CO·OP

2019 ANNUAL REPORT

This document provides our member-owners and stakeholders with an overview of the governance and finances for the fiscal year ended November 2, 2019.

Operational and community highlights from Calgary Co-op's various lines of business can be found in our 2019 in Review video located on www.calgarycoop.com/annual

TABLE OF CONTENTS

WE WERE HERE BEFORE 'Local'

$31 MILLION+ SHARED WITH MEMBERS

2019 BOARD OF DIRECTORS

Patricia McLeod
Q.C., ICD.D, MBA
Chair

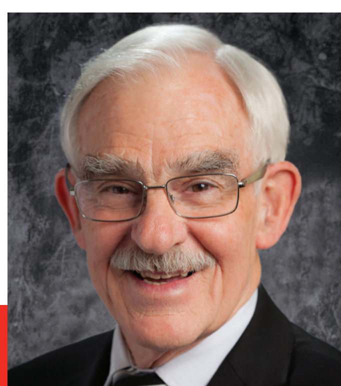
Lori Ell
ICD.D, CPA, CMA
Vice Chair

Lisa Wise
MBA

Cindy Andrew
ICD.D

Elaine Bereziuk-Smith
ICD.D
Board Secretary

Mike Dalton
ICD.D, MBA, CA, CIA

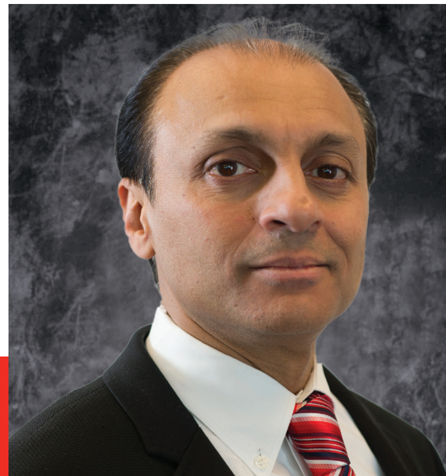


Roy Goodall
CD2, ICD.D

Mike Lambert
ICD.D, CPA, CA

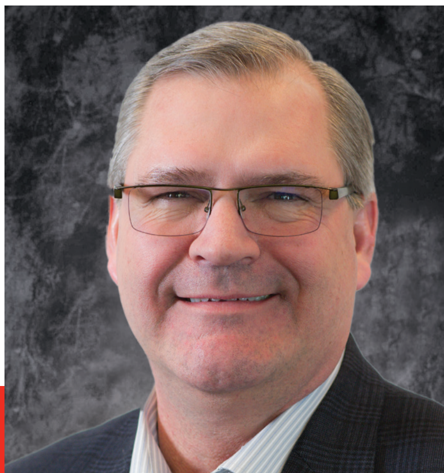
Peggy LeSueur
ICD.D, P.Ag.

2019 EXECUTIVE LEADERSHIP TEAM



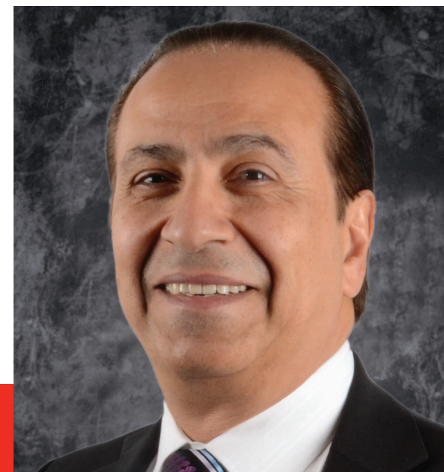
Ken Keelor
Chief Executive Officer

Paul Harrison
Chief Financial Officer

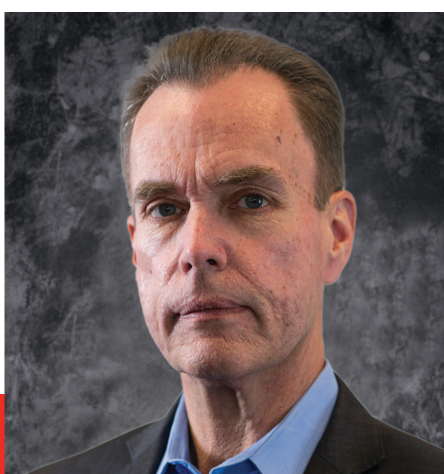


Jeff Ambrose
Vice President,
Petroleum, Wine Spirits Beer
and Home Health Care

Penney McTaggart Cowan
Vice President,
Marketing and Member Experiences



Fadi J. Nasrn
Vice President,
Information Technology



Doug Newstead
Vice President,
Food Centre Operations
and Merchandising

Damon Tanzola
Vice President,
Facilities Development
and Real Estate

Bart Willmore
Vice President,
Human Resources

BOARD GOVERNANCE

2019 BOARD AND OFFICERS

Patricia McLeod, Q.C.
Chair

Lori Ell
Vice Chair

Elaine Bereziuk-Smith
Board Secretary

Lisa Wise

Cindy Andrew

Mike Dalton

Roy Goodall

Mike Lambert

Peggy LeSueur

Ken Keelor, CEO
Officer

Paul Harrison, CFO
Officer

BOARD GOVERNANCE

Calgary Co-op's Board of Directors is comprised of nine member-owners elected by Calgary Co-op members. The Board operates independently from Management while ensuring the two leadership groups function in alignment with Calgary Co-op's long-term strategy. The Board's focus areas are to:

- approve and oversee Calgary Co-op strategy
- monitor and review financial performance
- provide oversight on risk identification and mitigation
- ensure clarity in the link between Calgary Co-op and its members
- provide oversight to the CEO

FOOD POSITION

Over the past year, the Board invested significant time and effort to review Calgary Co-op's strategy, across all lines of business, including Food. The Board, in conjunction with the CEO and the Executive Team he oversees, approached this review and subsequent decision made in 2019 about Food transition thoughtfully and with extensive diligence. During the review, the Board engaged independent third-party consultants to support its due diligence regarding various business considerations, financial, co-operative and legal guidance and analysis. Review and due diligence also included a fulsome review and understanding of members' needs through research and review of sales response to our programs. The Board has fully supported the transition, which will bring a better business model with greater benefits to our local members in the long-term

COMMITTEES

Calgary Co-op's model of governance uses four committees to undertake specifically delegated diligence work related to the Board's most complex areas of oversight

AUDIT COMMITTEE

The Audit Committee maintains oversight over the financial reporting, internal controls, risk, and internal and external audit. For the financial year ended November 2, 2019, the committee has completed the following:

- Reviewed the financial integrity of Calgary Co-op's financial statements and financial reporting.
- Ensured all financial reporting complied with applicable accounting principles and regulatory requirements.
- Engaged PWC to act as Calgary Co-op's internal auditor.
- The internal auditor completed several audits and identified opportunities for improvement. A number of improvements have been actioned with others being in various stages of implementation.
- Reviewed the internal auditor's proposed three-year, risk-based audit plan and approved year one of the plan.
- Reviewed the Audit Committee's Terms of Reference.
- Reviewed the Delegation of Financial Authority Policy.
- Reviewed the Internal Audit Charter.

GOVERNANCE COMMITTEE

The Governance Committee ensures the Board adheres to best practices and high standards in its processes and decision making as appropriate for a co-operative of our size. The committee develops structures and processes to ensure effective Board governance and oversight of our Co-op. For the financial year ended November 2, 2019, the committee has completed the following:

- Reviewed the effectiveness of the annual Director Election and Annual Meeting of members.
- Conducted a methodical process for Board and Committee succession planning.
- Conducted a Board effectiveness survey and made recommendations for continuous Board improvement
- Recommended governance process for newly acquired subsidiary.

HUMAN RESOURCES COMMITTEE

The Human Resources Committee's mandate is to provide effective oversight on behalf of the Board on Calgary Co-op's relationship with the CEO, human resources policies and plans, including health and safety and its compensation and benefits plans. For the financial year ended November 2, 2019, the committee has completed the following:

Reviewed and recommended to the Board:

- Goals and objectives relevant to the performance and compensation of the CEO.
- Performance evaluation, remuneration and benefits of the CEO.
- The terms of Calgary Co-op's awards proposed under incentive plans, as well as retirement plans. (including SERP), deferred compensation plans and benefit plans for executive management, management, and non-union, non-management employees related to Calgary Co-op's strategic goals.

Reviewed and monitored:

- Human resource policies and practices.
- Labour relations and collective bargaining strategies to gain reasonable assurance of effective and fair labour relations.
- Approach to Succession planning.
- Calgary Co-op's health & safety program.
- Oversight of Employee survey results and management's action plan.
- Integrity Hotline report on issues pertaining to human resources.
- Calgary Co-op's involvement in human resource litigation, enforcement actions and contingencies facing the Association.

NOMINATIONS COMMITTEE

The Nominations Committee oversees the nominations and election process on behalf of the Board. It is the goal of the Nominations Committee to attract qualified members to run for election to the Board and to identify for members those applicants who can best fill the gaps on the Board in terms of hard and soft skills, experience and leadership. Calgary Co-op seeks to maintain a Board comprised of talented and dedicated directors with a diverse mix of expertise, experience, skills and backgrounds. For the financial year ended November 2, 2019, the committee has completed the following:

- Engaged Calgary office of AltoPartners to assist in the recommendation process.
- Managed and oversaw the recommendation process on behalf of the Board.
- Led the development of the Directors' Election Handbook.
- Engaged Canadian company Simply Voting to provide the online voting platform for the 2020 Director Election.

Board and Committee Meeting Attendance
November 4, 2018 to November 2, 2019

Director	Board Meetings	Audit Committee Meetings	Governance Committee Meetings	Human Resources Committee Meetings	Nominations Committee Meetings
Patricia McLeod, Chair	15	5	5	6	-
Lori Ell, Vice Chair	15	5	-	3*	-
Elaine Bereziuk-Smith, Board Secretary	14	-	6	5	-
Cindy Andrew	15	5	-	6	-
Mike Dalton	14	5	-	-	5*
Roy Goodall	14	2*	6	-	5**
Peggy LeSueur	14	3**	-	5	5*
Mike Lambert	15	-	6	3*	5**
Lisa Wise	15	-	6	-	10

* Committee member November 4, 2018 – April 3, 2019
** Committee member April 4, 2019 – November 2, 2019

Board Remuneration, Annual Purchases and, Development & Dues*
November 4, 2018 to November 2, 2019

Director	Remuneration	Annual Purchase	Development/Dues
Patricia McLeod, Chair	$80,656.29	$15,793.73	$8,220.24
Lori Ell, Vice Chair	$38,250.00	$3,808.86	$1,549.80
Elaine Bereziuk-Smith, Board Secretary	$35,584.02	$18,105.69	$1,524.75
Cindy Andrew	$35,500.08	$6,931.03	$444.75
Mike Dalton	$37,168.54	$10,835.63	$414.75
Roy Goodall	$35,075.04	$8,623.02	$7,521.82
Peggy LeSueur	$34,250.04	$9,359.44	$4,358.50
Mike Lambert	$34,756.00	$15,370.00	$1,721.00
Lisa Wise	$34,918.77	$23,526.87	$0.00

* This includes costs for director training and development as well as professional dues.

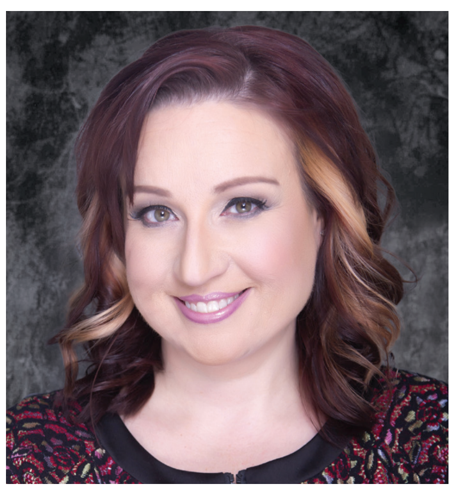
OFFICERS' REPORT

Preparing the accompanying financial statements and ensuring that all information in this annual report is consistent with these statements is the responsibility of Calgary Co-op management. This responsibility includes selecting appropriate accounting policies and making judgments and estimates consistent with Canadian accounting standards for private enterprises.

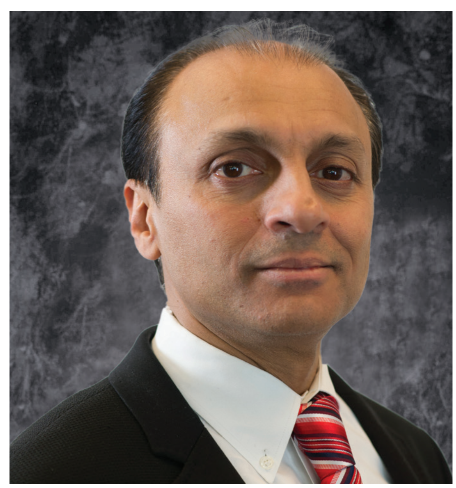
Management has developed and maintains an extensive system of internal controls that provide reasonable assurance that all transactions are accurately recorded, that the financial statements realistically report the Association's operating and financial results, and that the Association's assets are safeguarded against unauthorized use or disposition. The Audit Committee reviews and evaluates the adequacy of, and compliance with, the Association's internal controls. It is the policy of the Association to maintain the highest ethical standard in all activities, and the Chief Executive Officer and the Chief Financial Officer have signed a Management Compliance Letter stipulating the Association's compliance with all regulatory requirements. Management of Calgary Co-op have also signed a Letter of Representation to KPMG acknowledging that it is responsible for the fair presentation in the financial statements of the Association's financial position and that all accounting, financial records and related data have been made available.

The Association's Board of Directors has approved the information contained in the financial statements based on the recommendation of the Audit Committee following its detailed review with the external auditor and management.

At each Annual Meeting, the Association's members appoint an independent auditor to provide a professional opinion on the fairness with which the financial statements are presented. The members' auditor has full access to the Board of Directors and all of the Association's records.



Patricia McLeod, Q.C.
Board Chair
March 22, 2020



Ken Keelor
Chief Executive Officer
March 22, 2020

Financial Statements of

CALGARY CO-OPERATIVE ASSOCIATION LIMITED

And Independent Auditors' Report thereon

Year ended November 2, 2019

KPMG LLP
205 5th Avenue SW
Suite 3100
Calgary AB
T2P 4B9
Telephone (403) 691-8000
Fax (403) 691-8008
www.kpmg.ca

INDEPENDENT AUDITORS' REPORT

To the Members of Calgary Co-operative Association Limited

Opinion

We have audited the financial statements of Calgary Co-operative Association Limited (the Entity), which comprise:

- the balance sheet as at November 2, 2019;
- the statement of operations and retained earnings 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 Entity as at November 2, 2019, and its results of operations and its cash flows for the year then ended in accordance with Canadian accounting standards for private enterprises.

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 Entity 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 private enterprises, 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 Entity'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 Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity'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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 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.

KPMG LLP

Chartered Professional Accountants

Calgary, Canada

February 5, 2020

CALGARY CO-OPERATIVE ASSOCIATION LIMITED

Balance Sheet

November 2, 2019, with comparative information for November 3, 2018
(in thousands of dollars)

	2019	2018
Assets		
Current assets:		
Cash and cash equivalents	$ 8,916	$ 3,996
Accounts receivable	44,031	50,757
Income tax recoverable	1,996	7,380
Inventories (note 2)	80,098	82,794
Prepaid expenses and deposits	7,074	4,728
Other receivables (note 3)	–	1,848
	142,115	151,503
Investments (note 4)	162,744	152,506
Property and equipment (note 5)	314,882	298,989
Asset held for sale (note 5)	–	5,391
Goodwill	8,918	8,918
Intangible asset	264	293
Other receivables (note 3)	3,427	976
Future income taxes (note 10)	7,543	8,056
Cash held in trust (note 20)	31,300	–
	$ 671,193	$ 626,632
Liabilities and Members' Equity		
Current liabilities:		
Committed revolving credit facility (note 6(b))	$ 31,300	$ 10,500
Accounts payable and accrued liabilities (notes 9, 13(c) and 16(a))	124,398	113,877
Government payables (note 15)	1,165	2,221
Current portion of long-term debt (note 6(h))	19,033	2,973
Future income taxes (note 10)	12,012	15,423
	187,908	144,994
Long-term debt (note 6(h))	–	19,033
Other liabilities (note 19)	4,933	5,416
Members' equity:		
Members' shares (note 7)	193,170	191,637
Retained earnings	285,182	265,552
	478,352	457,189
Commitments and guarantees (notes 5, 13 and 19)		
Contingencies (notes 6(a) and 18)		
Subsequent events (notes 18 and 20)		
	$ 671,193	$ 626,632

See accompanying notes to financial statements.

Approved on behalf of the Board:

______________________________ Director

______________________________ Director

CALGARY CO-OPERATIVE ASSOCIATION LIMITED

Statement of Operations and Retained Earnings

Year ended November 2, 2019, with comparative information for November 3, 2018
(in thousands of dollars)

	2019	2018
Sales (note 8)	$ 1,237,089	$ 1,302,039
Expenses:		
Cost of sales, selling and administrative (note 2)	1,222,531	1,279,434
Amortization	30,057	28,311
Patronage refund (note 16(b))	47,737	57,122
Other expenses (income):		
Rental income	(15,440)	(14,688)
Rental expense	5,153	4,762
Gain on disposal of buildings and real estate (note 5)	(12,138)	–
Loss on disposal and write off of property and equipment	555	399
Interest income	(881)	(567)
Interest expense	785	933
Income from jointly controlled enterprise (note 4)	(2,004)	(2,192)
Earnings before income taxes	56,208	62,769
Income tax expense (recovery) (note 10):		
Current	6,365	2,288
Future	(2,898)	5,214
	3,467	7,502
Net earnings	52,741	55,267
Retained earnings, beginning of year	265,552	237,571
Patronage returns (note 9)	(37,120)	(31,520)
Inactive members' shares transferred to retained earnings (note 7)	4,009	4,234
Retained earnings, end of year	$ 285,182	$ 265,552

See accompanying notes to financial statements.

CALGARY CO-OPERATIVE ASSOCIATION LIMITED

Statement of Cash Flows

Year ended November 2, 2019, with comparative information for November 3, 2018
(in thousands of dollars)

	2019	2018
Cash provided by (used in):		
Operating activities:		
Net earnings	$ 52,741	$ 55,267
Items not involving cash:		
Amortization	30,057	28,311
Patronage refunds to be received in FCL shares (note 16(b))	(12,589)	(14,238)
Income from jointly controlled enterprise (note 4)	(2,004)	(2,192)
Future income tax (recovery) expense	(2,898)	5,214
Gain on disposal of buildings and real estate (note 5)	(12,138)	–
Loss on disposal and write off of property and equipment	555	399
Lease inducement amortization	(330)	(193)
Imputed interest expense	127	171
Accrued future rents	114	159
	53,635	72,898
Change in non-cash operating working capital (note 11)	18,570	(15,505)
	72,205	57,393
Financing activities:		
Increase in committed revolving credit facility	20,800	500
(Increase) decrease in other receivables	(551)	1,000
Repayment of long-term debt	(3,152)	(4,051)
Shares redeemed for cash	(3,790)	(2,756)
Shares issued for cash	22	22
Increase in other liabilities	133	116
Change in contract commitments (note 19)	(400)	1,230
Patronage return to be paid in cash	(27,810)	(23,670)
	(14,748)	(27,609)
Investing activities:		
Cash held in trust (note 20)	(31,300)	–
Expenditures on property and equipment	(49,146)	(34,688)
Proceeds on disposal of building and real estate	20,199	192
FCL shares redeemed for cash	3,042	2,813
Dividends from jointly controlled enterprise (note 4)	1,313	2,350
Change in non-cash working capital (note 11)	3,355	(2,178)
	(52,537)	(31,511)
Change in cash and cash equivalents	4,920	(1,727)
Cash and cash equivalents, beginning of year	3,996	5,723
Cash and cash equivalents, end of year	$ 8,916	$ 3,996

See accompanying notes to financial statements.

The primary business of the Calgary Co-operative Association Limited (the "Association") is operating retail food, pharmaceutical, petroleum, home health care, liquor and cannabis outlets in Calgary and area for the benefit of its members. As a percentage, 81% (2018 - 82%) of sales are to members. The Association is incorporated under the Cooperatives Act of Alberta.

1. Summary of accounting policies:

The financial statements of the Association have been prepared by management in accordance with Canadian accounting standards for private enterprises. A precise determination of many assets and liabilities is dependent upon future events and consequently, the preparation of periodic financial statements involves the use of estimates and approximations. Areas subject to estimation include valuation of accounts receivable, inventory, useful life of property and equipment, impairment of long-lived assets, future income taxes, and potential contingencies. These estimates also affect the disclosure of contingencies at the date of the financial statements and the reported amounts of assets, liabilities, revenues and expenses. Actual results could differ from those estimates.

(a) Definition of financial year:

The Association's financial year ends on the Saturday closest to October 31. Accordingly, the year ended November 2, 2019 consists of 52 weeks of operations, while the year ended November 3, 2018 consisted of 53 weeks of operations.

(b) 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 amortized cost, unless management has elected to carry the instruments at fair value. The Association has not elected to carry any such financial instruments 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.

1. Summary of accounting policies (continued):

(b) Financial instruments (continued):

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, the Association determines if there is a significant adverse change in the expected amount or timing of future cash flows from the financial asset. If there is a significant adverse change in the expected cash flows, the carrying value of the financial asset is reduced to the highest of the present value of the expected cash flows, the amount that could be realized from selling the financial asset or the amount the Association could 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.

(c) Cash and cash equivalents:

Cash and cash equivalents are defined as cash and short-term investments with an initial maturity of less than three months.

(d) Inventories:

Inventories are recorded at the lower of cost (net of rebates) and net realizable value. Cost is determined using the average cost method or the retail method by discounting the retail value by normal profit margins.

(e) Property and equipment:

Property and equipment are stated at cost net of grant funds received from Federated Co-operatives Limited ("FCL"). Amortization is provided over the estimated useful lives of the assets using the following methods and rates:

Buildings and parking lots	Declining Balance	4 - 8%
Fixtures and equipment	Declining Balance	20-100%
Computer equipment	Straight Line	33%
Computer software	Straight Line	33-100%

Leasehold improvements are amortized on a straight-line basis over the shorter of the lease term and their estimated useful lives.

Renovations to existing buildings and carwash equipment are amortized on a straight-line basis over ten years.

Management assesses the carrying value of property and equipment on a periodic basis for indications of impairment. When an indication of impairment is present, a test for impairment is carried out by comparing the carrying value of the asset to its fair value.

1. Summary of accounting policies (continued):

(f) Asset retirement obligation:

The Association recognizes a liability for an asset retirement obligation in the period in which a legal liability is incurred and records a corresponding increase in the carrying value of the related long-lived asset. The liability is based on management's best estimate. The liability is subsequently adjusted for the passage of time, which is recognized as an accretion expense in the statement of operations and retained earnings. The liability is also adjusted due to revisions in either the timing or the amount of the original estimated cash flows associated with the liability. Actual costs incurred upon settlement of the asset retirement obligations are charged against the asset retirement obligation to the extent of the liability recorded.

(g) Goodwill:

Goodwill resulting from business combinations represents the portion of the purchase price that was in excess of the fair value of the net identifiable assets acquired. Goodwill is not amortized and is tested for impairment whenever changes in circumstances indicate that the carrying amount of the reporting unit to which goodwill is assigned exceeds the fair value of the reporting unit. If the carrying value of the reporting unit to which goodwill has been assigned exceeds its fair value, then, with respect to the reporting unit's goodwill, any excess of its carrying value over its fair value is expensed.

(h) Intangible assets:

Intangible assets are stated at cost less accumulated amortization. Amortization is provided over the estimated useful life using the straight-line method.

(i) Other liabilities:

Deferred lease inducements:

Deferred lease inducements, representing the benefit of cash inducements, are amortized over the remaining term of the related lease.

Accrued future rents:

The Association uses the straight-line method of recognizing its lease expense, whereby the total of cash rents due over the term of a lease is recognized evenly over the life of the lease. The difference between the amount recognized as lease expense and cash paid is included in other liabilities.

(j) Revenue recognition:

Sales include revenue from member owners and other customers through stores operated by the Association. These sales are recognized at the point-of-sale.

The Association receives rental income on properties from third party tenants. Rental income is recognized when services are provided.

1. Summary of accounting policies (continued):

(j) Revenue recognition (continued):

Periodically, the Association will receive payments for entering into a long term commitment to do business with specific vendors. These amounts are deferred in current and other long term liabilities and are recognized over the term of the commitment when performance is achieved.

(k) Store opening expenses:

Store opening costs of new stores are expensed as incurred.

(l) Income taxes:

The Association follows the asset and liability method whereby income taxes reflect the expected future consequences of temporary differences between the carrying amounts of assets and liabilities and their tax bases. Future income tax assets and liabilities are determined for each temporary difference based on the tax rates which are expected to be in effect when the underlying items of income and expense are expected to be realized.

(m) Investments in joint arrangements:

The Association accounts for its investments in entities which are jointly controlled using the equity method whereby the investment is carried at cost, net of any related transaction costs, and adjusted for any contributions or withdrawals and its share of the net earning or losses of the investment.

(n) Business combinations:

Business combinations are accounted for using the acquisition method. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured at their fair values at the acquisition date. The cost of an acquisition is measured as the fair value of the assets acquired, equity instruments issued and liabilities incurred or assumed at the acquisition date. The excess of the cost of the acquisition over the fair value of the net assets acquired is recorded as goodwill. If the cost of an acquisition is less than the fair value of the net assets of the business acquired the Association reconsiders the amounts allocated to the identifiable assets and liabilities. If after careful consideration, the excess continues to be present, the Association recognizes a bargain purchase gain in net income. Transaction costs associated with the business combination are expensed as incurred.

(in thousands of dollars)

1. Summary of accounting policies (continued):

(o) Assets held for sale:

Long-lived assets are classified by the Association as an asset held for sale at the point in time when the asset is available for immediate sale, management has committed to a plan to sell the asset and is actively locating a buyer for the asset at a sales price that is reasonable in relation to the current fair value of the asset, and the sale is probable and expected to be completed within a one-year period.

Assets to be disposed of are separately presented in the balance sheet and reported at the lower of the carrying amount or fair value less costs to sell and are no longer depreciated. The asset and liabilities of a disposal group classified as held for sale are presented separately in the appropriate asset and liability sections of the balance sheet.

2. Inventories:

The cost of inventories recognized as an expense during the year ended November 2, 2019 was $977,447 (2018 - $1,043,493). The Association recorded $55 (2018 - $84) as an expense for the write-down of inventories where the net realizable value is less than cost as at November 2, 2019. There was no reversal of inventories that were previously written down that are no longer estimated to sell below cost.

3. Other receivables:

	2019	2018
In fiscal 2016, the Association sold a food center whereby a portion of proceeds consisted of a three year receivable. The principal amount of $900 was paid in 2019. The receivable carried interest at 3.2% per annum.	$ –	$ 900
In fiscal 2016, the Association sold a parcel of land whereby a portion of proceeds consisted of a four year receivable. The principal and imputed interest amount of $4,000 is due in four equal annual payments of $1,000 starting September 1, 2017. The payment scheduled in 2019 was not received. Accordingly, the Association expects the remaining amount due to be paid in 2020. This receivable was originally recorded at estimated fair value using an imputed interest rate of 3%.	1,977	1,924

Year ended November 2, 2019, with comparative information for November 3, 2018
(in thousands of dollars)

3. Other receivables (continued):

	2019	2018
In fiscal 2019, the Association sold a parcel of land whereby a portion of proceeds consisted of a two year receivable. The principal amount of $1,450 is due in 2021 with interest payments receivable monthly. The receivable bears interest at 3.0% per annum, paid monthly, and is secured by the related property.	1,450	–
	3,427	2,824
Current portion of other receivables	–	1,848
	$ 3,427	$ 976

At November 2, 2019, the Association has presented the remaining receivable on the sale of land in 2016 as a non-current receivable due to the missed payment in 2019 and ongoing discussions with the purchaser.

4. Investments:

	2019	2018
Federated Co-operatives Limited (FCL)	$ 161,605	$ 152,058
Investment in jointly controlled enterprise	1,065	374
Other	74	74
	$ 162,744	$ 152,506

As there is no readily available market for the Association's investment in FCL shares and the fair value cannot be determined, it has been measured at cost. The FCL shares are redeemable, at cost, at the option of FCL where FCL terminates the Association's membership with FCL, FCL is required to redeem the shares within one year. The FCL shares are also redeemable, at cost, at the option of the Association where the Association withdraws its membership with FCL, FCL is required to redeem the shares over a maximum period of 20-years. The Association's investment in FCL represents 10% of the issued and outstanding shares of FCL (2018 - 10%).

The Produce People ("TPP") is a jointly controlled enterprise between the Association and FCL. The Association accounts for its investment in TPP using the equity method.

For the year ended November 2, 2019, the Association recognized $2,004 in earnings in the statement of operations and retained earnings from its equity investment (2018 - $2,192). The Association received $1,313 in dividends during the year (2018 - $2,350).

Year ended November 2, 2019, with comparative information for November 3, 2018
(in thousands of dollars)

5. Property and equipment:

	Cost	Accumulated amortization	2019 Net book value	2018 Net book value
Land	$ 98,075	$ –	$ 98,075	$ 92,322
Buildings and parking lots	263,425	141,302	122,123	121,128
Fixtures and equipment	180,451	123,763	56,688	54,033
Leasehold improvements	24,664	10,948	13,716	18,501
Assets under construction	24,280	–	24,280	13,005
	$ 590,895	$ 276,013	$ 314,882	$ 298,989

As at November 2, 2019, the Association had contractual commitments to spend approximately $31,380 (2018 - $4,480) on capital expansion projects.

The gain on disposal of buildings and real estate of $12,138 for the year ended November 2, 2019 (2018 - $nil) comprises the disposal of certain assets for total proceeds of $20,199 (2018 - $nil).

During the year ended November 3, 2018, the Association adopted a formal plan to dispose of certain grocery store assets. These assets, totaling $5,391, were classified as held for sale at November 3, 2018 and disposed of in January 2019.

6. Credit facilities:

(a) Demand revolving facility:

The Association has available a $20,000 demand revolving facility to finance working capital and operating requirements. As at November 2, 2019, the Association has drawn $nil (2018 - $nil) on this facility. The facility is due on demand and bears interest at the bankers' prime rate less 0.25%. The Association has provided letters of credit in the amount of $340 (2018 - $12) to support the purchase of certain capital items. These letters of credit have been charged against this facility.

(b) Committed revolving credit facility:

The Association has available a $40,000 committed revolving facility with interest charged at the bankers' prime rate and is payable in full on February 28, 2022, unless otherwise extended by the lender. A standby fee of 0.25% is charged on the unutilized balance. As at November 2, 2019, the Association has drawn $31,300 (2018 - $10,500) on the facility (note 20).

6. Credit facilities (continued):

(c) Demand term facility:

The Association has available a $30,000 demand term facility to finance new capital expenditures, construction and development. The facility is due on demand and bears interest at the bankers' prime rate less 0.25%. As at November 2, 2019, the Association has drawn $nil (2018 - $nil) on this facility.

(d) Risk management facility:

The Association has available a $2,000 risk management facility to facilitate in the hedging of currency exchange risk and interest rate risk. As at November 2, 2019, the Association has drawn $nil on this facility (2018 - $nil).

(e) Corporate Mastercard facility:

The Association has a corporate Mastercard facility in an amount not to exceed $1,000 to be used for general corporate expenses. Outstanding amounts are repayable in accordance with the lender's standard Mastercard agreement and are included in accounts payable.

(f) Security:

The above facilities are secured by a $200,000 debenture providing the lender with a floating charge over all of the assets of the Association.

(g) Financial covenants:

The Association is required to maintain the following financial covenants:

- minimum debt service coverage ratio of 1:25 to 1; and
- senior funded debt/EBITDA not to exceed 2.50:1, where EBITDA equals earnings before interest, income tax, depreciation and amortization less the non-cash portion of the FCL patronage refund.

The Association was in compliance with these covenants at November 2, 2019.

(in thousands of dollars)

6. Credit facilities (continued):

(h) Long-term debt:

	2019	2018
On September 1, 2016, the Association acquired land that was financed by the vendor. The long-term debt has been recorded at fair value using an imputed interest rate of 3%. Repayable with principal and imputed interest of $4,300 on September 1, 2020.	$ 4,199	$ 6,519
Mortgage facility bearing interest of 2.854% per annum is secured by land and a general assignment of rents against the property, repayable in monthly installments of $77 on the first of each month with a maturity date of September 1, 2020.	14,494	14,997
Mortgage facility bearing interest of 4.06% per annum is secured by land and a general assignment of rents against the property, repayable in monthly installments of $2 on the first of each month with a maturity date of September 1, 2020.	340	354
FCL unsecured non-interest bearing loans were paid November 30, 2018.	–	136
	19,033	22,006
Current portion of long-term debt	19,033	2,973
	$ –	$ 19,033

Year ended November 2, 2019, with comparative information for November 3, 2018
(in thousands of dollars)

6. Credit facilities (continued):

(h) Long-term debt:

	2019	2018
On September 1, 2016, the Association acquired land that was financed by the vendor. The long-term debt has been recorded at fair value using an imputed interest rate of 3%. Repayable with principal and imputed interest of $4,300 on September 1, 2020.	$ 4,199	$ 6,519
Mortgage facility bearing interest of 2.854% per annum is secured by land and a general assignment of rents against the property, repayable in monthly installments of $77 on the first of each month with a maturity date of September 1, 2020.	14,494	14,997
Mortgage facility bearing interest of 4.06% per annum is secured by land and a general assignment of rents against the property, repayable in monthly installments of $2 on the first of each month with a maturity date of September 1, 2020.	340	354
FCL unsecured non-interest bearing loans were paid November 30, 2018.	–	136
	19,033	22,006
Current portion of long-term debt	19,033	2,973
	$ –	$ 19,033

(in thousands of dollars)

7. Members' shares:

The Association is authorized to issue an unlimited number of shares with a par value of $1. Upon application to the Board of Directors, the par value of the member's shares becomes payable when the member no longer resides in the trading area, is deceased, has reached the age of 65 or makes an application in any other circumstances and such application is approved by the Association's Board of Directors.

Changes in share capital are as follows:

	2019	2018
Balance, beginning of year	$ 191,637	$ 190,755
Shares redeemed for cash	(3,790)	(2,756)
Inactive members' shares transferred to retained earnings	(4,009)	(4,234)
Shares issued for cash	22	22
	183,860	183,787
Current year's patronage returns to be paid in shares (note 9)	9,310	7,850
Balance, end of year	$ 193,170	$ 191,637

Inactive members are defined as members who have not transacted with the Association within two years.

8. Sales categories:

The Association's business operations are grouped into three business categories, the principal activities of which are as follows:

(a) Food, which consists of the sale and distribution of food and pharmaceutical products;

(b) Petroleum, which consists of the sale of petroleum products and convenience store items; and

(c) Other, which consists of the provision of liquor products, home health care products and cannabis products.

	2019	2018
Food	$ 657,393	$ 671,554
Petroleum	431,743	483,811
Other	147,953	146,674
	$ 1,237,089	$ 1,302,039

(in thousands of dollars)

9. Patronage returns:

The Board of Directors approved the payment of patronage returns in the amount of $37,120 (2018 - $31,520). The portion of the patronage returns to be paid in cash in the amount of $27,810 (2018 - $23,670) is included in accounts payable and accrued liabilities and the portion to be paid in shares in the amount of $9,310 (2018 - $7,850) is included in members' shares.

10. Income taxes:

Income tax expense differs from the expected expense at the statutory tax rate as follows:

	2019	2018
Statutory rate	26.66%	27.00%
Earnings before income tax, excluding jointly controlled enterprise income (net of tax), less the patronage return to members	$ 17,084	$ 29,057
Expected expense at statutory rate	4,554	7,845
Permanent difference	26	47
Non-taxable portion of capital gain	(1,171)	–
Enacted tax rate decrease	214	–
Other	(156)	(390)
Income tax expense	$ 3,467	$ 7,502

The Association had capital losses of $nil (2018 - $788). These 2018 capital losses were applied against capital gains incurred in 2019.

(in thousands of dollars)

10. Income taxes (continued):

The tax effects of temporary differences that give rise to future tax assets and future tax liabilities are presented below:

	2019	2018
Future tax assets:		
Supplemental defined contribution employee retirement plan – difference between accounting and tax base	$ 144	$ 116
Deferred lease inducements - difference between accounting and tax base	426	555
Accrued future rents- difference between accounting and tax base	438	483
Contract commitments - difference between accounting and tax base	305	440
Property and equipment - difference in accounting book value and undepreciated capital cost	6,230	6,568
Unrecognized capital losses	–	(106)
	$ 7,543	$ 8,056
Future tax liabilities:		
Patronage refund receivable	$ 12,012	$ 15,423

11. Change in non-cash working capital:

	2019	2018
Operating activities:		
Accounts receivable	$ 6,726	$ (18,054)
Inventories	2,696	(3,861)
Prepaid expenses and deposits	(2,346)	1,576
Accounts payable and accrued liabilities	7,166	7,619
Income taxes recoverable	5,384	(2,629)
Government payables	(1,056)	(156)
	$ 18,570	$ (15,505)
Investing activities:		
Accounts payable for capital expenditures	$ 3,355	$ (2,178)

Year ended November 2, 2019, with comparative information for November 3, 2018
(in thousands of dollars)

12. Pension plans:

The Association participates in a multi-employer defined contribution pension plan whereby the Association and participating employees contribute equal amounts to the maximum allowed under the Income Tax Act. The Association has no unfunded liability under this plan. During the year, the Association recorded $4,300 (2018 - $4,292) of expense relating to this plan, and there were no significant changes to the rates of employer contributions.

The Association has established a supplemental defined contribution employee retirement plan. For the year ended November 2, 2019, an expense of $139 (2018 - $90) has been recorded relating to this plan. The total liability at November 2, 2019 is $569 (2018 - $430).

13. Commitments and guarantees:

(a) Lease commitments:

The Association is committed to minimum lease payments under operating lease agreements for buildings and equipment over the next five years and beyond, as follows:

2020	$	16,115
2021		14,919
2022		13,581
2023		13,333
2024		13,098
Subsequently		85,281
	$	156,327

(b) Utility service commitment:

The Association has a commitment of $1,430 to purchase electricity at fixed rates per KWH to June 30, 2020 and a commitment of $190 to purchase natural gas at fixed rates per GJ to May 31, 2020.

13. Commitments and guarantees (continued):

(c) Product purchase commitment:

Under the terms of an agreement with FCL, the Association has committed to purchase petroleum products, at market price, from FCL for gas bar operations over a ten-year period commencing from the date of gas bar completion. Failure to meet this commitment would require the Association to pay outstanding gas bar loan balances owed to FCL plus repay any gas bar grants received, as described in note 16(c), plus interest on the grants, compounded annually at 10% from the grant date. The total outstanding loan balances are disclosed in note 6(h). Total grants received over the prior ten year period amount to $24,500 (2018 - $25,100).

Effective November 1, 2014, FCL implemented an updated program related to providing grants for the construction and upgrading of retail facilities by its members. Any new projects initiated after November 1, 2014 are subject to the conditions of the new program. Under the terms of this agreement, the Association has committed to purchase petroleum products from FCL for gas bar operations for periods ranging from 10 to 20 years, depending on the nature of the project. Failure to meet this commitment would require the Association to repay a prorated amount of any grants received over the remaining purchase term plus interest, compounded annually at 10% on the prorated grant amount from the date of default. Total grants received on facility projects covered under this program amount to $5,500 (2018 - $6,400).

During the year, the Association gave notice to FCL of its intention to cease food product purchases from FCL, except in respect of the Association's food store located in High River, effective April 13, 2020. As such, and in accordance with terms of the grant agreement for food facilities, the Association has included $2,766 in accounts payable and accrued liabilities at November 2, 2019 relating to previously received grants. As well, the Association gave notice to FCL that it will also discontinue its procurement of fresh produce through TPP effective April 13, 2020.

14. Financial Instruments:

(a) Credit risk:

The Association's financial instruments consist of cash and cash equivalents, investments, accounts receivable, other receivable, committed revolving credit facility, accounts payable and accrued liabilities, government payables, long-term debt and other liabilities.

The Association is exposed to credit risk resulting from the possibility that parties may default on their financial obligations.

Management believes that the credit risk relating to the financial assets is normal for the business and is limited as there is a broad base of customers, and therefore no significant concentration of credit risk exists.

Year ended November 2, 2019, with comparative information for November 3, 2018
(in thousands of dollars)

14. Financial Instruments (continued):

(a) Credit risk (continued):

The Association's credit risk exposure on cash is minimized substantially by ensuring that cash is held with credible financial institutions.

(b) Liquidity risk:

Liquidity risk is the risk that the Association will not be able to meet a demand for cash or fund its obligations as they come due. The Association meets its liquidity requirements by anticipating operating, investing and financing activities and ensuring there are enough funds to cover these activities.

In order to reduce liquidity risk, the Association has kept its financial leverage at low levels and maintained financial ratios that are conservative compared to the financial covenants within its credit facilities.

(c) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates. The Association's sensitivity to fluctuations in interest rates is limited to certain of its cash and short-term investments, long-term receivable, short-term borrowing and long-term debt. The Association does not currently enter into hedging contracts to mitigate this risk.

(d) Currency risk:

The Association is exposed to financial risks as a result of exchange rate fluctuations and the volatility of these rates. In the normal course of business, the Association purchases fixtures and equipment denominated in U.S. dollars. The Association does not currently enter into forward contracts to mitigate this risk.

There has been no change to the risk exposure from 2018.

15. Government payables:

	2019	2018
Payroll deductions	$ 1,124	$ 1,120
Transit passes	41	1,101
	$ 1,165	$ 2,221

16. Related party transactions:

FCL is owned by retail co-operatives across Western Canada including the Association. FCL provides central wholesaling, manufacturing and administrative services to its owners. During the year ended November 2, 2019, FCL was the major grocery and petroleum supplier to the Association, in addition to other commodities. The Association owns approximately 10% (2018 - 10%) of the shares in FCL.

(a) Purchases:

For the year ended November 2, 2019, the Association made purchases from FCL in the amount of $656,376 (2018 - $720,512). These purchases represented 67% (2018 - 70%) of the Association's total purchases and were transacted in the normal course of operations and were recorded at the exchange amount. Included in accounts payable and accrued liabilities are amounts owed to FCL of $45,373 (2018 - $51,765).

For the year ended November 2, 2019, the Association earned interest income at prime less 1.50% (2018 - prime less 1.50%) of $302 (2018 - $243) as a result of early payments on normal trade payable balances to FCL. The average early payment balance with FCL amounted to $12,345 (2018 - $11,831).

(b) Patronage refund:

FCL approved the payment of a patronage refund to the Association in the amount of $47,737 (2018 - $57,122). The portion of the patronage refund to be received in cash in the amount of $35,148 (2018 - $42,885) is included in accounts receivable of $27,988 (2018 - $34,317) and income tax recoverable of $7,160 (2018 - $8,568). The portion to be received in FCL shares in the amount of $12,589 (2018 - $14,238) is included in investments.

(c) Capital grants:

The Association receives capital grants from FCL to assist in the construction of gas bars. For the year ended November 2, 2019, the Association received capital grants of $2,432 (2018 - $662) from FCL for this purpose. In addition, FCL provided a lease subsidy of $68 (2018 - $68) for facilities constructed on leased land.

(d) Leases:

The Association has a food center operating lease agreement in place with FCL which requires payments of approximately $325 per year to October 2032. This commitment is disclosed as part of note 13(a).

17. Asset retirement obligation:

An asset retirement obligation has not been recorded in the financial statements since the Association participates in a contaminated site management program established by FCL. This program limits the Association's liability to $25 per site as long as the Association continues to exercise due diligence. Management believes that due diligence has been exercised and that the impact of the asset retirement is not considered significant.

18. Contingencies:

The Association is involved in various claims and litigations arising in the normal course of business. While the outcome of these matters are uncertain and there is no assurance that such matters will be resolved in the Association's favour, the Association does not currently believe that the outcome of adverse decisions, if any, in pending or threatened proceedings, would have a significant impact on its financial position, results of operations or liquidity. No provision for these claims and litigations have been included in these financial statements.

Subsequent to year-end, the Association has filed claims against a third party relating to agreements on the sale and development of certain properties. The third party has filed counterclaims against the Association. Given the early-stage of these claims and counterclaims, the outcome is not determinable. No provision for gains or losses arising from such claims, if any, has been included in these financial statements.

19. Other liabilities:

Included in other liabilities are amounts received related to contractual commitments. Such amounts are recognized as revenue as these contractual commitments are satisfied.

Should the Association terminate these contracts prior to the stated expiry dates, the Association is required to reimburse the vendors a pro-rated portion of the initial payment.

As at November 2, 2019, the Association has recorded deferred revenue related to this payment of $1,230 (2018 - $1,630), of which $400 (2018 - $400) is included in accounts payable and accrued liabilities and $830 (2018 - $1,230) is included in other liabilities.

20. Subsequent event:

Effective November 4, 2019, the Association acquired the assets and real estate (the "Acquisition") of Community Natural Foods Ltd. ("Community") for total consideration of $30,500, before working capital adjustments and closing costs. Community carries on the retail business of selling organic grocery products and health food products in Calgary, Alberta.

20. Subsequent event (continued):

The Association financed the Acquisition with $31,300 drawings on its committed revolving credit facility (note 6(b)). As at November 2, 2019, drawings on this facility were recorded as cash held in trust on the balance sheet. Acquisition related expenses were $474 relating to advisory, due diligence, and legal fees. These have been expensed in the statement of operations as transaction costs.

In addition to the base purchase price, additional consideration to a maximum of $4,000 may become due to the seller contingent on attainment of specified financial results post-closing (the "Earned-out Period"). The Earned-out Period extends 36 months from the closing date of November 4, 2019.

21. Comparative information:

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