



## Notice of 2020 Annual General Meeting & Information Circular

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### LIVINGSTON HOMEOWNERS ASSOCIATION NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS

TAKE NOTICE, that the Annual Meeting of the Voting Members of the LIVINGSTON HOMEOWNERS ASSOCIATION (the "Company") will be held at virtually through Zoom on **Wednesday, December 2<sup>nd</sup>, 2020 at 7:00 P.M.** (MST) for the following purposes:

- 1) **To receive the Meeting Minutes of the AGM held on December 3<sup>rd</sup>, 2019;**
- 2) **To receive the Report of the Directors of the Company;**
- 3) **To receive the Audited Financial Statements for the fiscal year ended March 31<sup>st</sup>, 2020;**
- 4) **To establish the number of Directors to hold office until the next Annual General Meeting, and elect such Directors;**
- 5) **To appoint MNP LLP as Auditor for the fiscal year ending March 31<sup>st</sup>, 2020;**
- 6) **To transact such other business as may properly come before the Meeting or any adjournment thereof;**

THIS NOTICE SHOULD BE READ IN CONJUNCTION WITH THE INFORMATION CIRCULAR ACCOMPANYING THIS NOTICE.

Dated at Calgary, Alberta this 21<sup>st</sup> day of November, 2020

BY ORDER OF THE BOARD OF DIRECTORS

A square box containing a handwritten signature in black ink, which appears to read "Nolan Frese".

NOLAN FRESE, Secretary

#### **TO ALL VOTING MEMBERS:**

**IF YOU ARE NOT ABLE TO BE PRESENT AT THE ABOVE MEETING, PLEASE DATE, SIGN AND RETURN THE ACCOMPANYING PROXY TO THE LIVINGSTON HUB:**

1248 Livingston Way N.E.  
Calgary, Alberta  
T3P 0V6  
"Attention: Jenny Miron"

**PROXIES ARE TO BE RECEIVED AT THE LIVINGSTON HUB NO LATER THAN 7:00 P.M. ON MONDAY, NOVEMBER 30<sup>TH</sup>, 2020. ALL PROXIES MUST BE IN WRITING AND SIGNED BY THE VOTING MEMBER.**



**LIVINGSTON HOMEOWNERS ASSOCIATION  
2019 ANNUAL GENERAL MEETING OF MEMBERS  
MEETING MINUTES**

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Place: Beddington Theatre Arts Centre, 375 Bermuda Drive N.W. – Community Hall  
Date: December 3, 2019  
Time: 7:00 P.M.

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1. Jason Palacsko acted as Chairperson of the meeting. The Annual General Meeting was called to Order at 7:05 p.m.
2. The Chairperson asked Brendan McCashin to act as Secretary of the meeting.
3. The Chairperson requested Les Glen to act as Scrutineer for the meeting, with the consent of the Voting Members. As there was no objection, the Chairperson appointed Les Glen as Scrutineer.
4. The Chairperson stated that all items to be approved by the Voting Members are by way of ordinary resolution, which requires at least 50% of the Voting Members present in person or by proxy, voting in favour. The chairman stated that votes are to be by show of voting cards, or by poll if demanded by 10% of the Voting Members.
5. The Chairperson asked for a motion dispensing with reading of the Notice calling the meeting. Ross Cunningham so moved. Cotic Spring seconded the motion. The Chairperson declared the motion carried.
6. The Chairperson asked the Secretary to provide proper proof of mailing the Notice of the Meeting to the Members. Brendan McCashin confirmed he had a Certificate signed by Mr. Devin Findlay, as well as a statement from Brookfield Residential, proving proper mailing the Notice of the Meeting to the Members. Brendan McCashin also confirmed he had a Certificate signed by Mr. Devin Findlay, proving proper emailing of the Notice to Members who are entitled to vote at this Meeting.
7. The Chairperson then stated that pursuant to the Association's articles, the lesser of fifty (50) voting members or ten percent (10%) of the Voting Members either personally present or represented by proxy constitutes a quorum, and that at least fifty (50) Voting Members either present or represented by proxy would constitute a quorum. The Chairperson asked the Scrutineer for his report. The Scrutineer reported that there were **434** Voting Members either present at the meeting, or represented by proxy.
8. The Chairperson declared the meeting to be duly called and properly constituted for business.
9. The Chairman asked for a motion to dispense with reading of the Directors' Report for the fiscal year of April 1, 2018 through March 31, 2019, also appended to the Notice of Meeting and Information Circular. Rebecca Nuwta moved that the reading of the Director's Report be dispensed with. Josh Wadnan seconded the motion. The Chairperson declared the motion carried.
10. The Chairperson then proposed to receive, as information, the Auditor's Report and Financial Statements of the Association for the year ended March 31<sup>st</sup>, 2019. Les Glen then reviewed the Financial Statements and the Board answered related questions.
11. The Chairperson indicated that the next item of business was the election of Directors. The Chairperson stated that a maximum of ten (10) Directors be elected and serve until the next Annual General Meeting of the Association. The Chairperson asked for a motion to this effect. Ross Cunningham moved that ten (10) Directors be elected to serve until the next Annual General Meeting of the Association. Rebecca Nuwta seconded the motion. The Chairperson declared the motion carried.
12. The Chairperson announced that Brookfield is entitled to appoint up to three directors and has appointed Jason Palacsko, to act as President; Les Glen to act as Treasurer; and Brendan McCashin to act as Secretary.

13. The Chairperson announced there are seven (7) vacant positions on the Board. The following members in good standing, who currently sit as Resident Directors on the Board, have indicated an interest in being re-nominated to serve as Resident Directors on the Board of Directors until the next Annual General Meeting or their successors are elected or appointed:

- *Jeremy Ng*
- *Nishi Malhotra*
- *Tanzeela Naji*
- *Johnny Thang*
- *Eva Tran*
- *Kristie Tran*

The Chairperson then asked for a motion to nominate these individuals. Rebecca NuwtaI moved to nominate the above persons as Directors of the Association, to hold office until the next Annual General Meeting or until their successors are elected or appointed. Josh Wadnan seconded the motion. The Chairperson declared the motion carried.

14. The Chairperson asked if there were any further nominations. The following members in good standing indicated an interest in being nominated as Directors of the Association, to hold office until the next Annual General Meeting or until their successors are elected or appointed:

- *Cotie Spring*

The Chairperson then asked for a motion to nominate these individuals. Rebecca NuwtaI moved to nominate the above persons as Directors of the Association, to hold office until the next Annual General Meeting or until their successors are elected or appointed. Ross Cunningham seconded the motion. The Chairperson declared the motion carried.

15. The Chairperson then asked for a motion that nominations be closed. Rebecca NuwtaI moved that the nominations for Directors be closed. Brendan McCashin seconded the motion. The Chairperson declared the motion carried.

16. The Chairperson asked for a motion to elect as Directors the persons nominated. Ross Cunningham so moved. Rebecca NuwtaI seconded the motion. The Chairperson declared the motion carried.

17. The Chairperson then stated that the next item on the Agenda was the appointment of the Auditor. The Chairperson asked for a motion that the Board of Directors appoint Cremers & Elliot Chartered Accounts as Auditor of the Association for the fiscal period ending March 31<sup>st</sup>, 2020, and that the Directors be authorized to fix remuneration. Rebecca NuwtaI so moved. Josh Wadnan seconded the motion. The Chairperson declared the motion carried.

18. The Chairperson then asked for a motion to destroy the proxy votes from this year's Annual General Meeting immediately following the conclusion of the meeting. Rebecca NuwtaI moved that the ballots be destroyed. Ross Cunningham seconded the motion. The Chairperson declared the motion carried.

19. The Chairperson then asked if there was any further business to transact at the Annual General Meeting of the Association. There was none.

20. The Chairperson then asked for a motion to terminate the meeting.

21. At 8:15 p.m., Cotie Spring moved that the meeting be terminated. Josh Wadnan seconded the motion. The Chairperson declared the motion carried, and the meeting adjourned.



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BRENDAN MCCASHIN, Secretary



**Report of the Livingston Homeowners Association Board of Directors  
April 1, 2019 – March 31, 2020**

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**What is the Livingston Homeowners Association (LHOA)?**

The LHOA is a not-for-profit company, which is incorporated and professionally operated, managed, and maintained. The LHOA is responsible for the operations and maintenance of community assets, such as: entry features, amenities, and The Hub for the lasting enjoyment of its membership. In addition to supporting healthy living and enhanced quality of life, your HOA will create opportunities to meet your neighbours and develop connections.

**Board of Directors**

The Board of Directors currently consists of three representatives of Brookfield Residential. The Board recommends a maximum of ten Board members, made up of seven resident members from the community and three members from Brookfield. The Board will meet on a regular basis to: ensure policies are properly set; review the annual operating budget; be the voice of fellow residents for LHOA-related matters; provide input on The Hub, and participate in community events. During Brookfield's term of management, the power of the Board is limited.

**The Livingston Hub**

The 2019-20 fiscal year was an exciting year, with construction of The Hub starting. Construction was completed in the Fall of 2020, with The Hub facility and park officially opening to the community in December 2020!

The Hub is a 35,000 square foot building that sits on a 6 acre outdoor park, that is a place for residents to connect, play, and explore. Facility and park amenities include:

- Gymnasium
- Banquet Hall
- Community Kitchen
- Meeting & Multiuse Rooms
- Gathering Spaces
- Skating & Hockey Rinks
- Water Spray Park
- Playground
- Tennis Courts
- Amphitheater
- Outdoor Ping Pong Tables
- Gathering Spaces
- Future Childcare / Educational Space
- Future Café Space

When The Hub opens, it will be operated by a dedicated team consisting of - General Manager (Jenny Miron), Lead Ambassador (Harveen Bhullar), Facility Manager (Al Proctor), and several part-time Ambassadors and Maintenance employees.

In the 2019-20 fiscal year, the LHOA hosted several fun events for the community - Easter Crafts at The Hub, Mother's Day Floral Arrangement Workshop, Henna at The Hub, Father's Day Food Truck, Movie in the Park, Firepit Friday with Vivo and the Community Association, Halloween Candy at The Hub, Santa Photos & Treats, and a Chinese New Year Event in partnership with Brookfield. Additionally, Sportball and Outdoor Group Fitness classes were offered over the spring and summer months. The Livingston HOA is excited to bring many more programs and events to the Community in the coming months. Watch the monthly newsletter, website, and social media for details.

Have a special event coming up? Space in The Hub will be available for residents to rent for their own private functions. Watch the website for further information coming soon.

**Financial**

The annual operating costs of the LHOA is the responsibility of the Members through the payment of annual fees, pursuant to a Rent Charge Encumbrance registered on each lot title in Livingston (the amount is subject to an annual adjustment for inflation and GST). Fees are reviewed and established annually by the Board of Directors. As no HOA amenities were available, fees were \$0.00 for the 2019-20 fiscal year. Fees for the 2020-21 fiscal year are \$175 - prorated for November-March, to align with the opening of The Hub. For further information on the fees, refer to your fee notice which will be sent out by the end of November. If you do not receive your notice by the end of November, please contact the LHOA at 587-391-6243.

The annual fees are used to: service the debt; offer quality programs, events, and services; and maintain The Hub building & park, and various subdivision features/amenities, all of which make Livingston one of the best communities in Calgary.



The LHOA will continue to run an annual deficit until the community is more established. Brookfield Residential has agreed to contribute funds to the Association to cover shortfalls in the operating budget.

The enclosed Audited Financial Statements are prepared up to March 31<sup>st</sup>, 2020.

**Appointment of Auditor**

The Board of Directors proposes to appoint MNP LLP Auditor for the company for the 2020-21 Fiscal Year.

**Board of Directors, Livingston Homeowners Association**

**Dated this 21<sup>st</sup> day of November, 2020**

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read "Nolan Frese", is placed inside a grey rectangular box.

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NOLAN FRESE, Secretary

**BRENDAN  
MCCASHIN**  
President &  
Brookfield  
Director

**NOLAN  
FRESE**  
Secretary &  
Brookfield  
Director

**KAITLYN  
RANKIN**  
Treasurer &  
Brookfield  
Director

**NISHI  
MALHOTRA**  
Resident  
Director

**TANZEELA  
NAJI**  
Resident  
Director

**JEREMY  
NG**  
Resident  
Director

**COTIE  
SPRING**  
Resident  
Director

**JOHNNY  
THANG**  
Resident  
Director

**EVA  
TRAN**  
Resident  
Director

**KRISTIE  
TRAN**  
Resident  
Director

**LIVINGSTON HOMEOWNERS ASSOCIATION**  
**Financial Statements**  
**Year Ended March 31, 2020**

**LIVINGSTON HOMEOWNERS ASSOCIATION**

**Index to Financial Statements**

**Year Ended March 31, 2020**

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	Page
AUDITORS' REPORT	1 - 2
FINANCIAL STATEMENTS	
Statement of Financial Position	3
Statement of Revenues and Expenditures	4
Statement of Changes in Net Assets	5
Statement of Cash Flows	6
Notes to Financial Statements	7 - 11

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## INDEPENDENT AUDITOR'S REPORT

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To the Members of Livingston Homeowners Association

*Opinion*

We have audited the financial statements of Livingston Homeowners Association (the Association), which comprise the statement of financial position as at March 31, 2020, and the statements of revenues and expenditures, changes in net assets and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Association as at March 31, 2020, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

*Basis for Opinion*

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Association in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

*Responsibilities of Management and Those Charged with Governance for the Financial Statements*

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless management either intends to liquidate the Association or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Association's financial reporting process.

*Auditor's Responsibilities for the Audit of the Financial Statements*

(continues)



Independent Auditor's Report to the Members of Livingston Homeowners Association *(continued)*

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Association to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Calgary, Alberta  
July 28, 2020



C&E LLP Chartered Professional Accountants


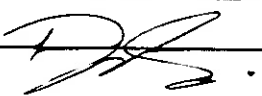
**LIVINGSTON HOMEOWNERS ASSOCIATION**

**Statement of Financial Position**

**March 31, 2020**

	2020	2019
<b>ASSETS</b>		
<b>CURRENT</b>		
Cash	\$ 79,022	\$ 4,145
Accounts receivable (Note 5)	-	411
Goods and services tax receivable (Note 2)	457,587	-
Prepaid expenses	925	1,049
	537,534	5,605
<b>CAPITAL ASSETS (Note 3)</b>	<b>15,962,737</b>	-
	<b>\$ 16,500,271</b>	<b>\$ 5,605</b>
 <b>LIABILITIES AND NET ASSETS</b>		
<b>CURRENT</b>		
Accounts payable and accrued liabilities (Note 5)	\$ 4,260	\$ 3,879
Construction holdbacks payable (Note 4)	847,676	-
Advances from Brookfield Residential (Note 5)	9,901,732	-
Goods and services tax payable	-	205
Deferred revenue	-	1,521
	10,753,668	5,605
 <b>NET ASSETS</b>		
NET ASSETS (DEFICIENCY) (Note 3)	(253,397)	-
NET ASSETS INVESTED IN CAPITAL ASSETS	6,000,000	-
	5,746,603	-
	<b>\$ 16,500,271</b>	<b>\$ 5,605</b>

COMMITMENTS (Note 7)

  
 \_\_\_\_\_ Director  
  
 \_\_\_\_\_ Director

**LIVINGSTON HOMEOWNERS ASSOCIATION**  
**Statement of Revenues and Expenditures**  
**Year Ended March 31, 2020**

	2020	2019
<b>REVENUES</b>		
Brookfield contribution <i>(Note 5)</i>	\$ 1,521	\$ 12,479
Program and events	100	381
Interest and other	285	-
	<u>1,906</u>	<u>12,860</u>
<b>EXPENSES</b>		
Administration <i>(Note 5)</i>	14,846	6,065
Amenity maintenance	6,217	2,605
Facility operations and maintenance	43,561	-
Interest <i>(Note 5)</i>	172,910	-
Programs and events	17,770	4,190
	<u>255,304</u>	<u>12,860</u>
<b>(DEFICIENCY) OF REVENUES OVER EXPENSES</b>	<u>\$ (253,398)</u>	<u>\$ -</u>

**LIVINGSTON HOMEOWNERS ASSOCIATION**  
**Statement of Changes in Net Assets**  
**Year Ended March 31, 2020**

	Net Assets Invested in			
	Capital	Unrestricted	2020	2019
<b>NET ASSETS (DEFICIENCY)- BEGINNING OF YEAR</b>	\$ -	\$ -	\$ -	\$ -
(Deficiency) of revenues over expenses	-	(253,397)	(253,397)	-
Investment in capital assets	6,000,000	-	6,000,000	-
<b>NET ASSETS (DEFICIENCY), - END OF YEAR</b>	<b>\$ 6,000,000</b>	<b>\$ (253,397)</b>	<b>\$ 5,746,603</b>	<b>\$ -</b>

**LIVINGSTON HOMEOWNERS ASSOCIATION****Statement of Cash Flows  
Year Ended March 31, 2020**

	<b>2020</b>	<b>2019</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Cash received from programming	\$ 100	\$ 381
Cash spent on operations	<u>(254,307)</u>	<u>(15,700)</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<u>(254,207)</u>	<u>(15,319)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITY</b>		
Cash spent on acquisition of capital assets	<u>(9,572,648)</u>	-
<b>CASH FLOWS FROM FINANCING ACTIVITY</b>		
Cash advance from Brookfield Residential (Note 5)	<u>9,901,732</u>	<u>18,774</u>
<b>INCREASE IN CASH FLOW</b>	<b>74,877</b>	<b>3,455</b>
Cash - beginning of year	<u>4,145</u>	<u>690</u>
<b>CASH - END OF YEAR</b>	<u>\$ 79,022</u>	<u>\$ 4,145</u>
<b>CASH CONSISTS OF:</b>		
Cash	<u>\$ 79,022</u>	<u>\$ 4,145</u>

# LIVINGSTON HOMEOWNERS ASSOCIATION

## Notes to Financial Statements

Year Ended March 31, 2020

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### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Purpose

The Livingston Homeowners Association (the "Association") was incorporated as a not-for-profit corporation on June 21, 2016 under section 9 of the Companies Act of the Province of Alberta, R.S.A. 1980. As such, the Association is exempt from income tax under Section 149 of the Income Tax Act. The Association owns and operates amenities for the use of its members, the residents of Livingston. The operations of the Association are governed by the Livingston Management Agreement (the "Management Agreement") dated June 2016 between the Association and Brookfield Residential (Alberta) LP ("Brookfield Residential")

#### Basis of Accounting

The financial statements of the Association have been prepared by the management in accordance with Canadian accounting standards for not-for-profit organizations ("ASNPO").

#### Revenue Recognition

The Association uses the deferral method of accounting for contributions. Contributions of capital assets or for the purchase of capital assets which are subject to amortization are deferred and amortized on the same basis as those capital assets. Contributions of capital assets or for the purchase of capital assets which are not subject to amortization, are recorded as a direct increase to net assets.

Membership, program, facility rental and maintenance fees are recognized as revenue in the year to which they relate. Restricted contributions are recognized as revenue in the year in which related expenses are incurred. Unrestricted contributions, such as grants and donations not designated for a specific purpose, are recognized as revenue when received, or if the amount can be reasonably estimated and collection is reasonably assured.

Deferred revenue includes membership, rental and program fees arise from receipt of payments in advance of the period in which they will be earned.

#### Use of Estimates

In accordance with ASNPO, estimates and assumptions are made by management in the preparation of these financial statements. These estimates may impact the amounts included in the financial statements. The most significant estimate is related to accounts payable and accrued liabilities. Actual results could differ from these estimates.

#### Cash

Cash consists of balances with financial institutions.

#### Financial Instruments

The Association's financial instruments consist of cash, accounts receivable and accounts payable and accrued liabilities, holdbacks payable, and due to Brookfield Residential. All financial instruments are initially measured at fair value and subsequently measured at amortized cost.

Financial assets are tested for impairment when changes in circumstances indicate that the asset could be impaired. Transaction costs on the acquisition and sale of financial instruments are expensed for those items re-measured at fair value at each balance sheet date and charged to the financial instrument for those measured at amortized cost.

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**LIVINGSTON HOMEOWNERS ASSOCIATION**  
**Notes to Financial Statements**  
**Year Ended March 31, 2020**

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2. ACCOUNTS RECEIVABLE

Accounts receivable includes \$457,587 (2019 - \$nil) representing refunds due from the government.

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3. CAPITAL ASSETS

	Cost	Accumulated amortization	<b>2020 Net book value</b>	2019 Net book value
Building Work in Progress	\$ 9,962,737	\$ -	<b>\$ 9,962,737</b>	\$ -
Land	6,000,000	-	<b>6,000,000</b>	-
	<b>\$ 15,962,737</b>	<b>\$ -</b>	<b>\$ 15,962,737</b>	<b>\$ -</b>

Brookfield Residential transferred to the Association the title for land on February 28, 2020 for a nominal amount. The land as recorded at fair market value at the transfer date.

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4. CONSTRUCTION HOLDBACKS PAYABLE

Construction Holdbacks Payable includes \$847,676 (2019 - \$nil) due upon satisfactory completion of the construction of the Livingston Hub.

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# LIVINGSTON HOMEOWNERS ASSOCIATION

## Notes to Financial Statements

Year Ended March 31, 2020

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### 5. RELATED PARTY TRANSACTIONS

The Management Agreement grants Brookfield Residential control of the management of the Association and management of the Livingston amenities until the Effective date (defined below). Until such time, the powers of the Officers and Directors to manage the business affairs of the Association are temporarily restrained.

The Effective Date is defined as the later of (i) the date upon which Brookfield Residential has sold its last lands within the Livingston development, or (ii) the date upon which all amounts owing to Brookfield Residential have been repaid. Brookfield Residential may, at an earlier date and its discretion, transfer portions of the amenities or certain aspects of management to the Association. After the Effective Date, the Association becomes independent from Brookfield Residential and will no longer receive its financial support.

During the year, the following transactions occurred with Brookfield Residential:

a) Brookfield Residential agreed to lend funds to the Association to cover shortfalls in the operating budget, subject to certain conditions defined in the Amenities Agreement. During the year, Brookfield Residential advanced the Association an amount of \$160,000 (2019 - \$nil) and the Association incurred interest of \$3,288 (2019 - \$nil). The loan is repayable on demand, is unsecured and bears interest at the ATB prime rate plus 1% annum. The balance is to be repaid as funds become available.

b) Included in accounts receivable at year end are amounts outstanding from Brookfield Residential of \$1,992 (2019 - \$411).

c) Included in advances from Brookfield Residential at year end are amounts outstanding to Brookfield Residential for construction in progress \$9,570,814 (2019 - \$nil) plus accrued interest \$169,622 (2019 - \$nil). Interest is compounded annually at the ATB prime rate plus 1%.

d) The Association recognized a restricted contribution from Brookfield Residential of \$1,521 (2019 - \$12,479) for expenditures made in the year.

The above mentioned related party transactions have been recorded at the exchange amount, which is the amount agreed to by the related parties.

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### 6. DEFERRED CONTRIBUTIONS RELATED TO CAPITAL ASSETS

Deferred contributions relate to capital assets and funding for the purchase of capital assets contributed to the Association by Brookfield Residential.

The land contributed by Brookfield Residential in 2020 is not subject to amortization and has therefore been recorded as a direct increase to net assts.

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# LIVINGSTON HOMEOWNERS ASSOCIATION

## Notes to Financial Statements

Year Ended March 31, 2020

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### 7. COMMITMENTS

The Association has lease commitments for software and service contracts. Future minimum payments remaining under these agreements are as follows:

2021	\$1,200
2022	\$1,200
2023	\$1,200
2024	\$1,200

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\$4,800

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The Association has signed a contract to build a facility with an estimated cost of \$18,250,000. At year end 50% of the construction was completed and the amount due was included in Advances from Brookfield. The remainder will be paid with a loan secured with ATB Financial.

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### 8. FINANCIAL INSTRUMENTS

The Association is exposed to various risks through its financial instruments and has a risk management framework to monitor, evaluate and manage these risks. The following analysis provides information about the Association's risk exposure and concentration as of March 31, 2020.

#### Credit risk

The Association is exposed to credit risk through its cash and accounts receivable.

Credit risk from the potential that a counter party will fail to perform its obligations. The Association's credit risk is primarily attributable to its accounts receivable. The accounts receivable represents reimbursement of utility bills not yet received from Brookfield. The risk is mitigated due to the fact that the Association is supported by Brookfield Residential as described in Note 5.

#### Liquidity risk

Liquidity risk is the risk that the Association would encounter difficulty in meeting its financial obligations.

Liquidity risk includes the risk that the Association will not have sufficient funds to settle a transaction on the due date. Liquidity risk arises from the accounts payable and accrued liabilities and due to Brookfield Residential. This risk is mitigated due to the fact that the Association is supported by Brookfield as described in Note 5.

#### Interest rate risk

The Association is exposed to the rate cash flow risk as a result of its floating debt disclosed in Note 5, whereby the cash flows required to service the debt will fluctuate with changes in market rates. The risk is mitigated due to the fact that the Association is supported by Brookfield Residential as described in Note 5.

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# LIVINGSTON HOMEOWNERS ASSOCIATION

## Notes to Financial Statements

Year Ended March 31, 2020

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### 9. SUBSEQUENT EVENTS

In April 2020, ATB provided the Association with a demand loan. The purpose of this loan is to finance the construction of the Livingston facility. This loan bears interest at the ATB prime rate plus 0.75% per annum, is due on demand and is payable in interest only until construction is completed. The loan is secured by a general security agreement covering the Association's present and after acquired property and proceeds, a first mortgage agreement registered against the property, postponement and assignment of claims from Brookfield Residential, assignment of major development agreements and construction projects related to the project lands, letter of comfort executed by Brookfield Residential, and general assignment of the Member dues from homeowners in the community to the bank.

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### 10. COMPARATIVE FIGURES

Some of the comparative figures have been reclassified to conform to the current year's presentation.

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## INFORMATION CIRCULAR

### GENERAL INFORMATION & PROXY STATEMENT

#### **SOLICITATION OF PROXIES**

This Information Circular is furnished in connection with the solicitation of proxies by management of the LIVINGSTON HOMEOWNERS ASSOCIATION (the "Company") for use at the Annual General Meeting (the "Meeting") of Members of the Company to be held at virtually through Zoom on **Wednesday, December 2<sup>nd</sup>, 2020 at 7:00 P.M.** (MST). All expenses incurred in connection with the solicitation of proxies will be borne by the Company. Solicitation will be made primarily by mail, but proxies may also be solicited by Directors, officers and employees of the Company.

#### **APPOINTMENT AND REVOCATION OF PROXIES**

Each Voting Member entitled to vote at the Meeting may, by means of a form of proxy in writing executed by the Voting Member or his attorney, authorized in writing, appoint a proxy to attend and vote on his/her behalf at the Meeting. In order to be acted upon at the Meeting, a form of proxy must be delivered to the Livingston Hub, no later than 48 hours (excluding Saturdays, Sundays, and Holidays) before the time of the Meeting, at:

c/o: Livingston Homeowners Association  
1248 Livingston Way N.E., CALGARY, ALBERTA, T3P 0V6  
"Attention: Jenny Miron"

Proxies are to be received at the Livingston Hub no later than 7:00 p.m. on Monday, November 30, 2020.

A Voting Member may revoke a form of proxy previously given by delivering another proper form of proxy bearing a later date than the previously given form of proxy, or by delivering an instrument in writing executed by the Voting Member or by his attorney, authorized in writing, in either case, to the Livingston Hub at:

c/o: Livingston Homeowners Association  
1248 Livingston Way N.E., CALGARY, ALBERTA, T3P 0V6  
"Attention: Jenny Miron"

Proxies are to be received at the Livingston Hub no later than 7:00 p.m. on Monday, November 30, 2020.

#### **EXERCISE OF DISCRETION BY PROXY**

Proxies will be voted or withheld from voting in accordance with the Member's instructions contained therein. The form of Proxy also confers authority on the persons named therein to vote with respect to any other matters which may properly be brought before the Meeting. At the date hereof, management knows of no other such matters.

#### **VOTING BY MEMBERS**

Only Members on record, at the close of business on the 21<sup>st</sup> day of November 2020, are entitled to vote at the Meeting, each Member being entitled to one (1) vote. Members are defined in the Articles of Association (the "Articles") of the Company as restricted to Homeowners and Rental Project Owners. No Member is entitled to vote at the Meeting if at the close of business on the 21<sup>st</sup> day of November 2020, any sum due or payable to the Company by such Member remains unpaid for at least forty-five (45) days following a written request for payment of same.

Where there is more than one owner of a property, there shall be only one Member who shall be the person designated as the Member by all the owners of the property. In the absence of such designation, the first person named as owner in the Certificate of Title, or as Purchaser in an Agreement for Sale, shall be the Member.

Where a residential property is occupied by a tenant, such tenant may be designated as the Member, by and instead of the owner of such property. Where a rental project is involved, the registered owner shall be the Member and notwithstanding how many tenants are residing in the rental project, it shall have only one (1) vote.

As at the close of business on the 21<sup>st</sup> day of November 2020, the Company had 1057 Members in good standing. In addition, there are 427 Brookfield votes in respect of lots registered in Brookfield's name.

**THE TOTAL AMOUNT OF THE COMPANY'S MEMBERS IN GOOD STANDING AT THE CLOSE OF BUSINESS ON NOVEMBER 21<sup>st</sup>, 2020, ARE THE ONLY MEMBERS ENTITLED TO VOTE AT THE MEETING.**

#### **ELECTION OF DIRECTORS**

At the Meeting, it is proposed that the total number of Directors for the Company be established as no more than ten (10) until the next Annual General Meeting. Pursuant to the Articles of the Company, Brookfield is entitled to appoint up to three (3) Directors with the remaining Directors elected at the Meeting. The following persons are the Directors appointed by Brookfield to the Board of Directors of the Company for the ensuing term:

Brendan McCashin (Brookfield)  
 Nolan Frese (Brookfield)  
 Kaitlyn Rankin (Brookfield)

It is proposed that seven (7) Resident Directors be elected at the AGM. The following persons are the current Resident Directors of the Company and have expressed an interest to stand for re-election for the ensuing term:

Nishi Malhotra                      Johnny Thang  
 Tanzeela Naji                      Eva Tran  
 Jeremy Ng  
 Cotie Spring

The following resident Member in good standing has expressed an interest to be nominated for election onto the Board of Directors:

Anik Ralhan                      Sukhpal Sangha

Nominations will also be sought at the meeting for Directors from the Members. Individuals should be aware of the fiduciary responsibilities of Directors generally, as well as the specific limitation of the power of Directors of the Company in respect of Brookfield management contract. Members interested in standing for election at the meeting are invited to contact Jenny Miron via email at gm@livingstonhub.ca

The term of office for each person shall be from the date of the Meeting until the next Annual General Meeting of Members or until his/her successor is elected or appointed. Information is given below with respect to each nominee as a Director, including the length of time each has been a Director of the Company.

The following information is given with respect to the current Directors, and each nominee as a Director, including the length of time each has been a Director of the Company.

Name & Address	Period Served as Director of Company	Principal Occupation
Brendan McCashin Calgary, Alberta	3 years	Senior Development Manager Brookfield Residential
Nolan Frese Calgary, Alberta	1 <sup>st</sup> year	Development Manager Brookfield Residential
Kaitlyn Rankin Calgary, Alberta	1 <sup>st</sup> year	Manager, Finance & Planning Brookfield Residential
Nishi Malhotra Calgary, Alberta	2 years	Area Sales Manager
Tanzeela Naji Calgary, Alberta	2 years	ESL Instructor & Program Supervisor
Jeremy Ng Calgary, Alberta	2 years	Accountant
Cotie Spring Calgary, AB	1 year	
Johnny Thang Calgary, Alberta	2 years	Junior Project Manager Shaw
Eva Tran Calgary, Alberta	2 years	Tourism Marketing & Partnership Specialist CrossIron Mills
Kristie Tran Calgary, Alberta	2 years	Senior Consultant Ernst & Young
Anik Ralhan	Standing for election	Senior Software Consultant KeyData Associates Inc
Sukhpal Sangha	Standing for election	Integrity Services Investigator

The Board would like to extend a special thanks to Kristie Tran for her dedication to the LHOA Board over the past 2 years.

DIRECTORS COMPENSATION - Nil

PENSION PLAN – Nil

EXECUTIVE COMPENSATION AND PLANS – Nil

INCENTIVE SHARE OPTION PLAN FOR OFFICERS AND KEY EMPLOYEES – Nil

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS – Nil

The three (3) Brookfield appointed Directors are employees of Brookfield, who is the operator of the Livingston Amenities. As operator of the Livingston Amenities, Brookfield approves the operating budget for their proper operation and if such operating budget is not fully funded by the income received from Members' dues, as approved by Brookfield, it is required to loan sufficient funds to the Company in order to meet such expenses.

**APPOINTMENT OF AUDITOR**

Management proposes the Board of Directors appoint MNP LLP as Auditor for the Company for the 2020-21 fiscal year.

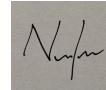
**CERTIFICATE**

The foregoing contains no misstatement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

The management of the Company knows of no amendment, variation or other matters to come before the Annual General Meeting of Members other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgement of the person or persons voting such proxy.

**DATED this 21<sup>st</sup> day of November 2020**

BY THE ORDER OF THE BOARD OF DIRECTORS



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NOLAN FRESE, Secretary

**INSTRUCTIONS FOR PROXY FORMS**

**Appointment and Revocation of Proxies**

A Voting Member desiring to appoint a person (who must also be a Voting Member in Good Standing) to represent him/her at the Meeting may do so by inserting such person’s name in the blank space provided. The completed proxy must be delivered, in person by the Voting Member giving the proxy, to the address indicated below, no later than 48 hours (excluding Saturday, Sundays and Holidays) before the time of the Meeting:

c/o: Livingston Homeowners Association  
1248 Livingston Way N.E., CALGARY, ALBERTA, T3P 0V6  
“Attention: Jenny Miron”

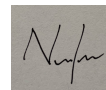
Proxies must be in writing, signed and delivered in person by the Voting Member giving the proxy, no later than 7:00 p.m. on Monday, November 30, 2020 or they will be invalid.

A Member who has given a proxy may revoke it any time before it is exercised. A proxy may be revoked by instrument in writing or, if the Member is a corporation, by an officer or attorney thereof duly authorized, and delivered as indicated above, no later than 7:00 p.m. on Monday, November 30, 2020.

**Voting and Exercise of Discretion by Proxies**

The persons named in the form of proxy will vote the Membership in respect of which they are appointed in accordance with the instructions indicated therein.

BY THE ORDER OF THE BOARD OF DIRECTORS



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NOLAN FRESE, Secretary