

APPENDIX "A"

Recommended Terms and Conditions of Agreements of Purchase and Sale between City of Toronto and K&G Oakburn Apartments I Ltd. and K&G Oakburn Apartments II Ltd.

Phase I Agreement of Purchase and Sale

Part of Oakburn Place, shown as Parts 2 & 3 on Sketch No. PS-2007-145b

Purchaser:	K&G Oakburn Apartments I Ltd. and K&G Oakburn Apartments II Ltd. (collectively, "Oakburn")
Property:	Part of Oakburn Place, shown as Parts 2 & 3 on Sketch No. PS-2007-145b
Sale Price:	\$1,002,300.00, subject to adjustment following completion of property survey, based on a unit rate of \$35.00 per square foot of permissible gross floor area
Deposit:	\$100,230.00
Balance:	Cash or certified cheque on closing, subject to the usual adjustments
Irrevocable date:	July 31, 2007
Conditions:	Transaction is conditional upon: (i) Council enacting a by-law permanently closing the property as a public highway; (ii) the zoning by-law amendment for Oakburn's proposed subdivision development becoming final and binding; and (iii) Oakburn satisfying the conditions of draft plan approval pertaining to the first phase of the proposed subdivision, which includes the subject portion of Oakburn Place (collectively, the "Phase I Conditions"). The agreement of purchase and sale shall be null and void if all of the Phase I Conditions have not been satisfied within 24 months of the date the agreement of purchase and sale is executed by the City and Oakburn
Closing Date:	45 days following the date all of the Phase I Conditions have been satisfied

Phase II Agreement of Purchase and Sale
Part of Oakburn Place, shown as Part 4 on Sketch No. PS-2007-145b

Purchaser: K&G Oakburn Apartments I Ltd. and K&G Oakburn Apartments II Ltd. (collectively, "Oakburn")

Property: Part of Oakburn Place, shown as Part 4 on Sketch No. PS-2007-145b

Sale Price: \$2,521,200.00, subject to adjustment following completion of property survey, based on a unit rate of \$35.00 per square foot of permissible gross floor area

Sale Price Adjustment: If the closing of this transaction does not take place within five (5) years following the earlier of the date Oakburn completes its purchase from the City of the portion of Oakburn Place shown as Parts 2 and 3 on Sketch No. PS-2007-145b or June 1, 2008 (the "Adjustment Trigger Date"), the Sale Price shall be increased as follows:

(i) if closing takes place within the 2 year period following the Adjustment Trigger Date, the Sale Price will be increased based on the rate of increase in the "All-Items Consumer Price Index (Not Seasonally Adjusted) by Urban Centre – Toronto, Ontario", published by Statistics Canada, between the last full month immediately preceding the Adjustment Trigger Date and the last full month immediately preceding the closing date; and

(ii) if closing takes place more than 2 years after the Adjustment Trigger Date, the Sale Price will be increased based on the rate of increase in the "Average Price of Single Family Dwelling for the GTA", published by the Toronto Real Estate Board, between the last full month immediately preceding the Adjustment Trigger Date and the last full month immediately preceding the closing date

Deposit: \$100,000.00

Balance: Cash or certified cheque on closing, subject to the usual adjustments

Irrevocable date: July 31, 2007

Conditions: Transaction is conditional upon: **(i)** Council enacting a by-law permanently closing the property as a public highway; **(ii)** the zoning by-law amendment for Oakburn's proposed subdivision development becoming final and binding; **(iii)** Oakburn satisfying the conditions of draft plan approval pertaining to the second phase of the proposed subdivision, which includes the subject portion of Oakburn Place; and **(iv)** Oakburn designing, constructing and conveying to the City, for nominal consideration of \$2.00, a new north-south road to the east of Oakburn Place, to the satisfaction of the General Manager of Transportation Services (collectively, the "Phase II Conditions"). The agreement of purchase and sale shall be null and void if all of the Phase II Conditions have not been satisfied within 20 years of the date the agreement of purchase and sale is executed by the City and Oakburn

Closing Date: 45 days following the date all of the Phase II Conditions have been satisfied

Phase III Agreement of Purchase and Sale
Part of Oakburn Crescent, shown as Part 1 on Sketch No. PS-2007-145b

Purchaser: K&G Oakburn Apartments I Ltd. and K&G Oakburn Apartments II Ltd. (collectively, "Oakburn")

Property: Part of Oakburn Crescent, shown as Part 1 on Sketch No. PS-2007-145b

Sale Price: \$3,711,700.00, subject to adjustment following completion of property survey, based on a unit rate of \$35.00 per square foot of permissible gross floor area

Sale Price Adjustment: If the closing of this transaction does not take place within five (5) years following the earlier of the date Oakburn completes its purchase from the City of the portion of Oakburn Place shown as Parts 2 and 3 on Sketch No. PS-2007-145b or June 1, 2008

(the "Adjustment Trigger Date"), the Sale Price shall be increased as follows:

(i) if closing takes place within the 2 year period following the Adjustment Trigger Date, the Sale Price will be increased based on the rate of increase in the "All-Items Consumer Price Index (Not Seasonally Adjusted) by Urban Centre – Toronto, Ontario", published by Statistics Canada, between the last full month immediately preceding the Adjustment Trigger Date and the last full month immediately preceding the closing date; and

(ii) if closing takes place more than 2 years after the Adjustment Trigger Date, the Sale Price will be increased based on the rate of increase in the "Average Price of Single Family Dwelling for the GTA", published by the Toronto Real Estate Board, between the last full month immediately preceding the Adjustment Trigger Date and the last full month immediately preceding the closing date

Deposit:	\$100,000.00
Balance:	Cash or certified cheque on closing, subject to the usual adjustments
Irrevocable date:	July 31, 2007
Conditions:	Transaction is conditional upon: (i) Council enacting a by-law permanently closing the property as a public highway; (ii) the zoning by-law amendment for Oakburn's proposed subdivision development becoming final and binding; and (iii) Oakburn satisfying the conditions of draft plan approval pertaining to the third phase of the proposed subdivision, which includes the subject portion of Oakburn Crescent (collectively, the "Phase III Conditions"). The agreement of purchase and sale shall be null and void if all of the Phase III Conditions have not been satisfied within 20 years of the date the agreement of purchase and sale is executed by the City and Oakburn
Closing Date:	45 days following the date all of the Phase III Conditions have been satisfied.