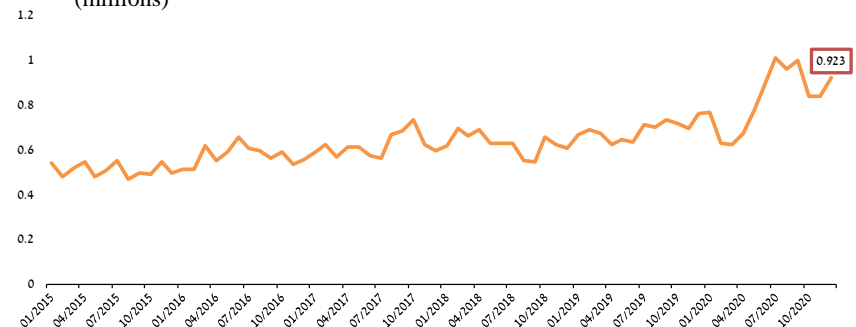
Market Overview - The USA Real Estate Market

- ▶ In the past decade, the United States real estate market has been characterized by rising apartment prices and increase in the number of transactions.
- ▶ The US real estate market can be divided to two main areas:
 - ▶ Residential
 - ▶ Commercial offices (including shopping malls and commercial centers).
- ▶ Despite the Coronavirus, the real estate market continued to perform well in the second half of 2020. One of the main reasons the housing market remain slightly stable during the pandemic is the record of low mortgage interest rates.

- ▶ The following is the development of the housing price index in the US between 2015-2020 and in several selected states (base year 2015)⁷:



- ▶ The following is the new home sales units in the US between 2015-2020 (millions)⁸



⁷Source: S&P/Case-Shiller, Federal Reserve Bank Of St. Louis

⁸Source: Refintiv, United States New Home Sales Units 2015-2020

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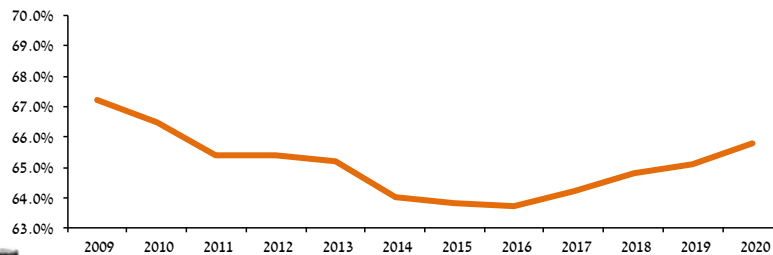
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Market Overview - The USA Real Estate Market

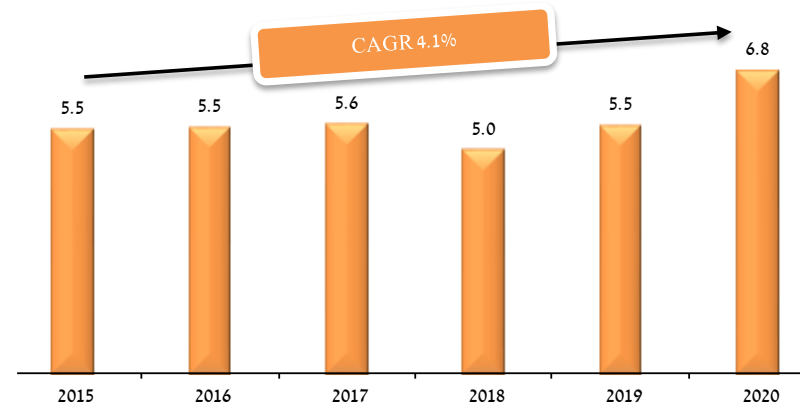
- ▶ Over the past decade there has been a decline in the rate of home ownership in the US. The decline in the rate of ownership of an apartment is attributed to:
 - ▶ The rise in housing prices, damaging the ability of the middle class to get mortgages loans, while wages rates rise lower than housing price.
 - ▶ A significant increase in student loans, attributed to Y-generation students who are unable to purchase a residential apartment and are therefore turning to the rental market.
- ▶ As of 2020, the ownership rate is approximately 65.8%. The following is the development of the US homeownership rate between 2009-2020⁹:



⁹Source: The Census Bureau, United States

¹⁰Source: Statista.

- ▶ The following is a description of existing home sales units in the United States between the years 2015-2020 (millions)¹⁰:



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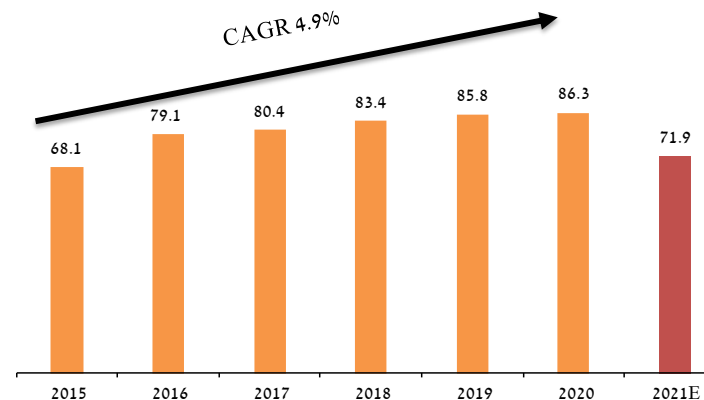
Market Overview - The USA Multifamily Market

Multi-family is a classification of housing referring to multiple separate housing units for residential purposes that are contained within one building or several buildings within one complex. These complexes are residential housing clusters that are classified into different levels according to the services provided in the complex, such as:

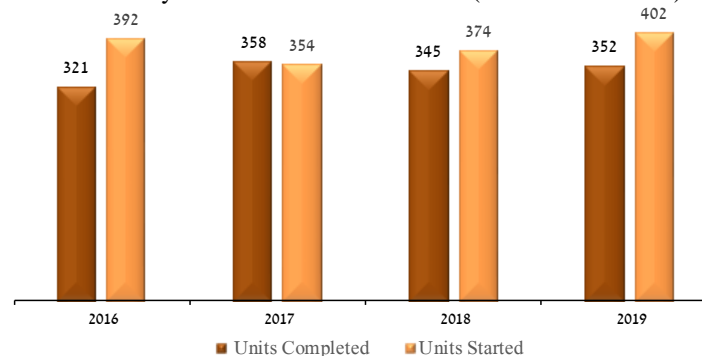
- ▶ Pools.
- ▶ Sports fields.
- ▶ Playgrounds.
- ▶ Gym.
- ▶ Shopping centers.
- ▶ Bike trails.

The multifamily market is characterized by a wide variety, ranging from luxury complexes to low socio-economic complexes. Besides, most of the complexes are located in the big suburbs, in which the rent is substantially lower compared to the city centers.

The following is the development of several US multi-family units between 2015-2020 and a forecast for 2021 (in millions)¹¹:



The following chart shows the units started and units completed of multi-family in the US from 2016-2019 (thousands of units)¹²:



¹¹Source:: Statista, 2020

¹²Source: The Census Bureau, United States



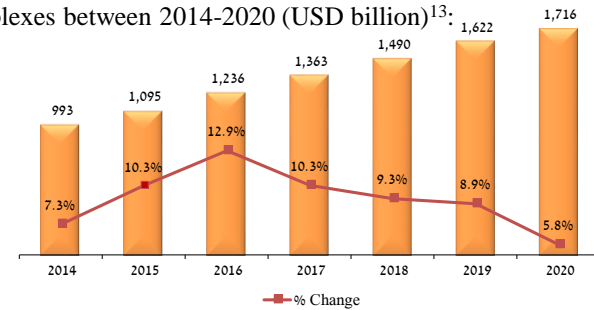
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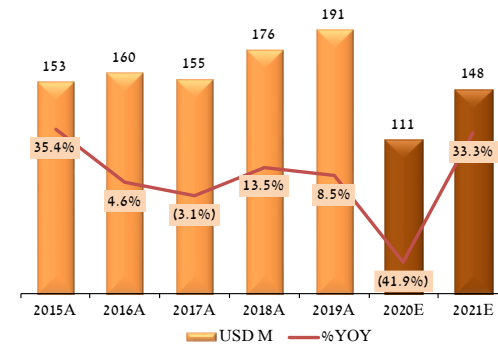
Market Overview - The USA Multifamily Market

- ▶ Multifamily complexes are classified to various asset class. There are three main types of rating: A rating, B rating, and C rating, with A rating being the highest. Each property is classified according to the level of services it offers, the quality of the buildings and the geographical location. Class A assets were impacted the most by COVID-19 in 2020 due to higher turnover from young adults moving back home, steady delivery of new supply and renters seeking less expensive housing.
- ▶ Another economic indicator that indicates an increase in demand for the purchase of multifamily complexes is the volume of mortgages, in which an increase in the demand for mortgages reflects the increase in demand for units.

- ▶ The following is the evolution of mortgages for the multifamily complexes between 2014-2020 (USD billion)¹³:



- ▶ The following describe multifamily investment market size actual in US between 2015-2019 and forecast for 2020-2021¹⁴*



- ▶ Based on CBRE Research the U.S. multifamily investment volume will reach approx. to \$148 billion in 2021.



¹³Source: Statista, 2020

¹⁴Source: CBRE Research, Q4 2020. *2020 forecast is based on actual numbers through September.

Brief Description of the Methodology



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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

Brief Description of the Methodology

General

- ▶ We estimated the Fair Value of Elad Properties' Class A and AA based on the Net Asset Value (NAV) method, based on the Company's balance sheets as of December 31, 2020. using the NAV method, we adjusted certain assets and liabilities to their fair value.

Following are the main adjustments that we made:

- ▶ **Investment properties** – we estimated the fair value of the company's investment properties based on appraisal reports as of the date of our report. **We should emphasize that we do express any opinion regarding these appraisals and that changes in these reports will occur to material changes in our report.**
- ▶ **Deferred tax liabilities** – as per management, the company and its subsidiaries are disregarded for US tax purposes. Therefore, we did not take into consideration any gaps between the fair value and the tax base of the company's assets.

- ▶ **Loans from financial institutions** – Based on management representations, we estimated that there is no material difference between the company's financial liabilities' book value and their fair value.
- ▶ **Capitalized Management Expenses** – net asset valuation should reflect the present value of the normative, long term ongoing management expenses, which are subtracted from class A and AA value. Based on the limited partnership agreement, approx., 25% of general and administrative expenses are allocated to class A and AA.



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Brief Description of the Methodology (cont'd)

▶ **Portfolio Premium** – based on discussion with management, the appraisal reports reflects the fair value of each property on a stand-alone basis and does not consider additional parameters and economic benefits which derives from owning a diversified portfolio. Following are some of the diversification benefits and costs savings advantage related to own a real estate portfolio, and does not reflect in the NAV calculation:

- ▶ Economics of Scale, such as, inter alia, maintenance and management costs.
- ▶ Financing advantages and access to capital sources.
- ▶ Enlarge investment opportunities.

In our report, we did not apply additional premium, since the portfolio of Star assets was sold, and given that Elad National owns 5 apartment communities which does not justify additional premium.

▶ **Exposure to Class B default risk** - as per management., the company received two convertible loans during the fourth quarter of 2017, in the aggregate amount of USD 82 million. The loans bear a 5.7% interest rate and as of the date of our report have a duration of approx. 5 years. The loans are convertible to participation units of the company at the sole discretion of the lenders. Although the convertible loans are allocated to class B units, the loans debtor is the company as a whole. Therefore, class A and AA units are expose to possible default scenarios. since based on company's representations, class A and AA loans are non-recourse, we estimated the possible exposure to class B default risk based on 5 years duration yields gap between secured and unsecured bonds.

Weighted Cost of Capital

▶ The Cost of Capital attributed to the company is the average cost of all its individual financing sources. In our report EL-AD Properties' cost of capital was estimated to be 5% (rounded), using the WACC - Weighted Average Cost of Capital model. For more details about the WACC calculated, please see the appendix A.



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Brief Description Of Main Elements of Risk and Uncertainty



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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

Main Elements and Uncertainty

▶ Economic evaluations are meant to portray, in a reasonable manner, a given state based on known data and defined elements of risk, while referring to basic assumptions and estimates that are derived from the data. Based on the data that has been presented to us and analysis of external sources of information, the main elements of risk and uncertainty that the company faces are as follows:

▶ **US economic decline and the COVID - 19 outbreak**

Most of the Company's operations are in the US. Therefore, a slowdown in the US economy could lead to a fall in demand and a slowdown in sales and leasing of the Company's US property portfolio. This possible slowdown is likely to adversely affect the Company's results and profitability.

▶ **The costs and expenses of operating a rental property**

Possession of rental real estate assets entails fixed expenses, the obligation of which is payable throughout the ownership period, whether the property generates any income. These costs include, inter alia, infrastructure services, heating and water, and municipal and state taxation expenses.

Occupancy rates on the one hand and the fixed expense structure on the other hand can lead to a decrease in the company's profits and a deterioration in its operations.

▶ **Competition**

The company apartment communities compete with other housing alternatives to attract residents, including other rental apartments, condominiums and single-family homes that are available for rent, as well as new and existing condominiums and single-family homes for sale. Competitive residential housing in a particular area could adversely affect the company ability to lease apartment homes and to increase or maintain rental rates.

▶ **Risks associated with buying assets**

Acquisition of new assets involves various risks that may affect the Company's operating results and ability to generate positive and stable cash flows from its operations. These risks include, among other things, unanticipated liabilities associated with the purchased property that have not been discovered in due diligence and whose representations and commitments made by the seller prior to the transaction do not provide adequate protection against them.



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Main Elements and Uncertainty (cont'd)

Failure to comply with or materialize any assessments relating to the profitability of operating the acquired asset and any unexpected expenses associated with the acquisition, financing or operation of the purchased asset.

▶ **Regulation**

The Company's operations are subject to US regulations, that apply to REIT companies. During 2019, several states, such as New York, California, and Oregon, began to implement regulatory regulations on rent control. The Company's inability to raise rent in the event of an increase in operating expenses and / or material investments in assets is expected to adversely affect the Company's results and profitability.

▶ **Environmental Hazard's and regulation**

Federal, state and local laws and regulations relating to the protection of the environment may require a current or previous owner or operator of real estate to investigate and clean up hazardous or toxic substances or petroleum product releases at such property. The owner or operator may have to pay a governmental entity or third parties for property damage and for investigation and clean-up costs incurred by such parties in connection with the contamination. These laws typically impose clean-up responsibility and liability without regard to whether the owner or operator knew of or caused the presence of the contaminants. Even in the event that more than one person be responsible for the contamination, each person covered by the environmental laws may be held responsible for all of the clean-up costs incurred. In addition, third parties may sue the owner or operator of a site for damages and costs resulting from environmental contamination emanating from that site.



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Main Elements and Uncertainty (cont'd)

▶ Transfer Pricing

In our report, according to the information that was given to us, we have assumed that the transfer pricing system in the group with affiliated parties reflects market prices.

- ▶ **The underlying assumption in this report, in accordance with the company's estimations, subject to the risks regarding the company's activities, is that the company can endure these risks and manage them in alignment with its forecast of future activities, as portrayed in this report. The estimations mentioned were not examined nor verified by us, and we hold no professional opinion regarding them. Any changes in the estimations mentioned will consequently lead to changes in this report.**



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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

Valuation of Class A and Class AA Units



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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

Valuation of Elad USA Class A and AA Units

Valuation Summary

- In our report, based on our assumption, the fair value of Class A and AA units as of December 31, 2020 is approximately USD 322 million, based on the following table:

	Note	Class A&AA BV	BV adjustments	Adjusted BV	Fair Value	valuation Gap
<i>(USD Millions)</i>						
Investment properties	1.1	338.3	(54.3)	284.1	284.1	-
Partly owned subsidiaries*	1.2	-	16.1	16.1	16.1	-
Investment in Joint Ventures	1.3	279.6	-	279.6	203.0	(76.6)
Other operating liabilities' net		11.1	0.2	11.3	11.3	-
Net financial debt	1.4	(216.2)	34.1	(182.1)	(182.1)	-
Capitalized management expenses	1.5	-	-	-	(10.0)	(10.0)
Exposure to calss B debt risk	1.6	-	-	-	(0.4)	(0.4)
Non controlling intersts		<u>(3.8)</u>	<u>3.8</u>	=	=	=
Class A&AA Equity (100%)		408.9	-	408.9	322.0	(87.0)

* Sawgrass Rental

- For class A and AA split, please refer to Appendix B.



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Valuation of Elad USA Class A and AA Units (cont'd)

1.1 Investment Properties

- The following table summarizes the company's investment properties attributed to class A and AA as of December 31, 2020:

	State	Ownership	Occupancy	NOI	Cap rate	Appraisal Discount rate	Book Value	Fair Value
<i>(USD Millions)</i>								
San Michele	Florida	100%	93.3%	5.5	3.6%	4.0%	151.3	151.3
San Michele Condo	Florida	100%	91.8%	3.3	3.8%	4.0%	85.9	85.9
Sawgrass Condo	Florida	75%	90.7%	1.7	3.6%	4.0%	47.0	47.0
Total investment properties without Sawgrass Rental							284.1	284.1

- The investment properties were estimated at approx. USD 284.1 million USD, based on appraisal reports as of the date of our report and include three multi family residential complexes for both rental and condo.
- The cap rates implied from the appraisals are approx. 3.6%-3.8%. Since these cap rates considered relatively low, we did not apply additional portfolio premium.



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Valuation of Elad USA Class A and AA Units (cont'd)

1.2 Partly Owned Subsidiary Adjustments – Sawgrass Rental

- Sawgrass Rental owns about 178 housing units in the Sawgrass complex. The following table is a valuation summary of Sawgrass Rental:

	State	Occupancy	NOI	Cap rate	Book Value	Fair Value
<i>(USD Millions)</i>						
Sawgrass Rental	Florida	91.3%	2.1	3.9%	54.3	54.3
Other operating liabilities net					(0.2)	(0.2)
Net financial debt					(34.1)	(34.1)
Total 100%					19.9	19.9
Elad USA's Share (75%)					16.1	16.1

- The investment property was estimated at approx. USD 54.3 million USD, based on appraisal report as of the date of our report. The cap rate implied from the appraisals is approx. 3.9%, which consider relatively low. hence, we did not apply additional portfolio premium.
- Net financial debt and other operating liabilities' fair value were estimated based on their book value.

1.3 Investment in Joint Ventures

- The following table summarizes the company's investment in Joint Ventures partly owned by Elad National:

	Note	Ownership	Book Value	Fair Value
<i>(USD Millions)</i>				
Star Real Estate Ventures LLC	1.3.1	50%	259.6	180.8
GalleryOne	1.3.2	75%	0.7	6.2
Louisiana Holdings	1.3.3	20%	19.3	16.0
Total investment properties			279.6	203.0

- 1.3.1. Star Real Estate** - For further information regarding the valuation of Star real estate see note 2.



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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

Valuation of Elad USA Class A and AA Units (cont'd)

1.3.2 GalleryOne

- ▶ Holds 13 hotel units, commercial areas and parking lots which form part of the condo hotel Gallery One DoubleTree in Fort Lauderdale, Florida. The fair value of the Units Leasehold Operation, so as the fair value of Gallery One's properties in the hotel, was determined according to an appraisal as of December 31, 2020
- ▶ GalleryOne holds 13 hotel units, additional hotel units leasehold operation, commercial areas and parking area. The units leasehold operation reflects 220 hotel units that GalleryOne leases from their owners and sublease them to the hotel management company in return of monthly fees. The leasehold operation does not reflect in the company's financial statements, but is taking into consideration in the appraisal report, which derives gap between the book value and the fair value of GalleryOne.

1.3.3 Louisiana Holdings

- ▶ Louisiana Holdings comprises of 8 subsidiaries, each holds multi family residential complex.
- ▶ The fair value of Louisiana Holdings was estimated based on management's representations regarding the consideration paid for Louisiana Holdings' assets within the Star's transaction, given that Star's holds approx. 40% of Louisiana Holdings.

1.4 Net Financial Debt

- ▶ Most of the Liabilities are non-recourse mortgage, which are registered against Sawgrass and San Michele properties. Based on management representations, we estimated that there is no material difference between the company's financial liabilities' book value and their fair value.



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Valuation of Elad USA Class A and AA Units (cont'd)

1.5 Capitalized Management Expenses

- The average yearly normative expenses related to Elad National as a whole were estimated at approx. USD 3 million in previous years and in USD 2.0 million in 2020.
- Based on the limited partnership agreement, approx., 25% of general and administrative expenses are allocated to class A and AA..
- We used 5% discount rate.
- The following table summarizes the Capitalized Management Expenses (USD millions):

Capitalized Management expenses	
Total Elad National management expenses	2.0
Related to Class A&AA	25%
Management expenses Attributed to existing portfolio	0.5
WACC	5%
Capitalized Management expenses	10.0

1.6 Exposure to Class B default risk - as per management, the company received two convertible loans during the fourth quarter of 2017, in the aggregate amount of USD 82 million. The loans bear a 5.7% interest rate and as of the date of our report have a duration of approx. 4 years. The loans are convertible to participation units of the company at the sole discretion of the lenders. Although the convertible loans are allocated to class B units, the loans debtor is the company as a whole. Therefore, class A and AA units are expose to possible default scenarios. Since, based on company's representations, class A and AA loans are non-recourse, we estimated the possible exposure to class B default risk based on the 5 years duration yields gap between secured and unsecured bonds, as follows (USD millions):

Loans Balance	85.0	A
BBB yield rate	1.9%	B
BBB- yield rate	2.4%	C
Yields Gap	(0.5%)	D=B-C
Expoure	(0.4)	A*D



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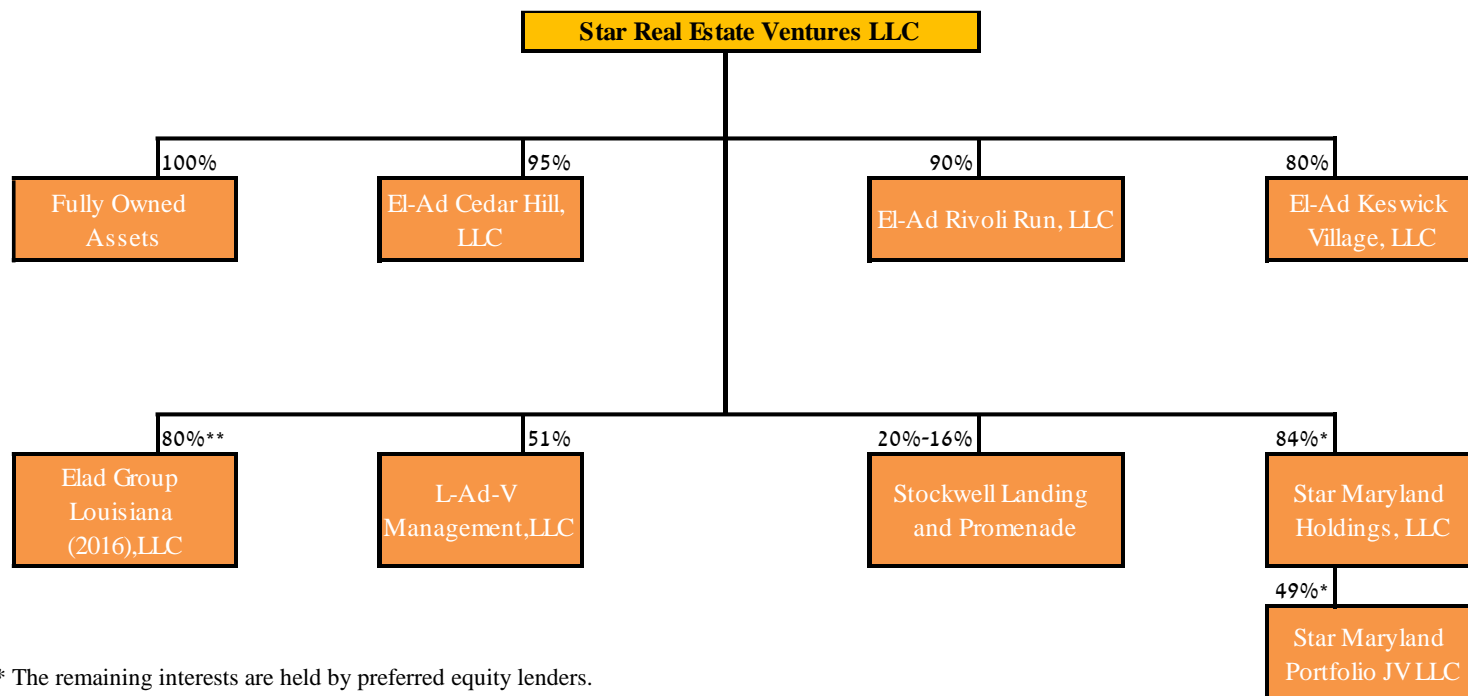
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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

Valuation of Elad USA Class A and AA Units (cont'd)

2 Valuation of Star Real Estate

➤ The following chart describe Star's Holding structure as of December 31, 2020:



* The remaining interests are held by preferred equity lenders.

** The remaining 20% are held directly by Elad National Properties.



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Valuation of Elad USA Class A and AA Units (cont'd)

- The following table summarizes Star's Net Asset Value as of December 31, 2020:

	<u>Book Value</u>	<u>Adjustments</u>	<u>Fair value</u>	<u>Note</u>
	<i>USD Millions</i>			
cash from sales of assets	-	353.8	353.8	2.2
Investment properties	1,360.4	(1,360.4)	-	
Investment in joint ventures	108.1	(108.1)	-	
Restricted cash and cash equivalents	<u>10.2</u>	<u>(10.2)</u>	-	
Total non-current assets	1478.7	(1,124.9)	353.8	
Prepaid expenses and other assets	3.9	(3.9)	-	
Restricted cash and cash equivalents	25.8	(25.8)	-	
Receivables/restricted cash/other assets	-	<u>13.2</u>	<u>13.2</u>	2.1
Total non-current assets	29.7	(16.5)	13.2	
Total assets	1508.4	(1,141.4)	367.0	
Loans from financial institutions	<u>911.4</u>	<u>(911.4)</u>	-	
Total Non-current liabilities	911.4	(911.4)	-	
Trade and other payables	17.2	(17.2)	-	
Current maturities of loans from financial institutions	31.0	(31.0)	-	
Customer deposits	<u>4.5</u>	<u>(4.5)</u>	-	
Total current liabilities	52.7	(52.7)	-	
Equity attributable to partners	520.5	(158.8)	361.7	
Non-controlling parties	<u>23.8</u>	<u>(18.5)</u>	<u>5.3</u>	
Total equity	544.3	(177.3)	367.0	
Total liabilities and equity	1508.4	(1,141.4)	367.0	



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Valuation of Elad USA Class A and AA Units (cont'd)

Based on our report and based on management's representations, the estimated fair value of Star's shareholders adjusted equity is estimated approximately at USD 361.7 million, compared with a book value of USD 520.5 million. Elad National's share (50%) is estimated at approx. USD 180.8 million, compared with a book value of USD 259.6

2.1 Receivables/restricted cash/other assets

- ▶ As per management, a total of USD 13.2 are refunds receivables.

2.2 Cash from sale of assets

- ▶ As per management, the total consideration for Star's assets is approx. USD 1,750 million. the remaining cash available after the repayment of loans and other liabilities is expected to be approx. USD 354 million, as detailed:

Total cash after Closing

Total Consideration	1,750.0
Loans repaid/assumed	(1,164.9)
Preferred equity (Maryland)	(95.1)
Closing costs and others	(16.4)
Less deposit	<u>(5.0)</u>
Net proceeds	468.6
Payoff to Banks	(14.0)
Payoff to STAR Real Estate Issuer LP	(83.6)
Payoff to Star Maryland Holdings Investor LLC	(14.6)
Repay loan to Yellowstone	<u>(2.5)</u>
Total payoffs	(114.8)
Cash Available for distribution	353.8



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Appendixes



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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

Appendix A - Weighted Cost Of Capital - WACC

Cost Of Equity			Cost Of Debt		
rf	Risk- Free Interest Rate	0.9%	Kd	Cost of Debt Financing ⁽²⁾	2.7%
β	Beta ⁽¹⁾	0.9	T	Tax Rate	0%
(rm-rf)	Equity Risk Premium	5%	D/V	Financial leverage ⁽³⁾	37%
Rs	Specific Risk Premium ⁽⁴⁾	1%	E/V	Equity to Capital	63%

$$\text{CAPM (modified) : } K_e = r_f + \beta * (r_m - r_f) + r_s = 6.4\%$$

$$\text{WACC (Rounded) = } E/V * K_e + D/V * K_d * (1 - T) = 5.0\%$$

Notes

⁽¹⁾ Based on peer companies. for further details, please refer to appendix C.

⁽²⁾ based on the implied yield derived from company's re-finance on November, 2019, extrapolated to ten years.

⁽³⁾ Based on peer companies. for further details, please refer to appendix C.

⁽⁴⁾ Additional specific risks.



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Appendix C – Peers Companies Elad Properties

➤ Following are details of peers companies of Elad properties as of December 31, 2020:

Company	β_u	Company	D/V
Mid-America Apartment Communities Inc	0.5	Mid-America Apartment Communities Inc	24%
Equity Residential	0.6	Equity Residential	28%
Avalonbay Communities Inc	0.8	Avalonbay Communities Inc	25%
Essex Property Trust Inc	0.6	Essex Property Trust Inc	29%
Camden Property Trust	0.6	Camden Property Trust	22%
UDR Inc	0.6	UDR Inc	34%
Bluerock Residential Growth REIT Inc	0.2	Bluerock Residential Growth REIT Inc	88%
Independence Realty Trust Inc	0.6	Independence Realty Trust Inc	44%
Average β_u	0.6	Average	37%
Implied Specific β_l	0.9		
Implied Specific β_l Prospective	0.9		



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Appendix D - Star - Partly Owned Subsidiaries – Louisiana Holdings

➤ Following are details of assets sold in the Acquisition of Star Real Estate Ventures LLC and 1Elad Group Louisiana

Number	Name of asset	Number	Name of asset
1	Keswick Village	25	Melrose on the Bay
2	Champion Lake	26	Park at Lake Magdalene
3	River Walk	27	Reserve at Lake Pointe
4	Charleston Place	28	Savannah Place
5	Arbor of BC I	29	Somerset Place
6	Arbor of BC II	30	Tuscany Pointe 1
7	Pavilion Court	31	Tuscany Pointe 2
8	Grand Seasons	32	Grove at Stonebrook
9	Hills of Aberdeen	33	Manchester at Wesleyan
10	Chateau Mirage	34	Park at Northside
11	Harborside	35	Rivoli Run
12	Villa Du Lac	36	Traditions at Augusta
13	Century Lake	37	Windsor Lakes
14	Audubon Lake	38	Avalon at Northbrook
15	Chateau Des Lions	39	Lake Pointe
16	Peppertree	40	Autumn Woods
17	Pointe Sienna	41	Briarcliffe
18	Promenade	42	Glenwood
19	Stockwell Landing	43	Hidden Tree
20	Morningside	44	Summerlin at Concord
21	Tamarron	45	Cobblestone Grove
22	Top Field	46	Verandas on the Green
23	Village Square	47	Legacy of Cedar Hill
24	Preserve at Sagebrook	48	Camino Real



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Appendix E - Our Professional Credentials

- ▶ Fair Value Ltd, is a privately associated corporation (the “**Company**”). The Company specializes in financial advisory and professional evaluations for the purposes of financial reporting and expert opinions to courts, for tax purposes and regulatory and statutory authorities in Israel and abroad.
- ▶ Mr. Eli Elal, (CPA) ASA, is the chief appraiser, certified as a Senior Appraiser by ASA, American Society of Appraisers. In addition, Mr. Elal is the Vice president of the international chamber of ASA, and its representative in Israel.
- ▶ The Company has a team of accountants and economist’s experts, highly qualified as financial advisors and evaluators. Among the Company’s clients are dozens of large private companies and publicly traded companies in Israel.
- ▶ The Company has four main areas of expertise:
 - Corporate Valuation
 - Quantitative Finance & Derivative Valuation
 - Financial and Economic Modeling
 - Litigation and Transaction Support



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Appendix F - Limiting Conditions

- For the purpose of Our Report we have relied on information sources, which seemed to us reasonable, complete, exact and up-to-date. Furthermore, we have not come across any sign that indicates that these sources are unreasonable. We must emphasize that Our Report does not include a due diligence examination or any other examination verifying or validating the said information. Therefore, Our Report may not be considered to be a confirmation that the data given to us is correct, complete or exact. In Our Report we have also dealt with forward-looking data that was given to us by company. Forward-looking data refers to data that lacks certainty with regards to the future and is based on information that exists in the Company at the date of Our Report. This data includes expectations and intentions of the Company at the date of Our Report. If the expectations of the Company are not realized the results are likely to be different from the expected results based on this data. We must emphasize that alterations in the main variables and/or the information are likely to change the basis of the fundamental assumptions in Our Report, and consequently our conclusions. Therefore, Our Report must not be viewed as any verification or indication of the correctness, completeness or preciseness of the data, but rather as an indicative economic evaluation based on economic models and future estimates, as detailed below in the body of Our Report. Furthermore, we reserve the right to update Our Report based upon any new data that was not presented to us prior the completion of Our Report. Our Report, includes a description of the methodology used in the examination. The description included in Our Report is not meant to be a full and detailed description of all the procedures we adopted, rather it summarizes the main ones.



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Appendix F - Limiting Conditions (cont'd)

- ▶ Our Report contains figures that were created using computer based calculations. therefore some of the figures displayed may contain slight insignificant deviations. Our Report relates to the composite of aspects associated with the fair value of the Company and is not a recommendation to take any action whatsoever, including investing in, selling of or disposing of any holding. Due to the business uncertainty inherent in the attempt to evaluate the economic variables that were used in Our Report and the numerous exogenous and endogenous parameters of the Company that are likely to affect the results of its operations in the future and the value of its assets, there is no certainty or guarantee that the results of the models and the estimates in Our Report will actually occur, their objective is to reflect the existing information, to the best of our knowledge, at the date of this report. We should also state that this examination is meant to reasonably and fairly reflect a given situation at a specific time, on the basis of the data available, and relating to the basic assumptions and the forecast estimated on the basis of existing information, and is only relevant as of the date of its preparation. Nothing in Our Report may be construed as any type of legal advice or opinion. The interpretation of the various documents we studied was performed only for the purpose of Our Report, and is not an expression of our opinion of them. The information appearing in Our Report does not claim to include all the information which potential investors or any other agents are likely to require. Various investors are likely to have different objectives, considerations and methods of examination on the basis of other assumptions and, accordingly, the economic value with which various parties may undertake economic activities is likely to be different. Our Work was done in accordance with assumptions and presentations, provided by company and is solely for this purpose and use. We do not have any responsibility of any sort whatsoever to the reader for causing damages of any type whatsoever or in any other way. We are not obligated to update this document and are not responsible for the preciseness of the content in it and to the fact the information has not changed since the date of our Work.



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Appendix F - Limiting Conditions (cont'd)

- ▶ Evaluations are not an exact science and their conclusions depend on the discretion of the evaluator. Therefore there is no single and unequivocal value and our Work sets a reasonable range of the value. We believe that the value determined in our Work is reasonable based on the information provided to us by company's Management. Notwithstanding the aforesaid, another evaluator is likely to reach a different value. We will not bear any responsibility in any event of a loss, damage or financial expense created as a result of any use made by the reader or any user of this document, to carry out or should the reader rely on this document, or in any other events resulting as a result of achieving access by the reader to this document. As part of the agreement with the client, we will be exempt and will not be held responsible or liable under any circumstances for any damage, loss, expense, cost, etc., of any kind, directly or indirectly, caused to client and/or to the company and /or to any party on its behalf and / from any and all matters relating to the information received by the Company and / or its designee, including but not limited to inaccuracy or lack or as a result of any discrepancy or other defect, of any kind or type, related to the information. We will not be liable for any loss, damage or expense arising out of any use by any reader or user of this document, or any reliance of a reader on this document, or any other event resulting from obtaining a reader's access to this document. In addition, we shall be liable to participate up to a limit of three times our fees, and shall not be liable in any event for any further damage, loss, expense, cost, etc. of any kind or type, whether direct or indirect, caused to the client and / or any third party, due to an act and / or omission directly or indirectly related to the services we provide to the client (including in the case of negligence on our part or by any employee or officer on our behalf), except in case of gross negligence and / or fraud and / On our part.



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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020

Appendix F - Limiting Conditions (cont'd)

- ▶ In any case in which a claim or complaint is filed against us, of any kind, related to the services rendered by us to the client, without exception, client shall reimburse or indemnify us, as the case may be, for any amount required or to be paid, exceeding our mentioned above fees. In addition, the client will reimburse or indemnify us, as the case may be, for all reasonable expenses for the purpose of defending against any such claim or procedure, including in respect of full attorneys' fees. We will notify the client of any demand or claim brought against us in reasonable time following its receipt by us. We will notify the client in writing of any demand or such claim, immediately after receiving it. In the event that such a demand or claim is brought against us, client reserves the right to facilitate our legal defense and employee an attorney to represent us. The identity of the attorney will be brought to our approval in advance (and in the event that we object to the lawyer proposed by company, he will be replaced by another lawyer whose identity will be approved by us). Such approval shall not be unreasonably withheld. we will cooperate, in a reasonable fashion, with any attorney that we have approved of as aforementioned and the client will cover all expenses in conjunction with our cooperation. This will be done in such a manner that we will not incur any related expenses whatsoever. In addition, we will not be able to compromise in any claim or demand without the prior written consent of the client. We do not have any personal interest in Elad Canady Realty Inc's and/or the company's securities, their shares, shareholders and their related parties, as defined by law and case law. For proper disclosure, from time to time we carried out different valuations for the client and/or its related parties. We also state that no limitations were set with regards to our fees, including the results of Our Work. We are independent of the client and/or the company and or their related parties within the meaning of this term under the Israeli Securities Authority's regulations.



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Appendix G – Previous Valuations

- ▶ We previously evaluated the fair value of certain assets and liabilities attributed to class A and class AA units of El-Ad Properties USA, as of December 31, 2019 (hereinafter “**the previous valuation**”).
- ▶ In the previous valuation, based on our assessments and calculations, we estimated the fair value of Class A and class AA units of El-Ad Properties USA at approximately USD 440 million.
- ▶ The decline in the fair value of Class A and class AA, of approximately USD 118 million, comparing to our current valuation is attributed mainly to the sale of Star’s portfolio below its book value.



Finance ▶ Valuations ▶ M&A ▶ Expert Opinions ▶ Taxes ▶ Derivatives

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Valuation of Class A and AA Units of EL-Ad Properties USA (L.P.) as of December 31, 2020



**CUSHMAN &
WAKEFIELD**

APPRAISAL OF REAL PROPERTY

Land Valuation - Galleria Mall
1245 Dupont Street
Toronto, Ontario

IN A NARRATIVE APPRAISAL REPORT
As of December 31, 2020

Prepared For:
2470347 Ontario Inc.
2235 Sheppard Avenue East,
Suite 1700
Toronto, Ontario
M2J 5B4

Prepared By:
Cushman & Wakefield ULC
Valuation & Advisory
161 Bay Street, Suite 1500
Toronto, ON M5J 2S1
C&W File ID: 20.900624
CONFIDENTIAL



Appraisal of Development Lands
1245 Dupont Street (Galleria Mall),
Toronto, Ontario



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www.cushmanwakefield.com

November 21, 2020

2470347 Ontario Inc.

2235 Sheppard Avenue East,
Suite 1700
Toronto, Ontario,
M2J 5B4

Re: **1245 Dupont Street (Galleria Mall)**
Toronto, Ontario

C&W File ID: 20.900624

Dear Sirs:

Cushman & Wakefield ULC is pleased to transmit this Narrative Appraisal Report, estimating the market value of the above referenced subject property - 1245 Dupont Street ("The Galleria"), Toronto, based on its highest and best use. More specifically, the subject property comprises Blocks, 1, 2, 3 and 4 of "The Galleria" development site. The four development blocks, which are the subject of this report, have a total land area of 6.84 acres, excluding roadways, or 298,032 square feet of land. The overall development site received Official Plan Amendment and Zoning Amendment approvals in May 2018 for a large master planned community comprising a total of 8 towers, a community center and a large public park, to be built out in five phases. Blocks 1-4, which form the subject of this report, are zoning- approved for a total gross floor area (GFA) of 2,077,865 square feet, yielding a floor space index (FSI) of about 7 times the total land area of the four blocks.

By agreement, this is a Narrative Appraisal Report, which contains the data, reasoning and analysis upon which our value conclusion is based. This document has been prepared in accordance with the Canadian Uniform Standards of Professional Appraisal Practice (The Standards) as adopted by the Appraisal Institute of Canada.

"We the undersigned, hereby grant our consent to 2470347 Ontario Inc. and Elad Canada Realty Inc. (hereinafter: "the Company") to the inclusion of this appraisal report within the Company's Consolidated Financial Statements as of December 31, 2020 to be published in March 2021 in the Tel-Aviv Stock Exchange."

The purpose of this appraisal is to estimate the current market value of the subject property. Elad Canada Realty Inc. is also an intended user of this report. It is our understanding that the intended use of the appraisal is for internal purposes. 2470347 Ontario Inc. and Elad Canada Realty Inc. may only rely upon the report. It may not be reproduced, in whole or in part, without our prior written agreement. It is subject to the Assumptions and Limiting Conditions contained in the Appendix, in addition to any in the report. In addition, this Report or a reference to this Report may be included or quoted in any offering circular, registration statement, prospectus or sales brochure (either in electronic or hard copy format) in connection with a sale, securitization or syndication, or transaction involving such debt and or debt securities. This report has no other purpose and should not be relied upon by any



other person or entity. This report may not be distributed to or relied upon by other persons or entities without written permission of the Appraiser.

The property was inspected by Gary Williams, AACI, (Cert. No. 702343), Executive Vice President, Cushman & Wakefield ULC and the report was prepared by the same.

The subject property is a mixed-use residential redevelopment site and the most likely buyer would be developers or publicly traded (incl. REIT's Corporation). This appraisal employs the Direct Comparison Approach. Based on our analysis and knowledge of the subject property type and relevant investor profiles, it is our opinion that this approach would be considered applicable and/or necessary for market participants. The Income and the Cost Approach were not considered applicable to the estimation of the market value of the subject property as it is not typically used by investors in the subject market.

On March 11, 2020 the WHO declared the novel coronavirus (COVID-19) outbreak a global pandemic. Economies around the world face significant headwinds as seen by the severe drop in demand for some services (such as travel, hospitality and entertainment). Further reduced economic activity has resulted from increasing quarantines throughout Europe and North America as governments take unprecedented actions to stop the spread of the virus. As the stock market remains extremely volatile and financial markets struggle to qualify events that are still unfolding, there remains a lack of comparable transactions and market data. This leaves many CRE participants reporting that they are not yet able to accurately assess risk. As we proceed through these uncertain times, we would like the reader to consider some key events that have transpired:

- During the first two weeks of March 2020 Central Banks have cut interest rates near zero for the first time since the 2008 recession, and the governments around the world are injecting significant capital into short-term markets to offset economic impacts brought on by the novel coronavirus.
- The disintegration of an alliance between OPEC and Russia has caused crude oil prices to dip to 30-year lows, also deeply impacting the stock market. Such reduced economic activity has resulted in a notable global drop in Q1 2020 oil consumption as compared to the same time last year.

In recent times, the market has been driven by investor demand and strong liquidity. Asset values can fall significantly in short periods of time if either of these two factors, often in conjunction with many others, change significantly. While C&W is closely monitoring the latest developments and will continue to provide updates as events unfold, we caution the reader that values and incomes are likely to change more rapidly and significantly than during standard market conditions. Furthermore, we ask that the reader consider events that may have taken place after the completion of this report and recognize that this report expresses an opinion of value as the date of value.

As If Vacant Land Value Estimate

As a result of this analysis, the market value of the fee simple interest in the subject property, as of December 31, 2020, is estimated as follows (based on a twelve-month exposure period):

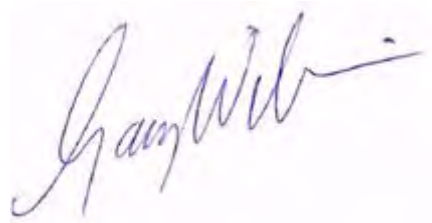
**THREE HUNDRED AND FORTY-TWO MILLION EIGHT HUNDRED
THOUSAND DOLLARS**

\$342,800,000

This letter is invalid as an opinion of value if detached from the report, which contains the text, exhibits and Appendices.

Respectfully submitted,

CUSHMAN & WAKEFIELD ULC

A handwritten signature in blue ink, appearing to read "Gary Williams", is written over a light blue rectangular background.

Gary Williams, AACI, P. App.
Executive Vice President
Valuation & Advisory
Phone Office Direct 416-359-2528

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Property Description

Site Data

NEIGHBOURHOOD OVERVIEW

Location:

The subject site is in the south west quadrant of Dupont Street and Dufferin Street in the western area of the City of Toronto. The property is located on the western outskirts of Seaton Village which resides to the northwest part of Toronto's Downtown Core and has varied housing accommodations for young professionals, long standing residents, and students. Dubbed "West Annex" for sharing similar characteristics and residents, Seaton Village promotes a family-centric atmosphere with residential character and only a short distance from all that Toronto has to offer. Access to major streets while remaining quaint in nature is a large part of the attraction to the area, and the housing market has reflected the trend in people from all walks of life being drawn to the area.

The site has a limited direct interface with low-rise residential uses. There are also 6 dwellings on the stub end of Royce Avenue at the northwest corner of the site. The subject site includes a driveway at the southwest corner of the site that leads to Emerson Avenue.

Surrounding uses includes:

North - Dupont Street and a narrow strip of automotive uses on the north side of Dupont Street (car wash, motor vehicle repair), followed by the CP North Toronto rail corridor and employment uses on the north side of the rail corridor.

South - Wallace-Emerson Community Centre and Park and low-density residential uses.

East – Freestanding McDonald's restaurant and Dufferin Street. Low density residential uses; mixed uses on Dupont Street to the east. To the east are single detached, semi-detached and row houses on the east side of Dufferin Street which face the site and 2-storey mixed commercial residential buildings at the southeast corner of Dupont Street and Dufferin Street.

West - Low density residential uses fronting on Emerson Avenue.

SITE DESCRIPTION

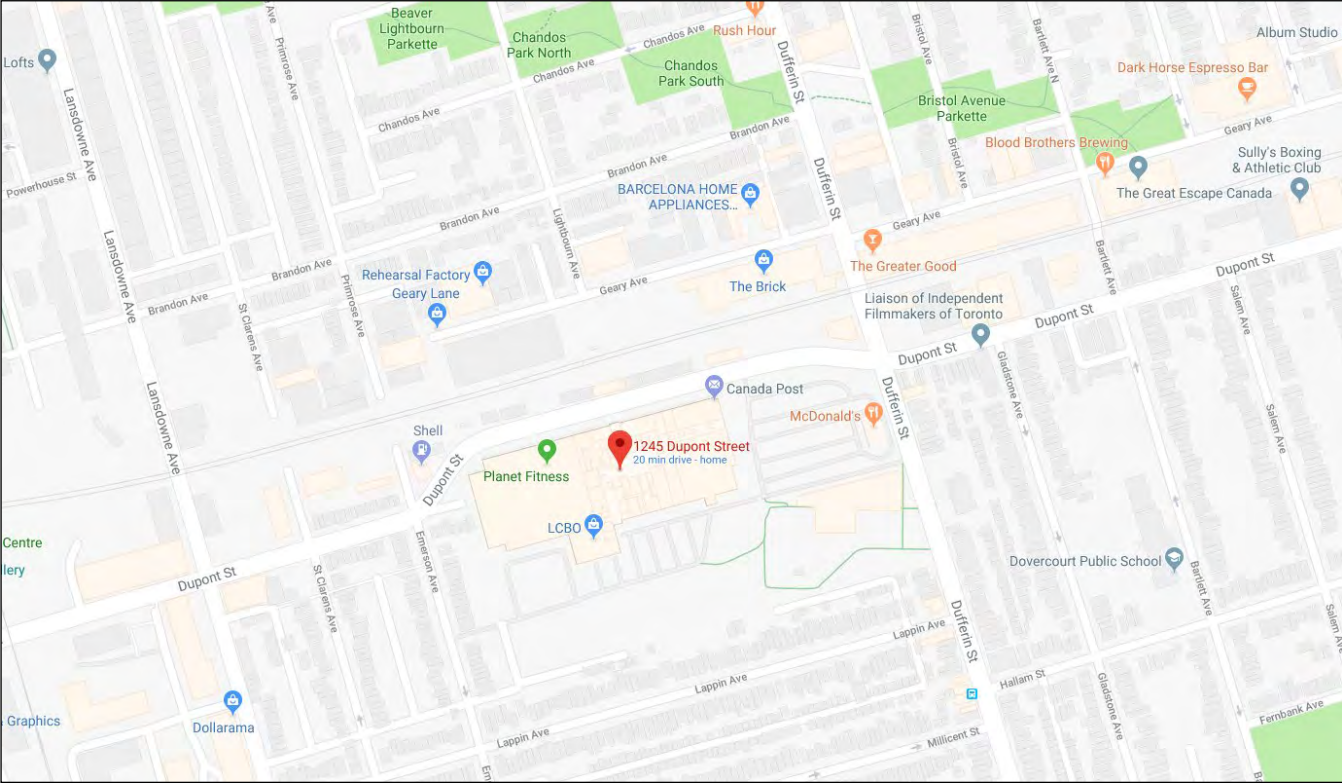
<i>Site Area:</i>	Development Block	Phase	Square Feet	Acres
	Block 1	Phase 3	116,200	2.67
	Block 2	Phase 2	53,796	1.23
	Block 3	Phase 4	61,328	1.41
	Block 4	Phase 5	66,708	1.53
	Block 5	Phase 1	46,265	1.06
	Block 6	Community Centre	112,972	2.59
	Park Lands		223,793	5.14
	Roads		103,289	2.37
	Total Development Site		784,351	18.01
	Site Area		298,032	6.84

Easements:

We are unaware of any easements of rights-of-ways relating to the subject

	property. The investigation of easements, nuisances, hazards and encroachments for this assignment did not include a title search or detailed investigation beyond the data sources presented in this report. If undisclosed easements, nuisances or hazards are present, their impacts on value have not been considered within this report. Any easements are assumed to be typical.
<i>Services:</i>	The site is fully serviced including water, sewer, natural gas, electricity and telephone.
<i>Access:</i>	Vehicular access off south side of Dupont St. and east side of Emerson Ave.
<i>Topography:</i>	Level at street grade
<i>Environmental:</i>	Cushman & Wakefield ULC has no expertise or responsibility regarding environmental matters. It is recommended that, if it has not been done, a Phase One Environmental Study be undertaken. For the purposes of this report, we have assumed there are no contaminants affecting the site. The sub-soil is assumed to be like other lands in the area and suitable in drainage qualities and load bearing capabilities to support the existing development.

Location Map



Proposed Project

The subject property comprises Blocks, 1, 2, 3 and 4 of “The Galleria” development site. The four development blocks, which are the subject of this report, have a total land area of 6.84 acres, excluding roadways, or 298,032 square feet of land. The overall development site received Official Plan Amendment and Zoning Amendment approvals in May 2018 for a large master planned community comprising a total of 8 towers, a community center and a large public park, to be built out in five phases. Blocks 1-4, which form the subject of this report, are zoning-approved for a total gross floor area (GFA) of 2,077,865 square feet, yielding a floor space index (FSI) of about 7 times the total land area of the four blocks.

Due to its size, its location to the north of Wallace Emerson Park and the Wallace Emerson Neighborhood, and its separation from the Davenport Neighborhood to the north (generally approximately 165 meters north of the north site limit), it is possible to develop the site with multiple tall buildings without resulting in unacceptable impacts on parks or low-rise neighborhood in terms of shadowing or overview. The property is currently improved with a 227,375 square foot commercial building known as the Galleria Mall. There are a handful of longer term leases which are being addressed/renewed in order to facilitate the proposed development, primarily (i) Sobey’s and TD Bank which run to 2027 (ii) Rexall which runs to 2024 and (iii) Pet Value and Planet Fitness, both which are being relocated to a new temporary location to allow for the first phase of the development to commence.

McDonald’s is the only short-term tenant the developer is keeping in place until its location will be needed to advance the Project.

The By-Law was amended and enacted in July 2019.

Overall Condition and Utility

We have not carried out a structural audit of the existing buildings. We assume that the existing buildings are in good condition and there are no structural faults that might affect the value of the property. Wiring, plumbing and equipment have not been tested. They are assumed to be in satisfactory operating condition. Comments as to the condition and appearance of buildings result solely from our visual inspection. The subject existing buildings were completely renovated and retrofitted with modern and up to date standards/finishes. These factors contribute to the functionality and conveniences comparable to a modern retail building. Overall, the subject appears to be in good condition and well maintained. According to the property manager, there are no structural deficiencies currently.

Official Plan

The Official Plan is a policy document that provides direction for planning activities. It is intended to co-ordinate the effects of change and future development in the best long-term interest of the municipality. It provides a framework for zoning and other local regulations.

The Toronto Official Plan designates the subject site as Mixed-Use Areas. The Mixed-Use Areas designation provides for a broad mix of commercial, residential and institutional uses, in single use or mixed-use buildings. The lands to the east and west of the site are designated Neighborhoods, while the lands to the north are designated Employment Areas and the lands to the south are designated Parks and Open Space Areas. Furthermore, Site and Area Specific Policy 213 requires that development on the lands be “compatible in scale and function” with the existing community, particularly the adjacent Neighborhoods and Parks and Open Space Areas and that higher buildings be located away from the adjacent low-scale Neighborhoods and the community center and park to minimize microclimatic and privacy impacts and provide a gradual transition of scale. New buildings are to be located along the edge of Dufferin Street and Dupont Street, with no surface parking between the front of the building and the sidewalk. Enough onsite parking is required for residents, visitors, employees and shoppers with an emphasis on below-grade parking for residents and employees, and consideration of whether shared parking for different types of users would function. Safe pedestrian and vehicular access and circulation is required that has regard for “the heavy vehicular traffic on Dufferin Street and Dupont Street, the mix of residential and commercial uses and desirable pedestrian connections to the rest of the neighborhood, adjacent parkland and community facilities, and transit”. There is no Secondary Plan applying to the subject site or any adjacent lands.

Zoning

The Zoning By-law implements the Official Plan. It is a site-specific document that governs and controls the maximum height, density and form of development on any given site. The property is zoned Commercial/Residential, which provides for a variety of uses including residential, retail, commercial, office, entertainment, industrial and institutional. The site’s maximum height limit is 120.5 meters.

The zoning by-law applying to the subject site is former City of Toronto Zoning By-law 438-86, as amended and new City of Toronto Zoning By Law No. 569-2013. The zoning allows for a wide range of residential uses, including mixed use buildings, and a wide range of non-residential uses, including retail stores, offices, restaurants, and take-out restaurants.

Conformity

Based on our research, the subject appears to be in conformity with the Zoning By-Law and Official Plan.

Development Potential

Land use criteria applicable to the subject lands permit both residential and non-residential uses. Several sites within the subject area have site plan approvals to construct up to twelve stories.

Although 1245 Dupont Street (Galleria Mall) is currently improved with an enclosed retail mall, its current use is not considered to represent the site’s highest and best use. The subject property is currently zoned for 2,642,540 square feet of potential gross floor area.

Market Analysis

The coronavirus crisis has encompassed all of Canada's major cities. Despite lockdown easing and expectations of a May rebound, we forecast GDP in Toronto to contract heavily in 2020, followed by a strong recovery in 2021. The margin of uncertainty is still very large – especially given Toronto's manufacturing ties – and therefore dependence on countries around the world who are in varying states of recovery.

The housing market has a large influence on Toronto and has been volatile in recent years. A fall in activity within the market this year (as a result of the coronavirus lockdowns) is contributing to the double-digit decline in GDP that we forecast for Toronto in 2020. Toronto also has ties with Ontario's auto manufacturing sector, which is not faring well in general, and the medium-term outlook for the sector here (and Ontario overall) remains soft. With roughly a fifth of Canadian exports to the US encompassing autos, Ontario is likely to feel further headwinds in the wake of General Motors cutting capacity in the province.

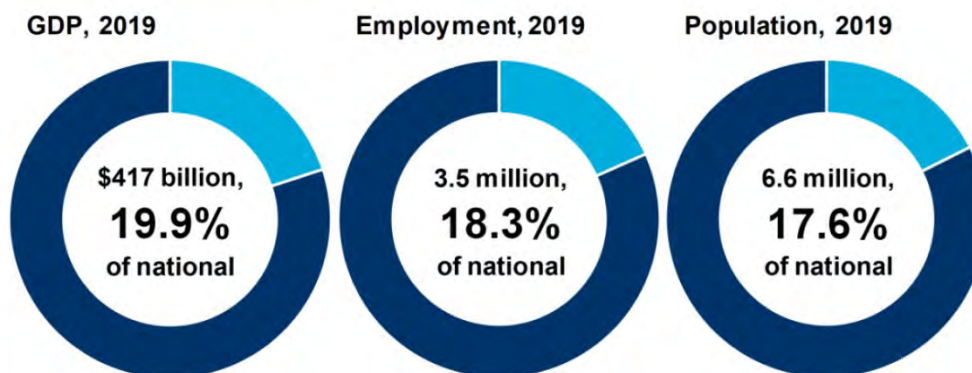
The unemployment rate has risen this year, with many jobs cut, but the metro has a significant proportion of highly productive financial & business services jobs where people are able to work from home effectively. And with lockdowns beginning to ease, we predict a bounce-back in activity in 2020h2, such that activity will return to 2019 levels by summer 2021.

Over the medium term, Toronto will experience strong population and job growth. GDP growth will be led by its sizable finance & real estate sector, pushing GDP growth to 1.9% per year on average during 2020-24. The risks are clearly to the downside though, especially if there is a secondary wave of COVID-19 and associated lockdowns.

Forecast for Toronto							
(Annual percentage changes unless specified)							
	2019	2020	2021	2022	2023	2024	2020-24
GDP	0.1	-10.8	12.9	5.2	1.9	1.9	1.9
Consumer spending	2.1	-11.0	12.1	7.3	2.7	2.3	2.4
Employment	4.0	-6.7	6.4	4.1	1.8	1.0	1.2
Unemployment rate, %	6.0	9.5	7.4	6.9	6.4	6.5	7.3
Population	2.1	1.6	1.7	1.7	1.7	1.7	1.7

Source: Oxford Economics

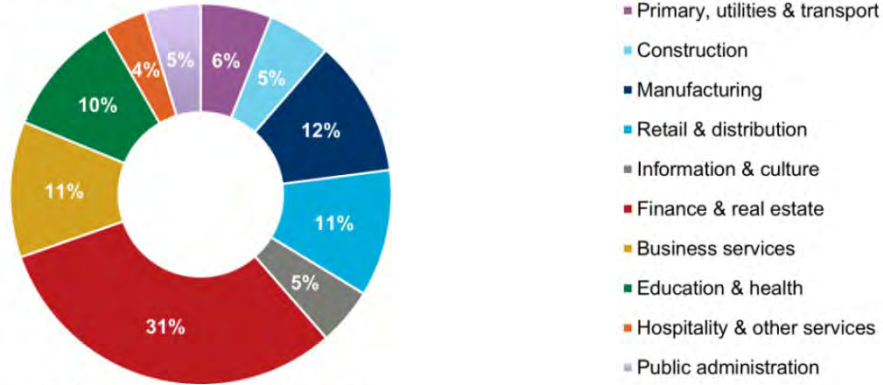
Economic scale & structure



Source: Oxford Economics

GDP structure, 2019

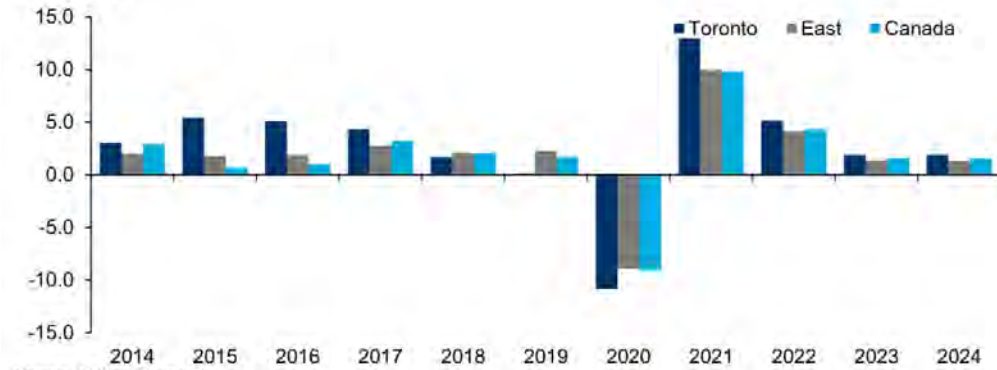
Share of total, %



Source: Oxford Economics/National Statistical Office

GDP growth, 2014-24

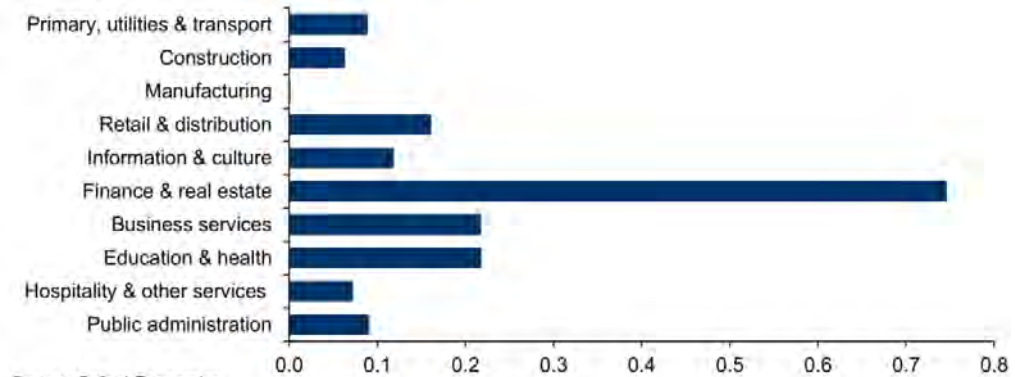
Growth, % y/y



Source: Oxford Economics

Contribution to GDP growth, 2020-24

Percentage point



Source: Oxford Economics

GTA Residential Condominium Market Overview

Q3 2020 Urbanation GTA Residential Market Overview

New condominium apartment sales in the GTA increased 30% year-over-year in Q3-2020 to 6,370 units, reaching a record high for third quarter activity. However, total year-to-date sales were 22% below last year at 13,454 units. A 74% share of the 6,694 new units launched in Q3 were sold by the end of the quarter, the highest absorption rate for new launches since Q4-2017. Unsold inventory declined 4% year-over-year to 12,962 units, which was 11% below the 10-year average (14,545 units). Unsold units available at the end of the quarter were priced at an average of \$1,106 psf across the GTA, up 7% year-over-year. A total of 6,816 new condominium apartments reached completion in the GTA in Q3-2020, bringing total year-to-date completions to a record 17,596 units — 47% higher than the same period last year (11,952).

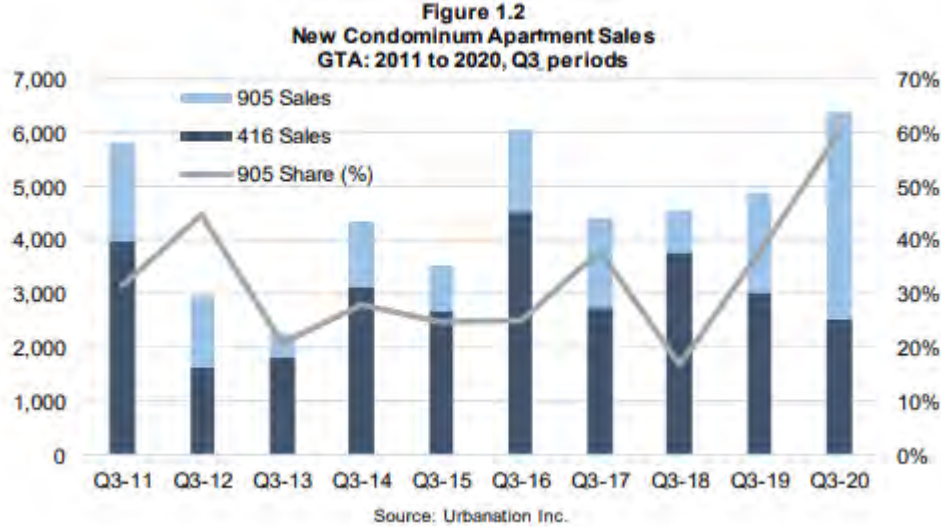
Quarter	Q3-2019	Q4-2019	Q1-2020	Q2-2020	Q3-2020
Active Market					
Projects	327	349	340	330	345
Total Units	94,061	100,201	99,623	95,246	99,092
Quarter Sales	4,887	8,212	5,602	1,482	6,370
Unsold Inventory	13,491	14,035	12,932	12,490	12,962
Avg. Sold PSF	\$813	\$844	\$862	\$872	\$884
Avg. Unsold PSF	\$1,032	\$1,070	\$1,083	\$1,093	\$1,106
Share of Active Units Sold	85%	85%	86%	86%	87%
New Project Openings					
Projects	11	31	16	6	27
Total Units	2,556	8,711	4,623	1,176	6,694
New Project Construction					
Construction Starts	4,921	8,945	4,918	7,388	6,595
Projects UC	250	262	259	266	273
Total Units UC	72,503	78,931	76,538	78,212	78,156
Resale Market					
Projects	1,916	1,930	1,946	1,965	1,986
Total Units	354,075	358,035	361,861	365,306	373,706
Quarter Sales	5,899	4,916	4,801	3,135	6,405
Avg. Price	\$605,000	\$637,000	\$675,000	\$638,000	\$655,000
Avg. Price PSF	\$720	\$737	\$793	\$788	\$774
Total Listings	8,742	6,420	6,687	7,014	12,713
Sales to Listings Ratio	67.0%	77.0%	72.0%	45.0%	50.0%
New Resale Additions					
Projects	11	14	16	19	20
Total Units	2,378	3,960	3,826	3,445	7,776
Proposed Developments					
Future/Potential	408,117	430,989	435,055	455,047	TBD

Source: Urbanation Inc.

New Condominium Sales Reach Record Q3 on Growth in the 905 Region

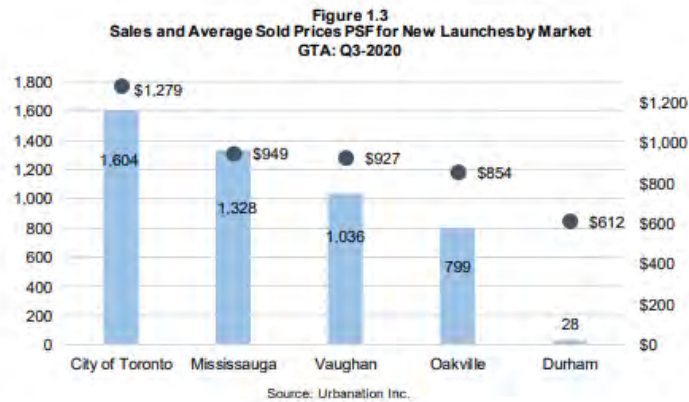
The GTA new condominium market posted impressive results amid the ongoing pandemic in the third quarter, with sales reaching their highest level of 2020 during what is normally one of the quietest periods of the year for sales. As the economy was progressing through the province's three-stage reopening plan and the resale market began staging a sharp recovery from the initial months of lockdown, the new condominium market gained steam, although driven entirely by activity in the suburban areas of the GTA. New condo sales in the "905" region

increased 106% from a year ago to 3,834 units, representing a record high share (60%) of GTA new condo sales as activity in the City of Toronto (416 region) declined 16% year-over-year.



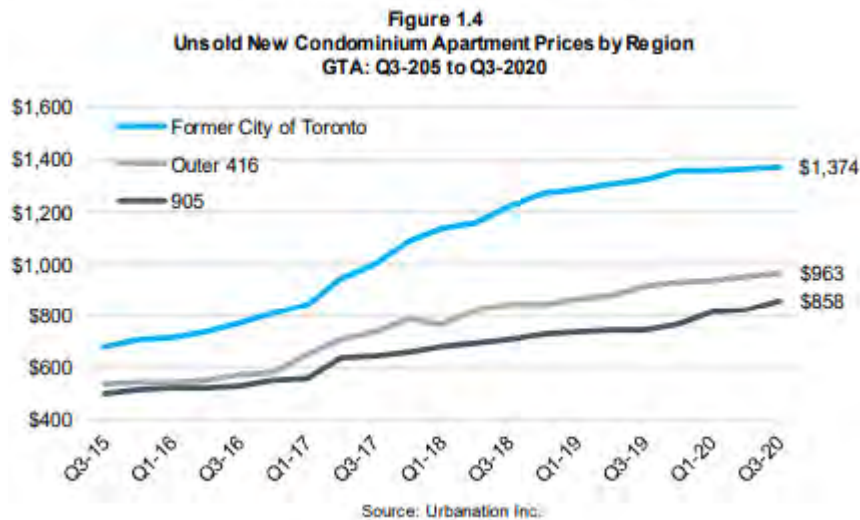
Recognizing a general shift in housing demand to more suburban locations that was accelerated by the onset of the pandemic, developers ushered in new projects in the 905 during the third quarter, which were very well received. The fourteen projects totaling some 4,318 units that launched in the 905 Region were 74% sold by the end of the quarter at record prices averaging \$915 psf. Evidently, investors and end-users began placing a higher value on less expensive locations outside of central Toronto. However, the more limited number of launches that occurred in the 416 Region also performed very well, with 75% of 2,376 units sold in the quarter. Although at \$1,275 psf, average sold prices for new Q3 launches in Toronto were somewhat lower than the pre-pandemic average of \$1,324 psf in Q1-2020.

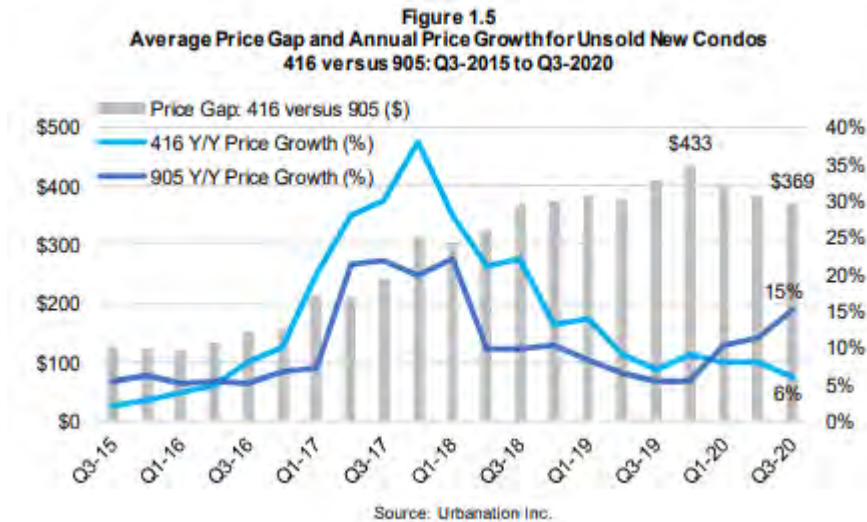
As most units that launched in the City of Toronto during the third quarter were in and around the downtown area, their success was a testament to the underlying market confidence in the core, which held up despite Urbanation’s data showing a 12% annual decline in average per sf condo rents in the former City of Toronto. However, the confidence among new condo buyers is becoming more evenly spread out across the region, with markets such as Mississauga and Vaughan starting to routinely record similar new launch sale volumes as the City of Toronto, with prices approaching \$1,000 psf.



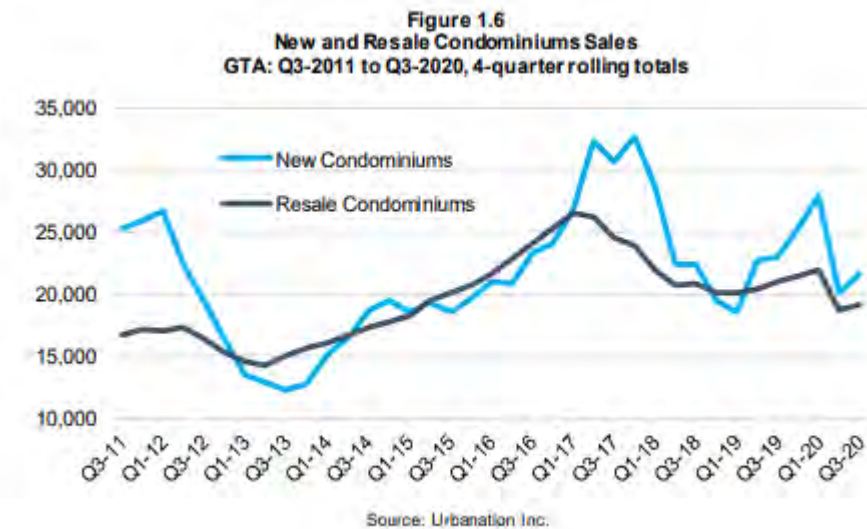
The 905 markets such as Mississauga and Vaughan have started attracting investors to the same degree as downtown sites by offering large-scale development projects connected to mixed-use areas and newly expanded transit, all at substantial price discounts and higher rental yields relative to projects in the core. Indeed, the extremely strong run-up in prices for downtown new condos in 2017-2018 meant that the outlook for future returns would be harder to achieve. As attention shifted to value-oriented markets, the dynamics of price growth for new condos in the GTA has started to change.

In the third quarter of 2020, the index price for unsold new condominiums in the former City of Toronto grew 4% year-over-year, its slowest pace in five years. Appreciation was slightly better at 5% in the outer 416 municipalities (North York, Etobicoke, Scarborough), but still only at one-third of the annual growth recorded in the 905 Region at 15%. As a result, the gap between prices in the 416 and 905 is starting to narrow, declining from a high of \$433 psf in Q4-2019 to a two-year low of \$369 psf in Q3-2020, which was still \$126 psf higher than the gap in Q3-2017 (\$242 psf). With unsold inventory in the 905 equal to 5.4 months of supply, compared to 8.5 months in the 416, price appreciation in the 905 can be expected to continue to outperform in the near-term, further narrowing the gap relative to the 416.





Overall, sales activity for new condominiums has re-aligned with resale volumes in the GTA, restoring the long-term trend between the two markets. Resale activity, which often acts a leading indicator for new sales, stabilized at just under 20,000 units in the four quarters ending Q3-2020, with the market generally in balance with a 50% sales-to-listings ratio and 2.8 months of supply. While annual price growth remained strong in Q3 at 7.5%, this was largely owing to a sharp acceleration in prices in late 2019-early 2020. In fact, on a quarter-over-quarter basis, resale prices were down 1.8%, and have declined 2.4% since the pre-pandemic period in Q1- 2020.

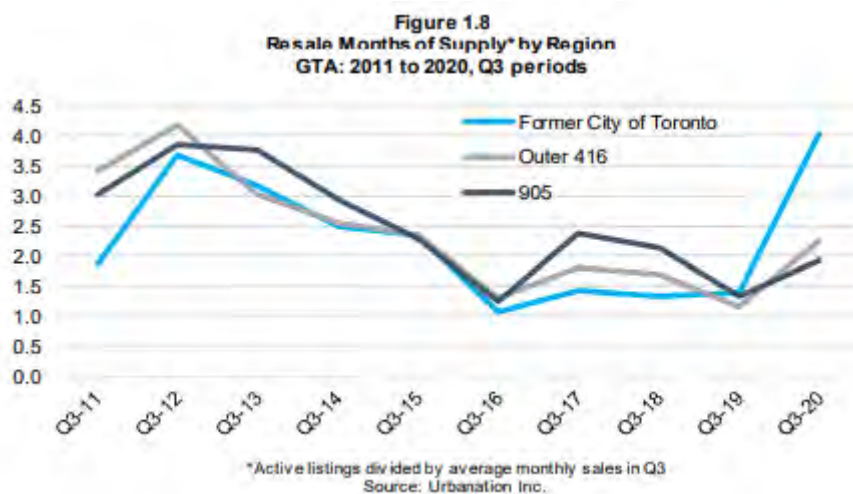


The decline in resale condo prices over the last six months doesn't necessarily signal the start of a broader downward trend for the market. Part of the decrease can be attributed to a compositional shift in sales to less expensive markets in the 905 region, which weighs down the average to some degree. Much like the new condo market, the third quarter saw a record share of resale condominium activity occur in the 905 region, reaching 33% as sales increased 12% year-over-year. Interestingly, resales in the former City of Toronto kept a close pace with

the 905 as sales grew 10% year-over-year in Q3. However, with listings during the quarter surging by 78%, the sales-to-listings ratio dropped to 41% in the former City of Toronto, compared to 59% in the 905.

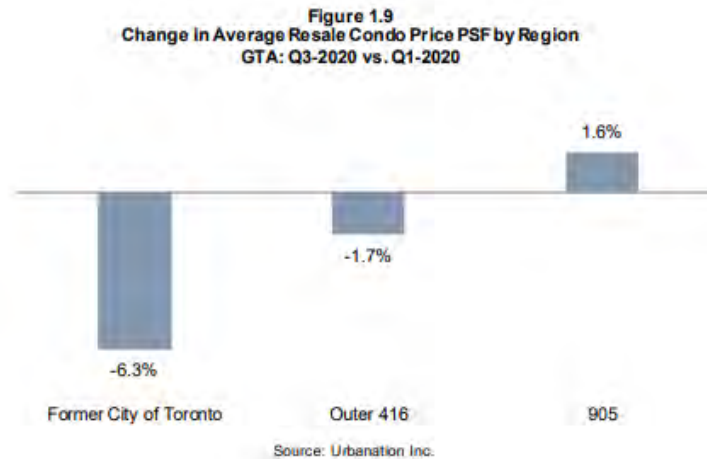


By all measures, the former City of Toronto moved to the lower boundary of a balanced market, reaching 4.0 months of supply, with several submarkets having moved past this level and entered into buyer's market territory. The softness has remained mostly isolated so far, as the outer 416 and 905 markets reported resale supply levels of 2.2 and 1.9 months, respectively. The former City of Toronto is grappling with a record number of active listings now, which stands to rise even higher if the trend towards owners looking to move out of the city and investors trying to exit the market amid plunging rents continues. The question of whether this weakness spreads to other markets in the GTA remains, but if the rental market can provide any useful indication, conditions outside the core continue to remain stable.

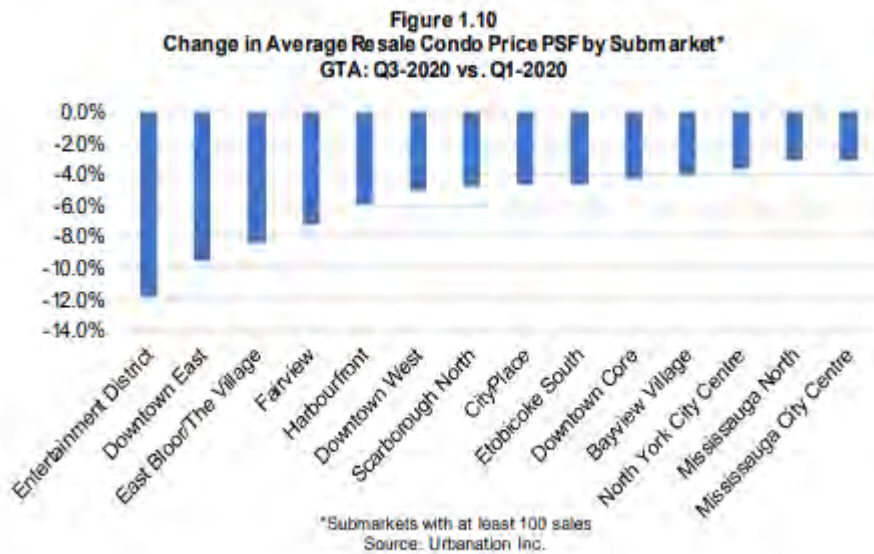


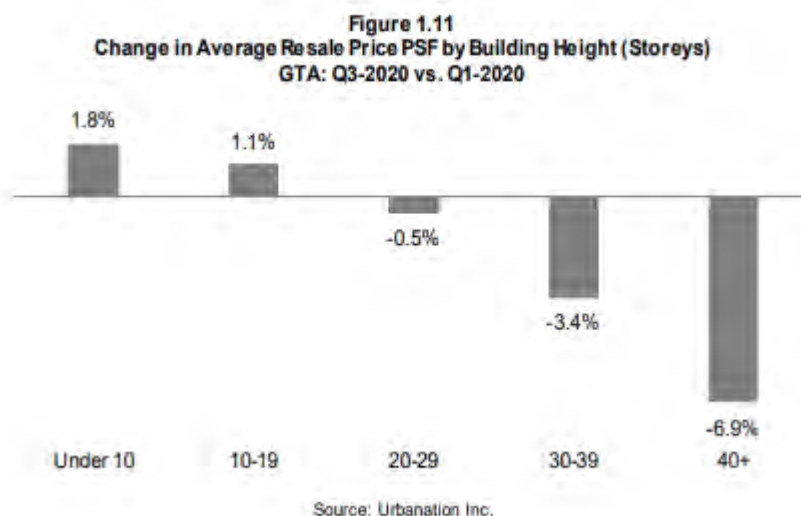
In examining the change in resale condo values in Q3-2020 with the pre-pandemic period in Q1-2020, average prices in the former City of Toronto were down 6.3%. While still up 3.4% on a year-over-year basis, annual growth is sure to turn negative by the first quarter of 2021, potentially showing low double-digit declines. How this impacts market psychology will be key, as some investors have continued to hold their properties despite having negative cash flow, banking on appreciation to offset rental losses. On the other hand, record low interest rates

generally drive demand for real estate investments, which will create some interesting dynamics in the months ahead. But, with the job market still recovering and immigration levels well below normal, while at the same time new condominium completions continue to remain near record highs into 2021, supply side forces are more likely to continue outweighing demand in the near-term.



In breaking down the change in condo resale values since the pandemic by submarket, the declines have largely followed trends in the rental market, with downtown areas surrounding the financial core and universities impacted the most. However, six-month price declines were also recorded in several outer 416 markets, as well as high density areas of Mississauga in the 905 Region. In fact, one of the interesting findings in the data was that regardless of location, price declines since the pandemic were focused on small units and high-rise towers, illustrating both the shift in demand for more space as working from home becomes more common, as well as greater caution with respect to living in heavily populated buildings.





The following is a summary of the Q3-2020 highlights for the GTA and Hamilton-Grimsby new and resale condominium markets:

New Condominium Market

- Urbanation tracked a total of 443 high-rise condominium apartment projects in the Greater Toronto Area in Q3-2020, with 345 projects actively marketing with a total of 99,092 units and an additional 97 projects sold out (and not registered) with 26,108 units. The number of active units jumped with the resurgence in launch activity during the third quarter, while units in sold out developments began to noticeably recede due to the record number of units registered in Q3-2020 (7,776 units). There were 16 projects actively marketing in the Hamilton-Grimsby market area in Q3-2020, with 2,424 units and an additional 6 projects sold out with 673 units.
- New condominium apartment sales rebounded from a pandemic low in Q2-2020 to a record third quarter volume of 6,370 units. Sales were up 30%-year over-year (Q3-2019: 4,887 sales) and 41% higher than the 10-year third quarter average of 4,530 sales. Annualized sales reached 21,666 units, which was down 6% from a year ago. As no new projects have launched in the Hamilton Grimsby market year-to-date, sales activity remained slower than a year ago with 69 sales in the market area representing a 53% annual decline. Annual sales in the Hamilton-Grimsby market area were down 46% from Q3-2019 with 677 units sold in the past 12 months.
- Spurred by growth in demand late in the second quarter, new projects launched at an exceptional pace for the third quarter with 27 projects brought to the market totaling 6,694 units. For comparison, Q3-2019 saw 11 projects launch with 2,556 units. Absorption of new units in Q3-2020 was notably strong, with 74% of all units launched sold during the quarter, compared to a 63% absorption rate for new launches in Q3-2019.
- Unsold inventory decreased 4% year-over-year to 12,962 units in Q3-2020, remaining relatively stable throughout 2020 at under 13,000 units. In the Hamilton-Grimsby market, the 298 units of unsold inventory represented a 45% decline from a year ago (Q3-2019: 538 units).

- The average sold index price for new condominium apartments in the GTA was \$884 psf in Q3-2020, a 9% rise over Q3-2019 (\$813 psf). The average unsold index price reached \$1,106 psf, which was a 7% increase from a year ago. The 10-year average rate of appreciation for the sold and unsold index price as of Q3-2020 was 7% and 8%, respectively. In the Hamilton-Grimsby market, the average sold index price rose 1% year-over-year to \$557 psf, while the average unsold index price rose 2% year-over-year to \$607 psf.
- Completions are on track to reach a record level in 2020 with 6,816 units in 21 buildings beginning occupancy in Q3-2020, bringing the year-to-date total to 17,596 units, 22% higher than the total number (14,468) completed in 2019. Starts continued at a strong pace in the third quarter with 6,595 units in 25 buildings commencing construction. With completions marginally ahead of starts in the quarter, the number of units under construction stayed near record levels at 78,156 units.

Resale Condominium Market

- Urban ion tracked 1,986 resale condominium apartment buildings in the Greater Toronto Area in Q3-2020, accounting for 373,706 units. Newly registered units totaled 7,776 in 20 buildings — a record quarter for registrations. One building, a 124-unit student-oriented project near the main McMaster University campus, 77 Leland, registered in the Hamilton-Grimsby market in Q3-2020.
- A total of 6,405 resale transactions occurred in the third quarter, 9% higher than a year ago (Q3-2019: 5,899 resales). Resale volume was 23% higher than the 10-year Q3 average (5,210 units). However, the slower resale volume in the preceding quarter kept the annual resale volume over the past 12 months down 9% year-over-year at 19,257 units. The Hamilton-Grimsby market area saw 175 resales in Q3-2020, up 77% year-over-year. Annualized resale volume rose 11% in this market area compared to Q3-2019 with 480 transactions.
- The sales-to-listings ratio (SLR) saw an uptick to 50% after hitting a five-year low in the previous quarter. Total listings grew at an exceptional scale in the third quarter, rising 45% year-over-year to 12,713 units, a record high. Total listings were 29% above the 10-year quarterly average (9,859). Active listings more than doubled at the end of Q3-2020, rising 132% from a year ago to 5,885 units. In the Hamilton-Grimsby market, 300 total listings were double that of Q3-2019 (169 units), with the SLR increasing to 58%.
- Annual resale index price appreciation slowed from double-digit territory during the first half of the year to 8% in the third quarter, with the average resale index price falling 2% from Q2 to \$774 psf. As the average unit size increased to 846 sf in Q3-2020 from 811 sf in the preceding quarter, the average end-selling price in the GTA increased to \$655,000, 3% quarterly rise. The average resale price in the Hamilton-Grimsby market increased 13% year-over-year to \$468 psf, with the average end-selling price rising 11% to \$395,000.
- The average “Days on the Market” (DOM) in the GTA was 19 days, equal to the previous quarter and down from 21 days in Q3-2019.

Roncesvalles/Junction and Toronto West Condo Submarket

Roncesvalles/Junction and Toronto West are neighbourhoods in the city of Toronto, Canada. The Roncesvalles/Junction and Toronto West submarkets are roughly bounded by Roncesvalles Avenue and Runnymede Road to the west, Annette Street, Gardiner Expressway and College Street to the south, Dufferin Street and Bathurst Street to the east, and St. Clair Avenue West to the north. The area comprises of mixed uses including single dwelling homes, multi-residential complexes, commercial and retail shops, institutional uses, as well as some parks. Overall, the submarkets have experienced steady condominium development over the past few years, and its proximity to the financial core should promote new condo developments in the future.



Notable facilities and sites in the Roncesvalles/Junction and Toronto West submarkets include Trinity Bellwoods Park, Museum of Contemporary Art and Christie Pits Park.

The Roncesvalles/Junction and Toronto West submarkets have a combined total of 9 active projects, totaling 1,664 suites, of which, 71% have been sold. The subject submarkets are currently averaging a sale price of \$869 per square foot, compared to \$906 in the Toronto Area, as of Q2 2019. Below is a summary of the most recent and relevant projects in the Roncesvalles/Junction and Toronto West submarkets.

Index	Project Name	Date of Opening	Total Suites	% Sold	Unit Area (sf)			Sales Price PSF			Maintenance Fees		Parking
					Min	Max	Average	Min	Max	Average	Avg. PSF	Avg. / Month	
1	East Junction Condos	Aug-18	279	81%	370	1,341	656	\$759	\$976	\$836	\$0.56	\$367	\$50,000
2	Junction House	Nov-18	150	66%	413	1,756	811	\$850	\$1,453	\$1,059	\$0.55	\$446	\$69,000
3	Reunion Crossing	Jun-19	153	49%	435	1,083	670	\$791	\$932	\$819	\$0.59	\$395	\$50,000
4	Scout - Scoop Phase 2	Sep-18	269	63%	452	1,241	699	\$700	\$859	\$781	\$0.59	\$412	\$50,000
5	Stockyards District Residences	Nov-18	236	77%	522	1,533	770	\$757	\$1,053	\$869	\$0.59	\$454	\$55,000
6	The Roncy	Jun-17	93	90%	489	1,976	843	\$555	\$1,126	\$886	\$0.52	\$438	\$55,000
7	57 Brock	Oct-18	97	71%	447	2,144	833	\$925	\$1,095	\$1,001	\$0.65	\$541	\$75,000
8	XO Condos - 1221 King	Apr-19	297	61%	449	1,252	663	\$787	\$1,141	\$1,002	\$0.65	\$431	\$80,000
	Minimum	Jun-17	93	49%	370	1,083	656	\$555	\$859	\$781	\$0.52	\$367	\$50,000
	Maximum	Jun-19	297	90%	522	2,144	843	\$925	\$1,453	\$1,059	\$0.65	\$541	\$80,000
	Average	Sep-18	197	70%	447	1,541	743	\$766	\$1,079	\$907	\$0.59	\$436	\$60,500

The average pricing ranges from \$781 to \$1,059 per square foot. Junction House has seen the highest per square foot sales at \$1,059, followed by XO Condos – 1221 King at \$1,002 per square foot. The average number of storeys for these developments is 10, while 69% of the total 1,574 suites have been sold.

Overall, the Roncesvalles/Junction and Toronto West submarkets have been strong and continues to grow. However, cautious optimism should be taken moving forward with the potential cooling of the hot Toronto condo market.

Further detail on the projects under development can be found in the summaries on the following pages.

Index No. 1 – East Junction Condos

Developer:	Limen Group
Phase:	Pre-Construction
Sales Opening:	Aug 2018
Occupancy:	Sep 2021
Submarket:	Roncesvalles/Junction
Purchaser Profile:	Investors and local end-users.



These are 16 and 7-storey, 279-unit buildings located at 394 Symington Avenue. The property is located close to High Park, schools, and shopping, with easy access to Bloor GO Station, UPXpress service, Lansdowne and Dundas TTC subway stations. Amenities include: Social club with games, bar and television lounge; Party lounge with double-sided fireplace and chef's kitchen; "Urban living room" lounge with library, computer hubs, printers and fireplace; Fitness center with stretch area, yoga, cardio area with adjacent outdoor meditation area and fireplace lounge; Outdoor terrace with firepit, seating and barbecues; Pet wash station; Bicycle storage; Children's play area.

Suites range from 370 – 1341 square feet, with an average suite size of 656 square feet. Parking spots are spread over two underground floors and cost \$50,000 each. Lockers are available for \$7,500 each. The property is currently 81% sold.

Index No. 2 – Junction House

Developer:	Slate / Globizen Developments
Phase:	Pre-Construction
Sales Opening:	Nov 2018
Occupancy:	Dec 2021
Submarket:	Roncesvalles/Junction
Purchaser Profile:	Local end-users; empty-nester and first-time buyers.



This is a 9-storey, 150-unit building located at 2720 Dundas St W, in the Junction neighbourhood. The property is within walking distance of restaurants and services, and there is easy access to the TTC bus, GO Transit and UPX Express service. Amenities include: Co-working/social space; Fitness facility with barre and yoga studio; Landscaped rooftop terrace with fire pit, barbecues, harvest table and loungers;

Suites range from 413 – 1756 square feet, with an average suite size of 811 square feet. Parking spots cost \$69,000 and there is a total of 61 parking spaces spread over two underground levels. Lockers can be purchased for \$5,500 each. The property is currently 66% sold.

Index No. 3 – Reunion Crossing

Developer:	Diamond Kilmer Developments
Phase:	Pre-Construction
Sales Opening:	Jun 2019
Occupancy:	Jun 2022
Submarket:	Roncesvalles/Junction
Purchaser Profile:	Local end-users and some investors.



This is an 11-storey, 153-unit building located at 1808 St Clair Ave W, in the Junction neighbourhood. The property is situated within walking distance of shops and services along St Clair Ave W and the Stockyards

District and there is direct access to the TTC streetcar. Amenities include: Community lounge with wifi, table, shuffleboard, foosball and seating; Party room/event space with dining table; Fitness facility with TRX training

Suites range from 435 – 1083 square feet, with an average suite size of 670 square feet. Parking spots cost \$50,000 and there is a total of 218 parking spaces spread over two underground levels. Lockers can be purchased for \$6,500 each. The property is currently 49% sold.

Index No. 4 – Scout - Scoop Phase 2

Developer:	Graywood Development
Phase:	Pre-Construction
Sales Opening:	Sep 2018
Occupancy:	Mar 2022
Submarket:	Roncesvalles/Junction
Purchaser Profile:	Local end-users; some investors.



This is a 12-storey, 269-unit building located at 1791 St Clair Ave W, in the Carlton Village neighbourhood, close to the Junction and Stockyards retail district. There is easy access to the St. Clair streetcar. Amenities include: Party room with catering kitchen and dining room; Fitness facility; Lounge; Games room; Co-working / conference center; Multi-purpose room; Lobby lounge; Outdoor terrace lounge with al fresco dining and sundeck.

Suites range from 452 – 1241 square feet, with an average suite size of 699 square feet. Parking spots cost \$50,000 and there is a total of 167 parking spaces spread over two underground levels. Lockers can be purchased for \$6,000 each. The property is currently 63% sold.

Index No. 5 – Stockyards District Residences

Developer:	Marlin Spring Developments
Phase:	Pre-Construction
Sales Opening:	Nov 2018
Occupancy:	Nov 2021
Submarket:	Roncesvalles/Junction
Purchaser Profile:	Investors; Local first-time and move-down buyers.



This is a 10-storey, 236-unit building located at 2306 St Clair Ave W., in the Junction neighbourhood. The property is situated a block away from the Stockyards retail core, and there is easy access to streetcar service and to Highway 401 via Black Creek Drive. Amenities include: Party room with bar and kitchen facilities; Dining room/meeting room; Fitness facility with yoga studio; Children's play space; Dog run area; Outdoor barbecue area with dining, firepit, seating and sun loungers; Bicycle parking.

Suites range from 522 - 1533 square feet, with an average suite size of 770 square feet. Parking spots cost \$55,000 and there is a total of 213 parking spaces spread over two underground levels. Lockers can be purchased for \$6,000 each. The property is currently 77% sold.

Index No. 6 – The Roncy

Developer:	Worsley Urban Partners
Phase:	Pre-Construction
Sales Opening:	Jun 2017
Occupancy:	Jan 2021
Submarket:	Roncesvalles/Junction
Purchaser Profile:	Local end-users, move-down empty-nesters and first-time buyers. Some investors.



This is an 8-storey, 93-unit building located at 436 Roncesvalles Ave, in Roncesvalles Village. The property is situated close to shops and services and is near the Dundas TTC subway station. Amenities include: Fitness facility with cardio and weights areas; Party room with kitchen, bar, and adjacent outdoor patio with fireplace, barbecue and yoga area; Bicycle parking; Pet wash station.

Suites range from 489 – 1976 square feet, with an average suite size of 843 square feet. Parking spots can be purchased for \$55,000 and there is a total of 70 parking spaces spread over three underground levels. Lockers can be purchased for \$6,000 each. The property is currently 90% sold

Index No. 7 – 57 Brock

Developer:	Block Developments
Phase:	Pre-Construction
Sales Opening:	Oct 2018
Occupancy:	May 2021
Submarket:	Toronto West
Purchaser Profile:	Local end-users and some investors.



Suites range from 447 – 2144 square feet, with an average suite size of 833 square feet. Parking spots cost \$75,000 and there is a total of 67 parking spaces spread over three underground floors. Locker units are available for \$6,000 each. The property is currently 71% sold

This is a 7-storey, 97-unit building located at 57 Brock Ave, in Little Portugal neighbourhood. The property is situated near the Queen West and Dundas West corridors, with shops, services, and easy access to the TTC street car and bus service. There is direct access to the TTC subway via underground. Amenities include: Party room with kitchen and fireplace lounge; Fitness studio; Dining/meeting room; Outdoor sunbathing area; Outdoor terrace with barbecues, seating areas and firepit; Pet spa; Bicycle parking.

Index No. 8 – XO Condos - 1221 King

Developer:	Lifetime Developments / Pinedale Properties
Phase:	Pre-Construction
Sales Opening:	Apr 2019
Occupancy:	Jul 2022
Submarket:	Toronto West
Purchaser Profile:	Investors; Local end-users including professional singles and couples.



This is a 13-storey, 297-unit building located at 1221 King St W, in the Parkdale neighbourhood, outside of Liberty Village. The building is situated near the Gardiner Expressway and there is direct access to the TTC streetcar. Amenities include: Entertainment and gaming lounge; Social lounge with dining room, bar and kitchen facilities with adjacent outdoor terrace; Fitness facility with cardio room, yoga studio and outdoor yoga space; Spin studio; Outdoor barbecue area with dining tables and seating; Kids zone with art room, movie hub and reading room; "Think tank" co-working space.

Suites range from 449 – 1252 square feet, with an average suite size of 663 square feet. Parking spots cost \$80,000 and there is a total of 221 parking spaces spread over three underground levels. Lockers can be purchased for \$5,000 each. The property is currently 61% sold.

Trade Area Socio-Economic Overview									
	Subject Trade Area ¹		Province	Canada		Subject Trade Area ¹		Province	Canada
Total Population 2012	91,463				Total Households by Dwelling Type				
Total Population 2022	90,789				Single Detached House	4,010	9.5%	56.0%	55.1%
Projected Growth 2012-2022	-674				Semi-Detached Houses, Row House	6,523	15.4%	13.8%	10.5%
Annual % Change 2012-2022	-0.1%		1.3%	1.2%	Apartments	30,125	71.2%	26.3%	27.5%
					Other	1,672	3.9%	3.9%	6.9%
					Total Households	42,330	100.0%	100.0%	100.0%
2012 Population by Age Group					Average Persons per Household	2.08		2.58	2.45
0-14 Years	9,674	10.6%	16.4%	16.3%	Age of Dwelling				
15-19 Years	3,290	3.6%	6.4%	6.2%	Before 1946	20,627	48.7%	13.0%	11.1%
20-24 Years	5,613	6.1%	7.1%	7.0%	Between 1946 and 1960	5,529	13.1%	13.6%	13.0%
25-29 Years	8,977	9.8%	7.1%	7.1%	Between 1961 and 1970	4,315	10.2%	12.3%	12.4%
30-39 Years	19,366	21.2%	13.4%	13.6%	Between 1971 and 1980	2,806	6.6%	15.5%	17.7%
40-49 Years	15,375	16.8%	15.1%	14.6%	Between 1981 and 1990	3,487	8.2%	15.0%	15.2%
50-59 Years	11,238	12.3%	14.5%	14.7%	Between 1991 and 2000	1,655	3.9%	12.1%	12.6%
60-64 Years	4,588	5.0%	5.7%	5.9%	Between 2001 and 2006	1,238	2.9%	8.4%	7.8%
65-69 Years	3,751	4.1%	4.5%	4.7%	Built After 2006	2,673	6.3%	10.1%	10.1%
70-74 Years	2,922	3.2%	3.3%	3.4%	Household Income				
75+ Years	6,669	7.3%	6.6%	6.6%	Average Household Income	\$105,997		\$91,811	\$85,598
Average Age	39.9		39.8	40.0	Households by Income Range				
Immigrant Status					Income Less than \$40K	13,112	31.0%	27.2%	30.1%
Non-Immigrant Population	53,031	60.3%	69.1%	77.8%	Income \$40K to \$70K	9,223	21.8%	23.3%	24.5%
Immigrant Population	32,233	36.6%	30.0%	21.4%	Income \$70K to \$100K	7,061	16.7%	18.8%	18.5%
Non-Permanent Population	2,713	3.1%	0.9%	0.8%	Income Greater than \$100K	12,934	30.6%	30.7%	26.9%
Immigrant - Place of Birth					Education Attainment				
America	1,936	6.0%	2.9%	3.7%	No certificate, diploma or degree	14,805	18.9%	20.6%	22.0%
Arab	229	0.7%	2.4%	3.8%	High school certificate or equivalent	15,222	19.4%	25.4%	24.6%
British Isles	1,544	4.8%	8.0%	8.0%	Apprenticeship or trades certificate	2,800	3.6%	7.6%	10.2%
Caribbean	1,449	4.5%	6.7%	5.1%	College CEGEP or oth non-univ certi	8,196	10.5%	17.2%	16.6%
East and Southeast Asia	6,051	18.8%	15.2%	17.2%	University certificate, diploma blw ba	3,192	4.1%	4.4%	4.9%
Eastern Europe	1,632	5.1%	6.8%	6.4%	University Degree	34,088	43.5%	24.8%	21.7%
Italian	2,842	8.8%	1.0%	1.0%	Total Population 15+ Years	78,303	100.0%	100.0%	100.0%
Latin, Central and South America	700	2.2%	0.7%	0.9%					
Philippines	914	2.8%	5.0%	5.5%					
Portuguese	5,077	15.8%	4.7%	3.9%					
South Asia	733	2.3%	17.1%	13.8%					
Western Europe	1,013	3.1%	4.2%	5.6%					
All Other	8,113	25.2%	25.2%	25.2%					
Mother Tongue									
English	50,430	56.7%	64.6%	55.1%					
French	1,624	1.8%	3.7%	20.1%					
Other	36,876	41.5%	31.7%	24.8%					

1. Trade area defined as any census tract with 5% or more residents patronizing subject store

Highest and Best Use

Introduction

The Dictionary of Real Estate Appraisal, Fourth Edition (2002), a publication of the Appraisal Institute, defines the highest and best use as:

The reasonably probable and legal use of vacant land or an improved property, which is physically possible, appropriately supported, financially feasible, and that results in the highest value. The four criteria the highest and best use must meet are legal permissibility, physical possibility, financial feasibility, and maximum profitability.

To determine the highest and best use we typically evaluate the subject site under two scenarios: as if vacant land and as presently improved. In both cases, the property's highest and best use must meet the four criteria described above.

Highest and Best Use of Property As if Vacant

We considered the legal issues related to zoning and legal restrictions. We also analyzed the physical characteristics of the site to determine what legal uses would be possible and considered the financial feasibility of these uses to determine the use that is maximally productive. Considering the subject site's physical characteristics and location, as well as the state of the local market, it is our opinion that the Highest and Best Use of the subject site as if vacant is a residential or mixed use development built to its maximum feasible building area.

Highest and Best Use of Property As Improved

Although the subject property is improved with retail buildings, both the existing density and current market conditions indicate that the Highest and Best Use as vacant land would be for a future development residential/commercial site, as is supported from the comparable sales researched and analyzed. It is understood that well-located infill development sites continue to attract a great deal of interest from residential and street front retail condominium developers.

Although the subject property is currently leased on a multi-tenant basis, the current density is 0.38 times the site area, which underutilizes the Highest and Best Use as a redevelopment site. It is our opinion that the Highest and Best Use of the subject property as improved is continuation of its existing use, with high-density redevelopment potential.

Valuation Process

Valuation Methods

In accordance with our mandate, and our highest and best use analysis, the subject property will be valued as infill development land. Traditionally, the two most common approaches to the valuation of land are:

- 1) The *Direct Comparison Approach* which involves comparing or contrasting the recent sale, listing or optioned prices of comparable property to the subject and adjusting for any significant differences between them; and,
- 2) The *Land Residual/Development Approach*, which estimates current land value based on determining selling prices of completed products and considers development costs and appropriate returns, rendering a 'residual' land value component.

Direct Comparison Approach

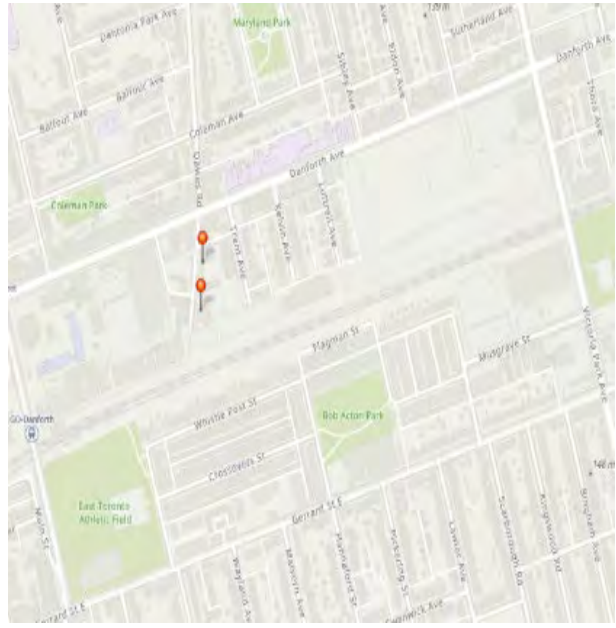
The Direct Comparison Approach is a valuation method whereby the property being appraised is compared with property with similar potential uses that have recently been sold or offered for sale. The assumption is that if the subject property had been exposed to the market, it would have been in competition with the comparable property dealing with the same type of purchaser under similar market conditions. Since no two property are completely alike, adjustments must be made to compensate for differences between the comparables and the subject property. In arriving at a value conclusion by this method, the greatest weight is given to actual sales of truly comparable property made at or nearest the effective date of appraisal in order to reflect comparable economic conditions. The Direct Comparison Approach is based on the "Principle of Substitution" which implies that a prudent purchaser will not pay more to buy or rent a property than it will cost them to buy or rent a comparable substitute property. This approach to value recognizes that the typical buyer will compare property which constitute the market for a given type and class.

In this analysis, the unit of comparison is "*price per square foot of potential gross floor area*". In estimating the potential density for the subject property, we have relied on zoning information from the City of Toronto. Based on this information, the subject property is purported and assumed to have some 2,077,865 square feet of potential gross floor area.


Discussion of Comparable Sales


For the purpose of this valuation, we have conducted market research of comparable developments in City of Toronto. The most pertinent comparable sales that we have considered are provided below in the Comparable Sales chart, which show sale prices in the range of \$143 to \$201 per square foot of potential buildable area.


Index No.	Address/Location	Date of Sale	Consideration	Area (Ac.)	Area (sf)	Buildable SF	Density	Zoning	\$/Acre	\$/SF of Land	\$/Buildable SF
1	25 Dawes Road	Mar-20	\$47,000,000	1.26	54,885.60	329,314	6.00	CR	\$37,301,587	\$856	\$143
2	1319 Bloor Street West	Dec-19	\$80,000,000	2.45	106,722.00	426,888	4.00	CR	\$32,653,061	\$750	\$187
3	1660 Bloor Street West	Oct-20	\$27,850,000	0.43	18,730.80	138,370	7.39	CR	\$64,767,442	\$1,487	\$201
4	77 River St. & Labatt Ave	Feb-19	\$60,200,000	1.78	77,536.80	310,147	4.00	CR	\$33,820,225	\$776	\$194
5	1894-1920 Eglinton Avenue West	Sep-20	\$27,835,000	0.72	31,363.20	177,202	5.65	CR	\$38,659,722	\$888	\$157
Statistics											
Min		Feb-19	\$27,835,000	0.43	18,730.80	138,370	4.00		\$32,653,061	\$750	\$143
Max		Oct-20	\$80,000,000	2.45	106,722.00	426,888	7.39		\$64,767,442	\$1,487	\$201
Ave		Feb-20	\$48,577,000	1.33	57,847.68	276,384	5.41		\$41,440,407	\$951	\$177
<i>Compiled by Cushman & Wakefield ULC</i>											

LAND TRANSACTION			INDEX NO. 1
25 Dawes Road			
	SALE DATA		
	Sale Status:	Final	
	Address:	25 Dawes Road	
	Sale Date:	3/3/2020	
	Sale Price:	\$47,000,000	
	Vendor Name:	9 Daw es Development Inc.	
	Purchaser Name:	Minto Group (Minto (Daw es) GP Inc.)	
	Sale Type:	Market	
	\$ Per Acre of Land:	\$37,301,587 per acre of land	
	\$ / Sq.Ft. of GFA:	\$143 per square foot of gfa	
Percent Transferred:	100 %		
PLANNING / DEVELOPMENT DETAILS			
Official Plan:	Mixed Use		
Zoning:	CR		
Services:	Municipal Services Available at Site Boundary		
PRICE STRUCTURE		PROPERTY CHARACTERISTICS	
Cash Down:	\$47,000,000	100.00%	Location: Located south of Danforth Avenue, west of Victoria Park Avenue
Assumed:	\$0	0.00%	Legal Description: 21013-0182 Lot 1 Pl 748 Toronto (East Toronto); Lot 2 Pl 748 Toronto (East Toronto); Lot 3 Pl 748 Toronto (East Toronto); Lot 4 Pl 748 Toronto (East Toronto); Lot 5 Pl 748 Toronto (East Toronto); Lot 6 Pl 748 Toronto (East Toronto); Lot 7 Pl 748 Toronto (East Toronto); Lot 8 Pl 748 Toronto (East Toronto); Part Block C Pl 578e Toronto 21013-0183 Lt 86 Pl 674 Toronto (East Toronto); Lt 87 Pl 674 Toronto (East Toronto); Lt 88 Pl 674 Toronto (East Toronto); Lt 89 Pl 674 Toronto (East Toronto); Pt Blk A Pl 578e And All Of Blk B Pl 578e Toronto As In Ca137948; City Of Toronto
VTB:	\$0	0.00%	Site Area (acres): 1.26 acres
Other:	\$0	0.00%	Site Area (sq.ft): 54,885.60 square feet
Chattels:	\$0	0.00%	Buildable GFA: 329,314 buildable gfa
Total Price:	\$47,000,000	100.00%	Frontage (approx): 315
Price Note:	All Cash		
			Current/Future Use: Commercial - High Density Residential
TRANSACTION COMMENTS			
A Rezoning Application (STE 19 OZ) was submitted in July 2019 pertaining to the land in this transaction. The Application proposed the development of a 30-storey residential condominium development with retail at grade. Based on the anticipated time required to complete a rezoning application and a site plan application, together with the review and approval process, we have estimated the time to development to be approximately two to three years from the date of sale. The Vendor had acquired the property in March and October 2018 for a total consideration of \$19,280,000, representing a price per acre of \$15,338,107.			

LAND TRANSACTION			INDEX NO. 2
1319 Bloor Street West			
		SALE DATA	
		Sale Status:	Final
		Address:	1319 Bloor Street West
		Sale Date:	12/12/2019
		Sale Price:	\$80,000,000
		Vendor Name:	Legacy Companies (2792800 Canada Limited)
		Purchaser Name:	KingSett Capital (KS 1319 Bloor Street West Holdings Inc.)
		Sale Type:	Market
		\$ Per Acre of Land:	\$74,766,355 per acre of land
		\$ / Sq.Ft. of GFA:	\$187 per square foot of gfa
		Percent Transferred:	100 %
		PLANNING / DEVELOPMENT DETAILS	
		Official Plan:	Mixed Use Areas
Zoning:	CR		
Services:	Municipal Services Available at Site Boundary		
PRICE STRUCTURE		PROPERTY CHARACTERISTICS	
Cash Down:	\$80,000,000	100.00%	Location: Located on the south side of Bloor Street West, west of Lansdowne Avenue
Assumed:	\$0	0.00%	Legal Description: Block A Plan 1205 City West, Part Block B Plan 1205 City West Part 1, 2, & 3 63r3620; Subject To An Easement In Gross Over Parts 1, 2 And 3 Expropriation Plan At4904784 Until 2025/12/31 As In At4904784; Subject To An Easement In Gross Over Part 4 Expropriation Plan At4904784 Until 2025/12/31 As In At4904784; Subject To An Easement In Gross Over Part 166r30406 As In At5164848; City Of Toronto
VTB:	\$0	0.00%	Site Area (acres): 1.07 acres
Other:	\$0	0.00%	Site Area (sq.ft): 46,609.20 square feet
Chattels:	\$0	0.00%	Buildable GFA: 426,888 buildable gfa
Total Price:	\$80,000,000	100.00%	Frontage (approx): 287.5
Price Note:	Cash + VTB		Current/Future Use: High density residential
TRANSACTION COMMENTS			
<p>At the time of sale, the property was improved with a Value Village. The City of Toronto Official Plan designates the property Mixed Use Areas Secondary Plan. The Zoning By-law classifies the property CR 4.0 (c1.0; r3.5) SS2 (x1750), a Commercial Residential Zone classification which regulates the use of land and buildings through height and density, parking and loading spaces, and setbacks from the street. Based on information provided by the client, the proposed high-density residential development. Due to its size, its location and its separation from the Junction to the west it is possible to develop the site with multiple tall buildings without resulting in unacceptable impacts on parks or low-rise neighborhood in terms of shadowing or overview.</p>			

LAND TRANSACTION			INDEX NO. 3
1660 Bloor Street West			
		SALE DATA	
		Sale Status:	Final
		Address:	1660 Bloor Street West
		Sale Date:	Oct-20
		Sale Price:	\$27,850,000
		Vendor Name:	KS 1660 Bloor Street West Holdings Inc.
		Purchaser Name:	Mattamy Urban Neighbourhoods Inc
		Sale Type:	Market
		\$ Per Acre of Land:	\$64,767,442 per acre of land
		\$ / Sq.Ft. of GFA:	\$201 per square foot of gfa
Percent Transferred:	100 %		
		PLANNING / DEVELOPMENT DETAILS	
Official Plan:	Mixed Use Areas		
Zoning:	CR		
Services:	Municipal Services Available at Site Boundary		
PRICE STRUCTURE		PROPERTY CHARACTERISTICS	
Cash Down:	\$27,850,000	100.00%	Location: Located on the north side of Bloor Street West, east of Keele Street
Assumed:	\$0	0.00%	Legal Description: PIN No.: 21352-0234 - Parcel 11-1 Section M98; Part Lot 11 PL M98 TORONTO; Part Lot 12 PL M98 TORONTO; Part Lot 13 PL M98 TORONTO; Part Lot 14 PL M98
VTB:	\$0	0.00%	Site Area (acres): 0.43 acres
Other:	\$0	0.00%	Site Area (sq.ft): 18,730.80 square feet
Chattels:	\$0	0.00%	Buildable GFA: 138,370 buildable gfa
Total Price:	\$27,850,000	100.00%	Frontage (approx): 182.78
Price Note:	Cash + VTB		Current/Future Use: At the time of sale, the property was improved with single storey, multi tenant retail property with the majority of tenants being automotive services
TRANSACTION COMMENTS			
<p>A Site Plan Application (No. 20 149566 STE 04 SA) was submitted on May 27, 2020 pertaining to the land in this transaction. The Application proposed the development of a 13-storey, 133unit residential condominium development with retail at grade. The development would have a total gross floor area of approximately 138,370 square feet, including approximately 7,610 square feet of retail space and would have 49 parking spaces. As of October 2020, the Application was still under review. Based on the anticipated time required to complete a rezoning application and a site plan application, together with the review and approval process, we have estimated the time to development to be approximately two to three years from the date of sale.</p>			

LAND TRANSACTION			INDEX NO. 4
77 River St. & Labatt Ave			
		SALE DATA	
		Sale Status:	Conditional
		Address:	77 River St. & Labatt Ave
		Sale Date:	2/2/2019
		Sale Price:	\$54,400,000
		Vendor Name:	Tas 7LA Corp.
		Purchaser Name:	Labatt Village Holdings Inc.
		Sale Type:	Market
		\$ Per Acre of Land:	\$30,561,798 per acre of land
		\$/ Sq.Ft. of GFA:	\$175 per square foot of gfa
Percent Transferred:	100 %		
		PLANNING / DEVELOPMENT DETAILS	
Official Plan:	Regeneration Areas		
Zoning:	CR		
Services:	Municipal Services Available at Site Boundary		
PRICE STRUCTURE		PROPERTY CHARACTERISTICS	
Cash Down:	\$54,400,000	100.00%	Location: Located south of Dundas Street East, west of the Don Valley Parkway
Assumed:	\$0	0.00%	Legal Description: PIN No.: 21081-0125, 21081-0005, 21081-0004, 21081-0123, 21081-0124, Lots 7 - 13, Plan D117, Part of Lot 5, east side of River Street, Plan 108, Part of Lots 3 - 6 & 14 on Plan D117, Designated as Parts 3 & 4 on Plan 63R-1567. Parcels 1 - 5, Section AD117, Part of Lot 1, Plan D117, Part of Lots 2 & 3, Plan D117, Designated as Part 2 on Plan 66R-10359, Parcels 1 - 4, Section AD117, Part of Lots 1 - 3, Plan D117, Designated as Part 1 on Plan 66R-10359. Part of Lots 3 - 6, Plan D117, Designated as Part 6 on Plan 63R-1567, and Part of Lot 5, east side of River Street, Plan 108, Part of Lot 1, Plan D117, Designated as Part 7 on Plan 63R-1567.
VTB:	\$0	0.00%	Site Area (acres): 1.78 acres
Other:	\$0	0.00%	Site Area (sq.ft): 77,536.80 square feet
Chattels:	\$0	0.00%	Buildable GFA: 310,147 buildable gfa
Total Price:	\$54,400,000	100.00%	Frontage (approx): 198.85
Price Note:	All Cash		
			Current/Future Use: At the time of sale, the property was improved with two storey office building.
TRANSACTION COMMENTS			
Based on the anticipated time required to complete a rezoning application and a site plan application, together with the review and approval process, we have estimated the time to development to be approximately two to three years from the date of application. It is our understanding that the Purchaser had acquired the property in order to construct one high density residential development. The development is estimated to have a gross floor area of approximately 310,147 square feet, and contain approximately 500 residential units, split evenly between rental and for-sale condominium units.			

LAND TRANSACTION			INDEX NO. 5
1894-1920 Eglinton Avenue West			
		SALE DATA	
		Sale Status:	Final
		Address:	1894-1920 Eglinton Avenue West
		Sale Date:	9/20/2020
		Sale Price:	\$27,835,000
		Vendor Name:	Individual
		Purchaser Name:	Clifton Blake (1886 Eglinton West Ltd.)
		Sale Type:	Market
		\$ Per Acre of Land:	\$38,659,722 per acre of land
		\$ / Sq.Ft. of GFA:	\$157 per square foot of gfa
Percent Transferred:	100 %		
		PLANNING / DEVELOPMENT DETAILS	
Official Plan:	Mixed-Use Areas		
Zoning:	CR SS2,		
Services:	Municipal Services Available at Site Boundary		
PRICE STRUCTURE		PROPERTY CHARACTERISTICS	
Cash Down:	\$27,500,000	98.80%	Location: Located on the north side of Eglinton Avenue West, west of Dufferin Street
Assumed:	\$0	0.00%	Legal Description: PIN No.: 10481-0092, Part Lot 79 PL 1855 Township OF YORK; Part Lot 80 PL 1855 Township OF YORK AS IN CA644301
VTB:	\$0	0.00%	Site Area (acres): 0.72 acres
Other:	\$0	0.00%	Site Area (sq.ft): 31,363.20 square feet
Chattels:	\$0	0.00%	Buildable GFA: 177,202 buildable gfa
Total Price:	\$27,835,000	100.00%	Frontage (approx):
Price Note:	All Cash		
			Current/Future Use: It is our understanding that the Purchaser had acquired the property in order to construct one high density rental development.
TRANSACTION COMMENTS			
A Site Plan Application (No. 20 185654 NNY 08 SA) was submitted on August 26, 2020 pertaining to the land in this transaction (and adjacent parcels). The Application proposed the development of an eight storey, 200 unit purpose built rental development with retail at grade. The development would have a total gross floor area of approximately 151,540 square feet, including approximately 13,648 square feet of retail space and would have 70 parking spaces.			

Transaction Differences

Differences between the transactions and the subject property are identified and the appropriate effect on the prices paid is noted in order to make a direct comparison. We have identified seven important differences upon which to assess each transaction:

- Time of Sale;
- Financing;
- Location;
- Scale;
- Planning Status;
- Development Timing; and
- Site Character

Time of Sale

The sale date, particularly the negotiated sale date, is clearly an important factor to consider. Land values have generally been positively affected over the past several years with improved economic indicators and strong housing market conditions. As a result, we have provided for upward adjustments for all comparable sales.

Financing

Financing terms provided by a vendor can have an impact on the purchase price. For example, more favourable financing that might include a VTB (Vendor Take Back) mortgage at a lower than market interest rate tends to have a positive influence on the price.

Location

Location is an obvious factor affecting value, primarily due to its influence on land use and pricing of developed space. The subject property occupies an attractive location and the effect positively influences land value.

Scale

As there is generally an inverse size/rate relationship, larger scale property typically trades at a lower rate and vice versa.

Planning Status

Land use designations and planning status are clearly important. Property lacking requisite planning approvals will likely be discounted due to timing and risk. We have focused on comparable transactions that have similar planning status.

Development Timing

Development timing clearly affects value. Property with imminent development prospects due to phasing policies and/or servicing allocations are favoured by developers and typically trade at a higher price. Furthermore, property in locales with relatively rapid absorption rates allow for shorter development time horizons, translating into higher values due to mitigated risk relative to those that are slower. Each comparable transaction is assessed based on its estimated development timing.

Additional Adjustments

The additional adjustments include the approved zoning status of the comparable sales with respect to the subject property. While the process of applying for a site-specific Official Plan and/or Zoning amendment is costly, time consuming, it also involves a considerable amount of risk to the developer. It is not unusual in the City of Toronto for development applications to take two to three years to complete. Moreover, many applications are escalated to the Ontario Municipal Board for a final decision – further adding to the time and costs associated with attaining development approvals. Therefore, a fully approved development site has lowered soft costs and less development risk (meaning a lower developers profit is required). The comparable sales were also adjusted for relative time that they would achieve zoning approval in comparison to the subject property. These notional factors were included within the Additional Adjustment section of such analysis.

Site Character

Intrinsic features of each property are recognized such as:

- type and nature of the potential development
- configuration and site conditions
- street, TTC and highway access
- the nature of adjoining properties

Valuation Adjustment Chart

Valuation Adjustment Chart						
LAND SALES SUMMARY						
Subject	Land Sale No. 1	Land Sale No. 2	Land Sale No. 3	Land Sale No. 4	Land Sale No. 5	
Address	1245 Dupont Street	25 Dawes Road	1319 Bloor Street West	1660 Bloor Street West	77 River St. & Labatt Ave	1894-1920 Eglinton Avenue West
		Mar-20	Dec-19	Oct-20	Feb-19	Sep-20
Sale Price		\$47,000,000	\$80,000,000	\$27,850,000	\$60,200,000	\$27,835,000
Adjusted Sale Price		\$51,622,920	\$63,835,200	\$26,563,330	\$54,573,708	\$27,721,990
Land Area [Acres]	6.84	1.26	2.45	0.43	1.78	1.26
Buildable SF	2,077,865	329,314	426,888	138,370	310,147	177,202
FSI	6.97	6.00	4.00	7.39	4.00	3.23
Unadjusted Price Per Square Foot Of Buildable Area		\$143	\$187	\$201	\$194	\$157
ADJUSTMENT GRID						
Property Rights Conveyed		Fee Simple	Fee Simple	Fee Simple	Fee Simple	Fee Simple
	Dollar Adjustment	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	Percent Adjustment	0.0%	0.0%	0.0%	0.0%	0.0%
	Adjusted Price	\$142.72	\$187.40	\$201.27	\$194.10	\$157.08
Financing Terms		Market	Market	Market	Market	Market
	Dollar Adjustment	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	Percent Adjustment	0.0%	0.0%	0.0%	0.0%	0.0%
	Adjusted Price	\$142.72	\$187.40	\$201.27	\$194.10	\$157.08
Conditions of Sale						
	Dollar Adjustment	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
	Percent Adjustment	0.0%	0.0%	0.0%	0.0%	0.0%
	Adjusted Price	\$143	\$187	\$201	\$194	\$157
LAND SALES SUMMARY						
ADJUSTMENT GRID						
Time/Market Conditions						
Appraisal Date:	Dec-20					
Compound Annual Growth Rate:	2.25%					
		Inferior	Inferior	Inferior	Inferior	Inferior
	Dollar Adjustment	\$2.43	\$4.31	\$0.81	\$8.15	\$0.94
	Percent Adjustment	1.7%	2.3%	0.4%	4.2%	0.6%
	Time/Market Adjusted Price/S.F.	\$145.15	\$191.71	\$202.08	\$202.25	\$158.02
Location		Inferior	Superior	Similar	Inferior	Similar
Size		Superior	Superior	Superior	Superior	Superior
Utility		Similar	Similar	Similar	Similar	Similar
Land Use		Similar	Superior	Similar	Similar	Similar
Additional Adjustment		Inferior	Superior	Similar	Superior	Superior
Adjusted Price/Square Foot		\$157	\$150	\$182	\$176	\$150

Land Value Estimate

After adjustment, we consider the subject property will reasonably command market value in the range of \$150 and \$182 per square foot of potential gross floor area. However, due to the size and location of the subject property, we have elected to utilize the average at \$165 per square foot of buildable area.

Final Estimate of Value

In arriving at an estimated value, we have specifically noted for the subject:

- The subject site is in the western part of downtown. The surrounding area can be characterized by a mix of residential, commercial and employment developments.
- The property has 1,240 feet of frontage on Dupont Street, 239 feet of frontage on Dufferin Street and has an eight-acre park located along its south border, creating a 20-acre continuous plot. Based on information provided by the Client and information from the City of Toronto as provided by the Client, the subject property has 2,077,865 square feet of potential gross floor area approved.

On March 11, 2020 the WHO declared the novel coronavirus (COVID-19) outbreak a global pandemic. Economies around the world face significant headwinds as seen by the severe drop in demand for some services (such as travel, hospitality and entertainment). Further reduced economic activity has resulted from increasing quarantines throughout Europe and North America as governments take unprecedented actions to stop the spread of the virus. As the stock market remains extremely volatile and financial markets struggle to qualify events that are still unfolding, there remains a lack of comparable transactions and market data. This leaves many CRE participants reporting that they are not yet able to accurately assess risk. As we proceed through these uncertain times, we would like the reader to consider some key events that have transpired:

- During the first two weeks of March 2020 Central Banks have cut interest rates near zero for the first time since the 2008 recession, and the governments around the world are injecting significant capital into short-term markets to offset economic impacts brought on by the novel coronavirus.
- The disintegration of an alliance between OPEC and Russia has caused crude oil prices to dip to 30-year lows, also deeply impacting the stock market. Such reduced economic activity has resulted in a notable global drop in Q1 2020 oil consumption as compared to the same time last year.

In recent times, the market has been driven by investor demand and strong liquidity. Asset values can fall significantly in short periods of time if either of these two factors, often in conjunction with many others, change significantly. While C&W is closely monitoring the latest developments and will continue to provide updates as events unfold, we caution the reader that values and incomes are likely to change more rapidly and significantly than during standard market conditions. Furthermore, we ask that the reader consider events that may have taken place after the completion of this report and recognize that this report expresses an opinion of value as the date of value. Based on all factors that come to bear on the future performance of the property, more particularly those examined in this report, it is our considered opinion that the market value of the subject property as of December 31, 2020 was within the following range:

<i>Unit of Comparison</i>	<i>Max GFA</i>	<i>Price/\$ PSF Buildable</i>	<i>Value Range</i>	<i>Price/\$ PSF Land Area</i>
Adjusted Minimum	2,077,865	\$150	\$311,679,750.00	\$1,046
Adjusted Mean (Average)	2,077,865	\$165	\$342,847,725.00	\$1,151
Adjusted Maximum	2,077,865	\$182	\$378,171,430.00	\$1,269

As If Vacant Land Value Estimate

As a result of this analysis, the market value of the fee simple interest in the subject property, as of December 31, 2020, is estimated at the adjusted mean (average) of \$342,800,000 (rounded) (based on a twelve-month exposure period):

**THREE HUNDRED AND FORTY-TWO MILLION EIGHT HUNDRED
THOUSAND DOLLARS
\$342,800,000**

Addenda Contents

Addendum A: Terms of Reference

Addendum B: Assumptions and Limiting Conditions

Addendum C: Certification of Appraisal

Addendum D: Land Residual Model Analysis

Addendum E: Declaration Passing of By-Law-1245 Dupont Street

Addendum F: Bill 1148

Addendum G: Bill 1149

Addendum H: Bill 1150

Terms of Reference

Purpose and Intended Use of This Appraisal

The purpose of this appraisal is to estimate the current market value of the fee simple interest in the subject property as if vacant land for internal purposes, based on highest and best use.

Property Identification

The subject property is municipally addressed as:

1245 Dupont Street (Galleria Mall), Toronto, Ontario

The subject property is legally described as follows:

PIN 2131300003 – Parcel 3-2 section M567; Firstly: Lot 3 Plan M567; Lot 4 13, 14 to 15 Plan M567; Secondly: Part Lots 9, 11, Plan M567, Part 1 66R8628; together with a row over lots 19 and 20 on said Plan M567 and that Part of Lot24 on Plan D1382; Thirdly: Part Lot10, 11 Plan 61, Part 1, 3, 4, 5, 6, 66r6147; t/w Part one foot reserve lying north of Lot 4 Plan M567 City of Toronto, and Parcel 1-1-1 sec m58;Part Lot1 Block I Plan M58; Part Lot2 block 1, Plan M58;Part Lot3 Block I Plan M58; City of Toronto.

Property Ownership

According to our investigations, the current owner is 2470347 Ontario Inc. To the best of our knowledge, the subject property has not sold nor been listed for sale in the past three years of the effective date of appraisal.

Scope of the Appraisal

In the process of preparing this appraisal, we:

- Inspected the subject property;
- Confirmed current zoning regulations;
- Interviewed a representative of the owner;
- Estimated the highest and best use of the property;
- Ascertained sale and listing prices for index property;
- Examined market conditions and analysed their potential effect on the property;
- Surveyed various real estate professionals active in the subject market;
- After analyzing the data, we estimated the property's market value using the technique of direct comparison;
- The sources of data presented in this report include, but are not limited to, Toronto Regional Estate Board, record data of Cushman & Wakefield ULC, other appraisers, realtors and persons knowledgeable of the subject and marketplace; and
- This appraisal report is a Narrative Appraisal Report with some significant data reported in tabular or abbreviated narrative formats.

Definition of Market Value

The Canadian Uniform Standards of Professional Appraisal Practice (The Standards) adopted by the Appraisal Institute of Canada define Market Value as:

“The most probable price which a property should bring in a competitive and open market under all conditions requisite to a fair sale, the buyer and seller each acting prudently and knowledgeably, and assuming the price is not affected by undue stimulus.”

Implicit in this definition are the consummation of a sale as of a specified date and the passing of title from seller to buyer under conditions whereby:

- Buyer and seller are typically motivated;
- Both parties are well informed or well advised and acting in their own best interests;
- A reasonable time is allowed for exposure in the market;
- Payment is made in cash in Canadian dollars or in terms of financial arrangements comparable thereto; and
- The price represents the normal consideration for the property sold, unaffected by special or creative financing or sales concessions granted by anyone associated with the sale.

Market Value “As is”

An estimate of the market value of a property in the condition observed upon inspection and as it physically and legally exists without hypothetical conditions, assumptions, or qualifications as at the date of inspection. This requires that the property be valued according to its highest and best use.

Effective Date of Appraisal

The value estimate applies to the subject as of December 31, 2020.

Property Rights Appraised

The legal interest appraised is the fee simple estate defined as absolute ownership unencumbered by any other interest or estate, subject only to the limitations imposed by the governmental powers of taxation, eminent domain, police power and escheat.

Reasonable Exposure Time

Exposure time is always presumed to precede the effective date of the appraisal. It may be defined as:

The estimated length of time the property interest being appraised would have been offered on the market prior to the hypothetical consummation of a sale at market value on the effective date of the appraisal. It is a retrospective estimate based upon an analysis of past events assuming a competitive and open market.

Based on discussions with various investors and real estate brokers familiar with assets such as the subject, it is our estimate that the subject would require a twelve-month exposure period.

Assumptions and Limiting Conditions

The report is subject to the Assumptions and Limiting Conditions contained in Addendum B, in addition to specific assumptions which may be stated in the body of the report.

Assumptions and Limiting Conditions

"Report" means the appraisal or consulting report and conclusions stated therein, to which these Assumptions and Limiting Conditions are annexed.

"Property" means the subject of the Report.

"C&W" means Cushman & Wakefield ULC or its subsidiary that issued the Report.

"Appraiser(s)" means the employee(s) of C&W who prepared and signed the Report.

The Report has been made subject to the following assumptions and limiting conditions:

This report has been prepared at the request of 2470347 Ontario Inc. for the purpose of providing an estimate of the market value of 1245 Dupont Street (Galleria Mall), City of Toronto for internal purposes. It is not reasonable for any person other than the beneficial owners of 2470347 Ontario Inc. to rely upon this appraisal without first obtaining written authorization from the client and the author of this report. This report has been prepared on the assumption that no other person will rely on it for any other purpose and all liability to all such persons is denied.

This report has been prepared at the request of 2470347 Ontario Inc. and for the exclusive (and confidential) use of the recipient as named herein for the specific purpose and function as stated herein. All copyright is reserved to the author and this report is considered confidential by the author and the client. Possession of this report, or a copy thereof, does not carry with it the right to reproduction or publication in any manner, in whole or in part, nor may it be disclosed, quoted from or referred to in any manner, in whole or in part, without the prior written consent and approval of the author as to the purpose, form and content of any such disclosure, quotation or reference.

Without limiting the generality of the foregoing, neither all nor any part of the contents of this report shall be disseminated or otherwise conveyed to the public in any manner whatsoever or through any media whatsoever or disclosed, quoted from or referred to in any report, financial statement, prospectus, or offering memorandum of the client, or in any documents filed with any governmental agency without the prior written consent and approval of the author as to the purpose, form and content of such dissemination, disclosure, quotation or reference.

The estimated current market value of the real property which is appraised in this report pertains to the value of the fee simple interest in the real estate. The property rights appraised herein exclude mineral rights, if any.

The estimate of value contained in this report is founded upon a thorough and diligent examination and analysis of information gathered and obtained from numerous sources. Certain information has been accepted at face value; especially if there was no reason to doubt its accuracy. Other empirical data required interpretative analysis pursuant to the objective of this appraisal. Certain inquiries were outside the scope of this mandate. For these reasons, the analyses, opinions and conclusions contained in this report are subject to all the assumptions and limiting conditions.

The property has been valued on the basis that title to the real property herein appraised is good and marketable.

The author of this report cannot accept responsibility for legal matters, questions of survey, opinions of title, hidden or unapparent conditions of the property, toxic wastes or contaminated materials, soil or sub-soil conditions, environmental, engineering or other technical matters which might render this property valuable than as stated herein. If it came to our attention as the result of our investigation and analysis that certain problems may exist, a cautionary note has been entered in the body of the report.

The legal description of the property and the area of the site were obtained from the Registry Office. Further, the plans and sketches contained in this report are included solely to aid the recipient in visualizing the location of the property.

The property has been valued on the basis that the real property is free and clear of all value influencing encumbrances, encroachments, restrictions or covenants except as may be noted in this report and that there are no pledges, charges, lien or social assessments outstanding against the property other than as stated and described herein.

The property has been valued on the basis that there are no outstanding liabilities except as expressly noted herein, pursuant to any agreement with a municipal or other government authority, pursuant to any contract or agreement pertaining to the ownership and operation of the real estate or pursuant to any lease or agreement to lease, which may affect the stated value or salability of the subject property or any portion thereof.

The property has been valued on the basis that the real estate complies in all material respects with any restrictive covenants affecting the site and has been built and is occupied and being operated, in all material respects, in full compliance with all requirements of law, including all zoning, land use classification, building, planning, fire and health by-laws, rules, regulations, orders and codes of all federal, provincial, regional and municipal governmental authorities having jurisdiction with respect thereto. (It is recognized there may be work orders or other notices of violation of law outstanding with respect to the real estate and that there may be certain requirements of law preventing occupancy of the real estate as described in this report. However, such possible circumstances have not been accounted for in the appraisal process.)

Investigations have been undertaken in respect of matters which regulate the use of land. However, no inquiries have been placed with the fire department, the building inspector, the health department or any other government regulatory agency, unless such investigations are expressly represented to have been made in this report. The subject property must comply with such regulations and, if it does not comply, its non-compliance may affect the market value of this property. To be certain of such compliance, further investigations may be necessary.

The data and statistical information contained herein were gathered from reliable sources and are believed to be correct. However, these data are not guaranteed for accuracy, even though every attempt has been made to verify the authenticity of this information as much as possible.

The estimated market value of the property does not necessarily represent the value of the underlying shares, if the asset is so held, as the value of the shares could be affected by other considerations. Further, the estimated market value does not include consideration of any extraordinary market value of the property, unless the effects of such special conditions, and the extent of any special value that may arise there from, have been described and measured in this report.

Should title to the real property presently be held (or changed to a holding) by a partnership, in a joint venture, through a co-tenancy arrangement or by any other form of divisional ownership, the value of any fractional interest associated therewith may be more or less than the percentage of ownership appearing in the contractual agreement pertaining to the structure of such divisional ownership.

In the event of syndication, the aggregate value of the limited partnership interests may be greater than the value of the freehold or fee simple interest in the real estate, by reason of the possible contributory value of non-realty interests or benefits such as provision for tax shelter, potential for capital appreciation, special investment privileges, particular occupancy and income guarantees, special financing or extraordinary agreements for management services.

Should the author of this report be required to give testimony or appear in court or at any administrative proceeding relating to this appraisal, prior arrangements shall be made, including provisions for additional compensation to permit adequate time for preparation and for any appearances which may be required. However, neither this nor any other of these assumptions nor limiting conditions is an attempt to limit the use that might be made of this report should it properly become evidence in a judicial proceeding. In such a case, it is acknowledged that it is the judicial body which will decide the use of this report which best serves the administration of justice.

Because market conditions, including economic, social and political factors, change rapidly and, on occasion, without notice or warning, the estimate of market value expressed herein, as of the effective date of this appraisal, cannot necessarily be relied upon as any other date without subsequent advice of the author of this report.

The value expressed herein is in Canadian Dollars.

This report is only valid if it bears the original signature of the author.

Certification of Appraisal

We certify that, to the best of our knowledge and belief:

- The statements of fact contained in this report are true and correct.
- The reported analyses, opinions and conclusions are limited only by the reported assumptions and limiting conditions, and is our personal, unbiased professional analyses, opinions and conclusions.
- We have no present or prospective interest in the property that is the subject of this report, and we have no personal interest or bias with respect to the parties involved.
- Our compensation is not contingent upon the reporting of a predetermined value or direction in value that favours the cause of the client, the amount of the value estimate, the attainment of a stipulated result, or the occurrence of a subsequent event.
- Our analyses, opinions and conclusions were developed, and this report has been prepared, in conformity with the Canadian Uniform Standards of Professional Appraisal Practice and with the requirements of the Code of Professional Ethics and Standards of Professional Practice of the Appraisal Institute of Canada.
- The Appraisal Institute of Canada reserves the right to review this report.
- I, Gary Williams, made a personal inspection of the property that is the subject of the report on November 18, 2020.
- No one provided significant professional assistance to the person signing this report.
- The Appraisal Institute of Canada has a mandatory Continuing Professional Development Program for designated members. As of the date of this report, I, Gary Williams, have fulfilled the requirements of the program.
- The value estimate contained in this report applies as of December 31, 2020. This date may be referred to as the *effective date of valuation*.

On March 11, 2020 the WHO declared the novel coronavirus (COVID-19) outbreak a global pandemic. Economies around the world face significant headwinds as seen by the severe drop in demand for some services (such as travel, hospitality and entertainment). Further reduced economic activity has resulted from increasing quarantines throughout Europe and North America as governments take unprecedented actions to stop the spread of the virus. As the stock market remains extremely volatile and financial markets struggle to qualify events that are still unfolding, there remains a lack of comparable transactions and market data. This leaves many CRE participants reporting that they are not yet able to accurately assess risk. As we proceed through these uncertain times, we would like the reader to consider some key events that have transpired:

- During the first two weeks of March 2020 Central Banks have cut interest rates near zero for the first time since the 2008 recession, and the governments around the world are injecting significant capital into short-term markets to offset economic impacts brought on by the novel coronavirus.
- The disintegration of an alliance between OPEC and Russia has caused crude oil prices to dip to 30-year lows, also deeply impacting the stock market. Such reduced economic activity has resulted in a notable global drop in Q1 2020 oil consumption as compared to the same time last year.

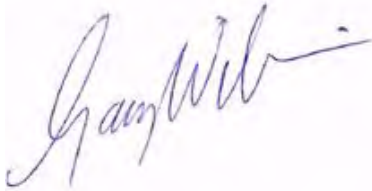
In recent times, the market has been driven by investor demand and strong liquidity. Asset values can fall significantly in short periods of time if either of these two factors, often in conjunction with many others, change significantly. While C&W is closely monitoring the latest developments and will continue to provide updates as events unfold, we caution the reader that values and incomes are likely to change more rapidly and significantly than during standard market conditions. Furthermore, we ask that the reader consider events that may have taken place after the completion of this report and recognize that this report expresses an opinion of value as the date of value.

As If Vacant Land Value Estimate

As a result of this analysis, the market value of the fee simple interest in the subject property, as of December 31, 2020, is estimated as follows (based on a twelve- month exposure period):

**THREE HUNDRED AND FORTY-TWO MILLION EIGHT HUNDRED
THOUSAND DOLLARS**

\$342,800,000



Gary Williams, AACI, P. App.
Executive Vice President

December 31, 2020

Date



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Land Residual Model Analysis

2470347 Ontario Inc.
2235 Sheppard Avenue East
Suite 1700
Toronto, Ontario
M2J 5B4

RE: Addenda – Land Residual Model for 1245 Dupont Street, Toronto ON (“Galleria Lands”)

C&W File ID: 20.900624

Dear Sirs,

This Addenda must be read in conjunction with and is invalid as an opinion of value if detached from, the original Appraisal report provided, having an effective date of December 31, 2020, which contains the property overview, text, exhibits and appendices pertaining to the Subject property.

Cushman & Wakefield ULC completed a Narrative Appraisal Report for the property located at 1245 Dupont Street, Toronto ON (“the Report”). The Report was completed and estimated a market value of the Subject property based on the “as is” state of the land. The Report concluded the market value via the Direct Comparison Approach at approximately \$342,800,000 – in line with the residual model outlined herein.

This addenda considers, and analyzes, the market value estimate of the Subject property via the Land Residual Methodology. For the purpose of this Addenda Report, we have estimated that the Subject property will be developed with a mixed-use development containing a gross construction area of 2,863,899 square feet. This figure is in line with the most recent pro-forma received from the Client – a key component that identifies and breaks down the % of saleable / leasable space vs. the total gross floor area. This area estimate is approximately 350,000 square feet larger than the net saleable / rentable area of approximately 2,507,557 square feet as it includes amenity areas, hallways, etc. ***Should there be any major discrepancies in the total gross floor area estimates outlined herein, we reserve the right to amend our market value conclusion accordingly.***

The following pages summarize the project being analyzed, the specific development statistics utilized in the valuation of the lands and the analysis required for the Land Residual Methodology.

Land Residual Model Analysis

It must be noted that the Land Residual Approach analysis is highly sensitive to changes in inputs (i.e. a small change in the \$ / square feet. of residential GFA figure may have a significant impact on the resulting market value estimate). While this sensitivity is acknowledged, the resulting market value estimate appears to be reasonable based on direct comparable land sale data for similar large-scale mixed-use residential and retail / commercial developments within the immediate and surrounding areas.

A Land Residual Approach is viable since a prudent purchaser would analyze the property based on the future development potential and revenue generating capabilities of the site. Once re-developed, the Subject property will be able to collect revenue from the sale of the residential units, the leasing of the affordable housing units and the leasing of the non-residential CRU space. For this approach, we have analyzed the potential revenue that will be generated from the project (i.e. the actual sales of the residential units, the monthly rental rates associated with the affordable housing component and the lease rates being achieved for similar retail and commercial space). This analysis essentially analyzes the Subject property based on the “as complete” development.

Once we have estimated the total revenue generated from the project, we are able to deduct the estimated cost to construct the improvements - including, but not limited to, hard and soft construction costs, site servicing costs, development charge payments, consulting and planning fees, sales & marketing, development profit, contingency, etc. For the purpose of this analysis, we have relied upon updated (based on the March 2020 proforma provided by the Client) cost estimates that have been provided by Finnegan Marshall. *Finnegan Marshall is a project design and pre-development company that also provides feasibility study and cost estimate services. The company was founded in May 2014 and brings over 100 years of construction industry related experience paired with comprehensive analysis, extensive market knowledge and proven results.* Although C&W has not allocated independent cost figures, each of the costs input into the model have been analyzed for reasonability and accuracy. As outlined within the model, the costs / expenses all appear to be in line with typical mixed-use developments within the City of Toronto – thus no adjustments were required.

The remaining value will be the “as is” market value of the lands in their current state (vacant lands).

Revenue Analysis

A developer acquiring the Subject property expects to earn revenue from the sale of the end unit condominium sales to a property owner and the on-going income generation from the affordable housing units and the non-residential CRU space. In order to ascertain a reasonable “end unit” sale price / monthly rental rate / lease rate for each component within the mixed-use Subject development, we have researched and analyzed comparable sale within the immediate and surrounding area.

The analyzed data is then able to provide a reasonable \$ / square feet. of gross floor area figures for the residential and non-residential CRU components of the Subject development. For the purpose of this analysis, we have analyzed the Subject property using the following development statistics – like what has been provided by the Client:

Development Statistics				
Total Land Area (Gross Acres)	6.870	Gross Acres		
Net Developable Land Area	6.870	Net Developable Acres		
Total Construction Area	2,077,865	square feet of total buildable gross floor area		
Residential Component				
Total No. of Units	2,324	Total Residential Units (not including affordable housing units)		
Total Gross Saleable Area (Approx.)	1,837,809	Square feet of total above grade gross saleable area		
Total Gross Floor Area (Approx.)	1,837,809	Square feet of total above grade gross floor area (incl. amenity space)		
Non-Residential Space				
Total Gross Floor Area (Approx.)	2,077,865	Square feet (not including community centre)		
% of Retail / Commercial Area	100.00%	of total development		
Retail Space				
Total Leasable Sq.Ft. (NLA)	219,546	Square Feet of GLA		
Lease Rate - Net / Sq.Ft.	\$35.00	psf	Vacancy Rate	3.00%
Resulting Year 1 NOI	\$7,453,587		Capitalization Rate	4.50%
Office Space				
Total Leasable Sq.Ft. (NLA)	20,510	Square feet of GLA		
Lease Rate - Net / Sq.Ft.	\$27.50	psf	Vacancy Rate	3.00%
Resulting Year 1 NOI	\$547,104		Capitalization Rate	5.00%

-i- Condominium Space: For the end-unit condominium space (1,837,809 square feet of saleable area), we have analyzed the space based on a rate per square foot of saleable floor area (gsa). Consideration has also been given to the size of the unit, the quality of the unit, the location and the site characteristics of each unit. Further, the location of the Subject development has been considered.

-ii- Retail & Commercial Space: For the non-residential CRU space (240,581 square feet of saleable area), we have analyzed the space based on a net lease rate. Of the total space, approximately 2519,546 square feet is envisioned for retail use, while the remaining space will be utilized for office uses. *It should be noted that the development will also contain a community center. This community center has not been included within this analysis.* Consideration has also been given to the size of the retail / commercial units, the quality of the units and the type of use the space will be occupied with.

It should be noted that each component listed above also has parking revenue associated with it. Therefore, for each component, we have analyzed specific parking rates associated with the asset class and the resulting revenue that can be generated from parking.

- I - Condominium Space Analysis

As outlined by the development scheme, the Subject development contains approximately 1,877,264 square feet of saleable area within condominium asset space. The chart below summarizes the current price lists for similar high-density development projects within the immediate and surrounding area of western Toronto:

Residential Comparables for Subject Property												
Development Name	57 Brock		XO Condos		Reunion Crossing		Bijou on Bloor		Stockyards District Residences		Junction House	
Address	57 Brock Avenue (Queen W & Dufferin)		1221 King Street W (King W & Strachan)		1808 St. Clair Ave W (St. Clair & Old Weston)		2452 Bloor St W (Bloor & S Kingsway)		2306 St. Clair Ave W (St. Clair & Keele)		2720 Dundas Street W (Dundas & Dupont)	
No. of Units	97		297		153		186		236		150	
Launch Date	May-20		Apr-19		Jun-19		May-19		Nov-18		Nov-08	
Launch Price PSF	\$999	PSF	\$990	PSF	\$815	PSF	\$1,204	PSF	\$865	PSF	\$1,066	PSF
Adjustment Analysis												
Location	Inferior	5%	Inferior	5%	Inferior	5%	Superior	-5%	Inferior	5%	Similar	0%
Transportation Access	Inferior	5%	Inferior	5%	Inferior	5%	Superior	-5%	Similar	0%	Similar	0%
Area Amenities	Inferior	5%	Inferior	5%	Inferior	5%	Superior	-5%	Similar	0%	Similar	0%
Other Development Characteristics							Luxury	-5%				
Total Adjustment	15%		15%		15%		-20%		5%		0%	
Adjusted \$ / PSF Rates	\$1,149 PSF		\$1,139 PSF		\$937 PSF		\$963 PSF		\$908 PSF		\$1,066 PSF	
Average \$ / PSF Rate	\$1,027 PSF											

Comparable Analysis

As shown by the condominium residential analysis on the previous page, condominiums within the immediate and surrounding area contain launch price ranges as follows:

Unadjusted rates from approximately \$815 psf of gross floor area to \$1,240 psf of gross floor area – with an average rate of approximately \$988 psf of gross floor area.

In order to become more comparable to the Subject property, we have adjusted the new project launch comparable by location, transportation, area amenities and other development characteristics (i.e. type of development, quality of development, etc.).

It must be noted that the adjustments outlined within the chart are presented for informational purposes only and are intended to allow the reader to understand the thought process of the appraiser, when arriving at an adjusted rate estimate for each comparable transaction. A matched-pairs analysis, while acceptable in theory, is highly limited since no two properties are exactly alike.

Once the comparable have been adjusted, the adjusted rates from approximately \$908 psf of gross floor area to \$1,149 psf of gross floor area – with an average rate of approximately \$1,027psf of gross floor area.

The developments analyzed were all smaller in scale when compared to the large-scale nature of the Subject development. Although smaller in scale, the developments can provide a good indication of new launch rates and revenue that can be achieved throughout the Subject development. Further, it must be noted that based on the long-term development nature of the project and continuing strong market conditions for condominium developments of the City, it is likely that the \$ / sq. ft. rates will increase over time. However, for the purpose of this analysis, we have not allocated a growth rate to the concluded \$ / sq. ft. rate.

Market Value Conclusion “As Complete” – Residential Component

After analyzing recent market transactions within the immediate and surrounding area, the following points must be noted:

- *The Subject development will be a multi-phase, high density residential development – with numerous amenities and good features and finishes throughout;*
- *The development will lie adjacent to, and contain, open space / parklands – an excellent characteristic for residential development due to the lack of development that will occur on adjacent lands;*
- *The Subject property is situated within a prime and highly desirable area of the west Toronto Market, with excellent access to numerous retail / commercial amenities, public transit and major highways;*
- *The demand for condominium units within the area (and in general throughout the City of Toronto) is high and is anticipated to remain high. This is shown by the increasing number of sales and the increase in sale prices within the immediate area. Further, as shown by the chart on the previous page, the days on market (DOM) statistic for re-sale units is generally under 10 days – a sign of high demand for the asset type;*
- *Once developed, the residential development within the Subject property will command excellent pricing – primarily due to the new build nature, location adjacent to a park, high quality of the improvements and the prime location within the west Toronto (Roncesvalles / Junction) neighbourhood.*

After analyzing all the market data and in discussions with industry professionals, we believe the “as built out” residential units within the Subject development would reasonably command market values, as at the effective date, in the range of

approximately \$1,000 to \$1,100 per square foot of gross floor area. This range is in line with the new launch condominium developments within the immediate and surrounding area.

Therefore, we have concluded that the Subject property will realize an average estimated sale price of approximately \$1,050 per square foot of gross floor area and prices will vary depending on the exact location of the unit within the development.

Parking & Locker Analysis

Based on our research of comparable developments within the area, it is evident that parking spaces and lockers are an additional source of revenue. Refer to the chart outlining comparable developments and their respective parking and locker rates:

The rates for re-sale projects outlined in the chart are parking rates when the project was initially launched and therefore represent older market rates for an earlier period. Parking rates are typically sold within a common market value range which is determined across the industry. Current rates do not necessarily tie to the rates applicable in older periods. Additionally, it should be noted that parking ratios differ from one project to another subject to, among other consideration, the location of the project, its size, its unit mix and its proximity to public transportation routes such as subways, LRT, major bus routes etc. Furthermore, parking ratios applied to newer project are usually lowered that parking ratios applied for older projects. As a result, the gap between the demand for parking spots and the available supply of parking spots for sale in newer projects is usually greater than in older projects, as fewer parking spots are built per units sold. As an example, the average parking ratio for the Fuse project was assigned at 1.3 stalls per unit, while the average ratio for the Galleria project is only 0.84 stalls per unit.

Parking & Locker Analysis			
Development	Address	\$ / Parking Space	\$ / Locker
Resale Projects			
707 Lofts	707 Dovercourt Rd	\$29,000	\$4,500
IT Lofts	130 Rusholme Rd	\$35,000	\$4,500
Q Loft	1205 Queen St W	\$32,500	\$4,500
383 Sorauren	383 Sorauren Ave	\$35,000	\$5,000
Duke	530 Indian Grove	\$40,000	\$5,000
Fuse	1410 Dupont St	\$25,000	\$3,500
Fuse 2	1420 Dupont St	\$25,000	\$3,500
Howard Park	24-36 Howard Park Ave	\$33,500	\$3,000
Active Projects			
Junction House	2720 Dundas Street W	\$69,000	\$5,500
Stockyards District Residences	2306 St Clair Ave W	\$55,000	\$6,000
Reunion Crossing	1808 St Clair Ave W	\$50,000	\$6,500
Arch Lofts	243-245 Perth Ave	\$45,000	\$4,500
Bijou on Bloor	2452 Bloor St W	\$65,000	\$7,500
Howard Park 2	38-60 Howard Park Ave	\$40,000	\$6,000
Scoop	1771 St Clair Ave W	\$35,000	\$5,000
The Roncy	436 Roncesvalles Ave	\$55,000	\$6,000

Since the re-sale rates are dated, we have concentrated our market value conclusion on the active projects in the area – i.e. a similar, current state when compared to the Subject site. As outlined by the chart, parking rates within the immediate and surrounding area range from \$35,000 to \$69,000 per space with an average rate of \$52,000 per space. **For the purpose of this analysis, we have chosen a rate of \$60,000 per space – within the range of the comparable.**

Additional revenue is also generated by locker sales. As outlined by the chart, locker rates within the immediate and surrounding area range from \$4,500 to \$7,500 per locker with an average rate of \$5,875 per locker. **For the**

purpose of this analysis, we have chosen a rate of \$5,500 per locker – within the range of, and like the average rate per locker, of the comparable.

Development Charge Recovery

Generally, sales contracts for new condominium units within Ontario allow for developers to recover a portion of certain expenses – including municipal development charges, utility meter connections and new home warranty fees. We understand that \$15,000 per condominium unit was allocated within the Finnegan Marshall pro-forma analysis. This per unit amount is consistent with similar condominium developments within the Province – therefore appears reasonable and supportable. However, it must be noted that this figure will not be fully determined until the final purchase agreements are completed and the actual expenses have been incurred.

HST Overview & HST Rebate

For HST purposes, the term “builder” has a very specific meaning that is not limited to a person who physically constructs housing. Builder, for the purpose of the HST new housing rebate, generally includes a person who is in the business of constructing or substantially renovating houses for sale. The house may be on land owned or leased by that builder. For this purpose of this analysis, we have assumed that the Client is the “Builder” of this development, therefore would apply for the HST Rebate.

Individuals may be entitled to claim an HST new housing rebate for a house purchased from a builder if they:

- *purchased a new or substantially renovated house (building and land) from a builder;*
- *purchased a new or substantially renovated mobile home or a new floating home from a builder (this includes the manufacturer or vendor);*
- *purchased a share of the capital stock of a co-operative housing corporation (co-op); or,*
- *purchased a new or substantially renovated house from a builder where you leased the land from that builder under the same agreement to buy the house and the lease is for 20 years or more or gives you the option to buy the land.*

The maximum Ontario new housing rebate amount for owner-built houses depends on whether you paid the HST on your purchase of the land. The Ontario new housing rebate is limited to a maximum of \$24,000 if you paid the HST on the purchase of the land, and \$16,080 if you did not. For the purpose of this analysis, we have assumed that HST has been paid. Since the unit prices within the Subject development area greater than \$450,000, we have allocated a maximum HST rebate of \$24,000 per dwelling. Therefore, the HST payable by the developer – upon final sale of the units – is calculated as 13.00% of the total potential revenue, less \$24,000 per unit. Therefore, for the purpose of this report, we have deducted \$ \$195,084,929 in HST payable. The resulting HST rebate to the builder is approximately \$ \$34,860,000.

Market Value Conclusion - Condominium Residential Component

Consequently, based on the development scheme outlined herein, the condominium residential component of the Subject property development has an estimated total market value “as complete” as follows:

CONDOMINIUM RESIDENTIAL COMPONENT

Residential Unit Sales	2,324	791	\$1,050.00	\$830,335	\$1,929,699,450
Additional Parking Revenue	1,839	parking spaces	@	\$60,000	\$110,340,000
Additional Locker Revenue	2,324	lockers	@	\$5,500	\$12,782,000
Less: HST on Residential Unit Sales					\$195,084,929
Plus: Development Charge Recovery	\$15,000	per unit (estimated)			<u>\$34,860,000</u>
Total Residential Revenue					\$1,892,596,522

- II – Retail & Commercial Analysis (Non-Residential CRU)

Revenue Analysis

As outlined by the development scheme, the Subject development contains approximately 335,234 square feet of retail and commercial gross floor area – of which approximately 240,581 square feet is considered net leasable area – broken down as follows:

Retail Space: 219,546 square feet of net leasable area

Office Space: 20,510 square feet of net leasable area

The difficulty with analyzing the rental lease rates for the non-residential space within the Subject development, is the lack of data within the immediate and surrounding areas for similar asset types. Further, the amount of retail space within the development is extremely large (when compared to typical retail spaces). Therefore, for the purpose of this analysis, we have presented a variety of market data in order to conclude at reasonable net rental rates, vacancy rates and capitalization rates for each asset class.

Retail Component – 219,546 sq. ft. of Leasable Area

The chart outlined below represents a variety of new retail lease transactions within the Toronto area. All the leases are for individual units, while many of the leases are located within superior areas of the City (i.e. downtown location). The leases are grocery store and pharmacy leases – considered comparable to the type of retail that would be in the ground floor of the Subject buildings. **Consequently, it would appear reasonable that the Subject property would realize retail rates within the \$32.50 psf (net) and \$37.50 psf (net) range.**

Grocery Store Lease Comparables						
Property Name	City	Tenant	Commencement Date	Term (yrs)	Unit Size (sq. ft.)	Net Rental Rate (\$ psf)
1395 Abbeywood Drive	Oakville	No Frills	2017	20.00	12,116	\$12.39
2430 Eglinton Ave E	Scarborough	No Frills, Ontario	2018	20.00	19,906	\$15.55
2742 Eglinton Ave. E	Scarborough	No Frills, Ontario	2016	20.00	34,222	\$19.68
681 Silver Star Blvd.	Scarborough	No Frills, Ontario	2016	20.00	55,476	\$15.42
1951 Eglinton Ave. W	Toronto	No Frills, Ontario	2018	20.00	14,347	\$19.68
55 Bloor Street West	Toronto	ValuMart	2017	20.00	19,551	\$14.36
372 Pacific Ave.	Toronto	No Frills, Ontario	2018	20.00	23,289	\$24.06
50 Musgrave St.	Toronto	Loblaws, Ontario	2018	20.00	80,987	\$21.87
4100-Westside Mall	Toronto	Freshco	2015	20.00	35,019	\$16.88
1610-Rutherford	Vaughan	No Frills	2015	20.00	48,890	\$17.99
2911 Major MacKenzie Dr	Vaughan	Fortinos	2018	20.00	89,666	\$19.68
Statistics						
Min				20.00	12,116	\$12.39
Max				20.00	89,666	\$24.06
Ave				20.00	39,406	\$17.96
Toronto Pharmacy Leases						
Property Name	City	Tenant	Commencement Date	Term (yrs)	Unit Size (sq. ft.)	Net Rental Rate (\$ psf)
539 – 541 Parliament Street	Toronto	Rexall	May-17	15.00	9,562	\$53.94
2206 Lake Shore Blvd. W.	Toronto	Shoppers Drug Mart	Feb-15	20.00	13,806	\$35.00
88 Queens Quay West	Toronto	Rexall	Jan-14	15.00	13,000	\$38.00
4040 Finch Ave E	Toronto	Pharma Plus	Jan-14	15.00	2,829	\$50.00
63 Front Street East	Toronto	Rexall	Jul-13	15.00	17,390	\$42.00
18 Lower Jarvis Street	Toronto	Shoppers Drug Mart	Feb-13	15.00	13,000	\$36.50
4890 Dundas Street West	Toronto	Pharma Plus	Jan-13	5.00	21,350	\$39.65
390 Queens Quay West	Toronto	Shoppers Drug Mart	Jan-13	15.00	17,034	\$32.00
Statistics						
Min				5.00	2,829	\$32.00
Max				20.00	21,350	\$53.94
Ave				14.36	13,496	\$40.69

As a reasonability analysis, we have also reviewed a Retail Market Study conducted on the Subject property as of December 2015. The Study, completed by Northwest Atlantic, states that *“it is our estimate that average net rents of \$30.00 to \$35.00 per square foot can be achieved across the 275,000 square feet of space. Annual net revenue should be between \$8,250,000 and \$9,625,000.”* The chart below outlines, in further detail, specific rental rates for different uses within the development:

Therefore, the concluded at rate of \$35.00 per square foot (net) appears to be reasonable and supportable – based on both market comparables and the retail market study.

Office Component – 20,510 sq. ft. of Leasable Area

The chart outlined below represents a variety of new office lease transactions within the Toronto area. All the leases are for individual units, while some of the leases are located within superior areas of the City (i.e. downtown location). However, based on the small allocation of office space, the demand will likely be significant – leading to higher rental rates. **Consequently, it would appear reasonable that the Subject property would realize office rates within the \$25.00 psf (net) and \$30.00 psf (net) range.**

Based on the rental analysis and in consideration of the Subject property location and building quality / condition, the following estimated market rents have been concluded:

Retail Space: **\$35.00 per square foot (net)**

Office Space: **\$27.50 per square foot (net)**

These rental figures equate to a potential gross revenue estimate as follows:

Retail Space: **\$35.00 per square feet. (net) x 219,546 sq. ft. = \$7,453,587**

Office Space: **\$27.50 per square feet. (net) x 20,510 square feet. = \$547,104**

Total Potential Gross Revenue: **\$9,225,980**

Allowance for Vacancy and Bad Debt

- General Vacancy:**
- Based on the anticipated term of the leases and marketing time required for space absorption, we have included a 3.00% reserve for stabilized vacancy for both the retail and office space – like market comparable of similar scale.
- Collection Loss:**
- No further collection loss / bad debt has been factored, as concerns which an investor may have in this regard would most likely be addressed in the selection of the overall yield.

Operating Expenses

- Tax and Operating Expenses:**
- Common in the marketplace, leases involving similar type properties are contracted on a net carefree basis, whereby the tenant is responsible for the operating expenses and realty taxes. No expenses were estimated.
- Management Fee:**
- Typically, a management fee between 2.0% and 5.0% is deducted from the Effective Gross Income. This deductible includes the expenses for management and maintenance. For the purpose of this analysis, a management fee is not considered applicable.
- Structural Allowance:**
- A structural allowance (percentage of the Effective Gross Income) is typically set aside for the replacement of short-lived building components. Given the new build condition of the Subject, we have applied a structural allowance of 0.0%.
- Capital Expenditures:**
- No major capital expenditures are planned for the upcoming year.

Capitalization Rate Analysis

The ideal method of arriving at an Overall Capitalization Rate is through an analysis of comparable market sales. When examining investment transactions, it is important to understand that there are many variables that affect the ultimate overall capitalization rate. Selected sales are not all directly comparable to the Subject when

reviewing investment qualities such as location, physical utility, tenant covenant and income characteristics and therefore must be examined from a more macro level.

Since the retail and commercial component of the Subject property will be an income producing asset, we have analyzed capitalization rates for both retail and office buildings within the immediate and surrounding areas. Initially, we have analyzed the most recent capitalization rate summary:

The chart below outlines the retail buildings analyzed:

Toronto Retail Sales								
Index No.	Address	Date of Sale	Consideration	Building Area	Occupancy Rate (%)	NOI PSF	O.C.R.	\$/sf
1	725 King Street West (Unit 105)	Feb-20	\$2,000,000	1,766	100.00%	\$48.13	4.25%	\$1,133
2	454 Yonge Street	Jan-20	\$11,000,000	6,638	100.00%	\$82.86	5.00%	\$1,657
3	2114 Bloor Street West	Oct-20	\$3,200,000	3,263	100.00%	\$44.13	4.50%	\$981
4	565 Bloor Street West	Nov-20	\$7,200,000	4,918	100.00%	\$58.56	4.00%	\$1,464
5	482-484 Queen Street West	Nov-20	\$8,700,000	8,673	100.00%	\$40.12	4.00%	\$1,003
Statistics								
Min		Jan-20	\$2,000,000	1,766	100.00%	\$40.12	4.00%	\$981
Max		Nov-20	\$11,000,000	8,673	100.00%	\$82.86	5.00%	\$1,657
Ave		Jul-20	\$6,420,000	5,052	100.00%	\$54.76	4.35%	\$1,247

The above presented sales indicate a capitalization rate range of 4.00% to 5.00% - an average cap rate of 4.35%. Consequently, considering the location of the site and the market characteristics associated with similar properties, we believe the Subject property will realize a capitalization rate within the range of 4.00% and 4.25%. Based on the new build condition of the building, the leasable area and type, as well as the location of the building, a capitalization rate at **4.50%** was considered appropriate for the Subject property. **Based on the above revenue and expense ratios, the retail space within the Subject development is achieving approximately \$33.95 of net operating income per square foot of NLA. This figure is in line with market norms and similar retail development transactions – outlined in the chart above.**

The chart below outlines the office buildings analyzed:

City of Toronto Commercial Investment							
Index No.	Address	Date of Sale	Consideration	Building Area	Occupancy Rate (%)	NOI PSF	O.C.R.
1	454 Yonge Street	Nov-19	\$13,650,000	17,000	100.00%	\$41.35	5.15%
2	197 Yonge Street	Jan-20	\$4,500,000	5,968	100.00%	\$32.05	4.25%
3	57 Front Street East	Jun-19	\$15,650,000	13,278	100.00%	\$47.15	4.00%
4	2195 Yonge Street	May-19	\$25,000,000	23,180	100.00%	\$53.93	5.00%
5	Unit 107 to 109, 625 Queen Street East	May-19	\$3,225,000	5,155	100.00%	\$26.59	4.25%
Statistics							
Min		May-19	\$3,225,000	5,155	100.00%	\$26.59	4.00%
Max		Jan-20	\$25,000,000	23,180	100.00%	\$53.93	5.15%
Ave		Aug-19	\$12,405,000	12,916	100.00%	\$40.21	4.53%

The above presented sales indicate a capitalization rate range of 4.00% to 5.15% - an average cap rate of approximately 4.53%. Consequently, considering the location of the site and the market characteristics associated with similar properties, we believe the Subject property will realize a capitalization rate within the range of 4.75% and 5.00%. Based on the new build condition of the building, the leasable area and type, as well

as the location of the building, a capitalization rate at the mid-point of the range and like the average of the above noted comparable, or **5.00%** was considered appropriate for the Subject property.

Based on the above revenue and expense ratios, the office space within the Subject development is achieving approximately \$26.68 of net operating income per square foot of NLA. This figure is in line with market norms and similar office development transactions – outlined in the chart above.

Parking Analysis – Rental Buildings

Based on our research and comparable retail and office developments within the area, it is evident that parking spaces are leased out at an additional cost. Discussions with parking operators in the immediate and surrounding area opined that a reasonable monthly parking rate for retail users would be anywhere from approximately \$100.00 per space to \$150.00 per space – location dependent. **For the purpose of this analysis, we have chosen a rate of \$125.00 per month / per space for the retail component.**

For the office component, we have added an additional \$75.00 per month / per space – concluding at a rate of \$200.00 per month / per space.

Like the retail and office space transactions, we have applied a 5.00% capitalization rate, to both parking components associated with the respective development type.

Market Value Conclusion – Retail and Commercial Component

Consequently, based on the development scheme outlined herein and the valuation metrics concluded at, the retail and commercial component of the Subject property development has an estimated total market value “as complete” as follows:

RETAIL / OFFICE COMPONENT

Retail Capitalized Value	\$7,453,587	NOI @	4.50%	Cap =	\$165,635,260
Office Capitalized Value	\$547,104	NOI @	4.00%	Cap =	\$13,677,606
Retail Parking Revenue	568	spaces @	\$125	per space (month)	
			4.50%	Cap =	\$18,933,333
Office Parking Revenue	19	spaces @	\$200	per space (month)	
			4.00%	Cap =	<u>\$1,140,000</u>
Total Retail & Office Revenue					\$198,246,200

Summary of Revenue

As shown throughout the previous analysis, we have concluded at a market value estimate “as complete” for each component of the mixed-use Subject property development. Consequently, based on the development scheme outlined herein and the valuation metrics concluded at, the Subject property development has an estimated total market value “as complete” as follows:

Development Statistics					
Total Land Area (Gross Acres)	6.870	Gross Acres			
Net Developable Land Area	6.870	Net Developable Acres			
Total Construction Area	2,077,865	square feet of total buildable gross floor area			
Residential Component					
Total No. of Units	2,324	Total Residential Units (not including affordable housing units)			
Total Gross Saleable Area (Approx.)	1,837,809	Square feet of total above grade gross saleable area			
Total Gross Floor Area (Approx.)	1,837,809	Square feet of total above grade gross floor area (incl. amenity space)			
Non-Residential Space					
Total Gross Floor Area (Approx.)	2,077,865	Square feet (not including community centre)			
% of Retail / Commercial Area	100.00%	of total development			
Retail Space					
Total Leasable Sq.Ft. (NLA)	219,546	Square Feet of GLA			
Lease Rate - Net / Sq.Ft.	\$35.00	psf		Vacancy Rate	3.00%
Resulting Year 1 NOI	\$7,453,587			Capitalization Rate	4.50%
Office Space					
Total Leasable Sq.Ft. (NLA)	20,510	Square feet of GLA			
Lease Rate - Net / Sq.Ft.	\$27.50	psf		Vacancy Rate	3.00%
Resulting Year 1 NOI	\$547,104			Capitalization Rate	5.00%
Summary of Revenue					
	No. of Units	Avg Unit Size	PSF of GSA	AVG Unit Price	Resulting Revenue
CONDOMINIUM RESIDENTIAL COMPONENT					
Residential Unit Sales	2,324	791	\$1,050	\$830,335	\$1,929,699,450
Additional Parking Revenue	1,839	parking spaces	@	\$60,000	\$110,340,000
Additional Locker Revenue	2,324	lockers	@	\$5,500	\$12,782,000
Less: HST on Residential Unit Sales					\$195,084,929
Plus: Development Charge Recovery	\$15,000	per unit (estimated)			<u>\$34,860,000</u>
Total Residential Revenue					\$1,892,596,522
RETAIL / OFFICE COMPONENT					
Retail Capitalized Value	\$7,453,587	NOI @	4.50%	Cap =	\$165,635,260
Office Capitalized Value	\$547,104	NOI @	4.00%	Cap =	\$13,677,606
Retail Parking Revenue	568	spaces @	\$125	per space (month)	
			4.50%	Cap =	\$18,933,333
Office Parking Revenue	19	spaces @	\$200	per space (month)	
			4.00%	Cap =	<u>\$1,140,000</u>
Total Retail & Office Revenue					\$198,246,200
Total Potential Revenue					\$2,090,842,721

Expense Analysis

We have deducted the estimated cost to construct the improvements - including, but not limited to, hard and soft construction costs, site servicing costs, development charge payments, consulting and planning fees, sales & marketing, development profit, contingency, etc. For the purpose of this analysis, we have relied upon cost estimates that have been provided by Finnegan Marshall. Although C&W has not allocated independent cost figures, each of the costs input into the model have been analyzed for reasonability and accuracy. As outlined within the model, the costs / expenses all appear to be in line with typical mixed-use developments within the City of Toronto – thus no adjustments were required.

In addition to the costs / expenses outlined by the Cost Report, the Residual Model has deducted an expense for both development profit and time. Refer to the descriptions provided below – outlining a brief description of each expense and the respective expense figure.

Financing Expense:

We have relied upon the financing expense figure provided by Finnegan Marshall. The assumptions utilized for the financing calculations are as follows:

Construction Loan Interest Budget Assumptions:

1. *Rate – average 4.70%. Current Prime is 3.95% which leaves 0.75% for loan rate spread and rate increases.*
2. *Duration – The loan is projected to commence end of month 3 of schedule as trade will work for 1 month and expect payment in 45 days and we pushed their first payment out to 60 days as is often the norm for shoring/excavation first draw.*
3. *Loan Amount is as per source of funds.*
4. *Average Loan drawn over course of loan is 45% given that 10% holdback paid at end, plus following industry average “S” curve with less expenditures up front and heavier at back-end.*

These assumptions appear reasonable.

Developers Profit:

Based on the larger scale and high risk associated with the Subject development in the “**raw state**” (i.e. **not approved, or not yet begun the development path**), a developer’s profit would typically be towards the high end of the range, or 15.00% to 20.00%. However, based on the likely high demand that would occur if the site were to be placed on the market, a developer would take a reduced profit to develop the site – between 10% and 15%. Additionally, if a builder were to acquire the site, the profit percentage would be less since one party would be completing the entire development. Lastly, with the lack of large development sites available within the Greater Toronto Area – more specifically within the Toronto area, overall profit %’s is becoming tighter. However, with smaller profit %’s comes larger land parcels that allow for long term development and revenue streams – an excellent characteristic for buildings. Consequently, based on the further advanced stage of development, we have tempered the development profit % and estimated the developer’s profit at **18.00%**

of the potential net revenue - or approximately \$376,351,690.

It must be noted that this rate considers the approved land use policy submissions, the timing until development begins and subsequent lower risk associated with the submissions, for the Subject property – based on the “as is” state.

Discount for Time

We have estimated that full and final planning approvals will require a time period of approximately 0.5 years – with construction launch beginning in Q3-2021. **For the purpose of this analysis, we have used a discount factor of 5.00% per annum for a conservative 0.5-year period.** *It should be noted that the risk with this asset is low, buoyed by good demand, scarce supply within the immediate and surrounding area for residential product, continuing low interest rates (although rising) and stable housing market conditions.*

The model on the following page outlines the market value estimate for the Subject property “as is” - via the Land Residual Model:

Land Residual Approach for 1245 Dupont Street, Toronto ON - "As Is"

Development Statistics

Total Land Area (Gross Acres)	6.870	Gross Acres
Net Developable Land Area	6.870	Net Developable Acres
Total Construction Area	2,077,865	square feet of total buildable gross floor area

Residential Component

Total No. of Units	2,324	Total Residential Units (not including affordable housing units)
Total Gross Saleable Area (Approx.)	1,837,809	Square feet of total above grade gross saleable area
Total Gross Floor Area (Approx.)	1,837,809	Square feet of total above grade gross floor area (incl. amenity space)

Non-Residential Space

Total Gross Floor Area (Approx.)	2,077,865	Square feet (not including community centre)
% of Retail / Commercial Area	100.00%	of total development

Retail Space

Total Leasable Sq.Ft. (NLA)	219,546	Square Feet of GLA		
Lease Rate - Net / Sq.Ft.	\$35.00	psf	Vacancy Rate	3.00%
Resulting Year 1 NOI	\$7,453,587		Capitalization Rate	4.50%

Office Space

Total Leasable Sq.Ft. (NLA)	20,510	Square feet of GLA		
Lease Rate - Net / Sq.Ft.	\$27.50	psf	Vacancy Rate	3.00%
Resulting Year 1 NOI	\$547,104		Capitalization Rate	5.00%

Summary of Revenue

	No. of Units	Avg Unit Size	PSF of GSA	AVG Unit Price	Resulting Revenue
CONDOMINIUM RESIDENTIAL COMPONENT					
Residential Unit Sales	2,324	791	\$1,050	\$830,335	\$1,929,699,450
Additional Parking Revenue	1,839	parking spaces	@	\$60,000	\$110,340,000
Additional Locker Revenue	2,324	lockers	@	\$5,500	\$12,782,000
Less: HST on Residential Unit Sales					\$195,084,929
Plus: Development Charge Recovery	\$15,000	per unit (estimated)			<u>\$34,860,000</u>
Total Residential Revenue					\$1,892,596,522

RETAIL / OFFICE COMPONENT

Retail Capitalized Value	\$7,453,587	NOI @	4.50%	Cap =	\$165,635,260
Office Capitalized Value	\$547,104	NOI @	4.00%	Cap =	\$13,677,606
Retail Parking Revenue	568	spaces @	\$125	per space (month)	
			4.50%	Cap =	\$18,933,333
Office Parking Revenue	19	spaces @	\$200	per space (month)	
			4.00%	Cap =	<u>\$1,140,000</u>
Total Retail & Office Revenue					\$198,246,200

Total Potential Revenue **\$2,090,842,721**

Estimated Expenses / Cost of Development - per Finnegan Marshall Cost Estimate

			C & W
Hard & Soft Construction Costs	\$425.41	psf =	\$883,949,000
Municipal Charges	\$75.34	psf =	\$156,552,000
Design	\$13.64	psf =	\$28,339,000
Legal & Administration	\$5.50	psf =	\$8,051,000
Marketing & Sales	\$50.00	psf =	\$119,448,000
Finance	\$43.71	psf =	\$90,831,000
Contingency	\$33.00	psf =	\$68,561,000
HST on Deemed Disposition	\$0.00	psf =	\$0
Less: Operating Costs & Income	\$0.00	psf =	(\$9,569,000)

Total Project Costs - Not Including Development Profit **\$1,346,162,000**

Developers Profit	18.00%	of Total Potential Revenue	<u>\$376,351,690</u>
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Total Project Costs - Not Including Discount for Time **\$1,722,513,690**

Discount for Time to Develop			
Discount Rate:	4.50%	per annum	
No. of Years:	0.5	years	
Resulting Discount for Time:			<u>\$8,287,403</u>

Total Project Costs - Including Development Profit & Discount for Time **\$1,730,801,093**

Resulting Raw Land Value (Rounded)	\$360,042,000
Resultant Rate Per Square Foot of Buildable GFA (Rounded)	\$174.00
Resultant Rate Per Square Foot of Land Area (Rounded)	\$1,203

After analyzing all revenue and cost / expense inputs, the Subject property has a market value estimate – via the Land Residual Model – of approximately \$360,042,000, or approximately \$174 per square foot of buildable gross floor area (based on the total gross construction area of approximately 2,077,865 square feet). Consequently, the market value arrived at via the Direct Comparison Approach (\$342,800,000) appears reasonable and supportable.

Declaration Passing of By-Law - 1245 Dupont Street



City Clerk's Office

Ulli S. Watkiss
City Clerk

Secretariat
Ellen Devlin
Toronto and East York Community Council
City Hall, 2nd Floor, West
100 Queen Street West
Toronto, Ontario M5H 2N2

Tel: 416-392-7033
Fax: 416-397-0111
e-mail: teycc@toronto.ca
Web: www.toronto.ca

CITY OF TORONTO

DECLARATION UNDER SECTIONS 17 AND 34 OF THE PLANNING ACT

I, Raneisha Hemmings, declare that the Notice of Adoption of Official Plan Amendment 415 (By-law 1164-2019) and Notice of Passing of By-law 1165-2019 and 1166-2019 to amend former City of Toronto Zoning By-law 438-86 and 569-2013 as amended, with respect to lands municipally known as 1245 Dupont Street, 1260 Dufferin Street and 213 Emerson Avenue enacted by the Council of the City of Toronto on July 18, 2019 was given in the manner and form and to the persons prescribed by Regulations made by the Lieutenant Governor-in-Council under Sections 17 and 34 of the Planning Act.

I further declare that no notice of appeal or objection has been filed within the time limit provided by the regulations, and therefore, pursuant to the provisions of Sections 17 and 34 of the Planning Act, By-law 1164-2019 is in full force and effect as of August 15, 2019 and By-laws 1165-2019 and 1166-2019 is in full force and effect as of July 18, 2019.


Raneisha Hemmings

Sworn before me at the City of Toronto
this 23rd day of August, 2019



A Commissioner etc.

Ellen Veronica Devlin
a Commissioner, etc., Province of Ontario
for the City of Toronto
Expires March 14, 2022

Bill 1148

Authority: Toronto and East York Community Council
Item TE33.5, as adopted by City of Toronto Council on
June 26, 27, 28 and 29, 2018

CITY OF TORONTO

Bill 1148

BY-LAW -2019

To adopt Amendment 415 to the Official Plan for the City of Toronto respecting the lands known municipally in the year 2018, as 1245 Dupont Street, 1260 Dufferin Street, and 213 Emerson Avenue.

Whereas authority is given to Council under the Planning Act, R.S.O. 1990, c.P. 13, as amended, to pass this By-law; and

Whereas Council of the City of Toronto has provided adequate information to the public and has held at least one public meeting in accordance with the Planning Act;

The Council of the City of Toronto enacts:

1. The attached Amendment 415 to the Official Plan is hereby adopted pursuant to the Planning Act, as amended.

Enacted and passed on July , 2019.

Frances Nunziata,
Speaker

Ulli S. Watkiss,
City Clerk

(Seal of the City)

2
City of Toronto By-law -2019

AMENDMENT 415 TO THE OFFICIAL PLAN

**LANDS MUNICIPALLY KNOWN IN THE YEAR 2017 AS 1245 DUPONT STREET,
1260 DUFFERIN STREET, AND 213 EMERSON AVENUE.**

The Official Plan of the City of Toronto is amended as follows:

1. Maps 17 and 18, Land Use Plan, are amended by redesignating a portion of the lands known municipally in 2018 as 1260 Dufferin Street from Parks to Mixed Use Areas, and a portion of lands known municipally in 2018 as 1245 Dupont Street from Mixed Use Areas to Parks, as shown on Schedule "A".
2. Chapter 7, Site and Area Specific Policies, is amended by deleting the text and map for Site and Area Specific Policy 213 for "Southwest Corner of Dupont Street and Dufferin Street", and replacing with the following:
 213. 1245 Dupont Street and 1260 Dufferin Street, and 213 Emerson Avenue.

INTERPRETATION

- a. The Galleria Shopping Centre is located at the southwest corner of Dupont Street and Dufferin Street in Toronto's Wallace Emerson neighbourhood. The Galleria Shopping Centre site is a 49,000 square metre parcel of land that was developed in the early 1970s as a single-storey, enclosed mall with an abundance of surface parking.
- b. New development will comprehensively transform the current Galleria Shopping Centre site (1245 Dupont Street), the existing Wallace Emerson Park and Community Centre (1260 Dufferin Street) and 213 Emerson Avenue (comprehensively referred to as the "subject site") into a mixed use, high density complete community, complemented by public park and open spaces, a new enlarged community centre, robust retail offerings and distinctive streetscapes designed to create a highly walkable, family-friendly environment.
- c. The introduction of a new diagonal public street will provide a new route from Dufferin Street to Dupont Street, maximizing public frontage and access onto Wallace Emerson Park. Wallace Emerson Park and Wallace Emerson Community Centre will be enhanced and expanded to provide a full range of community activity spaces. New development will create the potential for future transit improvements to be made on the subject site.

VISION AND MAJOR OBJECTIVES

- d. The subject site as identified on Schedule A shall be developed based on the following principles:

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- i. **Create a complete community:** The redevelopment will accommodate the varying needs of the community by offering a range of housing options including affordable housing, a mix of retail and office uses, and a variety of community amenities.
- ii. **Establish a finer grain of streets and blocks to connect desire lines:** New streets and blocks will be established to improve porosity, facilitate circulation, provide additional access points, and improve connections within the community.
- iii. **Enhance Wallace Emerson Park:** Wallace Emerson Park will be enlarged and reconfigured and its design and functionality will be improved.
- iv. **Reinforce the redevelopment's role as a community node:** The redevelopment will accommodate a wide range of formal and informal community gathering spaces to maintain the subject site's community-oriented character, including but not limited to pedestrian connections and POPS.
- v. **Encourage active transportation and explore opportunities for transit improvements:** The redevelopment will encourage active transportation by offering an enhanced pedestrian realm, wide sidewalks, and cycling infrastructure, and protect for future local transit improvements.
- vi. **Exceptional architecture and design that transitions and minimizes impacts on the surrounding neighbourhood:** The height and scale of new buildings will transition down toward adjacent lower scale areas. High quality design will create a distinct identity and enhance the character of the area.
- vii. **Promote sustainable development:** The redevelopment will promote a comprehensive approach to sustainable design that encompasses a range of innovative solutions to promote environmental, social, cultural, and economic sustainability.

LAND USE

- e. New residential, retail and commercial uses will be located in the area identified as *Mixed Use* on Schedule A.
- f. New recreational uses will be located in the area identified as *Park* on Schedule A.

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GROSS FLOOR AREA

- g. A maximum total gross floor area of 245,500 square metres is permitted on Blocks 1, 2, 3, 4 and 5 as identified on Schedule A.
- h. A minimum non-residential gross floor area of 25,000 square metres is required across Blocks 1, 2, 3, 4 and 5 (as identified on Schedule A), upon the completion of the last Block of the development.
- i. A maximum residential gross floor area of 217,000 square metres is permitted across Blocks 1, 2, 3, 4 and 5 as identified on Schedule A.
- j. No maximum gross floor area will apply to Block 6 so long as it is used for parks purposes.

MIX OF USES AND FINER-GRAINED RETAIL

- k. A diverse mix of uses will be developed on the subject site, that maintain its current value to the community while expanding the amount and types of activity it can support. The intent will be to provide space for a diverse range of uses that will allow the subject site to be animated at all times of the day, supporting the creation of a complete community.
- l. New buildings will reserve space at-grade for retail and other non-residential uses, in fine grain frontages including smaller floorplate uses, that will animate the public realm. This may include community-oriented uses, restaurants, and a combination of larger as well as unique smaller-scale retail stores and businesses in a range of unit sizes.
- m. Residential uses should be located in the upper floors of base buildings and in towers. A range of unit types and tenures that accommodate different households will be provided.
- n. Community and service facilities will be encouraged in ground floor uses in buildings near the new Community Centre to establish a socially-oriented character-area within the subject site.

PUBLIC REALM

- o. The enhanced public realm of the subject site will encourage walking and create a pedestrian-friendly space with expanded sidewalks, trees, landscape treatments, street furniture, and a street grid that connects desire lines and porosity through the subject site. New public streets will be complete streets designed to create a safe environment for pedestrians, cyclists, and transit users while accommodating drivers. Reconfiguring the subject site will improve public access and safety, and enhance circulation.

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- p. A robust public realm will be created, comprised of a variety of gathering spaces and streetscapes all anchored by an enlarged and reconfigured Wallace Emerson Park and Community Centre. Key public realm components of the new development will include: key entry points, linear landscapes, a POPS plaza (a Privately Owned Publicly-Accessible Space), and the enlarged and reconfigured Wallace Emerson Park.
- q. Contiguous pathways will be created to improve access to the subject site from adjacent residential communities and contribute to a more coherent structure for Wallace Emerson Park.

WALLACE EMERSON PARK

- r. Wallace Emerson Park will be reconfigured, enlarged, enhanced and organized to support active and passive recreation. Frontage on a new diagonal street (Public Street 'A' – see Schedule 2) and Dupont Street will bring more eyes to the park and allow activity to permeate between the subject site's built form and open spaces. Opportunities for green roofs on the Wallace Emerson Community Centre will be explored as part of the design of the new community centre. The park's south-facing exposure will maximize sunlight in the space and will provide expansive views of the Toronto skyline.

PRIVATELY OWNED PUBLICLY-ACCESSIBLE SPACE

- s. A Privately Owned Publicly-Accessible Space ("POPS") will be located on the north side of Public Street 'A' as identified on Schedule B near to Wallace Emerson Park, creating a destination within the subject site for visitors to the community. The POPS is to be provided in the general location as identified on Schedule B. Space will be reserved on the south side of the POPS for potential opportunities to improve transit amenities, which could provide transit users with both a pleasant environment to wait and a welcoming arrival spot. The POPS will have a minimum area of 850 square metres.

PUBLIC STREET 'A'

- t. Public Street 'A', identified on Schedule B will be a safe and clear route between Dupont Street and Dufferin Street, and a continuous and animated public façade for Wallace Emerson Park. Public Street 'A' should be designed as an animated pedestrian-oriented complete street.

THE PEDESTRIAN MEWS

- u. The Pedestrian Mews, as identified on Schedule B, will celebrate and reinforce the subject site's long history as a retail focal point by offering enhanced commercial and service options on a publicly accessible pedestrian-only walkway with an exceptional sense of place.

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- v. The Pedestrian Mews will feature high quality street treatments, public art, and a vibrant mix of businesses. The space will have an overhead architectural canopy to provide weather protection and enable year-round activity while creating a vibrant atmosphere for shopping and socializing. A range of retail footprint sizes will support a mix of small businesses and larger stores that meet the everyday needs of the community.

PUBLIC STREET 'B'

- w. Public Street 'B' identified on Schedule B, will provide a dynamic gateway into the subject site from Dupont Street. This new public street is encouraged to be designed as a shared street, and will include small scale retail and café storefronts and a generous eastern side landscaped sidewalk. Public Street B should be an animated and vibrant street with active at grade uses, creating a welcoming entry point into the community and visibility of the park.

WALLACE EMERSON COMMUNITY CENTRE

- x. Wallace Emerson Park will be enlarged and reconfigured, and will allow for the relocation of Wallace Emerson Community Centre to the western portion of the park in order to allow for enhanced views of the community centre on Dupont Street.
- y. The Community Centre will be designed with architectural excellence and quality materials, and it will become a focal point in the subject site, creating an identity for the community.

BUILT FORM, TALL BUILDINGS, AND BUILDING TRANSITION

- z. Zoning By-law standards shall be developed to address built form matters such as size of the eight tower floorplates, stepbacks, and setbacks that consider the unique size of the subject site and area context while providing for an appropriate transition to surrounding residential areas.
- aa. New development will be configured with base buildings and tower locations that respect the scale and height of the surrounding neighbourhoods and frame the edge of the public realm. Base buildings should be designed to differentiate themselves from tower elements, and should promote animation at the ground floor and a pedestrian scale. Streetscapes and landscape treatments around and within the subject site will be designed to complement the architectural designs, together fostering an inviting, attractive pedestrian realm.
- bb. Tall buildings will be strategically positioned to ensure adequate separation distances, and to minimize shadow and wind impacts on the adjacent public realm and surrounding parks and neighbourhoods. The eight tall buildings will step down in height from the middle of the site on Dupont Street towards Wallace Emerson Park and surrounding residential neighbourhoods to maximize view and sunlight, and to establish a transition in height and scale.

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- cc. The four tallest tower buildings will be sited adjacent to Dupont Street, locating the bulk of height and density further away from the surrounding residential neighbourhoods towards the south. Two of the towers may be located closer to the major arterial roads, with reduced stepbacks above the base building, towards the northeast and northwest ends of the subject site. These two buildings are intended to be anchor buildings at each major intersection to serve as landmarks for the new community and to signify the prominence of these corner locations. In total, eight tall buildings will be permitted, in the general locations as identified on Schedule B. These buildings should be designed with a variety of architectural treatments.

MOBILITY

- dd. Streets are an important part of the public realm and will be designed to create a safe environment for pedestrians, cyclists, cars, and transit users. New cycling routes will be explored as part of the design of the park. Mid-block connections and pedestrian-oriented streets will be created through the subject site, creating new connections between the surrounding arterial roads and the new diagonal street internal to the subject site.
- ee. Development of the site will accommodate the widening of Dufferin Street and will reduce the curvature of Dupont Street between Emerson Avenue and Dufferin Street.

EXISTING USES

- ff. Despite the Park designation indicated in the area marked Existing Use A on Schedule C, land and existing buildings and additions can continue to be used for existing uses as of May 1, 2018 and for other uses permitted under the Mixed Use designation until such time as the Existing Use A area is redeveloped with a Community Centre.
- gg. Despite the Mixed Use designation indicated in the area marked Existing Use B on Schedule C, land and existing buildings and additions can continue to be used for existing uses as of May 1, 2018 and for other uses permitted under Park designation until such time as the Existing Use B area is redeveloped.
- hh. Despite the Park designation indicated in the area marked Existing Use C on Schedule C, land and existing buildings and additions can continue to be used for existing uses as of May 1, 2018 and for other uses permitted under Mixed Use designation until such time as the land is conveyed to the City as parkland.

TRANSITIONAL USES

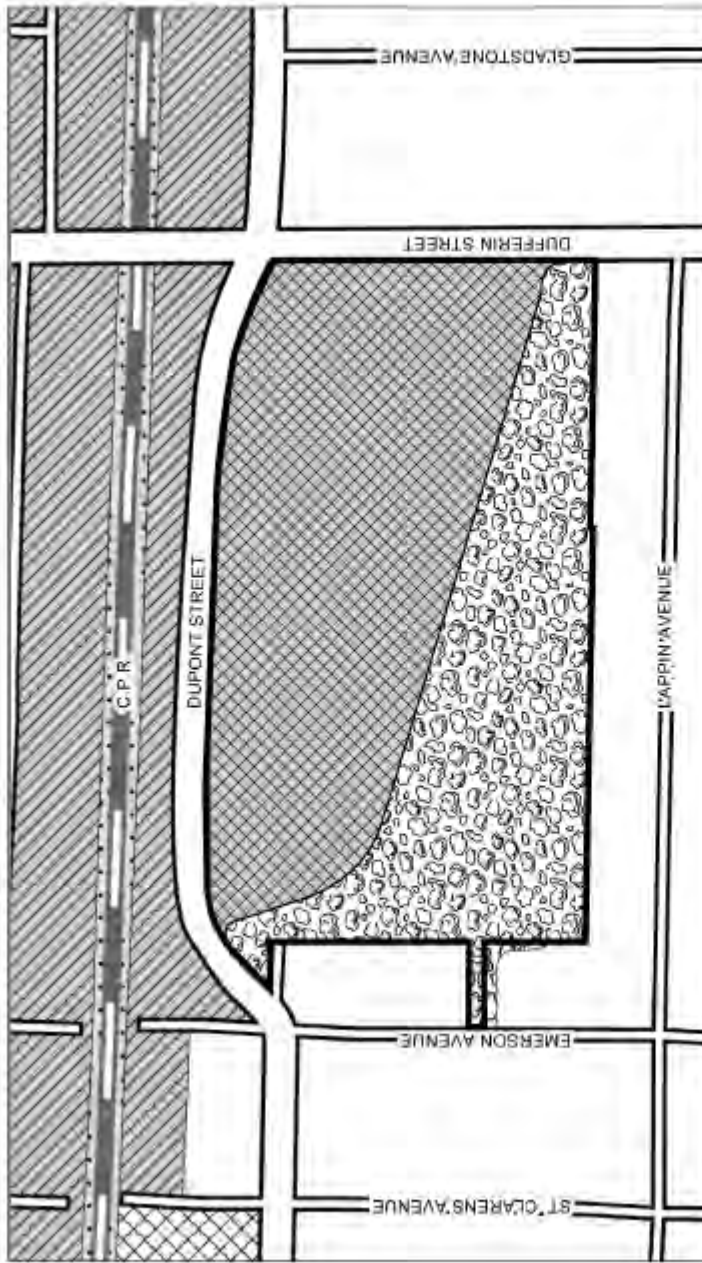
- ii. The existing Galleria Shopping Centre will remain in operation until the subject site is redeveloped. Additions to the existing Galleria Mall Shopping Centre are permitted.

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IMPLEMENTATION

- jj. Urban Design Guidelines will be developed to the satisfaction of the Chief Planner and Executive Director, City Planning Division, to complement the Zoning By-law and will guide the design of the buildings and open space elements of the project in terms of design excellence, built form, public realm and mobility. Urban Design Guidelines will guide development to implement the Official Plan and this Site and Area Specific Policy and assist staff in evaluating applications for Site Plan Approval.

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Toronto Schedule A
Official Plan Amendment # 415
 1245 Dupont Street, 1260 Dufferin Street
 & 213 Emerson Avenue

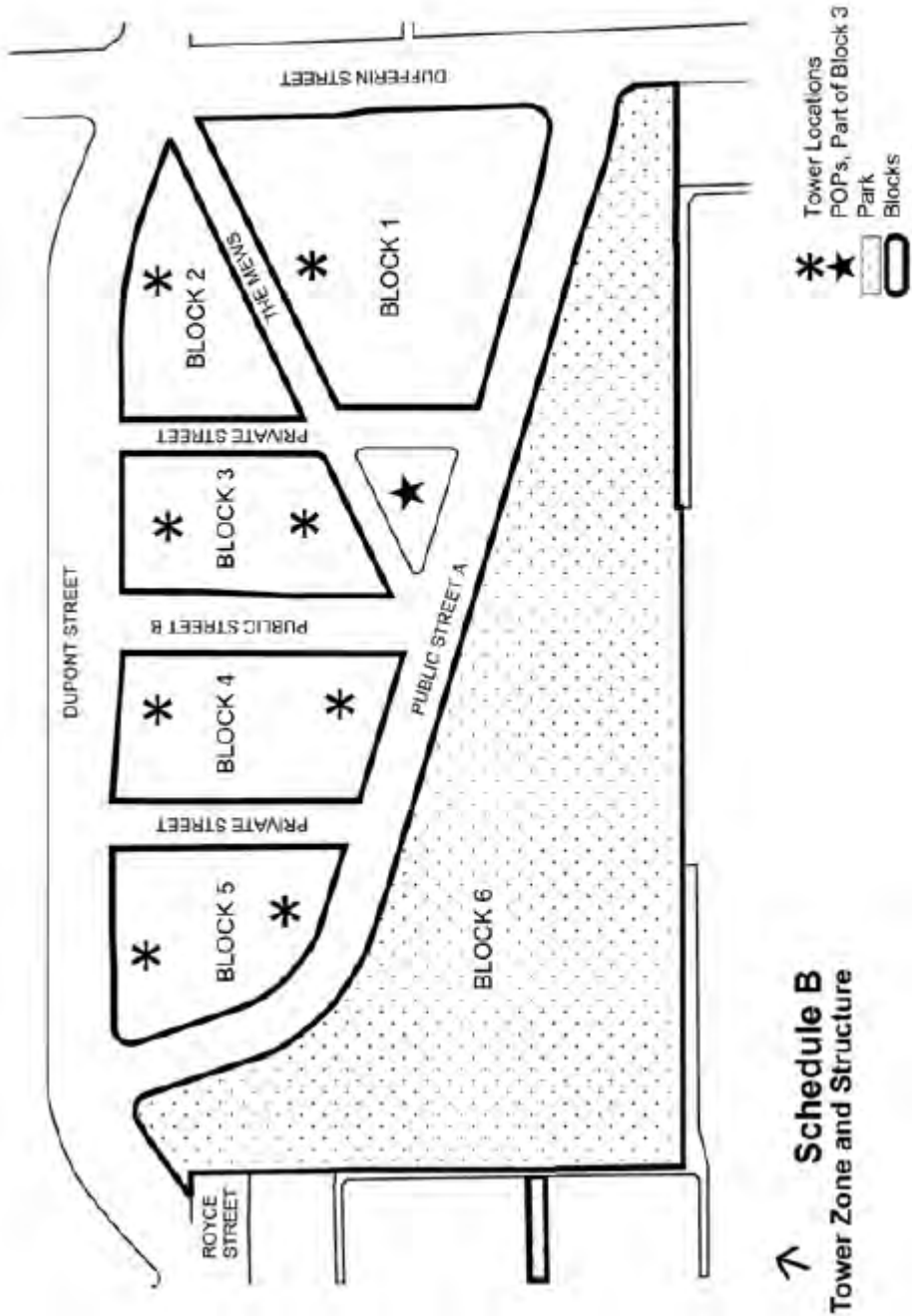
Revisions to Land Use Map 17 to Re-designate lands from Parks to Mixed Use and Mixed Use to Parks
 File # 16 231334 STE 18 02

Location of Application
 Neighbourhood
 Approved Neighbourhood
 Mixed Use Areas

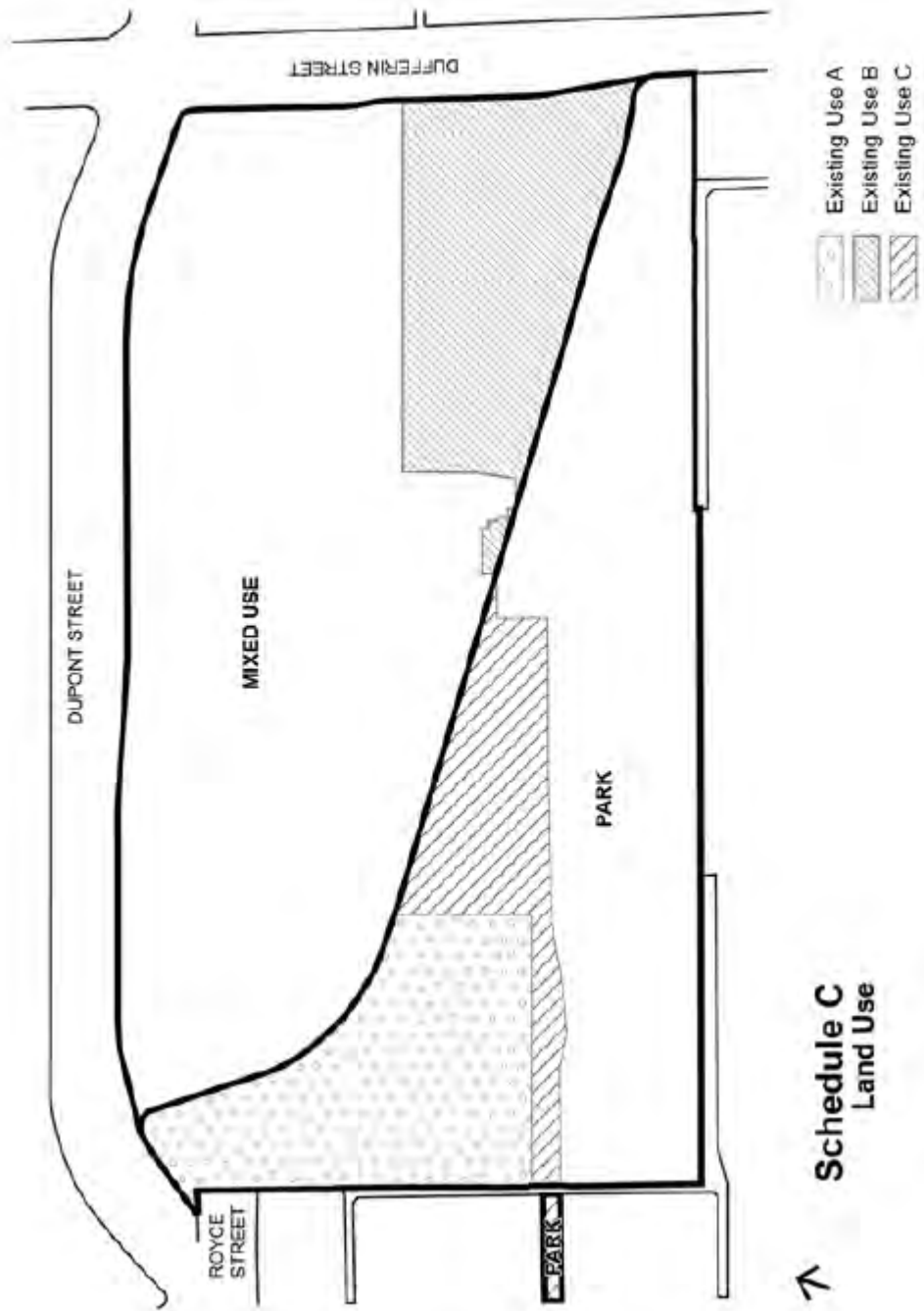
Parks & Open Space Areas
 Parks
 Employment Areas
 Utility Corridors

North Arrow
 Area in Scale
 (50% NAD 83)

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Bill 1149

Authority: Toronto and East York Community Council
Item TE33.5, as adopted by City of Toronto Council on
June 26, 27, 28 and 29, 2018

CITY OF TORONTO

Bill 1149

BY-LAW -2019

To amend Zoning By-law 438-86, as amended, of the former City of Toronto with respect to lands known municipally in the year 2018 as 1245 Dupont Street, 1260 Dufferin Street and 213 Emerson Avenue.

Whereas authority is given to Council of the City of Toronto by Section 34 of the Planning Act, R.S.O. 1990, c.P. 13, as amended, to pass this By-law; and

Whereas Council of the City of Toronto has provided adequate information to the public and has held at least one public meeting in accordance with the Planning Act; and

Whereas the Official Plan for the City of Toronto contains such provisions relating to the authorization of increases in *height* and density of development; and

Whereas pursuant to Section 37 of the Planning Act, a by-law under Section 34 of the Planning Act, may authorize increase in the *height* or density of development beyond those otherwise permitted by the by-law and that will be permitted in return for the provision of such facilities, services or matter as are set out in the by-law; and

Whereas Subsection 37(3) of the Planning Act provides that where an owner of land elects to provide facilities, services and matters in return for an increase in the *height* or density of development, a municipality may require the Owner to enter into one or more agreements with the municipality dealing with the facilities, services, and matters; and

Whereas the owner of the aforesaid lands has elected to provide the facilities, services and matters hereinafter set out; and

Whereas the increase in *height* and density permitted beyond that otherwise permitted on the aforesaid lands by By-law 438-86, as amended, is permitted in return for the provision of the facilities, services and matters set out in this By-law which is secured by one or more agreements between the Owner of the land and the City of Toronto.

The Council of the City of Toronto enacts:

1. Pursuant to Section 37 of the Planning Act, the *height* and density of development permitted in this By-law are permitted subject to compliance with all of the conditions set out in this By-law and in return for the provision at the owner's sole expense and in accordance with and subject to the agreement referred to in Appendix 1 of this By-law.
2. Upon execution and registration in priority of an agreement or agreements with the owner of the *lot* pursuant to Section 37 of the Planning Act, to the satisfaction of the City Solicitor, securing the provisions of the facilities, services, and matters set out in

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Appendix 1 hereof, the *lot* is subject to the provisions of this By-law, provided that in the event the said agreement(s) requires the provision of a facility, service or matter as a precondition to the issuance of a *building* permit, the owner may not erect or use such *building* until the owner has satisfied the said requirements.

3. Except as otherwise provided herein, the provisions of By-law 438-86, as amended, shall continue to apply to the *lot*.
4. This By-law applies to the lands delineated by a heavy line and identified municipally as "1245 Dupont Street and 1260 Dufferin Street" as shown on Map 1 attached hereto and forming a part of this By-law.
5. District Map 48J-313 contained in Appendix "A" of By-law 438-86, as amended, is further amended in accordance with Map 2 attached hereto and forming part of this By-law.
6. Height and Minimum Lot Frontage Map District Map 48J-313 contained in Appendix "B" of By-law 438-86, as amended, is further amended in accordance with Maps 4 and 5 attached hereto and forming part of this By-law.
7. Notwithstanding any severance, partition or division of the *lot*, the provisions of this By-law shall apply to the whole of the *lot* as if no severance, partition or division had occurred.
8. None of the provisions of this By-law or By-law 438-86, as amended, shall prevent the erection and use of a *sales office* on the *lot* to be used exclusively for the initial sale and/or initial leasing of *dwelling units* or *non-residential gross floor area* on the *lot*.

MIXED USE DEVELOPMENT - BLOCKS 1, 2, 3, 4, and 5

9. Blocks 1, 2, 3, 4, and 5 are portions of the *lot* identified as such on the attached Map 3 to this By-law.
10. None of the provisions of Sections 2(1) with respect to the definitions of "*bicycle parking space – occupant*", "*bicycle parking space – visitor*", "*brew-on-premises*", "*grade*", "*height*", "*lot*" "*non-residential gross floor area*", "*patio*", "*residential gross floor area*", "*restaurant*", "*street-related retail and service uses*", and "*take-out restaurant*", 4(2)(a), 4(4)(b), 4(4)(i), 4(4)(l), 4(6), 4(10), 4(12), 4(13), 4(16), 8(1), 8(2), 8(3) Part I, 8(3) Part II, 8(3) Part III, 8(3) Part IV, 8(3) Part VIII, 12(1)(428), 12(2)146, 12(2)270, By-law 579-2017, and By-law Amendment 724-2004 of By-law 438-86, being "A By-law to regulate the use of land and the erection, use, bulk, *height*, spacing of and other matters relating to *buildings* and *structures* and to prohibit certain uses of land and the erection and use of certain *buildings* and *structures* in various areas of the City of Toronto", as amended, shall apply to prevent the erection and use of *buildings* or *structures* on the lands identified as Blocks 1, 2, 3, 4, and 5 on the attached Map 3, provided that:
 - (a) In addition to the uses permitted in Section 8(1) of By-law 438-86, as amended, *car washing establishment, market, medical / dental office, mixed-use building*

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- and *patio* are permitted on Blocks 1, 2, 3, 4, and 5 of the *lot*;
- (b) A *retail store* may include *brew-on premises* provided the *interior floor area* of the *retail store*, including the *brew-on premises* area, does not exceed 930 square metres;
- (c) A *restaurant* may include *brew-on premises* to a maximum total *interior floor area* of 85 percent of the total *interior floor area* of the *restaurant* to a maximum of 5,000 square metres;
- (d) Other uses combined with a *restaurant* are subject to the following:
- (i) The following may occupy a maximum of 6 percent of the *total interior floor area* of the *restaurant* to a maximum of 50 square metres:
- (A) dance floor;
 - (B) stage;
 - (C) teletheatre gambling;
 - (D) disc jockey;
 - (E) sound room;
 - (F) areas dedicated to recreational activities; and
 - (G) any other entertainment area; and
- (ii) other than a *patio*, all uses must be entirely in the *building* with the *restaurant*;
- (e) The maximum total *gross floor area* of all *buildings* on Blocks 1, 2, 3, 4, and 5 of the *lot* shall be 245,500 square metres and the maximum *residential gross floor area* of all *buildings* on Blocks 1, 2, 3, 4, and 5 of the *lot* shall be 217,000 square metres;
- (f) The maximum *residential gross floor area* and minimum *non-residential gross floor area* permitted for each of Blocks 1, 2, 3, 4, and 5 of the *lot* shall be as set out in the following table:

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Block	Maximum Residential Gross Floor Area (square metres)	Minimum Non-Residential Gross Floor Area (square metres)
1	43,150	12,500
2	28,600	4,900
3	50,600	2,500
4	50,800	4,300
5	43,850	2,300

- (g) Notwithstanding subsection (f) above, increases up to 10 percent of the maximum residential gross floor area, as permitted on each Block by the table in subsection (f), are allowed provided the total aggregate residential gross floor area of all buildings on Blocks 1, 2, 3, 4, and 5 of the lot does not exceed 217,000 square metres;
- (h) A total combined maximum of 2,896 dwelling units are permitted on Blocks 1, 2, 3, 4, and 5 of the lot;
- (i) All buildings containing dwelling units shall comply with the following:
- (i) a minimum of 33 percent two bedroom dwelling units; and
 - (ii) a minimum of 9 percent three or more bedroom dwelling units;
- (j) Notwithstanding subsection (i) above, when buildings containing dwelling units have been erected on four of the five Blocks, exclusive of Block 6, on the lot, then the dwelling unit mix for the remaining Block shall ensure the following:
- (i) a minimum of 37 percent of the total number of dwelling units provided on Blocks 1, 2, 3, 4, and 5 of the lot are two bedroom dwelling units;
 - (ii) a minimum of 10 percent of the total number of dwelling units provided on Blocks 1, 2, 3, 4, and 5 of the lot are three or more bedroom dwelling units; and
 - (iii) for the purposes of this section, "buildings have been erected" after the issuance of any Above Grade Building Permits that allow a building containing dwelling units;
- (k) Indoor residential amenity space shall be provided on Blocks 1, 2, 3, 4, and 5 of the lot at a rate of at least 1.5 square metres for each dwelling unit and may be provided in a multi-purpose room or rooms which are not contiguous;

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- (l) Outdoor *residential amenity space* shall be provided on Blocks 1, 2, 3, 4, and 5 of the *lot* at a rate as set out in the following table:

Block	Minimum outdoor <i>residential amenity space</i> for each <i>dwelling unit</i> (square metres)
1	1.3
2	3.0
3	1.2
4	1.0
5	1.3

- (m) No portion of a *building or structure* erected on Blocks 1, 2, 3, 4, and 5 of the *lot* shall have a greater *height* in metres than the *height* limits specified by the numbers following the symbol "HT", as shown on the attached Maps 4 and 5;
- (n) Map 9 demonstrates how angular plane angles are measured;
- (o) Notwithstanding subsection (m) above, a *building or structure* erected within an Angular Plane Zone on Maps 4 and 5 will be consistent with the following:
- (i) a *building or structure* erected within Angular Plane Zone 1 on Map 5, may not penetrate an angle of 75 degrees projected over Angular Plane Zone 1, originating at the eastern edge of Angular Plane Zone 1, starting from a *height* of 26.0 metres, as indicated on Map 5;
 - (ii) a *building or structure* erected within Angular Plane Zone 2 on Map 5, may not penetrate an angle of 75 degrees projected over Angular Plane Zone 2, originating at the southern edge of Angular Plane Zone 2, starting from a *height* of 28.5 metres, as indicated on Map 5; and
 - (iii) a *building or structure* erected within Angular Plane Zone 3 on Map 5, may not penetrate an angle of 80 degrees projected over Angular Plane Zone 3, originating at the northern edge of Angular Plane Zone 3, starting from a *height* of 26.0 metres, as indicated on Map 5;
- (p) Notwithstanding subsection (m) above, a *building or structure* erected within Slope Zone on Maps 4 and 5 will be consistent with the following:
- (i) a *building or structure* erected within Slope Zone 1 on Map 5, shall be contained within the slope between the *height* of 55.5 metres and 73.5 metres, as indicated on Map 5;

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- (ii) a *building or structure* erected within Slope Zone 2 on Map 5, shall be contained within the slope between the *height* of 41.4 metres and 73.5 metres, as indicated on Map 5;
 - (iii) a *building or structure* erected within Slope Zone 3 on Map 5, shall be contained within the slope between the *height* of 30.0 metres and 37.5 metres, as indicated on Map 5; and
 - (iv) a *building or structure* erected within Slope Zone 4 on Map 5, shall be contained within the slope between the *height* of 29.5 metres and 41.5 metres, as indicated on Map 5;
- (q) Notwithstanding the *height* limits specified on the attached Maps 4 and 5, the following *building* elements may exceed the permitted maximum *height* limits shown on Maps 4 and 5, in accordance with the following:
- (i) the following elements may project a maximum of 3.0 metres above the height shown on Maps 4 and 5: guard rails, railings, bollards, balustrades, eaves, roof drainage, balcony and terrace guards, fences, skylights, railings, planters, cornices, and seating areas, retaining walls, balcony and terrace dividers, decorative screens, privacy screens, wheelchair ramps and ramps to underground, safety and wind protection/mitigation features, solar panels and equipment;
 - (ii) the following elements may project a maximum of 4.0 metres above the height shown on Maps 4 and 5: ornamental elements, landscape elements, structures used for outside or open air recreation including pools and associated equipment, light monitors, light fixtures, pergolas, architectural features, trellises, awnings and canopies, excepting the canopy located within the canopy zone on Map 5;
 - (iii) the following elements may project a maximum of 6.0 metres above the height shown on Maps 4 and 5: public art features, mechanical equipment, exoskeleton structures, stairs, stair towers and enclosures, enclosures of mechanical equipment, unenclosed heating equipment;
 - (iv) the following elements may project a maximum of 6.9 metres above the height shown on Maps 4 and 5: elevator overruns, lightning rods, ventilation or cooling equipment such as chimneys, stacks, flues, vents, air intakes, antennas, satellite dishes, and cellular arrays, parapets and elements of a green roof; and
 - (v) the following elements may project above the height shown on Maps 4 and 5: window washing equipment including Building Maintenance Unit (BMU);

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- (r) No portion of a *building* or *structure* erected or used above *grade* on Blocks 1, 2, 3, 4, and 5 of the *lot* is located otherwise than wholly within a *building envelope* shown on the attached Maps 4 and 5;
- (s) Notwithstanding the *building envelopes* shown on Maps 4 and 5, nothing in this By-law shall prevent underground parking or *structures* from extending to the *lot* lines as identified on Map 1;
- (t) Notwithstanding the *building envelopes* specified on the attached Maps 4 and 5 and the requirements of subsections (m), (o), (p), (q) and (r) above, the following *building* elements may project beyond the *building envelopes* shown on Maps 4 and 5, in accordance with the following:
 - (i) the following elements may encroach a maximum of 1.0 metre beyond any *building* envelope limit shown on Maps 4 and 5: eaves, window sills, damper equipment to reduce *building* movement, architectural flutes, pillars and satellite dishes;
 - (ii) the following elements may encroach a maximum of 2.5 metres beyond any *building* envelope limit shown on Maps 4 and 5, excluding slope zones: balconies, inclusive of any exoskeleton structures and exoskeleton cladding thereon;
 - (iii) the following elements may encroach a maximum of 3.0 metres beyond any *building* envelope limit shown on Maps 4 and 5: pergolas, guardrails, balustrades, railings, decorative / acoustic doors and screens, light fixtures, awnings and canopies, excepting the canopy located within the canopy zone on Map 5;
 - (iv) the following elements may encroach a maximum of 5.0 metres beyond any *building* envelope limit shown on Maps 4 and 5: trellises, and planters;
 - (v) the following elements may encroach a maximum of 6.0 metres beyond any *building* envelope limit shown on Maps 4 and 5: ventilation shafts, and elements required for the functional operation of a building, site servicing features, stairs, stair enclosures, wheelchair ramps, fences; and
 - (vi) the following elements may encroach beyond any *building* envelope limit shown on Maps 4 and 5: public art installations, art and landscape features and window washing equipment including Building Maintenance Unit (BMU);
- (u) Notwithstanding (m), (q), (s) and (t) above, a canopy located within the canopy zone on Map 5 may project between 10 and 19 metres above the *heights* shown on Map 5 and may be located outside the *building* envelopes delineated by the heavy lines specified on Map 5;

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- (v) None of the provisions of this By-law shall apply to prevent the erection or use of a pergola, shade structure, weather protection canopy, landscape features including planters and plantings, water feature, furnishing elements, light fixtures, or public art on the lands shown as POPS on Maps 4 and 5;
- (w) Notwithstanding (t) above, balconies are not permitted to project beyond the *building envelope* in the Balcony Restriction Zone as indicated on Map 8;
- (x) Notwithstanding (r) above, the first *storey* of a *building* located on Block 1 shall be set back a minimum of 6.5 metres from the property line along Dufferin Street for a minimum distance of 50.0 metres running south, measured from the north-east corner of the building. For the purposes of this provision, the setback shall be taken from the property line along Dufferin Street as it existed on May 1, 2018 notwithstanding any future conveyance;
- (y) The maximum *tower floor plate* of any *building* on Blocks 2, 3, 4, and 5 of the *lot*, located within an area identified as a "Tower Zone" on Maps 4 and 5, shall be 750 square metres;
- (z) Every *main wall* of a *tower* on Blocks 2, 3, 4, and 5 of the *lot* shall be located no closer than 25.0 metres to another *main wall* of a *tower* on the *lot*;
- (aa) If a line projected at a right angle from a *main wall* of a *tower* on Blocks 1, 2, 3, 4, and 5 of the *lot* intercepts another *main wall* of the same *tower*, the *main walls* must be separated by a minimum of 25.0 metres;
- (bb) *Building* elements on Blocks 2, 3, 4, and 5 of the *lot* that may be attached to a *tower* specified in subsection (t) above are permitted to encroach into the minimum separation distances specified in subsections (z) and (aa) above;
- (cc) *Parking spaces* shall be provided and maintained on any of Blocks 1, 2, 3, 4, and 5 of the *lot* in accordance with the following:
 - (i) required residential *visitor parking spaces* and *parking spaces* for non-residential uses on a Block may be provided on a non-exclusive basis within a *commercial parking garage* and may be provided on a Block within 350 metres of the Block for which the *parking space* is required provided the *parking spaces* are located within the lands zoned CR on Map 2;
 - (ii) *car-share parking spaces* are permitted on Blocks 1, 2, 3, 4, and 5 of the *lot*;
 - (iii) subject to the *car-share parking space* requirements, the number of residential *parking spaces* required for Blocks 1, 2, 3, 4, and 5 of the *lot* shall be provided and maintained in accordance with the following

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minimum requirements:

- (A) 0.45 *parking spaces* for each *affordable housing dwelling unit*,
 - (B) 0.6 *parking spaces* for each *bachelor dwelling unit*,
 - (C) 0.7 *parking spaces* for each *one bedroom dwelling unit*,
 - (D) 0.9 *parking spaces* for each *two bedroom dwelling unit*, and
 - (E) 1.0 *parking spaces* for each *three bedroom dwelling unit* or more *bedrooms*;
- (iv) for each *car-share parking space* provided on the *lot*, the minimum number of residential *parking spaces* required pursuant to subsection (iii) above may be reduced by four *parking spaces*. The maximum number of *car-share parking spaces* that may be provided on any Block on the *lot* are as follows:
- (A) maximum of 10 *car-share parking spaces* permitted for Block 1;
 - (B) maximum of 6 *car-share parking spaces* permitted for Block 2;
 - (C) maximum of 12 *car-share parking spaces* permitted for Block 3;
 - (D) maximum of 12 *car-share parking spaces* permitted for Block 4; and
 - (E) maximum of 10 *car-share parking spaces* permitted for Block 5;
- (v) *Parking spaces* for all other uses shall be provided in accordance with the following table:

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<i>Parking Space Rates and Parking Space Occupancy Table - Non-Resident Parking</i>				
		Parking Occupancy Rate		
		AM = 6 a.m. to Noon (Morning) PM = Noon to 6 p.m. (Afternoon) EVE = 6 p.m. to 6 a.m. (Evening)		
Land Use	Minimum Parking Rate	AM	PM	EVE
Non-residential (exclusive of office, restaurant, take-out restaurant and community centre uses)	1.0 <i>parking space</i> for each 100 square metres of <i>non- residential gross floor area</i>	20 percent	100 percent	100 percent
Office	0.35 <i>parking space</i> for each 100 square metres of <i>non- residential gross floor area</i>	100 percent	60 percent	0 percent
Visitors' Parking for <i>Dwelling Units</i>	0.1 <i>parking spaces</i> per <i>dwelling unit</i>	10 percent	35 percent	100 percent

- (vi) the minimum number of *parking spaces* required on the *lot* based on the table above shall be determined as follows:
- (A) for morning, afternoon and evening parking periods identified in the table above, the minimum number of *parking spaces* required for each use is calculated using the respective *parking space* rate and occupancy rate;
 - (B) the minimum number of *parking spaces* required for each parking period is the total of the *parking spaces* required for all uses during that parking period; and
 - (C) the minimum number of *parking spaces* required is equal to the largest number of *parking spaces* required for any parking period;
- (vii) no *parking spaces* are required for *restaurant, take-out restaurant or community centre* uses;
- (viii) if the calculation of the required number of *parking spaces* pursuant to subsections (iii) and (v) above results in a number with a fraction, the number is rounded down to the nearest whole number, and

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- (ix) notwithstanding Section 4(17) of By-law 438-86, as amended, a *parking space*, including a parallel *parking space*, may have a minimum width of 2.6 metres despite being obstructed on one or both sides up to a maximum of 10 percent of the total parking spaces provided on Blocks 1, 2, 3, 4, and 5 of the *lot*;
- (dd) Accessible *parking spaces* shall be provided in accordance with the following:
 - (i) An accessible *parking space* must have the following minimum dimensions:
 - (A) length of 5.6 metres;
 - (B) width of 3.9 metres; and
 - (C) vertical clearance of 2.1 metres;
 - (ii) Accessible *parking spaces* must be the *parking spaces* located:
 - (A) closest to a main pedestrian access to a *building*; and
 - (B) at the same level as the pedestrian entrance to the *building*.
 - (iii) Clearly identified off *street* accessible *parking spaces* must be provided on the same *lot* as every *building* or *structure* erected or enlarged, if the total *parking space* requirement is 5 or more, in compliance with the following:
 - (A) if the number of required *parking spaces* is 5 to 24, a minimum of 1 *parking space* must comply with the minimum dimensions for an accessible *parking space*;
 - (B) if the number of required *parking spaces* is 25 to 100, a minimum of 1 *parking space* for every 25 *parking spaces* or part thereof must comply with the minimum dimensions for an accessible *parking space*; and
 - (C) if the number of required *parking spaces* is more than 100, a minimum of 4 *parking spaces* plus 1 *parking space* for every 50 *parking spaces* or part thereof in excess of 100 *parking spaces*, must comply with the minimum dimensions for an accessible *parking space*.
 - (iv) A minimum of 10 percent of the required *parking spaces* for a medical office must comply with the minimum dimensions for an accessible *parking space*;
- (ee) The minimum *loading space* requirements on the *lot* shall be in accordance with the following standards:

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- (i) one *loading space – type "G"* shall be provided on each of Blocks 1, 2, 3, 4, and 5 of the lot for *dwelling units*;
- (ii) loading for a *retail store, restaurant, and personal grooming establishment* shall be provided as follows:

Total Gross Floor Area on the Lot Devoted to Such Uses	Minimum Number of Loading Spaces Required
0 to 499 square metres	None required
500 to 1,999 square metres	1 <i>loading space - type "B"</i>
2,000 to 4,999 square metres	2 <i>loading spaces - type "B"</i>
5,000 to 9,999 square metres	3 <i>loading spaces - type "B"</i>
10,000 to 19,999 square metres	1 <i>loading space - type "A"</i> and 3 <i>loading spaces - type "B"</i>
20,000 to 29,999 square metres	1 <i>loading space - type "A"</i> , 3 <i>loading spaces - type "B"</i> and 1 <i>loading space - type "C"</i>
30,000 square metres or greater	1 <i>loading space - type "A"</i> , 3 <i>loading spaces - type "B"</i> and 1 <i>loading space - type "C"</i>

- (iii) *loading spaces* for a *grocery store or supermarket* shall be provided as follows:

Total Gross Floor Area on the Lot Devoted to Such Uses	Minimum Number of Loading Spaces Required
0 to 499 square metres	None required
500 to 999 square metres	1 <i>loading space - type "B"</i>
1,000 to 1,999 square metres	1 <i>loading space - type "A"</i>
2,000 to 4,999 square metres	1 <i>loading space - type A</i> and 1 <i>loading space - type "B"</i>
5,000 to 9,999 square metres	1 <i>loading space - type A</i> and 2 <i>loading spaces - type "B"</i>
10,000 to 19,999 square metres	2 <i>loading space - type "A"</i> and 2 <i>loading spaces - type "B"</i>

- (iv) *loading spaces* for *office uses* shall be provided as follows:

Total Gross Floor Area on the Lot Devoted to Such Use	Minimum Number of Loading Spaces Required
0 to 499 square metres	None required
500 to 999 square metres	1 <i>loading space – type "B"</i>

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1,000 to 1,999 square metres	1 <i>loading space – type "B"</i> and 1 <i>loading space – type "C"</i>
2,000 to 3,999 square metres	1 <i>loading space – type "B"</i> and 2 <i>loading spaces – type "C"</i>
4,000 to 27,999 square metres	2 <i>loading spaces – type "B"</i> and 2 <i>loading spaces – type "C"</i>
28,000 to 51,999 square metres	2 <i>loading spaces – type "B"</i> and 3 <i>loading spaces – type "C"</i>
52,000 square metres or greater	A minimum of 2 <i>loading spaces – type "B"</i> and 3 <i>loading spaces – type "C"</i>

- (v) Notwithstanding the requirements of subsections (i), (ii), (iii) and (iv) above, the minimum *loading space* requirement for each of Blocks 1, 2, 3, 4, and 5 on the *lot* is the total of (a), (b) and (c) below where two or more of the following non-residential uses are situated on the Block: office, retail store, restaurant, take-out restaurant, personal grooming establishment, dry-cleaning shop or laundry shop:
- (A) the minimum number of required *loading spaces – type "B"* is the largest number of *loading spaces – type "B"* required for any one of the uses above, plus the *loading spaces – type "B"* required for all other non-residential uses not listed above;
- (B) the minimum number of required *loading spaces – type "C"* is the largest number of *loading spaces – type "C"* required for any one of the uses listed above plus the *loading spaces – type "C"* required for all other non-residential uses that are not listed above; and
- (C) the requirement for a *loading space – type "A"* or a *loading space – type "B"* or a *loading space – type "C"* for non-residential uses shall be deemed to be satisfied by the provision and maintenance of a *loading space – type "G"* in respect of the portion of the building to be erected or used for residential purposes;
- (vi) Notwithstanding the requirements for loading in subsections (ii), (iii) and (iv) above, only one *loading space – type "G"* and one *loading space – type "B"* will be required on Block 2; and
- (vii) Notwithstanding the requirements for loading in subsections (ii), (iii) and (iv) above, only one *loading space – type "G"* and one *loading space – type "B"* will be required on Block 4;
- (ff) All *driveways* and *drive aisles* must comply with the following:
- (i) the maximum permitted slope is 15.0 percent;

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- (ii) the maximum permitted slope for a minimum distance of 3.0 metres at the top and bottom of a ramp is 7.5 percent; and
 - (iii) notwithstanding (i) and (ii) above, the maximum permitted slope within 6.0 metres of a property line is 5.0 percent;
- (gg) *Bicycle parking spaces* shall be calculated for each of Blocks 1, 2, 3, 4, and 5 of the *lot* in accordance with the following standards:
- (i) a minimum rate of 0.9 *bicycle parking spaces - occupant per dwelling unit*;
 - (ii) a minimum rate of 0.1 *bicycle parking spaces - visitor per dwelling unit*;
 - (iii) a minimum rate of 0.2 *bicycle parking spaces - occupant* for each 100 square metres of *interior floor area* used for an office, other than a medical office and 3 plus 0.2 *bicycle parking spaces - visitor* for each 100 square metres of *interior floor area* used for an office, other than a medical office;
 - (iv) a minimum rate of 0.15 *bicycle parking spaces - occupant* for each 100 square metres of *interior floor area* used for a medical office and 3 plus 0.15 *bicycle parking spaces - visitor* for each 100 square metres of *interior floor area* used for a medical office;
 - (v) a minimum rate of 0.2 *bicycle parking spaces - occupant* for each 100 square metres of *interior floor area* used for a *restaurant* or a *personal service shop* and 3 plus 0.3 *bicycle parking spaces - visitor* for each 100 square metres of *interior floor area* used for a *restaurant* or a *personal service shop*;
 - (vi) *bicycle parking spaces - occupant* are for use by the occupants or tenants of a *building*; and
 - (vii) *bicycle parking spaces - visitor* are for use by visitors to a *building*;
- (hh) *Bicycle parking spaces* may be provided on a Block within 350 metres of the Block containing the use for which the *bicycle parking space* is required provided the *bicycle parking spaces* are located within the lands zoned CR as shown on Map 2;
- (ii) One *shower-change facility* is required in a building on Block 3 and one *shower-change facility* is required in a building on Block 5;

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- (jj) No *building* may be erected or used on each of the Blocks 1, 2, and 3 of the *lot* that are subject to *priority uses* as shown on Map 6 unless a minimum of 20 percent of the length of the exterior *building* wall along the *priority uses* frontage, indicated by heavy black lines on Map 6, at the first storey above *grade* is occupied by *priority uses*;
- (kk) Notwithstanding the provisions of this By-law, nothing shall prevent the following uses of the *lot*:
- (i) *existing uses* and *existing building(s)* or any portion thereof;
 - (ii) any non-residential use permitted within the CR district in section 8(1)(f)(b) within the *existing building(s)* or any portion thereof;
 - (iii) *existing parking spaces*;
 - (iv) *existing loading spaces*; and
 - (v) a *sales office*;
- (ll) The exceptions in subsections (kk)(i) and (kk)(ii) above shall apply to the remaining portions of the *existing building(s)* that remain on the *lot* after demolition of portions of the *existing building(s)* provided that:
- (i) minimum of fifty (50) *parking spaces* are provided; and
 - (ii) minimum of one (1) *loading spaces – type "B"* is provided;
- (mm) Addition(s) to the *existing building(s)* on the *lot* are permitted and additions may be used for purposes permitted in subsections (kk)(i) and (kk)(ii) above, provided that:
- (i) the *non-residential gross floor area* of the addition(s) shall not exceed an aggregate of 1,300 square metres;
 - (ii) the setback of the *existing building(s)* from the *lot* line along Dupont Street and Dufferin Street, as such *lot* line existed on May 1, 2018 as shown on Map 7 as Line A, shall be the minimum setback for any additions to the *existing building(s)*;
 - (iii) *parking spaces* for additions to the *existing building(s)* are provided in compliance with the requirements of subsection (ll) above; and
 - (iv) no additions are made to Building 1 as shown on Map 7; and
- (nn) Notwithstanding subsection (mm) above, such restrictions shall not be applicable to the community centre as identified on as shown on Map 7.

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PARK AND COMMUNITY USES – "BLOCK 6"

11. Block 6 consists of a portion of the *lot* identified as such on the attached Map 3 to this By-law.
12. None of the provisions of Section, 4(2)(a), 5(1)(f), and By-law Amendment 724-2004 of By-law 438-86, being "A By-law to regulate the use of land and the erection, use, bulk, *height*, spacing of and other matters relating to *buildings* and *structures* and to prohibit certain uses of land and the erection and use of certain *buildings* and *structures* in various areas of the City of Toronto", as amended, shall apply to prevent the erection and use of a *community centre* or *buildings* or *structures* on the lands identified as Block 6 on the attached Map 3, provided that:
 - (a) A *community centre* shall have a maximum permitted height of 20.0 metres; and
 - (b) Community-related uses are permitted.

DEFINITIONS

13. For the purposes of this By-law, each word or expression that is italicized in this By-law shall have the same meaning as each such word or expression as defined by the said By-law 438-86, as amended, except for the following:
 - (a) "*affordable housing*" means rents which do not exceed the *CMHC rent*;
 - (b) "*affordable housing dwelling unit*" means a *dwelling unit* used for *affordable housing*;
 - (c) "*bicycle parking space –occupant*" means an area that is equipped with a bicycle rack for the purpose of parking and securing bicycles, and:
 - (i) where the bicycles are to be parked on a horizontal surface, has horizontal dimensions of at least 0.6 metres by 1.8 metres and a vertical dimension of at least 1.9 metres;
 - (ii) where the bicycles are to be parked in a vertical position, has horizontal dimensions of at least 0.6 metres by 1.2 metres and a vertical dimension of at least 1.9 metres; and
 - (iii) may be located outdoors or indoors, on any level above or below ground, and may be located within a secured room, enclosure or bicycle locker;
 - (d) "*bicycle parking space –visitor*" means an area that is equipped with a bicycle rack for the purpose of parking and securing bicycles, and:

- (i) where the bicycles are to be parked on a horizontal surface, has horizontal dimensions of at least 0.6 metres by 1.8 metres and a vertical dimension of at least 1.9 metres;
 - (ii) where the bicycles are to be parked in a vertical position, has horizontal dimensions of at least 0.6 metres by 1.2 metres and a vertical dimension of at least 1.9 metres; and
 - (iii) may be located outdoors or indoors, on any level above or below ground, and may be located within a secured room, enclosure or bicycle locker;
- (e) "*brew-on-premises*" means a *building* or a portion of a *building* used for the fermentation, chilling, filtering, carbonation and bottling of beverages by or on behalf of retail clients;
- (f) "*building*" means a wholly or partially enclosed *structure* with a roof supported by walls, columns, piers or other structural systems. A vehicle is not a building;
- (g) "*building envelope*" means a *building* volume on the *lot* for each *height* area shown by "H", as delineated on Maps 4 and 5 attached hereto;
- (h) "*car-share*" means a motor vehicle available for short-term rental, including an option for hourly rental, for the use of at least the occupants of the *building(s)* erected on the *lot*;
- (i) "*car-share parking space*" means a parking space used exclusively for the parking of a *car-share* motor vehicle;
- (j) "*CMHC rent*" means the average rent, inclusive of utilities, for private rental apartments by unit type for the City of Toronto as reported annually by Canada Mortgage and Housing Corporation in its Fall Update Rental Market Report;
- (k) "*existing building(s)*" and "*existing uses*" means those uses and *building(s)* existing on the *lot* as of May 1, 2018;
- (l) "*grade*" means the Canadian Geodetic elevation of 120.95 metres;
- (m) "*gross floor area*" means the sum of the total area of each floor level of a *building*, above and below *grade*, measured from the exterior of the *main wall* of each floor level reduced by the area in the *building* used for: (A) parking, loading and bicycle parking below-ground; (B) required loading spaces at the ground level and required *bicycle parking spaces* at or above-ground; (C) storage rooms, washrooms, electrical, utility, mechanical and ventilation rooms in the basement; (D) required shower and change facilities for required *bicycle parking spaces*; (E) required amenity space; (F) elevator shafts; (G) garbage shafts; (H) mechanical penthouse; and (I) exit stairwells in the *building*;

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- (n) "*height*" means the vertical distance between *grade* and the highest elevation of the highest point of the *building*, except for those permitted *building* projection elements prescribed in this By-law;
- (o) "*interior floor area*" means the floor area of any part of a *building*, measured to:
 - (i) the interior side of a *main wall*;
 - (ii) the centreline of an interior wall; or
 - (iii) a line delineating the part being measured;
- (p) "*lot*" means the whole of the lands or part outlined by heavy lines on Map 1 of this By-law;
- (q) "*main wall*" means any exterior wall of a *building* or *structure*, including all structural members essential to the support of a roof over a fully or partly enclosed area;
- (r) "*market*" means a location where goods, wares, merchandise or a substance, article or thing is offered, kept or stored for retail sale indoors or outdoors but does not include a retail outlet otherwise classified or defined in this by-law;
- (s) "*non-residential gross floor area*" means the sum of the total area of each floor level of a *building* used for non-residential uses, above and below *grade*, measured from the exterior of the *main wall* of each floor level reduced by the area in the *building* used for: (A) *car washing establishment*, parking, loading and bicycle parking below-ground; (B) required loading spaces at the ground level and required *bicycle parking spaces* at or above-ground; (C) storage rooms, washrooms, electrical, utility, mechanical and ventilation rooms in the basement; (D) required shower and change facilities for required *bicycle parking spaces*; (E) required amenity space; (F) elevator shafts; (G) garbage shafts; (H) mechanical penthouse; and (I) exit stairwells in the *building*;
- (t) "*patio*" means an outdoor area that is used in conjunction with a permitted non-residential use where meals or refreshments or both may be served to and/or consumed by patrons;
- (u) "*personal service shop*" means premises used to provide personal grooming services or for the cleaning or care of apparel;
- (v) "*priority uses*" means non-residential uses, where each shop or unit may have a maximum *interior floor area* of 400 square metres;

- (w) "*residential gross floor area*" means the sum of the total area of each floor level of a *building* used or associated with residential uses, above and below *grade*, measured from the exterior of the *main wall* of each floor level reduced by the area in the *building* used for: (A) parking, loading and bicycle parking below-ground; (B) required loading spaces at the ground level and required *bicycle parking spaces* at or above-ground; (C) storage rooms, washrooms, electrical, utility, mechanical and ventilation rooms in the basement; (D) required shower and change facilities for required *bicycle parking spaces*; (E) required amenity space; (F) elevator shafts; (G) garbage shafts; (H) mechanical penthouse; and (I) exit stairwells in the *building*;
- (x) "*restaurant*" means premises where food or beverages are prepared and offered for sale to patrons for immediate consumption on the premises while they are seated, and which may include an incidental take-out service;
- (y) "*sales office*" means a *building, structure, facility* or trailer on the *lot* used for the purpose of the initial sales and/or initial leasing of *dwelling units* or the *non-residential gross floor area* to be erected on the *lot*;
- (z) "*street-related retail and service uses*" means one or more of the uses listed in sections 8(1)(f)(b)(i), (ii), and (iv);
- (aa) "*structure*" means anything that is erected, built or constructed of one or more parts joined together. A vehicle is not a *structure*;
- (bb) "*take-out restaurant*" means premises where food or beverages are prepared and offered for sale to patrons for consumption off the premises;
- (cc) "*tower*" means the portions of a *building* which collectively enclose the entirety of a *storey* higher than 43.0 metres above *grade* on Blocks 2, 4, and 5 of the *lot* and 55.0 metres above *grade* on Block 3 of the *lot*; and
- (dd) "*tower floor plate*" means the area of a typical *building* floor level situated more than 43.0 metres above *grade* on Blocks 2, 4, and 5 of the *lot* and 55.0 metres above *grade* on Block 3 of the *lot*, measured from the exterior of the *main wall(s)* of such floor level excluding the area on the floor level devoted to: (A) elevator shafts; (B) garbage shafts; and (C) exit stairwells.

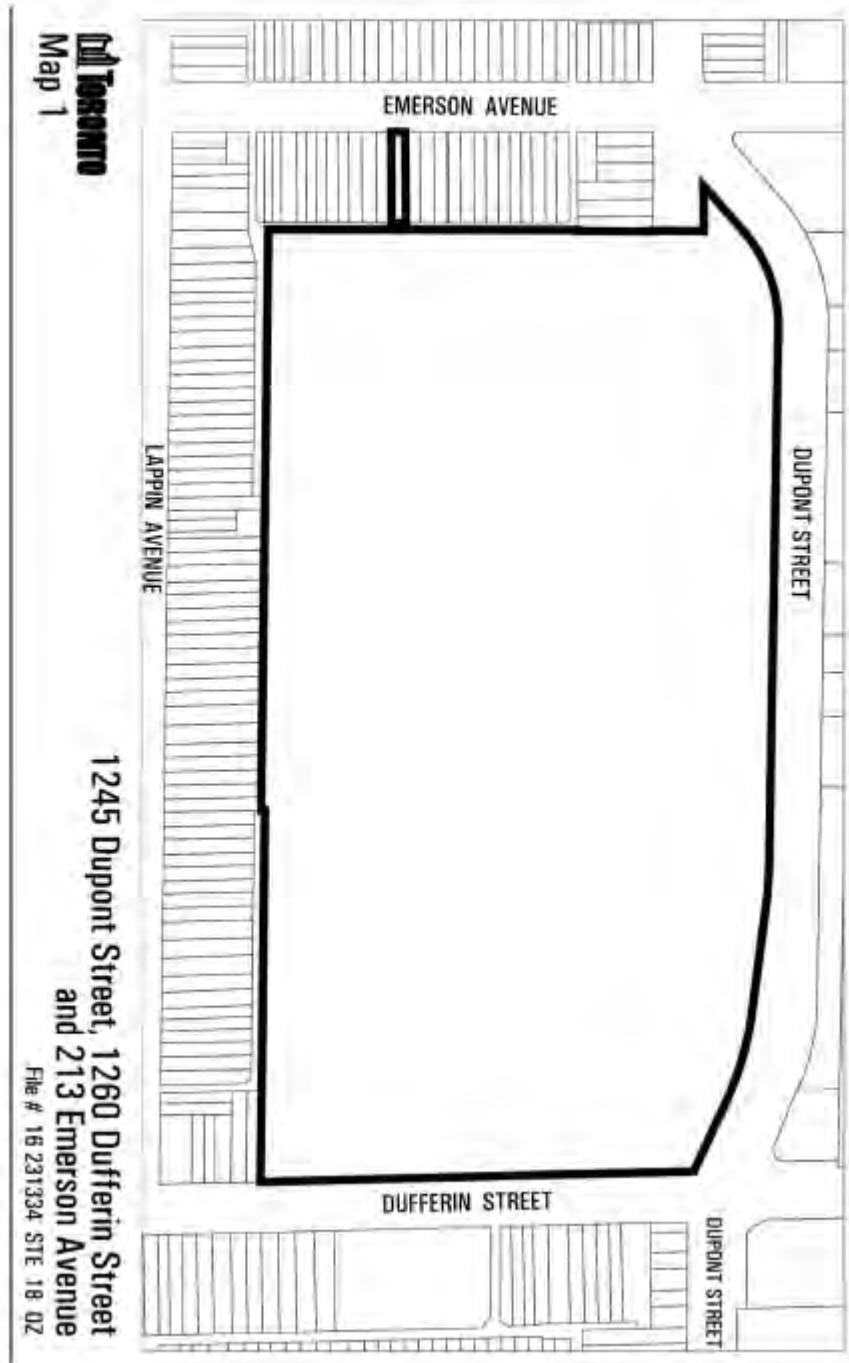
Enacted and passed on July , 2019.

Frances Nunziata,
Speaker

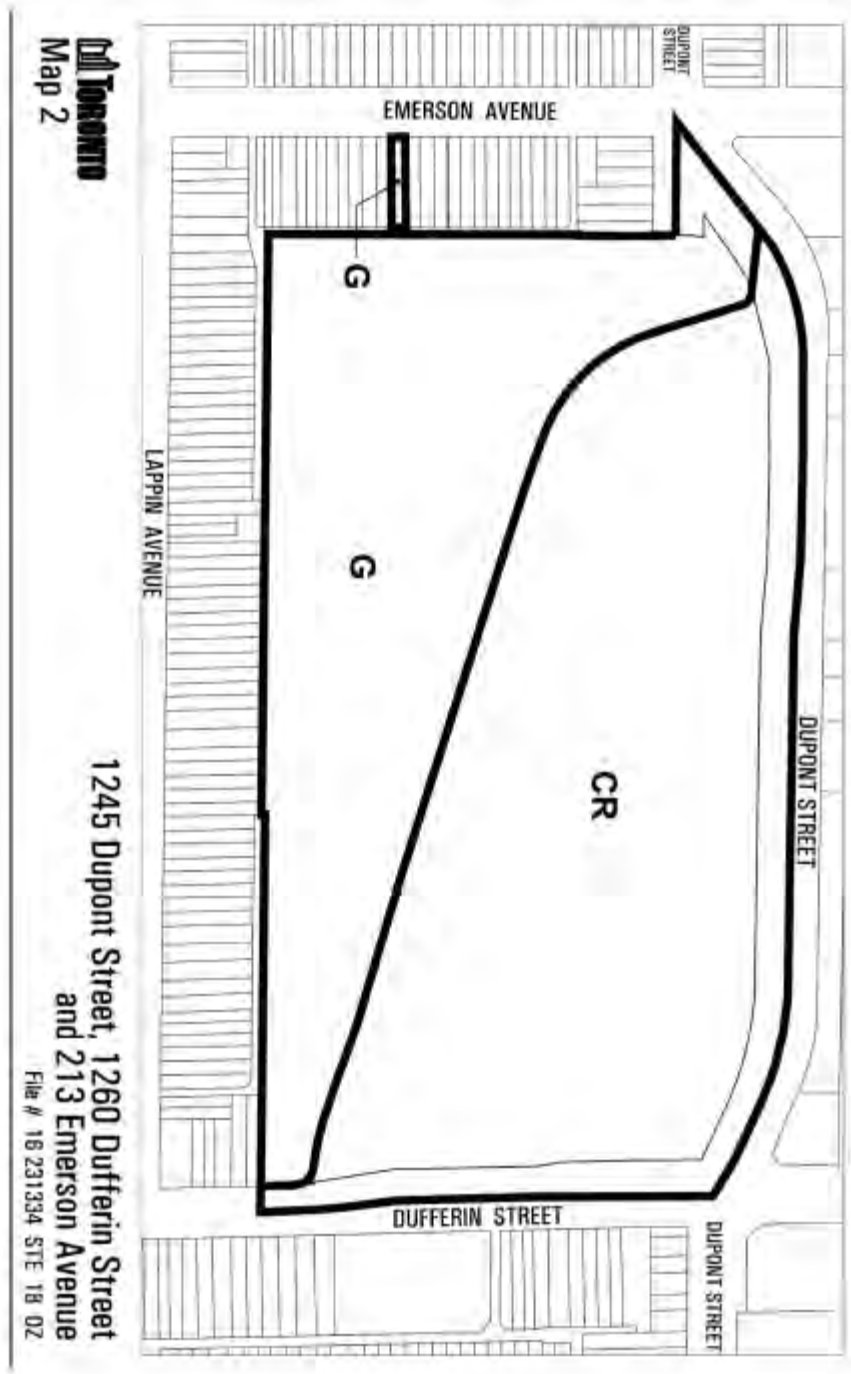
Ulli S. Watkiss,
City Clerk

(Seal of the City)

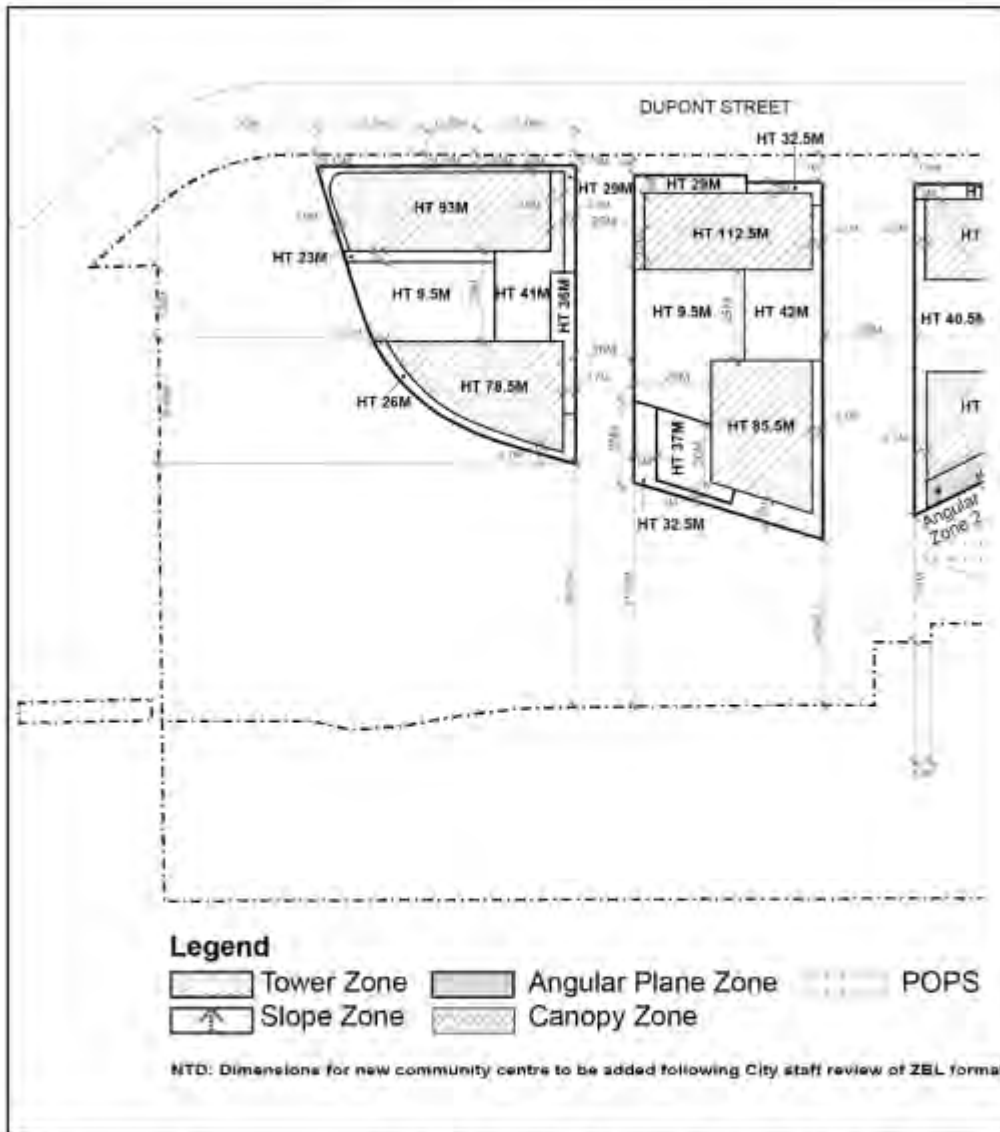
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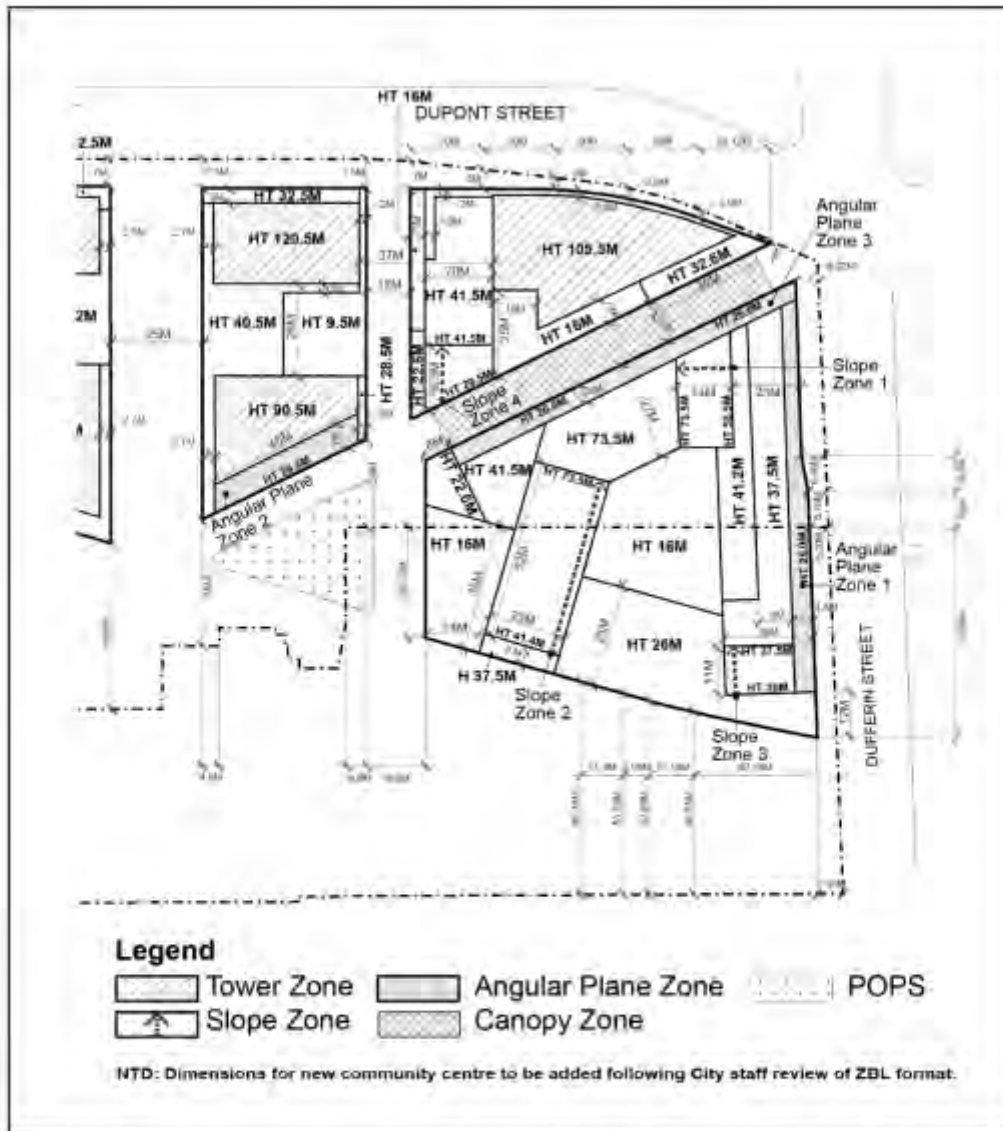


Toronto
Map 4

1245 Dupont Street, 1260 Dufferin Street
and 213 Emerson Avenue
File # 16231334 STE 18 0Z

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Not to Scale
06/10/2018

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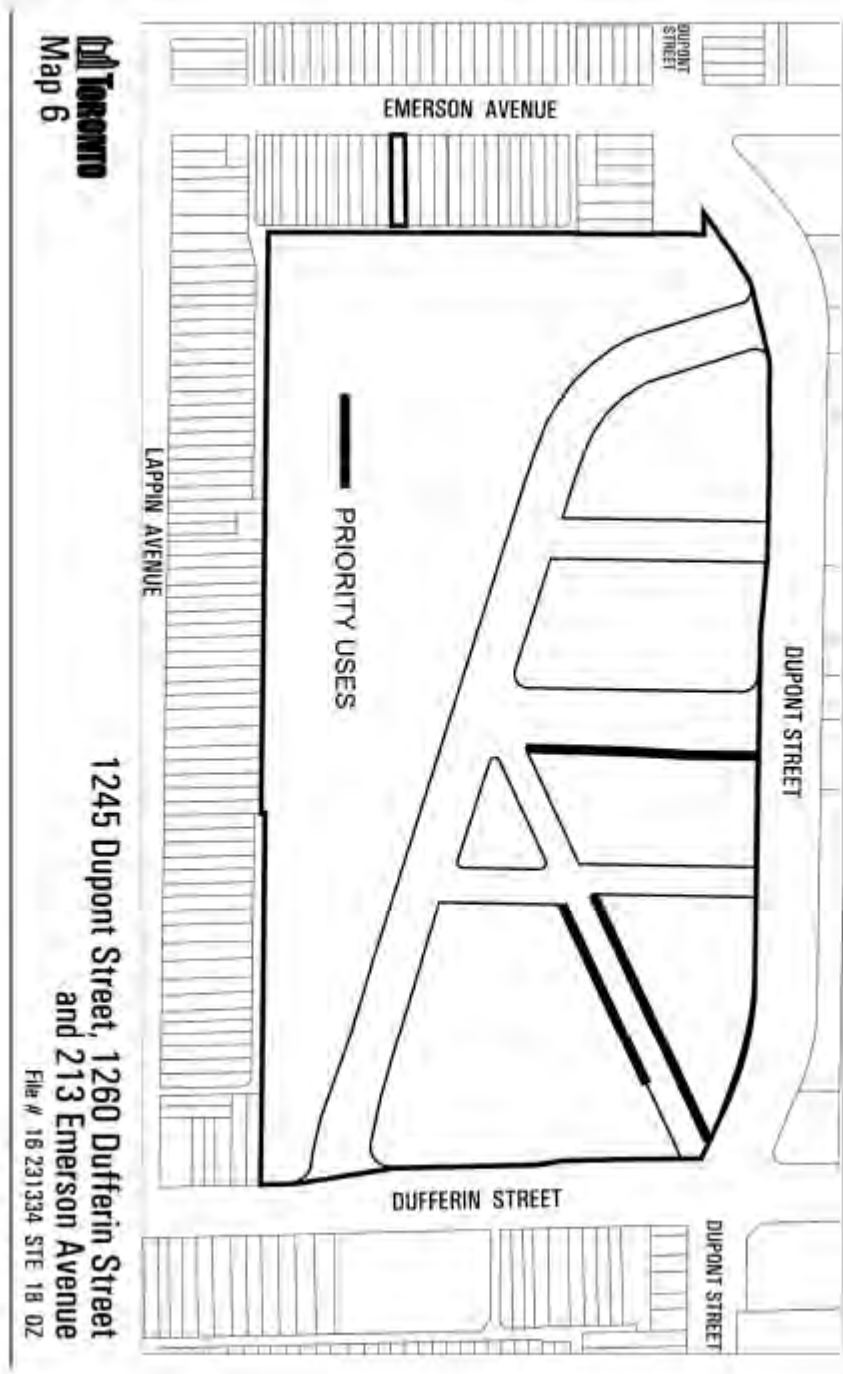
Toronto
Map 5

1245 Dupont Street, 1260 Dufferin Street
and 213 Emerson Avenue

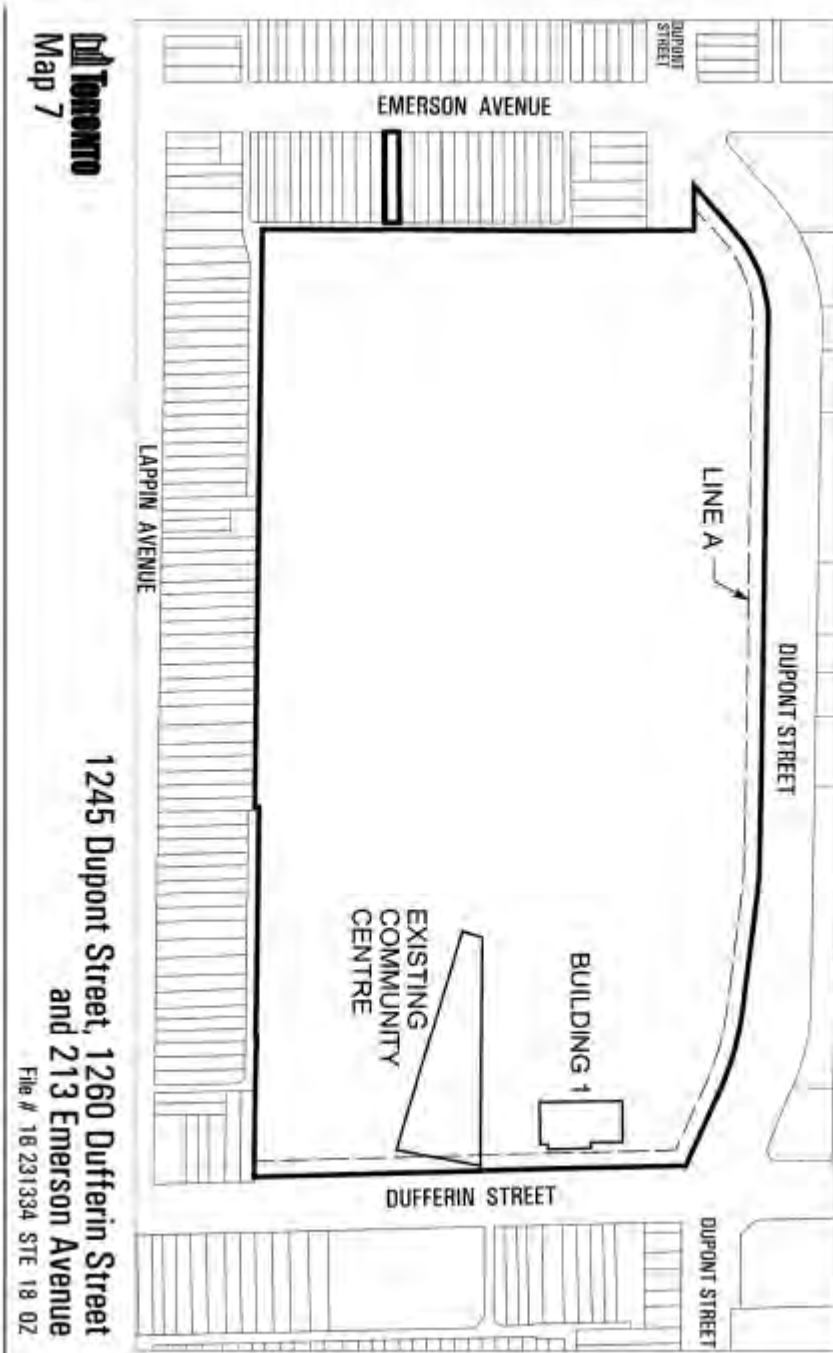
File # 16231334 STE 18 0Z

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Not to Scale
06/10/2019

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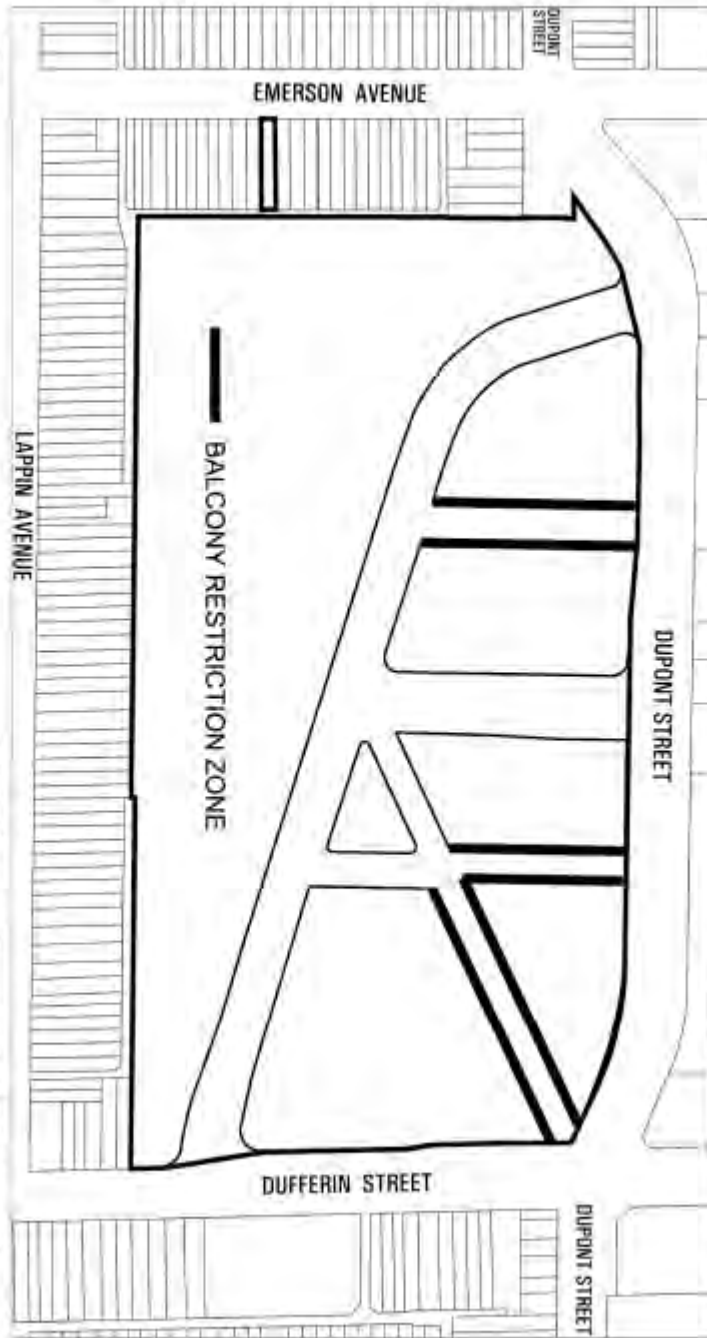
**1245 Dupont Street, 1260 Dufferin Street
and 213 Emerson Avenue**

File # 18 231334 STE 18 02

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Map 7
REVISION

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City of Toronto
Map 8



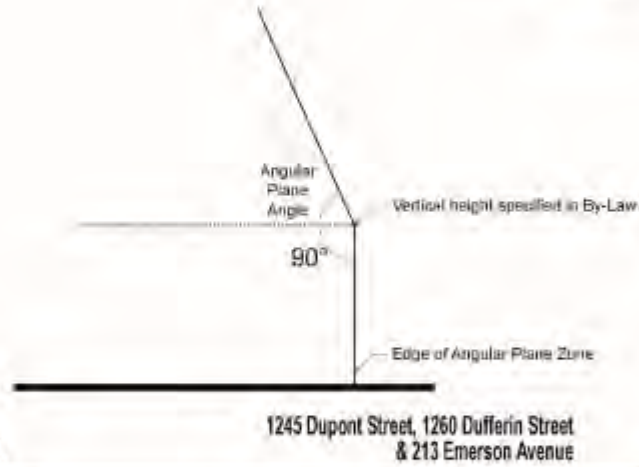
**1245 Dupont Street, 1260 Dufferin Street
and 213 Emerson Avenue**
File # 16.231334 STE 18.0Z

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Map 8 Update
18/07/2019

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Map 9

Angular Plane Zone



City of Toronto By-Law # 219
MAY 14, 2019
12:00:00 PM

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APPENDIX 1
Section 37 Provisions

Upon execution and registration in priority of an agreement or agreements with the owner, pursuant to Section 37 of the Planning Act, with conditions providing for without limitation, indexing escalation of letters of credit, development charges, indemnity, insurance, and registration, satisfactory to the City Solicitor, securing the provision of the facilities, services and matters set out herein, the Site is subject to the provisions of this By-law, provided that in the event the said agreement(s) requires the provision of a facility, service or matter as a precondition to the issuance of a building permit, the owner may not erect or use such building until the owner has satisfied the said requirements:

- (a) Prior to the issuance of the first above-grade building permit for any part of the lands outlined in heavy black lines as shown on Map 1 of this By-law, the owner shall enter into an agreement with the City to design and construct 120 affordable rental housing dwelling units comprised of no less than 7,255 square metres of residential Gross Floor Area within an approved development at 1245 Dupont Street, 1260 Dufferin Street, and 213 Emerson Avenue, to the satisfaction of the Chief Planner and Executive Director, City Planning Division, the Director, Affordable Housing Office, and the City Solicitor, in consultation with the Ward Councillor;
- (b) Prior to the issuance of the first above-grade building permit for any part of the lands shown as Block 1, Block 2, Block 3, Block 4, Block 5, and Block 6 on Map 3 of this By-law the owner shall submit a letter of credit in the amount of \$6,276,245.00 (inclusive of \$475,000 required by a previous agreement pursuant to Section 37 which was registered against title to the Lands on October 15, 2004 as Instrument AT628502, referred to as the "2004 Section 37 Agreement" for the purpose of this Schedule A, said funds being indexed under that Agreement) to guarantee the owner's construction of a new community centre on Block 6 as shown on Map 3 to this By-law;
- (c) The letter of credit required in (b) above shall be indexed upwardly in accordance with the Statistics Canada Non-Residential Construction Price Index for Toronto for the period beginning from the date of the execution of the Section 37 Agreement to the date the letter of credit is provided to the City;
- (d) In accordance with the terms of the Section 37 Agreement, the owner shall design and substantially complete the construction of a new community centre on Block 6, as shown on Map 3 to this By-law, having a minimum area of 6,000 square metres, to the satisfaction of the General Manager, Parks, Forestry and Recreation;
- (e) Prior to the later of the issuance of the first above-grade building permit for Block 1 as shown on Map 3 to this By-law, the issuance of the first above-grade building permit for Block 2 as shown on Map 3 to this By-law, and the issuance of the first above-grade building permit for Block 3 as shown on Map 3 to this By-law, the owner shall submit a plan detailing the design and construction of a public art installation on either of Block 1, Block 2 or Block 3, having a minimum value of \$873,468.00 (inclusive of \$720,000.00 required by the 2004 Section 37 agreement, said funds being indexed under that Agreement), and a letter of credit in a value no less than \$873,468.00, all to the

satisfaction of the Chief Planner and Executive Director, City Planning Division in consultation with the Ward Councillor;

- (f) In accordance with the terms of the Section 37 Agreement, the owner will provide to the City for nominal consideration, Privately-Owned Publicly Accessible Space (POPS) easements over a new plaza with a minimum area of 850 square metres at the north-east corner of Public Street 'A' and Public Street 'B', said streets being shown on Map 3 to this By-law, for public access and provisions for rights of support if necessary, free and clear of physical encumbrances, with insurance and indemnification of the City provided by the owner, to the satisfaction of the Director, Real Estate Services, the Chief Planner and Executive Director, City Planning Division, and the City Solicitor, in consultation with the Ward Councillor. The owner shall own, operate, maintain and repair the POPS in accordance with the terms of the Section 37 Agreement. The owner shall install and maintain signage in a location to be determined through Site Plan Approval, generally in accordance with the City template for POPS signage;
- (g) Prior to the earlier of the issuance of the first above-grade building permit for Block 5 as shown on Map 3 to this By-law, and the issuance of the first above-grade building permit for Block 6 as shown on Map 3 to this By-law, the owner shall enter into a Contribution Agreement with the City to provide City Capital Funding for 30 affordable rental housing dwelling units in addition to the 120 affordable rental housing dwelling units referred to in paragraph (a) above, to the satisfaction of the Director, Affordable Housing Office, the Chief Planner and Executive Director, City Planning and the City Solicitor, and Incentives Contribution for the 150 affordable rental housing dwelling units through the Open Door Affordable Housing Program, to the satisfaction of the Director, Affordable Housing Office, the Chief Planner and Executive Director, City Planning and the City Solicitor;
- (h) None of the affordable rental housing dwelling units referred to in paragraph (g) above will form part of an application for the registration of a plan of condominium for at least twenty five years from the date upon which the first new purpose-built affordable rental housing dwelling unit is occupied, to the satisfaction of the Chief Planner and Executive Director, City Planning Division, and the Director, Affordable Housing Office;
- (i) Prior to the earlier of the issuance of the first above-grade building permit for the second building constructed on the Lands collectively shown as Block 1 and Block 2, as shown on Map 3 of this By-law, and December 1, 2025, the 150 affordable rental housing dwelling units referred to in paragraph (g) above shall be ready and available for occupancy, all in accordance with the Contribution Agreement;
- (j) In accordance with the terms of the Section 37 Agreement, the owner will convey to the City for nominal consideration, easements over the pedestrian mews connection from the intersection of Dupont Street and Dufferin Street to the POPS described in paragraph (e) above, to provide public access with provisions for rights of support if necessary, encumbrances, and insurance and indemnification of the City by the owner, to the satisfaction of Director, Real Estate Services, the Chief Planner and Executive Director, City Planning Division, and the City Solicitor. The owner shall own, operate, maintain and repair the easement lands;

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- (k) In accordance with the terms of the Section 37 Agreement, the owner shall design, construct, provide and thereafter maintain an architectural weather canopy over the pedestrian connection, at a minimum height of 10.0 metres and a maximum height of 19.0 metres, to the satisfaction of the Chief Planner and Executive Director, City Planning;
- (l) In accordance with the terms of the Section 37 Agreement, the owner will convey to the City for nominal consideration, easements over a private road to be built as a part of Block 1 and Block 2 from Dupont Street to Public Street 'A', as shown on Map 3 of this By-law, to provide public access, which easements shall include provisions for rights of support if necessary, encumbrances, and insurance and indemnification of the City by the owner, to the satisfaction of Director, Real Estate Services, the Chief Planner and Executive Director, City Planning Division, and the City Solicitor;
- (m) In accordance with the terms of the Section 37 Agreement, the owner will convey to the City for nominal consideration, easements over any portion of a private road constructed as part of Block 4 and Block 5, as shown on Map 3 of this By-law, from Dupont Street to Public Street 'A', to provide public pedestrian access for use by the general public, which easements shall include provisions for rights of support if necessary, encumbrances, and insurance and indemnification of the City by the owner, to the satisfaction of Director, Real Estate Services, the Chief Planner and Executive Director, City Planning Division, and the City Solicitor;
- (n) In accordance with the terms of the Section 37 Agreement, the owner will convey to the City for nominal consideration, easements over the pedestrian connection from Dupont Street to the POPS described in paragraph (f) above, to provide public pedestrian access for use by the general public, which easements shall include provisions for rights of support if necessary, encumbrances, and insurance and indemnification of the City by the owner, to the satisfaction of Director, Real Estate Services, the Chief Planner and Executive Director, City Planning Division, and the City Solicitor;
- (o) Prior to issuance of the first above-grade building permit for each Block shown on Map 3 attached hereto, the owner shall submit a Pedestrian Level Wind Study, satisfactory to the Chief Planner and Executive Director, City Planning, including wind tunnel analysis, which identifies recommendations for the pedestrian realm and the outdoor areas of the podiums to mitigate wind impacts year-round, and the owner shall implement and maintain in support of the development all recommended mitigation measures to the satisfaction of the Chief Planner and Executive Director, City Planning;
- (p) Prior to the commencement of excavation and shoring work for each Block shown on Map 3 of this By-law, the owner will submit a Construction Management Plan, to the satisfaction of the Chief Planner and Executive Director, City Planning Division, the General Manager of Transportation Services, and the Chief Building Official, in consultation with the Ward Councillor, and thereafter shall implement the plan during the course of construction. The Construction Management Plan will include the size and location of construction staging areas, dates of significant concrete pouring, lighting details, construction vehicle parking and queuing locations, refuse storage, site security, site supervisor contact information, a communication strategy with the surrounding

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community, and any other matters requested by the Chief Planner and Executive Director, City Planning, the General Manager of Transportation Services, and in consultation with the Ward Councillor;

- (q) Prior to the earlier the issuance of the first above grade building permit for Block 1 or Block 2 and the registration of a plan of condominium within Block 5, all as shown on Map 3 of this By-law, the owner shall convey to the City the fee simple interest in the first parkland dedication block, being Part 29 and Part 30 as shown on Map 3 of this By-law, consisting of a minimum area of 1,913 square metres, free and clear of all physical encumbrances above and below grade, save and except for physical encumbrances acceptable to the General Manager, Parks, Forestry and Recreation in writing, to the satisfaction of the General Manager, Parks, Forestry and Recreation, and free and clear of all title encumbrances, to the satisfaction of the City Solicitor;
- (r) In accordance with the terms of the Section 37 Agreement, the owner shall convey to the City the fee simple interest in the second parkland dedication block, being Part 4 and Part 22, as shown on Map 3 of this By-law, consisting of a minimum area of 3,046 square metres, free and clear of all physical encumbrances above and below grade, save and except for physical encumbrances acceptable to the General Manager, Parks, Forestry and Recreation in writing, to the satisfaction of the General Manager, Parks, Forestry and Recreation, and free and clear of all title encumbrances, to the satisfaction of the City Solicitor;
- (s) Prior to the owner's conveyance of the parkland dedication blocks to the City in accordance with paragraphs (q) and (r) above, the owner shall be responsible for an environmental assessment of the land and any associated costs or remediation works required as a result of that assessment. Such assessment or remediation shall ensure that the parkland will meet all applicable laws, regulations and guidelines respecting the site to be used for public park purposes, including City Council policies respecting soil remediation of sites. A qualified environmental consultant acceptable to the Executive Director, Engineering and Construction Services shall prepare the environmental assessment. Prior to owner's conveyance of the parkland to the City, the environmental assessment shall be peer reviewed by an environmental consultant retained by the City at the owner's expense (the "Peer Reviewer"), the conveyance of the parkland shall be conditional upon the Peer Reviewer concurring with the owner's environmental consultant that the parkland meets all applicable laws, regulations and guidelines for public park purposes, and the owner's environmental consultant shall file a Record of Site Condition (RSC) on the Ontario's Environmental Site Registry and submit to the General Manager, Parks, Forestry and Recreation, the Ministry of the Environment Conservation and Parks (MECP), Letter of Acknowledgement of Filing of the RSC confirming that the RSC has been prepared and filed in accordance with O. Reg. 153/04 and that the MECP will not audit the RSC at this time or that the RSC has passed an MECP audit;
- (t) Prior to the issuance of the first above-grade building permit for the Lands, the owner shall submit a letter of credit equal to 120 percent of the Parks and Recreation component of Development Charges payable for Block 5, as shown on Map 3 of this By-law, and a letter of credit equal to 100 percent of the cash-in-lieu payable to the City in respect of

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- the under-dedication of parkland for the development, to the satisfaction of the General Manager, Parks, Forestry and Recreation;
- (u) Prior to Site Plan Approval for each Block, the owner is required to submit a Functional Servicing and Stormwater Management Report for each Block, to the satisfaction of the Chief Engineer and Executive Director, Engineering and Construction Services;
 - (v) Prior to Site Plan Approval for each Block, in the event the submitted Functional Servicing and Stormwater Management Report for the relevant Block identifies necessary improvements and upgrades to existing City infrastructure are required to support the development of the relevant Block, the owner shall enter into an agreement with the City to secure the construction of any necessary improvements and upgrades to the municipal infrastructure in connection with the relevant site servicing assessment and provide to the City financial security as required by the agreement for the construction of said improvements and upgrades, to the satisfaction of the Chief Engineer and Executive Director, Engineering and Construction Services;
 - (w) Prior to Site Plan Approval for each Block, save and except for Block 6 as shown on Map 3 of this By-law, the owner will submit a Transportation Impact Study for each said Block, and all recommendations therein will be secured by the owner as part of the owner's Site Plan Agreement with the City, to the satisfaction of the Chief Engineer and Executive Director, Engineering and Construction Services;
 - (x) Prior to Site Plan Approval for Block 5, as shown on Map 3 of this By-law, the owner shall submit as part of the Transportation Impact Study for said Block an analysis of the potential need for a new signal to be located on Dupont Street at either the intersection of Public Street 'A' or Emerson Avenue, as shown on Map 3 of this By-law, with any signal to be installed and paid for by the developer, to the satisfaction of the General Manager, Transportation Services, the Chief Engineer and Executive Director, Engineering and Construction Services, and the Chief Planner and Executive Director, City Planning Division, in consultation with the Ward Councillor;
 - (y) Prior to Site Plan Approval for Block 4, as shown on Map 3 of this By-law the owner shall submit as part of the Transportation Impact Study for said Block an analysis of the potential need for additional traffic mitigation measures on Public Street 'A', as shown on Map 3 of this By-law, with any mitigation measures to be installed and paid for by the developer, to the satisfaction of the General Manager, Transportation Services, the Chief Engineer and Executive Director, Engineering and Construction Services, and the Chief Planner and Executive Director, City Planning Division, in consultation with the Ward Councillor;
 - (z) Prior to the issuance of the first above-grade building permit for the earlier of Block 5 and Block 6, as shown on Map 3 of this By-law, the owner shall make a cash payment to the City in the amount of \$70,000 for the installation of transit signal priority on Dupont Street and Dufferin Street, to the satisfaction of the Chief Engineer and Executive Director, Engineering and Construction Services;

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- (aa) The cash payment required in (z) above shall be indexed upwardly in accordance with the Statistics Canada Non-Residential Construction Price Index for Toronto for the period beginning from the date of the execution of the Section 37 Agreement to the date of payment;
- (bb) All new transit signals to be installed as part of the development will be equipped with Transit Signal Priority, to the satisfaction of the Chief Engineer and Executive Director, Engineering and Construction Services;
- (cc) In accordance with the terms of the Section 37 Agreement, the owner shall install and convey to the City a nearside bus bay on Public Street 'A' at Public Street 'B', as shown on Map 3 of this By-law, to the satisfaction of the Chief Engineer and Executive Director, Engineering and Construction Services, and the Toronto Transit Commission;
- (dd) In accordance with the terms of the Section 37 Agreement, the owner shall install and convey to the City a southbound farside bus bay on Dufferin Street at Dupont Street, to the satisfaction of the Chief Engineer and Executive Director, Engineering and Construction Services, and the Toronto Transit Commission;
- (ee) Prior to Site Plan Approval for each Block, the owner shall secure as a part of the relevant Site Plan Agreement with the City, on-site dog off-leash amenities with proper disposal facilities or dog relief stations within a building accessible to all building residents; and
- (ff) In accordance with the terms of the Section 37 Agreement, the owner shall relocate to Dupont Street or lands to be conveyed, for nominal consideration, by the owner to the City for the purpose of widening Dupont Street, the existing watermain currently located within an easement on the northern portion of the site adjacent to Dupont Street, to the satisfaction of the Chief Engineer and Executive Director, Engineering and Construction Services, at no expense to the City.

Despite the foregoing, the owner and the City may modify or amend the said agreement(s), from time to time and upon the consent of the City and the owner, without further amendment to those provisions of this By-law which identify the facilities, services and matters to be secured.

Bill 1150

Authority: Toronto and East York Community Council
Item TE33.5, as adopted by City of Toronto Council on
June 26, 27, 28 and 29, 2018

CITY OF TORONTO

Bill 1150

BY-LAW - 2019

To amend Zoning By-law 569-2013, as amended, with respect to lands municipally known in the year 2018 as 1245 Dupont Street, 1260 Dufferin Street and 213 Emerson Avenue.

Whereas Council of the City of Toronto has the authority pursuant to Section 34 of the Planning Act, R.S.O. 1990, c.P.13, as amended, to pass this By-law; and

Whereas Council of the City of Toronto has provided adequate information to the public and has held at least one public meeting in accordance with the Planning Act; and

Whereas the Official Plan for the City of Toronto contains such provisions relating to the authorization of increases in height and density of development; and

Whereas pursuant to Section 37 of the Planning Act, a by-law under Section 34 of the Planning Act may authorize increases in the height or density of development beyond those otherwise permitted by the by-law and that will be permitted in return for the provision of such facilities, services or matters as are set out in the by-law; and

Whereas subsection 37(3) of the Planning Act provides that where an owner of lands elects to provide facilities, services or matters, in return for an increase in height or density of development, the municipality may require the owner to enter into one or more agreements with the municipality in respect of the facilities, services and matters; and

Whereas the owner of the aforesaid lands has elected to provide the facilities, services and matters hereinafter set out; and

Whereas the increase in height and density permitted beyond that otherwise permitted on the aforesaid lands by By-law 569-2013, as amended, is permitted in return for the provision of the facilities, services and matters set out in this By-law which is secured by one or more agreements between the owner of the land and the City of Toronto.

The Council of the City of Toronto enacts:

1. The lands subject to this By-law are outlined by heavy black lines on Diagram 1 of this By-law.
2. The words highlighted in bold type in this By-law have the same meaning provided in Zoning By-law 569-2013, Chapter 800 Definitions.
3. Zoning By-law 569-2013, as amended, is further amended by amending the zone label on the Zoning By-law Map in Section 990.10, respecting the lands outlined in heavy lines as

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shown on Diagram 1 attached to this By-law, to CR 0.6 (c0.6; r0.6) SS2 (x185) and OR(x28), as shown on Diagram 2 attached to this By-law.

MIXED USE DEVELOPMENT – BLOCKS 1, 2, 3, 4, and 5

4. Zoning By-law 569-2103, as amended, is further amended by adding to Article 900.11.10 Exception Number (185) so that it reads:

Exception CR(185)

The lands, or a portion thereof as noted below, are subject to the following Site Specific Provisions, Prevailing By-laws and Prevailing Sections.

Site Specific Provisions:

- (A) On 1245 Dupont Street, 1260 Dufferin Street and 213 Emerson Avenue, if the requirements in Section 6 and Schedule A of By-law xxx-2019 [insert number] are complied with, a **building or structure** may be constructed in compliance with regulations (B) to (DDD) below;
- (B) Regulations 40.5.80.1(1), 40.5.80.10(1), 40.10.40.1(1), 40.10.40.80(2), 230.5.1.10(7), 230.5.1.10(8), and By-law 724-2004 do not apply;
- (C) A **retail store** may include food or beverage **manufacturing** provided the **interior floor area** of the **retail store**, including the food or beverage **manufacturing** area, does not exceed 930 square metres;
- (D) An **eating establishment** may include beverage **manufacturing** to a maximum total **interior floor area** of 85 percent of the total **interior floor area** of the **eating establishment** to a maximum of 5,000 square metres;
- (E) Despite regulations 40.10.20.100(1), (16) and (17), an **eating establishment**, **take-out eating establishment**, **entertainment place of assembly**, **place of assembly**, **recreation use**, **service shop**, **custom workshop**, and **retail service** may exceed 400 square metres;
- (F) Despite regulation 40.10.20.100(20)(C), the cumulative area of the outdoor sale or display of goods or commodities may not be more than 500 square metres;
- (G) Despite regulation 40.10.20.100(21)(B), an **outdoor patio** with a maximum **gross floor area** of 725 square metres is permitted on Block 1, as shown on Diagram 3 to By-law X-2019, and an **outdoor patio** with a maximum **gross floor area** of 530 square metres is permitted on Block 4, as shown on Diagram 3 to By-law X-2019;
- (H) Despite regulation 40.10.20.100(21), a maximum of 15 percent of the **gross floor area** of an **outdoor patio**, up to a maximum of 50 square metres, may be used as the area from which entertainment such as performances, music and dancing may be provided;

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- (I) Despite regulation 150.100.30.1(2), an **eating establishment with an interior floor area greater than 1,000 square metres** is not required to be separated from a lot in the Residential Zone category or Residential Apartment Zone category;
- (J) Despite regulations 150.96.30.1(3), (4) and (5), and 150.96.40.1(1) and (2), the setback, fencing and **vehicle access** requirements do not apply to a **vehicle washing establishment** located below ground;
- (K) Despite regulation 150.96.20.1(3), the **interior floor area** of a retail store and personal service shop is not limited to 20 square metres where such uses are located on the same lot as a **vehicle washing establishment**;
- (L) Despite regulation 150.96.40.1(2), the **vehicle entrance and exit** from a building containing a **vehicle washing establishment** may be 0 metres from any lot line abutting a street;
- (M) Despite regulations 40.10.20.40(1) and 40.10.40.40(1), the maximum total **gross floor area** of all buildings on the lands outlined in heavy lines and zoned CR 0.6 (c0.6; r0.6) SS2 (x185) as shown on Diagram 2 to By-law xx-2019, excluding below ground **vehicle washing establishments**, will be 245,500 square metres:
- (i) the total maximum **gross floor area** occupied by residential uses is 217,000 square metres;
 - (ii) the total maximum **gross floor area** occupied by residential uses on each of Blocks 1, 2, 3, 4 and 5 as shown on Diagram 3 to By-law xx-2019 will comply with the following:
 - (a) a maximum **gross floor area** of 43,150 square metres occupied by residential uses on Block 1;
 - (b) a maximum **gross floor area** of 28,600 square metres occupied by residential uses on Block 2;
 - (c) a maximum **gross floor area** of 50,600 square metres occupied by residential uses on Block 3;
 - (d) a maximum **gross floor area** of 50,800 square metres occupied by residential uses on Block 4; and
 - (e) a maximum **gross floor area** of 43,850 square metres occupied by residential uses on Block 5;
 - (iii) **minimum gross floor area** occupied by non-residential uses on each of Blocks 1, 2, 3, 4 and 5 as shown on Diagram 3 to By-law X-2019 will comply with the following:

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- (a) a **minimum gross floor area** of 12,500 square metres occupied by non-residential uses on Block 1;
 - (b) a **minimum gross floor area** of 4,900 square metres occupied by non-residential uses on Block 2;
 - (c) a **minimum gross floor area** of 2,500 square metres occupied by non-residential uses on Block 3;
 - (d) a **minimum gross floor area** of 4,300 square metres occupied by non-residential uses on Block 4; and
 - (e) a **minimum gross floor area** of 2,300 square metres occupied by non-residential uses on Block 5;
- (N) Despite section (M) above, increases up to 10 percent of the maximum **gross floor area** occupied by residential uses permitted on each Block in subsection (M)(ii) above are allowed, provided the maximum **gross floor area** occupied by residential uses in all **buildings** provided on Blocks 1, 2, 3, 4, and 5, as shown on Diagram 3 to By-law X-2019, does not exceed 217,000 square metres;
- (O) A total combined maximum of 2,896 **dwelling units** are permitted on Blocks 1, 2, 3, 4, and 5 as shown on Diagram 3 to By-law X-2019;
- (P) All **buildings** containing **dwelling units** must contain:
- (i) a minimum of 33 percent of **dwelling units** with two bedrooms; and
 - (ii) a minimum of 9 percent of **dwelling units** with three or more bedrooms;
- (Q) Despite section (P) above, when buildings containing dwelling units have been erected on four of the five Blocks, exclusive of Block 6, as shown on Diagram 3 to By-law X-2019, then the **dwelling unit mix** for the remaining Block must ensure the following:
- (i) a minimum of 37 percent of the total number of **dwelling units** on Blocks 1, 2, 3, 4, and 5 are two bedroom **dwelling units**;
 - (ii) a minimum of 10 percent of the total number of **dwelling units** on Blocks 1, 2, 3, 4, and 5 are three or more bedroom **dwelling units**; and
 - (iii) for the purposes of this section, "**buildings have been erected**" after the issuance of any Above Grade Building Permits that allow a **building** containing **dwelling units**;
- (R) No **building** may be erected or used on a **lot** subject to street-related "Priority Uses" as shown on Diagram 6 to By-law X-2019 unless a minimum of 20 percent of the length of the exterior **main wall** along the "Priority Uses" frontage

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indicated by heavy black lines on Diagram 6 to By-law X-2019, at the first storey above ground is occupied by non-residential uses that have a maximum **interior floor area** of 400 square metres or less per retail unit;

- (S) Despite regulations 40.5.40.10(1) and (2), the height of a **building or structure** is measured from the Canadian Geodetic Datum elevation of 120.95 metres to the highest point of a building or structure, except for those **building elements and structures** permitted to project above the heights shown on Diagrams 4 and 5 to By-law X-2019 in section (U) below;
- (T) Despite regulation 40.10.40.10(2), the height of a **building or structure** may not exceed the height limits of the numbers following the symbol HT on Diagrams 4 and 5 to By-law X-2019;
- (U) Despite section (T) above, a **building or structure** erected within an Angular Plane Zone on Diagram 4 or 5 to By-law X-2019 will be consistent with the following:
 - (i) a **building or structure** erected within Angular Plane Zone 1 on Diagram 5 to By-law X-2019, may not penetrate an angle of 75 degrees projected over Angular Plane Zone 1, originating at the eastern edge of Angular Plane Zone 1, starting at a height of 26.0 metres measured from the Canadian Geodetic Datum elevation of 120.95 metres, as indicated on Diagrams 4 and 5 to By-law X-2019. See Diagram 9 to By-law X-2019 for how an **angular plane angle** is measured;
 - (ii) a **building or structure** erected within Angular Plane Zone 2 on Diagrams 4 and 5 to By-law X-2019, may not penetrate an angle of 75 degrees projected over Angular Plane Zone 2, originating at the southern edge of Angular Plane Zone 2, starting at a height of 28.5 metres measured from the Canadian Geodetic Datum elevation of 120.95 metres, as indicated on Diagrams 4 and 5 to By-law X-2019. See Diagram 9 to By-law X-2019 for how an **angular plane angle** is measured; and
 - (iii) a **building or structure** erected within Angular Plane Zone 3 on Diagrams 4 and 5 to By-law X-2019, may not penetrate an angle of 80 degrees projected over Angular Plane Zone 3, originating at the northern edge of Angular Plane Zone 3, starting at a height of 26.0 metres measured from the Canadian Geodetic Datum elevation of 120.95 metres, as indicated on Diagrams 4 and 5 to By-law X-2019. See Diagram 9 to By-law X-2019 for how an **angular plane angle** is measured;
- (V) Despite section (T) above, a **building or structure** erected within a Slope Zone on Diagram 4 or 5 to By-law X-2019 will be consistent with the following:
 - (i) a **building or structure** erected within the Slope Zone 1 on Diagram 5 to By-law X-2019, must be contained within the slope between the height of

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- 55.5 metres and 73.5 metres, as indicated on Diagram 5 to By-law X-2019;
- (ii) a **building** or **structure** erected within the Slope Zone 2 on Diagram 5 to By-law X-2019, must be contained within the slope between the height of 41.4 metres and 73.5 metres, as indicated on Diagram 5 to By-law X-2019;
 - (iii) a **building** or **structure** erected within the Slope Zone 3 on Diagram 5 to By-law X-2019, must be contained within the slope between the height of 30.0 metres and 37.5 metres, as indicated on Diagram 5 to By-law X-2019; and
 - (iv) a **building** or **structure** erected within the Slope Zone 4 on Diagram 5 to By-law X-2019, must be contained within the slope between the height of 29.5 metres and 41.5 metres, as indicated on Diagram 5 to By-law X-2019;
- (W) Despite regulations 40.5.40.10(3), (4), (5), (6), and (7), and 5.10.60.1(2), (3) and (4), and sections (T), (U) and (V) above, the following **building** elements and **structures** are permitted to project above the heights shown on Diagrams 4 and 5 to By-law X-2019:
- (i) guard rails, railings, bollards, balustrades, eaves, roof drainage, balcony and terrace guards, fences, skylights, railings, planters, cornices, and seating areas, retaining walls, balcony and terrace dividers, decorative screens, privacy screens, wheelchair ramps and ramps to underground, safety and wind protection/mitigation features, solar panels and equipment may project a maximum of 3.0 metres above the height shown on Diagrams 4 and 5 to By-law X-2019;
 - (ii) ornamental elements, landscape elements, **structures** used for outside or open air recreation including pools and associated equipment, light monitors, light fixtures, pergolas, architectural features, trellises, awnings and canopies, excepting the canopy located within the canopy zone on Diagram 5, may project a maximum of 4.0 metres above the height shown on Diagrams 4 and 5 to By-law X-2019;
 - (iii) public art features, mechanical equipment, exoskeleton **structures**, stairs, stair towers and enclosures, enclosures of mechanical equipment, unenclosed heating equipment, may project a maximum of 6.0 metres above the height shown on Diagrams 4 and 5 to By-law X-2019;
 - (iv) elevator overruns, lightning rods, ventilation or cooling equipment such as chimneys, stacks, flues, vents, air intakes, antennas, satellite dishes, and cellular arrays, parapets and elements of a **green roof** may project a maximum of 6.9 metres above the height shown on Diagrams 4 and 5 to By-law X-2019; and

- (v) window washing equipment including Building Maintenance Unit (BMU) may project above the height shown on Diagrams 4 and 5 to By-law X-2019;
- (X) Despite sections (T), (U) and (V) above and regulations 5.10.40.70(1), (2) and (4), 40.5.40.60(1), 40.5.40.70(1), 40.10.40.60(1), (2), (3), (4), (5), (6), (7), (8) and (9), 40.10.40.70(2) and (4), 40.10.40.80(2), and 5.10.60.1(4), no portion of a **building** or **structure** erected or used above ground level may be located otherwise than wholly within the **building** envelopes delineated by the heavy lines specified on Diagrams 4 and 5 to By-law X-2019, with the exception of the following (the "**Building Elements and Encroachments**"):
- (i) eaves, window sills, damper equipment to reduce **building** movement, architectural flutes, pillars and satellite dishes may encroach a maximum of 1.0 metre beyond any **building** envelope limit shown on Diagrams 4 and 5 to By-law X-2019;
- (ii) balconies, inclusive of any exoskeleton **structures** and exoskeleton cladding may encroach a maximum of 2.5 metres beyond any **building** envelope limit shown on Diagrams 4 and 5 to By-law X-2019, excluding slope zones;
- (iii) pergolas, guardrails, balustrades, railings, decorative / acoustic doors and screens, light fixtures, awnings and canopies, excepting the canopy located within the canopy zone on Diagram 5, may encroach a maximum of 3.0 metres beyond any **building** envelope limit shown on Diagrams 4 and 5 to By-law X-2019;
- (iv) trellises and planters may encroach a maximum of 5.0 metres beyond any **building** envelope limit shown on Diagrams 4 and 5 to By-law X-2019;
- (v) ventilation shafts, and elements required for the functional operation of a **building**, site servicing features, stairs, stair enclosures, wheelchair ramps, fences may encroach a maximum of 6.0 metres beyond any **building** envelope limit shown on Diagrams 4 and 5 to By-law X-2019; and
- (vi) public art installations, art and landscape features and window washing equipment including Building Maintenance Unit (BMU) may encroach beyond any **building** envelope limit shown on Diagrams 4 and 5 to By-law X-2019;
- (Y) Despite sections (T), (W), and (X) above and regulation 40.5.40.60(1), a canopy located within the Canopy Zone on Diagram 5 to By-law X-2019 may project between 10.0 and 19.0 metres above the heights shown on Diagram 5 to By-law X-2019 and may be located outside the **building** envelopes delineated by the heavy lines specified on Diagram 5 to By-law X-2019;

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- (Z) None of the provisions of this By-law will apply to prevent the erection or use of a pergola, shade **structure**, weather protection canopy, landscape features including planters and plantings, water feature, furnishing elements, light fixtures, or public art on the lands shown as POPS on Diagrams 4 and 5 attached to By-law X-2019;
- (AA) Despite section (X) above, balconies are not permitted to project beyond the **building envelope** in the Balcony Restriction Zone as shown on Diagram 8 to By-law X-2019;
- (BB) Despite section (X) above, the first storey of a **building** located on Block 1, as indicated on Diagram 3 to By-law X-2019, must be set back a minimum of 6.5 metres from a **lot line** abutting Dufferin Street for a minimum distance of 50.0 metres running south, measured from the north-eastern most corner of the **building**. For the purposes of this provision, the setback must be taken from the **lot line** along Dufferin Street as it existed on May 1, 2018 despite any future conveyance;
- (CC) Despite regulation 40.10.40.60(1)(C), a platform attached to the front **main wall** of a **building** with a floor level higher than the floor level of the first storey of the **building** may be located immediately above the first storey of the **building** and may project beyond the front **main wall** of the storeys below;
- (DD) Despite regulation 5.10.40.70(2), and the **building envelopes** shown on Diagrams 4 and 5 to By-law X-2019, required minimum **building setbacks** do not apply to the parts of a **building** or **structure** that are below-ground and nothing in this By-law will prevent underground parking or underground **structures** from extending to the **lot lines** as defined by heavy lines on Diagram 1 to By-law X-2019;
- (EE) The areas identified as "tower zones" on Diagrams 4 and 5 to By-law X-2019 on Diagram 3 to By-law X-2019, are subject to the following:
- (i) for the purposes of this subsection, for Blocks 2, 4 and 5 on Diagram 3 to By-law X-2019 "tower" means a **building** or portions of a **building** which collectively enclose the entirety of a storey at an elevation higher than the Canadian Geodetic Datum elevation of 163.95 metres (43.0 metres of **building height** relative to the Canadian Geodetic Datum elevation of 120.95 metres);
 - (ii) for the purposes of this subsection, for Block 3 on Diagram 3 to By-law X-2019 "tower" means a **building** or portions of a **building** which collectively enclose the entirety of a storey at an elevation higher than the Canadian Geodetic Datum elevation of 175.95 metres (55.0 metres of **building height** relative to the Canadian Geodetic Datum elevation of 120.95 metres);

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- (iii) the floor plate of each tower at an elevation higher than the Canadian Geodetic Datum elevation of 163.95 metres on Blocks 2, 4 and 5 on Diagram 3 to By-law X-2019 must have a maximum **gross floor area** of 750 square metres measured from the exterior of the **main wall** of such floor level, and subject to the floor area reductions of regulation 40.5.40.40(3);
 - (iv) the floor plate of each tower at an elevation higher than the Canadian Geodetic Datum elevation of 175.95 metres on Block 3 on Diagram 3 to By-law X-2019 must have a maximum **gross floor area** of 750 square metres measured from the exterior of the **main wall** of such floor level, and subject to the floor area reductions of regulation 40.5.40.40(3);
 - (v) despite regulation 40.10.40.80(2), each **main wall** of a tower must be separated by at least 25.0 metres from a **main wall** of each other tower;
 - (vi) if a line projected at a right angle from a **main wall** of a tower intercepts another **main wall** of the same tower, those **main walls** must be separated by a minimum of 25.0 metres;
 - (vii) despite subsections (v) and (vi), the **Building Elements** and **Encroachments** of section (X) above are permitted to encroach into the required separation distances of subsections (v) and (vi) above; and
 - (viii) despite subsections above, **buildings** or portions of **buildings** permitted to be greater in height than 43.0 metres on Diagrams 4 and 5 to By-law X-2019, that are not located within an area identified as a "tower zone" on Diagrams 4 and 5 to By-law X-2019, are not subject to subsections (i), (ii), (iii) and (iv) above, but are subject to subsections (v), (vi), and (vii) above;
- (FF) Despite regulation 40.10.40.50(1), **amenity space** must be provided on each of Blocks 1, 2, 3, 4, and 5, as shown on Diagram 3 to By-law X-2019, in accordance with the following:
- (i) indoor **amenity space** must be provided at a minimum rate of 1.5 square metres for each **dwelling unit**; and
 - (ii) outdoor **amenity space**, which is not required to be directly accessible from indoor **amenity space**, must be provided in accordance with the following:
 - (a) minimum rate of 1.3 square metres for each **dwelling unit** on Block 1;
 - (b) minimum rate of 3.0 square metres for each **dwelling unit** on Block 2;

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- (c) minimum rate of 1.2 square metres for each **dwelling unit** on Block 3;
 - (d) minimum rate of 1.0 square metres for each **dwelling unit** on Block 4; and
 - (e) minimum rate of 1.3 square metres for each **dwelling unit** on Block 5;
- (GG) Despite 40.10.40.1(1), indoor and outdoor residential **amenity space** may be located on the same level as non-residential use portions of a **building**;
- (HH) Despite regulation 200.5.1.10(2), a maximum of 10 percent of the total **parking spaces** provided on a **lot** may have a minimum width of 2.6 metres, despite being obstructed according to regulation 200.5.1.10(2)(D);
- (II) Despite regulation 200.5.1(2), clause 200.5.10.1 and Table 200.5.10.1, **parking spaces** must be provided and maintained in accordance with the following and may be located on any of the Blocks as shown on Diagram 3 to By-law X-2019:
- (i) for a **dwelling unit** used for affordable housing in a **mixed use building**, resident / tenant **parking spaces** at a minimum rate of 0.45 for each **dwelling unit** where:
 - (a) "affordable housing" means rents which do not exceed the CMHC rent; and
 - (b) "CMHC rent" means the average rent, inclusive of utilities, for private rental apartments by unit type for the City of Toronto as reported annually by Canada Mortgage and Housing Corporation in its Fall Update Rental Market Report;
 - (ii) for a **dwelling unit** in a **mixed use building**, not captured in section (II)(i) above, resident/tenant **parking spaces** at a minimum rate of:
 - (a) 0.6 for each bachelor **dwelling unit**;
 - (b) 0.7 for each one bedroom **dwelling unit**;
 - (c) 0.9 for each two bedroom **dwelling unit**; and
 - (d) 1.0 for each three or more bedroom **dwelling unit**;
 - (iii) **Parking spaces** for all other uses in accordance with the following:
 - (a) AM = 6 a.m. to Noon (Morning), PM = Noon to 6 p.m. (Afternoon) and Eve = 6 p.m. to 6 a.m. (Evening);

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- (b) minimum parking rate of 1.0 **parking spaces** for each 100 square metres of **gross floor area** used for non-residential uses, exclusive of office, **eating establishment, take-out eating establishment and community centre** at a parking occupancy rate of 20 percent in the AM, 100 percent in the PM and 100 percent in the Eve;
 - (c) minimum parking rate of 0.35 **parking spaces** for each 100 square metres of **gross floor area** used for office at a parking occupancy rate of 100 percent in the AM, 60 percent in the PM and 0 percent in the Eve; and
 - (d) minimum parking rate of 0.1 **parking spaces** for each **dwelling unit** at a parking occupancy rate of 10 percent in the AM, 35 percent in the PM and 100 percent in the Eve for the purposes of **Dwelling Unit in a Mixed Use Building – Visitors**;
- (iv) the minimum number of **parking spaces** required on the lands zoned CR 0.6 (c0.6; r0.6) SS2 (x185), as shown on Diagram 2 to By-law X-2019, based on subsection (iii) above is determined as follows:
- (a) for each of the morning, afternoon and evening parking periods identified in subsection (iii) above, the minimum number of **parking spaces** required for each use is calculated using the respective **parking space rate** and occupancy rate;
 - (b) the minimum number of **parking spaces** required for each parking period is the total of the **parking spaces** required for all uses during that parking period; and
 - (c) the minimum number of **parking spaces** required on a lot is equal to the largest number of **parking spaces** required for any parking period;
- (v) no parking is required for **eating establishment, take-out eating establishment or community centre** uses;
- (vi) car-share **parking spaces** are permitted;
- (vii) for each car-share **parking space** provided, the minimum number of **parking spaces** for residents/tenants required, may be reduced by four **parking spaces** where:
- (a) "car-share" means the practice whereby a number of people share the use of one or more motor vehicles that are owned by a profit or non-profit car-sharing organization and such car-share motor vehicles are made available to at least the occupants of the **building** for short term rental, including hourly rental; and

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- (b) a "car-share parking space" means a parking space exclusively reserved and signed for a car used only for car-share purposes;
- (vii) the maximum number of car-share parking spaces that may be provided on any Block for each of the Blocks shown on Diagram 3 to By-law X-2019, are as follows:
 - (a) maximum of 10 car-share parking spaces permitted for Block 1;
 - (b) maximum of 6 car-share parking spaces permitted for Block 2;
 - (c) maximum of 12 car-share parking spaces permitted for Block 3;
 - (d) maximum of 12 car-share parking spaces permitted for Block 4; and
 - (e) maximum of 10 car-share parking spaces permitted for Block 5;
- (JJ) Despite regulations 40.5.80.1(1), 40.5.80.10(1) and 200.5.1(2), the parking spaces required in section (II)(iii) above, may be:
 - (i) provided on a non-exclusive basis;
 - (ii) provided within a public parking facility; and
 - (iii) provided on a Block within 350 metres of the Block containing the use for which the parking space is required;
- (KK) Despite regulation 200.5.1.10(12), the vehicle entrance or exit to a building may be 0 metres from the lot line abutting a street;
- (LL) Despite regulation 40.10.100.10(1)(c), more than one vehicle access is permitted on Blocks 3 and 5 as shown on Diagram 3 to By-law X-2019;
- (MM) Despite section 200.15 and By-law 579-2017, accessible parking spaces must be provided in accordance with the following:
 - (i) An accessible parking space must have the following minimum dimensions:
 - (a) length of 5.6 metres;
 - (b) width of 3.9 metres; and
 - (c) vertical clearance of 2.1 metres;
 - (ii) Accessible parking spaces must be the parking spaces located:
 - (a) closest to a main pedestrian access to a building; and

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City of Toronto By-law -2019

- (b) at the same level as the pedestrian entrance to the **building**;
 - (iii) Clearly identified off street accessible **parking spaces** must be provided on the same **lot** as every **building** or **structure** erected or enlarged, if the total **parking space** requirement is 5 or more, in compliance with the following:
 - (a) if the number of required **parking spaces** is 5 to 24, a minimum of 1 **parking space** must comply with the minimum dimensions for an accessible **parking space**;
 - (b) if the number of required **parking spaces** is 25 to 100, a minimum of 1 **parking space** for every 25 **parking spaces** or part thereof must comply with the minimum dimensions for an accessible **parking space**; and
 - (c) if the number of required **parking spaces** is more than 100, a minimum of 4 **parking spaces** plus 1 **parking space** for every 50 **parking spaces** or part thereof in excess of 100 **parking spaces**, must comply with the minimum dimensions for an accessible **parking space**;
 - (iv) A minimum of 10 percent of the required **parking spaces** for a medical office must comply with the minimum dimensions for an accessible **parking space**;
- (NN) Despite clauses 220.5.1.10 and 220.5.10.1 and regulation 40.10.90.1(1), **loading spaces** must be provided and maintained in accordance with the following standards:
- (i) for each **building** containing **dwelling units**, only one **loading space** is required in the form of a Type "G" **loading space**;
 - (ii) despite the requirements above and clauses 220.5.1.10 and 220.5.10.1, the minimum **loading space** requirement for a **lot** is the total of subsections (a), (b) and (c) below where two or more of the following non-residential uses are situated on a **lot**: **office, retail store, eating establishment, take-out restaurant or personal service shop**:
 - (a) the minimum number of required **loading spaces** Type "B" on a **lot** is the largest number of **loading spaces** Type "B" required for any one of the uses above, plus the **loading spaces** Type "B" required for all other non-residential uses on the **lot** not listed above;

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- (b) the minimum number of required loading spaces Type "C" on a lot is the largest number of loading spaces Type "C" required for any one of the uses listed above plus the loading spaces Type "C" required for all other non-residential uses on the lot that are not listed above; and
 - (c) the requirement for a loading space Type "A", or a loading space Type "B" or a loading space Type "C" for non-residential uses on a lot will be deemed to be satisfied by the provision and maintenance of a loading space Type "G" required for residential uses on the lot;
- (iii) despite clauses 220.5.1.10 and 220.5.10.1, only one loading space Type "G" and one loading space Type "B" are required for the buildings on Block 2 as shown on Diagram 3 to By-law X-2019; and
 - (iv) despite clauses 220.5.1.10 and 220.5.10.1, only one loading space Type "G" and one loading space Type "B" are required for the buildings on Block 4 as shown on Diagram 3 to By-law X-2019;
- (OO) Despite regulation 220.5.20.1(2), the maximum permitted slope of a driveway leading to any loading space is 15.0 percent;
- (PP) Despite regulation 40.10.90.40(3), a loading space may have its vehicle access through a main wall that faces a street;
- (QQ) All driveways and drive aisles must comply with the following:
- (i) the maximum permitted slope is 15.0 percent;
 - (ii) the maximum permitted slope for a minimum distance of 3.0 metres at the top and bottom of a ramp is 7.5 percent; and
 - (iii) despite subsections (i) and (ii) above, the maximum permitted slope within 6.0 metres of a property line is 5.0 percent;
- (RR) Despite regulations 230.5.1.10(3)(A), (6) and (9), "long-term" bicycle parking spaces may be located outside or inside a building;
- (SS) Despite regulations 230.5.1.10(3)(B), and 230.50.1.20(1) and (2), "short-term" bicycle parking spaces may be located outside or inside a building;
- (TT) Despite clause 230.40.1.20 and regulation 230.5.1.10(8), bicycle parking spaces may be provided on a Block within 350 metres of the Block containing the use for which the bicycle parking space is required;
- (UU) Despite regulation 230.5.1.10(7), no shower and change facilities are required to be provided;

- (VV) Despite section (UU) above, one shower and change facility must be provided in a **building** on Block 3 as shown on Diagram 3 to By-law X-2019 and one shower and change facility must be provided in a **building** on Block 5 as shown on Diagram 3 to By-law X-2019;
- (WW) None of the provisions of this By-law will apply to prevent the existing **building(s)**, as of May 1, 2018, on the lands outlined by heavy black lines on Diagram 1 to By-law X-2019, from being used for any purpose existing on such lands as of May 1, 2018 or for any use listed in regulations 40.10.20.10(1) and 40.10.20.20(1) that are permitted under the letter "C" of the CR zone;
- (XX) None of the provisions of this By-law will apply to prevent the use of the existing **parking spaces or loading spaces**, as of May 1, 2018, on the lands outlined by heavy black lines on Diagram 1 to By-law X-2019;
- (YY) Despite regulations 40.10.80.20(1) and (2), existing **parking spaces** may be setback 0.0 metres from a **lot line** in the Open Space Zone category;
- (ZZ) The use exceptions in sections (XX) and (YY) above will apply to the remaining portions of the existing **building(s)** that remain on the lands outlined by heavy black lines on Diagram 1 to By-law X-2019, after demolition of portions of the existing **building(s)** provided that:
- (i) a minimum of fifty (50) **parking spaces** are provided; and
 - (ii) a minimum of one Type "B" **loading space** is provided;
- (AAA) Additions to the existing **building(s)** are permitted and may be occupied by any use permitted in section (YY) above, provided that:
- (i) the **gross floor area** of the addition(s) does not exceed an aggregate total of 1,300 square metres;
 - (ii) the setback of the existing **building(s)** from the **lot lines** along Dupont Street and Dufferin Street, as it existed on May 1, 2018 as shown on Diagram 7 to By-law X-2019 as Line A, is the minimum required **building setback** for any additions to the existing **building(s)**;
 - (iii) **parking spaces** for additions to the existing **building(s)** will be provided in compliance with the requirements in section (ZZ) above; and
 - (iv) no additions are permitted to Building 1, as shown on Diagram 7 to By-law X-2019;
- (BBB) Section (AAA) above, does not apply to the **community centre** identified on Diagram 7 to By-law X-2019;

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(CCC) None of the provisions of this By-law will apply to prevent a temporary sales office from being erected or used on the lands zoned CR 0.6 (c0.6; r0.6) SS2 (x185), as shown on Diagram 2 to By-law x-2019; and

(DDD) Despite any existing or future severances, partition, or division of the lands outlined by heavy black lines on Diagram 1 to By-law X-2019, the provisions of this exception will apply to the whole of the lands outlined by heavy black lines on Diagram 1 to By-law X-2019 as if no severance, partition, or division had occurred.

Prevailing By-laws and Prevailing Sections (None Apply)

OPEN SPACE RECREATION – BLOCK 6

5. Zoning By-law 569-2103, as amended, is further amended by adding to Article 900.42.10 Exception Number (28) so that it reads as follows:

Exception OR(28)

The lands, or a portion thereof as noted below, are subject to the following Site Specific Provisions, Prevailing By-laws and Prevailing Sections.

Site Specific Provisions:

- (A) Despite regulation 90.5.40.10(1), the height of a **building or structure** is measured from the Canadian Geodetic Datum elevation of 120.95 metres and the elevation of the highest point of that **building or structure**;
- (B) Despite regulation 90.30.40.10(1), the permitted maximum height for a **building or structure** is 20 metres;
- (C) Despite regulation 90.30.40.70(1), no **minimum front yard setback** is required;
- (D) Despite regulation 90.30.40.70(2)(A), the **minimum rear yard setback and side yard setback** is 5.0 metres, if a **lot** abuts a **lot** in the Residential Zone category or the Residential Apartment Zone category; and
- (E) Despite regulation 200.5.10.1(1), **parking spaces** are not required for a **community centre**.

Prevailing By-laws and Prevailing Sections (None Apply)

6. Section 37 Provisions:

- (A) Pursuant to Section 37 of the Planning Act, and subject to compliance with this By-law, the increase in height and density of the development is permitted beyond that otherwise permitted on the lands shown on Diagram 1 to By-law X-2019 in return for the provision by the owner, of the facilities, services and matters set out

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in Schedule A hereof and which are secured by one or more agreements pursuant to Section 37(3) of the Planning Act that are in a form and registered in priority on title to the lands, to the satisfaction of the City Solicitor;

- (B) Where Schedule A of this By-law requires the owner to provide certain facilities, services or matters prior to the issuance of a building permit, the issuance of such permit shall be dependent on satisfaction of the same; and
- (C) The owner shall not use, or permit the use of, the lands as permitted by By-law X-2019, unless or until the owner has executed and registered in priority an agreement or agreements pursuant to Section 37 of the Planning Act, to the satisfaction of the City Solicitor, securing the provision of facilities, services and matters set out in all provisions of Schedule A of By-law X-2019. For clarity, this requirement will not prevent any of the uses existing on such lands as of May 1, 2018 or for any use listed in regulations 40.10.20.10(1) and 40.10.20.20(1) that are permitted under the letter "C" of the CR zone on the lands outlined by heavy black lines on Diagram 1 to By-law X-2019, or prevent any addition to or alteration of an existing **building** as permitted by By-law X-2019.

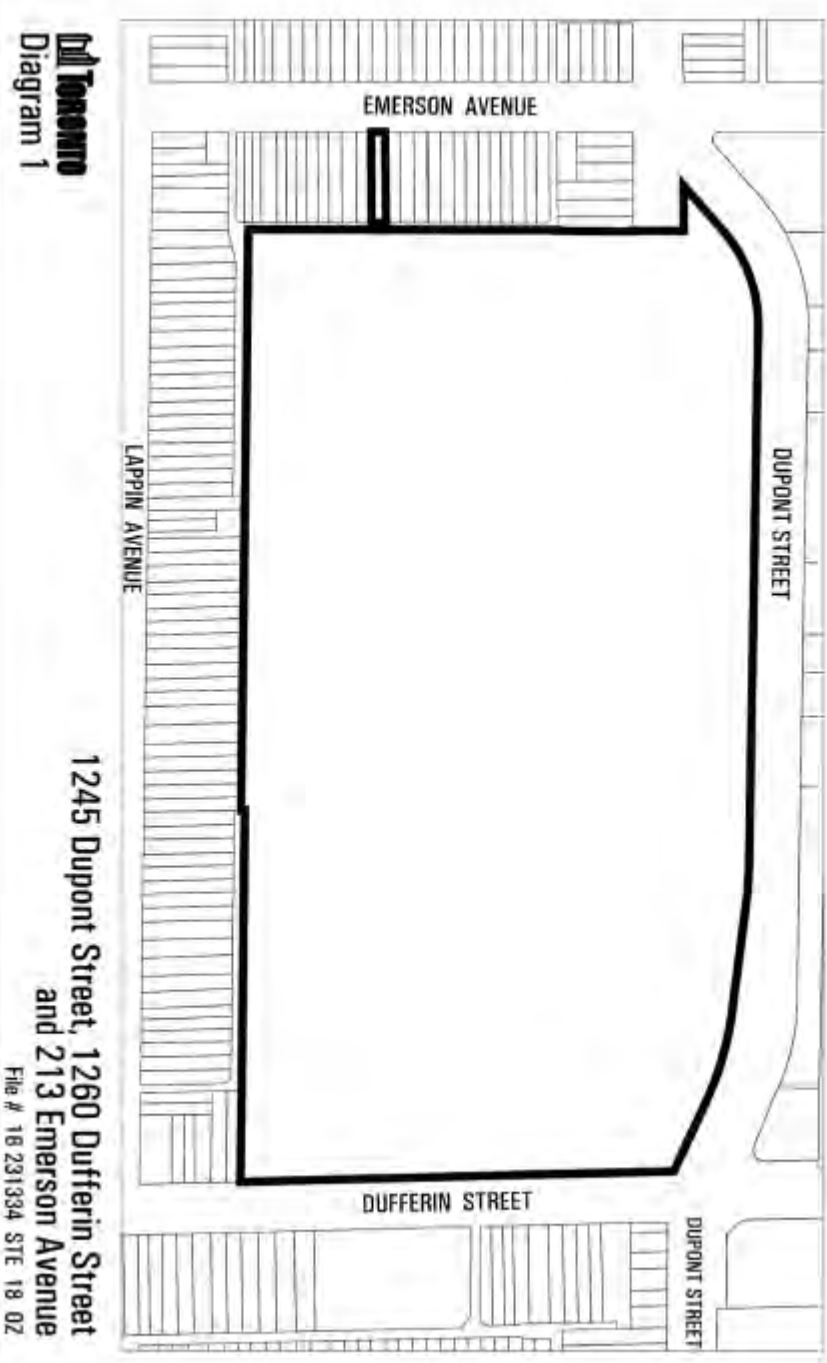
Enacted and passed on July , 2019.

Frances Nunziata,
Speaker

Ulli S. Watkiss,
City Clerk

(Seal of the City)

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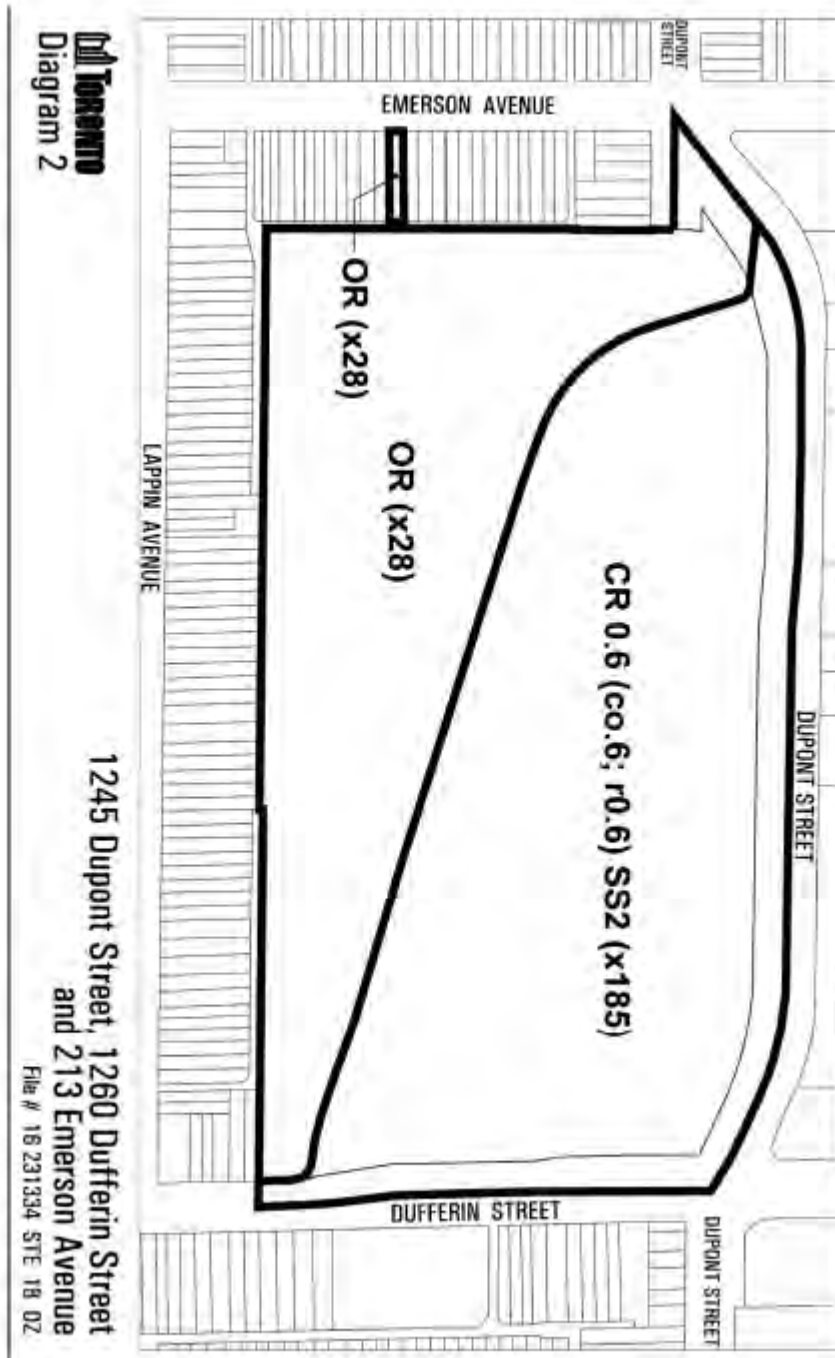


City of Toronto
Diagram 1

**1245 Dupont Street, 1260 Dufferin Street
and 213 Emerson Avenue**
File # 18.231334 STE 18.02

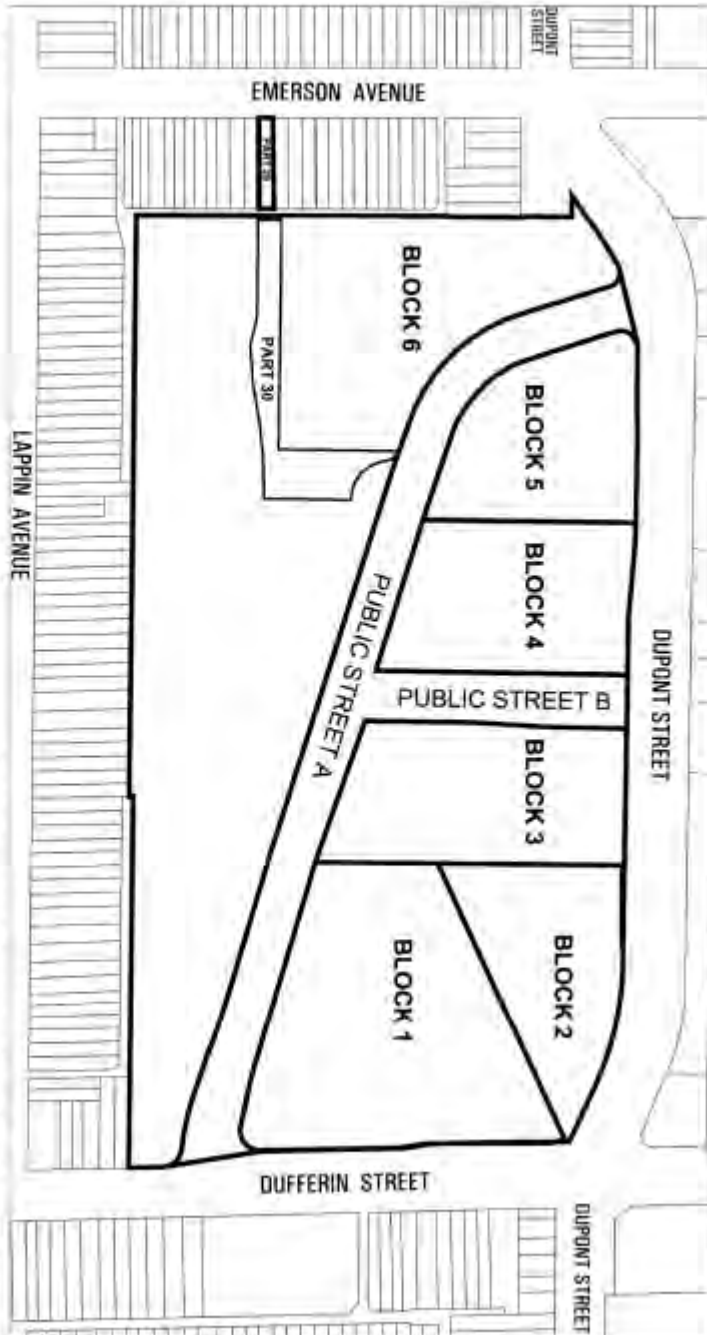
City of Toronto By-law 189, 2019
PART 18.02
PROVISIONS

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City of Toronto By-law -2019



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City of Toronto By-law -2019

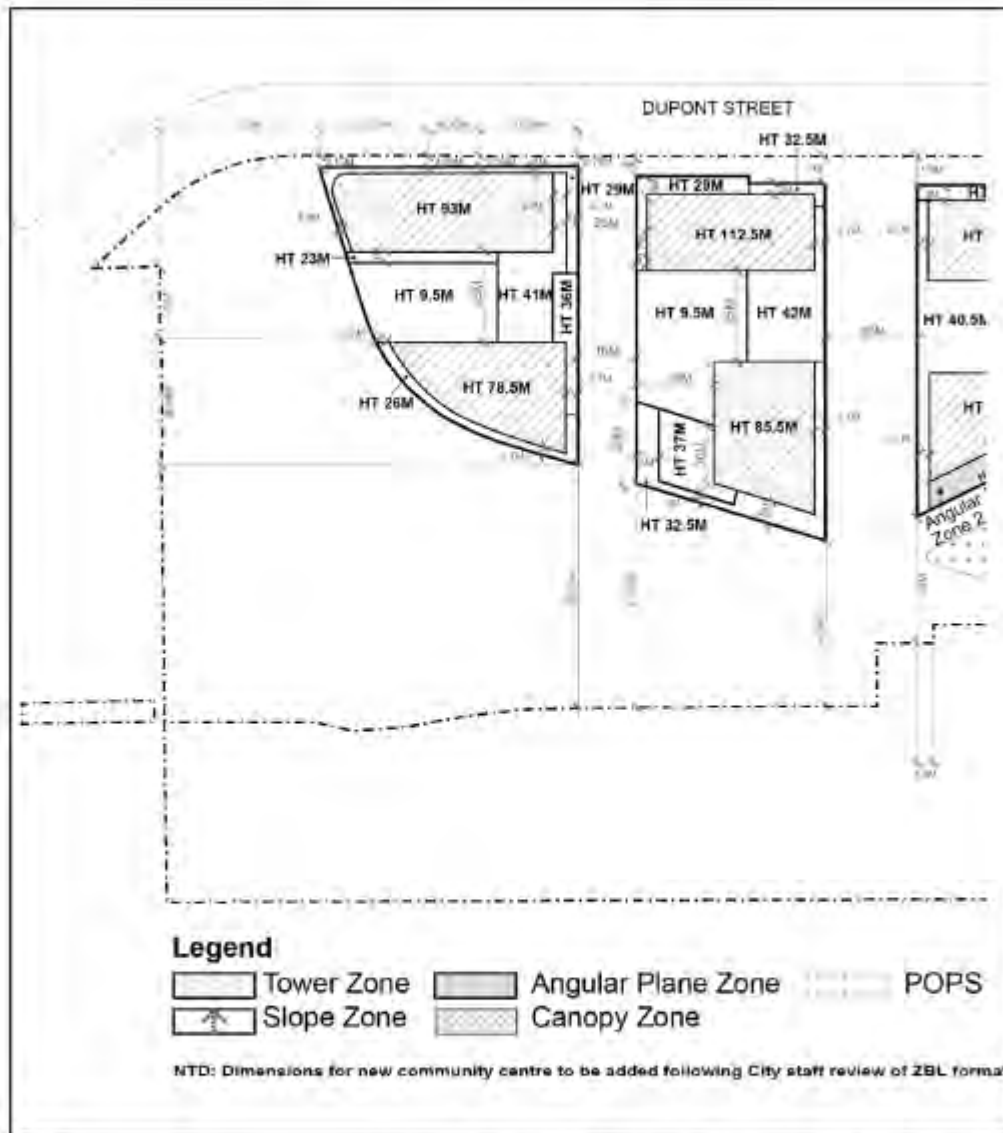
City of Toronto
Diagram 3



1245 Dupont Street, 1260 Dufferin Street
and 213 Emerson Avenue
File # 16 231334 STE 18 02

City of Toronto By-law 16-2019
May 18, 2019
(continued)

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City of Toronto By-law -2019



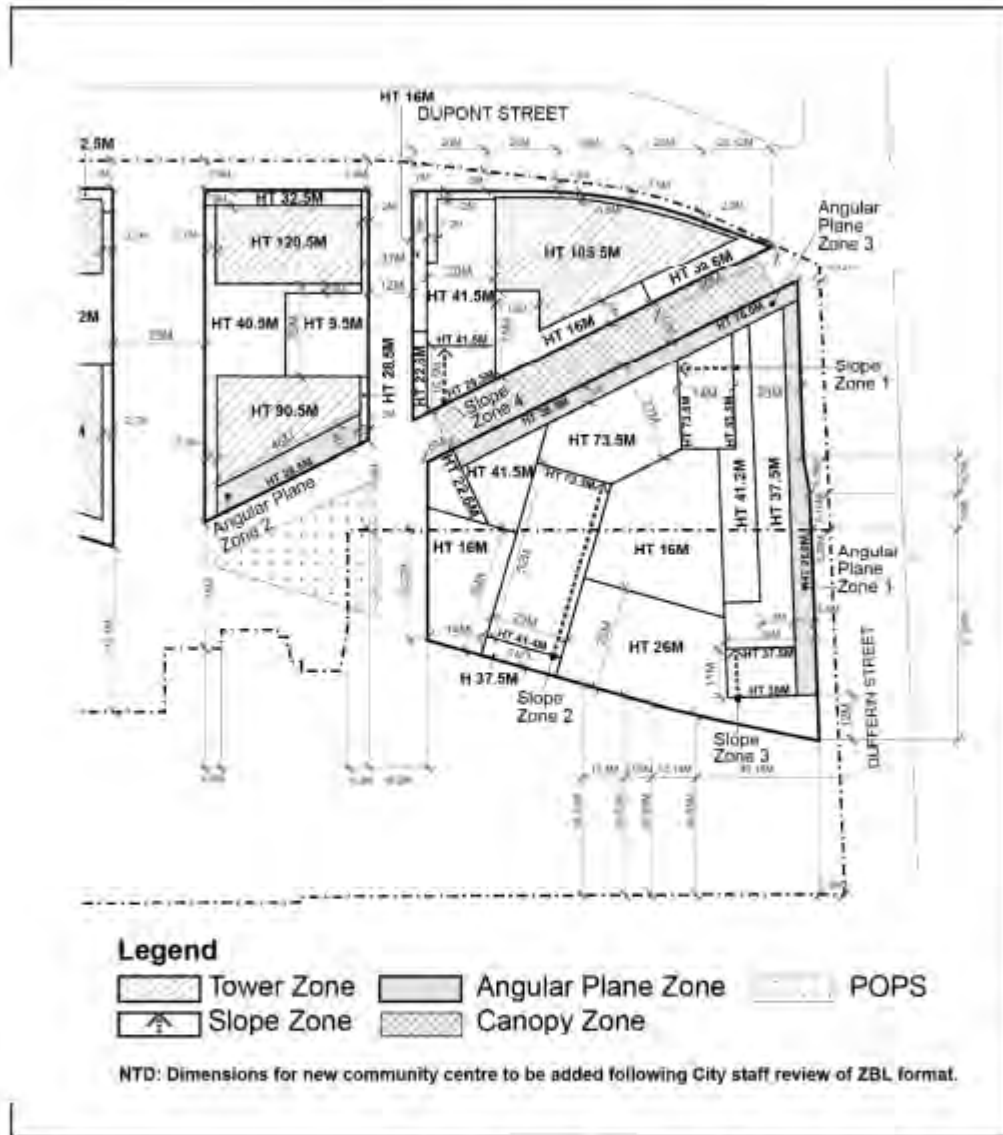
TORONTO
Diagram 4

1245 Dupont Street, 1260 Dufferin Street
and 213 Emerson Avenue

File # 16231334 STE 18 0Z

City of Toronto By-law 569-2013
Not to Scale
06/07/2019

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City of Toronto By-law -2019



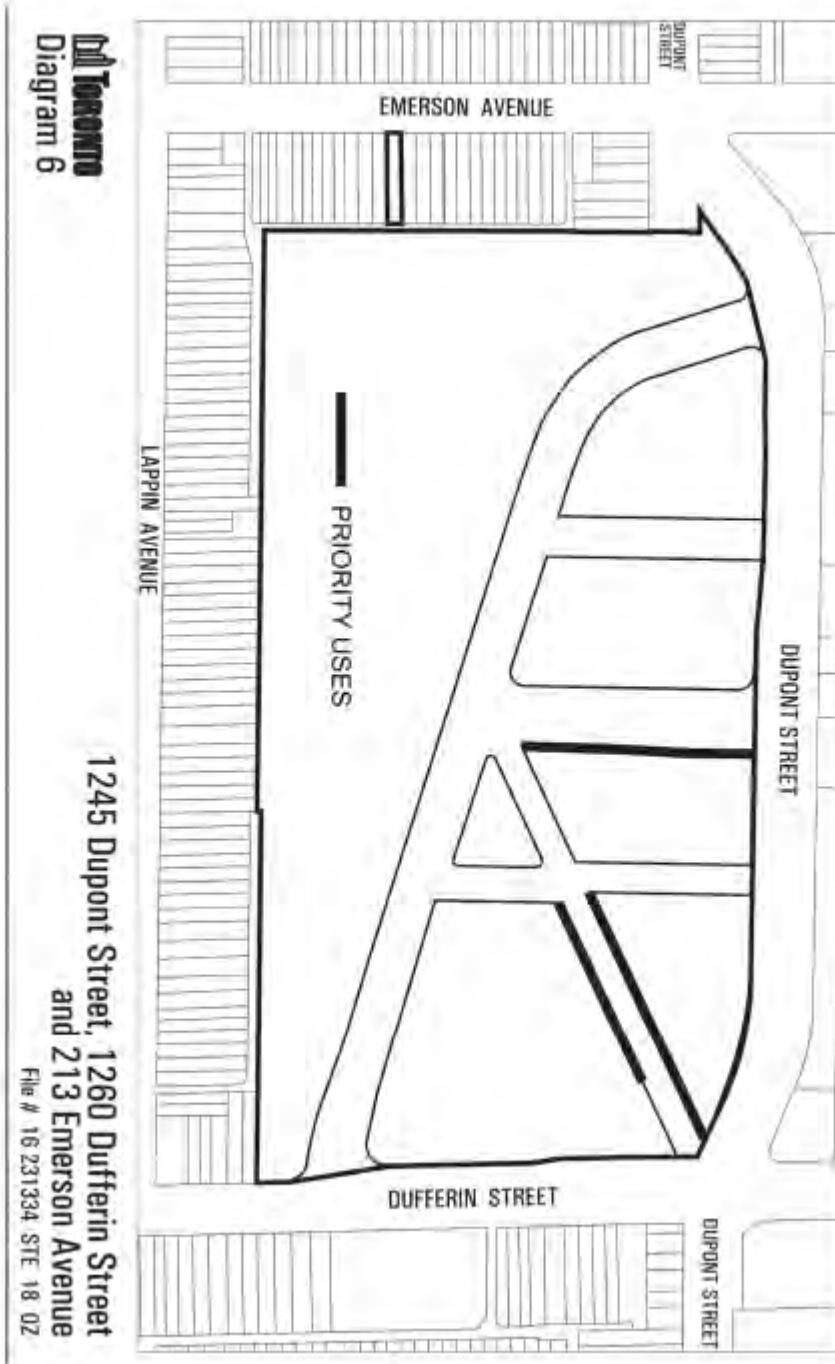
Toronto
Diagram 5

1245 Dupont Street, 1260 Dufferin Street
and 213 Emerson Avenue

File # 16231334 STE 18 02

City of Toronto By-law 569-2013
Not to Scale
06/07/2019

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City of Toronto By-law -2019

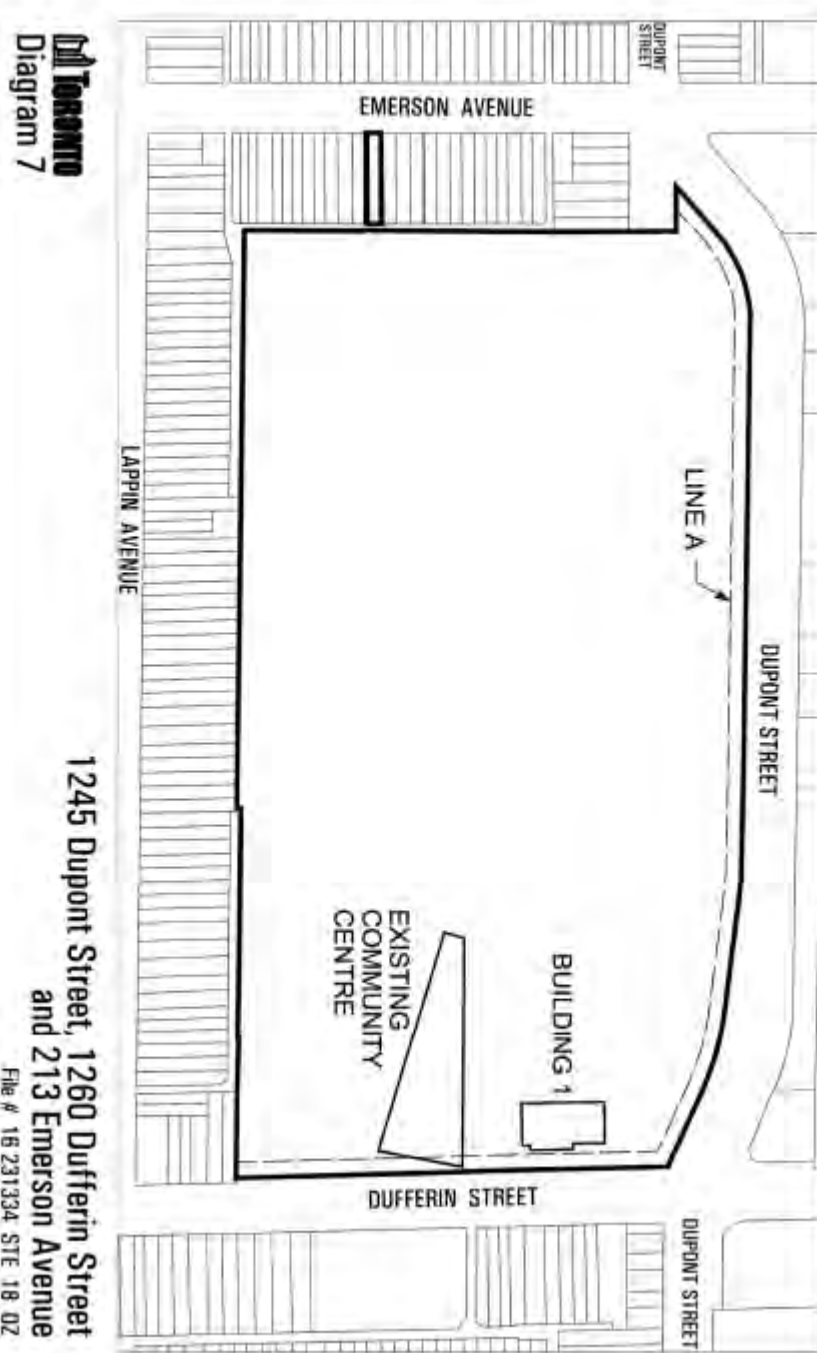


City of Toronto
Diagram 6

**1245 Dupont Street, 1260 Dufferin Street
and 213 Emerson Avenue**
File # 16.231.334 STE 18.02

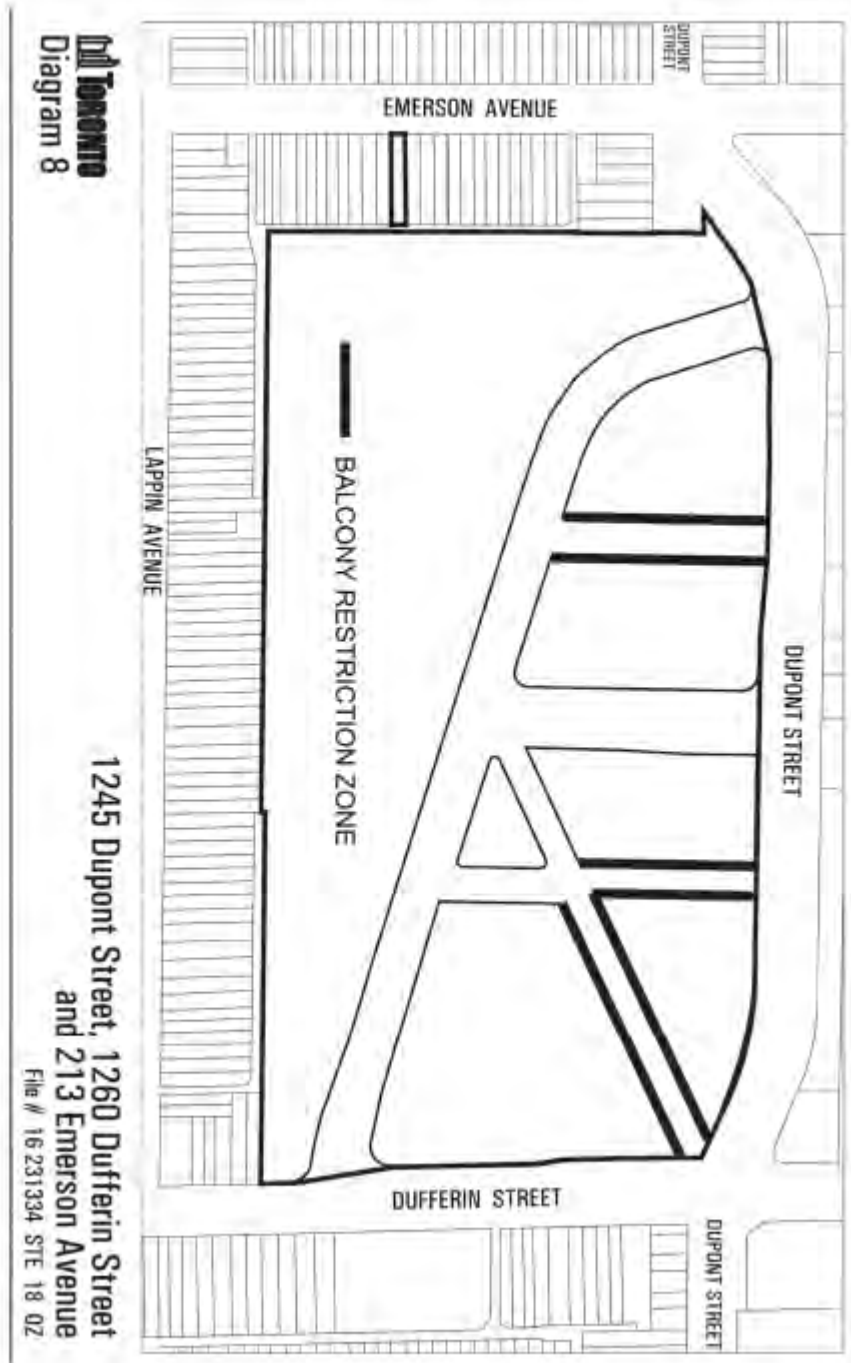
City of Toronto By-law 2019-01-11
M13.23M
(enacted)

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City of Toronto By-law -2019



City of Toronto By-law 2019-01-1
Part 14.52.04
08/01/2019

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City of Toronto By-law -2019



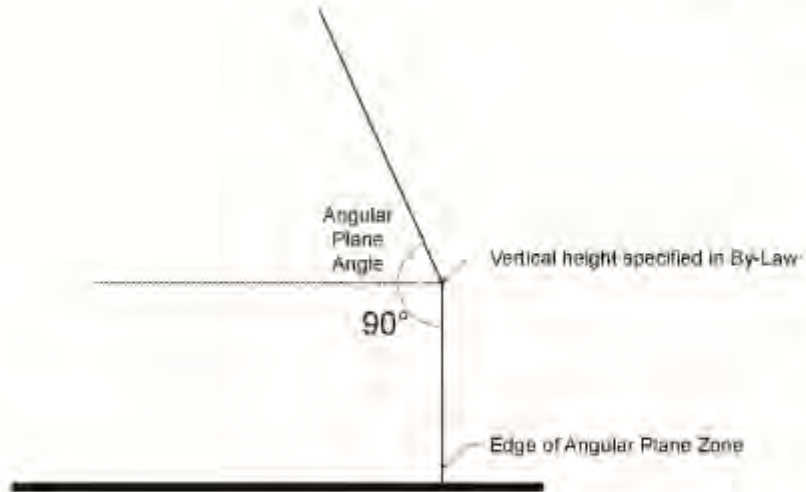
City of Toronto
Diagram 8

**1245 Dupont Street, 1260 Dufferin Street
and 213 Emerson Avenue**
File # 16-231334 STE 18 02

City of Toronto By-law 2019
Application

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Diagram 9
Angular Plane Zone



1245 Dupont Street, 1260 Dufferin Street
& 213 Emerson Avenue

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No. 10 5046
12/13/2018

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SCHEDULE A
Section 37 Provisions

Upon execution and registration in priority of an agreement or agreements with the owner, pursuant to Section 37 of the Planning Act, with conditions providing for without limitation, indexing escalation of letters of credit, development charges, indemnity, insurance, and registration, satisfactory to the City Solicitor, securing the provision of the facilities, services and matters set out herein, the Site is subject to the provisions of this By-law, provided that in the event the said agreement(s) requires the provision of a facility, service or matter as a precondition to the issuance of a building permit, the owner may not erect or use such building until the owner has satisfied the said requirements:

- (a) Prior to the issuance of the first above-grade building permit for any part of the lands outlined in heavy black lines as shown on Diagram 1 of this By-law, the owner shall enter into an agreement with the City to design and construct 120 affordable rental housing dwelling units comprised of no less than 7,255 square metres of residential Gross Floor Area within an approved development at 1245 Dupont Street, 1260 Dufferin Street, and 213 Emerson Avenue, to the satisfaction of the Chief Planner and Executive Director, City Planning Division, the Director, Affordable Housing Office, and the City Solicitor, in consultation with the Ward Councillor;
- (b) Prior to the issuance of the first above-grade building permit for any part of the lands shown as Block 1, Block 2, Block 3, Block 4, Block 5, and Block 6 on Diagram 3 of this By-law, the owner shall submit a letter of credit in the amount of \$6,276,245.00 (inclusive of \$475,000 required by a previous agreement pursuant to Section 37 which was registered against title to the Lands on October 15, 2004 as Instrument AT628502, referred to as the "2004 Section 37 Agreement" for the purpose of this Schedule A, said funds being indexed under that Agreement) to guarantee the owner's construction of a new community centre on Block 6 as shown on Diagram 3 to this By-law;
- (c) The letter of credit required in (b) above shall be indexed upwardly in accordance with the Statistics Canada Non-Residential Construction Price Index for Toronto for the period beginning from the date of the execution of the Section 37 Agreement to the date the letter of credit is provided to the City;
- (d) In accordance with the terms of the Section 37 Agreement, the owner shall design and substantially complete the construction of a new community centre on Block 6, as shown on Diagram 3 to this By-law, having a minimum area of 6,000 square metres, to the satisfaction of the General Manager, Parks, Forestry and Recreation;

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- (e) Prior to the later of the issuance of the first above-grade building permit for Block 1 as shown on Diagram 3 to this By-law, the issuance of the first above-grade building permit for Block 2 as shown on Diagram 3 to this By-law, and the issuance of the first above-grade building permit for Block 3 as shown on Diagram 3 to this By-law, the owner shall submit a plan detailing the design and construction of a public art installation on either of Block 1, Block 2 or Block 3, having a minimum value of \$873,468.00 (inclusive of \$720,000.00 required by the 2004 Section 37 agreement, said funds being indexed under that Agreement), and a letter of credit in a value no less than \$873,468.00, all to the satisfaction of the Chief Planner and Executive Director, City Planning Division in consultation with the Ward Councillor;
- (f) In accordance with the terms of the Section 37 Agreement, the owner will provide to the City for nominal consideration, Privately-Owned Publicly Accessible Space (POPS) easements over a new plaza with a minimum area of 850 square metres at the north-east corner of Public Street 'A' and Public Street 'B', said streets being shown on Diagram 3 to this By-law, for public access and provisions for rights of support if necessary, free and clear of physical encumbrances, with insurance and indemnification of the City provided by the owner, to the satisfaction of the Director, Real Estate Services, the Chief Planner and Executive Director, City Planning Division, and the City Solicitor, in consultation with the Ward Councillor. The owner shall own, operate, maintain and repair the POPS in accordance with the terms of the Section 37 Agreement. The owner shall install and maintain signage in a location to be determined through Site Plan Approval, generally in accordance with the City template for POPS signage;
- (g) Prior to the earlier of the issuance of the first above-grade building permit for Block 5 as shown on Diagram 3 to this By-law, and the issuance of the first above-grade building permit for Block 6 as shown on Diagram 3 to this By-law, the owner shall enter into a Contribution Agreement with the City to provide City Capital Funding for 30 affordable rental housing dwelling units in addition to the 120 affordable rental housing dwelling units referred to in (a) above, to the satisfaction of the Director, Affordable Housing Office, the Chief Planner and Executive Director, City Planning and the City Solicitor, and Incentives Contribution for the 150 affordable rental housing dwelling units through the Open Door Affordable Housing Program, to the satisfaction of the Director, Affordable Housing Office, the Chief Planner and Executive Director, City Planning and the City Solicitor;
- (h) None of the affordable rental housing dwelling units referred to in paragraph (g) above will form part of an application for the registration of a plan of condominium for at least twenty five years from the date upon which the first new purpose-built affordable rental housing dwelling unit is occupied, to the satisfaction of the Chief Planner and Executive Director, City Planning Division, and the Director, Affordable Housing Office;
- (i) Prior to the earlier of the issuance of the first above-grade building permit for the second building constructed on the Lands collectively shown as Block 1 and Block 2, as shown on Diagram 3 of this By-law, and December 1, 2025, the 150 affordable rental housing dwelling units referred to in paragraph (g) above shall be ready and available for occupancy, all in accordance with the Contribution Agreement;

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- (j) In accordance with the terms of the Section 37 Agreement, the owner will convey to the City for nominal consideration, easements over the pedestrian mews connection from the intersection of Dupont Street and Dufferin Street to the POPS described in paragraph (e) above, to provide public access with provisions for rights of support if necessary, encumbrances, and insurance and indemnification of the City by the owner, to the satisfaction of Director, Real Estate Services, the Chief Planner and Executive Director, City Planning Division, and the City Solicitor. The owner shall own, operate, maintain and repair the easement lands;
- (k) In accordance with the terms of the Section 37 Agreement, the owner shall design, construct, provide and thereafter maintain an architectural weather canopy over the pedestrian connection, at a minimum height of 10.0 metres and a maximum height of 19.0 metres, to the satisfaction of the Chief Planner and Executive Director, City Planning;
- (l) In accordance with the terms of the Section 37 Agreement, the owner will convey to the City for nominal consideration, easements over a private road to be built as a part of Block 1 and Block 2 from Dupont Street to Public Street 'A', as shown on Diagram 3 of this By-law, to provide public access, which easements shall include provisions for rights of support if necessary, encumbrances, and insurance and indemnification of the City by the owner, to the satisfaction of Director, Real Estate Services, the Chief Planner and Executive Director, City Planning Division, and the City Solicitor;
- (m) In accordance with the terms of the Section 37 Agreement, the owner will convey to the City for nominal consideration, easements over any portion of a private road constructed as part of Block 4 and Block 5, as shown on Diagram 3 of this By-law, from Dupont Street to Public Street 'A', to provide public pedestrian access for use by the general public, which easements shall include provisions for rights of support if necessary, encumbrances, and insurance and indemnification of the City by the owner, to the satisfaction of Director, Real Estate Services, the Chief Planner and Executive Director, City Planning Division, and the City Solicitor;
- (n) In accordance with the terms of the Section 37 Agreement, the owner will convey to the City for nominal consideration, easements over the pedestrian connection from Dupont Street to the POPS described in paragraph (f) above, to provide public pedestrian access for use by the general public, which easements shall include provisions for rights of support if necessary, encumbrances, and insurance and indemnification of the City by the owner, to the satisfaction of Director, Real Estate Services, the Chief Planner and Executive Director, City Planning Division, and the City Solicitor;
- (o) Prior to issuance of the first above-grade building permit for each Block shown on Diagram 3 attached hereto, the owner shall submit a Pedestrian Level Wind Study, satisfactory to the Chief Planner and Executive Director, City Planning, including wind tunnel analysis, which identifies recommendations for the pedestrian realm and the outdoor areas of the podiums to mitigate wind impacts year-round, and the owner shall implement and maintain in support of the development all recommended mitigation measures to the satisfaction of the Chief Planner and Executive Director, City Planning;

- (p) Prior to the commencement of excavation and shoring work for each Block shown on Diagram 3 of this By-law, the owner will submit a Construction Management Plan, to the satisfaction of the Chief Planner and Executive Director, City Planning Division, the General Manager of Transportation Services, and the Chief Building Official, in consultation with the Ward Councillor, and thereafter shall implement the plan during the course of construction. The Construction Management Plan will include the size and location of construction staging areas, dates of significant concrete pouring, lighting details, construction vehicle parking and queuing locations, refuse storage, site security, site supervisor contact information, a communication strategy with the surrounding community, and any other matters requested by the Chief Planner and Executive Director, City Planning, the General Manager of Transportation Services, and in consultation with the Ward Councillor;
- (q) Prior to the earlier the issuance of the first above grade building permit for Block 1 or Block 2 and the registration of a plan of condominium within Block 5, all as shown on Diagram 3 of this By-law, the owner shall convey to the City the fee simple interest in the first parkland dedication block, being Part 29 and Part 30 as shown on Diagram 3 of this By-law, consisting of a minimum area of 1,913 square metres, free and clear of all physical encumbrances above and below grade, save and except for physical encumbrances acceptable to the General Manager, Parks, Forestry and Recreation in writing, to the satisfaction of the General Manager, Parks, Forestry and Recreation, and free and clear of all title encumbrances, to the satisfaction of the City Solicitor;
- (r) In accordance with the terms of the Section 37 Agreement, the owner shall convey to the City the fee simple interest in the second parkland dedication block, being Part 4 and Part 22, as shown on Diagram 3 of this By-law, consisting of a minimum area of 3,046 square metres, free and clear of all physical encumbrances above and below grade, save and except for physical encumbrances acceptable to the General Manager, Parks, Forestry and Recreation in writing, to the satisfaction of the General Manager, Parks, Forestry and Recreation, and free and clear of all title encumbrances, to the satisfaction of the City Solicitor;
- (s) Prior to the owner's conveyance of the parkland dedication blocks to the City in accordance with paragraphs (q) and (r) above, the owner shall be responsible for an environmental assessment of the land and any associated costs or remediation works required as a result of that assessment. Such assessment or remediation shall ensure that the parkland will meet all applicable laws, regulations and guidelines respecting the site to be used for public park purposes, including City Council policies respecting soil remediation of sites. A qualified environmental consultant acceptable to the Executive Director, Engineering and Construction Services shall prepare the environmental assessment. Prior to owner's conveyance of the parkland to the City, the environmental assessment shall be peer reviewed by an environmental consultant retained by the City at the owner's expense (the "Peer Reviewer"), the conveyance of the parkland shall be conditional upon the Peer Reviewer concurring with the owner's environmental consultant that the parkland meets all applicable laws, regulations and guidelines for public park purposes, and the owner's environmental consultant shall file a Record of Site Condition (RSC) on the Ontario's Environmental Site Registry and submit to the General Manager, Parks, Forestry and Recreation, the Ministry of the Environment

Conservation and Parks (MECP), Letter of Acknowledgement of Filing of the RSC confirming that the RSC has been prepared and filed in accordance with O. Reg. 153/04 and that the MECP will not audit the RSC at this time or that the RSC has passed an MECP audit;

- (t) Prior to the issuance of the first above-grade building permit for the Lands, the owner shall submit a letter of credit equal to 120 percent of the Parks and Recreation component of Development Charges payable for Block 5, as shown on Diagram 3 of this By-law, and a letter of credit equal to 100 percent of the cash-in-lieu payable to the City in respect of the under-dedication of parkland for the development, to the satisfaction of the General Manager, Parks, Forestry and Recreation;
- (u) Prior to Site Plan Approval for each Block, the owner is required to submit a Functional Servicing and Stormwater Management Report for each Block, to the satisfaction of the Chief Engineer and Executive Director, Engineering and Construction Services;
- (v) Prior to Site Plan Approval for each Block, in the event the submitted Functional Servicing and Stormwater Management Report for the relevant Block identifies necessary improvements and upgrades to existing City infrastructure are required to support the development of the relevant Block, the owner shall enter into an agreement with the City to secure the construction of any necessary improvements and upgrades to the municipal infrastructure in connection with the relevant site servicing assessment and provide to the City financial security as required by the agreement for the construction of said improvements and upgrades, to the satisfaction of the Chief Engineer and Executive Director, Engineering and Construction Services;
- (w) Prior to Site Plan Approval for each Block, save and except for Block 6 as shown on Diagram 3 of this By-law, the owner will submit a Transportation Impact Study for each said Block, and all recommendations therein will be secured by the owner as part of the owner's Site Plan Agreement with the City, to the satisfaction of the Chief Engineer and Executive Director, Engineering and Construction Services;
- (x) Prior to Site Plan Approval for Block 5, as shown on Diagram 3 of this By-law, the owner shall submit as part of the Transportation Impact Study for said Block an analysis of the potential need for a new signal to be located on Dupont Street at either the intersection of Public Street 'A' or Emerson Avenue, as shown on Diagram 3 of this By-law, with any signal to be installed and paid for by the developer, to the satisfaction of the General Manager, Transportation Services, the Chief Engineer and Executive Director, Engineering and Construction Services, and the Chief Planner and Executive Director, City Planning Division, in consultation with the Ward Councillor;

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- (y) Prior to Site Plan Approval for Block 4, as shown on Diagram 3 of this By-law the owner shall submit as part of the Transportation Impact Study for said Block an analysis of the potential need for additional traffic mitigation measures on Public Street 'A', as shown on Diagram 3 of this By-law, with any mitigation measures to be installed and paid for by the developer, to the satisfaction of the General Manager, Transportation Services, the Chief Engineer and Executive Director, Engineering and Construction Services, and the Chief Planner and Executive Director, City Planning Division, in consultation with the Ward Councillor;
- (z) Prior to the issuance of the first above-grade building permit for the earlier of Block 5 and Block 6, as shown on Diagram 3 of this By-law, the owner shall make a cash payment to the City in the amount of \$70,000 for the installation of transit signal priority on Dupont Street and Dufferin Street, to the satisfaction of the Chief Engineer and Executive Director, Engineering and Construction Services;
- (aa) The cash payment required in (z) above shall be indexed upwardly in accordance with the Statistics Canada Non-Residential Construction Price Index for Toronto for the period beginning from the date of the execution of the Section 37 Agreement to the date of payment;
- (bb) All new transit signals to be installed as part of the development will be equipped with Transit Signal Priority, to the satisfaction of the Chief Engineer and Executive Director, Engineering and Construction Services;
- (cc) In accordance with the terms of the Section 37 Agreement, the owner shall install and convey to the City a nearside bus bay on Public Street 'A' at Public Street 'B', as shown on Diagram 3 of this By-law, to the satisfaction of the Chief Engineer and Executive Director, Engineering and Construction Services, and the Toronto Transit Commission;
- (dd) In accordance with the terms of the Section 37 Agreement, the owner shall install and convey to the City a southbound farside bus bay on Dufferin Street at Dupont Street, to the satisfaction of the Chief Engineer and Executive Director, Engineering and Construction Services, and the Toronto Transit Commission;
- (dd) Prior to Site Plan Approval for each Block, the owner shall secure as a part of the relevant Site Plan Agreement with the City, on-site dog off-leash amenities with proper disposal facilities or dog relief stations within a building accessible to all building residents; and
- (ee) In accordance with the terms of the Section 37 Agreement, the owner shall relocate to Dupont Street or lands to be conveyed, for nominal consideration, by the owner to the City for the purpose of widening Dupont Street, the existing watermain currently located within an easement on the northern portion of the site adjacent to Dupont Street, to the satisfaction of the Chief Engineer and Executive Director, Engineering and Construction Services, at no expense to the City.

Despite the foregoing, the owner and the City may modify or amend the said agreement(s), from time to time and upon the consent of the City and the owner, without further amendment to those provisions of this By-law which identify the facilities, services and matters to be secured.