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Appendix C

John W. Livey, F.C.I.P.
Deputy City Manager



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DELIVERED

29 November 2017

ML Ready Mix Concrete Inc.
29 Judson Street
Toronto, ON M8Z 1A4
Attention: Renato Silva

Toronto Port Lands Company
Citigroup Place
123 Front Street West
Suite 1610
Toronto, ON M5J 2M2

Dear Sir:

Re: Relocation of ML Ready Mix Concrete Inc. from 29 Judson Street, Toronto to 545 Commissioners Street, Toronto

We write to set out our shared understanding with respect to the proposed relocation of the concrete batching operation from the existing premises of ML Ready Mix Concrete Inc. ("ML") at 29 Judson Street to the new premises at 545 Commissioners Street. This new site is approximately 2.4 acres (shown as Part 1 on the attached Schedule A) and our mutual intent is to enter into a ground lease for the new premises for a 20-year term, plus two renewals of five years, for fair market value, on terms to be agreed upon. The new premises will be used as a Ready Mix concrete batching facility, and the lease shall commence as soon as all governmental approvals are in place to permit this use. Rent will be payable once the concrete batching use is operational at 545 Commissioners Street.

We have also agreed that 29 Judson Street will be transferred to the City for fair market value, as-is and where-is condition, subject to an agreement to be entered into between the parties to be negotiated, as a condition to entering into the lease on Commissioners Street. Both transactions shall be completed within 120 days following the execution of this letter of intent. The City and ML Ready Mix shall each retain a real estate appraiser to provide two appraisals. The City and ML Ready Mix shall agree on the terms of

reference and the nature of the appraisals to be requested. Each appraiser shall provide an appraisal of the fair market value of 29 Judson based upon its present use (the first appraisal) and a fair market value of 29 Judson based on its highest and best use assuming that the Council approved land use designation of Mixed Use is upheld by the Ontario Municipal Board, regardless of the actual outcome of the pending appeal (the second appraisal).

The City and ML Ready Mix will exchange the appraisal reports within 72 hours of the execution of this letter of intent and will agree on a purchase price for 29 Judson that reflects a value between the first and second appraisals. In the event that the City and ML Ready Mix are unable to agree upon such purchase price within thirty (30) days of the delivery of the last to be provided appraisal by either party, either party may provide notice to the other that the purchase price will be determined by a third independent appraiser (the "arbitrator") selected in the following manner.

Each of the City and ML Ready Mix shall submit to the other a list of four proposed arbitrators. Each proposed arbitrator shall be a qualified real estate appraiser under the laws of Ontario. If there is a common name on each list that individual shall be deemed to be the arbitrator selected by the parties. If there is more than one proposed arbitrator that is common to both lists, the one that is highest on either list shall be selected.

The selected arbitrator shall determine the purchase price to be paid by the City; such decision shall be final and binding on both parties. The completion of the transaction of purchase and sale shall be completed with 60 days of the decision by the arbitrator, subject to the usual conditions of closing common to transactions of this kind, including an executed and delivered lease of 545 Commissioners Street.

Importantly, the current concrete batching use at 29 Judson Street is intended to cease after the establishment of the same use at 545 Commissioners Street, including obtaining all licensing and regulatory requirements. ML will vacate 29 Judson Street when the concrete batching use is capable of being established at 545 Commissioners Street. Toronto Port Lands shall use all reasonable commercial efforts to support all of the requisite applications to establish the concrete batching use at 545 Commissioners Street. Toronto Port Lands will support the relevant planning approvals in order to establish the concrete batching use at 545 Commissioners Street.

The terms of this letter of intent shall form a binding agreement of purchase and sale until replaced by more formal agreements, subject only to the necessary committee and council approvals of the final sale and lease terms. Please confirm our shared understanding, after which we will prepare a proposal for you, which the parties can conclude as soon as possible. The proposal will anticipate our concluding the lease, finalizing the terms of the acquisition of your existing location at fair market value and receipt of all required consents and approvals.

Please indicate your acceptance of this letter of Intent by signing in the space provided below and returning to the attention of the writer.

Sincerely,



John Livey
Deputy City Manager

Accepted:

Toronto Port Lands Company

Per:



Michael Kraljevic
President & Chief Executive Officer

ML Ready Mix Concrete Inc.

Per:



545 Commissioners Street Draft Concept Plan

