FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2019
AND
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS



INDEPENDENT AUDITOR'S REPORT

To the Members of Highway 14 Regional Water Services Commission:

Opinion

We have audited the financial statements of **Highway 14 Regional Water Services Commission** (the Commission), which consist of the statement of financial position at December 31, 2019, and statements of changes in net assets, operations and of cash flows for the year then ended, and notes to the financial statements including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Commission as at December 31, 2019, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 16 to the financial statements, concerning the worldwide spread of a novel coronavirus known as COVID-19 subsequent to year-end and its effect on the global economy. Our opinion is not modified in respect of this matter.

Information other than the Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Edmonton, Alberta June 18, 2020 Manenchuk & Annicchiarico LLP
Chartered Professional Accountants

STATEMENT OF FINANCIAL POSITION AS AT DECEMBER 31, 2019

<u>ASSETS</u>	2019	2018
CURRENT ASSETS: Cash	. \$ 469.322	¢ 004.000
Accounts receivable Inventory Prepaid expenses	328,951 84,270	\$ 801,060 240,154 79,321 13,614
Total current assets	895,149	1,134,149
PROPERTY AND EQUIPMENT (Note 3)	10,891,721	10,784,508
INTANGIBLE ASSETS - net of accumulated amortization of \$49,978 (2018 - \$44,763)	158,632	163,847
TOTAL	\$ <u>11,945,502</u>	\$ <u>12,082,504</u>
LIABILITIES AND NET ASSET	<u>'S</u>	
CURRENT LIABILITIES: Accounts payable and accrued liabilities Customer deposits Bank loan (Note 5) Current portion of debenture payable	89,918 717.365	\$ 372,908 160,748 753,845 298,280
Total current liabilities	1,390,480	1,585,781
DEBENTURE PAYABLE (Note 6)	6,554,505	6,862,558
NET ASSETS: Invested in property and equipment Invested in intangible assets. Internally restricted (Note 7) Unrestricted	3,570,897 54,832 354,765 20,023	3,139,972 55,695 426,494 12,004
Total net assets	4,000,517	3,634,165
TOTAL	\$ <u>11,945,502</u>	\$ <u>12,082,504</u>

Approved by the Commission: 0

STATEMENT OF CHANGES IN NET ASSETS FOR THE YEAR ENDED DECEMBER 31, 2019

	Invested in property and equipment	Invested in intangible assets	Internally Restricted	Unrestricted	2019 <u>Total</u>	2018 <u>Total</u>
Balance at the beginning of the year	. \$3,139,972	\$55,695	\$ 426,494	\$ 12,004	\$3,634,165	\$3,516,512
Excess of revenue (expenses) for the year	(273,774)	(5,215)	371,223	274,118	366,352	117,653
Purchase of property and equipment	380,987	-	(66,458)	(314,529)	A =	-
Repayment of bank loan	35,276	474	-	(35,750)	-	-
Repayment of debenture payable	288,436	3,878	-	(292,314)		-
Transfer from internally restricted			(376,494)	376,494		
Balance at end of the year	\$ <u>3,570,897</u>	\$ <u>54,832</u>	\$ <u>354,765</u>	\$ <u>20,023</u>	\$ <u>4,000,517</u>	\$ <u>3,634,165</u>

STATEMENT OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2019

	2019	2018
REVENUE - water and transmission	\$2,924,349	\$2,626,147
COST OF SALES - water purchases	818,690	835,299
GROSS MARGIN	2,105,659	1,790,848
EXPENSES: Advertising and promotion. Amortization - property and equipment intangible assets. Automotive. Bank charges and interest. Computer. Contract services. Insurance. Interest - bank loan debenture payable. Meetings. Office and postage Professional fees. Rent (Note 12). Repairs and maintenance. Salaries and benefits. Telephone and utilities. Training.	4,217 273,774 5,215 30,028 18,637 27,231 124,239 14,154 30,000 229,923 14,912 30,808 19,858 100,813 150,626 584,871 91,472 4,028	4,564 261,963 5,215 43,475 18,739 19,508 56,463 13,262 28,709 239,387 15,632 34,982 19,921 115,261 136,924 575,449 100,860 6,701
Total expenses	1,754,806	1,697,015
EXCESS OF REVENUE BEFORE THE UNDERNOTED	350,853	93,833
SERVICE REVENUE	15,499	23,820
EXCESS OF REVENUE FOR THE YEAR	\$ <u>366,352</u>	\$ <u>117,653</u>

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2019

	2019	2018
OPERATING ACTIVITIES: Cash from operations:		 _
Excess of revenue for the year Item not involving cash for operations - amortization	\$ 366,352 278,989	\$ 117,653 267,178
Increase (decrease) in non-cash working capital balances:	645,341	384,831
Accounts receivable Inventory Prepaid expenses Accounts payable and accrued liabilities Customer deposits	(88,797) (4,949) 1,008 (97,764) (70,830)	23,447 (7,145) (2,983) 160,585 81,970
Net cash from operating activities	384,009	640,705
FINANCING ACTIVITIES: Repayment of bank loan Repayment of debenture payable	(36,480) (298,280)	(34,031) (288,817)
Net cash used in financing activities	(334,760)	(322,848)
INVESTING ACTIVITY - purchase of property and equipment	(380,987)	(248,644)
INCREASE (DECREASE) IN CASH DURING THE YEAR	(331,738)	69,213
CASH AT BEGINNING OF THE YEAR	801,060	731,847
CASH AT END OF THE YEAR	\$ <u>469,322</u>	\$ <u>801,060</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2019

1. NATURE OF OPERATIONS:

The Commission was established to provide water transmission services to its member municipalities through the construction of a municipal waterline from Strathcona County through Beaver County. The initial members of the Commission were Beaver County, Strathcona County, Town of Tofield, Village of Holden, Village of Ryley and Town of Viking.

Effective May 21, 2011 the Commission acquired the water systems assets held by CU Water Limited for cash consideration of \$15.4 million. Subsequent to this date, the Commission will operate and maintain the water supply system and provide water transmission services to its member municipalities.

Effective January 1, 2012 Strathcona County purchased a portion of the water systems assets held by the Commission for cash consideration of approximately \$5.3 million. In conjunction with the purchase of water systems assets, Strathcona County discontinued its membership in the Commission effective January 1, 2012. Proceeds were used to repay outstanding debt.

2. ACCOUNTING POLICIES:

The financial statements of Highway 14 Regional Water Services Commission are the representation of management prepared in accordance with Canadian accounting standards for not-for-profit organizations. The significant accounting policies are as follows:

Revenue recognition:

Revenue from water sales is recognized when the water has been transmitted to the customer.

Revenue from service sales is recognized when the service has been provided.

Inventory:

Inventory consists of parts and is stated at lower of cost and net realizable value.

Property and equipment:

Property and equipment are stated at cost. Amortization is provided at the following annual rates:

Automotive equipment	30% declining balance
Buildings	2.5% straight-line
Computer equipment	30% declining balance
Distribution and transmission equipment	1.5% - 10% straight-line
Office and field equipment	20% declining balance
Scada equipment	10% straight-line
Leasehold improvements	5% straight-line

Property and equipment under development represents capital projects under construction and are therefore not being amortized.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2019

ACCOUNTING POLICIES (continued):

Intangible assets:

Intangible assets consist of land rights and are stated at cost. Amortization is provided using the straight-line method at a rate of 2.5% per annum.

Pension expenditures:

Contributions for current and past service pension benefits are recorded as expenditures in the year in which they became due.

Invested in property and equipment:

Invested in property and equipment represents the Commission's net investment in property and equipment, after deducting the portion financed by third parties through debt or other long-term capital borrowings.

Invested in intangible assets:

Invested in intangible assets represents the Commission's net investment in intangible assets, after deducting the portion financed by third parties through debt or other long-term capital borrowings.

Internally restricted net assets:

Net assets are internally restricted at the discretion of the Commission to set aside funds for future expenditures.

Financial instruments:

The Commission initially measures its financial assets and liabilities at fair value.

The Commission subsequently measures all its financial assets and financial liabilities at amortized cost.

The Commission's financial instruments measured at amortized cost consists of cash, accounts receivable, accounts payable and accrued liabilities, customer deposits, bank loan and debenture payable.

Financial assets measured at amortized cost are tested for impairment when there are indicators of impairment. The amount of the write-down is recognized in net income. Any previously recognized impairment loss may be reversed to the extent of the improvement, directly or by adjusting the allowance account, provided it is no greater than the amount of impairment recognized previously. The amount of the reversal is recognized in net income.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2019

ACCOUNTING POLICIES (continued):

Cash and cash equivalents:

Cash and cash equivalents consist of balances with banks and short-term investments that can be converted readily to cash.

Use of estimates:

The preparation of financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

3. PROPERTY AND EQUIPMENT:

The major categories of property and equipment and related accumulated amortization are as follows:

	Cost	Accumulated Amortization	<u>Net Boo</u> 2019	<u>2018</u>
Land	\$ 423,055 220,445 1,029,209 62,184	150,389 147,149 49,058	\$ 423,055 70,056 882,060 13,126	\$ 410,563 53,608 907,790 18,751
transmission equipment Field equipment	10,832,043	1,515,995	9,316,048	9,213,227
Office equipment	68,243 50,881	30,063 23,873	38,180 27,008	47,724 33,760
Scada equipment	258,953	202,585	56,368	66,147
Leasehold improvements	37,643	6,587	31,056	32,938
Property and equipment under development	34,764		34,764	

\$<u>13,017,420</u> \$<u>2,125,699</u> \$<u>**10,891,721**</u> \$<u>10,784,508</u>

4. BANK INDEBTEDNESS:

The revolving demand loan bears interest at the bank prime rate plus 0.25% per annum and is authorized to a maximum of \$600,000. There was no balance outstanding on the loan at December 31, 2018 or 2019. The loan is secured by a general security agreement over all assets of the Commission.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2019

5. BANK LOAN:

Bank loan bears interest at the bank prime rate plus 0.12% per annum and is due in monthly payments of \$5,540, principal and interest combined with the balance due December 31, 2020.

Bank loan is due on demand, however the bank has agreed to accept payments as indicated.

Bank loan is secured by a general security agreement over all assets of the Commission.

6. DEBENTURE PAYABLE:

The debenture is repayable to the Alberta Capital Finance Authority, bears interest at a rate of 3.25% per annum and is repayable in semi-annual payments of \$264,302, principal and interest combined on June 15 and December 15 each year with the balance due December 15, 2036.

Debenture payable is issued on the credit and security of the Commission at large.

Principal and interest repayments are as follows:

	Principal	<u>Interest</u>	<u>Total</u>
2020	\$ 308,053 318,146 328,570 339,335 350,453 <u>5,218,001</u>	\$ 220,551 210,458 200,034 189,269 178,151 1,125,227	\$ 528,604 528,604 528,604 528,604 528,604 6,343,228
	\$ <u>6,862,558</u>	\$ <u>2,123,690</u>	\$8,986,248

NET ASSETS - INTERNALLY RESTRICTED:

By resolution of the Board of Directors, funds have been internally restricted as follows:

	<u>2019</u>	<u>2018</u>
Operational reserve Transmission capital expenditure reserve	\$ 50,000 304,765	\$426,494
	\$ <u>354,765</u>	\$ <u>426,494</u>

The funds can only be expended upon approval of the Commission.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2019

8. DEBT LIMITS:

Section 602.29 of the Municipal Government Act requires that debt and debt limits as defined by Alberta Regulation 76/100 for the Highway 14 Regional Water Services Commission be disclosed as follows:

	<u>2019</u>	2018
Total debt limit	1,700,227	2,614,749
Amount of total debt limit remaining	\$	\$
Debt servicing limit Debt servicing	\$ 1,028,947 (595,084)	\$ 927,488 _(595,084)
Amount of total debt servicing remaining	\$ <u>433,863</u>	\$332,404

The debt limit represents 2 times the eligible revenue of the Commission, and the debt servicing limit represents 0.35 times the eligible revenue. On January 18, 2012, the Minister of Municipal Affairs authorized the commission to borrow up to \$17,000,000 to fully acquire the water supply system assets from CU Water Limited as outlined in Note 1.

9. FINANCIAL INSTRUMENTS:

The Commission is exposed to risk on certain financial instruments as follows:

Credit risk:

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Commission is exposed to credit risk on accounts receivable. In order to reduce its credit risk, the Commission has adopted credit policies which include the analysis of the financial position of debtors and the regular review of their credit limits. The Commission also provides for doubtful accounts based on the estimated realizable value of the accounts receivable.

Market risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The Commission is mainly exposed to interest rate risk.

Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Commission is exposed to interest rate risk on bank loan and debenture payable. The fixed-rate instruments subject the Commission to a fair value risk while the floating-rate instruments subject it to a cash flow risk.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2019

10. COMMITMENTS/ECONOMIC DEPENDENCE:

The Commission entered into an agreement, dated January 1, 2012 to purchase water from Strathcona County for sale and delivery through the system. The agreement is for a 25 year term from the date of execution of the agreement and renewable until cancelled.

The Commission is economically dependent on Strathcona County for the purchase of water.

11. LEASE COMMITMENTS:

The Commission has entered into the following lease commitments:

a) Lease of truck fill property and equipment from a member of the Commission, Beaver County under a lease agreement which expires March 2020. The minimum rent payable effective April 1 of each year is due in equal monthly instalments of the annual rent calculated for the previous year ended March 31. The minimum annual rent is calculated by multiplying the total cubic metres of water sold at the truck fill station by a rate of \$0.75 per cubic metre. Any difference between the total monthly instalments paid and annual rent calculated as of March 31 each year will either be paid to or refunded by Beaver County without interest being assessed.

The lease contains an option for the Commission to purchase the truck fill property and equipment for a purchase price of \$1,101,603 plus interest calculated at a rate of 1.5% per annum from the date of commencement of the lease, April 1, 2015, less the sum of the rental payments paid by the Commission for the period April 1, 2015 to the date the purchase option is exercised.

Subsequent to year end the agreement was extended to March 2025.

b) Lease of truck fill property and equipment from a member of the Commission, Town of Tofield, under a lease agreement which expires December 2036. The minimum rent payable is due in monthly instalments by multiplying the total cubic metres of water sold at the truck fill station for the previous month by a rate of \$0.25 per cubic metre plus the reimbursement of the bulk water charges in the previous month to the Town of Tofield.

12. RELATED PARTY TRANSACTIONS:

During the year, the Commission paid property and equipment rent to members of the Commission as follows:

	<u>2019</u>	2018
Beaver County Town of Tofield	\$65,385 32,281	\$ 74,331 _34,272
	\$ <u>97,666</u>	\$ <u>108,603</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2019

12. RELATED PARTY TRANSACTIONS (continued):

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

13. DIRECTOR REMUNERATION DISCLOSURE:

Disclosure of remuneration and other costs for directors is as follows:

		<u>2019</u>	2018
Ewashko, D.	Director	\$ 1,850	\$ 1,665
Hanson, D.	Alternate	185	185
Heslin, C.	Alternate	185	-
Magneson, T.	Vice-Chairman	2,150	2,590
Marko, B.	Chairman	5,295	5,665
	Director	1,850	1,850
Ritchie, J.			185
Tiedemann, L.	Director	1,850	1,850
	Total	\$ <u>13,365</u>	\$ <u>13,990</u>

Remuneration includes regular base pay, gross honoraria and any other direct cash remuneration.

Payments for travel and meals and accommodations are considered to be reimbursements and have therefore been excluded from the above.

14. LOCAL AUTHORITIES PENSION PLAN:

Employees of the Commission participate in the Local Authorities Pension Plan (LAPP), which is covered by the Public Sector Pension Plans Act. It is financed by employer and employee contributions and investment earnings of the LAPP fund.

Contributions for current service are recorded as expenditures in the year in which they become due.

The Commission is required to make current service contributions to the plan of 9.39% of pensionable earnings up to the Canada Pension Plan Year's Maximum Pensionable Earnings and 13.84% for the excess.

At December 31, 2018, the Local Authorities Pension Plan disclosed an actuarial surplus of approximately \$3.47 billion. No asset has been recorded in these financial statements at December 31, 2019 related to this actuarial surplus.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2019

15. INCOME TAX STATUS:

The Commission is a non-profit organization within the meaning of the Income Tax Act (Canada) and is exempt from income taxes.

16. SUBSEQUENT EVENT:

Subsequent to year end, there was a global outbreak of a novel coronavirus identified as "COVID-19". On March 11, 2020, the World Health Organization declared a global pandemic. In order to combat the spread of COVID-19 governments worldwide have enacted emergency measures including travel bans, legally enforced or self-imposed quarantine periods, social distancing and business and organization closures. These measures have caused material disruptions to businesses, governments and other organizations resulting in an economic slowdown and increased volatility in national and global equity and commodity markets.

Central banks and governments, including Canadian federal and provincial governments, have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, and is the efficacy of any interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Highway 14 Regional Water Services Commission and its operations in future periods.

17. APPROVAL OF FINANCIAL STATEMENTS:

These financial statements were approved by the Commission and Management.