

**Wanda Morris, CPA, CA**  
Surrey, BC

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British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
Manitoba Securities Commission  
Ontario Securities Commission  
Autorité des marchés financiers  
Office of the Superintendent of Securities, Service NL  
Financial and Consumer Services Commission, New Brunswick  
Superintendent of Securities, Department of Justice and Public Safety, Prince Edward Island  
Nova Scotia Securities Commission  
Office of the Yukon Superintendent of Securities  
Northwest Territories Office of the Superintendent of Securities  
Nunavut Securities Office

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**Delivered via email to:**

Gordon Smith  
Associate Manager, Legal Services, Corporate Finance  
British Columbia Securities Commission  
1200 - 701 West Georgia Street  
P.O. Box 10142, Pacific Centre  
Vancouver, British Columbia V7Y 1L2  
[gsmith@bcsc.bc.ca](mailto:gsmith@bcsc.bc.ca)

Steven Weimer  
Manager, Compliance, Data & Risk  
Corporate Finance – Compliance, Data & Risk  
Alberta Securities Commission  
Suite 600, 250 – 5th Street SW  
Calgary, Alberta T2P 0R4  
[steven.weimer@asc.ca](mailto:steven.weimer@asc.ca)

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The Secretary  
Ontario Securities Commission  
20 Queen Street West 22nd Floor  
Toronto, Ontario M5H 3S8  
[comments@osc.gov.on.ca](mailto:comments@osc.gov.on.ca)

Me Philippe Lebel  
Corporate Secretary and Executive Director, Legal Affairs  
Autorité des marchés financiers  
Place de la Cité, tour Cominar  
2640, boulevard Laurier, bureau 400  
Québec (Québec) G1V 5C1  
[consultation-en-cours@lautorite.qc.ca](mailto:consultation-en-cours@lautorite.qc.ca)

**Re: CSA Notice and Request for Comment Proposed Amendments to National Instrument 45-106 Prospectus Exemptions and Proposed Changes to Companion Policy 45-106CP Prospectus Exemptions Relating to the Offering Memorandum Prospectus Exemption**

I am pleased to provide comments on the provisions of the above CSA Proposal. My comments will address ways to improve information provided to investors in real estate activities and help protect them from harm.

**Independent Appraisal to be performed by Qualified Appraiser**

The CSA proposal states that issuers engaged in real estate activities would be subject to new requirements, including providing an independent appraisal of an interest in real property to the purchaser under certain circumstances.

I am in favour of the requirement for an independent appraisal, and would like the CSA to go further.

The appraisal must not just be independent, it must also be performed by an appropriately qualified individual or firm who investors may reasonably rely upon. An appraisal may be independent without being reliable. For example, many residential realtors provide free appraisals on request, such an appraisal is unlikely to be sufficiently reliable to protect

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investors. The new instrument needs to specify the experience and qualifications needed to be a qualified appraiser.

### **Appraisal to Reflect Value of Real Property Under Current Status**

Real estate projects typically feature developmental hurdles which significantly impact their value. For instance, a project may require a change in zoning, an exemption to density requirements, or a waiver of required parking spaces. Failure to surmount these hurdles can significantly impact investors' returns.

The current disclosure requirements for Offering Memoranda relating to real estate projects requires:

*the issuer disclose each significant event that must occur to accomplish the development project, the specific time period in which each event is expected to occur and the costs related to each event.*

Where an appraisal is required, the appraisal must be based on the current status of the project and not contemplate any change in value for significant events that have not yet occurred.

For example, if the success of a project is contingent on rezoning, the issuer must be required to disclose the appraised value of the real property without the rezoning. A prospective investor cannot make an informed investment decision without this knowledge.

Thank you for the opportunity to provide comments. I welcome the public posting of this submission and would be pleased to discuss this letter with you.

Sincerely,

*Wanda Morris*

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