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November 28, 2023

Our File No.: 210038

WITHOUT PREJUDICE

City of Toronto
Legal Services
26th Floor, 55 John Street
Metro Hall
Toronto, ON M5V 3C6

Attention: Sarah O'Connor

Dear Sirs/Mesdames:

**Re: Case No. OLT-22-004193 – Settlement Offer
47-65 Huntley Street, 1-11 Selby Street, 2-18, 24 & 26 Linden Street, City of Toronto**

We are solicitors for Broccolini HLS Limited Partnership in respect of the properties known municipally as in the City of Toronto as 47-65 Huntley Street, 1-11 Selby Street, and 2-18, 24 & 26 Linden Street (the “**Lands**”). We are writing on behalf of our client to provide a without prejudice settlement offer in respect of the above-noted matter, which should be considered as open until the conclusion of the City Council meeting scheduled to commence on December 13, 2023, unless otherwise indicated. We also understand that prior to City Council’s consideration on December 13, 2023, advice will be sought from the Toronto Preservation Board on December 7, 2023 regarding the requested alterations and demolition pursuant to Sections 33 and 34 of the *Ontario Heritage Act*.

As you know, our client engaged in without prejudice discussions with City staff over the last several months regarding the redevelopment proposal for the Lands, including mediation with the other parties to the appeals. These discussions resulted in a revised set of plans, prepared by Arcadis and attached to this without prejudice settlement offer as Schedule “A” (the “**Revised Plans**”). Our client greatly appreciates the efforts of City staff in achieving this proposed settlement.

The terms of this without prejudice settlement offer are as follows:

1. The settlement offer is based on the Revised Plans, which would be implemented through the resulting zoning by-law amendment(s) and heritage approvals. Key aspects of the Revised Plans include:

- a. conservation of the heritage resources on the Lands in accordance with the conservation strategy set out in the Heritage Impact Assessment for 47, 49, 51, 53, 55, 57, 59, 63, 65 Huntley Street; 1, 3, 7, 9, 11 Selby Street and 2, 16, 18 Linden Street dated November 14, 2023 prepared by ERA Architects Inc.;
- b. tower heights of 63-storeys (206.15-metres, including mechanical penthouse) and 58-storeys (193.50 metres, including mechanical penthouse);
- c. a new public park with an area of approximately 540 square metres, of which approximately 45 square metres forms part of the existing City-owned public lane, with at-grade uses adjacent to the park designed to have active frontages to animate the park, to be conveyed to the City prior to the first above-grade building permit for the West Tower, as shown on the Revised Plans, free and clear, above and below grade, of all easements, encumbrances, and encroachments, except as accepted by City staff, in an acceptable environmental condition, to the satisfaction of the General Manager, Parks, Forestry and Recreation and the City Solicitor, all in accordance with Section 42 of the *Planning Act*, with any remaining balance to be provided as a cash-in-lieu payment to the City;
- d. subject to the Owner's successful acquisition of the Northern Lane in accordance with paragraph 3(h) below, a privately-owned public space (or POPS) of approximately 550 square metres (of which approximately 40 square metres may be used for a seasonal, privately-operated retail courtyard/patio that is not fenced and/or gated, in the location generally shown on the Revised Plans and to be reviewed during site plan control process to the satisfaction of the City), which includes a north/south mid-block connection and with at-grade uses adjacent to the POPS to be designed to have active frontages and/or animate the POPS, with easements to be secured through site plan approval;
- e. setbacks, stepbacks and tower setbacks as shown on the Revised Plans to ensure appropriate heritage conservation and an animated public realm, including but not limited to the setbacks from the new public park as shown on the Revised Plans;
- f. there would be no projecting balconies on the east face of the west tower or west face of the east tower and no projecting balconies on any building face within reasonable proximity of any heritage attributes, to the satisfaction of the Senior Manager, Heritage Planning;
- g. the unit mix in the proposed building will include a minimum 15% two-bedroom units, a minimum 10% three-bedroom units, and an additional 15% 2-bedroom or 3-bedroom units or units that could be converted into 2-bedroom or 3-bedroom units;

- h. amenity space shall be provided at a minimum ratio of 2.0 square metres for indoor amenity space for each dwelling unit and a minimum amount of 875 square metres of outdoor amenity space;
 - i. no minimum requirement for resident vehicle parking spaces or commercial/non-residential parking spaces; and,
 - j. a minimum requirement of two (2) plus 0.01 visitor vehicle parking spaces per dwelling unit and a minimum of two (2) car-share spaces.
2. The Revised Plans include a non-profit licensed child care facility to be constructed, finished, furnished, equipped and conveyed to the City by the Owner (the “**Child Care Facility**”) as part of the development as an in-kind contribution pursuant to subsection 37(6) of the *Planning Act*, in accordance with the following terms:
 - a. the Child Care Facility will be designed and constructed to accommodate infant, toddler and preschooler programs and to meet the *Child Care and Early Years Act, 2014*, Child Care Design & Technical Guideline (r1 2016), and Planning and Design Guidelines for Licensed Child Care Centres (2022), by the Ministry of Education and all applicable legislation, or as otherwise accepted by the City’s General Manager, Children’s Services in their sole discretion;
 - b. the Child Care Facility will comprise approximately 700 square metres indoor area located on the first and second floors of the proposed development and approximately 200 square metre outdoor area, located on the second floor of the proposed development, with a dedicated elevator for the exclusive use of the Child Care Facility, all subject to minor refinements as may be required for licensing and/or as acceptable to the Owner and the City’s General Manager, Children’s Services;
 - c. three pick-up/drop-off spaces will be provided adjacent to the Child Care Facility entrance, for the exclusive use of the Child Care Facility Monday to Friday, during operating hours of the Child Care Facility; two parking spaces within the underground parking garage of the project will be reserved for the exclusive use of Child Care Facility staff Monday to Friday, during operating hours of the Child Care Facility; for clarity, both the pick-up/drop-off spaces and dedicated staff parking spaces described in this paragraph may be used for residential visitors and other uses on weekends and outside of operating hours of the Child Care Facility (i.e., at times when children are not attending the Child Care Facility);
 - d. the Child Care Facility will be provided in accordance with the terms to be set out in the In-Kind Contribution Agreement to be executed and registered on title prior to issuance of any final order by the Ontario Land Tribunal, including but not

limited to the provision of a letter of credit(s) in an amount sufficient to guarantee 120 percent of the estimated cost of the design, construction and handover of the Child Care Facility prior to the issuance of the first above-grade building permit(s) for the development, or on such other terms as satisfactory to the City's General Manager, Children's Services; and,

- e. the Child Care Facility will be attributed a value as an in-kind contribution up to a maximum of 100 percent of 4 percent of the value of the land (net of any exclusions or exemptions authorized under the Community Benefits Charge By-law), to be confirmed and secured in an agreement pursuant to subsection 37(7.1) of the Planning Act, as determined the day before the day the building permit is issued in respect of the development;
 - f. our client also agrees to work with City staff during the site plan control process regarding the final design of the ground floor frontage for the Child Care Facility to ensure animation of the POPS is prioritized.
3. Our client agrees that, in the event City Council accepts this without prejudice settlement offer, the final order of the Ontario Land Tribunal would be withheld, pending completion of the following:
- a. the final form of the Official Plan amendment and the Zoning by-law amendments is finalized, satisfactory to the Chief Planner and Executive Director, City Planning, and the City Solicitor;
 - b. the Owner has secured replacement of the existing rental housing, to the satisfaction of the Chief Planner and Executive Director, City Planning;
 - c. the Owner has secured an acceptable Tenant Relocation and Assistance Plan addressing the right for existing and former tenants to return to a replacement rental unit on the lands at similar rents, the provision of alternative accommodation at similar rents, and other assistance to mitigate hardship, all to the satisfaction of the Chief Planner and Executive Director, City Planning;
 - d. City Council has approved the Rental Housing Demolition application 21 238874 STE 13 RH under Chapter 667 of the Toronto Municipal Code pursuant to Section 111 of the City of Toronto Act, 2006, to permit the demolition of the existing rental dwelling units and the owner has entered into, and registered on title to the lands, one or more agreements with the City, to the satisfaction of the Chief Planner and Executive Director, City Planning and the City Solicitor, securing all rental housing-related matters necessary to implement City Council's decision;
 - e. the Owner has entered into a Heritage Easement Agreement with the City for the

- properties at 47, 49, 51, 53, 55, 57, 59, 63, 65 Huntley Street; 1, 3, 7, 9, 11 Selby Street and 16, 18 Linden Street substantially in accordance with the plans and drawings dated October 24, 2023, prepared by Arcadis/IBI Group Architects and the Heritage Impact Assessment dated November 14, 2023 prepared by ERA Architects Inc., subject to and in accordance with the Conservation Plan required in h. below, to the satisfaction of the Senior Manager, Heritage Planning, including execution of such agreement to the satisfaction of the City Solicitor;
- f. the Owner has provide a detailed Conservation Plan, prepared by a qualified heritage consultant that is consistent with the conservation strategy set out in the Heritage Impact Assessment for 47, 49, 51, 53, 55, 57, 59, 63, 65 Huntley Street; 1, 3, 7, 9, 11 Selby Street and 16, 18 Linden Street dated November 14, 2023 prepared by ERA Architects Inc., to the satisfaction of the Senior Manager, Heritage Planning;
 - g. the owner has submitted a revised pedestrian level wind study, including the identification of any required mitigation measures (all on privately-owned lands) to be secured in the zoning by-law amendment and through the site plan control process, including to ensure that conditions in the new public park are suitable for standing/sitting in the shoulder seasons, to the satisfaction of the Chief Planner and Executive Director, City Planning;
 - h. the Owner shall have entered into an agreement to purchase the northern portion of the City-owned public lane as shown on the Revised Plans (the “**Northern Lane**”), conditional upon City Council approving the permanent closure of the Northern Lane, and subject to the necessary approvals being granted by the appropriate City authorities to declare the Northern Lane surplus and authorize the sale of the Northern Lane to the Owner, all to the satisfaction of the City Solicitor and the Director, Real Estate Services, recognizing that the Northern Lane will included as part of the above-noted POPS and subject to an easement for public access, with the southern portion of the City-owned public lane as shown on the Revised Plans to be retained by the City to form part of the above-noted public park;
 - i. the Owner has entered into an agreement pursuant to subsection 37.7(7.1) of the *Planning Act* to address the provision of the Child Care Facility as an in-kind contribution, to the satisfaction of the Chief Planner and Executive Director, City Planning, the General Manager, Children’s Services, and the City Solicitor, with such agreement to be registered on title to the Lands, which agreement shall be evidence of arrangements for the provision of the kind-contribution that are satisfactory to City Council; and,
 - j. the Owner has provided confirmation of water, sanitary and stormwater, and traffic capacity to the satisfaction of the Chief Engineer and Executive Director, Engineering and Construction Services, or the determination of whether holding provisions are

required in the Zoning By-law Amendment.

Our client agrees that, in the event the Toronto Preservation Board and City Council approve the alterations proposed for the heritage properties at 47, 49, 51, 53, 55, 57, 59, 63, 65 Huntley Street; 1, 3, 7, 9, 11 Selby Street and 16, 18 Linden Street and the demolition of the building on the property at 47 Huntley Street, it shall be subject to the following conditions under the *Ontario Heritage Act*:

- a. prior to Site Plan approval for any portion of the proposed development, the owner shall:
 - (i) provide final Site Plan drawings substantially in accordance with the approved Conservation Plan to the satisfaction of the Senior Manager, Heritage Planning;
 - (ii) have obtained final approval for the necessary Official Plan Amendment and Zoning By-law Amendment required for the subject property, such Amendments to have come into full force and effect;
 - (iii) provide a detailed Landscape Plan for the properties located at 47, 49, 51, 53, 55, 57, 59, 63, 65 Huntley Street; 1, 3, 7, 9, 11 Selby Street and 16 and 18 Linden Street, satisfactory to the Senior Manager, Heritage Planning.
 - (iv) provide a Heritage Lighting Plan that describes how the exterior of the properties located at 47, 49, 51, 53, 55, 57, 59, 63, 65 Huntley Street; 1, 3, 7, 9, 11 Selby Street and 16 and 18 Linden Street will be sensitively illuminated to enhance its heritage character to the satisfaction of the Senior Manager, Heritage Planning and thereafter shall implement such Plan to the satisfaction of the Senior Manager, Heritage Planning;
 - (v) provide an Interpretation Plan for the properties located at 47, 49, 51, 53, 55, 57, 59, 63, 65 Huntley Street; 1, 3, 7, 9, 11 Selby Street and 16 and 18 Linden Street, to the satisfaction of the Senior Manager, Heritage Planning and thereafter shall implement such Plan to the satisfaction of the Senior Manager, Heritage Planning.
- b. prior to the issuance of any permit for all or any part of the properties at 47, 49, 51, 53, 55, 57, 59, 63, 65 Huntley Street; 1, 3, 7, 9, 11 Selby Street and 2, 16 and 18 Linden Street, including a heritage permit or a building permit, but excluding permits for repairs and maintenance and usual and minor works for the existing heritage building, as are acceptable to the Senior Manager, Heritage Planning, the owner of the subject property shall:

- (i) have entered into a Heritage Easement Agreement with the City;
- (ii) provide building permit drawings, including notes and specifications for the conservation and protective measures keyed to the approved Conservation Plan including a description of materials and finishes, to be prepared by the project architect and a qualified heritage consultant to the satisfaction of the Senior Manager, Heritage Planning;
- (iii) provide a Letter of Credit, including provision for upwards indexing, in a form and amount and from a bank satisfactory to the Senior Manager, Heritage Planning to secure all work included in the approved Conservation Plan and Interpretation Plan;
- (iv) provide full documentation of the existing heritage building at 2 Linden Street including two (2) printed sets of archival quality 8" x 10" colour photographs with borders in a glossy or semi-gloss finish and one (1) digital set on a flash drive in tiff format and 600 dpi resolution keyed to a location map, elevations and measured drawings, and copies of all existing interior floor plans and original drawings as may be available, to the satisfaction of the Senior Manager, Heritage Planning; and

c. Prior to the release of the Letter of Credit, the owner shall:

- (i) provide a letter of substantial completion prepared and signed by a qualified heritage consultant confirming that the required conservation work and the required interpretive work has been completed in accordance with the Conservation Plan and Interpretation Plan and that an appropriate standard of conservation has been maintained, all to the satisfaction of the Senior Manager, Heritage Planning.
- (ii) provide replacement Heritage Easement Agreement photographs to the satisfaction of the Senior Manager, Heritage Planning.

As noted above, this without prejudice settlement offer will remain open until the end of the City Council meeting scheduled to commence on December 13, 2023, unless otherwise indicated, at which point it should be considered as withdrawn if not accepted by City Council.

Yours truly,

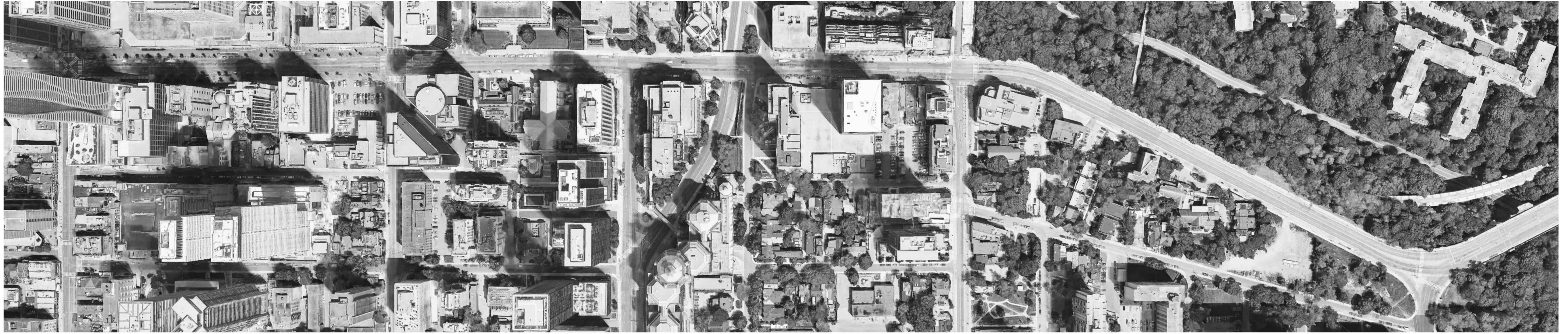
Goodmans LLP



David Bronskill

DJB/

1406-2790-1447



HUNTLY-SELBY
ISSUED FOR SETTLEMENT
OCTOBER 24, 2023

HUNTLEY SELBY DRAWINGS LIST	
	COVERPAGE
A000	SITE STATISTICS, CONTEXT PLAN, DRAWINGS LIST
A101	SITE PLAN
A102	GROUND FLOOR PLAN
A103	MEZZANINE PLAN
A104	2ND FLOOR PLAN
A105	3RD FLOOR PLAN
A106	4TH FLOOR PLAN
A107	5TH FLOOR PLAN
A108	6TH FLOOR PLAN
A109	7TH FLOOR PLAN
A110	TYPICAL TOWER PLAN
A111	MPH PLAN

CONTEXT PLAN
1 : 1000



PROJECT STATISTICS

SITE STATISTICS - HUNTLEY SELBY 2023-10-24	
MUNICIPAL ADDRESS	1-11 SELBY ST, 47-65 HUNTLEY ST, 2-18 LINDEN ST, 24-26 LINDEN ST TORONTO, ONTARIO
PROPOSED USE	63 & 58 STOREY MIXED-USE BUILDING
GROSS SITE AREA	5,168.7 m ²
NET SITE AREA	4,673.7 m ²

BUILDING HEIGHT	WEST	EAST
STOREY	63	58
METRES (INCL. MPH ROOF)	206.15 m	193.50 m

GFA TOTALS 569-2013	PROPOSED
GFA RESIDENTIAL	85,692 m ²
GFA NON-RESIDENTIAL	1332 m ²
GFA TOTAL	87,024 m ²

FSI	18.62
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NON-RESIDENTIAL BREAKDOWN (GFA)	PROVIDED
RETAIL	247.6 m ²
COMMUNITY SPACE	357.0 m ²
DAYCARE	727.3 m ²
NON-RESIDENTIAL GFA TOTAL	1,331.9 m ²

RESIDENTIAL AMENITY	PROVIDED
INDOOR	0,000 (2.0 m ² /SUITE)
OUTDOOR	875 m ²

PARKING	PROPOSED RATIO
RESIDENTIAL PARKING	0
VISITOR PARKING	2 SPACES+0.01/UNIT
CAR SHARE	2 SPACES

LOADING	
PROVIDED	1 x TYPE "G"
	1 x TYPE "B"
	2 x TYPE "C"

CLIENT

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ISSUES

No.	DESCRIPTION	DATE
1	REZONING SUBMISSION-1	2021/10/14
2	SPA SUBMISSION-1	2022/04/29
3	SETTLEMENT	2023/10/24

KEY PLAN

CONSULTANTS

SEAL

PRIME CONSULTANT

PROJECT
47-65 HUNTLEY STREET,
2-18 & 24-26 LINDEN STREET
AND 1-11 SELBY STREET
BASELINE DEVELOPMENT SCHEME

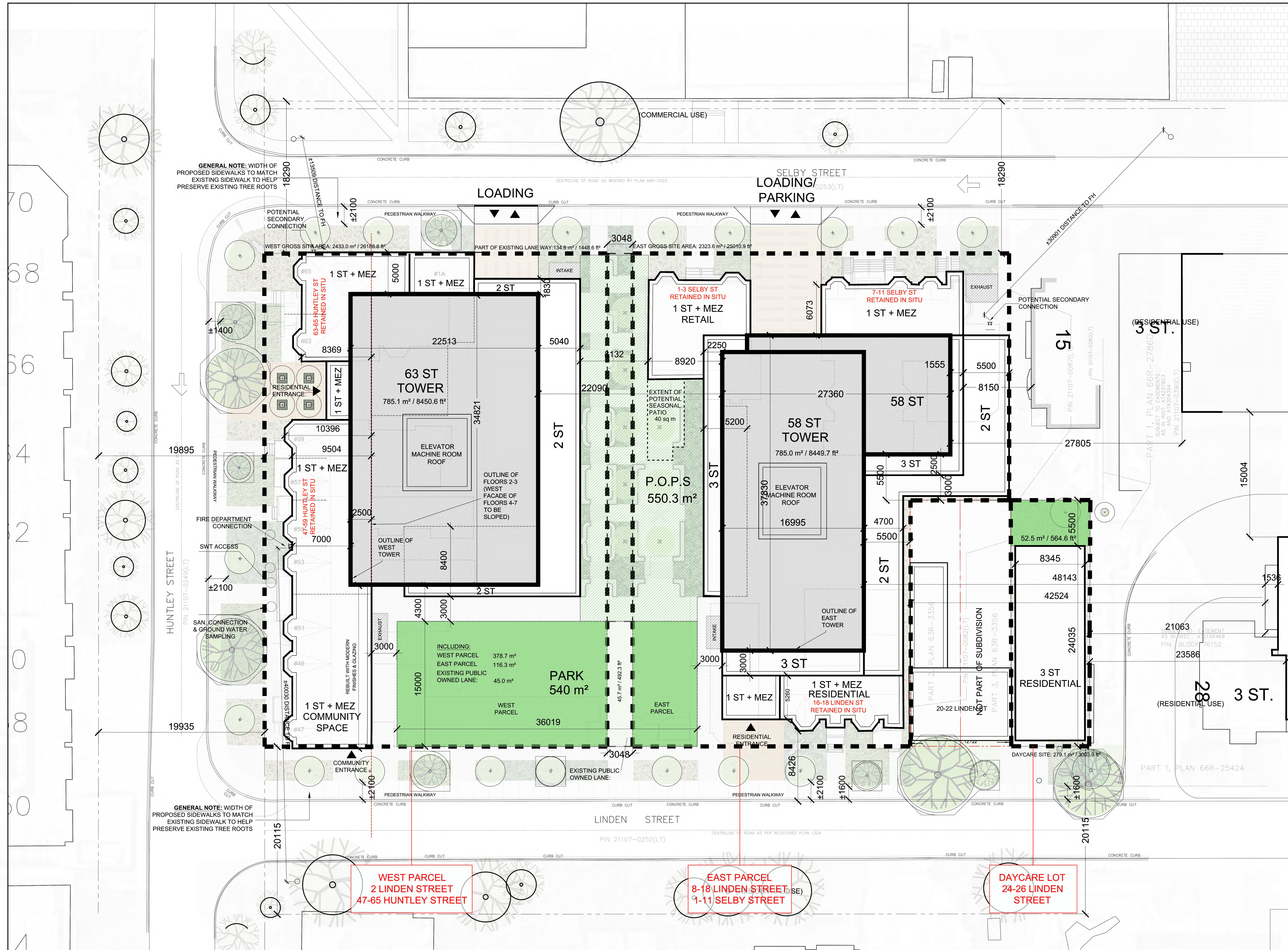
PROJECT NO:

DRAWN BY: **CHECKED BY:**

PROJECT MGR: **APPROVED BY:**

SHEET TITLE	SCALE
DRAWINGS LIST, SITE STATISTICS, CONTEXT PLAN	NTS
	DATE 2023-10-24
SHEET NUMBER	ISSUE
A001	

SCALE CHECK
1/24



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ISSUES		
No.	DESCRIPTION	DATE
1	REZONING SUBMISSION-1	2021/10/14
2	SPA SUBMISSION-1	2022/04/29
3	SETTLEMENT	2023/10/24
KEY PLAN		
CONSULTANTS		
SEAL		
PRIME CONSULTANT ARCADIS		
PROJECT 47-65 HUNTLEY STREET, 2-18 & 24-26 LINDEN STREET AND 1-11 SELBY STREET BASELINE DEVELOPMENT SCHEME		
PROJECT NO:		
DRAWN BY:		CHECKED BY:
PROJECT MGR:		APPROVED BY:
SHEET TITLE SITE PLAN		SCALE 1:200
SHEET NUMBER A101		DATE 2023-10-24
		ISSUE

SCALE CHECK
1/100