

COURT FILE NUMBER 1403-13215
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
PLAINTIFF E CONSTRUCTION LTD.
DEFENDANTS SPRAGUE-ROSSER CONTRACTING CO. LTD.
AND REGIONAL MUNICIPALITY OF WOOD BUFFALO
DOCUMENT SECOND SUPPLEMENTAL REPORT TO THE NINTH
REPORT OF ALVAREZ & MARSAL CANADA INC., IN ITS
CAPACITY AS COURT APPOINTED RECEIVER OF
SPRAGUE-ROSSER CONTRACTING CO. LTD., SPRAGUE-
ROSSER DEVELOPMENTS INC., PACIFIC FEDERATION
EQUITY GROUP INC.

Clerk's Stamp



May 19th, 2017

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

RECEIVER

ALVAREZ & MARSAL CANADA INC.
Todd M. Martin
Tom Powell
400 Burrard Street
Suite 1680, Commerce Place
Vancouver, British Columbia V6C 3A6
Phone: (604) 639-0846
Email: tpowell@alvarezandmarsal.com

COUNSEL

MCCARTHY TETRAULT LLP
Sean Collins
Walker MacLeod
Pantelis Kyriakakis
Suite 4000, 421 – 7th Avenue SW
Calgary, Alberta T2P 4K9
Phone: (403) 260-3531
Email: scollins@mccarthy.com



ALVAREZ & MARSAL

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TO THE NINTH REPORT OF THE RECEIVER**

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INTRODUCTION – E CONSTRUCTION MATTER

1. Alvarez & Marsal Canada Inc. was appointed Receiver (the “**Receiver**” or “**A&M**”) of all of the assets, undertakings and properties of Sprague-Rosser Contracting Co. Ltd., Sprague-Rosser Developments Inc. and Pacific Federation Equity Group Inc. (collectively, “**SR**”) pursuant to an order of Honourable Madam Justice J. B. Veit granted on July 31, 2014.
2. On April 6, 2017, this Honourable Court granted an order (the “**Trust Claim Process Order**”) setting a process for E Construction Ltd. (“**E Construction**”), all other trade creditors of SR and any other interested persons to have an opportunity to prove a beneficial right and entitlement to approximately \$4.4 million of funds paid by the Regional Municipality of Wood Buffalo (“**RMWB**”) to Burstall Winger Zammit LLP (“**BWZ**”) in relation to a construction project known as Saline Creek Drive and Bridge Phase 1 (the “**Bridge Project**”) and currently being held by the Receiver’s legal counsel (the “**Lien Funds**”).
3. The Ninth Report of the Receiver dated March 27, 2017 (the “**Ninth Report**”) included all known correspondence in the possession of the Receiver relating to the Lien Funds.
4. Subsequent to the filing of the Ninth Report, the Receiver’s legal counsel received three additional records from BWZ that may be relevant to the Lien Funds. These records were included in the Supplemental Ninth Report of the Receiver dated April 20, 2017 (The “**Supplemental Report**”).
5. On May 4, 2017 this Honourable Court granted an order (the “**Production Procedure Order**”) providing for, among other things, the following:
 - a) BWZ to forthwith forward their physical file contents in relation to dealings with RMWB along with all archived emails relating to BWZ acting as legal counsel for SR in relation to dealings with RMWB to McCarthy Tetrault LLP (“**McCarthy Tetrault**”) in its capacity as legal counsel for the Receiver;
 - b) the Receiver, upon receipt of the physical file and archived emails from BWZ, to review all of the materials provided by BWZ and use reasonable best efforts to produce all non-privileged documents and records which are relevant and material to the Lien Funds that have not previously been produced in the Ninth Report or Supplemental Report by no later than May 19, 2017;
 - c) RMWB and its counsel, Reynolds, Mirth, Richards & Farmer LLP (“**RMRF**”) were to review their files relating to the Bridge Project and produce all non-privileged documents

and records which are relevant and material to the Lien Funds that have not previously been produced in the Ninth Report or Supplemental Report by no later than May 19, 2017;

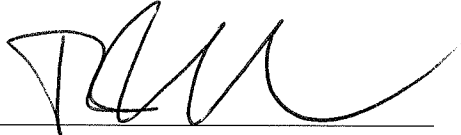
- d) E Construction is to compensate RMWB for its reasonable costs and disbursements in performing the review of its records; and
 - e) the Receiver is to file a further supplemental report that contains any non-duplicative records that were identified pursuant to the Production Procedure Order.
6. The purpose of this report (the “**Second Supplemental Report**”) is to provide this Honourable Court and potential trust claimants with the following records:
- a) the records provided to the Receiver by RMWB pursuant to the Production Procedure Order; and
 - b) the relevant, material and non-privileged records identified by McCarthy Tetrault from the files received from BWZ pursuant to the Production Procedure Order.
7. The Second Supplemental Report supplements and should be read in conjunction with the Ninth Report and the Supplemental Report.
8. Unless otherwise defined herein, defined terms have the meanings ascribed to them in the Ninth Report and the Supplemental Report.
9. Further background including a copy of the Ninth Report, the Supplemental Report and other motion materials are posted on the Receiver’s website at www.alvarezandmarsal.com/sprague.

ADDITIONAL RECORDS

10. BWZ has forward its physical files and email archives in relation to dealings with RMWB to McCarthy Tetrault. McCarthy Tetrault has reviewed the contents of the files and identified certain additional records that may be relevant and material to the Trust Claim Process, are non-privileged, and have not previously been produced in the Ninth Report or Supplemental Report (the “**BWZ Additional Records**”). The BWZ Additional Records are attached as Appendix “A”.
11. RMWB and RMRF have provided the Receiver with additional documents and records which may be relevant and material to the trust claims process and have not previously been produced in the Ninth Report or Supplemental Report (the “**RMWB Additional Records**”). The RMWB Additional Records are attached as Appendix “B”.

All of which is respectfully submitted to this Honourable Court this 19th day of May, 2017.

**Alvarez & Marsal Canada Inc.,
in its capacity as Receiver and Manager of
Sprague-Rosser Contracting Co. Ltd,
Sprague-Rosser Developments Inc. and
Pacific Federation Equity Group Inc.**

A handwritten signature in black ink, appearing to be 'TPM', written over a horizontal line.

Per: Tom Powell
Vice President

Producible Records

	Date	Description	Prod. No.
1.	Undated	Subcontractors June 11 Payment.xlsx	000001-000002
2.	Undated	Letter from Arlan Delisle of Regional Municipality of Wood Buffalo to Alan McConnell of Burstall Winger Zammit LLP, regarding Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge	000003
3.	Undated	Trust summary table	000004
4.	October 25, 2013	Email chain between Alan McConnell, Arlan Delisle, and Jan Leboeuf, with the subject line "Sprague Rosser / Woodbuffalo"	000005
5.	October 25, 2013	Email chain between Alan McConnell, Jan Leboeuf, and Arlan Delisle, with the subject line "Sprague Rosser / Woodbuffalo"	000006-000008
6.	October 25, 2013	Fax from Alan McConnell of Burstall Winger to Matthew Mackay of Sprague-Rosser, regarding Saline Creek Contract #3, and attaching an email from A.J. McConnell dated October 25, 2013	000009-000013
7.	March 27, 2014	Copy of cheque from Regional Municipality of Wood Buffalo to Burstall Winger LLP in trust	000014
8.	March 27, 2014	Payment Advice	000015
9.	March 28, 2014	Email chain between Alan McConnell, Jan Leboeuf, Kathyne Taylor, and Arlan Delisle, with the subject line "Sprague Ross / RMWB", and attaching Pages from 13-164 copy of cheque.pdf	000016
10.	March 28, 2014	Cash Receipt Slip - Trust	000017
11.	March 31, 2014	Receipt of Payment – Trust	000018
12.	April 24, 2014	Email chain between Corbin Devlin, Matthew Mackay, Alan McConnell, and Richard Bell, with the subject line "Corix" [Redacted – Privileged]	000019-000022
13.	June 12, 2014	General Release between PCL Construction Management Inc. and Sprague Rosser Contracting Co. Ltd.	000023
14.	June 17, 2014	Email chain Alan McConnell, Troy Moskal, and Melisa Keast, with the subject line "Sprague Rosser – Saline Creek and bridge project" [Redacted – Privileged]	000024-000026

	Date	Description	Prod. No.
15.	June 24-25, 2014	Email chain between Alan McConnell, Arlan Delisle, and Jeremy Taitinger, with the subject line "Sprague Rosser / RMWB – QU2706 Saline Creek Drive and Bridge" [Redacted – Privileged]	000027-000032
16.	June 5, 2014 to July 2, 2014	Email chain between Alan McConnell, Jeff Jessamine, and Paul Waseylenko, with the subject line "Wilco Contractors NW Inc-Sprague-Rosser"	000033-000037
17.	July 23-24, 2014	Email chain between Alan McConnell, Anthony Purgas, and Aisling E. Ryan, with the subject line "RMWB"	000038-000041
18.	July 25, 2014	Letter from Anthony R. Purgas of Reynolds, Mirth, Richards & Farmer LLP to Alan McConnell of Burstall Winger Zammit LLP, regarding Regional Municipality of Wood Buffalo ("RMWB") and Sprague-Rosser Contracting Co. Ltd. ("S-R")	000042-000043
19.	August 7, 2014	Letter from Tom Powell of Alvarez & Marsal Canada Inc. to Arlan Delisle of Regional Municipality of Wood Buffalo, regarding Sprague-Rosser Contracting Co. Ltd., Sprague-Rosser Developments Inc. and Pacific Federation Equity Group Inc. – In Receivership ("Sprague" or the "Company")	000044-000045
20.	August 14, 2014	Email chain between Alan McConnell and Kelly Hannan, with the subject line "H .Wilson v. Sprague"	000046-000048
21.	June 17, 2014 to August 20, 2014	Email chain between Alan McConnell, Melisa Keast, Jim Allen, and Dave Tarkowski, with the subject line "Sprague Rosser – Saline Creek and bridge project"	000049-000053
22.	July 16, 2014 to November 12, 2014	Email chain between Alan McConnell, Jeff Jessamine, and Troy Moskal, with the subject line "Saline Creek Drive and Bridge unpaid subs", and attaching Subcontractors June 11 Payment.xlsx [Redacted – Privileged]	000054-000057
23.	June 13, 2014 to November 12, 2014	Email chain between Alan McConnell, Jeff Jessamine, and Randy Boddez, with the subject line "FW: scanned release", with General Release attached	000058-000059
24.	May 28, 2014 to January 29, 2015	Email chain between Walker MacLeod, Alan McConnell, Matthew McKay, and Bryan Kwan, with the subject line "Nason and Sprague-Rosser"	000060-000063
25.	June 24, 2014 to July 2, 2015	Email chain between Alan McConnell, Jeff Jessamine, Arlan Delisle, and Jeremy Taitinger, with the subject line "Sprague Ross / RMWB – QU2706 Saline Creek Drive and Bridge", and enclosing a letter from Arlan Delisle of Regional Municipality of Wood Buffalo to Alan McConnell of Burstall Winger, regarding Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge [Redacted – Privileged]	000064-000067

	Date	Description	Prod. No.
26.	May 14, 2014 July 2, 2015	Email chain between Alan McConnell, Jeff Jessamine, Randy Boddez, Kieran Bowes, Troy Moskal, and Matthew Mackay, with the subject line "Disbursing funds on Saline Creek Drive and Bridge"	000068- 000080

Privileged Documents

	Date	Description	Prod. No.
1.	April 24, 2014	Email from Alan McConnell to Jan Leboeuf	P000001
2.	June 17, 2014	Email from Alan McConnell to Troy Moskal	P000002- P000003
3.	June 25, 2014	Email correspondence from Alan McConnell to Jeff Jessamine, Matthew Mackay, and Troy Moskal	P000004
4.	July 23, 2014	Email correspondence from Troy Moskal to Alan McConnell	P000005
5.	September 2, 2014	Email from Alan McConnell to Sean Collins and Tom Powell	P000006
6.	September 4, 2014	Email from Kieran Bowes to Alan McConnell and copied to Tom Powell	P000007
7.	September 4, 2014	Email chain between Kieran Bowes, Alan McConnell, and Jan Leboeuf	P000008- P000011
8.	September 11, 2014	Email chain between Alan McConnell and Kieran Bowes	P000012- P000013
9.	September 11, 2014	Email correspondence from Alan McConnell to Kieran Bowes	P000014- P000019
10.	November 12, 2014	Email chain between Jeff Jessamine and Alan McConnell	P000020- P000022
11.	May 14, 2014 November 12, 2014	Email chain between Alan McConnell, Jeff Jessamine, Troy Moskal, and Kieran Bowes	P000023- P000033
12.	March 5, 2015	Email chain between Alan McConnell, Marcia Smith, Sean Collins, Walker MacLeod, Todd Martin, and Tom Powell	P000034- P000035
13.	July 2, 2015	Email correspondence from Alan McConnell to Jeff Jessamine	P000036
14.	August 5, 2015	Email chain between Walker MacLeod, Alan McConnell, and Tom Powell	P000037- P000039

RMWB

Job	Sub	Invoiced	Invoice	Amount	SR Paid	Description	With GST	To Be Paid
211005	Thompson	Yes	2186	\$ 49,476.57	Yes	Holdback	\$ 50,900.40	\$ 50,900.40
211005	Wilco	Yes	541321B-FA01	\$ 9,355.50	Yes	Work Completed	\$ 9,823.28	\$ 9,823.28
211005	Wilco	Yes	541321B-PC01	\$ 19,097.15	Yes	Work Completed	\$ 20,046.76	\$ 20,046.76
211005	Wilco	No		\$ 3,160.85	Yes	Holdback	\$ 3,318.89	\$ 3,318.89
211005	Wilson	No	103000	\$ 635,017.29	Yes	Last Progress	\$ 664,668.15	
211005	Wilson	No		\$ 509,287.44	Yes	Holdback	\$ 534,751.81	
212005	E-Construction	Yes	M4390	\$ 1,190,223.40	Yes	SR PPC 16	\$ 1,249,734.57	
212005	E-Construction	Yes	M4429	\$ 1,032,684.78	Yes	SR PPC 17	\$ 1,084,319.02	
212005	E-Construction	No		\$ 67,979.65	Yes	SR PPC 19	\$ 71,378.63	
212005	E-Construction	No		\$ 13,391.03	Partial	SR PPC 30	\$ 14,060.58	
212005	E-Construction	No		\$ 800,288.46	Yes	Holdback	\$ 840,302.88	
212005	E-Construction	No		\$ 352,803.74	Unpaid	FA Work	\$ 370,443.93	
212005	E-Construction	No		\$ 75,532.95	Unpaid	Bond Claim Qty Diff SR PPC 19	\$ 79,309.60	
212005	E-Construction	No		\$ 858,110.71	Unpaid	Bond Claim Qty Diff SR PPC 30	\$ 901,016.25	
212005	Edmonton H.E.	Yes	11036	\$ 30,500.00	Unpaid	Rental Equip	\$ 32,025.00	
212005	Edmonton H.E.	Yes	11042	\$ 36,700.00	Unpaid	Rental Equip	\$ 38,535.00	
212005	Edmonton H.E.	Yes	11056	\$ 26,250.00	Unpaid	Rental Equip	\$ 27,562.50	
212005	Edmonton H.E.	Yes	11071	\$ 28,450.00	Unpaid	Rental Equip	\$ 29,872.50	
212005	Edmonton H.E.	Yes	11145	\$ 16,850.00	Unpaid	Rental Equip	\$ 17,692.50	
212005	Edmonton H.E.	Yes	11163	\$ 35,850.00	Unpaid	Rental Equip	\$ 37,642.50	
212005	Edmonton H.E.	Yes	11168	\$ 90,300.00	Unpaid	Rental Equip	\$ 94,815.00	
212005	Edmonton H.E.	Yes	11192	\$ 109,480.00	Unpaid	Rental Equip	\$ 114,954.00	
212005	Edmonton H.E.	Yes	11203	\$ 88,450.00	Unpaid	Rental Equip	\$ 92,872.50	
212005	Edmonton H.E.	Yes	11217	\$ 50,694.25	Unpaid	Rental Equip	\$ 53,228.96	
212005	Edmonton H.E.	Yes	11241	\$ 81,446.50	Unpaid	Rental Equip	\$ 85,518.83	
212005	Edmonton H.E.	Yes	11269	\$ 90,839.00	Unpaid	Rental Equip	\$ 95,380.95	
212005	Edmonton H.E.	Yes	11278	\$ 94,631.00	Unpaid	Rental Equip	\$ 99,362.55	
212005	Edmonton H.E.	Yes	11296	\$ 87,200.00	Unpaid	Rental Equip	\$ 91,560.00	
212005	Iron Tractor	Yes	1003	\$ 556,966.08	Yes	Rental Equip	\$ 584,814.38	
212005	Jatec	Yes		\$ 189,331.92	Yes	HB	\$ 198,798.52	
212005	Jay Saha Transport	Yes		\$ 32,508.00	No	Haul Contaminated	\$ 34,133.40	
212005	PCL	Yes		\$ 65,795.00	Yes	Part A HB for Work Completed	\$ 69,084.75	
212005	PCL	Yes		\$ 249,555.20	Yes	Feb Progress	\$ 262,032.96	
212005	PCL	Yes	500294-20	\$ 119,520.00	Yes	General Conditions (Mobile)	\$ 125,496.00	
212005	PCL	Yes		\$ 41,008.36	Yes	Post HB - HB	\$ 43,058.78	
212005	REX	Yes		\$ 10,000.00	Unpaid	Deficiency	\$ 10,500.00	
212005	Ruskin	Yes	201312290	\$ 127,649.56	Yes	HB	\$ 134,032.04	
212005	Ruskin	Yes	4140648	\$ 42,750.00	Yes	last progress	\$ 44,887.50	
212005	Ruskin	Yes	4140655	\$ 60,758.02	Yes	HB	\$ 63,795.92	
212005	Wilco	Yes	5412129-PC6.1	\$ 23,062.45	Yes	SR PPC 19	\$ 24,215.57	
212005	Wilco	Yes	5412129-PC07	\$ 12,285.00	Yes	SR PPC 30	\$ 12,899.25	
212005	Wilco	Yes	5412129-HB	\$ 92,815.74	Yes	Holdback	\$ 97,457.58	
212008	Douglas Coatings Ltd.	Yes	DCInv013060	\$ 45,229.65	Yes		\$ 47,491.13	
212008	Douglas Coatings Ltd.	Yes	DCInv013105	\$ 71,158.34	Yes		\$ 74,716.26	
212008	Douglas Coatings Ltd.	Yes	DCInv013126	\$ 43,290.01	Yes		\$ 45,454.51	
212008	Douglas Coatings Ltd.	Yes	DCInv013140	\$ 75,031.95	Yes		\$ 78,783.55	
212008	Douglas Coatings Ltd.	Yes	DCInv013167	\$ 13,883.31	Yes		\$ 14,577.48	
212008	Douglas Coatings Ltd.	Yes	DCInv013205	\$ 7,835.47	Yes		\$ 8,227.24	
212008	Douglas Coatings Ltd.	Yes	DCInv013296	\$ 6,342.84	Yes		\$ 6,659.98	
212008	EOS	Yes	August 2013	\$ 1,710,000.00	Yes	Work Completed	\$ 1,795,500.00	
212008	EOS	Yes	00010405	\$ 210,412.15	Yes	Work Completed	\$ 220,932.76	
212008	EOS	Yes	00010406	\$ 360,000.00	Yes	Work Completed	\$ 378,000.00	
212008	EOS	Yes	00010410	\$ 16,238.47	Yes	Work Completed	\$ 17,050.39	
212008	EOS	Yes	00010563	\$ 421,820.10	Yes	Tie In Work	\$ 442,911.11	

84,089.32 \$ 33,180.93

\$537,570.31 Wilson. Paid June 26, 2014

\$ 114,620.12

PCL Sett Off Amount

Remain Unpaid as was never completed.

\$ 134,572.40

1,545,953.13



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1

Attention: Alan J. McConnell

Dear Sir,

Re: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Further to your email of June 24, 2014 12:13 PM:

1. On June 10, 2014 \$4,342,007.88 was deposited into your firm's RBC trust account on trust conditions. If those conditions were unacceptable the funds should have been returned forthwith.
2. \$3,805,437.57 of that amount relates to QU2706 Saline Creek Drive and Bridge. There has been no resolution of E Construction Ltd. lien. It is impossible then for payments to be authorized without prejudicing my client.

You will, forthwith, return \$3,805,437.57 to the Regional Municipality of Wood Buffalo.

Further to your email of June 24, 2014 1:14 PM:

1. Further communication from you or your office is to be with Mr. Taitinger in relation to remaining issues relating to QU2706 Saline Creek Drive and Bridge, unless you are otherwise advised.

Yours Truly,

Arlan Delisle
Senior Legal Counsel
Regional Municipality of Wood Buffalo

Funds in Trust by Job:

Abasands - 211005			-
Saline Road & Bridge - 212005			584,739.40
Saline 3 - 212008			4,590,723.39
K+S Combinded			84,914.95
			5,260,377.74

Other Transactions:

Legal Fees			(126,506.40)
Interest earned in trust			16,343.43
			5,150,214.77

Abasands - 211005

Funds received in trust	6/10/14	211005	(537,570.31)
	6/26/14	H.WILSON	537,570.31

Balance

-

Saline Road & Bridge - 212005

Funds received in trust	3/31/14	212005	(1,619,528.64)
Funds received in trust	6/10/14	212005	(3,804,437.57)
Funds received in trust	7/24/14	212005	(486,904.48)
Funds disbursed from trust	4/10/14	PCL	1,320,147.30

Balance**(4,590,723.39)****Saline 3 - 212008**

Funds received in trust	12/06/13	212008	(3,775,908.15)
Funds received in trust	12/11/13	212008	(6,718,241.25)
Funds received in trust	3/31/14	212008	(3,395,674.36)
Funds disbursed from trust	12/19/13	EOS	1,440,637.48
Funds disbursed from trust	4/25/14	Corix	199,500.00
Funds disbursed from trust	4/25/14	Michels	2,415,000.00
Funds disbursed from trust	5/23/14	Michels	700,000.00
Funds disbursed from trust	7/09/14	NASON	794,751.10
Funds disbursed from trust	12/12/13	SPR	6,718,394.02
Funds disbursed from trust	12/23/13	SPR	1,036,801.76

Balance**(584,739.40)****K+S Combinded**

Funds received in trust	5/26/14		(3,131,274.13)
Funds disbursed from trust	6/11/14	LEHIGH	138,392.12
Funds disbursed from trust	6/13/14	KRAMER	158,845.10
Funds disbursed from trust	6/16/14	AHMCELROY	87,920.58
Funds disbursed from trust	6/17/14	WICHE	2,339,448.00
Funds disbursed from trust	6/18/14	CDAWN	21,753.38
Funds disbursed from trust	6/17/14	SPR	300,000.00

000004

Jan Leboeuf

From: Alan McConnell
Sent: October-25-13 12:08 PM
To: Arlan Delisle
Cc: Jan Leboeuf
Subject: RE: Sprague Rosser / Woodbuffalo

Jan, could you please send Mr. Delisle our bank details since the RM wishes to direct deposit a progress payment on the project into our trust account with trust conditions attached.

Thanks

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1

Direct Line: 403-234-3329

Main: 403-264-1915

Fax: 403-266-6016

E-Mail: alanm@burstall.com

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From: Arlan Delisle [Arlan.Delisle@woodbuffalo.ab.ca]
Sent: October 25, 2013 12:01 PM
To: Alan McConnell
Subject: Sprague Rosser / Woodbuffalo

Hello sir, hope you are well. I understand you are out of the office but I need to briefly discuss a matter with you when you have a moment. I will try your cell as well.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF **WOOD BUFFALO**

T 780-743-7075

C 780-792-9344

F 780-792-5952

arlan.delisle@woodbuffalo.ab.ca

www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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Jan Leboeuf

From: Alan McConnell
Sent: October-25-13 4:14 PM
To: Jan Leboeuf
Subject: FW: Sprague Rosser / Woodbuffalo

Importance: High

Jan, Could you please fax this to Mr. Mackay.
Thanks

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: October 25, 2013 3:57 PM
To: Arlan Delisle
Subject: RE: Sprague Rosser / Woodbuffalo

Arlan, I spoke with my client and was advised that there is approximately \$990K that is owing on the Abasands project which is located on lands where there is no lien registered. My client has been attempting to contact the RM to determine what it plans to do with respect to the progress payments. I would appreciate your advice in that regard.
Thanks

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: October 25, 2013 3:03 PM
To: Arlan Delisle
Subject: RE: Sprague Rosser / Woodbuffalo

Arlan, Hi, just following up with regard to the progress payments. My client has advised me that there is approximately \$5MM due in progress payments for the Abasand and Saline Bridge projects and, as you can imagine, Sprague-Rosser is very interested in receiving those funds as soon as possible. Can you tell me if the RM will be releasing the payments since they don't relate to the Saline #3 project?
Cheers

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: October 25, 2013 12:23 PM
To: Arlan Delisle
Subject: RE: Sprague Rosser / Woodbuffalo

Arlan, I just spoke with my client about this matter. As I understand it, Sprague-Rosser has 3 projects for the RM. They are Abasand, Saline Bridge and Saline #3. EOS is a subcontractor on Saline #3 and not the other 2 projects. EOS has filed a lien only as regards the Saline #3 subcontract. As I explained to you, pursuant to the terms of the Saline #3 subcontract, EOS has a "pay when paid" provision and only \$283,500.00 is due and owing to EOS. A cheque for that amount is in my office and we have offered to pay the amount to EOS' counsel, Field Law, upon the provision of a discharge of the lien. My client advises me that the progress draws that the RM is proposing to release related to the Abasand and Saline Bridge contracts and not to Saline #3. If that is the case, those payments should be able to be made without offending the *BUILDERS' LIEN ACT* since the payments aren't related to Saline #3. My client fully agrees that any progress payments that relate to Saline #3 should be paid into trust and not released pending the discharge of the EOS lien (unless the funds exceed the face value of the EOS lien). Please let me know if you agree that the progress payments relate to contracts other than Saline #3 and therefore should be paid to Sprague-Rosser pursuant to the terms of those contracts?
Cheers

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Arlan Delisle [Arlan.Delisle@woodbuffalo.ab.ca]
Sent: October 25, 2013 12:01 PM
To: Alan McConnell
Subject: Sprague Rosser / Woodbuffalo

Hello sir, hope you are well. I understand you are out of the office but I need to briefly discuss a matter with you when you have a moment. I will try your cell as well.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075
C 780-792-9344
F 780-792-5952
arlan.delisle@woodbuffalo.ab.ca
www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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Send Result Report



MFP

TASKalfa 5500i

Firmware Version 2LH_2F00.003.155 2012.05.14

10/25/2013 16:33
[2LF_1000.003.083] [2K9_1100.002.001] [2LC_7000.003.155]

Job No.: 015057

Total Time: 0'00'42"

Page: 004

Complete

Document: **doc01505720131025163155**

#585



Barristers & Solicitors

Suite 1600, Dome Tower
333 7th Avenue SW
Calgary, AB T2P 2Z1

Telephone: (403) 264-1915
Fax: (403) 265-6016
(403) 233-2131
(403) 265-8565

FAX TRANSMITTAL COVER SHEET

DATE: October 25, 2013 **FILE NO:** 37720 AJM
TO WHOM: Matthew Mackay
COMPANY: Sprague-Rosser
TELECOPIER NO: 1-780-468-2668
PAGES SENT (INCLUDING COVER SHEET): 4
IF YOU DO NOT RECEIVE ANY OF THESE PAGES, PLEASE CALL JAN LEBOEUF AT (403) 264-1915 AS SOON AS POSSIBLE.
FROM: Alan J. McConnell
DIRECT LINE: (403) 234-3329

MESSAGE
RE: Saline Creek Contract #3
FYI: Email from A.J. McConnell attached.

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No.	Date and Time	Destination	Times	Type	Result	Resolution/ECM
001	10/25/13 16:32	#765817804682668	0'00'42"	FAX	OK	200x100 Normal/On



Barristers & Solicitors

Suite 1600, Dome Tower
333 - 7th Avenue SW
Calgary, AB T2P 2Z1

Telephone: (403) 264-1915
Fax: (403) 266-6016
(403) 233-2131
(403) 265-8565

FAX TRANSMITTAL COVER SHEET

DATE: October 25, 2013 **FILE NO:** 37720 AJM
TO WHOM: Matthew Mackay
COMPANY: Sprague-Rosser
TELECOPIER NO: 1-780-468-2668
PAGES SENT (INCLUDING COVER SHEET) 4
IF YOU DO NOT RECEIVE ANY OF THESE PAGES, PLEASE CALL JAN LEBOEUF AT (403) 264-1915 AS SOON AS POSSIBLE.
FROM: Alan J. McConnell
DIRECT LINE: (403) 234-3329

MESSAGE
RE: Saline Creek Contract #3

FYI: Email from A.J. McConnell attached.

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Jan Leboeuf

From: Alan McConnell
Sent: October-25-13 4:14 PM
To: Jan Leboeuf
Subject: FW: Sprague Rosser / Woodbuffalo

Importance: High

Jan, Could you please fax this to Mr. Mackay.
Thanks

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: October 25, 2013 3:57 PM
To: Arlan Delisle
Subject: RE: Sprague Rosser / Woodbuffalo

Arlan, I spoke with my client and was advised that there is approximately \$990K that is owing on the Abasands project which is located on lands where there is no lien registered. My client has been attempting to contact the RM to determine what it plans to do with respect to the progress payments. I would appreciate your advice in that regard.
Thanks

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: October 25, 2013 3:03 PM
To: Arlan Delisle
Subject: RE: Sprague Rosser / Woodbuffalo

Arlan, Hi, just following up with regard to the progress payments.
My client has advised me that there is approximately \$5MM due in progress payments for the Abasand and Saline Bridge projects and, as you can imagine, Sprague-Rosser is very interested in receiving those funds as soon as possible. Can you tell me if the RM will be releasing the payments since they don't relate to the Saline #3 project?
Cheers

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: October 25, 2013 12:23 PM
To: Arlan Delisle
Subject: RE: Sprague Rosser / Woodbuffalo

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As I explained to you, pursuant to the terms of the Saline #3 subcontract, EOS has a "pay when paid" provision and only \$283,500.00 is due and owing to EOS. A cheque for that amount is in my office and we have offered to pay the amount to EOS' counsel, Field Law, upon the provision of a discharge of the lien.

My client advises me that the progress draws that the RM is proposing to release related to the Abasand and Saline Bridge contracts and not to Saline #3. If that is the case, those payments should be able to be made without offending the *Builders' Lien Act* since the payments aren't related to Saline #3. My client fully agrees that any progress payments that relate to Saline #3 should be paid into trust and not released pending the discharge of the EOS lien (unless the funds exceed the face value of the EOS lien).

Please let me know if you agree that the progress payments relate to contracts other than Saline #3 and therefore should be paid to Sprague-Rosser pursuant to the terms of those contracts?

Cheers

Alan J. McConnell
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From: Arlan Delisle [Arlan.Delisle@woodbuffalo.ab.ca]

Sent: October 25, 2013 12:01 PM

To: Alan McConnell

Subject: Sprague Rosser / Woodbuffalo

Hello sir, hope you are well. I understand you are out of the office but I need to briefly discuss a matter with you when you have a moment. I will try your cell as well.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF **WOOD BUFFALO**

T 780-743-7075

C 780-792-9344

F 780-792-5952

arlan.delisle@woodbuffalo.ab.ca

www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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REGIONAL MUNICIPALITY
OF WOOD BUFFALO

Payment No.: 1500004956
Cheque No.: 327109
Payment Date: 2014/03/27
Vendor No.: 104699
Page: 1 of 1

For invoices paid by this cheque please see
separate advice note 03/27/2014

Cheque Total..... \$5,015,203.00

THIS CHEQUE CONTAINS A MICROLINE BORDER AND SECURITY FEATURES



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

327109

2014/03/27 327109

The Royal Bank of Canada
8540 Manning Avenue
Fort McMurray, AB T9H 5G2

\$5,015,203.00

*** FIVE MILLION FIFTEEN THOUSAND TWO HUNDRED THREE CAD and 00 /100

Pay to the Order of:

BURSTALL WINGER LLP "IN TRUST"
333 7TH AVE SW, 1600
CALGARY AB T2P 2Z1

per

AUTHORIZED SIGNING OFFICER

per

AUTHORIZED SIGNING OFFICER

⑈ 3 2 7 1 0 9 ⑈ ⑆ 0 7 4 8 9 ⑆ 0 0 3 ⑆ 1 0 2 ⑆ 7 0 3 ⑆ 6 ⑈

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REGIONAL MUNICIPALITY
OF WOOD BUFFALO

BURSTALL WINGER LLP "IN TRUST"
1600-333 7TH AVE SW
CALGARY AB T2P 2Z1

Payment advice

Document / Date
1500004956 / 2014/03/27

Our accounting clerk

Telephone

Fax

Your account with us
104699

Dear Sir/Madam,

We have settled the following items with check number 327109 (payment 1500004956), subject to the goods and services supplied and the invoice therefore being in order.

Document	Your document	Date	Cash discount	Gross amount
100104081		2014/03/26	0.00	1,619,528.64
100104082		2014/03/26	0.00	3,395,674.36
Sum total			0.00	5,015,203.00

Payment document
1500004956

Date
2014/03/27

Currency
CAD

Payment amount
*****5,015,203.00*

Jan Leboeuf

From: Alan McConnell
Sent: March-28-14 4:12 PM
To: Jan Leboeuf; Kathryn Taylor
Subject: Fw: Sprague Rosser / RMWB
Attachments: Pages from 13-163 copy of cheque.pdf

Ladies, fyi. Can we put this in an interest bearing account on Monday?

From: Arlan Delisle
Sent: Friday, March 28, 2014 4:02 PM
To: Alan McConnell
Subject: Sprague Rosser / RMWB

Mr. McConnell, I confirm that \$5,015,203.00 will, in the next hour, be deposited into your RBC trust account. This provided to you in trust. The funds are not to be released until:

1. You and I have defined the liens and/or claims that, in accordance with the agreements between Sprague Rosser and the RMWB, are necessarily paid from the funds held in trust before any of it is releasable to your client. At this time we aware of liens or claims of, including but not necessarily limited to, PCL, H. Wilson, E Construction and E.O.S.; and
2. I, or another lawyer acting on behalf of the RMWB, confirm that the condition is satisfied and the funds are releasable.

If this condition is not sufficiently clear, or you are not comfortable holding the funds on this basis, you are to return the funds to the Regional Municipality of Wood Buffalo.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075
C 780-792-9344
F 780-792-5952
arlan.delisle@woodbuffalo.ab.ca
www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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REGIONAL MUNICIPALITY
OF WOOD BUFFALO

Payment No.: 1500004956
Cheque No.: 327109
Payment Date: 2014/03/27
Vendor No.: 104699
Page: 1 of 1

For invoices paid by this cheque please see
separate advice note 03/27/2014

Cheque Total..... \$5,015,203.00

THIS CHEQUE CONTAINS A MICROLINE BORDER AND SECURITY FEATURES



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

327109

2014/03/27 327109

The Royal Bank of Canada
8540 Manning Avenue
Fort McMurray, AB T9H 5G2

\$5,015,203.00

*** FIVE MILLION FIFTEEN THOUSAND TWO HUNDRED THREE CAD and 00 /100

Pay to the Order of:

BURSTALL WINGER LLP "IN TRUST"
333 7TH AVE SW, 1600
CALGARY AB T2P 2Z1

per

AUTHORIZED SIGNING OFFICER

per

AUTHORIZED SIGNING OFFICER

⑈ 3 2 7 1 0 9 ⑈ ⑆ 0 7 4 8 9 ⑈ 0 0 3 ⑆ 1 0 2 ⑈ 7 0 3 ⑈ 6 ⑈

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REGIONAL MUNICIPALITY
OF WOOD BUFFALO

BURSTALL WINGER LLP "IN TRUST"
1600-333 7TH AVE SW
CALGARY AB T2P 2Z1

Payment advice

Document / Date
1500004956 / 2014/03/27

Our accounting clerk

Telephone

Fax

Your account with us
104699

Dear Sir/Madam,

We have settled the following items with check number 327109 (payment 1500004956), subject to the goods and services supplied and the invoice therefore being in order.

Document	Your document	Date	Cash discount	Gross amount
100104081		2014/03/26	0.00	1,619,528.64
100104082		2014/03/26	0.00	3,395,674.36
Sum total			0.00	5,015,203.00

Payment document
1500004956

Date
2014/03/27

Currency
CAD

Payment amount
*****5,015,203.00*

BURSTALL WINGER LLP
CASH RECEIPTS SLIP - TRUST

To be certified yes no

Date 11/11/20

RECEIVED CHEQUE for the sum of \$ 577.20

From ALBERTA TREASURY BRANCH

To be credited through the TRUST bank account:

Place in 30 Day Term	2208	20-69016	CIBC
2242 - Place in Daily Int Account CWB	2211	118-311-0	RBT - CDN
2238 - CIBC	2217	4429783	CWB
2244 - ALBERTA TREASURY BRANCH	2212	505-170-1	ROYAL TRUST
2243 - CIBC (US)	2213	1249711-24	ALBERTA TREASURY
2245 - NATIONAL BANK	2209	00-815-29	NATIONAL BANK
2240 - ROYAL BANK (US)	2206	0316415	CIBC (US)

To the credit of ALBERTA TREASURY BRANCH

Re: ALBERTA TREASURY BRANCH Acct No. 577.20
 File No. 577.20

Received by: [Signature]

BURSTALL WINGER LLP
1600, 333 - 7th Avenue, S. W.
CALGARY, ALBERTA, AB
T2P 2Z1

Receipt # :03312014

Reference: AJM

Receipt of Payment - Trust

03/31/2014

\$5,015,203.00

Amount: *FIVE MILLION FIFTEEN THOUSAND TWO HUNDRED THREE dollars*

From: Direct Deposit Regional Municipality of
Wood Buffalo Cheque Number 327109
Drawn on the Royal Bank of Canada 8540
Manning Avenue Fort McMurray, Alberta
Liens and or Claims Between Sprague
Rosser and the R.M. of Wood Buffalo

Client No: 37720000

RE: General

Into Account: Regular Trust - Royal Bank

Client Name: *SPRAGUE-ROSSER CONTRACTING CO. LTD.*

1259 - 91st Street, S. W.

2nd Floor

Edmonton, Alberta

T6X 1E9

Payment Type: Electronic Fund Transfer

Signature

From: Corbin Devlin [cdevlin@mross.com]
Sent: April 24, 2014 3:21 PM
To: Matthew Mackay; Alan McConnell
Subject: FW: Corix

Please see below. I trust this is sufficient for the RM to approve the release of funds; let me know if anything more is required.



Corbin Devlin | Legal Counsel | direct 780.482.9261 | toll free 1.800.567.9200 | fax 780.733.9737
McLennan Ross LLP | www.mross.com | www.oilsandslaw.com | BIOGRAPHY
600 West Chambers, 12220 Stony Plain Road, Edmonton, AB T5N 3Y4

This e-mail may contain confidential information and be subject to solicitor-client privilege. If received in error, please delete and advise sender. Thank you.

From: BELL, RICHARD [mailto:RICHARD.BELL@blakes.com]
Sent: Thursday, April 24, 2014 2:44 PM
To: Corbin Devlin
Subject: RE: Corix

Corbin,

I can confirm that Corix consents to the proposed part payment of \$199,500 to Corix and \$2,415,000 to Michels Canada (inclusive of GST) from the lien fund, which payment to Corix will reduce the amount of its claim under the labour and material payment bond and under its builders' lien accordingly. As you indicated, the receipt of this payment by Corix is without prejudice to its rights and entitlement regarding the remainder of its claim and amounts invoiced to Sprague-Rosser. I also undertake, once Corix is paid, to provide you with a letter as per item 1) in your email of April 17, 2014. I assume that this email satisfies the requirements in item 2) of your April 17 email. If you require anything further in that regard, please advise.

I have attached the required wire transfer information for Corix. If you believe that the funds should instead be wired to our firm trust account, you can let me know.

Regards,

Richard D. Bell
richard.bell@blakes.com
Dir: (403) 260-9656
Cell: (403) 472-4212

GENERAL RELEASE

KNOW ALL PERSONS BY THESE PRESENTS that **PCL CONSTRUCTION MANAGEMENT INC.** (hereinafter called the "Releasor") for and in consideration of the sum of **\$385,052.37**, paid by or on behalf of **SPRAGUE ROSSER CONTRACTING CO. LTD.** (hereinafter called the "Releasee"), the receipt and sufficiency of which is hereby acknowledged, **HEREBY REMISES, RELEASES AND FOREVER DISCHARGES** the Releasee, and its administrators, insurers, successors and assigns of and from any and all manner of action, cause and causes of action, suits, debts, dues, sums of money, general damages, special damages, costs, claims and demands of every nature and kind whatsoever at law or in equity or under any statute, under or by which they or their executors, administrators or assigns can, shall or may have by reason of any matter, cause or thing whatsoever existing up to and including the day hereof with respect to all claims related to the provision of services or materials to a project for the Regional Municipality of Wood Buffalo known as Saline Creek Drive and Bridge Phase 1.

IT IS UNDERSTOOD AND AGREED that the Releasee does not admit any liability to the Releasor, and that such liability is denied.

THE RELEASOR ALSO REPRESENTS that it has not issued , and will not issue, any legal proceedings with respect to its claim.

IT IS HEREBY DECLARED that the terms of this settlement are fully understood; that the amount stated herein is the sole consideration of this Release; and that the said sum is accepted voluntarily, uninfluenced by representations on the part of the Releasee or anyone representing the Releasee, for the purpose of making a full and final compromise, adjustment and settlement of all claims resulting from the matters referred to herein.

THIS RELEASE ALSO BINDS the heirs, executors, administrators, successors and assigns of the Releasor (and each of them) and enures to the benefit as well as to the Releasee and to its heirs, executors, administrators, successors and assigns of the Releasee.

THIS RELEASE is governed by the laws of the Province of Alberta.

IN WITNESS WHEREOF, the Releasor, _____, has hereunto set its seal at the City of Calgary, in the Province of Alberta this 12th day of June, 2014.

PCL CONSTRUCTION MANAGEMENT INC

Per: _____

A. J. Kuysters

Vice President

(I am authorized to bind the Releasor)

From: Alan McConnell
Sent: June 17, 2014 12:05 PM
To: Troy Moskal
Cc: Melisa Keast
Subject: RE: Sprague Rosser - Saline Creek and bridge project

Troy, thanks.

Melisa, in anticipation that the RMWB will approve the requested payment from trust, I attach a form of Release that I need Jatec to sign and return along with ETF information.
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016

E-Mail: alanm@burstall.com

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From: Troy Moskal [mailto:tmoskal@sprague-rosser.com]
Sent: June 17, 2014 12:03 PM
To: Alan McConnell
Cc: Melisa Keast
Subject: RE: Sprague Rosser - Saline Creek and bridge project

Al,

Please see the attached. Not to get into too much detail, but the HB was never applied to the first payment we made to Jatec. The attached shows what has been paid to date with the backup of the cheques issued. It also shows the approved work to date and agreed to amount outstanding. The long and short of it is that my number is correct. I have spoken with Melissa about this and copied her on it so that she will be able to confirm the same.

Thanks,

Troy Moskal | Manager, Contract Compliance



From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Tuesday, June 17, 2014 9:47 AM
To: Troy Moskal
Subject: FW: Sprague Rosser - Saline Creek and bridge project

Troy, see info from Jatec. The number you have on your sheet is \$198,798.12. Can you reconcile these?
Thanks

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
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From: Melisa Keast [Melisa@jatec.ca]
Sent: June 17, 2014 9:43 AM
To: Alan McConnell
Subject: Sprague Rosser - Saline Creek and bridge project

Further to our telephone conversation, please see attached outstanding invoice dated December 2013 for holdback on the project for work completed up to that date.

I understand that you were expecting to received funds from the RMWB this week. Can you please let me know at your earliest convenience when we can expect to take the next steps in obtaining payment for this invoice.

Best regards,

Melisa Keast
Project Coordinator

T 780.466.5832
F 780.465.7020
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From: Alan McConnell
Sent: June 25, 2014 2:50 PM
To: Arlan Delisle
Cc: Jeremy Taitinger
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Arlan, I will deal with Mr. Taitinger on Saline Creek Drive and Bridge go forward. As I think I have adequately articulated, the RM has no right to attempt to retract the contractual payment that has been made. Certainly, there is nothing in the trust conditions that allows for that right. The RM can't simply make up "rules" as it goes in an attempt to satisfy what appears to be an "agenda" it has with E Construction. I would appreciate a clear response on my queries regarding the other two projects.
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Arlan Delisle [Arlan.Delisle@woodbuffalo.ab.ca]
Sent: June 25, 2014 2:42 PM
To: Alan McConnell
Cc: Jeremy Taitinger
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Mr. McConnell, do not cc me further on this matter. The Municipality will be communicating with you through Mr. Taitinger on this matter. This was made clear to you yesterday.

The only thing, only thing, I expect to hear further from you on, in relation to QU2706 Saline Creek Drive and Bridge, is confirmation of the return of the trust funds.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075

C 780-792-9344

F 780-792-5952

arlan.delisle@woodbuffalo.ab.ca

www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Wednesday, June 25, 2014 2:04 PM
To: Jeremy Taitinger; Arlan Delisle
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Jeremy, I agree with you on any issue with trust conditions being rendered moot.

I spoke to Dan Peskett yesterday afternoon and have some slim hopes that my arguments will sway him to what I consider to be a more sensible position than E Construction has been taking to this point.

If he can't convince his client to discharge the lien (because it is invalid) and accept \$1.7MM from trust, I am instructed to apply to discharge the lien. The application materials should be filed and served today.

Mr Peskett seemed very interested as to whether or not the RMWB was going to approve payment of approximately \$1.3MM of E's invoices that have not been approved or paid. I told him that I would inquire on that point.

I will keep you posted on the status of E's position. I would appreciate word back on the as yet un-approved E invoices. Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915

Cell: 403-620-4825

Fax: 403-266-6016

E-Mail: alanm@burstall.com

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From: Jeremy Taitinger [JTaitinger@rmrf.com]
Sent: June 25, 2014 1:57 PM
To: Alan McConnell; Arlan Delisle
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Alan,

I will leave it to you and Arlan to deal with the trust condition issue as I was not involved at the time the trust conditions were imposed and agreed to.

I look forward to hearing from you on the status of the E Construction lien as the resolution of that would likely render any dispute over the nature of the trust conditions moot. If E Construction will not voluntarily discharge the lien would it not make sense for Sprague Rosser to simply bond the lien off and deal with the dispute over the validity of the lien in due course? This would enable funds to flow.

Please keep me updated.

Thanks

Jeremy

Jeremy Taitinger | Partner
Direct: 780.497.3317

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From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Wednesday, June 25, 2014 1:51 PM
To: Arlan Delisle
Cc: Jeremy Taitinger
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Jeremy, As I have already indicated to Mr. Delisle, the trust conditions which the RMWB imposed on the funds sent to my firm do not provide for a right of "retraction". The funds will remain in my firm's trust account and will be dealt with in accordance with the trust conditions, unless they are amended by agreement. I will not be returning any funds.

I am still working with E Construction's counsel to break the impasse created by the improperly filed lien. You should know that E last worked on the project on Nov. 15, 2013, (deficiency work on a pond) and did not file the lien until March 21, 2014. As well, I consider the lien invalid since the project is clearly exempt pursuant to s. 7 (1) of the *Builders' Lien Act*.

I trust this is clear.

Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1

Direct Line: 403-234-3329

Main: 403-264-1915

Cell: 403-620-4825

Fax: 403-266-6016

E-Mail: alanm@burstall.com

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From: Arlan Delisle [Arlan.Delisle@woodbuffalo.ab.ca]

Sent: June 24, 2014 4:35 PM

To: Alan McConnell

Cc: jtaitinger@rmrf.com

Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Please see attached.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075

C 780-792-9344

F 780-792-5952

arlan.delisle@woodbuffalo.ab.ca

www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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From: Alan McConnell [<mailto:alanm@burstall.com>]

Sent: Tuesday, June 24, 2014 1:12 PM

To: Arlan Delisle

Subject: Fw: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Just so I am clear, is Jeremy dealing with any matters related to this project or just the E. Construction matter?
Thanks

From: Arlan Delisle
Sent: Tuesday, June 24, 2014 11:05 AM
To: Alan McConnell
Cc: jtaitinger@rmrf.com
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

You are also hereby advised that, in relation to QU2706 Saline Creek Drive and Bridge, the municipality has retained Jeremy Taitinger of RMRF (780) 497-3317 to act on this matter. Further lawyer communication from you is to be directed to him unless otherwise advised.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075
C 780-792-9344
F 780-792-5952

arlan.delisle@woodbuffalo.ab.ca

www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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From: Arlan Delisle
Sent: Tuesday, June 24, 2014 11:57 AM
To: alanm@burstall.com
Subject: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

See the attached in relation to QU 2706.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075
C 780-792-9344
F 780-792-5952

arlan.delisle@woodbuffalo.ab.ca

www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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Alan McConnell

From: Alan McConnell
Sent: July-02-15 10:59 AM
To: jeff@federationcorp.com
Subject: FW: Wilco Contractors NW Inc-Sprague-Rosser

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Paul Waseylenko [paul.waseylenko@whimase.ca]
Sent: July 7, 2014 11:16 AM
To: Alan McConnell
Subject: RE: Wilco Contractors NW Inc-Sprague-Rosser

Alan, any word on payment?

Regards,

Paul Waseylenko
Chief Operating Officer
WHIMASE Group of Companies
paul.waseylenko@whimase.ca
Direct: 780-447-1738
Office: 780-447-1199
Cell: 780-246-7348
Fax: 780-447-2330

From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Monday, June 23, 2014 10:28 AM
To: Paul Waseylenko
Subject: RE: Wilco Contractors NW Inc-Sprague-Rosser

Paul, I certainly hope so. I am waiting on word from the RMWB.

Alan J. McConnell
Burstall Winger Zammit LLP

1600, 333 - 7th Avenue, S. W.

Calgary, Alberta

T2P 2Z1

Direct Line: 403-234-3329

Main: 403-264-1915

Cell: 403-620-4825

Fax: 403-266-6016

E-Mail: alanm@burstall.com

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From: Paul Waseylenko [paul.waseylenko@whimase.ca]

Sent: June 23, 2014 10:16 AM

To: Alan McConnell

Subject: RE: Wilco Contractors NW Inc-Sprague-Rosser

Alan, can we expect payment this week?

Many thanks,

Paul Waseylenko

Chief Operating Officer

WHIMASE Group of Companies

paul.waseylenko@whimase.ca

Direct: 780-447-1738

Office: 780-447-1199

Cell: 780-246-7348

Fax: 780-447-2330

From: Alan McConnell [<mailto:alanm@burstall.com>]

Sent: Wednesday, June 11, 2014 9:17 AM

To: Paul Waseylenko

Subject: RE: Wilco Contractors NW Inc-Sprague-Rosser

Paul, fyi, RMWB finally made a long promised and longer awaited payment. I am waiting for a reconciliation of what exactly has been paid so my client can determine what it can pay. That process should be done in a day or so.
Cheers

Alan J. McConnell

Burstall Winger Zammit LLP

1600, 333 - 7th Avenue, S. W.

Calgary, Alberta

T2P 2Z1

Direct Line: 403-234-3329

Main: 403-264-1915

Cell: 403-620-4825

Fax: 403-266-6016

E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: June 5, 2014 5:28 PM
To: Paul Waseylenko
Subject: RE: Wilco Contractors NW Inc-Sprague-Rosser

Paul, I suspect that a Ukranian lad isn't out of place in Edmonton!
Let's see if we can get this resolved so everyone can move on to money making ventures!
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Paul Waseylenko [paul.waseylenko@whimase.ca]
Sent: June 5, 2014 5:26 PM
To: Alan McConnell
Subject: RE: Wilco Contractors NW Inc-Sprague-Rosser

Thanks Alan.

No, born and raised in Edmonton. Closest I got to Saskatchewan was my son played hockey in the WHL in Saskatchewan.

Regards,

Paul Waseylenko
Chief Operating Officer
WHIMASE Group of Companies
paul.waseylenko@whimase.ca
Direct: 780-447-1738
Office: 780-447-1199
Cell: 780-246-7348
Fax: 780-447-2330

From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Thursday, June 05, 2014 5:21 PM

To: Paul Waseylenko
Subject: RE: Wilco Contractors NW Inc-Sprague-Rosser

Paul, with a last name like that, you have to be from Saskatchewan! I am from Humboldt. I am dealing with both of these projects and will check to see where we are on the claimed AR. As I indicated, once the RMWB opens the purse strings, subs will be dealt with.
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Paul Waseylenko [paul.waseylenko@whimase.ca]
Sent: June 5, 2014 5:18 PM
To: Alan McConnell
Subject: Wilco Contractors NW Inc-Sprague-Rosser

Alan, thank you for taking my call and informing me of the situation between Sprague-Rosser and The Regional Municipality of Wood Buffalo. The two projects that are of concern are as follows, please concur if these two projects are in fact the ones in dispute.

- Saline Creek Drive and Bridge Project – Sprague Project # 212005, Subcontract # 212005-4-022200
 - Total amount owing including invoices and holdbacks is \$134,572.40
- Abasand Sod Project – Sprague-Rosser PO# 0102599, Also outstanding is a Force Account for Hydroseeding.
 - Total amount owing including invoices and holdbacks is \$33,188.94
- If you require any copies of invoices for your records, please let me know and I will email copies of all outstanding invoices.

Any additional information and future updates would be greatly appreciated.

Again, thank you for your cooperation on this matter.

Regards,

Paul Waseylenko
Chief Operating Officer
WHiMASE Group of Companies
paul.waseylenko@whimase.ca
Direct: 780-447-1738
Office: 780-447-1199

Cell: 780-246-7348
Fax: 780-447-2330

Alan McConnell

From: Alan McConnell
Sent: July-24-14 10:29 AM
To: Anthony Purgas
Cc: Aisling E. Ryan
Subject: RE: RMWB

Aisling, are the funds being transferred electronically?

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Anthony Purgas [APurgas@rmrf.com]
Sent: July 24, 2014 10:26 AM
To: Alan McConnell
Cc: Aisling E. Ryan
Subject: Re: RMWB

Alan,

I understand the funds are on their way to your office today. I am in court but my colleague Aisling Ryan (copied) is arranging having the funds sent to your office on the conditions set out yesterday.

Best regards,

Anthony

On Jul 24, 2014, at 8:58 AM, "Alan McConnell" <alanm@burstall.com> wrote:

Anthony, When are funds expected?

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915

Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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Anthony Purgas | Associate
Direct: 780.497.3391

From: Anthony Purgas [APurgas@rmrf.com]
Sent: July 23, 2014 9:54 PM
To: Alan McConnell
Subject: RE: RMWB

Alan,

I have passed along your request and will advise you as soon as I have information.

With respect to your question regarding the amount that is forthcoming per our correspondence earlier today, I can advise it comprises the following amounts:

1. \$7,868.70 [which includes GST] is a partial payment on SR invoice number 212005-7321.
2. \$479,035.79 does not relate to any invoice. It relates to Progress Payment Certificate #31.

Best regards,
Anthony Purgas | Associate
Direct: 780.497.3391

From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Wednesday, July 23, 2014 2:02 PM
To: Anthony Purgas
Subject: RE: RMWB

Anthony, I have made a number of requests in an attempt to determine if the RM has a consultant reviewing the outstanding claims related to Abasand and Saline #3. Could you please advise?
Cheers

Alan J. McConnell
Partner

Burstall Winger Zammit LLP

T (403) 234-3329	Suite 1600 Dome Tower
C (403) 620-4825	333 - 7th Avenue SW
F (403) 233-2131	Calgary, Alberta T2P 2Z1
E alanm@burstall.com	www.burstall.com

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<image001.jpg>

From: Anthony Purgas [mailto:APurgas@rmrf.com]
Sent: July-23-14 1:57 PM
To: Alan McConnell
Subject: RE: RMWB

Alan,

I have a request into my client for that information and will provide it as soon as I am able.

Best regards,
Anthony Purgas | Associate
Direct: 780.497.3391

From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Wednesday, July 23, 2014 1:45 PM
To: Anthony Purgas
Subject: RE: RMWB

Anthony, do you have a reconciliation regarding these funds so that my client will know what has been approved for payment? Do any of the amounts relate to E Construction invoices that have been approved for payment?

Alan J. McConnell
Partner

Burstall Winger Zammit LLP

T (403) 234-3329	Suite 1600 Dome Tower
C (403) 620-4825	333 - 7th Avenue SW
F (403) 233-2131	Calgary, Alberta T2P 2Z1
E alanm@burstall.com	www.burstall.com

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<image001.jpg>

From: Anthony Purgas [mailto:APurgas@rmrf.com]
Sent: July-23-14 1:32 PM
To: Alan McConnell
Subject: RE: RMWB

Alan,

There were some issues with Purolator, which resulted in a delay of funds coming from the RM. As Jeremy made clear in several pieces of correspondence, there was no representation that a \$2.3 million payment would be made or even that it would be releasable on conditions agreeable to your client.

We have resolved the issue with the courier and I have instructions to advise you that, once the funds are received by my office, RMRF will send, on behalf of the RM, \$486,904.48 to your office to deposit in trust for S-R. These funds are for amounts outstanding on QU2706 and will be provided to you on the sole trust condition that they not be disbursed to your client until our office receives a Certified Copy of Title showing that no liens are registered with respect to the Project.

• The RM remains in discussions with the consultant regarding the further information requested and the other amounts claimed and I will advise you as soon as I receive instructions regarding that information.

Best regards,
Anthony Purgas | Associate
Direct: 780.497.3391

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From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Wednesday, July 23, 2014 12:46 PM
To: Anthony Purgas
Subject: RMWB
Importance: High

Anthony, could I please have the courtesy of a response as to what is going on with the \$2.3MM payment that Jeremy indicated would be in your firm's trust account by this Monday, at the latest?

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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BARRISTERS SOLICITORS

Reynolds
Mirth
Richards
& Farmer LLP

WRITER'S E-MAIL apurgas@rmrf.com

YOUR FILE

WRITER'S DIRECT PHONE 780.497.3391

OUR FILE 78605-126-ARP

July 25, 2014

Attention: Alan McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue SW
Calgary, AB T2P 2Z1

Dear Sir:

Re: Regional Municipality of Wood Buffalo ("RMWB") and Sprague-Rosser Contracting Co. Ltd. ("S-R")

Further to our earlier correspondence, we wish to address a misunderstanding that you appear to have with respect to the conditions applying to the amounts in your trust account. RMWB and our office have been clear, as a review of the correspondence shows: No funds are releasable in the face of a lien.

To my knowledge, you have been sent two amounts:

- 1) On June 10, 2014, RMWB sent \$4,342,007.88 to your office to hold in trust for S-R.
- 2) On July 24, 2014, we, on behalf of RMWB, sent \$486,904.48 to your office to hold in trust for S-R.

The same trust conditions below have applied to all amounts sent to your office and apply to any additional amounts unless expressly stated otherwise. These conditions are the following:

- 1) You undertake not to release any funds to your client or anyone else – except for the sole and only exception set out in (2) below – until all liens are removed and our office confirms the receipt of a Certificate of Title showing no liens with respect to whichever project the release relates: the Saline Creek Drive and Bridge Project (the "Bridge Project"), the Abasands Project, or the Saline #3 Project.

000042

2) For funds relating to the Bridge Project, you may release funds Dan Peskett of Brownlee LLP on behalf of E Construction Ltd. ("E Construction") on the condition that those funds cannot be released to E Construction until E Construction removes its lien and we receive a satisfactory Certificate of Title showing no liens.


3) Once all liens are removed and we receive the respective Certificates of Title showing no liens, you can release the funds on the condition that all funds are disbursed to S-R's subcontractors. For clarity, you may not release any funds to any subcontractor until we receive Certificates of Title showing no liens.

If you refuse to agree to the conditions as summarized above, we require that you immediately return all trust monies sent to your office by the RM or our office in relation to this matter.

Yours truly,

REYNOLDS, MIRTH, RICHARDS & FARMER LLP

PER:



ANTHONY R. PURGAS
ARP/ras



Regional Municipality of Wood Buffalo
 9909 Franklin Avenue
 Fort McMurray, Alberta T9H 2K4

Attention: Mr. Arlan Delisle, Senior Legal Counsel

August 7, 2014

Dear Sirs/Madams:

Re: Sprague-Rosser Contracting Co. Ltd., Sprague-Rosser Developments Inc. and Pacific Federation Equity Group Inc. – In Receivership (“Sprague” or the “Company”)

Alvarez & Marsal Canada Inc. ("A&M") was appointed by an Order of the Court of Queen's Bench of Alberta (the "Order") made on July 31, 2014 as Receiver and Manager (the "Receiver") of the property, assets and undertakings of Sprague. A copy of the Order and other related public information can be found on the Receiver's website at: www.alvarezandmarsal.com/sprague.

Pursuant to paragraphs 3(f) and 12 of the Order, the Receiver is authorized and empowered to collect any and all outstanding account receivables of Sprague and to hold these funds in its bank account.

The books and records of Sprague indicate that the Regional Municipality of Wood Buffalo (“RMWB”) is indebted to Sprague for the following amounts:

Job	Invoice #	Date	Amount	Payments Received	Balance Outstanding
Abasands Heights	211005-7337	5/20/2014	\$ 8,487,945.08	\$ (537,570.31)	\$ 7,950,374.77
Saline Road & Bridge	212005-7338	5/20/2014	18,171,805	-	18,171,805
Saline Outfall	212008-7340	5/20/2014	3,989,275.30	-	3,989,275
			\$ 30,649,025.43	\$ (537,570.31)	\$ 30,111,455.12

We understand that certain payments have been made to trust accounts at Burstall Winger Zammit LLP. Please confirm the amount and nature of funds held in trust accounts and satisfy any trust conditions required for the funds to be released to Sprague.

We request that RMWB confirm its agreement with the amounts outstanding tabled above or identify any discrepancies before August 15, 2014.

The invoices appear to be overdue so please arrange for immediate full and final payment on your outstanding debt obligation to the Company.

Your payment can be made by cheque or wire transfer and should be made payable to:

Alvarez & Marsal Canada Inc., Receiver and Manager, Sprague-Rosser Contracting Co. Ltd.

Please remit payment to the following address:

Alvarez & Marsal Canada Inc., Receiver and Manager, Sprague-Rosser Contracting Co. Ltd.
c/o Tom Powell
Suite 570, 202 – 6th Avenue SW
Calgary, Alberta
T2W 3X9

If you wish to make a wire transfer payment, or if you have any questions, please direct them to Mr. Tom Powell at (604) 639-0846 or by email at tpowell@alvarezandmarsal.com.

Do not make payment to any other parties with respect to the amounts listed above. Any payments remitted to parties other than the Receiver will not constitute a reduction in the amounts owing to Sprague.

We appreciate your immediate attention to this matter.

Yours very truly,

ALVAREZ & MARSAL CANADA INC.
in its capacity as Court appointed Receiver and Manager
of Sprague-Rosser Contracting Co. Ltd.



Tom Powell
Director

Cc: Tim Reid, Managing Director, Alvarez & Marsal Canada Inc.

From: Alan McConnell
Sent: Thursday, August 14, 2014 10:11 AM
To: Kelly Hannan
Subject: RE: H. Wilson v. Sprague

After the termination of the Abasand contract for convenience, Sprague submitted a time and materials claim to the RM pursuant to the terms of the Contract. That claim is for amounts grossly in excess of what H. Wilson claims to be due and owing.
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Kelly Hannan [khannan@bdplaw.com]
Sent: August 14, 2014 10:01 AM
To: Alan McConnell
Subject: RE: H. Wilson v. Sprague

Does that mean that the RM still owes money to Sprague on Abasands? That is, money that if it had been released to Sprague would have been paid to H. Wilson?

From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Thursday, August 14, 2014 9:58 AM
To: Kelly Hannan
Subject: RE: H. Wilson v. Sprague

The RMWB did not release any further funds on Abasand Heights after the monies that they allowed me to disburse from trust to your trust account.

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Kelly Hannan [khannan@bdplaw.com]
Sent: August 14, 2014 9:42 AM
To: Alan McConnell
Subject: RE: H. Wilson v. Sprague

Did the RM end up releasing to Sprague the remainder of the funds owed with respect to the work performed by H.Wilson?

kh

From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Thursday, August 14, 2014 9:41 AM
To: Kelly Hannan
Subject: RE: H. Wilson v. Sprague

Kelly, it is Jeremy Taitinger/Anthony Purgas of Reynolds Mirth in Edmonton.

Cheers

Alan J. McConnell

Burstall Winger Zammit LLP

1600, 333 - 7th Avenue, S. W.

Calgary, Alberta

T2P 2Z1

Direct Line: 403-234-3329

Main: 403-264-1915

Cell: 403-620-4825

Fax: 403-266-6016

E-Mail: alanm@burstall.com

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From: Kelly Hannan [khannan@bdplaw.com]
Sent: August 14, 2014 9:39 AM
To: Alan McConnell
Subject: H. Wilson v. Sprague

Alan

You told me a while back that the RM had retained outside counsel. Can you let me know who that is please?

Thanks,

Kh

Kelly Hannan

BD&P BURNET, DUCKWORTH & PALMER LLP Law Firm

Telephone 403.260.0126 **Fax** 403.260.0332 **Web** BDPLAW.COM **Address** Suite 2400, 525-8th Ave SW

000047

Calgary, AB T2P 1G1

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Alan McConnell

From: Alan McConnell
Sent: August-20-14 4:19 PM
To: Melisa Keast
Cc: Jim Allen; Dave Tarkowski
Subject: RE: Sprague Rosser - Saline Creek and bridge project

Melisa, I have no directions on either point from the Receiver or the RM of Wood Buffalo. You may wish to call the Receiver's counsel, Sean Collins at McCarthy Tetrault in Calgary, or Arlan Delisle, in house counsel for the RM, directly to see if you can find out anything.
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
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From: Melisa Keast [Melisa@jatec.ca]
Sent: August 20, 2014 3:43 PM
To: Alan McConnell
Cc: Jim Allen; Dave Tarkowski
Subject: RE: Sprague Rosser - Saline Creek and bridge project

Hi Al,

Just wanted to check in on the status of the funds in trust. Have you received any indication as to if that will be released and who it will be dispersed to?

Thank you,

Melisa Keast
Project Coordinator

T 780.466.5832
F 780.465.7020
C 780.818.0989

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From: Alan McConnell [mailto:alanm@burstall.com]
Sent: June-25-14 1:41 PM
To: Melisa Keast
Subject: RE: Sprague Rosser - Saline Creek and bridge project

Melisa, still waiting on something positive. I know it is ridiculous and appreciate your patience.
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1

Direct Line: 403-234-3329

Main: 403-264-1915

Cell: 403-620-4825

Fax: 403-266-6016

E-Mail: alanm@burstall.com

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From: Melisa Keast [Melisa@jatec.ca]
Sent: June 25, 2014 9:41 AM
To: Alan McConnell
Subject: RE: Sprague Rosser - Saline Creek and bridge project

Hi Al,

Just wanted to touch base with you on this. Have you heard back from the RMWB?

Melisa Keast
Project Coordinator

T 780.466.5832
F 780.465.7020
C 780.818.0989

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email and destroy all copies of this Email. Thank you.

From: Melisa Keast
Sent: June-18-14 4:45 PM
To: 'Alan McConnell'
Subject: RE: Sprague Rosser - Saline Creek and bridge project

Al,

See attached release form and void cheque. I noticed that the form says that the release is to be sealed. Do you need an original?

Please let me know when you hear back from the RMWB.

Best regards,

Melisa Keast
Project Coordinator

T 780.466.5832
F 780.465.7020
C 780.818.0989

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From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: June-17-14 1:11 PM
To: Melisa Keast; Troy Moskal
Subject: Re: Sprague Rosser - Saline Creek and bridge project

OK, send me the signed Release and ETF info.

Cheers

From: Melisa Keast
Sent: Tuesday, June 17, 2014 1:09 PM
To: Troy Moskal; Alan McConnell
Subject: RE: Sprague Rosser - Saline Creek and bridge project

Al,

I have reviewed Troy's summary and our records agree with the amount owing being \$198,798.51.

Thank you,

Melisa Keast
Project Coordinator

T 780.466.5832
F 780.465.7020
C 780.818.0989

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From: Troy Moskal [<mailto:tmoskal@sprague-rosser.com>]
Sent: June-17-14 12:03 PM
To: Alan McConnell
Cc: Melisa Keast
Subject: RE: Sprague Rosser - Saline Creek and bridge project

Al,

Please see the attached. Not to get into too much detail, but the HB was never applied to the first payment we made to Jatec. The attached shows what has been paid to date with the backup of the cheques issued. It also shows the approved work to date and agreed to amount outstanding. The long and short of it is that my number is correct. I have spoken with Melissa about this and copied her on it so that she will be able to confirm the same.

Thanks,

Troy Moskal | Manager, Contract Compliance



From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Tuesday, June 17, 2014 9:47 AM
To: Troy Moskal
Subject: FW: Sprague Rosser - Saline Creek and bridge project

Troy, see info from Jatec. The number you have on your sheet is \$198,798.12. Can you reconcile these?
Thanks

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329

Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Melisa Keast [Melisa@jatec.ca]
Sent: June 17, 2014 9:43 AM
To: Alan McConnell
Subject: Sprague Rosser - Saline Creek and bridge project

Further to our telephone conversation, please see attached outstanding invoice dated December 2013 for holdback on the project for work completed up to that date.

I understand that you were expecting to received funds from the RMWB this week. Can you please let me know at your earliest convenience when we can expect to take the next steps in obtaining payment for this invoice.

Best regards,

Melisa Keast
Project Coordinator

T 780.466.5832
F 780.465.7020
C 780.818.0989

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Alan McConnell

From: Alan McConnell
Sent: November-12-14 1:45 PM
To: jeff@federationcorp.com
Subject: FW: Saline Creek Drive and Bridge unpaid subs
Attachments: Subcontractors June 11 Payment.xlsx

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Wednesday, July 16, 2014 9:01 AM
To: Troy Moskal
Subject: Saline Creek Drive and Bridge unpaid subs

Troy, here is the list that you provided to me. Are there any subs that are missed on the Drive and Bridge project?
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
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RMWB

Job	Sub	Invoiced	Invoice	Amount	SR Paid	Description	With GST	To Be Paid
211005	Thompson	Yes	2196	\$ 48,476.57	Yes	Holdback	\$ 50,900.40	\$ 50,900.40
211005	Wilco	Yes	5413218-FA01	\$ 9,355.50	Yes	Work Completed	\$ 9,873.28	\$ 9,873.28
211005	Wilco	Yes	5413218-PC01	\$ 19,092.15	Yes	Work Completed	\$ 20,046.76	\$ 20,046.76
211005	Wilco	No		\$ 3,160.85	Yes	Holdback	\$ 3,318.89	\$ 3,318.89
211005	Wilson	Yes	103000	\$ 633,017.29	Yes	Last Progress	\$ 664,668.15	\$ 664,668.15
211005	Wilson	No		\$ 509,287.44	Yes	Holdback	\$ 534,751.81	\$ 534,751.81
212005	E-Construction	Yes	M4390	\$ 1,190,223.40	Yes	SR PPC 16	\$ 1,249,734.57	\$ 1,249,734.57
212005	E-Construction	Yes	M4429	\$ 1,032,684.78	Yes	SR PPC 17	\$ 1,084,319.02	\$ 1,084,319.02
212005	E-Construction	No		\$ 67,979.65	Yes	SR PPC 19	\$ 71,378.63	\$ 71,378.63
212005	E-Construction	No		\$ 13,391.03	Partial	SR PPC 30	\$ 14,060.58	\$ 14,060.58
212005	E-Construction	No		\$ 800,288.46	Yes	Holdback	\$ 840,302.88	\$ 840,302.88
212005	E-Construction	No		\$ 352,803.74	Unpaid	FA Work	\$ 370,443.93	\$ 370,443.93
212005	E-Construction	No		\$ 75,532.95	Unpaid	Bond Claim Qty Diff SR PPC 19	\$ 79,309.60	\$ 79,309.60
212005	E-Construction	No		\$ 858,110.71	Unpaid	Bond Claim Qty Diff SR PPC 30	\$ 901,016.25	\$ 901,016.25
212005	Edmonton H.E.	Yes	11036	\$ 30,500.00	Unpaid	Rental Equip	\$ 32,025.00	\$ 32,025.00
212005	Edmonton H.E.	Yes	11042	\$ 36,700.00	Unpaid	Rental Equip	\$ 38,535.00	\$ 38,535.00
212005	Edmonton H.E.	Yes	11056	\$ 26,250.00	Unpaid	Rental Equip	\$ 27,562.50	\$ 27,562.50
212005	Edmonton H.E.	Yes	11071	\$ 28,450.00	Unpaid	Rental Equip	\$ 29,872.50	\$ 29,872.50
212005	Edmonton H.E.	Yes	11145	\$ 16,850.00	Unpaid	Rental Equip	\$ 17,692.50	\$ 17,692.50
212005	Edmonton H.E.	Yes	11163	\$ 35,850.00	Unpaid	Rental Equip	\$ 37,642.50	\$ 37,642.50
212005	Edmonton H.E.	Yes	11168	\$ 90,300.00	Unpaid	Rental Equip	\$ 94,815.00	\$ 94,815.00
212005	Edmonton H.E.	Yes	11192	\$ 109,480.00	Unpaid	Rental Equip	\$ 114,954.00	\$ 114,954.00
212005	Edmonton H.E.	Yes	11203	\$ 88,450.00	Unpaid	Rental Equip	\$ 92,872.50	\$ 92,872.50
212005	Edmonton H.E.	Yes	11217	\$ 50,694.25	Unpaid	Rental Equip	\$ 53,228.96	\$ 53,228.96
212005	Edmonton H.E.	Yes	11241	\$ 81,446.50	Unpaid	Rental Equip	\$ 85,518.83	\$ 85,518.83
212005	Edmonton H.E.	Yes	11269	\$ 90,839.00	Unpaid	Rental Equip	\$ 95,380.95	\$ 95,380.95
212005	Edmonton H.E.	Yes	11278	\$ 94,631.00	Unpaid	Rental Equip	\$ 99,362.55	\$ 99,362.55
212005	Edmonton H.E.	Yes	11296	\$ 87,200.00	Unpaid	Rental Equip	\$ 91,560.00	\$ 91,560.00
212005	Iron Tractor	Yes	1003	\$ 556,966.08	Yes	Rental Equip	\$ 584,814.38	\$ 584,814.38
212005	Jatec	Yes		\$ 189,331.92	Yes	HB	\$ 198,798.52	\$ 198,798.52
212005	Jay Sidhu Transport	Yes		\$ 32,508.00	No	Haul Contaminated	\$ 34,133.40	\$ 34,133.40
212005	PCL	Yes		\$ 65,795.00	Yes	Part A HB for Work Completed	\$ 69,084.75	\$ 69,084.75
212005	PCL	Yes	4140648	\$ 249,555.20	Yes	Feb Progress	\$ 262,032.96	\$ 262,032.96
212005	PCL	Yes	500294-20	\$ 119,570.00	Yes	General Conditions (Mobe)	\$ 125,496.00	\$ 125,496.00
212005	PCL	Yes		\$ 41,008.36	Yes	Post HB - HB	\$ 43,058.78	\$ 43,058.78
212005	PCL	Yes		\$ 10,000.00	Unpaid	Deficiency	\$ 10,500.00	\$ 10,500.00
212005	HEX	Yes	201312290	\$ 127,649.56	Yes	HB	\$ 134,032.04	\$ 134,032.04
212005	Ruskin	Yes	4140648	\$ 42,750.00	Yes	last progress	\$ 44,887.50	\$ 44,887.50
212005	Ruskin	Yes	4140655	\$ 60,758.02	Yes	HB	\$ 63,795.92	\$ 63,795.92
212005	Wilco	Yes	5412129-PC6.1	\$ 23,062.45	Yes	SR PPC 19	\$ 24,215.57	\$ 24,215.57
212005	Wilco	Yes	5412129-PC07	\$ 12,385.00	Yes	SR PPC 30	\$ 12,899.25	\$ 12,899.25
212005	Wilco	Yes	5412129-HB	\$ 92,816.74	Yes	Holdback	\$ 97,457.58	\$ 97,457.58
212005	Douglas Coatings Ltd.	Yes	DCLInv013060	\$ 45,229.65	Yes		\$ 47,491.13	\$ 47,491.13
212008	Douglas Coatings Ltd.	Yes	DCLInv013105	\$ 71,158.34	Yes		\$ 74,716.26	\$ 74,716.26
212008	Douglas Coatings Ltd.	Yes	DCLInv013126	\$ 43,290.01	Yes		\$ 45,454.51	\$ 45,454.51
212008	Douglas Coatings Ltd.	Yes	DCLInv013140	\$ 75,031.95	Yes		\$ 78,783.55	\$ 78,783.55
212008	Douglas Coatings Ltd.	Yes	DCLInv013167	\$ 13,883.31	Yes		\$ 14,577.48	\$ 14,577.48
212008	Douglas Coatings Ltd.	Yes	DCLInv013205	\$ 7,835.47	Yes		\$ 8,227.24	\$ 8,227.24
212008	Douglas Coatings Ltd.	Yes	DCLInv013296	\$ 6,342.84	Yes		\$ 6,659.98	\$ 6,659.98
212008	EOS	Yes	August 2013	\$ 1,710,000.00	Yes	Work Completed	\$ 1,795,500.00	\$ 1,795,500.00
212008	EOS	Yes	00010405	\$ 210,412.15	Yes	Work Completed	\$ 220,932.76	\$ 220,932.76
212008	EOS	Yes	00010406	\$ 360,000.00	Yes	Work Completed	\$ 378,000.00	\$ 378,000.00
212008	EOS	Yes	00010410	\$ 16,238.47	Yes	Work Completed	\$ 17,050.39	\$ 17,050.39
212008	EOS	Yes	00010563	\$ 421,820.10	Yes	Tie In Work	\$ 442,911.11	\$ 442,911.11

84,089.32 \$ 33,188.93

\$537,570.31 Wilson. Paid June 26, 2014

\$ 114,620.12

PCL Sett Off Amount

Remain Unpaid as was never completed.

\$ 134,572.40

1,545,953.13

212008	EOS	00010624	Yes	\$ 228,512.70	Yes	Tie In Work	\$ 239,938.34
212008	EOS	00010857	Yes	\$ 44,050.83	Yes	Tie In Work	\$ 46,253.37
212008	EOS	00010927	Yes	\$ 349,875.00	Yes	30*	\$ 367,368.75
212008	EOS	00010928	Yes	\$ 238,820.49	Yes	Tie In Work	\$ 250,761.51
212008	EOS	00010939	Yes	\$ 162,451.95	Yes	Tie In Work	\$ 170,574.55
212008	EOS	00010972	Yes	\$ 78,441.08	Yes	Tie In Work	\$ 82,363.13
212008	EOS	00011000	Yes	\$ 114,041.70	Yes	Tie In Work	\$ 119,743.79
212008	EOS	00011230	Yes	\$ 134,893.59	Yes	Tie In Work	\$ 141,638.27
212008	EOS	00010039H	Yes	\$ 99,798.22	Yes	Holdback	\$ 104,788.13
212008	EOS	00010281H	Yes	\$ 190,000.00	Yes	Holdback	\$ 199,500.00
212008	EOS	00010600H	Yes	\$ 30,000.00	Yes	Holdback	\$ 31,500.00
212008	EOS	00010405H	Yes	\$ 23,379.13	Yes	Holdback	\$ 24,548.09
212008	EOS	00010406H	Yes	\$ 40,000.00	Yes	Holdback	\$ 42,000.00
212008	EOS	00010410H	Yes	\$ 1,804.27	Yes	Holdback	\$ 1,894.48
212008	EOS	00010563H	Yes	\$ 46,868.90	Yes	Holdback	\$ 49,212.35
212008	EOS	00010624H	Yes	\$ 25,390.30	Yes	Holdback	\$ 26,659.82
212008	EOS	00010857H	Yes	\$ 4,894.54	Yes	Holdback	\$ 5,139.27
212008	EOS	00010927H	Yes	\$ 38,875.00	Yes	Holdback	\$ 40,818.75
212008	EOS	00010928H	Yes	\$ 26,535.61	Yes	Holdback	\$ 27,862.39
212008	EOS	00010939H	Yes	\$ 18,050.22	Yes	Holdback	\$ 18,924.73
212008	EOS	00010972H	Yes	\$ 8,715.68	Yes	Holdback	\$ 9,151.46
212008	EOS	00011000H	Yes	\$ 12,671.30	Yes	Holdback	\$ 13,304.87
212008	EOS	00011230H	Yes	\$ 14,988.18	Yes	Holdback	\$ 15,737.59
212008	Michels	496050	Yes	\$ 4,192,008.32	Yes	PPC	\$ 4,401,608.74
212008	Michels	496071	Yes	\$ 1,138,112.00	Yes	PPC	\$ 1,195,017.60
212008	Nason		No	\$ 1,683,857.40	Yes	Holdback	\$ 1,768,050.27
212008	Neptune	29#62672	Yes	\$ 93,645.19	Yes	Holdback	\$ 98,327.45
212008	Neptune		Yes	\$ 42,491.12	Yes	Work Completed	\$ 44,615.68
			Yes	\$ 47,208.81	Yes	Holdback	\$ 49,569.25

94,184.93
2,261,797.69

To Pay (GST INC) \$ 1,724,227.38 \$
From RMWB \$ 4,342,007.88 \$
In Trust Balance \$ 299,000.00 \$
Remaining in Trust \$ 2,916,780.50 \$

\$ 20,216,675.44 Total (All Values Pre GST)

Alan McConnell

From: Alan McConnell
Sent: November-12-14 2:51 PM
To: jeff@federationcorp.com
Subject: FW: scanned release
Attachments: 2014-06-13 General Release Sprague Rosser Saline Creek.pdf

Signed PCL Release.

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Randy Boddez [RFBoddez@pcl.com]
Sent: June 13, 2014 9:34 AM
To: Alan McConnell
Subject: FW: scanned release

fyi

Randy Boddez
Senior Manager, Finance & Administration
PCL Construction Management Inc.
p 780-733-6108 | c 780-446-2472
rfboddez@pcl.com
www.pcl.com
Connect with us on: [LinkedIn](#), [Facebook](#), [Twitter](#), [YouTube](#)
Sharing your vision. Building success.

GENERAL RELEASE

KNOW ALL PERSONS BY THESE PRESENTS that **PCL CONSTRUCTION MANAGEMENT INC.** (hereinafter called the "Releasor") for and in consideration of the sum of **\$385,052.37**, paid by or on behalf of **SPRAGUE ROSSER CONTRACTING CO. LTD.** (hereinafter called the "Releasee"), the receipt and sufficiency of which is hereby acknowledged, **HEREBY REMISES, RELEASES AND FOREVER DISCHARGES** the Releasee, and its administrators, insurers, successors and assigns of and from any and all manner of action, cause and causes of action, suits, debts, dues, sums of money, general damages, special damages, costs, claims and demands of every nature and kind whatsoever at law or in equity or under any statute, under or by which they or their executors, administrators or assigns can, shall or may have by reason of any matter, cause or thing whatsoever existing up to and including the day hereof with respect to all claims related to the provision of services or materials to a project for the Regional Municipality of Wood Buffalo known as Saline Creek Drive and Bridge Phase 1.

IT IS UNDERSTOOD AND AGREED that the Releasee does not admit any liability to the Releasor, and that such liability is denied.

THE RELEASOR ALSO REPRESENTS that it has not issued , and will not issue, any legal proceedings with respect to its claim.

IT IS HEREBY DECLARED that the terms of this settlement are fully understood; that the amount stated herein is the sole consideration of this Release; and that the said sum is accepted voluntarily, uninfluenced by representations on the part of the Releasee or anyone representing the Releasee, for the purpose of making a full and final compromise, adjustment and settlement of all claims resulting from the matters referred to herein.

THIS RELEASE ALSO BINDS the heirs, executors, administrators, successors and assigns of the Releasor (and each of them) and enures to the benefit as well as to the Releasee and to its heirs, executors, administrators, successors and assigns of the Releasee.

THIS RELEASE is governed by the laws of the Province of Alberta.

IN WITNESS WHEREOF, the Releasor, _____, has hereunto set its seal at the City of Calgary, in the Province of Alberta this 12th day of June, 2014.

PCL CONSTRUCTION MANAGEMENT INC

Per: Alan Kuysters
A. J. Kuysters
Vice President
(I am authorized to bind the Releasor)

Alan McConnell

From: MacLeod, Walker W. <wmacleod@mccarthy.ca>
Sent: January-29-15 1:46 PM
To: Alan McConnell
Subject: RE: Nason and Sprague-Rosser

Thanks Alan, much appreciated.

From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Thursday, January 29, 2015 1:43 PM
To: MacLeod, Walker W.
Subject: FW: Nason and Sprague-Rosser

Walker, Here is a communication regarding the backcharges. The claim amount is in the Consent Order.

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: June 13, 2014 8:34 AM
To: mmackay@sprague-rosser.com
Subject: FW: Nason and Sprague-Rosser

Matt, the numbers are in the bottom email in this chain.
So, we would retain about \$375K in our trust account while this is arbitrated. We have the delay claim for \$120K and the pipe install for the balance.
I would think that Nason may be interest in walking away with \$1MM or maybe a little more to do this. The principal claim is \$1.169MM so the balance would go to S-R.
I was thinking of an offer that would expire later today.
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915

Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: May 28, 2014 11:13 AM
To: Bryan Kwan
Subject: RE: Nason and Sprague-Rosser

Bryan, I don't see why they would not agree. I would think that the first step would be for the representatives of each party sit down and discuss the back charges. You?
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600. 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
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From: Bryan Kwan [brkwan@dcllp.com]
Sent: May 28, 2014 10:58 AM
To: Alan McConnell
Subject: RE: Nason and Sprague-Rosser

Thanks Alan,

Would Sprague also be prepared to consent to a court order setting deadlines to deal with the arbitration? I would simply use the timelines in CCDC 40. This Order would help put my client at ease about the delay.

Cheers,

Bryan

Bryan A. Kwan
Lawyer

D. Winger, Craig LLP

2800 Scenic Place, 10000 Jasper Ave
Edmonton, Alberta T5J 3V9

phone: 780.409.4420
toll free: 1.800.782.9409
fax: 780.428.9683
e-mail: brkwan@dcllp.com

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Please note that errors can occur in electronically transmitted materials. We do not accept liability for any such errors. If verification is required please ask for a hard copy.

From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: May-28-14 10:35 AM
To: Bryan Kwan
Subject: Nason and Sprague-Rosser

"Without Prejudice"

Bryan, I hope that you are well.

As promised, I attach the original "delay" back-charge document along with the second back-charge related to "Rock Trap Completion". The total amount of the two back-charges, including G.S.T., is \$375,028.09.

As discussed earlier, my client's proposal is that it will pay Nason the principal amount of its lien claim less the back charge amounts. The back charge amounts will remain in my firm's trust account pending resolution of those claims.

By my calculation, the funds available for release would be \$794,751.10. The funds will be paid on the condition that Nason confirms that its lien claim is reduced by the amount that it is paid.

If you can confirm Nason's agreement with this process, and provide ETF information, I can arrange to make a direct deposit either to your office or to Nason directly.

Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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Suite 5300, TD Bank Tower, Box 48, 66 Wellington Street West, Toronto, ON M5K 1E6

Alan McConnell

From: Alan McConnell
Sent: July-02-15 11:01 AM
To: jeff@federationcorp.com
Subject: FW: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge
Attachments: SKMBT_C55014062416360.pdf

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Arlan Delisle [Arlan.Delisle@woodbuffalo.ab.ca]
Sent: June 24, 2014 4:35 PM

To: Alan McConnell
Cc: jtaitinger@rmrf.com
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Please see attached.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075
C 780-792-9344
F 780-792-5952
arlan.delisle@woodbuffalo.ab.ca
www.woodbuffalo.ab.ca
9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Tuesday, June 24, 2014 1:12 PM
To: Arlan Delisle
Subject: Fw: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Just so I am clear, is Jeremy dealing with any matters related to this project or just the E. Construction matter?
Thanks

From: Arlan Delisle
Sent: Tuesday, June 24, 2014 11:05 AM
To: Alan McConnell
Cc: jtaitinger@rmrf.com
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

You are also hereby advised that, in relation to QU2706 Saline Creek Drive and Bridge, the municipality has retained Jeremy Taitinger of RMRF (780) 497-3317 to act on this matter. Further lawyer communication from you is to be directed to him unless otherwise advised.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075
C 780-792-9344
F 780-792-5952
arlan.delisle@woodbuffalo.ab.ca
www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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From: Arlan Delisle
Sent: Tuesday, June 24, 2014 11:57 AM
To: alanm@burstall.com
Subject: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

See the attached in relation to QU 2706.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075
C 780-792-9344
F 780-792-5952
arlan.delisle@woodbuffalo.ab.ca
www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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REGIONAL MUNICIPALITY
OF WOOD BUFFALO

Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1

Attention: Alan J. McConnell

Dear Sir,

Re: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Further to your email of June 24, 2014 12:13 PM:

1. On June 10, 2014 \$4,342,007.88 was deposited into your firm's RBC trust account on trust conditions. If those conditions were unacceptable the funds should have been returned forthwith.
2. \$3,805,437.57 of that amount relates to QU2706 Saline Creek Drive and Bridge. There has been no resolution of E Construction Ltd. lien. It is impossible then for payments to be authorized without prejudicing my client.

You will, forthwith, return \$3,805,437.57 to the Regional Municipality of Wood Buffalo.

Further to your email of June 24, 2014 1:14 PM:

1. Further communication from you or your office is to be with Mr. Taitinger in relation to remaining issues relating to QU2706 Saline Creek Drive and Bridge, unless you are otherwise advised.

Yours Truly,

Arlan Delisle
Senior Legal Counsel
Regional Municipality of Wood Buffalo

Alan McConnell

From: Alan McConnell
Sent: July-02-15 11:05 AM
To: jeff@federationcorp.com
Subject: FW: Disbursing funds on Saline Creek Drive and Bridge
Attachments: GENERAL RELEASE PCL - Saline R&B (2).doc

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: November 12, 2014 2:42 PM
To: jeff@federationcorp.com
Subject: FW: Disbursing funds on Saline Creek Drive and Bridge

Another

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
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From: Alan McConnell
Sent: June 12, 2014 5:08 PM
To: Randy Boddez

Cc: kbowes@sprague-rosser.com

Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Randy, the revised Release is attached. If you can sign it and send it back, that should speed up payment once the RM gets off its duff and says we can pay.

Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1

Direct Line: 403-234-3329

Main: 403-264-1915

Cell: 403-620-4825

Fax: 403-266-6016

E-Mail: alanm@burstall.com

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From: Alan McConnell

Sent: June 12, 2014 5:00 PM

To: Randy Boddez

Subject: Re: Disbursing funds on Saline Creek Drive and Bridge

Great, I will send a revised Release.

From: Randy Boddez

Sent: Thursday, June 12, 2014 4:59 PM

To: Alan McConnell

Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Yes

Randy Boddez

Senior Manager, Finance & Administration

PCL Construction Management Inc.

p 780-733-6108 | c 780-446-2472

rfboddez@pcl.com

www.pcl.com

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From: Alan McConnell [mailto:alanm@burstall.com]

Sent: Thursday, June 12, 2014 2:53 PM

To: Randy Boddez

Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Randy, I am afraid that I don't agree. Will PCL sign the Release since I need that to be able to release funds.

Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1

Direct Line: 403-234-3329

Main: 403-264-1915

Cell: 403-620-4825

Fax: 403-266-6016

E-Mail: alanm@burstall.com

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From: Randy Boddez [RFBoddez@pcl.com]
Sent: June 12, 2014 2:43 PM
To: Alan McConnell
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Alan, you can replace the existing language with the set off language, but at the end of the day a release is not necessary here.

Randy Boddez

Senior Manager, Finance & Administration

PCL Construction Management Inc.

p 780-733-6108 | c 780-446-2472

rfboddez@pcl.com

www.pcl.com

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From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Thursday, June 12, 2014 2:30 PM
To: Randy Boddez
Subject: Re: Disbursing funds on Saline Creek Drive and Bridge

I can add that.

From: Randy Boddez
Sent: Thursday, June 12, 2014 2:17 PM
To: Alan McConnell
Cc: kbowes@sprague-rosser.com
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Alan, the release is "with respect to all claims related to the provision of services or materials to a project for the Regional Municipality of Wood Buffalo known as Saline Creek Drive and Bridge Phase 1." It mentions nothing about the set off.

Randy Boddez

Senior Manager, Finance & Administration

PCL Construction Management Inc.

p 780-733-6108 | c 780-446-2472

rfboddez@pcl.com

www.pcl.com

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From: Alan McConnell [<mailto:alanm@burstall.com>]

Sent: Thursday, June 12, 2014 1:50 PM

To: Randy Boddez

Cc: kbowes@sprague-rosser.com

Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Randy, If you get me a signed Release, I can direct deposit funds as soon as the RM says OK. The Release is needed given the agreement on the set off.

Cheers

Alan J. McConnell

Burstall Winger Zammit LLP

1600, 333 - 7th Avenue, S. W.

Calgary, Alberta

T2P 2Z1

Direct Line: 403-234-3329

Main: 403-264-1915

Cell: 403-620-4825

Fax: 403-266-6016

E-Mail: alanm@burstall.com

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From: Randy Boddez [RFBoddez@pcl.com]

Sent: June 12, 2014 1:14 PM

To: Alan McConnell

Cc: kbowes@sprague-rosser.com

Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Not sure why a release is required, we do not have a "claim" the payment is simply payment of our progress claims on the project.

Randy Boddez

Senior Manager, Finance & Administration

PCL Construction Management Inc.

p 780-733-6108 | c 780-446-2472

rfboddez@pcl.com

www.pcl.com

Connect with us on: [LinkedIn](#), [Facebook](#), [Twitter](#), [YouTube](#)

Sharing your vision. Building success.

From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Thursday, June 12, 2014 12:09 PM
To: Randy Boddez
Cc: kbowes@sprague-rosser.com
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Randy, attached is the form of Release that I will require PCL to sign and return. I am waiting for the RM's approval to release the funds to PCL.

Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: June 11, 2014 3:36 PM
To: rfboddez@pcl.com
Cc: kbowes@sprague-rosser.com
Subject: FW: Disbursing funds on Saline Creek Drive and Bridge

Randy, attached is Mr. Bowe's reconciliation of the amounts due to PCL after a set off of invoices due to Sprague-Rosser. The proposed final payment is \$385,052.37. I am seeking the RM's ok to disburse this to PCL.

I will want a Release signed before I direct deposit funds.

Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Kieran Bowes [kbowes@sprague-rosser.com]
Sent: June 11, 2014 3:21 PM
To: Alan McConnell
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Al, see summary attached.

PCL	Yes		\$ 65,795.00	Yes	Part A HB	Not approved by AE and RM
PCL	Yes		\$ 249,555.20	Yes	Feb Progre	RM/AE Approved Remains U
PCL	Yes	500294-20	\$ 119,520.00	Yes	General Co	Not approved by AE and RM
PCL	Yes		\$ 41,008.36	Yes	Post HB -	AE retained HB on approvals

Total Above
Set Off

Kieran Bowes, CA | Vice President, Finance



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Sprague Group Corporate Office
 201, 1259 - 91 Street SW | Edmonton, AB T6X 1E9
 Telephone: (780) 463-5862 | Fax: (780) 468-2668
 Direct: (780) 395-1924 | Cell: (587) 337-0021
www.spraguegroup.ca



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From: Alan McConnell [mailto:alanm@burstall.com]
Sent: June-11-14 3:18 PM
To: Kieran Bowes
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Kieran, the numbers on Troy's sheet add up to \$385,052.37. Is that right?
 Can you let me know what the set off comes from so it can be referred to in the Release.
 Cheers

Alan J. McConnell
 Burstall Winger Zammit LLP
 1600, 333 - 7th Avenue, S. W.
 Calgary, Alberta
 T2P 2Z1

Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Kieran Bowes [kbowes@sprague-rosser.com]
Sent: June 11, 2014 3:14 PM
To: Alan McConnell
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

I am fine with it. PCL's consent attached.

Kieran Bowes, CA | Vice President, Finance



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Sprague Group Corporate Office
201, 1259 - 91 Street SW | Edmonton, AB T6X 1E9
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From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: June-11-14 3:08 PM
To: Troy Moskal; Kieran Bowes; Jeff Jessamine
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Gents, are you good to go with the totals proposed in Troy's most recent spreadsheet so I can pitch this to Arlan?
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329

Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Troy Moskal [mailto:tmoskal@sprague-rosser.com]
Sent: June 11, 2014 3:06 PM
To: Alan McConnell; Kieran Bowes; Jeff Jessamine
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Yes to the release.....

Troy Moskal | Manager, Contract Compliance



From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Wednesday, June 11, 2014 3:02 PM
To: Troy Moskal; Kieran Bowes; Jeff Jessamine
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Troy, I don't have to give the list to Arlan just the totals we propose to pay and to whom. In cases where we are paying parties in full, I assume that we want a Release from them?
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600. 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Troy Moskal [mailto:tmoskal@sprague-rosser.com]
Sent: June 11, 2014 2:56 PM
To: Alan McConnell; Kieran Bowes; Jeff Jessamine
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

There is only so much \$ to go around... we are still at quite a deficit.

I corrected the Paid/Unpaid – and included Partial. The amounts reduced by the RM are not identified yet, Even the info you sent Kieran this AM does not provide reasoning, but if I were to venture a guess the E Con amount is paid in PPC 30 and our monies are being held.

To help the optics we could pay out the other two Invoices from E and Just hold more back from the PPC 17 like shown?

Troy Moskal | Manager, Contract Compliance



From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Wednesday, June 11, 2014 2:41 PM
To: Troy Moskal; Kieran Bowes; Jeff Jessamine
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Troy, My thoughts are that the PCL invoice that is marked "unpaid" ought not to be paid and that if you were paid on PPC 19 and 30 (Arlan's list includes payment of PPC 30), then E should be paid for those since you are "holding" back about \$1.4MM of holdback and progress otherwise due.

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Troy Moskal [tmoskal@sprague-rosser.com]
Sent: June 11, 2014 2:29 PM
To: Alan McConnell; Kieran Bowes; Jeff Jessamine
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Cleaned up, what are your thoughts?

Also I know Jeff beat me to the punch but I agree that E-Con is the cause of this and therefore we should be able to defend any judgment proceeding????

Troy Moskal | Manager, Contract Compliance



From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Wednesday, June 11, 2014 2:13 PM
To: Kieran Bowes; Troy Moskal; Jeff Jessamine
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Good point Kieran. I say that we set off those amounts now against the PCL amounts payable. That raises the "surplus" to about \$250K.

Remember, since the HB is paid on Drive and Bridge, that would fall within a "pay when paid" for E Construction. That leaves the bond exposed so we have to have a good basis to claim a set off against that HB amount. Maybe we use the \$250K to pay down the HB and set off against the rest?

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Kieran Bowes [kbowes@sprague-rosser.com]
Sent: June 11, 2014 2:08 PM
To: Troy Moskal; Alan McConnell; Jeff Jessamine
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

We also have about \$114k of invoices owed to us by PCL to set off against any amounts owing to them.

Kieran Bowes, CA | Vice President, Finance



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Sprague Group Corporate Office
201, 1259 - 91 Street SW | Edmonton, AB T6X 1E9
Telephone: (780) 463-5862 | Fax: (780) 468-2668
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From: Troy Moskal
Sent: June-11-14 1:58 PM
To: Alan McConnell; Jeff Jessamine
Cc: Kieran Bowes
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Al,

Take a look at this and let me know what you think. If you need more retained in trust for your firm we can always just change the % of E's invoice.

Troy Moskal | Manager, Contract Compliance



From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Wednesday, June 11, 2014 9:45 AM
To: Jeff Jessamine; Troy Moskal
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Looks like E is owed \$3.036MM since PPC 30 was paid. We should be able to pay Wilco, Ruskin, Rex and Jatec in full. Not sure what is due to PCL.
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: June 11, 2014 9:35 AM
To: Jeff Jessamine (jeff@sprague-rosser.com); Troy Moskal
Subject: FW: Disbursing funds on Saline Creek Drive and Bridge

This is the last sheet that Troy sent. It appears that E would be due \$3.023MM.

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
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From: Troy Moskal [tmoskal@sprague-rosser.com]
Sent: May 14, 2014 12:15 PM
To: Matthew Mackay
Cc: Alan McConnell
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Matt,

Please take a look and add any comments.

Troy Moskal | Manager, Contract Compliance



From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Wednesday, May 14, 2014 8:52 AM
To: Troy Moskal; Matthew Mackay
Subject: Re: Disbursing funds on Saline Creek Drive and Bridge

Thanks

From: Troy Moskal
Sent: Wednesday, May 14, 2014 8:51 AM
To: Alan McConnell; Matthew Mackay
Subject: RE: Disbursing funds on Saline Creek Drive and Bridge

Working on it right now

Troy Moskal | Manager, Contract Compliance



From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Wednesday, May 14, 2014 8:27 AM
To: Troy Moskal; Matthew Mackay
Subject: Disbursing funds on Saline Creek Drive and Bridge

Gents, Happy Wednesday!

Just wondering if you have a list of the subs to be paid on this project so we can make some decisions about disbursing funds.

Thanks

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
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Producible Documents

	Date	Description	Prod. No.
1.	February 26, 2014 March 17, 2014	Email chain between Arlan Delisle and Alan McConnell, with the subject line "Sprague-Rosser's projects with the RM of Wood Buffalo"	000001-000005
2.	March 25-27, 2014	Email chain between Alan McConnell and Arlan Delisle, with the subject line "Sprague Rosser"	000006-000007
3.	March 28, 2014	Email from Arlan Delisle to Alan McConnell, with the subject line "Sprague Rosser / RMWB", and attaching Pages from 13-163 copy of cheque.pdf	000008-000010
4.	March 28, 2014	Email chain between Arlan Delisle and Alan McConnell, with the subject line "Sprague Ross / RMWB", and attaching a deposit slip	000011-000013
5.	March 27-31, 2014	Email chain between Arlan Delisle, Randy Boddez, Brad Appleton, Alan Kuysters, Jason Portas, and Jeff Willan, with the subject line "Saline Creek Financials"	000014-000015
6.	April 1, 2014	Email chain between Alan McConnell and Arlan Delisle, with the subject line "RM projects and Sprague-Rosser"	000016-000017
7.	April 7-9, 2014	Email chain between Arlan Delisle and Alan McConnell, with the subject line "Correction on PCL QU 2706"	000018-000019
8.	April 17, 2014	Email chain between Alan McConnell and Arlan Delisle, with the subject line "Saline Creek Drive and Bridge"	000020-000023
9.	June 10, 2014	Email chain between Arlan Delisle, Alan McConnell and Lisa Romaine, with the subject line "Sprague Cheque"	000024-000025
10.	June 24, 2014	Email correspondence from Arlan Delisle to Alan McConnell, with the subject line "Sprague Rosser / RMWB – QU2706 Saline Creek Drive and Bridge", and attaching a letter from Arlan Delisle of Regional Municipality of Wood Buffalo to Alan McConnell of Burstall Winger	000026-000027
11.	June 24, 2014	Email chain between Arlan Delisle, Alan McConnell and Jeremy Taitinger, with the subject line "Sprague Rosser / RMWB – QU2706 Saline Creek Drive and Bridge", and attaching two letters from Arlan Delisle of Regional Municipality of Wood Buffalo to Alan McConnell of Burstall Winger	000028-000031
12.	June 24-25, 2014	Email chain between Arlan Delisle, Alan McConnell and Jeremy Taitinger, with the subject line ""Sprague Rosser / RMWB – QU2706 Saline Creek Drive and Bridge"	000032-000034

	Date	Description	Prod. No.
13.	June 24-25, 2014	Email chain between Arlan Delisle, Alan McConnell and Jeremy Taitinger, with the subject line ""Sprague Rosser / RMWB – QU2706 Saline Creek Drive and Bridge"	000035-000038
14.	June 24-25, 2014	Email chain between Arlan Delisle, Alan McConnell and Jeremy Taitinger, with the subject line ""Sprague Rosser / RMWB – QU2706 Saline Creek Drive and Bridge"	000039-000043
15.	July 7, 2014	Email correspondence between Jeremy Taitinger and Alan McConnell with the subject line "Trust funds"	000044
16.	July 14-15, 2014	Email chain between Jeremy Taitinger, Alan McConnell, Arlan Delisle, and Anthony Purgas, with the subject line "Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo"	000045-000049
17.	July 17, 2014	Email chain between Jeremy Taitinger, Alan McConnell and Anthony Purgas, with the subject line "Sprague Rosser"	000050-000054
18.	July 18, 2014	Email chain between Dan Peskett, Jeremy Taitinger, Anthony Purgas, and Michael Coombs, with the subject line "Wood Buffalo and Sprague Rosser and E Construction"	000055-000056
19.	July 23, 2014	Email chain between Anthony Purgas and Alan McConnell, with the subject line "RMWB"	000057-000059
20.	July 23-24, 2014	Email chain between Alan McConnell, Anthony Purgas, and Aisling E. Ryan, with the subject line "RMWB"	000060-000066
21.	July 23-24, 2014	Email chain between Alan McConnell, Anthony Purgas, and Aisling E. Ryan, with the subject line "RMWB"	000067-000073
22.	July 14-24, 2014	Email chain between Alan McConnell, Anthony Purgas, Jeremy Taitinger, Arlan Delisle, Rob Heron, and Jeff Jessamine, with the subject line "Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo"	000074-000079
23.	July 24, 2014	Letter from Aisling E. Ryan of Reynolds, Mirth, Richards & Farmer LLP to Alan McConnell of Burstall Winger Zammit LLP, regarding RMWB	000080
24.	July 25, 2014	Letter from Aisling E. Ryan of Reynolds, Mirth, Richards & Farmer LLP to Alan McConnell of Burstall Winger Zammit LLP, regarding Regional Municipality of Wood Buffalo ("RMWB") and Sprague-Rosser Contracting Co. Ltd. ("S-R")	000081-000082
25.	July 31, 2014 to August 7, 2014	Email chain between Alan McConnell, Anthony Purgas, Howard Gorman, Steve Kampers, Gary Ivany, Todd Martin, Tom Powell, Sean Collins, Walker MacLeod, Chris Simard, Robin Gurofsky, M. McCabe, and Alan McConnell, with the subject line "S-R Receivership Order"	000083-000084

	Date	Description	Prod. No.
26.	July 31, 2014 to August 7, 2014	Email chain between Alan McConnell, Anthony Purgas, Howard Gorman, Steve Kampers, Gary Ivany, Todd Martin, Tom Powell, Sean Collins, Walker MacLeod, Chris Simard, Robin Gurofsky, M. McCabe, and Alan McConnell, with the subject line "S-R Receivership Order"	000085-000086
27.	July 31, 2014 to August 7, 2014	Email chain between Alan McConnell, Anthony Purgas, Howard Gorman, Steve Kampers, Gary Ivany, Todd Martin, Tom Powell, Sean Collins, Walker MacLeod, Chris Simard, Robin Gurofsky, M. McCabe, and Alan McConnell, with the subject line "S-R Receivership Order"	000087

From: Arlan Delisle <IMCEAEX-O=REGIONAL+20MUNICIPALITY+20OF+20WOODBUFFALO_OU=FIRST+20ADMINISTRATIVE+20GROUP_CN=RECIPIENTS_CN=DELISLA@rmwb.ca>
Sent: Monday, March 17, 2014 9:37 AM
To: 'Alan McConnell'
Subject: QU 2706 Saline Creek Drive and Bridge

I am advised the procurement people are processing a check for approximately \$1.6 million. There are no liens registered on this project, but we are aware of a potential claim by PCL. I am trying to decide if these funds should be paid into your trust. Please give me a call to discuss.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075
C 780-792-9344
F 780-792-5952
arlan.delisle@woodbuffalo.ab.ca
www.woodbuffalo.ab.ca
9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Thursday, March 13, 2014 2:44 PM
To: Arlan Delisle
Subject: RE: Sprague-Rosser's projects with the RM of Wood Buffalo

REDACTED

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1

Direct Line: 403-234-3329

Main: 403-264-1915

Fax: 403-266-6016

E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: March 11, 2014 12:26 PM
To: Arlan Delisle
Subject: RE: Sprague-Rosser's projects with the RM of Wood Buffalo

REDACTED

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: March 6, 2014 2:19 PM
To: Arlan Delisle
Subject: RE: Sprague-Rosser's projects with the RM of Wood Buffalo

REDACTED

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: March 5, 2014 8:39 AM

REDACTED

As I have said a number of times, if the RM pays the holdback on Saline Creek Drive and Bridge to my trust account, we will see that E Construction is paid the amounts due and owing to it.

I await your advice.

Thanks

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: March 3, 2014 4:47 PM
To: Arlan Delisle
Subject: RE: Sprague-Rosser's projects with the RM of Wood Buffalo

REDACTED

REDACTED

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: February 28, 2014 3:12 PM
To: Arlan Delisle
Subject: RE: Sprague-Rosser's projects with the RM of Wood Buffalo

REDACTED

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: February 26, 2014 8:11 AM
To: Arlan Delisle
Subject: Sprague-Rosser's projects with the RM of Wood Buffalo

REDACTED

I think that I have been clear in indicating that my client takes no issue with the Saline Creek Drive and Bridge holdback being paid to my trust account on the basis that the amounts due to E Construction are paid.

REDACTED

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1

Direct Line: 403-234-3329

Main: 403-264-1915

Fax: 403-266-6016

E-Mail: alanm@burstall.com

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From: Alan McConnell <alanm@burstall.com>
Sent: Thursday, March 27, 2014 1:33 PM
To: Arlan Delisle
Subject: RE: RE: Sprague Rosser

Arlan, Just following up on our email exchange. Can you tell me the status of the processing of payments. My client has once again expressed to me its desire to get its subs paid. In particular, on Saline Creek Drive and Bridge, Sprague-Rosser would like to see that E Construction and PCL are paid as soon as possible. To achieve that, the full amount due on the holdback should be processed and paid. As stated before, it is fine for those holdback funds to be direct deposited to my firm's trust account under reasonable trust conditions.
Cheers

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: March 25, 2014 4:26 PM
To: Arlan Delisle
Subject: RE: RE: Sprague Rosser

Arlan, can you give me some details on how this is reconciled since the holdback for Saline Creek Drive and Bridge is \$4,038,342.08 + GST, the holdback for Saline #3 is \$3,476,317.66 + GST and the holdback for Abasands is \$511,971.72 + GST? That said, the sooner funds flow, the better.
Thanks

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Arlan Delisle [Arlan.Delisle@woodbuffalo.ab.ca]
Sent: March 25, 2014 4:20 PM
To: Alan McConnell
Subject: FW: RE: Sprague Rosser

I am advised that the supply chain person is sheparding \$5,543,860.80 through the process; I have indicated my preference that it be done as soon as possible and I am advised it will be this week.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



T 780-743-7075
C 780-792-9344
F 780-792-5952
arlan.delisle@woodbuffalo.ab.ca
www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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From:
Sent: Tuesday, March 25, 2014 4:14 PM
To: Arlan Delisle
Subject: RE: Sprague Rosser

QU2706 Saline Creek Drive & Bridge	31-Jan-14	PPC#22 - 212005-7235	Draw for this Month
QU2706 Saline Creek Drive & Bridge		PPC#19	Release of Holdback (portion)
QU2845 Saline Creek - Contract #3	31-Jan-14	212008-7244	Release of Holdback (92.37%)
QU2576 Abasand Heights Infrastructure			Release of Holdback

From: Arlan Delisle <IMCEAEX-_O=REGIONAL+20MUNICIPALITY+20OF+20WOODBUFFALO_OU=FIRST+20ADMINISTRATIVE+20GROUP_CN=RECIPIENTS_CN=DELISLA@rmwb.ca>
Sent: Friday, March 28, 2014 4:02 PM
To: 'alanm@burstall.com'
Subject: Sprague Rosser / RMWB
Attachments: Pages from 13-163 copy of cheque.pdf

Mr. McConnell, I confirm that \$5,015,203.00 will, in the next hour, be deposited into your RBC trust account. This provided to you in trust. The funds are not to be released until:

1. You and I have defined the liens and/or claims that, in accordance with the agreements between Sprague Rosser and the RMWB, are necessarily paid from the funds held in trust before any of it is releasable to your client. At this time we are aware of liens or claims of, including but not necessarily limited to, PCL, H. Wilson, E Construction and E.O.S.; and
2. I, or another lawyer acting on behalf of the RMWB, confirm that the condition is satisfied and the funds are releasable.

If this condition is not sufficiently clear, or you are not comfortable holding the funds on this basis, you are to return the funds to the Regional Municipality of Wood Buffalo.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075
C 780-792-9344
F 780-792-5952

arlan.delisle@woodbuffalo.ab.ca

www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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REGIONAL MUNICIPALITY
OF WOOD BUFFALO

Payment No.: 1500004956
Cheque No.: 327109
Payment Date: 2014/03/27
Vendor No.: 104699
Page: 1 of 1

For invoices paid by this cheque please see
separate advice note 03/27/2014.

Cheque Total: \$5,015,203.00

THIS CHEQUE CONTAINS A MICROLINE BORDER AND SECURITY FEATURES



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

327109

2014/03/27 327109

The Royal Bank of Canada
8540 Manning Avenue
Fort McMurray, AB T9H 5G2

\$5,015,203.00

*** FIVE MILLION FIFTEEN THOUSAND TWO HUNDRED THREE CAD and 00/100 ***

Pay to the Order of:

BURSTALL WINGER LLP "IN TRUST"
333 7TH AVE SW, 1600
CALGARY AB T2P 2Z1

per

AUTHORIZED SIGNING OFFICER

per

AUTHORIZED SIGNING OFFICER

⑈ 3 2 7 1 0 9 ⑈ ⑆ 0 7 4 8 9 ⑈ 0 0 3 1 ⑆

1 0 2 ⑈ 7 0 3 ⑈ 1 1 6 ⑈

000009



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

BURSTALL WINGER LLP "IN TRUST"
1600-333 7TH AVE SW
CALGARY AB T2P 2Z1

Payment advice

Document / Date
1500004956 / 2014/03/27
Our accounting clerk

Telephone

Fax

Your account with us
104699

Dear Sir/Madam,

We have settled the following items with check number 327109 (payment 1500004956), subject to the goods and services supplied and the invoice therefore being in order.

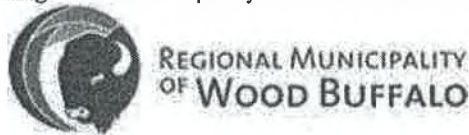
Document	Your document	Date	Cash discount	Gross amount
100104081		2014/03/26	0.00	1,619,528.64
100104082		2014/03/26	0.00	3,395,674.36
Sum total			0.00	5,015,203.00

Payment document	Date	Currency	Payment amount
1500004956	2014/03/27	CAD	*****5,015,203.00*

From: Arlan Delisle <IMCEAEX-_O=REGIONAL+20MUNICIPALITY+20OF+20WOODBUFFALO_OU=FIRST+20ADMINISTRATIVE+20GROUP_CN=RECIPIENTS_CN=DELISLA@rmwb.ca>
Sent: Friday, March 28, 2014 5:08 PM
To: 'Alan McConnell'
Subject: RE: Sprague Rosser / RMWB
Attachments: SKMBT_C55014032817080.pdf

Deposit slip attached. We will have to talk on Monday.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



T 780-743-7075
C 780-792-9344
F 780-792-5952
arlan.delisle@woodbuffalo.ab.ca
www.woodbuffalo.ab.ca
9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Friday, March 28, 2014 4:22 PM
To: Arlan Delisle
Subject: Re: Sprague Rosser / RMWB

Arlan, I am away from my computer. Can you give me the breakdown on the payment?
To my knowledge, there are no liens that have been filed by PCL and H Wilson. E has filed a lien improperly since the Saline Creek Project is "exempt". EOS' liens were discharged.
I need the breakdown since funds have to be allocated to the project that is receiving the payment.
Cheers

From: Arlan Delisle
Sent: Friday, March 28, 2014 4:02 PM
To: Alan McConnell
Subject: Sprague Rosser / RMWB

Mr. McConnell, I confirm that \$5,015,203.00 will, in the next hour, be deposited into your RBC trust account. This provided to you in trust. The funds are not to be released until:

1. You and I have defined the liens and/or claims that, in accordance with the agreements between Sprague Rosser and the RMWB, are necessarily paid from the funds held in trust before any of it is releasable to your client. At this time we are aware of liens or claims of, including but not necessarily limited to, PCL, H. Wilson, E Construction and E.O.S.; and
2. I, or another lawyer acting on behalf of the RMWB, confirm that the condition is satisfied and the funds are releasable.

If this condition is not sufficiently clear, or you are not comfortable holding the funds on this basis, you are to return the funds to the Regional Municipality of Wood Buffalo.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075

C 780-792-9344

F 780-792-5952

arlan.delisle@woodbuffalo.ab.ca

www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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DEPOSIT SLIP
CURRENT ACCOUNT

LIST OF CHEQUES

11111111111111111111	5,015.00

DATE: 28 03 00
INITIALS: [Signature]

01934-003
ROYAL BANK OF CANADA
STONECREEK VILLAGE BRANCH
MAR 28 2014

DETAILS	CASH
X 5	
X 10	
X 20	
X 50	
X 100	
COIN	
CASH TOTAL	
CHEQUES TOTAL	
CHEQUES	
US CASH	
US CHEQUES	
RATE	

CREDIT ACCOUNT OF
BURSIALL WINGE JR

CHEQUES: PORT MCMURRAY, ALBERTA
US CASH: TOTAL 01934-003
US CHEQUES

TOTAL \$ 5,015.00

Transit No. Institution No. Account No.
00000900031 118 311011

COMPARE TO ORIGINAL DEPOSIT SLIP AS TO TOTAL ONLY

From: Arlan Delisle <IMCEAEX_O=REGIONAL+20MUNICIPALITY+20OF+20WOODBUFFALO_OU=FIRST+20ADMINISTRATIVE+20GROUP_CN=RECIPIENTS_CN=DELISLA@rmwb.ca>
Sent: Monday, March 31, 2014 2:05 PM
To: 'Randy Boddez'
Subject: RE: Saline Creek Financials - PCL/Sprague-Rosser

The funds are in trust and not to be disbursed at all at present. Mr. McConnell and I need to refine the terms, and your concern for PCL is one of those to be addressed.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075
C 780-792-9344
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arlan.delisle@woodbuffalo.ab.ca
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From: Randy Boddez [<mailto:RFBoddez@pcl.com>]
Sent: Monday, March 31, 2014 8:54 AM
To: Arlan Delisle
Cc: Brad Appleton; Alan Kuysters; Jason Portas; Jeff Willan
Subject: Saline Creek Financials - PCL/Sprague-Rosser

Arlan, would you please provide an update on the status of this issue ? Has the money been sent to Sprague-Rosser's lawyer complete with the trust conditions noted below ?

Thanks



CONSTRUCTION LEADERS

Randy Boddez
Senior Manager, Finance & Administration
PCL Construction Management Inc.
p 780-733-6108 | c 780-446-2472
rfboddez@pcl.com
www.pcl.com
Sharing your vision. Building success.

From: Randy Boddez
Sent: Thursday, March 27, 2014 3:15 PM
To: 'arlan.delisle@woodbuffalo.ab.ca'
Cc: Brad Appleton; Alan Kuysters; Jason Portas; Jeff Willan
Subject: FW: Saline Creek Financials

Arlan, further to our telephone conversation earlier today we provide the following financial breakdown related to our subcontract with Sprague-Rosser on the Saline Creek Project:

(The numbers below do not include GST)

Current Subcontract Value with Sprague Rosser \$13,650,847.10

Monies received to date from Sprague-Rosser = \$11,907,687.15

Outstanding Invoice Amounts

October 31, 2013 Hold Back Payment = \$1,312,993.14

December 23, 2013 Holdback adjustment for Oct 2013 payment and November 2013 holdback amount = \$10,083.22

February 25, 2014 Progress Payment = \$249,555.20

February 25, 2014 Progress Payment Holdback = \$27,728.36

March 27, 2014 Progress Payment = \$119,520.00

March 27, 2014 Progress Payment Holdback = \$13,280.00

Total Monies Owing by Sprague –Rosser to PCL \$1,733,159.92 + GST

Remaining Seasonal Work to be Billed

Steel Arch Painting Repairs = \$10,000

As discussed earlier please provide specific trust conditions to Sprague's Lawyer (Alan McConnell) which will direct him to pay the outstanding funds directly to PCL.

Thank You

Regards,

Randy Boddez
Senior Manager, Finance & Administration
PCL Construction Management Inc.

(780) 733-6108

From: Alan McConnell <alanm@burstall.com>
Sent: Tuesday, April 01, 2014 3:53 PM
To: Arlan Delisle
Subject: RE: RM projects and Sprague-Rosser

Arlan, one correction on my note below.

The amount paid on Saline #3 is only part of the holdback. The total holdback is \$3,476,317.77 plus G.S.T. Since that contract was terminated for convenience, there is no legal basis to withhold the balance that is due.
Cheers

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: April 1, 2014 2:40 PM
To: Arlan Delisle
Subject: RM projects and Sprague-Rosser

Arlan, are we going to have a discussion about the funds in trust?

Since all 3 contracts were terminated for convenience, it is very clear legally that there is no basis upon which the RM can refuse to pay the outstanding holdbacks.

As I understand it, the funds that you sent the other day represent a portion of the holdback on Saline Creek Drive and Bridge (instead of the entire holdback which is \$4,038,342.08 plus G.S.T.) and the holdback on Saline #3. I had understood from our previous discussions that the Abasands holdback was being paid. My records show that it is \$511,971.72 plus G.S.T.

I look forward to your advice.

Cheers

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Arlan Delisle <IMCEAEX-_O=REGIONAL+20MUNICIPALITY+20OF+20WOODBUFFALO_OU=FIRST+20ADMINISTRATIVE+20GROUP_CN=RECIPIENTS_CN=DELISLA@rmwb.ca>
Sent: Wednesday, April 09, 2014 3:34 PM
To: 'Alan McConnell'
Subject: RE: Correction on PCL QU 2706

Hello Mr. McConnell, further to our conversations and my review of the matter I confirm that you are authorized to release \$1,320,147.30 to PCL.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075
C 780-792-9344
F 780-792-5952

arlan.delisle@woodbuffalo.ab.ca

www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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From: Alan McConnell [<mailto:alanm@burstall.com>]

Sent: Monday, April 07, 2014 3:04 PM

To: Arlan Delisle

Subject: Correction on PCL

Arlan, Mr. Moskal has advised me that his reconciliation was slightly off. Attached is a revised reconciliation. I am asking for your agreement to release \$1,320,147.30 to PCL.
Cheers

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell <alanm@burstall.com>
Sent: Thursday, April 17, 2014 3:27 PM
To: Arlan Delisle
Subject: RE: Saline Creek Drive and Bridge

REDACTED

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Arlan Delisle [Arlan.Delisle@woodbuffalo.ab.ca]
Sent: April 17, 2014 3:24 PM
To: Alan McConnell
Subject: RE: Saline Creek Drive and Bridge

REDACTED

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075
C 780-792-9344
F 780-792-5952

arlan.delisle@woodbuffalo.ab.ca
www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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From: Alan McConnell [mailto:alanm@burstall.com]

Sent: Thursday, April 17, 2014 2:29 PM

To: Arlan Delisle

Subject: FW: Saline Creek Drive and Bridge

REDACTED

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1

Direct Line: 403-234-3329

Main: 403-264-1915

Cell: 403-620-4825

Fax: 403-266-6016

E-Mail: alanm@burstall.com

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From: Alan McConnell

Sent: April 9, 2014 3:37 PM

To: Arlan Delisle

Subject: RE: Saline Creek Drive and Bridge

Arlan, thanks for making time to chat.

I am sending the reconciliation on **Saline Creek Drive and Bridge** once again.

The only change to the spreadsheet is that the partial holdback (\$1.691MM) has been paid into trust.

REDACTED

REDACTED

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: April 2, 2014 6:22 PM
To: Arlan Delisle
Subject: Saline Creek Drive and Bridge

Arlan, As promised, attached is a spreadsheet prepared by my client to track the accounts receivable and claims outstanding on the above mentioned project.
As you know, the \$1.619MM of holdback is in my firm's trust account and thus should be credited against the total claimed as outstanding.
I would appreciate it if you could convince your client to make payment of the undisputed amounts (to my firm's trust account) and to agree to a procedure to resolve those items that are disputed in an expeditious manner.
Cheers

Alan J. McConnell
Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
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Direct Line: 403-234-3329
Main: 403-264-1915
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From: Arlan Delisle <IMCEAEX-_O=REGIONAL+20MUNICIPALITY+20OF+20WOODBUFFALO_OU=FIRST+20ADMINISTRATIVE+20GROUP_CN=RECIPIENTS_CN=DELISLA@rmwb.ca>
Sent: Tuesday, June 10, 2014 9:52 AM
To: 'alanm@burstall.com'
Subject: FW: RE: Sprague Cheque

I have a cheque now for \$4,342,007.88 and will shortly be depositing it into you RBC trust account. This provided to you in trust. The funds are not to be released until:

1. You and I have defined the liens and/or claims that, in accordance with the agreements between Sprague Rosser and the RMWB, are necessarily paid from the funds held in trust before any of it is releasable to your client. At this time we aware of liens or claims of, including but not necessarily limited to: Jatec Electric, PCL, H. Wilson, E Construction and E.O.S.; and
2. I, or another lawyer acting on behalf of the RMWB, confirm that the condition is satisfied and the funds are releasable.

If this condition is not sufficiently clear, or you are not comfortable holding the funds on this basis, you are to return the funds to the Regional Municipality of Wood Buffalo.

I will forward by way of another email a breakdown of which projects this amount is attributable to and which invoices remain to be dealt with.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075

C 780-792-9344

F 780-792-5952

arlan.delisle@woodbuffalo.ab.ca

www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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From: Lisa Romaine
Sent: Tuesday, June 10, 2014 9:35 AM
To: Arlan Delisle
Subject: RE: Sprague Cheque

Hi Arlan,

I put the cheque on your chair while you were in David's office.

Thanks
Lisa

From: Arlan Delisle <IMCEAEX-_O=REGIONAL+20MUNICIPALITY+20OF+20WOODBUFFALO_OU=FIRST+20ADMINISTRATIVE+20GROUP_CN=RECIPIENTS_CN=DELISLA@rmwb.ca>
Sent: Tuesday, June 24, 2014 11:57 AM
To: 'alanm@burstall.com'
Subject: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge
Attachments: SKMBT_C55014062411580.pdf

See the attached in relation to QU 2706.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



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OF WOOD BUFFALO

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Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1

Attention: Alan J. McConnell

Dear Sir,

Re: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Be advised:

1. On June 10, 2014 \$4,342,007.88 was deposited into your firm's RBC trust account on trust conditions;
2. \$3,805,437.57 of that amount relates to QU2706 Saline Creek Drive and Bridge;
3. E Construction Ltd. has filed a lien in relation to work it performed relating to QU2706 Saline Creek Drive and Bridge. My client cannot provide instructions to me authorizing payments in the face of the lien. Your office has not been able to provide a sufficient undertaking that arrangements have been made with E Construction Ltd. to resolve the lien issue;

It is apparent that the trust condition as it relates to the amounts paid on QU2706 Saline Creek Drive and Bridge will not be satisfied. You will forthwith return \$3,805,437.57 to the Regional Municipality of Wood Buffalo.

Any communication suggestive of a refusal to comply with this demand will immediately be forwarded to the Trust Safety Department of the Law Society of Alberta.

The balance of \$537,570.31 relating to QU2576 Abasand Heights will be dealt with by an additional letter to follow.

Yours Truly,

A handwritten signature in black ink, appearing to read "Arlan Delisle", written over a horizontal line.

Arlan Delisle
Senior Legal Counsel
Regional Municipality of Wood Buffalo

From: Arlan Delisle <Arlan.Delisle@woodbuffalo.ab.ca>
Sent: Tuesday, June 24, 2014 4:35 PM
To: alanm@burstall.com
Cc: Jeremy Taitinger
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge
Attachments: SKMBT_C55014062416360.pdf

Please see attached.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



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OF WOOD BUFFALO

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From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Tuesday, June 24, 2014 1:12 PM
To: Arlan Delisle
Subject: Fw: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Just so I am clear, is Jeremy dealing with any matters related to this project or just the E. Construction matter?
Thanks

From: Arlan Delisle
Sent: Tuesday, June 24, 2014 11:05 AM
To: Alan McConnell
Cc: jtaitinger@rmrf.com
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

You are also hereby advised that, in relation to QU2706 Saline Creek Drive and Bridge, the municipality has retained Jeremy Taitinger of RMRF (780) 497-3317 to act on this matter. Further lawyer communication from you is to be directed to him unless otherwise advised.

Arlan Delisle
Senior Legal Counsel

Legal Services Department
Regional Municipality of Wood Buffalo



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From: Arlan Delisle

Sent: Tuesday, June 24, 2014 11:57 AM

To: alanm@burstall.com

Subject: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

See the attached in relation to QU 2706.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



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REGIONAL MUNICIPALITY
OF WOOD BUFFALO

Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1

Attention: Alan J. McConnell

Dear Sir,

Re: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Further to your email of June 24, 2014 12:13 PM:

1. On June 10, 2014 \$4,342,007.88 was deposited into your firm's RBC trust account on trust conditions. If those conditions were unacceptable the funds should have been returned forthwith.
2. \$3,805,437.57 of that amount relates to QU2706 Saline Creek Drive and Bridge. There has been no resolution of E Construction Ltd. lien. It is impossible then for payments to be authorized without prejudicing my client.

You will, forthwith, return \$3,805,437.57 to the Regional Municipality of Wood Buffalo.

Further to your email of June 24, 2014 1:14 PM:

1. Further communication from you or your office is to be with Mr. Taitinger in relation to remaining issues relating to QU2706 Saline Creek Drive and Bridge, unless you are otherwise advised.

Yours Truly,

Arlan Delisle
Senior Legal Counsel
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

Burstall Winger LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1

Attention: Alan J. McConnell

Dear Sir,

Re: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Further to your email of June 24, 2014 12:13 PM:

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You will, forthwith, return \$3,805,437.57 to the Regional Municipality of Wood Buffalo.

Further to your email of June 24, 2014 1:14 PM:

1. Further communication from you or your office is to be with Mr. Taitinger in relation to remaining issues relating to QU2706 Saline Creek Drive and Bridge, unless you are otherwise advised.

Yours Truly,

Arlan Delisle
Senior Legal Counsel
Regional Municipality of Wood Buffalo

From: Alan McConnell <alanm@burstall.com>
Sent: Wednesday, June 25, 2014 1:51 PM
To: Arlan Delisle
Cc: Jeremy Taitinger
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Jeremy, As I have already indicated to Mr. Delisle, the trust conditions which the RMWB imposed on the funds sent to my firm do not provide for a right of "retraction". The funds will remain in my firm's trust account and will be dealt with in accordance with the trust conditions, unless they are amended by agreement. I will not be returning any funds. I am still working with E Construction's counsel to break the impasse created by the improperly filed lien. You should know that E last worked on the project on Nov. 15, 2013, (deficiency work on a pond) and did not file the lien until March 21, 2014. As well, I consider the lien invalid since the project is clearly exempt pursuant to s. 7 (1) of the *Builders' Lien Act*.
I trust this is clear.
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
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Calgary, Alberta
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E-Mail: alanm@burstall.com

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From: Arlan Delisle [Arlan.Delisle@woodbuffalo.ab.ca]
Sent: June 24, 2014 4:35 PM
To: Alan McConnell
Cc: jtaitinger@rmrf.com
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Please see attached.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



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OF WOOD BUFFALO

T 780-743-7075

C 780-792-9344
F 780-792-5952
arlan.delisle@woodbuffalo.ab.ca
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9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Tuesday, June 24, 2014 1:12 PM
To: Arlan Delisle
Subject: Fw: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Just so I am clear, is Jeremy dealing with any matters related to this project or just the E. Construction matter?
Thanks

From: Arlan Delisle
Sent: Tuesday, June 24, 2014 11:05 AM
To: Alan McConnell
Cc: jtaitinger@rmrf.com
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

You are also hereby advised that, in relation to QU2706 Saline Creek Drive and Bridge, the municipality has retained Jeremy Taitinger of RMRF (780) 497-3317 to act on this matter. Further lawyer communication from you is to be directed to him unless otherwise advised.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



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OF WOOD BUFFALO

T 780-743-7075
C 780-792-9344
F 780-792-5952
arlan.delisle@woodbuffalo.ab.ca
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From: Arlan Delisle
Sent: Tuesday, June 24, 2014 11:57 AM
To: alanm@burstall.com
Subject: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

See the attached in relation to QU 2706.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



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OF WOOD BUFFALO

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From: Alan McConnell <alanm@burstall.com>
Sent: Wednesday, June 25, 2014 2:04 PM
To: Jeremy Taitinger; Arlan Delisle
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Jeremy, I agree with you on any issue with trust conditions being rendered moot.

I spoke to Dan Peskett yesterday afternoon and have some slim hopes that my arguments will sway him to what I consider to be a more sensible position than E Construction has been taking to this point.

If he can't convince his client to discharge the lien (because it is invalid) and accept \$1.7MM from trust, I am instructed to apply to discharge the lien. The application materials should be filed and served today.

Mr Peskett seemed very interested as to whether or not the RMWB was going to approve payment of approximately \$1.3MM of E's invoices that have not been approved or paid. I told him that I would inquire on that point.

I will keep you posted on the status of E's position. I would appreciate word back on the as yet un-approved E invoices.

Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
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Direct Line: 403-234-3329
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From: Jeremy Taitinger [JTaitinger@rmrf.com]
Sent: June 25, 2014 1:57 PM
To: Alan McConnell; Arlan Delisle
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Alan,

I will leave it to you and Arlan to deal with the trust condition issue as I was not involved at the time the trust conditions were imposed and agreed to.

I look forward to hearing from you on the status of the E Construction lien as the resolution of that would likely render any dispute over the nature of the trust conditions moot. If E Construction will not voluntarily discharge the lien would it not make sense for Sprague Rosser to simply bond the lien off and deal with the dispute over the validity of the lien in due course? This would enable funds to flow.

Please keep me updated.

Thanks

Jeremy

Jeremy Taitinger | Partner
Direct: 780.497.3317

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From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Wednesday, June 25, 2014 1:51 PM
To: Arlan Delisle
Cc: Jeremy Taitinger
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Jeremy, As I have already indicated to Mr. Delisle, the trust conditions which the RMWB imposed on the funds sent to my firm do not provide for a right of "retraction". The funds will remain in my firm's trust account and will be dealt with in accordance with the trust conditions, unless they are amended by agreement. I will not be returning any funds. I am still working with E Construction's counsel to break the impasse created by the improperly filed lien. You should know that E last worked on the project on Nov. 15, 2013, (deficiency work on a pond) and did not file the lien until March 21, 2014. As well, I consider the lien invalid since the project is clearly exempt pursuant to s. 7 (1) of the *Builders' Lien Act*.

I trust this is clear.
Cheers

Alan J. McConnell
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From: Arlan Delisle [Arlan.Delisle@woodbuffalo.ab.ca]
Sent: June 24, 2014 4:35 PM
To: Alan McConnell
Cc: jtaitinger@rmrf.com
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Please see attached.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



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From: Alan McConnell [<mailto:alanm@burstall.com>]

Sent: Tuesday, June 24, 2014 1:12 PM

To: Arlan Delisle

Subject: Fw: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Just so I am clear, is Jeremy dealing with any matters related to this project or just the E. Construction matter?
Thanks

From: Arlan Delisle

Sent: Tuesday, June 24, 2014 11:05 AM

To: Alan McConnell

Cc: jtaitinger@rmrf.com

Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

You are also hereby advised that, in relation to QU2706 Saline Creek Drive and Bridge, the municipality has retained Jeremy Taitinger of RMRF (780) 497-3317 to act on this matter. Further lawyer communication from you is to be directed to him unless otherwise advised.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
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From: Arlan Delisle
Sent: Tuesday, June 24, 2014 11:57 AM
To: alanm@burstall.com
Subject: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

See the attached in relation to QU 2706.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



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From: Alan McConnell <alanm@burstall.com>
Sent: Wednesday, June 25, 2014 2:51 PM
To: Arlan Delisle
Cc: Jeremy Taitinger
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Arlan, I will deal with Mr. Taitinger on Saline Creek Drive and Bridge go forward. As I think I have adequately articulated, the RM has no right to attempt to retract the contractual payment that has been made. Certainly, there is nothing in the trust conditions that allows for that right. The RM can't simply make up "rules" as it goes in an attempt to satisfy what appears to be an "agenda" it has with E Construction. I would appreciate a clear response on my queries regarding the other two projects.
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
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Calgary, Alberta
T2P 2Z1
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From: Arlan Delisle [Arlan.Delisle@woodbuffalo.ab.ca]
Sent: June 25, 2014 2:42 PM
To: Alan McConnell
Cc: Jeremy Taitinger
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Mr. McConnell, do not cc me further on this matter. The Municipality will be communicating with you through Mr. Taitinger on this matter. This was made clear to you yesterday.

The only thing, only thing, I expect to hear further from you on, in relation to QU2706 Saline Creek Drive and Bridge, is confirmation of the return of the trust funds.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075
C 780-792-9344
F 780-792-5952

arlan.delisle@woodbuffalo.ab.ca
www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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From: Alan McConnell [mailto:alanm@burstall.com]

Sent: Wednesday, June 25, 2014 2:04 PM

To: Jeremy Taitinger; Arlan Delisle

Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Jeremy, I agree with you on any issue with trust conditions being rendered moot.

I spoke to Dan Peskett yesterday afternoon and have some slim hopes that my arguments will sway him to what I consider to be a more sensible position than E Construction has been taking to this point.

If he can't convince his client to discharge the lien (because it is invalid) and accept \$1.7MM from trust, I am instructed to apply to discharge the lien. The application materials should be filed and served today.

Mr Peskett seemed very interested as to whether or not the RMWB was going to approve payment of approximately \$1.3MM of E's invoices that have not been approved or paid. I told him that I would inquire on that point.

I will keep you posted on the status of E's position. I would appreciate word back on the as yet un-approved E invoices.
Cheers

Alan J. McConnell

Burstall Winger Zammit LLP

1600, 333 - 7th Avenue, S. W.

Calgary, Alberta

T2P 2Z1

Direct Line: 403-234-3329

Main: 403-264-1915

Cell: 403-620-4825

Fax: 403-266-6016

E-Mail: alanm@burstall.com

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From: Jeremy Taitinger [JTaitinger@rmrf.com]

Sent: June 25, 2014 1:57 PM

To: Alan McConnell; Arlan Delisle

Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Alan,

I will leave it to you and Arlan to deal with the trust condition issue as I was not involved at the time the trust conditions were imposed and agreed to.

I look forward to hearing from you on the status of the E Construction lien as the resolution of that would likely render any dispute over the nature of the trust conditions moot. If E Construction will not voluntarily discharge the lien would it

not make sense for Sprague Rosser to simply bond the lien off and deal with the dispute over the validity of the lien in due course? This would enable funds to flow.

Please keep me updated.

Thanks

Jeremy

Jeremy Taitinger | Partner
Direct: 780.497.3317

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From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Wednesday, June 25, 2014 1:51 PM
To: Arlan Delisle
Cc: Jeremy Taitinger
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Jeremy, As I have already indicated to Mr. Delisle, the trust conditions which the RMWB imposed on the funds sent to my firm do not provide for a right of "retraction". The funds will remain in my firm's trust account and will be dealt with in accordance with the trust conditions, unless they are amended by agreement. I will not be returning any funds. I am still working with E Construction's counsel to break the impasse created by the improperly filed lien. You should know that E last worked on the project on Nov. 15, 2013, (deficiency work on a pond) and did not file the lien until March 21, 2014. As well, I consider the lien invalid since the project is clearly exempt pursuant to s. 7 (1) of the *Builders' Lien Act*.

I trust this is clear.

Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1

Direct Line: 403-234-3329

Main: 403-264-1915

Cell: 403-620-4825

Fax: 403-266-6016

E-Mail: alanm@burstall.com

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From: Arlan Delisle [Arlan.Delisle@woodbuffalo.ab.ca]
Sent: June 24, 2014 4:35 PM
To: Alan McConnell
Cc: jtaitinger@rmrf.com
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Please see attached.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075
C 780-792-9344
F 780-792-5952
arlan.delisle@woodbuffalo.ab.ca
www.woodbuffalo.ab.ca
9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Tuesday, June 24, 2014 1:12 PM
To: Arlan Delisle
Subject: Fw: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

Just so I am clear, is Jeremy dealing with any matters related to this project or just the E. Construction matter?
Thanks

From: Arlan Delisle
Sent: Tuesday, June 24, 2014 11:05 AM
To: Alan McConnell
Cc: jtaitinger@rmrf.com
Subject: RE: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

You are also hereby advised that, in relation to QU2706 Saline Creek Drive and Bridge, the municipality has retained Jeremy Taitinger of RMRF (780) 497-3317 to act on this matter. Further lawyer communication from you is to be directed to him unless otherwise advised.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075

C 780-792-9344

F 780-792-5952

arlan.delisle@woodbuffalo.ab.ca

www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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From: Arlan Delisle

Sent: Tuesday, June 24, 2014 11:57 AM

To: alanm@burstall.com

Subject: Sprague Rosser / RMWB - QU2706 Saline Creek Drive and Bridge

See the attached in relation to QU 2706.

Arlan Delisle
Senior Legal Counsel
Legal Services Department
Regional Municipality of Wood Buffalo



REGIONAL MUNICIPALITY
OF WOOD BUFFALO

T 780-743-7075

C 780-792-9344

F 780-792-5952

arlan.delisle@woodbuffalo.ab.ca

www.woodbuffalo.ab.ca

9909 Franklin Avenue Fort McMurray, AB T9H 2K4

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From: Jeremy Taitinger
Sent: Monday, July 07, 2014 2:19 PM
To: Alan McConnell
Subject: RE: Trust funds

Alan,

I am waiting for instructions from my client, but I can tell you that after some consideration, I would be more comfortable if you used the funds in your trust account for a s. 48 application to pay security into Court to stand in place of the lien. Once the lien is off title, the remaining funds can be distributed to the other sub-contractors. This wouldn't prejudice SR in any way and would be in compliance with the provisions of the Builders Lien Act.

I acknowledge that the risk of another lien being placed on title is low, however, the fact that E-Construction has filed a lien at all shows that one cannot stop parties from advancing hopeless claims. I don't want to recommend anything that puts Wood Buffalo at risk unnecessarily or gets Wood Buffalo into a fight with subcontractors on quantification of the lien fund and liability arising from funds being paid in the face of a lien.

I will let you know as soon as I receive instructions from my client on these points.

Jeremy



Jeremy Taitinger | Partner
3200 Manulife Place | 10180 - 101 Street | Edmonton AB Canada T5J 3W8
Direct: 780.497.3317 | Fax: 780.429.3044 | Toll Free: 1.800.661.7673
jtaitinger@rmrf.com | www.rmrf.com

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From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Monday, July 07, 2014 12:43 PM
To: Jeremy Taitinger
Subject: Trust funds

Jeremy, any word regarding my suggestion?
Cheers

From: Jeremy Taitinger
Sent: Tuesday, July 15, 2014 2:35 PM
To: Alan McConnell
Cc: Arlan Delisle; Anthony Purgas
Subject: RE: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

Alan,

You may forward funds to E Construction's counsel on trust conditions that they not be released to E Construction until such time as our office has received a Certified Copy of Title evidencing that no liens are registered with respect to the Project.

While I appreciate that any lien periods have expired, E Construction registered a lien when the Project should not have been lienable at all. We do not want be in a position where funds are disbursed in the face of any liens, no matter how frivolous they may seem.

Jeremy



Jeremy Taitinger | Partner
3200 Manulife Place | 10180 - 101 Street | Edmonton AB Canada T5J 3W8
Direct: 780.497.3317 | Fax: 780.429.3044 | Toll Free: 1.800.661.7673
jtaitinger@rmrf.com | www.rmrf.com

From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Tuesday, July 15, 2014 2:13 PM
To: Jeremy Taitinger
Cc: Arlan Delisle (Arlan.Delisle@woodbuffalo.ab.ca); Anthony Purgas
Subject: Re: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

With respect to item #1, is the RM amenable to my office disbursing funds to E's counsel on the trust condition that they may not disburse until I have evidence that the lien is discharged? The main contract was terminated March 21 so no one can lien now.

From: Jeremy Taitinger
Sent: Tuesday, July 15, 2014 2:08 PM
To: Alan McConnell
Cc: Arlan Delisle (Arlan.Delisle@woodbuffalo.ab.ca); Anthony Purgas
Subject: RE: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

Alan,

I have confirmed with my client that the funds currently held in your trust account with respect to the Saline Creek Drive and Bridge Project (the "Project") may be disbursed upon:

1. our office receiving from yours a Certified Copy of Title showing that no liens are registered with respect to the Project; and
2. you undertaking to disburse all funds only to Sprague Rosser's subcontractors on the Project.

Jeremy



Reynolds
Mirth
Richards
& Farmer LLP

Jeremy Taitinger | Partner
3200 Manulife Place | 10180 - 101 Street | Edmonton AB Canada T5J 3W8
Direct: 780.497.3317 | Fax: 780.429.3044 | Toll Free: 1.800.661.7673
jtaitinger@rmrf.com | www.rmrf.com

From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Tuesday, July 15, 2014 1:24 PM
To: Jeremy Taitinger
Cc: Arlan Delisle (Arlan.Delisle@woodbuffalo.ab.ca); Anthony Purgas
Subject: RE: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

Jeremy, I have sent a note to Dan Peskett and need his confirmation that a deal is in place first.
If the RM has my undertaking to disburse funds to subcontractors, why does it want "oversight" on the process?
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Jeremy Taitinger [JTaitinger@rmrf.com]
Sent: July 15, 2014 1:20 PM
To: Alan McConnell
Cc: Arlan Delisle (Arlan.Delisle@woodbuffalo.ab.ca); Anthony Purgas
Subject: RE: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

Alan,

That is good news.

Can you provide me with your proposed distribution of the trust funds (which subcontractors are getting paid, and how much)?

Jeremy



Reynolds
Mirth
Richards
& Farmer LLP

Jeremy Taitinger | Partner
3200 Manulife Place | 10180 - 101 Street | Edmonton AB Canada T5J 3W8
Direct: 780.497.3317 | Fax: 780.429.3044 | Toll Free: 1.800.661.7673
jtaitinger@rmrf.com | www.rmrf.com

From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Tuesday, July 15, 2014 1:10 PM

To: Jeremy Taitinger

Subject: RE: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

Jeremy, it looks like I may have a deal with E Construction that will get the lien off title. Can you confirm that, if the deal with E is done, I will be at liberty to disburse any excess trust funds as long as the payments are made to Sprague-Rosser's subcontractors?
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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REDACTED



Jeremy Taitinger | Partner
3200 Manulife Place | 10180 - 101 Street | Edmonton AB Canada T5J 3W8
Direct: 780.497.3317 | Fax: 780.429.3044 | Toll Free: 1.800.661.7673
jtaitinger@rmrf.com | www.rmrf.com

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From: Rob Heron [<mailto:rheron@krpgroup.com>]

Sent: Tuesday, July 15, 2014 8:58 AM

To: Jeremy Taitinger

Cc: Alan McConnell; Jeff Jessamine

Subject: Re: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

REDACTED

Robert M Heron, CA, CFP
Partner
Kingston Ross Pasnak LLP
Direct (780) 420-4766

From: Rob Heron

Sent: Monday, July 14, 2014 12:45 PM

To: 'jtaitinger@rmrf.com'

Cc: Alan McConnell, Jeff Jessamine

REDACTED

Robert M. Heron, CA, CFP

Partner

p. 780 420 4766 █ f. 780 429 4817 █ c. 780 908 2220 █ rheron@krpgroup.com

Assistant: Val Bratko █ 780 424 3000 ext. 783 █ vbratko@krpgroup.com

Partner Profile

Kingston Ross Pasnak LLP

2900 Bell Tower, 10104 103 Avenue

Edmonton AB T5J 0H8

<http://www.krpgroup.com>



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From: Jeremy Taitinger
Sent: Thursday, July 17, 2014 3:57 PM
To: Alan McConnell
Cc: Anthony Purgas
Subject: RE: Sprague Rosser

Alan,

I just got off the phone with my client.

While the RM is committed to working through the outstanding issues with Sprague Rosser, it is not prepared to authorize Sprague Rosser to utilize the funds in trust for the purpose requested today. To do so is contrary to the Builders Lien Act and puts the RM at risk.

The RM remains prepared to authorize release of the trust funds to subcontractors on the conditions set out yesterday. Further, the holdback on Saline #3 is also releasable on the conditions agreed to today.

I continue to wait for instructions on the balance of inquiries you have made.

Jeremy



Reynolds
Mirth
Richards
& Farmer LLP

Jeremy Taitinger | Partner
3200 Manulife Place | 10180 - 101 Street | Edmonton AB Canada T5J 3W8
Direct: 780.497.3317 | Fax: 780.429.3044 | Toll Free: 1.800.661.7673
jtaitinger@rmrf.com | www.rmrf.com

From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Thursday, July 17, 2014 3:40 PM
To: Jeremy Taitinger
Cc: Anthony Purgas
Subject: RE: Sprague Rosser

Jeremy, Do you have instructions to allow a release of funds as requested?

Alan J. McConnell
Partner

Burstall Winger Zammit LLP

T (403) 234-3329 Suite 1600 Dome Tower
C (403) 620-4825 333 - 7th Avenue SW
F (403) 233-2131 Calgary, Alberta T2P 2Z1
E alanm@burstall.com www.burstall.com

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From: Jeremy Taitinger [mailto:JTaitinger@rmrf.com]
Sent: July-17-14 12:19 PM

To: Alan McConnell
Cc: Anthony Purgas
Subject: RE: Sprague Rosser

Alan,

My primary concern is that I can't recommend any release of funds in the face of a lien, no matter how frivolous the lien may seem. I have had courts disagree with me in the past and I'm not prepared to give advice that assumes a court will agree with my interpretation of the Act. That puts the RM (and me) at risk. I will seek instructions but I don't know what the RM will be prepared to do.

You need to get a deal done with E Construction to get the lien off title. That will significantly simplify matters from my end.

Jeremy



Jeremy Taitinger | Partner
3200 Manulife Place | 10180 - 101 Street | Edmonton AB Canada T5J 3W8
Direct: 780.497.3317 | Fax: 780.429.3044 | Toll Free: 1.800.661.7673
jtaitinger@rmrf.com | www.rmrf.com

From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Thursday, July 17, 2014 12:15 PM
To: Jeremy Taitinger
Cc: Anthony Purgas
Subject: RE: Sprague Rosser

Jeremy, forgot to note that the maximum claim by E at this point is \$3.3MM since ~ \$961K hadn't been approved by the RM. There is \$4MM in trust so no "exposure". In any event, we both know that the lien isn't valid.
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: July 17, 2014 12:11 PM
To: Jeremy Taitinger
Cc: Anthony Purgas
Subject: RE: Sprague Rosser

Jeremy, I was just advised that RBC won't even allow Sprague to draw to its operating limit. That will leave them \$100K short for payroll which is due today. Is there any way you can get approval on at least the \$100K since the consequences of not making payroll are dire.

Thanks

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Jeremy Taitinger [JTaitinger@rmrf.com]
Sent: July 17, 2014 12:09 PM
To: Alan McConnell
Cc: Anthony Purgas
Subject: RE: Sprague Rosser

Alan,

I have no information as to how the \$2.3 million number was arrived at or what it pertains to so I can't make any comment on what would be a reasonable condition of release.

Jeremy



Jeremy Taitinger | Partner
3200 Manulife Place | 10180 - 101 Street | Edmonton AB Canada T5J 3W8
Direct: 780.497.3317 | Fax: 780.429.3044 | Toll Free: 1.800.661.7673
jtaitinger@rmrf.com | www.rmrf.com

From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Thursday, July 17, 2014 12:04 PM
To: Jeremy Taitinger
Cc: Anthony Purgas
Subject: RE: Sprague Rosser

Jeremy, I am making the assumption that the RM will act in good faith in making the added \$2.3MM payment and won't place unreasonable or unacceptable conditions on the release of funds.

I expect that the RM will require that any funds due to E Construction that are part of the \$2.3MM will be paid to E and that all subs on the Project will be paid. Anything beyond that would, with respect, not be reasonable.

My understanding is that the RM wants to work with my client to resolve matters and will not take any steps that would unduly hamper its ability to remain in business.

Cheers

Alan J. McConnell
Burstall Winger Zammit LLP

1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Jeremy Taitinger [JTaitinger@rmrf.com]
Sent: July 17, 2014 11:59 AM
To: Alan McConnell
Cc: Anthony Purgas
Subject: RE: Sprague Rosser

Alan,

I will seek instructions, however, I am concerned that you have made the assumption that a further \$2.3 M is definitely forthcoming. As I indicated yesterday, I don't know the conditions upon which the RM will be prepared to release the \$2.3 M. There may be none or there may be conditions that SR is not prepared to accept. I don't want any allegations raised that funds were promised and then not delivered.

Jeremy



Jeremy Taitinger | Partner
3200 Manulife Place | 10180 - 101 Street | Edmonton AB Canada T5J 3W8
Direct: 780.497.3317 | Fax: 780.429.3044 | Toll Free: 1.800.661.7673
jtaitinger@rmrf.com | www.rmrf.com

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From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Thursday, July 17, 2014 11:23 AM
To: Jeremy Taitinger
Subject: Sprague Rosser

Jeremy, I am sending this asking the RM for an accommodation. Sprague-Rosser is in short term cash crunch due to RBC being (what I consider to be) unreasonable with respect to the limits of its operating line. To solve the short term issue, Sprague-Rosser is asking that the RM consent to the release of \$500K from the Saline Creek Drive and Bridge trust funds. The rationale is this:

1. There is \$4MM presently in my trust account and a further \$2.3MM coming for a total of \$6.3MM;
 2. The maximum amount of E's claim is \$4.299MM. It will no doubt be less since the RM hasn't approved all outstanding invoices/quantities. The amounts due to non Sprague related subcontractors is \$961K. That leaves a "cushion" of at least \$1MM that would be payable to Sprague after subs are paid out;
 3. The agreement to allow a release of funds protects Sprague's position, mitigates any claims that Sprague may have for damages due to non payment or delayed payment of invoices, and doesn't prejudice the RM.
- I would appreciate it if you could provide a response to this request at your early convenience.
Thanks

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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REDACTED

From: Peskett, Dan [mailto:DPESKETT@brownleelaw.com]
Sent: Friday, July 18, 2014 5:58 PM
To: Jeremy Taitinger
Cc: Anthony Purgas
Subject: RE: Wood Buffalo and Sprague Rosser and E Construction

Anthony, am I correct in assuming further payments from RM to Sprague will first flow through your offices.

As it relates to my clients Subcontract, I am talking with Sprague counsel about a potential arrangement which if agreed to will allow you, on behalf of the RM, to pay our client directly the remaining monies owed under the Subcontract.

So please contact me first as a courtesy before any further payments to Sprague in relation to my client's Subcontract.

Thank you and I will talk to you again on Monday.

Dan



DAN R. PESKETT | PARTNER | BROWNLEE LLP
LITIGATION

m. 780.497.4800 | d. 780.497.4875 | f. 780.424.3254 | dpeskett@brownleelaw.com
Edmonton Toll-Free. 800.661.9069 | www.brownleelaw.com

Our Calgary office has moved, please view details on our website [here](#).

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From: Jeremy Taitinger [<mailto:JTaitinger@rmrf.com>]
Sent: July-18-14 12:28 PM
To: Peskett, Dan; Coombs, Michael
Cc: Anthony Purgas
Subject: Wood Buffalo and Sprague Rosser and E Construction

Dan and Mike,

I am heading out on vacation today, returning August 11. Anthony Purgas will be handling this file while I am away.

Anthony's direct line is 780-497-3391 and his email is apurgas@rmrf.com.

I'm sure I will miss quite a bit while I am away.

Jeremy



**Reynolds
Mirth
Richards
& Farmer LLP**

Jeremy Taitinger | Partner
3200 Manulife Place | 10180 - 101 Street | Edmonton AB Canada T5J 3W8
Direct: 780.497.3317 | Fax: 780.429.3044 | Toll Free: 1.800.661.7673
jtaitinger@rmrf.com | www.rmrf.com

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From: Anthony Purgas
Sent: Wednesday, July 23, 2014 9:54 PM
To: 'Alan McConnell'
Subject: RE: RMWB

Alan,

I have passed along your request and will advise you as soon as I have information.

With respect to your question regarding the amount that is forthcoming per our correspondence earlier today, I can advise it comprises the following amounts:

1. \$7,868.70 [which includes GST] is a partial payment on SR invoice number 212005-7321.
2. \$479,035.79 does not relate to any invoice. It relates to Progress Payment Certificate #31.

Best regards,

Anthony Purgas | Associate
Direct: 780.497.3391

From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Wednesday, July 23, 2014 2:02 PM
To: Anthony Purgas
Subject: RE: RMWB

Anthony, I have made a number of requests in an attempt to determine if the RM has a consultant reviewing the outstanding claims related to Abasand and Saline #3. Could you please advise?
Cheers

Alan J. McConnell
Partner

Burstall Winger Zammit LLP

T (403) 234-3329	Suite 1600 Dome Tower
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F (403) 233-2131	Calgary, Alberta T2P 2Z1
E alanm@burstall.com	www.burstall.com

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BURSTALL
BURSTALL • WINGER • ZAMMIT

From: Anthony Purgas [mailto:APurgas@rmrf.com]
Sent: July-23-14 1:57 PM
To: Alan McConnell
Subject: RE: RMWB

Alan,

I have a request into my client for that information and will provide it as soon as I am able.

Best regards,

Anthony Purgas | Associate
Direct: 780.497.3391

From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Wednesday, July 23, 2014 1:45 PM
To: Anthony Purgas
Subject: RE: RMWB

Anthony, do you have a reconciliation regarding these funds so that my client will know what has been approved for payment? Do any of the amounts relate to E Construction invoices that have been approved for payment?

Alan J. McConnell
Partner

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From: Anthony Purgas [<mailto:APurgas@rmrf.com>]
Sent: July-23-14 1:32 PM
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Subject: RE: RMWB

Alan,

There were some issues with Purolator, which resulted in a delay of funds coming from the RM. As Jeremy made clear in several pieces of correspondence, there was no representation that a \$2.3 million payment would be made or even that it would be releasable on conditions agreeable to your client.

We have resolved the issue with the courier and I have instructions to advise you that, once the funds are received by my office, RMRF will send, on behalf of the RM, \$486,904.48 to your office to deposit in trust for S-R. These funds are for amounts outstanding on QU2706 and will be provided to you on the sole trust condition that they not be disbursed to your client until our office receives a Certified Copy of Title showing that no liens are registered with respect to the Project.

The RM remains in discussions with the consultant regarding the further information requested and the other amounts claimed and I will advise you as soon as I receive instructions regarding that information.

Best regards,

Anthony Purgas | Associate
Direct: 780.497.3391

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From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Wednesday, July 23, 2014 12:46 PM
To: Anthony Purgas
Subject: RMWB
Importance: High

Anthony, could I please have the courtesy of a response as to what is going on with the \$2.3MM payment that Jeremy indicated would be in your firm's trust account by this Monday, at the latest?

Alan J. McConnell
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Sent: Thursday, July 24, 2014 12:24 PM
To: Anthony Purgas
Subject: Re: RMWB

That does not work and is contrary to the earlier trust conditions that Jeremy agree upon.

If E has undertaken to deliver clear title, the RM has no exposure.

The contract in question was terminated on March 21, 2014. Setting aside the fact that the project is "exempt", any added lien would be massively out of time.

I need agreement on the trust conditions as I have framed them.

Cheers

From: Anthony Purgas
Sent: Thursday, July 24, 2014 12:18 PM
To: Alan McConnell
Cc: Aisling E. Ryan
Subject: Re: RMWB

Alan,

Item 2 is also subject to me receiving a clear certificate of title prior to your office releasing any funds. I confirm the remainder of your email.

Best regards,

Anthony

On Jul 24, 2014, at 12:12 PM, "Alan McConnell" <alanm@burstall.com> wrote:

Anthony, further to the telephone conversation that we just completed, I confirm that your trust conditions are amended as follows:

1. I may release funds to Mr. Peskett's office on the trust condition that he may not disburse them until both of our offices have received a clear certificate of title;
2. The balance of funds related to Saline Creek Drive and Bridge may be released in payment of unpaid subcontractors on that Project.

Cheers

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Anthony Purgas | Associate
Direct: 780.497.3391

From: Anthony Purgas [APurgas@rmrf.com]
Sent: July 24, 2014 11:55 AM
To: Alan McConnell
Cc: Aisling E. Ryan
Subject: Re: RMWB

Alan,

We agree, as per Jeremy's earlier email, that the funds can be transferred to Mr. Peskett on behalf of his client on the condition that those funds are not released until we receive a Certificate of Clear Title showing that no liens are on the Project.

Best regards,

Anthony

On Jul 24, 2014, at 11:24 AM, "Alan McConnell" <alanm@burstall.com> wrote:

Folks, I would appreciate it if the trust conditions were that the I may release funds to E Construction's counsel, Dan Peskett, on the trust condition that he may not disburse funds to his client until he provides both of our offices with a clear certificate of title. Those are the trust conditions that Jeremy agreed to earlier so that I can facilitate a deal with E.
Thanks

Alan J. McConnell
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Anthon, Purgas | Associate
Direct: 780.497.3391

From: Aisling E. Ryan [aeryan@rmrf.com]
Sent: July 24, 2014 10:41 AM
To: Alan McConnell; Anthony Purgas
Subject: RE: RMWB

Alan,

We have a cheque cut already but we can direct deposit it into your trust account if you provide us with the bank transit number and the account number.

Regards,

Aisling

<image001.jpg><image002.jpg> | Aisling E. Ryan | Associate
3200 Manulife Place | 10180 - 101 Street | Edmonton AB Canada T5J 3W8
Direct: 780.497.3315 | Fax: 780.429.3044 | Toll Free: 1.800.661.7673
aeryan@rmrf.com | www.rmrf.com

From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Thursday, July 24, 2014 10:29 AM
To: Anthony Purgas
Cc: Aisling E. Ryan
Subject: RE: RMWB

Aisling, are the funds being transferred electronically?

Alan J. McConnell
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Calgary, Alberta
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From: Anthony Purgas [APurgas@rmrf.com]
Sent: July 24, 2014 10:26 AM
To: Alan McConnell
Cc: Aisling E. Ryan
Subject: Re: RMWB

Alan,

I understand the funds are on their way to your office today. I am in court but my colleague Aisling Ryan (copied) is arranging having the funds sent to your office on the conditions set out yesterday.

Best regards,

Anthony

On Jul 24, 2014, at 8:58 AM, "Alan McConnell" <alanm@burstall.com> wrote:

Anthony, When are funds expected?

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
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Direct: 780.497.3391

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Cheers

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Partner

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We have resolved the issue with the courier and I have instructions to advise you that, once the funds are received by my office, RMRF will send, on behalf of the RM, \$486,904.48 to your office to deposit in trust for S-R. These funds are for amounts outstanding on QU2706 and will be provided to you on the sole trust condition that they not be disbursed to your client until our office receives a Certified Copy of Title showing that no liens are registered with respect to the Project.

The RM remains in discussions with the consultant regarding the further information requested and the other amounts claimed and I will advise you as soon as I receive instructions regarding that information.

Best regards,
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Importance: High

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From: Anthony Purgas
Sent: Thursday, July 24, 2014 1:24 PM
To: Alan McConnell
Subject: RE: RMWB
Attachments: Re: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

Alan,

I am relying on Jeremy's email to you dated July 15, 2014 (attached with subsequent discussions), which I understand sets out the trust conditions you refer to. There was no agreement that any funds could be disbursed out of your trust account while E-Construction's lien was on title. While there was subsequent amendment to permit funds to be moved to Mr. Peskett's trust account, we did not agree that any other amounts could be paid to S-R or to any of its subcontractors in the face of a lien on title.

As I am out of the office, I do not have the full file with me. If you have other written confirmation from Jeremy that sets out a change to these conditions please forward it and I will consider whether it should apply to the amounts forwarded today.

To be clear, the RM has not and does not agree to any condition that would result in an advancement of funds related to the project to any party while the project is subject to a lien.

I will be in transit for the rest of the afternoon.

Best regards,



Anthony Purgas | Associate
3200 Manulife Place | 10180 - 101 Street | Edmonton, AB Canada T5J 3W8
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I need agreement on the trust conditions as I have framed them.

Cheers

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Best regards,

Anthony

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Cc: Aisling E. Ryan
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Alan,

We have a cheque cut already but we can direct deposit it into your trust account if you provide us with the bank transit number and the account number.

Regards,

Aisling

<image001.jpg><image002.jpg> | Aisling E. Ryan | Associate
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Direct: 780.497.3315 | Fax: 780.429.3044 | Toll Free: 1.800.661.7673
aeryan@rmrf.com | www.rmrf.com

From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Thursday, July 24, 2014 10:29 AM
To: Anthony Purgas
Cc: Aisling E. Ryan
Subject: RE: RMWB

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1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Anthony Purgas [APurgas@rmrf.com]
Sent: July 24, 2014 10:26 AM
To: Alan McConnell
Cc: Aisling E. Ryan
Subject: Re: RMWB

Alan,

I understand the funds are on their way to your office today. I am in court but my colleague Aisling Ryan (copied) is arranging having the funds sent to your office on the conditions set out yesterday.

Best regards,

Anthony

On Jul 24, 2014, at 8:58 AM, "Alan McConnell" <alanm@burstall.com> wrote:

Anthony, When are funds expected?

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016

E-Mail: alanm@burstall.com

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Anthony Purgas | Associate
Direct: 780.497.3391

From: Anthony Purgas [APurgas@rmrf.com]
Sent: July 23, 2014 9:54 PM
To: Alan McConnell
Subject: RE: RMWB

Alan,

I have passed along your request and will advise you as soon as I have information.

With respect to your question regarding the amount that is forthcoming per our correspondence earlier today, I can advise it comprises the following amounts:

1. \$7,868.70 [which includes GST] is a partial payment on SR invoice number 212005-7321.
2. \$479,035.79 does not relate to any invoice. It relates to Progress Payment Certificate #31.

Best regards,
Anthony Purgas | Associate
Direct: 780.497.3391

From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Wednesday, July 23, 2014 2:02 PM
To: Anthony Purgas
Subject: RE: RMWB

Anthony, I have made a number of requests in an attempt to determine if the RM has a consultant reviewing the outstanding claims related to Abasand and Saline #3. Could you please advise?
Cheers

Alan J. McConnell
Partner

Burstall Winger Zammit LLP

T (403) 234-3329
C (403) 620-4825
F (403) 233-2131
E alanm@burstall.com

Suite 1600 Dome Tower
333 - 7th Avenue SW
Calgary, Alberta T2P 2Z1
www.burstall.com

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<image001.jpg>

From: thony Purgas [<mailto:APurgas@rmrf.com>]
Sent: July-23-14 1:57 PM
To: Alan McConnell
Subject: RE: RMWB

Alan,

I have a request into my client for that information and will provide it as soon as I am able.

Best regards,
Anthony Purgas | Associate
Direct: 780.497.3391

From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Wednesday, July 23, 2014 1:45 PM
To: Anthony Purgas
Subject: RE: RMWB

Anthony, do you have a reconciliation regarding these funds so that my client will know what has been approved for payment? Do any of the amounts relate to E Construction invoices that have been approved for payment?

Alan J. McConnell
Partner

Burstall Winger Zammit LLP

T (403) 234-3329	Suite 1600 Dome Tower
C (403) 620-4825	333 - 7th Avenue SW
F (403) 233-2131	Calgary, Alberta T2P 2Z1
E alanm@burstall.com	www.burstall.com

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<image001.jpg>

From: Anthony Purgas [<mailto:APurgas@rmrf.com>]
Sent: July-23-14 1:32 PM
To: Alan McConnell
Subject: RE: RMWB

Alan,

There were some issues with Purolator, which resulted in a delay of funds coming from the RM. As Jeremy made clear in several pieces of correspondence, there was no representation that a \$2.3 million payment would be made or even that it would be releasable on conditions agreeable to your client.

We have resolved the issue with the courier and I have instructions to advise you that, once the funds are received by my office, RMRF will send, on behalf of the RM, \$486,904.48 to your office to deposit in trust for S-R. These funds are for amounts outstanding on QU2706 and will be provided to you on the sole trust condition that they not be disbursed to your client until our office receives a Certified Copy of Title showing that no liens are registered with respect to the Project.

The RM remains in discussions with the consultant regarding the further information requested and the other amounts claimed and I will advise you as soon as I receive instructions regarding that information.

Best regards,
Anthony Purgas | Associate
Direct: 780.497.3391

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From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Wednesday, July 23, 2014 12:46 PM
To: Anthony Purgas
Subject: RMWB
Importance: High

Anthony, could I please have the courtesy of a response as to what is going on with the \$2.3MM payment that Jeremy indicated would be in your firm's trust account by this Monday, at the latest?

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell <alanm@burstall.com>
Sent: Thursday, July 24, 2014 1:40 PM
To: Anthony Purgas
Subject: RE: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

Anthony, I suppose that I should be clear on this.

The RM has absolutely no risk by agreeing to the trust conditions that I have asked be provided. If it does not agree, the interim deal with E Construction will not proceed and someone (E or the RM, or both) will be responsible for the damages caused by this folly.

Why don't we do something that is legally and commercially sensible and get E and the other subcontractors paid?

Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Alan McConnell
Sent: July 24, 2014 1:35 PM
To: Anthony Purgas
Subject: FW: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

Anthony, I think that this email exchange makes it clear that the clear certificate of title is only a trust condition tied to the release of funds to E Construction. The balance of the funds should be free to be release to subcontractors on the Saline Creek Drive and Bridge Project.

That makes absolute sense for the reasons that I have already articulated.

Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
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From: Alan McConnell
Sent: July 15, 2014 2:39 PM
To: Jeremy Taitinger
Cc: Arlan Delisle (Arlan.Delisle@woodbuffalo.ab.ca); Anthony Purgas
Subject: Re: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

Jeremy, my searches show E as the only lien claimant.
Cheers

From: Jeremy Taitinger
Sent: Tuesday, July 15, 2014 2:35 PM
To: Alan McConnell
Cc: Arlan Delisle (Arlan.Delisle@woodbuffalo.ab.ca); Anthony Purgas
Subject: RE: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

Alan,

You may forward funds to E Construction's counsel on trust conditions that they not be released to E Construction until such time as our office has received a Certified Copy of Title evidencing that no liens are registered with respect to the Project.

While I appreciate that any lien periods have expired, E Construction registered a lien when the Project should not have been lienable at all. We do not want be in a position where funds are disbursed in the face of any liens, no matter how frivolous they may seem.

Jeremy

	Reynolds Mirth Richards & Farmer LLP	Jeremy Taitinger Partner 3200 Manulife Place 10180 - 101 Street Edmonton AB Canada T5J 3W8 Direct: 780.497.3317 Fax: 780.429.3044 Toll Free: 1.800.661.7673 jtaitinger@rmrf.com www.rmrf.com
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From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Tuesday, July 15, 2014 2:13 PM
To: Jeremy Taitinger
Cc: Arlan Delisle (Arlan.Delisle@woodbuffalo.ab.ca); Anthony Purgas
Subject: Re: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

With respect to item #1, is the RM amenable to my office disbursing funds to E's counsel on the trust condition that they may not disburse until I have evidence that the lien is discharged? The main contract was terminated March 21 so no one can lien now.

From: Jeremy Taitinger
Sent: Tuesday, July 15, 2014 2:08 PM
To: Alan McConnell
Cc: Arlan Delisle (Arlan.Delisle@woodbuffalo.ab.ca); Anthony Purgas
Subject: RE: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

Alan,

I have confirmed with my client that the funds currently held in your trust account with respect to the Saline Creek Drive and Bridge Project (the "Project") may be disbursed upon:

1. our office receiving from yours a Certified Copy of Title showing that no liens are registered with respect to the Project; and
2. you undertaking to disburse all funds only to Sprague Rosser's subcontractors on the Project.

Jeremy



Reynolds
Mirth
Richards
& Farmer LLP

Jeremy Taitinger | Partner
3200 Manulife Place | 10180 - 101 Street | Edmonton AB Canada T5J 3W8
Direct: 780.497.3317 | Fax: 780.429.3044 | Toll Free: 1.800.661.7673
jtaitinger@rmrf.com | www.rmrf.com

From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Tuesday, July 15, 2014 1:24 PM
To: Jeremy Taitinger
Cc: Arlan Delisle (Arlan.Delisle@woodbuffalo.ab.ca); Anthony Purgas
Subject: RE: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

Jeremy, I have sent a note to Dan Peskett and need his confirmation that a deal is in place first. If the RM has my undertaking to disburse funds to subcontractors, why does it want "oversight" on the process?
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Jeremy Taitinger [JTaitinger@rmrf.com]
Sent: July 15, 2014 1:20 PM
To: Alan McConnell
Cc: Arlan Delisle (Arlan.Delisle@woodbuffalo.ab.ca); Anthony Purgas
Subject: RE: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

Alan,

That is good news.

Can you provide me with your proposed distribution of the trust funds (which subcontractors are getting paid, and how much)?

Jeremy



Reynolds
Mirth
Richards
& Farmer LLP

Jeremy Taitinger | Partner
3200 Manulife Place | 10180 - 101 Street | Edmonton AB Canada T5J 3W8
Direct: 780.497.3317 | Fax: 780.429.3044 | Toll Free: 1.800.661.7673
jtaitinger@rmrf.com | www.rmrf.com

From: Alan McConnell [mailto:alanm@burstall.com]
Sent: Tuesday, July 15, 2014 1:10 PM
To: Jeremy Taitinger
Subject: RE: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

Jeremy, it looks like I may have a deal with E Construction that will get the lien off title. Can you confirm that, if the deal with E is done, I will be at liberty to disburse any excess trust funds as long as the payments are made to Sprague-Rosser's subcontractors?
Cheers

Alan J. McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue, S. W.
Calgary, Alberta
T2P 2Z1
Direct Line: 403-234-3329
Main: 403-264-1915
Cell: 403-620-4825
Fax: 403-266-6016
E-Mail: alanm@burstall.com

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From: Jeremy Taitinger [JTaitinger@rmrf.com]
Sent: July 15, 2014 8:59 AM
To: Rob Heron
Cc: Alan McConnell
Subject: RE: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

REDACTED

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From: Rob Heron [<mailto:rheron@krpgroup.com>]
Sent: Tuesday, July 15, 2014 8:58 AM
To: Jeremy Taitinger
Cc: Alan McConnell; Jeff Jessamine
Subject: Re: Sprague Rosser Contracting Co. and Regional Municipality of Wood Buffalo

REDACTED

Robert M Heron, CA, CFP
Partner
Kingston Ross Pasnak LLP
Direct (780) 420-4766

From: Rob Heron
Sent: Monday, July 14, 2014 12:45 PM
To: 'jtaitinger@rmrf.com'
Cc: Alan McConnell, Jeff Jessamine

REDACTED

Rob

Robert M. Heron, CA, CFP

Partner

p. 780 420 4766 | f. 780 429 4817 | c. 780 908 2220 | rheron@krpgroup.com

Assistant: Val Bratko | 780 424 3000 ext. 783 | vbratko@krpgroup.com

[Partner Profile](#)

Kingston Ross Pasnak LLP

2900 Bell Tower, 10104 103 Avenue

Edmonton AB T5J 0H8

<http://www.krpgroup.com>



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Reynolds
Mirth
Richards
& Farmer LLP

WRITER'S E-MAIL aeryan@rmrf.com

YOUR FILE

WRITER'S DIRECT PHONE 780.497.3315

OUR FILE 78605-126-AER

July 24, 2014

Attention: Alan McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue SW
Calgary, AB T2P 2Z1

Dear Sir:

Re: RMWB

Further to our earlier correspondence, we have instructions to send \$486,904.48 to you. As such we have directly deposited \$486,904.48 in your trust account being RBC; 00009 003; 1183110. These monies are being sent to you on the trust condition that you do not release any of the funds to your client or anyone else until our office confirms the receipt of a Certified Copy of Title showing the lien has been discharged. Should you be unable to comply with this trust condition you shall immediately return the monies to our office.

Yours truly,

REYNOLDS, MIRTH, RICHARDS & FARMER LLP

PER:

AISLING E. RYAN
AER/ras



BARRISTERS SOLICITORS

Reynolds
Mirth
Richards
& Farmer LLP

WRITER'S E-MAIL apurgas@rmrf.com

YOUR FILE

WRITER'S DIRECT PHONE 780.497.3391

OUR FILE 78605-126-ARP

July 25, 2014

Attention: Alan McConnell
Burstall Winger Zammit LLP
1600, 333 - 7th Avenue SW
Calgary, AB T2P 2Z1

Dear Sir:

Re: Regional Municipality of Wood Buffalo ("RMWB") and Sprague-Rosser Contracting Co. Ltd. ("S-R")

Further to our earlier correspondence, we wish to address a misunderstanding that you appear to have with respect to the conditions applying to the amounts in your trust account. RMWB and our office have been clear, as a review of the correspondence shows: No funds are releasable in the face of a lien.

To my knowledge, you have been sent two amounts:

- 1) On June 10, 2014, RMWB sent \$4,342,007.88 to your office to hold in trust for S-R.
- 2) On July 24, 2014, we, on behalf of RMWB, sent \$486,904.48 to your office to hold in trust for S-R.

The same trust conditions below have applied to all amounts sent to your office and apply to any additional amounts unless expressly stated otherwise. These conditions are the following:

- 1) You undertake not to release any funds to your client or anyone else – except for the sole and only exception set out in (2) below – until all liens are removed and our office confirms the receipt of a Certificate of Title showing no liens with respect to whichever project the release relates: the Saline Creek Drive and Bridge Project (the "Bridge Project"), the Abasands Project, or the Saline #3 Project.

000081

August 28, 2014

2) For funds relating to the Bridge Project, you may release funds Dan Peskett of Brownlee LLP on behalf of E Construction Ltd. ("E Construction") on the condition that those funds cannot be released to E Construction until E Construction removes its lien and we receive a satisfactory Certificate of Title showing no liens.

3) Once all liens are removed and we receive the respective Certificates of Title showing no liens, you can release the funds on the condition that all funds are disbursed to S-R's subcontractors. For clarity, you may not release any funds to any subcontractor until we receive Certificates of Title showing no liens.

If you refuse to agree to the conditions as summarized above, we require that you immediately return all trust monies sent to your office by the RM or our office in relation to this matter.

Yours truly,

REYNOLDS, MIRTH, RICHARDS & FARMER LLP

PER:

ANTHONY R. PURGAS
ARP/ras

1277179.doc

000082

REDACTED

From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Thursday, August 07, 2014 12:42 PM
To: Anthony Purgas
Subject: Re: S-R Receivership Order

Anthony, the Receiver has directed my firm not to disburse funds in light of the Order. I have advised the Receiver's counsel of the trust conditions and have suggested that the Receiver might wish to see if the tentative deal with E might be resurrected such that the funds could flow to unpaid subs on the Creek Drive and Bridge project, as the RM has directed. Did you and Mr. Peskett ever resolve the issues that you had with E's proposed terms?
Cheers

From: Anthony Purgas
Sent: Thursday, August 7, 2014 12:37 PM
To: Alan McConnell
Subject: RE: S-R Receivership Order

Alan,

Thank you for this information. We understand that you continue to hold our client's funds in trust. Can you please advise whether you continue to agree to the conditions placed on those funds or if you intend on returning them?

Best regards,

Anthony Purgas | Associate
Direct: 780.497.3391

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From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Thursday, July 31, 2014 5:57 PM
To: Anthony Purgas
Subject: Fw: S-R Receivership Order

Anthony, fyi.

From: Gorman, Howard A.
Sent: Thursday, July 31, 2014 3:17 PM
To: 'Kampers, Steve'; Ivany, Gary; 'Martin, Todd'; Powell, Tom; Collins, Sean F.; wmacleod@mccarthy.ca; 'Chris Simard'; RGurofsky@blg.com; mmccabe@rmrf.com; Alan McConnell
Subject: S-R Receivership Order

Howard Gorman, Q.C.
Senior Partner

Norton Rose Fulbright Canada LLP / S.E.N.C.R.L., s.r.l.
400 3rd Avenue SW, Suite 3700, Calgary Alberta T2P 4H2 Canada
T: +1 403.267.8144 | F: +1 403.264.5973
howard.gorman@nortonrosefulbright.com

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From: Alan McConnell <alanm@burstall.com>
Sent: Thursday, August 07, 2014 12:42 PM
To: Anthony Purgas
Subject: Re: S-R Receivership Order

Anthony, the Receiver has directed my firm not to disburse funds in light of the Order. I have advised the Receiver's counsel of the trust conditions and have suggested that the Receiver might wish to see if the tentative deal with E might be resurrected such that the funds could flow to unpaid subs on the Creek Drive and Bridge project, as the RM has directed. Did you and Mr. Peskett ever resolve the issues that you had with E's proposed terms?
Cheers

From: Anthony Purgas
Sent: Thursday, August 7, 2014 12:37 PM
To: Alan McConnell
Subject: RE: S-R Receivership Order

Alan,

Thank you for this information. We understand that you continue to hold our client's funds in trust. Can you please advise whether you continue to agree to the conditions placed on those funds or if you intend on returning them?

Best regards,
Anthony Purgas | Associate
Direct: 780.497.3391

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From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Thursday, July 31, 2014 5:57 PM
To: Anthony Purgas
Subject: Fw: S-R Receivership Order

Anthony, fyi.

From: Gorman, Howard A.
Sent: Thursday, July 31, 2014 3:17 PM
To: 'Kampers, Steve'; Ivany, Gary; 'Martin, Todd'; Powell, Tom; Collins, Sean F.; wmacleod@mccarthy.ca; 'Chris Simard'; RGurofsky@blg.com; 'mmccabe@rmrf.com'; Alan McConnell
Subject: S-R Receivership Order

Howard Gorman, Q.C.
Senior Partner

Norton Rose Fulbright Canada LLP / S.E.N.C.R.L., s.r.l.
400 3rd Avenue SW, Suite 3700, Calgary Alberta T2P 4H2 Canada
T: +1 403.267.8144 | F: +1 403.264.5973
howard.gorman@nortonrosefulbright.com

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From: Anthony Purgas
Sent: Thursday, August 07, 2014 12:36 PM
To: 'Alan McConnell'
Subject: RE: S-R Receivership Order

Alan,

Thank you for this information. We understand that you continue to hold our client's funds in trust. Can you please advise whether you continue to agree to the conditions placed on those funds or if you intend on returning them?

Best regards,

Anthony Purgas | Associate
Direct: 780.497.3391

From: Alan McConnell [<mailto:alanm@burstall.com>]
Sent: Thursday, July 31, 2014 5:57 PM
To: Anthony Purgas
Subject: Fw: S-R Receivership Order

Anthony, fyi.

From: Gorman, Howard A.
Sent: Thursday, July 31, 2014 3:17 PM
To: 'Kampers, Steve'; Ivany, Gary; 'Martin, Todd'; Powell, Tom; Collins, Sean F.; wmacleod@mccarthy.ca; 'Chris Simard'; RGurofsky@blg.com; 'mmccabe@rmrf.com'; Alan McConnell
Subject: S-R Receivership Order

Howard Gorman, Q.C.
Senior Partner

Norton Rose Fulbright Canada LLP / S.E.N.C.R.L., s.r.l.
400 3rd Avenue SW, Suite 3700, Calgary Alberta T2P 4H2 Canada
T: +1 403.267.8144 | F: +1 403.264.5973
howard.gorman@nortonrosefulbright.com

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