

***** NOTE: THIS ANNUAL MEETING IS MANDATORY UNDER THE PROVISIONS OF THE CORPORATIONS ACT AND DEALS WITH ROUTINE ITEMS AS REQUIRED UNDER THE ACT.***

**ANNUAL GENERAL MEETING OF THE MEMBERS OF THE
SUDBURY AIRPORT COMMUNITY DEVELOPMENT
CORPORATION**

AGENDA

TUESDAY, JUNE 14, 2016

3:00 P.M. – 4:00 P.M.

TOM DAVIES SQUARE - ROOM C-12

1. Roll Call
2. Declarations of Pecuniary Interest
3. Adoption of Agenda (additions/deletions)
(RESOLUTION PREPARED - #2016-582)
4. Adoption of the Minutes of Annual General Meeting dated June 9, 2015
(RESOLUTION PREPARED - #2016-583)
5. Approval of Audited Financial Statements of the Sudbury Airport Community Development Corporation for the year 2015 and Introduction of Statements by Bob Johnston, CEO, Greater Sudbury Airport
(RESOLUTION PREPARED - #2016-584)
6. Appointment of Auditors as Required by Section 94 of the Corporations Act
(RESOLUTION PREPARED - #2016-585)
7. Appointment of Chair of the Board of Directors
(RESOLUTION PREPARED - #2016-586)
8. Corporate Update – Acceptance of Applications for Membership
(RESOLUTION PREPARED: #2016-587)
9. Corporate Update – Consent to Serve
(RESOLUTION PREPARED: #2016-588)
10. Other Business
11. Adjournment



RESOLUTION OF THE MEMBERS

OF

SUDBURY AIRPORT COMMUNITY DEVELOPMENT CORPORATION

(Hereinafter referred to as the Corporation)

RESOLUTION: #2016-582

WHEREAS the Members of the Corporation wish to adopt the Agenda for the Annual General Meeting dated June 14, 2016.

NOW THEREFORE BE IT RESOLVED AS FOLLOWS:

THAT the Agenda for the Annual General Meeting of the Members of the Sudbury Airport Community Development Corporation dated June 14, 2016 be and the same is hereby adopted.

DATED: June 14, 2016

THE UNDERSIGNED, being an Officer of the Corporation, hereby signs the foregoing Resolution # **2016-582**, pursuant to the provisions of the Corporations Act (Ontario).

Bish Bora - Chair

**MINUTES OF THE ANNUAL MEETING OF MEMBERS
OF THE
SUDBURY AIRPORT COMMUNITY DEVELOPMENT CORPORATION**

Tuesday, June 9, 2015
Room C-10, Tom Davies Square

Commencement: 3:00 p.m.
Adjournment: 3:30 p.m.

IN THE CHAIR

Leah Miller (Acting Chair)

SACDC MEMBERSHIP

Mayor B.Bigger, G. Montpelier, E. Dutrisac, R. Kirwan,, A. Sizer
D. McIntosh, F.Cormier, L. Reynolds, L. Poratto-Mason, M.Forsyth,
P. Kusnierczyk, M. Jakubo, C. Mercer, B. Battistelli, G.Seguín,
B. Johnston, Interim CAO,

STAFF

Shirley deSilva, Director of Business Development
Linda Dubois, Administrative Assistant to the CEO/ Recording Secretary

OTHER

T. Glabb, R. Wood, D. McFarlane.

ABSENT:

B. Bora, Chair of the SACDC, V. Pollesel, Chair of the Finance & Audit
Committee, Councillor J. Landry-Altmann, Councillor M.Signoretti, Councillor
M.Vagnini, Councillor R.Lapierre, R.Tyrer- GSA Interim CEO.

WAIVER OF NOTICE

A quorum of the members being present and having waived or received due
notice of the meeting, the meeting was declared to be properly constituted for
the transaction of business.

**DECLARATIONS OF
PECUNIARY INTEREST**

None declared

**AGENDA OF ANNUAL
GENERAL MEETING**

The Members of the Corporation carried the following resolution:

RESOLUTION: #2015-548

**WHEREAS the Members of the Corporation wish to adopt the Agenda
for the Annual General Meeting dated June 9, 2015.
(E.Dutrisac/M.Forsyth) CARRIED.**

NOW THEREFORE BE IT RESOLVED AS FOLLOWS:

**THAT the Agenda for the Annual General Meeting of the Members of the
Sudbury Airport Community Development Corporation dated June 9,
2015 be and the same is hereby adopted.**

**MINUTES OF ANNUAL
GENERAL MEETING
JUNE 10, 2014**

The Members (of the Corporation carried the following resolution:

RESOLUTION: #2015-549

THAT the Minutes of the Annual General Meeting of the Members of the Sudbury Airport Community Development Corporation dated June 10, 2014 are hereby adopted. (C.Mercer/B.Battistelli) CARRIED.

**APPROVAL OF AUDITED
FINANCIAL STATEMENTS**

An overview of the 2014 audited financial statements was presented by Robert Johnston.

The Members of the Corporation carried the following resolution:

RESOLUTION: #2015-550

WHEREAS the Members wish to receive and approve the audited Financial Statements of the Sudbury Airport Community Development Corporation for the year 2014. (M.Forsyth/L.Poratto-Mason) CARRIED.

NOW THEREFORE BE IT RESOLVED AS FOLLOWS:

THAT the financial statements of the Corporation for the year 2014, which were prepared by PricewaterhouseCoopers LLP, Chartered Accountants, are hereby received and approved.

**APPOINTMENT
OF AUDITORS**

The Members of the Corporation carried the following resolution:

RESOLUTION: #2015-551

WHEREAS Section 94 of the Corporations Act requires members to appoint auditors at their annual meeting;

AND WHEREAS the Operating Agreement between the City of Greater Sudbury and the Sudbury Airport Community Development Corporation (SACDC) provides for the City of Greater Sudbury (CGS) to supply auditing services to the SACDC as part of its routine corporate audit process;

AND WHEREAS for the year ending December 31, 2015, the City Auditors named in the Treasurer's and Auditor's report are PricewaterhouseCoopers LLP.

NOW THEREFORE BE IT RESOLVED AS FOLLOWS:

THAT pursuant to the terms of the Operating Agreement between the City of Greater Sudbury and the Sudbury Airport Community Development Corporation, the Auditors supplied by the City of Greater Sudbury are hereby appointed as Auditors of the Sudbury Airport Community Development Corporation. (M.Forsyth/B.Battistelli) CARRIED.

APPOINTMENT OF CHAIR

Bish Bora was appointed Chair and President of the SACDC by the Membership for a one (1) year term.

The Members of the Corporation carried the following resolution:

RESOLUTION: #2015-552

WHEREAS Section 290 of the Corporations Act requires that the Chair of the Board be confirmed by a two-thirds vote of the membership of the Corporation;

NOW THEREFORE BE IT RESOLVED AS FOLLOWS:

The Members of the Corporation hereby confirm BISH BORA as Chair and President of the Board of Directors of the Corporation for the term of (1) one year or until his successor is appointed, effective June 9, 2015.

AND the Chair of the Board is hereby assigned the duties described in Section 2.1 of the Governance Policies of the Corporation and any and all duties of the President of a Board of Directors coincident to that office.

(B.Battistelli/M.Forsyth) CARRIED.

CORPORATE UPDATE

Acceptance of Applications For Membership

The members of the Corporation carried the following resolution:

RESOLUTION: #2015-553

WHEREAS the following persons have applied to become members of the Sudbury Airport Community Development Corporation;

AND WHEREAS the Members of the Corporation deem it desirable to accept such applications for membership;

NOW THEREFORE BE IT RESOLVED AS FOLLOWS:

The Members of the Corporation accept the applications for membership of the following persons:

Vince Pollesel
Diane McFarlane
Paul Kusnierczyk (GSDC)
Brent Battistelli (GSDC)

(M.Forsyth/L.Poratto-Mason) CARRIED.

Consent to Serve:

The members of the Corporation carried the following resolution:

RESOLUTION: #2015-554

WHEREAS the following members have executed a Consent to Serve as a Director and Statement of Qualification as a Director;

AND WHEREAS the Members of the Corporation deem it desirable to appoint such members as Directors;

NOW THEREFORE BE IT RESOLVED AS FOLLOWS:

THAT the Members of the Corporation appoint the following members as Directors for the following term:

For a three (3) year term or until his or her successor is appointed:

**Vince Pollesell
Paul Kusnierczyk
Brent Battistelli**

For a one (1) year term or until his or her successor is appointed:

Diane McFarlane

(M.Forsyth/L.Poratto-Mason) CARRIED.

OTHER BUSINESS

None declared

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There being no further business, the meeting then adjourned.

Leah Miller, Acting Chair

Linda Dubois - Recording Secretary



RESOLUTION OF THE MEMBERS

OF

SUDBURY AIRPORT COMMUNITY DEVELOPMENT CORPORATION

(Hereinafter referred to as the Corporation)

RESOLUTION: #2016-583

THAT the Minutes of the Annual General Meeting of the Members of the Sudbury Airport Community Development Corporation dated June 9, 2015 are hereby adopted.

DATED: June 14, 2016

THE UNDERSIGNED, being an Officer of the Corporation, hereby signs the foregoing Resolution # **2016-583**, pursuant to the provisions of the Corporations Act (Ontario).

Bish Bora - Chair



RESOLUTION OF THE MEMBERS

OF

SUDBURY AIRPORT COMMUNITY DEVELOPMENT CORPORATION

(Hereinafter referred to as the Corporation)

RESOLUTION: #2016-584

WHEREAS the Members wish to receive and approve the audited Financial Statements of the Sudbury Airport Community Development Corporation for the year 2015.

NOW THEREFORE BE IT RESOLVED AS FOLLOWS:

THAT the financial statements of the Corporation for the year 2015, which were prepared by PricewaterhouseCoopers LLP, Chartered Accountants, are hereby received and approved.

DATED: June 14, 2016

THE UNDERSIGNED, being an Officer of the Corporation, hereby signs the foregoing Resolution # **2016-584**, pursuant to the provisions of the Corporations Act (Ontario).

Bish Bora - Chair



RESOLUTION OF THE MEMBERS

OF

SUDBURY AIRPORT COMMUNITY DEVELOPMENT CORPORATION
(Hereinafter referred to as the Corporation)

RESOLUTION: #2016-585

WHEREAS Section 94 of the Corporations Act requires members to appoint auditors at their annual meeting;

AND WHEREAS the Operating Agreement between the City of Greater Sudbury and the Sudbury Airport Community Development Corporation (SACDC) provides for the City of Greater Sudbury (CGS) to supply auditing services to the SACDC as part of its routine corporate audit process;

AND WHEREAS for the year ending December 31, 2016, the City Auditors named in the Treasurer's and Auditor's report are PricewaterhouseCoopers LLP.

NOW THEREFORE BE IT RESOLVED AS FOLLOWS:

THAT pursuant to the terms of the Operating Agreement between the City of Greater Sudbury and the Sudbury Airport Community Development Corporation, the Auditors supplied by the City of Greater Sudbury are hereby appointed as Auditors of the Sudbury Airport Community Development Corporation.

DATED: June 14, 2016

THE UNDERSIGNED, being an Officer of the Corporation, hereby signs the foregoing Resolution # **2016-585**, pursuant to the provisions of the Corporations Act (Ontario).

Bish Bora - Chair



RESOLUTION OF THE MEMBERS

OF

SUDBURY AIRPORT COMMUNITY DEVELOPMENT CORPORATION

(Hereinafter referred to as the Corporation)

RESOLUTION: # 2016-586

WHEREAS Section 290 of the Corporations Act requires that the Chair of the Board be confirmed by a two-thirds vote of the membership of the Corporation;

NOW THEREFORE BE IT RESOLVED AS FOLLOWS:

The Members of the Corporation hereby confirm **Bish Bora** as Chair and President of the Board of Directors of the Corporation for the term of (1) one year or until his successor is appointed, effective June 14, 2016.

AND the Chair of the Board is hereby assigned the duties described in Section 2.1 of the Governance Policies of the Corporation and any and all duties of the President of a Board of Directors coincident to that office.

DATED: June 14, 2016

THE UNDERSIGNED, being an Officer of the Corporation, hereby signs the foregoing Resolution # **2016-586**, pursuant to the provisions of the Corporations Act (Ontario).

Bish Bora - Chair



RESOLUTION OF THE MEMBERS

OF

SUDBURY AIRPORT COMMUNITY DEVELOPMENT CORPORATION
(Hereinafter referred to as the Corporation)

RESOLUTION: #2016-587

WHEREAS the following persons have applied to become members of the Sudbury Airport Community Development Corporation;

AND WHEREAS the Members of the Corporation deem it desirable to accept such applications for membership;

NOW THEREFORE BE IT RESOLVED AS FOLLOWS:

The Members of the Corporation accept the applications for membership of the following persons:

Chris Mercer
Lise Poratto-Mason
Greg Séguin

DATED: June 14, 2016

THE UNDERSIGNED, being an Officer of the Corporation, hereby signs the foregoing Resolution # **2016-587**, pursuant to the provisions of the Corporations Act (Ontario).

Bish Bora - Chair



RESOLUTION OF THE MEMBERS

OF

SUDBURY AIRPORT COMMUNITY DEVELOPMENT CORPORATION

(Hereinafter referred to as the Corporation)

RESOLUTION: #2016-588

WHEREAS the following members have executed a Consent to serve as a Director and Statement of Qualification as a Director;

AND WHEREAS the Members of the Corporation deem it desirable to appoint such members as Directors;

NOW THEREFORE BE IT RESOLVED AS FOLLOWS:

THAT the Members of the Corporation appoint the following members as Directors for the following term:

For a three (3) year term or until his or her successor is appointed:

Chris Mercer
Lise Poratto-Mason
Greg Séguin

DATED: June 14, 2016

THE UNDERSIGNED, being an Officer of the Corporation, hereby signs the foregoing Resolution # **2016-588**, pursuant to the provisions of the Corporations Act (Ontario).

Bish Bora, Chair

Sudbury Airport Community Development Corporation

*2015 year-end report
to the Finance and
Audit Committee*

*Prepared as of
May 13, 2016*





May 13, 2016

Members of the Finance and Audit Committee
Sudbury Airport Community Development Corporation
5000 Air Terminal Drive, Suite T202
Garson ON P3L 1V4

Dear Members of the Finance and Audit Committee:

We have substantially completed our audit of the financial statements of Sudbury Airport Community Development Corporation (the corporation) prepared in accordance with International Financial Reporting Standards (IFRS) for the year ended December 31, 2015. We propose to issue an unqualified report on those financial statements, pending resolution of outstanding items outlined on page 1. Our draft auditor's report and financial statements are included as Appendix A.

We prepared the accompanying report to assist you in your review of the financial statements. It includes an update on the status of our work, as well as a discussion on the significant accounting and financial reporting matters dealt with during the audit process.

We would like to express our sincere thanks to the management and staff of the corporation who have assisted us in carrying out our work. If you have any questions or concerns prior to the Finance and Audit Committee meeting, please do not hesitate to contact me in advance.

Yours very truly,

DRAFT

Michael Hawtin
Partner
Assurance

c.c.: Mr. Bob Johnston, Chief Executive Officer

Communications to the Finance and Audit Committee

<i>Key matters for discussion</i>	<i>Comments</i>
Status of the audit	<p>PricewaterhouseCoopers LLP (PwC or we) have substantially completed our audit of the financial statements (the financial statements).</p> <p>Significant outstanding items at time of writing include the following:</p> <ul style="list-style-type: none"> • Signed management representation letter; • Legal updates from counsel; • Approval of the financial statements at the AGM on June 14, 2016; and • Subsequent events procedures.
Significant accounting, auditing and reporting matters discussed with management	<p>We were advised by management that the corporation is in discussions with a contractor with respect to the amounts owing for certain costs incurred related to excavation work completed for the airport capital project as well additional amounts owing relating to various change orders.</p> <p>We understand the contractor is still in the process of determining the final costs associated with the project but at certain points throughout the negotiation have requested that the corporation pay between \$500,000 to \$1,200,000 for the completed excavation work and additional costs associated with change orders.</p> <p>Management informed us that certain of the excavation work was not necessary and approved by the corporation. In addition, management believes that the additional costs associated with various change orders is excessive. Based on discussions with the contractor to date, management has recorded a provision of \$280,000 (with a corresponding increase to property and equipment) representing their best estimate of the final amounts owing to the contractor under the contract.</p> <p>We note that the settlement negotiations with the contractor are not yet finalized. As part of our audit procedures, we discussed the matter with management and the City of Greater Sudbury's internal legal counsel. We also reviewed the correspondence between the corporation and the contractor on this matter. We note that this is an area involving significant estimation and management judgement. We have accepted management's position on the matter and understand that the estimated liability is consistent with the discussions held to date between the corporation and the contractor.</p> <p>The draft financial statements are included in Appendix A.</p> <p>The misstatements identified by us as part of the audit have been adjusted and reflected in the financial statements.</p>

<i>Key matters for discussion</i>	<i>Comments</i>
Fraud and illegal acts	No fraud involving senior management, or employees with a significant role in internal control or that would cause a material misstatement of the financial statements and no illegal acts came to our attention as a result of our audit procedures. If the Finance and Audit Committee is aware of any known, suspected or alleged incidents of fraud or illegal acts please contact me to discuss.
Internal controls recommendations	We have no significant internal control recommendations to report
Subsequent events	<p>No subsequent events which would impact the financial statements have come to our attention.</p> <p>We would like to reconfirm that the Finance and Audit Committee is not aware of any other subsequent events that might affect the financial statements.</p>

The matters raised in this and other reports that will flow from the audit are only those that have come to our attention arising from or relevant to our audit that we believe need to be brought to your attention. They are not a comprehensive record of all the matters arising and, in particular, we cannot be held responsible for reporting all risks in your business or all internal control weaknesses. Comments and conclusions should only be taken in context of the financial statements as a whole, as we do not mean to express an opinion on any individual item or accounting estimate. This report has been prepared solely for your use. It was not prepared for, and is not intended for, any other purpose. No other person or entity shall place any reliance upon the accuracy or completeness of statements made herein. PwC does not assume responsibility to any third party, and, in no event, shall PwC have any liability for damages, costs or losses suffered by reason of any reliance upon the contents of this report by any person or entity other than you.

Appendix A: Draft auditor's report and financial statements

**Sudbury Airport
Community Development
Corporation**

Financial Statements
December 31, 2015

DRAFT

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT
NOT TO BE FURTHER COMMUNICATED**

June 14, 2016

Independent Auditor's Report

To the Board of Directors of Sudbury Airport Community Development Corporation

We have audited the accompanying financial statements of Sudbury Airport Community Development Corporation, which comprise the statement of financial position as at December 31, 2015 and the statements of income and comprehensive income, changes in equity and cash flows for the year then ended, and the related notes, which comprise 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 International Financial Reporting 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 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 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.

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT
NOT TO BE FURTHER COMMUNICATED**

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Sudbury Airport Community Development Corporation as at December 31, 2015 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Chartered Professional Accountants, Licensed Public Accountants

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT
NOT TO BE FURTHER COMMUNICATED**

Sudbury Airport Community Development Corporation

Statement of Financial Position

As at December 31, 2015

	2015 \$	2014 \$
Assets		
Current assets		
Cash	22,504	20,285
Trade and other receivables (note 5)	1,318,773	2,219,051
Prepaid expenses	78,725	20,234
Inventory	112,695	76,240
	<u>1,532,697</u>	<u>2,335,810</u>
Non-current assets		
Property and equipment (note 7)	<u>27,397,614</u>	<u>23,153,436</u>
	<u>28,930,311</u>	<u>25,489,246</u>
Liabilities and Equity Attributable to the Corporation		
Current liabilities		
Trade and other payables	1,124,287	1,420,210
Payable to the City of Greater Sudbury (note 6)	2,984,064	909,564
Provisions (note 8)	<u>280,000</u>	<u>-</u>
	<u>4,388,351</u>	<u>2,329,774</u>
Non-current liabilities		
Employee benefit obligations (note 9)	322,941	351,673
Deferred capital contributions (note 10)	<u>11,714,395</u>	<u>11,399,356</u>
	<u>16,425,687</u>	<u>14,080,803</u>
Equity Attributable to the Corporation		
Retained earnings	12,487,886	11,415,141
Accumulated other comprehensive income (loss)	<u>16,738</u>	<u>(6,698)</u>
	<u>12,504,624</u>	<u>11,408,443</u>
	<u>28,930,311</u>	<u>25,489,246</u>
Commitments (note 11)		
Contingent liability (note 12)		

Approved on Behalf of the Board

Director

Director

The accompanying notes are an integral part of these financial statements.

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT
NOT TO BE FURTHER COMMUNICATED**

Sudbury Airport Community Development Corporation

Statement of Income and Comprehensive Income

For the year ended December 31, 2015

	2015 \$	2014 \$
Revenues		
Passenger facility fee	2,743,956	2,292,684
Capital contributions	816,028	1,849,855
Rentals and concessions	1,866,043	1,835,248
National landing fees	655,390	615,035
Terminal fees	598,699	557,551
Services	581,639	616,188
	<u>7,261,755</u>	<u>7,766,561</u>
Operating expenses		
Salaries, wages and benefits (note 13)	2,068,329	2,156,174
Policing and security	361,323	374,802
Materials	507,247	571,643
Consulting and other professional services	203,280	205,764
Maintenance	195,314	177,659
Utilities	410,214	419,411
Other	237,343	199,252
Administrative charges (note 6)	229,599	217,159
Insurance	91,064	101,988
Property taxes	223,466	243,905
Depreciation of property and equipment	<u>1,603,799</u>	<u>1,310,274</u>
	<u>6,130,978</u>	<u>5,978,031</u>
Operating income	1,130,777	1,788,530
Gain on sale of property and equipment	-	361,523
Interest (expense) income	<u>(58,032)</u>	<u>828</u>
Net income for the year	1,072,745	2,150,881
Other comprehensive income (loss)		
Item that will not be subsequently reclassified to net income - remeasurement of the employee benefit obligation (note 9)	<u>23,436</u>	<u>(703)</u>
Total comprehensive income for the year	<u>1,096,181</u>	<u>2,150,178</u>

The accompanying notes are an integral part of these financial statements.

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT
NOT TO BE FURTHER COMMUNICATED**

Sudbury Airport Community Development Corporation

Statement of Changes in Equity

	Retained earnings \$	Accumulated other comprehensive income (loss) \$	Total \$
Balance - January 1, 2014	9,264,260	(5,995)	9,258,265
Net income	2,150,881	-	2,150,881
Remeasurement of the employee benefit obligation	-	(703)	(703)
Balance - December 31, 2014	11,415,141	(6,698)	11,408,443
Net income	1,072,745	-	1,072,745
Remeasurement of the employee benefit obligation	-	23,436	23,436
Balance - December 31, 2015	12,487,886	16,738	12,504,624

The accompanying notes are an integral part of these financial statements.

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT
NOT TO BE FURTHER COMMUNICATED**

Sudbury Airport Community Development Corporation

Statement of Cash Flows

For the year ended December 31, 2015

	2015 \$	2014 \$
Cash provided by (used in)		
Operating activities		
Net income for the year	1,072,745	2,150,881
Adjustments for		
Gain on sale of property and equipment	-	(361,523)
Depreciation of property and equipment	1,603,799	1,310,274
Amortization of deferred capital contributions	(816,028)	(1,849,855)
Employee benefit obligations	(5,296)	14,716
	<u>1,855,220</u>	<u>1,264,493</u>
Changes in non-cash working capital items		
Trade and other receivables	900,278	(1,581,192)
Payable/receivable to the City of Greater Sudbury	2,074,500	1,421,968
Prepaid expenses	(58,491)	(4,270)
Inventory	(36,455)	28,000
Trade and other payables	(295,923)	1,003,374
	<u>4,439,129</u>	<u>2,132,373</u>
Financing activities		
Capital contributions received	<u>1,131,067</u>	<u>4,227,815</u>
Investing activities		
Sale of property and equipment	-	1,690,000
Purchase of property and equipment	<u>(5,567,977)</u>	<u>(8,031,203)</u>
	<u>(5,567,977)</u>	<u>(6,341,203)</u>
Change in cash during the year	<u>2,219</u>	<u>18,985</u>
Cash - Beginning of year	<u>20,285</u>	<u>1,300</u>
Cash - End of year	<u>22,504</u>	<u>20,285</u>

The accompanying notes are an integral part of these financial statements.

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT
NOT TO BE FURTHER COMMUNICATED**

Sudbury Airport Community Development Corporation

Notes to Financial Statements

December 31, 2015

1 Nature of operations

The Sudbury Airport Community Development Corporation (the Corporation) is incorporated without share capital under the laws of Ontario. Its principal business activity is to manage, operate and maintain the Sudbury Airport. The address of its registered office is 5000 Air Terminal Drive, Suite T202, Garson, Ontario P3L 1V4.

The objective of the Corporation is to promote community economic development in the City of Greater Sudbury (the City) with the co-operation and participation of the community by encouraging, facilitating and supporting community strategic planning and increasing self-reliance, investment and job creation within the community through the development and enhancement of the Sudbury Airport.

The Corporation is a municipal corporation pursuant to paragraph 149(1)(d.5) of the Income Tax Act (Canada) and is therefore exempt from income taxes having met certain requirements of the Income Tax Act (Canada).

2 Basis of presentation

These financial statements of the Corporation have been prepared by management in accordance with International Financial Reporting Standards (IFRS).

The financial statements have been prepared on a going concern basis and the historical cost convention, as modified by the revaluation of certain financial assets and liabilities at fair value.

The financial statements were approved and authorized for issue at the Annual General Meeting on June 14, 2016.

3 Summary of significant accounting policies

Revenue recognition

National landing fees, terminal fees, passenger facility fees, rentals and concessions and services are recognized as revenue in the year when the respective service is performed.

Contributions restricted for property and equipment purchases (capital contributions) are deferred and amortized to revenue on the same basis as the related property and equipment is depreciated. Unrestricted contributions are recognized as revenue when received.

Inventory

Inventory is recorded at the lower of cost and net realizable value. Cost comprises all costs to purchase, convert and any other costs in bringing the inventories to their present location and condition and is determined using the first-in, first-out method.

Sudbury Airport Community Development Corporation

Notes to Financial Statements

December 31, 2015

Property and equipment

Property and equipment are recorded at cost less accumulated depreciation. Depreciation is provided over the estimated useful lives of the assets on a straight-line basis at the following rates:

Land development	20 to 80 years
Buildings	10 to 30 years
Equipment	2 to 80 years
Runway	15 years
Parking lot	20 years

The Corporation allocates the amount initially recognized in respect of an item of property and equipment to its significant components and depreciates separately each such component. Residual values, method of depreciation and useful lives of the assets are reviewed annually and adjusted if appropriate.

Assets under construction are not depreciated until they are placed into use in the manner intended by the Corporation.

Impairment of non-financial assets

Property and equipment are tested for impairment when events or changes in circumstances indicate the carrying amount may not be recoverable. The recoverable amount is the higher of an asset's fair value less costs to sell, and value in use (which is the present value of the expected future cash flows of the relevant asset or cash generating unit). An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

The Corporation evaluates impairment by examining long-lived assets for impairment indicators and examines any prior years' impairment losses for potential reversals when events or circumstances warrant such consideration.

Employee benefit obligations

Vacation entitlements are accrued for as entitlements are earned.

Sick leave benefits are accrued where they are vested and subject to payout when an employee leaves the Corporation.

Other post-employment benefits are accrued in accordance with the projected benefit method pro-rated on service and management's best estimate of salary escalation and retirement ages of employees. The related liability recognized in the statement of financial position is the present value of the obligation at the statement of financial position date. The present value of the obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that have terms to maturity approximating the term of the related liability.

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT NOT TO BE
FURTHER COMMUNICATED**

Sudbury Airport Community Development Corporation**Notes to Financial Statements****December 31, 2015**

Actuarial valuations for the sick leave and other post-employment benefit plans are carried out at each statement of financial position date.

Actuarial gains and losses are recognized in full in the year in which they occur, in other comprehensive income (loss).

Current service cost, the recognized element of any past-service cost, and the interest arising on the liability are included in salaries and benefits on the statement of income and comprehensive income.

Past-service costs are recognized immediately in salaries and benefits on the statement of income and comprehensive income.

Financial instruments

Financial assets and liabilities are recognized when the Corporation becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Corporation has transferred substantially all risks and rewards of ownership.

At initial recognition, the Corporation classifies its financial instruments in the following categories, depending on the purpose for which the instruments were acquired:

- a) **Loans and receivables:** Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. The Corporation's loans and receivables comprise cash and trade and other receivables and are included in current assets due to their short-term nature. Loans and receivables are initially recognized at the amount expected to be received less, when material, a discount to reduce the loans and receivables to fair value. Subsequently, loans and receivables are measured at amortized cost using the effective interest method less a provision for impairment.
- b) **Financial liabilities at amortized cost:** Financial liabilities at amortized cost comprise trade and other payables and payable to the City. These items are initially recognized at the amount required to be paid less, when material, a discount to reduce the payables to fair value. Subsequently, these items are measured at amortized cost. Financial liabilities are classified as current liabilities if payments are due within 12 months. Otherwise, they are presented as non-current liabilities on the statement of financial position.

Provisions

Provisions are recognized when the Corporation has a present obligation (legal or constructive) as a result of a past event, when it is more likely than not that the Corporation will be required to settle the obligation and when a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is management's best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When the effect of the time value of money is material, provisions are measured at the present value of the expenditure expected to settle the Corporation's present obligation.

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT NOT TO BE
FURTHER COMMUNICATED**

Sudbury Airport Community Development Corporation**Notes to Financial Statements****December 31, 2015**

Accounting standards issued but not yet adopted

- IFRS 9, Financial Instruments (IFRS 9)

The final version of IFRS 9, was issued by the International Accounting Standards Board (IASB) in July 2014 and will replace International Accounting Standard (IAS) 39, Financial Instruments - Recognition and Measurement. IFRS 9 introduces a model for classification and measurement, a single, forward-looking 'expected loss' impairment model and a substantially reformed approach to hedge accounting. The new single, principle based approach for determining the classification of financial assets is driven by cash flow characteristics and the business model in which an asset is held. The new model also results in a single impairment model being applied to all financial instruments, which will require more timely recognition of expected credit losses. It also includes changes in respect of own credit risk in measuring liabilities elected to be measured at fair value, so that gains caused by the deterioration of an entity's own credit risk on such liabilities are no longer recognized in profit or loss. IFRS 9 is effective for annual periods beginning on or after January 1, 2018; however, it is available for early adoption. In addition, the own credit changes can be early applied in isolation without otherwise changing the accounting for financial instruments. The Corporation has yet to assess the full impact of IFRS 9 and has not yet determined when it will adopt the new standard.

- IFRS 15, Revenue from Contracts with Customers (IFRS 15)

This standard replaces IAS 11, Construction Contracts, IAS 18, Revenue, and IFRIC 13, Customer Loyalty Programmes. This standard outlines a single comprehensive model for entities to account for revenue arising from contracts with customers. The latest date of mandatory implementation of IFRS 15 is January 1, 2018. The Corporation has not yet assessed the potential impact of IFRS 15.

- IFRS 16, Leases

On January 13, 2016, IASB published a new standard, IFRS 16, Leases. The new standard will eliminate the distinction between operating and finance leases and will bring most leases on the statement of financial position for lessees. This standard is effective for annual reporting periods beginning on or after January 1, 2019. The Corporation has not yet evaluated the impact on the financial statements.

4 Critical accounting estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities in the financial statements. The Corporation bases its estimates and assumptions on past experience and various other assumptions that are believed to be reasonable in the circumstances. This involves varying degrees of judgment and uncertainty, which may result in a difference in actual results from these estimates. The more significant estimates and judgments are as follows:

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT NOT TO BE
FURTHER COMMUNICATED**

Sudbury Airport Community Development Corporation

Notes to Financial Statements

December 31, 2015

Provision for impairment against trade and other receivables

The Corporation performs credit evaluations of customers and limits the amount of credit extended to customers as appropriate. The Corporation is, however, exposed to credit risk with respect to trade and other receivables and maintains provisions for possible credit losses based on historical experience and known circumstances. The provision for impairment as at December 31, 2015 is disclosed in note 5.

Employee benefit obligations

The present value of the employee benefit obligations depends on a number of estimates that are determined on an actuarial basis using a number of assumptions. The primary assumption used in determining the net expense for this obligation includes the discount rate.

The Corporation determines the appropriate discount rate at the end of each year. In determining the appropriate discount rate, the Corporation considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related employee benefit obligation.

Other key assumptions for the employee benefit obligations are based in part on current market conditions and are disclosed in note 9. Any changes in these assumptions will impact the carrying amount of the employee benefit obligations.

5 Trade and other receivables

	2015 \$	2014 \$
Trade receivables	445,404	634,278
Less: Provision for impairment	(17,282)	(9,623)
Trade receivables - net	428,122	624,655
Other receivables	890,651	1,594,396
Total trade and other receivables	1,318,773	2,219,051

The fair values of trade and other receivables approximate their book values due to their short-term nature.

Movements in the provision for impairment of trade receivables are as follows:

	2015 \$	2014 \$
Balance - Beginning of year	9,623	-
Additional provision during the year	9,782	9,623
Amounts written off during the year	(2,123)	-
Balance - End of year	17,282	9,623

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT NOT TO BE
FURTHER COMMUNICATED**

Sudbury Airport Community Development Corporation

Notes to Financial Statements

December 31, 2015

As at December 31, 2015, trade receivables of \$21,163 (2014 - \$108,954) were past due but not impaired. These receivables relate to a number of customers for whom there is no recent history of default. The aging of these trade receivables is as follows:

	2015 \$	2014 \$
Up to 3 months	3,213	69,888
3 to 6 months	4,761	29,676
Over 6 months	13,189	9,390
	<u>21,163</u>	<u>108,954</u>

As at December 31, 2015, trade receivables of \$17,282 (2014 - \$9,623) were impaired and provided for. The aging of these trade receivables is as follows:

	2015 \$	2014 \$
3 to 6 months	13,186	2,699
Over 6 months	4,096	6,924
	<u>17,282</u>	<u>9,623</u>

The provision for impaired trade receivables is recognized in the statement of income and comprehensive income within operating expenses. When a balance is considered uncollectible, it is written off against the provision. Subsequent recoveries of amounts previously written off are credited to operating expenses in the statement of income and comprehensive income when they occur.

Other receivables within trade and other receivables do not contain impaired amounts.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of trade and other receivables mentioned above. The Corporation does not hold any collateral as security.

6 Receivable from/payable to the City of Greater Sudbury

The Corporation is owned by the City and run in accordance with an operating agreement between the City and the Corporation (the operating agreement). Under the terms of the agreement, employees remain employed by the City; however, the Corporation is responsible for reimbursing the City for all employee related costs.

All cash receipts and disbursements of the Corporation are received and paid by the City. Therefore, cash flows of the Corporation flow through the City. The resulting payable as at December 31, 2015 in the amount of \$2,984,064 (2014 - payable of \$909,564) is unsecured and the Corporation accrues interest at the City's average monthly rate of return on investments, plus a margin of 1% and has no specified terms of repayment. In the event the account is in a receivable balance, it earns interest at the City's average monthly rate of return on investments.

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT NOT TO BE
FURTHER COMMUNICATED**

Sudbury Airport Community Development Corporation

Notes to Financial Statements

December 31, 2015

Included in operating expenses is \$196,295 (2014 - \$192,084) charged by the City for the provision of administrative services. In addition, net interest in the amount of \$58,032 (2014 - net interest earned of \$828) was paid during the year.

7 Property and equipment

	2015							
	Buildings \$	Equipment \$	Runway \$	Transferred assets \$	Assets under construction \$	Parking lot \$	Land development \$	Total \$
Cost								
Balance - January 1, 2015	7,985,283	7,582,842	10,087,335	2	2,423,969	464,940	3,555,126	32,099,497
Transfers	7,323,428	133,000	-	-	(7,456,428)	-	-	-
Additions	384,900	396,268	-	-	5,066,809	-	-	5,847,977
Balance - December 31, 2015	15,693,611	8,112,110	10,087,335	2	34,350	464,940	3,555,126	37,947,474
Accumulated depreciation								
Balance - January 1, 2015	2,593,316	2,648,058	3,265,360	-	-	108,323	331,004	8,946,061
Depreciation expense	288,891	498,862	672,489	-	-	23,248	120,309	1,603,799
Balance - December 31, 2015	2,882,207	3,146,920	3,937,849	-	-	131,571	451,313	10,549,860
Net book value - December 31, 2015	12,811,404	4,965,190	6,149,486	2	34,350	333,369	3,103,813	27,397,614
	2014							
	Buildings \$	Equipment \$	Runway \$	Transferred assets \$	Assets under construction \$	Parking lot \$	Land development \$	Total \$
Cost								
Balance - January 1, 2014	9,058,086	7,152,347	5,287,707	2	126,403	415,337	3,536,400	25,576,282
Transfers	-	-	4,799,628	-	(4,799,628)	-	-	-
Additions	435,185	430,495	-	-	7,097,194	49,603	18,726	8,031,203
Disposals	(1,507,988)	-	-	-	-	-	-	(1,507,988)
Balance - December 31, 2014	7,985,283	7,582,842	10,087,335	2	2,423,969	464,940	3,555,126	32,099,497
Accumulated depreciation								
Balance - January 1, 2014	2,515,300	2,195,817	2,806,188	-	-	87,143	210,850	7,815,298
Disposals	(179,511)	-	-	-	-	-	-	(179,511)
Depreciation expense	257,527	452,241	459,172	-	-	21,180	120,154	1,310,274
Balance - December 31, 2014	2,593,316	2,648,058	3,265,360	-	-	108,323	331,004	8,946,061
Net book value - December 31, 2014	5,391,967	4,934,784	6,821,975	2	2,423,969	356,617	3,224,122	23,153,436

Transferred assets represent assets acquired pursuant to an agreement with Transport Canada that transferred the Sudbury Airport on March 31, 2000 to the newly incorporated Sudbury Airport Community Development Corporation. This transfer included the transfer of all chattels by way of bill of sale and property by way of instruments of grant to the Corporation for consideration of \$2. The Corporation has recorded both the asset and the grant at the exchange amount of \$2 pursuant to the guidance under IAS 20, Accounting for Government Grants and Disclosure of Government Assistance.

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT NOT TO BE
FURTHER COMMUNICATED**

Sudbury Airport Community Development Corporation

Notes to Financial Statements

December 31, 2015

8 Provisions

	2015 \$
As at January 1, 2015	-
Additional provisions	280,000
As at December 31, 2015	<u>280,000</u>

The Corporation is involved in certain disputes related to its construction projects. In the Corporation's opinion, after taking appropriate legal advice, the outcome of these disputes will not give rise to any significant loss beyond the amount provided at December 31, 2015. The provision charge is recognized in property and equipment.

9 Employee benefit obligations

	2015 \$	2014 \$
Other post-employment and sick leave benefits	143,798	162,023
Vacation pay	179,143	189,650
	<u>322,941</u>	<u>351,673</u>

Other post-employment benefits represent the Corporation's share of the cost to provide certain employees with extended benefits on early retirement.

Accumulated sick leave benefits accrue to certain employees of the Corporation and are paid out either on approved retirement, or on termination or death.

The most recent actuarial valuation pertaining to other post-employment and sick leave benefits was as at December 31, 2015.

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT NOT TO BE
FURTHER COMMUNICATED**

Sudbury Airport Community Development Corporation

Notes to Financial Statements

December 31, 2015

The movement in the employee benefit obligation and fair value of assets for other post-employment and sick leave benefits during the year is as follows:

	2015 \$	2014 \$
Employee benefit obligation		
Balance - Beginning of year	162,023	159,743
Current service cost	6,341	6,082
Interest cost	6,021	7,512
Actuarial loss (gain) - demographic	6,848	(1,302)
Actuarial (gain) loss - economic	(30,284)	2,005
Benefits paid	(7,151)	(12,017)
Balance - End of year	143,798	162,023
Assets		
Fair value - Beginning of year	-	-
Employer contributions	7,151	12,017
Benefits paid	(7,151)	(12,017)
Fair value - End of year	-	-

The amounts recognized in the statement of income and comprehensive income are as follows:

	2015 \$	2014 \$
Current service cost	6,341	6,082
Interest cost	6,021	7,512
Employee benefit expense recognized in net income	12,362	13,594
Actuarial gain (loss) recognized in other comprehensive income	23,436	(703)

The significant actuarial assumptions used in measuring the Corporation's employee benefit obligation for other post-employment and sick leave benefits are as follows:

	2015	2014
Discount rate	3.75%	3.80%
Rate of compensation increase	3.10%	2.10%
Medical cost increase	4.50%	4.50%

Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience.

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT NOT TO BE
FURTHER COMMUNICATED**

Sudbury Airport Community Development Corporation

Notes to Financial Statements

December 31, 2015

The effect of changes in assumed health-care cost trend rates is as follows:

	2015 \$	2014 \$
Effect on aggregate of current service cost and interest cost for the year ended December 31		
One percentage point increase	1,227	1,628
One percentage point decrease	(1,082)	(1,385)
Effect on employee benefit obligation as at December 31		
One percentage point increase	9,198	14,788
One percentage point decrease	(8,409)	(12,928)

10 Deferred capital contributions

Deferred capital contributions represent the unamortized amount of grants received for the purchase of property and equipment.

Details of the change in deferred capital contributions are as follows:

	2015 \$	2014 \$
Balance - Beginning of year	11,399,356	9,021,396
Add: Contributions received in the year	1,131,067	4,227,815
Less: Amount recognized as revenue in the year	(816,028)	(1,849,855)
Balance - End of year	<u>11,714,395</u>	<u>11,399,356</u>

11 Commitments

The Corporation has entered into an Assignment, Assumption and Indemnity Agreement, which relates to the Corporation taking on all the rights related to the leasing of land to the Province of Ontario for air ambulance and for the forest fire facility at the airport.

Navcan operates a flight service station at the airport. There is an agreement with Navcan to perform these functions and a lease has been entered into with it for the land under its tower and space in the administration building.

The Corporation has entered into an agreement with various companies for the provision of security and cleaning services. The approximate annual payments are as follows:

	\$
2016	466,451
2017	<u>372,942</u>
	<u>839,393</u>

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT NOT TO BE
FURTHER COMMUNICATED**

Sudbury Airport Community Development Corporation

Notes to Financial Statements

December 31, 2015

12 Contingent liability

Pursuant to funding agreements with Transport Canada, the Corporation may in certain circumstances be considered in default of the agreement. Should the Corporation be considered in default of the agreement, action may be taken, which could result in repayment of funding or cancellation of the agreement.

13 Related party transactions

Related parties

The Corporation enters into transactions with the City in the normal course of operations relating to charges and reimbursements for salaries, management fees and other operating expenses (note 6).

Compensation of key management

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Corporation, directly or indirectly. Key management personnel comprise the Corporation's Chief Executive Officer.

Compensation paid/payable to key management personnel is as follows:

	2015 \$	2014 \$
Salaries and benefits	128,084	138,038
Post-employment benefits	-	831
Total included in salaries, wages and benefits	128,084	138,869

14 Financial instruments and risk management

Financial instruments are classified into one of the following categories: loans and receivables (comprises cash and trade and other receivables and other financial liabilities (comprises trade and other payables and payable to the City of Greater Sudbury). The carrying values of the Corporation's financial instruments are as follows:

	2015 \$	2014 \$
Loans and receivables	1,341,277	2,239,336
Other financial liabilities	4,108,351	2,329,774

Cash, trade and other receivables and trade and other payables carrying values approximate their fair values due to the relatively short periods to maturity of these items or because they are receivable or payable on demand.

It is not practicable to determine the fair value of the amount due to the City as there are no fixed repayment terms.

FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT NOT TO BE FURTHER COMMUNICATED

Sudbury Airport Community Development Corporation

Notes to Financial Statements

December 31, 2015

Risk management

The Corporation's operating activities result in financial risks that may arise from changes in market risk, credit risk and liquidity risk.

Market risk

The Corporation conducts the majority of its business in Canadian dollars. Accordingly, the Corporation's exposure to foreign currency risk is minimal. The Corporation does not have any external variable rate or term debt. Accordingly, the Corporation has no significant interest rate risk.

Credit risk

The Corporation is subject to credit risk through its financial assets. The Corporation performs ongoing credit valuations of these balances and maintains impairment provisions for potential credit loss. The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings (if available) or to historical information about the customer.

The Corporation derives a substantial portion of its operating revenues from air carriers through landing fees and terminal charges. There is a concentration of service with three air carriers, which represents approximately 93% (2014 - 93%) of terminal fees, passenger facility fees and national landing fees and 22% (2014 - 21%) of the trade and other receivables balance as at December 31, 2015.

Liquidity risk

The Corporation manages liquidity risk by maintaining adequate cash balances. The table below analyzes the Corporation's financial liabilities based on the remaining period at the statement of financial position date to the contractual maturity date. The following table has been prepared based on the contractual undiscounted cash flows.

	2015		
	Less than 1 month \$	1 month to 12 months \$	1 year to 5 years \$
Trade and other payables	190,681	933,606	-
	2014		
	Less than 1 month \$	1 month to 12 months \$	1 year to 5 years \$
Trade and other payables	122,999	1,297,211	-

The amount due to the City has not been included in the above table as there are no fixed repayment terms.

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT NOT TO BE
FURTHER COMMUNICATED**

Sudbury Airport Community Development Corporation

Notes to Financial Statements

December 31, 2015

Capital risk management

The Corporation defines capital that it manages as its equity. The Corporation's objective when managing capital is to maintain financial flexibility in order to preserve its ability to meet financial obligations as they come due. As at December 31, 2015, the Corporation's retained earnings and accumulated other comprehensive income (loss) amounted to \$12,504,624 (2014 - \$11,408,443).

**FOR DISCUSSION WITH MANAGEMENT ONLY – SUBJECT TO AMENDMENT NOT TO BE
FURTHER COMMUNICATED**

