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April 3, 2018

DELIVERED BY EMAIL ONLY TO: tarichardson@sullivanmahoney.com

SULLIVAN MAHONEY, LLP
Barristers & Solicitors
40 Queen Street, P.O. Box 1360
St. Catharines, ON
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Attention: Thomas Richardson

Dear Sir:

Re: TWO SISTERS RESORTS CORP.
Application to the Town of Niagara on the Lake
For Zoning Bylaw Amendment
144 and 176 John Street East, NOTL
Compliance with NOTL Official Plan

Re: Next Council Meeting Date: Monday, April 16th, 2018
For consideration of the above noted matter

Re: Proposed Meeting Date: TBD
At NOTL Town Council Chambers
1593 Four Mile Creek Road, Virgil
At 10:00 a.m. for two (2) hours

William E. Heelis

H.A. Patrick Little

James D. Almas

Bryce W.B. Murray

Ross A. Wilson Q.C.
(1911 - 2011)

Your File No.: 115019
Our File No.: 718015

I am writing further to the SORE meeting with your client Mr. Marotta on Friday March 30. We appreciate Mr. Marotta, along with Mr. MacKenzie, taking the time to meet with representatives of SORE. SORE has asked us to reiterate its desire and willingness to continue to dialogue with Mr. Marotta as matters progress with respect to the Rand Estate, including with respect to the properties at 200 John and 588 Charlotte Streets.

Enclosed as promised is a link to the video of the meeting.

<https://drive.google.com/file/d/1W43pnFo1enLVGC0OSilCX77fXsQLSonW/view?ts=5abec37d>

In order to progress matters on our end, and as discussed at the meeting, could you have your client or its representatives provide at their earliest convenience, the following:

1. any reports or analysis done post purchase of the Rand Estate confirming that a hotel of the size contemplated in the Romance Inn proposal is uneconomic;
2. if no such reports exist, any "needs assessment" undertaken with respect to your client's hotel/conference facility proposal;
3. the analysis discussed by Mr. MacKenzie comparing lot "coverage" of the Romance Inn proposal with your client's current proposal. In this regard, Mr. MacKenzie acknowledged at the meeting that underground parking is to be included in this calculation;
4. any and all documents reflecting any steps taken by your client to date to have the Rand Estate properties designated under Part IV of the Heritage Act (including for this purpose 144, 176 and 200 John St and 588 Charlotte as recommended by the Municipal Heritage Committee and SORE's heritage expert ERA Architects);
5. the "tree map" referenced on page 2 of the tree conservation plan included in your client's application;
6. any archeological assessments undertaken on behalf of your client with respect to any of the four properties referenced in item 3 above, including any acknowledgements or clearance letters from the Ministry of Tourism, Culture and Sport;
7. any Environmental Impact Assessments done on the 144, 176, and/or 200 John Street and 588 Charlotte Street properties.

With respect to 200 John Street, your client acknowledged at the meeting that that property was being relied on for a "fire route" to service the hotel/conference facility. Similarly, your client acknowledged that a "back entrance" using the 588 Charlotte Street property is also part of the current hotel site plan. It is our position that these properties should have properly been included in the application and that the application is therefore incomplete. We intend to raise this (as well as other areas) with the Town where our view

is your client's application is incomplete and should therefore not have been deemed complete. As the omission of the 200 John Street and 588 Charlotte Street properties in particular is in our view a material omission, as a courtesy we would appreciate your position on that matter before raising it with the Town. If you are not able to get back to us on that by close of business on Wednesday, April 4th, we will proceed.

Needless to say, our client also awaits your client's revised hotel/conference facility proposal, preliminary drawings for which were tabled by Mr. MacKenzie at the Friday last meeting and which were the subject of some discussion. Both Mr. Marotta and Mr. MacKenzie indicated that the revised design was still under consideration and in a state of flux, however it is fair to say the revisions are material. We would appreciate some indication as to when detailed information on the revised proposal is expected to be available. In this regard, it is difficult for us to see how the planning process associated with this proposal can proceed until there is:

1. an updated proposal from your client; and
2. consensus on whether there can properly be said to be a complete application, including with respect to the omission of the 200 John Street property.

If you have a contrary view, we would appreciate hearing from you.

In addition, we reiterate for the record the following matters acknowledged by Mr. Marotta in the March 30 meeting:

1. his support for the recommendations of both the Municipal Heritage Committee (as amended by Councillor Disero) and the Urban Design Committee, with respect to your client's hotel and conference facility proposal; and
2. his agreement that the Municipal Heritage Committee should be intimately involved in both the selection of the heritage impact peer review experts and in the development of the terms of reference for that peer review, given both its statutory role and the specific role assigned to the MHC under the OP for the Rand Estate to provide final design approval for any new buildings on the Rand Estate.

With respect to the heritage impact peer review, we also note the discussion at the February 23 MHC meeting that the Province is in the process of issuing new heritage impact assessment guidelines and that any peer review related to that matter should await the

release of those guidelines. We understood Ms. Wallace to be in agreement with that proposition at that MHC meeting.

Given all of the foregoing, it is clear to us and presumably to you and your client that Council will be unable to make a decision on your client's application within the 150 period from the date your client's application was deemed complete by the Town. Mr. Marotta stated at the meeting on March 30 that it was not in his interest to appeal to the LPAT in these circumstances provided all parties continued to act in good faith. SORE confirms that it will continue to act in good faith and will all reasonable diligence and requests that your client confirm it will do likewise.

We look forward to hearing from you on these matters at your earliest convenience, in particular with respect to the matter of 200 John Street.

Yours very truly,

HEELIS, LITTLE, ALMAS & MURRAY, LLP

Per:

A handwritten signature in black ink, appearing to read "Bryce W. B. Murray". The signature is written in a cursive style with a long horizontal stroke at the end.

Bryce W. B. Murray

for: H. A. Patrick Little

BWBM:ld