

This is the first affidavit of Beckett Reinecke in this case and was made on November 7, 2024 No. S-246994 Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN

KINGSETT MORTGAGE CORPORATION

PETITIONER

AND

DISTRICT NORTHWEST LIMITED PARTNERSHIP and 105 UNIVERSITY VIEW HOMES LTD.

RESPONDENTS

AFFIDAVIT

- I, Beckett Reinecke, legal assistant, of 1055 Dunsmuir Street, Suite 3000, Vancouver, British Columbia, AFFIRM THAT:
- 1. I am a legal assistant with the law firm Osler, Hoskin & Harcourt LLP ("Osler"), counsel to the Petitioner, KingSett Mortgage Corporation, and such have personal knowledge of the matter to which I now depose except where stated to be based on information and belief and where so stated I state the source of my information and believe them to be true.

- 2. Attached as **Exhibit A** to this affidavit is a true copy of an email exchange among Megan Farrell, Brendan Sallis, and Justin Walton between the dates of September 12, 2024 and September 16, 2024.
- 3. Attached as **Exhibit B** to this affidavit is a true copy of an email exchange between Megan Farrell and Brendan Sallis between the dates of August 21, 2024 and August 21, 2024.

AFFIRMED BEFORE ME at Vancouver, British Columbia, on November 7, 2024

Beckett Reinecke

A Commissioner for taking Affidavits for British Columbia, Lucas Hodgson

LUCAS HODGSON
BARRISTER & SOLICITOR
Osler, Hoskin & Harcourt LLP
Suite 3000, Bentall Four
1055 Dunsmuir Street
Vendouver, BC V7X 1K8
TELEPHONE: 238,466,2843

This is Exhibit "A" referred to in the

Affidavit #1 of Beckett Reinecke, affirmed before me at

Vancouver, BC, this 7th day of November, 2024

A Commissioner/Notary Public

for the Province of British Columbia

Hodgson, Lucas

From:

Brendan Sallis
 strendan@thind.ca>

Sent:

Monday, September 16, 2024 2:13 PM

To:

Justin Walton; Megan Farrell; Sheeva Bali; Daljit Thind; Paul Thind

Cc:

Sam Perera; 'kulwant@sevilleinvestments.ca'; Routly, Myles

Subject:

Re: Cash in lieu LC Facilities

I agree this is the way it should be done. But it appears it wasn't in this case.

From: Justin Walton < JWalton@kingsettcapital.com>

Sent: Monday, September 16, 2024 2:08:11 p.m.

<sheeva@thind.ca>; Daljit Thind <daljit@thind.ca>; Paul Thind <paul@thind.ca>
Cc: Sam Perera <sperera@abacusnorth.com>; 'kulwant@sevilleinvestments.ca'
<kulwant@sevilleinvestments.ca>; Routly, Myles <myles.routly@tdam.com>

Subject: RE: Cash in lieu LC Facilities

BTY on the initial funding confirmed that all costs posted under the Bond/LC were included in the budget. This is the only way we fund LC's and always get confirmation of this prior to issuing our LC's. So unless BTY misrepresented this in some form, money should have paid down the corresponding LC facility. This is how these facilities have always worked with any Lender.

Justin Walton | Managing Director, Mortgage Investments | KingSett Capital T. 416 687 6757 | M. 416 770 0434

From: Brendan Sallis

Sent: Monday, September 16, 2024 4:42 PM

To: Justin Walton < JWalton@kingsettcapital.com>; Megan Farrell < MFarrell@kingsettcapital.com>; Sheeva Bali

<sheeva@thind.ca>; Daljit Thind <daljit@thind.ca>; Paul Thind <paul@thind.ca>

Cc: Sam Perera <sperera@abacusnorth.com>; 'kulwant@sevilleinvestments.ca' <kulwant@sevilleinvestments.ca>;

Routly, Myles <myles.routly@tdam.com> **Subject:** RE: Cash in lieu LC Facilities

The funds were used to pay for costs that were anticipated by all involved (e.g. civil work, remediation, etc) but not included in budgets. Right or wrong, historically the bond amounts were included in the budget but not the related costs (these are budgets created before my time). The bond amounts would be drawn in the first draw, leaving no budget to draw on later on for the actual performance of the related services. So when bond money was received we used it to partially pay those costs (remainder came out of pocket). It was our plan to pay down the LC facilities along with the construction loans with closing funds.

From: Justin Walton < JWalton@kingsettcapital.com >

Sent: September 16, 2024 1:29 PM

To: Brendan Sallis < brendan@thind.ca; Megan Farrell < MFarrell@kingsettcapital.com; Sheeva Bali

<sheeva@thind.ca>; Daljit Thind <daljit@thind.ca>; Paul Thind <paul@thind.ca>

Cc: Sam Perera < sperera@abacusnorth.com >; 'kulwant@sevilleinvestments.ca' < kulwant@sevilleinvestments.ca >;

Routly, Myles < myles.routly@tdam.com **Subject:** RE: Cash in lieu LC Facilities

So in summary, any funds that were released from the City which should have been used to repay our outstanding Letter of Credit obligations have been used to fund additional costs that were never known about or approved by KingSett?

This means our current exposure is now \$10.6M higher than we currently accounted for, not including the \$7.5M in GST liability which was not paid for on Highline unit closings – this also takes priority over our current indebtedness.

We are having a conversation internally on this and will let you know our thoughts on moving forward. I suggest you talk with Allen and Mr. Liu on if they plan on bringing in additional equity per our conversation last week as this will have a bearing on next steps for us.

Justin Walton | Managing Director, Mortgage Investments | KingSett Capital T. 416 687 6757 | M. 416 770 0434

From: Brendan Sallis < brendan@thind.ca>
Sent: Monday, September 16, 2024 4:16 PM

To: Megan Farrell < MFarrell@kingsettcapital.com >; Sheeva Bali < sheeva@thind.ca >; Daljit Thind < daljit@thind.ca >; Paul

Thind <paul@thind.ca>

Cc: Sam Perera < sperera@abacusnorth.com >; Justin Walton < JWalton@kingsettcapital.com >;

'kulwant@sevilleinvestments.ca' < <u>kulwant@sevilleinvestments.ca</u>>

Subject: RE: Cash in lieu LC Facilities

Hi Megan,

Sorry for the delay. Our contact is Erin Balzer (Erin.Balzer@burnaby.ca).

Here are our summaries of bonds, funds returned, and how they were spent for Lumina and Highline.

Lumina (Waterfall/Starling/Eclipse)

| | Bond | | | | | |
|----------------------------|-------------|-------------|------------|-------------|---------------|--------|
| | | Returned | | | | |
| | Original | Tower A/B | Tower C | Total | Related Costs | In buc |
| Offsite civil | \$3,171,908 | \$1,630,415 | | \$1,630,415 | \$ 7,240,006 | 2,851 |
| Remediation | 3,246,075 | 2,148,825 | 478,800 | 2,627,625 | 17,820,804 1 | 12,436 |
| Public art | 1,000,000 | 1,000,000 | | 1,000,000 | 743,578 | |
| Hoarding/Shoring/Wheelwash | 74,102 | 62,684 | | 62,684 | In budget | |
| Transit passes | 380,232 | 226,176 | | 226,176 | 32 8 | |
| Car share | 278,040 | 170,520 | | 170,520 | 3 3 3 | |
| EV charging stations | 378,700 | 238,000 | | 238,000 | In budget | |
| Demolition | 79,580 | 42,000 | | 42,000 | in budget | |
| Other | 4,800 | 4,800 | | 4,800 | ×- | |
| | \$8,613,437 | \$5,523,420 | \$ 478,800 | \$6,002,220 | \$ 25,804,388 | |

Highline

| | 80 | | |
|----------------------------|-------------|-------------|--------------|
| | Total | Returned | Costs |
| Offsite civil | \$3,521,953 | \$3,046,124 | \$ 3,190,008 |
| Public art | 930,000 | 930,000 | 1,021,271 |
| Hoarding/Shoring/Wheelwash | 636,310 | 636,310 | In budget |
| Transit passes | 251,136 | 320 | TE |
| Electric vehicle | 73,830 | (#X | • |
| EV charging stations | 295,600 | 570 | In budget |
| Other | 4,711 | 486 | = |
| | | | |
| | \$5,713,540 | \$4,612,920 | \$ 4,211,279 |

Here are Erin's summaries;

See information for remaining bonds for 2381 Beta Ave (Eclipse/Lumina):

| Invoice no. | Total | Balance | Description |
|--------------|--------------|--------------|--|
| INV-12111604 | 12,957.12 | 12,957.12 | Future Works |
| INV-12111568 | 23,112.00 | 23,112.00 | Bond - Planning - Transit Pass |
| INV-12111564 | 15,700.00 | 15,700.00 | Bond - Planning - EV Charging Station |
| INV-12006425 | 18,280.00 | 18,280.00 | Damage Deposit |
| 2018-015 | 1,047,375.00 | 217,875.00 | Site Remediation - Lot 2 |
| 2018-014 | 2,671,898.35 | 1,144,603.75 | Engineering Servicing (highlighted items were secured by Letter of |
| Credit) | | | |
| N05858 | 260,650.00 | 260,650.00 | 2425 BETA AVE |
| N05857 | 6,000.00 | 6,000.00 | 2425 BETA AVENUE |
| N04655 | 19,300.00 | 19,300.00 | 2463 BETA AVE |
| N04654 | 19,300.00 | 19,300.00 | 2463 BETA AVE |
| N04243 | 11,000.00 | 11,000.00 | 2316-2425 BETA AVE |
| G06916 | 107,520.00 | 107,520.00 | MODO CAR SHARE PROGRAM (LOT 2) |
| G06912 | 125,000.00 | 125,000.00 | ELECTRIC VEHICLE CHARGE STNS (LOT 2) |
| G06910 | 130,944.00 | 130,944.00 | ALTERNATE TRANSPORTATION BOND: TRANSLINK COMPASS PASS(LOT |
| 2) | | | |
| G06908 | 879,375.00 | 400,575.00 | SITE REMEDIATION-LOT 1 & 2 (FUTURE ALASKA RD ALLWANCE LOT 3) |
| G06902 | 82,000.00 | 82,000.00 | STORM WATER MANAGEMENT BONDING MAINTENANCE AND |
| CONSTRUCTION | V | | |
| G06901 | 82,000.00 | 16,400.00 | STORM WATER MANAGEMENT BONDING MAINTENANCE AND |
| CONSTRUCITOR | V | | |
| | | | |

I took a look in our system and from what I can see, granted that all invoices were made out to "6511 SUSSEX HEIGHTS DEVELOPMENT LTD", these are the remaining bonds being held for the project:

| | Total | Balance | |
|--------------|------------|------------|---|
| INV-11832062 | 10,000.00 | 10,000.00 | Damage Deposit |
| INV-11832060 | 5,000.00 | 5,000.00 | Construction Meter Deposit Fee |
| INV-11814516 | 96,000.00 | 96,000.00 | Bond - Planning - Transit Pass |
| INV-11814514 | 251,136.00 | 251,136.00 | Bond - Planning - Transit Pass |
| INV-11814510 | 102,750.00 | 102,750.00 | Bond - Planning - Pedestrian Walkways (prvt prty) |
| INV-11814507 | 40,600.00 | 40,600.00 | Bond - Planning - EV Charging Station |
| INV-11814506 | 73,830.00 | 73,830.00 | Bond - Planning - Electric Vehicles |
| INV-11814358 | 114,000.00 | 114,000.00 | Bond - Engineering - Storm Water Management |
| INV-11814358 | 90,000.00 | 18,000.00 | Bond - Engineering - Storm Water Management |

| INV-11812276 | 3,175,203.00 | 204,548.32 | Bond - Engineering - Misc. Performance(city asset) |
|--------------|--------------|------------|--|
| INV-11811883 | 4,225.00 | 4,225.00 | Bond - Building - Tree (Private Property) |
| INV-11811755 | 10,000.00 | 10,000.00 | Damage Deposit |
| INV-11811754 | 10,000.00 | 10,000.00 | Damage Deposit |
| INV-11811753 | 10,000.00 | 10,000.00 | Damage Deposit |

I think the city is missing something on Highline because we show \$1.1M left and the city only says \$950K. Also they've included one (\$96K transit passes) that applies to non-market.

Thanks, Brendan

From: Megan Farrell < MFarrell@kingsettcapital.com >

Sent: September 16, 2024 12:04 PM

To: Brendan Sallis < brendan@thind.ca; Sheeva Bali < sheeva@thind.ca; Daljit Thind < daljit@thind.ca; Paul Thind

<paul@thind.ca>

Cc: Sam Perera < sperera@abacusnorth.com >; Justin Walton < JWalton@kingsettcapital.com >

Subject: RE: Cash in lieu LC Facilities

Hi Brendan,

Just following up on this – can we please have the contact information noted below?

Thank you,

Megan Farrell | Associate Director, Mortgage Underwriting & Funding | KingSett Capital T. 416 687 6745 | M. 416 262 2268

KingSett Mortgage Corporation

Mortgage Agent Level 2 | Licence No. 11330 and 11897

From: Megan Farrell

Sent: Friday, September 13, 2024 12:42 PM

To: Brendan Sallis < brendan@thind.ca; Sheeva@thind.ca; Daljit Thind < daljit@thind.ca; Paul Thind

<paul@thind.ca>

Cc: Sam Perera <sperera@abacusnorth.com>; Justin Walton <JWalton@kingsettcapital.com>

Subject: RE: Cash in lieu LC Facilities

Hi Brendan,

To expedite this, could you please provide us your contact at the respective cities so we can confirm the outstanding amounts match what we have on file? We would like to reach out to them directly. The amounts we are looking to confirm are \$8.6M for Eclipse and \$6.5M for Highline.

Please let us know as soon as possible.

Thank you,

Megan Farrell | Associate Director, Mortgage Underwriting & Funding | KingSett Capital T. 416 687 6745 | M. 416 262 2268

KingSett Mortgage Corporation

Mortgage Agent Level 2 | Licence No. 11330 and 11897

From: Brendan Sallis < brendan@thind.ca > Sent: Thursday, September 12, 2024 1:47 PM

To: Megan Farrell < MFarrell@kingsettcapital.com >; Sheeva Bali < sheeva@thind.ca >; Daljit Thind < daljit@thind.ca >; Paul

Thind <paul@thind.ca>

Cc: Sam Perera < sperera@abacusnorth.com >; Justin Walton < JWalton@kingsettcapital.com >; Kulwant Chauhan

kulwant@sevilleinvestments.ca
Subject: RE: Cash in lieu LC Facilities

We've put in the request to the city but judging by past experience they take a week just to get back to us. I don't think we're likely to receive anything from them today.

From: Megan Farrell < MFarrell@kingsettcapital.com >

Sent: September 12, 2024 10:10 AM

To: Brendan Sallis < brendan@thind.ca; Sheeva Bali < sheeva@thind.ca; Daljit Thind < daljit@thind.ca; Paul Thind < paul@thind.ca; Daljit Thind < daljit@thind.ca; Paul Thind < paul@thind.ca; Paul Thind < sheeva@thind.ca; Daljit Thind < daljit@thind.ca; Paul Thind < sheeva@thind.ca; Daljit Thind < daljit@thind.ca; Paul Thind < sheeva@thind.ca; Paul Thind sheeva@thind.ca; Paul Thind <a href="m

Cc: Sam Perera <sperera@abacusnorth.com>; Justin Walton <<u>JWalton@kingsettcapital.com</u>>; Kulwant Chauhan <kulwant@sevilleinvestments.ca>

Subject: RE: Cash in lieu LC Facilities

Hi Brendan,

For Brentwood Tower C as noted and Highline.

Thank you,

Megan Farrell | Associate Director, Mortgage Underwriting & Funding | KingSett Capital T. 416 687 6745 | M. 416 262 2268

KingSett Mortgage Corporation

Mortgage Agent Level 2 | Licence No. 11330 and 11897

From: Brendan Sallis < brendan@thind.ca>
Sent: Thursday, September 12, 2024 1:07 PM

To: Megan Farrell < MFarrell@kingsettcapital.com >; Sheeva Bali < sheeva@thind.ca >; Daljit Thind < daljit@thind.ca >; Paul

Thind <paul@thind.ca>

Cc: Sam Perera < sperera@abacusnorth.com >; Justin Walton < JWalton@kingsettcapital.com >; Kulwant Chauhan

< kulwant@sevilleinvestments.ca > Subject: RE: Cash in lieu LC Facilities

Hi Megan,

I assume you're looking for Lumina/Alpha/Highline from the city of Burnaby. Are you also wanting to see District NW (City of Surrey) and Minoru (City of Richmond)?

Thanks, Brendan From: Megan Farrell < MFarrell@kingsettcapital.com >

Sent: September 12, 2024 7:11 AM

To: Sheeva Bali < sheeva@thind.ca >; Brendan Sallis < brendan@thind.ca >; Daljit Thind < daljit@thind.ca >; Paul Thind

<paul@thind.ca>

Cc: Sam Perera < sperera@abacusnorth.com >; Justin Walton < JWalton@kingsettcapital.com >; Kulwant Chauhan

< kulwant@sevilleinvestments.ca > Subject: Cash in lieu LC Facilities

Hi Sheeva & team,

Can you please provide verification directly from the city of the cash in lieu LC amounts currently outstanding / with the city today? Additionally, can you please advise what the necessary steps are in getting the cash in lieu LC's released & what the expected timeline is?

Thank you,

Megan Farrell | Associate Director, Mortgage Underwriting & Funding | KingSett Capital T. 416 687 6745 | M. 416 262 2268

KingSett Mortgage Corporation Mortgage Agent Level 2 | Licence No. 11330 and 11897



This is Exhibit "B" referred to in the

Affidavit #1 of Beckett Reinecke, affirmed before me at

Vancouver, BC, this 7th day of November, 2024

A Commissioner/Notary Public

for the Province of British Columbia

Hodgson, Lucas

From:

Sent:

Thursday, August 22, 2024 5:12 PM

To:

Megan Farrell; Paul Thind; Daljit Thind; 'Al'; Sheeva Bali

Cc: Subject: Sam Perera; Justin Walton RE: Highline GST Payments

Attachments:

BV CRA payments.xlsx

Follow Up Flag:

Follow up

Flag Status:

Flagged

Hi Megan,

This goes back to late 2020 when the excess proceeds from the closing of Waterfall and Starling went to pay down Highline's loan. This may have been completely valid but it left the company unable to pay the \$18M tax bill for the tax year 2020 (filed in mid 2021). Since then we have made almost \$12M in principal and interest payments (attached) out of pocket as we were always pressured to pay our oldest debt over anything new. Thus the Highline GST from January 2024 to date remains unpaid.

Below is the what our CRA representative (who we have been working with for the last 2 years) has agreed to:

- Payment of Beta View Homes o/s GST of \$49K by end of September
- Payment of 6511 Sussex GST balance (\$6.8M) by end of December
- Payment of the remaining Beta View Homes corporate tax balance (\$11.5M) once inventory loans are paid off
- ~10 Eclipse units (once complete) will be pledged to CRA as security (i.e. these units will be left out of the inventory loan)

Thanks, Brendan

From: Megan Farrell < MFarrell@kingsettcapital.com >

Sent: August 22, 2024 11:35 AM

To: Paul Thind <paul@thind.ca>; Daljit Thind <daljit@thind.ca>; Brendan Sallis <bre> <bre>

<alan@lowandco.ca>; Sheeva Bali <sheeva@thind.ca>

Cc: Sam Perera <sperera@abacusnorth.com>; Justin Walton <JWalton@kingsettcapital.com>

Subject: RE: Highline GST Payments

Hi all,

Further to the discussion between Daljit & Justin last night, please provide correspondence directly from CRA noting all GST payments made regarding Highline along with corporate taxes and any prescribed payment plans agreed upon with CRA. Verbal agreements are not satisfactory, and if it has all been verbal we will need to contact the CRA directly on this matter.

Please provide an answer by end of day today:

Thank you,

Megan Farrell | Associate Director, Mortgage Underwriting & Funding | KingSett Capital



T. 416 687 6745 | M. 416 262 2268

KingSett Mortgage Corporation Mortgage Agent Level 2 | Licence No. 11330 and 11897

From: Megan Farrell

Sent: Wednesday, August 21, 2024 4:14 PM

To: Paul Thind < paul@thind.ca >; Daljit Thind < daljit@thind.ca >; Brendan Sallis < brendan@thind.ca >; 'Al'

<alan@lowandco.ca>; Sheeva Bali <sheeva@thind.ca>

Cc: Sam Perera <sperera@abacusnorth.com>; Justin Walton <JWalton@kingsettcapital.com>

Subject: RE: Highline GST Payments

Hi all,

9 8

Further to my email below, Brendan has confirmed that the \$1.3M of funds allocated to pay GST from unit closings has gone towards payables on Highline. Please provide a detailed reconciliation on what payables this has gone towards.

We need confirmation that the \$6,227,760 of funds that would have been remitted to your team to pay GST for all the Highline pre-sale closings when the inventory loan closed was remitted to the CRA. We will not proceed with another Eclipse advance until this has been verified and need this information as soon as possible.

Thank you,

Megan Farrell | Associate Director, Mortgage Underwriting & Funding | KingSett Capital T. 416 687 6745 | M. 416 262 2268

KingSett Mortgage Corporation Mortgage Agent Level 2 | Licence No. 11330 and 11897

From: Megan Farrell

Sent: Wednesday, August 21, 2024 11:48 AM

To: Paul Thind < paul@thind.ca >; Daljit Thind < daljit@thind.ca >; Brendan Sallis < brendan@thind.ca >

Cc: Sam Perera < sperera@abacusnorth.com >; Justin Walton < JWalton@kingsettcapital.com >

Subject: Highline GST Payments

Importance: High

All,

I have just been advised by your counsel that \$1,303,465 of funds allocated to pay GST has been sent to Thind for all unit closings which have incurred since funding the inventory loan. It has been Thind's responsibility to remit these funds to the CRA. However, in previous correspondence, we were advised that the funds were not going to be paid to the CRA until October and that there were not funds available to do so.

Has the \$1.3M been paid to the CRA? If not, where is this money currently?

Thank you,

Megan Farrell | Associate Director, Mortgage Underwriting & Funding | KingSett Capital T. 416 687 6745 | M. 416 262 2268