Financial Statements of

GOODWILL INDUSTRIES OF ALBERTA (Registered Society)

Year ended December 31, 2018



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INDEPENDENT AUDITORS' REPORT

To the Members of Goodwill Industries of Alberta (Registered Society)

Opinion

We have audited the financial statements of Goodwill Industries of Alberta (Registered Society), which comprise:

- the statement of financial position as at December 31, 2018
- the statement of operations for the year then ended
- the statement of changes in net assets for the year then ended
- the statement of cash flows for the year then ended
- and notes to the financial statements, including a summary of significant accounting policies

(Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Registered Society as at December 31, 2018, and its results of operations, change in its net assets and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "Auditors' Responsibilities for the Audit of the Financial Statements" section of our auditors' report.

We are independent of the Registered Society in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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



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

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

 Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Registered Society's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Registered Society's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Registered Society's to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represents the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other
 matters, the planned scope and timing of the audit and significant audit findings,
 including any significant deficiencies in internal control that we identify during our
 audit.

Chartered Professional Accountants

KPMG LLP

Edmonton, Canada April 15, 2019

Financial Statements

Year ended	l December	31,	201	8
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Statement of Financial Position

December 31, 2018, with comparative information for 2017

		2018		2017
ASSETS				
Current				
Cash and cash equivalents	\$	985,833	\$	1,046,845
Investments (note 3)		500,000		568,068
Accounts receivable		309,903		1,059,476
Prepaid expenses, deposits and other		200,845		207,838
		1,996,581		2,882,227
Investments (note 3)		275,000		275,000
Prepaid expenses and deposits		617,867		544,225
Property and equipment (note 4)		6,261,708		6,678,586
	\$	9,151,156	\$	10,380,038
	Ψ	9,101,100	Ψ	10,360,036
LIABILITIES				
Current Accounts payable and accrued liabilities (note 6)	\$	1,681,116	\$	2,705,188
Deferred revenues	•	80,335	•	62,922
Deferred contributions (note 7)		590,490		430,907
Current portion of long-term debt (note 9)		444,180		151,192
, , , , , , , , , , , , , , , , , , ,		2,796,121		3,350,209
D. C. Landin Landsibutions (and a C)		167,834		193,170
Deferred capital contributions (note 8)		1,235,634		1,679,814
Long-term debt (note 9) Straight-line rent and tenant inducements (note 10)		4,044,209		3,617,983
Straignt-line rent and tenant inducements (note 10)		4,044,203		3,017,303
		8,243,798		8,841,176
Net assets		907,358		1,538,862
	\$	9,151,156	\$	10,380,038

Credit facility (note 5)

Commitments and contingencies (note 11)

See accompanying notes to financial statements.

On behalf of the Board:

Director

Statement of Operations

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

	201	18	2017
Revenues			
Commercial	\$ 26,737,5	44 \$	24,597,943
Provincial contract fees (note 7)	2,382,5	61	2,446,961
Donations, grants and contributions	124,4	87	134,897
Amortization of deferred capital contributions	25,3	36	30,964
Interest revenue	6,9	94	4,206
Unrealized gain on investments	3,4	51	5,611
United Way		•	124,305
	29,280,3	73	27,344,887
Expenses			
Human resources (note 14)	17,562,3	93	16,571,203
Occupancy (note 14)	8,173,8	57	7,847,365
Other operating (note 14)	2,229,0	33	2,024,013
Amortization of property and equipment	1,166,1	58	1,002,971
Materials (note 14)	780,4	36	892,638
,	29,911,8	77	28,338,190
(Deficiency) of revenues over expenses	\$ (631,5	04) \$	(993,303)

See accompanying notes to financial statements.

Statement of Changes in Net Assets

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

		Invested in	
	Unrestricted	property and	
2018	(deficiency)	equipment	Total
Net assets (deficiency), beginning of year Excess (deficiency) of revenues over expenses Investment in property and equipment, net	\$ (617,471) 176,026 (418,454)	\$ 2,156,333 (807,530) 418,454	\$ 1,538,862 (631,504
Net assets (deficiency), end of year	\$ (859,899)	\$ 1,767,257	\$ 907,358
		Invested in	
2017	Unrestricted (deficiency)	property and equipment	Total
Net assets, beginning of year Excess (deficiency) of revenues over expenses Investment in property and equipment, net	\$ 258,772 (181,627) (694,616)	\$ 2,273,393 (811,676) 694,616	\$ 2,532,165 (993,303) -
Net assets (deficiency), end of year	\$ (617,471)	\$ 2,156,333	\$ 1,538,862

See accompanying notes to financial statements.

Statement of Cash Flows

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

		2018		2017	
Cash provided by (used in):					
Operating activities:					
Deficiency of revenues over expenses	\$	(631,504)	\$	(993,303)	
Amortization of property and equipment		1,166,158		1,002,971	
Straight-line rent (note 10)		277,500		314,674	
Amortization of deferred capital contributions (note 8)		(25,336)		(30,964)	
Amortization of deferred tenant inducements (note 10)		(333,292)		(160,331)	
Change in non-cash operating working capital		453,526		133,047	
Accounts receivable		749,573		(377,122)	
Prepaid expenses, deposits and other		6,993		4,874	
Non-current prepaid expenses and deposits		(73,642)		(151,781)	
Accounts payable and accrued liabilities		(1,024,072)		295,229	
Deferred revenues		17,413		12,782	
Deferred contributions		159,583		14,918	
Deletted contributions		289,374		(68,053)	
Financing activities:				(4.007)	
Repayment of obligations under capital lease		(454.400)		(1,887)	
Repayment of long-term debt (note 9)		(151,192)		(68,994)	
Capital contributions received		400.040		200,000	
Tenant inducement received (note 10)		482,018		1,568,393	
Proceeds from long-term debt (note 9)		-		1,500,000	
		330,826		3,197,512	
Investing activities:					
Unrealized gain on investments		(3,451)		(5,611)	
Proceeds from sale of investments		571,519			
Purchase of investments		(500,000)		-	
Purchase of property and equipment		(749,280)		(3,892,128)	
		(681,212)		(3,897,739)	
Net decrease in cash and cash equivalents		(61,012)		(768,280)	
		4 040 045		4 045 405	
Cash and cash equivalents, beginning of year		1,046,845		1,815,125	
Cash and cash equivalents, end of year	\$	985,833	\$	1,046,845	
Supplemental cash flow information:					
Cash interest paid	\$	115,513	\$	30,310	
Cash interest received	Ą	5,555	Ψ	4,206	
Cash interest received		3,333		4,200	

See accompanying notes to financial statements.

Notes to Financial Statements

Year ended December 31, 2018

1. Purpose of the organization

Goodwill Industries of Alberta (Registered Society) ("Goodwill") is a non-profit registered charity incorporated without share capital under the Societies Act of Alberta. Goodwill is a social enterprise providing individuals with disabilities the opportunity to enhance their lives through meaningful employment. No provision for corporate income taxes has been provided in these financial statements pursuant to Section 149(1)(I) of the Income Tax Act, Canada.

2. Significant accounting policies

These financial statements have been prepared by management in accordance with Canadian accounting standards for not-for-profit organizations and reflect the following policies:

(a) Revenue recognition

Goodwill follows the deferral method of accounting for contributions. Restricted contributions are recognized as revenue in the year in which the related expenses are incurred. Restricted contributions for the purchase of property and equipment are deferred and recognized as revenue on the same basis as the amortization expense related to the acquired property and equipment. Unrestricted contributions are recognized as revenue when received or receivable if the amount to be received can be estimated and collection is reasonably assured.

Provincial contract fees are recognized as revenue when the related service is performed, the amount to be received or receivable can be reasonably estimated and collection is reasonably assured. Grant revenue is recognized over the term of the related contract or agreement.

Commercial revenues are recognized at the time the service is performed or the contributed item is sold and when reasonable assurance exists regarding the measurement and collection of the consideration received.

A substantial number of volunteers contribute a significant amount of their time each year. Because of the difficulty of determining the fair value, contributed services are not recognized in the financial statements. In-kind donations of services are recorded at fair value when such value can be reasonably determined.

(b) Cash and cash equivalents

Cash and cash equivalents includes cash on hand and balances with banks, net of bank overdrafts. Bank borrowings are considered to be financing activities.

(c) Inventory

Donated materials for resale are not recorded in the financial statements as the fair value of the amounts cannot be reasonably determined. Processing and reconditioning costs applicable to these materials are expensed in the period incurred.

Notes to Financial Statements

Year ended December 31, 2018

2. Significant accounting policies (continued)

(d) Property and equipment

Purchased property and equipment is recorded at cost. Contributed property and equipment is recorded at fair value at the date of the contribution. Assets acquired under capital leases are amortized over the estimated life of the asset or over the lease term, as appropriate. Repairs and maintenance costs are charged to expense when incurred. Betterments which extend the estimated life of an asset are capitalized. When property or equipment no longer contributes to Goodwill's ability to provide services, its carrying amount is written down to its residual value.

Amortization is calculated using the straight-line method, prorated from the date of acquisition, as follows:

Computers and electronic equipment 3 years
Furniture and equipment 10 years
Vehicles 3 years

Leasehold improvements Term of the lease (maximum of 10 years)

(e) Employee future benefits

Prior to December 31, 2013, Goodwill had a defined contribution plan that was funded by the employee and employer on a shared basis. Goodwill also had a defined benefit plan covering certain employees that was funded entirely by Goodwill. These plans provided pension, other retirement and post-employment benefits to most of Goodwill's employees. Effective December 31, 2013, the Trustee approved the termination of both plans and both plans began to wind-down following approval from regulatory agencies.

Effective January 1, 2014, Goodwill established a group Registered Retirement Savings Plan (Group RRSP) that is funded by the employee and the employer on a shared basis. Contributions to the Group RRSP for current service is recognized when the contribution is paid (or payable) based on pay dates.

(f) Leases and tenant inducements

Leases are classified as capital or operating leases. A lease that transfers substantially the entire benefits and risks incidental to ownership is classified as a capital lease. All other leases are accounted for as operating leases, wherein rental payments are amortized on a straight line basis over the term of the lease including free rental periods.

Tenant inducements are recognized as reductions in rent expense on a straight-line basis over the term of the related lease.

Notes to Financial Statements

Year ended December 31, 2018

2. Significant accounting policies (continued)

(g) Financial instruments

Financial instruments are recorded at fair value on initial recognition. Freestanding derivative instruments that are not in a qualifying hedging relationship and equity instruments that are quoted in an active market are subsequently measured at fair value. All other financial instruments are subsequently recorded at cost or amortized cost, unless management has elected to carry the instruments at fair value. Goodwill has elected to carry its investments at fair value.

Transaction costs incurred on the acquisition of financial instruments measured subsequently at fair value are expensed as incurred. All other financial instruments are adjusted by transaction costs incurred on acquisition and financing costs, which are amortized using the straight-line method.

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

(h) Foreign currency translation

Monetary items denominated in foreign currencies are translated to Canadian dollars at the rate of exchange in effect at the statement of financial position date. Gains or losses on translation are included in earnings. Transactions denominated in foreign currencies are translated at the rate of exchange on the date the transaction is completed.

(i) Use of estimates

The preparation of these financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the year. Significant items subject to such estimates and assumptions include the carrying amount of property and equipment, rates and methods to calculate amortization, assets and obligations related to employee future benefits, accrued liabilities related to tenant inducements and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Notes to Financial Statements

Year ended December 31, 2018

3. Investments

	 2018	2017
Cashable and redeemable ATB Financial guaranteed investment certificate with annual interest rate of 1.55% with maturity in 2019	\$ 500,000	\$
Investment cash account	=	114,857
Investment savings account	₩	341,537
Corporate guaranteed investment certificate with stated annually compounding interest rate of 1.9% with maturity in 2018	₩.	111,674
	500,000	568.068
Cashable and redeemable ATB Financial guaranteed investment certificate with annual interest rate of 1.55% with maturity in 2019	275,000	ŝ
RBC guaranteed investment certificate with stated annual interest rate of 0.5%	78	275,000
	\$ 775,000	\$ 843,068

The ATB Financial (2017 - RBC) guaranteed investment certificate (GIC) with a carrying amount of \$275,000 is restricted as cash security for an irrevocable letter of credit issued by Goodwill through ATB Financial (2017 - RBC) with the same face value (note 11). The GIC is renewable annually for three (2017 - four) years.

4. Property and equipment

2018	Cost		Accumulated Amortization	E	Net Book Value
Computers and electronic equipment Furniture and equipment Vehicles Leasehold improvements	\$ 742,626 2,155,909 258,966 7,570,355	\$	541,419 818,648 250,744 2,855,337	\$	201,207 1,337,261 8,222 4,715,018
Total property and equipment	\$ 10,727,856	\$	4,466,148	\$	6,261,708
2017	 Cost	-	Accumulated		Net

2017	Cost	-	Accumulated Amortization	Net Book Value
Computers and electronic equipment Furniture and equipment Vehicles Leasehold improvements	\$ 766,222 2,134,829 258,966 7,368,633	\$	399,914 740,550 220,903 2,488,697	\$ 366,308 1,394,279 38,063 4,879,936
Total property and equipment	\$ 10,528,650	\$	3,850,064	\$ 6,678,586

Notes to Financial Statements

Year ended December 31, 2018

4. Property and equipment (continued)

During the year, Goodwill wrote off fully amortized assets. Reductions to cost and accumulated amortization were \$550,074 (2017 - \$1,024,840).

Furniture and equipment includes assets under capital lease with a cost of \$96,042 (2017 - \$96,042) and accumulated amortization of \$67,230 (2017 - \$57,625).

5. Credit facility

Goodwill has a demand operating loan available to a maximum of \$1,000,000 (2017 – \$400,000) of which \$nil (2017 – \$nil) was outstanding at December 31, 2018. The facility bears interest at the bank's prime rate plus 2.0% (2017 – prime rate plus 0.25%). The facility is secured by an investment portfolio with a minimum market value of \$500,000 (2017 - \$400,000) supported by a security agreement constituting a first ranking security interest in the investment portfolio. The facility is subject to certain financial covenants, including the requirement to maintain a working capital ratio of at least 1:1. At December 31, 2018, Goodwill was not in compliance with the working capital ratio; however, it is management's understanding that all credit under the facility remains available.

6. Accounts payable and accrued liabilities

Included in accounts payable and accrued liabilities are government remittances payable of \$83,347 (2017 - \$73,350) which includes payroll related taxes.

7. Deferred contributions

Deferred contributions relate to the provision of services to Ministries of the Government of Alberta. Changes in deferred contributions are as follows:

	2018	2017
Balance, beginning of year Contributions received/receivable Contributions recognized as revenue	\$ 430,907 2,542,144 (2,382,561)	\$ 415,989 2,461,879 (2,446,961)
Balance, end of year	\$ 590,490	\$ 430,907

8. Deferred capital contributions

Changes in deferred capital contributions are as follows:

	2018	2017
Balance, beginning of year	\$ 193,170	\$ 24,134
Contributions received	· -	200,000
Contributions recognized as revenue	(25,336)	(30,964)
Balance, end of year	\$ 167,834	\$ 193,170

Notes to Financial Statements

Year ended December 31, 2018

9. Long-term debt

	2018	2017
Loan payable to Alberta Social Enterprise Venture Fund Inc. (ASEV) bearing interest at 5%, repayable in blended monthly payments of \$9,213, maturing on March 15, 2021	\$ 234,811	\$ 331,006
Loan payable to ASEV bearing interest at 6.5%, repayable in blended monthly payments of \$35,573, maturing on October 15, 2022	1,445,003	1,500,000
Balance, end of year Less current portion of long-term debt	1,679,814 (444,180)	1,831,006 (151,192)
	\$ 1,235,634	\$ 1,679,814

Loans payable to ASEV are secured by a general security agreement.

10. Straight-line rent and tenant inducements

		2017		
Tenant inducements Straight-line rent	\$	2,646,803 1,397,406	\$	2,498,077 1,119,906
	\$	4,044,209	\$	3,617,983

During the year, Goodwill received \$482,018 (2017 - \$1,568,393) in tenant inducements and recognized \$333,292 (2017 - \$160,331) of amortization of deferred tenant inducements as a reduction in rent expense. In addition, during the year Goodwill recognized net straight-line rent expense of \$277,500 (2017 - \$314,674).

11. Commitments and contingencies

	Premises base rent		ehicles and pment rent	Total
2019	\$ 5,446,976	\$	75,205	\$ 5,522,181
2020	5,143,001		74,398	5,217,399
2021	4,700,876		72,485	4,773,361
2022	3,956,781		47,092	4,003,873
2023	3,859,718		25,756	3,885,474

Goodwill has issued, through ATB Financial (2017 - Royal Bank of Canada (RBC)), an irrevocable letter of credit to a landlord in the amount of \$275,000 in support of Goodwill's commitments under the terms of a lease agreement. The letter of credit can be drawn down by the landlord if Goodwill does not fulfill its commitments under the lease. The letter of credit is renewable annually for three (2017 – four) years and is fully secured by a restricted investment (note 3).

Notes to Financial Statements

Year ended December 31, 2018

11. Commitments and contingencies (continued)

During the year, Goodwill was named in a lawsuit by a former landlord/owner claiming certain costs, penalties and damages pertaining to the terms of a lease that terminated during 2017. Goodwill has filed a Statement of Defense denying all allegations. The final outcome of the lawsuit is not presently determinable.

Subsequent to year end, Goodwill negotiated the early termination of the lease for one of its facilities for a total lump sum cash payment to be made in 2019 of \$730,000 (including taxes). This payment is not reflected in the base rent commitments noted above.

12. Employee future benefits

On October 15, 2013, the Trustee approved the termination of the defined benefit plan and the defined contribution plan effective December 31, 2013. Notices of plan termination were sent to Canada Revenue Agency, Alberta Finance and Enterprise and all active defined benefit and defined contribution plan members stating that contributions into the defined contribution plan would no longer be made after December 31, 2013.

During 2014, funds were disbursed out of the defined benefit plan and defined contribution plan for all active employees subject to statutory limitations. Following the disbursement of any remaining funds, which is expected to be substantially completed by December 31, 2019, both plans will be deregistered. Goodwill does not expect a significant plan deficiency or plan surplus following full disbursement of member funds.

13. Financial risks and concentration of credit risk

(a) Credit risk

Credit risk arises from the possibility that the entities to which Goodwill sells products may experience financial difficulty and be unable to fulfill their contractual obligations. This risk is mitigated by proactive credit management policies that include regular monitoring of the debtor's payment history and performance. Substantially all of Goodwill's commercial sales are settled at the transaction date.

(b) Interest rate risk

Interest rate risk relates to the floating interest rate on the demand operating loan. As at December 31, 2018, the demand operating loan was not drawn on and in management's opinion, Goodwill is not exposed to significant interest rate risk. The interest rate on the long-term debt is fixed for the term of the loans.

(c) Foreign currency risk

Foreign currency risk relates to holding funds in a US bank account used to pay US suppliers. In management's opinion, Goodwill is not exposed to significant foreign currency risk.

Notes to Financial Statements

Year ended December 31, 2018

14. Operating expenses

Further details of operating expenses include the following:

		2018		2017
Human resource costs				
Salaries and wages	\$	15,582,855	\$	14,756,004
Employee benefits	•	1,702,581	•	1,520,853
Training, recruitment and other costs		150,772		175,287
Contracted labour		126,185		119,059
	\$	17,562,393	\$	16,571,203
Occupancy costs				
Rent and other occupancy costs	\$	6,728,863	\$	6,576,726
Repairs and maintenance	•	744,819	*	611,595
Utilities		422,315		385,348
Telephone and communications		159,676		165,175
Insurance		118,184		108,521
	\$	8,173,857	\$	7,847,365
Other operating costs				
Advertising and promotion	\$	489,938	\$	413,500
Interest and bank charges	•	379,757	•	249,731
Vehicle leases, rent, fuel and other		353,208		276,548
Audit and professional fees		342,986		256,742
Disposal fees		320,141		440,659
Fees and other dues		160,471		162,274
Travel		87,379		125,717
Affiliation dues		79,956		76,046
Postage and delivery		15,197		22,796
,	\$	2,229,033	\$	2,024,013
Materials costs				
Supplies	\$	762,004	\$	868,323
Materials		18,432	Ψ	24,315
	\$	780,436	\$	892,638