



# BCI QuadReal Realty Financial Statements

DECEMBER 31, 2020

British Columbia Investment Management Corporation

## **MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS**

British Columbia Investment Management Corporation (BCI) manages Pooled Investment Portfolios on behalf of governing fiduciaries such as pension fund trustees and other public sector clients. QuadReal Property Group Limited Partnership and affiliates ("QuadReal") manage the Mortgage and Real Estate programs pursuant to asset management agreements as agreed to between BCI and QuadReal. This report contains the financial statements for the BCI QuadReal Realty Pooled Investment Portfolio for the year ended December 31, 2020.

The financial statements of this Pooled Investment Portfolio have been prepared by QuadReal and approved by the BCI Chief Investment Officer/Chief Executive Officer. All of the financial statements have been prepared in accordance with International Financial Reporting Standards. The significant accounting policies used in the preparation of these statements are disclosed in note 3 to the financial statements. The statements include certain amounts that are based on management's judgement and best estimates.

BCI's Board has established an Audit Committee. The BCI Audit Committee's mandate includes oversight of the financial statements of the Pooled Investment Portfolio managed by QuadReal through a governance framework established with QuadReal's Board and Audit Committee. Through this governance framework, the BCI Committee mandate is executed through oversight from QuadReal's Audit Committee and includes making recommendations on the appointment of the external auditor for the Pooled Investment Portfolio, reviewing the external audit plan, reviewing BCI's Service Organization Controls Report for the Investment System of British Columbia Investment Management Corporation, including QuadReal related controls, and reviewing the annual audited financial statements of the Pooled Investment Portfolios. The BCI Committee and QuadReal Committee review the recommendations of the internal and external auditors with respect to internal controls and the responses of management to those recommendations, and also meet with management and the internal and external auditors to review annual audit plans.

BCI and QuadReal maintain a system of internal control and supporting processes to provide reasonable assurance that assets are safeguarded; that transactions are appropriately authorized and recorded; and that there are no material misstatements in the financial statements. BCI's and QuadReal's internal control framework includes: a strong corporate governance structure; a code of conduct that includes conflict of interest guidelines; an organizational structure that provides for appropriate segregation of duties and accountability for performance; an enterprise-wide risk management framework that identifies, monitors and reports on key risks; and adherence to BCI Board-approved Pooled Investment Portfolio Policies and client-approved investment mandates. BCI's and QuadReal's system of internal control is supported by external auditors who review and evaluate internal controls and report directly to the BCI and QuadReal Audit Committees.

The Pooled Investment Portfolio's external auditors, Ernst & Young LLP, have full and unrestricted access to the BCI and QuadReal Audit Committees and BCI and QuadReal management. Ernst & Young LLP discusses with management and the Committees the results of their audit of the Pooled Investment Portfolio financial statements and related findings with respect to such audit. The Pooled Investment Portfolio financial statements are audited by Ernst & Young LLP in accordance with Canadian generally accepted auditing standards. Ernst & Young LLP has performed such tests and other procedures as they considered necessary to express an opinion on the Pooled Investment Portfolio financial statements.

[S] Gordon J. Fyfe

Gordon J. Fyfe  
Chief Executive Officer, BCI  
Chief Investment Officer, BCI

[S] Dennis Lopez

Dennis Lopez  
Chief Executive Officer, QuadReal

[S] Tamara Lawson

Tamara Lawson  
Chief Financial Officer, QuadReal

April 12, 2021

# Independent auditor's report

To the Unitholders of  
**BCI QuadReal Realty**

## Opinion

We have audited the financial statements of **BCI QuadReal Realty** [the "Fund"], which comprise the statement of financial position as at December 31, 2020, and the statement of comprehensive income, statement of changes in net assets attributable to holders of redeemable units and statement of 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 Fund as at December 31, 2020, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ["IFRSs"].

## 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 Fund 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 these 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 IFRSs, 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 Fund's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

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

## Auditor's responsibilities for the audit of the financial statements

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 Fund'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 Fund'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 Fund 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.

Vancouver, Canada  
April 12, 2021

*Ernst & Young LLP*

Chartered Professional Accountants



# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

## Statement of Financial Position

December 31, 2020 with comparative information for 2019

	Note	2020	2019
<b>Assets</b>			
Cash		\$ 38,892	\$ 13,077
Interest and other receivables		78,498	18,407
Loan receivable from related party	6	1,059,369	-
Investments at fair value through profit or loss	5 & 12	14,576,256	14,824,663
Total assets		15,753,015	14,856,147
<b>Liabilities</b>			
Credit facility	8	-	179,123
Commercial paper	9	469,814	-
Notes payable	10	717,560	-
Fund manager cost recoveries payable	6	13,218	8,886
Other accounts payable and accruals		7,403	1,997
Total liabilities excluding net assets attributable to the holders of redeemable units		1,207,995	190,006
<b>Net assets</b> attributable to holders of redeemable units		\$ 14,545,020	\$ 14,666,141
Number of redeemable units outstanding	7	1,329.972	1,318.012
<b>Net assets</b> attributable to holders of redeemable units per unit		\$ 10,936	\$ 11,127

See accompanying notes to financial statements.

[S] Gordon J. Fyfe

Gordon J. Fyfe

Chief Executive Officer, BCI

Chief Investment Officer, BCI



# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

## Statement of Comprehensive Income

Year ended December 31, 2020 with comparative information for 2019

	Note	2020	2019
Revenue:			
Investment income		\$ 271,616	\$ 130,656
Change in fair value of investments:	12		
Net realized (loss) gain		(17,261)	1,423,647
Net change in unrealized appreciation		(478,692)	(271,302)
		(224,337)	1,283,001
Expenses:			
Fund manager cost recoveries	6	13,589	13,264
Interest expense and other		16,302	3,989
Administrative and professional fees		2,042	2,512
		31,933	19,765
Increase (decrease) in net assets attributable to holders of redeemable units from operations excluding distributions		(256,270)	1,263,236
Distributions to holders of redeemable units		(179,579)	(1,487,749)
Decrease in net assets attributable to holders of redeemable units		\$ (435,849)	\$ (224,513)

See accompanying notes to financial statements.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

## Statement of Changes in Net Assets Attributable to Holders of Redeemable Units

Year ended December 31, 2020 with comparative information for 2019

	2020	2019
Balance, beginning of year	\$ 14,666,141	\$ 16,845,757
Decrease in net assets attributable to holders of redeemable units	(435,849)	(224,513)
Redeemable unit transactions:		
Proceeds from units issued	538,396	275,521
Reinvestment of distributions	179,579	1,487,749
Amounts paid for units redeemed	(403,247)	(3,718,373)
Net increase (decrease) from redeemable unit transactions	314,728	(1,955,103)
Balance, end of year	\$ 14,545,020	\$ 14,666,141

See accompanying notes to financial statements.



# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

## Statement of Cash Flows

Year ended December 31, 2020 with comparative information for 2019

	2020	2019
Cash flows provided by (used in):		
Operations:		
Decrease in net assets attributable to holders of redeemable units	\$ (435,849)	\$ (224,513)
Adjustments for:		
Net realized loss (gain) from investments	17,261	(1,423,647)
Net change in unrealized appreciation from investments	478,069	271,302
Non-cash distributions	179,579	1,487,749
Proceeds from sale of investments	2,695,507	4,801,896
Amounts paid for purchase of investments	(2,924,870)	(1,164,550)
Amortization of credit facility	1,312	2,685
Amortization of commercial paper	635	-
Interest and other receivables	(60,091)	(18,400)
Fund manager cost recoveries payable	4,332	664
Other accounts payable	5,406	1,582
	(38,709)	3,734,768
Financing:		
Addition to credit facility	121,999	1,176,434
Repayment of credit facility	(302,434)	(1,000,000)
Addition to commercial paper	2,749,256	-
Repayment of commercial paper	(2,280,077)	-
Addition to notes payable	700,000	-
Addition to affiliate loans payable	-	8,948
Repayment of affiliate loans payable	-	(8,948)
Loans receivable from related party	(1,059,369)	-
Proceeds from units issued	538,396	275,521
Redemption of units	(403,247)	(3,718,373)
Decrease in payable for redemption of units	-	(575,000)
	64,524	(3,841,418)
Net increase (decrease) in cash	25,815	(106,650)
Cash, beginning of year	13,077	119,727
Cash, end of year	\$ 38,892	\$ 13,077

See accompanying notes to financial statements.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

## Schedule of Investments

December 31, 2020

	2020		2019	
	Fair value	Cost	Fair value	Cost
Real Estate Investments <sup>1</sup>	\$14,576,256	\$ 8,225,025	\$14,824,663	\$ 8,012,921
Total investments	\$14,576,256	\$ 8,225,025	\$14,824,663	\$ 8,012,921

<sup>1</sup> Real estate investments are held through private corporations, trusts, and limited partnerships funded by a combination of equity and debt (note 5, note 11(a), and note 12(a)).

See accompanying notes to financial statements.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

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## 1. The portfolio:

British Columbia Investment Management Corporation ("BCI") was established under the *Public Sector Pension Plans Act* as a trust company authorized to carry on trust business and investment management services. The address of BCI's registered office is at 750 Pandora Avenue, Victoria, British Columbia, Canada.

QuadReal Property Group Limited Partnership ("QuadReal") and affiliates manage BCI QuadReal Realty (the "Fund") pursuant to an Asset Management Agreement between BCI and QuadReal. These financial statements have been prepared by QuadReal.

Under the *Public Sector Pensions Plans Act* and the *Pooled Investment Portfolios Regulation, B.C. Reg. 447/99*, BCI may establish and operate pooled investment portfolios "... in which money from trust funds, special funds or other funds, other public money and the money of government bodies and designated institutions may be combined in common for the purpose of investment by means of investment units of participation in a pooled investment portfolio." In addition, pooled investment portfolios previously established under the *Financial Administration Act* and the *Pooled Investment Portfolios Regulation ("Regulations"), B.C. Reg. 84/86*, were continued under the *Pooled Investment Portfolios Regulation, B.C. Reg. 447/99*, to be held in trust by BCI and invested by the Chief Investment Officer of BCI.

The Fund was established on July 31, 1991 and invests in diversified Canadian income-producing properties including institutional grade Canadian office, industrial, residential, retail, hospitality, and mixed-use properties, as well as publicly traded equities and money market instruments.

Effective January 27, 2020, the Fund's legal name changed from Realpool Investment Fund to BCI QuadReal Realty.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

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## 2. Basis of preparation:

### (a) Statement of compliance:

These financial statements have been prepared in compliance with International Financial Reporting Standards ("IFRS"). The financial statements were authorized for issue by the Chief Executive Officer/Chief Investment Officer on April 12, 2021.

### (b) Basis of consolidation:

Real estate investments are held through subsidiaries of the Fund, which include private corporations, trusts, and limited partnerships funded by a combination of equity and debt. The Fund is an investment entity, and as such, does not consolidate the entities it controls. Instead, interests in subsidiaries are classified at fair value through profit and loss and measured at fair value.

The Fund qualifies as an investment entity as it meets the following definition of an investment entity outlined in *IFRS 10, Consolidated Financial Statements* ("IFRS 10"):

- obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services;
- commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- measures and evaluates the performance of substantially all its investments on a fair value basis.

Prior to October 30, 2019, Parkbridge Lifestyle Communities Inc. ("Parkbridge") was a wholly-owned subsidiary of the Fund. Effective October 30, 2019, Parkbridge's Class A shares were acquired by Parkpool, another pooled investment portfolio existing under the *Pooled Investment Portfolios Regulation (British Columbia)*. Parkbridge's Class B shares were retained by the Fund. BCI holds all of the assets of Parkpool in trust and the assets of Parkpool are also managed by QuadReal. As a result of this transaction, these financial statements for 2020 do not include Parkbridge, while the comparative 2019 year reflects Parkbridge's results of operations for 2019 up to October 30, 2019.

No significant judgements or assumptions were made in determining that the Fund meets the definition of an investment entity as defined in IFRS 10.

### (c) Basis of measurement:

These financial statements have been prepared on a historical cost basis, except for investments held at fair value through profit or loss ("FVTPL"), which are measured at fair value.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

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## 2. Basis of preparation (continued):

### (d) Functional and presentation currency:

These financial statements are presented in Canadian dollars, which is the Fund's functional currency.

### (e) Use of estimates and judgement:

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenue and expenses. In determining the fair value of some of its investments, management reviews and assesses the estimates and assumptions provided by external managers regarding investment industry performance and prospects, as well as general business and economic conditions that prevail. By nature, these asset valuations are subjective and do not necessarily result in precise determinations. Financial results as determined by actual events could differ from those estimates and assumptions, and the difference could be material.

The Fund has incorporated the potential impact of COVID-19 into its significant estimates and assumptions that affect the reported amounts of its assets, liabilities, net assets attributable to holders of redeemable units from operations and related disclosures using available information as at December 31, 2020. For the significant estimates and assumptions that have been impacted by COVID-19 underlying the valuation of investment properties and the estimates of expected credit losses on net contractual rents receivable, refer to notes 5 and 12. Due to the continuing risks and uncertainties arising from the COVID-19 health crisis, actual results may differ from these estimates and assumptions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized in the period in which the estimates are revised and in any future period affected. Information about assumptions and estimation uncertainties that have significant risk of resulting in a material adjustment within the next fiscal year is included in note 12 and relate to the determination of fair value of investments with significant unobservable inputs.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

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### 3. Significant accounting policies:

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

(a) Financial instruments:

(i) Recognition and measurement:

All financial instruments are measured at fair value on initial recognition. Measurement in subsequent periods depends on the classification of the financial instrument. Transaction costs are included in the initial carrying amount of financial instruments, except for financial instruments classified as FVTPL, in which case transaction costs are expensed as incurred.

Financial assets and financial liabilities are recognized initially on the trade date, which is the date on which the Fund becomes a party to the contractual provisions of the instrument. The Fund derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired.

Financial assets and liabilities are offset, and the net amount presented in the statement of financial position, only when the Fund has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

A financial asset is measured at amortized cost if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at fair value through other comprehensive income ("FVOCI") if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows and sell financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified and measured at amortized cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Fund may irrevocably elect to measure financial assets that otherwise meet the requirements to be measured at amortized cost or at FVOCI as at FVTPL when doing so results in more relevant information.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

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### 3. Significant accounting policies (continued):

#### (a) Financial instruments (continued):

##### (i) Recognition and measurements (continued):

Financial assets are not reclassified subsequent to their initial recognition, unless the Fund changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

The Fund has not classified any of its financial assets as FVOCI.

Financial liabilities are generally measured at amortized cost, with exceptions that may allow for classification as FVTPL. These exceptions include financial liabilities that are mandatorily measured at FVTPL such as derivative financial liabilities. The Fund may, at initial recognition, irrevocably designate a financial liability as measured at FVTPL when doing so results in more relevant information.

##### (ii) Fair value through profit and loss:

Financial instruments classified as FVTPL are subsequently measured at fair value at each reporting period, with changes in fair value recognized in the Statement of Comprehensive Income in the period in which they occur. The Fund's investments and redeemable units are designated as FVTPL.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Fund's policy is to recognize transfers into and out of the fair value hierarchy levels as of the date of the event or change in circumstances giving rise to the transfer.

The fair value of financial assets and liabilities that are not traded in an active market is determined using valuation techniques. Valuation techniques include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and others commonly used by market participants and which make the maximum use of observable inputs. Should the value of the financial asset or liability, in the opinion of management, be inaccurate, unreliable or not readily available, the fair value is estimated based on the most recently reported information of a similar financial asset or liability.

Financial assets and liabilities classified as amortized cost are recognized initially at fair value plus or minus any directly attributable transaction costs. Subsequent measurement is at amortized cost using the effective interest method, less any impairment losses. The Fund classifies cash, receivable from issuance of redeemable units, interest and other receivables, loan receivable from related party, payable for redemption of units, credit facility, commercial paper, notes payable, fund manager cost recoveries payable, other accounts payable and accruals, as amortized cost.



# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

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### 3. Significant accounting policies (continued):

#### (a) Financial instruments (continued):

##### (iii) Amortized cost:

The effective interest method is a method of calculating the amortized cost of a financial asset or liability and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments throughout the expected life of the financial asset or liability, or where appropriate, a shorter period.

#### (b) Redeemable units:

The Fund classifies financial instruments issued as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments. In accordance with the Regulations, the Fund is required to distribute, to holders of the Fund's redeemable units, the taxable income and taxable capital gains of the Fund at least annually. Accordingly, such units are classified as financial liabilities at FVTPL and measured at redemption amount Net Asset Value ("NAV"). Distributions to holders of redeemable units are recognized in comprehensive income when they are authorized.

#### (c) Issuance and redemption of units:

Participation in the Fund is expressed in units. The initial value of a unit on inception was \$1,000. For each subsequent unit issuance and redemption, the unit value is determined by dividing the fair value of the net assets of the Fund by the total number of units outstanding. Where the Fund invests in another BCI Fund, the unit issuances and redemptions are transacted on the same basis as client transactions. All unit transactions are recorded on a trade date basis.

#### (d) Income recognition:

Investment income is recognized on an accrual basis using the effective interest method. Portfolio transactions are recorded on the trade date. Realized gains and losses arising from the sale of investments are determined on the average cost basis of the respective investments. The year-over-year change in the difference between the fair value and the cost of the investments held at year-end is recognized as a net change in unrealized appreciation. Commissions, stock exchange fees and other identifiable transaction costs that are directly attributable to the acquisition or disposal on an investment are expensed as incurred. Pursuit costs are charged to net income of the Fund in the period incurred.

#### (e) Income taxes:

The Fund is established in accordance with the *Pooled Investment Portfolios Regulation* and its assets are held in trust by BCI; it is immune from taxation by virtue of BCI being a provincial Crown agent.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

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## 4. Recent accounting pronouncements

### Amendments to IAS 1, *Presentation of Financial Statements*

Amendments to IAS 1 align the definition of “material” across the standards and clarify certain aspects of definition. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity. The adoption of the amendments to the definition of material did not have a significant impact on BQR’s financial statements.

## 5. Investments at fair value through profit and loss:

The Fund manages the following types of investments and determines fair value as follows:

### (i) Real estate investments:

Real estate investments consist of equity and debt investments in 101 wholly-owned (2019 – 130) and 27 partially owned (2019 – 27) subsidiary entities which are corporations, limited partnerships and trusts (all established in Canada). These subsidiaries qualify as investments and are not consolidated in these financial statements but are instead reported at fair value.

The fair value of subsidiary entities (corporations, limited partnerships and trusts) is determined by the NAV of the entity, which is a sum of the fair value of the real estate properties and underlying entities, net of the fair value of issued mortgages and notes and the other short-term assets and liabilities. Fair value for the real estate properties and/or other entities held by the subsidiaries is primarily determined using discounted cash flows based on various factors such as operating income, discount rate and terminal capitalization rates, or market comparatives.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

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## 6. Related party transactions:

The Fund's related parties include QuadReal, BCI, the Province of British Columbia and related entities, investments where the Fund has a controlling interest or significant influence, entities with common ownership and other related entities for which the Fund provides investment management services. The Fund had the following transactions with related parties during the year.

- The Fund incurred cost recoveries from BCI and QuadReal, including indirect costs initially paid by BCI and QuadReal. These costs were recovered from the Fund through cost recoveries charged by BCI and QuadReal. BCI and QuadReal cost recoveries and the corresponding payable are disclosed as Fund manager cost recoveries in the Fund's Statement of Comprehensive Income and Statement of Financial Position.
- In 2015, a subsidiary of the Fund entered into a joint venture arrangement (50% co-owner) for the construction of a new office development in Victoria, B.C. BCI entered into an arm's length lease to rent office space as the primary tenant of the building. The lease commenced on March 1, 2018, for an initial term of twenty years with 3 five-year renewal options. As at December 31, 2020, minimum lease revenue to be received by the joint venture is estimated at \$184,601 over eighteen years excluding GST and other non-contractual amounts.
- The Fund provided related party loans to various international affiliates, which as at December 31, 2020, totaled \$1,059,369 (2019 – Nil). These loans accrue variable interest ranging from 1.75% to 6.15% and carry maturities between three to five years.
- In December 2020, the Board of Directors of QuadReal approved and declared a cash distribution of which \$67,005 is payable to the Fund through one of its subsidiary entities. This amount is included in accounts receivable at December 31, 2020.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

## Notes to Financial Statements

Year ended December 31, 2020

### 7. Redeemable units:

The Fund is authorized to issue an unlimited number of redeemable units. Redeemable units issued and outstanding represent the capital of the Fund. The Fund is not subject to any internally or externally imposed restrictions on its capital. The capital of the Fund is managed in accordance with the Fund's investment objectives, including managing the redeemable units to ensure a stable base to maximize returns to all investors, and managing liquidity in order to meet redemptions.

The following is a summary of the changes in redeemable units outstanding during the year:

	2020	2019
	# of units	# of units
Outstanding, beginning of year	1,318.012	1,629.940
Issued	48.384	25.903
Issued on reinvestment of distributions	16.460	134.491
Consolidation of units	(16.460)	(134.491)
Redeemed	(36.424)	(337.831)
Outstanding, end of year	1,329.972	1,318.012

### 8. Credit facility:

	2020		2019	
	Cost	Fair value	Cost	Fair value
Credit facility	\$ -	\$ -	\$ 180,000	\$ 179,123

In February 2020, the Fund established a three-year \$2,000,000 senior unsecured committed credit facility to support general funding requirements. As at December 31, 2020, there were no outstanding amounts under this facility.

The Fund maintains a \$500,000 senior unsecured and uncommitted credit facility to support general funding requirements. As at December 31, 2020, there were no outstanding amounts under this facility (December 31, 2019 – \$179,123). This facility was renewed in July 2020.

The Fund also maintains a total of \$400,000 credit facilities to support overdraft requirements and the issuance of letters of credit. As at December 31, 2020, a total of \$152,001 of letters of credit had been issued under these facilities to support operations and development (2019 – \$140,573).

Interest rates on the credit facilities are based on London Inter-Bank Offered Rate or Bankers' Acceptance rates.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

## Notes to Financial Statements

Year ended December 31, 2020

### 9. Commercial paper:

	2020		2019	
	Cost	Fair value	Cost	Fair value
Commercial paper	\$ 470,000	\$ 469,814	\$ -	\$ -

In April 2020, the Fund launched a \$1,500,000 commercial paper program to support short-term general funding requirements. DBRS Limited (“DBRS”) assigned the program a credit rating of ‘R- 1 (low)’ with a stable outlook. As at December 31, 2020, there was \$469,814 (2019 – nil) of outstanding commercial paper under this program.

### 10. Notes payable:

	2020		2019	
	Cost	Fair value	Cost	Fair value
Series 1	\$ 350,000	\$ 361,645	\$ -	\$ -
Series 2	350,000	355,915	-	-
Total notes payable	\$ 700,000	\$ 717,560	\$ -	\$ -

In June 2020, the Fund established a Medium Term Note Program under a Master Trust Indenture dated June 2, 2020 (the “Indenture”). Under the Indenture, the net proceeds of issuances under this program are to be loaned to bclMC Realty Corporation, a wholly owned subsidiary, under the exact terms as the Fund’s notes. BQR’s notes payable rank pari passu to all outstanding notes at bclMC Realty Corporation.

On June 2, 2020, the Fund issued \$350,000 of unsecured notes under this program maturing on March 3, 2025. The notes were rated AA (low) by DBRS and bear an interest rate of 1.68%.

In July 2020, QuadReal established a green bond framework to finance qualifying expenditures on green buildings, renewable energy, resource and energy efficiency, pollution prevention, clean transportation and climate change adaptation (the “Framework”). On July 24, 2020, the Fund issued its inaugural green bond offering of \$350,000 under its Medium Term Note Program. The green bonds have a maturity date of July 24, 2030 and bear an interest rate of 1.747%. Proceeds from the Fund’s green bond issuances are restricted in purpose and are used solely to finance eligible investments under the Framework. As of the date of issuance, the net proceeds of \$348,873 were fully allocated to various qualifying expenditures under the Framework.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

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## 11. Financial risk management:

### (a) Risk management framework:

The investment objective of the Fund is to provide clients with exposure to a portfolio of Canadian real estate and real estate-related investments. The Fund's holdings are highly diversified by property type, geographic locations, investment size, and investment risk. The Fund primarily concentrates on high-quality income-producing Canadian office, industrial, residential, retail, hospitality and mixed-use properties located in geographic regions that have strong and growing economies. The Fund's investment strategy is to be well diversified and to hold quality properties that will perform well across multiple economic cycles. Real estate investments are only made when there is a reasonable expectation that return objectives can be achieved over a ten-year horizon.

The Fund can invest in the following assets:

- eligible real estate investments for pension plans under the *Pension Benefits Standard Act (B.C.)*;
- real estate-related investments, including trust units, partnership interests, shares and debt;
- units in external real estate managers' pooled funds provided such holdings are permissible investments for the Fund;
- derivative instruments for the purposes of synthetic indexing, risk control, lowering transaction costs, and/or liquidity management; and
- BCI Canadian Money Market Funds ST1 and ST2; and/or government debt securities with a maximum term to maturity of one year, for cash management purposes.

The following restrictions apply to the Fund's use of debt financing:

- it may only be used in a prudent manner for real estate and real estate-related investment; and
- it may not be created if, as a result, the loan-to-market ratio of the Fund would exceed 35 percent.

As of December 31, 2020, the loan-to-market value ratio of the overall real estate portfolio, including Fund level debt, was 26.32% (2019 – 23.98%).

BCI, as trustee of the Fund, has the power to vary the investments and assets of the Fund and reinvest proceeds realized from the investments of the Fund all within the bounds of the investment policies, rules and restrictions established for and governing the Fund.

The Fund's activities expose it to a variety of financial risks. For the purposes of describing the financial risks of the Fund, the underlying corporation, trust, and limited partnership hold the following underlying net assets which make up the real estate assets of the Fund:

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

## 11. Financial risk management (continued):

### (a) Risk management framework (continued):

	December 31, 2020		December 31, 2019	
	Total	% of total	Total	% of total
Real estate properties	\$ 16,886,455	115.9	\$ 17,941,784	121.0
Equity investments	643,302	4.4	642,086	4.3
Mortgages	(1,498,217)	(10.3)	(1,457,728)	(9.8)
Notes payable	(2,632,331)	(18.1)	(1,843,368)	(12.4)
Commercial paper	(469,814)	(3.2)	(846,445)	(5.7)
Other net assets	1,646,861	11.3	388,334	2.6
	\$ 14,576,256	100%	\$ 14,824,663	100%

As a result of the COVID-19 pandemic, as further detailed in note 16, there continues to be significant volatility and uncertainty in securities markets. The duration and impact of the COVID-19 pandemic remain uncertain at this time, and accordingly the pandemic may continue to affect the Fund's investment portfolio.

### (b) Credit risk:

Credit risk is the risk of financial loss to the Fund, which arises from the possibility that:

- Tenants may experience financial difficulty and be unable to meet their obligations to the Fund's subsidiary entities.
- Borrowers default on the repayment of their loans receivable to the Fund.
- Third-parties default on their repayment of debt whereby the Fund has provided guarantees.

The Fund's credit risk is limited to the recorded amount of these obligations. To mitigate tenant credit risk, the Fund has a diverse set of tenants in a variety of industries and geographies, and the Fund performs ongoing credit evaluations of its customers and establishes allowances for potential losses. The Fund reviews contractual rent receivables on a regular basis and reduces carrying amounts through the use of an allowance for doubtful accounts in the Fund's subsidiary entities. During the COVID-19 pandemic, the Fund's subsidiary entities strategically managed their rent collection processes and supported tenants by actively participating in the federal government's Canada Emergency Commercial Recovery Assistance (CECRA) program for eligible tenants.



# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

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## 11. Financial risk management (continued):

### (c) Liquidity risk:

Liquidity risk is the risk that the Fund will be unable to generate sufficient cash in a timely manner or at a reasonable price to meet commitments as they come due. The Fund is exposed to the liquidity risk associated with the requirement to redeem units. Redeemable units of the Fund may only be acquired by eligible clients or client groups in accordance with the Fund's purchasing limits that may be established by the Chief Investment Officer (CIO). In order to protect the interest of all clients, the CIO may also establish redemption limits for the Fund. The purchase and redemption limits may vary depending on market circumstances, client demand, and the liquidity of the underlying investments.

In April 2020, the Fund launched a \$1,500,000 commercial paper program to support short-term general funding requirements. DBRS assigned the program a credit rating of 'R-1 (low)' with a stable outlook. The commercial paper program is used to provide short-term funding at interest rates of less than 2 percent and for less than one year in duration.

To support general funding requirements, the Fund established in February 2020 a three-year \$2,000,000 senior unsecured committed credit facility.

The Fund also maintains a \$500,000 senior unsecured and uncommitted credit facility to support general funding requirements and was renewed in July 2020. The Fund also maintains a total of \$400,000 credit facilities to support overdraft requirements and the issuance of letters of credit.

### (d) Market risk:

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and equity prices, will affect the Fund's income or the fair value of its holdings of financial instruments.

#### (i) Interest rate risk:

Interest rate risk is the risk that the market value or cash flows on interest-bearing investments will fluctuate due to changes in market interest rates. The variable interest rate notes and fixed rate notes of the Fund are receivable from the underlying corporations, limited partnerships and trusts, so the Fund is not subject to interest rate risk on these financial instruments.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

## Notes to Financial Statements

Year ended December 31, 2020

### 11. Financial risk management (continued):

#### (d) Market risk (continued):

##### (i) Interest rate risk (continued):

The mortgages of the underlying non-consolidated subsidiary corporations, trusts and limited partnerships bear interest rates up to 6.96% (2019 – 6.96%) with weighted average rates of 2.02% (2019 – 2.24%). They are due at various dates to 2043. Principal repayments on the mortgages are due as follows:

	Principal repayments
2021	\$ 207,131
2022	445,224
2023	16,983
2024	78,118
2025 and thereafter	719,907
	<hr/>
	\$ 1,467,363

The notes payable of the underlying non-consolidated corporations consist of unsecured series notes payable and a secured promissory note, which have the following terms and fixed interest rates, respectively:

			2020	2019
	Maturity date	Interest rate	Fair value	Fair value
Series 10	June 29, 2022	3.51%	\$ 256,005	\$ 253,509
Series 12	June 3, 2021	2.10%	347,609	345,394
Series 13	June 3, 2025	2.84%	475,518	450,570
Series A	August 11, 2022	2.15%	246,228	240,393
Series B	March 31, 2027	3.00%	552,905	516,996
4800 Yonge Street	December 31, 2029	0.01%	36,506	36,506
Series 1	March 3, 2025	1.68%	361,645	-
Series 2	July 24, 2030	1.75%	355,915	-
			<hr/>	<hr/>
			\$ 2,632,331	\$ 1,843,368

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

## 11. Financial risk management (continued):

(d) Market risk (continued):

(i) Interest rate risk (continued):

The commercial paper program is used to provide short-term funding at interest rates of less than 2 percent and for less than one year in duration. As at December 31, 2020, there was \$469,814 of commercial paper outstanding (2019 – nil).

(ii) Real estate risk:

The Fund has identified the following risks associated with the real estate portfolio:

- The Fund's subsidiaries may undertake development activity to acquire properties that are not otherwise available in the marketplace or to enhance returns by accepting more manageable risk. Typical risks include the developer being unable to complete the project, the project is not completed on time or the project is not completed on budget. The Fund's subsidiaries generally use developers with strong expertise and reputation. The near-term focus for the Fund is to grow the portfolio through a combination of acquisitions and developments, which may result in higher development risk in the near term that will decline as projects are completed.
- The exposure of the fair values of the Fund to market and occupier fundamentals.

(iii) Other valuation risk:

As at December 31, underlying real estate investment properties held by the Fund were diversified across the following property sectors:

	2020		2019	
	Total	% of total	Total	% of total
Real estate properties				
Retail	\$ 1,369,930	8.1	\$ 1,771,503	9.9
Office	6,239,965	37.0	7,414,415	41.3
Industrial	2,215,189	13.1	2,272,010	12.7
Residential	3,191,045	18.9	3,050,620	17.0
Retirement homes	256,900	1.5	289,800	1.6
Hospitality	81,801	0.5	-	-
Development property	3,531,625	20.9	2,754,236	15.3
Property held for sale	-	-	389,200	2.2
	\$ 16,886,455	100	\$ 17,941,784	100

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

## 11. Financial risk management (continued):

(d) Market risk (continued):

(iii) Other valuation risk (continued):

As at December 31, real estate investment properties held by the Fund were diversified across the following geographic regions in Canada:

Real estate properties	2020		2019	
	Total	% of total	Total	% of total
British Columbia	\$ 5,419,736	32.1	\$ 5,394,276	30.1
Alberta	3,412,383	20.2	4,104,689	22.9
Saskatchewan	30,610	0.2	30,410	0.2
Manitoba	328,894	1.9	292,949	1.6
Ontario	7,512,982	44.5	7,359,855	40.9
Quebec	181,850	1.1	370,405	2.1
Nova Scotia	-	-	389,200	2.2
	\$ 16,886,455	100	\$ 17,941,784	100

## 12. Fair value of financial instrument:

(a) Fair value hierarchy:

The fair values of financial assets and financial liabilities that are traded in active markets are based on quoted market prices or dealer price quotations. For all other financial instruments, the Fund determines fair value using other valuation techniques.

For financial instruments that trade infrequently and have little price transparency, fair value is less objective and requires varying degrees of judgment depending on liquidity, concentration, uncertainty of market factors, pricing assumptions and other risk affecting the specific instrument.

The Fund measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making measurements.

- Level 1: Quoted market prices (unadjusted) in active markets for identical instruments.
- Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly unobservable.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

## Notes to Financial Statements

Year ended December 31, 2020

### 12. Fair value of financial instrument (continued):

#### (a) Fair value hierarchy (continued):

The table below shows investments measured at fair value at the reporting date by the level in the fair value hierarchy into which the fair value measurement is categorized. All fair value measurements are recurring.

Type of investment	December 31, 2020					Total
		Level 1 Quoted Price-in active market	Level 2 Significant observable inputs	Level 3 Significant unobservable inputs		
Real estate investments	\$	-	\$ -	\$ 14,576,256		\$ 14,576,256
Total investments	\$	-	\$ -	\$ 14,576,256		\$ 14,576,256
Commercial paper	\$	-	\$ -	\$ 469,814		\$ 469,814
Notes payable		-	-	717,560		717,560
Total	\$	-	\$ -	\$ 1,187,374		\$ 1,187,374

  

Type of investment	December 31, 2019					Total
		Level 1 Quoted Price-in active market	Level 2 Significant observable inputs	Level 3 Significant unobservable inputs		
Real estate investments	\$	-	\$ -	1\$ 4,824,663		\$ 14,824,663
Total investments	\$	-	\$ -	\$ 14,824,663		\$ 14,824,663
Credit facility		-	-	179,123		179,123
Total	\$	-	\$ -	\$ 179,123		\$ 179,123

During 2020 and 2019, there were no transfers between Levels 1, 2, or 3.

Real estate investments	2020	2019
Opening balance, January 1, 2020	\$ 14,824,663	\$ 16,660,165
Total gains recognized in profit or loss	(17,261)	1,423,370
Purchases	2,924,870	1,114,526
Sales	(2,695,507)	(4,102,096)
Total unrealized gains for the year included in profit and loss	(460,509)	(271,302)
Closing balance, December 31, 2020	\$ 14,576,256	\$ 14,824,663

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

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## 12. Fair value of financial instrument (continued):

### (b) Valuation models:

The objective of valuation techniques is to arrive at a fair value measurement that reflects the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date.

The Fund uses widely recognized valuation methods for determining the fair value of common and simpler financial instruments that use only observable market data which requires little management judgment and estimation. Valuation techniques include net present value and discounted cash flow models, comparison with similar instruments for which observable market prices exist and other valuation models. Assumptions and inputs used in valuation techniques include risk-free and benchmark interest rates, credit spreads and other factors used in estimating discount rates and money market prices.

Observable prices and model inputs are usually available in the market for equities. The availability of observable market prices and model input reduces the need for management judgment and estimation and reduces the uncertainty associated with the determination of fair values. The availability of observable market prices and inputs varies depending on the products and markets and is prone to changes based on specific events and general conditions in the financial markets.

For more complex instruments, such as equity investments and debt, the Fund uses proprietary valuation models, which are usually developed from recognized valuation models. Some or all of the significant inputs into these models may not be observable in the market and are derived from market prices or rates or are estimated based on assumptions. Valuation models that employ significant unobservable inputs require a higher degree of management judgment and estimation in the determination of fair value. Management judgment and estimation are usually required for the selection of the appropriate valuation model to be used, determination of expected future cash flows on the financial instruments being valued, determination of the probability of counterparty default and prepayments and selection of appropriate discount rates.

Fair value estimates obtained from models are adjusted for any other factors, such as liquidity risk or model uncertainties, to the extent that the Fund believes that a third-party market participant would take them into account in pricing a transaction. Fair values reflect the credit risk of the instrument and include adjustments to take account of the credit risk of the Fund and the counterparties where appropriate.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

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## 12. Fair value of financial instrument (continued):

### (c) Valuation framework:

The Fund has an established framework with respect to the measurement of fair values and applies the following specific controls in relation to the determination of fair values:

- verification of observable pricing inputs;
- appraisal of domestic real estate properties annually by accredited independent appraisers;
- analysis and investigation of significant valuation movements for real estate investments; and
- review of unobservable inputs and valuation adjustments for real estate investments.

When third party information, such as broker quotes or pricing services, is used to measure fair value, then QuadReal management assesses and documents the evidence obtained from the third parties to support the conclusion that such valuations are appropriate. This includes:

- verifying that the broker or pricing service is approved by the Fund for use in pricing the relevant type of financial instrument;
- understanding how the fair value has been arrived at and the extent to which it represents actual market transactions;
- when prices for similar instruments are used to measure fair value, how these prices have been adjusted to reflect the characteristics of the instrument subject to measurement; and
- if a number of quotes for the same financial instrument have been obtained, then how fair value has been determined using those quotes.



# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

## 12. Fair value of financial instrument (continued):

(d) Significant unobservable inputs used in measuring value:

2020				
	Fair Value	Valuation Technique	Unobservable Input	Sensitivity to Change in Significant Unobservable Input
Real estate investments	\$14,576,256	Unadjusted Net Asset Value	Net Asset Value is compiled by the investment managers based on various unobservable inputs as applicable to each underlying investment.	<p>The estimated fair value would increase (decrease) if the following changes were made to valuations of the underlying investments in the investees and unlisted private equity investee funds:</p> <ul style="list-style-type: none"> <li>– the discount rates were lower (higher);</li> <li>– the EV/EBITDA multiples were higher (lower); or</li> <li>– a change in the annual revenue growth rate is accompanied by a directionally similar change in the EBITDA margin.</li> </ul>
2019				
	Fair Value	Valuation Technique	Unobservable Input	Sensitivity to Change in Significant Unobservable Input
Real estate investments	\$14,824,663	Unadjusted Net Asset Value	Net Asset Value is compiled by the investment managers based on various unobservable inputs as applicable to each underlying investment.	<p>The estimated fair value would increase (decrease) if the following changes were made to valuations of the underlying investments in the investees and unlisted private equity investee funds:</p> <ul style="list-style-type: none"> <li>– the discount rates were lower (higher);</li> <li>– the EV/EBITDA multiples were higher (lower); or</li> <li>– a change in the annual revenue growth rate is accompanied by a directionally similar change in the EBITDA margin.</li> </ul>

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

## 12. Fair value of financial instrument (continued):

(d) Significant unobservable inputs used in measuring value (continued):

- (i) Enterprise Value ("EV") and earnings before interest, tax, depreciation, and amortization ("EBITDA") multiples:

Represent amounts that market participants would use when pricing the investments. QuadReal management assesses both the risk premium and the appropriate risk-free rate based on the economic environment in which the investee operates to determine the discount rate. The discount rate is adjusted for such matters as liquidity differences, credit and market factors. Cash flows used in the discounted cash flow model are based on projected cash flows or earnings of the respective underlying real estate property or investment.

- (ii) Discount rate:

Represents the discount rate applied to the expected future cash flows of each underlying real estate investment property or investment. QuadReal management assesses both the risk premium and the appropriate risk-free rate based on the economic environment in which the investee operates to determine the discount rate. The discount rate is adjusted for such matters as liquidity differences, credit and market factors. Cash flows used in the discounted cash flow model are based on projected cash flows or earnings of the respective underlying real estate property or investment.

(e) Effects of unobservable input on fair value measurement:

Although the Fund believes its estimates of fair value in Level 3 are appropriate, the use of different methodologies or assumptions could lead to different measurements of fair value and net assets attributable to holders of redeemable units. The following table shows how the net assets attributable to holders of redeemable units would change if the valuation of the real estate investments were calculated by adjusting the respective net assets and debt by 10%.

Real estate investments	2020	2019
Favourable	\$ 1,457,626	\$ 1,482,466
Unfavourable	(1,457,626)	(1,482,466)

(f) Other financial instruments:

The carrying value of cash, interest and other receivables, fund manager cost recoveries payable and other accounts payable and accrual, approximates their fair value given their short-term nature.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

## 13. Involvement with subsidiaries and associates:

The Fund's investments are held primarily through 101 wholly-owned (2019 – 130) and 27 partially owned (2019 – 27) subsidiary entities, all of which constitute structured entities. Structured entities are entities that have been designed so that voting or other similar rights are not the dominant factor in determining who controls the entity. These structured entities have been set up by BCI and QuadReal to manage credit and other risks that may arise in the course of administering the underlying investments.

During 2020 and 2019, the Fund provided financial support to subsidiaries or associates for investment and operation activities and has committed to providing financial support under loan arrangements or shareholders' resolutions as needed.

## 14. Involvement with structured entities:

In addition to the entities described in note 13, the Fund holds interests in other structured entities which are comprised of two directly held trusts. These entities are organized as unit trusts. The entities have been constituted to manage assets on behalf of third-party investors and are financed through the issuance of units to investors. The table below sets out the interests held by the Fund in these other structured entities:

Entity	2020			2019		
	Number of entities	Total net assets of entities	Carrying amount	Number of entities	Total of assets of entities	Carrying amount
Investment in trusts	2	\$ 527,014	\$ 527,014	2	\$ 496,754	\$ 496,754
		\$ 527,014	\$ 527,014		\$ 496,754	\$ 496,754

The carrying amount of the investments held in these underlying funds represents the Fund's maximum exposure to loss. The Fund has commitments to provide financial support to wholly owned subsidiaries to fund day-to-day operations and investment activity. During 2020, the Fund provided \$62,084 (2019 – \$68,897) in financial support to the structured entities for investment activities.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

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## 15. Commitments and contingencies:

As at December 31, 2020, the Fund had the following outstanding commitments and contingencies:

- (a) The Fund, its wholly owned corporations, limited partnerships and trusts have property purchase and development commitments of \$2,338,651 (2019 – \$2,158,971) and have issued irrevocable standby letters of credit totaling \$152,001 (2019 – \$140,573) in support of projects and operations.

Certain investments of the Fund may, in the normal course of business activities, be involved in disputes with third parties. QuadReal management assesses the likelihood of loss relating to any disputes and has determined that such disputes would not have a material impact on the NAV of the Fund.

- (b) The Fund maintains a credit enhancement program whereby the Fund provides financial guarantees to its subsidiaries and international affiliates to secure lower financing costs in support of construction and other investment activities. As at December 31, 2020, the Fund's potential financial exposure was \$295,745 (2019 – \$34,352). The Fund also has outstanding guarantees for various credit agreements in the amount of \$109,267 (2019 – \$109,921). In addition, in May 2020, the Fund provided a new guarantee on an uncommitted revolving \$10,000 demand credit facility to affiliates which was undrawn as at December 31, 2020.
- (c) A number of claims are pending in which BQR may be the plaintiff or defendant. In the opinion of QuadReal management, the ultimate resolution of any current lawsuits would not have a material effect on BQR's financial position or results of operations.

## 16. Uncertainties related to COVID-19:

On March 11, 2020, the outbreak of the novel strain of the coronavirus ("COVID-19") was declared a pandemic by the World Health Organization ("WHO"), prompting many national, regional, and local governments to implement preventative or protective measures. As a result, COVID-19 and the related restrictive measures have had a significant financial and market impact including significant volatility in equity prices, interest rates, bond yields, and foreign exchange rates. The situation is dynamic, with various cities and countries around the world responding in different ways to address the outbreak. Government and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. Management is closely monitoring its operations, liquidity and capital resources and is actively working to minimize the current and future impact of this unprecedented situation. The duration and impact of COVID-19 are unknown at this time; as such, it is not reasonably possible to evaluate the impact of the pandemic on the Fund in future periods.

# BCI QUADREAL REALTY

(Expressed in thousands except number of units)

Notes to Financial Statements

Year ended December 31, 2020

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## 17. Subsequent events:

- (a) On February 4, 2021, the Fund issued \$400,000 of unsecured notes payable maturing on February 4, 2026 bearing interest at a rate of 1.073% under its Medium Term Note Program.
- (b) In February 25, 2021, the Fund established a two year \$500,000 senior unsecured syndicated facility to support general corporate and investment purposes.
- (c) On March 12, 2021, the Fund issued a Series 4 green bond offering of \$400,000 under its Medium Term Note Program. The green bonds have a maturity date of March 12, 2024 and bear an interest rate of 1.056%. Proceeds from the Fund's green bond issuances are restricted in purpose and used solely to finance eligible investments under the Framework. The net proceeds of \$398,980 have been fully allocated to various qualifying expenditures within the look-back period as defined under the Framework.
- (d) Subsequent to the Supreme Court of Canada decision of December 13, 2019, it was unclear whether the Personal Investment Plans ("PIPs") would be entitled to a rebate of amounts paid in lieu of the goods and services tax (GST) under the Reciprocal Tax Agreement (RTA) between the Government of British Columbia and the Government of Canada. As such, the RTA liability for the years ended December 31, 2017 to 2020 was recorded with no offsetting receivable in respect of a rebate.

However, on March 10, 2021, the BC Ministry of Finance and the Department of Finance Canada agreed to amend Schedule A of the RTA to explicitly acknowledge the PIPs' entitlement to a rebate of the amounts paid under the RTA. Furthermore, Finance Canada has confirmed that prior year GST assessments will be vacated by the Canada Revenue Agency and no further GST assessments will be issued against BCI for past filing periods in respect of costs recovered from the PIPs.

Therefore, the RTA accrued liability at December 31, 2020 will be reversed by April 2021.