



ANNUAL REPORT

Management's Responsibility

To the Members of South Country Co-op Limited:

Management is responsible for the preparation and presentation of the accompanying financial statements, including responsibility for significant accounting judgments and estimates in accordance with Canadian accounting standards for private enterprises and ensuring that all information in the annual report is consistent with the statements. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of financial statements.

The Board of Directors is composed entirely of Directors who are neither management nor employees of the Co-operative. The Board is responsible for overseeing management in the performance of its financial reporting responsibilities, and for approving the financial information included in the annual report. The Board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management, internal auditors, and external auditors. The Board is also responsible for recommending the appointment of the Co-operative's external auditors.

MNP LLP is appointed by the members to audit the financial statements and report directly to them; their report follows. The external auditors have full and free access to, and meet periodically and separately with, both the Board and management to discuss their audit findings.

March 10, 2020



Controller

Independent Auditor's Report

To the Members of South Country Co-op Limited:

Opinion

We have audited the financial statements of South Country Co-op Limited (the "Co-operative"), which comprise the balance sheet as at November 30, 2019, and the statements of net savings, retained savings and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Co-operative as at November 30, 2019, and the results of its 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 Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Co-operative 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 Co-operative'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 Co-operative or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Co-operative's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Co-operative'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 Co-operative's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Co-operative to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Medicine Hat, Alberta

March 10, 2020

MNP LLP

Chartered Professional Accountants

South Country Co-op Limited
Balance Sheet
As at November 30, 2019

	2019	2018
Current assets		
Cash and cash equivalents	\$ 2,268,633	\$ 1,666,970
Accounts receivable	31,453,998	33,111,327
- Customer (Note 5)		
- Other	1,073,278	791,553
Income taxes recoverable	2,287,012	5,551,639
Inventories (Note 7)	70,112,682	68,743,290
Prepaid expenses	4,080,697	3,702,260
Current portion long-term receivable (Note 6)	435,348	-
	<u>111,711,648</u>	<u>113,567,039</u>
Long-term receivable (Note 6)	313,693	-
Investments		
Federated Co-operatives Limited (Note 4(a))	69,541,217	67,145,719
Other organizations	296,310	296,143
Property, plant and equipment (Note 8)	74,387,817	71,557,016
Goodwill (Note 9)	9,972,297	10,504,003
Total assets	<u>\$ 266,222,982</u>	<u>\$ 263,069,920</u>
Current liabilities		
Line of credit (Note 10)	\$ 18,438,523	\$ 30,692,389
Accounts payable and trust liabilities (Note 11)	42,230,474	48,922,151
Customer prepaid accounts	4,585,569	6,043,048
Current portion of long-term debt (Note 12)	297,499	439,878
	<u>65,552,065</u>	<u>86,097,466</u>
Long-term debt (Note 12)	25,155,544	13,790,000
Total liabilities	<u>90,707,609</u>	<u>99,887,466</u>
Members' equity		
Share capital (Note 13)	69,732,280	66,426,316
Reserves and retained savings (Note 14)	105,783,093	96,756,138
	<u>175,515,373</u>	<u>163,182,454</u>
Total liabilities and members' equity	<u>\$ 266,222,982</u>	<u>\$ 263,069,920</u>

Subsequent event (Note 20)

Commitments (Note 21)

Approved on behalf of the Board of Directors



 Director



 Director

The accompanying notes are an integral part of these financial statements



South Country Co-op Limited
Statement of Net Savings and Statement of Retained Savings
For the Year Ended November 30, 2019

	2019	%	2018	%
Sales (Note 15)	\$ 515,305,308	100.0	\$ 539,624,957	100.0
Cost of goods sold	<u>459,874,126</u>	<u>89.2</u>	<u>486,107,117</u>	<u>90.1</u>
Gross margin	<u>55,431,182</u>	<u>10.8</u>	<u>53,517,840</u>	<u>9.9</u>
Expenses				
Operating and administration	60,036,790	11.7	58,478,805	10.8
Net interest (Note 16)	<u>258,962</u>	<u>0.1</u>	<u>47,542</u>	<u>-</u>
	<u>60,295,752</u>	<u>11.8</u>	<u>58,526,347</u>	<u>10.8</u>
Loss from operations	(4,864,570)	(1.0)	(5,008,507)	(0.9)
FCL loyalty program (Note 4(c))	<u>806,717</u>	<u>0.2</u>	<u>-</u>	<u>-</u>
Local loss	(4,057,853)	(0.8)	(5,008,507)	(0.9)
Patronage refunds	<u>31,669,131</u>	<u>6.1</u>	<u>37,401,697</u>	<u>6.9</u>
Savings before income taxes	27,611,278	5.3	32,393,190	6.0
Income tax expense (Note 19)	<u>2,590,837</u>	<u>0.5</u>	<u>305,204</u>	<u>0.1</u>
Net savings	<u>\$ 25,020,441</u>	<u>4.8</u>	<u>\$ 32,087,986</u>	<u>5.9</u>
Retained savings, beginning of year	\$ 1,756,289		\$ 1,217,560	
Net savings	25,020,441		32,087,986	
Transfer to general reserve (Note 14)	(7,731,000)		(13,888,000)	
Patronage allocation to members (Note 20)	<u>(16,379,333)</u>		<u>(17,661,257)</u>	
Retained savings, end of year (Note 14)	<u>\$ 2,666,397</u>		<u>\$ 1,756,289</u>	

The accompanying notes are an integral part of these financial statements



South Country Co-op Limited
Statement of Cash Flows
For the Year Ended November 30, 2019

	2019	2018
Operating activities		
Net savings	\$ 25,020,441	\$ 32,087,986
Adjustments for:		
Depreciation	7,357,475	6,997,780
FCL patronage refund	(31,632,093)	(37,207,085)
Loss on the disposal of property, plant and equipment	101,171	9,616
Write-down of goodwill	531,706	128,483
Changes in non-cash operating working capital:		
Accounts receivable	1,375,604	(2,789,855)
Income taxes recoverable	3,264,627	(3,003,107)
Inventories	(1,369,392)	(2,189,066)
Prepaid expenses	(378,437)	(1,357,033)
Accounts payable and trust liabilities	(6,691,677)	13,817,867
Customer prepaid accounts	(1,457,479)	(1,342,220)
Cash provided by (used for) operating activities	<u>(3,878,054)</u>	<u>5,153,366</u>
Investing activities		
Redemption of FCL shares	29,236,595	19,971,904
Additions to property, plant and equipment	(10,486,712)	(10,634,083)
Proceeds from the disposal of property, plant and equipment	197,265	69,911
Net issuance of long term receivable	(749,041)	-
Investment in other organization	(167)	(12,765)
Cash provided by investing activities	<u>18,197,940</u>	<u>9,394,967</u>
Financing activities		
Increase in long-term debt	1,528,741	118,257
Repayment of long-term debt	(729,555)	(8,557,284)
Change in line of credit	10,423,979	-
Share capital issued	16,710	17,455
GST on allocation	539,163	461,599
Redemption of share capital	(13,243,395)	(11,709,276)
Cash used for financing activities	<u>(1,464,357)</u>	<u>(19,669,249)</u>
Net increase (decrease) in cash and cash equivalents (borrowings)	12,855,529	(5,120,916)
Cash and cash equivalents (deficiency), beginning of year	(29,025,419)	(23,904,503)
Cash and cash equivalents (deficiency), end of year	\$ (16,169,890)	\$ (29,025,419)
Cash and cash equivalents (deficiency) are comprised of:		
Cash and cash equivalents	\$ 2,268,633	\$ 1,666,970
Line of credit	(18,438,523)	(30,692,389)
	\$ (16,169,890)	\$ (29,025,419)

The accompanying notes are an integral part of these financial statements



South Country Co-op Limited
Notes to the Financial Statements
For the Year Ended November 30, 2019

1. Incorporation and operations

Medicine Hat Co-op Limited was incorporated under the Co-operatives Act of Alberta on April 13, 1956 and South Country Co-op Limited was incorporated under the Co-operatives Act of Alberta on January 16, 1961. On December 1, 2015, the two co-operatives amalgamated to form South Country Co-op Limited ("the Co-operative"). The primary business of the Co-operative is operating retail agriculture, food, liquor, pharmacy, petroleum, and property outlets in Southern Alberta.

2. Significant accounting policies

These financial statements 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 these financial statements involves the use of estimates and approximations. Areas subject to estimation include valuation of accounts receivable, inventory, useful life of property, plant and equipment, impairment of long-lived assets, goodwill, income taxes, accrued liabilities 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.

These financial statements have been prepared to reflect the following significant accounting policies:

(a) Definition of financial year

The Co-operative's financial year ends on the Saturday closest to November 30.

(b) Cash and cash equivalents

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

(c) Inventories

Inventories are valued using a weighted average formula, first-in first-out method, and the retail method. Inventories are stated at the lower of cost and net realizable value. Costs, including an appropriate portion of fixed and variable overhead expenses, are assigned to inventories by the most appropriate method for that particular inventory class.

The Co-operative estimates net realizable value as the amount that inventories are expected to be sold for, taking into consideration fluctuations of retail price due to seasonality less estimated costs necessary to make the sale. Inventories are written down to net realizable value when the cost of inventories is determined to be not recoverable due to obsolescence, damage or permanent declines in selling prices.



South Country Co-op Limited
Notes to the Financial Statements
For the Year Ended November 30, 2019

(d) Investments

The Co-operative's investments are accounted for using the cost method. Accordingly, the investments are recorded at acquisition cost, less any provisions for permanent impairment or adjustments for patronage refunds or share redemptions. All transactions with FCL are disclosed in a separate note (Note 4).

(e) Financial instruments

Financial instruments are recorded at fair value on initial recognition and are subsequently recorded at amortized cost, unless management has elected to carry the instruments at fair value. The Co-operative has not elected to carry any such financial instruments at fair value. Financial instruments, which are subsequently measured at amortized cost, are adjusted by transaction and financing costs incurred on acquisition.

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 Co-operative 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 Co-operative 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.

(f) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Depreciation is taken over the estimated useful lives of the assets using the following methods and rates:

Buildings	Straight-line & declining balance	10 - 25 years & 4% to 10%
Parking lots & dykes	Declining balance	4% to 8%
Tanks	Declining balance	20% to 30%
Furniture & equipment	Declining balance	20%
Computer equipment	Straight-line & declining balance	5 years & 30% to 100%
Vehicles	Declining balance	30%

Construction in progress is not amortized until assets are in use.

Expenditures for maintenance and repairs are charged to operating expenses as incurred. Significant expenditures for improvements are capitalized. Gains or losses realized on the disposal of property, plant and equipment are reflected in operations in the year of disposition.

Claims for assistance under various FCL programs are recorded as a reduction of the cost of related assets in the period in which eligible expenditures are incurred, with any depreciation calculated on the net amount.

An impairment loss is recognized when the carrying amount of a long-lived asset is not recoverable and exceeds its fair value. No such impairment loss was recorded during the year.



South Country Co-op Limited
Notes to the Financial Statements
For the Year Ended November 30, 2019

(g) Asset retirement obligation

The Co-operative has a liability for an asset retirement obligation in the period in which a legal liability is incurred. 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. 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.

(h) Share capital

The Co-operative approves an allocation to members subsequent to year end. The amount is recorded as an addition to share capital and a reduction in retained savings. The Co-operative records the redemption of shares that is to be paid to members at the time it has been approved by the Board of Directors.

(i) Revenue recognition

The Co-operative recognizes revenue when evidence of an arrangement exists, delivery or change of ownership has occurred, the price has been determined, and collection is reasonably assured.

(j) Income taxes

The Co-operative follows the taxes payable method whereby only current income tax assets and liabilities are recognized to the extent they remain unpaid or are recoverable. In addition, the benefit relating to a tax loss incurred in the current period and carried back to prior periods is recognized as a current asset. Current income tax assets and liabilities are measured using substantively enacted tax rates and laws expected to apply when the tax liabilities or assets are to be either settled or realized.

(k) 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. Impairment losses relating to goodwill cannot be reversed in future years.



South Country Co-op Limited
Notes to the Financial Statements
For the Year Ended November 30, 2019

(I) Business combinations

Business combinations are accounted for using the acquisition method. The application of this method requires certain estimates and assumptions especially concerning the determination of the fair value of the acquired intangible assets, property, plant and equipment, as well as the liabilities assumed at the date of the acquisition, based on information available at that date.

At the acquisition date, the Co-operative recognizes, separately from goodwill, the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the subsidiary. Identifiable assets acquired and liabilities assumed are measured at their acquisition-date fair values. Any non-controlling interest in a subsidiary is measured either at fair value or at the non-controlling interest's proportionate share of the subsidiary's identifiable net assets.

The consideration transferred for each acquisition is measured as the sum of the acquisition-date fair values of the assets transferred, the liabilities incurred, and equity instruments issued by the Co-operative to obtain control of the subsidiary.

3. Financial instruments and risk management

The significant financial risks to which the Co-operative is exposed are credit risk, interest rate risk, liquidity risk, and commodity price risk.

(a) Credit risk

The Co-operative is exposed to credit risk on accounts receivable from its customers. The Co-operative manages credit risk through an active credit management program. The Co-operative does not have a significant exposure to any individual customer.

(b) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in interest rates. Changes in market interest rates may have an effect on cash flows associated with some financial assets and liabilities, known as cash flow risk, and on the fair value of other financial assets or liabilities, known as price risk. The Co-operative's sensitivity to fluctuations in interest rates is limited to its cash and debt. The Co-operative manages its exposure to interest rate risk through floating rate deposits and borrowings.

(c) Liquidity risk

Liquidity risk is the risk that the Co-operative will encounter difficulty in meeting obligations associated with financial liabilities. The Co-operative is exposed to liquidity risk arising primarily from the current obligations and long-term debt. The Co-operative's ability to meet obligations depends on funds generated by its operations.

(d) Commodity price risk

The Co-operative enters into transactions to purchase crop production products, for which market prices fluctuate. The nature of the Co-operative's activities exposes it to risk of changes in commodity prices related to crop inputs that may occur between the time products are received from the supplier and actual date of sale to customers. To mitigate a portion of this risk, the Co-operative enters into contracts with the supplier to purchase the product at specified prices.



South Country Co-op Limited
Notes to the Financial Statements
For the Year Ended November 30, 2019

4. Transactions with Federated Co-operatives Limited (FCL)

(a) Patronage refund

The Co-operative, along with other Co-operatives in Western Canada, own FCL. At the end of each year, FCL divides a substantial portion of its net savings among these retail Co-operatives in proportion to the business done by each with FCL. During FCL's fiscal year ended October 31, 2019, the Co-operative purchased goods amounting to \$387,087,184 (2018 - \$406,588,878) from FCL in the normal course of operations.

These purchases resulted in a patronage refund from FCL which was received as non-cash consideration in the form of additional shares in FCL. FCL, based on its available cash flow, redeemed an amount of FCL shares held by the Co-operative. The amounts of the patronage refund and shares redeemed are as follows:

	2019	2018
Opening investment balance	\$ 67,145,719	\$ 49,910,538
Patronage refund	31,632,093	37,207,085
Share redemptions	<u>(29,236,595)</u>	<u>(19,971,904)</u>
Closing investment balance	<u>\$ 69,541,217</u>	<u>\$ 67,145,719</u>

(b) Asset retirement obligation

The Co-operative participates in a contaminated site management program established by FCL to manage its asset retirement obligations. This program limits the Co-operative's liability to \$25,000 per site as long as the Co-operative continues to exercise due diligence. The Co-operative has 25 sites under this program. Management believes that due diligence has been exercised and that the impact of the asset retirement obligation to the Co-operative's financial statements is not significant.

The Co-operative has five fertilizer sites that are covered under the contaminated site management program established by FCL. Management cannot make a reasonable estimate of the future asset retirement obligation due to the uncertainty of the environmental impact from its fertilizer division.

(c) Purchase commitments

(i) Under the terms of the agreement with FCL, the Co-operative has committed to purchase petroleum products, at market price, from FCL for its gas bar and cardlock operations over a ten year period commencing from August 2010. Failure to meet this commitment would require the Co-operative to immediately pay outstanding gas bar and cardlock loan balances owed to FCL, plus repay any gas bar and cardlock grants received, including interest on the grants compounded annually at 10% from the grant date. Total grants received during this period amounted to approximately \$14,384,091 (2018 - \$13,775,121). Management intends to fulfill all existing contracts with FCL.



South Country Co-op Limited
Notes to the Financial Statements
For the Year Ended November 30, 2019

(ii) Under the terms of the agreement with FCL, the Co-operative has committed to purchase petroleum products, at market price, from the FCL corporate bulk plant over a twenty year period commencing from October 2001. Failure to meet this commitment would require the Co-operative to pay a portion of the capital costs of the bulk plant to FCL determined by a formula based upon usage. Management intends to fulfill all existing contracts with FCL.

(iii) Under the terms of the agreement with FCL, the Co-operative has committed to purchase all food, pharmacy, and food-related products, from FCL and continue to operate all food stores acquired through the Sobey's acquisition over a thirty year period commencing from April 2014. Failure to meet this commitment would require the Co-operative to repay the assistance received on a prorated basis. Management intends to fulfill all commitments with FCL.

(iv) Under the terms of the agreement with FCL, the Co-operative has committed to purchase fertilizer products, at market price, from FCL over a five year period commencing from July 2015. Failure to meet this commitment would require the Co-operative to pay a termination charge to FCL determined by a formula based on purchases and years remaining in the contract. Management intends to fulfill all existing contracts with FCL.

(v) Under the terms of the agreement with FCL, the Co-operative has committed to purchase fertilizer products, at market price, from FCL over a thirty year period commencing from August 2017. Failure to meet this commitment would require the Co-operative to pay a termination charge to FCL determined by a formula based on purchases and years remaining in the contract. Management intends to fulfill all existing contracts with FCL.

(vi) Under the terms of the agreement with FCL, the Co-operative has committed to purchase fertilizer products, at market price, from FCL over a thirty year period commencing from May 2017. Failure to meet this commitment would require the Co-operative to pay a termination charge to FCL determined by a formula based on purchases and years remaining in the contract. Management intends to fulfill all existing contracts with FCL.

(vii) Under the terms of the agreement with FCL, the Co-operative has committed to purchase at least 90% of its total goods from FCL and commits, to the best of its ability, to use FCL's services. If the eligibility requirements are met, FCL will pay the Co-operative, on a quarterly basis, a Loyalty Payment based on cents per litre.

5. Accounts receivable - customer

Shown net of an allowance for doubtful accounts of \$2,600,000 (2018 - \$2,600,000).

6. Long-term receivable

	Total	2019 Current Portion	2019 Deferred Portion	2018 Current Portion	2018 Deferred Portion
Petroleum tanks	\$ 749,041	\$ 435,348	\$ 313,693	\$ -	\$ -

The Co-operative has long-term interest free receivables covering petroleum tank equipment which are recoverable over 3 years. The receivables are secured by the petroleum tank equipment.



South Country Co-op Limited
Notes to the Financial Statements
For the Year Ended November 30, 2019

7. Inventories

	2019	2018
Raw material	\$ 12,558,860	\$ 12,520,739
Goods for resale	<u>57,553,822</u>	<u>56,222,551</u>
	<u><u>\$ 70,112,682</u></u>	<u><u>\$ 68,743,290</u></u>

The cost of inventories recognized as an expense during the year was \$459,077,868 (2018 - \$485,157,410).

8. Property, plant and equipment

	Original Cost	Accumulated Depreciation	2019 Book Value	2018 Book Value
Land	\$ 13,307,102	\$ -	\$ 13,307,102	\$ 12,638,745
Buildings	49,555,022	16,039,477	33,515,545	30,826,721
Parking lots & dykes	12,489,338	3,102,809	9,386,529	7,009,201
Tanks	3,897,772	2,599,164	1,298,608	1,481,909
Furniture & equipment	28,459,530	16,476,581	11,982,949	10,010,998
Computer equipment	6,915,579	4,415,809	2,499,770	2,524,628
Vehicles	7,773,584	5,438,089	2,335,495	3,293,683
Leasehold improvements	251,000	251,000	-	-
Construction in progress	<u>61,819</u>	<u>-</u>	<u>61,819</u>	<u>3,771,131</u>
	<u><u>\$ 122,710,746</u></u>	<u><u>\$ 48,322,929</u></u>	<u><u>\$ 74,387,817</u></u>	<u><u>\$ 71,557,016</u></u>

Depreciation for the current year included in operating and administration expense was \$7,357,475 (2018 - \$6,997,780).

9. Goodwill

The changes in the carrying amount of goodwill for current year are as follows:

	2019	2018
Balance, beginning of year	\$ 10,504,003	\$ 10,632,486
Additions to goodwill	-	-
Impairment losses	<u>531,706</u>	<u>128,483</u>
Balance, end of year	<u><u>\$ 9,972,297</u></u>	<u><u>\$ 10,504,003</u></u>

During the year, the Co-operative performed an impairment test related to their reporting units. As a result, the excess of the carrying value over the fair value of a reporting unit in the amount of \$531,706 (2018 - \$128,483) has been reported as a provision for impairment in current year loss.



South Country Co-op Limited
Notes to the Financial Statements
For the Year Ended November 30, 2019

10. Line of credit

(a) The Co-operative has a \$50,000,000 line of credit with Servus Credit Union of which \$18,438,523 has been drawn as at November 30, 2019 (2018 - \$30,692,389). The line of credit is secured by a General Security Agreement. Interest on the line of credit is prime rate. The line of credit is subject to certain measurable covenants. As at November 30, 2019, the Co-operative is in compliance with all such covenants (2018 - in compliance).

(b) The Co-operative has a \$1,000,000 line of credit with TD Bank of which no amount has been drawn as at November 30, 2019 (2018 - \$nil). The line of credit is secured by a General Security Agreement and a Land Titles Act mortgage. Interest on the line of credit is prime rate.

(c) The Co-operative has a \$10,000,000 line of credit with Federated Co-operatives Limited of which no amount has been drawn as at November 30, 2019 (2018 - \$nil). The line of credit is unsecured. Interest on the line of credit is prime rate.

11. Accounts payable and trust liabilities

	2019	2018
FCL payables	\$ 36,921,939	\$ 39,247,850
Other payables	4,892,086	9,331,705
Trust liabilities:		
Payroll deductions	206,265	228,045
Goods and services tax	70,415	-
Federal fuel charge	2,015	-
Workers Compensation Board	137,754	114,551
	<u>\$ 42,230,474</u>	<u>\$ 48,922,151</u>

12. Long-term debt

	2019		2018	
Total	Current Portion	Deferred Portion	Current Portion	Deferred Portion
FCL lines of credit ⁽¹⁾	\$ 24,213,979	\$ -	\$ 24,213,979	\$ 13,790,000
FCL loan ⁽²⁾	-	-	439,878	-
FCL loan ⁽³⁾	1,239,064	297,499	-	-
	<u>\$ 25,453,043</u>	<u>\$ 297,499</u>	<u>\$ 25,155,544</u>	<u>\$ 13,790,000</u>

⁽¹⁾ Federated Co-operatives Limited lines of credit:

⁽ⁱ⁾ The Lethbridge gas bar line of credit, bearing interest at prime rate, repayable via an annual reduction in available credit, matures May 2020. The loan is subject to certain non-financial covenants. The Co-operative believes it is in compliance with these covenants as at year-end and has been in compliance since the loan start date. Security for the credit is a promissory note and a General Security Agreement covering all present and after acquired assets. The available line of credit decreases as follows:

May 2, 2019 - May 1, 2020	\$1,140,000
---------------------------	-------------



South Country Co-op Limited
Notes to the Financial Statements
For the Year Ended November 30, 2019

(ii) The Lomond agro centre line of credit, bearing interest at prime rate, repayable via an annual reduction in available credit, matures June 2027. The loan is subject to certain non-financial covenants. The Co-operative believes it is in compliance with these covenants as at year-end and has been in compliance since the loan start date. Security for the credit is a promissory note and a General Security Agreement covering all present and after acquired assets. The available line of credit decreases as follows:

July 1, 2019- June 30, 2020	\$ 3,520,000
July 1, 2020- June 30, 2021	3,080,000
July 1, 2021- June 30, 2022	2,640,000
July 1, 2022- June 30, 2023	2,200,000
July 1, 2023- June 30, 2024	1,760,000
July 1, 2024- June 30, 2025	1,320,000
July 1, 2025- June 30, 2026	880,000
July 1, 2026- June 30, 2027	440,000

(iii) The Foremost agro centre line of credit, bearing interest at prime rate, repayable via an annual reduction in available credit, matures September 2027. The loan is subject to certain non-financial covenants. The Co-operative believes it is in compliance with these covenants as at year-end and has been in compliance since the loan start date. Security for the credit is a promissory note and a General Security Agreement covering all present and after acquired assets. The available line of credit decreases as follows:

October 1, 2019 - September 30, 2020	\$ 6,720,000
October 1, 2020 - September 30, 2021	5,880,000
October 1, 2021 - September 30, 2022	5,040,000
October 1, 2022 - September 30, 2023	4,200,000
October 1, 2023 - September 30, 2024	3,360,000
October 1, 2024 - September 30, 2025	2,520,000
October 1, 2025 - September 30, 2026	1,680,000
October 1, 2026 - September 30, 2027	840,000

(iv) The Northlands food store line of credit, bearing interest at prime rate, repayable via an annual reduction in available credit, matures November 2023. The loan is subject to certain non-financial covenants. The Co-operative believes it is in compliance with these covenants as at year-end and has been in compliance since the loan start date. Security for the credit is a promissory note and a General Security Agreement covering all present and after acquired assets. The available line of credit decreases as follows:

December 1, 2018 - November 30, 2019	\$ 2,400,000
December 1, 2019 - November 30, 2020	1,800,000
December 1, 2020 - November 30, 2021	1,200,000
December 1, 2021 - November 30, 2022	600,000



South Country Co-op Limited
Notes to the Financial Statements
For the Year Ended November 30, 2019

(v) The Vauxhall and Oyen Cardlock line of credit, bearing interest at prime rate, repayable via an annual reduction in available credit, matures August 2028. The loan is subject to certain non-financial covenants. The Co-operative believes it is in compliance with these covenants as at year-end and has been in compliance since the loan start date. Security for the credit is a promissory note and a General Security Agreement covering all present and after acquired assets. The available line of credit decreases as follows:

September 1, 2019 - August 31, 2020	\$ 3,240,000
September 1, 2020 - August 31, 2021	2,880,000
September 1, 2021 - August 31, 2022	2,520,000
September 1, 2022 - August 31, 2023	2,160,000
September 1, 2023 - August 31, 2024	1,800,000
September 1, 2024 - August 31, 2025	1,440,000
September 1, 2025 - August 31, 2026	1,080,000
September 1, 2026 - August 31, 2027	720,000
September 1, 2027 - August 31, 2028	360,000

(vi) The Taber Greenfield Cardlock line of credit, bearing interest at prime rate, repayable via an annual reduction in available credit, matures October 2026. The loan is subject to certain non-financial covenants. The Co-operative believes it is in compliance with these covenants as at year-end and has been in compliance since the loan start date. Security for the credit is a promissory note and a General Security Agreement covering all present and after acquired assets. The available line of credit decreases as follows:

November 1, 2019 - October 31, 2020	\$ 1,662,500
November 1, 2020 - October 31, 2021	1,425,000
November 1, 2021 - October 31, 2022	1,187,500
November 1, 2022 - October 31, 2023	950,000
November 1, 2023 - October 31, 2024	712,500
November 1, 2024 - October 31, 2025	475,000
November 1, 2025 - October 31, 2026	237,500

(vii) The Dunmore Cardlock line of credit, bearing interest at prime rate, repayable via an annual reduction in available credit, matures November 2028. The loan is subject to certain non-financial covenants. The Co-operative believes it is in compliance with these covenants as at year-end and has been in compliance since the loan start date. Security for the credit is a promissory note and a General Security Agreement covering all present and after acquired assets. The available line of credit decreases as follows:

November 19, 2018 - November 30, 2019	\$ 1,700,000
December 1, 2019 - November 30, 2020	1,530,000
December 1, 2020 - November 30, 2021	1,360,000
December 1, 2021 - November 30, 2022	1,190,000
December 1, 2022 - November 30, 2023	1,020,000
December 1, 2023 - November 30, 2024	850,000
December 1, 2024 - November 30, 2025	680,000
December 1, 2025 - November 30, 2026	510,000
December 1, 2026 - November 30, 2027	340,000
December 1, 2027 - November 30, 2028	170,000



South Country Co-op Limited
Notes to the Financial Statements
For the Year Ended November 30, 2019

(viii) The Strachan gas bar/liquor store line of credit, bearing interest at prime rate, repayable via an annual reduction in available credit, matures July 2029. The loan is subject to certain non-financial covenants. The Co-operative believes it is in compliance with these covenants as at year-end and has been in compliance since the loan start date. Security for the credit is a promissory note and a General Security Agreement covering all present and after acquired assets. The available line of credit decreases as follows:

July 5, 2019- July 5, 2020	\$ 8,300,000
July 5, 2020- July 5, 2021	7,470,000
July 5, 2021- July 5, 2022	6,640,000
July 5, 2022- July 5, 2023	5,810,000
July 5, 2023- July 5, 2024	4,980,000
July 5, 2024- July 5, 2025	4,150,000
July 5, 2025- July 5, 2026	3,320,000
July 5, 2026- July 5, 2027	2,490,000
July 5, 2027- July 5, 2028	1,660,000
July 5, 2028- July 5, 2029	830,000

(ix) The Medicine Hat cardlock line of credit, bearing interest at prime rate, repayable via an annual reduction in available credit, matures July 2024. The loan is subject to certain non-financial covenants. The Co-operative believes it is in compliance with these covenants as at year-end and has been in compliance since the loan start date. Security for the credit is a promissory note and a General Security Agreement covering all present and after acquired assets. The available line of credit decreases as follows:

July 15, 2019- July 15, 2020	\$ 1,000,000
July 15, 2020- July 15, 2021	800,000
July 15, 2021- July 15, 2022	600,000
July 15, 2022- July 15, 2023	400,000
July 15, 2023- July 15, 2024	200,000

(2) Federated Co-operatives Limited Bow Island cardlock loan is repayable in annual instalments of \$439,878 without interest, with the remaining balance paid in 2019.

(3) Federated Co-operatives Limited Lomond loan is repayable in annual instalments of \$330,954 with an annual interest rate of 2.7%. The remaining balance due in 2023.

The loans are subject to certain measurable covenants. As at November 30, 2019, the Co-operative is in compliance with all such covenants.

The scheduled principal repayments on the long-term debt for the next five years and subsequent are as follows, provided the callable debt is not demanded:

2020	\$ 297,499
2021	3,332,010
2022	3,991,281
2023	3,999,753
2024	3,077,500
Subsequent payments	<u>10,755,000</u>
	<u>\$ 25,453,043</u>



South Country Co-op Limited
Notes to the Financial Statements
For the Year Ended November 30, 2019

13. Share capital

	2019	2018
Authorized, unlimited @ \$1		
Balance, beginning of year	\$ 66,426,316	\$ 60,229,606
Allocation to members	16,379,333	17,661,257
Cash from new members	16,710	17,455
GST on allocation	539,163	461,599
Shares transferred from reserves	35,586	52,849
	<u>83,397,108</u>	<u>78,422,766</u>
General repayment	10,538,776	9,109,427
Shares transferred to reserves	421,433	287,174
Withdrawals and retirements	562,315	763,756
Withholding tax	2,142,304	1,836,093
	<u>13,664,828</u>	<u>11,996,450</u>
Balance, end of year	<u>\$ 69,732,280</u>	<u>\$ 66,426,316</u>

14. Reserves and retained savings

	General Reserve	Retained Savings	2019	2018
Balance, beginning of year	\$ 94,999,849	\$ 1,756,289	\$ 96,756,138	\$ 82,095,084
Net savings distributed to retained savings	-	25,020,441	25,020,441	32,087,986
Patronage allocation	-	(16,379,333)	(16,379,333)	(17,661,257)
Shares transferred	385,847	-	385,847	234,325
Reserve transfers	<u>7,731,000</u>	<u>(7,731,000)</u>	<u>-</u>	<u>-</u>
Balance, end of year	<u>\$ 103,116,696</u>	<u>\$ 2,666,397</u>	<u>\$ 105,783,093</u>	<u>\$ 96,756,138</u>



South Country Co-op Limited
Notes to the Financial Statements
For the Year Ended November 30, 2019

15. Sales

	2019	2018
Consumer division	\$ 184,709,617	\$ 188,055,224
Agro and commercial division	<u>330,595,691</u>	<u>351,569,733</u>
	<u><u>\$ 515,305,308</u></u>	<u><u>\$ 539,624,957</u></u>

All sales are to external customers and no single customer accounts for more than 10% of sales.

16. Net interest

	2019	2018
Interest expense on		
- Short-term debt	\$ 1,324,703	\$ 1,164,801
- Long-term debt	758,037	610,706
Interest revenue	<u>(1,823,778)</u>	<u>(1,727,965)</u>
	<u><u>\$ 258,962</u></u>	<u><u>\$ 47,542</u></u>

17 Lease to others

The Co-operative leases property, plant and equipment to others. The lease is classified as an operating lease and rental revenues are included in operating and administration expenses. The cost of the property, plant and equipment held for leasing purposes is \$8,134,102 (2018 - \$7,631,295) and the accumulated depreciation as at November 30, 2019 is \$6,171,989 (2018 - \$5,969,071). Revenue generated from operating leases is \$692,401 (2018 - \$900,050).

18. Pension plan

The Co-operative participates in a multi-employer defined contribution plan whereby the Co-operative and participating employees contribute equal amounts up to the maximum allowed under the Income Tax Act. The Co-operative has no unfunded liability under this plan. During the year, the Co-operative recorded \$1,141,607 (2018 - \$956,467) of expense relating to the plan. There were no significant changes to the rate of employer contributions during the year.



South Country Co-op Limited
Notes to the Financial Statements
For the Year Ended November 30, 2019

19. Income taxes

The Co-operative accounts for income taxes using the taxes payable method. As a result, the Co-operative's income tax expense varies from the amount that would otherwise result from the application of the statutory income tax rates as set out below:

	2019	2018
Savings before income taxes	\$ 27,611,278	\$ 32,393,190
Expected income tax expense at the combined tax rate of 26.6% (2018 - 27%) net of the general rate reduction	7,344,600	8,746,161
Increase (decrease) in income tax expense resulting from:		
Non-taxable income and non-deductible expense	192,159	177,348
Deferral of patronage income inclusion	1,482,948	(4,904,718)
Patronage allocation to members of \$16,739,333 (2018 - \$17,661,257)	(4,452,663)	(4,768,539)
Income or expenses claimed in different periods for income tax purposes:		
Capital cost allowance in excess of depreciation	(592,199)	(181,257)
Other items that impact income taxes:		
Patronage dividends available for carryforward	(1,301,036)	1,417,074
Prior year tax adjustment	<u>(82,973)</u>	<u>(180,865)</u>
Income tax expense	<u><u>\$ 2,590,837</u></u>	<u><u>\$ 305,204</u></u>

20. Subsequent event

Patronage allocation to members

Subsequent to November 30, 2019 the Board of Directors approved a patronage allocation to members in the amount of \$16,379,333 (2018 - \$17,661,257).

21. Commitments

(a) The Co-operative is committed to the completion of a fertilizer plant in Medicine Hat, Alberta. The estimated cost is \$5,833,570 of which \$27,815 has been setup as construction in progress. This amount will be financed with internally generated cash flows, FCL line of credit and an FCL loan.

(b) The Co-operative is committed to the completion of a cardlock in Claresholm, Alberta. The estimated cost is \$4,619,633 of which \$29,864 has been setup as construction in progress. This amount will be financed with internally generated cash flows, FCL line of credit and an FCL loan.

(c) The Co-operative is committed to the completion of a grocery store upgrade in Taber, Alberta. The estimated cost is \$5,000,000. This amount will be financed with internally generated cash flows, FCL line of credit and an FCL loan.



South Country Co-op Limited
Notes to the Financial Statements
For the Year Ended November 30, 2019

22. Operating leases

- (a) The Co-operative has entered into a lease agreement for a gas bar in Redcliff, Alberta. The lease expires on February 28, 2034. The rent is for a fixed monthly lease payment of \$4,200.
- (b) The Co-operative has entered into a lease agreement for the 13th Ave Liquor Store in Medicine Hat, Alberta. The lease expires on January 31, 2020. The rent is for a fixed monthly lease payment of \$5,833.
- (c) The Co-operative has entered into a lease agreement for the Redcliff Liquor Store in Redcliff, Alberta. The lease expires on September 30, 2023. The rent is for a fixed monthly lease payment of \$4,470.
- (d) The Co-operative has entered into a lease agreement for an agro operation in Broxburn, Alberta. The lease expires on November 30, 2020. The rent is for a fixed monthly lease payment of \$6,500.
- (e) The Co-operative has entered into a lease agreement for an agro operation in Broxburn, Alberta. The lease expires on November 30, 2024. The rent is for a fixed monthly lease payment of \$12,200.
- (f) The Co-operative has entered into a lease agreement for NH3 land in Medicine Hat, Alberta. The lease expires on August 31, 2020. The rent is for a fixed annual lease payment of \$8,000.
- (g) The Co-operative entered into a lease agreement for a fertilizer operation in Medicine Hat, Alberta. The rent is for a fixed monthly lease payment of \$2,335 and is leased on a month to month basis.
- (h) The Co-operative has entered into a lease agreement for the Brooks Liquor Store in Brooks, Alberta. The lease expires on November 30, 2024. The rent is for a fixed monthly lease payment of \$6,357.
- (i) The Co-operative has entered into a lease for Westgate land in Lethbridge, Alberta. The lease expires on January 31, 2034. The rent is for a fixed monthly lease payment of \$11,500.
- (j) The Co-operative has entered into a lease agreement for a Bulk Lube/DEF Storage in Duchess, Alberta. The lease expires on September 30, 2020. The rent is for a fixed monthly lease payment of \$3,000.
- (k) The Co-operative has entered into a lease agreement for the Brooks Gas Bar in Brooks, Alberta. The lease expires on October 31, 2029. The rent is for a fixed monthly lease payment of \$1,250.
- (l) The Co-operative has entered into a lease agreement for the Lethbridge South Liquor Store in Lethbridge, Alberta. The rent is for a fixed monthly lease payment of \$5,843. The lease was terminated as of February 29, 2020.

Future committed minimum lease payments for the next five years and subsequent are as follows:

2020	\$ 640,813
2021	434,084
2022	436,884
2023	439,684
2024	442,484
Subsequent	<u>2,163,000</u>
	<u>\$ 4,556,949</u>



