Financial Statements of

GREATER VICTORIA HARBOUR AUTHORITY

Year ended March 31, 2018



KPMG LLP St. Andrew's Square II 800-730 View Street Victoria BC V8W 3Y7 Canada Telephone 250-480-3500 Fax 250-480-3539

INDEPENDENT AUDITORS' REPORT

To the Members of Greater Victoria Harbour Authority

Report on the Financial Statements

We have audited the accompanying financial statements of Greater Victoria Harbour Authority, which comprise the statement of financial position as at March 31, 2018, the statements of operations, changes in net assets and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Greater Victoria Harbour Authority as at March 31, 2018, and its results of operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Report on Other Legal and Regulatory Requirements

As required by the Societies Act (British Columbia), we report that, in our opinion, the accounting policies applied in preparing and presenting the financial statements in accordance with Canadian accounting standards for not-for-profit organizations have been applied on a basis consistent with that of the preceding year.

Chartered Professional Accountants

Victoria, Canada September 17, 2018

KPMG LLP

Statement of Financial Position

March 31, 2018, with comparative information for 2017

		2018		2017
Assets				
Current assets:				
Cash and cash equivalents	\$	1,952,402	\$	2,541,286
Guaranteed investment certificates (note 2) Restricted cash and guaranteed investment		5,053,763		3,548,008
certificates (note 3)		-		1,338
Accounts receivable		1,165,504		531,616
Prepaid expenses		92,963 8,264,632		115,923 6,738,171
Investments (note 4)		5,851,969		5,628,842
Investments (note 4)				
Capital assets (note 5)		57,337,891		57,057,828
	\$	71,454,492	\$	69,424,841
Liabilities, Deferred Contributions and Ne	t Assets			
Current liabilities: Accounts payable and accrued liabilities	\$	1,998,700	\$	1,711,484
Deferred revenue and deposits	Ψ	331,530	Ψ	422,839
·		2,330,230		2,134,323
Deferred lease obligations		329,436		294,064
Deferred contributions (note 6)		193,027		204,617
Deferred capital contributions (note 7)		20,702,713		21,357,890
Net assets:				
Invested in capital assets		36,635,178		35,699,938
Internally restricted reserve fund (note 8)		6,396,308		5,801,146
Unrestricted		4,867,600 47,899,086		3,932,863 45,433,947
		47,099,000		45,455,947
	\$	71,454,492	\$	69,424,841
Commitments and contingencies (note 10)				
<u> </u>				
See accompanying notes to financial statements.				
Approved by the Board:				
Director			_ D	irector

Statement of Operations

Year ended March 31, 2018, with comparative information for 2017

	Budget	2018	2017
	(note 15)		
Revenues:			
Shipping	\$ 6,764,359	\$ 7,106,470	\$ 6,207,554
Marinas and attractions	2,185,254	2,172,990	2,230,484
Commercial real property	2,481,831	2,702,097	2,500,069
Commercial four property	11,431,444	11,981,557	10,938,107
Cruino quatainability for (note 0)	4 000 000	4 000 707	4 4 4 4 4 0 4
Cruise sustainability fee (note 9)	1,263,899	1,228,787	1,141,181
Other recovered costs and in-kind sponsorship	633,992	1,157,127	775,770
	13,329,335	14,367,471	12,855,058
Expenses:			
General operating expenses	3,439,482	3,501,671	3,090,627
Repairs and maintenance	1,825,626	2,177,818	1,605,580
Insurance	399,155	408,906	364,799
Property taxes	892,939	819,127	886,704
Administrative	4,395,840	4,124,049	3,880,582
Amortization of capital assets	2,295,000	2,011,490	2,259,812
·	13,248,042	13,043,061	12,088,104
Excess of revenues over expenses			
before the following	81,293	1,324,410	766,954
Deferred non-conital contributions recognized			
Deferred non-capital contributions recognized as revenue (note 6)	_	426,218	153,450
Non-capital contribution expense (note 6)	-	(414,628)	155,450
Deferred capital contributions recognized	_	(414,020)	_
as revenue (note 7)	1,100,000	807,156	1,001,960
Gain on disposal of capital assets	1,100,000	6,614	3,249
Can on disposar of dapital assets		0,014	0,240
Excess of revenues over expenses			
before investment income	1,181,293	2,149,770	1,925,613
	.,,_30	_, , 0	.,0_0,0.0
Net investment income	325,300	315,369	536,302
Excess of revenues over expenses	\$ 1,506,593	\$ 2,465,139	\$ 2,461,915

See accompanying notes to financial statements.

Statement of Changes in Net Assets

Year ended March 31, 2018, with comparative information for 2017

	Investment in	Internally		
	capital assets	restricted	Unrestricted	Total
	capital assets	restricted	Officatiolea	Total
Balance, April 1, 2016	\$ 35,179,678	\$ 4,990,273	\$ 2,802,081	\$ 42,972,032
Excess (deficiency) of revenue over expenses	(1,254,603)	463,665	3,252,853	2,461,915
Net purchase of capital assets Transfer to internally restricted	1,774,863	-	(1,774,863)	-
reserve fund	-	347,208	(347,208)	<u> </u>
Balance, March 31, 2017	35,699,938	5,801,146	3,932,863	45,433,947
Excess (deficiency) of revenue over expenses	(1,204,334)	223,127	3,446,346	2,465,139
Net purchase of capital assets	2,139,574	-	(2,139,574)	2,400,109
Transfer to internally restricted reserve fund	-	372,035	(372,035)	-
Balance, March 31, 2018	\$ 36,635,178	\$ 6,396,308	\$ 4,867,600	\$ 47,899,086

See accompanying notes to financial statements.

Statement of Cash Flows

Year ended March 31, 2018, with comparative information for 2017

Cash flows from operating activities: Excess of revenues over expenses \$ 2,465,139 \$ 2,461,915 Items not involving cash: Amortization of capital assets 2,011,490 2,259,812 Amortization of deferred contributions (426,218) (153,450) Amortization of deferred capital contributions (807,156) (1,001,960) Gain on sale of capital assets (6,614) (3,249) Unrealized loss (gain) on investments 7,392 193,339 Net changes in non-cash working capital: Decrease (increase) in accrued interest on guaranteed investment certificates (1,804) 5,237 Increase in accounts receivable (633,888) (192,527) Decrease in prepaid expenses 22,960 59,934 Increase in accounts payable and accrued liabilities 287,216 429,352 Increase in deferred lease obligations 35,372 49,464 Increase (decrease) in deferred revenue and deposits (91,309) 11,350 Cash flows from financing activities: 2,862,580 4,119,217 Cash flows from investing activities: 2,862,580 4,119,217 Cash flows from investing activities: 10,		2018	2017
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		,	
Cash and cash equivalents, end of year \$ 1,952,402 \$ 2,541,286	Cash and cash equivalents, beginning of year	2,541,286	901,916
	Cash and cash equivalents, end of year	\$ 1,952,402	\$ 2,541,286

See accompanying notes to financial statements.

Notes to Financial Statements

Year ended March 31, 2018

Greater Victoria Harbour Authority (the "Society") is incorporated under the Societies Act (British Columbia). Its principal activity is to manage and develop the Victoria and Esquimalt harbours to meet local, Esquimalt Nation, Songhees Nation, municipal, provincial and federal interests and priorities. On November 28, 2016, the new Societies Act (British Columbia) became effective and the Society transitioned to the new Act on that date.

In 2002 Transport Canada contributed lands and improvements at Ogden Point, Erie Street, Wharf Street and Ship Point. The contributions are subject to various restrictions including continued use as a port facility.

The land and improvements were transferred to the Society at a nominal value of \$1. The assets were recorded at an estimated fair market value of \$50,481,120, as determined by the BC Assessment Society through their annual valuation and assessment process.

1. Significant accounting policies:

These financial statements have been prepared in accordance with Canadian accounting standards for not-for-profit organizations in Part III of the CPA Canada Handbook. The Society's significant accounting policies are as follows:

(a) Revenue recognition:

The Society follows the deferral method of accounting for contributions. Restricted contributions are recognized as revenue in the year in which the related expenses are incurred. Unrestricted contributions are recognized as revenue when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

Contributions of capital assets that will be amortized are initially deferred and subsequently recognized as revenue on the same basis as the related costs are amortized. Contributions for capital assets that will not be amortized, such as land, are not recorded as deferred capital contributions or recognized as revenue, but are recorded as a direct increase in net assets in the period the asset is received.

Revenue from operations is recognized as services are performed. Amounts received for future services are deferred until the service is provided.

Revenue recognition under a lease commences when the tenant has a right to use the leased assets. The total amount of contractual rent to be received from operating leases is recognized on a straight-line basis over the term of the lease. Rental revenue also includes percentage participating rents and recoveries of operating expenses, including realty taxes. Percentage participating rents are recognized when tenants' specified sales targets have been met. Operating expense recoveries are recognized in the period that recoverable costs are chargeable to tenants.

(b) Cash and cash equivalents:

Cash and cash equivalents include deposits in banks and short-term investments with a term to maturity of three months or less at the date of purchase.

Notes to Financial Statements

Year ended March 31, 2018

1. Significant accounting policies (continued):

(c) Financial instruments:

Financial instruments are recorded at fair value on initial recognition. Equity instruments that are quoted in an active market are subsequently measured at fair value. All other financial instruments are subsequently recorded at cost or amortized cost, unless management has elected to carry the instruments at fair value. The Society has elected to carry all investments at fair value. The Society has not elected to carry any other financial instruments at fair value.

Financial assets are assessed for impairment on an annual basis at the end of the fiscal year. If there is an indicator of impairment, the Society determines if there is a significant adverse change in the expected amount or timing of future cash flows from the financial asset. If there is a significant adverse change in the expected cash flows, the carrying value of the financial asset is reduced to the highest of the present value of the expected cash flows, the amount that could be realized from selling the financial asset or the amount the Society expects to realize by exercising its right to any collateral. If events and circumstances reverse in a future period, an impairment loss will be reversed to the extent of the improvement, not exceeding the initial carrying value.

(d) Investment income:

Investment income, which is recorded on the accrual basis, includes interest income, dividends, net gain (loss) on sale of securities and unrealized gains (losses).

(e) Capital assets:

Purchased capital assets are recorded at cost. Contributed capital assets are recorded at their estimated fair market value determined at the date of contribution.

Amortization is provided on a straight-line basis over their estimated useful life at the following amortization periods:

Asset	Amortization period
Breakwater and piers Wharves and docks:	50 years
Refurbished existing	10 - 15 years
New construction	20 - 25 years
Buildings	3 - 50 years
Yard improvements	5 - 10 years
Furniture and fixtures	5 years
Office and maintenance equipment	2 - 7 years
Boats, marine and automotive	3 - 5 years

Amortization is not provided on capital assets under construction until the assets are available for use

When a capital asset no longer contributes to the Society's ability to provide services, its carrying value is written down to its residual value.

Notes to Financial Statements

Year ended March 31, 2018

1. Significant accounting policies (continued):

(f) Asset retirement obligations:

The fair value of a liability for an asset retirement obligation is recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. The associated retirement costs are capitalized as part of the carrying amount of the long-lived asset and amortized over the life of the asset. At this time, the Society has determined that there are no significant asset retirement obligations.

(g) Use of estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. The more subjective of such estimates are the amortization period of capital assets. Actual results could differ from these estimates.

2. Guaranteed investment certificates:

	2018	2017
Short-term certificates	\$ 5,053,763	\$ 3,548,008

Guaranteed investment certificates earn rates of interest between 1.70% and 2.00%, with various maturity dates to February 16, 2019.

3. Restricted cash and guaranteed investment certificate:

Restricted cash and guaranteed investment certificate includes an amount of nil (2017 - \$1,338) which is restricted for Ogden Point caisson repairs under the contribution agreements with Transport Canada.

4. Investments:

Investments represent funds invested for internally restricted purposes (note 8). The major components of investments stated at market value are as follows:

	2018	2017
Fixed income	\$ 2,228,819	\$ 2,314,994
Canadian equity	1,720,427	1,654,767
US equity	860,604	810,915
International equity	890,081	848,166
Money market	152,038	-
	\$ 5.851.969	\$ 5.628.842

Notes to Financial Statements

Year ended March 31, 2018

5. Capital assets:

2018	Cost	Accumulated amortization	Net book value
Land Breakwater and piers Wharves and docks Buildings and yard improvements Furniture and fixtures Office and maintenance equipment Boats, marine and automotive Capital assets under construction	\$ 19,563,855 34,056,023 9,281,318 15,077,845 43,804 452,941 307,515 3,259,679	\$ - 11,329,724 5,887,955 6,956,294 43,804 288,039 199,273	\$ 19,563,855 22,726,299 3,393,363 8,121,551 - 164,902 108,242 3,259,679
	\$ 82,042,980	\$ 24,705,089	\$ 57,337,891

		Accumulated	Net book
2017	Cost	amortization	value
Land	\$ 19,563,855	\$ -	\$ 19,563,855
Breakwater and piers	33,982,712	10,345,800	23,636,912
Wharves and docks	8,507,839	5,645,006	2,862,833
Buildings and yard improvements	14,549,666	6,264,190	8,285,476
Furniture and fixtures	43,804	43,804	-
Office and maintenance equipment	423,830	248,872	174,958
Boats, marine and automotive	305,218	171,911	133,307
Capital assets under construction	2,400,487	-	2,400,487
-		<u> </u>	
	\$ 79,777,411	\$ 22,719,583	\$ 57,057,828

Notes to Financial Statements

Year ended March 31, 2018

6. Deferred contributions:

Deferred contributions received from Transport Canada are to be expended on eligible expenditures, as outlined in the Contribution Agreement for each facility. Until expended on eligible expenditures, the contributions are restricted. Any amounts not expended by the end of the agreement are repayable to the federal government. The Project Contribution agreement and repayment date for Ogden Point was extended to June 24, 2017.

Deferred contributions received from other federal, provincial and municipal contributions relate to project specific funding and are recognized as costs are incurred. One such project the Greater Victoria Harbour Authority undertook was an environmental sustainability initiative in the form of a two year pilot project to provide an electric Green Bus at Ogden Point. For the 2017 season, income from federal funding and private contributions of \$414,628 was recognized and offset against \$414,628 of costs related to the operations of the Green Bus. The project will run again for the 2018 season.

	M	Balance larch 31, 2017	а	Amounts mortized revenue	Amounts received	N	Balance March 31, 2018
Transport Canada: Special Projects: Ogden Point - pier upgrades	\$	1,338	\$	1,338	\$ -	\$	-
Other federal, provincial and municipal contributions:							
Ogden Point		100,039		417,890	414,628		96,777
Steamship Terminal		103,240		6,990	-		96,250
		203,279		424,880	414,628		193,027
Total deferred contributions	\$	204,617	\$	426,218	\$ 414,628	\$	193,027

Notes to Financial Statements

Year ended March 31, 2018

7. Deferred capital contributions:

Deferred capital contributions represent unamortized capital contributions received from Transport Canada and other federal and provincial contributions.

	Balance		Amounts				Balance
	March 31,		amortized		Amounts		March 31,
	2017		to revenue		received		2018
Transport Canada:							
Erie Street	\$ 48,348	\$	19,517	\$	-	\$	28,831
Ogden Point	19,083,452	·	545,682	•	-	·	18,537,770
Ogden Point - pier upgrades	593,764		130,059		-		463,705
	19,725,564		695,258		-		19,030,306
Other federal, provincial and municipal contributions:							
Ogden Point	1,535,022		111,898		50,000		1,473,124
Inner Harbour	97,304		-		101,979		199,283
	1,632,326		111,898		151,979		1,672,407
Total deferred contributions	\$ 21,357,890	\$	807,156	\$	151,979	\$	20,702,713

8. Internally restricted net assets:

Internally restricted assets include an amount of \$5,851,969 (2017 - \$5,628,842) which are reserved to fund a future earthquake insurance deductible, business interruption, material revenue loss exposure or one year of debt service costing. These internally restricted amounts are not available for other purposes without the approval of the Board of Directors.

The remaining amount of \$544,339 (2017 - \$172,304) represents the excess of cruise sustainability revenue and grant funding received over cruise sustaining expenditures (note 9). The cruise sustainability amounts are restricted for capital expenditures related to the construction of improvement of cruise infrastructure and are anticipated to be expended by March 2019.

9. Cruise sustainability fee:

On April 1, 2010, the Society introduced a cruise sustainability fee to all cruise lines calling at the Ogden Point Terminal. Cruise sustainability fee revenues are used solely to recover and fund capital expenditures related to the construction or improvement of cruise infrastructure. The cruise sustainability fee is \$2.05 (effective April 1, 2016) per cruise line passenger.

Notes to Financial Statements

Year ended March 31, 2018

9. Cruise sustainability fee (continued):

To March 31, 2018 cumulative sustainability fee revenues and grant funding received for cruise sustaining projects exceed cumulative expenditures as follows:

Cruise sustainability fee revenues Grant funding received for cruise sustaining projects	\$ 7,272,812 1,924,000
	9,196,812
Cruise sustaining expenditures	8,652,473
Excess of cruise sustainability revenue and grant funding received over cruise sustaining expenditures	\$ 544,339

10. Commitments and contingencies:

(a) Lease commitments:

On September 1, 2012 the Society commenced a lease of the CPR Steamship Terminal Building for a term of 19 years and 7 months with 2 renewal terms of 10 years each. Under the lease agreement there is a fixed portion of base rent payable monthly as well as percentage rent which is payable annually. Percentage rent is based on one-half of revenues earned from tenants of the building less operating costs with a deduction for the amount of annual base rent and a deduction of \$75,000 tenant improvement allowance.

On April 1, 2016 the Society commenced a lease of the 1st floor of the Dogwood Building for a term of 7 years. Under the lease agreement there is a fixed portion of base rent payable monthly as well as a proportionate share of operating costs.

The fixed payments of base rent for the next five years are as follows:

	Steamship Terminal	Dogwood
2019	\$ 345,000	\$ 94,878
2020	345,000	100,149
2021	370,000	100,149
2022	370,000	105,420
2023	378,000	105,420
Thereafter	3,754,000	-

Notes to Financial Statements

Year ended March 31, 2018

10. Commitments and contingencies (continued):

(b) Contingent asset:

Under the Steamship Terminal lease agreement and subject to certain conditions, the landlord will provide the Society with up to \$1,500,000 of tenant improvement allowance to be realized by way of a \$75,000 annual deduction against percentage rent. Within the first four years of the initial term of the lease the annual deduction may be accrued and carried forward for deduction against the landlord's percentage rent. The allowance was not applied in the current year, however it is anticipated that it will be deducted against future percentage rent payable.

11. Board of directors' fees:

For purposes of director's fees, as per amendment to Special Resolution 14.04.04, CAM-Sec 4.4, annual director's fees shall not exceed 5% of the previous year's gross revenues. The total fees paid in the fiscal year amounted to \$165,592 which represented 1.3 % of the previous year's gross revenues (2017 - \$154,251, 1.3%).

12. Employee and Contractor remuneration:

For the fiscal year ending March 31, 2018, the Society paid total remuneration of \$912,848 to the 8 highest paid employees and contractors for services, each of whom received total annual remuneration of \$75,000 or greater (2017 - \$1,079,316 to the 10 highest paid). Remuneration includes salaries, benefits and bonuses.

13. Financial instruments:

(a) Foreign currency risk:

The Society holds investments in equities outside of Canada which are subject to foreign exchange risk (note 4).

(b) Interest rate risk:

The Society's exposure to interest rate risk relates to its investments in fixed income securities. The fair value of these instruments are directly impacted by changes in interest rates. The objective of the Society's investment policy is to control interest rate risk by managing its interest rate exposure.

(c) Credit risk:

Credit risk is the risk that a third party to a financial instrument might fail to meet its obligations under the terms of the financial instrument. For cash, cash equivalents, guaranteed investment certificates, investments and receivables, the Society's credit risk is limited to the carrying value on the statement of financial position.

The Society manages the risk associated with the concentration of credit risk through its policy of dealing with high credit quality financial institutions.

Notes to Financial Statements

Year ended March 31, 2018

13. Financial instruments (continued):

(d) Market risk:

Market price risk is the risk that the value of an instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to an individual investment, its issuer or all factors affecting all instruments traded in the market. As all of the Society's investments are carried at fair value with fair value changes recognized in the statement of operations, all changes in market conditions will directly result in an increase or decrease in net assets. The objective of market risk management is to mitigate market risk exposures within acceptable parameters while optimizing the return on risk.

This risk is mitigated by the investment policies for the respective asset mixes to be followed by the investment managers with established guidelines for a risk tolerance and exposures, the requirements for diversification of investments within each asset class and credit quality constraints on fixed income investments.

14. Significantly influenced organization:

Skwin'ang'eth Selas Development Company was incorporated on December 19, 2013 under the Canada Not-for-profit Corporations Act with the purpose of, among other things, promoting economic development opportunities for the Esquimalt Nation and Songhees Nation communities.

The non-profit organization was established jointly by the Esquimalt Nation, Songhees Nation and Greater Victoria Harbour Authority with equal representation on its Board of Directors. As a non-profit corporation, activities will not be carried out for the purpose of return for the Society. Any surpluses will be used to further the corporation's purpose.

On April 1, 2014 the Society and the Skwin'ang'eth Selas Development Company initiated a revenue contribution agreement for a term of 3 years. During the term of the agreement the Society will contribute a portion of its operating revenue (excluding cruise sustainability fees and other recovered costs and in-kind revenue) in respect of each operating year (2015 - 0.50%, 2016 - 0.75%, 2017 - 1.00%) payable quarterly. On June 9, 2016 the Members of Skwin'ang'eth Selas became inactive and it was resolved by the Members that Greater Victoria Harbour Authority be released from the contractual obligation to make quarterly "percentage of revenue" contributions and the contract be terminated effective March 31, 2016.

For the fiscal year ending March 31, 2018, GVHA continued to commit a percentage of revenue that would have originally been payable to Skwing'ang'eth Selas, to First Nations initiatives overseen by GVHA's First Nations Economic Development Committee of the Board. GVHA also agreed to carry forward any unused commitment amounts from the previous fiscal year. At the end of 2018, \$90,477 of the 2017 committed amount was unspent and carried forward. In 2018, the new commitment amount totaled \$80,000 of which \$9,579 was unspent at March 31, 2018. Total commitment amount to be carried forward into the next fiscal year is \$100,056. First Nations Initiatives are recognized in the Society's administrative expense category in the statement of operations.

Notes to Financial Statements

Year ended March 31, 2018

15. Budget data:

The budget data presented in these financial statements is based upon the 2018 operating and capital budgets approved by the Board of Directors on March 3, 2017.

16. Comparative information:

Certain comparative information has been reclassified to conform with the financial statement presentation adopted in the current year.