



**Waterfront Development Corporation  
Annual Accountability Report for the Fiscal Year 2015-2016**

## Table of Contents

Accountability Statement.....	3
Message from Board Chair & CEO.....	4
Measuring our Performance.....	5
Performance Scorecard 2016.....	6
Key Project Activity 2015-16.....	8
Financial Statements.....	10

## **Accountability Statement**

The Accountability Report of Waterfront Development for the year ended March 31, 2016 is prepared pursuant to the Finance Act and government policies and guidelines. These authorities require the reporting of outcomes against Waterfront Development's Business Plan for the fiscal year just ended. The reporting of Waterfront Development outcomes necessarily includes estimates, judgments and opinions by Waterfront Development management.

We acknowledge that this Accountability Report is the responsibility of Waterfront Development management. The report is, to the extent possible, a complete and accurate representation of outcomes relative to the goals and priorities set out in Waterfront Development's 2015-2016 Business Plan.

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**Dale Godsoe**  
**Chair of the Board**

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**Jennifer Angel**  
**Acting President and CEO**

## Message from Board Chair & CEO

Our place by the ocean gives the world a reason to know us, to do business with us, and to visit us. Many of Nova Scotia's greatest accomplishments are tied to the sea. The waterfronts of Nova Scotia are unique economic assets; part of the ocean economy. At Waterfront Development, our goal is to align their development with strategies for growing key sectors of our economy.

Looking ahead, there are clear themes that we are planning for, and seeking opportunity in, related to the ocean economy. The outcomes of this work will be growth in our marine and ocean sector, a vibrant city that is recognized globally as an attractive place to live and work, and increased tourism visitation, all of which is underpinned by increased private sector investment in our waterfronts and in our province.

Our seacoast is the single most influential factor in the decision to visit our province. The Halifax and Lunenburg waterfronts are recognized internationally as charming and vibrant places, and both are fundamentally built around their waterfronts, which we oversee and manage.

Another Waterfront Development owned and managed site, the Centre for Ocean Ventures and Entrepreneurship (COVE), is driving important work to channel and harness our ocean assets and strengths. The vision is that COVE, together with partners across private and public sectors and post-secondary institutions, will showcase high quality marine infrastructure and collaborative space in which a community of ocean enterprises can start grow and prosper.

The high potential properties we plan, develop and manage become places where businesses want to invest and people want to gather. We strive to create the optimal mix of private sector businesses, public infrastructure, and community partners to flourish. Our model is to create the conditions for the private sector to lead the economic resurgence of our province, to inspire our partners, and to be financial self-sustainable.

The ocean is our greatest natural competitive advantage as a province. Together, we're building on the greatness of the ocean for Nova Scotians.

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Dale Godsoe  
Chair of the Board

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Jennifer Angel  
Acting President & CEO

## Measuring our Performance

### *Planning and Operating Context*

Major challenges face the Nova Scotia economy, but there are also significant opportunities before us. Many of these opportunities relate to our ocean economy. The extent to which we are able to harness this natural advantage will determine our future prosperity. Over the past year and looking ahead, key projects and enhanced external demand are expected to support enhanced economic growth in Nova Scotia.

### *Strategic Overview*

Waterfront Development is a crown corporation that contributes to economic growth by developing key waterfront properties in Nova Scotia to maximize their economic potential.

Waterfront Development acquires strategically important waterfront properties and plans, develops and manages this land in partnership with private and public sector businesses and partners. The revenue generated through these partnerships is reinvested in waterfront infrastructure for the public and to create new platforms for business.

In the 1980s and the 1990s, Waterfront Development's work resulted in a string of high quality developments and the creation of a signature public boardwalk in the heart of Nova Scotia's capital city. This city building work continued in 2015-16, and Waterfront Development positioned itself to apply this development expertise to growing two high potential sectors of Nova Scotia's economy that depend upon waterfront infrastructure: ocean industries and tourism.

Our strategy is to provide a "platform" for business clustering in these sectors which we believe are built upon a unique competitive advantage for Nova Scotia – our place alongside the ocean.

### *Performance Measures*

Waterfront Development developed a set of Performance Measures that track the progress of our business model; develop land with infrastructure that provides businesses with commercial opportunities, and attracts our community and visitors, generating economic activity and revenue to sustain Waterfront Development's partnership responsibilities.

In 2015-16, we advanced planning on large scale development projects with substantial private investment. We continued to develop and maintain high quality public infrastructure (on land and on the water), layering services, programs, places for business and high quality events. We approach development, large and small, through the lens of accessibility, sustainability, and quality, as well as focusing on Nova Scotia products and services. Whatever we develop on the waterfront, we want it to reflect our best.

## Performance Scorecard 2016

### Core Business Area 1 – Waterfront Planning & Development

Outcome: Design property and develop plans that produce economic value and public benefit for Nova Scotia

These measures describe project progression along the development pipeline, from identifying new projects that advance our objectives, through partnership selection and negotiation, detailed planning and design of buildings and public infrastructure, project approvals and ultimately commencement of development.

Measure	Base Year 2014-15	Target 2015-16	Actual 2015-16
Number of projects in planning phase	11	9	13
Number of projects moved into development	2	6	5

Outcome: Redevelop waterfront properties from unimproved land to new buildings and infrastructure

Waterfront Development partners with private sector developers to achieve world-class development projects on the waterfront with an emphasis on high quality public space and access to the water's edge. These measures capture the value and scale of projects in the development phase.

Measure	Base Year 2014-15	Target 2015-16	Actual 2015-16
Total dollar value of projects in development phase	\$75 million	TBD	\$275 million
Square footage residential + unit count development phase	237,000 sf. (343 units)	TBD	413 units
Square footage commercial in development phase	42,485 sf.	TBD	165,000 sf.

### Core Business Area 2 – Infrastructure Development

Outcome: Build and maintain infrastructure that provides visitors and citizens with public gathering spaces and amenities

These measures quantify the planning and development activities of Waterfront Development related specifically to public infrastructure and public open space, the level of programming and the level of visitation.

Measure	Base Year 2014-15	Target 2015-16	Actual 2015-16
Number of public open space projects in planning phase	4	3	5
Number of improved public spaces	1	2	5
Number of new public open spaces	0	1	2
Total number of pedestrians annually on waterfront*	Halifax – 2 million Bedford* - N/A Dartmouth* - N/A Lunenburg* - N/A	2.1 million	2.49 million
Total number of events and public programming initiatives	40	42	46

\*Pedestrian counters to be installed

### Core Business Area 3 – Commercial Marine Real Estate

Outcome: Halifax and Lunenburg waterfront property operations are financially self-sufficient.

Waterfront Development's work is to support high value sectors to enable broad business success and economic growth. While economic growth is the primary objective, financial self-sufficiency is the model by which this is delivered. Waterfront Development generates revenue which is reinvested in the operation of the waterfronts under its responsibility, including repairs and maintenance of infrastructure, new projects, public programming and general operations. This measure captures the percentage of total operating budget that is self-funded.

Measure	Base Year 2014-15	Target 2015-16	Actual 2015-16
Percentage of operating revenue generated from commercial activities	84%	74%	89%

### Core Business Area 4 – Business Development

Outcome: Provide businesses with commercial opportunities on waterfront properties

Waterfront Development's investment in the waterfronts is resulting in high quality infrastructure and the creation of places that are among Nova Scotia's most visited destinations. This measure quantifies the revenue generated by Waterfront Development through business operations on the properties (not the total revenue generated by businesses on the waterfront).

Measure	Base Year 2014-15	Target 2015-16	Actual 2015-16
Total revenue from business operating on waterfront property	\$4.18 million	\$4.462 million	\$4.367 million

### Core Business Area 5 – Economic Impact

Outcome: Enhanced economic activity for Nova Scotia

This new measure will aim to capture the far reaching economic impacts of Waterfront Development's work in tourism, city building and ocean economy.

Measure	Base Year 2014-15	Target 2015-16	Actual 2015-16
Value of incremental economic activity	TBD	TBD	To be established working with Department of Finance

## Key Project Activity 2015-16

### City Building

#### Cunard Development – Halifax

Advanced development and open space plans with development partner

#### Queen’s Marque Development – Halifax

Advanced concept plan and negotiations with development partner

#### Bedford Master Plan – Bedford

Advanced interim site works planning

#### Dartmouth Cove Master Plan

Worked with Municipal Planning to have required land use amendments included in Centre Plan

#### Public Amenities Plan – Halifax, Bedford, Lunenburg

Advanced First Impressions Project, deployed significant new public amenities

#### Public Marine Infrastructure Development Plan – Dartmouth

Advanced discussions with city regarding marine infrastructure recapitalization and management

#### McNabs Island Improvements

Implemented new wayfinding signage, compostable toilets and public floating docks

#### Salter/Foundation Place Massing Study - Halifax

Advanced planning and feasibility study

#### Shared Vision/Master Plan - Halifax

Advanced planning for new small business cluster/public open space

#### Pilot Project – Waterfront Beergarden

Supported proposal for waterfront beergarden pilot project from partner to test use of public space

### Ocean Economy

#### COVE (Centre for Ocean Ventures and Entrepreneurship)

Advanced site planning, capital project planning and tenant strategy development

#### Marine Marketing Partnership – Provincial

Advanced marketing planning and completed itinerary development

#### Visiting Ships Program – Halifax, Lunenburg

Worked with partners to grow the visiting ships program to provide additional educational opportunities for public

#### Zwicker Wharf – Lunenburg

Advanced wharf recapitalization project construction

#### Blue Flag Certification - Halifax

Achieved certification for internationally recognized environmental program



**Marina Infrastructure Upgrade – Halifax, Bedford, Lunenburg**  
Expanded public floating docks, berths and services to support public marinas

**Tourism**

**First Impressions Project – Lunenburg**  
Implemented additional signage and amenities and contributed to development of new public open space through community partnership

**Tall Ships 2017 – Multiple**  
Advanced negotiation with event partners and completed event plan and recommendation

**Waterfront Events Program – Halifax, Bedford, Lunenburg, Dartmouth**  
Delivered enhanced event program for partners and community

**Financial Statements**



Consolidated Financial Statements

Waterfront Development Corporation Limited

March 31, 2016

# Contents

	<b>Page</b>
Management statement on financial reporting	1
Independent auditor's report	2
Consolidated statement of operations	3
Consolidated statement of financial position	4
Consolidated statement of change in net financial debt	5
Consolidated statement of cash flows	6
Notes to the consolidated financial statements	7-15
Schedules to the consolidated financial statements	16-17



## Management statement on financial reporting

To the Shareholder of  
**Waterfront Development Corporation Limited**

The accompanying consolidated financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles. Management is also responsible to ensure that all information reproduced in the annual report is consistent with the statements. In carrying out its responsibilities, management maintains appropriate systems of internal controls designed to ensure that the financial information produced is relevant and reliable and that the Corporation's assets are appropriately accounted for and adequately safeguarded.

Ultimate responsibility for the consolidated financial statements rests with the Board of Directors. A Finance, Audit and Risk Management Committee of non-management Directors is appointed by the Board to review the consolidated financial statements in detail with management and to report to the Directors prior to their approval of the consolidated financial statements for publication. The Directors have established standards of conduct for employees to prevent conflicts of interest and unauthorized disclosure of confidential information.

The auditors review the consolidated financial statements in detail and meet separately with both the Finance, Audit and Risk Management Committee and management to review their findings. Grant Thornton LLP, Chartered Accountants report directly to the shareholder.

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Jennifer Angel, Acting President & CEO  
June 21, 2016

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Mike Roberts, Finance, Audit and Risk Management Chair  
June 21, 2016

## Independent auditor's report

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2000 Barrington Street  
Halifax, NS  
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To the Shareholder of  
**Waterfront Development Corporation Limited**

We have audited the accompanying consolidated financial statements of Waterfront Development Corporation Limited (the "Corporation"), which comprise the consolidated statement of financial position as at March 31, 2016, and the consolidated statement of operations, change in net financial debt, and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's responsibility for the consolidated financial statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Canadian public sector accounting standards, 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.

### **Auditor's responsibility**

Our responsibility is to express an opinion on these consolidated 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 the auditor's 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, the auditor considers internal control relevant to the Corporation's preparation and fair presentation of the consolidated 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 Corporation'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 consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Corporation as at March 31, 2016, and the consolidated statement of operations, changes in net financial debt, and its cash flows for the year then ended in accordance with Canadian public sector accounting standards.



Halifax, Canada  
June 21, 2016

Chartered Accountants

## Waterfront Development Corporation Limited

### Consolidated statement of operations

Year ended March 31	Budget (unaudited)	2016	2015
<b>Revenue</b>			
Rents	\$ 4,170,000	\$ 4,052,733	\$ 3,776,162
Provincial grant revenue (note 16)	800,000	-	6,882,410
Recoveries	292,600	303,851	253,022
Other income (note 16)	<u>-</u>	<u>235,144</u>	<u>507,253</u>
	<u>5,262,600</u>	<u>4,591,728</u>	<u>11,418,847</u>
<b>Expenses</b>			
Property expenses (Schedule 1)	1,978,735	2,032,100	2,198,339
Corporate expenses (Schedule 2)	2,525,000	2,565,632	2,402,068
Lunenburg real estate and development projects (Schedule 3)	<u>426,700</u>	<u>414,877</u>	<u>57,365</u>
	<u>4,930,435</u>	<u>5,012,609</u>	<u>4,657,772</u>
Annual (deficit) surplus, before other items (note 12)	332,165	(420,881)	6,761,075
<b>Other items</b>			
Cunard development	(130,000)	-	-
Loss on disposal of capital asset	<u>-</u>	<u>(10,768)</u>	<u>-</u>
	<u>(130,000)</u>	<u>(10,768)</u>	<u>-</u>
Annual (deficit) surplus	202,165	(431,649)	6,761,075
Accumulated surplus, beginning of year	<u>39,230,530</u>	<u>39,230,530</u>	<u>32,469,455</u>
Accumulated surplus, end of year	<u>\$ 39,432,695</u>	<u>\$ 38,798,881</u>	<u>\$ 39,230,530</u>

See accompanying notes to the consolidated financial statements.

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**Waterfront Development Corporation Limited**  
**Consolidated statement of financial position**

March 31

2016

2015

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**Financial assets**

Cash and cash equivalents	\$ 241,397	\$ 137,338
Receivables (note 3)	185,655	321,121
Receivable from Province of Nova Scotia (note 4)	<u>831,456</u>	<u>800,794</u>
	<u>1,258,508</u>	<u>1,259,253</u>

**Liabilities**

Payables and accruals (note 5)	1,008,183	1,438,341
Loan payable (note 6)	1,025,000	405,000
Deferred revenue (note 7)	<u>4,258,548</u>	<u>4,451,028</u>
	<u>6,291,731</u>	<u>6,294,369</u>

**Net financial debt**(5,033,223)      (5,035,116)**Non-financial assets**

Tangible capital assets (note 8)	43,741,230	44,207,458
Prepays	<u>90,874</u>	<u>58,188</u>
	<u>43,832,104</u>	<u>44,265,646</u>

**Accumulated surplus (note 9)**\$ 38,798,881      \$ 39,230,530

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Commitments (note 14)

Other matters (note 17)

On behalf of the Board

\_\_\_\_\_  
Director\_\_\_\_\_  
Director



**Waterfront Development Corporation Limited**  
**Consolidated statement of change in net financial debt**

Year ended March 31	Budget (unaudited)	2016	2015
Annual (deficit) surplus	\$ <u>202,165</u>	\$ <u>(431,649)</u>	\$ <u>6,761,075</u>
Acquisition of tangible capital assets (note 16)	(1,350,000)	(411,156)	(7,198,222)
Amortization of tangible capital assets	938,500	866,617	875,259
Cunard development	130,000	-	-
Loss on disposal of capital asset	<u>-</u>	<u>10,768</u>	<u>-</u>
	<u>(281,500)</u>	<u>466,229</u>	<u>(6,322,963)</u>
Acquisition of prepaid expense	(174,000)	(199,490)	(151,290)
Use of prepaid expense	<u>174,000</u>	<u>166,803</u>	<u>148,433</u>
	<u>-</u>	<u>(32,687)</u>	<u>(2,857)</u>
Increase (decrease) in net financial assets	<u>(79,335)</u>	<u>1,893</u>	<u>435,255</u>
Net financial debt, beginning of year	<u>(5,035,116)</u>	<u>(5,035,116)</u>	<u>(5,470,371)</u>
Net financial debt, end of year	\$ <u>(5,114,451)</u>	\$ <u>(5,033,223)</u>	\$ <u>(5,035,116)</u>

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**Waterfront Development Corporation Limited**  
**Consolidated statement of cash flows**

Year ended March 31

2016

2015

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## Increase (decrease) in cash and cash equivalents

<b>Operating</b>		
Annual (deficit) surplus	\$ (431,649)	\$ 6,761,075
Amortization	866,617	875,259
Loss on disposal of capital asset	<u>10,768</u>	<u>-</u>
	445,736	7,636,334
Use (repayment) of loans payable	620,000	(480,000)
Change in non-cash operating working capital (note 11)	<u>(358,040)</u>	<u>657,246</u>
	<u>707,696</u>	<u>7,813,580</u>
<b>Investing</b>		
Purchase of property and equipment	(411,156)	(7,198,222)
Deferred revenue	<u>(192,481)</u>	<u>(613,712)</u>
	<u>(603,637)</u>	<u>(7,811,934)</u>
Net increase in cash and cash equivalents	104,059	1,646
<b>Cash and cash equivalents</b>		
Beginning of year	<u>137,338</u>	<u>135,692</u>
End of year	\$ <u>241,397</u>	\$ <u>137,338</u>

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# **Waterfront Development Corporation Limited**

## **Notes to the consolidated financial statements**

March 31, 2016

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### **1. Nature of operations**

The Corporation was declared a Provincial Crown Corporation by order of His Honour the Lieutenant Governor on March 30, 1976.

The Corporation's mission is to service as champion of a dynamic vision and to plan, coordinate, promote and develop properties, events and activities on designated waterfronts around Halifax Harbour and other locations as determined by the shareholder as detailed in the order in Council No. 2005-373 dated August 19, 2005.

On September 20, 2005, the Corporation purchased significant holdings in the Town of Lunenburg, as well as a numbered company, 3104102 N.S. Limited, which held additional properties in the Town. This was done in cooperation with the Province to protect the working waterfront in Lunenburg.

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### **2. Summary of significant accounting policies**

The following consolidated financial statements have been prepared in accordance with Canadian public sector accounting standards. Significant accounting policies are as follows:

#### **Basis of accounting**

These financial statements are prepared on a consolidated basis in accordance with Canadian public sector accounting standards. As such, the financial position and results of operations of the 100% owned subsidiary, 3104102 N.S. Limited, are consolidated into these financial statements.

#### **Basis of consolidation**

The consolidated financial statements reflect the assets, liabilities, revenues, and expenses of the reporting entity, which is composed of all organizations, which are controlled by Waterfront Development Corporation Limited. See note 12 for a description of the controlled organization.

#### **Revenue recognition**

Rent, recovery and other revenues are recorded on an accrual basis as earned, and collectability is reasonably assured.

The Corporation receives amounts which it will use to fund future development projects. As a result, these amounts have been recorded as deferred revenue, and will be recognized as expenses are incurred on the future development projects.

Government assistance is recognized as revenue when the transfer is authorized, any eligibility criteria are met, and reasonable estimates of the amounts can be made. The assistance is accounted for as a deferred capital grant when amounts have been received but not all eligibility criteria have been met.

#### **Deferred revenue**

Certain amounts are received pursuant to legislation, regulation or agreement and may only be used in the conduct of certain programs or in the delivery of specific services and transactions. These amounts are recognized as revenue in the fiscal year the related expenses are incurred, services are performed or when stipulations are met.

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# Waterfront Development Corporation Limited

## Notes to the consolidated financial statements

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March 31, 2016

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### 2. Summary of significant accounting policies (continued)

#### Tangible capital assets including capital leases

Tangible capital assets are recorded at cost, which includes amounts that are directly related to the acquisition, renovation and development of the assets. Cost includes overhead directly attributable to construction and development, as well as interest costs that are directly attributable to the acquisition or construction of the asset.

The cost, less residual value, of the tangible capital assets, excluding land, is amortized on a straight line basis over their estimated useful lives as follows:

Buildings	10-50 years
Wharves and walkways	10-50 years
Equipment	3-10 years
Paving	10-50 years
Playground	20 years
Capital lease	45 years
Monuments	5-20 years

On an annual basis, the Corporation reviews the carrying amounts of properties held and used in the fulfilling of its mandate. This includes both revenue producing properties, as well as properties held for the greater public use.

Tangible capital assets are written down when conditions indicate that they no longer contribute to the Corporation's ability to provide goods and services, or when the value of future economic benefits associated with the tangible capital assets are less than their net book value. The net write downs are accounted for as expenses in the consolidated statement of operations.

There are ongoing negotiations for potential development projects on the Bedford, Dartmouth, Halifax, and Lunenburg waterfronts. The outcome of these negotiations and the possible financial impact on fair value of the existing land and buildings is indeterminable at this time.

#### Measurement uncertainty

The preparation of consolidated financial statements in conformity with Canadian public sector accounting standards, requires management to make estimates and assumptions that affect the reporting amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the consolidated financial statements and the reported amounts of the revenues and expenses during the period. Items requiring the use of significant estimates include the useful life of capital assets, rates for amortization, allowance for doubtful accounts, and liability for contaminated sites.

Estimates are based on the best information available at the time of preparation of the consolidated financial statements and are reviewed annually to reflect new information as it becomes available. Measurement uncertainty exists in these consolidated financial statements. Actual results could differ from these estimates.

#### Liability for contaminated sites

Contaminated sites are a result of contamination being introduced into air, soil, water or sediment of a chemical, organic or radioactive material or live organism that exceeds an environmental standard. The liability is recorded net of any expected recoveries. A liability for remediation of contaminated sites is recognized when all the following criteria are met:

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# Waterfront Development Corporation Limited

## Notes to the consolidated financial statements

March 31, 2016

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### 2. Summary of significant accounting policies (continued)

#### Liability for contaminated sites (continued)

- i. an environmental standard exists;
- ii. contamination exceeds the environmental standard;
- iii. Waterfront Development Corporation Limited:
  - is directly responsible; or
  - accepts responsibility; and
- iv. a reasonable estimate of the amount can be made;
- v. it is expected that future economic benefits will be given up.

The Corporation has ownership of a significant amount of waterfront lands surrounding the Halifax and Lunenburg harbours in Nova Scotia. These lands are predominantly former industrial sites and can reasonably be anticipated to contain some level of soil contamination. The likelihood and cost of remediation cannot be reasonably estimated due to the following factors:

- i. land holdings subject to potential remediation are limited to future development sites;
- ii. there is no certainty around which sites will ultimately be developed;
- iii. any potential remediation costs associated with sites having been identified for potential development would be materially impacted by the type of development and the terms of the development agreement to be negotiated. This would include the development footprint and depth, as well as the public space component and terms of the development agreement.

Given the above, no liability for contaminated sites has been recognized in these financial statements.

#### Prepays

Prepays include prepaid insurance and are charged to expense over the periods expected to benefit from it.

#### Income taxes

As a Provincial Crown Corporation, the Corporation is exempt from income taxes under the provisions of the Income Tax Act.

#### Cash and cash equivalents

Cash and cash equivalents are comprised of cash on hand, cash held in banks and bank overdrafts.

#### Financial instruments

##### *Initial measurement*

Financial instruments are measured at fair value when issued or acquired. For financial instruments subsequently measured at cost or amortized cost, fair value is adjusted by the amount of the related financing fees and transaction costs. Transaction costs and financing fees relating to financial instruments that are measured subsequently at fair value are recognized in operations in the year in which they are incurred.

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# Waterfront Development Corporation Limited

## Notes to the consolidated financial statements

March 31, 2016

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### 2. Summary of significant accounting policies (continued)

#### Financial instruments (continued)

##### *Subsequent measurement*

At each reporting date, the Corporation measures its financial assets and liabilities at cost or amortized cost (less impairment in the case of financial assets), except for investments, which must be measured at fair value. The Corporation uses the effective interest rate method to amortize any premiums, discounts, transaction fees and financing fees to the consolidated statement of revenues and expenses. The financial instruments measured at amortized cost are cash and cash equivalents, receivables, payables and accruals and loan payable.

For financial assets measured at cost or amortized cost, the Corporation regularly assesses whether there are any indications of impairment. If there is an indication of impairment, and the Corporation determines that there is a significant adverse change in the expected timing or amount of future cash flows from the financial asset, it recognizes an impairment loss in the statement of operations. Any reversals of previously recognized impairment losses are recognized in operations in the year the reversal occurs.

Unless otherwise noted, it is management's opinion that the Corporation is not exposed to significant interest or credit risks arising from financial instruments.

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3. Receivables	<u>2016</u>	<u>2015</u>
Receivables	\$ 201,240	\$ 340,666
Less: provision for doubtful accounts	<u>(15,585)</u>	<u>(19,545)</u>
	<u>\$ 185,655</u>	<u>\$ 321,121</u>

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### 4. Receivable from Province of Nova Scotia

Amount relates to insurance proceeds due from the Province of Nova Scotia for the loss incurred on the Lunenburg asset in 2014 as a result of a fire.

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5. Payables and accruals	<u>2016</u>	<u>2015</u>
Payables and accruals	\$ 740,657	\$ 1,244,309
Salaries and benefits payable	73,353	58,507
Marketing payable	46,053	13,386
Other	<u>148,120</u>	<u>122,139</u>
	<u>\$ 1,008,183</u>	<u>\$ 1,438,341</u>

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# Waterfront Development Corporation Limited

## Notes to the consolidated financial statements

March 31, 2016

### 6. Loan payable

Cash flow resulting from the Bedford waterfront project has been used to temporarily repay the revolving operating line loan at prime rate less 1%. If segregated funding was required or costs incurred to finance related developments and activities, the total debt would be increased from \$1,025,000 to \$3,846,651 through additional borrowings and other available funding as illustrated below:

	<u>2016</u>	<u>2015</u>
Demand loan	\$ 1,025,000	\$ 405,000
Bedford waterfront project (note 7)	<u>2,821,651</u>	<u>2,928,690</u>
	<u>\$ 3,846,651</u>	<u>\$ 3,333,690</u>

The operating line loan is available up to \$6 million, and expires on June 15, 2017.

### 7. Deferred revenue

Deferred revenues are set aside for specific purposes as required either by legislation, regulation or agreement as at March 31, 2016:

	<u>Balance at beginning of year</u>	<u>Receipts during year</u>	<u>Related expense incurred</u>	<u>Balance at end of year</u>
Deposits for project developments and programs	\$ 256,614	\$ 1,884	\$ -	\$ 258,498
Bedford waterfront project	2,928,690	-	(107,039)	2,821,651
Development of Halifax waterfront	464,930	-	(117,987)	346,943
Proceeds from insurance	<u>800,794</u>	<u>30,662</u>	<u>-</u>	<u>831,456</u>
	<u>\$ 4,451,028</u>	<u>\$ 32,546</u>	<u>\$ (225,026)</u>	<u>\$ 4,258,548</u>

#### *Deposits for project developments and programs*

The Corporation received a deposit from Southwest Properties Limited for future development of the Cunard Block property.

#### *Bedford waterfront project*

The Corporation has previously received amounts from third parties for dumping fill in Bedford. The intent is to develop the Bedford waterfront property and utilize this long term deferred revenue in that development over future periods.

#### *Development of Halifax Waterfront*

The Corporation received amounts from a third party as part of a development agreement for the Halifax waterfront; the intent is to use these funds in the development of the waterfront in future periods.

#### *Due from Province of Nova Scotia for Insurance Proceeds*

The Corporation has recorded a long-term receivable and deferred revenue for insurance proceeds related to the loss incurred on the Lunenburg asset in 2014. Revenues will be recognized as the related expenses are incurred to construct a new asset.

# Waterfront Development Corporation Limited

## Notes to the consolidated financial statements

March 31, 2016

### 8. Tangible capital assets

March 31, 2016

	Land	Buildings	Wharves and walkways	Waterlots	Equipment	Paving	Capital lease	Monument	Lunenburg (note 12)	Playground	2016 Total
<b>Cost</b>											
Opening balance	\$ 25,397,393	\$ 10,747,673	\$ 9,149,426	\$ 1,238,201	\$ 2,532,323	\$ 483,390	\$ 1,704,472	\$ 451,076	\$ 4,644,255	\$ 242,298	\$ 56,590,507
Additions	63,270	15,793	35,781	-	265,579	-	-	30,733	-	-	411,156
Disposals	-	-	-	-	(135,388)	-	-	-	-	-	(135,388)
Closing balance	25,460,663	10,763,466	9,185,207	1,238,201	2,662,514	483,390	1,704,472	481,809	4,644,255	242,298	56,866,275
<b>Accumulated Amortization</b>											
Opening balance	-	6,023,770	2,335,679	-	1,699,837	215,107	1,419,738	243,728	409,509	35,681	12,383,049
Amortization	-	226,186	230,526	-	242,044	8,524	35,528	54,329	57,365	12,115	866,617
Disposals	-	-	-	-	(124,620)	-	-	-	-	-	(124,620)
Closing balance	-	6,249,956	2,566,205	-	1,817,261	223,631	1,455,266	298,057	466,874	47,796	13,125,046
Net book value	\$ 25,460,663	\$ 4,513,510	\$ 6,619,002	\$ 1,238,201	\$ 845,253	\$ 259,759	\$ 249,206	\$ 183,752	\$ 4,177,381	\$ 194,502	\$ 43,741,230

March 31, 2015

	Land	Buildings	Wharves and walkways	Waterlots	Equipment	Paving	Capital lease	Monument	Lunenburg (note 12)	Playground	2015 Total
<b>Cost</b>											
Opening balance	\$ 20,812,388	\$ 9,798,849	\$ 9,126,932	\$ -	\$ 2,162,472	\$ 483,390	\$ 1,704,472	\$ 417,228	\$ 4,644,255	\$ 242,298	\$ 49,392,284
Additions	4,585,005	948,824	22,494	1,238,201	389,851	-	-	33,848	-	-	7,198,223
Disposals	-	-	-	-	-	-	-	-	-	-	-
Closing balance	25,397,393	10,747,673	9,149,426	1,238,201	2,532,323	483,390	1,704,472	451,076	4,644,255	242,298	56,590,507
<b>Accumulated Amortization</b>											
Opening balance	-	5,797,685	2,109,524	-	1,443,465	206,583	1,384,210	190,614	352,144	23,566	11,507,791
Amortization	-	226,085	226,155	-	256,372	8,524	35,528	53,114	57,365	12,115	875,258
Disposals	-	-	-	-	-	-	-	-	-	-	-
Closing balance	-	6,023,770	2,335,679	-	1,699,837	215,107	1,419,738	243,728	409,509	35,681	12,383,049
Net book value	\$ 25,397,393	\$ 4,723,903	\$ 6,813,747	\$ 1,238,201	\$ 832,486	\$ 268,283	\$ 284,734	\$ 207,348	\$ 4,234,746	\$ 206,617	\$ 44,207,458

The capital lease is a prepaid long term lease from the Federal Department of Public Works for a term of 45 years from 1977, with three ten-year renewal options.



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# Waterfront Development Corporation Limited

## Notes to the consolidated financial statements

March 31, 2016

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### 9. Accumulated surplus

The accumulated surplus is made up as follows:

	<u>2016</u>	<u>2015</u>
Accumulated surplus	\$ 25,051,052	\$ 25,482,701
Contributed surplus	13,747,826	13,747,826
Share capital	<u>3</u>	<u>3</u>
	\$ <u>38,798,881</u>	\$ <u>39,230,530</u>

	<u>2016</u>	<u>2015</u>
<b>Authorized:</b>		
5,000 shares without nominal or par value		

<b>Issued:</b>		
3 shares	\$ <u>3</u>	\$ <u>3</u>

The shares are held in trust by one representative of the Province for the Queen in Right of the Province of Nova Scotia.

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### 10. Employee pension plan

The Corporation is a participant in a Multi-Employer Pension Plan, the Nova Scotia Public Service Superannuation Plan. During the year, the Corporation made contributions to the plan in the amount of \$102,248. The most recent actuarial valuation was conducted on December 31, 2014, at this time there was an unfunded liability. The next actuarial valuation of the plan is required on or before December 31, 2016.

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### 11. Supplemental cash flow information

Change in non-cash operating working capital:

	<u>2016</u>	<u>2015</u>
Receivables	\$ 104,804	\$ 198,091
Prepays	(32,686)	(2,856)
Payables and accruals	<u>(430,158)</u>	<u>462,011</u>
	\$ <u>(358,040)</u>	\$ <u>657,246</u>

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### 12. Lunenburg investment

In fiscal 2006, the Corporation acquired real estate properties in the Town of Lunenburg by way of a 100% share purchase of 3104102 N.S. Limited and direct asset purchases.

In lieu of an operating grant from the Province of Nova Scotia in fiscal 2015/2016, the Corporation was approved to run an operating deficit for the Lunenburg real estate and development projects as per schedule 3 on page 17 of the financial statements.

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# Waterfront Development Corporation Limited

## Notes to the consolidated financial statements

March 31, 2016

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### 12. Lunenburg investment (continued)

The Lunenburg assets consist of land, buildings and wharves. These assets have been shown as a separate line item within the Tangible Capital Assets schedule in note 8 to the financial statements. This is to recognize these assets as a unique group whose title with the Corporation may not necessarily be long term in nature, depending on decisions of the Province.

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### 13. Related party transactions

During the year, the Corporation transacted business with various Departments and Crown Corporations of the Province of Nova Scotia. These transactions included rent charged to these entities for use of the Corporation's assets. Other revenues received from related parties include operating grants. Various expenditures were incurred by the Corporation for transactions with these same related parties for payroll benefits, consulting and legal services.

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### 14. Commitments

- (i) The Corporation entered into an agreement with an existing combined residential and commercial building on the Halifax waterfront to allow partial early conversion of the complex into condominium units. The Corporation received total compensation of \$500,000. The Corporation has committed to use the compensation on the construction of amenities on the Halifax waterfront. In the current fiscal year, the Corporation has recognized \$117,987 (2015 - \$Nil) as deferred revenue. The Corporation has cumulatively recognized \$500,000 as deferred revenue and expended \$153,057 on amenities for a net deferred balance of \$346,943 (refer to note 7).
- (ii) During the 2013 fiscal year, the Corporation issued a request for proposals for the development of the property known as Cunard Block. Southwest Properties Limited was selected as the preferred proponent based on the proposals received. The Corporation will be responsible for the design and construction of the public space component of the development. Southwest Properties will be contributing a portion of the cost and a \$3 million dollar grant was approved by the Province in fiscal 2014.
- (iii) A building owned by the Corporation in the Town of Lunenburg was destroyed by a fire in September 2013. The building was a total loss and demolition took place in fiscal 2015. The Corporation has recognized a receivable for insurance proceeds from the Province of Nova Scotia in the amount of \$831,456 in these financial statements after expenditure of \$194,206 to demolish and remediate the property. The receipt of proceeds will be contingent on a replacement property being constructed and, as such, a liability has been booked for the same amount to recognize the commitment to rebuild. The timing, cost, and likelihood of spending approval by the Province of the replacement property is not known at present.
- (iv) Subsequent to the year end, the Province conditionally approved an agreement negotiated by the Corporation for the development of existing parking lots between the Maritime Museum of the Atlantic, and the Nova Scotian Crystal building. Construction is expected to commence on the Queen's Marque project in fiscal 2016/2017 and will result in the closure of the existing parking lots in this area. The financial impact in 2016/2017 to the Corporation is expected to be offset by a combination of internal mitigations and operating funding from the Province.

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# Waterfront Development Corporation Limited

## Notes to the consolidated financial statements

March 31, 2016

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### 15. Employee compensation

As required under the Public Sector Compensation Disclosure Act for the Province of Nova Scotia, the following are total gross compensation in excess of \$100,000 for individual employees of the Corporation:

Colin MacLean, President and CEO	\$ 164,785
Jennifer Angel, VP Operations and Marketing (appointed Acting President effective November 12, 2015)	\$ 138,253

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### 16. Provincial grant revenue and other income

The uncertain timing of the commencement of planned developments, as well as opportunistic purchases that may not have been contemplated at the beginning of the fiscal period, costs for the acquisition of tangible assets and possible grant funding thereon, can sometimes vary significantly from budget. The primary factors impacting the variance from budget for fiscal 2016 were delays in the Queen's Marque spending, pending provincial approval for spending, and Cunard spending, pending commencement of development.

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### 17. Other matters

During the year, the Province of Nova Scotia announced, as part of its fiscal 2015/2016 budget address that the Corporation will be amalgamating with Nova Scotia Lands Inc. The details of this amalgamation, including the legal name and the impact on the mandate and operations of the new entity going forward are unknown as of the audit report date.

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### 18. Comparative figures

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

## Waterfront Development Corporation Limited

### Schedule 1 – Property expenses

Year ended March 31	Budget (unaudited)	2016	2015
<b>Expense</b>			
Amortization	\$ 881,135	\$ 809,252	\$ 817,894
Bedford Development (note 16)	-	77,740	185,004
Equipment and supplies	96,800	110,513	191,201
Insurance	96,800	112,352	101,715
Landscaping and waste removal	212,210	249,606	254,421
Miscellaneous	30,000	23,002	24,713
Property taxes	20,820	23,831	20,816
Repairs and maintenance	277,584	308,440	237,848
Security	166,500	158,904	174,555
Utilities	<u>196,886</u>	<u>158,460</u>	<u>190,172</u>
<b>Total expenditures</b>	<b>\$ <u>1,978,735</u></b>	<b>\$ <u>2,032,100</u></b>	<b>\$ <u>2,198,339</u></b>

## Waterfront Development Corporation Limited

### Schedule 2 - Corporate expenses

Year ended March 31	Budget (unaudited)	2016	2015
<b>Expense</b>			
Directors' fees and expenses	\$ 45,000	\$ 27,675	\$ 26,110
Doubtful accounts	6,000	-	9,451
Loan interest	30,000	13,931	9,835
Office operations	283,000	235,320	258,630
Professional fees			
Programs	280,000	424,555	197,030
Audit	25,000	20,412	22,851
Consulting	30,000	59,524	27,314
Legal fees	20,000	54,199	2,116
Salaries, contracts and benefits	1,632,000	1,538,190	1,572,445
Waterfront promotions and public relations	<u>174,000</u>	<u>191,826</u>	<u>276,286</u>
<b>Total expenditures</b>	<b>\$ <u>2,525,000</u></b>	<b>\$ <u>2,565,632</u></b>	<b>\$ <u>2,402,068</u></b>

**Waterfront Development Corporation Limited**  
**Schedule 3 – Revenue and expense for the**  
**Lunenburg real estate and development projects**

Year ended March 31	Budget (unaudited)	2016	2015
<b>Revenue</b>			
Rents	\$ 207,000	\$ 236,491	\$ 400,122
Operating grant (note 12)	<u>-</u>	<u>-</u>	<u>341,000</u>
	<u>207,000</u>	<u>236,491</u>	<u>741,122</u>
<b>Expense</b>			
Administration	30,000	24,068	21,045
Amortization	52,500	57,365	57,365
Operating	471,200	486,708	631,463
Professional fees	<u>80,000</u>	<u>83,227</u>	<u>88,614</u>
	<u>633,700</u>	<u>651,368</u>	<u>798,487</u>
<b>Excess of expenses over revenue (note 12)</b>	<b>\$ <u>(426,700)</u></b>	<b>\$ <u>(414,877)</u></b>	<b>\$ <u>(57,365)</u></b>