

## Appendix "A"

### Amended Exchange of Interests Transaction Between City of Toronto (the "City") and Metrolinx

The City shall:

- (1) release in favour of Metrolinx any right, title and interest the City may have in the lane and the portion of Cherry Street shown as Parts 2, 3, 4, 5 and 6 on Sketch No. PS-2008-074 (the "Disputed Lands"), for nominal consideration;
- (2) convey to Metrolinx the portion of the Cherry Street road allowance shown as Part 1 on Sketch No. PS-2009-076a (the "Highway"), for nominal consideration, subject to the Highway being permanently closed as a public highway, with Metrolinx agreeing to release the City from any claims related to the environmental condition of such lands;
- (3) lease to Metrolinx the portion of the Duthie Street road allowance shown as Part 2 on Sketch No. PS-2009-076a (the "Duthie Lands"), for a term of 10 years, with an option to renew for 10 years, for nominal rent for the entire term and renewal term, subject to a right of termination by the City at any time, if in the City's sole discretion, the Duthie Lands are required for public highway purposes; it being understood and agreed that in the event the City terminates the Lease for such purposes prior to the expiry of the 10 year term or the 10 year renewal term, if applicable: (a) the City shall permit Metrolinx to have reasonable access from a public highway to and from the parking lot at 6 –12 Duthie Street, both during construction of the public highway on the Duthie Lands and following completion of such construction; and (b) the City shall be solely responsible for the cost of removing any leasehold improvements from the Duthie Lands, the cost of constructing and maintaining the public highway on the Duthie Lands and the cost of carrying out any alterations that may be necessary to Metrolinx's property and/or parking facilities to facilitate the new or revised access; and
- (4) grant to Metrolinx, for nominal consideration, a non-assignable, non-transferable license providing a right of passage to Metrolinx and its customers over the one foot reserves at the east and west limits of Bridgend Street, over the unbuilt portion of Bridgend Street shown as Part 14 on the draft Reference Plan prepared by Krcmar, dated June 17, 2009 (the "Draft R-Plan") and over the portion of the adjoining parkland shown as Part 17 on the Draft R-Plan, for a term of 10 years, with an option to renew for 10 years, so long as Metrolinx continues to operate parking lots in both locations, and requiring Metrolinx to construct, maintain and repair the driveway, curbs and sidewalks over the licensed lands, all at Metrolinx's cost.

Metrolinx shall:

- (1) submit a Site Plan Control Application to the City for its proposed new parking lot on the PortUnion/Duthie Site and shall comply with submitting a Traffic Impact study and Storm Water Management report and, provided the other matters in the Notice of Conditions of

the Site Plan Control Application are reasonable, will comply with those as well;

- (2) convey, at no cost to the City for the land, the triangular piece of land shown as Part 8 on Sketch No. PS-2008-074, for park purposes, with the City to cover the legal costs and the City to satisfy itself that these lands meet the applicable MOE standards for park use;
- (3) convey, at no cost to the City for the land, the lands shown as Parts 9, 10 and 11 on Sketch No. PS-2008-074, for the widening of Port Union Road and the roundabout at the foot of Port Union Road, with the City to cover the legal costs;
- (4) enter into a Subdivision Amending Agreement with the City to amend the Subdivision Agreement for Plan 66M-2313, to confirm that the temporary road between Colinroy Avenue and Wynnecastle Road, shown as Part 1 on Sketch No. PS-2008-074, shall be a permanent road and the City shall be released from any obligation to reconvey these lands to Metrolinx or its successors or assigns; and
- (5) provide a Reference Plan(s) at its cost showing the Disputed Lands, the Highway and the lands to be conveyed to the City as separate Parts thereon.