THE CITY OF WINNIPEG 2008 DETAILED FINANCIAL STATEMENTS

Companion to 2008 Annual Financial Report



Winnipeg

Manitoba Cataloguing in Publication Data.
Winnipeg (MB). Corporate Finance Dept.
Annual Report.
Annual Report year ends December 31,
Continues: Winnipeg (MB). Finance Dept. Annual Report.
ISSN: 1201-8147 = Annual Report-City of Winnipeg.
1. Winnipeg (MB) - Appropriations and expenditures-Periodicals
2. Finance, Public - Manitoba-Winnipeg-Periodicals
HJ9014.M36W56 352.1710912743

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REPORT FROM THE CHIEF FINANCIAL OFFICER
FINANCIAL STATEMENT DISCUSSION AND ANALYSIS

I am pleased to present the following Financial Statement Discussion and Analysis, which has been prepared by management. The following discussion and analysis of the financial performance of The City of Winnipeg ("City") should be read in conjunction with the audited consolidated financial statements ("Statements") and their accompanying notes and schedules. The Statements, as well as the accompanying materials, are prepared in accordance with Canadian generally accepted accounting principles for governments established by the Public Sector Accounting Board ("PSAB") of the Canadian Institute of Chartered Accountants.

The Statements provide information about the economic resources, obligations and accumulated surplus of the City. They include departments of the City, special operating agencies, utilities, and corporations that are controlled by the City, as well as the City's investment in government businesses. A brief description of the major funds, entities and investments included in the Statements follows below.

Funds, Entities, and Investment in Government Businesses

Funds

A fund is a grouping of accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The City, like other local governments, uses fund accounting to ensure and demonstrate compliance with finance-related requirements.

The General Revenue Fund reports on property tax-supported operations, which includes services provided by the City to citizens such as police, fire, ambulance, library and street maintenance. The General Capital Fund was created to account for tax-supported capital projects. The tax-supported capital program is made up of, but is not limited to, the reporting on the acquisition and/or construction of streets, bridges, parks and recreation facilities. The utility operations are comprised of the Transit System, Waterworks System, Sewage Disposal System and Solid Waste Disposal Funds, each accounting for its own operations and capital program.

There are four Special Operating Agency ("SOA") Funds established within the City's organization. Animal Services (2000), Winnipeg Golf Services (2002), Fleet Management (2003) and Winnipeg Parking Authority (2005) provide services as special units of the City.

SOAs have been given the authority to provide direct public services, internal services, or regulatory and enforcement programs. SOA status is granted when it is in the City's interest that they remain within the government but require greater freedom to operate in a more business-like manner. Each SOA is governed by its own operating charter and prepares an annual business plan for adoption by City Council.

City Council has approved the establishment of Reserve Funds, which can be categorized into three types. Capital Reserves were established to finance current and anticipated future capital projects thereby reducing or eliminating the need to issue debt. Special Purpose Reserves were established to provide designated revenue to fund the Reserves' authorized costs. Stabilization Reserves were created to assist in the funding of major unexpected expenses or deficits recorded in the General Revenue Fund.

Entities and Investment in Government Businesses

The civic corporations included in the Statements are the Winnipeg Public Library Board, The Convention Centre Corporation, Destination Winnipeg Inc., Winnipeg Enterprises Corporation, Winnipeg Arts Council Inc., and CentreVenture Development Corporation. These corporations are involved in various activities including economic development, recreation, tourism, entertainment and conventions. North Portage Development Corporation ("NPDC") and Winnipeg Housing Rehabilitation Corporation ("WHRC") are included in the Statements as an investment in government businesses.

Results of Operations

The Consolidated Statement of Operations and Accumulated Surplus reports the City's changes in economic resources and accumulated surplus for 2008, on a comparative basis. Since annual revenues exceeded expenses, the Statements indicate the City increased its accumulated surplus during the year.

During 2008, the City recorded consolidated revenues of $1.275 billion (2007 - $1.221 billion), which included government transfers and developer contributions-in-kind that related to the acquisition of tangible capital assets. Consolidated expenses totalled $1.065 billion (2007 - $1.034 billion). As a result, the City's accumulated surplus increased by $0.210 billion (2007 - $0.187 billion).

Consolidated Revenues
For the years ended December 31

(in thousands of dollars)	2008		2007		Variance
Taxation	$ 521,684	41%	$ 515,197	42%	$ 6,487
Sales of services and regulatory fees	416,692	33%	381,273	31%	35,419
Government transfers					
Operating	122,722	10%	117,195	10%	5,527
Capital	90,588	7%	71,368	6%	19,220
Investment, land sales and other revenues	82,976	6%	85,143	7%	(2,167)
Developer contributions-in-kind	40,304	3%	50,638	4%	(10,334)
	$1,274,966		$1,220,814		$ 54,152

Revenues improved in 2008 from 2007 by $54.2 million due to several factors. Sales of services and regulatory fees climbed by $35.4 million. Approximately $17.0 million of additional revenue was generated by sewer service rates that rose to $5.12 per 100 cubic feet from $4.46 per 100 cubic feet and an additional $6.0 million occurred because of increased water rates. Transit passenger revenue increased by almost $3.4 million due to revenue passengers that numbered over 42.6 million or a 3.5% increase from 2007. Also, effective January 1, 2008, regular cash transit fares increased by 25 cents to $2.25.

Government transfers related to the construction and acquisition of tangible capital assets increased by $19.2 million. The Province of Manitoba ("Province") contributed $23.9 million more in 2008, while there was a $4.7 million decline from the Government of Canada. The Provincial funds were used to partially finance significant projects like the Fort Garry Bridge rehabilitation - $10.0 million, and $12.4 million for regional street renewal and recreation and leisure infrastructure.

Government transfers related to operating activities increased by $5.5 million. This increase is primarily reported in the General Revenue Fund, which received increased funding of $4.0 million from the Province, including funding for 10 new police officers, Dutch Elm disease and mosquito control, and income tax sharing. The Transit System received additional funding based on the 50/50 funding formula between the Province and the City. The Transit System's costs increased from 2007, mainly because of salaries and benefits, and diesel fuel.

Developer contributions-in-kind revenue fell because of less infrastructure being completed during the year and turned over to the City by developers.

The major components of taxation revenues are property, business, electricity and natural gas taxes. Taxation revenues grew as the result of a 5% accommodation tax, which came into existence effective June 1, 2008. The accommodation tax is intended to generate revenue to support Destination Winnipeg Inc., The Convention Centre Corporation, and special events, including other organizations, projects, and events, that will encourage tourism to Winnipeg. During 2008, accommodation tax revenue raised by the City was $4.4 million, of which $2.6 million was transferred to the General Purpose Reserve. With the establishment of the Accommodation Tax Reserve in 2009, the funds will be subsequently transferred there and will be spent for the purposes already described.

Consolidated Expenses
For the years ended December 31

(in thousands of dollars)	2008		2007		Variance
Protection and community services	$ 349,966	33%	$ 336,743	33%	$ 13,223
Utility operations	258,788	24%	242,797	23%	15,991
Public works	250,534	23%	249,323	24%	1,211
Property and development	93,738	9%	90,001	9%	3,737
Finance and administration	65,490	6%	63,825	6%	1,665
Civic corporations	29,383	3%	25,000	2%	4,383
General government	17,283	2%	25,840	3%	(8,557)
	$1,065,182		$1,033,529		$ 31,653

Consolidated expenses grew by $31.7 million from the previous year, due partially to a $13.2 million increase in protection and community services expenses. This expense category includes the Police Service, Fire Paramedic Service, Community Service and Museum departments, which incurred an additional $14.2 million in salaries and employee benefits. Expenses for utility operations rose by $16.0 million, which can be attributed to the Transit System - $6.5 million and the Waterworks System - $6.6 million. As previously indicated, the Transit System's costs rose primarily because of higher wage rates and fuel prices. Meanwhile, the Waterworks System's expenses increased due to interest on climbing debt levels primarily as a result of the ongoing construction of the water treatment plant, as well as an increased number of staff positions and inflationary pressures on operating costs.

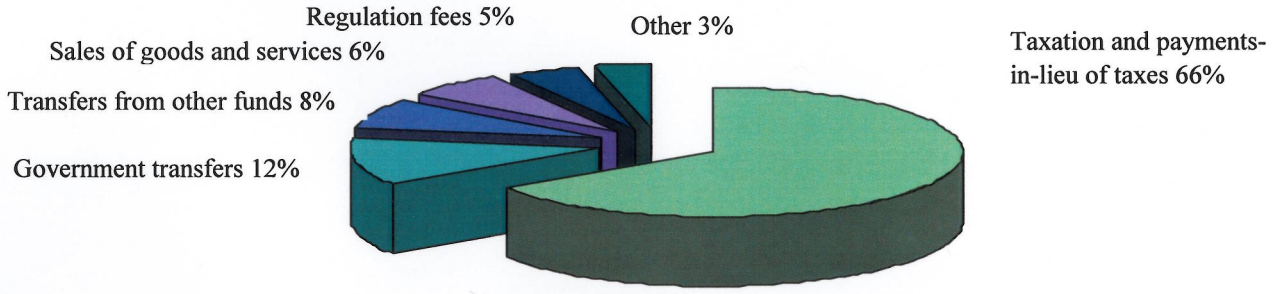
Amortization of tangible capital assets has risen by $7.5 million from the previous year. This can be explained by the capital projects undertaken in the General Capital Fund and the Sewage Disposal System. The General Capital Fund's 2008 amortization expenses increased by $4.6 million from 2007, while the Sewage Disposal System incurred an additional $1.2 million of amortization costs.

Consolidated Expenses By Object
For the years ended December 31

(in thousands of dollars)	2008		2007		Variance
Salaries and benefits	$ 565,071	53%	$ 539,405	52%	$ 25,666
Goods and services	295,940	28%	291,032	28%	4,908
Amortization	141,099	13%	133,635	13%	7,464
Interest	50,952	5%	46,950	5%	4,002
Other expenses	12,120	1%	22,507	2%	(10,387)
	$1,065,182		$1,033,529		$ 31,653

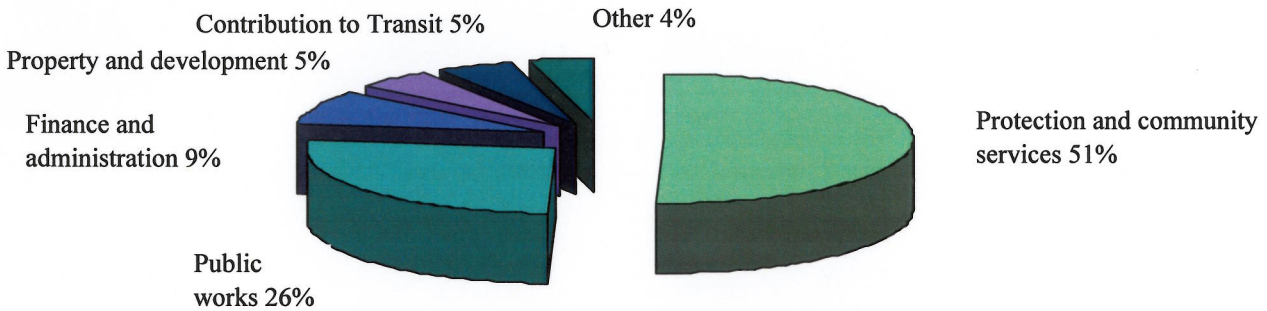
General Revenue Fund

As mentioned previously, the Statements incorporate the revenues and services reported in the General Revenue Fund. The 2008 budget for property tax-supported operations was adopted by City Council on March 26, 2008. During the budget process, the City faced several challenges to produce a balanced budget, including maintaining core service levels, infrastructure maintenance and renewal, and general price increases, while maintaining its commitment to a competitive tax environment. The result was the eleventh consecutive approved budget without an increase to property tax rates. The focus of the budget is on public safety, infrastructure, clean and green programs, and efficiencies in operations.



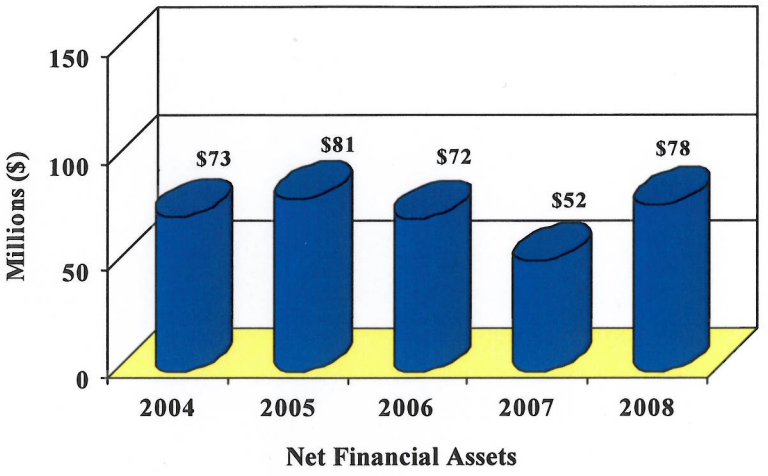
General Revenue Fund 2008 Actual Revenues

During 2008, the General Revenue Fund incurred revenues and expenses of $780.6 million (2007 - $756.3 million). Several unexpected positive events occurred that impacted the financial results of property tax-supported operations at the City, such as increased revenues from investments, regulation fees and government transfers. At the end of the year, the General Revenue Fund reported a net surplus of $12.8 million, which was transferred to the Mill Rate Stabilization Reserve. The purpose of the Mill Rate Stabilization Reserve is to fund potential deficits recorded in the General Revenue Fund; the last such deficit occurred in 1996.



General Revenue Fund 2008 Actual Expenses

Financial Position

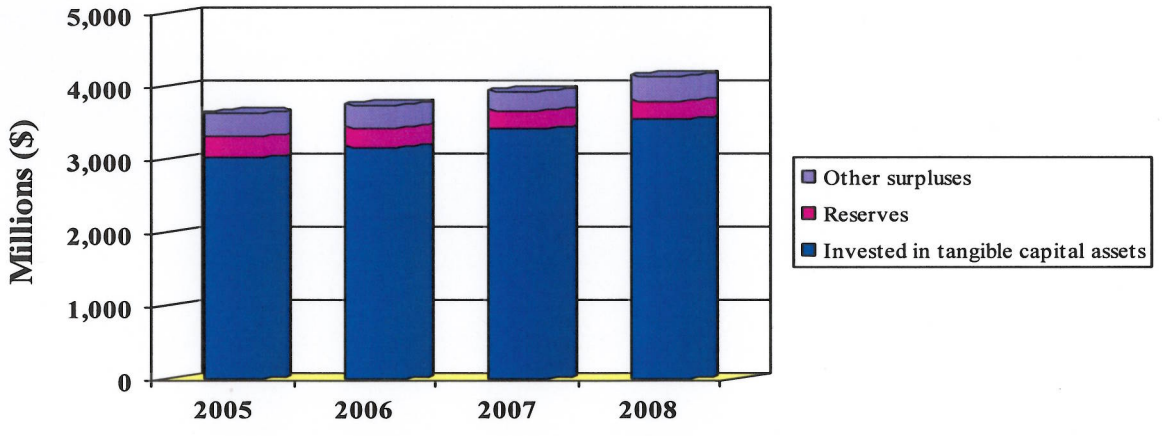


Net Financial Assets

The Consolidated Statement of Financial Position reports the City's financial and non-financial resources, obligations and accumulated surplus as at December 31, 2008, on a comparative basis. This statement is used to evaluate the City's ability to finance its activities and to meet its liabilities and commitments. The City's net financial assets is an important indicator on the Consolidated Statement of Financial Position.

Net financial assets is the difference between financial assets and liabilities, which provides an indication of the affordability of additional spending. As at December 31, 2008, the City was in a net financial asset position of $77.9 million (2007 - $52.4 million). The change in net financial assets during the year resulted primarily from the excess of revenues over expenses of $209.8 million and amortization of tangible capital assets of $141.1 million, offset by the purchase of tangible capital assets, totalling $330.3 million.

Another important indicator on the Consolidated Statement of Financial Position is the accumulated surplus position. The accumulated surplus represents the net assets of the City, and the yearly change in the accumulated surplus is equal to the annual excess of revenues over expenses for the year (results of operations). In 2008, the accumulated surplus increased primarily as a result of surpluses realized in the Utility operations and investments made in tangible capital assets.



Accumulated Surplus

The following is a discussion on some of the items that are included on the Consolidated Statement of Financial Position.

Accounts Receivable

As at December 31, 2008, property, payments-in-lieu of taxes and business tax receivables, net of the estimated uncollectible amounts, represented 17% (2007 - 20%) of total receivables. Taxation revenue is 41% (2007 - 42%) of total consolidated revenues. Taxes receivable dropped as a result of increased collection, partly due to increased participation in the Tax Installment Payment Plan ("TIPP").

Accounts Receivable
As at December 31

(in thousands of dollars)	2008	2007	2006	2005	2004
Taxes receivable	$ 29,893	$ 38,038	$ 41,350	$ 37,698	$ 40,436
Allowance for tax arrears	(3,657)	(6,228)	(6,326)	(6,364)	(6,394)
	$ 26,236	$ 31,810	$ 35,024	$ 31,334	$ 34,042

The City of Winnipeg Charter provides the Public Service with the authority to collect taxes due on real property in the city.

Investments

In 2002, Manitoba Hydro acquired Winnipeg Hydro from the City. The resulting long-term receivable from the sale includes payments of $20 million per annum for 2007 to 2010 and $16 million annually thereafter in perpetuity. The investment is determined based on the discounted sum of future cash flows that have been guaranteed by the Province.

As at December 31

(in thousands of dollars)	2008	2007
Marketable securities		
Government of Canada	$ 11,963	$ 10,883
Provincial	20,343	7,317
Municipal	27,358	1,850
	59,664	20,050
Manitoba Hydro long-term receivable	232,679	238,376
Other	3,251	2,288
	$ 295,594	$ 260,714
Market value of marketable securities	$ 61,143	$ 21,545

Marketable securities are generally long-term in nature. These securities are being held to finance future anticipated costs such as perpetual maintenance at the three cemeteries maintained by the City. City Council has approved an Investment Policy to provide the Public Service with a framework for managing its investment program. An updated policy was approved by City Council on November 19, 2008. The update now provides for a medium-term portfolio strategy; a performance measurement section, including benchmarks and objectives; an enhanced reporting framework; and additional categories of investments that can be made. Safety of principal remains the overriding consideration for investment decisions. Consideration is also given to risk/return, liquidity and the duration and convexity of the portfolio.

Debt

As at December 31 (in thousands of dollars)	2008	2007
Net debt		
Sinking fund debentures	$ 588,500	$ 488,500
Equity in The Sinking Fund	(276,158)	(248,686)
	312,342	239,814
Serial and installment debt	84,833	98,539
Province of Manitoba and bank loans	47,873	38,113
Capital lease obligations	31,886	20,996
	$ 476,934	$ 397,462

The City of Winnipeg has several types of debt obligations. The largest component of debt is sinking fund debentures. Under The City of Winnipeg Charter, the City is required to make annual payments towards the retirement of sinking fund debt. These annual payments are invested primarily in government and government-guaranteed bonds and debentures, which include City of Winnipeg debentures. By investing in bonds and debentures of investees that are considered to be high quality, the City reduces its credit risk. Credit risk arises from the potential for an investee to fail or to default on its contractual obligations.

In 2008, the City issued a $100.0 million debenture with an interest rate of 5.2% for the new water treatment plant, which matures on July 17, 2036. Except for the $160.0 million in debt issued in 2006 and 2008 for the Waterworks System, which will mature in 2036, the remaining outstanding sinking fund debt will mature by 2017, including $135.5 million which will mature in 2009. The debt that matures in 2009 carries interest rates of 5.35% on $50.0 million and 10.0% on $85.5 million. Repayment of debt will be made in full from the sinking fund, except for the $50.0 million debenture, which will have a sinking fund shortfall of $31.0 million. It is anticipated the debenture will be refinanced in 2009.

Debt Retired Over The Next Five Years

As at December 31 (in thousands of dollars)	2009	2010	2011	2012	2013	Thereafter
Sinking fund debentures	$ 135,500	$ -	$ -	$ -	$ 90,000	$ 363,000
Other debt	32,752	21,622	22,223	24,395	22,405	41,195
	$ 168,252	$ 21,622	$ 22,223	$ 24,395	$ 112,405	$ 404,195

The City has also incurred serial and installment debt having varying maturities up to 2014, and carrying a weighted average interest rate of 4.6% (2007 - 4.6%). Annual interest and principal payments are made on the debt to the investors. Of the serial and installment debt that matured in 2007, there was a maturity shortfall of $17.5 million. It is anticipated this will also be refinanced in 2009. In addition, the City has guaranteed the payment of principal and interest on capital loans totalling $5.1 million (2007 - $5.6 million) for several third parties. The City does not anticipate incurring future payments relating to these guarantees.

The City has funds held in escrow of $16.0 million with respect to the cash contribution for the Canadian Museum for Human Rights ("CMHR"). These funds are governed by an escrow agreement that provides the terms under which the funds will be released. Of the funds held in escrow, $11.1 million was financed by the Province of Manitoba in the form of an interest free-loan. The loan will be repaid based on future payments-in-lieu of taxes received by the City on the museum facility.

Further, the City has agreed to sell, transfer and convey to the Government of Canada, for the price of one dollar, land located at the Forks, which will form part of the site on which the CMHR would be constructed. The Government of Canada will hold the land so long as the land is used for the purpose of creation, operation and maintenance of the CMHR. The City will also return development and permit fees up to an estimated value of $1.3 million.

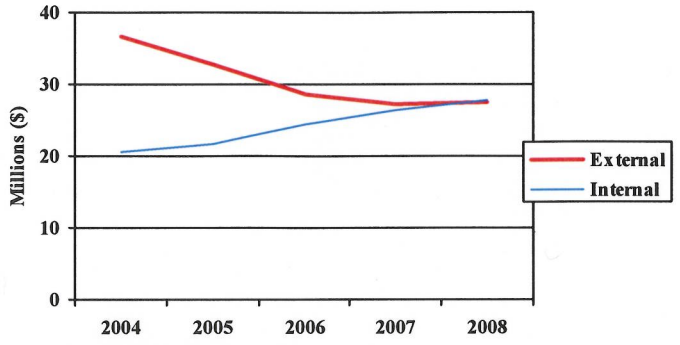
In 2008, Standard & Poor's ("S&P") advised the City that its credit rating would be maintained at AA/Stable/-. The rationale for the rating was attributed to "strong recent financial results, moderate and declining debt levels, robust and stable cash and investment holdings, and a lengthy record of solid economic performance." However, S&P noted these strengths are offset to some degree by "substantial infrastructure deficiencies that the City will need to address, and the increase in debt levels resulting from Winnipeg's capital plan, particularly for the utility's capital plan."

Comparative Analysis

Hamilton, Ontario	AA/Positive/-
Ottawa, Ontario	AA+/Stable/-
Regina, Saskatchewan	AA+/Stable/-
Vancouver, British Columbia	AA+/Stable
Windsor, Ontario	AA/Stable/-
Auckland, New Zealand	AA/Stable/A-1+
Christchurch, New Zealand	AA+/Stable/-
Geneva, Switzerland	AA-/Stable/-

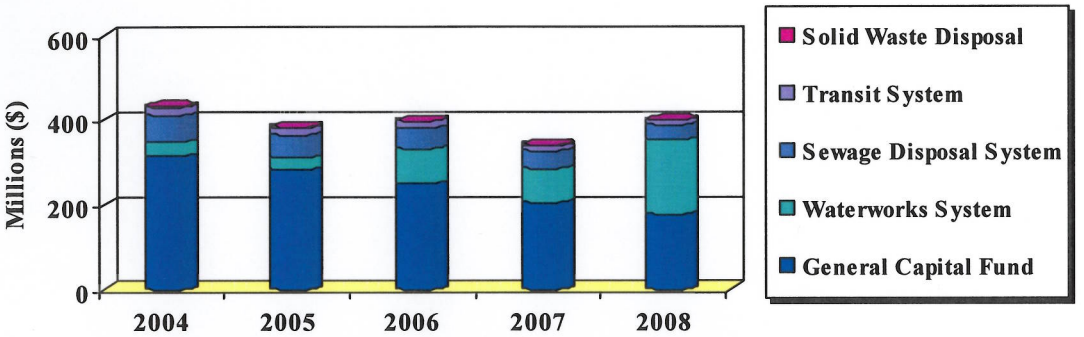
Source: S&P RatingsDirect Publication Date Nov. 14, 2008

Moody's Investors Service also announced it would be maintaining the City's credit rating at Aa1. These debt ratings contribute to the City's ability to access capital markets and to obtain competitive and comparable borrowing terms to other cities.



General Capital Fund Interest Expense

Beginning in 1998, the City discontinued issuing new tax-supported debt in the General Capital Fund. Under its capital plan, all tax-supported projects are financed internally except for Public Private Partnership projects ("P3") and local improvements. As a result, the level of tax-supported debt decreased by $300.0 million since 1999.



Net Sinking Fund Debentures, Serial and Installment Debt

In addition, the 2005 to 2009 utilities capital budget and the 2010 to 2014 capital forecast includes an additional $553.4 million of future debt to fund projects mandated by the Province of Manitoba through the Clean Environment Commission ("CEC"). During 2003, the CEC at the request of the Minister of Conservation, conducted public hearings to review and receive comments on the City's wastewater collection and treatment improvement program. At the conclusion of this process, the CEC recommended that the City implement these improvements, which is estimated to cost $1.2 billion, over a 25-year period. Other major funding sources for these improvements will be provided by the Environmental Projects Reserve, (which had a balance of $27.2 million at December 31, 2008), the Canada Strategic Infrastructure Fund ("CSIF"), and retained earnings.

Tangible Capital Assets

The challenge in creating a capital budget is balancing infrastructure needs, protecting the environment, and ensuring fiscal responsibility. The 2008 capital budget and the 2009 to 2013 five-year forecast was adopted by City Council on December 18, 2007. The capital investment plan detailed $2.1 billion in spending over the next six years with $421.1 million in 2008. Areas of major capital investment included in the six-year plan are $887.8 million for the sewage disposal projects; $534.6 million for roads and bridges; $112.0 million for the water system; $149.9 million for the transit system; $79.1 million for land drainage and flood control; and $78.3 million for public safety and infrastructure.

The capital investment plan incorporated P3 opportunities by way of $34.0 million for the Disraeli Bridge and Overpass facility, $60.0 million for the Chief Peguis Trail extension, and $32.9 million for Police Service's four-district model building replacement program. Also included in the capital investment plan is $50.9 million of funding from the senior levels of government through the CSIF, which was applied towards the Nutrient Removal/Expansion South End Water Pollution Control Centre - $39.0 million and the recreation and leisure facilities - $11.9 million. It is anticipated that $70.0 million will be provided under the Manitoba/Winnipeg Infrastructure Program, $225.7 million under the Federal Gas Tax Agreement, and $154.0 million from unallocated Provincial funding.

During 2008, the City spent $330.3 million on capital projects (2007 - $352.1 million), which included $150.8 million for tax-supported projects. Spending on tax-supported projects was primarily on roads and bridges, water and waste infrastructure, buildings and information technology.

Tangible capital assets are recorded at cost, which includes all amounts that are directly attributable to the acquisition, construction, development or betterment of the asset. The cost, less estimated residual value, of the tangible capital assets is amortized on a straight-line basis over the assets' estimated useful lives, ranging from 5 to 100 years.

During the year, there were no write-downs of tangible capital assets. Roads and underground networks contributed to the City totalled $40.3 million (2007 - $50.6 million), and were capitalized at their fair value at the time of receipt, along with $1.9 million (2007 - $1.8 million) of interest.

In 2006, the City early-adopted PSAB section PS 3150 - Tangible Capital Assets. This was an important step in the City's plan to develop its systems of managing capital assets. The City will be improving these systems in the future through enhanced reporting, including capturing information on asset condition. Information will include a physical condition rating assessment, and remaining average life expectancy of tangible capital assets. As well, the City has implemented processes that will result in better matching of approved capital budgets to the actual cash flows. Existing capital projects are reviewed annually to determine whether any surplus capital funds are available for other capital project purposes, or will impact future capital program budgets.

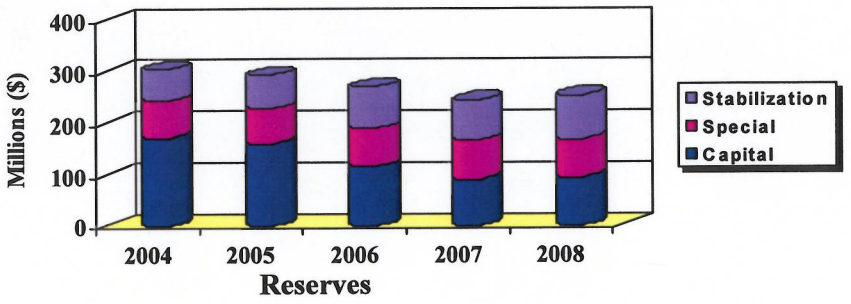
Tangible Capital Assets As at December 31 (in thousands of dollars)	2008	2007
General		
Land	$ 169,529	$ 173,030
Buildings	256,559	238,745
Vehicles	144,500	127,124
Computer	39,157	42,464
Other	63,830	40,170
Infrastructure		
Plants and facilities	312,481	250,928
Roads	794,274	767,508
Underground and other networks	1,660,563	1,657,343
Bridges and other structures	308,620	307,211
	3,749,513	3,604,523
Assets under construction	308,806	272,667
	$4,058,319	$3,877,190

Tangible Capital Assets by Fund As at December 31 (in thousands of dollars)	2008		2007	
General Capital Fund	$2,312,744	57%	$2,261,115	58%
Waterworks System Fund	788,176	19%	715,307	18%
Sewage Disposal System Fund	754,722	19%	725,530	19%
Transit System Fund	107,273	3%	97,920	3%
Other Funds	95,404	2%	77,318	2%
	$4,058,319		$3,877,190	

Reserves

Reserve balances have increased overall by $9.0 million (decreased 2007 - $26.8 million) from the prior year. The City's Capital Reserve balances have improved by $4.3 million, the Special Purpose Reserves declined by $1.3 million, while the Stabilization Reserves rose by $6.0 million.

The Stabilization Reserves' accumulated surpluses have exceeded their combined targeted level of 10% of the General Revenue Fund's adopted budget expenses. Individually, the Fiscal Stabilization Reserve is at 91% of the target level and the Mill Rate Stabilization Reserve has surpassed the 5% target.



Financial Indicators

An analysis of the Consolidated Statement of Financial Position and the Consolidated Statement of Operations and Accumulated Surplus provides an overview of the City's financial condition. The financial condition of the City is assessed by its ability to meet its existing financial obligations to creditors, employees and others in a timely manner, while continuing to meet its service obligations to the public. Financial condition is measured by a City's sustainability, flexibility and vulnerability.

Government-specific indicators As at December 31	2008	2007	2006	2005
Sustainability indicators				
Assets-to-liabilities	**5.88**	5.89	5.61	5.98
Financial assets-to-liabilities	**1.09**	1.06	1.09	1.11
Flexibility indicators				
Public debt charges-to-revenues	**0.04**	0.04	0.04	0.05
Own-source revenues-to-taxable assessment	**0.03**	0.03	0.03	0.04
Vulnerability indicators				
Operating government transfers-to-operating revenues	**0.11**	0.11	0.10	0.10
Total government transfers-to-total revenues	**0.17**	0.15	0.14	0.12

Sustainability is the degree to which the City can maintain its existing service and financial commitments without increasing the relative debt or tax burden on the economy. Sustainability indicators include the City's assets-to-liabilities ratio, which has exceeded one in the current year and over the past four years. This positive ratio indicates the City has not been financing its operations by issuing debt. The financial assets-to-liabilities ratio has also exceeded one, indicating that financial resources are on hand that can finance future operations.

Flexibility is the degree to which the City can change its debt or tax burden on the economy to meet its existing financial and service commitments. The City's public debt charges (interest expense)-to revenues has remained constant over the past several years at 0.04 to 0.05. This trend indicates the City has not chosen borrowing over other sources of revenues or transfers from senior levels of government to meet its financial and service commitments. Another flexibility indicator is the ratio of own-source revenues-to-taxable assessment. This ratio has remained constant over the last few years, indicating the City has not reduced its flexibility to access own-source revenues in the future.

Vulnerability is the degree to which the City is dependent on sources of funding outside its control or influence, or is exposed to risks that could impair its ability to meet financial and service commitments. The government transfers-to-total revenues ratio indicates the proportion of revenues that the City receives from the senior levels of government. Over the past several years this ratio has risen mainly because of funding for tangible capital assets. If the ratio is recalculated to exclude funding related to tangible capital assets, the ratio has remained relatively constant. This indicates the City has not increased its dependence on other levels of government for operating revenue.

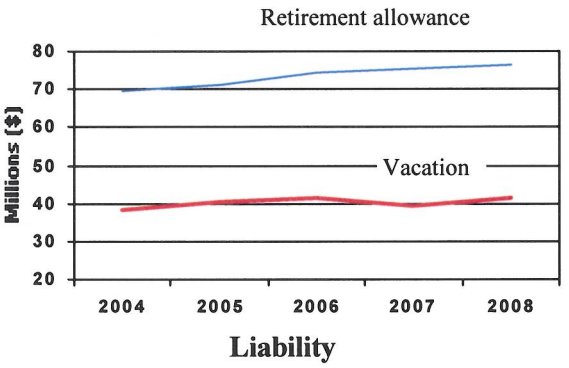
Accounting Policies

The significant accounting policies used in preparing the City's consolidated financial statements are summarized in Note 2 to the Statements. The accounting policies section of the Statements sets out management's decisions concerning estimates that may significantly impact the City's financial results. The precision of these estimates and the likelihood of future changes depend on a number of underlying variables and a range of possible outcomes. The following is a discussion of these critical accounting estimates.

Employee Benefits

The City provides pension, sick leave and severance pay benefit plans for qualified employees. The cost of these employee benefits is actuarially determined each year. These calculations use management's best estimate of a number of assumptions. The critical assumptions made by management are the long-term rate of investment return on plan assets, certain employee-related factors such as turnover, sick leave utilization, retirement age and mortality, inflation, salary escalation and the discount rate used to value liabilities. Management applies judgment in the selection of these assumptions based on past experience and on forecasts of future economic and investment conditions. As these assumptions relate to factors that are long-term in nature, they are subject to a degree of uncertainty. Differences between actual experience and the assumptions, as well as revisions to the assumptions resulting from changes in future expectations, may lead to adjustments to the City's pension, sick leave and severance pay benefits expense in future years.

The City contributes to a number of pension plans. The two major plans are The Winnipeg Civic Employees' Pension Plan and the Winnipeg Police Pension Plan. Both plans have funded surpluses that allow the City to take advantage of decreased contributions to the plans. The Winnipeg Civic Employees' Pension Plan is similar to a defined contribution pension plan because it is a multi-unit pension plan governed by an independent board of trustees and a trust agreement that limits the City's contribution rate. This structure eliminates the City's exposure to future unfunded liabilities.



Liability

The Manitoba Pension Benefits Act requires that an actuarial report be prepared at least every three years, and that this report contain the results of actuarial valuations carried out on both a going-concern basis and a solvency basis. Therefore an actuarial report based on an actuarial valuation as at December 31, 2008 must be filed with the Manitoba Pension Commission by September 2009.

The Winnipeg Police Pension Plan is a defined benefit plan with the City being responsible for unfunded liabilities. As at December 31, 2008, the market value of the pension fund assets was $760.1 million, which is $95.1 million less than the accrued pension obligation. The actuarially determined value of the pension fund assets exceeded the accrued pension obligation and the City's contribution to the plan each year is approximately equal to its pension expense.

A solvency valuation is an actuarial valuation that shows the hypothetical position of a pension plan as if it were terminated on the valuation date and all benefit obligations of the plan were settled on that date. The projected solvency position of the Police Pension Plan as at December 31, 2008 assumes a 2008 rate of investment return of approximately -15%. Any differences between the Plan's actual investment income (on a market value basis) and expected investment income (based on the assumed rate of return) are averaged over a five-year period. Based on these projections and the ability to defer recognition of four-fifths of the 2008 investment loss (as permitted under clause 1.1(a) of the Pension Benefits Regulation), it is anticipated the Plan will not have a solvency deficiency as at December 31, 2008. As such, no special payments are expected to be required to be made by the City to fund deficiencies in 2009.

Tangible Capital Assets

The City's management makes estimates about the expected useful lives, projected residual values and the potential for impairment of its tangible capital assets. In estimating the lives and expected residual values of assets, reliance is placed mainly on experience with the asset. Revisions to the estimates of the asset can be caused by maintenance and renewal expenditures that may result in a change in service levels, and can affect the life expectancy of the asset. Management evaluates these estimates and potential impairment on all tangible capital assets annually, and when events and circumstances indicate that the assets may be impaired. The effects of maintenance and renewal costs on estimated useful lives is not reported until the reduction in future economic benefits is expected to be permanent.

Business Risks

Environmental Matters

The City is subject to environmental laws, including the regulation of water consumption and treatment by the CEC, that will result in significant future capital acquisitions. As well, The City of Winnipeg operates one landfill, the Brady Landfill Site, and is required to monitor and maintain several former landfill sites. The City is responsible for future landfill closure and post closure care requirements defined in accordance with the Environmental Act. In determining the City's environmental liability, management has estimated the total cost to cover and landscape the landfill along with site maintenance, available site capacity, and remaining life. The liability is measured on a discounted basis using the long-term cost of borrowing at year-end.

Labour Negotiations

For the year ended December 31, 2008, 53% (2007 - 52%) of the City's expenses related to salaries and employee benefits. The City employed approximately 8,400 staff, the majority being represented by eight unions and associations. The City has labour agreements in place with its unions and associations as follows:

Union/Association	Number of Staff	Agreement Expiry Date
ATU	1,142	January 15, 2011
CUPE	3,545	December 31, 2010
PPAW	206	February 13, 2010
UFFW	931	December 26, 2009
WAPSO	589	October 11, 2011
WFPSOA	38	February 22, 2010
WPA	1,663	December 23, 2008
WPSOA	23	December 19, 2008

ATU - Amalgamated Transit Union Local 1505; CUPE - Canadian Union of Public Employees Local 500; PPAW - Professional Paramedics Association of Winnipeg; UFFW - United Fire Fighters of Winnipeg Local 867; WAPSO - Winnipeg Association of Public Service Officers; WFPSOA - Winnipeg Fire Paramedic Senior Officers' Association; WPA - Winnipeg Police Association; and WPSOA - Winnipeg Police Senior Officers' Association

The collective agreements provide a process to revise wage and employee benefit levels through negotiations. In addition, collective bargaining disputes with certain of the bargaining units are resolved through compulsory arbitration at the request of either or both parties.

Organizational Changes

On April 25, 2007, City Council approved amendments to the City Organization By-law to support the implementation of the shared services model and administrative restructuring. Under the shared services model, the Corporate Services and Corporate Information Technology departments were consolidated into one department effective January 1, 2008.

On November 21, 2007, City Council approved the merger of the Property Assessment department and the Taxation and Revenue Branch of the Corporate Finance department into a single department named the Assessment and Taxation department, effective January 1, 2008. The citizens of Winnipeg received the benefits of the merger through a single service window for all matters related to assessment and taxation.

On January 23, 2008, City Council approved the consolidation of various by-law enforcement activities from Public Works, Water and Waste, Fire Paramedic Service, the Police Service, and Planning, Property and Development departments into a new unit - 'Community By-law Enforcement Services Unit' ("Unit") that will reside in the Community Services department. The Unit is being implemented in two phases. In its first phase, the Unit became operational on November 1, 2008, and enforced the new Neighbourhood Livability By-law, in addition to thirteen other existing by-laws. The ten-month implementation phase was required to harmonize the staff, review human resource issues, develop work flow methods, new forms and policy on enforcement methods, train staff, and will implement technology/communications systems. On March 31, 2009, phase two began to be implemented and will involve the integration of resources, development of by-law support programs, cross training of staff, and development of performance reporting measurements. The organizational change emphasizes the importance of making better customer service a feature of enforcement.

On September 24, 2008, City Council approved changes to the Winnipeg Public Service's organizational structure. The structure streamlines senior management decision-making and promotes integration of activity between business units. The model rationalizes administrative systems and allows the Chief Administrative Officer to focus on strategy and the long-term requirements of the City. The model also starts the movement to a flexible and agile management structure that allows the Public Service to be more responsive to City Council's needs but proactive in anticipating the future requirements of the community.

Under the new organizational model, the City Clerk's and Audit departments would report administratively to the Chief Administrative Officer. Both the EPC Secretariat and CAO Secretariat departments are eliminated under the model and the positions and associated staff re-assigned to other areas within the organization.

Controls and Procedures and Recent Accounting Pronouncements

Over the past year, a number of audit reports were presented by the City Auditor to City Council. Workforce planning, for example, is a critical element within an integrated human resources strategy, to ensure the workforce meets the challenges of today while preparing for the challenges of tomorrow. The Workforce Planning Audit evaluated the City's workforce planning program and its ability to maintain and improve the quality of services delivered to citizens. Audits were also completed on Information Security Awareness and Grants Administration. The Public Service considers all internal control recommendations seriously, and balances the cost of implementation against available resources and the extent of controls required to mitigate potential areas of concern. The City has a satisfactory level of controls required to ensure the accuracy of its financial statements.

During January 2008, PSAB issued an exposure draft concerning tax revenue, Section 3510. The exposure draft provides principles for the recognition, measurement and disclosure of tax revenue in government financial statements for fiscal years beginning on or after January 1, 2012. Currently the potential impact on the City's Statements is being reviewed. In November 2008, PSAB also issued a Statement of Recommended Practice on Assessment of Tangible Capital Assets. The City is planning to develop information systems that will allow City-wide reporting on the physical condition of the City's tangible capital assets. This will provide the City with additional information to aid its capital maintenance and planning processes.

PSAB recently released a re-exposure draft on government transfers. If adopted, the re-exposure draft will require capital transfers or transfers of tangible capital assets to be recognized as deferred capital contributions. Deferred capital contributions will be recognized as revenue over the same time period the related tangible capital asset is amortized, rather than immediately. Deferred capital contributions will be reported on the Statement of Financial Position separate from and below non-financial assets. The proposed standard, if approved, will apply to new transfers recognized on or after April 1, 2011.

The current accounting policy results in government transfers and developer contributions-in-kind related to capital acquisitions, to be recognized as revenue in the Statements in the period in which the tangible capital assets are acquired.

Looking Forward

Section 284(2) of The City of Winnipeg Charter requires City Council to adopt the capital budget for that year, and a capital forecast for the next five fiscal years, before December 31 of each fiscal year. On December 16, 2008, City Council adopted the 2009 annual capital budget and the 2010 to 2014 five-year forecast. The capital budget focuses on investment in public transit, streets and bridges, sewer systems, public safety, and community infrastructure and amenities. The six-year plan authorizes $2.1 billion in City capital projects, with over $430.1 million earmarked for streets projects over the multi-year plan, with $96.7 million in 2009 alone.

As part of the City's ongoing approach to exploring new ways to deliver public infrastructure and related services, which could provide greater value for money to its citizens, a study of different approaches to delivering certain infrastructure projects for a range of City of Winnipeg services was carried out this past year.

Some of the City's largest upcoming projects can be found within the Water and Waste department's capital budget. The six-year capital plan includes $4.3 million in funding related to the business plan for a Municipal Corporate Utility and strategic partner development. Exploration of the concept of a City-owned Municipal Corporate Utility was approved by City Council on November 19, 2008. The Winnipeg Public Service was directed to conduct a due diligence process and identify legislative authorities required to establish and operate the Municipal Corporate Utility and report back to City Council.

On February 26, 2008, the Federal Budget included up to $500 million in the 2007 - 2008 fiscal year for public transit infrastructure. It is expected that this will amount to $17.5 million for the City. The Province will match the contribution of $17.5 million and will fund 50 percent of the net operating costs of the rapid transit system through its existing 50/50 transit funding agreement. Stage 1 of the Southwest Rapid Transit Corridor, at a cost of $138.0 million, is included in the capital plan, which will require borrowing of $89.8 million.

Section 284(1) of The City of Winnipeg Charter requires City Council to approve the tax-supported budget before March 31 of each fiscal year. On March 24, 2009, City Council approved the 2009 operating budget, which provides for the 12th consecutive year of property tax freezes or reductions. The budget plan also includes the implementation of a new small business tax credit program worth $2.5 million, to ensure that the smallest businesses in Winnipeg receive support and encouragement in 2009, during the economic downturn. The budget plan's priorities are investment in public safety, infrastructure and transit.

The Public Service will continue to closely monitor it's approved capital projects with a view of ensuring financial resources are being utilized for priorities. An annual review (to be conducted quarterly beginning in 2009) of open capital projects has identified unutilized resources that can be redirected to other priorities.

General Revenue Fund - Budget
For the years ended December 31

(in thousands of dollars)	2009	2008	2007	2006	2005
Revenues					
Property tax	$ 428,692	$ 424,422	$ 419,035	$ 404,828	$ 399,507
Government transfers	101,663	90,237	81,172	87,991	77,617
Sale of goods and services	73,772	66,810	63,312	65,720	69,900
Business tax	57,584	57,584	57,584	62,240	62,273
Other taxation	46,107	25,253	22,943	22,158	22,423
Regulation fees	37,272	30,349	26,948	23,573	31,678
Transfer from other funds	32,940	62,361	59,918	45,557	31,450
Interest	9,328	9,326	9,310	7,796	11,344
Other	1,372	1,280	1,020	1,096	807
	788,730	767,622	741,242	720,959	706,999
Expenses					
Police service	178,997	169,936	160,223	153,312	146,695
Public works	166,132	165,502	161,890	153,567	149,798
Fire paramedic service	129,452	123,613	113,899	108,753	103,785
Community services	98,869	97,150	97,228	88,588	85,814
Corporate	60,367	60,492	61,435	71,203	66,229
Planning, property and development	39,104	37,120	37,186	35,146	38,730
Corporate support services	30,541	27,053	26,049	-	-
Water and waste	30,093	29,373	30,674	32,140	33,433
Assessment and taxation	17,987	19,229	14,139	-	-
City clerks	12,475	12,133	11,847	11,256	11,356
Street lighting	10,520	10,533	10,492	10,128	9,522
Corporate finance	7,288	6,642	6,831	9,832	12,883
Other departments	6,905	8,846	9,349	9,432	9,396
Corporate information technology	-	-	-	16,918	16,519
Property assessment	-	-	-	11,413	12,418
Corporate services	-	-	-	9,271	10,421
	788,730	767,622	741,242	720,959	706,999
	$ -	$ -	$ -	$ -	$ -

The 2009 to 2007 figures include department restructuring and reallocation of financing charges. The 2006 and 2005 expense figures have not been restated.

Request for Information

The Financial Statement Discussion and Analysis and the Statements are designed to provide citizens, taxpayers, investors, and creditors with a general overview of the City's finances, and to show accountability for the funding it receives. Both the Annual Financial Report and the Detailed Financial Statements Document are available on-line at www.winnipeg.ca. Questions concerning the information provided in these reports should be addressed to the Corporate Controller's Office, Corporate Finance Department, 4-510 Main Street, Winnipeg, Manitoba, R3B 1B9.



Michael Ruta, FCA
Deputy Chief Administrative Officer/Chief Financial Officer





CONSOLIDATED FINANCIAL STATEMENTS

RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying Consolidated Financial Statements and all other information contained in this Annual Report are the responsibility of the management of The City of Winnipeg. The preparation of periodic financial statements involves the use of estimates and approximations because the precise determination of financial information frequently depends on future events. These Consolidated Financial Statements have been prepared by management within reasonable limits of materiality and within the framework of Canadian generally accepted accounting principles for governments established by the Public Sector Accounting Board of the Canadian Institute of Chartered Accountants.

In carrying out its responsibilities, management maintains appropriate systems of internal and administrative controls designed to provide reasonable assurance that transactions are executed in accordance with proper authorization, that assets are properly accounted for and safeguarded, and that financial information produced is relevant and reliable.

Prior to their submission to Council, the Consolidated Financial Statements are reviewed and approved by the Audit Committee - the Mayor, the Deputy Mayor, and the chairpersons of Council's Standing Committees. In addition, the Audit Committee meets periodically with management and with both the City's internal and external auditors to approve the scope and timing of their respective audits, to review their findings and to satisfy itself that their responsibilities have been properly discharged. The Committee is readily accessible to external and internal auditors.

Ernst & Young LLP, Chartered Accountants, as the City's appointed external auditors, have audited the Consolidated Financial Statements. The Auditors' Report is addressed to the Mayor and members of Council and appears on the following page. Their opinion is based upon an examination conducted in accordance with Canadian generally accepted auditing standards, performing such tests and other procedures as they consider necessary to obtain reasonable assurance that the Consolidated Financial Statements are free of material misstatement and present fairly the financial position and results of operations of the City in accordance with Canadian generally accepted accounting principles.



Michael Ruta, FCA
Deputy Chief Administrative Officer/Chief Financial Officer

AUDITORS' REPORT

To the Mayor and Members of City Council of
The City of Winnipeg

We have audited the consolidated statement of financial position of **The City of Winnipeg** as at December 31, 2008 and the consolidated statements of operations and accumulated surplus, change in net financial assets and cash flows for the year then ended. These financial statements are the responsibility of the City's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of **The City of Winnipeg** as at December 31, 2008 and the results of its operations and its cash flows for the year then ended in accordance with Canadian generally accepted accounting principles.

Ernst & Young LLP

Winnipeg, Canada,
April 3, 2009.

Chartered Accountants

THE CITY OF WINNIPEG
CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)

	2008	2007
FINANCIAL ASSETS		
Cash and cash equivalents (Note 3)	**$ 424,593**	$ 404,742
Accounts receivable (Note 4)	**157,985**	160,796
Land held for resale	**12,351**	10,627
Investments (Note 5)	**295,594**	260,714
Deposits (Note 6)	**16,000**	-
Investment in government businesses (Note 7)	**23,525**	22,609
	930,048	859,488
LIABILITIES		
Accounts payable and accrued liabilities (Note 8)	**159,891**	185,130
Deferred revenue (Note 9)	**42,535**	43,637
Debt (Note 10)	**476,934**	397,462
Other liabilities (Note 11)	**32,104**	37,665
Retirement allowance, vacation, compensated absences and other (Note 12)	**140,734**	143,154
	852,198	807,048
NET FINANCIAL ASSETS	**77,850**	52,440
NON-FINANCIAL ASSETS		
Tangible capital assets (Note 14)	**4,058,319**	3,877,190
Inventories	**14,707**	13,937
Prepaid expenses and deferred charges	**5,405**	2,930
	4,078,431	3,894,057
ACCUMULATED SURPLUS (Note 15)	**$ 4,156,281**	$ 3,946,497

Commitments and contingencies (Notes 11, 16 and 17)

See accompanying notes and schedules to the consolidated financial statements

Approved on behalf of the Audit Committee:

MAYOR

CHAIRPERSON
STANDING POLICY COMMITTEE
ON FINANCE

THE CITY OF WINNIPEG
CONSOLIDATED STATEMENT OF OPERATIONS AND ACCUMULATED SURPLUS

For the years ended December 31
(in thousands of dollars)

	2008	2007
REVENUES		
Taxation (Note 17)	**$ 521,684**	$ 515,197
Sales of services and regulatory fees (Note 18)	**416,692**	381,273
Government transfers (Note 19)	**122,722**	117,195
Investment income	**48,139**	50,118
Land sales and other revenue (Note 7)	**34,837**	35,025
Total Revenues	**1,144,074**	1,098,808
EXPENSES (Note 20)		
Protection and community services	**349,966**	336,743
Utility operations	**258,788**	242,797
Public works	**250,534**	249,323
Property and development	**93,738**	90,001
Finance and administration	**65,490**	63,825
Civic corporations	**29,383**	25,000
General government	**17,283**	25,840
Total Expenses	**1,065,182**	1,033,529
Excess Revenues Over Expenses Before Other	**78,892**	65,279
OTHER		
Government transfers related to capital (Note 19)	**90,588**	71,368
Developer contributions-in-kind related to capital	**40,304**	50,638
	130,892	122,006
Excess Revenues Over Expenses	**209,784**	187,285
ACCUMULATED SURPLUS, BEGINNING OF YEAR	**3,946,497**	3,759,212
ACCUMULATED SURPLUS, END OF YEAR	**$ 4,156,281**	$ 3,946,497

See accompanying notes and schedules to the consolidated financial statements

THE CITY OF WINNIPEG
CONSOLIDATED STATEMENT OF CASH FLOWS

For the years ended December 31
(in thousands of dollars)

	2008	2007
NET INFLOW (OUTFLOW) OF CASH RELATED TO THE FOLLOWING ACTIVITIES:		
OPERATING		
Excess Revenues Over Expenses	**$ 209,784**	$ 187,285
Non-cash charges to operations		
Amortization	**141,099**	133,635
Other	**(6,431)**	(7,867)
	344,452	313,053
Net change in non-cash working capital balances related to operations	**(23,768)**	29,116
Cash provided by operating transactions	**320,684**	342,169
CAPITAL		
Acquisition of tangible capital assets	**(330,344)**	(352,149)
Proceeds on disposal of tangible capital assets	**4,912**	12,544
Cash used in capital transactions	**(325,432)**	(339,605)
FINANCING		
Increase in sinking fund investments	**(27,472)**	(25,963)
Debenture and serial debt retired	**(13,706)**	(32,316)
Sinking fund debenture issued	**97,411**	-
Other	**18,519**	8,622
Cash provided by (used in) financing activities	**74,752**	(49,657)
INVESTING		
(Increase) decrease of investments	**(50,153)**	6,786
Cash (used in) provided by investing activities	**(50,153)**	6,786
Increase (decrease) in cash and cash equivalents	**19,851**	(40,307)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	**404,742**	445,049
CASH AND CASH EQUIVALENTS, END OF YEAR	**$ 424,593**	$ 404,742

See accompanying notes and schedules to the consolidated financial statements

THE CITY OF WINNIPEG
CONSOLIDATED STATEMENT OF CHANGE IN NET FINANCIAL ASSETS

For the years ended December 31
(in thousands of dollars)

	2008	2007
EXCESS REVENUES OVER EXPENSES	**$ 209,784**	$ 187,285
Amortization of tangible capital assets	**141,099**	133,635
Proceeds on disposal of tangible capital assets	**4,912**	12,544
Change in inventories, prepaid expenses and deferred charges	**(3,245)**	833
Loss (gain) on sale of tangible capital assets	**604**	(6,425)
Acquisition of tangible capital assets	**(330,344)**	(352,149)
Other	**2,600**	4,950
INCREASE (DECREASE) IN NET FINANCIAL ASSETS	**25,410**	(19,327)
NET FINANCIAL ASSETS, BEGINNING OF YEAR	**52,440**	71,767
NET FINANCIAL ASSETS, END OF YEAR	**$ 77,850**	$ 52,440

See accompanying notes and schedules to the consolidated financial statements

1. Status of The City of Winnipeg

The City of Winnipeg (the "City") is a municipality that was created on January 1, 1972 pursuant to The City of Winnipeg Act, a statute of the Legislature of the Province of Manitoba (the "Province"). The City continued as a body corporate by virtue of the enactment by the Province of The City of Winnipeg Charter on January 1, 2003. The City provides municipal services such as police, fire, ambulance, public works, urban planning, parks and recreation, library and other general government operations. The City owns and operates a number of public utilities, has designated reserves and provides funding support for other entities involved in economic development, recreation, entertainment, convention, tourism and housing activities.

2. Significant Accounting Policies

These consolidated financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles for governments established by the Public Sector Accounting Board ("PSAB") of the Canadian Institute of Chartered Accountants. The significant accounting policies are summarized as follows:

a) Basis of consolidation

The consolidated financial statements include the assets, liabilities, reserves, surpluses/deficits, revenues and expenses of those City funds and governmental functions or entities which have been determined to comprise a part of the aggregate City operations based upon control exercised by the City except for the City's government businesses which are accounted for on the modified equity basis of accounting. Inter-fund and inter-corporate balances and transactions have been eliminated.

i) Consolidated entities

The organizations included in the consolidated financial statements are as follows:

CentreVenture Development Corporation	Winnipeg Arts Council Inc.
Destination Winnipeg Inc.	Winnipeg Enterprises Corporation
The Convention Centre Corporation	Winnipeg Public Library Board

ii) Government businesses

The investment in North Portage Development Corporation is reported as a government business partnership and Winnipeg Housing Rehabilitation Corporation as a government business enterprise. These businesses are accounted for using the modified equity method. Under this method, the government businesses' accounting principles are not adjusted to conform with those of the City and inter-corporate transactions are not eliminated (Note 7).

iii) Other organizations

The employees' pension and group life insurance funds of the City are administered on behalf of the pension and group life insurance plan participants by the Board of Trustees of the Winnipeg Civic Employees' Benefits Program (Pension Fund) for the payment of pensions and life insurance benefits and accordingly are not included in the consolidated financial statements.

2. Significant Accounting Policies (continued)

b) Basis of accounting

The consolidated financial statements are prepared using the accrual basis of accounting. The accrual basis of accounting records revenue as it is earned and measurable. Expenses are recognized as they are incurred and measurable based upon receipt of goods or services and/or the creation of a legal obligation to pay.

c) School taxes

The City is required by The Public Schools Act to bill, collect and remit provincial education support levies in respect of residential and other properties on behalf of the Province, and school division special levies on behalf of school divisions. The City has no jurisdiction or control over the school divisions' operations or their mill rate increases. Therefore, the taxation, other revenues, expenses, assets and liabilities with respect to the operations of school boards are not reflected in these consolidated financial statements.

d) Cash equivalents

Cash equivalents consist of Government of Canada treasury bills and crown corporation bonds; provincial government bonds, floating rate notes and promissory notes; City of Winnipeg municipal bond; schedule A bankers acceptances; floating rate notes; bearer deposit notes; and asset backed commercial paper. Cash equivalents are recorded at cost, which approximates their quoted market value, and are redeemable on demand.

e) Land held for resale

Land held for resale is recorded at the lower of cost and net realizable value. Cost includes amounts for land acquisition and improvements to prepare the land for sale or servicing.

f) Investments

Bonds and debentures are carried at amortized cost. Discounts and premiums arising on the purchase of these investments are amortized over the remaining terms to maturity with annual amortization computed at amounts which, when combined with actual income received, result in a constant effective yield on the amortized book value.

Bond residues and coupons are carried at cost, plus accrued interest. Interest is accrued on the book value of the investments at a rate equivalent to the effective yield of each investment.

g) Assessment appeal costs

Assessment appeal costs are estimated at the beginning of the four-year assessment cycle and are amortized over the cycle. The liability is net of the unamortized costs.

h) Solid waste landfills

The estimated costs to close and maintain solid waste landfill sites are based on estimated future expenses in current dollars, adjusted for estimated inflation, and are charged to expense as the landfill site's capacity is used.

2. Significant Accounting Policies (continued)

i) Environmental provisions

The City provides for the cost of compliance with environmental legislation when conditions are identified which indicate non-compliance with environmental legislation and costs can be reasonably determined. The estimated amounts of future restoration costs are reviewed regularly, based on available information and governing legislation.

j) Deferred revenue

Government transfers, contributions and other amounts are received from third parties pursuant to legislation, regulation or agreement and may only be used in the conduct of certain programs, in the completion of specific work or for the purchase of tangible capital assets. In addition, certain user charges and fees are collected for which the related services have yet to be performed. Revenue is recognized in the period when the related expenses are incurred, services performed or the tangible capital assets are acquired.

k) Employee benefit plans

The Winnipeg Civic Employees' Benefits Program is a multi-employer contributory defined benefit program and accordingly contributions are expensed as incurred. The costs of other pensions and other retirement benefits have been accounted for based on actuarially determined amounts using the projected benefit method prorated on services and management's best estimate of retirement ages of employees, salary escalation and plan investment performance. Actuarial gains and losses are amortized on a straight-line basis over the average remaining service period. The liabilities are discounted using current interest rates on long-term bonds.

l) Non-financial assets

Non-financial assets are not available to discharge existing liabilities and are held for use in the provision of services. They have useful lives extending beyond the current year and are not intended for sale in the ordinary course of operations. The change in non-financial assets during the year, together with the excess of revenues over expenses, provides the consolidated change in net financial assets for the year.

i) Tangible capital assets

Tangible capital assets are recorded at cost which includes all amounts that are directly attributable to acquisition, construction, development or betterment of the asset. The cost, less residual value, of the tangible capital assets is amortized on a straight-line basis over their estimated useful lives as follows:

Buildings	10 to 50 years
Vehicles	
Transit buses	18 years
Vehicles	5 to 10 years
Computer hardware and software	5 to 10 years
Other	
Machinery and equipment	10 years
Land improvements	15 years

Water and waste plants and networks	
Underground networks	50 to 100 years
Sewage treatment plants and lift stations	50 to 75 years
Water pumping stations and reservoirs	50 to 75 years
Flood stations and other infrastructure	50 to 75 years
Transportation	
Roads	10 to 50 years
Bridges and structures	25 to 75 years

One-half of the annual amortization is charged in the year of acquisition and in the year of disposal. Assets under construction are not amortized until the asset is available for productive use.

ii) Contributions of tangible capital assets

Tangible capital assets received as contributions are recorded at their fair value at the date of receipt and also are recorded as revenue.

iii) Leases

Leases are classified as capital or operating leases. Leases which transfer substantially all of the benefits and risks incidental to ownership of property are accounted for as capital leases. All other leases are accounted for as operating leases and the related lease payments are charged to expenses as incurred.

iv) Inventories

Inventories held for consumption are recorded at the lower of cost and replacement cost.

m) Government transfers

Government transfers are the transfer of assets from the senior levels of government that are not the result of an exchange transaction, are not expected to be repaid in the future or are the result of a direct financial return.

Government transfers are recognized in the consolidated financial statements as revenue in the financial period in which events giving rise to the transfer occur, providing the transfers are authorized, any eligibility criteria have been met including performance and return requirements, and reasonable estimates of the amounts can be determined.

n) Estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions on such areas as employee benefits, assessment appeals and environmental provisions. These estimates and assumptions are based on the City's best information and judgment and may differ significantly from actual results.

3. Cash and Cash Equivalents

	2008	2007
Cash	**$ 7,020**	$ 4,917
Cash equivalents	**417,573**	399,825
	$ 424,593	$ 404,742

Cash equivalents have an effective average interest rate of 3.0% (2007 - 4.4%).

Cash and cash equivalents are net of $198.1 million (2007 - $203.6 million) which has been received from various entities including the Board of Trustees of the Winnipeg Civic Employees' Benefits Program. The funds are invested on a pooled basis to obtain maximum investment returns.

Cash received for interest during the year is $46.3 million (2007 - $49.7 million).

4. Accounts Receivable

	2008	2007
Property, payments-in-lieu and business taxes receivable	**$ 29,893**	$ 38,038
Allowance for property, payments-in-lieu and business tax arrears	**(3,657)**	(6,228)
	26,236	31,810
Trade accounts and other receivables	**91,833**	80,960
Province of Manitoba	**34,668**	35,017
Government of Canada	**11,751**	19,001
Allowance for doubtful accounts	**(6,503)**	(5,992)
	131,749	128,986
	$ 157,985	$ 160,796

5. Investments

	2008	2007
Marketable securities		
Government of Canada bonds	**$ 11,963**	$ 10,883
Provincial bonds and coupons	**20,343**	7,317
Municipal bonds	**27,358**	1,850
	59,664	20,050
Manitoba Hydro long-term receivable	**232,679**	238,376
Other investments	**3,251**	2,288
	$ 295,594	$ 260,714

The aggregate market value of marketable securities at December 31, 2008 is $61.1 million (2007 - $21.5 million).

On February 27, 2002, City Council approved Manitoba Hydro's proposal to purchase Winnipeg Hydro. The terms of the proposal included payments to the City of $25 million per annum commencing in 2002 and for the next four years thereafter; $20 million per annum for years six through nine; and $16 million per annum for years ten in perpetuity.

The Manitoba Hydro investment represents the sum of the discounted future cash flows of the above annual payments to the City discounted at the City's 2002 average long-term borrowing rate of 6%.

6. Deposits

The City has funds held in escrow of $16.0 million (2007 - $nil) with respect to the cash contribution for the Canadian Museum for Human Rights ("CMHR"). The funds are governed by an escrow agreement that provides the terms under which the funds will be released. Of the funds held in escrow, $11.1 million was financed by the Province in the form of an interest-free loan. The loan will be repaid based on future payments-in-lieu of taxes received by the City on the museum facility.

Further, the City has agreed to sell, transfer and convey to the Government of Canada, for the price of one dollar, land located at the Forks, which will form part of the site on which the CMHR would be constructed. The Government of Canada will hold the land so long as the land is used for the purpose of creation, operation and maintenance of the CMHR. The City will also contribute development and permit fee revenues up to an estimated value of $1.3 million.

7. Investment in Government Businesses

a) North Portage Development Corporation

North Portage Development Corporation ("NPDC") is a government partnership that is owned equally by the Government of Canada, the Province of Manitoba and The City of Winnipeg. The mission of NPDC is to act as a catalyst, encouraging activities for people in the downtown through public and private partnerships and to work to ensure financial self-sufficiency. NPDC is responsible for the continuing renewal and stewardship of two sites in Winnipeg's downtown: the North Portage area and The Forks. NPDC is involved in certain business and core activities regarding the ownership, development and management of its two sites that include land investment properties and public amenities.

The condensed supplementary financial information of NPDC is as follows:

	2008	2007
Financial position		
Capital assets and investment in properties and infrastructure enhancements	**$ 78,711**	$ 79,584
Investments	**19,040**	9,042
Other assets	**2,456**	2,124
	$ 100,207	$ 90,750
Deferred contributions	**$ 23,033**	$ 24,780
Long-term debt	**12,940**	-
Current and other liabilities	**5,577**	6,788
	41,550	31,568
Net assets	**58,657**	59,182
	$ 100,207	$ 90,750

7. Investment in Government Businesses (continued)

	2008	2007
Results of operations		
Revenues	**$ 10,110**	$ 9,431
Expenditures	**9,174**	8,626
	936	805
Depreciation	**(1,393)**	(1,626)
Unrealized losses	**(129)**	-
Gain on disposal of assets	**-**	777
Deficiency of revenues over expenditures for the year	**$ (586)**	$ (44)

	2008	2007
Statement of net assets		
As previously reported	**$ 59,182**	$ 59,226
Adjustment of investments to fair value	**61**	-
As restated	**59,243**	59,226
Deficiency of revenues over expenditures for the year	**(586)**	(44)
	$ 58,657	$ 59,182

b) Winnipeg Housing Rehabilitation Corporation

Winnipeg Housing Rehabilitation Corporation ("WHRC") is a non-profit developer and manager of affordable housing in Winnipeg. WHRC was founded by the City. Pursuant to operating agreements, WHRC receives subsidies from Canada Mortgage and Housing Corporation and Manitoba Housing and Renewal Corporation.

The condensed supplementary financial information of WHRC is as follows:

	2008	2007
Financial position		
Capital assets	**$ 31,779**	$ 30,197
Current and other assets	**5,688**	6,573
	$ 37,467	$ 36,770
Long-term debt	**$ 29,345**	$ 29,852
Current and other liabilities	**4,148**	4,036
	33,493	33,888
Replacement Reserves	**3,487**	3,103
WHRC Building and Acquisition Reserve	**312**	-
Net assets	**175**	(221)
	3,974	2,882
	$ 37,467	$ 36,770

7. Investment in Government Businesses (continued)

	2008	2007
Results of operations		
Revenues	**$ 6,991**	$ 6,950
Expenditures	**7,163**	6,902
(Deficiency) excess of revenues over expenditures for the year	**(172)**	48
Gain on sale of capital assets	**568**	235
Change to Replacement Reserves during the year	**384**	245
Change to WHRC Building and Acquisition Reserve during the year	**312**	-
	$ 1,092	$ 528

During the year, the City paid WHRC an operating grant of $200 thousand (2007 - $200 thousand). In addition, the City has guaranteed WHRC's operating line of credit to a value of $2.0 million (2007 - $2.0 million).

Summary of investment in government businesses

	2008	2007
North Portage Development Corporation (1/3 share)	**$ 19,551**	$ 19,727
Winnipeg Housing Rehabilitation Corporation	**3,974**	2,882
	$ 23,525	$ 22,609

Summary of results of operations

	2008	2007
North Portage Development Corporation (1/3 share)	**$ (176)**	$ (15)
Winnipeg Housing Rehabilitation Corporation	**1,092**	528
	$ 916	$ 513

The results of operations are included in the Consolidated Statement of Operations and Accumulated Surplus as land sales and other revenue. These organizations report their activities based on a March 31 year-end.

8. Accounts Payable and Accrued Liabilities

	2008	2007
Accrued liabilities	**$ 83,500**	$ 97,357
Trade accounts payable	**61,795**	75,335
Accrued interest payable	**14,596**	12,438
	$ 159,891	$ 185,130

9. Deferred Revenue

	2008	2007
Federal public transit transfer	**$ 29,616**	$ 35,766
Federal gas tax transfer	**2,158**	1,141
Other	**10,761**	6,730
	$ 42,535	$ 43,637

10. Debt

Sinking fund debentures outstanding

Term	Maturity Date	Rate of Interest	Series	By-Law No.	Amount of Debt **2008**	2007
1999-2009	Feb. 2	5.350	VV	7368/99	**$ 50,000**	$ 50,000
1989-2009	Dec. 14	10.000	VH	5286/89	**85,500**	85,500
1993-2013	Feb. 11	9.375	VN	6090/93	**90,000**	90,000
1994-2014	Jan. 20	8.000	VQ	6300/94	**85,000**	85,000
1995-2015	May 12	9.125	VR	6620/95	**88,000**	88,000
1997-2017	Nov. 17	6.250	VU	7000/97	**30,000**	30,000
2006-2036	July 17	5.200	VZ	183/2004 and 72/2006	**60,000**	60,000
2008-2036	July 17	5.200	VZ	72/2006B	**100,000**	-
					588,500	488,500
Equity in The Sinking Fund					**(276,158)**	(248,686)
Net sinking fund debentures outstanding					**312,342**	239,814

Other debt outstanding

Serial and installment debt issued by the City with varying maturities up to 2014 and a weighted average interest rate of 4.56% (2007 - 4.56%)	**84,833**	98,539
The Province and bank loans with varying maturities up to 2019 and a weighted average interest rate of 3.92% (2007 - 5.17%)	**47,873**	38,113
Capital lease obligations (Note 10c)	**31,886**	20,996
	$ 476,934	$ 397,462

Debt segregated by fund/organization:

	2008	2007
General Capital Fund	**$ 208,806**	$ 226,028
Waterworks System	**175,761**	79,410
Sewage Disposal System	**38,232**	45,053
Solid Waste Disposal	**591**	788
Special operating agencies and other (Note 6)	**42,718**	33,496
Transit System	**10,826**	12,687
	$ 476,934	$ 397,462

10. Debt (continued)

Debt to be retired over the next five years:

	2009	2010	2011	2012	2013	2014+
Sinking fund debentures	$ 135,500	$ -	$ -	$ -	$ 90,000	$ 363,000
Other debt	32,752	21,622	22,223	24,395	22,405	41,195
	$ 168,252	$ 21,622	$ 22,223	$ 24,395	$ 112,405	$ 404,195

a) Sinking fund assets have a market value of $289.8 million (2007 - $254.6 million). Sinking fund assets are mainly comprised of government and government-guaranteed bonds and debentures, which include City of Winnipeg debentures with a carrying value of $40.6 million (2007 - $37.4 million) and a market value of $41.3 million (2007 - $38.3 million).

b) The City of Winnipeg Charter requires the City to make annual payments to The Sinking Fund on debt outstanding as at December 31, 2002. Sinking fund arrangements after December 31, 2002 are managed by the City. The City is currently paying one percent or greater on its outstanding sinking fund debentures. These annual payments are invested for the retirement of the debenture issues on their maturity dates.

Sinking fund debenture issues provide for full sinking fund at maturity except for the following debenture which, as a result of the levies being provided and the terms of the issue, will have a sinking fund deficiency requiring the issue to be refinanced at maturity.

Year of Maturity	Debenture By-Law	Issued Amount	Maturity Shortfall
2009	7368/99	$ 50,000	$ 30,981

c) Future minimum lease payments under the capital leases together with the balance of the obligation due under the capital leases are as follows:

	Capital Leases
2009	$ 4,117
2010	4,117
2011	4,117
2012	3,018
2013	3,095
Thereafter	44,572
Total future minimum lease payments	63,036
Amount representing interest at a weighted average rate of 8.42%	(31,150)
Capital lease liability	$ 31,886

d) Interest on debt recorded in the Consolidated Statement of Operations and Accumulated Surplus in 2008 is $51.0 million (2007 - $46.9 million).

e) Cash paid for interest during the year is $48.8 million (2007 - $47.2 million).

11. Other Liabilities

	2008	2007
Developer deposits	**$ 8,861**	$ 6,767
Other liabilities	**7,243**	9,898
	16,104	16,665
Environmental liabilities	**16,000**	21,000
	$ 32,104	$ 37,665

In 2008, the City has accrued an overall liability for environmental matters in the amount of $16.0 million (2007 - $21.0 million) which represents management's best estimate of this liability. By their nature, these estimates are subject to measurement uncertainty and the effect on the consolidated financial statements of changes in such estimates in future periods could be significant.

Included in environmental liabilities is $14.1 million (2007 - $16.3 million) of the estimated total landfill closure and post-closure care expenses. The estimated liability for these expenses is recognized as the landfill site's capacity is used. Estimated total expenses represent the sum of the discounted future cash flows for closure and post-closure care activities discounted at the City's average long-term borrowing rate of 6.0% (2007 - 5.3%).

Landfill closure and post-closure care requirements have been defined in accordance with the Environmental Act and include final covering and landscaping of the landfill, pumping of ground, methane gas and leachate management, and ongoing environmental monitoring, site inspection and maintenance. The reported liability is based on estimates and assumptions with respect to events extending over a 100-year period using the best information available to management. Future events may result in significant changes to the estimated total expenses, capacity used or total capacity and the estimated liability, and would be recognized prospectively, as a change in estimate, when applicable.

The estimated capacity of the City's one remaining landfill, the Brady Landfill Site, is 96% of its total capacity and its remaining life is approximately 100 years, after which perpetual post-closure maintenance is required.

The Brady Landfill Site Rehabilitation Reserve was established for the purpose of providing funding for the future development of the Brady Landfill Site. The reserve is financed through a transfer from the Solid Waste Disposal Fund and is based upon residential and commercial tonnes. As at December 31, 2008, the reserve had a balance of $2.9 million (2007 - $2.6 million).

12. Retirement Allowance, Vacation, Compensated Absences and Other

	2008	2007
Retirement allowance - accrued obligation	**$ 83,380**	$ 82,299
Unamortized net actuarial loss	**(6,805)**	(6,886)
Retirement allowance - accrued liability	**76,575**	75,413
Vacation	**41,210**	39,522
Compensated absences	**7,602**	7,502
Other	**15,347**	20,717
	$ 140,734	$ 143,154

12. Retirement Allowance, Vacation, Compensated Absences and Other (continued)

Under the retirement allowance plan, qualifying employees become entitled to a cash payment upon retirement, death or termination of service under certain conditions (not resignation). In addition, adjustments arising from plan amendment, changes in assumptions, and experience gains and losses are amortized on a straight-line basis over 11.8 years, which represents the expected average remaining service life of the employee group. Amortization is calculated beginning in the year following the year of occurrence of the actuarial gains or losses.

The City measures its accrued retirement allowance obligation as at December 31 of each year. An actuarial valuation report of the obligation was prepared effective December 31, 2008.

Information about the City's retirement allowance benefit plan is as follows:

	2008	2007
Retirement allowance - accrued liability		
Balance, beginning of year	**$ 75,413**	$ 74,398
Current service cost	**4,120**	4,117
Interest cost	**3,784**	3,669
Amortization of net actuarial loss	**936**	1,035
Benefit payments	**(7,678)**	(7,806)
Balance, end of year	**$ 76,575**	$ 75,413

Retirement allowance expense consists of the following:

	2008	2007
Current service cost	**$ 4,120**	$ 4,117
Interest cost	**3,784**	3,669
Amortization of net actuarial loss	**936**	1,035
	$ 8,840	$ 8,821

The significant actuarial assumptions adopted in measuring the retirement allowance obligation for the year ended December 31 are as follows:

	2008	2007
Discount rate on liability	**4.70%**	4.70%
General increases in pay	**3.00%**	3.00%

Demographic assumptions such as utilization of sick leave credits, salary increases as a result of increments and promotion, continuation of employment and the probability of retirement or death in future years are based on employment experience.

Compensated absences represent benefits expected to be paid during future employee absences in respect of sick leave days earned in previous years.

13. Pension Costs and Obligations

a) Winnipeg Civic Employees' Benefits Pension Plan

The Winnipeg Civic Employees' Benefits Pension Plan is similar to a defined contribution pension plan because it is a multi-unit pension plan governed by an independent board of trustees and a trust agreement that limits the City's contribution rate. The Plan provides pension and disability benefits to all City of Winnipeg employees, other than police officers, and to employees of certain other participating employers. Members are currently required to make contributions of 6.5% of Canada Pension Plan earnings and 7.5% of pensionable earnings in excess of Canada Pension Plan earnings. The City and participating employers are required to make matching contributions. In the event of unfavourable financial experience, members' and employers' contributions can be increased, on an equal basis, to a rate not exceeding 8% of pensionable earnings.

An actuarial valuation of the plan was prepared on December 31, 2007, which indicated an excess of actuarial value of program assets over actuarial liabilities of $421.7 million. The Pension Trust Agreement specifies how the excess of actuarial surpluses can be used but does not attribute the excess of actuarial surpluses to individual employers. However, a portion of the excess of actuarial surpluses is allocated to a City Account that the City and other participating employers may use to finance reductions in their contributions.

The balance of the City Account at December 31, 2008 was $87.2 million, before any surplus distribution from the 2007 actuarial valuation (2007 - $119.3 million). Total contributions by the City to the program in 2008 were $11.5 million (2007 - $13.0 million), which were expensed as incurred.

b) Winnipeg Police Pension Plan

The Winnipeg Police Pension Plan is a contributory defined benefit plan, providing pension benefits to police officers. Members are required to make contributions at the rate of 8% of pensionable earnings. The City is required to finance the cost of the plan’s benefits other than cost-of-living adjustments and to contribute 1% of pensionable earnings in respect of cost-of-living adjustments. A contribution stabilization reserve has been established to maintain the City’s contribution rate at 8% of pensionable earnings. The plan incorporates a risk-sharing arrangement under which actuarial surpluses are first allocated to maintain cost-of-living adjustments to pensions at 75% of the inflation rate and maintain the contribution stabilization reserve and thereafter are shared equally between the City and plan members. Funding deficiencies are resolved through reductions in the contribution stabilization reserve and the rate of cost-of-living adjustments to pensions.

An actuarial valuation of the plan was prepared as of December 31, 2006 and the results were extrapolated to December 31, 2008. The principal long-term assumptions on which the valuation was based were: discount rate of 6.00% per year; inflation rate of 2.25% per year; and general pay increases of 3.75% per year. The accrued pension obligation was valued using the projected benefit method pro-rated on services. Based on this valuation and extrapolation, the funded status of the plan is as follows:

	2008	2007
Pension fund assets, at fair value	**$ 760,147**	$ 916,138
Actuarial adjustment	**123,833**	(22,944)
Pension fund assets, at actuarial value	**$ 883,980**	$ 893,194
Accrued pension obligation	**$ 855,245**	$ 828,911

The pension fund assets, at actuarial value, include an amount designated for the contribution stabilization reserve of $28.7 million at December 31, 2008 (2007 - $52.4 million).

13. Pension Costs and Obligations (continued)

The market value of the pension fund assets as at December 31, 2008 was $760.1 million (2007 - $916.1 million).

The actuarial value of the plan's assets is determined by averaging over five years differences between the pension fund's net investment income and expected investment income based on the expected rate of return. The City's contributions to the plan each year are approximately equal to its pension expense.

Total contributions made by the City to the plan in 2008 were $8.6 million (2007 - $7.6 million). Total employee contributions to the plan in 2008 were $8.8 million (2007 - $7.8 million). Benefits paid from the plan in 2008 were $34.7 million (2007 - $32.5 million).

The expected rate of return on plan assets in 2008 was 6.00% (2007 - 6.00%). The actual rate of return, net of investment expenses, on plan assets in 2008 was -15.28% (2007 - 2.05%).

c) Councillors' Pension Plan

i) Pension Plan Established Under By-Law 3553/83

On November 2, 1992, the pension plan provided to members of City Council was terminated, thereby not allowing new members to be accepted to the plan and current members being entitled to receive retirement benefits once they become eligible. In 2008, the City paid out $0.3 million (2007 - $0.3 million).

ii) Pension Plan Established Under By-Law 7869/01

On November 22, 2000, City Council adopted the policy that effective January 1, 2001, a Council Pension Plan be created for all members of City Council for The City of Winnipeg which is consistent with the Civic Employees' Pension Plan.

d) Group Life Insurance Plan

Employees of the City who are members of the Civic Employees' Benefits Pension Plan and the Winnipeg Police Pension Plan must become members of the Civic Employees' Group Life Insurance Plan and the Police Employees' Group Life Insurance Plan, respectively. These plans provide life insurance coverage for members while employed and coverage can be continued into retirement at the employees' option. Plan members and the City share the cost of basic life insurance coverage. An actuarial valuation indicated that this post-retirement liability is fully funded.

An actuarial valuation of the plan was prepared as of December 31, 2004 and the results were extrapolated to December 31, 2008. The principal long-term assumptions on which the valuation was based were: discount rate of 5.5% per year; and general pay increases of 3.75% per year. The accrued group life insurance obligation was valued using the projected benefit method pro-rated on services. Based on this valuation and extrapolation, the funded status of the plan is as follows:

	2008	2007
Group life insurance plan assets, at actuarial value	**$ 125,231**	$ 124,386
Accrued post-retirement life insurance obligations	**$ 81,573**	$ 76,736

14. Tangible Capital Assets

	Net Book Value	
	2008	2007
General		
Land	**$ 169,529**	$ 173,030
Buildings	**256,559**	238,745
Vehicles	**144,500**	127,124
Computer	**39,157**	42,464
Other	**63,830**	40,170
Infrastructure		
Plants and facilities	**312,481**	250,928
Roads	**794,274**	767,508
Underground and other networks	**1,660,563**	1,657,343
Bridges and other structures	**308,620**	307,211
	3,749,513	3,604,523
Assets under construction	**308,806**	272,667
	$ 4,058,319	$ 3,877,190

For additional information, see the Consolidated Schedule of Tangible Capital Assets (Schedule 1).

During the year there were no write-downs of assets (2007 - $nil). Interest capitalized during 2008 was $1.9 million (2007 - $1.8 million). In addition, roads and underground networks contributed to the City totalled $40.3 million in 2008 (2007 - $50.6 million) and were capitalized at their fair value at the time of receipt.

15. Accumulated Surplus

Accumulated surplus consists of individual fund surplus/(deficit) and reserves as follows:

	2008	2007
Surplus		
Invested in tangible capital assets	**$ 3,568,485**	$ 3,434,876
Unamortized gain on Winnipeg Hydro sale	**232,679**	238,376
Waterworks System	**109,947**	61,400
Sewage Disposal System	**71,234**	55,234
North Portage Development Corporation	**19,552**	19,727
Fleet Management - Special Operating Agency	**12,637**	14,884
Equipment and Material Services	**11,403**	11,119
CentreVenture Development Corporation	**11,225**	9,645
Solid Waste Disposal	**5,620**	7,865
Other	**18,864**	13,881
Winnipeg Parking Authority - Special Operating Agency	**(7,257)**	(6,212)
Unfunded		
Environmental liabilities	**(15,550)**	(20,280)
Retirement allowance, vacation, compensated absences and other	**(134,968)**	(137,444)
Total Surplus	**3,903,871**	3,703,071

15. Accumulated Surplus (continued)

Reserves	**2008**	2007
Capital Reserves		
Sewer System Rehabilitation Reserve	**36,318**	28,711
Environmental Projects Reserve	**27,224**	37,471
Transit Bus Replacement Reserve	**16,885**	11,732
Other	**13,729**	11,973
	94,156	89,887
Stabilization Reserves		
Mill Rate Stabilization Reserve	**49,932**	37,062
Fiscal Stabilization Reserve	**34,748**	41,557
	84,680	78,619
Special Purpose Reserves		
Land Operating Reserve	**16,106**	11,059
Perpetual Maintenance Fund - Brookside Cemetery	**11,653**	10,418
Heritage Investment Reserve	**8,654**	8,408
General Purpose Reserve	**7,707**	11,367
Snow Clearing Reserve	**4,364**	-
Workers Compensation Reserve	**3,500**	4,971
Insurance Reserve (Note 21)	**1,769**	7,985
Other	**19,821**	20,712
	73,574	74,920
Total Reserves	**252,410**	243,426
	$ 4,156,281	$ 3,946,497

16. Commitments and Contingencies

The significant commitments and contingencies that existed at December 31, 2008 are as follows:

a) The City had entered into a number of lease agreements mainly for the lease of accommodations for civic offices and office equipment. Future minimum lease payments are as follows:

	Operating Leases
2009	$ 4,614
2010	3,194
2011	3,877
2012	3,459
2013 and thereafter	10,512
	$ 25,656

b) The City is not a defendant in any significant lawsuits as at December 31, 2008. Where the occurrence of future events is considered likely to result in a loss with respect to an existing condition and the amount of loss can be reasonably estimated, amounts have been recorded in the consolidated financial statements.

16. Commitments and Contingencies (continued)

c) The City has also unconditionally guaranteed the payment of principal and interest on capital improvement loans for several organizations. The outstanding balance on these loans as at December 31, 2008 is $5.1 million (2007 - $5.6 million).

17. Taxation

	2008	2007
Municipal and school property taxes	**$ 833,802**	$ 820,635
Payments-in-lieu of property (municipal and school) and business taxes	**39,210**	39,376
	873,012	860,011
Payments to Province and school divisions	**(465,001)**	(452,937)
Net property taxes and payments-in-lieu of property taxes available for municipal purposes	**408,011**	407,074
Business tax and license-in-lieu of business taxes	**56,284**	56,057
Local improvement and frontage levies	**28,745**	28,695
Electricity and natural gas sales taxes	**17,762**	17,125
Amusement and accommodation taxes and mobile home license	**10,882**	6,246
	$ 521,684	$ 515,197

The property tax roll includes school taxes of $442.2 million (2007 - $430.1 million) assessed and levied on behalf of the Province and school divisions. Payments-in-lieu of school taxes assessed in 2008 totalled $22.8 million (2007 - $22.8 million) and are treated the same as school taxes. School taxes and payments-in-lieu of school taxes are remitted to the Province and school divisions based upon a formula and schedule set by the Province. If property taxes are reduced due to an assessment reduction, the City is required by legislation to fund the repayment of both the municipal and school taxes with applicable interest.

18. Sales of Services and Regulatory Fees

	2008	2007
Water sales and sewage services	**$ 209,249**	$ 186,559
Other sales of goods and services	**96,660**	90,828
Transit fares	**61,493**	58,132
Regulatory fees	**49,290**	45,754
	$ 416,692	$ 381,273

19. Government Transfers

	2008	2007
Operating		
Province of Manitoba		
Building Manitoba Fund	**$ 55,404**	$ 53,204
Ambulance, libraries and other	**35,547**	34,034
Transit	**25,130**	23,795
Unconditional	**19,888**	19,888
Support	**10,226**	9,895
Support for provincial programs	**(23,650)**	(23,650)
	122,545	117,166
Government of Canada		
Dutch elm disease program and other	**177**	29
Total Operating	**122,722**	117,195
Capital		
Province of Manitoba	**63,950**	40,052
Government of Canada		
Federal gas tax revenue	**19,516**	19,935
Public transit	**6,150**	2,682
Other capital funding	**972**	8,699
	26,638	31,316
Total Capital	**90,588**	71,368
	$ 213,310	$ 188,563

In accordance with the recommendations of PSAB, government transfers and developer contributions-in-kind related to capital acquisitions are required to be recognized as revenue in the consolidated financial statements in the period in which the tangible capital assets are acquired.

20. Expenses by Object

	2008	2007
Salaries and benefits	**$ 565,071**	$ 539,405
Goods and services	**295,940**	291,032
Amortization	**141,099**	133,635
Interest	**50,952**	46,950
Other expenses	**12,120**	22,507
	$ 1,065,182	$ 1,033,529

21. Property and Liability Insurance

The City purchases comprehensive insurance coverage for property and liability with a self-insured retention level of $250 thousand per claim for most of the policies. The City has established an Insurance Reserve Fund (Note 15) that enables the City to carry a large self-insured retention level which mitigates the effect of poor claims experience in any given year. The balance of the reserve as at December 31, 2008 is $1.8 million (2007 - $8.0 million).

22. Segmented Information

The City of Winnipeg is a diversified municipal government institution that provides a wide range of services to its citizens, including police, fire, ambulance, public transit and water. For management reporting purposes the City's operations and activities are organized and reported by fund. Funds were created for the purpose of recording specific activities to attain certain objectives in accordance with special regulations, restrictions or limitations.

City services are provided by departments and their activities are reported in these funds. Certain departments that have been separately disclosed in the segmented information, along with the services they provide, are as follows:

Protection

Protection is comprised of the Police Service and Fire Paramedic Service departments. The mandate of the Police Service department is to ensure the safety of the lives and property of citizens; preserve peace and good order; prevent crimes from occurring; detect offenders; and enforce the law. The Fire Paramedic Service department is responsible for providing fire suppression service; fire prevention programs; and training and education related to prevention, detection or extinguishment of fires. It is also responsible for pre-hospital emergency paramedical care and the transport of sick and injured; for handling hazardous materials incidents; for the mitigation of calamitous incidents; and for the evacuation of people when in charge at an incident.

Community Services

The Community Service department provides public services that contribute to neighbourhood development and sustainability through the provision of recreation and leisure services such as fitness and aquatic programs. It provides public services that contribute to healthy communities through partnerships, promotion, prevention, protection and enforcement such as insect control and the regulation of food service establishments. The department also contributes towards the information needs of the City's citizens through the provision of library services.

Planning

The Planning, Property and Development department provides a diverse bundle of services. It manages urban development for business interests, environmental concerns, heritage matters, local neighbourhoods and the downtown through city planning, community development, parks and riverbank planning. It ensures an acceptable quality of building construction and maintenance of properties through enforcement of construction codes, and building standards. It facilitates economic development by providing services for the approval of all land development plans, the processing of building permit applications and the provision of geomatics services, as well as providing cemetery services to citizens.

Public Works and Water

The Public Works department is responsible for the delivery of municipal public works services related to the planning, development and maintenance of roadway systems, the maintenance of parks and open space, and street lighting.

22. Segmented Information (continued)

Transit System Fund

The Transit department is responsible for providing local public transportation service.

Water and Waste Funds

The Water and Waste department consists of three distinct utilities - water, wastewater and solid waste disposal. The department provides drinking water to citizens of Winnipeg, collecting and treating wastewater, and providing collection, disposal and waste minimization programs and facilities for solid waste. Their land drainage and garbage collection operations are reported in the General Revenue Fund and are included in the Public Works and Water segment.

For each reported segment, revenues and expenses represent both amounts that are directly attributable to the segment and amounts that are allocated on a reasonable basis. Therefore, certain allocation methodologies are employed in the preparation of segmented financial information. The General Revenue Fund reports on municipal services that are funded primarily by taxation such as property and business tax revenues. Taxation and payments-in-lieu of taxes are apportioned to General Revenue Fund services based on the Fund's net surplus. Certain government transfers, transfer from other funds, and other revenues have been apportioned based on a percentage of budgeted expenses.

The accounting policies used in these segments are consistent with those followed in the preparation of the consolidated financial statements as disclosed in Note 2. For additional information see the Consolidated Schedule of Segment Disclosure - Service (Schedule 2) and Schedule of Segment Disclosure with Budget Information (Schedule 3).

23. Funds Held in Trust

Trust funds administered by the City for the benefit of external parties of $0.6 million (2007 - $0.3 million) are not included in the consolidated financial statements.

24. Comparative Figures

Certain comparative figures have been reclassified to conform with the current year's presentation.

THE CITY OF WINNIPEG
CONSOLIDATED SCHEDULE OF TANGIBLE CAPITAL ASSETS

As at December 31
(in thousands of dollars)

	General				
	Land	**Buildings**	**Vehicles**	**Computer**	**Other**
Cost					
Balance, beginning of year	**$ 173,030**	**$ 449,028**	**$ 250,623**	**$ 104,492**	**$ 85,454**
Add:					
Additions during the year	**1,651**	**33,872**	**34,737**	**6,512**	**30,624**
Less:					
Disposals during the year	**2,552**	**3,306**	**10,050**	**1,752**	**2,342**
Other	**(2,600)**	**-**	**-**	**-**	**-**
Balance, end of year	**169,529**	**479,594**	**275,310**	**109,252**	**113,736**
Accumulated amortization					
Balance, beginning of year	**-**	**210,283**	**123,499**	**62,028**	**45,284**
Add:					
Amortization	**-**	**14,876**	**16,792**	**9,819**	**6,836**
Less:					
Accumulated amortization on disposals	**-**	**2,124**	**9,481**	**1,752**	**2,214**
Balance, end of year	**-**	**223,035**	**130,810**	**70,095**	**49,906**
Net Book Value of Tangible Capital Assets	**$ 169,529**	**$ 256,559**	**$ 144,500**	**$ 39,157**	**$ 63,830**

Infrastructure					Totals	
Plants and Facilities	**Roads**	**Underground and Other Networks**	**Bridges and Other Structures**	**Assets Under Construction**	**2008**	2007
$ 419,713	**$ 1,533,257**	**$ 2,435,144**	**$ 483,050**	**$ 272,667**	**$ 6,206,458**	$ 5,896,524
70,042	**67,165**	**38,274**	**11,328**	**36,139**	**330,344**	352,149
-	**24,048**	**4,037**	**-**	**-**	**48,087**	37,265
-	**-**	**-**	**-**	**-**	**(2,600)**	(4,950)
489,755	**1,576,374**	**2,469,381**	**494,378**	**308,806**	**6,486,115**	6,206,458
168,785	**765,749**	**777,801**	**175,839**	**-**	**2,329,268**	2,226,779
8,489	**40,240**	**34,128**	**9,919**	**-**	**141,099**	133,635
-	**23,889**	**3,111**	**-**	**-**	**42,571**	31,146
177,274	**782,100**	**808,818**	**185,758**	**-**	**2,427,796**	2,329,268
$ 312,481	**$ 794,274**	**$ 1,660,563**	**$ 308,620**	**$ 308,806**	**$ 4,058,319**	$ 3,877,190

THE CITY OF WINNIPEG
CONSOLIDATED SCHEDULE OF SEGMENT DISCLOSURE - SERVICE

For the year ended December 31, 2008
(in thousands of dollars)

	General Revenue Fund			
	Protection	**Community Services**	**Planning**	**Public Works and Water**
REVENUES				
Taxation	**$ 187,205**	**$ 61,160**	**$ 10,096**	**$ 152,151**
Sales of services and regulatory fees	**40,780**	**15,115**	**15,511**	**3,782**
Government transfers (Note 19)	**45,226**	**11,342**	**3,107**	**18,228**
Transfer from other funds	**16,935**	**6,218**	**8,510**	**24,446**
Other	**7,740**	**2,650**	**1,244**	**5,887**
	297,886	**96,485**	**38,468**	**204,494**
EXPENSES *(Note 20)*				
Salaries and benefits	**248,798**	**43,472**	**19,192**	**56,057**
Goods and services	**34,162**	**12,423**	**2,782**	**86,266**
Interest	**1,774**	**328**	**2,405**	**37,635**
Transfer to other funds	**6,196**	**34,498**	**9,517**	**7,274**
Other	**6,956**	**5,764**	**4,572**	**17,262**
	297,886	**96,485**	**38,468**	**204,494**
NET SURPLUS	**$ -**	**$ -**	**$ -**	**$ -**

For the year ended December 31, 2007
(in thousands of dollars)

	General Revenue Fund			
	Protection	**Community Services**	**Planning**	**Public Works and Water**
REVENUES				
Taxation	$ 181,522	$ 59,154	$ 14,382	$ 154,730
Sales of services and regulatory fees	36,508	15,803	14,767	3,678
Government transfers (Note 19)	42,302	11,107	3,097	17,850
Transfer from other funds	17,045	4,899	6,067	25,561
Other	8,720	2,837	1,303	5,780
	286,097	93,800	39,616	207,599
EXPENSES *(Note 20)*				
Salaries and benefits	235,286	42,806	19,144	56,314
Goods and services	34,611	12,714	3,105	89,170
Interest	1,667	558	2,309	36,630
Transfer to other funds	8,939	32,302	10,295	5,528
Other	5,594	5,420	4,763	19,957
	286,097	93,800	39,616	207,599
NET SURPLUS	$ -	$ -	$ -	$ -

Schedule 2

Finance and Administration	Transit System Fund	Water and Waste Funds	Other Funds and Corporations	Eliminations	Consolidated
$ 101,367	**$ -**	**$ -**	**$ 25,885**	**$ (16,180)**	**$ 521,684**
11,548	**63,509**	**230,588**	**77,315**	**(41,456)**	**416,692**
14,306	**30,720**	**8,079**	**90,992**	**(8,690)**	**213,310**
6,080	**49,081**	**38,084**	**262,098**	**(411,452)**	**-**
9,994	**664**	**22,625**	**108,401**	**(35,925)**	**123,280**
143,295	**143,974**	**299,376**	**564,691**	**(513,703)**	**1,274,966**
32,947	**74,651**	**48,949**	**36,175**	**4,830**	**565,071**
12,081	**38,898**	**64,190**	**84,068**	**(38,930)**	**295,940**
6,477	**2,920**	**18,571**	**58,670**	**(77,828)**	**50,952**
65,112	**10,273**	**63,847**	**109,575**	**(306,292)**	**-**
26,678	**8,577**	**26,666**	**154,327**	**(97,583)**	**153,219**
143,295	**135,319**	**222,223**	**442,815**	**(515,803)**	**1,065,182**
$ -	**$ 8,655**	**$ 77,153**	**$ 121,876**	**$ 2,100**	**$ 209,784**

Finance and Administration	Transit System Fund	Water and Waste Funds	Other Funds and Corporations	Eliminations	Consolidated
$ 91,480	$ -	$ -	$ 30,120	$ (16,191)	$ 515,197
10,188	59,988	206,612	70,767	(37,038)	381,273
13,793	34,096	17,864	57,817	(9,363)	188,563
6,532	38,782	68,681	263,447	(431,014)	-
7,187	818	29,597	114,385	(34,846)	135,781
129,180	133,684	322,754	536,536	(528,452)	1,220,814
32,118	72,435	46,149	35,153	-	539,405
12,815	34,661	58,813	79,992	(34,849)	291,032
4,898	3,017	15,726	60,384	(78,239)	46,950
43,562	5,521	60,424	157,466	(324,037)	-
35,787	8,115	26,929	123,846	(74,269)	156,142
129,180	123,749	208,041	456,841	(511,394)	1,033,529
$ -	$ 9,935	$ 114,713	$ 79,695	$ (17,058)	$ 187,285

THE CITY OF WINNIPEG
Schedule 3

SCHEDULE OF SEGMENT DISCLOSURE WITH BUDGET INFORMATION - GENERAL REVENUE FUND

For the years ended December 31
(in thousands of dollars)

	2008		2007
PROTECTION	**Budget**	**Actual**	Actual
REVENUES			
Taxation	**$ 187,461**	**$ 187,205**	$ 181,522
Sales of services and regulatory fees	**38,032**	**40,780**	36,508
Government transfers	**43,355**	**45,226**	42,302
Transfer from other funds	**17,050**	**16,935**	17,045
Other	**7,651**	**7,740**	8,720
	293,549	**297,886**	286,097
EXPENSES			
Salaries and benefits	**245,625**	**248,798**	235,286
Goods and services	**33,888**	**34,162**	34,611
Interest	**1,774**	**1,774**	1,667
Transfer to other funds	**7,387**	**6,196**	8,939
Other	**4,875**	**6,956**	5,594
	293,549	**297,886**	286,097
NET SURPLUS	**$ -**	**$ -**	$ -
COMMUNITY SERVICES			
REVENUES			
Taxation	**$ 60,334**	**$ 61,160**	$ 59,154
Sales of services and regulatory fees	**16,746**	**15,115**	15,803
Government transfers	**11,197**	**11,342**	11,107
Transfer from other funds	**6,266**	**6,218**	4,899
Other	**2,607**	**2,650**	2,837
	97,150	**96,485**	93,800
EXPENSES			
Salaries and benefits	**43,823**	**43,472**	42,806
Goods and services	**12,561**	**12,423**	12,714
Interest	**328**	**328**	558
Transfer to other funds	**33,221**	**34,498**	32,302
Other	**7,217**	**5,764**	5,420
	97,150	**96,485**	93,800
NET SURPLUS	**$ -**	**$ -**	$ -

THE CITY OF WINNIPEG
Schedule 3

SCHEDULE OF SEGMENT DISCLOSURE WITH BUDGET INFORMATION - GENERAL REVENUE FUND (continued)

For the years ended December 31
(in thousands of dollars)

	2008		2007
PLANNING	**Budget**	**Actual**	Actual
REVENUES			
Taxation	**$ 9,597**	**$ 10,096**	$ 14,382
Sales of services and regulatory fees	**14,817**	**15,511**	14,767
Government transfers	**3,128**	**3,107**	3,097
Transfer from other funds	**8,419**	**8,510**	6,067
Other	**1,159**	**1,244**	1,303
	37,120	**38,468**	39,616
EXPENSES			
Salaries and benefits	**19,389**	**19,192**	19,144
Goods and services	**2,862**	**2,782**	3,105
Interest	**2,405**	**2,405**	2,309
Transfer to other funds	**8,289**	**9,517**	10,295
Other	**4,175**	**4,572**	4,763
	37,120	**38,468**	39,616
NET SURPLUS	**$ -**	**$ -**	$ -
PUBLIC WORKS AND WATER			
REVENUES			
Taxation	**$ 152,580**	**$ 152,151**	$ 154,730
Sales of services and regulatory fees	**3,468**	**3,782**	3,678
Government transfers	**18,236**	**18,228**	17,850
Transfer from other funds	**24,866**	**24,446**	25,561
Other	**6,258**	**5,887**	5,780
	205,408	**204,494**	207,599
EXPENSES			
Salaries and benefits	**54,166**	**56,057**	56,314
Goods and services	**90,320**	**86,266**	89,170
Interest	**37,491**	**37,635**	36,630
Transfer to other funds	**7,132**	**7,274**	5,528
Other	**16,299**	**17,262**	19,957
	205,408	**204,494**	207,599
NET SURPLUS	**$ -**	**$ -**	$ -

THE CITY OF WINNIPEG
Schedule 3

SCHEDULE OF SEGMENT DISCLOSURE WITH BUDGET INFORMATION - GENERAL REVENUE FUND (continued)

For the years ended December 31
(in thousands of dollars)

FINANCE AND ADMINISTRATION	2008 Budget	2008 Actual	2007 Actual
REVENUES			
Taxation	**$ 97,642**	**$ 101,367**	$ 91,480
Sales of services and regulatory fees	**10,027**	**11,548**	10,188
Government transfers	**14,321**	**14,306**	13,793
Transfer from other funds	**6,226**	**6,080**	6,532
Other	**6,179**	**9,994**	7,187
	134,395	**143,295**	129,180
EXPENSES			
Salaries and benefits	**34,908**	**32,947**	32,118
Goods and services	**12,651**	**12,081**	12,815
Interest	**6,621**	**6,477**	4,898
Transfer to other funds	**43,725**	**65,112**	43,562
Other	**36,490**	**26,678**	35,787
	134,395	**143,295**	129,180
NET SURPLUS	**$ -**	**$ -**	$ -

THE CITY OF WINNIPEG
CONSOLIDATED FINANCIAL STATEMENTS

FIVE-YEAR REVIEW

As at December 31
("$" amounts in thousands of dollars, except as noted)
(Unaudited)

			2008	2007	2006	2005	2004
1.	Population (as restated per Statistics Canada)		**660,000**	653,300	649,300	647,400	646,700
	Unemployment rate (per Statistics Canada)						
	- Winnipeg		**4.3%**	4.7%	4.6%	4.8%	5.5%
	- National average		**6.1%**	6.0%	6.3%	6.8%	7.2%
2.	Average total employees		**8,402**	8,566	8,836	8,749	8,788
3.	Number of taxable properties		**211,048**	209,127	206,658	206,170	205,366
	Payments-in-lieu of taxes						
	Number of properties		**908**	945	922	874	853
4.	Assessment (see notes)	- Residential	**$ 23,666,110**	23,223,839	22,800,354	18,460,471	18,277,925
		- Commercial and industrial	**8,161,490**	8,095,206	7,959,866	7,209,121	7,132,230
		- Farm and golf	**131,414**	156,357	162,390	102,742	101,769
			$ 31,959,014	31,475,402	30,922,610	25,772,334	25,511,924
	Assessment per capita (in dollars)		**$ 48,423**	48,179	47,625	39,809	39,449
	Commercial and industrial as a percentage of assessment		**25.54%**	25.72%	25.74%	27.97%	27.96%
5.	Tax arrears		**$ 29,893**	38,038	41,350	37,698	40,436
6.	Tax arrears - per capita (in dollars)		**$ 45.29**	58.22	63.68	58.23	62.53
7.	Municipal mill rate		**25.448**	25.448	25.448	29.686	29.686
	- Percentage change adjusted for portioning and reassessment		**0.00%**	0.00%	0.00%	0.00%	0.00%
8.	Winnipeg consumer price index (per Statistics Canada) (annual average)						
	- 2002 base year 100		**113.3**	110.8	108.5	106.5	103.7
	- Percentage increase		**2.3%**	2.1%	1.9%	2.7%	1.9%
9.	Consolidated revenues (see notes)						
	- Taxation		**$ 521,684**	515,197	518,661	503,594	491,698
	- User charges		**416,692**	381,273	356,761	339,539	328,206
	- Government transfers		**213,310**	188,563	152,300	120,725	94,100
	- Interest and other revenue		**123,280**	135,781	77,811	75,266	54,879
			$ 1,274,966	1,220,814	1,105,533	1,039,124	968,883
10.	Consolidated expenses by function (see notes)						
	- Municipal operations		**$ 777,011**	765,732	729,753	712,630	681,533
	- Public utilities		**258,788**	242,797	231,306	225,133	217,171
	- Civic corporations		**29,383**	25,000	24,174	25,636	31,214
			$ 1,065,182	1,033,529	985,233	963,399	929,918
11.	Growth in accumulated surplus (see notes)		**$ 209,784**	187,285	120,300	75,725	38,965

(Note: In 2006, the City conducted a general reassessment which moved from a 1999 level of value to a 2003 level of value.)

(Note: For 2004, the revenues, expenses, net financial assets, accumulated surplus and acquisition of tangible capital assets figures have not been restated to reflect the change in accounting policy concerning tangible capital assets, revenues from contributed assets and government transfers related to tangible capital assets acquisitions, and to record the City's investment in government businesses.)

THE CITY OF WINNIPEG
CONSOLIDATED FINANCIAL STATEMENTS

FIVE-YEAR REVIEW - continued

As at December 31
("$" amounts in thousands of dollars, except as noted)
(Unaudited)

		2008	2007	2006	2005	2004
12. Consolidated expenses by object (see notes)						
Salaries and benefits	**$**	**565,071**	539,405	530,881	510,928	496,048
Goods and services		**295,940**	291,032	271,530	270,707	285,594
Amortization		**141,099**	133,635	125,681	122,718	-
Interest		**50,952**	46,950	45,665	50,283	-
Other expenses		**12,120**	22,507	11,476	8,763	19,234
Debt interest and repayment		**-**	-	-	-	129,042
	$	**1,065,182**	1,033,529	985,233	963,399	929,918
13. Payments to school authorities	**$**	**465,001**	452,937	437,317	435,205	439,062
14. Debt						
Tax-supported	**$**	**378,872**	379,836	411,043	429,287	486,790
Transit		**24,914**	25,464	26,813	27,520	35,092
City-owned utilities		**304,834**	206,261	207,581	151,700	175,050
Other		**44,472**	34,587	24,893	5,160	5,743
Total gross debt		**753,092**	646,148	670,330	613,667	702,675
Less: Sinking Funds		**276,158**	248,686	222,723	198,965	239,831
Total net long-term debt	**$**	**476,934**	397,462	447,607	414,702	462,844
Percentage of total assessment		**1.49%**	1.26%	1.45%	1.61%	1.81%
15. Acquisition of tangible capital assets						
Acquisitions (see notes)	**$**	**330,344**	352,149	263,066	199,313	143,286
16. Net financial assets (see notes)	**$**	**77,850**	52,440	71,767	81,020	72,620
17. Accumulated surplus (see notes)						
Surpluses						
Invested in tangible capital assets	**$**	**3,568,485**	3,434,876	3,181,870	3,038,586	335,267
Unamortized gain on Winnipeg Hydro sale		**232,679**	238,376	243,751	253,539	262,772
Other surpluses		**253,225**	187,543	215,383	192,331	145,050
Unfunded liabilities		**(150,518)**	(157,724)	(152,059)	(138,345)	(129,490)
		3,903,871	3,703,071	3,488,945	3,346,111	613,599
Reserves						
Capital		**94,156**	89,887	114,359	159,772	179,679
Stabilization		**84,680**	78,619	81,229	64,004	62,325
Special Purpose		**73,574**	74,920	74,679	69,025	72,224
Other		**-**	-	-	-	2,240
		252,410	243,426	270,267	292,801	316,468
	$	**4,156,281**	3,946,497	3,759,212	3,638,912	930,067
18. Government specific indicators (see notes)						
Assets-to-liabilities		**5.88**	5.89	5.61	5.98	N/A
Financial assets-to-liabilities		**1.09**	1.06	1.09	1.11	N/A
Public debt charges-to-revenues		**0.04**	0.04	0.04	0.05	N/A
Own-source revenues-to-taxable assessment		**0.03**	0.03	0.03	0.04	N/A
Government transfers-to-revenues		**0.17**	0.15	0.14	0.12	N/A



FUNDS 2008 DETAILED FINANCIAL STATEMENTS


STOP

THE CITY OF WINNIPEG
GENERAL REVENUE FUND

The City of Winnipeg ("the City") is a single-tier municipality created on January 1, 1972, pursuant to The City of Winnipeg Act, a statute of the Legislature of the Province of Manitoba ("the Province"). The City continued as a body corporate by virtue of the enactment by the Province of The City of Winnipeg Charter on January 1, 2003. The City provides municipal services such as street system maintenance, police, fire, parks and recreation, library and other general government operations. The City is required by The Public Schools Act to bill, collect and remit provincial support and school division special levies on behalf of the Province and school divisions. The City also bills, collects, and remits taxes on behalf of local business improvement zones. Activities related to these billing functions are not included in the Statement of Operations.

For the year-ended December 31, 2008, the General Revenue Fund reported a net surplus of $12.8 million (2007 - $1.6 million), which was transferred to the Mill Rate Stabilization Reserve Fund. Factors that contributed to the General Revenue Fund's position were as follows:

- Net adjustment to accounting provisions was $4.1 million;
- Short-term interest rates and trading gains on investments were higher than anticipated, resulting in an additional $4.0 million in revenue;
- Revenue from the accommodation tax, which became effective June 1, 2008, was $2.6 million higher than budget. This was offset by a transfer to the General Purpose Reserve;
- Photo enforcement revenue exceeded budget by $2.3 million as a result of an increase in fine rates, which occurred July 1, and stricter enforcement at construction sites to improve safety;
- Corporate provisions for snow clearing costs were under budget by $2.1 million, which was offset by a transfer to the Snow Clearing Reserve;
- Reduced contributions of $1.1 million due to long-term disability payments being lower than anticipated;
- The Province of Manitoba announced $1.0 million of funding for 10 additional police officers and for the Main Street Project;
- A grant to the Assiniboine Park Conservancy was authorized by City Council in the amount of $1.2 million;
- Fire paramedic service department expenses were over budget by $3.4 million due to salary and benefit costs. Overtime and severance payments were higher than expected due to retirements. This was partially offset by $1.4 million of additional revenue from Winnipeg Regional Health Authority and the Manitoba Floodway Authority;
- Other departmental revenues and expenses provided $3.5 million to the bottom line.

THE CITY OF WINNIPEG
GENERAL REVENUE FUND

FIVE-YEAR REVIEW

December 31
("$" amounts in thousands of dollars, except as noted)
(unaudited)

	2008	2007	2006	2005	2004
Planning, Property and Development					
Construction					
-Permits issued	**9,120**	8,742	8,987	8,931	8,977
-Value	**$ 1,053,811**	$ 843,591	$ 849,758	$ 656,350	$ 674,619
Housing starts (2007 restated)	**2,646**	3,127	3,289	2,177	2,335
Community Services					
Libraries Provincial Grant	**$ 2,010**	$ 1,910	$ 1,910	$ 1,910	$ 1,910
Library circulation	**5,465,522**	5,431,786	5,532,720	5,228,670	5,518,469
Taxes Receivable					
Property, payments-in-lieu and business taxes	**$ 29,893**	$ 38,038	$ 41,350	$ 37,698	$ 40,436
Allowance for tax arrears	**(3,657)**	(6,228)	(6,326)	(6,364)	(6,394)
	$ 26,236	$ 31,810	$ 35,024	$ 31,334	$ 34,042
Tax Revenues					
Municipal realty taxes	**$ 395,410**	$ 389,913	$ 374,268	$ 373,187	$ 365,486
Payments-in-lieu of taxes	**$ 30,087**	$ 30,421	$ 31,575	$ 32,040	$ 30,334
Business and licenses-in-lieu of business taxes	**$ 56,508**	$ 56,057	$ 61,029	$ 61,243	$ 60,891
Statement of Operations					
Revenues	**$ 780,628**	$ 756,292	$ 724,616	$ 711,529	$ 697,668
Expenses	**767,808**	754,710	723,933	711,529	697,668
	12,820	1,582	683	-	-
Contribution to the Mill Rate Stabilization Reserve	**(12,820)**	(1,582)	(683)	-	-
Surplus	**$ -**	$ -	$ -	$ -	$ -
Debt and finance charges	**$ 90,840**	$ 98,712	$ 103,850	$ 108,887	$ 112,265
% of total expenses	**11.64%**	13.05%	14.33%	15.30%	16.09%

THE CITY OF WINNIPEG
GENERAL REVENUE FUND

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	2008	2007
ASSETS		
Current		
Cash and cash equivalents (Note 3)	**$ 613,523**	$ 599,417
Accounts receivable (Note 4)	**61,401**	71,160
Materials and supplies	**7,019**	6,823
Prepaid expenses	**1,143**	948
	683,086	678,348
Investments (Note 5)	**43,051**	-
Contributed surplus and other assets (Note 6)	**44,533**	45,013
	$ 770,670	$ 723,361
LIABILITIES		
Current		
Notes payable (Note 7)	**$ 201,737**	$ 210,148
Due to other funds (Note 8)	**413,381**	341,056
Accounts payable and accrued liabilities (Note 9)	**109,440**	126,208
Deferred revenue (Note 10)	**37,083**	36,909
Performance and other deposits	**9,029**	9,040
	$ 770,670	$ 723,361

Commitments and contingent liabilities (Note 11)

See accompanying notes and schedules to the financial statements

THE CITY OF WINNIPEG
GENERAL REVENUE FUND

STATEMENT OF OPERATIONS

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget (Note 18)	2008 Actual	2007 Actual
REVENUES (Schedule 1)			
Taxation (Note 12)	**$ 477,527**	**$ 481,892**	$ 470,847
Government transfers	**90,237**	**92,209**	88,149
Contributions and transfers	**62,827**	**62,189**	60,104
Sale of goods and services (Note 13)	**46,794**	**48,514**	45,260
Regulation fees	**36,296**	**38,222**	35,684
Payments-in-lieu of taxes (Note 12)	**30,087**	**30,087**	30,421
Sale of Winnipeg Hydro and other	**21,294**	**21,141**	22,390
Interest	**2,560**	**6,374**	3,437
Total Revenues	**767,622**	**780,628**	756,292
EXPENSES (Schedules 2 and 3)			
Protection and community services	**391,590**	**395,310**	376,458
Public works	**205,408**	**204,494**	215,942
Finance and administration	**73,011**	**71,008**	63,421
Property and development	**37,120**	**38,468**	39,669
Contribution to Transit System	**38,079**	**38,414**	33,743
Employee benefits and payroll tax	**11,217**	**12,016**	11,307
Debt and finance charges	**9,043**	**7,715**	6,708
Grants and payments to other authorities	**3,573**	**4,773**	8,903
Other	**(1,419)**	**(4,390)**	(1,441)
Total Expenses	**767,622**	**767,808**	754,710
Surplus for the year before the contribution to the Mill Rate Stabilization Reserve	**-**	**12,820**	1,582
Contribution to the Mill Rate Stabilization Reserve	**-**	**(12,820)**	(1,582)
Surplus for the year	**$ -**	**$ -**	$ -

See accompanying notes and schedules to the financial statements

THE CITY OF WINNIPEG
GENERAL REVENUE FUND

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)
(unaudited)

1. Significant Accounting Policies

The preparation of periodic financial statements necessarily involves the use of estimates and approximations because the precise determination of financial data frequently depends upon future events. These financial statements have been prepared by management within reasonable limits of materiality and within the framework of significant accounting policies summarized below.

a) Basis of presentation

The General Revenue Fund follows the fund basis of reporting. This Fund was created for the purpose of carrying on specific activities or attaining certain objectives in accordance with special regulations, restrictions or limitations.

b) Basis of accounting

The financial statements are generally prepared using the accrual basis of accounting. The accrual basis of accounting records revenues as they are earned and measurable. Expenses are recognized as they are incurred and measurable based upon receipt of goods or services and/or the creation of a legal obligation to pay.

The accrual basis of accounting is modified for expenses relating to accrued vacation costs, compensated absences, legal claims, retirement allowance, workers compensation claims, insurance claims, councillors' pension plan costs, and environmental costs which are recorded when payment is incurred.

c) Cash equivalents

Cash equivalents consist of Government of Canada treasury bills and crown corporation bonds; provincial government bonds, floating rate notes and promissory notes; City of Winnipeg municipal bonds; schedule A bankers acceptances; floating rate notes; assets backed commercial paper and bearer deposit notes. Short-term investments are recorded at cost, which approximates their quoted market value, and are redeemable on demand.

d) Materials and supplies

Materials and supplies are recorded at the lower of cost or net realizable value.

e) Investments

Bonds are carried at amortized cost. Discounts and premiums arising on the purchase of these investments are amortized over the remaining terms to maturity with annual amortization computed at amounts which, when combined with actual income received, result in a constant effective yield on the amortized book value.

1. Significant Accounting Policies (continued)

f) Assessment appeal costs

Assessment appeal costs are estimated at the beginning of the four-year assessment cycle and are amortized over the cycle. The liability is net of the unamortized costs.

g) Deferred revenue

Certain amounts are received pursuant to legislation, regulation or agreement and may only be used in the conduct of certain programs or in the completion of specific work. In addition, certain user charges and fees are collected for which the related services have yet to be performed. These amounts are recognized as revenue in the fiscal year in which the related expenses are incurred or services performed.

h) Corporate debt and finance charges

Tax-supported tangible capital assets financed by debt including internal financing through the Equity in Capital Assets Fund, are recorded along with the outstanding debt obligation in the General Capital Fund. Interest and payments on debt are funded by the General Revenue Fund and the interest expense is recorded in the General Capital Fund.

i) Local improvement taxes

As defined in The City of Winnipeg Charter, local improvement means "a work or service intended to be paid for or maintained wholly or partly by special assessments against the land benefited". The property owner's portion of the costs may be added to taxes over the length of the debt incurred by the City of Winnipeg ("the City") to cover the costs of the improvement or may be fully paid at anytime. Local improvement taxes which have been paid by the property owners are recognized as revenue in the year paid.

j) Taxes collected for others

The City collects taxes for the Public Schools' Finance Board, Winnipeg's school divisions and on behalf of local business improvement zone boards. These taxes are remitted to the respective boards and divisions and are not included as revenues and expenses in the General Revenue Fund's Statement of Operations.

k) Administration and interest on capital work

In certain circumstances, capital project work capitalized in the General Capital Fund includes an administration fee of 1% of specific costs of the project to a maximum of $0.1 million on any individual project. In addition, financing charges of 2% are also capitalized as part of the project funded by the City. The administration fee and financing charge revenues are recorded in the General Revenue Fund.

l) Debenture issue expenses

Debenture issue expenses are charged to operations in the General Revenue Fund in the year of the related debenture issue.

m) Deferred gain on sale of assets to Special Operating Agencies

Golf Services - Special Operating Agency and Winnipeg Parking Authority - Special Operating Agency commenced operations on January 1, 2002 and January 1, 2005, respectively. The City sold assets, including land, to these Agencies. The gain on the sale of these assets is being realized over the same time period as the assets are being amortized by the Agencies.

1. Significant Accounting Policies (continued)

n) Government transfers

Government transfers are the transfer of assets from the senior levels of government that are not the result of an exchange transaction, are not expected to be repaid in the future, or the result of a direct financial return.

Government transfers are recognized in the financial statements as revenue in the financial period in which events giving rise to the transfer occur, providing the transfers are authorized, any eligibility criteria have been met including performance and return requirements, and reasonable estimates of the amounts can be determined.

2. Status of the General Revenue Fund

The City is a municipality which was created on January 1, 1972, pursuant to The City of Winnipeg Act, a statute of the Legislature of the Province of Manitoba (the "Province"). The City continued as a body corporate by virtue of the enactment by the Province of The City of Winnipeg Charter on January 1, 2003. The City provides municipal services such as street system maintenance, police, fire, urban planning, parks and recreation, library and other general government operations. The City also bills, collects and remits taxes on behalf of local business improvement zones.

The City is required by The Public Schools Act to bill, collect and remit provincial education support and school division special levies on behalf of the Province of Manitoba and the school divisions. The City has no jurisdiction or control over the school divisions' operations or their mill rate increases and therefore, the financial statements of the school divisions do not form part of the General Revenue Fund's financial statements.

3. Cash and Cash Equivalents

	2008	2007
Bank overdraft, net of other cash items	**$ (838)**	$ (2,267)
Cash equivalents	**614,361**	601,684
	$ 613,523	$ 599,417

Cash equivalents have an effective average interest rate of 3.0% (2007 - 4.4%).

4. Accounts Receivable

	2008	2007
Property, payments-in-lieu and business taxes	**$ 29,893**	$ 38,038
Allowance for tax arrears	**(3,657)**	(6,228)
	26,236	31,810
Trade accounts and other receivables	**17,513**	17,173
Government of Canada	**8,343**	6,594
Province of Manitoba	**7,787**	14,285
Accrued interest receivable	**5,011**	3,135
The Convention Centre Corporation	**125**	169
The Sinking Fund Trustees of The City of Winnipeg	**3**	903
Allowance for doubtful accounts	**(3,617)**	(2,909)
	35,165	39,350
	$ 61,401	$ 71,160

5. *Investments*

	2008	2007
Marketable securities		
Government of Canada bonds	**$ 10,086**	$ -
Provincial bonds	**14,168**	-
Municipal bonds	**18,797**	-
	$ 43,051	$ -

The aggregate market value of marketable securities at December 31, 2008 is $44.2 million (2007 - $nil).

6. *Contributed Surplus and Other Assets*

	2008	2007
Contributed surpluses:		
Golf Services - Special Operating Agency	**$ 20,090**	$ 20,090
Land Operating Reserve	**8,425**	8,425
Winnipeg Parking Authority - Special Operating Agency	**172**	172
Loans receivable:		
Winnipeg Parking Authority - Special Operating Agency, start-up loan, interest at 6%, with no specific terms of repayment	**12,218**	12,218
Golf Services - Special Operating Agency, interest at 6%, repayable in annual payments of $208 thousand, including interest and principal	**3,091**	3,113
Deferred election costs	**487**	973
Deferred charges, other	**50**	22
	$ 44,533	$ 45,013

Interest revenue received on the loan to Golf Services - Special Operating Agency during the year was $187 thousand (2007 - $188 thousand).

Interest revenue received on the loan to Winnipeg Parking Authority - Special Operating Agency during the year was $733 thousand (2007 - $733 thousand).

7. *Notes Payable*

The City finances short-term borrowing requirements from related entities at market rates of interest, which have an effective average interest rate of 3.0% (2007 - 4.3%). These notes are callable by the issuers.

	2008	2007
Winnipeg Civic Employees' Benefits Program (Pension Fund)	**$ 103,080**	$ 121,659
Winnipeg Police Pension Plan	**44,822**	38,991
The Sinking Fund Trustees of The City of Winnipeg	**34,612**	31,552
The Civic Employees' Group Life Insurance Plan	**15,542**	11,331
Workers Compensation Reserve	**3,500**	2,966
Brady Landfill Site Rehabilitation Reserve	**359**	29
Sinking Fund	**85**	26
Perpetual Maintenance Reserve Funds:		
- Transcona Cemetery	**28**	31
- St. Vital Cemetery	**7**	41
- Brookside Cemetery	**(174)**	158
Insurance Reserve	**(124)**	3,364
	$ 201,737	$ 210,148

8. Due to Other Funds

The City operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, other funds do not have a bank account. Bank transactions are credited or charged to the "Due (from)/to" account in each fund when they are processed through the bank. Where appropriate, interest is credited or charged to other funds based on the City's average short-term earnings (cost of funds) on the single bank account, which is a function of the Bank of Canada rate.

	2008	2007
Capital Reserves	**$ 122,619**	$ 123,570
Waterworks System	**105,741**	64,938
Stabilization Reserves	**84,680**	78,619
Special Purpose Reserves	**54,637**	52,335
Sewage Disposal System	**51,085**	34,322
Equity in Capital Assets	**36,808**	23,190
Equipment and Material Services	**10,255**	9,971
Solid Waste Disposal	**5,085**	7,646
General Revenue Enterprises	**3,033**	5,243
Building Services	**627**	639
Trusts	**591**	252
Civic Accommodations	**69**	63
Sinking Fund	**-**	4
Animal Services - Special Operating Agency	**(611)**	(361)
Winnipeg Enterprises Corporation	**(1,425)**	(1,335)
Golf Services - Special Operating Agency	**(3,042)**	(2,008)
Transit System	**(7,579)**	(8,441)
` Winnipeg Parking Authority - Special Operating Agency	**(9,286)**	(8,829)
Fleet Management - Special Operating Agency	**(19,741)**	289
General Capital	**(20,165)**	(39,051)
	$ 413,381	$ 341,056

9. Accounts Payable and Accrued Liabilities

	2008	2007
Trade accounts payable	**$ 44,494**	$ 48,140
Wages and employee benefits payable	**21,369**	21,780
Provincial education support and school division special levies payable	**18,027**	27,956
Other accrued liabilities	**10,183**	10,277
Provision for assessment appeals	**9,670**	12,171
Accrued interest on long-term debt	**5,697**	5,884
	$ 109,440	$ 126,208

10. Deferred Revenue

	2008	2007
Deferred gain on sale of assets to:		
Golf Services - Special Operating Agency	**$ 22,365**	$ 22,528
Winnipeg Parking Authority - Special Operating Agency	**9,812**	11,052
Province of Manitoba, Federal Government and other	**3,713**	2,350
Registration fees	**1,104**	909
Rentals	**89**	70
	$ 37,083	$ 36,909

11. Commitments and Contingent Liabilities

The following significant commitments and contingencies existed at December 31, 2008:

a) Lease commitments

The City has entered into a number of lease agreements mainly for the lease of office equipment. Future minimum lease payments are as follows:

2009	$	179
2010		117
2011		56
	$	352

b) Loan guarantees

The City has unconditionally guaranteed the payment of principal and interest on outstanding capital improvement loans for the following organizations:

	2008	2007
Dakota Community Centre Inc.	**$ 2,152**	$ 2,267
Winnipeg Enterprises Corporation	**1,673**	2,084
Gateway Recreation Centre Inc.	**1,369**	1,596
Winnipeg Housing Rehabilitation Corporation	**570**	-
Garden City Community Centre Inc.	**522**	588
St. Norbert Community Centre	**300**	349
Maples Recreation Association Inc.	**246**	276
Glenwood Community Centre Inc.	**196**	218
Manitoba Opera Association Inc.	**75**	-
Granite Curling Club	**69**	76
Springer's Gymnastics Club Inc.	**53**	71
St. Norbert Children's Centre Inc.	**40**	59
Richmond Kings Community Centre Inc.	**19**	46
Charleswood Broncos Football Club	**16**	46
East Side Eagles Football Club	**-**	5
	$ 7,300	$ 7,681

When an organization has failed to meet debt covenants on existing debt obligations and factors known at the time of reporting are likely to affect the ability of the borrower to repay the loan in the future, then a provision for losses on loan guarantees will be accrued in the financial statements. As at December 31, 2008, an accrual has not been made to the financial statements.

c) Lawsuits

The City is not a defendant in any significant lawsuits as at December 31, 2008. The expense is recorded when settlement occurs.

Normal contingent liabilities exist consisting of routine claims for street and sidewalk accidents, property damage, etc.. Any loss will be accounted for to the period in which settlement occurs.

12. Taxation

The property tax roll recorded in the General Revenue Fund for the year totalled $837.6 million (2007 - $820.1 million). This included school taxes of $442.2 million (2007 - $430.1 million) assessed and levied on behalf of the Province of Manitoba and school divisions. Total payments-in-lieu of taxes for the year were $52.9 million (2007 - $53.2 million). Included were payments-in-lieu of school taxes assessed in 2008 of $22.8 million (2007 - $22.8 million). School taxes and payments-in-lieu of school taxes are remitted to the Province and school divisions based upon a formula and schedule set by the Province of Manitoba and are not reflected as revenues or expenses in these financial statements. When an assessment is reduced the City is compelled by legislation to refund municipal taxes, school taxes and payments-in-lieu of school taxes with applicable interest.

Included in payments-in-lieu of taxes and business taxes are amounts levied against other funds for realty and business taxes. Taxes are assessed on these properties as if they were privately owned. The amounts levied are as follows:

	2007	2007
Sewage Disposal System	**$ 9,241**	$ 9,185
Waterworks System	**3,027**	3,056
Winnipeg Parking Authority - Special Operating Agency	**571**	750
Transit System	**542**	541
Golf Services - Special Operating Agency	**256**	247
Solid Waste Disposal	**33**	39
	$ 13,670	$ 13,818

13. General Government Charges from Related Parties

Included in the sale of goods and services is general government charges levied against other funds for administrative services as follows:

	2008	2007
Transit System	**$ 777**	$ 777
Waterworks System	**612**	612
Sewage Disposal System	**467**	467
Fleet Management - Special Operating Agency	**421**	421
Civic Accommodations	**306**	306
Building Services	**252**	252
Solid Waste Disposal	**79**	79
Animal Services - Special Operating Agency	**70**	70
Golf Services - Special Operating Agency	**63**	61
Winnipeg Parking Authority - Special Operating Agency	**36**	36
	$ 3,083	$ 3,081

14. Contributions and Appropriations to/from Related Parties

In addition to those disclosed elsewhere in the financial statements, included in the fund's expenses are the following:

Included in Community Services department's expenses are transfers to various funds as follows: Library Reserve $nil (2007 - $279 thousand); Animal Services - Special Operating Agency net transfer $924 thousand (2007 - $938 thousand); Concession Equipment Reserve $15 thousand (2007 - $19 thousand); Insect Control Urgent Expenditures Reserve $2 thousand (2007 - $1.2 million); and Recreation Programming Reserve $nil (2007 - $159 thousand).

Included in Planning, Property and Development department's expenses is a net transfer from the Perpetual Maintenance Reserves in the amount of $124 thousand (2007 - $397 thousand), a transfer to the Permit Reserve of $1.4 million (2007 - $2.4 million) and the Housing Rehabilitation Investment Reserve of $1.0 million (2007 - $1.0 million).

Included in Corporate Finance department's expenses are recoveries from various funds for investment management fees. This includes $239 thousand (2007 - $247 thousand) from the Stabilization Reserves, $198 thousand (2007 - $225 thousand) from the Special Purpose Reserves, $320 thousand (2007 - $345 thousand) from the Capital Reserves, $70 thousand (2007 - $39 thousand) from the Equity in Capital Assets Fund and $5 thousand (2007 - $1 thousand) from the Sinking Fund.

Included in Assessment and Taxation department's expenses is a transfer to the General Purpose Reserve of $2.6 million (2007 - $nil).

Included in Corporate Support Services department's expenses is a transfer to the General Revenue Enterprises Fund of $26 thousand (2007 - $nil).

Included in various department expense categories are a transfer to the Civic Accommodations Fund of $31.9 million (2007 - $29.2 million) for facilities costs, a transfer to the Computer Replacement Reserve of $1 thousand (2007 - $585 thousand), and a transfer to the Building Services Fund of $24.9 million (2007 - $18.2 million).

Included in various expense categories in 2008 are a contribution to the Commitment Reserve of $4.2 million (2007 - $2.7 million), a transfer from the Insurance Reserve of $678 thousand (to 2007 - $978 thousand), a transfer to the General Capital Fund of $544 thousand (2007 - $2.0 million), and a transfer to the Snow Clearing Reserve of $4.4 million (2007 - $nil).

15. Pension Costs and Obligations

a) Winnipeg Civic Employees' Benefits Pension and Winnipeg Police Pension Plans

The Fund's employees are eligible for benefits under the Winnipeg Civic Employees' Benefits Pension and the Winnipeg Police Pension Plans. The City allocates its benefit costs to various departments. During the year $24.2 million (2007 - $23.1 million) of benefit costs were allocated to the Fund.

b) Councillors' Pension Plan Established Under By-Law No. 3553/83

On November 2, 1992, the pension plan provided to members of City Council was terminated, thereby not allowing new members to be accepted to the plan and current members being entitled to receive retirement benefits once they become eligible. These benefits are recorded when paid. The unrecorded benefits liability at December 31, 2008 has been estimated to be $4.5 million (2007 - $4.5 million). In 2008, the City paid out $0.3 million (2007 - $0.3 million).

15. Pension Costs and Obligations (continued)

c) Councillors' Pension Plan Established Under By-Law No. 7869/2001

The City of Winnipeg Council Pension Plan was established July 18, 2001 by The City of Winnipeg Council Pension Plan By-Law No. 7869/2001, which deemed the Plan to have come into existence on January 1, 2001. The Plan is a defined benefit pension plan, which provides pension benefits for City of Winnipeg Council members. All members of City Council were required to become members of the Plan on January 1, 2001.

In 2008, the City paid out $0.2 million (2007 - $0.2 million).

16. Other Employee Benefits

a) Under the retirement allowance plan, qualifying employees become entitled to a cash payment upon retirement, death or termination of service under certain conditions (not resignation). An actuarial valuation has estimated the unrecorded liability at December 31, 2008 at $65.3 million (2007 - $64.0 million).

b) Compensated absences represents benefits expected to be paid during future employee absences in respect of sick leave days earned in previous years. The amount of this unrecorded liability at December 31, 2008 is estimated at $5.0 million (2007 - $5.5 million).

c) Employees accrue vacation credits, which together with unused holidays from previous years, are not recorded as a liability on the Statement of Financial Position. The vacation credits generally become a charge to operations in the year after they are earned. The amount of this unrecorded liability at December 31, 2008 is estimated at $31.3 million (2007 - $30.2 million).

d) The City operates its workers compensation program on a self-insured basis. In lieu of paying premiums to the Workers Compensation Board of Manitoba, the City pays actual costs incurred plus an administration charge. The City has a responsibility regarding future costs (such as compensation, rehabilitation, medical aid, pension awards and administration) on existing claims and incurred but not reported claims. The amount of this unrecorded liability at December 31, 2008 is estimated at $7.3 million (2007 - $5.7 million).

e) Employees of the City who are members of the Winnipeg Civic Employees' Benefits Pension and the Winnipeg Police Pension Plans must become members of the Civic Employees' Group Life Insurance Plan and the Police Employees' Group Life Insurance Plan respectively. These plans provide life insurance coverage for members while employed and coverage can be continued into retirement at the employees' option. Plan members and the City share the cost of basic life insurance coverage. An actuarial valuation indicated that this post-retirement liability is fully funded.

17. Related Party Transactions

Included in these financial statements are revenue and expense amounts resulting from routine operating transactions conducted at prevailing market prices with various City of Winnipeg controlled departments, agencies and corporations to which the City is related. Account balances resulting from these transactions are included in the General Revenue Fund's Statement of Financial Position and are settled on normal trade terms. Other amounts due to and from related parties and the terms of settlement are described separately in the financial statements and the notes thereto.

18. Budget

The 2008 adopted budget has been amended by $5,851 thousand to reflect costs that were transferred amongst the various Corporate cost centres to the Assessment and Taxation department.

19. Comparative Figures

The 2007 figures have not been restated for departmental restructuring and reallocation of financing charges.

THE CITY OF WINNIPEG
GENERAL REVENUE FUND

Schedule 1

REVENUES

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Taxation			
Municipal realty tax	**$ 395,415**	**$ 395,410**	$ 389,913
Business and licenses-in-lieu of business taxes	**56,504**	**56,508**	56,057
Electricity and natural gas sales taxes	**17,104**	**17,762**	17,125
Entertainment tax	**4,875**	**6,099**	5,624
Accommodation tax	**1,800**	**4,360**	-
Local improvement tax	**1,355**	**1,330**	1,506
Licenses-in-lieu of realty tax	**354**	**354**	354
Local improvement tax commuted	**75**	**22**	222
Billboard tax	**45**	**47**	46
	477,527	**481,892**	470,847
Government transfers			
Provincial			
Building Manitoba Fund	**56,359**	**55,404**	53,204
Unconditional	**19,888**	**19,888**	19,888
Video lottery terminal	**8,996**	**8,820**	8,820
Support	**7,427**	**7,621**	7,298
Casino	**6,209**	**6,986**	6,087
Ambulance	**6,073**	**6,619**	7,545
Assessment	**-**	**3,000**	-
Libraries	**1,910**	**2,010**	1,910
Policing	**-**	**2,000**	-
Other	**6,110**	**1,229**	6,118
Larviciding	**-**	**1,200**	-
Dutch elm disease control	**900**	**1,000**	900
Services transferred to the Province	**(23,650)**	**(23,650)**	(23,650)
	90,222	**92,127**	88,120
Federal government	**15**	**82**	29
	90,237	**92,209**	88,149

THE CITY OF WINNIPEG
GENERAL REVENUE FUND

Schedule 1

REVENUES

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Contributions and transfers			
Sewage Disposal System	**22,277**	**22,553**	18,422
Waterworks System	**14,663**	**14,663**	12,580
Fiscal Stabilization Reserve	**4,495**	**4,495**	9,000
Civic Accommodations	**3,952**	**4,065**	3,880
Winnipeg Parking Authority - Special Operating Agency	**3,706**	**3,706**	5,300
Fleet Management - Special Operating Agency (Note 13)	**2,699**	**2,699**	5,594
Solid Waste Disposal	**2,987**	**2,455**	407
Permit Reserve	**2,358**	**2,358**	-
Insect Control Urgent Expenditures Reserve	**-**	**1,200**	-
Golf Course Reserve	**-**	**1,000**	-
Workers Compensation Reserve	**1,000**	**1,000**	2,936
Idea Bank Reserve	**416**	**416**	358
Library Reserve	**400**	**400**	-
Building Services Fund	**328**	**333**	70
Golf Services - Special Operating Agency	**1,328**	**328**	305
General Revenue Enterprises Fund	**219**	**241**	62
Assiniboine Park Enterprises Reserve	**175**	**175**	177
Concession Equipment Replacement Reserve	**-**	**75**	-
General Capital Fund	**-**	**27**	113
Other	**1,357**	**-**	-
The Sinking Fund Trustees of the City of Winnipeg	**467**	**-**	900
	62,827	**62,189**	60,104
Sale of goods and services	**46,794**	**48,514**	45,260
Regulation fees			
Fines	**15,606**	**17,531**	15,245
Permits and fees	**11,284**	**11,979**	10,978
Tax penalties	**6,300**	**6,308**	6,348
Licenses	**3,106**	**2,404**	3,113
	36,296	**38,222**	35,684
Payments-in-lieu of taxes	**30,087**	**30,087**	30,421
Sale of Winnipeg Hydro and other			
Manitoba Hydro	**20,000**	**20,000**	20,000
Accounts payable write-offs, commissions, etc.	**1,294**	**1,141**	2,390
	21,294	**21,141**	22,390

THE CITY OF WINNIPEG
GENERAL REVENUE FUND

Schedule 1

REVENUES

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Interest			
Interest earned	**1,189**	**5,244**	1,831
Interest capitalized	**870**	**629**	1,106
Debt charges recovered	**501**	**501**	500
	2,560	**6,374**	3,437
Total Revenues	**$ 767,622**	**$ 780,628**	$ 756,292

THE CITY OF WINNIPEG
GENERAL REVENUE FUND

Schedule 2

EXPENSES

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget (Note 18)	2008 Actual	2007 Actual
Protection and community services			
Police services	**$ 169,936**	**$ 170,865**	$ 160,756
Fire paramedic service	**123,613**	**127,021**	124,741
Community services	**97,150**	**96,485**	90,197
Museums	**891**	**939**	764
	391,590	**395,310**	376,458
Public works			
Public works	**165,502**	**164,956**	175,879
Water and waste	**29,373**	**29,123**	29,754
Street lighting	**10,533**	**10,415**	10,309
	205,408	**204,494**	215,942
Finance and administration			
Corporate support services	**27,053**	**25,945**	-
Assessment and taxation	**19,229**	**19,701**	10,011
City clerks	**12,133**	**11,828**	11,209
Corporate finance	**6,642**	**6,066**	8,678
Council	**2,695**	**2,629**	2,609
Chief administrative offices	**2,397**	**2,297**	2,458
Audit	**1,070**	**913**	1,510
EPC secretariat	**966**	**865**	1,372
Mayor's office	**826**	**764**	514
Corporate information technology	**-**	**-**	15,307
Corporate services	**-**	**-**	9,753
	73,011	**71,008**	63,421
Property and development			
Planning, property and development	**37,120**	**38,468**	39,669
Contribution to Transit System	**38,079**	**38,414**	33,743
Employee benefits and payroll tax			
Provincial payroll tax	**7,520**	**7,812**	7,614
Employee benefits	**3,697**	**4,204**	3,693
	11,217	**12,016**	11,307

THE CITY OF WINNIPEG
GENERAL REVENUE FUND

Schedule 2

EXPENSES

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget (Note 18)	2008 Actual	2007 Actual
Debt and finance charges			
Transfer to General Capital Fund	**90,733**	**88,078**	94,985
Transfer to Equity in Capital Assets Fund	**-**	**1,935**	2,059
Other interest and finance charges	**1,435**	**827**	1,668
Transfer to departments	**(83,125)**	**(83,125)**	(92,004)
	9,043	**7,715**	6,708
Grants and payments to other authorities			
The Convention Centre Corporation	**2,075**	**2,075**	2,075
Destination Winnipeg	**1,313**	**1,313**	1,313
Grants	**50**	**1,250**	5,305
Children's Museum and other payments	**135**	**135**	135
Winnipeg Enterprises Corporation	**-**	**-**	75
	3,573	**4,773**	8,903
Other			
Insurance and damage claims	**3,630**	**3,630**	3,600
Government affairs, pension contribution and other	**(5,049)**	**(8,020)**	(5,041)
	(1,419)	**(4,390)**	(1,441)
Contribution to the Mill Rate Stabilization Reserve	**-**	**12,820**	1,582
Total Expenses	**$ 767,622**	**$ 780,628**	$ 756,292

THE CITY OF WINNIPEG
GENERAL REVENUE FUND

Schedule 3

EXPENSES BY OBJECT

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Salaries and employee benefits	**$ 397,911**	**$ 400,466**	$ 385,668
Transfers	**99,754**	**122,597**	95,229
Services	**114,201**	**113,752**	118,587
Debt and finance charges - departmental and corporate	**92,359**	**91,125**	98,921
Materials, parts and supplies	**31,565**	**27,837**	26,885
Grants and payments to other authorities - departmental and corporate	**22,077**	**23,416**	22,295
Municipal tax, amortization, and other	**15,209**	**10,443**	13,744
Provincial payroll tax	**7,520**	**7,812**	7,613
Assets - purchases and renovations	**6,516**	**6,125**	6,943
Recoveries	**(19,490)**	**(22,945)**	(19,593)
	$ 767,622	**$ 780,628**	$ 756,292

THE CITY OF WINNIPEG
GENERAL REVENUE FUND

Schedule 4

SCHOOL TAXES LEVIED

For the years ended December 31
(unaudited)

In addition to the tax revenues required to be raised for Municipal purposes, City Council under the continuing provisions of The Public Schools Act, must fix and impose taxes sufficient to meet that portion of the cost of education that is to be raised through levies on assessable property within the City of Winnipeg.

The amounts that were required to be raised in 2008 included the City's share of the Province's Education Support Program and the requirements of the school divisions (located wholly or in part within the City) representing the portion of their costs that were determined to be the entire responsibility of the City. Levies for 2008 with 2007 comparative figures are as follows:

	2008	2007
Provincial education support program levy		
Other property	**$ 75,777,490**	$ 74,723,333
Special levies (by school division)		
Winnipeg	**129,768,694**	129,033,323
Pembina Trails	**67,771,110**	65,579,031
Louis Riel	**66,098,443**	63,809,189
River East - Transcona	**53,503,678**	51,002,935
St. James - Assiniboia	**39,761,965**	38,178,365
Seven Oaks	**29,364,954**	27,647,102
Seine River	**2,937,157**	2,946,396
Interlake	**17,248**	17,600
	389,223,249	378,213,941
	$ 465,000,739	$ 452,937,274
Allocated as follows:		
Realty taxes	**$ 442,190,739**	$ 430,146,018
Payments-in-lieu of taxes	**22,810,000**	22,791,256
	$ 465,000,739	$ 452,937,274

THE CITY OF WINNIPEG
GENERAL REVENUE FUND

Schedule 5

2008 ASSESSMENT PORTIONED BY PROPERTY CLASSIFICATION

As at April 11, 2008
(unaudited)

	Portion	Taxable	Exempt Subject to Payments-in-Lieu	Exempt	Total
Residential 1	45.0%	$ 8,998,169,817	$ 30,857,723	$ 19,366,567	$ 9,048,394,107
Residential 2	45.0%	899,082,211	104,937,270	1,730,740	1,005,750,221
Residential 3	45.0%	616,703,778	-	81,541	616,785,319
Farm	26.0%	15,185,958	1,183,286	8,181,779	24,551,023
Institutional	65.0%	363,361,039	66,526,395	1,190,133,193	1,620,020,627
Pipelines	50.0%	8,385,300	-	-	8,385,300
Railways	25.0%	22,681,614	-	-	22,681,614
Designated recreational facilities	10.0%	6,714,155	131,400	1,053,410	7,898,965
Other	65.0%	4,189,371,053	385,232,520	730,405,240	5,305,008,813
Legislative building	65.0%	-	5,186,200	-	5,186,200
		$ 15,119,654,925	$ 594,054,794	$ 1,950,952,470	$ 17,664,662,189

THE CITY OF WINNIPEG
GENERAL REVENUE ENTERPRISES FUND

The General Revenue Enterprises Fund was originally created to account for commercial activities in which The City of Winnipeg was in competition with the private sector. However, over time these activities are now recorded in various other funds. Meanwhile, the use of this Fund has been expanded to include programs funded by grants from the senior levels of government or by their own revenue sources. These programs include Libraries Book Replacement and Literacy Centre Collection, Historical Buildings and Riverbanks Administration.

FIVE-YEAR REVIEW

December 31
(in thousands of dollars)
(unaudited)

	2008	2007	2006	2005	2004
Internal service operations and other programs:					
Revenues	**$ 4,061**	$ 3,649	$ 3,282	$ 4,228	$ 5,649
Expenses	**6,014**	4,058	3,322	4,645	4,651
(Deficit)/Surplus	**$ (1,953)**	$ (409)	$ (40)	$ (417)	$ 998

THE CITY OF WINNIPEG
GENERAL REVENUE ENTERPRISES FUND

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	2008	2007
ASSETS		
Current		
Due from General Revenue Fund (Note 3)	**$ 3,033**	$ 5,243
Accounts receivable	**59**	3
Inventories	**10**	14
	$ 3,102	$ 5,260
LIABILITIES		
Current		
Accounts payable and accrued liabilities	**$ 26**	$ 18
Interest payable - Idea Bank Reserve	**-**	3
Current portion of loan payable	**-**	45
Deferred revenue	**450**	575
	476	641
Loan payable	**-**	40
	476	681
RETAINED EQUITY	**2,626**	4,579
	$ 3,102	$ 5,260

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
GENERAL REVENUE ENTERPRISES FUND

STATEMENT OF OPERATIONS AND RETAINED EQUITY

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008	2007
REVENUES		
Permits and fees	**$ 2,823**	$ 2,667
Transfer from Land Operating Reserve	**817**	571
Sales of goods and services	**375**	409
Transfer from General Revenue Fund	**26**	-
Transfer from Heritage Investment Reserve	**20**	-
Other revenue	**-**	2
Total Revenues	**4,061**	3,649
EXPENSES		
Street cuts operations (Note 4)	**3,811**	3,542
Real estate enterprises	**799**	20
Transfer to Heritage Investment Reserve	**605**	-
Printing and duplicating operations (Note 4)	**432**	271
Riverbank management operations (Note 4)	**254**	137
Libraries programs	**113**	71
Transfer to General Capital Fund	**-**	17
Total Expenses (Note 4)	**6,014**	4,058
DEFICIT FROM OPERATIONS	**(1,953)**	(409)
RETAINED EQUITY, BEGINNING OF YEAR	**4,579**	4,988
RETAINED EQUITY, END OF YEAR	**$ 2,626**	$ 4,579

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
GENERAL REVENUE ENTERPRISES FUND

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)
(unaudited)

1. Significant Accounting Policies

The preparation of periodic financial statements necessarily involves the use of estimates and approximations because the precise determination of financial data frequently depends upon future events. These financial statements have been prepared by management within reasonable limits of materiality and within the framework of the accounting policies summarized below.

a) Basis of presentation

The General Revenue Enterprises Fund follows the fund basis of reporting. Funds are segregated for the purpose of carrying on specific activities or attaining certain objectives in accordance with special regulations, restrictions or limitations.

b) Basis of accounting

The financial statements are prepared using the accrual basis of accounting. The accrual basis of accounting records revenues as they are earned and measurable. Expenses are recognized as they are incurred and measurable based upon receipt of goods or services and/or the creation of a legal obligation to pay.

c) Inventories

Inventories of material and supplies are recorded at the lower of cost or net realizable value.

d) Deferred revenue

Certain amounts are received pursuant to legislation, regulation or agreement and may only be used in the conduct of certain programs or in the completion of specific work. In addition, certain user charges and fees are collected for which the related services have yet to be performed. These amounts are recognized as revenue in the fiscal year in which the related expenses are incurred or services performed.

2. Status of the General Revenue Enterprises Fund

The General Revenue Enterprises Fund was originally created to account for commercial activities in which The City of Winnipeg was in competition with the private sector. However, over time the majority of these activities are now recorded in various other funds. Meanwhile, the use of this Fund has been expanded to include programs funded by grants from the senior levels of government or by their own revenue sources.

3. Due from General Revenue Fund

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, this fund does not have a bank account. Bank transactions are credited or charged to the "Due from" account when they are processed through the bank.

4. Expenses by Object

	2008	2007
Goods and services	**$ 4,521**	$ 3,845
Transfer to Heritage Investment Reserve	**605**	-
Grants	**524**	88
Transfer to General Revenue Fund	**241**	62
Transfer to Idea Bank Reserve	**88**	46
Other	**35**	-
Transfer to General Capital Fund	-	17
	$ 6,014	$ 4,058

Included in street cuts operations expenses is a transfer to the General Revenue Fund of $22 thousand (2007 - $22 thousand).

Included in printing and duplicating operations expenses is a transfer to the General Revenue Fund of $40 thousand (2007 - $40 thousand) and a transfer to the Idea Bank Reserve of $88 thousand (2007 - $46 thousand) representing interest and principal payments on the loan.

Included in riverbank management operations expenses is a transfer to the General Revenue Fund of $179 thousand (2007 - $nil)

THE CITY OF WINNIPEG
GENERAL CAPITAL FUND

The General Capital Fund was created to account for tax-supported capital transactions of The City of Winnipeg. The capital program includes, but is not limited to, the acquisition and/or construction of streets, bridges, land drainage, parks and recreation facilities, police and fire department facilities, library facilities, civic buildings, major computer programs and related equipment and local improvements.

By December 31 of each year, City Council is required under The City of Winnipeg Charter to approve a budget for the General Capital Fund. The 2008 budget for the General Capital Fund of $287.8 million was a 17.13% increase from the 2007 budget of $245.7 million. Capital expenditures in 2008 relating to 2008 and previous years capital budgets, increased from $149.5 million in 2007 to $150.8 million in 2008.

Of the $150.8 million of total capital expenditures, $78.5 million was for Roads and Bridges, $32.8 million related to Buildings, $8.7 million was for Water and Waste infrastructure, and $5.6 million related to Information Technology.

Included in the additions to major Roads and Bridges and Buildings projects during the year were the following:

- Developer contributions-in-kind	$	32.5	million
- Regional Streets Renewal program	$	18.3	million
- Local Streets Renewal program	$	14.7	million
- Police Station Lease - 1750 Dugald Road	$	12.5	million
- Cindy Klassen Recreation Centre	$	8.4	million

THE CITY OF WINNIPEG
GENERAL CAPITAL FUND

FIVE-YEAR REVIEW

December 31
("$" amounts in thousands of dollars)
(unaudited)

	2008	2007	2006	2005	* 2004
Tangible Capital Assets	**$ 2,312,744**	$ 2,261,115	$ 2,200,807	$ 2,153,671	$ 662,784
% change in tangible capital assets	**2.28%**	2.74%	2.19%	224.94%	-4.01%
Debt					
Internal financing	**$ 401,750**	$ 387,388	$ 366,792	$ 338,188	$ 298,481
External financing (net of Sinking Fund)	**176,920**	205,032	250,178	281,968	315,523
Other long-term debt	**38,286**	29,996	36,428	43,420	45,302
Total long-term debt	**$ 616,956**	$ 622,416	$ 653,398	$ 663,576	$ 659,306
% change in total debt	**-0.88%**	-4.74%	-1.53%	0.65%	3.95%
Internal Debt as a % of Total Debt	**65.12%**	62.24%	56.14%	50.96%	45.27%
External Debt as a % of Total Debt	**34.88%**	37.76%	43.86%	49.04%	54.73%
Interest Expense					
Internal	**$ 27,937**	$ 26,514	$ 24,499	$ 21,843	$ 20,527
External	**27,600**	27,203	28,714	32,684	36,789
Interest Expense	**$ 55,537**	$ 53,717	$ 53,213	$ 54,527	$ 57,316
% change in external interest expense	**1.46%**	-5.26%	-12.15%	-11.16%	-3.23%
Summary of Cash Flows					
Operating activities	**$ 171,202**	$ 146,098	$ 137,402	$ 113,783	$ 49,230
Long-term debt (retired) issued, net	**$ 2,508**	$ (9,129)	$ 11,502	$ (16,715)	$ 17,969
Payments to The Sinking Fund Trustees, net	**$ (8,272)**	$ (8,272)	$ (8,274)	$ 29,948	$ 18,369
Due to General Revenue Fund	**$ (18,886)**	$ 29,288	$ 513	$ (2,103)	$ (43,080)
Capital acquisitions	**$ (150,758)**	$ (149,471)	$ (135,902)	$ (117,083)	$ (91,433)
Other	**$ 4,206**	$ (8,514)	$ (5,241)	$ (7,830)	$ 48,945

* Balances prior to January 1, 2005 have not been restated to comply with the provisions of Section 3150 of the Public Sector Accounting Board Handbook.

THE CITY OF WINNIPEG
GENERAL CAPITAL FUND

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	2008	2007
FINANCIAL ASSETS		
Accounts receivable (Note 3)	**$ 27,573**	$ 17,122
LIABILITIES		
Due to General Revenue Fund (Note 4)	**20,165**	39,051
Accounts payable and accrued liabilities (Note 5)	**1,920**	1,439
Deferred revenue	**3,350**	1,000
Debt (Note 6)	**616,956**	622,416
Deferred liabilities	**691**	898
Developer deposits	**8,861**	6,767
	651,943	671,571
NET FINANCIAL LIABILITIES	**(624,370)**	(654,449)
NON-FINANCIAL ASSETS		
Tangible capital assets (Note 7)	**2,312,744**	2,261,115
ACCUMULATED SURPLUS (Note 8)	**$ 1,688,374**	$ 1,606,666

See accompanying notes and schedule to the financial statements

THE CITY OF WINNIPEG
GENERAL CAPITAL FUND

STATEMENT OF OPERATIONS

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008	2007
REVENUES		
Transfer from General Revenue Fund		
Debt and finance	**$ 88,078**	$ 94,985
Other	**544**	1,999
Province of Manitoba capital transfer	**53,493**	21,394
Developer contributions-in-kind	**32,501**	37,771
Transfer from Federal Gas Tax Revenue Reserve	**17,460**	16,865
Transfer from Sewage Disposal System	**13,948**	9,378
Transfer from Civic Accommodations Fund	**9,529**	7,330
Interest income	**7,920**	7,149
Transfer from Building Services Fund	**5,998**	-
Other	**4,175**	6,063
Developer deposit	**3,556**	504
Canadian National Railway - Kenaston Underpass	**3,500**	-
Transfer from Sewer System Rehabilitation Reserve	**2,364**	12,547
Winnipeg Library Foundation	**1,615**	-
Transfer from General Purpose Reserve	**1,535**	2,319
Transfer from Commitment Reserve	**1,510**	347
Government of Canada capital transfer	**175**	1,354
Transfer from Waterworks System	**84**	19
Transfer from Contributions in Lieu of Land Dedication Reserve	**8**	-
Frontage levies	**-**	1,091
Transfer from General Revenue Enterprises Fund	**-**	17
	247,993	221,132
EXPENSES		
Amortization	**93,494**	88,926
Interest - Equity in Capital Assets Fund	**27,937**	26,514
Interest - External debt	**27,600**	27,203
Grants	**7,225**	1,859
Infrastructure maintenance	**6,147**	7,068
Loss on disposal of assets	**1,733**	2,833
Other	**995**	539
Transfer to Land Operating Reserve	**763**	-
Transfer to Economic Development Investment Reserve	**364**	-
Transfer to General Revenue Fund	**27**	113
Transfer to Housing Rehabilitation Investment Reserve	**-**	430
Transfer to General Purpose Reserve	**-**	30
	166,285	155,515
NET SURPLUS FOR THE YEAR	**81,708**	65,617
ACCUMULATED SURPLUS, BEGINNING OF YEAR	**1,606,666**	1,541,049
ACCUMULATED SURPLUS, END OF YEAR	**$ 1,688,374**	$ 1,606,666

See accompanying notes and schedule to the consolidated financial statements

THE CITY OF WINNIPEG
GENERAL CAPITAL FUND

STATEMENT OF CASH FLOWS

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008	2007
NET INFLOW (OUTFLOW) OF CASH RELATED TO THE FOLLOWING ACTIVITIES:		
OPERATING		
Net surplus for the year	**$ 81,708**	$ 65,617
Non-cash charges to operations		
Amortization	**93,494**	88,926
Net assets transferred from Sewage Disposal System (Schedule 1)	**-**	(7,663)
Loss on disposal of assets	**1,733**	2,833
Working capital from operations	**176,935**	149,713
Net change in working capital	**(9,970)**	(1,204)
Net change in deferred liabilities, deferred revenue and developer deposits	**4,237**	(2,411)
	171,202	146,098
FINANCING		
Debenture debt retired	**(11,854)**	(29,725)
Interest on funds on deposit with The Sinking Fund Trustees of The City of Winnipeg ("The Sinking Fund Trustees")	**(7,986)**	(7,149)
Payments to The Sinking Fund Trustees for outstanding long-term debt	**(8,272)**	(8,272)
Net increase in Equity in Capital Assets Fund debt	**14,362**	20,596
Due to General Revenue Fund	**(18,886)**	29,288
Other	**8,290**	(6,432)
	(24,346)	(1,694)
INVESTING		
Net purchase of capital assets (Schedule 1)	**(150,758)**	(149,471)
Net capital asset settlements and other (Schedule 1)	**2,600**	4,950
Net proceeds on disposal of tangible capital assets	**1,302**	117
	(146,856)	(144,404)
Cash, end of year	**$ -**	$ -

See accompanying notes and schedule to the financial statements

THE CITY OF WINNIPEG
GENERAL CAPITAL FUND

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)
(unaudited)

1. Significant Accounting Policies

The preparation of periodic financial statements necessarily involves the use of estimates and approximations because the precise determination of financial data frequently depends upon future events. These financial statements have been prepared by management within reasonable limits of materiality and within the framework of accounting policies summarized below.

a) Basis of presentation

The General Capital Fund follows the fund basis of reporting. Funds are segregated for the purpose of carrying on specific activities or attaining certain objectives in accordance with special regulations, restrictions or limitations. The General Capital Fund was created to account for all financial transactions related to the City's tax-supported capital budget (excluding Transit).

b) Basis of accounting

The financial statements are prepared using the accrual basis of accounting.

c) Tangible capital assets

Tangible capital assets are recorded at cost, which includes all amounts that are directly attributable to acquisition, construction, development or betterment of the asset. The cost, less any residual value, of the tangible capital assets are amortized on a straight-line basis over their estimated useful lives as follows:

Land improvements	15 years
Buildings	10 to 50 years
Machinery and equipment	10 years
Vehicles	5 to 10 years
Computer hardware and software	5 to 10 years
Water and waste	
Underground networks	75 to 100 years
Flood stations and other infrastructure	50 to 75 years
Transportation	
Roads	10 to 50 years
Bridges and structures	25 to 75 years

One-half of the annual amortization is charged in the year of acquisition and in the year of disposal. Assets under construction are not amortized until the asset is available for productive use.

In certain circumstances, capital project work is charged an administration fee equal to 1% of specific costs of the project to a maximum of $100 thousand on any individual project. In addition, interim financing charges of 2% are also capitalized as part of the project cost funded by The City of Winnipeg.

1. Significant Accounting Policies (continued)

d) Contributions of tangible capital assets

Tangible capital assets received as contributions are recorded at their fair value at the date of receipt.

e) Deferred revenue

The City receives funds dedicated to the acquisition of specific tangible capital assets. Where capital funding is received but has not been used in the year to acquire tangible capital assets, the funding is reported as deferred revenue and taken into income in future years when the cost is incurred.

f) Deferred liabilities

Deferred liabilities consist of developer repayments as well as contributions received but not yet earned. Under the terms of development agreements, the City is required to repay developers for local improvements installed which benefit property outside the development area.

g) Revenue recognition

Government transfers are the transfer of assets from the senior levels of government that are not the result of an exchange transaction, are not expected to be repaid in the future, or the result of a direct financial return.

Government transfers are recognized in the financial statements as revenue in the financial period in which events giving rise to the transfer occur, providing the transfers are authorized, any eligibility criteria have been met including performance and return requirements, and reasonable estimates of the amounts can be determined.

2. Status of the General Capital Fund

The General Capital Fund was created to account for tax-supported capital transactions (excluding Transit) of the City of Winnipeg. The capital program includes, but is not limited to, the acquisition and/or construction of streets, bridges, land drainage, parks and recreation facilities, police and fire department facilities, library facilities, civic buildings, major computer programs and related equipment and local improvements, to name a few.

3. Accounts Receivable

	2008	2007
Province of Manitoba	**$ 20,362**	$ 12,982
Canadian National Railway - Kenaston Underpass	**3,500**	-
Local improvements - Fairfield Park	**2,044**	2,377
Government of Canada	**1,301**	1,301
Other	**366**	462
	$ 27,573	$ 17,122

4. Due to General Revenue Fund

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, this fund does not have a bank account. Bank transactions are credited or charged to the "Due to" account when they are processed through the bank. The General Capital Fund charges interim financing on individual capital projects and credits the interest to the General Revenue Fund.

5. Accounts Payable and Accrued Liabilities

	2008	2007
Contractors' holdbacks	**$ 1,618**	$ 1,275
Trade accounts payable	**302**	164
	$ 1,920	$ 1,439

6. Debt

Sinking fund debentures outstanding

Term	Maturity Date	Rate of Interest	Series	By-Law No.	Amount of Debt **2008**	Amount of Debt 2007
1999-2009	Feb. 2	5.350	VV	7368/99	**$ 50,000**	$ 50,000
1989-2009	Dec. 14	10.000	VH	5286/89	**68,065**	68,065
1993-2013	Feb. 11	9.375	VN	6090/93	**40,000**	40,000
1994-2014	Jan. 20	8.000	VQ	6300/94	**30,500**	30,500
1995-2015	May 12	9.125	VR	6620/95	**55,000**	55,000
1997-2017	Nov. 17	6.250	VU	7000/97	**30,000**	30,000
					273,565	273,565
Equity in Sinking Fund (Note 6c)					**(170,066)**	(153,808)
Net sinking fund debentures outstanding					**103,499**	119,757

Other long-term debt outstanding

Serial and instalment debt issued by the City with varying maturities up to 2014 and a weighted average interest rate of 4.43% (2007 - 4.43%)	**73,421**	85,275
Equity in Capital Assets Fund debt issued by the City with varying maturities up to 2028 and a weighted average interest rate of 5.95% (2007 - 5.93%)	**401,750**	387,388
Capital lease obligations with varying maturities up to 2038 and a weighted average interest rate of 8.42% (2007 - 9.49%) (Note 6d)	**31,886**	20,996
Other long-term debt	**6,400**	9,000
	$ 616,956	$ 622,416

6. Debt (continued)

Debt to be retired over the next five years:

	2009	2010	2011	2012	2013	Thereafter
Sinking fund debentures	$ 118,065	$ -	$ -	$ -	$ 40,000	$ 115,500
Serial, other and instalment debt	12,434	13,044	13,684	14,354	15,058	4,847
Equity in Capital Assets Fund	29,249	22,913	22,568	22,988	23,678	280,354
Capital lease obligations	1,653	1,795	1,950	1,019	1,172	24,297
	$ 161,401	$ 37,752	$ 38,202	$ 38,361	$ 79,908	$ 424,998

a) Sinking fund debenture issues provide for full sinking fund at maturity except for the following debenture which, as a result of the levies being provided and the terms of the issue, will have a sinking fund deficiency requiring the issue to be refinanced at maturity.

Year of Maturity	Debenture By-Law	Issued Amount	Maturity Shortfall
2009	7368/99	$ 50,000	$ 30,981

During 2007, a serial debenture matured with a maturity shortfall of $16.8 million. City Council subsequently authorized refinancing of this debenture pursuant to By-law 7054/97. As at December 31, 2008, the debenture is being temporarily financed through the due to the General Revenue Fund.

b) All debentures are general obligations of the City. Debenture debt is allocated to the General Capital Fund and utilities in the amounts shown in the issuing by-law.

c) The City of Winnipeg Charter requires the City to make annual payments to The Sinking Fund on debt outstanding as at December 31, 2002. Sinking fund arrangements after December 31, 2002 are managed by the City. The City is currently paying three percent or greater on its outstanding sinking fund debentures. These annual payments are invested for the retirement of the debenture issues on their maturity dates.

6. Debt (continued)

d) Future minimum lease payments under the capital leases together with the balance of the obligation due under the capital leases are as follows:

2009	$ 4,117
2010	4,117
2011	4,117
2012	3,018
2013	3,095
thereafter	44,572
Total future minimum lease payments	63,036
Amount representing interest at a weighted average interest rate of 8.42%	(31,150)
Balance of the capital lease obligations	$ 31,886

7. Tangible Capital Assets

	2008	2007
Land	**$ 159,687**	$ 163,188
Buildings	**231,842**	211,969
Vehicles	**3,338**	6,483
Computer	**33,598**	36,282
Other	**34,675**	26,689
Plants and facilities	**13,070**	12,771
Roads	**794,274**	767,508
Underground and other networks	**714,502**	721,368
Bridges and other structures	**308,620**	307,211
Assets under construction	**19,138**	7,646
	$ 2,312,744	$ 2,261,115

For additional information, see the Schedule of Tangible Capital Assets (Schedule 1).

During the year, there were no write-downs of tangible capital assets (2007 - $nil). Administration fees and interim financing charges capitalized during 2008 were $1.1 million (2007 - $1.4 million). In addition, land, roads and underground networks contributed to the City and recorded in the General Capital Fund totalled $32.5 million in 2008 (2007 - $37.8 million) and were capitalized at their fair value at the time of receipt.

8. Accumulated Surplus

Accumulated surplus is comprised of amounts invested in tangible capital assets.

9. Accounting Presentation

Certain comparative figures have been reclassified to conform with the current year's presentation.

THE CITY OF WINNIPEG
GENERAL CAPITAL FUND

SCHEDULE OF TANGIBLE CAPITAL ASSETS

As at December 31
(in thousands of dollars)
(unaudited)

	General				
	Land	Buildings	Vehicles	Computer	Other
Cost					
Balance, beginning of year	$ 163,188	$ 386,371	$ 32,965	$ 80,064	$ 47,273
Add: Additions during the year	1,651	32,793	9	5,622	11,943
Add: Transferred from Sewage Disposal System	-	-	-	-	-
Less: Disposals during the year	2,552	1,821	2,488	1,752	2,128
Settlements and other	(2,600)	-	-	-	-
Balance, end of year	159,687	417,343	30,486	83,934	57,088
Accumulated amortization					
Balance, beginning of year	-	174,402	26,482	43,782	20,584
Add: Amortization	-	12,812	2,938	8,306	3,957
Add: Transferred from Sewage Disposal System	-	-	-	-	-
Less: Accumulated amortization on disposals	-	1,713	2,272	1,752	2,128
Balance, end of year	-	185,501	27,148	50,336	22,413
Net Book Value of Tangible Capital Assets	$ 159,687	$ 231,842	$ 3,338	$ 33,598	$ 34,675

Schedule 1

Infrastructure					Totals	
Plants and Facilities	Roads	Underground and Other Networks	Bridges and Other Structures	Assets Under Construction	**2008**	2007
$ 17,865	$ 1,533,257	$ 1,027,665	$ 483,050	$ 7,646	**$ 3,779,344**	$ 3,647,960
582	67,165	8,173	11,328	11,492	**150,758**	149,471
-	-	-	-	-	**-**	13,849
-	24,048	308	-	-	**35,097**	26,986
-	-	-	-	-	**(2,600)**	(4,950)
18,447	1,576,374	1,035,530	494,378	19,138	**3,892,405**	3,779,344
5,094	765,749	306,297	175,839	-	**1,518,229**	1,447,153
283	40,240	15,039	9,919	-	**93,494**	88,926
-	-	-	-	-	**-**	6,186
-	23,889	308	-	-	**32,062**	24,036
5,377	782,100	321,028	185,758	-	**1,579,661**	1,518,229
$ 13,070	$ 794,274	$ 714,502	$ 308,620	$ 19,138	**$ 2,312,744**	$ 2,261,115



THE CITY OF WINNIPEG
STABILIZATION RESERVES

The City of Winnipeg has two reserves whose purpose is to stabilize the effect of certain expenses on the current operations of the City. They are as follows:

The Future Tax Levies Reserve Fund was created by City Council on May 16, 1973, to counteract the budgetary effects of fluctuations from year to year in tax revenue caused by additions to and deletions from the tax roll due to new construction, demolitions or improvements to land.

On March 20, 1997, City Council, through the adoption of the Financial Stability Plan, approved changing the name of the fund to the Fiscal Stabilization Reserve Fund and the establishment of the Mill Rate Stabilization Reserve Fund to fund deficits recorded in the General Revenue Fund in order to assist in the stabilization of the City's mill rate and/or property tax requirements.

On December 13, 2000, City Council amended the regulations governing the Fiscal Stabilization Reserve Fund to provide for transfers to/from the General Revenue Fund necessary to offset any variances in the tax projections used in the development of the annual estimates and the actual amounts billed in the spring of each year.

Fiscal Stabilization Reserve Fund

The Fiscal Stabilization Reserve Fund is subject to the following regulations:

- That no transfers from the Reserve be made to the General Revenue Fund to fund current operations;
- That the target level be established at a minimum level of 5% of the General Revenue Fund's adopted budget expenses;
- That the Reserve provide for transfers to or from the General Revenue Fund to offset any variance in the tax projections used in the development of the annual estimates and the actual amounts billed in the spring of each year;
- That, subject to the Stabilization Reserves - Combined Regulation, once the Reserve balance exceeds 5% of the General Revenue Fund's adopted budget expenses, the excess amount be considered for utilization only to provide for major unforeseen expenses;
- That any use of these funds be contingent upon approval by two-thirds of City Council; and
- The use of these funds in any given year be limited to no more than 20% of the prior year's reserve balance.

The City Treasurer is the Fund Manager.

Mill Rate Stabilization Reserve Fund

The Mill Rate Stabilization Reserve Fund is subject to the following regulations:

- Charges in any one-year are limited to no more than 20% of the prior year's Reserve balance to a maximum of 50% of any deficit in the General Revenue Fund; and
- That subject to the Stabilization Reserves - Combined Regulation, no charges to the Reserve should be made unless the reserve balance exceeds 5% of the General Revenue Fund expenses, in which case, half the excess is automatically transferred in the following year.

The City Treasurer is the Fund Manager.

THE CITY OF WINNIPEG
STABILIZATION RESERVES (continued)

Stabilization Reserves - Combined Regulations

On May 23, 2001, City Council adopted the Financial Management Plan - Review of Reserves, which modified some of the original regulations of the individual reserves to a combined regulation as follows:

- That if either reserve has achieved its 5% target but the total of 10% tax-supported expenditures of the General Revenue Fund has yet to be achieved, then excess interest revenue of either Reserve be redirected to the Reserve which has yet to reach its individual target of 5%;
- That if the Stabilization Reserves are in excess of the 10% target then the excess funds be identified as available for one-time expenditures; and
- That if the Stabilization Reserves are reduced below the 10% target or that the pace of increase in the stabilization funds, as approved in the Financial Management Plan, are not being met, that a replenishment plan be adopted by City Council, which may include using net added taxes in addition to surplus and interest to achieve the 10% target.

THE CITY OF WINNIPEG
STABILIZATION RESERVES

FIVE-YEAR REVIEW

December 31
(in thousands of dollars)
(unaudited)

	2008	2007	2006	2005	2004
Fiscal Stabilization Reserve Fund					
Net realty taxes added to the assessment roll	**$ -**	$ 946	$ 13,981	$ 167	$ 511
Interest earned net of investment management fee	**$ 1,130**	$ 1,989	$ 1,352	$ 843	$ 694
Transfer to General Revenue Fund	**$ 4,495**	$ 9,000	$ -	$ -	$ -
Transfer from (to) Mill Rate Stabilization Reserve Fund	**$ 1,120**	$ (1,637)	$ (1,424)	$ (372)	$ (739)
Mill Rate Stabilization Reserve Fund					
Transfer (to) from Fiscal Stabilization Reserve Fund	**$ (1,120)**	$ 1,637	$ 1,424	$ 372	$ 739
Transfer from General Revenue Fund	**$ 12,820**	$ 1,582	$ 683	$ -	$ -
Transfer from Commitment Reserve	**$ 163**	$ 572	$ 113	$ -	$ -
Interest earned net of investment management fee	**$ 1,007**	$ 1,301	$ 1,096	$ 669	$ 532

THE CITY OF WINNIPEG
STABILIZATION RESERVES

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	Fiscal Stabilization Reserve	Mill Rate Stabilization Reserve	Totals 2008	Totals 2007
ASSETS				
Current				
Due from General Revenue Fund (Note 3)	**$ 34,748**	**$ 49,932**	**$ 84,680**	$ 78,619
EQUITY				
Unallocated	**$ 34,748**	**$ 49,932**	**$ 84,680**	$ 78,619

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
STABILIZATION RESERVES

STATEMENT OF CHANGES IN EQUITY

For the years ended December 31
(in thousands of dollars)
(unaudited)

	Fiscal Stabilization Reserve	**Mill Rate Stabilization Reserve**	**Totals 2008**	Totals 2007
Balance, beginning of year	**$ 41,557**	**$ 37,062**	**$ 78,619**	$ 81,229
Add:				
Transfer from General Revenue Fund	**-**	**12,820**	**12,820**	1,582
Interest earned	**1,256**	**1,120**	**2,376**	3,537
Transfer from Mill Rate Stabilization Reserve	**1,120**	**-**	**1,120**	-
Transfer from Commitment Reserve	**-**	**163**	**163**	572
Transfer from Fiscal Stabilization Reserve	**-**	**-**	**-**	1,637
Net realty taxes added to the assessment roll	**-**	**-**	**-**	946
	2,376	**14,103**	**16,479**	8,274
Deduct:				
Municipal realty and business tax revenues adjusted in the General Revenue Fund	**4,564**	**-**	**4,564**	-
Transfer to General Revenue Fund	**4,495**	**-**	**4,495**	9,000
Transfer to Fiscal Stabilization Reserve	**-**	**1,120**	**1,120**	-
Transfer to General Revenue Fund - investment management fee	**126**	**113**	**239**	247
Transfer to Mill Rate Stabilization Reserve	**-**	**-**	**-**	1,637
	9,185	**1,233**	**10,418**	10,884
Balance, end of year	**$ 34,748**	**$ 49,932**	**$ 84,680**	$ 78,619

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
STABILIZATION RESERVES

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(unaudited)

1. Significant Accounting Policies

The preparation of periodic financial statements necessarily involves the use of estimates and approximations because the precise determination of financial data frequently depends upon future events. These financial statements have been prepared by management within reasonable limits of materiality and within the framework of accounting policies summarized below.

a) Basis of presentation

The Stabilization Reserves follow the fund basis of reporting. Funds are segregated for the purpose of carrying on specific activities or attaining certain objectives in accordance with special regulations, restrictions or limitations. The Stabilization Reserves include the following:

Fiscal Stabilization Reserve Fund

Mill Rate Stabilization Reserve Fund

b) Basis of accounting

The financial statements are prepared using the accrual basis of accounting. The accrual basis of accounting records revenues as they are earned and measurable. Expenses are recognized as they are incurred and measurable based upon receipt of goods or services and/or the creation of a legal obligation to pay.

2. Status of the Stabilization Reserves

The Future Tax Levies Reserve Fund was created by City Council on May 16, 1973, to counteract the budgetary effects of fluctuations from year to year in tax revenue caused by additions to and deletions from the tax roll due to new construction, demolitions or improvements to land.

On March 20, 1997, City Council, through the adoption of the Financial Stability Plan, approved changing the name of the fund to the Fiscal Stabilization Reserve Fund and the establishment of the Mill Rate Stabilization Reserve Fund to fund deficits recorded in the General Revenue Fund in order to assist in the stabilization of the City's mill rate and/or property tax requirements.

On December 13, 2000, City Council amended the regulations governing the Fiscal Stabilization Reserve Fund to provide for transfers to/from the General Revenue Fund necessary to offset any variances in the tax projections used in the development of the annual estimates and the actual amounts billed in the spring of each year.

2. Status of the Stabilization Reserves (continued)

Fiscal Stabilization Reserve Fund

The Fiscal Stabilization Reserve Fund is subject to the following regulations:

- That no transfers from the Reserve be made to the General Revenue Fund to fund current operations;
- That the target level be established at a minimum level of 5% of the General Revenue Fund's adopted budget expenses;
- That the Reserve provide for transfers to or from the General Revenue Fund to offset any variance in the tax projections used in the development of the annual estimates and the actual amounts billed in the spring of each year;
- That, subject to the Stabilization Reserves - Combined Regulation, once the Reserve balance exceeds 5% of the General Revenue Fund's adopted budget expenses, the excess amount be considered for utilization only to provide for major unforeseen expenses;
- That any use of these funds be contingent upon approval by two-thirds of City Council; and
- The use of these funds in any given year be limited to no more than 20% of the prior year's reserve balance.

The City Treasurer is the Fund Manager.

Mill Rate Stabilization Reserve Fund

The Mill Rate Stabilization Reserve Fund is subject to the following regulations:

- Charges in any one-year are limited to no more than 20% of the prior year's Reserve balance to a maximum of 50% of any deficit in the General Revenue Fund; and
- That subject to the Stabilization Reserves - Combined Regulation, no charges to the Reserve should be made unless the reserve balance exceeds 5% of the General Revenue Fund expenses, in which case, half the excess is automatically transferred in the following year.

The City Treasurer is the Fund Manager.

Stabilization Reserves - Combined Regulations

On May 23, 2001, City Council adopted the Financial Management Plan - Review of Reserves, which modified some of the original regulations of the individual reserves to a combined regulation as follows:

- That if either reserve has achieved its 5% target but the total of 10% tax-supported expenditures of the General Revenue Fund has yet to be achieved, then excess interest revenue of either Reserve be redirected to the Reserve which has yet to reach its individual target of 5%;
- That if the Stabilization Reserves are in excess of the 10% target then the excess funds be identified as available for one-time expenditures; and
- That if the Stabilization Reserves are reduced below the 10% target or that the pace of increase in the stabilization funds, as approved in the Financial Management Plan, are not being met, that a replenishment plan be adopted by City Council, which may include using net added taxes in addition to surplus and interest to achieve the 10% target.

3. Due from General Revenue Fund

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, these funds do not have a bank account. Bank transactions are credited or charged to the "Due from" account when they are processed through the bank. Interest is credited or charged based on the City's average short-term earnings (cost of funds) on the single bank account, which is a function of the Bank of Canada rate. The December 31, 2008 effective interest rate was 1.5% (2007 - 4.2%).



THE CITY OF WINNIPEG
CAPITAL RESERVES

The City of Winnipeg ("the City") operates thirteen Capital Reserves to account for the use of designated revenue for specific purposes. The thirteen funds included are as follows:

Water Main Renewal Reserve Fund

On February 18, 1981, City Council authorized the establishment of a Water Main Renewal Reserve Fund for the purpose of financing, from one source, the renewal of water mains. The Reserve was established by the transfer of $2.0 million of frontage levy revenue from the Waterworks System Fund and is maintained by the transfer of frontage levy revenue and interest earned.

Since 1974, the City has used a frontage levy to raise revenue for water main renewals. Frontage is that part of the property which abuts onto a public roadway. Irregular shaped lots and corner lots pay a levy based upon an equivalent frontage footage determined by a conversion formula. The total length of frontage for the City increases as new subdivisions are constructed. This growth adds to the inventory of water mains which must be maintained and also increases the revenue from the frontage levy.

On December 17, 1997, City Council passed By-law No. 7138/97 which clarifies that the frontage levy is "for the purpose of renewal, replacement, enlargement, rehabilitation, corrosion mitigation, and non-destructive testing" of water mains.

On January 30, 2002, City Council passed By-law No. 7958/2002 "Frontage Levy By-law" to include the repair and replacement of streets and sidewalks in residential areas.

On September 24, 2008, City Council authorized the amendment of the Frontage Levy By-law No. 7958/2002 and approved that effective 2009, the frontage levy revenue collected on the property tax be reported in the General Revenue Fund to pay for upgrading, repair, replacement and maintenance of streets and sidewalks. The sources of funding for the Water Main Renewal Reserve and Sewer System Rehabilitation Reserve Funds will include revenues from water and sewer rates as well as frontage levies.

The Director of Water and Waste is the Fund Manager.

Sewer System Rehabilitation Reserve Fund

On May 27, 1992, City Council authorized the establishment of the Combined Sewer Renewal Reserve and the Wastewater Sewer Renewal Reserve Funds. These Reserves were established for the renewal and rehabilitation of combined sewers and wastewater sewers, respectively, with funding provided from the frontage levy identified for this purpose in By-law 549/73 (amended by By-law 7138/97). The purpose of the Reserves is to provide a consistent approach to financing infrastructure renewal and rehabilitate combined sewers and to renew and rehabilitate wastewater sewers (as defined by the Sewer Utility By-law 5058/88).

The annual frontage levy funding was allocated by City Council between the Combined Sewer Renewal Reserve and the Wastewater Sewer Renewal Reserve in accordance with the capital program requirements.

On January 30, 2002, City Council passed By-law No. 7958/2002 "Frontage Levy By-law" to include the repair and replacement of streets and sidewalks in residential areas.

On September 27, 2006, City Council approved the consolidation of the Combined Sewer Renewal Reserve and the Wastewater Sewer Renewal Reserve Funds into the Sewer System Rehabilitation Reserve Fund, which was effective on October 1, 2006.

Sewer System Rehabilitation Reserve Fund (continued)

On September 24, 2008, City Council authorized the amendment of the Frontage Levy By-law No. 7958/2002 and approved that effective 2009, the frontage levy revenue collected on the property tax be reported in the General Revenue Fund to pay for upgrading, repair, replacement and maintenance of streets and sidewalks. The sources of funding for the Water Main Renewal Reserve and Sewer System Rehabilitation Reserve Funds will include revenues from water and sewer rates as well as frontage levies.

The Director of Water and Waste is the Fund Manager.

Environmental Projects Reserve Fund

On December 17, 1993, City Council authorized the establishment of a River Quality Environmental Studies Reserve Fund for the purpose of providing funding for environmental projects to improve river quality. On January 24, 1996, City Council changed the name of this Reserve to the Environmental Projects Reserve Fund to more accurately reflect the nature of the projects reported in this Reserve.

The Reserve is financed through a monthly transfer from the Sewage Disposal System Fund based on the amount of water consumption billed. The Reserve has funded ammonia, nitrification and combined sewer overflow ("CSO") studies. It now funds a portion of the wastewater collection and treatment system improvements as directed by the Province of Manitoba ("the Province"). This includes effluent disinfection, centrate treatment, biological nutrient removal and CSO mitigation infrastructure.

River quality is under the jurisdiction of the Province and in 2003 the Clean Environment Commission ("CEC"), at the request of the Minister of Conservation, conducted public hearings to review and receive comments on the City's 50 year wastewater collection and treatment improvement program. At the conclusion, the CEC recommended that the City implement these improvements over a 25 year period, which was subsequently ordered by the Minister of Conservation on September 26, 2003.

On September 3, 2004, the Province issued Environment Act License No. 2669 for the West End Water Pollution Control Centre, which provided for the plan as directed by the Minister of Conservation. Certain provisions of this license were appealed by the City. Revised License No. 2669 E R and No. 2684 R, for the North End Water Pollution Control Center, were issued August 17, 2005, incorporating the City's requested changes. On March 3, 2006, similar license (No. 2716) was issued for the South End Water Pollution Control Centre. This Reserve partially funds capital projects to bring the City in compliance with the license requirements.

The Director of Water and Waste is the Fund Manager.

Brady Landfill Site Rehabilitation Reserve Fund

On December 17, 1993, City Council authorized the establishment of a Brady Landfill Site Rehabilitation Reserve Fund for the purpose of providing funding for the future development of the Brady Landfill Site. The Reserve is financed through a monthly transfer from the Solid Waste Disposal Fund based on tonnages processed at the landfill.

The Director of Water and Waste is the Fund Manager.

THE CITY OF WINNIPEG
CAPITAL RESERVES (continued)

Golf Course Reserve Fund

The Golf Course Reserve Fund was created by City Council on April 28, 1994, to provide funding for enhancements to the Municipal Golf Courses in order to keep them competitive with those in the private sector.

The Director of Planning, Property and Development is the Fund Manager.

Library Reserve Fund

City Council, on December 14, 1994, authorized the establishment of the Library Reserve Fund to provide for upgrading the Library's technological base and other special Library projects. On March 26, 1998, City Council further approved that all over due fine, replacement fee, room rental, non-resident and photocopy fee revenues be realized in the reserve. The Director of Community Services is the Fund Manager.

Transit Bus Replacement Reserve Fund

On December 15, 1994, City Council approved the establishment of the Transit Bus Replacement Reserve Fund. The purpose of the Reserve is to provide financing for the replacement or refurbishment of transit buses in a scheduled and pragmatic manner. Contributions to this Reserve will be based on a budgeted appropriation from the Transit Department plus proceeds from the disposal of bus equipment and insurance claims on bus equipment written off. Upon the Transit Department making the outlay to replace or refurbish buses, this Reserve will contribute towards that purchase. The Director of Transit is the Fund Manager.

Concession Equipment Replacement Reserve Fund

On January 26, 1995, City Council approved the establishment of the Concession Equipment Replacement Reserve Fund. The purpose of the Reserve is to provide financing for the purchase and replacement of concession equipment. Contributions to the Reserve consist of 10% of concession revenues collected by the Community Services Department and interest earned. The Director of Community Services is the Fund Manager.

Computer Replacement Reserve Fund

On March 22, 1995, City Council approved the establishment of the Computer Replacement Reserve Fund. The purpose of the Reserve is to provide financing for the replacement, refurbishing, modifying, or upgrading of personal computer hardware and/or software and to stabilize the effect on the annual budget. Through direct contributions, users contribute an amount to the Reserve for computer equipment based upon the latest actual purchase cost for that type of unit. Other contributions to the Reserve would include investment income. The Corporate Controller is the Fund Manager.

Aqueduct Rehabilitation Reserve Fund

City Council, on January 24, 1996, authorized the establishment of an Aqueduct Rehabilitation Reserve Fund for the renewal of the City's aqueduct. The final year for contributions to the Aqueduct Reserve was 2003.

The Director of Water and Waste is the Fund Manager.

THE CITY OF WINNIPEG
CAPITAL RESERVES (continued)

Federal Gas Tax Revenue Reserve Fund

City Council, on January 25, 2006, authorized the establishment of the Federal Gas Tax Revenue Reserve Fund. The purpose of the Reserve is to account for funds received from the Province under the Federal Gas Tax Funding Agreement.

On November 18, 2005, the Government of Canada and the Province entered into an agreement on the Transfer of Federal Gas Tax Revenue under the New Deal for Cities and Communities. Under this deal, the Province agreed to administer the funds on behalf of the Federal Government and to conditionally provide the funds to the City, subject to receipt of funding from the Federal Government. The funds are intended specifically for eligible projects such as: Public Transit; Water; Wastewater; Solid Waste; Community Energy Systems; and Active Transportation Infrastructure.

On March 24, 2006, the Province and the City signed the Gas Tax Funding Agreement. The agreement was effective as of April 1, 2005 and continues until March 31, 2015 or unless terminated earlier in accordance with section 10 of the agreement.

The agreement stipulates the future payments to The City of Winnipeg as follows:

2008/09	$ 21.0 million
2009/10	$ 41.0 million

On January 12, 2007, City Council authorized that Infrastructure Levies (Gas Tax) be allocated to the Public Works Department for road and bridge projects through the 2007 capital budget process.

The Director of Public Works is the Fund Manager.

Public Transit Reserve Fund

On February 21, 2006, City Council authorized the establishment of the Public Transit Reserve Fund dedicated for eligible projects to be funded by the Government of Canada through Bill C-66. The Government of Canada and the Province have entered into the Public Transit Funding Agreement. Under this agreement, the Province agreed to administer the funds on behalf of the Federal Government and to conditionally provide the funds to the City, subject to receipt of funding from the Federal Government. These funds are to be used for eligible costs of public transit infrastructure projects, primarily to support environmental sustainability objectives.

Subsequent to this, the Province and the City entered into a Municipal Transit Funding Agreement. The agreement is in effect as of March 31, 2006 and continues until March 31, 2010. The Province has committed to extend the existing agreement to provide additional funding. This is pursuant to the Government of Canada also providing additional funding to the Province through the Public Transit Capital Trust.

As approved by City Council, this reserve will be dissolved once eligible projects have been completed.

The Director of Transit is the Fund Manager.

THE CITY OF WINNIPEG
CAPITAL RESERVES (continued)

Rapid Transit Infrastructure Reserve Fund

On March 26, 2008, City Council approved the establishment of the Rapid Transit Infrastructure Reserve Fund. The purpose of the Reserve is to accumulate funding for future costs incurring on the public transit infrastructure, including the future construction of the rapid transit corridors.

On October 22, 2008, City Council approved that the purpose of the Rapid Transit Infrastructure Reserve Fund be revised to include funding for costs incurring on the operation and construction of the rapid transit infrastructure, structures and facilities, development, and other related costs including bus purchases, technology, personnel, and land acquisition.

The Director of Transit is the Fund Manager.

THE CITY OF WINNIPEG
CAPITAL RESERVES

FIVE-YEAR REVIEW

December 31
("$" amounts in thousands of dollars)
(unaudited)

	2008	2007	2006	2005	2004
Water Main Renewal Reserve Fund					
Frontage levy revenue	**$ 7,063**	$ 7,002	$ 6,912	$ 6,871	$ 6,805
Water main renewals funded	**$ 7,769**	$ 6,470	$ 7,836	$ 7,299	$ 6,281
Kilometres of water mains	**2,485**	2,464	2,447	2,436	2,427
Water main repairs	**514**	691	727	484	511
Sewer System Rehabilitation Reserve Fund					
Frontage levy revenue	**$ 20,352**	$ 19,096	* $ 423	$ 19,805	$ 19,249
Sewer renewals funded	**$ 13,765**	$ 17,376	* $ 568	$ 21,986	$ 16,582
Kilometres of sewers	**2,484**	2,473	2,463	2,513	2,505
Kilometres of sewers renewed	**12.13**	15.59	5.90	5.61	6.78
Environmental Projects Reserve Fund					
Transfer from Sewage Disposal System	**$ 7,367**	$ 8,006	$ 8,501	$ 13,533	$ 12,109
Transfer to Sewage Disposal System - capital projects	**$ 18,646**	$ 19,294	$ 15,839	$ 13,755	$ 950
Brady Landfill Site Rehabilitation Reserve Fund					
Transfer from Solid Waste Disposal	**$ 175**	$ 174	$ 175	$ 192	$ 196
Golf Course Reserve Fund					
Equity	**$ 1,037**	$ 1,951	$ 1,860	$ 1,773	$ 1,714
Library Reserve Fund					
Transfer from General Revenue Fund	**$ -**	$ 279	$ 281	$ 230	$ 44
Transit Bus Replacement Reserve Fund					
Transfer from/(to) Transit System, net	**$ 4,732**	$ 4,197	$ 6,530	$ 217	$ (1,123)
Number of buses financed	**33**	12	-	40	40
Concession Equipment Replacement Reserve Fund					
Transfer from General Revenue Fund	**$ 15**	$ 19	$ 13	$ 12	$ 11
Purchase of equipment	**$ -**	$ 11	$ 8	$ 20	$ 2

* In 2007, the Sewer System Rehabilitation Reserve Fund frontage levy revenue was reinstated. In 2006, capital projects in the Sewer System Rehabilitation Reserve Fund were funded by the Federal Gas Tax Revenue Reserve Fund.

THE CITY OF WINNIPEG
CAPITAL RESERVES

FIVE-YEAR REVIEW (continued)

December 31
("$" amounts in thousands of dollars)
(unaudited)

	2008	2007	2006	2005	2004
Computer Replacement Reserve Fund					
Allocation of equity:					
Corporate Finance	**$ 929**	$ 971	$ 878	$ 776	$ 724
Public Works	**241**	327	264	249	156
Community Services	**228**	336	365	271	190
Corporate Support Services **	**191**	226	79	-	-
Planning, Property and Development	**185**	181	140	101	-
Audit	**10**	9	8	-	-
EPC Secretariat	**7**	10	10	7	7
Mayor's Office	**5**	4	3	6	-
Chief administrative offices	**1**	3	9	3	15
	$ 1,797	$ 2,067	$ 1,756	$ 1,413	$ 1,092
Aqueduct Rehabilitation Reserve Fund					
Transfer to Waterworks System - capital projects	**$ 84**	$ 38	$ 68	$ 416	$ 1,120
Federal Gas Tax Revenue Reserve Fund					
Government of Canada funding	**$ 20,533**	$ 16,427	$ 23,308	$ -	$ -
Transfer to General Capital Fund	**$ 17,460**	$ 16,865	$ 16,776	$ -	$ -
Transfer to Sewage Disposal System - capital projects	**$ -**	$ 1,726	$ 1,883	$ -	$ -
Transfer to Transit System - capital projects	**$ 2,056**	$ 1,344	$ -	$ -	$ -
Public Transit Reserve Fund					
Government of Canada funding	**$ -**	$ 24,790	$ 14,328	$ -	$ -
Transfer to Transit System - capital projects	**$ 6,150**	$ 2,682	$ 670	$ -	$ -
Rapid Transit Infrastructure Reserve Fund					
Transfer from Transit System	**$ 2,750**	$ -	$ -	$ -	$ -

** In 2008, the Corporate Information Technology and Corporate Services departments were amalgamated and renamed the Corporate Support Services department.

THE CITY OF WINNIPEG
CAPITAL RESERVES

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	Water Main Renewal Reserve	Sewer System Rehabilitation Reserve	Environmental Projects Reserve	Brady Landfill Reserve
ASSETS				
Current				
Due from General Revenue Fund (Note 3)	**$ 1,068**	**$ 36,318**	**$ 27,224**	**$ 568**
Call loans - General Revenue Fund (Note 4)	**-**	**-**	**-**	**359**
Accounts receivable	**-**	**-**	**-**	**4**
	1,068	**36,318**	**27,224**	**931**
Investments (Note 5)	**-**	**-**	**-**	**1,992**
Due from Golf Services - Special Operating Agency (Note 6)	**-**	**-**	**-**	**-**
	$ 1,068	**$ 36,318**	**$ 27,224**	**$ 2,923**
LIABILITIES				
Deferred revenue	**$ -**	**$ -**	**$ -**	**$ -**
EQUITY				
Allocated	**571**	**30,022**	**27,224**	**2,923**
Unallocated	**497**	**6,296**	**-**	**-**
	1,068	**36,318**	**27,224**	**2,923**
	$ 1,068	**$ 36,318**	**$ 27,224**	**$ 2,923**

See accompanying notes to the financial statements

Golf Course Reserve	Library Reserve	Transit Bus Replacement Reserve	Concession Equipment Reserve	Computer Replacement Reserve	Aqueduct Rehabilitation Reserve	Sub-total
$ 81	$ 887	$ 16,885	$ 70	$ 1,797	$ 310	$ 85,208
-	-	-	-	-	-	359
-	-	-	-	-	-	4
81	887	16,885	70	1,797	310	85,571
-	-	-	-	-	-	1,992
956	-	-	-	-	-	956
$ 1,037	$ 887	$ 16,885	$ 70	$ 1,797	$ 310	$ 88,519
$ -	$ -	$ -	$ -	$ -	$ -	$ -
-	-	11,993	-	1,797	310	74,840
1,037	887	4,892	70	-	-	13,679
1,037	887	16,885	70	1,797	310	88,519
$ 1,037	$ 887	$ 16,885	$ 70	$ 1,797	$ 310	$ 88,519

THE CITY OF WINNIPEG
CAPITAL RESERVES

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	Sub-total Brought Forward	Federal Gas Tax Reserve	Public Transit Reserve	Transit Infrastructure Reserve
ASSETS				
Current				
Due from General Revenue Fund (Note 3)	**$ 85,208**	**$ 2,887**	**$ 31,734**	**$ 2,790**
Call loans - General Revenue Fund (Note 4)	**359**	**-**	**-**	**-**
Accounts receivable	**4**	**-**	**-**	**-**
	85,571	**2,887**	**31,734**	**2,790**
Investments (Note 5)	**1,992**	**-**	**-**	**-**
Due from Golf Services - Special Operating Agency (Note 6)	**956**	**-**	**-**	**-**
	$ 88,519	**$ 2,887**	**$ 31,734**	**$ 2,790**
LIABILITIES				
Deferred revenue	**$ -**	**$ 2,158**	**$ 29,616**	**$ -**
EQUITY				
Allocated	**74,840**	**729**	**-**	**2,790**
Unallocated	**13,679**	**-**	**2,118**	**-**
	88,519	**729**	**2,118**	**2,790**
	$ 88,519	**$ 2,887**	**$ 31,734**	**$ 2,790**

See accompanying notes to the financial statements

Totals 2008	Totals 2007
$ 122,619	$ 123,570
359	29
4	215
122,982	123,814
1,992	2,232
956	748
$ 125,930	$ 126,794
$ 31,774	$ 36,907
78,359	79,889
15,797	9,998
94,156	89,887
$ 125,930	$ 126,794

THE CITY OF WINNIPEG
CAPITAL RESERVES

STATEMENT OF CHANGES IN EQUITY

For the years ended December 31
(in thousands of dollars)
(unaudited)

	Water Main Renewal Reserve	Sewer System Rehabilitation Reserve	Environmental Projects Reserve	Brady Landfill Reserve
Balance, beginning of year	**$ 1,672**	**$ 28,711**	**$ 37,471**	**$ 2,647**
Add:				
Frontage levies	**7,063**	**20,352**	**-**	**-**
Government of Canada transfers	**-**	**-**	**-**	**-**
Transfer from Transit System	**-**	**-**	**-**	**-**
Transfer from Sewage Disposal System	**-**	**-**	**7,367**	**-**
Interest earned	**114**	**1,136**	**1,147**	**110**
Transfer from Solid Waste Disposal	**-**	**-**	**-**	**175**
Transfer from General Revenue Fund	**-**	**-**	**-**	**-**
Transfer from Waterworks System	**-**	**-**	**-**	**-**
Transfer from Building Services Fund	**-**	**-**	**-**	**-**
	8,849	**50,199**	**45,985**	**2,932**
Deduct:				
Transfer to Sewage Disposal System	**-**	**11,401**	**18,646**	**-**
Transfer to General Capital Fund	**-**	**2,364**	**-**	**-**
Transfer to Transit System	**-**	**-**	**-**	**-**
Transfer to Waterworks System	**7,769**	**-**	**-**	**-**
Transfer to General Revenue Fund	**-**	**-**	**-**	**-**
Purchase of equipment	**-**	**-**	**-**	**-**
Transfer to General Revenue Fund - investment management fee	**12**	**116**	**115**	**9**
Other	**-**	**-**	**-**	**-**
	7,781	**13,881**	**18,761**	**9**
Balance, end of year	**$ 1,068**	**$ 36,318**	**$ 27,224**	**$ 2,923**

See accompanying notes to the financial statements

Golf Course Reserve	Library Reserve	Transit Bus Replacement Reserve	Concession Equipment Reserve	Computer Replacement Reserve	Aqueduct Rehabilitation Reserve	Sub-total
$ 1,951	$ 1,445	$ 11,732	$ 126	$ 2,067	$ 384	$ 88,206
-	-	-	-	-	-	27,415
-	-	-	-	-	-	-
-	-	7,147	-	-	-	7,147
-	-	-	-	-	-	7,367
89	38	470	4	57	11	3,176
-	-	-	-	-	-	175
-	-	-	15	1	-	16
-	-	-	-	-	-	-
-	-	-	-	-	-	-
2,040	1,483	19,349	145	2,125	395	133,502
-	-	-	-	-	-	30,047
-	-	-	-	-	-	2,364
-	-	2,415	-	-	-	2,415
-	-	-	-	-	84	7,853
1,000	400	-	75	-	-	1,475
-	95	-	-	237	-	332
3	4	49	-	6	1	315
-	97	-	-	85	-	182
1,003	596	2,464	75	328	85	44,983
$ 1,037	$ 887	$ 16,885	$ 70	$ 1,797	$ 310	$ 88,519

THE CITY OF WINNIPEG
CAPITAL RESERVES

STATEMENT OF CHANGES IN EQUITY

For the years ended December 31
(in thousands of dollars)
(unaudited)

	Sub-total Brought Forward	Federal Gas Tax Reserve	Public Transit Reserve	Transit Infrastructure Reserve
Balance, beginning of year	**$ 88,206**	**$ 562**	**$ 1,119**	**$ -**
Add:				
Frontage levies	**27,415**	**-**	**-**	**-**
Government of Canada transfers	**-**	**19,516**	**6,150**	**-**
Transfer from Transit System	**7,147**	**-**	**-**	**2,750**
Transfer from Sewage Disposal System	**7,367**	**-**	**-**	**-**
Interest earned	**3,176**	**174**	**999**	**45**
Transfer from Solid Waste Disposal	**175**	**-**	**-**	**-**
Transfer from General Revenue Fund	**16**	**-**	**-**	**-**
Transfer from Waterworks System	**-**	**-**	**-**	**-**
Transfer from Building Services Fund	**-**	**-**	**-**	**-**
	133,502	**20,252**	**8,268**	**2,795**
Deduct:				
Transfer to Sewage Disposal System	**30,047**	**-**	**-**	**-**
Transfer to General Capital Fund	**2,364**	**17,460**	**-**	**-**
Transfer to Transit System	**2,415**	**2,056**	**6,150**	**-**
Transfer to Waterworks System	**7,853**	**-**	**-**	**-**
Transfer to General Revenue Fund	**1,475**	**-**	**-**	**-**
Purchase of equipment	**332**	**-**	**-**	**-**
Transfer to General Revenue Fund - investment management fee	**315**	**-**	**-**	**5**
Other	**182**	**7**	**-**	**-**
	44,983	**19,523**	**6,150**	**5**
Balance, end of year	**$ 88,519**	**$ 729**	**$ 2,118**	**$ 2,790**

See accompanying notes to the financial statements

Totals 2008	Totals 2007
$ 89,887	$ 114,359
27,415	26,098
25,666	22,617
9,897	5,161
7,367	8,006
4,394	6,246
175	174
16	883
-	10,515
-	11
164,817	194,070
30,047	25,849
19,824	29,412
10,621	4,990
7,853	42,809
1,475	-
332	758
320	345
189	20
70,661	104,183
$ 94,156	$ 89,887

THE CITY OF WINNIPEG
CAPITAL RESERVES

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)
(unaudited)

1. Significant Accounting Policies

The preparation of periodic financial statements necessarily involves the use of estimates and approximations because the precise determination of financial data frequently depends upon future events. These financial statements have been prepared by management within reasonable limits of materiality and within the framework of accounting policies summarized below.

a) Basis of presentation

The Capital Reserves follow the fund basis of reporting. Funds are segregated for the purpose of carrying on specific activities or attaining certain objectives in accordance with special regulations, restrictions or limitations. The Capital Reserves include the following:

Water Main Renewal Reserve Fund
Sewer System Rehabilitation Reserve Fund
Environmental Projects Reserve Fund
Brady Landfill Site Rehabilitation Reserve Fund
Golf Course Reserve Fund
Library Reserve Fund
Transit Bus Replacement Reserve Fund
Concession Equipment Replacement Reserve Fund
Computer Replacement Reserve Fund
Aqueduct Rehabilitation Reserve Fund
Federal Gas Tax Revenue Reserve Fund
Public Transit Reserve Fund
Rapid Transit Infrastructure Reserve Fund

b) Basis of accounting

The financial statements are prepared using the accrual basis of accounting. The accrual basis of accounting records revenues as they are earned and measurable. Expenses are recognized as they are incurred and measurable based upon receipt of goods or services and/or the creation of a legal obligation to pay.

c) Investment in bonds and debentures

Bonds and debentures are carried at cost plus accumulated amortization. Discounts and premiums arising on the purchase of these investments are amortized over the remaining terms to maturity with annual amortization computed at amounts which, when combined with actual income received result in a constant effective yield on the amortized book value.

d) Bond coupons

Bond coupons are carried at cost plus accrued income. Income is accrued on the book value of the investments at a rate equivalent to the effective yield of each investment.

e) Deferred revenue

The City of Winnipeg ("the City") receives funds dedicated to the acquisition of specific tangible capital assets. When capital funds are received but the funding has not been used in the year to acquire tangible capital assets, the funding will be reported as deferred revenue and taken into income in future years when the cost is incurred.

1. Significant Accounting Policies (continued)

f) Government transfers

Government transfers are the transfer of assets from the senior levels of government that are not the result of an exchange transaction, are not expected to be repaid in the future, or the result of a direct financial return.

Government transfers are recognized in the financial statements as revenue in the financial period in which events giving rise to the transfer occur, providing the transfers are authorized, any eligibility criteria have been met including performance and return requirements, and reasonable estimates of the amounts can be determined.

2. Status of the Capital Reserves

Water Main Renewal Reserve Fund

City Council, on February 18, 1981, authorized the establishment of a Water Main Renewal Reserve Fund for the purpose of financing, from one source, the renewal of water mains. The Reserve was established in 1981 by the transfer of $2.0 million of frontage levy revenue from the Waterworks System Fund and will be maintained by the transfer of frontage levy revenue and interest earned.

On January 30, 2002, City Council passed By-law No. 7958/2002 "Frontage Levy By-law" to include the repair and replacement of streets and sidewalks in residential areas.

On September 24, 2008, City Council authorized the amendment of the Frontage Levy By-law No. 7958/2002 and approved that effective 2009, the frontage levy revenue collected on the property tax be reported in the General Revenue Fund to pay for upgrading, repair, replacement and maintenance of streets and sidewalks. The sources of funding for the Water Main Renewal Reserve and Sewer System Rehabilitation Reserve Funds is revenues from water and sewer rates as well as frontage levies.

The Director of Water and Waste is the Fund Manager.

Sewer System Rehabilitation Reserve Fund

City Council, on May 27, 1992, authorized the establishment of a Combined Sewer Renewal Reserve Fund for the rehabilitation of combined sewers. City Council also authorized the establishment of a Wastewater Sewer Renewal Reserve Fund for the renewal and rehabilitation of wastewater sewers. Funding for both Reserves was provided from the frontage levy identified for this purpose in By-law No. 549/73 (amended by By-law No. 7138/97).

On January 30, 2002, City Council passed By-law No. 7958/2002 "Frontage Levy By-law" to include the repair and replacement of streets and sidewalks in residential areas.

On September 27, 2006, City Council approved the consolidation of the Combined Sewer Renewal Reserve and the Wastewater Sewer Renewal Reserve Funds into the Sewer System Rehabilitation Reserve Fund, which was effective on October 1, 2006.

On September 24, 2008, City Council authorized the amendment of the Frontage Levy By-law No. 7958/2002 and approved that effective 2009, the frontage levy revenue collected on the property tax be reported in the General Revenue Fund to pay for upgrading, repair, replacement and maintenance of streets and sidewalks. The sources of funding for the Water Main Renewal Reserve and Sewer System Rehabilitation Reserve Funds will include revenues from water and sewer rates as well as frontage levies.

The Director of Water and Waste is the Fund Manager.

2. Status of the Capital Reserves (continued)

Environmental Projects Reserve Fund

City Council, on December 17, 1993, authorized the establishment of a River Quality Environmental Studies Reserve Fund for the purpose of providing funding for environmental studies for river quality. City Council, on January 24, 1996, changed the name of this Reserve to the Environmental Projects Reserve Fund to more accurately reflect the environmental nature of the projects this Reserve was set up to fund.

The Reserve has funded ammonia, nitrification and combined sewer overflow ("CSO") studies. It now funds a portion of the wastewater collection and treatment system improvements as directed by the Province of Manitoba ("the Province"). This includes effluent disinfection, centrate treatment, biological nutrient removal and CSO mitigation infrastructure.

The Reserve is financed through a monthly transfer from the Sewage Disposal System Fund. The 2008 sewer rate includes a provision of 31.3 cents (2007 - 31.3 cents) per 100 cubic feet of billed water consumption to fund this transfer.

The Director of Water and Waste is the Fund Manager.

Brady Landfill Site Rehabilitation Reserve Fund

City Council, on December 17, 1993, authorized the establishment of a Brady Landfill Site Rehabilitation Reserve Fund for the purpose of providing funding for the future development of the Brady Landfill Site.

The Reserve is financed through a monthly transfer from the Solid Waste Disposal Fund. The landfill tipping fee includes a provision of 50 cents (2007 - 50 cents) per tonne for each tonne disposed at the Brady Road Landfill to fund this transfer.

The Director of Water and Waste is the Fund Manager.

Golf Course Reserve Fund

City Council, on April 28, 1994, authorized the establishment of a Golf Course Reserve Fund for capital expenses required for the enhancement of the Municipal Golf Courses operated by Golf Services - Special Operating Agency. The Director of Planning, Property and Development is the Fund Manager.

Library Reserve Fund

City Council, on December 14, 1994, authorized the establishment of the Library Reserve Fund to provide for upgrading the Library's technological base and other special Library projects. On March 26, 1998, City Council further approved that all over due fine, replacement fee, room rental, non-resident and photocopy fee revenues be realized in the Reserve. The Director of Community Services is the Fund Manager.

Transit Bus Replacement Reserve Fund

City Council, on December 15, 1994, approved the creation of a Transit Bus Replacement Reserve Fund for the purpose of providing financing for the replacement or major refurbishment of transit buses in a scheduled and pragmatic manner. Contributions to the Reserve will be based on a budgeted appropriation from the Transit Department plus proceeds from the disposal of bus equipment and recoveries from bus equipment written off in insurance claims. Upon the Transit Department making the outlay to replace or refurbish buses, this Reserve will contribute towards the purchase. The Director of Transit is the Fund Manager.

2. Status of the Capital Reserves (continued)

Concession Equipment Replacement Reserve Fund

On January 26, 1995, City Council approved the establishment of the Concession Equipment Replacement Reserve Fund. The purpose of the Reserve is to provide financing for the purchase and replacement of concession equipment. Contributions to the Reserve consist of 10% of concession revenues collected by the Community Services Department and interest earned. The Director of Community Services is the Fund Manager.

Computer Replacement Reserve Fund

On March 22, 1995, City Council approved the establishment of the Computer Replacement Reserve Fund. The purpose of the Reserve is to provide financing for the replacement, refurbishing, modifying, or upgrading of personal computer hardware and/or software and to stabilize the effect on the annual budget. Through direct contributions, users contribute an amount to the Reserve for computer equipment based upon the latest actual purchase cost for that type of unit. Other contributions to the Reserve would include investment income. The Corporate Controller is the Fund Manager.

Aqueduct Rehabilitation Reserve Fund

City Council, on January 24, 1996, authorized the establishment of an Aqueduct Rehabilitation Reserve Fund for the renewal of the City's aqueduct.

The Reserve was financed through a monthly transfer from the Waterworks System Fund. The final year for contributions to the Aqueduct Reserve was 2003, when water rates included a provision of 7.69 cents per 100 cubic feet of billed water consumption.

The Director of Water and Waste is the Fund Manager.

Federal Gas Tax Revenue Reserve Fund

City Council, on January 25, 2006, authorized the establishment of Federal Gas Tax Revenue Reserve Fund. The purpose of the reserve is to administer and account for funds received from the Province under the Federal Gas Tax Funding Agreement.

On November 18, 2005, the Government of Canada and the Province entered into an agreement on the Transfer of Federal Gas Tax Revenue under the New Deal for Cities and Communities. Under the deal, the Province agreed to administer the funds on behalf of the Federal Government and to conditionally provide the funds to the City, subject to receipt of funding from the Federal Government. The funds are specifically for eligible projects in the areas of: Public Transit; Water; Wastewater; Solid Waste; Community Energy Systems; and Active Transportation Infrastructure.

On March 24, 2006, the Province and the City signed the Gas Tax Funding Agreement. The agreement is effective April 1, 2005 and continues until March 31, 2015 or unless terminated earlier in accordance with section 10 of the agreement.

On January 12, 2007, City Council authorized that Infrastructure Levies (Gas Tax) be allocated to the Public Works Department for road and bridge projects through the 2007 capital budget process.

The Director of Public Works is the Fund Manager.

2. Status of the Capital Reserves (continued)

Public Transit Reserve Fund

On February 21, 2006, City Council authorized the establishment of the Public Transit Reserve Fund dedicated for eligible projects to be funded by the Government of Canada through Bill C-66.

The Government of Canada and the Province entered into the Public Transit Funding Agreement. Under this agreement, the Province agreed to administer the funds on behalf of the Federal Government and to conditionally provide the funds to the City, subject to receipt of funding from the Federal Government.

These funds are to be used for eligible costs of public transit infrastructure projects, primarily to support environmental sustainability objectives.

Subsequent to this, the Province of Manitoba and the City entered into a Municipal Transit Funding Agreement. The agreement is in effect as of March 31, 2006 and continues until March 31, 2010.

As approved by City Council, this Reserve will terminate once eligible projects have been completed.

The Director of Transit is the Fund Manager.

Rapid Transit Infrastructure Reserve Fund

On March 26, 2008, City Council approved the establishment of the Rapid Transit Infrastructure Reserve Fund. The purpose of the Reserve is to accumulate funding for costs incurring on the public transit infrastructure, including the future construction of the rapid transit corridors.

On October 22, 2008, City Council approved that the purpose of the Rapid Transit Infrastructure Reserve Fund be revised to include funding for costs incurring on the operation and construction of rapid transit infrastructure, structures and facilities, development, and other related costs including bus purchases, technology, personnel, and land acquisition.

The Director of Transit is the Fund Manager.

3. Due from General Revenue Fund

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, these funds do not have a bank account. Bank transactions are credited or charged to the "Due from" account when they are processed through the bank. Interest is credited or charged based on the City's average short-term earnings (cost of funds) on the single bank account, which is a function of the Bank of Canada rate. The December 31, 2008 effective interest rate was 1.5% (2007 - 4.2%).

4. Call Loans - General Revenue Fund

Call loans represent short-term investments with the General Revenue Fund which are callable by the Fund upon one business day notice. Call loans are recorded at cost, which together with accrued interest income, approximates fair value.

5. Investments

	2008	2007
Marketable securities		
Provincial bonds and bond coupons	**$ 1,016**	$ 1,242
Government of Canada bonds	**976**	990
	$ 1,992	$ 2,232

The aggregate market value of marketable securities at December 31, 2008 was $2,349 thousand (2007 - $2,602 thousand).

6. Due from Golf Services - Special Operating Agency

	2008	2007
Golf course improvements loans, interest at 6%, with principal repayments scheduled over 10 years, commencing in:		
- 2004	**$ 43**	$ 50
- 2005	**50**	57
- 2006	**87**	97
- 2007	**207**	226
- 2008	**282**	305
- 2009	**13**	13
- 2010	**274**	-
	$ 956	$ 748

Included in interest earned is $53 thousand (2007 - $47 thousand) that has been received from Golf Services - Special Operating Agency on the golf course improvement loans.



THE CITY OF WINNIPEG
SPECIAL PURPOSE RESERVES

The City of Winnipeg ("the City") operates nineteen Special Purpose Reserves to account for the use of designated revenue for specific purposes. These Reserves are as follows:

Workers Compensation Reserve Fund

Under the terms of By-law No. 9802 of the former City of Winnipeg, provision was made for the establishment of a Workers Compensation Reserve Fund. On January 1, 1972, as a result of the amalgamation of the City of Winnipeg with former area municipalities, The Workers Compensation Reserve Fund was established in accordance with Section 338 of the former City of Winnipeg Act.

The City administers its workers compensation program on a self-insured basis. In lieu of paying premiums to the Workers Compensation Board of Manitoba, the City pays actual costs incurred plus an administration charge. Departments are charged an array of actual costs as well as surcharges related to financing fatality pensions and upgrades of benefits. The net result is that costs and surcharges are transferred to/from the Workers Compensation Reserve Fund. The Workers Compensation Reserve Fund serves to counteract any budgetary fluctuation from year to year that would result from a work related incident of major proportions.

The Corporate Controller is the Fund Manager.

Perpetual Maintenance Funds
(Brookside, St. Vital and Transcona Cemeteries)

Under the terms of By-law No. 14725 of the former City of Winnipeg, passed on April 8, 1935, created a fund for the perpetual care and maintenance of Brookside Cemetery. Later on By-law No. 1996/78, also created funds for the perpetual care and maintenance of St. Vital and Transcona Cemeteries.

Section 29 of By-law No. 5720/91 amending and restating By-law 1996/78, relating to Cemeteries, sets forth the purpose and use of the Perpetual Maintenance Funds.

These funds are for the purpose of creating, building up, and maintaining a perpetual maintenance fund for the care and maintenance of Brookside, St. Vital, and Transcona Cemeteries. There shall be paid to the Sinking Fund Trustees of The City of Winnipeg, during specified years and not later than the first day of June of each of the years, a sum equal to twenty-five per centum of the proceeds of the sale of plots and graves in cemeteries sold during the preceding year. The monies shall be so paid over to the Trustees for investment and administration and shall be treated in the same manner as interest and sinking fund charges. Commencing the first day of January 1991, and upon each and every first day of January thereafter the Trustees shall pay out fifty per centum of the yearly earnings of the fund for the previous year to the City. The yearly earnings shall be applied to offset the cost of the care and maintenance of the Cemeteries.

The Sinking Fund Trustees were also empowered to accept deposits in respect of perpetual maintenance of individual cemetery plots.

On January 1, 2003, The City of Winnipeg Act was replaced with new legislation entitled The City of Winnipeg Charter. Under this new legislation the investment and administration of the funds has been transferred to the City's administration.

The Director of Planning, Property and Development is the Funds Manager.

Insurance Reserve Fund

In 1960, the Insurance Reserve Fund was established. The reserve was to be used for the purpose of replacing or repairing City properties and/or contents that had been damaged by fire or any other cause. In 1973, the use of the Insurance Reserve Fund also included the purpose of paying for any other losses that the City might incur in any part of its self-insurance program. Such uses would include third party liability claims, or property damage claims, including motor vehicles.

The Corporate Controller is the Fund Manager.

Contributions in Lieu of Land Dedication Reserve Fund

On January 10, 1973, City Council adopted the policy that cash payments received by the City in lieu of land dedication for open space be deposited in a fund to the credit of each community. On January 17, 1979, City Council amended that policy to permit proceeds from the sale of surplus Parks and Recreation lands to be deposited to the Contributions in Lieu of Land Dedication Reserve Fund account of the respective community. On September 19, 1990, City Council adopted the recommendation that revenue would be apportioned among the communities on the basis of 75% to the account of the community in which the revenue was collected and 25% to be divided equally among all communities. This change was phased in over three years commencing in 1991.

Expenses are limited to the acquisition or improvement of land for parks, recreation facilities, or open space.

The Director of Planning, Property and Development is the Fund Manager.

Land Operating Reserve Fund

City Council, on May 16, 1973, authorized the establishment of a Land Operating Reserve Fund to reduce the need for the issuance and sale of debentures in connection with the acquisition cost of properties for resale.

Disbursements from this Reserve are limited to the acquisition cost of properties for resale, and any other expenses directly related to the acquisition, sale and improvement of disposable City properties. Use of the Reserve's funds for any other purpose requires the authorization of City Council. This Reserve is maintained by the proceeds from the sale of City-owned properties and interest earned.

In accordance with City Council directives, 5% of the gross sales revenue is allocated to the Historical Building Program and another 5% of gross sales revenue is allocated to the Enhanced Land Marketing Program to finance those activities necessary to facilitate the sale of surplus lands.

City Council, on July 19, 1999, adopted a policy that in order to sustain the business operations supported by the Reserve, equity be allowed to accumulate within the Reserve sufficient to eliminate the inter-fund debt owing to the General Revenue Fund created in past years. Any surplus funds greater than the amount required for the purposes of the Land Operating Reserve and meeting the annual budgeted transfer to the General Revenue Fund is to be transferred to the Commitment Reserve Fund.

The Director of Planning, Property and Development is the Fund Manager.

THE CITY OF WINNIPEG
SPECIAL PURPOSE RESERVES (continued)

Recreation Programming Reserve Fund

The Recreation Programming Reserve Fund was created by City Council on October 6, 1976 from cumulative surpluses and deficits of former Parks and Recreation Boards and Commissions as at December 31, 1976. These funds along with any forthcoming revenues and expenses were to be segregated by Community Committee and used for recreation programming projects in that Community.

The Reserve fund balance is annually affected by the amount of the unexpended budgets in the recreation programming centres in the General Revenue Fund (or reduced by any over expenditure) and by interest earned. Expenses are limited to goods and services of the recreation programming type under the delegated authority of the Community Committee. The Director of Community Services is the Fund Manager.

Snow Clearing Reserve Fund

On March 22, 1995, City Council approved the establishment of the Snow Clearing Reserve Fund. The purpose of the fund is to absorb unexpected snowfall costs in years where the City experienced above average snowfall levels. Contributions to the Reserve would be the surplus from the annual operating snow clearing budget. Charges in any one year should be limited to the lesser of 20% of the Reserve balance, or to the amount of snow clearing expenses in excess of 120% of the cost of a normal year's snowfall. However, no charges to the Reserve should be made until the Reserve has reached a level of $5.0 million, and the Reserve balance should never exceed $10.9 million.

On December 15, 2004, City Council further approved, that at their discretion, they may transfer from the Reserve a greater amount than or other than as stipulated by the Reserve.

The Director of Public Works is the Fund Manager.

Idea Bank Reserve Fund

City Council, on April 30, 1997, authorized the establishment of the Idea Bank Reserve Fund to provide financing for innovative ideas presented outside of the normal budget process. The Idea Bank Reserve Fund is set up as a revolving fund, which is self-sustaining. City Council, on November 17, 1999, approved an amendment to the Idea Bank Reserve Fund whereby the purpose of the Reserve has been expanded to provide funding/financing support for Alternative Service Delivery (ASD) initiatives.

The Corporate Controller is the Fund Manager.

Commitment Reserve Fund

On March 12, 1998, City Council approved the establishment of the Commitment Reserve Fund. The purpose of the fund is to allow departments to carry forward committed budget dollars to the succeeding year thereby eliminating the need to re-budget. Contributions to the Reserve must be spent in the year following the transfer. However, contributions can be retained in the Reserve beyond the following year only if approved by the Fund Manager, otherwise the unspent amount must be transferred to the Mill Rate Stabilization Reserve.

On July 19, 1999, City Council further approved that at year-end, on an annual basis, any surplus funds greater than the amount required for the purposes of the Land Operating Reserve Fund be transferred to the Commitment Reserve Fund, which can than only be spent on one-time or capital costs in the following year. As with other contributions to this Reserve, the funds must be spent in the year following the transfer, otherwise the unspent amount may be transferred to the Mill Rate Stabilization Reserve Fund.

The Chief Financial Officer is the Fund Manager.

Heritage Investment Reserve Fund

The Heritage Investment Reserve Fund was created by City Council on June 21, 2000. It funds all City and City-sponsored heritage programs and acts as a revolving fund so that future funding of heritage programs can be sustained and thereby reduces the need to obtain additional funding. An important source of ongoing funding for the Reserve will be incremental tax revenues that will flow from projects in which the Reserve has invested.

The Director of Planning, Property and Development is the Fund Manager.

Housing Rehabilitation Investment Reserve Fund

The Housing Rehabilitation Investment Reserve Fund was created by City Council on June 21, 2000. It funds City housing programs not provided for in operating budgets. It is intended that this Reserve act as a revolving fund so that incremental tax revenues resulting from housing programs in which the Reserve has invested would be returned to the Reserve to finance future projects.

The Director of Planning, Property and Development is the Fund Manager.

Economic Development Investment Reserve Fund

The Economic Development Investment Reserve Fund was created by City Council on June 21, 2000. It is intended to fund City economic development incentive and investment projects. This Reserve invests directly in particular projects rather than be a funding mechanism for programs. The incremental portion of realty and business taxes generated by projects in which the fund has invested will be returned to the Reserve until the original investment has been repaid.

The Director of Planning, Property and Development is the Fund Manager.

THE CITY OF WINNIPEG
SPECIAL PURPOSE RESERVES (continued)

Assiniboine Park Enterprise Reserve Fund

City Council, on September 15, 1982, approved the establishment of the Zoo Animals Reserve Fund for the purpose of replacing animal losses and of improving breeding stock at the Assiniboine Park Zoo ("the Zoo"). The Zoo Animals Reserve Fund was maintained by revenue from the sale of surplus animals and interest earned. Expenditures were limited to the acquisition costs of zoo animals and any costs directly related to the acquisition, as well as the planning, improving or building of new individual animal enclosures.

The Zoo Purposes Reserve Fund was created by City Council on December 14, 1983, to retain certain revenues received by the Zoo to be used to augment the operating and capital budgets of the Zoo. Such revenues included donation box receipts, coin operated feed dispensers, animal adoption program, concessions and other promotions as well as a portion of Zoological Society single pass memberships.

City Council, on May 23, 2001, approved that the Zoo Animals Reserve and Zoo Purposes Reserve Funds be combined. In addition, the combined reserve be expanded to include a new purpose, which is to enhance the maintenance, operation, planning and minor infrastructure for Assiniboine Park. This would include additional revenues from the net profit of new initiatives, services and products arising from the operation and programming of Assiniboine Park as a business unit as well as revenue sharing from the existing agreement with the Pavilion Gallery Museum Inc.. City Council also approved that the new combined reserve be renamed the Assiniboine Park Enterprise Reserve Fund.

Due to restructuring, City Council also approved the Concession Equipment Reserve Fund balances accumulated for golf courses and Assiniboine Park be transferred to the Golf Course Reserve Fund and the Assiniboine Park Enterprise Reserve Fund respectively.

The Director of Community Services is the Fund Manager.

General Purpose Reserve Fund

On March 15, 2000, City Council approved the establishment of the Pension Surplus Reserve Fund. The Reserve was funded by the retroactive refund of pension contributions for 1998 and 1999. City Council also approved that the purpose of the Reserve and further details including the use of these funds be subsequently determined by City Council.

On March 15, 2000, City Council approved the establishment of the Pension Stabilization Reserve Fund. The Reserve was funded by ongoing savings from the partial pension contribution holiday that were not used for operations. The purpose of the Reserve was to support general operating expenditures thereby reducing the amount of revenue to be raised through property taxation, in order to share the benefits of the surplus with the citizens of Winnipeg. The use of funds from the Reserve was contingent upon approval by City Council.

On May 23, 2001, City Council approved the amalgamation of the Pension Stabilization Reserve and Pension Surplus Reserve Funds and be renamed the General Purpose Reserve Fund.

The City Treasurer is the Fund Manager.

Multiple-Family Dwelling Tax Investment Reserve Fund

On May 22, 2002, City Council approved the establishment of the Multiple-Family Dwelling Tax Investment Reserve Fund. The Reserve is designed to act as a bank that accumulates incremental taxes generated by approved multi-family dwelling construction/rehabilitation projects. When the incremental taxes for each project accumulates to the pre-approved amount, the balance is paid back to the applicant developer as a "Tax Incentive Grant".

The Director of Planning, Property and Development is the Fund Manager.

Insect Control Urgent Expenditures Reserve Fund

On March 23, 2005, City Council approved the establishment of the Insect Control Urgent Expenditures Reserve Fund. The purpose of the fund is to absorb unexpected costs for mosquito control in years where the City experiences above average response levels. The Reserve is funded annually by $0.6 million and the amount of the unexpended insect control budget included in the General Revenue Fund. The Reserve balance should never exceed $3.0 million and the Chief Administrative Officer has the authority to over-expend to a maximum of $3.0 million in the event of insufficient funds.

The Director of Community Services is the Fund Manager.

Permit Reserve Fund

On March 20, 2007, City Council approved the establishment of the Permit Reserve Fund. The purpose of the Reserve is to mitigate revenue shortfalls and fund temporary staffing needs during busy periods through economic boom/bust cycles. The Reserve is also meant to provide a source of funds for service and system improvements. The Reserve is funded by the excess of permit revenue in the General Revenue Fund compared to budget in any given year. The balance in the Reserve is capped at $3.0 million and any surplus funds over and above the cap are to be transferred to the General Revenue Fund.

The Director of Planning, Property and Development is the Fund Manager.

THE CITY OF WINNIPEG
SPECIAL PURPOSE RESERVES

FIVE-YEAR REVIEW

December 31
("$" amounts in thousands of dollars)
(unaudited)

	2008	2007	2006	2005	2004
Workers Compensation Reserve Fund					
Call loans - General Revenue Fund	**$ 3,500**	$ 2,966	$ 4,935	$ 2,072	$ 3,765
Investments	**$ -**	$ 1,999	$ 2,750	$ 4,733	$ 2,360
Interest earned	**$ 146**	$ 341	$ 291	$ 229	$ 236
Brookside Cemetery Reserve Fund					
Call loans - General Revenue Fund	**$ (174)**	$ 158	$ 2,381	$ 89	$ 119
Investments	**$ 11,649**	$ 10,178	$ 8,044	$ 9,787	$ 9,389
Interest earned	**$ 396**	$ 327	$ 827	$ 584	$ 540
St. Vital Cemetery Reserve Fund					
Call loans - General Revenue Fund	**$ 7**	$ 41	$ (12)	$ -	$ 15
Investments	**$ 669**	$ 635	$ 649	$ 588	$ 532
Interest earned	**$ 32**	$ 65	$ 61	$ 56	$ 52
Transcona Cemetery Reserve Fund					
Call loans - General Revenue Fund	**$ 28**	$ 31	$ 197	$ 46	$ 49
Investments	**$ 445**	$ 432	$ 249	$ 365	$ 332
Interest earned	**$ 21**	$ 32	$ 37	$ 35	$ 30
Insurance Reserve Fund					
Call loans - General Revenue Fund	**$ (124)**	$ 3,364	$ 1,404	$ 811	$ 1,252
Investments	**$ 1,858**	$ 4,574	$ 6,495	$ 6,476	$ 5,445
Interest earned	**$ 165**	$ 394	$ 383	$ 378	$ 415
Contributions in Lieu of Land Dedication Reserve Fund					
Cash dedications revenue	**$ 776**	$ 596	$ 783	$ 1,784	$ 953
Interest earned	**$ 115**	$ 172	$ 173	$ 94	$ 60
Park improvement expenses	**$ 1,161**	$ 712	$ 1,317	$ 955	$ 499
Land Operating Reserve Fund					
Number of properties sold	**125**	143	156	174	89
Number acquired - tax sale	**7**	19	23	32	82
Number exchanged	**1**	2	1	1	1
Recreation Programming Reserve Fund					
Transfer from General Revenue Fund	**$ -**	$ 159	$ 490	$ -	$ -
Total approved projects/programs	**$ 41**	$ 329	$ 504	$ 28	$ 22
Number approved	**5**	9	4	7	6

THE CITY OF WINNIPEG
SPECIAL PURPOSE RESERVES

FIVE-YEAR REVIEW (continued)

December 31
("$" amounts in thousands of dollars)
(unaudited)

	2008	2007	2006	2005	2004
Snow Clearing Reserve Fund					
Transfer (to)/from					
General Revenue Fund	**$ 4,361**	$ -	$ -	$ (3,351)	$ (6,075)
Idea Bank Reserve Fund					
Approved loans	**$ -**	$ -	$ -	$ 500	$ 200
Loan repayments	**$ 87**	$ 45	$ 64	$ 44	$ 15
Commitment Reserve Fund					
Allocation of equity:					
Corporate Support Services	**$ 1,390**	$ 164	$ 358	$ 504	$ 586
Community Services	**1,068**	28	423	100	343
Planning, Property and Development	**563**	1,670	866	601	520
Fire Paramedic Services	**462**	1,817	764	536	353
Corporate and other	**455**	697	660	1,387	1,044
Police Service	**441**	-	723	-	-
Public Works	**365**	-	572	1,182	998
Property Assessment	**-**	109	95	-	330
	$ 4,744	$ 4,485	$ 4,461	$ 4,310	$ 4,174
Heritage Investment Reserve Fund					
Municipal realty tax revenue	**$ 1,011**	$ 971	$ 1,438	$ 1,270	$ 756
Housing Rehabilitation Investment Reserve Fund					
Grant expense	**$ 1,045**	$ 785	$ 1,330	$ 746	$ 683
Economic Development Investment Reserve Fund					
Municipal realty tax revenue	**$ 133**	$ 391	$ 161	$ 165	$ 160
Assiniboine Park Enterprise Reserve Fund					
Animals sold	**78**	59	68	77	55
Animals purchased	**12**	72	284	68	56
Exhibits	**144**	144	144	106	106
Zoo attendance (persons)	**363,865**	350,848	351,920	415,533	381,699

THE CITY OF WINNIPEG
SPECIAL PURPOSE RESERVES

FIVE-YEAR REVIEW (continued)

December 31
("$" amounts in thousands of dollars)
(unaudited)

	2008	2007	2006	2005	2004
General Purpose Reserve Fund					
Transfer to (from) General Revenue Fund	**$ (2,560)**	$ -	$ -	$ -	$ 2,000
Net transfer General Capital Fund	**$ 1,535**	$ 2,289	$ 629	$ -	$ 1,192
Transfer to Housing Rehabilitation Investment Reserve	**$ -**	$ -	$ -	$ 940	$ -
Grants	**$ 4,900**	$ -	$ -	$ 200	$ -
Interest earned	**$ 236**	$ 574	$ 534	$ 351	$ 362
Multiple-Family Dwelling Tax Investment Reserve Fund					
Municipal realty tax revenue	**$ 1,192**	$ 178	$ 337	$ 274	$ 247
Interest earned	**$ 21**	$ 29	$ 18	$ 7	$ 3
Insect Control Urgent Expenditures Reserve Fund					
Transfer (to) from General Revenue Fund	**$ (1,198)**	$ 1,202	$ 600	$ -	$ -
Permit Reserve Fund					
Transfer from General Revenue Fund	**$ 1,405**	$ 2,358	$ -	$ -	$ -

THE CITY OF WINNIPEG
SPECIAL PURPOSE RESERVES

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	Workers Compensation Reserve	Brookside Cemetery Reserve	St. Vital Cemetery Reserve	Transcona Cemetery Reserve
ASSETS				
Current				
Due from General Revenue Fund (Note 3)	**$ -**	**$ 2**	**$ -**	**$ -**
Call loans - General Revenue Fund (Note 4)	**3,500**	**(174)**	**7**	**28**
Accounts receivable	**-**	**176**	**8**	**5**
Loan receivable	**-**	**-**	**-**	**-**
Prepaid expenses	**-**	**-**	**-**	**-**
Land held for resale	**-**	**-**	**-**	**-**
	3,500	**4**	**15**	**33**
Investments (Note 5)	**-**	**11,649**	**669**	**445**
Deferred charges	**-**	**-**	**-**	**-**
Inventory	**-**	**-**	**-**	**-**
	$ 3,500	**$ 11,653**	**$ 684**	**$ 478**
LIABILITIES				
Current				
Accounts payable	**$ -**	**$ -**	**$ -**	**$ -**
EQUITY				
Contributed surplus (Note 6)	**-**	**-**	**-**	**-**
Allocated	**-**	**-**	**-**	**-**
Unallocated	**3,500**	**11,653**	**684**	**478**
	3,500	**11,653**	**684**	**478**
	$ 3,500	**$ 11,653**	**$ 684**	**$ 478**

See accompanying notes to the financial statements

Insurance Reserve	Land Dedication Reserve	Land Operating Reserve	Recreation Programming Reserve	Snow Clearing Reserve	Sub-Total
$ -	$ 3,595	$ 15,276	$ 27	$ 4,364	$ 23,264
(124)	-	-	-	-	3,237
35	-	2,787	-	-	3,011
-	-	-	-	-	-
-	-	-	-	-	-
-	-	10,234	-	-	10,234
(89)	3,595	28,297	27	4,364	39,746
1,858	-	3,251	-	-	17,872
-	-	16	-	-	16
-	-	-	-	-	-
$ 1,769	$ 3,595	$ 31,564	$ 27	$ 4,364	$ 57,634
$ -	$	$ 7,033	$ -	$ -	$ 7,033
-	-	8,425	-	-	8,425
-	-	-	27	-	27
1,769	3,595	16,106	-	4,364	42,149
1,769	3,595	16,106	27	4,364	42,176
$ 1,769	$ 3,595	$ 31,564	$ 27	$ 4,364	$ 57,634

THE CITY OF WINNIPEG
SPECIAL PURPOSE RESERVES

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	Sub-Total Brought Forward	Idea Bank Reserve	Commitment Reserve	Heritage Investment Reserve
ASSETS				
Current				
Due from General Revenue Fund (Note 3)	**$ 23,264**	**$ 389**	**$ 4,744**	**$ 8,654**
Call loans - General Revenue Fund (Note 4)	**3,237**	**-**	**-**	**-**
Accounts receivable	**3,011**	**-**	**-**	**-**
Loan receivable	**-**	**-**	**-**	**-**
Prepaid expenses	**-**	**-**	**-**	**-**
Land held for resale	**10,234**	**-**	**-**	**-**
	39,746	**389**	**4,744**	**8,654**
Investments (Note 5)	**17,872**	**-**	**-**	**-**
Deferred charges	**16**	**-**	**-**	**-**
Inventory	**-**	**-**	**-**	**-**
	$ 57,634	**$ 389**	**$ 4,744**	**$ 8,654**
LIABILITIES				
Current				
Accounts payable	**$ 7,033**	**$ -**	**$ -**	**$ -**
EQUITY				
Contributed surplus (Note 6)	**8,425**	**-**	**-**	**-**
Allocated	**27**	**-**	**-**	**-**
Unallocated	**42,149**	**389**	**4,744**	**8,654**
	42,176	**389**	**4,744**	**8,654**
	$ 57,634	**$ 389**	**$ 4,744**	**$ 8,654**

See accompanying notes to the financial statements

Housing Rehabilitation Reserve	Economic Development Reserve	Assiniboine Park Enterprise Reserve	General Purpose Reserve	Multiple-Family Dwelling Reserve	Insect Control Reserve	Sub-Total
$ 1,120	$ 4,189	$ 544	$ 7,707	$ 1,843	$ 714	$ 53,168
-	-	-	-	-	-	3,237
21	-	-	-	-	-	3,032
-	-	-	-	-	-	-
9	-	-	-	-	-	9
-	-	-	-	-	-	10,234
1,150	4,189	544	7,707	1,843	714	69,680
-	-	-	-	-	-	17,872
-	-	-	-	-	-	16
-	-	-	-	-	-	-
$ 1,150	$ 4,189	$ 544	$ 7,707	$ 1,843	$ 714	$ 87,568
$ -	$ -	$ 5	$ -	$ -	$ -	$ 7,038
-	-	-	-	-	-	8,425
-	-	-	-	-	-	27
1,150	4,189	539	7,707	1,843	714	72,078
1,150	4,189	539	7,707	1,843	714	72,105
$ 1,150	$ 4,189	$ 544	$ 7,707	$ 1,843	$ 714	$ 87,568

THE CITY OF WINNIPEG
SPECIAL PURPOSE RESERVES

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	Sub-Total Brought Forward	Permit Reserve	Totals 2008	Totals 2007
ASSETS				
Current				
Due from General Revenue Fund (Note 3)	**$ 53,168**	**$ 1,469**	**$ 54,637**	$ 52,335
Call loans - General Revenue Fund (Note 4)	**3,237**	**-**	**3,237**	6,560
Accounts receivable	**3,032**	**-**	**3,032**	4,061
Loan receivable	**-**	**-**	**-**	85
Prepaid expenses	**9**	**-**	**9**	5
Land held for resale	**10,234**	**-**	**10,234**	8,477
	69,680	**1,469**	**71,149**	71,523
Investments (Note 5)	**17,872**	**-**	**17,872**	20,106
Deferred charges	**16**	**-**	**16**	16
Inventory	**-**	**-**	**-**	72
	$ 87,568	**$ 1,469**	**$ 89,037**	$ 91,717
LIABILITIES				
Current				
Accounts payable	**$ 7,038**	**$ -**	**$ 7,038**	$ 8,372
EQUITY				
Contributed surplus (Note 6)	**8,425**	**-**	**8,425**	8,425
Allocated	**27**	**-**	**27**	678
Unallocated	**72,078**	**1,469**	**73,547**	74,242
	72,105	**1,469**	**73,574**	74,920
	$ 87,568	**$ 1,469**	**$ 89,037**	$ 91,717

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
SPECIAL PURPOSE RESERVES

STATEMENT OF CHANGES IN EQUITY

For the years ended December 31
(in thousands of dollars)
(unaudited)

	Workers Compensation Reserve	Brookside Cemetery Reserve	St. Vital Cemetery Reserve	Sub-Total
Balance, beginning of year	**$ 4,971**	**$ 10,418**	**$ 676**	**$ 16,065**
Add:				
Transfer from General Revenue Fund	**-**	**53**	**9**	**62**
Land sales	-	-	-	-
Municipal realty tax	-	-	-	-
Interest earned	**146**	**396**	**32**	**574**
Other	**-**	**967**	**-**	**967**
Transfer from General Capital Fund	-	-	-	-
Cash payments-in-lieu of land dedication	-	-	-	-
Transfer from General Revenue Enterprises Fund	-	-	-	-
Transfer from Civic Accommodations Fund	-	-	-	-
Transfer from Transit System Fund	-	-	-	-
Transfer from Sewage Disposal System Fund	-	-	-	-
Transfer from Land Operating Reserve	-	-	-	-
Transfer from Solid Waste Disposal Fund	-	-	-	-
Transfer from Winnipeg Parking Authority - SOA	-	-	-	-
	146	**1,416**	**41**	**1,603**
Deduct:				
Other	**603**	**-**	**-**	**603**
Grants	-	-	-	-
Transfer to General Revenue Fund	**1,000**	**148**	**31**	**1,179**
Cost of sales	-	-	-	-
Transfer to General Capital Fund	-	-	-	-
Park land and improvements	-	-	-	-
Transfer to General Revenue Enterprises Fund	-	-	-	-
Transfer to General Revenue Fund - investment management fee	**14**	**33**	**2**	**49**
Transfer to Mill Rate Stabilization Reserve	-	-	-	-
Transfer to Contributions in Lieu of Land Dedication Reserve	-	-	-	-
Transfer to Building Services Fund	-	-	-	-
Transfer to Waterworks System Fund	-	-	-	-
Transfer to Winnipeg Parking Authority - SOA	-	-	-	-
Transfer to Golf Services - SOA	-	-	-	-
Transfer to Fleet Management - SOA	-	-	-	-
Transfer to Animal Services - SOA	-	-	-	-
Transfer to Sewage Disposal System Fund	-	-	-	-
	1,617	**181**	**33**	**1,831**
Balance, end of year	**$ 3,500**	**$ 11,653**	**$ 684**	**$ 15,837**

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
SPECIAL PURPOSE RESERVES

STATEMENT OF CHANGES IN EQUITY

For the years ended December 31
(in thousands of dollars)
(unaudited)

	Sub-Total Brought Forward	Transcona Cemetery Reserve	Insurance Reserve	Land Dedication Reserve
Balance, beginning of year	**$ 16,065**	**$ 465**	**$ 7,985**	**$ 3,790**
Add:				
Transfer from General Revenue Fund	**62**	**9**	**-**	**-**
Land sales	**-**	**-**	**-**	**-**
Municipal realty tax	**-**	**-**	**-**	**-**
Interest earned	**574**	**21**	**165**	**115**
Other	**967**	**-**	**1**	**-**
Transfer from General Capital Fund	**-**	**-**	**-**	**-**
Cash payments-in-lieu of land dedication	**-**	**-**	**-**	**776**
Transfer from General Revenue Enterprises Fund	**-**	**-**	**-**	**-**
Transfer from Civic Accommodations Fund	**-**	**-**	**-**	**-**
Transfer from Transit System Fund	**-**	**-**	**143**	**-**
Transfer from Sewage Disposal System Fund	**-**	**-**	**128**	**-**
Transfer from Land Operating Reserve	**-**	**-**	**-**	**101**
Transfer from Solid Waste Disposal Fund	**-**	**-**	**20**	**-**
Transfer from Winnipeg Parking Authority - SOA	**-**	**-**	**-**	**-**
	1,603	**30**	**457**	**992**
Deduct:				
Other	**603**	**-**	**5,869**	**-**
Grants	**-**	**-**	**-**	**6**
Transfer to General Revenue Fund	**1,179**	**16**	**678**	**-**
Cost of sales	**-**	**-**	**-**	**-**
Transfer to General Capital Fund	**-**	**-**	**-**	**8**
Park land and improvements	**-**	**-**	**-**	**1,161**
Transfer to General Revenue Enterprises Fund	**-**	**-**	**-**	**-**
Transfer to General Revenue Fund - investment management fee	**49**	**1**	**9**	**12**
Transfer to Mill Rate Stabilization Reserve	**-**	**-**	**-**	**-**
Transfer to Contributions in Lieu of Land Dedication Reserve	**-**	**-**	**-**	**-**
Transfer to Building Services Fund	**-**	**-**	**79**	**-**
Transfer to Waterworks System Fund	**-**	**-**	**21**	**-**
Transfer to Winnipeg Parking Authority - SOA	**-**	**-**	**7**	**-**
Transfer to Golf Services - SOA	**-**	**-**	**5**	**-**
Transfer to Fleet Management - SOA	**-**	**-**	**3**	**-**
Transfer to Animal Services - SOA	**-**	**-**	**2**	**-**
Transfer to Sewage Disposal System Fund	**-**	**-**	**-**	**-**
	1,831	**17**	**6,673**	**1,187**
Balance, end of year	**$ 15,837**	**$ 478**	**$ 1,769**	**$ 3,595**

See accompanying notes to the financial statements

Land Operating Reserve	Recreation Programming Reserve	Snow Clearing Reserve	Idea Bank Reserve	Commitment Reserve	Sub-Total
$ 11,059	$ 135	$ -	$ 700	$ 4,485	$ 44,684
-	-	4,361	-	4,164	8,596
13,341	-	-	-	-	13,341
-	-	-	-	-	-
543	2	3	19	-	1,442
3	-	-	-	-	971
763	-	-	-	-	763
-	-	-	-	-	776
-	-	-	88	-	88
-	-	-	-	525	525
-	-	-	-	-	143
-	-	-	-	-	128
-	-	-	-	-	101
-	-	-	-	-	20
-	-	-	-	-	-
14,650	2	4,364	107	4,689	26,894
2,089	110	-	-	2,757	11,428
813	-	-	-	-	819
-	-	-	416	-	2,289
5,737	-	-	-	-	5,737
-	-	-	-	1,510	1,518
-	-	-	-	-	1,161
817	-	-	-	-	817
46	-	-	2	-	119
-	-	-	-	163	163
101	-	-	-	-	101
-	-	-	-	-	79
-	-	-	-	-	21
-	-	-	-	-	7
-	-	-	-	-	5
-	-	-	-	-	3
-	-	-	-	-	2
-	-	-	-	-	-
9,603	110	-	418	4,430	24,269
$ 16,106	$ 27	$ 4,364	$ 389	$ 4,744	$ 47,309

THE CITY OF WINNIPEG
SPECIAL PURPOSE RESERVES

STATEMENT OF CHANGES IN EQUITY

For the years ended December 31
(in thousands of dollars)
(unaudited)

	Sub-Total Brought Forward	Heritage Investment Reserve	Housing Rehabilitation Reserve	Economic Development Reserve
Balance, beginning of year	**$ 44,684**	**$ 8,408**	**$ 1,177**	**$ 3,620**
Add:				
Transfer from General Revenue Fund	**8,596**	**-**	**1,000**	**-**
Land sales	**13,341**	**-**	**-**	**-**
Municipal realty tax	**-**	**1,011**	**-**	**133**
Interest earned	**1,442**	**238**	**44**	**113**
Other	**971**	**35**	**-**	**-**
Transfer from General Capital Fund	**763**	**-**	**-**	**364**
Cash payments-in-lieu of land dedication	**776**	**-**	**-**	**-**
Transfer from General Revenue Enterprises Fund	**88**	**605**	**-**	**-**
Transfer from Civic Accommodations Fund	**525**	**-**	**-**	**-**
Transfer from Transit System Fund	**143**	**-**	**-**	**-**
Transfer from Sewage Disposal System Fund	**128**	**-**	**-**	**-**
Transfer from Land Operating Reserve	**101**	**-**	**-**	**-**
Transfer from Solid Waste Disposal Fund	**20**	**-**	**-**	**-**
Transfer from Winnipeg Parking Authority - SOA	**-**	**-**	**-**	**-**
	26,894	**1,889**	**1,044**	**610**
Deduct:				
Other	**11,428**	**1,584**	**22**	**-**
Grants	**819**	**15**	**1,045**	**30**
Transfer to General Revenue Fund	**2,289**	**-**	**-**	**-**
Cost of sales	**5,737**	**-**	**-**	**-**
Transfer to General Capital Fund	**1,518**	**-**	**-**	**-**
Park land and improvements	**1,161**	**-**	**-**	**-**
Transfer to General Revenue Enterprises Fund	**817**	**20**	**-**	**-**
Transfer to General Revenue Fund - investment management fee	**119**	**24**	**4**	**11**
Transfer to Mill Rate Stabilization Reserve	**163**	**-**	**-**	**-**
Transfer to Contributions in Lieu of Land Dedication Reserve	**101**	**-**	**-**	**-**
Transfer to Building Services Fund	**79**	**-**	**-**	**-**
Transfer to Waterworks System Fund	**21**	**-**	**-**	**-**
Transfer to Winnipeg Parking Authority - SOA	**7**	**-**	**-**	**-**
Transfer to Golf Services - SOA	**5**	**-**	**-**	**-**
Transfer to Fleet Management - SOA	**3**	**-**	**-**	**-**
Transfer to Animal Services - SOA	**2**	**-**	**-**	**-**
Transfer to Sewage Disposal System Fund	**-**	**-**	**-**	**-**
	24,269	**1,643**	**1,071**	**41**
Balance, end of year	**$ 47,309**	**$ 8,654**	**$ 1,150**	**$ 4,189**

See accompanying notes to the financial statements

Assiniboine Park Enterprise Reserve	General Purpose Reserve	Multiple-Family Dwelling Reserve	Insect Control Reserve	Permit Reserve	Totals 2008	Totals 2007
$ 631	**$ 11,367**	**$ 813**	**$ 1,862**	**$ 2,358**	**$ 74,920**	$ 74,679
-	**2,560**	**-**	**2**	**1,405**	**13,563**	8,447
-	**-**	**-**	**-**	**-**	**13,341**	10,945
-	**-**	**1,192**	**-**	**-**	**2,336**	1,540
19	**236**	**21**	**56**	**71**	**2,240**	3,128
335	**-**	**-**	**-**	**-**	**1,341**	209
-	**-**	**-**	**-**	**-**	**1,127**	1,040
-	**-**	**-**	**-**	**-**	**776**	596
-	**-**	**-**	**-**	**-**	**693**	46
-	**-**	**-**	**-**	**-**	**525**	1,561
-	**2**	**-**	**-**	**-**	**145**	129
-	**-**	**-**	**-**	**-**	**128**	-
-	**-**	**-**	**-**	**-**	**101**	-
-	**-**	**-**	**-**	**-**	**20**	19
-	**-**	**-**	**-**	**-**	**-**	48
354	**2,798**	**1,213**	**58**	**1,476**	**36,336**	27,708
-	**-**	**-**	**-**	**-**	**13,034**	7,373
-	**4,900**	**181**	**-**	**-**	**6,990**	2,672
175	**-**	**-**	**1,200**	**2,358**	**6,022**	3,929
269	**-**	**-**	**-**	**-**	**6,006**	6,767
-	**1,535**	**-**	**-**	**-**	**3,053**	2,666
-	**-**	**-**	**-**	**-**	**1,161**	712
-	**-**	**-**	**-**	**-**	**837**	571
2	**23**	**2**	**6**	**7**	**198**	225
-	**-**	**-**	**-**	**-**	**163**	572
-	**-**	**-**	**-**	**-**	**101**	-
-	**-**	**-**	**-**	**-**	**79**	777
-	**-**	**-**	**-**	**-**	**21**	124
-	**-**	**-**	**-**	**-**	**7**	3
-	**-**	**-**	**-**	**-**	**5**	3
-	**-**	**-**	**-**	**-**	**3**	44
-	**-**	**-**	**-**	**-**	**2**	1
-	**-**	**-**	**-**	**-**	**-**	1,028
446	**6,458**	**183**	**1,206**	**2,365**	**37,682**	27,467
$ 539	**$ 7,707**	**$ 1,843**	**$ 714**	**$ 1,469**	**$ 73,574**	$ 74,920

THE CITY OF WINNIPEG
SPECIAL PURPOSE RESERVES

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)
(unaudited)

1. Significant Accounting Policies

The preparation of periodic financial statements necessarily involves the use of estimates and approximations because the precise determination of financial data frequently depends upon future events. These financial statements have been prepared by management within reasonable limits of materiality and within the framework of accounting policies summarized below.

a) Basis of presentation

The Special Purpose Reserves follow the fund basis of reporting. Funds are segregated for the purpose of carrying on specific activities or attaining certain objectives in accordance with special regulations, restrictions or limitations. The Special Purpose Reserves Fund include the following:

Workers Compensation Reserve Fund
Perpetual Maintenance Reserve Funds
- Brookside Cemetery
- St. Vital Cemetery
- Transcona Cemetery

Insurance Reserve Fund
Contributions in Lieu of Land Dedication Reserve Fund
Land Operating Reserve Fund
Recreation Programming Reserve Fund
Snow Clearing Reserve Fund
Idea Bank Reserve Fund
Commitment Reserve Fund
Heritage Investment Reserve Fund
Housing Rehabilitation Investment Reserve Fund
Economic Development Investment Reserve Fund
Assiniboine Park Enterprise Reserve Fund
General Purpose Reserve Fund
Multi-Family Dwelling Tax Investment Reserve Fund
Insect Control Urgent Expenditures Reserve Fund
Permit Reserve Fund

b) Basis of accounting

The financial statements are prepared using the accrual basis of accounting. The accrual basis of accounting records revenues as they are earned and measurable. Expenses are recognized as they are incurred and measurable based upon receipt of goods or services and/or the creation of a legal obligation to pay.

c) Land held for resale

Land held for resale is recorded at the lower of cost and net realizable value. Cost includes amounts for land acquisition and improvements to prepare the land for sale or servicing.

d) Investment in bonds

Bonds are carried at cost plus accumulated amortization. Discounts and premiums arising on the purchase of these investments are amortized over the remaining terms to maturity with annual amortization computed at amounts which, when combined with actual income received, result in a constant effective yield on the amortized book value.

e) Bond residues and coupons

Bond residues and coupons are carried at cost plus accrued income. Income is accrued on the book value of the investments at a rate equivalent to the effective yield of each investment.

2. Status of the Special Purpose Reserves

Workers Compensation Reserve Fund

Under the terms of By-law No. 9802 of the former City of Winnipeg, provision was made for the establishment of a Workers Compensation Reserve Fund. On January 1, 1972, as a result of the amalgamation of the City of Winnipeg with former area municipalities, The Workers Compensation Reserve Fund was established in accordance with Section 338 of the former City of Winnipeg Act.

The City of Winnipeg ("the City") administers its workers compensation program on a self insured basis. In lieu of paying premiums to the Workers Compensation Board of Manitoba, the City pays actual costs incurred plus an administration charge. Departments are charged an array of actual costs as well as surcharges related to financing fatality pensions and upgrades of benefits. The net result is that costs and surcharges are transferred to/from the Workers Compensation Reserve Fund. The Workers Compensation Reserve Fund serves to counteract any budgetary fluctuation from year to year that would result from a work related incident of major proportions.

The Corporate Controller is the Fund Manager.

Perpetual Maintenance Funds (Brookside, St. Vital and Transcona Cemeteries)

Under the terms of By-law No. 14725 of the former City of Winnipeg, passed on April 8, 1935, created a fund for the perpetual care and maintenance of Brookside Cemetery. Later on By-law No. 1996/78, also created funds for the perpetual care and maintenance of St. Vital and Transcona Cemeteries.

Section 29 of By-law No. 5720/91 amending and restating By-law 1996/78, relating to Cemeteries, sets forth the purpose and use of the Perpetual Maintenance Funds.

These funds are for the purpose of creating, building up, and maintaining a perpetual maintenance fund for the care and maintenance of Brookside, St. Vital, and Transcona Cemeteries. There shall be paid to the Sinking Fund Trustees of The City of Winnipeg, during specified years and not later than the first day of June of each of the years, a sum equal to twenty-five per centum of the proceeds of the sale of plots and graves in cemeteries sold during the preceding year. The monies shall be so paid over to the Trustees for investment and administration and shall be treated in the same manner as interest and sinking fund charges. Commencing the first day of January 1991, and upon each and every first day of January thereafter the Trustees shall pay out fifty per centum of the yearly earnings of the fund for the previous year to the City. The yearly earnings shall be applied to offset the cost of the care and maintenance of the Cemeteries.

The Sinking Fund Trustees were also empowered to accept deposits in respect of perpetual maintenance of individual cemetery plots.

On January 1, 2003, The City of Winnipeg Act was replaced with new legislation entitled The City of Winnipeg Charter. Under this new legislation the investment and administration of the funds has been transferred to the administration of the City.

The Director of Planning, Property and Development is the Funds Manager.

Insurance Reserve Fund

In 1960, the Insurance Reserve Fund was established. The reserve was to be used for the purpose of replacing or repairing City properties and/or contents that had been damaged by fire or any other cause. In 1973, the use of the Insurance Reserve Fund also included the purpose of paying for any other losses that the City might incur in any part of its self-insurance program. Such uses would include third party liability claims, or property damage claims, including motor vehicles.

The Corporate Controller is the Fund Manager.

2. Status of the Special Purpose Reserves (continued)

Contributions in Lieu of Land Dedication Reserve Fund

City Council, on January 10, 1973, adopted a policy that cash payments received by the City in lieu of land dedications for open space be deposited in a fund to the credit of each community. On January 17, 1979, City Council amended the policy to also permit cash payments received from the sale of surplus Parks and Recreation lands to be deposited to the credit of each community. Disbursements from this Reserve are limited to costs of acquiring or improving lands for parks, recreational facilities or open space within that community. The Director of the Planning, Property and Development Department is the Fund Manager.

Land Operating Reserve Fund

City Council, on May 16, 1973, authorized the establishment of a Land Operating Reserve Fund to reduce the need for the issuance and sale of debentures in connection with the acquisition cost of properties for resale. This Reserve is maintained by proceeds from the sale of City owned properties and interest earned. Disbursements are limited to the acquisition cost of properties for resale, and any other expenses related to the acquisition, sale and improvement of disposable City properties.

City Council, on July 19, 1999, adopted a policy that in order to sustain the business operations supported by the Reserve, equity be allowed to accumulate within the Reserve sufficient to eliminate the inter-fund debt owing to the General Revenue Fund created in past years. Any surplus funds greater than the amount required for the purposes of the Land Operating Reserve Fund and meeting the annual budgeted transfer to the General Revenue Fund is to be transferred to the Commitment Reserve Fund.

The Director of Planning, Property and Development is the Fund Manager.

Recreation Programming Reserve Fund

City Council, on October 6, 1976, approved the creation of a Recreation Programming Reserve Fund for recreation programming at the community level. The Reserve was established from cumulative surpluses and deficits of former Parks and Recreation Boards and Commissions as at December 31, 1976, and is to be maintained by any unexpended or over expended balances as identified in the approved recreation programming portions of the 1976 and subsequent years operating budgets. City Council delegated authority over the expenditure of the funds to the respective Community Committees.

The Director of Community Services is the Fund Manager.

Snow Clearing Reserve Fund

On March 22, 1995, City Council approved the establishment of the Snow Clearing Reserve Fund. The purpose of the fund is to absorb unexpected snowfall costs in years where the City experiences above average snowfall levels. Contributions to the Reserve would be the surplus from the annual operating snow clearing budget. Charges in any one year should be limited to the lesser of 20% of the Reserve balance, or to the amount of snow clearing expenses in excess of 120% of the cost of a normal year's snowfall. However, no charges to the Reserve should be made until the Reserve has reached a level of $5.0 million, and the Reserve balance should never exceed $10.9 million.

On December 15, 2004, City Council further approved, that at their discretion, they may transfer from the Reserve a greater amount than or other than as stipulated by the Reserve.

The Director of Public Works is the Fund Manager.

2. Status of the Special Purpose Reserves (continued)

Idea Bank Reserve Fund

City Council, on April 30, 1997, authorized the establishment of the Idea Bank Reserve Fund to provide financing for innovative ideas presented outside of the normal budget process. The Idea Bank Reserve Fund is set up as a revolving fund which is self-sustaining. City Council, on November 17, 1999, approved an amendment to the Idea Bank Reserve Fund whereby the purpose of the Reserve has been expanded to provide funding/financing support for Alternative Service Delivery (ASD) initiatives.

The Corporate Controller is the Fund Manager.

Commitment Reserve Fund

On March 12, 1998, City Council approved the establishment of the Commitment Reserve Fund. The purpose of the Reserve is to allow departments to carry forward committed budget dollars to the succeeding year thereby eliminating the need to re-budget. Contributions to the Reserve must be spent in the year following the transfer. However, contributions can be retained in the Reserve beyond the following year only if approved by the Fund Manager, otherwise the unspent amount must be transferred to the Mill Rate Stabilization Reserve Fund.

On July 19, 1999, City Council further approved that at year-end, on an annual basis, any surplus funds greater than the amount required for the purposes of the Land Operating Reserve Fund be transferred to the Commitment Reserve Fund, which can than only be spent on one-time or capital costs in the following year. As with other contributions to this Reserve, the funds must be spent in the year following the transfer, otherwise the unspent amount may be transferred to the Mill Rate Stabilization Reserve Fund.

The Chief Financial Officer is the Fund Manager.

Heritage Investment Reserve Fund

The Heritage Investment Reserve Fund was created by City Council on June 21, 2000. It funds all City and City-sponsored heritage programs and acts as a revolving fund so that future funding of heritage programs can be sustained and thereby reduces the need to obtain additional funding. An important source of on going funding for the Reserve will be incremental tax revenues that will flow from projects in which the Reserve has invested.

The Director of Planning, Property and Development is the Fund Manager.

Housing Rehabilitation Investment Reserve Fund

The Housing Rehabilitation Investment Reserve Fund was created by City Council on June 21, 2000. It funds City housing programs not provided for in operating budgets. It is intended that this Reserve act as a revolving fund so that incremental tax revenues resulting from housing programs in which the Reserve has invested would be returned to the Reserve to finance future projects.

The Director of Planning, Property and Development is the Fund Manager.

2. Status of the Special Purpose Reserves (continued)

Economic Development Investment Reserve Fund

The Economic Development Investment Reserve Fund was created by City Council on June 21, 2000. It is intended to fund City economic development incentive and investment projects. Unlike the other investment reserves, this Reserve invests directly in particular projects rather than be a funding mechanism for programs. The incremental portion of realty and business taxes generated by projects in which the fund has invested will be returned to the Reserve until the original investment has been repaid.

The Director of Planning, Property and Development is the Fund Manager.

Assiniboine Park Enterprise Reserve Fund

City Council, on September 15, 1982, approved the establishment of the Zoo Animals Reserve Fund for the purpose of funding the replacement of animal losses and the improvement of breeding stock at the Assiniboine Park Zoo ("the Zoo"). The Zoo Animals Reserve Fund was maintained by revenue from the sale of surplus animals and interest earned. Expenditures were limited to the acquisition costs of zoo animals and any costs directly related to the acquisition, as well as the planning, improving or building of new individual animal enclosures.

The Zoo Purposes Reserve Fund was created by City Council on December 14, 1983, to retain certain revenues received by the Zoo to be used to augment the operating and capital budgets of the Zoo. Such revenues included donation box receipts, coin operated feed dispensers, animal adoption program, concessions and other promotions as well as a portion of Zoological Society single pass memberships.

City Council, on May 23, 2001, approved that the Zoo Animals Reserve and Zoo Purposes Reserve Funds be combined. In addition, the combined Reserve be expanded to include a new purpose, which is to enhance the maintenance, operation, planning and minor infrastructure for Assiniboine Park. This would include additional revenues from the net profit of new initiatives, services and products arising from the operation and programming of Assiniboine Park as a business unit as well as revenue sharing from the existing agreement with the Pavilion Gallery Museum Inc.. City Council also approved that the new combined reserve be renamed the Assiniboine Park Enterprise Reserve Fund.

Due to restructuring, City Council also approved the Concession Equipment Reserve Fund balances accumulated for golf courses and Assiniboine Park be transferred to the Golf Course Reserve and the Assiniboine Park Enterprises Reserve Funds respectively.

The Director of Community Services is the Fund Manager.

General Purpose Reserve Fund

On March 15, 2000, City Council approved the establishment of the Pension Surplus Reserve Fund. The Reserve was funded by the retroactive refund of pension contributions for 1998 and 1999. City Council also approved that the purpose of the Reserve and further details including the use of these funds be subsequently determined by City Council.

On March 15, 2000, City Council approved the establishment of the Pension Stabilization Reserve Fund. The Reserve was funded by ongoing savings from the partial pension contribution holiday that were not used for operations. The purpose of the Reserve was to support general operating expenditures thereby reducing the amount of revenue to be raised through property taxation, in order to share the benefits of the surplus with the citizens of Winnipeg. The use of funds from the Reserve was contingent upon approval by City Council.

2. Status of the Special Purpose Reserves (continued)

General Purpose Reserve Fund (continued)

On May 23, 2001, City Council approved that the Pension Stabilization Reserve and Pension Surplus Reserve Funds be combined and renamed the General Purpose Reserve Fund.

The City Treasurer is the Fund Manager.

Multiple-Family Dwelling Tax Investment Reserve Fund

On May 22, 2002, City Council approved the establishment of the Multiple-Family Dwelling Tax Investment Reserve Fund. The Reserve is designed to act as a bank that accumulates incremental taxes generated by approved multi-family dwelling construction/rehabilitation projects. When the incremental taxes for each project accumulates to the pre-approved amount, the balance is paid back to the applicant developer as a "Tax Incentive Grant".

Insect Control Urgent Expenditures Reserve Fund

On March 23, 2005, City Council approved the establishment of the Insect Control Urgent Expenditures Reserve Fund. The purpose of the fund is to absorb unexpected costs for mosquito control in years where the City of Winnipeg experiences above average response levels. The Reserve is funded annually by $0.6 million (2008 transfer was eliminated for the year) and the amount of the unexpended insect control budget included in the General Revenue Fund. The Reserve balance should never exceed $3.0 million and the Chief Administrative Officer has the authority to over-expend to a maximum of $3.0 million in the event of insufficient funds.

The Director of Community Services is the Fund Manager.

Permit Reserve Fund

On March 20, 2007, City Council approved the establishment of the Permit Reserve Fund. The purpose of the fund is to mitigate revenue shortfalls and fund temporary staffing needs during busy periods through economic boom/bust cycles. The Reserve is also meant to provide a source of funds for service and system improvements. The source of funds for the Reserve are the excess of permit revenue in the General Revenue Fund compared to budget in any given year. That balance in the Reserve is capped at $3.0 million and any surplus funds over and above the cap are to be transferred to the General Revenue Fund.

The Director of Planning, Property and Development is the Fund Manager.

3. Due from General Revenue Fund

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, these funds do not have a bank account. Bank transactions are credited or charged to the "Due from" account when they are processed through the bank. Interest is credited or charged based on the City's average short-term earnings (cost of funds) on the single bank account, which is a function of the Bank of Canada rate. The December 31, 2008 effective interest rate was 1.5% (2007 - 4.2%).

4. Call Loans - General Revenue Fund

Call loans represent short-term investments with The City of Winnipeg - General Revenue Fund which are callable by the Fund upon one business day notice. Call loans are recorded at cost, which together with accrued interest income, approximates fair value.

5. Investments

	2008	2007
Marketable securities		
Government of Canada bonds	**$ 900**	$ 9,893
Provincial bonds	**5,160**	6,075
Municipal bonds	**8,561**	1,850
	14,621	17,818
Transcona Joint Venture	**3,251**	2,288
	$ 17,872	$ 20,106

Transcona Joint Venture:
The Transcona Joint Venture ("Joint Venture") was formed on January 25, 2005, between The City of Winnipeg and Genstar Development Partnership to develop and sell certain land owned by participants in the community of Transcona. Each participant has a 50% interest in the Joint Venture. The City's proportionate interest in the financial accounts of the Joint Venture as at December 31, 2008 was as follows:

	2008	2007
Assets	**$ 4,500**	$ 3,567
Liabilities	**1,249**	1,279
Revenues	**4,674**	3,091
Expenses	**2,411**	2,217
Cash flow provided by (used in):		
Operating activities	**(4)**	(1,842)
Financing activities	**(1,300)**	500

The aggregate market value of marketable securities at December 31, 2008 was $14,602 thousand (2007 - $18,943 thousand).

6. Contributed Surplus

On April 27, 1994, City Council, retroactive to December 31, 1993, approved by way of a capital reorganization the transfer of $17.3 million from the Land Operating Reserve Fund to the General Revenue Fund to fund the accrued liability for assessment appeal refunds and interest.

THE CITY OF WINNIPEG
EQUITY IN CAPITAL ASSETS FUND

City Council, on May 2, 1973, adopted a recommendation to consolidate the assets and liabilities of various reserves of the former municipalities into the General Reserve Fund. By-law No. 442/73 was subsequently adopted repealing the By-laws of the municipalities that established the former reserves. The consolidated net assets at inception totalled $6.2 million. On May 23, 2001, City Council further approved the name of the Fund be changed to the Equity in Capital Assets Fund.

Interest earnings on capital financing have contributed to the growth of the Fund to $457.6 million as at December 31, 2008 (2007 - $426.0 million).

The Fund has been used since it was created for the financing of capital construction, primarily by the General Capital Fund, but also by other reserves and utilities. This source of financing allows greater flexibility than is available through debenture debt financing. In 2008, $45.6 million (2007 - $45.9 million) of new capital works were financed through the Fund at terms ranging from five to twenty years.

FIVE-YEAR REVIEW

December 31
("$" amounts in thousands of dollars)
(unaudited)

	2008	2007	2006	2005	2004
Total Assets	**$ 457,591**	$ 426,000	$ 395,763	$ 365,166	$ 335,267
Capital Construction Financed	**$ 45,557**	$ 45,864	$ 57,914	$ 69,822	$ 45,248
Interest Earned	**$ 31,661**	$ 30,276	$ 30,628	$ 29,962	$ 29,359
Principal Retirals	**$ 27,388**	$ 26,102	$ 24,764	$ 23,563	$ 25,791

THE CITY OF WINNIPEG
EQUITY IN CAPITAL ASSETS FUND

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	2008	2007
ASSETS		
Current		
Due from General Revenue Fund (Note 3)	**$ 36,808**	$ 23,190
Current portion of long-term investments (Note 4)	**26,614**	27,584
	63,422	50,774
Long-term investments (Note 4)	**394,169**	375,226
	$ 457,591	$ 426,000
EQUITY		
Allocated	**$ 417,674**	$ 399,506
Unallocated	**39,917**	26,494
	$ 457,591	$ 426,000

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
EQUITY IN CAPITAL ASSETS FUND

STATEMENT OF CHANGES IN EQUITY

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008	2007
Balance, beginning of year	**$ 426,000**	$ 395,763
Add:		
Interest		
General Capital Fund	**27,937**	26,514
General Revenue Fund - allocation of debt charges	**1,935**	2,059
Transit System	**818**	869
General Revenue Fund (Note 3)	**702**	552
Civic Accommodations Fund	**209**	221
Other	**55**	55
Sewage Disposal System	**5**	5
Waterworks System	**-**	1
	31,661	30,276
Deduct:		
Transfer to General Revenue Fund - investment management fee	**70**	39
Balance, end of year	**$ 457,591**	$ 426,000

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
EQUITY IN CAPITAL ASSETS FUND

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)
(unaudited)

1. Significant Accounting Policies

The preparation of periodic financial statements necessarily involves the use of estimates and approximations because the precise determination of financial data frequently depends upon future events. These financial statements have been prepared by management within reasonable limits of materiality and within the framework of accounting policies summarized below.

a) Basis of presentation

The Equity in Capital Assets Fund follows the fund basis of reporting. Funds are segregated for the purpose of carrying on specific activities or attaining certain objectives in accordance with special regulations, restrictions or limitations.

b) Basis of accounting

The financial statements are prepared using the accrual basis of accounting. The accrual basis of accounting records revenues as they are earned and measurable. Expenses are recognized as they are incurred and measurable based upon receipt of goods or services and/or the creation of a legal obligation to pay.

c) Long-term investments

Long-term investments are valued at cost.

2. Status of the Equity in Capital Assets Fund

City Council on May 2, 1973, authorized the establishment of a General Reserve Fund for the purpose of financing various capital construction. Various by-laws of the former area municipalities establishing general reserves were repealed and the assets of these former reserve funds were transferred to the General Reserve Fund. Interest charges on capital financing contribute to the growth of the Fund. The General Reserve Fund was renamed the Equity in Capital Assets Fund in 2001. The City Treasurer is the Fund Manager.

3. Due from General Revenue Fund

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, this fund does not have a bank account. Bank transactions are credited or charged to the "Due from" account when they are processed through the bank. Interest is credited or charged based on the City's average short-term earnings (cost of funds) on the single bank account, which is a function of the Bank of Canada rate. The December 31, 2008 effective interest rate was 1.5% (2007 - 4.2%).

4. Long-term Investments

At varying maturities up to the year 2028 and with a weighted average interest rate for the year 2008 of 7.01% (2007 - 7.13%) due from the following:

	2008	2007
General Capital	**$ 401,750**	$ 387,388
Transit System	**15,860**	12,040
Civic Accommodations Fund	**3,108**	3,304
Sewage Disposal System	**65**	71
Waterworks System	**-**	7
	420,783	402,810
Current portion of long-term investments:		
General Capital	**(25,472)**	(26,503)
Transit System	**(926)**	(872)
Civic Accommodations Fund	**(209)**	(196)
Sewage Disposal System	**(7)**	(6)
Waterworks System	**-**	(7)
	(26,614)	(27,584)
	$ 394,169	$ 375,226


THE EXCHANGE
BANNATYNE
AVENUE

THE CITY OF WINNIPEG
TRUST FUNDS

STATEMENT OF FINANCIAL POSITION

As at December 31
(unaudited)

	St. Boniface Museum Board Trust	Library Trust	Portage and Main Concourse Trust	Winnipeg Evergreen Committee Trust	2008 Totals	2007 Totals
ASSETS						
Current						
Due from General Revenue Fund (Note 3)	**$ 127,148**	**$ 458,212**	**$ 1,603**	**$ 4,315**	**$ 591,278**	$ 252,616
EQUITY						
Unallocated	**$ 127,148**	**$ 458,212**	**$ 1,603**	**$ 4,315**	**$ 591,278**	$ 252,616

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
TRUST FUNDS

STATEMENT OF CHANGES IN TRUST ACCOUNTS

For the years ended December 31
(unaudited)

	St. Boniface Museum Board Trust	Library Trust	Portage and Main Concourse Trust	Winnipeg Evergreen Committee Trust	2008 Totals	2007 Totals
Opening balance	**$ 103,054**	**$ 105,879**	**$ 39,495**	**$ 4,188**	**$ 252,616**	$ 222,836
Add:						
Contributions	**169,675**	**421,017**	**-**	**-**	**590,692**	171,162
Interest earned	**3,531**	**6,122**	**1,141**	**127**	**10,921**	10,526
	173,206	**427,139**	**1,141**	**127**	**601,613**	181,688
Deduct:						
Disbursements	**149,112**	**74,806**	**39,033**	**-**	**262,951**	151,908
Closing balance	**$ 127,148**	**$ 458,212**	**$ 1,603**	**$ 4,315**	**$ 591,278**	$ 252,616

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
TRUST FUNDS

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(unaudited)

1. Significant Accounting Policies

The preparation of periodic financial statements necessarily involves the use of estimates and approximations because the precise determination of financial data frequently depends upon future events. These financial statements have been prepared by management within reasonable limits of materiality and within the framework of accounting policies summarized below.

a) Basis of presentation

The City of Winnipeg follows the fund basis of reporting. Funds are segregated for the purpose of carrying on specific activities or attaining certain objectives in accordance with special regulations, restrictions or limitations.

b) Basis of accounting

These financial statements are prepared using the accrual basis of accounting. The accrual basis of accounting records revenues as they are earned and measurable. Expenditures are recognized as they are incurred and measurable based upon receipt of goods and/or the creation of a legal obligation to pay.

2. Status of The City of Winnipeg Trust Funds

St. Boniface Museum Board Trust

This trust is maintained by grants from Federal and Provincial Governments, third parties and Foundations specifically designated for the Museum's capital and other operating projects. The Museum Administrator is the Trust Manager.

Library Trust

This trust is maintained by donations from private citizens and organizations in support of various library services. The Manager of Library Services is the Trust Manager.

Portage and Main Concourse Trust

This trust is maintained by a square foot levy applied to Concourse leased areas for the purpose of promoting or improving the concourse. The Director of Planning, Property and Development is the Trust Manager.

Winnipeg Evergreen Committee Trust

This trust is maintained by donations from private citizens and organizations to assist in the planting of coniferous evergreens by businesses and homeowners. The Director of Public Works is the Fund Manager.

3. Due from General Revenue Fund

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, these funds do not have a bank account. Bank transactions are credited or charged to the "Due from" account when they are processed through the bank. Interest is credited or charged based on the City's average short-term earnings (cost of funds) on the single bank account, which is a function of the Bank of Canada rate. The December 31, 2008 effective interest rate was 1.5% (2007 - 4.2%).

THE CITY OF WINNIPEG
EQUIPMENT AND MATERIAL SERVICES

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	2008	2007
ASSETS		
Current		
Due from General Revenue Fund (Note 2)	**$ 10,255**	$ 9,971
Loan receivable (Note 3)	**-**	1,148
	10,255	11,119
Investment (Note 3)	**1,148**	-
	$ 11,403	$ 11,119
RETAINED EARNINGS	**$ 11,403**	$ 11,119

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
EQUIPMENT AND MATERIAL SERVICES

STATEMENT OF INCOME AND RETAINED EARNINGS

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008	2007
REVENUES		
Interest	**$ 284**	$ -
Gain on sale of Glacial Sand and Gravel - Special Operating Agency Pine Ridge gravel pit operations	**-**	184
Net income for the year	**284**	184
RETAINED EARNINGS, BEGINNING OF YEAR	**11,119**	1,001
Transfer from Glacial Sand and Gravel - Special Operating Agency	**-**	9,934
RETAINED EARNINGS, END OF YEAR	**$ 11,403**	$ 11,119

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
EQUIPMENT AND MATERIAL SERVICES

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)
(unaudited)

1. Summary of Significant Accounting Policies

The preparation of periodic financial statements necessarily involves the use of estimates and approximations because the precise determination of financial data frequently depends upon future events. These financial statements have been prepared by management within reasonable limits of materiality and within the framework of accounting policies summarized below.

a) Basis of accounting

The financial statements are prepared using the accrual basis of accounting. The accrual basis of accounting records revenues as they are earned and measurable. Expenses are recognized as they are incurred and measurable based upon receipt of goods or services and/or the creation of a legal obligation to pay.

2. Due from General Revenue Fund

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, this fund does not have a bank account. Bank transactions are credited or charged to the "Due from" account when they are processed through the bank. Interest is credited or charged based on the City's average short-term earnings (cost of funds) on the single bank account, which is a function of the Bank of Canada rate. The December 31, 2008 effective interest rate was 1.5% (2007 - 4.2%).

3. Investment/Loan Receivable

	2008	2007
Fleet Management - Special Operating Agency	**$ 1,148**	$ 1,148

On January 1, 2008, Fleet Management - Special Operating Agency converted their long-term debt of $1,148 thousand to contributed surplus.



THE CITY OF WINNIPEG
CIVIC ACCOMMODATIONS FUND

The year 2008 was the twelfth year of operation under the accounting structure of the Civic Accommodations Fund, formerly Civic Buildings. The following narrative provides the background into the creation of this fund.

In adopting the 1996 Current Estimates, City Council instructed the former Civic Buildings Department to review the feasibility of becoming a Self-Financing Utility Enterprise as described in the Innovative Options section. The former Board of Commissioners, in reviewing the Civic Buildings Department's 1997 Current Estimates, instructed the Department to do all things necessary to implement for the 1997 budget year a Charge-back System to distribute facility related costs to all civic departments.

During the investigations of a Charge-back System, better referred to as Full-Cost Accounting, it became evident that the system goes only as far as identifying the cost components of The City of Winnipeg's (the "City's") accommodation activities. To successfully introduce the cost recovery charge-back, the Civic Buildings Department set about examining a business plan which would accomplish the following goals:

- run the department's operations, as far as practical, on a financially self-sustaining basis and according to best business practices;
- to follow best private and public sector employment practices, and promote staff involvement wherever practicable in all aspects of the operations;
- to introduce contemporary technologies to the department's operations;
- to continuously strive to improve service quality and responsiveness; and
- to preserve and safeguard the City's assets.

Significant changes were required to accomplish these goals. During the course of 1997 a new fund was created along with the implementation of a number of accounting and budget changes. The major activities in bringing about this change can be outlined as follows:

- A new Civic Buildings Fund was created;
- A large portion of the Civic Buildings Department's adopted 1997/1998 budget was transferred from the General Revenue Fund to the new fund;
- Civic Departments were charged for facility costs during 1997 which included market rent, operating costs, and portfolio overheads;
- A small portion of the Civic Buildings Department's budget remained in the General Revenue Fund to provide for corporate space and space not readily assignable to an existing civic department;
- The new Civic Buildings Fund was charged general government charges, consistent with other similar funds, and was responsible for existing and new debt and finance charges related to civic accommodations;
- For the purposes of 1997 and 1998, actual charges assigned to departments equalled the budget for allocated accommodation costs; and
- When the Civic Buildings Department was disbanded in 1998, the name of the Civic Buildings Fund changed to the Civic Accommodations Fund.

Since then, the civic reorganization, stemming from the Cuff Report, has resulted in the responsibilities of the former Civic Buildings Department being delegated to the Planning, Property and Development and the Public Works Departments. It was determined, between the two departments, during the division of mandates that the Planning, Property and Development Department would serve as "surrogate owners" for those buildings which comprised the portfolio of the former Civic Buildings Department. As such, the Civic Accommodations Division of Planning, Property and Development has the primary accountability in maintaining the tenant-landlord relationship. They manage the Civic Accommodations Fund and are responsible for the full cost accounting of these same accommodation services resulting in full occupancy costs being charged to Departments. The Civic Accommodations Division is responsible for development

of accommodations for City Departments, including locations, space allocations, furniture selection, and office decorating. The Division assumes overall responsibility for the leasing of civic accommodations and for the programming, designing and project management of construction and renovation projects, the provision of design and consulting services to departments and the demolition of buildings authorized by the appropriate authority.

In 1998, the operations of the Building Services Division of the former Civic Buildings Department was transferred over to the Public Works Department. The result was that effective January 1, 1998, the activities of the Building Services Division were transferred from the Civic Accommodations Fund to the Building Services Fund. The Public Works Department served as an internal contractor to Civic Accommodations providing facility maintenance, security, environmental monitoring and cleaning services. The costs of these facility services are continually tracked and monitored in the Building Services Fund then transferred to the Civic Accommodations Fund such that the full cost of accommodations can be charged to client departments.

On June 20, 2007, City Council approved an amendment to the City Organization By-law No. 7100/97, such that the facilities maintenance and security function be moved from the Public Works Department to the Planning, Property and Development Department effective September 17, 2007.

An "Actual/Market" model is used to distribute accommodation costs to all departments. This model and methodology is essentially the same that City Council instructed the Administration to implement coincident with the adoption of the 1997 Current Estimates.

FIVE-YEAR REVIEW

As at December 31
(unaudited)

	2008	2007	2006	2005	2004
Number of facilities	**130**	132	135	138	139
Total area square footage	**2,457,460**	2,455,140	2,491,466	2,441,923	2,443,334

THE CITY OF WINNIPEG
CIVIC ACCOMMODATIONS FUND

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	2008	2007
ASSETS		
Current		
Cash	**$ 21**	$ -
Due from General Revenue Fund (Note 3)	**69**	63
Accounts receivable	**42**	113
Prepaid expenses	**603**	493
	735	669
Tangible capital assets (Note 4)	**3,108**	3,304
	$ 3,843	$ 3,973
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Note 5)	**$ 735**	$ 669
Current portion of long-term debt (Note 6)	**209**	196
	944	865
Long-term debt (Note 6)	**2,899**	3,108
	$ 3,843	$ 3,973

Commitments (Note 7)

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
CIVIC ACCOMMODATIONS FUND

STATEMENT OF OPERATIONS

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
REVENUES			
Contributions from City of Winnipeg departments (Note 9b)	**$ 35,557**	**$ 35,529**	$ 32,457
Other rental	**-**	**550**	438
Investment and other	**20**	**124**	97
Total Revenues	**35,577**	**36,203**	32,992
EXPENSES			
Civic accommodations	**12,783**	**11,413**	11,102
Transfer to Building Services Fund	**9,898**	**11,196**	10,680
Transfer to General Capital Fund	**8,855**	**9,529**	7,330
Transfer to General Revenue Fund	**4,041**	**4,065**	3,880
Total Expenses (Note 10)	**35,577**	**36,203**	32,992
Surplus for the year	**$ -**	**$ -**	$ -

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
CIVIC ACCOMMODATIONS FUND

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)
(unaudited)

1. Significant Accounting Policies

The preparation of periodic financial statements necessarily involves the use of estimates and approximations because the precise determination of financial data frequently depends upon future events. These financial statements have been prepared by management within reasonable limits of materiality and within the framework of accounting policies summarized below.

a) Basis of presentation

The Civic Accommodations Fund follows the fund basis of reporting. Funds are segregated for the purpose of carrying on specific activities or attaining certain objectives in accordance with special regulations, restrictions or limitations.

b) Basis of accounting

The financial statements are generally prepared using the accrual basis of accounting. The accrual basis of accounting records revenue as it is earned and measurable. Expenses are recognized as they are incurred and measurable based upon receipt of goods or services and/or the creation of a legal obligation to pay.

The accrual basis of accounting is modified in the following circumstances:

- expenses for accrued vacation costs, compensated absences, retirement allowance, workers compensation claims, and insurance claims are recorded when payment is incurred.

c) Tangible capital assets

Tangible capital assets are recorded at cost net of accumulated amortization in the General Capital Fund. Except for the purchase of the Mandarin Building which is funded by debt issued by the Equity in Capital Assets Fund. The asset and related outstanding debt obligation are recorded in the Civic Accommodations Fund and amortized based on debt repayments.

2. Status of the Civic Accommodations Fund

The Civic Accommodations Division of the Planning, Property and Development department is responsible for providing accommodations for all civic purposes. In providing this service the department undertakes the development of accommodation space, maintains building assets, renovations and disposes of buildings through demolition or sale.

The fund was established in 1997 in order to have a user-pay self-supporting utility. An accommodation charge-back system was initiated as a step towards the full costing of services to other civic departments. Historically, the activities of the Civic Accommodations (Building Services) Fund were reported in the General Revenue Fund.

3. Due from General Revenue Fund

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, this fund does not have a bank account. Bank transactions are credited or charged to the "Due from" account when they are processed through the bank. Interest is credited or charged based on the City's average short-term earnings (cost of funds) on the single bank account, which is a function of the Bank of Canada rate. The December 31, 2008 effective interest rate was 1.5% (2007 - 4.2%).

4. Tangible Capital Assets

	2008	2007
Cost	**$ 4,864**	$ 4,864
Accumulated amortization	**(1,756)**	(1,560)
	$ 3,108	$ 3,304

5. Accounts Payable and Accrued Liabilities

	2008	2007
Accrued interest on long-term debt	**$ 585**	$ 595
Accounts payable and accrued liabilities	**134**	59
Holdbacks and other payables	**16**	15
	$ 735	$ 669

6. Long-Term Debt

	2008	2007
Debt issued by the Equity in Capital Assets Fund which matures in the year 2019 with an interest rate of 6.50% (2007 - 6.50%)	**$ 3,108**	$ 3,304
Current portion of long-term debt	**(209)**	(196)
	$ 2,899	$ 3,108

7. Commitments

Lease commitments

The Civic Accommodations Division has entered into a number of rental lease agreements mainly for the lease of accommodations for civic offices and the Division's office equipment. Future minimum lease payments are as follows:

2009	$ 3,344
2010	2,176
2011	3,123
2012	3,130
2013	3,337
Subsequent	6,883
	$ 21,993

8. Employee Benefits

a) Under the retirement allowance plan, qualifying employees become entitled to a cash payment upon retirement, death or termination of service under certain conditions (not resignation). An actuarial valuation has estimated the unrecorded liability at December 31, 2008 at $330 thousand (2007 - $372 thousand).

b) Compensated absences represents benefits expected to be paid during future employee absences in respect of sick leave days earned in previous years. The amount of this unrecorded liability at December 31, 2008 is estimated at $20 thousand (2007 - $25 thousand).

c) Employees accrue vacation credits, which together with unused holidays from previous years, are not recorded as a liability on the Statement of Financial Position. The vacation credits generally become a charge to operations in the year after they are earned. The amount of this unrecorded liability at December 31, 2008 is estimated at $191 thousand (2007 - $242 thousand).

d) The City operates its workers compensation program on a self-insured basis. In lieu of paying premiums to the Workers Compensation Board of Manitoba, the City pays actual costs incurred plus an administration charge. The City has a responsibility regarding future costs (such as compensation, rehabilitation, medical aid, pension awards and administration) on existing claims and incurred but not reported claims. The amount of this unrecorded liability at December 31, 2008 is estimated at $4 thousand (2007 - $nil).

e) Civic Accommodations employees are eligible for pensions under the Winnipeg Civic Employees' Benefits Program. The City of Winnipeg allocates its pensions costs to various departments. During the year $114 thousand (2007 - $110 thousand) of pension costs were allocated to Civic Accommodations. An actuarial valuation for the Winnipeg Civic Employees' Benefits Program was made as of December 31, 2007 and has disclosed an actuarial surplus.

9. Contributions and Appropriations from Related Parties

a) Included in Civic Accommodations Fund expenses are:
- Rental payments in the amount of $3 thousand (2007 - $2 thousand) to Fleet Management - Special Operating Agency for the use of its vehicles;
- General government charges in the amount of $306 thousand (2007 - $306 thousand) to the General Revenue Fund, which represents the estimated share of The City of Winnipeg's general expenses applicable to civic accommodations; and
- Interest payments of $209 thousand (2007 - $221 thousand) to the Equity in Capital Assets Fund on the purchase of the Mandarin Building.

b) The following funds were charged for facility costs:

	2008	2007
General Revenue Fund	**$ 31,868**	$ 29,238
Waterworks System	**1,065**	932
Sewage Disposal System	**1,065**	932
Building Services Fund	**317**	317
Fleet Management - Special Operating Agency	**215**	179
Transit System	**213**	212
Animal Services - Special Operating Agency	**209**	169
Civic Accommodations Fund	**172**	172
Solid Waste Disposal Fund	**161**	167
Winnipeg Parking Authority - Special Operating Agency	**114**	113
Waterworks - Capitalized	**86**	-
General Capital Fund - Capitalized	**27**	9
Golf Services - Special Operating Agency	**17**	17
	$ 35,529	$ 32,457

9. Contributions and Appropriations from Related Parties (continued)

The charge for facility costs includes market rent, operating costs and portfolio overheads.

10. Expenses by Object

	2008 Budget	**2008 Actual**	2007 Actual
Transfer to Building Services Fund	**$ 9,898**	**$ 11,196**	$ 10,680
Transfer to General Capital Fund	**10,159**	**9,529**	7,330
Materials and supplies	**9,300**	**8,732**	7,715
Transfer to General Revenue Fund	**4,041**	**4,065**	3,880
Salaries and employee benefits	**2,037**	**1,991**	1,886
Transfer to Commitment Reserve	**-**	**525**	1,561
Civic Accommodations Fund - rental costs	**173**	**172**	172
Recoveries	**(31)**	**(7)**	(232)
	$ 35,577	**$ 36,203**	$ 32,992

11. Related Party Transactions

Included in these financial statements are income and expense amounts resulting from routine operating transactions conducted at prevailing market prices with various City of Winnipeg controlled departments, agencies and corporations to which the City is related. Account balances resulting from these transactions are included in the Civic Accommodations Fund's Statement of Financial Position and are settled on normal trade terms. Other amounts due to and from related parties and the terms of settlement are described separately in the financial statements and the notes thereto.

12. Comparative Figures

Certain comparative figures have been reclassified to conform with the current year's presentation.

THE CITY OF WINNIPEG
BUILDING SERVICES FUND

Prior to 1997, activities relating to the Building Services Division of the former Civic Buildings Department and the former Parks and Recreation Department were recorded in the General Revenue Fund. In 1997, these activities were reported in the Civic Accommodation Fund and in 1998 they were reported in the Building Services Fund. The Building Services Fund is self-funded and develops, operates, maintains, protects and preserves the City's physical building infrastructure/assets to provide for current and future facility needs within available funding. This includes over 597 owned and leased buildings with an area of approximately 5.4 million square feet, as well as other structures and fixtures.

The buildings receiving services include Community Services Department's recreation buildings, which are pools, arenas, recreation, community centres; Public Works Department's parks and open spaces buildings, civic accommodations, golf, cemeteries and Winnipeg Parking Authority - Special Operating Agency facilities.

The estimated replacement value of City-owned buildings receiving facilities maintenance services is $1.2 billion.

THE CITY OF WINNIPEG
BUILDING SERVICES FUND

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	2008	2007
ASSETS		
Current		
Due from General Revenue Fund (Note 3)	**$ 627**	$ 639
Accounts receivable	**84**	56
Prepaid expenses	**4**	6
	$ 715	$ 701
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Note 4)	**$ 714**	$ 535
Deferred revenue	**1**	166
	$ 715	$ 701

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
BUILDING SERVICES FUND

STATEMENT OF OPERATIONS

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
REVENUES			
Contributions from City of Winnipeg departments (Note 6b)	**$ 33,998**	**$ 36,148**	$ 29,425
Investment and other	**315**	**331**	283
Total Revenues	**34,313**	**36,479**	29,708
EXPENSES *(Note 7)*			
Building services	**34,313**	**36,479**	29,708
Surplus for the year	**$ -**	**$ -**	$ -

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
BUILDING SERVICES FUND

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)
(unaudited)

1. Significant Accounting Policies

The preparation of periodic financial statements necessarily involves the use of estimates and approximations because the precise determination of financial data frequently depends upon future events. These financial statements have been prepared by management within reasonable limits of materiality and within the framework of accounting policies summarized below:

a) Basis of presentation

The Building Services Fund follows the fund basis of reporting. Funds are segregated for the purpose of carrying on specific activities or attaining certain objectives in accordance with special regulations, restrictions or limitations.

b) Basis of accounting

The financial statements are generally prepared using the accrual basis of accounting. The accrual basis of accounting records revenues as they are earned and measurable. Expenses are recognized as they are incurred and measurable based upon receipt of goods or services and/or the creation of a legal obligation to pay.

The accrual basis of accounting is modified in the following circumstances:

- expenses for accrued vacation costs, compensated absences, retirement allowance, workers compensation claims, and insurance claims are recorded when payment is incurred.

c) Deferred revenue

Certain user charges and fees are collected for which the related services have yet to be performed. These amounts are recognized as revenue in the fiscal year in which the related expenses are incurred or services performed.

d) Debt and finance charges

Building Services' tangible capital assets financed by debt are recorded along with the outstanding debt obligation in the General Capital Fund. Interest and payments on debt are funded by the Building Services Fund and the interest expense is reported in the General Capital Fund.

2. Status of the Building Services Fund

On June 20, 2007, City Council approved an amendment to the City Organization By-law No. 7100/97 such that the facilities maintenance and security function be moved from the Public Works Department to the Planning, Property and Development Department effective September 17, 2007.

The Building Services Division of the Planning, Property and Development Department is responsible for providing asset management and facility maintenance services for civic purposes.

2. Status of the Building Services Fund (continued)

The Building Services Fund was established in 1998 as a user-pay self-supporting fund. The Public Works Department implemented an accommodation charge back system as an initial step towards the full costing of services to other civic departments. Prior to 1998, the activities of the Building Services Division were reported in the Civic Accommodations Fund.

3. Due from General Revenue Fund

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, this fund does not have a bank account. Bank transactions are credited or charged to the "Due from" account when they are processed through the bank. Interest is credited or charged based on the City's average short-term earnings (cost of funds) on the single bank account, which is a function of the Bank of Canada rate. The December 31, 2008 effective interest rate was 1.5% (2007 - 4.2%).

4. Accounts Payable and Accrued Liabilities

	2008	2007
Wages and employee benefits	**$ 532**	$ 449
Performance deposits	**180**	86
Accounts payable and accrued liabilities	**2**	-
	$ 714	$ 535

5. Employee Benefits

a) Under the retirement allowance plan, qualifying employees become entitled to a cash payment upon retirement, death or termination of service under certain conditions (not resignation). The amount of this unrecorded liability is included in the notes to the financial statements of the General Revenue Fund.

b) Employees accrue vacation credits, which together with unused holidays from previous years, are not recorded as a liability on the Statement of Financial Position. The vacation credits generally become a charge to operations in the year after they are earned. The amount of this unrecorded liability is included in the notes to the financial statements of the General Revenue Fund.

c) Compensated absences represents benefits expected to be paid during future employee absences in respect of sick leave days earned in previous years. The amount of this unrecorded liability is included in the notes to the financial statements of the General Revenue Fund.

d) The City operates its workers compensation program on a self-insured basis. In lieu of paying premiums to the Workers Compensation Board of Manitoba, the City pays actual costs incurred plus an administration charge. The City has a responsibility regarding future costs (such as compensation, rehabilitation, medical aid, pension awards and administration) on existing claims and incurred but not reported claims. The amount of this unrecorded liability is included in the notes to the financial statements of the General Revenue Fund.

e) Building Services' employees are eligible for pensions under the Winnipeg Civic Employees' Benefits Program. The City of Winnipeg allocates its pensions costs to various departments. During the year $732 thousand (2007 - $718 thousand) of pension costs were allocated to Building Services. An actuarial valuation for the Winnipeg Civic Employees' Benefits Program was made as of December 31, 2007 and has disclosed an actuarial surplus.

6. Contributions and Appropriations from Related Parties

a) Included in Building Services Fund's expenses are:
- Rental payments in the amount of $936 thousand (2007 - $814 thousand) to Fleet Management - Special Operating Agency for the use of its vehicles;
- General government charges transferred to the General Revenue Fund in the amount of $252 thousand (2007 - $252 thousand), which represents the estimated share of The City of Winnipeg's general expenses applicable to Building Services;
- Rental payments in the amount of $317 thousand (2007 - $317 thousand) which represent facility costs paid to the Civic Accommodations Fund for space occupied by Building Services staff;
- Transfer from the Insurance Reserve of $79 thousand (2007 - $261 thousand);
- Transfer to the Computer Replacement Reserve of $nil (2007 - $11 thousand); and
- Transfer to the General Revenue Fund of $333 thousand (2007 - $70 thousand).

b) The following funds transferred revenue to the Building Services Fund.

	2008	2007
General Revenue Fund	**$ 24,947**	$ 18,224
Civic Accommodations Fund	**11,196**	10,680
Fleet Management - Special Operating Agency	**5**	5
Commitment Reserve	**-**	334
Recreation Programming Reserve	**-**	182
	$ 36,148	$ 29,425

The transfers represent a charge for facility costs which include operating costs, maintenance costs and portfolio overheads.

7. Expenses by Object

	2008 Budget	**2008 Actual**	2007 Actual
Services, materials and supplies	**$ 16,022**	**$ 18,586**	$ 18,163
Salaries and employee benefits	**13,596**	**13,568**	13,278
Transfer to General Capital Fund	**-**	**5,998**	-
Other grants and transfers	**800**	**923**	651
Debt and finance charges	**6,024**	**26**	-
Recoveries	**(2,129)**	**(2,622)**	(2,384)
	$ 34,313	**$ 36,479**	$ 29,708

8. Related Party Transactions

Included in these financial statements are income and expense amounts resulting from routine operating transactions conducted at prevailing market prices with various City of Winnipeg controlled departments, agencies and corporations to which the City is related. Account balances resulting from these transactions are included in the Building Services Fund's Statement of Financial Position and are settled on normal trade terms. Other amounts due to and from related parties and the terms of settlement are described separately in the financial statements and the notes thereto.



UTILITIES 2008 DETAILED FINANCIAL STATEMENTS

THE CITY OF WINNIPEG
TRANSIT SYSTEM

The City of Winnipeg Transit Department provides reliable, comfortable and accessible public transit service to the citizens of Winnipeg through the provision of three services - regular transit, Handi-transit, and chartered bus and special events transit service. The department's mission is to provide the best public transit service possible and to be the mode of choice for travel to the City's major activity centres.

Passenger revenue increased by almost $3.4 million from 2007, a 5.8% increase. Revenue passengers for 2008 numbered over 42.6 million, a 3.5% increase from 2007. This is the sixth consecutive annual increase and is the highest ridership since 1994.

Public transit systems across Canada are experiencing similar positive gains. There is a renewed interest in using public transit as a preferred urban transportation mode of choice. This is supported by both senior levels of government who are making public transit and the environment priorities.

The Province of Manitoba increased its operating funding of the public transit system. Through the Province's Building Manitoba Fund, an operating transfer of $25.1 million was provided to Winnipeg's transit system. This is $1.3 million more than the previous year. Due to the timing of bus deliveries the Province of Manitoba's capital grant commitment was $3.5 million, decreasing by $5.5 million from the previous year.

For purposes of funding capital investments, funds transferred to the Transit System included $6.1 million from the Public Transit Reserve plus $2.1 million from the Federal Gas Tax Reserve.

The appropriation from the General Revenue Fund increased by $4.7 million from the previous year, resulting in a net increase in revenues of $9.3 million. Operating expenses increased by over $5.7 million from the previous year. The majority of this increase was due to the impact of contractual agreements on salaries and wages and an increase in diesel fuel costs.

Handi-transit demand declined for a second straight year. The amount of service offered decreased by 7.1% over 2007, while costs exceeded the previous year by $0.3 million, due to increasing contractor costs and inflationary pressures.

Several achievements were realized during the year, including:

- During the 2007 Capital Budget process, The City of Winnipeg made the decision to change all future bus purchases to include air conditioning. The first order of 33 air conditioned buses arrived in 2008. An additional 63 air-conditioned buses are expected to be delivered in 2009.

- Completion of the second phase of the bus stop upgrade program including the installation of 70 new transit shelters (28 of which are heated), new signage and information kiosks, new benches, and sidewalk improvements.

- Completed phase one of the On-Street Transit Priority Program. The Program includes upgrades on Pembina Highway, St. Mary's Road, and St. Anne's Road. Improvements included signal timing improvements, road geometry improvements, transit queue jumps, transit signal priority lights, and transit-only lanes.

- Completed the replacement of 10 underground fuel and oil storage tanks with seven aboveground fuel and oil storage tanks. This replacement reduces the risk of fuel and oil releases into the environment and ensures that Transit remains in compliance with Provincial Environmental Regulations.

- Completed phase two of the On-Street Transit Priority Program. This program includes upgrades on Henderson Highway, Regent Avenue, and McPhillips Street. Improvements include signal timing improvements, road geometry improvements, transit queue jumps, transit signal priority lights, and diamond lanes.

- Began installation of radio replacement with automatic vehicle location and "on-board" next stop enunciators in transit buses. By the end of 2008, approximately one-third of the transit fleet had this equipment installed, with the remainder expected to be complete by the fall of 2009.

- In September 2008, Transit implemented a new TeleBus interactive voice response system for public telephone access to Transit schedules. The new system uses the most current technology including text-to-speech and automated-voice-recognition. Busy signals and customer wait times have virtually been eliminated by the new application. In conjunction with the advanced schedule adherence system being installed on all the buses, TeleBus now reports real time departure information based on actual locations of the vehicles equipped with this technology. As at December 31, 2008, approximately one-third of all buses were equipped with this technology providing real time departure information. The remainder of the Transit fleet is expected to be equipped with this technology by the fall of 2009.

- Began installation of on-board security cameras in all transit buses. Approximately 30% of the transit fleet was equipped with security cameras by the end of 2008, with the remainder of the fleet expected to be completed in 2009.

- On October 22, 2008, City Council approved funding for construction of the Southwest Rapid Transit Corridor - Stage One. This corridor will improve the speed and reliability of transit service by allowing transit vehicles to bypass traffic congestion. Construction is expected to begin in 2009 with completion by 2012 at an estimated cost of $138 million.

THE CITY OF WINNIPEG
TRANSIT SYSTEM

FIVE-YEAR REVIEW

As at December 31
("$" amounts in thousands of dollars, except for "Financial Statistics and Selected Ratios" section)
(unaudited)

	2008	2007	2006	2005 (restated)	2004
Financial Position					
Current assets	**$ 13,148**	$ 11,882	$ 5,690	$ 6,017	$ 9,373
Tangible capital assets	**$ 107,273**	$ 97,920	$ 90,559	$ 97,526	$ 33,993
Total assets	**$ 120,421**	$ 109,802	$ 96,249	$ 103,543	$ 43,366
Current liabilities	**$ 16,653**	$ 14,064	$ 6,949	$ 11,473	$ 18,452
Long-term debt	**$ 21,205**	$ 21,830	$ 25,327	$ 23,788	$ 19,291
Operations					
Passenger revenue	**$ 61,493**	$ 58,132	$ 57,319	$ 55,358	$ 52,529
- in relation to total revenue	**47.70%**	48.59%	48.34%	48.40%	48.94%
Appropriation from General Revenue Fund	**$ 38,414**	$ 33,743	$ 34,479	$ 35,217	$ 32,854
- in relation to total revenue	**29.80%**	28.20%	29.08%	30.79%	30.61%
Provincial operating transfers	**$ 25,130**	$ 23,795	$ 22,895	$ 19,355	$ 16,854
Operations expenses	**$ 53,647**	$ 51,681	$ 50,206	$ 48,425	$ 45,045
Plant and equipment expenses	**$ 38,339**	$ 34,793	$ 34,106	$ 33,770	$ 29,806
Total expenses	**$ 116,051**	$ 110,315	$ 108,573	$ 106,730	$ 102,845
Cash Flows					
Operating activities	**$ 16,705**	$ 11,446	$ 5,571	$ 13,708	$ 6,363
Long-term debt issued, net	**$ 3,271**	$ (2,171)	$ 3,890	$ (858)	$ 1,333
Payments to The Sinking Fund Trustees, net	**$ (650)**	$ (650)	$ (650)	$ (970)	$ (970)
Capital expenses	**$ (18,135)**	$ (15,560)	$ (1,267)	$ (12,833)	$ (17,050)
Financial Statistics and Selected Ratios					
Regular cash fare, end of year	**$ 2.25**	$ 2.00	$ 2.00	$ 1.85	$ 1.80
Handi-transit -					
Annual ridership (in thousands)	**544.9**	586.7	590.9	572.8	545.6
Total cost per passenger	**$ 16.23**	$ 14.59	$ 15.33	$ 14.80	$ 14.96
Revenue to cost ratio	**13%**	13%	12%	12%	11%
Regular transit -					
Annual ridership (in millions)	**42.6**	41.2	40.2	40.0	38.6
Bus hours operated (in thousands)	**1,382**	1,375	1,369	1,365	1,360
Direct operating cost per passenger	**$ 2.45**	$ 2.40	$ 2.40	$ 2.37	$ 2.30
Direct operating cost per vehicle hour	**$ 75.62**	$ 71.86	$ 70.63	$ 69.34	$ 65.42
Revenue to cost ratio	**59%**	59%	60%	60%	60%
Municipal operating cost per capita	**$ 54.65**	$ 46.69	$ 47.48	$ 45.90	$ 43.48

THE CITY OF WINNIPEG
TRANSIT SYSTEM

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	2008	2007
ASSETS		
Current		
Cash	**$ 145**	$ 291
Accounts receivable (Note 3)	**8,618**	7,522
Inventory (Note 4)	**4,353**	4,058
Prepaid expenses	**32**	11
	13,148	11,882
Tangible capital assets (Note 5)	**107,273**	97,920
	$ 120,421	$ 109,802
LIABILITIES		
Current		
Due to General Revenue Fund (Note 6)	**$ 7,579**	$ 8,441
Accounts payable and accrued liabilities	**3,593**	2,726
Current portion of long-term debt (Note 7)	**5,481**	2,897
	16,653	14,064
Long-term debt (Note 7)	**21,205**	21,830
	37,858	35,894
ACCUMULATED SURPLUS		
Retained earnings	**1,976**	715
Invested in tangible capital assets	**80,587**	73,193
	82,563	73,908
	$ 120,421	$ 109,802

See accompanying notes and schedule to the financial statements

THE CITY OF WINNIPEG
TRANSIT SYSTEM

STATEMENT OF OPERATIONS AND ACCUMULATED SURPLUS

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
REVENUES			
System generated (Note 8)	**$ 61,407**	**$ 63,510**	$ 60,130
Appropriation from General Revenue Fund	**38,079**	**38,414**	33,743
Provincial Government transfers (Note 9)	**26,169**	**26,471**	25,106
Interest and other	**816**	**523**	657
Total revenues from operations	**126,471**	**128,918**	119,636
EXPENSES			
Operations (Note 10)	**52,502**	**53,647**	51,681
Plant and equipment (Note 11)	**36,410**	**38,339**	34,793
Handi-transit	**8,670**	**8,516**	8,215
Other departmental (Note 12)	**8,209**	**8,078**	8,049
Finance and administration	**2,918**	**2,692**	2,671
Planning and schedules	**2,257**	**1,984**	991
Information systems	**1,420**	**1,395**	1,390
Marketing and customer services	**1,063**	**896**	2,030
Human resources	**508**	**504**	495
Total expenses from operations (Note 13)	**113,957**	**116,051**	110,315
Surplus for the year from operations	**12,514**	**12,867**	9,321
Net (deficit) surplus from capital (Note 14)	**(12,514)**	**(4,212)**	614
NET SURPLUS FOR THE YEAR	**-**	**8,655**	9,935
ACCUMULATED SURPLUS, BEGINNING OF YEAR	**-**	**73,908**	63,973
ACCUMULATED SURPLUS, END OF YEAR	**$ -**	**$ 82,563**	$ 73,908

See accompanying notes and schedule to the financial statements

THE CITY OF WINNIPEG
TRANSIT SYSTEM

STATEMENT OF CASH FLOWS

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008	2007
NET INFLOW (OUTFLOW) OF CASH RELATED TO THE FOLLOWING ACTIVITIES:		
OPERATING		
Net surplus for the year	**$ 8,655**	$ 9,935
Non-cash items related to operations		
Amortization	**8,756**	8,157
Gain on disposal of tangible capital assets	**(161)**	(25)
Working capital from operations	**17,250**	18,067
Net change in other working capital	**(545)**	(6,621)
	16,705	11,446
FINANCING		
Non-cash items related to financing		
Interest on funds on deposit with The Sinking Fund Trustees of The City of Winnipeg ("The Sinking Fund Trustees")	**(662)**	(600)
Long-term debt issued	**4,693**	-
Payments on other long-term debt	**(1,422)**	(2,171)
Payments to The Sinking Fund Trustees for outstanding long-term debt	**(650)**	(650)
Due to General Revenue Fund	**(862)**	7,446
	1,097	4,025
INVESTING		
Acquisition and construction of tangible capital assets	**(18,135)**	(15,560)
Proceeds on disposal of tangible capital assets	**187**	67
	(17,948)	(15,493)
Decrease in cash	**(146)**	(22)
Cash, beginning of year	**291**	313
Cash, end of year	**$ 145**	$ 291

See accompanying notes and schedule to the financial statements

THE CITY OF WINNIPEG
TRANSIT SYSTEM

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)
(unaudited)

1. Significant Accounting Policies

The preparation of periodic financial statements necessarily involves the use of estimates and approximations because the precise determination of financial data frequently depends upon future events. These financial statements have been prepared by management within reasonable limits of materiality and within the framework of accounting policies summarized below.

Basis of accounting

The financial statements are prepared using the accrual basis of accounting. The accrual basis of accounting records revenue as it is earned and measurable. Expenses are recognized as they are incurred and measurable based upon receipt of goods or services and/or the creation of a legal obligation to pay with the following exception:

Vacation credits, compensated absences, retirement allowance, workers compensation claims, and insurance claims which are accounted for on a cash basis.

a) Inventory

Inventory is recorded at the lower of cost or net replacement cost.

b) Tangible capital assets

Tangible capital assets are recorded at cost, which includes all amounts that are directly attributable to acquisition, construction, development or betterment of the asset. The cost, less any residual value, of the tangible capital assets are amortized on a straight-line basis over their estimated useful lives as follows:

Buildings	10 to 50 years
Buses	18 years
Land improvements	10 to 25 years
Other equipment	3 to 10 years

One-half of the annual amortization is charged in the year of acquisition and in the year of disposal. Capital work in progress is not amortized until the asset is available for productive use.

c) Government transfers

Government transfers are the transfer of assets from the senior levels of government that are not the result of an exchange transaction, are not expected to be repaid in the future, or the result of a direct financial return.

Government transfers are recognized in the financial statements as revenue in the financial period in which events giving rise to the transfer occur, providing the transfers are authorized, any eligibility criteria have been met including performance and return requirements, and reasonable estimates of the amounts can be determined.

1. Significant Accounting Policies (continued)

d) Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported revenues and expenses during the reporting period. Significant areas requiring the use of estimates include determination of useful lives of tangible capital assets, allowance for doubtful accounts receivable, obsolete inventory and employee benefits. Actual results could differ from those estimates.

2. Status of the Transit System

The City of Winnipeg, under the provisions of The City of Winnipeg Charter, has been provided the authority to operate a public transit system. The history of public transportation in the City began with the formation of the Winnipeg Street Railway Company in 1882 using horse drawn cars and sleighs and evolved to the modern diesel buses of today. The Transit System's mission statement is to provide the best public transportation service possible and to be the mode of choice for travel to the City's major activity centres.

Funding of operations is through user fees, appropriations from The City of Winnipeg's General Revenue Fund, and Province of Manitoba urban transit transfers.

3. Accounts Receivable

	2008	2007
Province of Manitoba	**$ 6,497**	$ 6,156
Advertising rights, charter and other	**2,121**	1,366
	$ 8,618	$ 7,522

4. Inventory

	2008	2007
Stores	**$ 4,245**	$ 3,898
Tickets, passes and other	**108**	160
	$ 4,353	$ 4,058

5. Tangible Capital Assets

	Net Book Value	
	2008	2007
Buses	**$ 82,777**	$ 77,391
Buildings	**3,546**	2,953
Land improvements	**10,268**	3,158
Land	**1,260**	1,260
Other equipment	**3,144**	1,114
Work in progress	**6,278**	12,044
	$ 107,273	$ 97,920

For additional information, see the Schedule of Tangible Capital Assets (Schedule 1).

During the year, there were no write-downs of assets (2007 - $nil).

6. Due to General Revenue Fund

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, this fund does not have a bank account. Bank transactions are credited or charged to the "Due to" account when they are processed through the bank, and the amounts reported as cash represent bank deposits not yet charged to this account. Interest is credited or charged based on the City's average short-term earnings (cost of funds) on the single bank account, which is a function of the Bank of Canada rate. The December 31, 2008 effective interest rate was 1.5% (2007 - 4.2%).

7. Long-term Debt

Sinking fund debentures outstanding

Term	Maturity Date	Rate of Interest	Series	By-Law No.	Amount of Debt **2008**	Amount of Debt 2007
1989-2009	Dec. 14	10.000	VH	5286/89	**$ 3,000**	$ 3,000
1993-2013	Feb. 11	9.375	VN	6090/93	**5,000**	5,000
1994-2014	Jan. 20	8.000	VQ	6300/94	**6,500**	6,500
1995-2015	May 12	9.125	VR	6620/95	**7,000**	7,000
					21,500	21,500
Funds on deposit with The Sinking Fund Trustees (Note 7b)					**(14,089)**	(12,777)
Net sinking fund debentures outstanding					**7,411**	8,723

Other long-term debt outstanding

Serial debentures issued by the City with varying maturities up to 2014 and a weighted average interest rate of 4.78% (2007 - 4.66%)	**3,415**	3,964
Equity in Capital Assets Fund debt issued by the City with varying maturities up to 2025 and a weighted average interest rate of 6.58% (2007 - 6.67%)	**15,860**	12,040
	26,686	24,727
Current portion of long-term debt	**(5,481)**	(2,897)
	$ 21,205	$ 21,830

Principal retirals on long-term debt over the next five years are as follows:

	2009	2010	2011	2012	2013	Thereafter
Sinking fund debentures	$ 3,000	$ -	$ -	$ -	$ 5,000	$ 13,500
Serial debentures	577	605	634	665	698	236
Equity in Capital Assets Fund debt	1,254	1,327	1,387	1,067	1,131	9,694
	$ 4,831	$ 1,932	$ 2,021	$ 1,732	$ 6,829	$ 23,430

7. Long-term Debt (continued)

a) All debentures are general obligations of The City of Winnipeg. Debenture debt is allocated to the General Capital Fund and the various utilities, including the Transit System, in the amounts shown in the issuing by-law.

b) The City of Winnipeg Charter requires the City to make annual payments to The Sinking Fund on debt outstanding as at December 31, 2002. Sinking fund arrangements after December 31, 2002 are managed by the City. The City is currently paying three percent or greater on its outstanding sinking fund debentures. These annual payments are invested for the retirement of the debenture issues on their maturity dates.

c) Included in interest and finance charges expense is $818 thousand (2007 - $869 thousand) paid to the Equity in Capital Assets Fund.

d) Cash paid for interest during the year was $2,920 thousand (2007 - $3,017 thousand).

8. System Generated

	2008 Budget	**2008 Actual**	2007 Actual
Passenger	**$ 59,280**	**$ 61,493**	$ 58,132
Advertising rights	**1,154**	**1,205**	1,058
Charter and other	**973**	**812**	940
	$ 61,407	**$ 63,510**	$ 60,130

9. Provincial Government Transfers

The Provincial Government provided transfers of $25.1 million (2007 - $23.8 million) towards the operation of the Transit System, $1.3 million (2007 - $1.3 million) as a Local Government Support Transfer and $3.5 million (2007 - $9.0 million) as a Capital Transfer.

10. Operations

	2008 Budget	**2008 Actual**	2007 Actual
Bus operators	**$ 48,417**	**$ 49,208**	$ 47,575
Inspectors	**1,886**	**1,797**	1,866
Operations administration	**1,326**	**1,639**	1,379
Instruction	**873**	**1,003**	861
	$ 52,502	**$ 53,647**	$ 51,681

11. Plant and Equipment

	2008 Budget	**2008 Actual**	2007 Actual
Bus servicing	**$ 14,641**	**$ 17,523**	$ 14,103
Vehicle maintenance and overhaul	**15,176**	**14,452**	14,506
Building services	**2,975**	**3,023**	2,899
Maintenance administration	**2,658**	**2,568**	2,473
Loop and bus stop	**960**	**773**	812
	$ 36,410	**$ 38,339**	$ 34,793

12. Other Departmental

	2008 Budget	2008 Actual	2007 Actual
Interest and finance charges	**$ 2,974**	**$ 2,921**	$ 3,018
Taxes	**1,894**	**1,919**	1,883
Insurance and claims	**1,541**	**1,279**	1,362
General government charges and other	**1,122**	**1,141**	1,104
Employee benefits	**678**	**818**	682
	$ 8,209	**$ 8,078**	$ 8,049

a) Employee benefits

Employees accrue vacation credits, which together with unused holidays from previous years, are not recorded as a liability on the Statement of Financial Position. The vacation credits generally become a charge to operations in the year after they are earned. The amount of this unrecorded liability at December 31, 2008 is estimated at $4.8 million (2007 - $4.5 million).

Under the retirement allowance plan, qualifying employees become entitled to a cash payment upon retirement, death or termination of service under certain conditions (not resignation). An actuarial valuation has estimated the unrecorded liability at December 31, 2008 at $7.2 million (2007 - $7.9 million).

Compensated absences represents benefits expected to be paid during future employee absences in respect of sick leave days earned in previous years. The amount of this unrecorded liability at December 31, 2008 is estimated at $1.3 million (2007 - $1.4 million).

The City of Winnipeg operates its workers compensation program on a self-insured basis. In lieu of paying premiums to the Workers Compensation Board of Manitoba, The City of Winnipeg pays actual costs incurred plus an administration fee. The City of Winnipeg recognizes a responsibility regarding future costs (such as compensation, rehabilitation, medical aid, pension awards and administration) on existing claims and incurred but not reported claims. The amount of this unrecorded liability is estimated to be $918 thousand (2007 - $743 thousand).

Transit System's employees are eligible for pensions under the Winnipeg Civic Employees' Benefits Program. The Plan is a defined benefit plan. The City of Winnipeg allocates its pension costs to various departments. During the year, $4.0 million (2007 - $3.9 million) of pension costs were allocated to the department. An actuarial valuation for the Winnipeg Civic Employees' Benefits Program was made as of December 31, 2007 and has an actuarial surplus.

b) General government charges

Included in general government charges and other is $0.8 million (2007 - $0.8 million) in general government charges to the General Revenue Fund, which represents the estimated share of The City of Winnipeg's general expenses applicable to the Transit System.

c) Civic accommodation charges

Included in expenses is $213 thousand (2007 - $212 thousand) that has been charged by the Civic Accommodations Fund for the rental of office space.

d) Property and business taxes

Realty and business taxes represent full taxes paid to The City of Winnipeg. Taxes are assessed on property as if it were privately owned. During 2008, realty and business taxes paid to the General Revenue Fund was $0.5 million (2007 - $0.5 million).

12. Other Departmental (continued)

e) Insurance

Included in expenses is $143 thousand (2007 - $129 thousand) that has been charged by the Insurance Reserve.

13. Expenses by Object

	2008 Budget	2008 Actual	2007 Actual
Salaries and wages	**$ 63,152**	**$ 63,399**	$ 61,371
Materials and supplies	**19,743**	**22,273**	19,265
Services	**13,051**	**13,136**	12,460
Employee benefits	**10,755**	**10,907**	10,696
Interest on long-term debt	**2,960**	**2,920**	3,017
Taxes - municipal and payroll	**1,894**	**1,919**	1,883
Insurance and transfer to Insurance Reserve	**1,554**	**1,564**	1,558
Other	**1,296**	**621**	814
Recoveries	**(448)**	**(688)**	(749)
	$ 113,957	**$ 116,051**	$ 110,315

14. Net (Deficit) Surplus from Capital

	2008 Budget	2008 Actual	2007 Actual
Revenues			
Transfer from Public Transit Reserve	**$ -**	**$ 6,150**	$ 2,682
Province of Manitoba capital transfers (Note 9)	**-**	**3,452**	8,958
Transfer from Transit Bus Replacement Reserve	**-**	**2,415**	964
Transfer from Federal Gas Tax Reserve	**-**	**2,056**	1,344
Government of Canada capital transfers	**-**	**797**	32
Gain on disposal of tangible capital assets	**-**	**161**	25
	-	**15,031**	14,005
Expenses			
Amortization	**2,809**	**8,756**	8,157
Transfer to Transit Bus Replacement Reserve	**6,955**	**7,147**	5,161
Transfer to Rapid Transit Infrastructure Reserve	**2,750**	**2,750**	-
Other	**-**	**588**	73
Transfer to General Purpose Reserve	**-**	**2**	-
	12,514	**19,243**	13,391
	$ (12,514)	**$ (4,212)**	$ 614

15. Related Party Transactions

Included in these financial statements are income and expense amounts resulting from routine operating transactions conducted at prevailing market prices with various City of Winnipeg controlled departments, agencies and corporations to which the Transit System is related. Account balances resulting from these transactions are included in the Statement of Financial Position and are settled on normal trade terms. Other amounts due to and from related parties and the terms of settlement are described separately in the financial statements and the notes thereto.

THE CITY OF WINNIPEG
TRANSIT SYSTEM

SCHEDULE OF TANGIBLE CAPITAL ASSETS

As at December 31
(in thousands of dollars)
(unaudited)

	Buses	Buildings	Land Improvements
Cost			
Balance, beginning of year	$ 152,044	$ 10,798	$ 6,123
Add: Additions during the year	12,963	-	-
Less: Disposals during the year	(5,820)	-	-
Costs transferred from work-in progress	-	856	7,675
Balance, end of year	159,187	11,654	13,798
Accumulated amortization			
Balance, beginning of year	(74,653)	(7,845)	(2,965)
Add: Amortization	(7,551)	(263)	(565)
Less: Accumulated amortization on disposal	5,794	-	-
Balance, end of year	(76,410)	(8,108)	(3,530)
Net Book Value of Tangible Capital Assets	$ 82,777	$ 3,546	$ 10,268

Schedule 1

Land	Other Equipment	Work-in Progress	2008	2007
$ 1,260	$ 5,334	$ 12,044	**$ 187,603**	$ 172,595
-	52	5,120	**18,135**	15,560
-	-	-	**(5,820)**	(552)
-	2,355	(10,886)	**-**	-
1,260	7,741	6,278	**199,918**	187,603
-	(4,220)	-	**(89,683)**	(82,036)
-	(377)	-	**(8,756)**	(8,157)
-	-	-	**5,794**	510
-	(4,597)	-	**(92,645)**	(89,683)
$ 1,260	$ 3,144	$ 6,278	**$ 107,273**	$ 97,920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THE CITY OF WINNIPEG
WATERWORKS SYSTEM

The Water and Waste Department (the "Department") is committed to providing and improving services for drinking water, wastewater, land drainage, flood control and solid waste to the residents and business interests of Winnipeg. The Department, through its employees, continuous improvement initiatives and technological advancements, strives for excellence in customer service, environmental stewardship, cost effectiveness and fiscal responsibility.

The objective of the Waterworks System is to provide an uninterrupted supply of potable water under adequate pressure at least cost to the residents of Winnipeg. The Department is responsible for the planning, operating, maintenance and administration of the system. The Waterworks System budget provides funding for the Intake, 174.5 kms of aqueduct, five pumping stations, four reservoir systems and the distribution network along with debt charges, employee benefits, taxes, contributions to the General Revenue Fund, and transfers to the Water Treatment Reserve, which ceased in 2008.

The Water Treatment Reserve was established on December 17, 1993, to fund 50% of the cost of building a water treatment plant then estimated at $204 million.

On July 17, 2002, City Council approved the construction of an ultraviolet light disinfection facility in advance of the full water treatment plant.

On June 25, 2003, City Council adopted the recommendation that the water treatment plant will be constructed using the construction management model and that the City will operate the facility.

On March 23, 2005, City Council approved additional funds of $13.3 million for on-site generation of sodium hypochlorite and standby power generation and on November 23, 2005, City Council approved the consolidation of maintenance staff and system control operations at the water treatment plant for an estimated cost of $2.8 million.

The construction of the ultraviolet light disinfection facility at the Deacon Booster Pumping Station started in 2004 and it became operational in 2007.

The water treatment plant construction in nearing completion. The estimated cost is $300 million. The water treatment plant has a treatment capacity of 400 million litres per day and is expected to be placed into service in 2009.

The water treatment plant is being constructed to enhance public health protection. The benefits of water treatment are: reduced risk of waterborne disease, reduced levels of disinfection by-products, and to meet more stringent Canadian drinking water quality guidelines.

THE CITY OF WINNIPEG
WATERWORKS SYSTEM

FIVE-YEAR REVIEW

December 31
(unaudited)

	2008	2007	2006	2005	2004
Block 1 rate in dollars (per 100 cu. ft.)	**$ 3.45**	$ 3.15	$ 2.75	$ 2.75	$ 2.75
Annual water pumped (million litres)	**78,587**	79,624	82,831	80,713	81,045
Water pumped in litres per capita per day	**326**	334	347	339	343
Average daily water pumped (million litres per day)	**215**	218	227	221	222
Maximum day water pumping rates (million litres per day)	**259**	295	340	267	285
Maximum hour water pumping rates (million litres per day)	**384**	447	549	391	411
Kilometres of aqueduct	**174.5**	174.5	174.5	174.5	174.5
Kilometres of feeder mains	**150.1**	155.9	151.5	150.3	156.8
Kilometres of water mains	**2,484.9**	2,464.0	2,447.0	2,435.5	2,427.0
Number of hydrants	**20,293**	20,265	20,085	19,930	20,661
Number of billed services	**191,416**	190,318	188,328	187,619	186,160

THE CITY OF WINNIPEG
WATERWORKS SYSTEM

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	2008	2007
ASSETS		
Current		
Cash	**$ (126)**	$ 298
Accounts receivable (Note 3)	**17,325**	16,121
Due from General Revenue Fund (Note 4)	**105,741**	64,938
Inventories	**1,006**	904
	123,946	82,261
Tangible capital assets (Note 5)	**788,176**	715,307
Deferred charges (Note 6)	**2,589**	-
	$ 914,711	$ 797,568
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Note 7)	**$ 16,533**	$ 20,756
Current portion of long-term debt (Note 8)	**4,182**	2,337
	20,715	23,093
Long-term debt (Note 8)	**171,579**	77,080
	192,294	100,173
ACCUMULATED SURPLUS (Note 9)	**722,417**	697,395
	$ 914,711	$ 797,568

See accompanying notes and schedules to the financial statements

THE CITY OF WINNIPEG
WATERWORKS SYSTEM

STATEMENT OF OPERATIONS

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
REVENUES (Schedule 1)			
Sale of goods and services (Note 10)	**$ 89,081**	**$ 89,625**	$ 83,351
Interest	**3,243**	**3,997**	5,456
Government transfers, permits and other	**1,297**	**1,790**	2,097
Total revenues	**93,621**	**95,412**	90,904
EXPENSES (Schedules 2 and 3)			
Water distribution	**31,645**	**27,326**	24,175
Debt and finance	**16,563**	**10,626**	7,084
Taxes, employee benefits and other (Note 11)	**6,641**	**6,877**	6,681
Finance and administration	**4,024**	**3,350**	3,153
Engineering services	**3,332**	**2,701**	2,595
Information systems and technology	**1,293**	**1,182**	947
Environmental standards	**1,004**	**746**	523
Human resources	**855**	**725**	668
Customer services	**502**	**581**	569
Total expenses from operations	**65,859**	**54,114**	46,395
Surplus for the year from operations	**27,762**	**41,298**	44,509
Transfers to other funds (Note 12)	**14,663**	**14,747**	23,114
Net surplus from operations after transfers to other funds	**13,099**	**26,551**	21,395
Net (deficit) surplus from capital (Schedule 4)	**-**	**(1,529)**	34,685
NET SURPLUS FOR THE YEAR	**$ 13,099**	**25,022**	56,080
ACCUMULATED SURPLUS, BEGINNING OF YEAR		**697,395**	641,315
ACCUMULATED SURPLUS, END OF YEAR		**$ 722,417**	$ 697,395

See accompanying notes and schedules to the financial statements

THE CITY OF WINNIPEG
WATERWORKS SYSTEM

STATEMENT OF CASH FLOWS

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008	2007
NET INFLOW (OUTFLOW) OF CASH RELATED TO THE FOLLOWING ACTIVITIES:		
OPERATING		
Net surplus for the year	**$ 25,022**	$ 56,080
Non-cash items related to operations		
Amortization	**12,616**	12,187
Loss on disposal of tangible capital assets	**627**	795
Working capital from operations	**38,265**	69,062
Change in net working capital other than cash	**(5,529)**	6,920
	32,736	75,982
FINANCING		
Debt retired	**(7)**	(6)
Debt issued	**97,411**	-
Interest on funds on deposit with The Sinking Fund Trustees of The City of Winnipeg ("The Sinking Fund Trustees")	**(1,319)**	(1,150)
Due from General Revenue Fund	**(40,803)**	33,972
Payments to The Sinking Fund Trustees for outstanding debt	**(2,330)**	(2,330)
	52,952	30,486
INVESTING		
Purchase of tangible capital assets	**(86,112)**	(106,245)
(Decrease) Increase in cash	**(424)**	223
Cash, beginning of year	**298**	75
Cash, end of year	**$ (126)**	$ 298

See accompanying notes and schedules to the financial statements

THE CITY OF WINNIPEG
WATERWORKS SYSTEM

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)
(unaudited)

1. Significant Accounting Policies

The preparation of periodic financial statements necessarily involves the use of estimates and approximations because the precise determination of financial data frequently depends upon future events. These financial statements have been prepared by management within reasonable limits of materiality and within the framework of accounting policies summarized below.

Basis of accounting

The financial statements are prepared using the accrual basis of accounting. The accrual basis of accounting records revenue as it is earned and measurable. Expenses are recognized as they are incurred and measurable based upon receipt of goods or services and/or the creation of a legal obligation to pay with the following exception:

Vacation credits, compensated absences, retirement allowance, workers compensation claims, environmental costs, and insurance claims are recorded on a cash basis.

a) Tangible capital assets

Tangible capital assets are recorded at cost, which includes all amounts that are directly attributable to acquisition, construction, development or betterment of the asset. The cost, less any residual value, of the tangible capital assets are amortized on a straight-line basis over their estimated useful lives as follows:

Buildings	10 to 50 years
Machinery and equipment	10 to 40 years
Computer hardware and software	5 to 10 years
Water and waste plants and networks	
Underground networks	50 to 100 years
Water pumping stations and reservoirs	50 to 75 years

One-half of the annual amortization is charged in the year of acquisition and in the year of disposal. Assets under construction are not amortized until the asset is available for productive use.

b) Contributions of tangible capital assets

Tangible capital assets received as contributions are recorded at their fair value at the date of receipt and are also recorded as revenue.

1. Significant Accounting Policies (continued)

c) Government transfers

Government transfers are the transfer of assets from the senior levels of government that are not the result of an exchange transaction, are not expected to be repaid in the future, or the result of a direct financial return.

Government transfers are recognized in the financial statements as revenue in the financial period in which events giving rise to the transfer occur, providing the transfers are authorized, any eligibility criteria have been met including performance and return requirements, and reasonable estimates of the amounts can be determined.

d) Shoal Lake Agreement

On June 30, 1989, agreement #7846 was formalized between The City of Winnipeg (the "City"), the Province of Manitoba (the "Province") and the Shoal Lake Indian Band Number 40 (the "Band"). The City and Province each paid $3 million to the Royal Trust Corporation of Canada. On January 1, 1996, the Canadian Imperial Bank of Commerce Trust was appointed as the new trustee. The principal sum of the trust created under the agreement is to be disbursed to the Band upon the expiry of the full term of 60 years, or upon termination of the agreement prior to the full term. The principal sum is to be calculated as the principal multiplied by the expired term divided by the full term with the balance returned equally to the City and the Province. The interest income is disbursed annually to the Band. The details of the agreement are only recorded as a note to these financial statements.

e) Water Main Renewal Reserve Fund

On February 18, 1981, City Council adopted a motion that a reserve to fund the renewal of water mains be established and that there be an annual transfer of 100% of the water frontage levy revenue to the Water Main Renewal Reserve Fund. On January 30, 2002, City Council approved By-law No. 7958/2002 to include that frontage levies also fund the repair and replacement of streets and sidewalks in residential areas.

f) Aqueduct Rehabilitation Reserve Fund

City Council on January 24, 1996, authorized the establishment of an Aqueduct Rehabilitation Reserve Fund for the renewal of the City's aqueduct. The final year for contributions to the Reserve was 2003, when water rates included a provision of 7.69 cents per 100 cubic feet of billed water consumption. The aqueduct project will end early 2009.

g) Water Treatment Reserve Fund

On December 17, 1993, City Council adopted a motion that a reserve for a water treatment program be established. The purpose of the reserve is to provide 50% of the funding for the construction of a water treatment plant. The 2008 water rates did not include a provision (2007 - 40.63 cents) per 100 cubic feet of water consumption billed for water treatment. In 2008, funds were not transferred to the Water Treatment Reserve (2007 - $10.5 million).

2. Status of the Waterworks System

Although the water supply system for the City of Winnipeg dates back to 1882, the Waterworks System ("Utility") was created in 1972 with the inception of Unicity. The Utility is self-supporting and is primarily funded by user fees which provide financing for the planning, design and construction, operation, maintenance and administration of the aqueduct, five pumping stations, four reservoir systems and the distribution network. The purpose of the Fund is to provide a structure to measure financial performance and accommodate long-term financial planning for the supply of water.

3. *Accounts Receivable*

	2008	2007
Water billings and other	**$ 17,626**	$ 16,412
Allowance for doubtful accounts	**(301)**	(291)
	$ 17,325	$ 16,121

4. *Due from General Revenue Fund*

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, this fund does not have a bank account. Bank transactions are credited or charged to the "Due from" account when they are processed through the bank, and the amount reported as cash represents bank deposits not yet charged to this account and change funds. Interest is credited or charged based on the City's average short-term earnings (cost of funds) on the single bank account, which is a function of the Bank of Canada rate. The December 31, 2008 effective interest rate was 1.5% (2007 - 4.2%).

5. *Tangible Capital Assets*

	Net Book Value	
	2008	2007
Land	**$ 1,824**	$ 1,824
Buildings	**3,838**	3,938
Machinery and equipment	**1,172**	1,156
Computer	**5,012**	5,833
Underground networks	**457,476**	453,700
Water pumping stations and reservoirs	**64,755**	66,623
Assets under construction	**254,099**	182,233
	$ 788,176	$ 715,307

For additional information, see the Schedule of Tangible Capital Assets (Schedule 5).

During 2008, there were no write-downs of tangible capital assets and interim financing charges capitalized during 2008 were $15 thousand (2007 - $26 thousand). In addition, underground networks contributed to the City and recorded in the Waterworks System Fund totalled $3.7 million in 2008 (2007 - $5.3 million) and were capitalized at their fair value at the time of receipt.

6. *Deferred Charges*

	2008	2007
Deferred debenture discount	**$ 2,589**	$ -

7. *Accounts Payable and Accrued Liabilities*

	2008	2007
Trade accounts payable	**$ 10,010**	$ 16,932
Accrued debenture interest	**4,769**	2,391
Other accrued liabilities	**1,437**	1,170
Deferred revenue and other	**317**	263
	$ 16,533	$ 20,756

8. Long-Term Debt

Sinking fund debentures outstanding

Term	Maturity Date	Rate of Interest	Series	By-Law No.	Amount of Debt **2008**	Amount of Debt 2007
1989-2009	Dec. 14	10.000	VH	5286/89	**$ 1,500**	$ 1,500
1993-2013	Feb. 11	9.375	VN	6090/93	**5,000**	5,000
1994-2014	Jan. 20	8.000	VQ	6300/94	**13,000**	13,000
1995-2015	May 12	9.125	VR	6620/95	**25,000**	25,000
2006-2036	July 17	5.200	VZ	183/2004 and 72/2006	**60,000**	60,000
2008-2036	July 17	5.200		72/2006B	**100,000**	-
					204,500	104,500
Equity in Sinking Funds (Note 8b)					**(28,739)**	(25,090)
Net sinking fund debentures outstanding					**175,761**	79,410

Other long-term debt outstanding

Equity in Capital Assets Fund debt issued by the City with varying maturities up to 2008 and a weighted average interest rate of 5.75% (2007 - 5.75%)	-	7
	175,761	79,417
Current portion of long-term debt	**(4,182)**	(2,330)
Current portion of Equity in Capital Assets Fund debt	-	(7)
Current portion of long-term debt	**(4,182)**	(2,337)
	$ 171,579	$ 77,080

Principal retirement on long-term debt over the next five years is as follows:

	2009	2010	2011	2012	2013	Thereafter
Sinking fund debentures	$ 1,500	$ -	$ -	$ -	$ 5,000	$ 198,000

a) All debentures are general obligations of The City of Winnipeg. Debenture debt is allocated to the General Capital Fund and various utilities in the amounts shown in the issuing by-law.

b) The City of Winnipeg Charter requires the City to make annual payments to The Sinking Fund on debt outstanding as at December 31, 2002. Sinking fund arrangements after December 31, 2002 are managed by the City. The City is currently paying one percent or greater on its outstanding sinking fund debentures. These annual payments are invested for the retirement of the debenture issues on their maturity dates.

8. Long-Term Debt (continued)

c) Cash paid for interest during the year was $7.4 million (2007 - $7.1 million).

d) Interest paid to the Equity in Capital Assets Fund during 2008 was $nil (2007 - $1 thousand).

9. Accumulated Surplus

	2008	2007
Invested in tangible capital assets	**$ 612,470**	$ 635,995
Retained earnings	**109,947**	61,400
	$ 722,417	$ 697,395

10. Revenue

Effective January 1, 2008 the block 1 water rate was $3.45 cents per hundred cubic feet (2007 - $3.15).

11. Taxes, Employee Benefits and Other

Realty and business taxes represent full taxes paid to outside municipalities and to The City of Winnipeg General Revenue Fund. Taxes are assessed on property as if it were privately owned. The only exceptions to this are payments-in-lieu of taxes paid to the R.M. of Tache, the R.M. of Springfield and the Local Government District of Reynolds which equate to 10% of full taxes - "full taxes" being in each case the verifiable product of the City's (exempt) assessment multiplied by the jurisdiction's prevailing mill rate adjusted to mill rates which would prevail if "full taxes" were being paid by the City. During 2008, realty and business taxes paid to the General Revenue Fund was $3.0 million (2007 - $3.1 million).

Included in expenses is $0.7 million (2007 - $0.7 million) in general government and computer service charges which represents the estimated share of The City of Winnipeg General Revenue Fund's general expenditure and actual computer service charges applicable to the Waterworks System.

Included in expenses is $1.1 million (2007 - $0.9 million) that has been charged by the Civic Accommodations Fund for the rental of office space.

Included in expenses is a recovery of $21 thousand (2007 - $124 thousand) by the Insurance Reserve.

Employee benefits

Employees accrue vacation credits which together with unused holidays from previous years are not recorded as a liability on the Statement of Financial Position. The vacation credits generally become a charge to operations in the year after they are earned. The amount of this unrecorded liability at December 31, 2008 is $2.7 million (2007 - $2.4 million).

The City operates its workers compensation program on a self-insured basis. In lieu of paying premiums to the Workers Compensation Board of Manitoba, the City pays actual costs incurred plus an administration charge. The City has a responsibility regarding future costs (such as compensation, rehabilitation, medical aid, pension awards and administration) on existing claims and incurred but not reported claims. The amount of this unrecorded liability at December 31, 2008 is estimated at $309 thousand (2007 - $308 thousand).

Under the retirement allowance plan, qualifying employees become entitled to a cash payment upon retirement, death or termination of service under certain conditions (not resignation). An actuarial valuation has estimated the unrecorded liability at December 31, 2008 at $3.6 million (2007 - $3.6 million).

11. Taxes, Employee Benefits and Other (continued)

Compensated absences represents benefits expected to be paid during future employee absences in respect of sick leave days earned in previous years. The amount of this unrecorded liability at December 31, 2008 is estimated at $0.3 million (2007 - $0.4 million).

Waterworks System employees are eligible for pensions under the Winnipeg Civic Employees' Benefits Program. The City of Winnipeg allocates its pensions costs to various departments. During the year $1.7 million (2007 - $1.6 million) of pension costs were allocated to the Waterworks System. An actuarial valuation for the Winnipeg Civic Employees' Benefits Program was made as of December 31, 2007 and has disclosed an actuarial surplus.

12. Transfers to Other Funds

Beginning in 1988, City Council adopted a motion instructing the Waterworks System to transfer an amount equal to 10% of water sales revenue to the General Revenue Fund. Effective January 1, 1994, the transfer is calculated on 10% of water sales net of the transfers to the Water Treatment Reserve and other transfers to the General Revenue Fund. In addition, the Utility transferred $6.1 million in 2008 (2007 - $6.1 million) to the General Revenue Fund to support the fire hydrant maintenance and other programs.

	2008	2007
Transfer to General Revenue Fund	**$ 14,663**	$ 12,580
Transfer to General Capital Fund	**84**	19
Transfer to Water Treatment Reserve	**-**	10,515
	$ 14,747	$ 23,114

13. Related Party Transactions

Included in these financial statements are income and expense amounts resulting from routine operating transactions conducted at prevailing market prices with various City of Winnipeg controlled departments, agencies and corporations to which the City is related. Account balances resulting from these transactions are included in the Waterworks System's Statement of Financial Position and are settled on normal trade terms. Other amounts due to and from related parties and the terms of settlement are described separately in the financial statements and the notes thereto.

THE CITY OF WINNIPEG
WATERWORKS SYSTEM

Schedule 1

REVENUES

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Sale of goods and services			
Water sales	**$ 85,326**	**$ 85,698**	$ 79,514
Fire hydrant and other rentals	**3,725**	**3,861**	3,803
Sale of scrap material	**30**	**66**	34
	89,081	**89,625**	83,351
Interest			
Interest	**400**	**2,663**	4,280
Sinking Fund earnings	**2,793**	**1,319**	1,150
Interest capitalized	**50**	**15**	26
	3,243	**3,997**	5,456
Government transfers, permits and other			
Permits and fees	**485**	**1,007**	625
Provincial support transfer	**595**	**576**	589
Other	**217**	**207**	883
	1,297	**1,790**	2,097
Total Revenues	**$ 93,621**	**$ 95,412**	$ 90,904

THE CITY OF WINNIPEG
WATERWORKS SYSTEM

Schedule 2

EXPENSES

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Water distribution			
Water main maintenance	**$ 7,077**	**$ 8,857**	$ 7,193
Pumping stations	**3,701**	**4,118**	3,302
Service pipe maintenance	**3,227**	**2,825**	2,780
Mechanical/civil/electrical maintenance allocation	**2,359**	**2,213**	2,179
General administration	**1,305**	**1,844**	1,689
Emergency services	**1,888**	**1,599**	1,494
Hydrant maintenance	**2,017**	**1,510**	1,508
Railway maintenance and operations	**1,641**	**1,431**	1,418
Water meter maintenance	**966**	**673**	653
Stores - 552 Plinguet	**292**	**517**	363
Water treatment plant	**4,599**	**507**	-
Valve maintenance	**913**	**473**	442
Intake operation	**417**	**414**	469
Water supply administration	**1,027**	**306**	449
Meter shop	**112**	**29**	56
Staff house	**104**	**7**	41
Backflow prevention	**-**	**3**	139
	31,645	**27,326**	24,175
Debt and finance			
Long-term debt			
Interest	**11,685**	**9,935**	7,061
Amortization	**4,476**	**-**	-
Finance charges	**402**	**691**	23
	16,563	**10,626**	7,084
Taxes, employee benefits and other			
Property taxes	**3,546**	**3,354**	3,379
Rent	**957**	**1,065**	932
Employee benefits	**850**	**1,008**	1,016
General government charges	**612**	**612**	612
Provincial payroll tax	**600**	**587**	562
Insurance and damage claims	**484**	**512**	427
Other services	**(12)**	**266**	167
Recoveries	**(396)**	**(527)**	(414)
	6,641	**6,877**	6,681

THE CITY OF WINNIPEG
WATERWORKS SYSTEM

Schedule 2

EXPENSES

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Finance and administration division			
Customer billing	**2,675**	**2,108**	1,963
Administrative services	**725**	**666**	668
Accounting services	**248**	**236**	202
Financial planning	**245**	**232**	197
Process improvement	**131**	**108**	123
	4,024	**3,350**	3,153
Engineering services division			
Water planning	**1,091**	**670**	450
Design and construction	**892**	**606**	554
Drafting and graphics	**466**	**464**	503
Customer technical services	**381**	**351**	357
Administration	**580**	**219**	222
Asset management	**274**	**193**	162
Services development	**(532)**	**136**	142
Resource centre	**87**	**63**	58
Land drainage/flood planning	**45**	**-**	(3)
Wastewater planning	**48**	**-**	(5)
Project management	**-**	**(1)**	155
	3,332	**2,701**	2,595
Information systems and technology division			
Major systems	**881**	**831**	636
Support services	**412**	**351**	311
	1,293	**1,182**	947
Environmental standards division			
Analytical services	**604**	**436**	398
Compliance	**356**	**231**	6
Administration	**44**	**78**	58
Research	**-**	**1**	61
	1,004	**746**	523
Human resources division			
Human resources	**370**	**300**	304
Timekeeping and payroll	**184**	**193**	163
Human resources training	**160**	**151**	114
Work place health and safety	**141**	**81**	87
	855	**725**	668

THE CITY OF WINNIPEG
WATERWORKS SYSTEM

Schedule 2

EXPENSES

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Customer services division			
Customer relations	**452**	**462**	454
Administration	**(26)**	**58**	53
Communications	**46**	**40**	40
Public consultation	**30**	**21**	22
	502	**581**	569
Total Expenses from Operations	**65,859**	**54,114**	46,395
Transfers to other funds (Note 12)			
Transfer to General Revenue Fund	**14,663**	**14,663**	12,580
Transfer to General Capital Fund	**-**	**84**	19
Transfer to Water Treatment Reserve	**-**	**-**	10,515
Total transfer to other funds	**14,663**	**14,747**	23,114
Total Expenses	**$ 80,522**	**$ 68,861**	$ 69,509

THE CITY OF WINNIPEG
WATERWORKS SYSTEM

Schedule 3

EXPENSES BY OBJECT

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Salaries	**$ 28,509**	**$ 26,845**	$ 24,886
Goods and services	**28,260**	**20,436**	17,517
Transfers	**14,663**	**14,747**	23,114
Interest on long-term debt	**11,690**	**9,935**	7,061
Other expenses	**2,750**	**5,636**	5,313
Employee benefits	**5,338**	**4,244**	4,019
Finance charges	**512**	**756**	136
Grants	**95**	**95**	90
Amortization	**4,476**	**-**	-
Recoveries	**(15,771)**	**(13,833)**	(12,627)
Total Expenses	**$ 80,522**	**$ 68,861**	$ 69,509

THE CITY OF WINNIPEG
WATERWORKS SYSTEM

Schedule 4

NET (DEFICIT) SURPLUS FROM CAPITAL

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Actual	2007 Actual
Revenues		
Transfers		
Water Main Renewal Reserve	**$ 7,769**	$ 6,470
Sewage Disposal System	**185**	23
Aqueduct Rehabilitation Reserve	**84**	38
Water Treatment Reserve	**-**	36,301
	8,038	42,832
Developer contributions-in-kind	**3,699**	5,288
Total revenue from capital	**11,737**	48,120
Expenses		
Amortization	**12,616**	12,187
Loss on disposal of assets	**627**	795
Other expenses	**23**	453
Total expenses from capital	**13,266**	13,435
Net (deficit) surplus from capital	**$ (1,529)**	$ 34,685

THE CITY OF WINNIPEG
WATERWORKS SYSTEM

SCHEDULE OF TANGIBLE CAPITAL ASSETS

As at December 31
(in thousands of dollars)
(unaudited)

	General			
	Land	Buildings	Machinery and Equipment	Computer
Cost				
Balance, beginning of year	$ 1,824	$ 5,399	$ 9,400	$ 23,589
Add: Additions during the year	-	-	159	559
Less: Disposals during the year	-	-	-	-
Balance, end of year	1,824	5,399	9,559	24,148
Accumulated amortization				
Balance, beginning of year	-	1,461	8,244	17,756
Add: Amortization	-	100	143	1,380
Less: Accumulated amortization on disposals	-	-	-	-
Balance, end of year	-	1,561	8,387	19,136
Net Book Value of Tangible Capital Assets	$ 1,824	$ 3,838	$ 1,172	$ 5,012

Schedule 5

Infrastructure			Totals	
Underground Networks	Water Pumping Stations and Reservoirs	Assets Under Construction	**2008**	2007
$ 644,388	$ 111,497	$ 182,233	**$ 978,330**	$ 875,371
13,435	93	71,866	**86,112**	106,245
(2,341)	-	-	**(2,341)**	(3,286)
655,482	111,590	254,099	**1,062,101**	978,330
190,688	44,874	-	**263,023**	253,327
9,032	1,961	-	**12,616**	12,187
(1,714)	-	-	**(1,714)**	(2,491)
198,006	46,835	-	**273,925**	263,023
$ 457,476	$ 64,755	$ 254,099	**$ 788,176**	$ 715,307



THE CITY OF WINNIPEG
SEWAGE DISPOSAL SYSTEM

The Water and Waste Department ("the Department") is committed to providing and improving services for drinking water, wastewater, land drainage, flood control and solid waste to the residents and business interests of Winnipeg. The Department, through its employees, continuous improvement initiatives and technological advancements, strives for excellence in customer service, environmental stewardship, cost effectiveness and fiscal responsibility.

The objective of the Sewage Disposal System is to protect public health, the environment, and the aesthetic quality of the rivers through adequate collection and treatment of the wastewater flows in the City of Winnipeg. The Department is responsible for the planning, engineering, contract administration, operation, maintenance and management of the system. The Sewage Disposal System budget provides funding for local collection sewers, the interception system, three wastewater treatment plants, sludge disposal and an industrial and hazardous waste control program along with debt charges, employee benefits, taxes and a contribution to the General Revenue Fund and transfers to the Environmental Projects Reserve.

An Environmental Projects Reserve was authorized by City Council on December 17, 1993. It was established to fund environmental projects that would improve river quality. The Reserve is financed through a monthly transfer from the Sewage Disposal System Fund based upon the amount of water consumption billed. The Reserve funds ongoing environmental programs and studies. It also funds a portion of the wastewater collection and treatment system improvements as directed by the Province of Manitoba. This includes effluent disinfection, centrate treatment, biological nutrient removal ("BNR") and combined sewer overflow mitigation infrastructure.

River quality is under the jurisdiction of the Province of Manitoba. In 2003 the Clean Environment Commission ("CEC"), at the request of the Minister of Conservation, conducted public hearings to review and receive comments on the City's wastewater collection and treatment improvement program. At the conclusion, the CEC recommended that the City implement these improvements over a 25 year period which was subsequently ordered by the Minister of Conservation on September 26, 2003, with some initiatives to be completed sooner than recommended by the CEC.

Manitoba Conservation subsequently issued Environment Act Licenses to the City for the North End, West End, and South End Water Pollution Control Centers (NEWPCC, WEWPCC, and SEWPCC). The Licenses place specific compliance terms and conditions beyond those that were contemplated in the original wastewater improvement plan.

The 25 year wastewater improvement program, which includes effluent ultraviolet (UV) disinfection, nutrient control, centrate treatment, combined sewer overflow mitigation, biosolids management, and other CEC recommendations is estimated to cost $1.2 billion.

Wastewater treatment upgrades to the NEWPCC and WEWPCC are complete and under commissioning. The NEWPCC effluent disinfection was commissioned in July 2006. The NEWPCC centrate phosphorus removal was commissioned in May 2007. The need for WEWPCC effluent disinfection is in discussions with the Provincial Regulator.

The biological nutrient removal upgrades are removing more than the required interim reduction targets of 13% nitrogen and 10% phosphorus on a citywide basis. Engineering design efforts on biological nutrient removal at the SEWPCC was initiated in 2006, with construction to be completed by 2012. Engineering design efforts for the NEWPCC biological nutrient removal will commence after a NEWPCC Master Plan and Biosolids Master Plan studies have been completed. Construction of the NEWPCC BNR is to be completed by 2014. The department is currently exploring alternative service delivery methods.

THE CITY OF WINNIPEG
SEWAGE DISPOSAL SYSTEM

FIVE-YEAR REVIEW

December 31
(unaudited)

	2008	2007	2006	2005	2004
Rate in dollars (per 100 cu. ft.)	**$ 5.12**	**$** 4.46	$ 3.87	$ 3.39	$ 3.11
Annual sewage received (million litres)*	**103,397**	107,310	102,609	123,584	127,534
Daily sewage received (million litres)*	**283.3**	294.0	281.1	339.6	349.4
Kilometres of interceptor sewers	**116.4**	114.4	109.1	109.7	109.7
Kilometres of combined sewers**	**1,044.5**	1,045.4	1,283.2	1,338.2	1,334.1
Kilometres of wastewater sewers	**1,323.6**	1,313.5	1,456.6	1,427.1	1,422.3
Kilometres of storm sewers***	**1,803.0**	1,775.0	1,668.8	2,260.7	2,241.9
Number of lift stations	**75**	76	76	76	76
Number of billed sewer services	**191,736**	190,318	188,887	187,398	185,939

Note:

* Sewage received is dependent on both levels of precipitation and water conservation efforts.

** Reduction in combined sewers is due to flood relief programs that separate the sewers thereby reducing overall length.

*** Estimates of storm sewers only include actual pipe in the ground, whereas, prior to 2006 estimates include surface ditch drainage.

THE CITY OF WINNIPEG
SEWAGE DISPOSAL SYSTEM

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	2008	2007
ASSETS		
Current		
Cash	**$ 1**	$ 1
Inventory	**244**	250
Accounts receivable (Note 3)	**26,575**	34,641
Due from General Revenue Fund (Note 4)	**51,085**	34,322
	77,905	69,214
Tangible capital assets (Note 5)	**754,722**	725,530
	$ 832,627	$ 794,744
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Note 6)	**$ 6,299**	$ 13,832
Performance and other deposits	**311**	264
Current portion of long-term debt (Note 7)	**4,108**	4,034
	10,718	18,130
Long-term debt (Note 7)	**34,189**	41,090
	44,907	59,220
ACCUMULATED SURPLUS (Note 8)	**787,720**	735,524
	$ 832,627	$ 794,744

See accompanying notes and schedules to the financial statements

THE CITY OF WINNIPEG
SEWAGE DISPOSAL SYSTEM

STATEMENT OF OPERATIONS

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
REVENUES (Schedule 1)			
Sewer services (Note 9)	**$ 125,113**	**$ 123,961**	$ 106,948
Interest	**3,393**	**4,338**	4,052
Government transfers, permits and other	**3,352**	**3,619**	4,393
Total revenues	**131,858**	**131,918**	115,393
EXPENSES (Schedules 2 and 3)			
Collection, interception and treatment	**29,629**	**26,967**	24,681
Taxes, employee benefits and other (Note 10)	**12,471**	**12,345**	11,916
Debt and finance	**15,203**	**8,352**	8,359
Engineering services	**3,887**	**4,047**	3,806
Finance and administration	**3,857**	**3,167**	2,978
Environmental standards	**2,202**	**1,541**	1,557
Information systems and technology	**1,238**	**1,093**	883
Customer services	**765**	**680**	677
Human resources	**676**	**616**	575
Total expenses from operations	**69,928**	**58,808**	55,432
Surplus for the year from operations	**61,930**	**73,110**	59,961
Transfers to other funds (Note 11)	**29,936**	**30,160**	28,143
Net surplus for the year from operations after transfer to other funds	**31,994**	**42,950**	31,818
Net surplus from capital (Schedule 4)	**-**	**9,246**	25,507
Net surplus for the year	**$ 31,994**	**52,196**	57,325
ACCUMULATED SURPLUS, BEGINNING OF YEAR		**735,524**	678,199
ACCUMULATED SURPLUS, END OF YEAR		**$ 787,720**	$ 735,524

See accompanying notes and schedules to the financial statements

THE CITY OF WINNIPEG
SEWAGE DISPOSAL SYSTEM

STATEMENT OF CASH FLOWS

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008	2007
NET INFLOW (OUTFLOW) OF CASH RELATED TO THE FOLLOWING ACTIVITIES:		
OPERATING		
Net surplus for the year	**$ 52,196**	$ 57,325
Non-cash items related to operations		
Amortization	**16,347**	15,142
Net assets transferred to General Capital Fund	**-**	7,663
Loss on disposal of tangible capital assets	**299**	534
Working capital from operations	**68,842**	80,664
Change in net working capital other than cash	**586**	(6,145)
	69,428	74,519
FINANCING		
Debt retired	**(1,302)**	(1,241)
Interest on funds on deposit with The Sinking Fund Trustees of The City of Winnipeg ("The Sinking Fund Trustees")	**(2,793)**	(2,536)
Due from General Revenue Fund	**(16,763)**	(4,880)
Payments to The Sinking Fund Trustees for outstanding long-term debt	**(2,601)**	(2,601)
Decrease in other debt	**(131)**	(85)
	(23,590)	(11,343)
INVESTING		
Purchase of tangible capital assets	**(45,838)**	(63,176)
Cash, beginning of year	**1**	1
Cash, end of year	**$ 1**	$ 1

See accompanying notes and schedules to the financial statements

THE CITY OF WINNIPEG
SEWAGE DISPOSAL SYSTEM

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)
(unaudited)

1. Significant Accounting Policies

The preparation of periodic financial statements necessarily involves the use of estimates and approximations because the precise determination of financial data frequently depends upon future events. These financial statements have been prepared by management within reasonable limits of materiality and within the framework of accounting policies summarized below.

Basis of accounting

The financial statements are prepared using the accrual basis of accounting. The accrual basis of accounting records revenue as it is earned and measurable. Expenses are recognized as they are incurred and measurable based upon receipt of goods or services and/or the creation of a legal obligation to pay with the following exception:

Vacation credits, compensated absences, retirement allowance, workers compensation claims, environmental costs, and insurance claims are recorded on a cash basis.

a) Tangible capital assets

Tangible capital assets are recorded at cost, which includes all amounts that are directly attributable to acquisition, construction, development or betterment of the asset. The cost, less any residual value, of the tangible capital assets are amortized on a straight-line basis over their estimated useful lives as follows:

Buildings	10 to 50 years
Machinery and equipment	10 to 25 years
Computer hardware and software	5 to 10 years
Water and waste plants and networks	
Underground networks	75 to 100 years
Sewage treatment plants and lift stations	50 to 75 years

One-half of the annual amortization is charged in the year of acquisition and in the year of disposal. Assets under construction are not amortized until the asset is available for productive use.

b) Contributions of tangible capital assets

Tangible capital assets received as contributions are recorded at their fair value at the date of receipt and are also recorded as revenue.

1. Significant Accounting Policies (continued)

c) Government transfers

Government transfers are the transfer of assets from the senior levels of government that are not the result of an exchange transaction, are not expected to be repaid in the future, or the result of a direct financial return.

Government transfers are recognized in the financial statements as revenue in the financial period in which events giving rise to the transfer occur, providing the transfers are authorized, any eligibility criteria have been met including performance and return requirements, and reasonable estimates of the amounts can be determined.

d) Sewer System Rehabilitation Reserve Fund

On May 27, 1992, City Council authorized the establishment of the Combined Sewer Renewal Reserve and the Wastewater Sewer Renewal Reserve Funds for the renewal and rehabilitation of combined and wastewater sewers, respectively, that are budgeted within the Sewage Disposal System Fund ("Utility") capital budget. Funding is provided from the frontage levy identified for this purpose in By-law 549/73 (as amended from time to time). The purpose of the Reserves is to provide a consistent approach to financing infrastructure renewal and to renew and rehabilitate combined and wastewater sewers (as defined by the Sewer Utility By-law 5058/88). The available funding obtained annually from the frontage levy can be allocated by City Council between the Reserves in accordance with the needs at that time.

On September 27, 2006, City Council approved the consolidation of the Combined Sewer Renewal Reserve and the Wastewater Sewer Renewal Reserve Funds into the Sewer System Rehabilitation Reserve Fund, which was effective October 1, 2006.

The Director of the Water and Waste Department is the Fund Manager.

e) Environmental Projects Reserve Fund

On December 17, 1993, City Council authorized the establishment of a River Quality Environmental Studies Reserve Fund for the purpose of providing funding for environmental studies for river quality. On January 24, 1996, City Council changed the name of this Reserve to the Environmental Projects Reserve Fund to more accurately reflect the environmental nature of the projects this Reserve was set up to fund.

The 2008 sewer rate includes a provision of 31.1 cents (2007 - 31.3 cents) per 100 cubic feet of billed water consumption to be transferred from the Sewage Disposal System Fund to this Reserve. In 2008, $7.4 million (2007 - $8.0 million) was transferred to the Environmental Projects Reserve Fund.

2. Status of the Sewage Disposal System

Although sewer collection and treatment began in the City of Winnipeg in 1935, the Sewage Disposal System was created in 1972 with the inception of Unicity. The Utility is self-supporting and is primarily funded by user fees which provide financing for the planning, design and construction, operation, maintenance and administration of local collection sewers, the interception system, three treatment plants, sludge disposal and an industrial and hazardous waste control program. The purpose of the Fund is to provide a structure to measure financial performance and accommodate long-term financial planning for the collection and treatment of the City's wastewater flows.

3. Accounts Receivable

	2008	2007
Sewer billings and other	**$ 26,635**	$ 34,701
Allowance for doubtful accounts	**(60)**	(60)
	$ 26,575	$ 34,641

4. Due from General Revenue Fund

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, this fund does not have a bank account. Bank transactions are credited or charged to the "Due from" account when they are processed through the bank. Interest is credited or charged based on the City's average short-term earnings (cost of funds) on the single bank account, which is a function of the Bank of Canada rate. The December 31, 2008 effective interest rate was 1.5% (2007 - 4.2%).

5. Tangible Capital Assets

	Net Book Value	
	2008	2007
Land	**$ 1,451**	$ 1,451
Buildings	**334**	344
Equipment	**219**	238
Information technology	**190**	-
Underground networks	**488,585**	482,275
Sewage treatment plants and lift stations	**234,656**	171,534
Assets under construction	**29,287**	69,688
	$ 754,722	$ 725,530

For additional information, see the Schedule of Tangible Capital Assets (Schedule 5).

During 2008 and 2007, there were no write-downs of tangible capital assets and interim financing charges capitalized during 2008 were $237 thousand (2007 - $179 thousand). In addition, underground networks contributed to the City and recorded in the Sewage Disposal System Fund totalled $4.1 million in 2008 (2007 - $7.6 million) and were capitalized at their fair value at the time of receipt.

6. Accounts Payable and Accrued Liabilities

	2008	2007
Accrued debenture interest	**$ 2,926**	$ 2,948
Trade accounts payable	**2,865**	10,459
Other accrued liabilities	**508**	425
	$ 6,299	$ 13,832

7. Long-term Debt

Sinking fund debentures outstanding

Term	Maturity Date	Rate of Interest	Series	By-Law No.	Amount of Debt **2008**	Amount of Debt 2007
1989-2009	Dec. 14	10.000	VH	5286/89	**$ 11,000**	$ 11,000
1993-2013	Feb. 11	9.375	VN	6090/93	**40,000**	40,000
1994-2014	Jan. 20	8.000	VQ	6300/94	**35,000**	35,000
					86,000	86,000
Equity in Sinking Fund (Note 7b)					**(59,167)**	(53,773)
Net sinking fund debentures outstanding					**26,833**	32,227

Other long-term debt outstanding

Serial and installment debt issued by the City with varying maturities up to 2014 and a weighted average interest rate of 4.78% (2007 - 4.98%)	**7,998**	9,300
Equity in Capital Assets Fund debt issued by the City with varying maturities up to 2018 and a weighted average interest rate of 8.25% (2007 - 8.25%)	**65**	71
Pointe West Properties debt, maturity in 2012, interest rate of 6.65%	**3,401**	3,526
	38,297	45,124
Current portion of long-term debt	**(3,967)**	(3,903)
Current portion of Equity in Capital Assets Fund debt	**(7)**	(6)
Current portion of Pointe West Properties debt	**(134)**	(125)
Current portion of long-term debt	**(4,108)**	(4,034)
	$ 34,189	$ 41,090

Principal retirement on long-term debt over the next five years is as follows:

	2009	2010	2011	2012	2013	Thereafter
Sinking fund debentures	$ 11,000	$ -	$ -	$ -	$ 40,000	$ 35,000
Serial and installment	1,367	1,435	1,506	1,580	1,659	451
Equity in Capital Assets Fund	7	7	8	8	9	26
Pointe West debt	134	143	100	3,024	-	-
	$ 12,508	$ 1,585	$ 1,614	$ 4,612	$ 41,668	$ 35,477

7. Long-term Debt (continued)

a) All debentures are general obligations of The City of Winnipeg. Debenture debt is allocated to the General Capital Fund and to the various utilities in the amounts shown in the issuing by-law.

b) The City of Winnipeg Charter requires the City to make annual payments to The Sinking Fund on debt outstanding as at December 31, 2002. Sinking Fund arrangements after December 31, 2002 are managed by the City. The City is currently paying three percent or greater on its outstanding sinking fund debentures. These annual payments are invested for the retirement of the debenture issues on their maturity dates.

c) On June 23, 1999, The City of Winnipeg entered into an Agreement with Pointe West Properties Inc. ("PWP"), approving PWP to provide design, construction and financing of certain wastewater facilities for servicing lands within the City of Winnipeg west of the Perimeter Highway.

On August 27, 2001, the Certificate of Substantial Completion was accepted by the City and ownership of the work (design and construction of the wastewater facilities) was transferred from PWP to the City. The City shall pay to PWP an amount equal to the project cost of $3.8 million plus interest, compounded semi-annually at a rate per annum of 6.65% (equal to the Canada 10 Year Bond Rate as at the date of acceptance by the City of the Certificate of Substantial Performance, plus 1.5%, less spread differential) by way of blended quarterly payments of principal and interest. Year 2012 includes a balloon payment of $3 million.

d) Cash paid for interest during the year was $8.4 million (2007 - $8.4 million).

e) Interest paid to the Equity in Capital Assets Fund during 2008 was $5 thousand (2007 - $5 thousand).

8. Accumulated Surplus

	2008	2007
Invested in tangible capital assets	**$ 716,486**	$ 680,290
Retained earnings	**71,234**	55,234
	$ 787,720	$ 735,524

9. Revenue

The 2008 sewer rate increased to 5.12 cents per hundred cubic feet (2007 - 4.46 cents). The Environmental Projects Reserve contribution for 2008 was 45.3 cents per hundred cubic feet (2007 - 31.3 cents).

10. Taxes, Employee Benefits and Other

Realty and business taxes represent full taxes paid to outside municipalities and to The City of Winnipeg General Revenue Fund. Taxes are assessed on property as if it were privately owned. During 2008, realty and business taxes paid to the General Revenue Fund was $9.2 million (2007 - $9.2 million).

The Sewage Disposal System is charged with the estimated share of the City's general government expenses. In 2008, this amounted to $0.5 million (2007 - $0.5 million) and was transferred to the General Revenue Fund.

Included in expenses is $1.1 million (2007 - $0.9 million) that has been charged by the Civic Accommodations Fund for the rental of office space.

Included in expenses is $128 thousand (received from 2007 - $1.0 million) that has been charged by the Insurance Reserve Fund.

10. Taxes, Employee Benefits and Other (continued)

Employee benefits

Employees accrue vacation credits which together with unused holidays from previous years are not recorded as a liability on the Statement of Financial Position. The vacation credits generally become a charge to operations in the year after they are earned. The amount of this unrecorded liability at December 31, 2008 is $1.2 million (2007 - $1.2 million).

The City operates its workers compensation program on a self-insured basis. In lieu of paying premiums to the Workers Compensation Board of Manitoba, the City pays actual costs incurred plus an administration charge. The City has a responsibility regarding future costs (such as compensation, rehabilitation, medical aid, pension awards and administration) on existing claims and incurred but not reported claims. The amount of this unrecorded liability at December 31, 2008 is estimated at $415 thousand (2007 - $402 thousand).

Compensated absences represents benefits expected to be paid during future employee absences in respect of sick leave days earned in previous years. The amount of this unrecorded liability at December 31, 2008 is estimated at $0.2 million (2007 - $0.2 million).

Under the retirement allowance plan, qualifying employees become entitled to a cash payment upon retirement, death or termination of service under certain conditions (not resignation). An actuarial valuation has estimated the unrecorded liability at December 31, 2008 at $1.8 million (2007 - $1.4 million).

Sewage Disposal System employees are eligible for pensions under the Winnipeg Civic Employees' Benefits Program. The City of Winnipeg allocates its pension costs to various departments. During the year $853 thousand (2007 - $817 thousand) of pension costs were allocated to the Sewage Disposal System. An actuarial valuation for the Winnipeg Civic Employees' Benefits Program was made as of December 31, 2007 and has disclosed an actuarial surplus.

11. Transfers to Other Funds

Beginning in 1988, City Council adopted a motion instructing the Sewage Disposal System to transfer an amount equal to 10% of sewer services revenue to the General Revenue Fund. Effective January 1, 1994, the transfer is calculated on 10% of sewer services revenue net of the amount for environmental projects and other transfers to the General Revenue Fund. In addition, in 2008, the Utility contributed $13.7 million (2007 - $11.9 million) to the General Revenue Fund to support the land drainage program.

	2008	2007
Transfer to General Revenue Fund	**$ 22,553**	$ 18,422
Transfer to Environmental Projects Reserve	**7,367**	8,006
Transfer to General Capital Fund	**240**	1,715
	$ 30,160	$ 28,143

12. Related Party Transactions

Included in these financial statements are income and expense amounts resulting from routine operating transactions conducted at prevailing market prices with various City of Winnipeg controlled departments, agencies and corporations to which the City is related. Account balances resulting from these transactions are included in the Sewage Disposal System's Statement of Financial Position and are settled on normal trade terms. Other amounts due to and from related parties and the terms of settlement are described separately in the financial statements and the notes thereto.

THE CITY OF WINNIPEG
SEWAGE DISPOSAL SYSTEM

Schedule 1

REVENUES

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Sewer services	**$ 125,113**	**$ 123,961**	$ 106,948
Interest			
Sinking Fund earnings	**2,793**	**2,793**	2,536
Interest	**400**	**1,308**	1,337
Capitalized	**200**	**237**	179
	3,393	**4,338**	4,052
Government transfers, permits and other			
Industrial waste surcharges	**2,640**	**1,711**	2,236
Other	**383**	**1,527**	1,833
Provincial support transfer	**214**	**206**	194
Permits and fees	**115**	**175**	130
	3,352	**3,619**	4,393
Total Revenues	**$ 131,858**	**$ 131,918**	$ 115,393

THE CITY OF WINNIPEG
SEWAGE DISPOSAL SYSTEM

Schedule 2

EXPENSES

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Collection, interception and treatment			
North end water pollution control centre	**$ 11,442**	**$ 9,159**	$ 8,975
Local sewer	**4,884**	**4,717**	4,085
South end water pollution control centre	**2,792**	**2,836**	2,452
Interception system	**1,795**	**2,004**	1,744
West end water pollution control centre	**2,257**	**1,982**	1,649
Sludge disposal	**1,842**	**1,672**	1,445
Mechanical maintenance	**1,536**	**1,589**	1,484
Administration	**1,347**	**1,280**	1,048
Electrical maintenance/instrumentation	**1,062**	**1,069**	1,140
Civil maintenance	**672**	**659**	659
	29,629	**26,967**	24,681
Taxes, employee benefits and other			
Property taxes	**10,034**	**9,252**	9,203
Miscellaneous	**800**	**1,660**	1,472
Rent	**957**	**1,065**	932
Employee benefits	**490**	**649**	792
General government charges	**467**	**467**	467
Insurance and claims	**297**	**311**	307
Provincial payroll tax	**208**	**282**	206
Recoveries	**(782)**	**(1,341)**	(1,463)
	12,471	**12,345**	11,916
Debt and finance			
Long-term debt interest	**8,275**	**8,350**	8,354
Finance charges	**100**	**2**	5
Amortization - debt principal	**6,828**	**-**	-
	15,203	**8,352**	8,359
Engineering services			
Wastewater planning	**1,071**	**1,100**	610
Sewer connections	**621**	**867**	922
Design and construction	**611**	**606**	558
Drafting and graphic	**476**	**464**	505
Customer technical services	**361**	**351**	359
Administrative services	**328**	**219**	351
Asset management	**112**	**192**	57
Engineering services development	**190**	**136**	143
Resource centre	**67**	**62**	92
Land drainage and flood planning	**50**	**50**	50
Project management	**-**	**-**	159
	3,887	**4,047**	3,806

THE CITY OF WINNIPEG
SEWAGE DISPOSAL SYSTEM

Schedule 2

EXPENSES

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Finance and administration			
Customer accounts	**2,527**	**2,107**	1,957
Administrative services	**753**	**570**	574
Financial services	**216**	**201**	173
Financial planning	**248**	**197**	169
Process improvement	**113**	**92**	105
	3,857	**3,167**	2,978
Environmental standards			
Analysis	**1,357**	**945**	891
Industrial waste	**574**	**408**	399
Administration	**239**	**168**	132
Compliance	**32**	**20**	-
Research	**-**	**-**	135
	2,202	**1,541**	1,557
Information systems and technology			
Major systems	**766**	**706**	539
Support services	**472**	**387**	344
	1,238	**1,093**	883
Customer services			
Customer relations	**548**	**540**	538
Administration	**124**	**68**	66
Communications	**55**	**48**	47
Public consultation	**38**	**24**	26
	765	**680**	677
Human resources			
Human resources	**298**	**255**	264
Timekeeping and payroll	**161**	**164**	140
Human resources training	**139**	**128**	97
Work place health and safety	**78**	**69**	74
	676	**616**	575
Total Expenses from Operations	**69,928**	**58,808**	55,432

THE CITY OF WINNIPEG
SEWAGE DISPOSAL SYSTEM

Schedule 2

EXPENSES

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Transfers to other funds			
Transfer to General Revenue Fund	**22,277**	**22,553**	18,422
Transfer to Environmental Projects Reserve	**7,659**	**7,367**	8,006
Transfer to General Capital Fund	**-**	**240**	1,715
	29,936	**30,160**	28,143
Total Expenses	**$ 99,864**	**$ 88,968**	$ 83,575

THE CITY OF WINNIPEG
SEWAGE DISPOSAL SYSTEM

Schedule 3

EXPENSES BY OBJECT

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Transfers to other funds	**$ 29,936**	**$ 30,160**	$ 28,143
Goods and services	**32,780**	**27,841**	25,461
Salaries	**14,262**	**13,327**	12,586
Other expenses	**9,787**	**12,896**	11,582
Interest on long-term debt	**15,104**	**8,350**	8,354
Employee benefits	**2,577**	**2,266**	2,315
Finance charges	**100**	**2**	5
Recoveries	**(4,682)**	**(5,874)**	(4,871)
Total Expenses	**$ 99,864**	**$ 88,968**	$ 83,575

THE CITY OF WINNIPEG
SEWAGE DISPOSAL SYSTEM

Schedule 4

NET SURPLUS FROM CAPITAL

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Actual	2007 Actual
Revenues		
Transfer from Environmental Projects Reserve	**$ 18,646**	$ 19,294
Transfer from Sewer System Rehabilitation Reserve	**11,401**	4,829
Provincial and Federal capital transfers	**7,005**	17,013
Transfer from Federal Gas Tax Revenue Reserve	**-**	1,726
	37,052	42,862
Developer contributions-in-kind	**4,104**	7,579
	41,156	50,441
Expenses		
Amortization	**16,347**	15,142
Transfer to General Capital Fund	**13,708**	7,663
Capital maintenance	**1,371**	1,572
Loss on disposal of tangible capital assets	**299**	534
Transfer to Waterworks System	**185**	23
	31,910	24,934
Net surplus from capital	**$ 9,246**	$ 25,507

THE CITY OF WINNIPEG
SEWAGE DISPOSAL SYSTEM

SCHEDULE OF TANGIBLE CAPITAL ASSETS

As at December 31
(in thousands of dollars)
(unaudited)

	General			
	Land	Buildings	Equipment	Information Technology
Cost				
Balance, beginning of year	$ 1,451	$ 885	$ 251	$ -
Add: Additions during the year	-	-	6	200
Less: Disposals during the year	-	-	-	-
Less: Transfer to General Capital Fund	-	-	-	-
Balance, end of year	1,451	885	257	200
Accumulated amortization				
Balance, beginning of year	-	541	13	-
Add: Amortization	-	10	25	10
Less: Accumulated amortization on disposals	-	-	-	-
Less: Transfer to General Capital Fund	-	-	-	-
Balance, end of year	-	551	38	10
Net Book Value of Tangible Capital Assets	$ 1,451	$ 334	$ 219	$ 190

Schedule 5

Infrastructure			Totals	
Underground Networks	Sewage Treatment Plants and Lift Stations	Assets Under Construction	**2008**	2007
$ 763,091	$ 290,351	$ 69,688	**$ 1,125,717**	$ 1,079,338
16,666	69,367	(40,401)	**45,838**	63,176
(1,388)	-	-	**(1,388)**	(2,948)
-	-	-	-	(13,849)
778,369	359,718	29,287	**1,170,167**	1,125,717
280,816	118,817	-	**400,187**	393,645
10,057	6,245	-	**16,347**	15,142
(1,089)	-	-	**(1,089)**	(2,414)
-	-	-	-	(6,186)
289,784	125,062	-	**415,445**	400,187
$ 488,585	$ 234,656	$ 29,287	**$ 754,722**	$ 725,530

THE CITY OF WINNIPEG
SOLID WASTE DISPOSAL FUND

The Water and Waste Department ("Department") is committed to providing and improving services for drinking water, wastewater, land drainage and solid waste to the residents and business interests of Winnipeg. The Department, through its employees, continuous improvement initiatives and technological advancements, strives for excellence in customer service, environmental stewardship, cost effectiveness and fiscal responsibility.

The Solid Waste Disposal Fund was established in 1992 to create a self-supporting utility.

The objective of the Solid Waste Disposal Fund ("Fund") is to provide facilities for the receiving and disposal of solid waste generated in the City to protect the public health and the environment. The Water and Waste Department is responsible for the planning and monitoring of the City's closed landfill facilities, the operation of the Brady Road landfill site and the City's waste minimization programs. In addition, the Fund's budget provides funding for Take Pride Winnipeg, debt charges, employee benefits, taxes and transfers to the General Revenue Fund to support the garbage collection program.

Commercial landfill tipping continues to be split between the City of Winnipeg Brady Road landfill and two other privately operated landfills in the Capital Region. Commercial and other municipalities' tonnage coming to the Brady Road landfill has decreased 17% from 2007, largely due to an increase in tipping fees on April 1. The amount of commercial tipping at Brady Road is estimated to be about 20% to 25% of market share. The internal tipping fee remained at $22.50 per tonne. In 2008, waste was accepted from the City of Kenora, Whiteshell Provincial Park and the R.M. of MacDonald.

Waste minimization programs include multi-material residential recycling for 185,000 single-family and 99,000 multi-family residences, depot recycling, "Let's Chip-In" (Christmas tree recycling), Leaf It With Us (leaf collection and composting), Office Paper Recycling, Back Yard Composting and public information/education programs. Recycling volumes in 2008 were 45,560 tonnes, an increase of 4.2% from 2007.

The revenues from the recycling programs are made up of support payments from the Manitoba Product Stewardship Corporation ($118 per tonne until March 2008, $112 thereafter) and from the sale of the recyclables. In 2008, the City realized $9.5 million in revenue (2007 - $8.9 million).

THE CITY OF WINNIPEG
SOLID WASTE DISPOSAL FUND

FIVE-YEAR REVIEW

December 31
(unaudited)

	2008	2007	2006	2005	2004
Solid Waste (tonnes)					
Single family residential	**183,245**	182,894	185,974	210,378	200,295
Multi-family and small commercial	**46,600**	46,467	46,176	45,308	42,869
Large commercial / industrial	**86,381**	103,459	104,521	97,335	112,000
Other (1)	**111,025**	100,066	54,757	76,910	68,132
Charitable organization	**2,298**	1,618	1,089	1,068	1,040
Total landfill tonnage	**429,549**	434,504	392,517	430,999	424,336
Clean fill, concrete, automotive shredder residue and sawdust	**191,585**	169,055	158,945	157,385	135,379
Residential small loads Number of loads	**102,975**	100,123	93,469	92,244	93,128
Recyclables (tonnes)					
Blue box	**36,167**	35,072	33,520	33,355	32,503
Depots/apartments	**9,393**	8,631	8,665	8,813	8,374
Total	**45,560**	43,703	42,185	42,168	40,877

1) Includes tonnage for small load based on an estimated weight entering the landfill. In 2007, the estimate was increased from 400kg per load to 750kg per load, an increase of 88 per cent.

THE CITY OF WINNIPEG
SOLID WASTE DISPOSAL FUND

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	2008	2007
ASSETS		
Current		
Cash	**$ 46**	$ 121
Due from General Revenue Fund (Note 3)	**5,085**	7,646
Accounts receivable (Note 4)	**1,384**	792
	6,515	8,559
Tangible capital assets (Note 5)	**4,516**	2,528
	$ 11,031	$ 11,087
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Note 6)	**$ 857**	$ 651
Current portion of long-term debt (Note 7)	**174**	89
	1,031	740
Long-term debt (Note 7)	**417**	699
	1,448	1,439
ACCUMULATED SURPLUS (Note 8)	**9,583**	9,648
	$ 11,031	$ 11,087

See accompanying notes and schedules to the financial statements

THE CITY OF WINNIPEG
SOLID WASTE DISPOSAL FUND

STATEMENT OF OPERATIONS

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
REVENUES (Schedule 1)			
Sales of services and regulatory fees	**$ 18,939**	**$ 18,558**	$ 17,375
Interest	**216**	**369**	453
Government transfers	**67**	**49**	68
Other revenue	**-**	**1**	-
Total revenues	**19,222**	**18,977**	17,896
EXPENSES (Schedules 2 and 3)			
Solid waste disposal	**15,811**	**15,505**	15,065
Debt and finance	**482**	**286**	285
Taxes, employee benefits and other (Note 9)	**331**	**259**	320
Total expenses from operations	**16,624**	**16,050**	15,670
Surplus for the year from operations	**2,598**	**2,927**	2,226
Transfers to other funds (Note 10)	**3,168**	**2,630**	581
Surplus (Deficit) from operations after transfers to other funds	**(570)**	**297**	1,645
Net deficit from capital (Schedule 4)	**-**	**(362)**	(337)
Net (deficit) surplus for the year	**$ (570)**	**(65)**	1,308
ACCUMULATED SURPLUS, BEGINNING OF YEAR		**9,648**	8,340
ACCUMULATED SURPLUS, END OF YEAR		**$ 9,583**	$ 9,648

See accompanying notes and schedules to the financial statements

THE CITY OF WINNIPEG
SOLID WASTE DISPOSAL FUND

STATEMENT OF CASH FLOWS

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008	2007
NET INFLOW (OUTFLOW) OF CASH RELATED TO THE FOLLOWING ACTIVITIES:		
OPERATING		
Net (deficit) surplus for the year	**$ (65)**	$ 1,308
Non-cash items related to operations		
Amortization	**169**	204
Working capital from operations	**104**	1,512
Change in net working capital other than cash	**(386)**	764
	(282)	2,276
FINANCING		
Due from General Revenue Fund	**2,561**	(1,238)
Interest on funds on deposit with The Sinking Fund Trustees of The City of Winnipeg ("The Sinking Fund Trustees")	**(108)**	(99)
Payments to The Sinking Fund Trustees for outstanding debt	**(89)**	(89)
	2,364	(1,426)
INVESTING		
Purchase of tangible capital assets	**(2,157)**	(851)
Decrease in cash	**(75)**	(1)
Cash position, beginning of year	**121**	122
Cash position, end of year	**$ 46**	$ 121

See accompanying notes and schedules to the financial statements

THE CITY OF WINNIPEG
SOLID WASTE DISPOSAL FUND

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)
(unaudited)

1. Significant Accounting Policies

The preparation of periodic financial statements necessarily involves the use of estimates and approximations because the precise determination of financial data frequently depends upon future events. These financial statements have been prepared by management within reasonable limits of materiality and within the framework of accounting policies summarized below.

Basis of accounting

The financial statements are prepared using the accrual basis of accounting. The accrual basis of accounting records revenue as it is earned and measurable. Expenses are recognized as they are incurred and measurable based upon receipt of goods or services and/or the creation of a legal obligation to pay with the following exception:

The operations are accounted for on the accrual basis except for vacation credits, compensated absences, retirement allowance, workers compensation claims, environmental costs, and insurance claims which are recorded on a cash basis.

a) Tangible capital assets

Tangible capital assets are recorded at cost, which includes all amounts that are directly attributable to acquisition, construction, development or betterment of the asset. The cost, less any residual value, of the tangible capital assets are amortized on a straight-line basis over their estimated useful lives as follows:

Land improvements	10 to 100 years
Machinery and equipment	10 to 20 years

One-half of the annual amortization is charged in the year of acquisition and in the year of disposal. Assets under construction are not amortized until the asset is available for productive use.

b) Brady Landfill Site Rehabilitation Reserve Fund

City Council on December 17th, 1993, in accordance with Sections 338 (1) and (2) of the former City of Winnipeg Act, established the Reserve to provide funding, over time, for the future rehabilitation of the Brady Landfill Site.

The Reserve is financed through a monthly transfer from the Solid Waste Disposal Fund. The transfer is based on 50 cents per tonne of the tipping fee charged at the Brady Road Landfill Site. The Director of Water and Waste is the Fund Manager.

1. Significant Accounting Policies (continued)

c) Government transfers

Government transfers are the transfer of assets from the senior levels of government that are not the result of an exchange transaction, are not expected to be repaid in the future, or the result of a direct financial return.

Government transfers are recognized in the financial statements as revenue in the financial period in which events giving rise to the transfer occur, providing the transfers are authorized, any eligibility criteria have been met including performance and return requirements, and reasonable estimates of the amounts can be determined.

2. Status of the Solid Waste Disposal Fund

On March 23, 1992, City Council adopted a motion establishing the Solid Waste Disposal Fund ("Utility") as a separate fund within The City of Winnipeg's ("City") financial records. Upon establishment of this Utility, the capital assets, work in progress and related debt were transferred to this Utility from the General Capital Fund. The Utility is self-supporting and is primarily funded by landfill tipping fees. The purpose of the Fund is to improve the cost accountability of the solid waste management system and to establish a financial structure to accommodate long-term planning and financing of solid waste management programs.

3. Due from General Revenue Fund

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, this fund does not have a bank account. Bank transactions are credited or charged to the "Due from" account when they are processed through the bank. Interest is credited or charged based on the City's average short-term earnings (cost of funds) on the single bank account, which is a function of the Bank of Canada rate. The December 31, 2008 effective interest rate was 1.5% (2007 - 4.2%).

4. Accounts Receivable

	2008	2007
Refuse disposal and recycling	**$ 1,428**	$ 812
Allowance for doubtful accounts	**(44)**	(20)
	$ 1,384	$ 792

5. Tangible Capital Assets

	Net Book Value	
	2008	2007
Land	**$ 541**	$ 541
Land improvements	**504**	308
Machinery and equipment	**3,379**	623
Information technology	**88**	-
	4,512	1,472
Assets under construction	**4**	1,056
	$ 4,516	$ 2,528

5. Tangible Capital Assets (continued)

For additional information, see the Schedule of Tangible Capital Assets (Schedule 5).

During the year, there were no write-downs of tangible capital assets (2007 - $nil). Administration fees and interim financing charges capitalized during 2008 were $43.0 thousand (2007 - $16.8 thousand).

6. Accounts Payable and Accrued Liabilities

	2008	2007
Trade accounts payable	**$ 779**	$ 555
Other accrued liabilities	**57**	75
Accrued debenture interest payable	**21**	21
	$ 857	$ 651

7. Long-Term Debt

Sinking fund debentures outstanding

Term	Maturity Date	Rate of Interest	Series	By-Law No.	Amount of Debt **2008**	Amount of Debt 2007
1989-2009	Dec. 14	10.000	VH	5286/89	**$ 1,935**	$ 1,935
1995-2015	May 12	9.125	VR	6620/95	**1,000**	1,000
					2,935	2,935
Equity in Sinking Fund (Note 7b)					**(2,344)**	(2,147)
Net sinking fund debentures outstanding					**591**	788
Current portion of long-term debt					**(174)**	(89)
					$ 417	$ 699

Principal retirement on long-term debt over the next five years is as follows:

	2009	2010	2011	2012	2013	Thereafter
Sinking fund debentures	$ 1,935	$ -	$ -	$ -	$ -	$ 1,000

a) All debentures are general obligations of The City of Winnipeg. Debenture debt is allocated to the General Capital Fund and various utilities in the amounts shown in the issuing by-law.

b) The City of Winnipeg Charter requires the City to make annual payments to The Sinking Fund on debt outstanding as at December 31, 2002. Sinking Fund arrangements after December 31, 2002 are managed by the City. The City is currently paying three percent or greater on its outstanding sinking fund debentures. These annual payments are invested for the retirement of the debenture issues on their maturity dates.

c) Cash paid for interest during the year was $0.3 million (2007 - $0.3 million).

8. Accumulated Surplus

	2008	2007
Invested in tangible capital assets	**$ 3,963**	$ 1,783
Retained earnings	**5,620**	7,865
	$ 9,583	$ 9,648

9. Taxes, Employee Benefits and Other

Realty and business taxes represent full taxes paid to The City of Winnipeg General Revenue Fund. In 2008, the amount incurred was $39 thousand (2007 - $44 thousand).

The Solid Waste Disposal Fund is charged with the estimated share of the City's general government expenses. In 2008 this amounted to $79 thousand (2007 - $79 thousand) and was transferred to the General Revenue Fund.

The Solid Waste Disposal Fund was charged $20 thousand (2007 - $19 thousand) by the Insurance Reserve Fund.

Employee benefits

Employees accrue vacation credits which together with unused holidays from previous years are not recorded as a liability on the Statement of Financial Position. The vacation credits generally become a charge to operations in the year after they are earned. The amount of this unrecorded liability at December 31, 2008 is $0.17 million (2007 - $0.17 million).

The City operates its workers compensation program on a self-insured basis. In lieu of paying premiums to the Workers Compensation Board of Manitoba, the City pays actual costs incurred plus an administration charge. The City has a responsibility regarding future costs (such as compensation, rehabilitation, medical aid, pension awards and administration) on existing claims and incurred but not reported claims. The amount of this unrecorded liability at December 31, 2008 is estimated at $153 thousand (2007 - $113 thousand).

Under the retirement allowance plan, qualifying employees become entitled to a cash payment upon retirement, death or termination of service under certain conditions (not resignation). An actuarial valuation has estimated the unrecorded liability at December 31, 2008 at $0.3 million (2007 - $0.1 million).

Compensated absences represents benefits expected to be paid during future employee absences in respect of sick leave days earned in previous years. The amount of this unrecorded liability at December 31, 2008 is estimated at $37 thousand (2007 - $36 thousand).

Solid Waste employees are eligible for pensions under the Winnipeg Civic Employees' Benefits Program. The City of Winnipeg allocates is pension costs to various departments. During 2008, $121 thousand (2007 - $118 thousand) of pension costs were allocated to Solid Waste. An actuarial valuation for the Winnipeg Civic Employees' Benefits Program was made as of December 31, 2007 and has an actuarial surplus.

10. Transfers to Other Funds

	2008	2007
Transfer to General Revenue Fund	**$ 2,455**	$ 407
Transfer to Brady Landfill Site Rehabilitation Reserve	**175**	174
	$ 2,630	$ 581

Included in various expense categories is an amount of $161 thousand (2007 - $167 thousand) that has been charged by the Civic Accommodations Fund for the rental of office space.

11. Related Party Transactions

Included in these financial statements are income and expense amounts resulting from routine operating transactions conducted at prevailing market prices with various City of Winnipeg controlled departments, agencies and corporations to which the City is related. Account balances resulting from these transactions are included in the Solid Waste Disposal's Statement of Financial Position and are settled on normal trade terms. Other amounts due to and from related parties and the terms of settlement are described separately in the financial statements and the notes thereto.

THE CITY OF WINNIPEG
SOLID WASTE DISPOSAL FUND

Schedule 1

REVENUES

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Sales of services and regulatory fees			
Recycling	**$ 9,538**	**$ 9,538**	$ 8,862
Landfill tipping fees	**8,879**	**8,544**	8,120
Small load fees	**522**	**476**	393
	18,939	**18,558**	17,375
Interest			
Interest	**100**	**204**	328
Sinking Fund earnings	**108**	**108**	99
Interest capitalized	**5**	**43**	17
Late payment charges	**3**	**14**	9
	216	**369**	453
Government transfers			
Provincial support	**67**	**49**	68
Other revenue	**-**	**1**	**-**
Total Revenues	**$ 19,222**	**$ 18,977**	$ 17,896

THE CITY OF WINNIPEG
SOLID WASTE DISPOSAL FUND

Schedule 2

EXPENSES

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Solid waste disposal			
Recycling	**$ 9,494**	**$ 9,909**	$ 9,326
South west operations	**4,868**	**4,407**	4,456
Landfill and environmental	**754**	**641**	647
Waste minimization	**429**	**278**	321
Take Pride Winnipeg	**202**	**186**	200
Administration	**64**	**84**	115
	15,811	**15,505**	15,065
Debt and finance			
Interest on long-term debt	**482**	**286**	285
Taxes, employee benefits and other			
Employee benefits	**148**	**164**	217
General government charges	**79**	**79**	79
Provincial payroll tax	**125**	**48**	49
Property taxes	**40**	**39**	44
Insurance and damage claims	**34**	**34**	34
Miscellaneous	**-**	**-**	2
Claims - general liability	**10**	**-**	-
Departmental recoveries	**(105)**	**(105)**	(105)
	331	**259**	320
Total Expenses from Operations	**16,624**	**16,050**	15,670
Transfers to other funds			
Transfer to General Revenue Fund	**2,987**	**2,455**	407
Transfer to Brady Landfill Site Rehabilitation Reserve	**181**	**175**	174
	3,168	**2,630**	581
Total Expenses	**$ 19,792**	**$ 18,680**	$ 16,251

THE CITY OF WINNIPEG
SOLID WASTE DISPOSAL FUND

Schedule 3

EXPENSES BY OBJECT

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Goods and services	**$ 13,991**	**$ 13,225**	$ 12,763
Transfers	**3,168**	**2,630**	581
Salaries	**2,117**	**1,861**	1,888
Other expenses	**(36)**	**455**	483
Employee benefits	**519**	**406**	455
Interest on long-term debt	**482**	**286**	285
Finance charges	**3**	**26**	18
Recoveries	**(452)**	**(209)**	(222)
Total Expenses	**$ 19,792**	**$ 18,680**	$ 16,251

THE CITY OF WINNIPEG
SOLID WASTE DISPOSAL FUND

Schedule 4

NET DEFICIT FROM CAPITAL

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008 Budget	2008 Actual	2007 Actual
Revenues			
Other capital funding	**$ -**	**$ 182**	$ -
Expenses			
Capital maintenance	**-**	**375**	133
Amortization	**-**	**169**	204
Total expenses from capital	**-**	**544**	337
Net deficit from capital	**$ -**	**$ (362)**	$ (337)

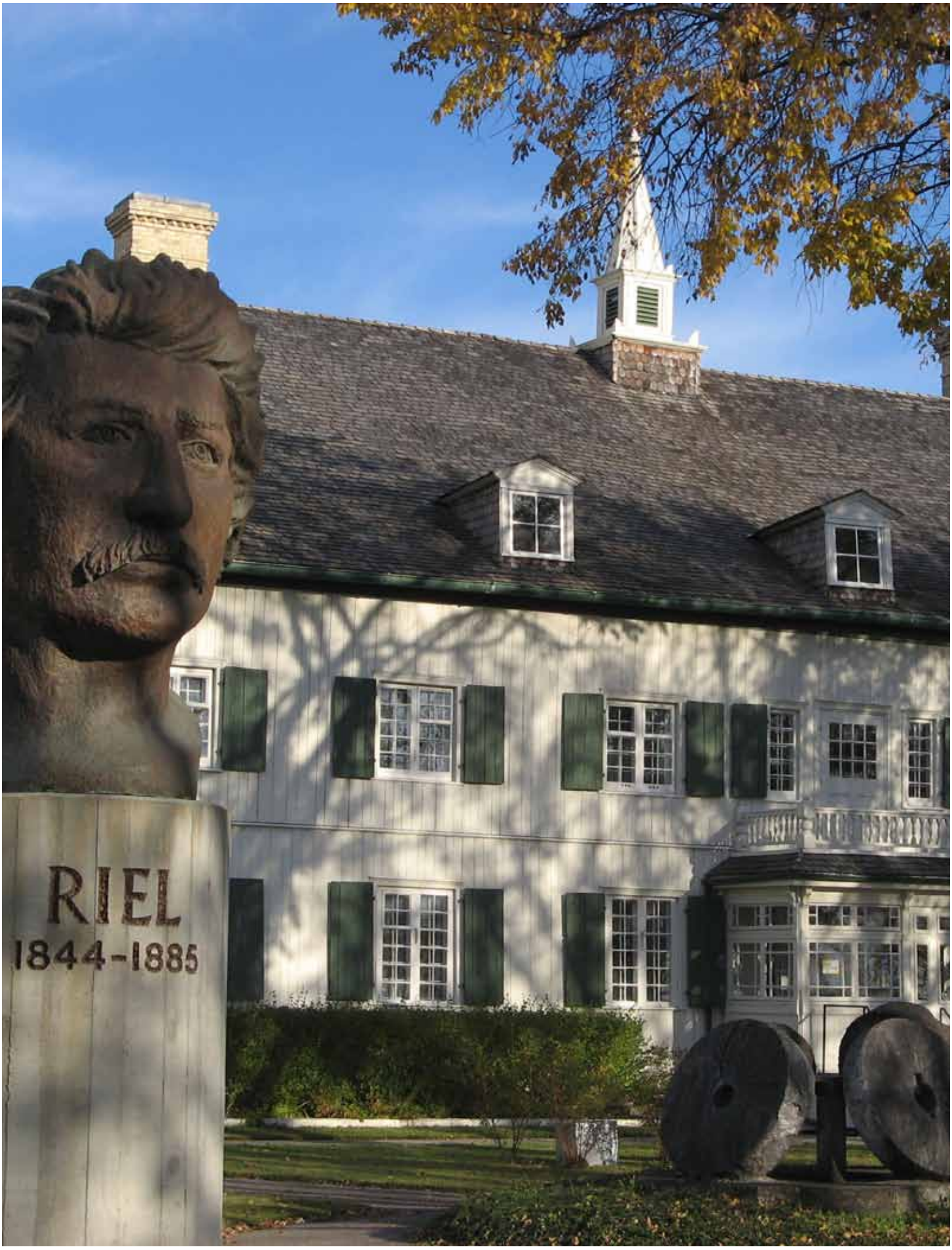
THE CITY OF WINNIPEG
SOLID WASTE DISPOSAL FUND

SCHEDULE OF TANGIBLE CAPITAL ASSETS

As at December 31
(in thousands of dollars)
(unaudited)

	General			
	Land	**Land Improvements**	**Buildings**	**Machinery and Equipment**
Cost				
Balance, beginning of year	$ 541	$ 3,371	$ 273	$ 1,320
Add: Additions during the year	-	204	-	2,913
Balance, end of year	541	3,575	273	4,233
Accumulated amortization				
Balance, beginning of year	-	3,063	273	697
Add: Amortization	-	8	-	157
Balance, end of year	-	3,071	273	854
Net Book Value of Tangible Capital Assets	$ 541	$ 504	$ -	$ 3,379

			Totals	
Information Technology	**Assets Under Construction**	**2008**	2007
$ -	$ 1,056	**$ 6,561**	$ 5,710
92	(1,052)	**2,157**	851
92	4	**8,718**	6,561
-	-	**4,033**	3,829
4	-	**169**	204
4	-	**4,202**	4,033
88	$ 4	**$ 4,516**	$ 2,528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SPECIAL OPERATING AGENCIES 2008 DETAILED FINANCIAL STATEMENTS

THE CITY OF WINNIPEG
ANIMAL SERVICES - SPECIAL OPERATING AGENCY

STATEMENT OF FINANCIAL POSITION

As at December 31

	2008	2007 (Restated Note 12)
ASSETS		
Current		
Cash	**$ 9,509**	$ 7,334
Accounts receivable (Note 6)	**40,943**	32,136
Inventory	**407**	9,363
Prepaid expenses	**28,738**	25,835
	79,597	74,668
Equipment		
Computer	**78,946**	78,946
Furniture and other	**113,772**	111,353
	192,718	190,299
Less: accumulated depreciation	**(164,873)**	(155,394)
	27,845	34,905
	$ 107,442	$ 109,573
LIABILITIES		
Current		
Accounts payable and accrued liabilities	**$ 62,820**	$ 108,836
Vacation and overtime payable	**121,201**	105,176
Deferred revenue (Note 2)	**527,749**	525,681
Due to The City of Winnipeg - General Revenue Fund (Note 7)	**611,391**	361,218
	1,323,161	1,100,911
Long-term		
Retirement allowance (Note 8a)	**120,000**	129,000
	1,443,161	1,229,911
Commitments (Note 9)		
CAPITAL DEFICIENCY		
Deficit	**(1,335,719)**	(1,120,338)
	$ 107,442	$ 109,573

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
ANIMAL SERVICES - SPECIAL OPERATING AGENCY

STATEMENT OF LOSS AND DEFICIT

For the years ended December 31

	2008	2007 (Restated Note 12)
REVENUES	**$ 956,278**	$ 975,855
EXPENSES		
Salaries and benefits	**1,248,732**	1,308,963
Services (Note 10)	**549,263**	547,167
Rent (Note 10)	**208,532**	169,338
Material, parts and supplies	**18,165**	30,360
Other		
Administrative expenses (Note 10)	**155,902**	173,484
Depreciation	**9,479**	8,349
Interest (Note 7)	**7,826**	1,647
	2,197,899	2,239,308
Loss from operations	**(1,241,621)**	(1,263,453)
Other		
Grant from the Province of Manitoba	**21,964**	21,769
Grant from The City of Winnipeg (Note 11)	**1,004,276**	1,018,850
NET LOSS AND COMPREHENSIVE LOSS FOR THE YEAR	**(215,381)**	(222,834)
DEFICIT, BEGINNING OF YEAR, as restated (Note 12)	**(1,120,338)**	(897,504)
DEFICIT, END OF YEAR	**$ (1,335,719)**	$ (1,120,338)

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
ANIMAL SERVICES - SPECIAL OPERATING AGENCY

STATEMENT OF CASH FLOWS

For the years ended December 31

	2008	2007 (Restated Note 12)
NET INFLOW (OUTFLOW) OF CASH RELATED TO THE FOLLOWING ACTIVITIES:		
OPERATING		
Net loss for the year	**$ (215,381)**	$ (222,834)
Non-cash items related to operations		
Depreciation	**9,479**	8,349
(Decrease) increase in retirement allowance	**(9,000)**	12,000
Working capital from operations	**(214,902)**	(202,485)
Net change in working capital other than cash assets	**(30,677)**	128,094
	(245,579)	(74,391)
FINANCING		
Increase in Due to The City of Winnipeg - General Revenue Fund	**250,173**	86,030
INVESTING		
Purchase of equipment	**(2,419)**	(6,387)
Increase in cash	**2,175**	5,252
CASH, BEGINNING OF YEAR	**7,334**	2,082
CASH, END OF YEAR	**$ 9,509**	$ 7,334

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
ANIMAL SERVICES - SPECIAL OPERATING AGENCY

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008

1. Description of Business

Animal Services - Special Operating Agency (the "Agency") commenced operations on January 1, 2000. Goals since the establishment of the Agency have been to become financially self-sustaining to the greatest degree possible and to improve both the services provided to the public and the public's perception of Animal Services.

2. Significant Accounting Policies

The financial statements have been prepared on the basis of Canadian generally accepted accounting principles. The financial statements are based on the following significant accounting policies:

Revenue recognition

License revenues are recognized over the license validation period.

Inventory

Inventory is stated at the lower of cost and net realizable value.

Equipment

Equipment is recorded at cost and is depreciated on a straight-line basis over the estimated useful life of the asset using the following annual rates:

Computer equipment	25%
Furniture and other equipment	20%

Deferred revenue

Included in deferred revenue is $24,098 (2007 - $32,130) received from The City of Winnipeg for the purchase of communication equipment. This amount is recognized as income at the same rate that the related assets are being depreciated.

3. Changes in Accounting Policies

On January 1, 2008, the Agency retroactively adopted, without restatement of prior periods, the Canadian Institute of Chartered Accountants ("CICA") Handbook Sections 3862, Financial Instruments – Disclosures; 3863, Financial Instruments – Presentation; and 1535, Capital Disclosures.

The adoption of Sections 3862, Financial Instruments – Disclosures and 3863, Financial Instruments – Presentation is designed to enable users of financial statements to evaluate the significance of financial instruments to an entity’s financial position, performance and cash flows, as well as the nature and extent of risks arising from financial instruments to which an entity is exposed and how those risks are managed.

3. Changes in Accounting Policies (continued)

Section 1535, Capital Disclosures requires entities to disclose qualitative and quantitative information that enables users of financial statements to evaluate the entity's objectives, policies and procedures for managing its capital.

4. Financial Instruments

The Agency's financial assets and liabilities are comprised of cash, accounts receivable, accounts payable and accrued liabilities, vacation and overtime payable, and due to The City of Winnipeg - General Revenue Fund. The Agency is exposed to financial risks arising from its financial assets and liabilities.

Financial instruments are classified into one of the following five categories: held-for-trading, loans and receivables, held-to-maturity, available-for-sale or other liabilities. Initial measurement of financial instruments is at fair value; subsequent measurement and recognition of changes in fair value of financial instruments depends on their initial classification. The Agency's cash is classified as held-for-trading and the accounts receivable are classified as loans and receivables. Accounts payable and accrued liabilities, vacation and overtime payable, and due to The City of Winnipeg - General Revenue Fund have been classified as other liabilities. Financial assets classified as held-for-trading are reported at fair value with changes in fair value recognized in the Statement of Loss and Deficit and transaction costs related to this classification of financial instruments are expensed as incurred. Financial assets and liabilities classified as loans and receivables and other liabilities are measured at amortized cost. The Agency will recognize changes in the fair value of loans and receivables only if realized, or impairment in the value of an asset occurs. The Agency has not classified any financial instrument as held-to-maturity or as available-for-sale. The book value of the Agency's financial assets and liabilities approximates their fair value.

Credit Risk

Credit risk is the risk a customer will fail to perform an obligation or fail to pay amounts due causing a financial loss to the Agency. Financial instruments affected the most by credit risk are accounts receivable.

The Agency does not have significant exposure to credit risk given it does not have a significant amount of accounts receivable or amounts owing by parties related to the Agency. A reasonable allowance for noncollectible amounts is established, which is netted against accounts receivable on the Statement of Financial Position. The Agency does not hold collateral as security for these balances.

Liquidity Risk

Liquidity risk is the risk the Agency will encounter difficulty in meeting obligations associated with financial liabilities. Due to the Agency's relationship with The City of Winnipeg, it can rely upon sufficient financial resources from that source in the event internally generated cash flows or cash flows accessible through external sources are insufficient. Amounts due to The City of Winnipeg - General Revenue Fund are treated as subordinate to other obligations and have no fixed terms of repayment.

Market Risk

Market risk is the risk the Agency is exposed to concerning the fair value or the future cash flows of a financial instrument fluctuating because of changes in market price. For the Agency, the most significant aspect of market risk would be interest risk. The financial instrument affected the most by interest rate risk is The City of Winnipeg - General Revenue Fund.

The Agency's due to The City of Winnipeg - General Revenue Fund is subject to floating interest rates and is used for short term financing, which limits the Agency's exposure to this risk.

5. Capital Management

On January 1, 2008, the Agency adopted the CICA Handbook Section 1535, Capital Disclosures, which requires entities to disclose qualitative and quantitative information that enables users of financial statements to evaluate the entity's objectives, policies and procedures for managing its capital. There is no financial impact to previously reported financial statements as a result of the implementation of this new accounting standard.

The Agency does not have any externally imposed capital requirements requiring compliance.

6. Accounts Receivable

	2008	2007
Trade accounts receivable	**$ 28,405**	$ 45,482
Allowance for doubtful accounts	**(9,650)**	(36,021)
	18,755	9,461
Provincial grant	**22,188**	22,675
	$ 40,943	$ 32,136

7. Due to The City of Winnipeg - General Revenue Fund

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Bank transactions are credited or charged to the "Due to" account when they are processed through the bank. Interest is charged based on The City of Winnipeg's average short-term cost of funds, which is a function of the Bank of Canada rate. The December 31, 2008 interest rate was 1.5% (2007 - 4.2%). City Council approved, in the Agency's 2008 budget, an operating line of credit up to $615,000 from The City of Winnipeg.

During the year, the Agency paid $7,826 (2007 - $1,647) in interest costs.

8. Employee Benefits

a) Retirement allowance

Under the retirement allowance plan, qualifying employees become entitled to a cash payment upon retirement, death or termination of service under certain conditions (not resignation). The costs are actuarially determined using the projected benefit valuation method pro-rated on services and reflects management's best estimate of retirement ages of employees, salary escalation and length of service. In addition, adjustments arising from plan amendment, changes in assumptions and experience gains and losses are amortized on a straight-line basis over 10.0 years, which represents the expected average remaining service life of the employee group. Amortization is calculated beginning in the year following the year of occurrence of the actuarial gains or losses.

The Agency measures its accrued retirement allowance obligation as at December 31 of each year. An actuarial valuation report of the obligation was prepared effective December 31, 2005. The results of this valuation were extrapolated to December 31, 2008.

8. Employee Benefits (continued)

Information about the Agency's retirement allowance benefit plan is as follows:

	2008	2007
Retirement allowance - accrued obligation:		
Balance, beginning of year	**$ 135,000**	$ 139,000
Current service cost	**5,000**	5,000
Interest cost	**6,000**	6,000
Net actuarial gain	**-**	(3,000)
Benefit payments	**(21,000)**	(12,000)
Balance, end of year	**125,000**	135,000
Unamortized net actuarial loss	**(5,000)**	(6,000)
Retirement allowance - accrued liability	**$ 120,000**	$ 129,000

Retirement allowance expense consists of the following:

	2008	2007
Current service cost	**$ 5,000**	$ 5,000
Interest cost	**6,000**	6,000
Amortization of net actuarial loss	**1,000**	1,000
	$ 12,000	$ 12,000

The significant actuarial assumptions adopted in measuring the retirement allowance obligation for the year ended December 31 are as follows:

	2008	2007
Valuation interest rate	**4.80%**	4.70%
General increases in pay	**3.00%**	3.00%

b) Pensions

The Agency's employees are eligible for pension under the Winnipeg Civic Employees' Benefits Program. The City of Winnipeg allocates its pension costs to various departments. During the year, $65,780 (2007 - $63,973) of pension costs were allocated to Animal Services. An actuarial valuation for the Winnipeg Civic Employees' Benefits Program was made as of December 31, 2007 and has an actuarial surplus.

9. Commitments

The Agency and the Winnipeg Humane Society have entered into a contract that is in force from January 1, 2006 to December 31, 2008. Subject to the Winnipeg Humane Society complying with the terms of the agreement, the Agency agrees to pay the Winnipeg Humane Society the sum of $200,000 per year, payable in quarterly installments of $50,000. In addition, the Agency agrees to pay $20 for every spay/neuter that the Winnipeg Humane Society performs up to an annual maximum of $50,000.

10. Related Party Transactions

The Agency is wholly-owned by The City of Winnipeg. Transactions between the Agency and The City of Winnipeg are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

In addition to those disclosed elsewhere in the financial statements, the transactions that occurred are as follows:

Included in the Agency's expenditures is a transfer to The City of Winnipeg Civic Accommodations Fund for rent of $208,532 (2007 - $169,338) and a transfer to The City of Winnipeg - General Revenue Fund for administrative services of $80,396 (2007 - $88,026). Also included are lease costs of $85,116 (2007 - $85,336) to The City of Winnipeg Fleet Management - Special Operating Agency and $69,582 (2007 - $69,582) for general government charges that has been paid to the City of Winnipeg - General Revenue Fund, which represents the estimated share of The City of Winnipeg's general expenses applicable to the Agency.

11. Grant from The City of Winnipeg

This year, the general grant from The City of Winnipeg decreased by 1.43% or $14,574 to $1,004,276. This follows a decrease in 2007 of 0.12%.

2004	$ 950,000
2005	895,877
2006	1,020,101
2007	1,018,850
2008	1,004,276

12. Correction of Prior Period Error

During 2008, it was discovered that the vacation liability was incorrectly calculated. The correction was accounted for retroactively with restatement of all prior periods reported. The effect of these changes on the 2007 comparative figures are as follows:

Financial Statement Item	Previously Reported	Change	Balance as Restated
Statement of Financial Position			
Accounts payable and accrued liabilities	$ 106,040	$ 2,796	$ 108,836
Vacation and overtime payable	$ 52,790	$ 52,386	$ 105,176
Deficit	$ (1,065,156)	$ (55,182)	$ (1,120,338)
Statement of Loss and Deficit			
Salaries and benefits	$ 1,253,781	$ 55,182	$ 1,308,963
Statement of Cash Flows			
Net loss for the year	$ (167,652)	$ (55,182)	$ (222,834)
Net change in working capital other than cash assets	$ 72,912	$ 55,182	$ 128,094

13. Comparative Figures

Certain comparative figures have been reclassified to conform with the current year's presentation.

THE CITY OF WINNIPEG
GOLF SERVICES - SPECIAL OPERATING AGENCY

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)

	2008	2007
ASSETS		
Current		
Accounts receivable	**$ 257**	$ 67
Inventory	**56**	51
Prepaid expenses	**5**	5
	318	123
Capital assets (Note 6)	**23,476**	23,479
	$ 23,794	$ 23,602
LIABILITIES		
Current		
Due to The City of Winnipeg - General Revenue Fund (Note 7)	**$ 3,042**	$ 2,008
Accounts payable and accrued liabilities	**53**	82
Deferred revenue	**57**	43
Vacation payable	**52**	49
Current portion of long-term debt (Note 8)	**94**	87
	3,298	2,269
Retirement allowance (Note 9a)	**169**	161
Environmental liability (Note 10)	**30**	-
Long-term debt - The City of Winnipeg (Note 8)	**3,953**	3,774
	7,450	6,204
SURPLUS		
Contributed surplus	**20,574**	20,574
Deficit	**(4,230)**	(3,176)
	16,344	17,398
	$ 23,794	$ 23,602

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
GOLF SERVICES - SPECIAL OPERATING AGENCY

STATEMENT OF OPERATIONS AND DEFICIT

For the years ended December 31
(in thousands of dollars)

	2008	2007
REVENUES		
Green fees	**$ 1,831**	$ 1,985
Equipment rentals	**258**	247
Net revenue from leasing operations	**120**	121
Merchandise sales	**111**	107
Other	**68**	27
Concessions	**37**	101
Total Revenues	**2,425**	2,588
EXPENSES		
Salaries and employee benefits (Note 9)	**1,295**	1,359
Services (Note 11)	**620**	569
Debt, finance charges and interest (Notes 7 and 8)	**320**	308
Municipal tax equivalency charge (Note 12)	**281**	272
Amortization	**277**	265
Material, parts and supplies	**263**	278
Provision for doubtful accounts	**78**	36
Rent (Note 11b)	**17**	17
Total Expenses	**3,151**	3,104
Net loss and comprehensive loss for the year from operations	**(726)**	(516)
DEFICIT, BEGINNING OF YEAR	**(3,176)**	(2,355)
Transfer to The City of Winnipeg - General Revenue Fund	**(328)**	(305)
DEFICIT, END OF YEAR	**$ (4,230)**	$ (3,176)

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
GOLF SERVICES - SPECIAL OPERATING AGENCY

STATEMENT OF CASH FLOWS

For the years ended December 31
(in thousands of dollars)

NET INFLOW (OUTFLOW) OF CASH RELATED TO THE FOLLOWING ACTIVITIES:

	2008	2007
OPERATING		
Net loss for the year	**$ (726)**	$ (516)
Non-cash items related to operations		
Increase in retirement allowance	**8**	9
Increase in environmental liability	**30**	-
Amortization	**277**	265
Working capital from operations	**(411)**	(242)
Net change in working capital	**(207)**	35
	(618)	(207)
FINANCING		
Increase in due to The City of Winnipeg - General Revenue Fund	**1,034**	572
Increase (decrease) in long-term debt - The City of Winnipeg	**186**	(48)
Transfer to The City of Winnipeg - General Revenue Fund	**(328)**	(305)
	892	219
INVESTING		
Purchase of capital assets	**(274)**	(12)
CASH, END OF YEAR	**$ -**	$ -

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
GOLF SERVICES - SPECIAL OPERATING AGENCY

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)

1. Description of Business

On February 23, 2000, City Council directed that a Business Plan and Operating Charter for a Golf Services - Special Operating Agency (the "Agency") be prepared and further that the municipal golf course operations be realigned under the purview of the Planning, Property and Development Department.

The Agency manages the golf courses operated by the City of Winnipeg and administers the agreements for those courses under lease or contract to other parties. The intent of the Agency is to maximize the annual return to The City of Winnipeg on golf operations and ensure the long-term sustainability of the City's golf course assets.

The Agency commenced operations on January 1, 2002.

2. Significant Accounting Policies

The preparation of periodic financial statements necessarily involves the use of estimates and approximations because the precise determination of financial data frequently depends on future events. These financial statements have been prepared by management within reasonable limits of materiality and within the framework of the significant accounting policies summarized below.

The financial statements have been prepared on the basis of Canadian generally accepted accounting principles and include the following significant accounting policies:

Inventory

Inventory is recorded at the lower of cost and net realizable value. The amount of inventory expensed during the year was $60 thousand.

Capital assets

Land and buildings are stated at assessed values as of January 1, 2002, which were determined by The City of Winnipeg Assessment and Taxation Department. All golf course improvements incurred up to January 1, 2002 are assumed to be fully amortized. Equipment on hand as at January 1, 2002 is recorded at its estimated net realizable value on that date. Subsequent acquisitions are recorded at cost.

Capital assets are amortized over their estimated useful lives using the following rates and methods:

Building	4%	Straight-line
Equipment	10%	Straight-line
Golf course improvements	5%	Straight-line

Revenue recognition

Green fees and equipment rentals income are recognized when the services are provided. Sale of goods are recorded when the customer receives the product. Income from prepaid passes is recognized in the year in which the rounds are played. Any sales of prepaid passes that have not yet been redeemed are included in deferred revenue.

3. Changes in Accounting Policies

On January 1, 2008, the Agency retroactively adopted, without restatement of prior periods, the Canadian Institute of Chartered Accountants ("CICA") Handbook Sections 3862, Financial Instruments – Disclosures; 3863, Financial Instruments – Presentation; and 1535, Capital Disclosures. The Agency has also adopted CICA Handbook Section 3031, Inventories.

The adoption of Sections 3862, Financial Instruments – Disclosures and 3863, Financial Instruments – Presentation is designed to enable users of financial statements to evaluate the significance of financial instruments to an entity's financial position, performance and cash flows, as well as the nature and extent of risks arising from financial instruments to which an entity is exposed and how those risks are managed.

Section 1535, Capital Disclosures requires entities to disclose qualitative and quantitative information that enables users of financial statements to evaluate the entity's objectives, policies and procedures for managing its capital.

Section 3031, Inventories provides guidance on measurement and disclosure requirements for inventories. The adoption of these new recommendations had no impact on the Agency's financial statements.

4. Financial Instruments

The Agency's financial assets and liabilities are comprised of accounts receivable, due to The City of Winnipeg - General Revenue Fund, accounts payable and accrued liabilities, vacation payable and long-term debt. The Agency is exposed to financial risks arising from its financial assets and liabilities.

Financial instruments are classified into one of the following five categories: held-for-trading, loans and receivables, held-to-maturity, available-for-sale or other liabilities. Initial measurement of financial instruments is at fair value; subsequent measurement and recognition of changes in fair value of financial instruments depends on their initial classification. The Agency's accounts receivable are classified as loans and receivables. Due to The City of Winnipeg - General Revenue Fund, accounts payable and accrued liabilities, vacation payable and long-term debt have been classified as other liabilities. Financial assets and liabilities classified as loans and receivables and other liabilities are measured at amortized cost. The Agency will recognize changes in the fair value of loans and receivables only if realized, or impairment in the value of an asset occurs. The Agency has not classified any financial instrument as held-for-trading, held-to-maturity or available-for-sale. The book value of the Agency's financial assets and liabilities approximates their fair value.

Credit Risk

Credit risk is the risk a customer will fail to perform an obligation or fail to pay amounts due causing a financial loss to the Agency. Financial instruments affected the most by credit risk are accounts receivable.

The Agency does not have significant exposure to credit risk given it does not have a significant amount of accounts receivable or amounts owing by parties related to the Agency. A reasonable allowance for noncollectible amounts is established, which is netted against accounts receivable on the Statement of Financial Position. The Agency does not hold collateral as security for these balances.

4. Financial Instruments (continued)

Liquidity Risk

Liquidity risk is the risk the Agency will encounter difficulty in meeting obligations associated with financial liabilities. Due to the Agency's relationship with The City of Winnipeg, it can rely upon sufficient financial resources from that source in the event internally generated cash flows or cash flows accessible through external sources are insufficient. Amounts due to The City of Winnipeg - General Revenue Fund are treated as subordinate to other obligations and have no fixed terms of repayment.

Market Risk

Market risk is the risk the Agency is exposed to concerning the fair value or the future cash flows of a financial instrument fluctuating because of changes in market price. For the Agency, the most significant aspect of market risk would be interest rate risk. Financial instruments affected mostly by interest rate risk are long-term debt and due to The City of Winnipeg - General Revenue Fund.

As the Agency's long-term debt is comprised entirely of fixed rate instruments, the Agency is not exposed to this risk. The Agency's due to The City of Winnipeg - General Revenue Fund is subject to floating interest rates and is used for short term financing, which limits the Agency's exposure to this risk.

5. Capital Management

On January 1, 2008, the Agency adopted the CICA Handbook Section 1535, Capital Disclosures, which requires entities to disclose qualitative and quantitative information that enables users of financial statements to evaluate the entity's objectives, policies and procedures for managing its capital. There is no financial impact to previously reported financial statements as a result of the implementation of this new accounting standard.

The Agency does not have any externally imposed capital requirements requiring compliance.

6. Capital Assets

	Cost	Accumulated Amortization	Net Book Value 2008	2007
Land	**$ 20,376**	**$ -**	**$ 20,376**	$ 20,376
Building	**2,540**	**710**	**1,830**	1,931
Equipment	**1,556**	**823**	**733**	714
Golf course improvements	**625**	**88**	**537**	458
	$ 25,097	**$ 1,621**	**$ 23,476**	$ 23,479

7. Due to The City of Winnipeg - General Revenue Fund

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, the Agency does not have a bank account. Bank transactions are credited or charged to the "Due (to)/from" account when they are processed through the bank. Interest is credited or charged based on The City of Winnipeg's average short-term earnings (cost of funds) on the single bank account. The limit of this line of credit is $3 million at a varying overnight rate that is a function of the Bank of Canada rate. As of December 31, 2008, the rate was 1.5% (2007 - 4.2%). The interest paid in 2008 was $66 thousand (2007 - $61 thousand).

8. Long-Term Debt - The City of Winnipeg

	2008	2007
Golf Course Reserve		
Golf course improvement loans, interest at 6%, with principal repayments scheduled over 10 years, commencing in:		
- 2004	**$ 43**	$ 50
- 2005	**50**	57
- 2006	**87**	97
- 2007	**207**	226
- 2008	**282**	305
- 2009	**13**	13
- 2010	**274**	-
	956	748
General Revenue Fund		
Start-up loan, interest at 6%, repayable in annual payments of $208 thousand, including interest and principal	**3,091**	3,113
	4,047	3,861
Current portion of long-term debt	**(94)**	(87)
	$ 3,953	$ 3,774

a) Principal repayments due within the next five years and thereafter are as follows:

2009	$ 94
2010	121
2011	128
2012	136
2013	144
Thereafter	3,424
	$ 4,047

b) Interest on the golf course improvement loans during the year was $53 thousand (2007 - $47 thousand) and has been paid to the Golf Course Reserve.

Interest on the start-up loan was $187 thousand (2007 - $188 thousand) during the year and has been paid to the General Revenue Fund.

c) Cash paid for interest during the year was $240 thousand (2007 - $235 thousand).

9. Employee Benefits

a) Retirement allowance

Under the retirement allowance plan, qualifying employees become entitled to a cash payment upon retirement, death or termination of service under certain conditions (not resignation). The costs are actuarially determined using the projected benefit valuation method pro-rated on services and reflects management's best estimate of retirement ages of employees, salary escalation and length of service. In addition, adjustments arising from plan amendment, changes in assumptions and experience gains and losses are amortized on a straight-line basis over 11.2 years, which represents the expected average remaining service life of the employee group. Amortization is calculated beginning in the year following the year of occurrence of the actuarial gains or losses.

9. Employee Benefits (continued)

The Agency measures its accrued retirement allowance obligation as at December 31 of each year. An actuarial valuation report of the obligation was prepared effective December 31, 2005. The results of this valuation were extrapolated to December 31, 2008.

Information about the Agency's retirement allowance benefit plan is as follows:

	2008	2007
Retirement allowance - accrued obligation:		
Balance, beginning of year	**$ 142**	$ 134
Current service cost	**4**	5
Interest cost	**7**	6
Net actuarial gain	**(1)**	(3)
Balance, end of year	**152**	142
Unamortized net actuarial gain	**17**	19
Retirement allowance - accrued liability	**$ 169**	$ 161

Retirement allowance expense consists of the following:

	2008	2007
Current service cost	**$ 4**	$ 5
Interest cost	**7**	6
Amortization of net actuarial gain	**(3)**	(2)
	$ 8	$ 9

The significant actuarial assumptions adopted in measuring the retirement allowance obligation for the year ended December 31 are as follows:

	2008	2007
Valuation interest rate	**4.80%**	4.70%
General increases in pay	**3.00%**	3.00%

b) Pension

The Agency's employees are eligible for pensions under the Winnipeg Civic Employees' Benefits Program. The Plan is a defined benefit plan. The City of Winnipeg allocates its pension costs to various departments. During the year $54 thousand (2007 - $57 thousand) of pension costs were allocated to the Agency. An actuarial valuation for the Winnipeg Civic Employees' Benefits Program was made as of December 31, 2007 and has an actuarial surplus.

10. Environmental Liability

The Agency has included an estimate of the cost to remediate a fuel site. A third party has estimated the cost at $30 thousand.

11. Related Party Transactions

The Agency is wholly-owned by The City of Winnipeg. Transactions between the Agency and The City of Winnipeg are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

In addition to those disclosed elsewhere in the financial statements, the transactions that occurred to the Agency's revenues/expenses are as follows:

a) In Services, an amount of $63 thousand (2007 - $61 thousand) for general government charges has been included and paid to the General Revenue Fund, which represents the estimated share of The City of Winnipeg's general expenses applicable to the Agency;

b) An amount of $17 thousand (2007 - $17 thousand) has been charged by The City of Winnipeg Civic Accommodations Fund for the rental of office space;

c) An amount of $118 thousand (2007 - $48 thousand) has been charged by The City of Winnipeg General Revenue Fund for various supporting services provided by The City of Winnipeg Planning, Property and Development Department;

d) An amount of $114 thousand (2007 - $91 thousand) has been charged by the City of Winnipeg Building Services Fund for services provided at the various golf courses; and

e) An amount of $19 thousand (2007 - $20 thousand) has been charged by The City of Winnipeg Fleet Management - Special Operating Agency for insurance and rental on vehicles owned/leased by the Agency.

12. Municipal Tax Equivalency Charge

Municipal realty tax equivalency charges are applicable to the five facilities owned and previously operated by The City of Winnipeg - Windsor, Kildonan, Crescent Drive, Harbour View and John Blumberg. These charges are based on estimated assessments and the mill rate that would have been applicable had these facilities been privately owned. Estimated business tax equivalency amounts are also included with respect to the three facilities operated entirely by the Agency, based on rates applicable to private golf course businesses. The municipal tax equivalency charge also includes payroll tax of $25 thousand (2007 - $25 thousand).



THE CITY OF WINNIPEG
FLEET MANAGEMENT - SPECIAL OPERATING AGENCY

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)

	2008	2007
ASSETS		
Current		
Due from The City of Winnipeg - General Revenue Fund (Note 6)	**$ -**	$ 289
Accounts receivable	**282**	149
Inventory (Note 7)	**1,736**	1,511
Prepaid expenses	**245**	243
	2,263	2,192
Capital assets (Note 8)	**63,914**	47,643
	$ 66,177	$ 49,835
LIABILITIES		
Current		
Due to The City of Winnipeg - General Revenue Fund (Note 6)	**$ 19,741**	$ -
Accounts payable and accrued liabilities	**2,535**	482
Vacation payable	**542**	591
Current portion of long-term debt (Note 9)	**3,403**	14,406
	26,221	15,479
Long-term debt (Note 9)	**23,975**	27,000
Deferred revenue	**1,292**	2,135
Retirement allowance (Note 10a)	**572**	633
Environmental liability (Note 11)	**420**	420
Asset retirement obligations (Note 12)	**182**	176
	26,441	30,364
	52,662	45,843
Commitments (Note 13)		
SURPLUS		
Contributed surplus (Note 14e)	**11,425**	390
Retained earnings	**2,090**	3,602
	13,515	3,992
	$ 66,177	$ 49,835

See accompanying notes and schedule to the financial statements

THE CITY OF WINNIPEG
FLEET MANAGEMENT - SPECIAL OPERATING AGENCY

STATEMENT OF OPERATIONS AND RETAINED EARNINGS

For the years ended December 31
(in thousands of dollars)

	2008	2007
REVENUES		
Fleet leases	**$ 17,954**	$ 15,475
Fuel sales	**8,276**	6,542
Services and parts revenue (Schedule 1)	**7,371**	7,308
Rental income	**2,507**	2,715
Gain on sale of capital assets	**736**	465
Amortization of deferred revenue	**540**	870
Total Revenues	**37,384**	33,375
EXPENSES		
Supplies	**10,029**	8,076
Services	**9,155**	8,216
Salaries and employee benefits	**7,374**	7,012
Amortization (Note 15)	**6,979**	6,500
Interest (Note 9)		
Short-term	**105**	72
Long-term	**1,363**	802
Other	**771**	552
Total Expenses	**35,776**	31,230
Net income and comprehensive income for the year	**1,608**	2,145
RETAINED EARNINGS, BEGINNING OF YEAR	**3,602**	2,951
Transfer to The City of Winnipeg - General Revenue Fund (Note 14g)	**(3,120)**	(1,494)
RETAINED EARNINGS, END OF YEAR	**$ 2,090**	$ 3,602

See accompanying notes and schedule to the financial statements

THE CITY OF WINNIPEG
FLEET MANAGEMENT - SPECIAL OPERATING AGENCY

STATEMENT OF CASH FLOWS

For the years ended December 31
(in thousands of dollars)

NET INFLOW (OUTFLOW) OF CASH RELATED TO THE FOLLOWING ACTIVITIES:

	2008	2007
OPERATING		
Net income for the year	**$ 1,608**	$ 2,145
Non-cash items related to operations		
Amortization	**6,979**	6,500
Amortization of deferred revenue	**(540)**	(870)
Gain on sale of capital assets	**(736)**	(465)
Retirement allowance	**(61)**	(22)
Accretion expense	**6**	7
Working capital from operations	**7,256**	7,295
Net change in working capital	**1,341**	(462)
	8,597	6,833
FINANCING		
Increase in Due to/from The City of Winnipeg - General Revenue Fund	**20,030**	2,103
Proceeds from term loans	**-**	13,500
Repayment of term loans	**(2,883)**	(1,316)
Repayment of debt - The City of Winnipeg	**(110)**	(5,165)
Transfer to The City of Winnipeg - General Revenue Fund	**(3,120)**	(1,494)
	13,917	7,628
INVESTING		
Purchase of capital assets	**(23,579)**	(15,429)
Decrease in loan receivable	**-**	87
Proceeds from sale of capital assets	**1,065**	880
	(22,514)	(14,462)
Increase (decrease) in cash	**-**	(1)
CASH, BEGINNING OF YEAR	**-**	1
CASH, END OF YEAR	**$ -**	$ -

See accompanying notes and schedule to the financial statements

THE CITY OF WINNIPEG
FLEET MANAGEMENT - SPECIAL OPERATING AGENCY

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)

1. Commencement of Operations

On May 28, 2003, City Council adopted the Fleet Management Agency Selection Report, that recommended the Equipment and Material Services operation of the Public Works Department commence operations as a Special Operating Agency (the "Agency") effective January 1, 2003.

The Agency provides economical, state-of-the-art, safe and eco-friendly fleet vehicle, equipment and other asset management services to The City of Winnipeg and other public sector organizations, in support of their service delivery.

2. Significant Accounting Policies

The financial statements have been prepared on the basis of Canadian generally accepted accounting principles and include the following significant accounting policies:

Estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions. These estimates and assumptions are based on the Agency's best information and judgment and may differ significantly from actual results.

Inventory

Inventory is recorded at the lower of cost and net realizable value.

Capital assets

Capital assets, other than land and buildings, transferred from The City of Winnipeg on January 1, 2003 are recorded at their estimated net realizable value on that date. Subsequent acquisitions are recorded at cost. Land and buildings are stated at assessed values as of January 1, 2003, which were determined by The City of Winnipeg Assessment and Taxation Department.

Capital assets are amortized on the basis of their cost less approximate residual value over their estimated useful lives using the following rates and methods:

Buildings	4% to 8%	Straight-line
Fleet assets		
Acquired at start-up	30%	Declining balance
Purchased	Lease term	Straight-line
Equipment	3% to 30%	Straight-line

Amortization begins once an asset is placed into service.

2. Significant Accounting Policies (continued)

Revenue recognition

The Agency enters into operating lease agreements to supply and maintain vehicles and equipment to lessees for specified lease periods. The Agency recognizes the monthly lease payments from the lessees as income each month. Services and parts revenue, including insurance and fuel sales, are recognized upon the completion of the work or transfer of the goods or service. Revenue from short-term rentals of vehicles or equipment is recognized as income evenly over the rental period.

Deferred revenue

Deferred revenue represents the value of fleet assets acquired from The City of Winnipeg at start-up. This amount is recognized as income at the same rate that the related assets are being amortized.

In addition, certain user charges and fees are collected for which the related services have yet to be performed. These amounts are recognized as revenue in the fiscal year in which services are performed.

Asset retirement obligations

Asset retirement obligations are measured initially at fair value in the period in which the obligations are incurred, provided that a reasonable estimate of the fair value can be made. The retirement cost is added to the carrying amount of the related asset. In subsequent periods, the retirement cost is amortized over the useful life of the asset and the carrying value of the liability is increased to recognize increases in the liability's present value with the passage of time.

3. Changes in Accounting Policies

On January 1, 2008, the Agency retroactively adopted, without restatement of prior periods, the Canadian Institute of Chartered Accountants ("CICA") Handbook Sections 3862, Financial Instruments – Disclosures; 3863, Financial Instruments – Presentation; and 1535, Capital Disclosures. The Agency has also adopted CICA Handbook Section 3031, Inventory.

The adoption of Sections 3862, Financial Instruments – Disclosures and 3863, Financial Instruments – Presentation is designed to enable users of financial statements to evaluate the significance of financial instruments to an entity’s financial position, performance and cash flows, as well as the nature and extent of risks arising from financial instruments to which an entity is exposed and how those risks are managed.

Section 1535, Capital Disclosures, requires entities to disclose qualitative and quantitative information that enables users of financial statements to evaluate the entity’s objectives, policies and procedures for managing its capital.

Section 3031, Inventories, provides guidance on measurement and disclosure requirements for inventories.

The adoption of these new recommendations had no impact on the Agency's financial statements.

4. Financial Instruments

The Agency’s financial assets and liabilities are comprised of accounts receivable, due to The City of Winnipeg - General Revenue Fund, accounts payable and accrued liabilities, vacation payable and long-term debt. The Agency is exposed to financial risks arising from its financial assets and liabilities.

4. Financial Instruments (continued)

Financial instruments are classified into one of the following five categories: held-for-trading, loans and receivables, held-to-maturity, available-for-sale or other liabilities. Initial measurement of financial instruments is at fair value; subsequent measurement and recognition of changes in fair value of financial instruments depends on their initial classification. The Agency's accounts receivable are classified as loans and receivables. Due to The City of Winnipeg - General Revenue Fund, accounts payable and accrued liabilities, vacation payable and long-term debt have been classified as other liabilities.

Financial assets and liabilities classified as loans and receivables and other liabilities are measured at amortized cost. The Agency will recognize changes in the fair value of loans and receivables only if realized, or impairment in the value of an asset occurs. The Agency has not classified any financial instrument as held-for-trading, held-to-maturity or available-for-sale. The book value of the Agency's financial assets and liabilities approximates their fair value.

Credit Risk

Credit risk is the risk a customer will fail to perform an obligation or fail to pay amounts due causing a financial loss to the Agency. The financial instrument affected the most by credit risk are accounts receivable.

The Agency does not have significant exposure to credit risk given it does not have a significant amount of accounts receivable. A reasonable allowance for noncollectible amounts is established, which is netted against accounts receivable on the Statement of Financial Position. The Agency does not hold collateral as security for these balances.

Liquidity Risk

Liquidity risk is the risk the Agency will encounter difficulty in meeting obligations associated with financial liabilities. Due to the Agency's relationship with The City of Winnipeg, it can rely upon sufficient financial resources from that source in the event internally generated cash flows or cash flows accessible through external sources are insufficient. Amounts due to The City of Winnipeg - General Revenue Fund are treated as subordinate to other obligations and have no fixed terms of repayment. The Agency's most recent business plan indicates that cash resources will be sufficient to meet its obligations.

Market Risk

Market risk is the risk the Agency is exposed to concerning the fair value of future cash flows of a financial instrument fluctuating because of changes in market price. For the Agency, the most significant aspect of market risk would be interest rate risk. Financial instruments affected the most by interest rate risk are long-term debt and due to The City of Winnipeg - General Revenue Fund.

As the Agency’s long-term debt is comprised entirely of fixed rate instruments, the Agency is not exposed to this risk. The Agency's due to The City of Winnipeg - General Revenue Fund is subject to floating interest rates and is used for short term financing, which limits the Agency's exposure to this risk.

5. Capital Management

On January 1, 2008, the Agency adopted the CICA Handbook Section 1535, Capital Disclosures, which requires entities to disclose qualitative and quantitative information that enables users of financial statements to evaluate the entity’s objectives, policies and procedures for managing its capital. There is no financial impact to previously reported financial statements as a result of the implementation of this new accounting standard.

The Agency does not have any externally imposed capital requirements requiring compliance.

6. Due to/from The City of Winnipeg - General Revenue Fund

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, the Agency does not have a bank account. Bank transactions are credited or charged to the "Due (to)/from" account when they are processed through the bank. Interest is credited or charged based on The City of Winnipeg's average short-term cost of funds, which is a function of the Bank of Canada rate. The December 31, 2008 effective interest rate was 1.5% (2007 - 4.3%). As well, the Agency has negotiated an operating line of credit up to $300 thousand and a line of credit for short-term financing from The City of Winnipeg.

Funds were advanced during the year as short-term bridge financing between the time when cash is needed and term financing is arranged for capital acquisitions.

Interest paid to The City of Winnipeg - General Revenue Fund was $106 thousand (2007 - $72 thousand)

7. Inventory

The amount of inventory expensed during the year was $8,177 thousand. Inventory totalling $63 thousand was also written off during the year.

8. Capital Assets

	Cost	Accumulated Amortization	Net Book Value 2008	2007
Land	**$ 390**	**$ -**	**$ 390**	$ 390
Buildings	**3,413**	**541**	**2,872**	2,979
Fleet assets				
Acquired at start-up	**9,932**	**8,763**	**1,169**	1,914
Purchased	**75,541**	**18,659**	**56,882**	41,298
Equipment	**4,093**	**1,492**	**2,601**	1,062
	$ 93,369	**$ 29,455**	**$ 63,914**	$ 47,643

The net book value of fleet assets not yet in service is $3,513 thousand (2007 - $1,619 thousand), and equipment not yet in service is $1,570 thousand (2007 - $nil).

9. Long-term Debt

Lender	Maturity Dates	Interest Rate	2008	2007
Royal Bank of Canada (Note 9b)	2011 - 2019	4.53% - 5.20%	**$ 27,000**	$ 29,883
The City of Winnipeg Equipment and Material Services - non-interest bearing, no repayment schedule (Note 14e)			**-**	1,148
The City of Winnipeg - non-interest bearing, no repayment schedule (Notes 9c and 14e)			**378**	10,375
			27,378	41,406
Current portion of long-term debt			**(3,403)**	(14,406)
			$ 23,975	$ 27,000

9. Long-term Debt (continued)

a) Principal repayments due within the next five years and thereafter are as follows:

2009	$ 3,403
2010	3,173
2011	3,327
2012	3,038
2013	3,072
Thereafter	11,365
	$ 27,378

b) The Agency has a revolving facility by way of a series of term loans in the amount of $35,000 thousand. The term loans bear a fixed rate of interest quoted by the bank at the time of each borrowing. As at December 31, 2008, $27,000 thousand (2007 - $29,883 thousand) was outstanding under this facility. The effective interest rate at December 31, 2008 was 5.0% (2007 - 4.6%).

c) On May 28, 2003, City Council approved the transfer of the Equipment Replacement Reserve Fund balance at January 1, 2003 to the Agency, to be used as a source of financing for fleet replacement, thereby resulting in the termination of the Fund at January 1, 2003. On January 1, 2008 the Agency's long-term debt due to The City of Winnipeg, excluding funds specified for communications equipment, was transferred to contributed surplus (Note 14e).

d) Cash paid for interest during the year is $1,471 thousand (2007 - $786 thousand).

10. Employee Benefits

a) Retirement allowance

Under the retirement allowance plan, qualifying employees become entitled to a cash payment upon retirement, death or termination of service under certain conditions (not resignation). The costs are actuarially determined using the projected benefit valuation method pro-rated on services and reflects management's best estimate of retirement ages of employees, salary escalation and length of service. In addition, adjustments arising from plan amendment, changes in assumptions and experience gains and losses are amortized on a straight-line basis over 10.4 years, which represents the expected average remaining service life of the employee group. Amortization is calculated beginning in the year following the year of occurrence of the actuarial gains or losses.

The Agency measures its accrued retirement allowance obligation as at December 31 of each year. An actuarial valuation report of the obligation was prepared effective December 31, 2005. The results of this valuation were extrapolated to December 31, 2008.

10. Employee Benefits (continued)

Information about the Agency's retirement allowance benefit plan is as follows:

	2008	2007
Retirement allowance - accrued obligation:		
Balance, beginning of year	**$ 618**	$ 652
Current service cost	**33**	31
Interest cost	**27**	28
Net actuarial gain	**(3)**	(12)
Benefit payments	**(120)**	(81)
Balance, end of year	**555**	618
Unamortized net actuarial gain	**17**	15
Retirement allowance - accrued liability	**$ 572**	$ 633

Retirement allowance expense consists of the following:

	2008	2007
Current service cost	**$ 33**	$ 31
Interest cost	**27**	28
Amortization of net actuarial gain	**(1)**	-
	$ 59	$ 59

The significant actuarial assumptions adopted in measuring the retirement allowance obligation for the year ended December 31 are as follows:

	2008	2007
Valuation interest rate	**4.80%**	4.70%
General increases in pay	**3.00%**	3.00%

b) Pension

The Agency's employees are eligible for pensions under the Winnipeg Civic Employees' Benefits Program. The Plan is a defined benefit plan. The City of Winnipeg allocates its pension costs to various departments. During the year, $425 thousand (2007 - $397 thousand) of pension costs were allocated to the Agency. An actuarial valuation for the Winnipeg Civic Employees' Benefits Program was made as of December 31, 2007 and has an actuarial surplus.

11. Environmental Liability

The Agency has included an estimate of the cost to remediate fuel sites. A third party has estimated the cost at $420 thousand (2007 - $420 thousand).

12. Asset Retirement Obligations

Asset retirement obligations have been recognized for the decommissioning of the Agency's petroleum storage tank systems. The Agency estimated the amount to settle the asset retirement obligations which will be incurred prior to December 31, 2009 for decommissioning seven petroleum tank systems. The estimates are based on a third party engineering firm valuation. Funds have not been set aside to settle the asset retirement obligations.

12. Asset Retirement Obligations (continued)

Asset retirement obligations are as follows:

	2008	2007
Balance, beginning of year	**$ 176**	$ 169
Accretion expense	**6**	7
Balance, end of year	**$ 182**	$ 176

13. Commitments

The Agency has entered into lease agreements mainly for the lease of fleet equipment. Future minimum lease payments are as follows:

	Operating Leases
2009	$ 878
2010	688
2011	484
2012	111
2013	-
	$ 2,161

14. Related Party Transactions

The Agency is wholly-owned by The City of Winnipeg. Transactions between the Agency and The City of Winnipeg are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

The Agency is economically dependent on The City of Winnipeg, as it derives most of its revenue from The City of Winnipeg.

In addition to those disclosed elsewhere in the financial statements, the transactions that occurred are as follows:

a) Revenues include sales of goods and services of $34,217 thousand (2007 - $30,039 thousand) to The City of Winnipeg.

b) An amount of $215 thousand (2007 - $179 thousand) has been transferred to the Civic Accommodations Fund for the rental of office and garage space.

c) An amount of $369 thousand (2007 - $325 thousand) has been transferred to the Public Works Department - General Revenue Fund for operator training services.

d) During the year, transfers were made to The City of Winnipeg Funds for miscellaneous services as follows:

	2008	2007
General Revenue Fund	**$ 147**	$ 251
Winnipeg Parking Authority - Special Operating Agency	**-**	1
	$ 147	$ 252

14. Related Party Transactions (continued)

e) During the year, changes to The City of Winnipeg loans were due to the following:

	2008	2007
Transfers to/from:		
General Revenue Fund	**$ (110)**	$ 4,836
Building Services Fund	**-**	8
Animal Services - Special Operating Agency	**-**	6
	(110)	4,850
Transfers to contributed surplus:		
The City of Winnipeg Equipment and Material Services	**(1,148)**	-
The City of Winnipeg	**(9,887)**	-
	$ (11,145)	$ 4,850

On November 21, 2007, City Council adopted the Agency's 2008 Selection Report (Business Plan Summary) thereby approving the transfer of the Agency's long-term debt due to The City of Winnipeg to contributed surplus.

f) During the year, transfers were made to The City of Winnipeg Funds for insurance rebates as follows:

	2008	2007
General Revenue Fund	**$ 75**	$ -
Waterworks System	**6**	-
Sewage Disposal System	**6**	-
Building Services Fund	**3**	-
Transit System	**3**	-
Animal Services - Special Operating Agency	**1**	-
Winnipeg Parking Authority - Special Operating Agency	**1**	-
Solid Waste Disposal	**1**	-
	$ 96	$ -

g) Transfer to The City of Winnipeg - General Revenue Fund

An amount of $3,120 thousand (2007 - $1,494 thousand) was transferred to The City of Winnipeg - General Revenue Fund as a return on investment.

15. Change in Accounting Estimate

As of January 1, 2008, the Agency revised the estimated useful lives and residual values of fleet assets on a prospective basis. This change resulted in a decrease of $851 thousand to amortization expense in the current year as estimated useful lives were extended from an average of five years to seven years.

THE CITY OF WINNIPEG
FLEET MANAGEMENT - SPECIAL OPERATING AGENCY

Schedule 1

SCHEDULE OF SERVICES AND PARTS REVENUE

For the years ended December 31
(in thousands of dollars)

	2008	2007
Consumables and corrective maintenance	**$ 3,840**	$ 3,333
Insurance revenue	**1,553**	1,488
Power tools	**672**	656
Manufacturing sales	**435**	544
Autopac rebate	**381**	370
Other	**353**	761
Provincial support grant	**130**	132
Interest	**7**	24
	$ 7,371	$ 7,308

THE CITY OF WINNIPEG
WINNIPEG PARKING AUTHORITY - SPECIAL OPERATING AGENCY

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)

	2008	2007
ASSETS		
Current		
Cash	**$ 72**	$ 7
Accounts receivable, net	**2,039**	1,670
Inventory	**133**	155
	2,244	1,832
Property, equipment and leasehold improvements (Note 6)	**16,629**	14,661
	$ 18,873	$ 16,493
LIABILITIES		
Current		
Due to The City of Winnipeg - General Revenue Fund (Note 7)	**$ 9,286**	$ 8,829
Accounts payable and accrued liabilities	**295**	648
Vacation payable	**148**	106
Customer deposits	**7**	7
Current portion of long-term debt (Note 8)	**13,012**	12,939
	22,748	22,529
Retirement allowance (Note 9b)	**87**	95
Long-term debt (Note 8)	**3,910**	1,929
	3,997	2,024
	26,745	24,553
CAPITAL DEFICIENCY		
Contributed surplus	**172**	172
Deficit	**(8,044)**	(8,232)
	(7,872)	(8,060)
	$ 18,873	$ 16,493

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
WINNIPEG PARKING AUTHORITY - SPECIAL OPERATING AGENCY

STATEMENT OF OPERATIONS AND DEFICIT

For the years ended December 31
(in thousands of dollars)

	2008	2007
REVENUES		
Enforcement (Note 10)	**$ 6,030**	$ 5,242
Parking fees (Note 12a)		
Winnipeg Square parkade	**2,564**	2,431
Millennium Library parkade	**1,317**	1,157
Civic Centre parkade	**752**	616
Surface parking lots	**746**	790
Meters	**2,989**	2,494
Ground lease	**325**	325
Parking permits	**94**	334
Sundry	**18**	38
Total Revenues	**14,835**	13,427
EXPENSES		
Services (Note 12c, g, and i)		
Enforcement	**2,305**	1,912
Utilities	**930**	834
Parkade management	**443**	471
Other	**2,095**	1,044
Salaries and employee benefits (Note 9)	**1,280**	1,130
Debt and finance charges (Notes 7 and 8b)	**1,222**	1,258
Material, parts and supplies	**1,153**	986
Amortization	**1,010**	911
Recoveries	**(2)**	(11)
Provision for bad debts	**(82)**	1,173
Total Expenses	**10,354**	9,708
Income before other item and The City of Winnipeg charges	**4,481**	3,719
OTHER ITEM		
Loss on disposal of assets	**(118)**	(32)
Income before The City of Winnipeg charges	**4,363**	3,687
THE CITY OF WINNIPEG CHARGES		
Transfer to The City of Winnipeg Land Operating Reserve Fund	**-**	(48)
Overhead charge (Note 12d)	**(203)**	(195)
Income tax equivalency charge (Note 11)	**(500)**	(772)
Allocated departmental charges (Notes 12b, e, and f)	**(544)**	(504)
Municipal tax equivalency charge (Note 12h)	**(658)**	(663)
Net income and comprehensive income for the year	**2,458**	1,505
DEFICIT, BEGINNING OF YEAR	**(8,232)**	(6,137)
Transfer to The City of Winnipeg - General Revenue Fund	**(2,270)**	(3,600)
DEFICIT, END OF YEAR	**$ (8,044)**	$ (8,232)

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
WINNIPEG PARKING AUTHORITY - SPECIAL OPERATING AGENCY

STATEMENT OF CASH FLOWS

For the years ended December 31
(in thousands of dollars)

NET INFLOW (OUTFLOW) OF CASH RELATED TO THE FOLLOWING ACTIVITIES:

	2008	2007
OPERATING		
Net income and comprehensive income for the year	**$ 2,458**	$ 1,505
Non-cash items related to operations		
Loss on disposal of assets	**118**	32
Amortization	**1,010**	911
Retirement allowance	**(8)**	9
Working capital from operations	**3,578**	2,457
Net change in working capital	**(658)**	1
	2,920	2,458
FINANCING		
Increase in due to The City of Winnipeg - General Revenue Fund	**457**	1,072
Proceeds from long-term debt	**2,797**	-
Repayment of long-term debt	**(743)**	(435)
Transfer to The City of Winnipeg - General Revenue Fund	**(2,270)**	(3,600)
	241	(2,963)
INVESTING		
Proceeds from the sale of capital assets	**-**	486
Purchase of capital assets	**(3,096)**	-
	(3,096)	486
INCREASE (DECREASE) IN CASH POSITION	**65**	(19)
CASH POSITION, BEGINNING OF YEAR	**7**	26
CASH POSITION, END OF YEAR	**$ 72**	$ 7

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
WINNIPEG PARKING AUTHORITY - SPECIAL OPERATING AGENCY

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)

1. Description of Business

On March 20, 1997, City Council adopted the Reshaping Our Civic Government document identifying the development of Special Operating Agencies ("SOA") as one of five strategic initiatives needed to create a more affordable City government.

On February 24, 1999, City Council adopted the 1999 Alternative Service Delivery Review Agenda which identified the municipal parking services operations as an Alternative Services Delivery ("ASD") candidate. A feasibility study was subsequently prepared and presented to the ASD Committee.

On December 11, 2002, City Council adopted the recommendation of the ASD Committee that an Operating Charter and Business Plan for a SOA with a mandate to manage and be accountable for city-owned parking resources and be prepared for consideration by City Council.

The Winnipeg Parking Authority - Special Operating Agency ("the Agency") was created effective October 27, 2004 and commenced operations on January 1, 2005.

The Agency manages the parking facilities and related assets owned and previously operated by The City of Winnipeg ("the City"). The intent of the Agency is to provide excellent customer service, maximize the annual return of parking operations, and ensure its long-term sustainability.

2. Significant Accounting Policies

The financial statements have been prepared on the basis of Canadian generally accepted accounting principles ("GAAP") and include the following significant accounting policies:

a) Revenue recognition

The financial statements are prepared using the accrual basis of accounting. The accrual basis of accounting recognizes revenue in the period in which it is earned provided it is measurable and collection is reasonably certain. Expenses are recorded in the period in which they are incurred as a result of receipt of goods or services and the creation of a legal obligation to pay.

b) Inventory

Inventory is recorded at the lower of cost and net realizable value.

c) Use of estimates

The preparation of financial statement in conformity with Canadian GAAP requires management to make estimates and assumptions. These estimates and assumptions are based on the City's best information and judgment and may differ significantly from actual results.

2. Significant Accounting Policies (continued)

d) Property, equipment and leasehold improvements

Land and equipment were transferred January 1, 2005 from the City at a fair market value as determined by independent consultants.

Property, equipment and leasehold improvements are amortized on a straight-line basis over the estimated useful life of the asset. In the year of acquisition 50% of the applicable amortization rates are used. The amortization rates are as follows:

Leasehold improvements	15 Years
Surface parking lots	5%
Parkades	2%
Vehicles	20%
Meters and paystations	10%
Equipment	10-20%
Computer and advanced license plate recognition	33%
Office furniture and equipment	20%
Parkade betterments	5%

e) Leases

Leases are classified as capital or operating leases. Leases which transfer substantially all of the benefits and risks incidental to the ownership of property are accounted for as capital leases. All other leases are accounted for as operating leases and the related lease payments are charged to expenses as incurred.

3. Changes in Accounting Policies

On January 1, 2008, the Agency retroactively adopted, without restatement of prior periods, the Canadian Institute of Chartered Accountants ("CICA") Handbook Sections 3862, Financial Instruments – Disclosures; 3863, Financial Instruments – Presentation; and 1535, Capital Disclosures. The Agency has also adopted CICA Handbook Section 3031, Inventories.

The adoption of Sections 3862, Financial Instruments – Disclosures and 3863, Financial Instruments – Presentation is designed to enable users of financial statements to evaluate the significance of financial instruments to an entity's financial position, performance and cash flows, as well as the nature and extent of risks arising from financial instruments to which an entity is exposed and how those risks are managed.

Section 1535, Capital Disclosures requires entities to disclose qualitative and quantitative information that enables users of financial statements to evaluate the entity's objectives, policies and procedures for managing its capital.

Section 3031, Inventories provides guidance on measurement and disclosure requirements for inventories.

The adoption of these new recommendations had no impact on the Agency's financial statements.

4. Financial Instruments

The Agency's financial assets and liabilities are comprised of cash, accounts receivable, due to The City of Winnipeg - General Revenue Fund, accounts payable and accrued liabilities, vacation payable, customer deposits and long-term debt. The Agency is exposed to financial risks arising from its financial assets and liabilities.

Financial instruments are classified into one of the following five categories: held-for-trading, loans and receivables, held-to-maturity, available-for-sale or other liabilities. Initial measurement of financial instruments is at fair value; subsequent measurement and recognition of changes in fair value of financial instruments depends on their initial classification. The Agency's cash is classified as held-for-trading and the accounts receivable are classified as loans and receivables. Due to The City of Winnipeg - General Revenue Fund, accounts payable and accrued liabilities, vacation payable, customer deposits and long-term debt have been classified as other liabilities. Financial assets classified as held-for-trading are reported at fair value with changes in fair value recognized in the Statement of Operations and Deficit and transaction costs related to this classification of financial instruments are expensed as incurred. Financial assets and liabilities classified as loans and receivables and other liabilities are measured at amortized cost. The Agency will recognize changes in the fair value of loans and receivables only if realized, or impairment in the value of an asset occurs. The Agency has not classified any financial instrument as held-to-maturity or available-for-sale. The book value of the Agency's financial assets and liabilities approximates their fair value.

Credit Risk

Credit risk is the risk a customer will fail to perform an obligation or fail to pay amounts due causing a financial loss to the Agency. Financial instruments affected the most by credit risk are accounts receivable.

As the Agency is in the business of managing all city-owned parking facilities and enforcing parking related bylaws, included in accounts receivable are amounts from various City of Winnipeg departments and other customers, which use the Agency's facilities and have outstanding citations. The Agency does not have significant exposure to credit risk given it does not have a significant concentration of accounts receivable owing from any one party. The Agency does not hold collateral as security for these balances. A reasonable allowance for noncollectible amounts is established, which is netted against accounts receivable on the Statement of Financial Position.

The age of accounts receivable and the allowance for doubtful accounts as at December 31, 2008 are as follows:

Current	$	377
Less than one year past due		1,490
Greater than one year past due		2,319
		4,186
Allowance for doubtful accounts		(2,147)
	$	2,039

4. Financial Instruments (continued)

Liquidity Risk

Liquidity risk is the risk the Agency will encounter difficulty in meeting obligations associated with financial liabilities. Due to the Agency's relationship with The City of Winnipeg, it can rely upon sufficient financial resources from that source in the event internally generated cash flows or cash flows accessible through external sources are insufficient. Amounts due to The City of Winnipeg - General Revenue Fund are treated as subordinate to other obligations and have no fixed terms of repayment. The Agency's most recent business plan indicates that cash resources will be sufficient to meet its obligations.

Market Risk

Market risk is the risk the Agency is exposed to concerning the fair value or the future cash flows of a financial instrument fluctuating because of changes in market price. For the Agency, the most significant aspect of market risk would be interest rate risk. Financial instruments affected the most by interest rate risk are long-term debt and due to The City of Winnipeg - General Revenue Fund.

As the Agency's long-term debt is comprised entirely of fixed rate instruments, the Agency is not exposed to this risk. The Agency's due to The City of Winnipeg - General Revenue Fund is subject to floating interest rates and is used for short term financing, which limits the Agency's exposure to this risk.

5. Capital Management

On January 1, 2008, the Agency adopted the CICA Handbook Section 1535, Capital Disclosures, which requires entities to disclose qualitative and quantitative information that enables users of financial statements to evaluate the entity's objectives, policies and procedures for managing its capital. There is no financial impact to previously reported financial statements as a result of the implementation of this new accounting standard.

The Agency does not have any externally imposed capital requirements requiring compliance.

6. Property, Equipment and Leasehold Improvements

	Cost	**Accumulated Amortization**	**Net Book Value 2008**	2007
Land	**$ 73**	**$ -**	**$ 73**	$ 73
Leasehold improvements	**413**	**92**	**321**	349
Parking surfaces	**79**	**14**	**65**	69
Parkades	**10,724**	**857**	**9,867**	10,058
Vehicles	**164**	**72**	**92**	38
Meters and paystations	**6,589**	**1,118**	**5,471**	3,275
Equipment	**962**	**291**	**671**	645
Computer equipment	**355**	**342**	**13**	63
Office furniture and equipment	**176**	**120**	**56**	91
	$ 19,535	**$ 2,906**	**$ 16,629**	$ 14,661

7. Due to The City of Winnipeg - General Revenue Fund

The City of Winnipeg operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Consequently, the Agency does not have a bank account. Bank transactions are credited or charged to the "Due (to)/from" account when they are processed through the bank. Interest is charged or credited based on the City's average short-term earnings (cost of funds) on the single bank account. The December 31, 2008 effective interest rate was 1.5% (2007 - 4.2%).

Interest paid to The City of Winnipeg General Revenue Fund on the line of credit was $220 thousand for the year (2007 - $259 thousand).

8. Long-Term Debt

	2008	2007
The City of Winnipeg - General Revenue Fund		
Start-up loan, interest at 6%, with no specific terms of repayment	**$ 12,218**	$ 12,218
Equipment financing		
Capital lease loans repayable in annual installments of $7 thousand to $482 thousand, including an imputed interest rate of 6.9% with maturity dates between August 2009 and March 2011	**1,907**	2,650
Capital lease loan repayable at $780 thousand per year including imputed interest at 4.5% with a 12 month deferral on the first payment and maturing December 31, 2012	**2,797**	-
	16,922	14,868
Current portion of long-term debt	**(13,012)**	(12,939)
	$ 3,910	$ 1,929

a) Principal repayments on the equipment financing loans due within the next five years are as follows:

2009	$ 794
2010	1,428
2011	1,022
2012	714
2013	746
	$ 4,704

b) Interest paid to The City of Winnipeg General Revenue Fund on the start-up loan was $733 thousand (2007 - $733 thousand).

9. Employee Benefits

a) Pension

The Agency's employees are eligible for pensions under the Winnipeg Civic Employees' Benefits Program. The Plan is a defined benefit plan. The City of Winnipeg allocates its pension costs to various departments. During the year, $68 thousand (2007 - $62 thousand) of pension costs were allocated to the Agency. An actuarial valuation for the Winnipeg Civic Employees' Benefits Program was made as of December 31, 2007 and has an actuarial surplus.

9. Employee Benefits (continued)

b) Retirement allowance

Under the retirement allowance plan, qualifying employees become entitled to a cash payment upon retirement, death or termination of service under certain conditions (not resignation). The costs are actuarially determined using the projected benefit valuation method pro-rated on services and reflects management's best estimate of retirement ages of employees, salary escalation and length of service. In addition, adjustments arising from plan amendment, changes in assumptions, and experience gains and losses are amortized on a straight-line basis over 9.7 years, which represents the expected average remaining service life of the employee group. Amortization is calculated beginning in the year following the year of occurrence of the actuarial gains or losses.

The Agency measures its accrued retirement allowance obligation as at December 31 of each year. An actuarial valuation report of the obligation was prepared effective December 31, 2005. The results of this valuation were extrapolated to December 31, 2008.

Information about the Agency's retirement allowance benefit plan is as follows:

	2008	2007
Retirement allowance - accrued obligation:		
Balance, beginning of year	**$ 93**	$ 86
Current service cost	**6**	5
Interest cost	**4**	4
Net actuarial gain	**-**	(2)
Benefit payments	**(18)**	-
Balance, end of year	**85**	93
Unamortized net actuarial gain	**2**	2
Retirement allowance - accrued liability	**$ 87**	$ 95

Retirement allowance expense consists of the following:

	2008	2007
Current service cost	**$ 6**	$ 5
Interest cost	**4**	4
	$ 10	$ 9

The significant actuarial assumptions adopted in measuring the retirement allowance obligation for the year ended December 31 are as follows:

	2008	2007
Valuation interest rate	**4.80%**	4.70%
General increases in pay	**3.00%**	3.00%

10. Enforcement Revenue

Prior to 2005, enforcement revenue was accounted for using the cash basis of accounting by the City. At January 1, 2005 a gross enforcement receivable was estimated at $12,182 thousand, which was assumed by the Agency, and a corresponding allowance for doubtful accounts set up. The Agency will recognize revenue as these accounts are recovered. Collections of pre-2005 citations amounted to $712 thousand (2007 - $573 thousand).

11. Income Tax Equivalency

As part of the municipal government, the Agency is not subject to corporate income taxes. However, in order to approximate a business model, the operation of the Agency is assessed with an income tax equivalency charge which is payable to the City based on the following rates:

Small business rate on the first $400 thousand of net income	16.10%
Regular corporate rate on the balance	36.10%

The loss on disposal of assets is excluded from net income for the purposes of the tax calculation.

An amount of $500 thousand (2007 - $772 thousand) has been transferred to The City of Winnipeg General Revenue Fund.

12. Related Party Transactions

The Agency is wholly-owned by the City. Transactions between the Agency and the City are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

a) Revenues include sales of $533 thousand (2007 - $351 thousand) to the City.

b) An amount of $36 thousand (2007 - $36 thousand) for general government charges has been included and paid to The City of Winnipeg General Revenue Fund which represents the estimated share of the City's general expenses applicable to the Agency.

c) In Services, an amount of $114 thousand (2007 - $113 thousand) has been charged by The City of Winnipeg Civic Accommodations Fund for the rental of office space.

d) An amount of $203 thousand (2007 - $195 thousand) has been charged by The City of Winnipeg General Revenue Fund, which represents a transfer to the City as determined by the Corporate Finance Department.

e) An amount of $241 thousand (2007 - $209 thousand) has been transferred to The City of Winnipeg General Revenue Fund for the cost of support services.

f) An amount of $267 thousand (2007 - $259 thousand) has been charged by The City of Winnipeg Building Services Fund for services provided at the various locations.

g) In Services, an amount of $48 thousand (2007 - $48 thousand) has been charged by The City of Winnipeg Transit System Department for coin counting and deposit services.

h) An amount of $658 thousand (2007 - $663 thousand) has been transferred to The City of Winnipeg General Revenue Fund for payments-in-lieu of municipal taxes. These charges are based on estimated assessments and the mill rate that would have been applicable had these facilities been privately owned.

i) In Services, an amount of $315 thousand (2007 - $291 thousand) has been charged by The City of Winnipeg Fleet Management - Special Operating Agency for insurance, fuel, maintenance and rental on vehicles owned/leased by the Agency.

j) In Accounts receivable, an amount of $27 thousand (2007 - $213 thousand) is included for parking charges owing from the City.



WHOLLY-OWNED CORPORATIONS 2008 DETAILED FINANCIAL STATEMENTS



THE CONVENTION CENTRE CORPORATION

BALANCE SHEET

As at December 31, 2008

	2008	2007
ASSETS		
Current:		
Cash	**$ 2,480,159**	$ 2,804,882
Accounts receivable	**1,662,198**	1,310,663
Inventory	**149,967**	131,510
Prepaid expenses	**33,085**	60,748
	4,325,409	4,307,803
Capital assets (note 3)	**9,287,825**	10,111,025
Feasibility studies - future expansion (note 4)	**464,082**	300,654
	$ 14,077,316	$ 14,719,482
LIABILITIES		
Current:		
Accounts payable and accrued liabilities	**$ 1,873,969**	$ 1,920,043
Customer deposits	**463,397**	468,746
Current portion of City of Winnipeg debentures (note 6)	**258,031**	246,800
Current portion of City of Winnipeg term loan (note 7)	**44,348**	44,348
Current portion of capital lease obligation (note 8)	**56,005**	47,184
	2,695,750	2,727,121
City of Winnipeg debentures (note 6)	**1,368,745**	1,626,776
City of Winnipeg term loan (note 7)	**80,477**	124,828
Capital lease obligation (note 8)	**10,304**	66,309
Deferred contributions related to capital assets (note 9)	**1,720,829**	1,873,837
Deferred funding - wall cladding replacement and stabilization (note 10)	**4,596,877**	4,926,836
	10,472,982	11,345,707
FUND BALANCES		
Operating fund (note 11)	**-**	-
Restricted fund (note 12)	**2,302,925**	2,015,240
Invested in capital assets (note 13)	**1,301,409**	1,358,535
	3,604,334	3,373,775
	$ 14,077,316	$ 14,719,482

The accompanying notes are an integral part of this Balance Sheet.

THE CONVENTION CENTRE CORPORATION

STATEMENT OF FUND BALANCES

Year ended December 31, 2008

	2008	2007
BALANCE, beginning of year	**$ 3,373,775**	$ 3,458,068
Excess (deficiency) of revenue over expenditures	**230,559**	(84,293)
BALANCE, end of year	**$ 3,604,334**	$ 3,373,775

The accompanying notes are an integral part of this Statement.

THE CONVENTION CENTRE CORPORATION

STATEMENT OF REVENUE AND EXPENDITURES

Year ended December 31, 2008

	2008	2007
Operating revenue	**$ 12,564,106**	$ 11,091,640
Operating costs	**5,680,090**	4,985,714
Net operating revenue	**6,884,016**	6,105,926
General operating grant (note 14):		
City of Winnipeg	**1,340,742**	1,246,244
Province of Manitoba	**1,215,811**	1,120,739
	2,556,553	2,366,983
	9,440,569	8,472,909
Expenditures:		
Accounting and financial services and human resources	**719,210**	701,497
Administration	**1,131,991**	985,089
Building maintenance	**4,062,331**	3,833,531
Client services	**1,238,342**	1,091,102
Interest on capital lease	**15,974**	23,406
Sales and promotion	**782,408**	774,122
Security	**490,507**	454,420
	8,440,763	7,863,167
Net operating revenue less expenditures before under-noted	**999,806**	609,742
City of Winnipeg debt servicing grants:		
Debentures (note 14)	**499,370**	498,796
Term loan (note 14)	**44,348**	44,348
Recognition of deferred contributions related to capital assets (notes 9 and 10)	**863,344**	820,430
Amortization to expense of capital assets (note 3)	**(1,925,066)**	(1,793,815)
Interest on City of Winnipeg debentures	**(251,243)**	(263,794)
Excess (deficiency) of revenue over expenditures for the year	**$ 230,559**	$ (84,293)

The accompanying notes are an integral part of this Statement.

THE CONVENTION CENTRE CORPORATION

STATEMENT OF CASH FLOWS

Year ended December 31, 2008

	2008	2007
OPERATING ACTIVITIES		
Excess (deficiency) of revenue over expenditures	**$ 230,559**	$ (84,293)
Adjustments for:		
- amortization of capital assets	**1,925,066**	1,793,815
- recognition of deferred contributions related to capital assets	**(863,344)**	(820,430)
	1,292,281	889,092
Net changes in working capital balances		
Accounts receivable	**(351,535)**	213,997
Inventory	**(18,457)**	11,817
Prepaid expenses	**27,663**	(12,641)
Accounts payable and accrued liabilities	**(46,074)**	542,139
Customer deposits	**(5,349)**	(25,840)
	898,529	1,618,564
FINANCING ACTIVITIES		
Capital lease obligation	**(47,184)**	(39,752)
City of Winnipeg term loan repayments	**(44,351)**	(44,348)
City of Winnipeg debenture repayments	**(246,800)**	(234,997)
City of Winnipeg/Province of Manitoba major repair and replacement grant received	**380,377**	570,521
	42,042	251,424
INVESTING ACTIVITIES		
Feasibility studies - future expansion	**(163,428)**	(93,543)
Major repair and replacement expenditures	**(1,101,866)**	(1,265,095)
	(1,265,294)	(1,358,638)
(DECREASE) INCREASE IN CASH DURING THE YEAR	**(324,723)**	511,350
CASH, beginning of year	**2,804,882**	2,293,532
CASH, end of year	**$ 2,480,159**	$ 2,804,882

The accompanying notes are an integral part of this Statement.

THE CONVENTION CENTRE CORPORATION

NOTES TO FINANCIAL STATEMENTS

December 31, 2008

1. Purpose of the Organization

The corporation was incorporated by special act under the laws of Manitoba to operate and promote the Winnipeg Convention Centre. The corporation is a not-for-profit organization and is therefore not subject to income taxes.

2. Significant Accounting Policies

Fund Method of Accounting:

The fund method of accounting was adopted prospectively by the corporation in 2006, replacing the deferral method previously utilized.

In prior periods, excess of revenue over expenditures was, by Board of Directors resolution, reserved from surplus for future major repairs and replacements. As assets were acquired the reserve was deferred and amortized to income at the same rate as the assets were amortized.

Under the fund method of accounting the excess of revenue over expenses is allocated to the Operating Fund. By Board of Directors resolution, any additions to the Operating Fund are to be transferred to the Restricted Fund for future expenditures or major repairs and replacements.

As assets are acquired a like amount is transferred from the Restricted Fund to the Invested in Capital Asset Fund. The resulting balance represents the unamortized investment in major repairs and replacements net of amounts funded by grants. The Invested in Capital Asset Fund is reduced by the amortization of such assets and the amount amortized is transferred to the operating fund.

Inventory:

Inventory is valued at the lower of cost and net realizable value. Cost is determined on the first-in, first-out basis.

Capital Assets:

Capital assets are recorded at cost.

Amortization is calculated at the following rates and basis:

Major capital expenditures	-	at rate of related debenture repayment
Revitalization program	-	at rate of related debenture repayment
Major repair and replacement	-	20%, straight line
Wall cladding replacement and stabilization	-	on a straight line basis over 20 years
Equipment under capital lease	-	20%, straight line

2. Significant Accounting Policies (continued)

Vacation Pay:

Vacation pay is accrued and expensed as the related service is performed.

Employee Sick Leave Entitlement:

Certain employees hired before February 1996 are entitled to cash payment for unused sick leave credits upon retirement or death. The amounts of these accumulated sick leave credits have not been actuarially determined and are not recorded in the financial statements. The credits are expensed when paid.

The estimated maximum unused sick leave credits at year end totalled $501,715 (2007 - $497,718).

Union agreements after February 1996 exclude any cash payment entitlements for employees hired thereafter.

Revenue Recognition:

The corporation follows the deferral method of accounting for contributions. Restricted contributions are recognized as revenue in the year in which the related expenses are incurred. Unrestricted contributions are recognized as revenue when received or receivable if the amount to be received can be reasonably assured.

Operating revenue, which consists mainly of room rentals and food and beverage sales from events held at the Winnipeg Convention Centre are recognized as revenue when the events are held.

Measurement Uncertainty:

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Management believes its estimates to be appropriate; however, actual results could differ from the amounts estimated.

Financial Instruments:

The corporation's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, City of Winnipeg debentures and term loan and capital lease obligation. Unless otherwise noted, it is management's opinion that the corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

3. Capital Assets

	Cost	Accumulated Amortization	Net Carrying Value 2008	2007
Major capital expenditures	**$ 2,000,000**	**$ 1,710,051**	**$ 289,949**	$ 368,614
Revitalization program:				
- City of Winnipeg portion	**3,000,000**	**1,663,171**	**1,336,829**	1,504,964
- Province of Manitoba portion	**2,000,000**	**1,101,670**	**898,330**	1,010,415
Major repair and replacement	**10,522,785**	**8,398,878**	**2,123,907**	2,221,956
Wall cladding replacement	**6,599,175**	**2,002,298**	**4,596,877**	4,926,836
Equipment under capital lease	**181,543**	**139,610**	**41,933**	78,240
	$ 24,303,503	**$ 15,015,678**	**$ 9,287,825**	$ 10,111,025

Major Capital Expenditures:

Major capital expenditures represent expenditures for major capital projects incurred in the years 1987 to 1995 inclusive.

Major capital expenditures are carried at cost and are equal to the related debentures (note 6). The costs are amortized in an amount equal to the principal repayments on the related debentures, which approximates the estimated useful life of the assets.

Revitalization Program:

In the years 1991 to 1996 inclusive, the corporation incurred costs for revitalization programs funded by the City of Winnipeg and the Province of Manitoba.

City of Winnipeg Portion

The revitalization programs expenditures funded by the City are carried at cost and are equal to the related debentures (note 6). The costs are amortized in an amount equal to the principal repayments on the debentures, which approximates the estimated useful life of the assets.

Provincial Portion

The revitalization programs funded by the Province are carried at cost and amortized at the same rate as the City of Winnipeg revitalization program assets.

Major Repair and Replacement:

A portion of major repairs and replacements incurred after 1993 have been funded by grants from the City of Winnipeg and the Province of Manitoba. The assets are recorded at cost and amortized over their estimated useful life. The funded portion included with deferred contributions related to capital assets, is recognized on the same basis.

3. Capital Assets (continued)

Wall Cladding Replacement and Stabilization:

This amount represents the expenditures for the replacement of the exterior tyndall stone cladding of the Winnipeg Convention Centre. Pursuant to a funding agreement dated March 21, 2002, the City of Winnipeg and the Province of Manitoba agreed to equally fund the project up to $6.6 million.

The expenditures are carried at cost and are being amortized on a straight line basis over 20 years. The funding for this project is recorded as deferred revenue and will be amortized to income at the same rate as the asset is amortized.

Equipment Under Capital Lease:

In 2005, the corporation entered into a leasing agreement with the Royal Bank of Canada to finance the acquisition of the new parkade equipment.

The equipment is amortized on a straight line basis over 5 years.

Amortization Expense:

The amortization of the capital assets is as follows:

	2008	2007
Major capital expenditures	**$ 78,665**	$ 74,869
Revitalization program:		
- City of Winnipeg portion	**168,135**	160,128
- Province of Manitoba portion	**112,085**	106,740
Major repair and replacement	**1,199,915**	1,085,810
Wall cladding replacement	**329,959**	329,959
Equipment under capital lease	**36,307**	36,309
	$ 1,925,066	$ 1,793,815

4. Feasibility Studies - Future Expansion

The corporation has incurred certain costs to evaluate the feasibility of expanding the existing facility to ensure it is competitive with similar facilities in other cities. Such costs are deferred and will be capitalized when an expansion occurs. Total additions in the year are $163,428.

5. Demand Operating Loan

The corporation has a demand operating loan credit facility from the Royal Bank of Canada of $250,000, which bears interest at the bank's prime rate and is secured by a general security agreement. The balance at December 31, 2008 and 2007 is nil.

6. City of Winnipeg Debentures

	2008			2007
	Debenture	**Sinking Fund**	**Net**	Net
For major capital expenditures:				
Sinking Fund Debenture, bearing interest at 10%, maturing December 14, 2009, with annual Sinking Fund contributions of $15,121 earning interest at 5%	**$ 500,000**	**$ 462,865**	**$ 37,135**	$ 73,611
Serial Debenture. Principal payments vary under the terms of the debenture, payable January 17th yearly, ending in 2013. The debenture bears interest between 3.05% and 5.35% per annum with interest payable semi-annually	**131,603**	**-**	**131,603**	154,119
Sinking Fund Debenture, bearing interest at 9.375%, maturing February 11, 2013, with annual Sinking Fund contributions of $6,805 earning interest at 5%	**225,000**	**153,330**	**71,670**	85,739
Sinking Fund Debenture, bearing interest at 9.125%, maturing May 12, 2015, with annual Sinking Fund contributions of $3,024 earning interest at 5%	**100,000**	**55,279**	**44,721**	50,326
	956,603	**671,474**	**285,129**	363,795
For revitalization program expenditures:				
Bearing interest at 9.125%, maturing May 12, 2015, with annual Sinking Fund contributions of $90,728 earning interest at 5%	**3,000,000**	**1,658,353**	**1,341,647**	1,509,781
	$ 3,956,603	**$ 2,329,827**	**1,626,776**	1,873,576
Current portion			**258,031**	246,800
			$ 1,368,745	$ 1,626,776

6. City of Winnipeg Debentures (continued)

Principal due within each of the next five years is as follows:

2009	$	258,031
2010	$	232,001
2011	$	243,663
2012	$	255,821
2013	$	258,821

Debt service costs will be funded by grants from the City of Winnipeg. The corporation annually allocates an amount from grants received from the City of Winnipeg to cover debt service costs and the grants are recorded to income when those costs are incurred.

7. City of Winnipeg - Term Loan

	2008	2007
Term loan	**$ 124,825**	$ 169,176
Less: current portion	**(44,348)**	(44,348)
	$ 80,477	$ 124,828

The loan was advanced in 1991 to fund the corporation's deficit. The term loan is non-interest bearing and repayable in 14 annual principal payments of $44,348 each, beginning August 17, 1997 with the remaining balance due on August 17, 2011.

8. Capital Lease Obligation

	2008	2007
Parkade equipment lease - payable to the Royal Bank of Canada, bearing interest at approximately 8%, 48 monthly payments of $5,263 (plus PST and GST) beginning March 20, 2006 with a purchase option of $1 at the end of the lease term.	**$ 73,684**	$ 136,838
Less: imputed interest	**(7,375)**	(23,345)
	66,309	113,493
Less: current portion	**(56,005)**	(47,184)
	$ 10,304	$ 66,309

Minimum lease payments, including PST, over the next two years are as follows:

2009	$	63,158
2010	$	10,526

9. Deferred Contributions Related to Capital Assets

Deferred contributions related to capital assets represent externally restricted contributions including the provincial portion of the revitalization program assets and funds granted for major repair and replacement assets. These amounts are recognized as income as the related assets are amortized.

	2008	2007
Beginning balance	**$ 1,873,837**	$ 1,793,787
Deferred contributions for major repair and replacement expended on major repair and replacement assets during the year (note 14)	**380,377**	570,521
Deduct amounts recognized as revenue:		
- Major repair and replacement expenditures	**(421,300)**	(383,731)
- Provincial portion of revitalization program expenditures	**(112,085)**	(106,740)
	$ 1,720,829	$ 1,873,837

10. Deferred Funding - Wall Cladding Replacement and Stabilization

Deferred funding - wall cladding replacement and stabilization represent restricted contributions from the City of Winnipeg and the Province of Manitoba for the funding of the wall cladding replacement and stabilization project more fully disclosed in note 3. This amount is being amortized into income as the related asset is amortized.

	2008	2007
Beginning balance	**$ 4,926,836**	$ 5,256,795
Deduct amount amortized to revenue	**(329,959)**	(329,959)
	$ 4,596,877	$ 4,926,836

11. Operating Fund

Transactions in the operating fund during the year are as follows:

	2008	2007
Opening balance	**$ -**	$ -
Excess (deficiency) of revenues over expenditures	**230,559**	(84,293)
Amortization of invested in capital assets	**778,615**	702,079
Amounts transferred to the restricted fund by board resolution	**(1,009,174)**	(617,786)
	$ -	$ -

12. Restricted Fund

The restricted fund represents the excess of revenues over expenditures that are internally restricted by board resolution for future expenditures on capital assets. The fund is reduced by annual expenditures on capital assets net of any externally restricted amounts.

	2008	2007
Opening balance	**$ 2,015,240**	$ 2,092,028
Capital assets purchased in the year, net of externally restricted amounts ($380,377-2008; $570,521-2007)	**(721,489)**	(695,974)
Disposals in year	**-**	1,400
Amounts internally restricted by board resolution (note 11)	**1,009,174**	617,786
	$ 2,302,925	$ 2,015,240

13. Invested in Capital Assets

Invested in capital assets represents total capital assets less amounts amortized less specific deferred contributions.

	2008	2007
Opening balance	**$ 1,358,535**	$ 1,366,040
Capital assets purchased in the year, net of disposals	**1,101,866**	1,265,095
Externally restricted amounts (note 9)	**(380,377)**	(570,521)
	721,489	694,574
Amortization of invested in capital assets	**(778,615)**	(702,079)
	$ 1,301,409	$ 1,358,535

14. Grants

The corporation operates with the assistance of grants from the City of Winnipeg and the Province of Manitoba.

	2008	2007
City of Winnipeg	**$ 2,074,648**	$ 2,074,648
Province of Manitoba	**1,406,000**	1,406,000
	$ 3,480,648	$ 3,480,648

The grants are allocated as follows:

General operating grant	**$ 2,556,553**	$ 2,366,983
Debt service		
City of Winnipeg debenture	**499,370**	498,796
City of Winnipeg term loan	**44,348**	44,348
Major repairs and replacement expenditures	**380,377**	570,521
	$ 3,480,648	$ 3,480,648

15. Commitments

The corporation has contracts with Correia Enterprises Ltd. (operating as Bee-Clean), Winnipeg Elevator (1978) Ltd. and Securitas Canada Limited for the provision of housekeeping, elevator and security services. These contracts expire during 2011 with an option to renew for a further five-year term.

Future payments to the expiry of the contracts are as follows:

2009	$ 1,198,740
2010	$ 1,211,569
2011	$ 921,121

16. Pension Plan

Description of Benefit Plans:

The employees of the corporation are members of the City of Winnipeg Civic Employees Defined Benefit Pension Plan. The corporation funds its required portion of pension costs in monthly amounts specified by the City of Winnipeg.

Total Cash Payments:

Total cash payments for employee future benefits for fiscal year 2008, consisting of cash contributed by the Centre to the Plan was $541,703 (2007 - $510,488).

17. Economic Dependency

The corporation is dependent on the City of Winnipeg and the Province of Manitoba for funding and financing which is essential to its continuing operations.


Winnipeg
Convention
Centre

DESTINATION WINNIPEG INC.

BALANCE SHEET

December 31, 2008, with comparative figures for 2007

	2008	2007
ASSETS		
Current assets:		
Cash	**$ 212,801**	$ 145,278
Investments (note 3)	**763,219**	749,480
Accounts receivable	**76,508**	120,157
Prepaid expenses	**131,985**	128,509
	1,184,513	1,143,424
Capital assets (note 4)	**190,531**	238,259
	$ 1,375,044	$ 1,381,683
LIABILITIES, DEFERRED CONTRIBUTIONS AND NET ASSETS		
Current liabilities:		
Accounts payable and accrued liabilities	**$ 77,768**	$ 84,097
Deferred rent	**47,220**	51,359
Deferred contributions:		
Future expenses (note 5)	**37,513**	9,790
Capital assets (note 6)	**152,724**	184,322
	190,237	194,112
Net assets:		
Unappropriated:		
Invested in capital assets (note 7)	**37,807**	53,937
Unrestricted	**468,788**	425,887
	506,595	479,824
Appropriated for contingency reserve (note 8)	**400,531**	399,902
Appropriated for homecoming initiative reserve (note 9)	**152,693**	172,389
	1,059,819	1,052,115
Commitments (note 10)		
	$ 1,375,044	$ 1,381,683

See accompanying notes to financial statements

DESTINATION WINNIPEG INC.

STATEMENT OF REVENUE AND EXPENDITURES

Year ended December 31, 2008, with comparative figures for 2007

	2008	2007
REVENUE:		
Funding:		
City of Winnipeg	**$ 1,313,000**	$ 1,313,000
Province of Manitoba	**1,277,000**	1,248,000
Partners on projects	**610,120**	505,369
Other	**32,116**	39,267
Interest	**32,917**	60,480
Amortization of deferred contributions - capital assets	**31,598**	31,598
	3,296,751	3,197,714
EXPENDITURES:		
Initiatives and marketing	**1,328,265**	1,315,682
Personnel	**1,563,706**	1,473,591
Administrative	**178,456**	182,629
Occupancy and facilities	**218,620**	219,209
	3,289,047	3,191,111
EXCESS OF REVENUE OVER EXPENDITURES	**$ 7,704**	$ 6,603

See accompanying notes to financial statements

DESTINATION WINNIPEG INC.

STATEMENT OF CHANGES IN NET ASSETS

Year ended December 31, 2008, with comparative figures for 2007

	Unappropriated	Contingency Reserve	Homecoming Initiative Reserve	2008 Total	2007 Total
Balance, beginning of year	**$ 479,824**	**$ 399,902**	**$ 172,389**	**$ 1,052,115**	$ 1,045,512
Excess of revenue over expenditures	**7,704**	**-**	**-**	**7,704**	6,603
Allocation to/(from) unappropriated (note 8)	**19,067**	**629**	**(19,696)**	**-**	-
Balance, end of year	**$ 506,595**	**$ 400,531**	**$ 152,693**	**$ 1,059,819**	$ 1,052,115

See accompanying notes to financial statements

DESTINATION WINNIPEG INC.

STATEMENT OF CASH FLOWS

Year ended December 31, 2008, with comparative figures for 2007

Cash provided by (used in):	**2008**	2007
OPERATING ACTIVITIES:		
Excess of revenue over expenditures	**$ 7,704**	$ 6,603
Adjustments for:		
Amortization of capital assets	**61,120**	57,668
Amortization of deferred contributions - capital assets	**(31,598)**	(31,598)
Amortization of deferred rent	**(4,139)**	(3,389)
Change in non-cash operating working capital:		
Accounts receivable	**43,649**	(66,220)
Prepaid expenses	**(3,476)**	(42,983)
Accounts payable and accrued liabilities	**(6,329)**	24,359
Increase (decrease) in deferred contributions - future expenses, net	**27,723**	(8,537)
	94,654	(64,097)
FINANCING AND INVESTING ACTIVITIES:		
Acquisition of capital assets	**(13,392)**	(52,005)
Investments, net	**(13,739)**	131,740
	(27,131)	79,735
INCREASE IN CASH	**67,523**	15,638
CASH, beginning of year	**145,278**	129,640
CASH, end of year	**$ 212,801**	$ 145,278

See accompanying notes to financial statements

DESTINATION WINNIPEG INC.

NOTES TO FINANCIAL STATEMENTS

Year ended December 31, 2008

1. General:

Destination Winnipeg Inc. (the organization) is Winnipeg's economic and tourism services agency, an arm's length organization led by an independent board appointed by the members. The City of Winnipeg and the Province of Manitoba are the members and provide core funding to the agency.

2. Significant accounting policies:

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles and include the following significant accounting policies:

a) Revenue recognition:

The organization follows the deferral method of accounting for contributions. Restricted contributions are recognized as revenue in the period in which the related expenses are incurred.

Unrestricted contributions are recognized as revenue when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

Contributions restricted for the purchase of capital assets are deferred and amortized into revenue on a straight-line basis at a rate corresponding with the amortization rate for the related capital assets.

b) Financial instruments:

The organization has designated cash and investments as held-for-trading; accounts receivable as loans and receivables; and accounts payable and accrued liabilities as other liabilities.

c) Capital assets:

Capital assets are recorded at cost. Amortization is calculated on a straight-line basis to amortize the cost of the assets less their residual values over their estimated useful lives as follows:

Asset	Rate
Computer hardware and software	2 - 3 years
Office furniture and fixtures	5 years
Leasehold improvements	over the term of the related lease

d) Deferred rent:

As part of the organization's operating premise lease, a period of free rent was incurred and is being amortized over the term of the related lease.

e) Investments:

Investments are classified as held-for-trading financial instruments and are carried at fair value. The change in the difference between the fair value and the cost of investments at the beginning and end of each year is reflected in excess of revenue over expenditures. The fair value of investments is based on their quoted market prices at the balance sheet date without any deduction for estimated future selling costs.

2. Significant accounting policies (continued):

f) Income taxes:

The organization is a not-for-profit organization under the Income Tax Act and, accordingly, is exempt from income taxes, providing certain requirements of the Income Tax Act are met.

g) Use of estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

h) Future accounting policy changes:

The Canadian Institute of Chartered Accountants (CICA) issued the following accounting standards that will come into effect for the organization's next fiscal year. The organization is in the process of determining the impact that these standards will have on its financial reporting.

On January 1, 2009, the organization will adopt CICA Section 3862 - Financial Instruments - Disclosures and Section 3863 - Financial Instruments - Presentation replacing the existing Section 3861 - Financial Instruments - Disclosure and Presentation. These new sections revise and enhance disclosure requirements, and carry forward, unchanged, existing presentation requirements. These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks.

In September 2008, a number of standards applicable to not-for-profit organizations were amended and new Section 4470 - Disclosures of Allocated Expenses by Not-for-Profit Organizations, was issued. The new Section 4470 requires entities that make allocations of general support and fundraising costs to other functions to disclose the policies adopted for the allocation of expenses among functions, the nature of the expenses being allocated, the basis on which such allocations have been made, and the functions to which they have been allocated. In addition, the amendments to the not-for-profit organization standards include clarification of when revenues and expenses are to be reported on a gross basis; clarification of the treatment of internal and external restriction on net assets; and improved guidance related to application of GAAP hierarchy, capital asset standards and statement of cash flows. The organization will adopt these standards on January 1, 2009.

3. Investments:

Investments consist of investments in money market instruments and a guaranteed investment certificate to fund the contingency reserve (note 8), homecoming initiative reserve (note 9) and other expenses.

4. Capital assets:

	2008			2007
	Cost	**Accumulated Amortization**	**Net Book Value**	Net Book Value
Computer hardware and software	**$ 98,064**	**$ 77,136**	**$ 20,928**	$ 25,811
Office furniture and fixtures	**102,754**	**70,329**	**32,425**	46,871
Leasehold improvements	**283,262**	**146,084**	**137,178**	165,577
	$ 484,080	**$ 293,549**	**$ 190,531**	$ 238,259

5. Deferred contributions - future expenses:

The deferred contributions are externally restricted contributions that have been received and relate to expenses to be incurred in future years.

	2008	2007
Balance, beginning of year	**$ 9,790**	$ 18,327
Amounts received during the year	**181,930**	165,674
	191,720	184,001
Less: amounts recognized into revenue in the year	**(154,207)**	(174,211)
Balance, end of year	**$ 37,513**	$ 9,790

6. Deferred contributions - capital assets:

Deferred contributions - capital assets represent the unamortized amount of externally restricted contributions that have been received for the purchase of capital assets. The amortization of capital contributions is recorded as revenue in the statement of revenue and expenses.

	2008	2007
Balance, beginning of year	**$ 184,322**	$ 215,920
Amount amortized to revenue	**(31,598)**	(31,598)
Balance, end of year	**$ 152,724**	$ 184,322

7. Invested in capital assets:

	2008	2007
Capital assets	**$ 190,531**	$ 238,259
Deferred contributions - capital assets	**(152,724)**	(184,322)
Invested in capital assets	**$ 37,807**	$ 53,937

8. Contingency reserve:

A contingency reserve was established to accumulate funds to be available for employee contractual obligations in the event that operating funding for the organization is terminated by the City of Winnipeg and the Province of Manitoba. As at December 31, 2008, $629 (2007 - $28,320) was added to the contingency reserve and deducted from unappropriated surplus, based on the calculation of the contingency reserve requirement as at December 31, 2008.

9. Homecoming initiative reserve:

A homecoming initiative reserve was established in prior years to reserve funds to be used for a future initiative, Manitoba Homecoming 2010.

10. Commitments:

The organization is committed under leases for office premises and equipment for a total of $871,136. The minimum lease payments over the next five years are as follows:

2009	$ 178,367
2010	178,367
2011	179,120
2012	182,881
2013	152,401

11. Segregated funds:

The organization holds funds that are segregated for partners (including the organization) in a separate convention development account. These funds are held in an interest-bearing account for the benefit of convention development.

The balance of these funds and the income and expenditure associated therewith, is not included in these financial statements.

	2008	2007
Balance, beginning of year	**$ 125,524**	$ 104,686
Additional funds received during the year	**13,768**	32,532
Funds used during the year	**(10,000)**	(15,000)
Interest earned	**2,761**	3,306
Balance, end of year, and amount of funds held	**$ 132,053**	$ 125,524

12. Financial instruments:

Interest rate risk:

Interest rate risk is the risk to the organization's earnings that arises from fluctuations in the interest rates and the degree of volatility of those rates. The organization is exposed to interest rate risk on its money market investments.

Fair value:

The fair value of accounts receivable and accounts payable and accrued liabilities approximates their carrying value due to their short term to maturity.

WINNIPEG HOUSING REHABILITATION CORPORATION

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

March 31, 2008

	2008	2007
ASSETS		
Current Assets		
Cash (Note 7)	**$ 1,470,275**	$ 612,083
Rents receivable	**22,690**	17,135
Other receivables	**54,816**	58,290
Grants receivable	**56,490**	191,357
GST receivable	**25,018**	84,971
Subsidy due from CMHC (Note 3)	**3,184**	11,742
Subsidy due from MHRC (Note 3)	**268,389**	260,488
Operating deficiency recoverable from MHRC (Note 4)	**119,657**	128,233
Prepaid expenses	**98,665**	102,586
Housing inventory (Note 2(a))	**81,763**	1,983,763
	2,200,947	3,450,648
Restricted Cash and Deposits		
Replacement Reserve Fund (Notes 2(b) and 5)		
CMHC funded	**140,650**	141,465
MHRC funded	**3,134,957**	2,962,330
WHRC funded	**211,007**	18,869
	3,486,614	3,122,664
Capital Assets (Notes 2(c) and 6)	**31,778,968**	30,197,110
	$ 37,466,529	$ 36,770,422

WINNIPEG HOUSING REHABILITATION CORPORATION

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

March 31, 2008

	2008	2007
LIABILITIES AND NET ASSETS		
Current Liabilities		
Accounts payable and accrued liabilities	**$ 461,064**	$ 294,161
Accrued interest payable	**228,661**	233,528
Security deposits and prepaid rent	**188,819**	188,281
Current portion of forgivable loans (Notes 2(d) and 8)	**185,786**	59,653
Current portion of long-term debt (Note 9)	**861,893**	783,341
	1,926,223	1,558,964
Deferred Revenue	**1,673**	192,862
Restricted Surplus (Deficit) (Note 10)	**-**	16,775
Forgivable Loans (Notes 2(d) and 8)	**2,220,347**	2,266,931
Long-term Debt (Note 9)	**29,345,196**	29,852,359
Replacement Reserves		
Replacement Reserves - CMHC	**140,650**	141,465
Replacement Reserves - MHRC	**3,134,957**	2,962,330
Replacement Reserves - WHRC	**211,007**	-
	3,486,614	3,103,795
WHRC Building and Acquisition Reserve (Note 11)	**312,047**	-
NET ASSETS		
Internally Restricted Net Assets (Note 12)	**562,200**	244,996
Unrestricted Net Assets	**(387,771)**	(466,260)
	174,429	(221,264)
	$ 37,466,529	$ 36,770,422

WINNIPEG HOUSING REHABILITATION CORPORATION

CONSOLIDATED STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS

Year ended March 31, 2008

	2008	2007
REVENUE		
City of Winnipeg operating grant	**$ 200,000**	$ 200,000
CMHC subsidy (Note 3)	**38,207**	164,111
Development fees	**31,500**	44,650
Home Ownership Training Initiative grant	**54,446**	43,333
Interest and other income	**41,810**	44,441
Loan forgiveness	**11,000**	38,342
MHRC subsidy (Note 3)	**3,737,227**	3,584,511
Other grants	**23,327**	12,000
Parking and laundry	**67,835**	64,284
Property management fees	**250,431**	242,875
Rental revenue		
Residential	**2,484,866**	2,382,517
Commercial	**50,351**	52,369
Winnipeg Housing and Homelessness Initiative grant	**-**	16,388
Gain on sale of rental properties	**567,587**	235,663
Realized gain on forgivable loans	**-**	60,000
	7,558,587	7,185,484
EXPENDITURES	**7,065,643**	6,998,398
EXCESS OF REVENUE OVER EXPENDITURES	**492,944**	187,086
UNRESTRICTED NET ASSETS, BEGINNING OF YEAR	**(466,260)**	(504,502)
OPERATING DEFICIENCY RECOVERABLE FROM MHRC (Note 4)	**40,785**	78,873
TRANSFER TO INTERNALLY RESTRICTED NET ASSETS (Note 12)	**(455,240)**	(227,717)
UNRESTRICTED NET ASSETS, END OF YEAR	**$ (387,771)**	$ (466,260)

WINNIPEG HOUSING REHABILITATION CORPORATION

CONSOLIDATED STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS (continued)

Year ended March 31, 2008

	2008	2007
EXPENDITURES		
Administration	**$ 294,902**	$ 271,192
Advertising	**2,638**	829
Allocation to Replacement Reserve (Note 5)	**275,349**	305,661
Amortization (Note 2(c))	**855,884**	856,596
Bad debts	**13,963**	39,830
Bank charges and other interest	**2,627**	3,887
Cable T.V.	**949**	1,126
Collection fees	**2,580**	2,647
Disallowed GST	**1,385**	3,495
Garbage removal	**15,056**	8,510
Heat	**295,079**	285,988
Home Ownership Training Initiative	**54,446**	43,333
Hydro	**322,471**	278,131
Insurance	**116,066**	117,133
Janitorial services	**259,086**	258,921
Licenses and permits	**340**	340
Maintenance and repairs (Note 5)	**596,652**	626,695
Mortgage interest (Note 9)	**2,733,635**	2,795,580
Office operations	**55,601**	60,358
Office salaries and benefits	**412,186**	361,599
Other grants	**23,327**	12,000
Pest control	**-**	327
Professional fees	**27,252**	30,932
Property taxes	**320,617**	307,945
Security	**3,545**	2,428
Snow removal	**5,572**	6,380
Tenant charge backs (recovery)	**(2,639)**	(12,567)
Utilities	**9,010**	6,860
Water	**368,064**	316,401
Unrealized projects	**-**	5,841
Total Expenditures	**$ 7,065,643**	$ 6,998,398

WINNIPEG HOUSING REHABILITATION CORPORATION
CONSOLIDATED STATEMENT OF CASH FLOW
Year ended March 31, 2008

	2008	2007
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Excess of revenue over expenditures	**$ 492,944**	$ 187,086
Add non cash item(s):		
Amortization	**855,884**	856,596
Loan forgiveness	**(11,000)**	(38,342)
Transfer to internally restricted net assets	**-**	9,944
Transfer to WHRC replacement reserve	**80,799**	-
Transfer to WHRC building and acquisition reserve	**312,047**	-
Gain on sale of rental properties	**(567,587)**	(235,663)
	1,163,087	779,621
Change in non-cash working capital:		
Rents receivable	**(4,395)**	6,933
Other receivables	**2,314**	(5,014)
Grants receivable	**134,867**	424
GST receivable	**59,953**	(45,761)
Subsidy due from CMHC	**8,558**	(688)
Subsidy due from MHRC	**(7,901)**	12,741
Prepaid expenses	**3,921**	(4,995)
Housing inventory	**1,902,000**	(1,508,953)
Accounts payable and accrued liabilities	**166,904**	(90,521)
Accrued interest payable	**(4,867)**	(7,575)
Security deposits and prepaid rent	**538**	4,318
Deferred revenue	**(191,189)**	(17,051)
	3,233,790	(876,521)
INVESTING ACTIVITIES		
Purchase of capital assets	**(3,001,962)**	(279,943)
Proceeds on sale of capital assets	**980,034**	795,981
Increase in MHRC replacement reserve	**172,627**	214,935
Increase (decrease) in CMHC replacement reserve	**(815)**	109,425
Decrease in subsidy surplus reserve	**-**	(79,324)
	(1,850,116)	761,074
FINANCING ACTIVITIES		
Decrease in restricted surplus (deficit)	**(16,775)**	(20,712)
Increase in forgivable loans	**225,149**	1,930,378
Advance of long-term debt	**844,200**	102,000
Repayment of long-term debt	**(1,272,811)**	(1,204,673)
Interest on internally restricted net assets	**9,345**	-
MHRC recoveries	**49,360**	114,228
	(161,532)	921,221
Increase in cash	**1,222,142**	805,774
Cash, beginning of year	**3,734,747**	2,928,973
Cash, end of year (Note 13)	**$ 4,956,889**	$ 3,734,747

WINNIPEG HOUSING REHABILITATION CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended March 31, 2008

1. Accounting Entity

The corporation is engaged in providing assisted housing in the Core Area of Winnipeg. The corporation is mandated by the City of Winnipeg, but receives assistance by way of government sponsorship through Canada Mortgage and Housing Corporation (CMHC) and Manitoba Housing and Renewal Corporation (MHRC). The corporation's activities include a property management head office, management of individual properties and a housing rehabilitation program. The corporation is not taxable under section 149 of the Income Tax Act. For GST purposes, the corporation is designated as a municipality and is able to recover 100% of the GST paid for its CMHC and MHRC portfolios.

These financial statements consolidate Winnipeg Housing Rehabilitation Corporation (WHRC) and Winnipeg Partners in Housing Inc. (WPH). WHRC controls WPH by virtue of appointing the board of directors. Individual financial statements for both entities are available.

2. Significant Accounting Policies

The consolidated financial statements of the corporation have been prepared solely for the information and use of CMHC and MHRC to comply with each of their operating agreements. The corporation follows certain accounting principles as determined by CMHC and MHRC for administration and funding purposes in recording expenditures.

a) Housing Inventory

Housing inventory is recorded at cost. For properties acquired from the City of Winnipeg, cost is defined as the negotiated value plus acquisition cost. No amortization is being taken on the housing inventory. These buildings are either in the pre-renovation or renovation stages.

b) Replacement Reserve Fund

The Replacement Reserve Fund accounts are maintained to provide for future asset replacement. The accounts are established by an annual charge against operations. Interest earned is added and replacement costs are charged directly against the accumulated reserves.

c) Capital Assets

Capital assets are recorded at cost. For properties acquired from the City of Winnipeg, cost is defined as the negotiated value plus acquisition cost. Government grants received to assist in the development of rental properties are applied against the capital cost of the respective property. Interest expense, project costs and rental revenue, incurred prior to the determined interest adjustment date, are applied towards the capital cost of the property. Furniture and equipment costing less than $1,000 are expensed. Options and feasibility studies are added to the cost of acquired property or expensed if the property is not acquired. Any forgivable loans received are charged against the capital cost of the property.

2. Significant Accounting Policies (continued)

c) Capital Assets (continued)

Amortization is provided for as follows:

Computer equipment	-	straight-line over 3 years
Furniture and equipment	-	straight-line over 5 years
Office building	-	straight-line over 20 years
Rental properties	-	an amount equal to the principal reduction of the mortgage, in accordance with the requirements of the organization's funding bodies
General	-	a replacement reserve is maintained to provide for future asset replacement

d) Forgivable Loans

The corporation receives funding from different organizations. These loans are to be forgiven over 15 years from the completion date of the property.

e) Revenue Recognition

The corporation follows the deferral method in accounting for contributions. Restricted contributions are recognized as revenue in the year in which related expenditures are incurred. Unrestricted contributions are recognized as revenue when they are received or receivable, and when collectability is reasonably assured.

Rental, parking and laundry revenue and property management fees are recognized over the term of the lease.

The corporation enters into rent to own agreements with some of its tenants. The intent is to have the tenant purchase the home at an agreed upon price at the end of the lease so that a portion of the rent paid goes towards reducing the purchase price. Rent is recognized as revenue when due and includes any amount which would be applied to reducing the purchase price. Upon sale of the property, the purchase price will be recorded net of rent paid.

f) Change in Accounting Policy

The organization has adopted the following new accounting pronouncements for its fiscal period beginning April 1, 2007. The adoption of these new pronouncements did not have an effect on the organization's financial position or results of operations.

CICA Handbook Section 3855 : "Financial Instruments - Recognition and Measurement" and Section 3861 : "Financial Instruments - Disclosure and Presentation", effective for fiscal years beginning on or after October 1, 2006, establishes standards for the recognition, classification and measurement of financial instruments including presentation of any resulting gain or losses.

3. Subsidy Due from CMHC and MHRC

The CMHC properties are subsidized for mortgage interest on a monthly basis. The MHRC properties are subsidized for mortgage interest and property taxes on a monthly basis. The amounts represent the accrued interest and property taxes for the month of March 2008 and March 2007, for comparative purposes.

4. Operating Deficiency Recoverable from MHRC

Pursuant to the current operating agreement with MHRC, and the agreements with CMHC which expired March 31, 1999, on a cumulative basis for each portfolio of properties, any excess funding provided to the corporation is to be repaid. Where a cumulative deficiency exists for MHRC properties, the shortfall is the responsibility of MHRC subject to MHRC approval of project costs.

	2008	2007
Operating deficiency recoverable from MHRC	**$ 119,657**	$ 128,233

5. Replacement Reserve Fund

Under the terms of the agreements with CMHC/MHRC, the Replacement Reserve account has been credited with an annual charge against earnings. These funds along with the accumulated interest, must be held in a separate bank account and/or invested only in accounts or instruments insured by the Canada Deposit Insurance Corporation or as may otherwise be approved by CMHC/MHRC from time to time. The funds in the account may only be used as approved by CMHC/MHRC. Withdrawals are credited to interest first and then principal. At year end, the funds in the reserve consisted of the following:

	2008	2007
Allocation		
Annual charge	**$ 275,349**	$ 305,661
Security and safety - maintenance and repairs charge	**100,000**	85,200
Transfer from subsidy surplus	**-**	79,324
	$ 375,349	$ 470,185
Year end balance		
Cash	**$ 27,244**	$ 29,371
Canadian Treasury Bills, Bonds and Guaranteed Investment Certificates	**3,459,370**	3,093,293
	$ 3,486,614	$ 3,122,664

6. Capital Assets

	2008		2007	
	Cost	**Accumulated Amortization**	Cost	Accumulated Amortization
Rental properties	**$ 40,154,245**	**$ 8,383,742**	$ 37,767,041	$ 7,569,931
Furniture and equipment	**201,742**	**193,277**	191,584	191,584
	$ 40,355,987	**$ 8,577,019**	$ 37,958,625	$ 7,761,515
Net book value	**$ 31,778,968**		$ 30,197,110	

7. Bank Indebtedness

The corporation has a line of credit with the Assiniboine Credit Union with an approved maximum of $1,800,000 which is due on demand and bears interest at the credit union's prime rate, payable monthly. This line of credit is secured by a $2,000,000 guarantee by the City of Winnipeg. As of March 31, 2008 there is still $1,777,304 available from this line of credit.

8. Forgivable Loans

	2008	2007
Forgivable loans	**$ 2,406,133**	$ 2,326,584
Less: current portion	**185,786**	59,653
	$ 2,220,347	$ 2,266,931

WHRC has entered into various forgivable loan agreements with MHRC under various programs. These loans are forgivable over a period of fifteen years, in equal monthly amounts, commencing from the date of execution of the agreement. In the event a housing unit is sold or otherwise transferred before the entire loan is forgiven, any unforgiven portion shall become payable to MHRC.

These loans will be forgiven for the years ended as follows:

March 31, 2009	$ 185,786
2010	185,786
2011	179,786
2012	171,786
2013	171,786
Thereafter	1,511,203
	$ 2,406,133

9. Long-Term Debt

Lender	Interest Rate	Maturity Dates	**2008**	2007
Royal Bank of Canada	4.64% - 5.10%	2007-2010	**$ 15,104**	$ 29,415
Assiniboine Credit Union	5.80% - 6.85%	2008-2010	**443,914**	889,043
TD Canada Trust	5.10%	2017	**839,814**	-
Canada Mortgage and Housing Corporation	4.52% - 5.50%	2017-2021	**4,940,800**	5,170,611
Manitoba Housing and Renewal Corporation	6.63% - 12.50%	-	**23,967,457**	24,546,631
			30,207,089	30,635,700
Less: current portion			**861,893**	783,341
			$ 29,345,196	$ 29,852,359

All mortgages are secured by a charge registered against the properties.

Although some of the mortgages may become due within the next fiscal period, these mortgages have not been shown as current as they are expected to be refinanced on similar terms when they come due.

9. Long-Term Debt (continued)

Principal repayments due within the next five years are as follows:

March 31, 2009	$ 861,893
2010	939,450
2011	1,024,756
2012	1,118,631
2013	1,218,337
Thereafter	23,948,151
CMHC second mortgages	1,095,871
	$ 30,207,089

10. Restricted Surplus (Deficit)

Restricted surplus (deficit) is used to record the gains and losses on the sale of properties that were in construction. The net gains must ultimately be used in the specific communities in which they were earned. In the current year, these funds were transferred to the WHRC Building and Acquisition Reserve.

11. WHRC Building and Acquisition Reserve

The WHRC building and acquisition reserve consists of the net gains/losses on buildings that were sold, the accumulated operation surplus/deficits of those buildings and the realized gain on forgivable loans. These funds are restricted for use acquiring or building properties and adding them to WHRC's rental portfolio.

12. Internally Restricted Net Assets

The internally restricted net assets consist of the net gains/losses on buildings that were sold, the accumulated operation surplus/deficits of those buildings and the realized gain on forgivable loans. These funds are restricted for use on housing projects in the future and are not to be used for operating expenses. In the current year, these funds were transferred to the WHRC Building and Acquisition Reserve.

13. Additional Information to Cash Flow Statement

	2008	2007
Cash is represented by:		
Cash	**$ 1,470,275**	$ 612,083
Restricted cash and deposits	**3,486,614**	3,122,664
	$ 4,956,889	$ 3,734,747
Additional information:		
Interest received	**$ 178,125**	$ 146,407
Interest paid	**2,698,219**	2,792,565

14. Use of Estimates

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenditures during the reporting periods presented. Actual results could differ from these estimates.

15. Financial Instruments

The organization has designated all of its financial instruments as held-for-trading which means that they are measured at fair value with gains or losses recognized in operations with the exception of the WHRC Rental and Development long-term debt which is classified as other liabilities and recorded at amortized cost. Due to the short-term nature of the following financial instruments held by the organization, including cash, rents receivable, other receivables, grants receivable, subsidy due from CMHC, subsidy due from MHRC, operating deficiency recoverable from MHRC, restricted cash and deposits, accounts payable and accrued liabilities and accrued interest payable, the carrying values as presented in the financial statements are reasonable estimates of fair value. The carrying value of the long-term debt at the balance sheet date approximates the fair market value as represented by the present value of future cash flows given that the interest rate risk is protected by agreements with CMHC and MHRC. The carrying value of the WHRC Rental and Development long-term debt at the balance sheet date approximates the fair market value as represented by the present value of future cash flows. The carrying value of Winnipeg Partners in Housing Inc. long-term debt approximates the fair market value as represented by the present value of future cash flows. The carrying value of the forgivable loans approximates fair market value as management intends to fulfill the requirements of the loan forgiveness. It is management's opinion that the organization is not exposed to significant interest rate, currency or credit risk arising from any of its financial instruments.


THE FORKS MARKET

WINNIPEG ENTERPRISES CORPORATION

STATEMENT OF FINANCIAL POSITION

As at December 31
(unaudited)

	2008	2007
ASSETS		
Cash	**$ 243,091**	$ 13,738
Accounts receivable	**-**	219,657
Due from City of Winnipeg (Note 3)	**4,705,915**	5,439,304
	$ 4,949,006	$ 5,672,699
LIABILITIES		
Due to City of Winnipeg - General Revenue Fund (Note 4)	**$ 1,424,774**	$ 1,334,874
Accounts payable and accrued liabilities	**4,600**	221,221
Debt (Note 5)	**1,664,671**	2,072,056
	3,094,045	3,628,151
NET ASSETS	**1,854,961**	2,044,548
	$ 4,949,006	$ 5,672,699

See accompanying notes to the financial statements

WINNIPEG ENTERPRISES CORPORATION

STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS

For the years ended December 31
(unaudited)

	2008	2007
REVENUES		
Entertainment funding tax - Winnipeg Football Club (Note 6)	**$ 698,043**	$ 445,157
Other	**19,265**	31,034
Transfer from City of Winnipeg - General Revenue Fund	**-**	75,000
	717,308	551,191
EXPENSES		
Write-off of long-term receivable (Note 3)	**733,389**	733,389
Interest on debt and other finance charges	**169,022**	229,541
Professional fees, office supplies and other	**4,484**	24,105
	906,895	987,035
NET LOSS FOR THE YEAR	**(189,587)**	(435,844)
NET ASSETS - BEGINNING OF YEAR	**2,044,548**	2,480,392
NET ASSETS - END OF YEAR	**$ 1,854,961**	$ 2,044,548

See accompanying notes to the financial statements

WINNIPEG ENTERPRISES CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(unaudited)

1. Entity Definition and Wind-Up of Operations

Winnipeg Enterprises Corporation ("the Corporation") is a not-for-profit organization established by the Winnipeg Enterprises Corporation Incorporation Act on July 26, 1952 under the laws of the Province of Manitoba. As at March 31, 2005, the Corporation has wound-down its operations and is being managed by The City of Winnipeg ("the City"), its sole director. The City has assumed all remaining and prospective debt and liabilities of the Corporation.

2. Significant Accounting Policies

The financial statements are prepared using the accrual basis of accounting. The accrual basis of accounting records revenue as it is earned and measurable. Expenses are recognized as they are incurred and measurable based upon receipt of goods and services and/or the creation of a legal obligation to pay.

Financial instruments

Financial instruments include cash, due to City of Winnipeg - General Revenue Fund, accounts payable and accrued liabilities, debt and an interest rate swap on a portion of the debt. Unless otherwise stated, the book value of the Corporation's financial assets and liabilities approximates their fair value. It is management's opinion that the Corporation is not exposed to significant interest, currency, or credit risk arising from these financial instruments except as per Note 5.

The Corporation uses interest rate swap contracts to manage interest rate risk on certain floating rate debt. Payments and receipts under the interest rate swap contracts are recognized as adjustments to interest expense on a basis which matches the related fluctuations in the interest payments under floating rate debt.

Use of estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingencies at the date of the statement of financial position. Actual results could differ from these estimates.

3. Due from City of Winnipeg

The due from City of Winnipeg represents the net book value of the property and equipment that was owned by the Corporation and transferred to the City based on the assignment agreement dated June 1, 2004 between The City, the Corporation and the Winnipeg Football Club. The receivable is being written-down based on the amortization of the property and equipment using the straight-line method over 10 years on the remaining unamortized balance.

4. Due to City of Winnipeg - General Revenue Fund

The City operates a centralized treasury function with a single operating bank account in the General Revenue Fund. Bank transactions are credited or charged to the "Due to" account when they are processed through the bank. Interest is credited or charged based on the City's average short-term earnings (cost of funds) on the single bank account, which is a function of the Bank of Canada rate. The December 31, 2008 effective interest rate was 1.5% (2007 - 4.2%).

5. Debt

	2008	2007
Demand loan (credit facility A); bearing interest at a swap rate of 5.94% per annum until May 30, 2014; after which bears interest at prime; repayable in quarterly instalments of $70,833 plus interest	**$ 1,549,950**	$ 1,819,715
Demand loan (credit facility B); bearing interest at 7.24% per annum until October 21, 2009, after which, bears interest at prime plus 0.25%; repayable in blended monthly instalments of $11,735; secured by a specific fixed charge on certain equipment	**114,721**	252,341
	$ 1,664,671	$ 2,072,056

Credit facility A is secured by a limited guarantee from the City of Winnipeg of $7,650,000.

6. Entertainment Funding Tax - Winnipeg Football Club

On May 18, 2005, City Council approved the amendment to the Canad Inns Stadium lease with the Corporation. The amendment included a provision which allows the City to use the entertainment funding tax, which relates to one pre-season game and nine regular season games, to first repay the remaining amount invested by the Corporation in the Winnipeg Football Club by way of income debentures totalling $1,194,000. This has been repaid in its entirety. Thereafter, this entertainment funding tax will be used to reduce the debt in the Corporation associated with Winnipeg Football Club, which totalled approximately $3,265,244 as at December 31, 2004. The unamortized amount of this debt, based on an interest rate of 5% net of the entertainment funding tax applied against the debt, as at December 31, 2008 is $2,820,110 (2007 - $3,346,919). Once the debt has been repaid, this entertainment funding tax will be transferred to a fund to be administered by the City for the benefit of the stadium at 1465 Maroons Road.

CENTREVENTURE DEVELOPMENT CORPORATION

STATEMENT OF FINANCIAL POSITION

December 31

	2008	2007
ASSETS		
Current Assets		
Cash and bank (Note 2)	**$ 3,982,287**	$ 2,794,262
Restricted cash (Note 3)	**22,488**	-
Accounts receivable (Note 4)	**3,070,059**	126,210
Prepaid expenses	**12,271**	12,988
Property held for resale (Note 5)	**2,117,788**	2,150,412
Current portion of mortgages receivable (Note 6)	**1,307,460**	1,745,000
Current portion of loans receivable (Note 7)	**277,079**	505,000
	10,789,432	7,333,872
Mortgages receivable (Note 6)	**730,654**	1,523,446
Loans receivable (Note 7)	**2,249,275**	1,755,106
Capital assets (Note 8)	**986,107**	2,159,054
	$ 14,755,468	$ 12,771,478
LIABILITIES AND NET ASSETS		
Current Liabilities		
Accounts payable and accrued liabilities	**$ 1,206,946**	$ 75,577
Holdbacks payable (Note 3)	**22,488**	-
Deferred grant revenue (Note 9)	**1,313,381**	890,826
	2,542,815	966,403
Commitments and contingencies (Note 10)		
NET ASSETS (Note 13)		
Invested in capital assets	**986,107**	2,159,054
General	**1,915,660**	1,722,126
Urban Development Bank	**9,310,886**	7,923,895
	12,212,653	11,805,075
	$ 14,755,468	$ 12,771,478

The accompanying summary of significant accounting policies and notes are an integral part of these financial statements

CENTREVENTURE DEVELOPMENT CORPORATION

STATEMENT OF CHANGES IN NET ASSETS

For the year ended December 31

	Invested in Capital Assets	General	Urban Development Bank	Total 2008	Total 2007
Balance, beginning of year	**$ 2,159,054**	**$ 1,722,126**	**$ 7,923,895**	**$ 11,805,075**	$ 12,040,409
Excess (deficiency) of revenue over expenditures for the year	**1,160,442**	**210,145**	**(963,009)**	**407,578**	(235,334)
Net change in invested in capital assets	**(2,333,389)**	**(16,611)**	**2,350,000**	**-**	-
Balance, end of year	**$ 986,107**	**$ 1,915,660**	**$ 9,310,886**	**$ 12,212,653**	$ 11,805,075

The accompanying summary of significant accounting policies and notes are an integral part of these financial statements

CENTREVENTURE DEVELOPMENT CORPORATION

STATEMENT OF OPERATIONS

For the year ended December 31

	2008			2007
	General	**Urban Development Bank**	**Total**	Total
Revenue				
Grant				
City of Winnipeg	**$ 100,000**	**$ -**	**$ 100,000**	$ 250,000
Designated grants	**-**	**76,423**	**76,423**	122,693
Interest	**460,999**	**-**	**460,999**	468,761
Commissions and development fees	**228,033**	**-**	**228,033**	10,000
Rental	**164,421**	**-**	**164,421**	183,398
Sale of properties	**-**	**1,870,001**	**1,870,001**	20,000
	953,453	**1,946,424**	**2,899,877**	1,054,852
Expenditures				
Administration	**532,590**	**-**	**532,590**	368,440
Amortization	**115,408**	**-**	**115,408**	67,596
Bank charges and interest	**5,256**	**-**	**5,256**	1,151
Cost of properties	**-**	**1,655,455**	**1,655,455**	192,575
Grants paid out				
Designated revenues	**-**	**76,423**	**76,423**	122,693
General	**-**	**4,000**	**4,000**	99,019
Insurance	**9,852**	**-**	**9,852**	9,040
Office	**66,526**	**-**	**66,526**	78,280
Professional fees				
Contract management	**10,947**	**59,949**	**70,896**	37,675
IT and other	**14,413**	**-**	**14,413**	20,797
Accounting, legal and transaction costs	**25,738**	**76,733**	**102,471**	61,256
Marketing	**56,322**	**17,934**	**74,256**	73,281
Project development	**-**	**18,939**	**18,939**	27,615
Property rental	**8,281**	**-**	**8,281**	15,900
Public destinations	**13,383**	**-**	**13,383**	114,868
Central Park (Note 14)	**-**	**1,000,000**	**1,000,000**	-
	858,716	**2,909,433**	**3,768,149**	1,290,186
Excess (deficiency) of revenue over expenditures before other items	**94,737**	**(963,009)**	**(868,272)**	(235,334)
Other Items				
Gain on sale of building	**-**	**1,275,850**	**1,275,850**	-
Excess (deficiency) of revenue over expenditures for the year	**$ 94,737**	**$ 312,841**	**$ 407,578**	$ (235,334)
Allocated to:				
General	**$ 210,145**	**$ -**	**$ 210,145**	$ 224,879
Urban Development Bank	**-**	**(963,009)**	**(963,009)**	(392,617)
Invested in capital assets	**(115,408)**	**1,275,850**	**1,160,442**	(67,596)
Excess (deficiency) of revenue over expenditures for the year	**$ 94,737**	**$ 312,841**	**$ 407,578**	$ (235,334)

The accompanying summary of significant accounting policies and notes are an integral part of these financial statements

CENTREVENTURE DEVELOPMENT CORPORATION

STATEMENT OF CASH FLOWS

For the year ended December 31

	2008	2007
CASH FLOWS FROM OPERATING ACTIVITIES		
Excess (deficiency) of revenue over expenditures for year	**$ 407,578**	$ (235,334)
Adjustments for amortization of capital assets	**115,408**	67,596
Gain on disposal of assets	**(1,275,850)**	-
Accrued interest on mortgages	**6,395**	(13,317)
Accrued interest on loans receivable	**(2,569)**	(7,541)
	(749,038)	(188,596)
Changes in non-cash working capital balances		
Short-term investments	**-**	4,082,422
Accounts receivable	**(2,943,849)**	238,179
Prepaid expenses	**717**	651
Property held for resale	**32,624**	(676,409)
Accounts payable and accrued liabilities	**1,131,369**	(23,552)
Holdbacks payable	**22,488**	-
Deferred grant revenue	**422,555**	517,390
	(1,334,096)	4,138,681
	(2,083,134)	3,950,085
CASH FLOWS FROM INVESTING AND FINANCING ACTIVITIES		
Purchase of capital assets	**(16,611)**	(272,319)
Proceeds on sale of capital assets	**2,350,000**	-
Advances of mortgages receivable	**(214,780)**	(1,508,562)
Advances of loans receivable	**(615,132)**	(962,919)
Receipts from mortgages receivable	**1,445,113**	69,039
Receipts from loans receivable	**345,057**	184,895
	3,293,647	(2,489,866)
Increase in cash and cash equivalents during the year	**1,210,513**	1,460,219
Cash and cash equivalents, beginning of year	**2,794,262**	1,334,043
Cash and cash equivalents, end of year	**$ 4,004,775**	$ 2,794,262
Comprised of		
Cash and bank	**$ 3,982,287**	$ 2,794,262
Restricted cash	**22,488**	-
	$ 4,004,775	$ 2,794,262

The accompanying summary of significant accounting policies and notes are an integral part of these financial statements

CENTREVENTURE DEVELOPMENT CORPORATION

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

December 31, 2008

Basis of Financial Presentation

The corporation records its financial transactions on the deferred fund accounting basis as follows:

General

General includes transactions related to general operations and administration of the corporation.

Urban Development Bank

The Urban Development Bank was initiated in 1999 through a contribution by the City of Winnipeg. Funds are intended to enable CentreVenture Development Corporation to facilitate economic development initiatives with private and non-profit sectors and provide creative financing options to encourage downtown investment. The assets of the Urban Development Bank are invested in loans, receivables and property held for development.

The Urban Development Bank funds, as defined by Board policy, shall not be used to fund the day-to-day operations of the corporation. The Urban Development Bank is funded by various levels of government and other funding organizations.

Revenue Recognition

CentreVenture Development Corporation follows the deferral method of accounting for contributions. Restricted contributions are recognized as revenue in the year in which the related expenditures are incurred. Unrestricted contributions are recognized as revenue when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

Interest income and rental revenue is recognized on an accrual basis consistent with the terms of the related mortgages and agreements and collection is reasonably assured. Reasonable assurance is based upon the corporation's past experience with its claims and collections associated with clients and similar transactions.

Sale proceeds on properties and the related cost of properties are recognized when the risks and rewards of ownership are transferred to the purchaser and collection is reasonably assured. Reasonable assurance is based upon the corporation's past experience with its claims and collections associated with clients and similar transactions. A transaction fee is levied by the Corporation on these sales.

Special Projects - Restricted Funding Arrangements

In addition to regular operating revenues, CentreVenture Development Corporation receives grants from time to time for specific programs or initiatives to be administered by CentreVenture Development Corporation which are accounted for through the Urban Development Bank. The following special funding arrangements were ongoing during the year:

Province of Manitoba:

North Main Economic Development Program Grant
The purpose of this grant is to attract business investment to the North Main area of downtown Winnipeg.

Special Projects - Restricted Funding Arrangements (continued)

City of Winnipeg:

Downtown Housing Strategy
The purpose of this grant is to encourage unique and innovative approaches that support downtown housing developments and result in quality, affordable housing by providing financial assistance to proponents.

City of Winnipeg:

Gail Parvin Hammerquist
The purpose of these grants is to fund innovative measures to attract new investment, occupants and uses for heritage buildings, as well as to conserve the heritage character, architectural elements and detailing of designated buildings.

Mortgages and Loans Receivable

Mortgages and loans are carried at the unpaid principal plus accrued interest, less allowances for doubtful loans. Amounts considered uncollectible are written-off in the year in which the uncollectible amount is determined. Recoveries on mortgages and loans previously written-off are taken into income in the year the income is received.

Allowance for Doubtful Loans

The allowance for doubtful loans is maintained at a level considered adequate to absorb credit losses existing in the corporation's portfolio. The allowance is evaluated on an ongoing basis and increased as deemed necessary, which is charged against income and is reduced by write-offs.

Financial Instruments

The CentreVenture Development Corporation utilizes various financial instruments. Unless otherwise noted, it is management's opinion that the CentreVenture Development Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments and the carrying amounts approximate fair values.

All transactions related to financial instruments are recorded on a settlement date basis.

The CentreVenture Development Corporation classifies its financial instruments into one of the following categories based on the purpose for which the asset was acquired. The CentreVenture Development Corporation's accounting policy for each category is as follows:

Held-for-trading

This category is comprised of cash. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations. Transaction costs related to instruments classified as held-for-trading are expensed as incurred.

Financial Instruments (continued)

Loans and Receivables

These assets are non-derivative financial assets resulting from the delivery of cash or other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, or on demand. They arise principally through the provision of goods and services to customers, but also incorporate other types of contractual monetary assets comprised of trade receivable, mortgages receivable and loans receivables. They are initially recognized at fair value and subsequently carried at amortized cost, using the effective interest rate method, less any provision for impairment. Transaction costs related to loans and receivables are expensed as incurred.

Other Financial Liabilities

Other financial liabilities includes all financial liabilities other than those classified as held-for-trading and comprises trade payables. These liabilities are initially recognized at fair value and subsequently carried at amortized cost using the effective interest rate method. Transaction costs related to other financial liabilities are netted against the amount initially recognized.

Capital Assets

Purchased capital assets are recorded at cost. Amortization is provided for on a straight-line basis in accordance with the following terms:

Building	25 years
Computer equipment	3 years
Furniture and fixtures	5 years
Leasehold improvements	3 years

The acquisition costs of capital assets which are funded from capital financing sources are charged to operations and matched with the applicable revenue sources in the year of expenditure. Where capital is financed using prior year's equity, the cost will be charged to the related net asset balance. These expenditures are recorded as an addition to assets with a corresponding increase in Invested in Capital Assets.

Use of Estimates

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from management's best estimates as additional information becomes available in the future.

Income Tax

The corporation is exempt from income tax by virtue of p.149(1)(e) of the Income Tax Act. The corporation files a corporate tax return and a non-profit organization information return annually as required by the Canada Revenue Agency.

New Accounting Pronouncements

Recent accounting pronouncements that have been issued but are not yet effective, and have a potential implication for the corporation, are as follows:

Financial Statement Concepts

CICA Handbook Section 1000, Financial Statement Concepts has been amended to focus on the capitalization of costs that truly meet the definition of an asset and de-emphasizes the matching principle.

The revised requirements are effective for annual and interim financial statements relating to fiscal years beginning on or after October 1, 2008. The corporation is currently evaluating the impact of the adoption of this change on the disclosure within its financial statements.

Financial Statement Presentation

Section 4400 has been amended for the treatment of net assets invested in capital assets and for the presentation of revenues and expenses. The new standard is effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2009. The corporation is currently assessing the impact of the new standard.

Disclosure of Allocated Expenses

This new Section 4470 establishes disclosure standards for not-for-profit organizations that choose to classify their expenses by function and allocate expenses from one function to another. The changes are effective for interim and annual financial statements beginning on or after January 1, 2009. The corporation is currently assessing the impact of the new standard.

Financial Instruments – disclosures and presentation

CICA Handbook Section 3862, Financial Instruments - Disclosure, increases the disclosures currently required to enable users to evaluate the significance of financial instruments for an entity's financial position and performance, including disclosures about fair value. CICA Handbook Section 3863, Financial Instruments - Presentation, replaces the existing requirements on the presentation of financial instruments, which have been carried forward unchanged. These standards are effective for interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008. The corporation is currently evaluating the impact of the adoption of these changes on the disclosure and presentation within its financial statements.

CENTREVENTURE DEVELOPMENT CORPORATION

NOTES TO FINANCIAL STATEMENTS

December 31, 2008

1. Nature and Purpose of the Corporation

CentreVenture Development Corporation is a non-profit organization incorporated without share capital under the laws of Manitoba on July 9, 1999. The goal of the corporation is to promote and foster economic, residential and cultural growth and development in the downtown district of the City of Winnipeg.

2. Cash and Bank

The corporation has an approved operating line of credit with the Assiniboine Credit Union Limited to a maximum amount of $4,500,000. The line of credit bears interest at Assiniboine Credit Union prime rate less 0.25% and is secured by an authorization letter from The City of Winnipeg and a general security agreement on all assets of the corporation. As at December 31, 2008, the line of credit was unutilized.

3. Restricted Cash

The corporation has a holdback account that is jointly controlled with one of its contractors for a specific project.

4. Accounts Receivable

	2008	2007
Sale proceeds receivable	**$ 2,344,105**	$ -
Grants receivable	**500,000**	-
GST receivable	**82,520**	50,983
Other	**143,434**	75,227
	$ 3,070,059	$ 126,210

5. Property Held for Resale

Under the asset agreement between CentreVenture Development Corporation and the City of Winnipeg, CentreVenture Development Corporation has the option to acquire an interest in surplus City-owned properties and buildings within the downtown area for the consideration of one dollar or a maximum of three years back property taxes. Any properties obtained under either of these options are recorded at the consideration price.

Property held for resale also includes properties acquired at fair market value from third parties for the purpose of development and/or resale. Material costs associated with the acquisition, development and resale of these properties are capitalized at cost. Property held for resale at year end consists of the following:

	2008	2007
Property for sale	**$ 1,936,245**	$ 1,916,570
Property development costs	**181,543**	233,842
	$ 2,117,788	$ 2,150,412

6. *Mortgages Receivable*

	2008	2007
Mortgages receivable	**$ 2,075,294**	$ 3,299,231
Accrued interest receivable	**12,820**	19,215
Allowance for doubtful loans	**(50,000)**	(50,000)
	2,038,114	3,268,446
Current portion of mortgages receivable	**1,307,460**	1,745,000
	$ 730,654	$ 1,523,446

Mortgages receivable on various properties in downtown Winnipeg with terms ranging from demand to maturity of 5 years, monthly instalments applied to interest first, compounded semi-annually not in advance, and secured by recourse to the related underlying property, personal and corporate guarantees, and other forms of security. Interest rates charged for CentreVenture Development Corporation mortgages range from 5.25% to 8.0% and are both fixed and variable in reference to the bank of Canada's prime rate of lending at the time of loan disbursement.

Mortgage principal receipts are expected as follows:

2009	**$ 1,307,460**
2010	**277,515**
2011	**490,320**
Accrued interest	**12,819**
	2,088,114
Allowance	**(50,000)**
	$ 2,038,114

The above schedule lists the expected receipts based on mortgages maturing during the year. Negotiations to renew mortgages may occur as terms expire throughout 2009.

7. *Loans Receivable*

	2008	2007
Loans receivable	**$ 2,611,899**	$ 2,348,220
Accrued interest receivable	**14,455**	11,886
Allowance for doubtful loans	**(100,000)**	(100,000)
	2,526,354	2,260,106
Current portion of loans receivable	**277,079**	505,000
	$ 2,249,275	$ 1,755,106

Loans receivable from various borrowers have a maximum term to maturity of 10 years, payable in monthly interest instalments plus annual principal payment, and secured by an assignment of Heritage Tax Credits or other forms of security. Interest rates charged, ranging from 4.75% to 8.0%, are both fixed and variable in reference to the bank of Canada's prime rate of lending at the time of loan disbursement.

7. Loans Receivable (continued)

Loan principal receipts are expected as follows:

2009	**$ 277,079**
2010	**305,360**
2011	**244,021**
2012	**192,889**
2013	**187,220**
Thereafter	**1,405,330**
Accrued interest	**14,455**
	2,626,354
Allowance	**(100,000)**
	$ 2,526,354

The above schedule lists the expected receipts based on loans maturing during the year. Negotiations to renew loans may occur as terms expire throughout 2009.

8. Capital Assets

	2008		2007	
	Cost	**Accumulated Amortization**	Cost	Accumulated Amortization
Land	**$ 864,774**	**$ -**	$ 864,774	$ -
Building	**-**	**-**	1,485,000	356,400
Computer equipment	**67,879**	**59,056**	60,211	52,789
Furniture and fixtures	**25,352**	**15,173**	25,352	11,647
Leasehold improvements	**153,496**	**51,165**	144,553	-
	$ 1,111,501	**$ 125,394**	$ 2,579,890	$ 420,836
Net book value	**$ 986,107**		$ 2,159,054	

9. Deferred Grant Revenue

Deferred grant revenue represents externally restricted funding received from various sources for the operation of the project to which the funding relates.

Deferred grant revenue for externally restricted projects during the year is as follows:

	2008	2007
Downtown Housing Strategy	**$ 14,887**	$ 30,767
Gail Parvin Hammerquist 2003	**18,836**	18,836
Gail Parvin Hammerquist 2004	**142,225**	198,540
Gail Parvin Hammerquist 2005	**35,544**	35,544
Gail Parvin Hammerquist 2006/2007	**599,289**	604,539
Gail Parvin Hammerquist 2008	**500,000**	-
North Main Economic Development Program Grant	**2,600**	2,600
	$ 1,313,381	$ 890,826

10. Commitments and Contingencies

CentreVenture Development Corporation has made commitments for grants that had not been disbursed by the December 31, 2008 year end in the approximate amount of $939,635 (2007 - $790,772). These grants will be funded by use of deferred grant revenue (Note 9).

CentreVenture Development Corporation has made commitments for loans that had not been disbursed by the December 31, 2008 year end in the approximate amount of $882,000 (2007 - $868,801).

CentreVenture Development Corporation has made commitments for property development and property purchases with the maximum amount committed to be $0 (2007 - $1,081,262) pending the recipient's ability to meet the requirements of the agreement.

11. Related Party Transactions

The following table summarizes CentreVenture Development Corporation's related party transactions for the year:

	2008	2007
REVENUE		
City of Winnipeg (parent) - Operating grant	**$ 100,000**	$ 250,000
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES		
City of Winnipeg (parent) - Property taxes	**50,349**	40,334
City of Winnipeg (parent) - Property purchases	**4**	1
OTHER		
City of Winnipeg (parent) - Assigned Heritage Tax Credits applied against loans receivable	**227,072**	155,714

These transactions are in the normal course of operations and are measured at the exchange value (the amount of consideration established and agreed to by the related parties).

12. Fair Value of Financial Instruments

The carrying amount of the corporation's financial assets and liabilities approximate their fair value. In the absence of readily ascertainable market values, management has estimated that fair value would not differ materially from carrying value. Factors considered in this determination include underlying collateral, market conditions, financial data and projections of the borrowers. Because of the inherent uncertainty of valuation, the estimate of fair value may differ significantly from the values that would have been used had a ready market for the assets existed.

13. Capital Management

The Corporation manages its capital according to the following principles:

- Each year's operations are budgeted on a break-even basis, so that the Corporation's equity over the long-term neither grows nor diminishes on account of annual operations. The current year operating surplus of $94,737 arose principally as a result of a $100,000 fee earned on a transaction that was originally expected to close in 2009. This current year surplus will be notionally carried over to 2009 to offset the annual deficit that is now expected for 2009, since that year's budgeted revenues included the transaction fee.

- The Corporation's invested equity includes the land included in "invested in capital assets", as well as its general net assets and the balance of the Urban Development Bank. In aggregate, this invested equity amounts to approximately $12.1 million. The Corporation's business plan contemplates that over the next two years this amount may be reduced to approximately $10 million as a result of several community investments that will contribute to the revitalization of Winnipeg's downtown.

- The Corporation's equity should not be allowed to be reduced less than $10 million, which is the original amount of the City's seed contribution to establish the Urban Development Bank. This ongoing base of capital will continue to be used to make investments that provide a return to the Corporation and which will be fully recovered. For example, this equity is currently invested in loans, mortgages and property that has been acquired for redevelopment.

14. Central Park Redevelopment Project

CentreVenture Development Corporation has authorized a contribution of $1 million dollars under its Public Destinations Plan to the revitalization of Central Park. Central Park is one of the City's historic parks and the project will help to revitalize the downtown area. The project is a collaborative initiative between The City of Winnipeg, Province of Manitoba, The Winnipeg Foundation and the Gray Family. In addition to its cash contribution, CentreVenture will play a key role in administering the project over the construction period of 2009/2010.

In 2009, the Corporation will become party to funding agreements with certain of the partners in this initiative. The agreement(s) will identify the Corporation as the recipient of the contributions and require it to oversee the project according to various terms and conditions. At the time such contributions are received, they will be recorded as designated grants with an immediate and offsetting expense being recorded to reflect their specific designation for this project. It is currently expected that the aggregate community investment to revitalize Central Park, including the Corporation's contribution will be approximately $4.5 million.

15. Comparative Figures

Certain of the comparative figures for the year ended December 31, 2007 have been reclassified to provide better comparison with the current year's presentation.



WINNIPEG ARTS COUNCIL INC.
(Incorporated under the Laws of Manitoba)
BALANCE SHEET
As At December 31, 2008 (With Comparative Figures As At December 31, 2007)

	2008	2007
ASSETS		
Current Assets:		
Cash	**$ 8,514**	$ 33,824
Term Deposits	**1,353,253**	1,700,000
Accounts Receivable	**-**	7,621
Goods and Services Tax Rebate	**7,241**	9,101
Accrued Interest	**14,622**	745
Prepaid Expenses	**19,908**	3,542
	1,403,538	1,754,833
Administrative Capital Assets, at cost		
Leasehold Improvements	**104,258**	101,886
Furnishings and Equipment	**27,013**	25,611
Computer Hardware	**20,516**	20,516
Telephone Hardware	**6,574**	6,574
	158,361	154,587
Less: Accumulated Amortization (Note 3)	**(39,660)**	(18,684)
	118,701	135,903
	$ 1,522,239	$ 1,890,736
LIABILITIES		
Current Liabilities:		
Overdraft	**$ 52,220**	$ -
Accounts Payable and Accrued Expenses	**17,644**	15,225
Grant Holdbacks (Note 4)	**128,778**	357,456
	198,642	372,681
UNRESTRICTED NET ASSETS		
Invested in Administrative Capital Assets (Note 3)	**118,701**	135,903
Public Art Fund (Note 5)	**945,188**	1,130,471
	1,063,889	1,266,374
RESTRICTED NET ASSETS		
Internally Restricted for Cash Flow Assistance (Note 6)	**100,000**	100,000
Internally Restricted for Municipal Arts and Culture Development (Note 7)	**87,041**	60,614
Internally Restricted for Future Programs	**72,667**	72,667
Internally Restricted for Future Youth Initiatives	**-**	18,400
	259,708	251,681
	$ 1,522,239	$ 1,890,736

WINNIPEG ARTS COUNCIL INC.
(Incorporated under the Laws of Manitoba)
STATEMENT OF NET RESULT
For the Year Ended December 31, 2008 (With Comparative Figures As At December 31, 2007)

	2008	2007
REVENUES:		
Grants from the City of Winnipeg	**$ 4,032,552**	$ 4,174,551
Interest Income	**39,883**	35,752
Other Income	**12,492**	4,927
	4,084,927	4,215,230
GRANTS AWARDED AND DIRECT EXPENSES THEREOF:		
Operating Grants	**2,918,650**	2,905,000
Individual Artists Grants	**150,000**	235,643
Project Grants (Note 4)	**183,100**	200,000
Downtown Festivals Grants (Note 4)	**101,000**	186,000
New Creations Grants (Note 4)	**239,000**	113,485
Professional Development Grants	**75,589**	85,000
Youth Arts Initiative Pilot Program	**29,500**	52,000
Carol Shields Winnipeg Book Award	**3,750**	3,750
Jury Honoraria and Expenses	**17,093**	18,119
Translation Services	**7,293**	8,970
	3,724,975	3,807,967
ADMINISTRATIVE EXPENSES:		
Salaries and Benefits	**217,808**	199,024
Supplies and Other Office Expenses	**26,687**	28,956
Office Rent and Amortization of Leaseholds	**45,822**	26,240
Hospitality and Promotion	**14,810**	16,282
Professional and Consultants Fees	**17,236**	12,661
Professional Development, Memberships, and Conferences	**7,154**	10,088
Telecommunications	**4,439**	4,617
Board and Committee Meetings	**4,117**	4,680
	338,073	302,548
	4,063,048	4,110,515
EXCESS OF REVENUES OVER AWARDS AND EXPENSES FOR THE YEAR	**$ 21,879**	$ 104,715

WINNIPEG ARTS COUNCIL INC.
(Incorporated under the Laws of Manitoba)
STATEMENT OF CHANGES IN NET ASSETS
For the Year Ended December 31, 2008 (With Comparative Figures As At December 31, 2007)

		2008	2007
UNRESTRICTED NET ASSETS, BEGINNING OF THE YEAR		**$ -**	$ -
Excess of Revenues over Expenses for the Year	**$ 21,879**		104,715
Add Back: Amortization of Administrative Capital Assets	**20,976**	**42,855**	15,922
		42,855	120,637
Internally Restricted for Municipal Arts and Culture Development		**(57,481)**	(50,000)
Internally Restricted for Future Programs		**-**	(25,077)
Internally Restricted for Future Youth Arts Initiatives		**18,400**	(18,400)
		3,774	27,160
Invested in Administrative Capital Assets:			
Leasehold Improvements	**(2,372)**		
Furnishings and Equipment	**(1,402)**	**(3,774)**	(27,160)
UNRESTRICTED NET ASSETS, END OF THE YEAR		**$ -**	$ -

WINNIPEG ARTS COUNCIL INC.

NOTES TO THE FINANCIAL STATEMENTS

For the Year Ended December 31, 2008

1. Purpose of the Organization:

Winnipeg Arts Council Inc. funds, supports, and fosters development of the arts on behalf of the people of Winnipeg.

2. Financial Dependency:

Winnipeg Arts Council Inc. is financially dependent upon an annual allocation from the City of Winnipeg.

3. Fixed Assets Continuity:

Financing of Fixed Assets was originally established by a charge against an operating surplus. Amortization of these assets accordingly is being charged against this Fund. In the year $3,774 (2007 - $27,160) of leasehold improvements and equipment were added to the Fund.

The Computer Hardware is being written off over three years from the month of the acquisition of each item. The Telephone Hardware is being written off over five years from the month of the acquisition of this system. The Furnishings and Office Equipment is being written off over ten years from the month of the acquisition of each item. In the current year $20,976 (2007 - $9,716) of these write-offs was included in administrative expenses.

4. Grant Holdbacks:

The Council has a policy of holding back a proportion of grants awarded in a year until certain completion criteria have been satisfied. Furthermore, some awards will be disbursed according to a cash-flow schedule developed with the agreement of the client organizations. Accordingly, this account represents those award balances which will be disbursed in the future according to those guidelines.

The composition of these holdbacks according to award category is as follows:

New Creations	$	59,400
Project Grants		54,328
Downtown Festivals		9,400
Youth Arts Initiative		5,650
	$	128,778

5. Public Art Fund:

Winnipeg Arts Council Inc. maintains a separate fund for the financing of the design and execution of particular artworks to be created in public areas of the city. This fund is supported by a specified allocation from the City of Winnipeg. Financial support to individual artists is awarded on the recommendations of juries selected by the Council.

The commissioning and installation of public art projects is a multi-year process. At the year-end, the following unexpended balances remain from the original financial commitments made by the City of Winnipeg.

5. Public Art Fund (continued):

	Unexpended Commitment
Artwork for a Major Street	$ 197,000
Transit Project	151,632
Redwood Bridge	122,237
La Maison des artistes	93,616
Private/Public Collaboration	64,400
With Art: Community Arts Projects	73,309
Bishop Grandin Greenway	47,729
Playground Project	42,000
St. Boniface Museum	39,700
Public Education Program	10,494
Exchange BIZ Collaboration	3,446
Assiniboine Park	1,567
City of Winnipeg Archives Artist-in-Residence	1,548
Public Art Projects in Process	848,678
Reserved for Public Art Development	96,510
Total Fund Balance	$ 945,188

The City of Winnipeg in 2008 allocated $97,087 for administration of the Public Art Fund. In 2007 $464,200 was allocated for the support of both existing and new projects for public art.

6. Cash Flow Assistance Reserve:

This allocation was made in order to provide cash-flow assistance to client organizations until such time as operating grants for their use have been received by Winnipeg Arts Council Inc. from the City of Winnipeg.

7. Municipal Arts and Culture Development Reserve:

This allocation was made to finance future projects to engage the overall community in support of the arts in the City of Winnipeg. In 2008 $31,055 was expended on a major promotional event and on cultural mapping.

8. Lease Commitment:

Winnipeg Arts Council Inc. has entered into a lease agreement at an annual cost of $35,464 until March of the year 2012, after which this amount will be subject to an escalation. The lease expires in the year 2017.

9. Provision for Income Taxes:

Winnipeg Arts Council Inc. was incorporated as a Not-for-Profit Organization and, as such, no provision has been made in these financial statements for income taxes.

10. Directors' Remuneration:

Winnipeg Arts Council Inc. is governed by a volunteer board of directors, who receive no remuneration for their services.

WINNIPEG ARTS COUNCIL INC.
(Incorporated under the Laws of Manitoba)
SCHEDULE OF CONTINUITY OF THE PUBLIC ART FUND
For the Year Ended December 31, 2008 (With Comparative Figures As At December 31, 2007)

	2008	2007
UNEXPENDED FUND BALANCE, BEGINNING of the YEAR	**$ 1,130,471**	$ 889,635
INCREASE IN FUND BALANCE:		
Grants from the City of Winnipeg	**97,087**	464,200
Interest Income	**13,080**	21,168
	110,167	485,368
DECREASE IN FUND BALANCE:		
Artists' Fees	**150,203**	140,583
Jury Honoraria and Expenses	**16,996**	10,832
Artists' Proposal Honoraria	**16,620**	10,162
Artists' Legal Agreements	**5,583**	4,380
Project Publicity	**10,857**	3,599
Candidates' Interview Expenses	**-**	2,277
Public Art Workshop for Artists	**4,599**	-
Research, Planning, and Marketing	**17,057**	-
Administration	**73,535**	72,699
	295,450	244,532
NET (DECREASE) INCREASE for the YEAR	**(185,283)**	240,836
UNEXPENDED FUND BALANCE, END of the YEAR	**$ 945,188**	$ 1,130,471

WINNIPEG PUBLIC LIBRARY BOARD

STATEMENT OF FINANCIAL POSITION

As at December 31, 2008

	2008	2007
ASSETS		
Current		
Cash (Note 3)	**$ 19,430**	$ 3,299
Guaranteed investment certificates (Note 4)	**10,000**	15,000
Prepaid expenses	**223**	396
	$ 29,653	$ 18,695
LIABILITIES		
Current		
Accounts payable		
Regular	**$ 5,206**	$ 391
Library Advisory Committees (Note 5)	**57**	534
	5,263	925
NET ASSETS	**24,390**	17,770
	$ 29,653	$ 18,695

The accompanying notes form an integral part of these financial statements

WINNIPEG PUBLIC LIBRARY BOARD

STATEMENT OF OPERATIONS AND NET ASSETS

For the year ended December 31, 2008

	2008	2007
REVENUE		
City of Winnipeg operating grant	**$ 68,128**	$ 68,128
Sponsorship, parking rebate	**1,116**	-
Interest	**278**	613
	69,522	68,741
EXPENSES		
Administrative	**31,545**	35,894
Development and research	**5,189**	23,888
Donation - Baby Grand Piano	**-**	1,500
Sponsorship	**8,131**	6,298
Promotion, advertising and community outreach	**8,037**	7,989
Foundation donation	**10,000**	10,000
	62,902	85,569
Excess (deficiency) of revenues over expenditures	**6,620**	(16,828)
Net assets, beginning of year	**17,770**	34,598
Net assets, end of year	**$ 24,390**	$ 17,770

The accompanying notes form an integral part of these financial statements

WINNIPEG PUBLIC LIBRARY BOARD

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008

1. Purpose and Organization

The Winnipeg Library Board (the Board) was organized to provide the City of Winnipeg with the guidance with respect to improving the City's library-system.

The Board was created by a by-law of the City of Winnipeg. As a not-for-profit organization, the Winnipeg Public Library Board is a tax-exempt organization under the provisions of the Income Tax Act.

2. Summary of Significant Accounting Policies

Investments:

The company follows the cost method of accounting for its investments.

3. Cash

	2008	2007
Bank	**$ 19,280**	$ 3,139
Petty Cash		
Treasurer	**-**	17
Executive Assistant	**150**	143
	$ 19,430	$ 3,299

4. Investments

	2008	2007
RBC GIC #0006 variable interest rate paid semi-annually maturing October 31, 2009	**$ 10,000**	$ 10,000
RBC non redeemable GIC #0001, 2.150% rate of interest paid at maturity on December 31, 2007, reinvested by bank without consent of the board. Amount withdrawn from investment on January 10, 2008 and deposited into current account	**-**	5,000
	$ 10,000	$ 15,000

5. Library Advisory Committees

	2008	2007
Trust Funds		
Assiniboia	**$ (20)**	$ 119
City Centre	**-**	-
EK-Transcona	**(1)**	-
LS/WC	**69**	390
Riel	**9**	25
	$ 57	$ 534

6. Statement of Cash Flows

A statement of cash flows has not been prepared as the cash flows are evident from the statement of financial position and the statement of operations and net assets.


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OTHER 2008 DETAILED FINANCIAL STATEMENTS


MTS
MTS

THE SINKING FUND TRUSTEES OF THE CITY OF WINNIPEG

His Worship the Mayor
and Members of the Council
of the City of Winnipeg

Ladies and Gentlemen:

Pursuant to the requirements of The City of Winnipeg Charter, the Sinking Fund Trustees submit the 2008 audited financial statements of the Sinking Fund.

You will note in the financial statements that the Sinking Fund reported net income of $726,000 for the year ended December 31, 2008 and a balance of surplus in the amount of $1,817,000 as at December 31, 2008.

The rates of interest earned by the Fund for the years 1999 to 2008 are shown below:

1999.....7.10%	2004.....6.27%
2000.....7.43%	2005.....5.55%
2001.....6.91%	2006.....5.41%
2002.....6.61%	2007.....5.46%
2003.....6.02%	2008.....5.15%

Changes in the sinking fund reserve during 2008 are summarized as follows. The total reserve for retirement of debenture debt increased to $403,786,000 as at December 31, 2008 (2007 - $378,090,000) of which $131,500,000 represents full funding of all future Sinking Fund installments and interest on the Winnipeg Hydro portion of the City's Sinking Fund debt as provided for by the Manitoba Hydro Electric Board bonds held by the Sinking Fund.

Sinking funds are invested in securities with maturities which closely match the current position of related reserves.

Respectfully submitted,

J. S. McCALLUM Chairman

J. L. FERRIER Trustee

E. STEFANSON Trustee

L. J. DERRY Secretary

THE SINKING FUND TRUSTEES OF THE CITY OF WINNIPEG

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)

	2008	2007
ASSETS		
Investment in bonds and debentures (Schedule 1)	**$ 369,536**	$ 347,082
Call loans - City of Winnipeg (Note 4)	**34,612**	31,552
Accrued interest receivable	**4,195**	4,191
Cash	**8**	5
	$ 408,351	$ 382,830
LIABILITIES, RESERVE AND SURPLUS		
Accounts payable - City of Winnipeg	**$ -**	$ 900
Accrued interest payable (Note 6)	**2,734**	2,734
Accrued liabilities	**14**	15
	2,748	3,649
Reserve for retirement of debenture debt (Note 7)	**403,786**	378,090
Surplus	**1,817**	1,091
	$ 408,351	$ 382,830

See accompanying notes and schedules to the financial statements

THE SINKING FUND TRUSTEES OF THE CITY OF WINNIPEG

STATEMENT OF INCOME

For the years ended December 31
(in thousands of dollars)

	2008	2007
Interest income (Schedule 2)	**$ 23,060**	$ 22,573
Interest requirements - debenture debt reserves	**(12,737)**	(11,513)
Interest requirements - Manitoba Hydro bonds (Note 6)	**(9,473)**	(9,558)
Excess of interest earned over requirements	**850**	1,502
Administration expenses	**124**	115
Net income for the year	**$ 726**	$ 1,387

See accompanying notes and schedules to the financial statements

THE SINKING FUND TRUSTEES OF THE CITY OF WINNIPEG

STATEMENT OF SURPLUS

For the years ended December 31
(in thousands of dollars)

	2008	2007
Balance, beginning of year	**$ 1,091**	$ 604
Add:		
Net income for the year	**726**	1,387
	1,817	1,991
Deduct:		
Appropriations for City of Winnipeg - provision for levies	**-**	900
Balance, end of year	**$ 1,817**	$ 1,091

See accompanying notes and schedules to the financial statements

THE SINKING FUND TRUSTEES
OF THE CITY OF WINNIPEG

STATEMENT OF RESERVE FOR RETIREMENT OF DEBENTURE DEBT

For the years ended December 31
(in thousands of dollars)

	2008	2007
Balance, beginning of year	**$ 378,090**	$ 356,369
Add:		
Installments - City of Winnipeg	**12,959**	12,958
Interest credited - debenture debt reserves	**12,737**	11,513
	403,786	380,840
Deduct:		
Applied to debt redemption	**-**	2,750
Balance, end of year	**$ 403,786**	$ 378,090

See accompanying notes and schedules to the financial statements

THE SINKING FUND TRUSTEES OF THE CITY OF WINNIPEG

NOTES TO THE FINANCIAL STATEMENTS

As at December 31, 2008
(in thousands of dollars)

1. Status of The Sinking Fund Trustees of The City of Winnipeg

The Sinking Fund Trustees of The City of Winnipeg (the "Fund") was established as a body corporate by subsection 314(1) of The City of Winnipeg Act, a statute of the Legislature of the Province of Manitoba ("the province"). The City of Winnipeg Act was repealed by the province effective January 1, 2003 and replaced by The City of Winnipeg Charter, a statute of the province. Under section 520 of The City of Winnipeg Charter, The Sinking Fund Trustees continues to have the same rights and obligations as outlined under the former City of Winnipeg Act for Sinking Fund debentures issued prior to December 31, 2002 and any future refinancing of these debentures.

2. Change in Accounting Policy

Effective January 1, 2007 the Fund adopted Canadian Institute of Chartered Accountants ("CICA") Handbook Sections 3855 and 3861 and accordingly formally designated the investments in bonds and debentures as Held to Maturity and continued to account for them at amortized cost. As the CICA has decided that non-publicly accountable enterprises will not be required to continue to apply these Sections of the CICA Handbook, the Fund has elected to use this exemption as of January 1, 2008 and therefore has applied the requirements of Section 3860 and Accounting Guideline 13 of the CICA Handbook retroactively to January 1, 2007. This change in accounting policy has no impact to the Fund's income for the years ended December 31, 2008 and 2007 and has no impact to the Reserve for Retirement of Debenture Debt or the Surplus held by the Fund as at December 31, 2008 and 2007. The change in accounting policy has been applied in accordance with CICA Handbook Section 1506.

3. Significant Accounting Policies

As new financial instruments standards will be included in the proposed set of generally accepted accounting principles ("GAAP") standards for non-publicly accountable enterprises presently under development by the CICA, CICA has decided that non-publicly accountable enterprises will not be required to apply the following Sections of the CICA Handbook: 1530, 3855, 3862, 3863 and 3865 which would otherwise have applied to the financial statements of the Fund for the year ended December 31, 2008. The Fund has elected to use this exemption and applies the requirements of Section 3860 and of Accounting Guideline 13 (AcG-13) of the CICA Handbook.

These financial statements have been prepared in accordance with Canadian GAAP. The significant accounting policies are summarized as follows:

a) Bonds and debentures

Bonds and debentures are carried at cost plus accumulated amortization. Discounts and premiums arising on the purchase of these investments are amortized over the remaining terms to maturity with annual amortization computed at amounts which, when combined with actual income received, result in a constant effective yield on the amortized book value.

b) Bond residues and coupons

Bond residues and coupons are carried at cost plus accrued income. Income is accrued on the book value of the investments at a rate equivalent to the effective yield on the investment.

3. Significant Accounting Policies (continued)

c) Statement of cash flows

A statement of cash flows has not been prepared as its presentation would not provide additional information.

d) Use of estimates

Financial statements prepared in accordance with Canadian generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

e) Future accounting policy changes

In December 2006, the CICA issued Section 1535, Capital Disclosures. This Section will be applicable to financial statements relating to fiscal years beginning on or after August 1, 2008. Accordingly, the Fund will adopt the new standards for its fiscal year beginning January 1, 2009. Section 1535 requires the disclosure of information about externally imposed capital requirements. The Fund is currently evaluating the impact of the adoption of this new Section on its financial statements. The Fund does not expect that the adoption of this new Section will have a material impact on its financial statements.

4. Call Loans - City of Winnipeg

Call loans represent short-term investments with The City of Winnipeg which are callable by the Fund upon one business day notice. Call loans are recorded at cost, which together with accrued interest income, approximates fair value.

5. Interest Rate and Credit Risk

a) Interest rate risk

Interest rate risk refers to the adverse consequences of interest rate changes on the Fund's cash flows, financial position and income. This risk arises from differences in the timing and amount of cash flows related to the Fund's assets and liabilities. The value of the Fund's assets is affected by short-term changes in nominal interest rates.

The effective rate of interest earned by the Fund for the year ended December 31, 2008 was 5.15% (2007 - 5.46%).

The term to maturity and related book and par values of investments in bonds and debentures held by the fund at December 31, 2008 are as follows:

Term To Maturity	Par Value	Book Value
Less than one year	$ 98,154	$ 97,143
Two to five years	86,380	84,623
Greater than five years	187,884	187,770
	$ 372,418	$ 369,536

5. Interest Rate and Credit Risk (continued)

b) Credit risk

Credit risk arises from the potential for an investee to fail or to default on its contractual obligations to the Fund.

At December 31, 2008 the Fund's maximum credit risk exposure at fair market value was $421,971.

The Fund limits credit risk by investing in bonds and debentures of investees that are considered to be high quality credits and by utilizing an internal Investment Policy Guideline monitoring process.

6. Purchase of Winnipeg Hydro by Manitoba Hydro

Manitoba Hydro purchased Winnipeg Hydro from The City of Winnipeg on September 3, 2002. In accordance with the Asset Purchase Agreement between The City of Winnipeg and Manitoba Hydro and The Purchase of Winnipeg Hydro Act, a statute of the Legislature of the Province of Manitoba, the Sinking Fund is required to:

a) Hold the Manitoba Hydro Electric Board bonds issued by Manitoba Hydro to the City in connection with the Winnipeg Hydro portion of the City's debt. The bonds were issued for the purpose of enabling the City to repay the Winnipeg Hydro portion of the City's debt, and were issued with identical terms and conditions as to par value, interest and date of maturity as the Winnipeg Hydro portion of the City's debt. The bonds are guaranteed by the Province of Manitoba and are non-transferable and non-redeemable prior to maturity.

The book value of the Manitoba Hydro Electric Board bonds as at December 31, 2008 amounted to $131,500 (2007 - $131,500).

b) Pay all principal and interest received on the Manitoba Hydro bonds to the City for the payment of principal and interest on the Winnipeg Hydro portion of the City's debt.

As the receipt of the Manitoba Hydro bonds represents full funding of all future Sinking Fund installments and interest related to the Winnipeg Hydro portion of the City's Sinking Fund debt, no further amounts are required to be levied and contributed to the Sinking Fund in respect of this portion of the debt.

7. Reserve for Retirement of Debenture Debt

As at December 31, 2008 the reserve for retirement of debenture debt is allocated towards Sinking Fund debentures as follows:

Maturity Year	Amortized Cost			Maturity Value
	Hydro Portion	Other Purposes	Total	
2009	$ 14,500	$ 96,582	$ 111,082	$ 119,020
2013	10,000	61,332	71,332	100,000
2014	15,000	52,761	67,761	100,000
2015	12,000	48,645	60,645	100,000
2017	20,000	12,966	32,966	50,000
2029	60,000	-	60,000	60,000
	$ 131,500	$ 272,286	$ 403,786	$ 529,020

7. Reserve for Retirement of Debenture Debt (continued)

The amortized cost of the reserve for retirement of debenture debt is calculated using an assumed annual discount rate of 5% which was set by The City of Winnipeg in the applicable Sinking Fund Debenture By-laws.

As at December 31, 2008, the reserve for retirement of debenture debt includes $131,500 (2007 - $131,500) representing full funding of all future Sinking Fund installments and interest on the Winnipeg Hydro portion of the City's Sinking Fund debt as provided for by the Manitoba Hydro Electric Board bonds held by the Sinking Fund.

THE SINKING FUND TRUSTEES OF THE CITY OF WINNIPEG

Schedule 1

SCHEDULE OF INVESTMENTS

As at December 31
(in thousands of dollars)

	2008					2007	
	Par Value	**Market Value**	**%**	**Book Value**	**%**	Book Value	%
Investment in bonds and debentures							
Government of Canada and Government of Canada guaranteed	**$ 38,000**	**$ 39,071**	**10**	**$ 38,108**	**10**	$ 27,896	8
Provincial and Provincial guaranteed (Notes 6 and 7)	**220,953**	**226,899**	**59**	**220,726**	**60**	211,360	61
Municipal	**57,581**	**60,651**	**16**	**57,477**	**16**	57,458	17
City of Winnipeg	**6,013**	**6,567**	**1**	**5,909**	**2**	5,844	2
Supranationals	**7,000**	**7,513**	**2**	**7,066**	**2**	7,076	2
	$ 329,547	**340,701**	**88**	**329,286**	**90**	309,634	90
Bond residues and coupons							
Government of Canada		**21,176**	**6**	**19,656**	**5**	18,173	5
Provincial		**21,287**	**6**	**20,594**	**5**	19,275	5
		$ 383,164	**100**	**$ 369,536**	**100**	$ 347,082	100

THE SINKING FUND TRUSTEES OF THE CITY OF WINNIPEG

Schedule 2

SCHEDULE OF INTEREST INCOME

For the years ended December 31
(in thousands of dollars)

	2008	2007
Interest on bonds and debentures	**$ 19,170**	$ 18,588
Income accrued - bond residues and coupons	**2,802**	2,604
Call fund interest	**1,023**	1,205
Securities lending income	**51**	41
Net bond discount amortization	**14**	135
	$ 23,060	$ 22,573


THE ROYAL TRUST COMPANY

THE CITY OF WINNIPEG
SINKING FUND

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)
(unaudited)

	2008	2007
ASSETS		
Investment in bonds and debentures (Schedule 1)	**$ 1,937**	$ 963
Call loans - General Revenue Fund (Note 3)	**85**	26
Due from General Revenue Fund	**-**	4
Accrued interest receivable	**34**	10
	$ 2,056	$ 1,003
RESERVE		
Reserve for retirement of debenture debt	**$ 2,056**	$ 1,003

See accompanying notes and schedules to the financial statements

THE CITY OF WINNIPEG
SINKING FUND

STATEMENT OF RESERVE FOR RETIREMENT OF DEBENTURE DEBT

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008	2007
Balance, beginning of year	**$ 1,003**	$ -
Add:		
Installments - Waterworks System	**984**	984
Interest income (Schedule 2)	**73**	21
	2,060	1,005
Deduct:		
Administration expenses	**4**	2
Balance, end of year	**$ 2,056**	$ 1,003

See accompanying notes and schedules to the financial statements

THE CITY OF WINNIPEG
SINKING FUND

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)
(unaudited)

1. Status of The City of Winnipeg Sinking Fund

The City of Winnipeg Act was repealed by the Province of Manitoba ("Province") effective January 1, 2003 and replaced by The City of Winnipeg Charter, a statute of the Province. Under the new charter the Public Service became responsible for managing the sinking funds of any sinking fund debenture issued after January 1, 2003.

2. Significant Accounting Policies

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles. The significant accounting policies are summarized as follows:

a) Bonds and debentures

Bonds and debentures are carried at cost plus accumulated amortization. Discounts and premiums arising on the purchase of these investments are amortized over the remaining terms to maturity with annual amortization computed at amounts which, when combined with actual income received, result in a constant effective yield on the amortized book value.

b) Bond residues and coupons

Bond residues and coupons are carried at cost plus accrued income. Income is accrued on the book value of the investments at a rate equivalent to the effective yield of each investment.

3. Call Loans - General Revenue Fund

Call loans represent short-term investments held by the General Revenue Fund which are callable by The City of Winnipeg Sinking Fund ("Fund") upon one business day notice. Call loans are recorded at cost, which together with accrued interest income, approximates fair value.

4. Interest Rate and Credit Risk

a) Interest rate risk

Interest rate risk refers to the adverse consequences of interest rate changes on the Fund's cash flows, financial position and income. This risk arises from differences in the timing and amount of cash flows related to the Fund's assets and liabilities. The value of the Fund's assets is affected by short-term changes in nominal interest rates.

The effective rate of interest earned by the Fund for the year ended December 31, 2008 was 5.1% (2007 - 4.5%).

4. Interest Rate and Credit Risk (continued)

The term to maturity and related book and par values of investments in bonds and debentures held by the fund at December 31, 2008 are as follows:

Term To Maturity	Par Value	Book Value
Greater than five years	$ 1,872	$ 1,937

b) Credit risk

Credit risk arises from the potential for an investee to fail or to default on its contractual obligations to the Fund.

At December 31, 2008 the Fund's maximum credit risk exposure at fair market value was $2,081 thousand.

The Fund limits credit risk by investing in bonds and debentures of investees that are considered to be high quality credits and by utilizing an internal Investment Policy adopted by City Council.

THE CITY OF WINNIPEG
SINKING FUND

Schedule 1

SCHEDULE OF INVESTMENT

As at December 31
(in thousands of dollars)
(unaudited)

	2008					2007	
	Par Value	**Market Value**	**%**	**Book Value**	**%**	**Book Value**	**%**
Investment in bonds and debentures							
Provincial and Provincial guaranteed	**$ 1,872**	**$ 1,962**	**100**	**$ 1,937**	**100**	$ 963	100

THE CITY OF WINNIPEG
SINKING FUND

Schedule 2

SCHEDULE OF INTEREST INCOME

For the years ended December 31
(in thousands of dollars)
(unaudited)

	2008	2007
Interest on bonds and debentures	**$ 75**	$ 15
Call fund interest	**(2)**	6
	$ 73	$ 21

NORTH PORTAGE DEVELOPMENT CORPORATION

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

March 31, 2008

	2008	2007
ASSETS		
CURRENT		
Cash	**$ 560,011**	$ 371,628
Investments - held for trading (Note 2)	**19,039,637**	9,042,367
Accounts receivable	**666,833**	725,627
Inventory (Note 2)	**8,567**	5,445
Prepaid expenses	**521,355**	497,851
Current portion of loans receivable (Note 5)	**11,137**	10,438
	20,807,540	10,653,356
LOANS RECEIVABLE (Note 5)	**425,907**	199,636
CAPITAL ASSETS (Notes 2, 6)	**20,066,619**	20,222,892
INVESTMENT IN PROPERTIES		
AND INFRASTRUCTURE ENHANCEMENTS (Note 8)	**58,644,075**	59,361,270
DEFERRED CHARGES (Note 2)	**262,500**	312,500
	$ 100,206,641	$ 90,749,654
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	**$ 1,654,717**	$ 1,722,254
Security deposits received	**55,637**	60,297
Deferred income	**22,430**	38,491
Current portion of long term debt (Note 12)	**257,139**	-
Current portion of obligations under capital lease (Note 13)	**388,227**	297,718
Accrual for unsettled land expropriation claims (Note 9)	**-**	1,500,000
Loan payable (Note 1)	**1,711,636**	1,711,636
	4,089,786	5,330,396
LONG TERM DEBT (Note 12)	**12,939,620**	-
OBLIGATIONS UNDER CAPITAL LEASE (Notes 2, 13)	**831,628**	793,027
DEFERRED CONTRIBUTIONS (Notes 1, 2)	**23,032,855**	24,780,479
PREPAID LAND RENTS (Note 2)	**655,814**	663,900
	41,549,703	31,567,802
NET ASSETS		
Share capital (Note 14)	**3**	3
Donated land equity (Notes 2, 11)	**8,000,000**	8,000,000
Contributed surplus (Note 1)	**39,310,266**	39,310,266
Net assets	**11,346,669**	11,871,583
	58,656,938	59,181,852
	$ 100,206,641	$ 90,749,654

CONTINGENT LIABILITY (Note 16)

COMMITMENTS (Note 17)

NORTH PORTAGE DEVELOPMENT CORPORATION

CONSOLIDATED STATEMENT OF REVENUES AND EXPENDITURES

Year ended March 31, 2008

	2008	2007
REVENUE		
Parking	**$ 4,194,272**	$ 3,871,043
The Forks Market	**1,722,573**	1,711,305
Lease and land rents	**1,349,388**	1,448,051
IMAX Theatre	**1,278,867**	1,125,743
Interest income	**596,069**	239,211
Rental	**368,600**	429,316
Sponsorship	**344,022**	308,172
Forks site recoveries	**183,379**	171,294
Events	**67,662**	80,018
Miscellaneous	**4,968**	46,664
	10,109,800	9,430,817
EXPENDITURES		
General and administration	**1,082,857**	1,037,752
Interest on long term debt	**453,118**	-
Investment fees	**63,842**	-
Marketing	**512,306**	459,831
Parking	**1,639,322**	1,731,093
Planning and development	**400,510**	412,803
Programs and events	**446,924**	472,198
Forks Site	**1,074,566**	1,033,028
Rental	**220,876**	277,225
Sponsorship	**126,063**	113,584
The Forks Market	**1,701,168**	1,619,877
IMAX Theatre	**1,452,439**	1,468,550
	9,173,991	8,625,941
INCOME FROM OPERATIONS	**935,809**	804,876
OTHER INCOME (EXPENSES)		
Gain on disposal of assets	**-**	776,655
Depreciation (Note 15)	**(1,393,163)**	(1,626,167)
Unrealized gains (losses)	**(129,255)**	-
	(1,522,418)	(849,512)
DEFICIENCY OF REVENUE OVER EXPENDITURES	**$ (586,609)**	$ (44,636)

NORTH PORTAGE DEVELOPMENT CORPORATION

CONSOLIDATED STATEMENT OF NET ASSETS

Year ended March 31, 2008

	2008	2007
NET ASSETS - BEGINNING OF YEAR		
As previously reported	**$ 11,871,583**	$ 11,916,219
Adjustment of investments to fair value	**61,695**	-
As restated	**11,933,278**	11,916,219
DEFICIENCY OF REVENUE OVER EXPENDITURES	**(586,609)**	(44,636)
NET ASSETS - END OF YEAR	**$ 11,346,669**	$ 11,871,583

NORTH PORTAGE DEVELOPMENT CORPORATION

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended March 31, 2008

	2008	2007
OPERATING ACTIVITIES		
Cash receipts from tenants and customers	**$ 9,612,636**	$ 9,315,636
Cash paid to suppliers and employees	**(10,274,917)**	(8,578,754)
Interest received	**596,069**	239,211
Interest paid	**(512,156)**	(70,405)
Cash flow from (used by) operating activities	**(578,368)**	905,688
INVESTING ACTIVITIES		
Purchase of capital assets and investments in properties and infrastructure enhancements	**(2,024,571)**	(1,659,959)
Proceeds on disposal of capital assets	**-**	8,192,320
Loans receivable issued	**(362,676)**	(31,990)
Repayment of loan receivable	**135,705**	23,057
Increase in investments - held for trading	**(10,064,830)**	(7,646,867)
Cash flow used by investing activities	**(12,316,372)**	(1,123,439)
FINANCING ACTIVITIES		
Proceeds from long term financing	**13,320,000**	-
Repayment of long term debt	**(123,241)**	-
Repayment of obligations under capital lease	**(393,312)**	(266,443)
Receipt of deferred contributions	**279,676**	298,644
Cash flow from financing activities	**13,083,123**	32,201
INCREASE (DECREASE) IN CASH FLOWS	**188,383**	(185,550)
CASH - BEGINNING OF YEAR	**371,628**	557,178
CASH - END OF YEAR	**$ 560,011**	$ 371,628

NORTH PORTAGE DEVELOPMENT CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year ended March 31, 2008

1. Description of Business

The mission of North Portage Development Corporation (the "Corporation" or "NPDC") is to act as a catalyst, encouraging activities for people in the downtown through public and private partnerships and to work to ensure financial self-sufficiency. The company is responsible for the continuing renewal and stewardship of two sites in Winnipeg's downtown: the North Portage area and The Forks.

The merger of the operations of The Forks Renewal Corporation ("FRC") and the North Portage Development Corporation in 1994, established one management structure to oversee development and operations at the two sites. Since the time of implementation of the Initial Concept and Financial Plans for the North Portage site (1984) and The Forks (1987), the Corporation has carried out its mandate through a mixed use approach to renewal activities, resulting in a diverse mix of developments and uses to bring people downtown.

North Portage Theatre Corporation, ("NPTC") a subsidiary of NPDC, owns and operates an Imax theatre within the Portage Place Retail Complex.

FNP Parking Inc. (FNP) was incorporated under the Corporations Act of Manitoba November 6, 2006 and commenced operations at that time. The corporation operates various parking locations in downtown Winnipeg and at The Forks.

The company is not subject to tax under provision 149(1)(d).

(a) North Portage Development Corporation

NPDC is owned equally by the following shareholders: the Government of Canada, the Province of Manitoba and the City of Winnipeg. Funding provided by the shareholders, as noted below, was utilized to acquire capital assets.

The Government of Canada's Special Capital Recovery Projects Program	$ 22,000,000
The Province of Manitoba	22,000,000
The City of Winnipeg	22,000,000
Winnipeg Core Area Initiative - Program 7	5,000,000
	$ 71,000,000

The funding has been allocated as follows:

	2008	2007
Deferred contributions	**$ 13,198,363**	$ 14,014,927
Amortization of deferred contributions recognized in income	**19,037,065**	18,220,501
Contributed surplus	**37,052,933**	37,052,933
Applied to operations	**1,711,639**	1,711,639
	$ 71,000,000	$ 71,000,000

1. Description of Business (continued)

(b) The Forks Renewal Corporation

FRC has received its funding from the following sources:

	2008 (cumulative)	2007 (cumulative)
Nature Conservancy	**$ 226,005**	$ 226,005
Winnipeg Core Area Initiative - I		
Program 8.2	**657,000**	657,000
Winnipeg Core Area Initiative - II		
Program 3	**20,000,000**	20,000,000
Program 5.7	**5,000,000**	5,000,000
The Canada - Manitoba Tourism Development Agreement	**1,250,000**	1,250,000
The Western Diversification Program	**2,914,816**	2,914,816
Equivalency contribution - Canada	**4,000,000**	4,000,000
Equivalency contribution - Province of Manitoba	**5,000,000**	5,000,000
Equivalency contribution - The City of Winnipeg	**6,736,946**	6,736,946
Winnipeg Core Initiative - Public Amenity	**931,000**	931,000
Canada - Manitoba Infrastructure Works Program	**2,020,011**	2,020,011
Province of Manitoba WDA		
Program 12 Riverbank Development	**363,268**	363,268
The City of Winnipeg WDA		
Program 12 Riverbank Development	**159,764**	159,764
The Canada - Manitoba Economic Development		
Partnership Program	**598,527**	598,527
The Forks Foundation Inc.	**1,706,819**	1,427,143
CentreVenture Development Corporation	**510,696**	510,696
The Winnipeg Foundation	**150,000**	150,000
Energy Development Initiative	**25,000**	25,000
	$ 52,249,852	$ 51,970,176

The funding has been allocated as follows:		
Deferred contributions	**$ 9,834,492**	$ 10,765,552
Amortization of deferred contributions recognized into income	**24,430,520**	23,219,784
Contributed surplus	**2,257,333**	2,257,333
Applied to operations	**15,727,507**	15,727,507
	$ 52,249,852	$ 51,970,176

During the year, the Corporation received funding of $279,676 in support of the skateboard park.

1. Description of Business (continued)

(c) North Portage Theatre Corporation

NPTC includes the accounts of 3898211 Manitoba Ltd. Funding of NPTC was provided as follows:

	2008	2007
Repayable loan - Manitoba Development Corporation	**$ 1,800,000**	$ 1,800,000
Contributions from shareholders		
North Portage Development Corporation	**1,800,000**	1,800,000
North Portage Development Corporation Development Agreement	**3,900,000**	3,900,000
	$ 7,500,000	$ 7,500,000

The repayable loan is non-interest bearing until demand at which time it will bear interest at 10% per annum. The loan payable to the Manitoba Development Corporation is secured by a fixed and specific mortgage and charge on the theatre air rights and the equipment as well as a floating charge over the assets of NPTC. NPTC is required to make principal payments annually equal to 33 1/3% of net income of the Imax Theatre at Portage Place. Cumulative repayments to date have been $88,364. At March 31, 2008 no demand had been made.

2. Summary of Significant Accounting Policies

The financial statements have been prepared in accordance with Canadian generally accepted accounting principles. The significant accounting policies are summarized below:

Consolidation policies

The consolidated financial statements included the financial statements of the Corporation and those of The Forks Renewal Corporation, FNP Parking Inc., and North Portage Theatre Corporation in which the Corporation holds a 100% interest.

Investments - held for trading

Investments are classified as held for trading and are stated at market values, unrealized gains and/or losses are recorded on the income statement.

Inventory

Inventory is valued at the lower of cost and net realizable value with the cost being determined on a first-in, first-out basis.

2. Summary of Significant Accounting Policies (continued)

Capital assets

Capital assets are recorded at cost. Depreciation is calculated at the following rates based on the estimated useful lives of the assets:

Office equipment	20% declining balance method
Computers	30% declining balance method
Parking equipment	30% declining balance method
Parking improvements and equipment	5-10 years straight-line method
Rental buildings	10-20 years straight-line method
Plaza and pavilion furniture and equipment	20-30% declining balance method
Leasehold improvements	10 years straight-line method
3D projector	10 years straight-line method
Theatre equipment	5-10 years straight-line method
The Forks site:	
Buildings	40 years straight-line method
Parking structure	40 years straight-line method
Roads and service	20 years straight-line method
Parks and plaza	20 years straight-line method
Tenant allowances and pre-opening costs	5 years straight-line method
Furniture and equipment	20-30% declining balance method
Equipment under capital lease	5 years straight-line method
North Portage properties and infrastructure enhancements:	
Site servicing costs and infrastructure enhancements	20-40 years straight-line method
Land carrying costs and development projects	10 years straight-line method
The Forks infrastructure enhancements:	
Land carrying costs	10 years straight-line method
Development projects	10 years straight-line method
Site servicing	20 years straight-line method
Infrastructure enhancements	10-20 years straight-line method

Donated land

Donated land was recorded at fair market value as approved by the Board of Directors of FRC in 1989.

Deferred charges

Deferred charges relate to a prepayment of rent for a 10 year lease of a building for redevelopment purposes. The deferred charges are being amortized over 10 years.

Deferred contributions

Contributions utilized to acquire capital assets are deferred and amortized to income on the same basis as the related capital asset.

2. Summary of Significant Accounting Policies (continued)

Land rents

Land rents for land leases that are considered to be operating leases are recognized in income as earned. Land rents received in advance are recorded as prepaid land rents and are recognized in income over the term of the related leases of 75 to 99 years.

Leases

Leases are classified as either capital or operating leases. Leases which transfer substantially all the benefits and risk of ownership of the property to the NPDC Group of companies are accounted for as capital leases. Capital lease obligations reflect the present value of future lease payments, discounted at the appropriate interest rate. All other leases are accounted for as operating leases whereby rental payments are expensed as incurred.

Revenue recognition

Rental revenue and monthly parking is recognized in the period in which the rental agreement relates. Revenue from casual parking and theatre is recognized when the service is provided. Cost recoveries are recognized as revenue in the period the related costs are incurred. Event and sponsorship revenue are recognized in the period in which the event occurs.

Measurement uncertainty

The preparation of financial statements in conformity with Canadian generally accepted accounting principals requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Such estimates include providing for amortization of property, plant and equipment and goodwill. Actual results could differ from these estimates.

Foreign currency translation

Accounts in foreign currencies have been translated into Canadian dollars using the temporal method. Under this method, monetary assets and liabilities have been translated at the year end exchange rate. Non-monetary assets have been translated at the rate of exchange prevailing at the date of transaction. Revenues and expenses have been translated at the average rates of exchange during the year, except for amortization, which has been translated at the same rate as the related assets.

Foreign exchange gains and losses on monetary assets and liabilities are included in the determination of earnings.

3. Change in Accounting Policy

In April 2005, The Accounting Standards Board issued two new Handbook sections on financial instruments that affect the Corporation, Section 3855 and Section 3861. Section 3855 Financial instruments - Recognition and Measurement address when financial instruments should be recognized and how they should be measured. Section 3861 Financial Instruments - Disclosure and Presentation provides standards for how financial instruments should be classified on financial statements and the disclosure requirements.

The Corporation adopted both of the sections for the fiscal year ended March 31, 2008. These standards were applied retroactively without restatement of comparative financial statements. As at April 1, 2007 the Corporation recorded a non-cash credit of $61,695 to net assets for the change in accounting for financial assets which are classified as held-for-trading and are measured at fair value instead of cost.

4. Financial Instruments

Credit Risk

Credit risk arises from the potential that a counter party will fail to perform its obligations. The Corporation is exposed to credit risk from customers. In order to reduce its credit risk, the Corporation reviews a new customer's credit history before extending credit and conducts regular reviews of its existing customers' credit performance. An allowance for doubtful accounts is established based upon factors surrounding the credit risk of specific accounts, historical trends and other information. The Corporation has a significant number of customers which minimizes concentration of credit risk.

Fair Value

The Corporation's carrying value of cash and cash equivalents, accounts receivable, and accounts payable approximates its fair value due to the immediate or short term maturity of these instruments.

The fair value of the amounts due to shareholders are less than carrying value, as the amounts are non-interest bearing. As the amounts have no terms of repayment, the fair value cannot be calculated with any degree of certainty.

The carrying value of the long term debt approximates the fair value as the interest rates are consistent with the current rates offered to the Corporation for debt with similar terms.

Currency Risk

Currency risk is the risk to the Corporation's earnings that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Corporation is exposed to foreign currency exchange risk on cash, accounts receivable, and accounts payable held in U.S. dollars. The Corporation does not use derivative instruments to reduce its exposure to foreign currency risk.

Interest Rate Risk

The Corporation is exposed to interest rate risk in relation to its investments held for trading. Certain of these investments are held as bonds with fixed interest rates ranging from 3.70% to 5.15%. As market interest rates change the Corporation is exposed to risk related to these bonds, in so far as the fixed rate may be below the market interest rate.

5. *Loans Receivable*

	2008	2007
Loan receivable, bearing interest at 6.5% per annum, receivable in quarterly instalments of $2,500 including interest, due July 2028, secured by specific equipment	**$ -**	$ 121,924
Loan receivable, bearing interest at 6.5% per annum, receivable in monthly instalments of $1,148 including interest, due July 2012, secured by specific equipment	**105,054**	88,150
Loan receivable, non-interest bearing, no specific terms of repayment, unsecured	**31,990**	-
Loan receivable, non-interest bearing, receivable by earlier of grant funding or from operating cash flows from the project and five years from the date of advance. The loan is secured by a first charge mortgage against the leasehold interest of the Canadian Hostelling Association Inc.	**300,000**	-
	437,044	210,074
Amount receivable within one year	**(11,137)**	(10,438)
	$ 425,907	$ 199,636

6. *Capital Assets*

	2008		2007	
	Cost	**Accumulated depreciation**	Cost	Accumulated depreciation
The Forks site (Note 7)	**$ 33,586,017**	**$ 17,087,776**	$ 33,116,666	$ 15,781,184
3D projector	**1,375,781**	**309,550**	1,375,781	171,972
Theatre equipment	**132,426**	**25,088**	128,365	11,885
Box office	**26,162**	**21,821**	26,162	20,289
Theatre facilities	**3,216,531**	**3,203,614**	3,207,007	3,200,797
Theatre renovation	**298,589**	**14,930**	-	-
Fixtures and signage	**72,061**	**72,061**	72,261	72,261
Rental buildings	**1,550,294**	**685,102**	1,528,624	524,127
Parking equipment	**1,113,267**	**134,354**	291,106	18,703
Office equipment	**301,494**	**222,670**	300,326	203,058
Leasehold improvements	**297,598**	**195,870**	297,598	176,494
Computers	**494,281**	**425,046**	461,742	401,976
	$ 42,464,501	**$ 22,397,882**	$ 40,805,638	$ 20,582,746
Net book value		**$ 20,066,619**		$ 20,222,892

7. The Forks Site

	2008		2007	
	Cost	**Accumulated depreciation**	Cost	Accumulated depreciation
Land	**$ 120,694**	**$ -**	$ 120,694	$ -
Building	**7,904,146**	**3,433,465**	7,670,330	3,238,808
Roads and services	**7,063,143**	**5,619,297**	7,050,734	5,287,527
Parks and plaza	**9,043,383**	**3,725,216**	8,947,663	3,288,981
Parking structure	**5,002,682**	**652,218**	5,002,682	523,490
Furniture and equipment	**1,459,132**	**1,037,545**	1,347,226	941,080
Equipment under capital lease	**283,275**	**56,655**	283,275	28,327
Tenant allowances and pre-opening costs	**2,709,562**	**2,563,380**	2,694,062	2,472,971
	$ 33,586,017	**$ 17,087,776**	$ 33,116,666	$ 15,781,184
Net book value		**$ 16,498,241**		$ 17,335,482

8. Investment in Properties and Infrastructure Enhancements

	2008	2007
North Portage Properties and infrastructure enhancements (Note 9)	**$ 44,590,948**	$ 45,056,251
The Forks infrastructure enhancements (Note 10)	**6,358,481**	6,610,373
The Forks donated land (Note 11)	**7,694,646**	7,694,646
	$ 58,644,075	$ 59,361,270

9. North Portage Properties and Infrastructure Enhancements

	2008		2007	
	Cost	**Accumulated depreciation**	Cost	Accumulated depreciation
Land assembly and demolition	**$ 28,592,935**	**$ -**	$ 28,557,536	$ -
Site servicing	**4,306,438**	**5,982,617**	6,306,438	4,028,350
Development projects	**2,334,884**	**-**	1,801,848	1,770,369
Infrastructure enhancements	**33,993,622**	**18,654,314**	31,993,622	17,804,474
	$ 69,227,879	**$ 24,636,931**	$ 68,659,444	$ 23,603,193
Net book value		**$ 44,590,948**		$ 45,056,251

Certain properties within the boundary defined for redevelopment have been expropriated by the Province of Manitoba pursuant to the Corporation's Unanimous Shareholders' Agreement. The Province of Manitoba, as the expropriating authority, has made advances and final settlements with the owners and tenants of certain expropriated properties as compensation for the acquisition of land and has incurred various related costs to date amounting to $33,042,156. During the year ended March 31, 2008 the land expropriation claim was settled for $140,768; the Corporation had previously accrued $1,500,000.

10. The Forks Infrastructure Enhancements

	2008		2007	
	Cost	**Accumulated depreciation**	Cost	Accumulated depreciation
Clearing and relocation	**$ 2,257,333**	**$ -**	$ 2,257,333	$ -
Land carrying costs	**1,771,316**	**1,769,673**	1,771,316	1,769,440
Site servicing	**5,457,628**	**4,157,669**	5,389,619	3,885,791
Development projects	**586,744**	**579,991**	586,744	577,966
Infrastructure enhancements	**6,369,058**	**3,576,265**	6,117,573	3,279,015
	$ 16,442,079	**$ 10,083,598**	$ 16,122,585	$ 9,512,212
Net book value		**$ 6,358,481**		$ 6,610,373

11. The Forks Donated Land

The Corporation acquired title and possession of 55.9 acres of land donated by the Government of Canada, the Province of Manitoba and the City of Winnipeg as follows:

From Canada	From Winnipeg	From Core Area Initiative	Total
49.6 acres	3.3 acres	3.0 acres	55.9 acres

These lands were acquired pursuant to the Land Exchange Agreement. Donated land was recorded at fair market value as approved by the Board of Directors on June 5, 1989. During the 1992/93 fiscal year, 3.8 acres of Pioneer Blvd. and The Forks Market Road were dedicated as public rights-of-way to the City of Winnipeg. During 2003, 0.5 acres of donated land were transferred to the City of Winnipeg. During 2007, 1.65 acres of donated land was sold to the City of Winnipeg.

The remaining lands under the FRC's ownership is 49.95 acres.

12. Long Term Debt

	2008	2007
Montrose Mortgage Corporation loan bearing interest at 5.71% per annum, repayable in monthly blended payments of $82,940. The loan matures on August 1, 2032 and is secured by a general security agreement represented by a first charge on the following lease agreements: Cityscape Residence Corp, The Kiwanis Club of Winnipeg Seniors Building Inc., 2700760 Manitoba Ltd, Fred Douglas Place Ltd. and Portage Place Centre Inc.	**$ 13,196,759**	$ -
Amounts payable within one year	**(257,139)**	-
	$ 12,939,620	$ -

Principal repayment terms are approximately:

2009	$ 257,139
2010	272,031
2011	287,786
2012	304,453
2013	322,086
Thereafter	11,753,264
	$ 13,196,759

13. Obligations Under Capital Lease

Under the terms of a capital lease signed by NPTC dated December 22, 2005, lease payments are payable to Imax Corporation for the use of the 3D projector. The contract is denominated in US dollars and has an assumed interest rate of 5.75% per annum.

In fiscal 2006, FRC entered into a capital lease contract to purchase $283,275 in equipment. The obligation has an assumed interest rate of 5.87% per annum.

In the current year FNP entered into a capital lease contract to purchase automated parking equipment. The obligation has an assumed interest rate of 5.71% per annum.

Interest relating to capital lease obligations has been recorded in Forks Market expenses in the amount of $11,424 (2007 - $13,535), in Theatre expenses in the amount of $39,501 (2007 - $56,730), and in FNP in the amount of $8,113 (2007 - $NIL).

The payment terms in Canadian dollars are as follows:

2009	$ 444,935
2010	218,400
2011	213,976
2012	157,470
2013	157,470
Thereafter	166,424
Total minimum lease payments	1,358,675
Less: amounts representing interest at various rates	(138,820)
Present value of minimum lease payments	1,219,855
Less: current portion	(388,227)
	$ 831,628

14. Share Capital

Authorized:
Unlimited Common shares

		2008	2007
Issued:			
3	Common shares	**$ 3**	$ 3

15. Depreciation and Amortization

Included in depreciation and amortization is the following:

	2008	2007
Depreciation of capital assets	**$ (3,420,463)**	$ (3,607,446)
Amortization of deferred contributions	**2,027,300**	1,981,279
	$ (1,393,163)	$ (1,626,167)

16. Contingent Liability

The statement of claim for unspecified damages was filed against the FRC for an alleged breach of contract. FRC has filed a statement of defence. No liability has been recorded as the outcome is undeterminable at this time.

17. Commitments

Facilities:

(i) NPDC has leased land to 2700760 Manitoba Limited ("2700760") for the development of an office and computer facility, which in turn, has been leased to ISM Information Systems Management Corporation ("ISM").

NPDC has the option, within 105 days after the 15th anniversary of the opening date of March 1, 1993, to sell the land to 2700760 for a price of $2.3 million.

2700760 has the option to purchase the land on the 15th anniversary of the opening date for a price which is the greater of $2.3 million and the fair market value at those times. In addition, ISM has the option to purchase the land and improvements from 2700760.

During the year ended March 31, 2008 NPDC agreed to an extension of the option dates for one year.

(ii) FRC has leased parking, storage and an office site at The Forks to December 2011. The lease, containing renewal options, calls for base monthly payments of $1,667 and provides for payment of utilities and property taxes. This lease is being administered by FNP.

Equipment Maintenance:

(i) Under the terms of an equipment maintenance agreement signed by NPTC dated December 22, 2005 for the 3D projector, a maintenance fee is payable to Imax Corporation. The commitment is denominated in U.S. dollars. The payment terms in Canadian dollars are as follows:

(ii) FNP Parking Ltd. is administering the obligation of a long term lease from FRC concerning its parking, storage and office site at The Forks. The lease contains renewal options and provides for payment of utilities and property taxes. Future minimum lease payments as at March 31, 2008 are as follows:

2009	$	82,804
2010		68,304
2011		68,304
2012		68,304
2013		63,303
	$	351,019

18. Subsequent Event

The NPDC purchased the Downtowner Motor Hotel, which the Canadian Hostelling Association Inc. has developed into a hostel. Per agreement the NPDC has loaned the Canadian Hostelling Association Inc. a further $150,000 to cover their short-term bridge financing needs. This amount will be paid in full when the Canadian Hostelling Association Inc.'s funding comes through from CentreVenture and the Province of Manitoba.

19. Comparative Figures

Some of the comparative figures have been reclassified to conform to the current year's presentation.



THE CITY OF WINNIPEG
COUNCIL PENSION PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

As at December 31

	2008	2007
ASSETS		
Investments, at market (Note 3)		
Cash and short-term deposits	**$ 684,925**	$ 443,531
Bonds	**945,230**	964,445
Canadian equities	**207,383**	309,244
	1,837,538	1,717,220
Due from The City of Winnipeg (Note 4)	**8,743**	7,435
Accrued interest receivable	**1,960**	2,623
Total Assets	**1,848,241**	1,727,278
LIABILITIES		
Accounts payable and accrued liabilities	**32,316**	8,204
NET ASSETS AVAILABLE FOR BENEFITS	**$ 1,815,925**	$ 1,719,074

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
COUNCIL PENSION PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the years ended December 31

	2008	2007
INCREASE IN ASSETS		
Contributions		
The City of Winnipeg	**$ 204,716**	$ 202,277
Plan members	**43,526**	42,686
	248,242	244,963
Investment income from		
Bonds	**31,892**	36,791
Cash and short-term deposits	**13,769**	20,516
Canadian equities	**7,236**	1,494
	52,897	58,801
Current period change in market value of investments	**(121,076)**	(2,653)
Total increase in assets	**180,063**	301,111
DECREASE IN ASSETS		
Administrative expenses		
Investment management and audit fees	**12,934**	13,315
Actuarial fees	**11,966**	19,219
	24,900	32,534
Refunds, transfers and pension payments (Note 5)		
Pension payments	**58,312**	36,297
Transfer to other plans	**-**	67,660
Refund of contributions	**-**	19,437
	58,312	123,394
Total decrease in assets	**83,212**	155,928
Increase in net assets	**96,851**	145,183
Net assets available for benefits at beginning of year	**1,719,074**	1,573,891
Net assets available for benefits at end of year	**$ 1,815,925**	$ 1,719,074

See accompanying notes to the financial statements

THE CITY OF WINNIPEG
COUNCIL PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008

1. Description of Plan

a) General

The City of Winnipeg Council Pension Plan (the "Plan") was established on July 18, 2001 by The City of Winnipeg Council Pension Plan By-law No. 7869/2001, which deemed the Plan to have come into existence on January 1, 2001. The Plan is a defined benefit pension plan, which provides pension benefits for City of Winnipeg Council (the "Council") members. All members of Council were required to become members of the Plan on January 1, 2001.

b) Contributions

Plan members contribute 6 1/2% of their Canada Pension Plan earnings plus 7 1/2% of any earnings in excess of their Canada Pension Plan earnings. The City of Winnipeg ("City") makes contributions as required, based on the recommendation of the Plan's actuary. The City is responsible for ensuring that the actuarial liabilities of the Plan are adequately funded over time.

Any surplus disclosed in an actuarial valuation of the Plan may be used to reduce the City's required contributions to the Plan or used as a contingency reserve to offset possible future losses of the Plan.

c) Retirement pensions

The Plan allows for retirement at or after the age of 55, or following completion of 30 years of service, or when the sum of a Plan member's age plus years of credited service equals 80, or if the Plan member becomes totally and permanently disabled.

The pension formula prior to age 65 is equal to 2%, multiplied by the Plan member's best 5-year average earnings, multiplied by the number of years of credited service. The pension formula after the age of 65 is equal to the Plan member's years of credited service multiplied by the aggregate of 1.5% of the Plan member's best 5-year average Canada Pension Plan earnings plus 2% of the Plan member's best 5-year average non-Canada Pension Plan earnings.

d) Deemed retirement

Any Plan member who is not retired on December 1 of the taxation year in which the Plan member attains age 71 shall be deemed to have retired on that day.

e) Survivor's benefits

The Plan provides for survivor's benefits on the member's death before or after retirement.

f) Termination benefits

Upon application and subject to locking-in provisions, deferred pensions or equivalent lump sum benefits are payable to the Plan member when the Plan member ceases to be an elected official with the City.

1. Description of Plan (continued)

g) Re-election

If a Plan member who is receiving a pension from the Plan is re-elected, the Plan member's pension will be suspended prior to the Plan member becoming an elected official with the City and their years of credited service will be added to the Plan member's years of credited service after re-election.

h) Administration

The Plan is administered by the Council Pension Benefits Board which is comprised of three representatives appointed by the Council, only one of whom may be a Councillor, and the Chief Financial Officer of the City or his or her designate.

2. Significant Accounting Policies

a) Basis of presentation

These financial statements are prepared on a going concern basis and present the aggregate financial position of the Plan as a separate financial reporting entity, independent of the sponsor and Plan members. They are prepared to assist Plan members and others in reviewing the activities of the Plan for the fiscal period.

The financial statements of the Plan are prepared in accordance with Canadian generally accepted accounting principles.

b) Investments

Investments are stated at market value. Equity investments are valued using published closing market prices. Fixed income investments are valued using published mid-market quotations. Investment transactions are recognized on a trade date basis. Investment income is recorded on the accrual basis.

Cash and short-term deposits are comprised of cash and investments that are readily convertible to cash with maturities of less than 90 days. The effective interest rate during the year was 2.4% (2007 - 4.5%).

3. Interest Rate, Credit and Market Risks

a) Interest rate risk

Interest rate risk refers to the adverse consequences of interest rate changes on the Plan's asset values, future investment income and actuarial liabilities. This risk arises from the differences in the timing and amount of cash flows related to the Plan's assets and liabilities. The value of the Plan's interest bearing assets is affected by short-term changes in nominal interest rates.

Pension liabilities are exposed to the long-term expectation of rate of return on investments as well as expectations of inflation and salary escalation. The Plan's primary exposure is to a decline in the long-term rate of return which may result in higher contribution rates required to meet pension obligations.

The Plan has approximately 51% (2007 - 56%) of its assets invested in fixed income securities as at December 31, 2008. The effective interest rate on the securities is 3% (2007 - 3%). The returns of fixed income securities are particularly sensitive to changes in nominal interest rates.

3. Interest Rate, Credit and Market Risks (continued)

All investments in bonds held by the Plan at December 31, 2008 have a term to maturity in excess of five years.

b) Credit risk

Credit risk arises from the potential for an investee to fail or default on its contractual obligations to the Plan. At December 31, 2008, the Plan's maximum credit risk exposure relates to bonds, accrued interest and short-term deposits totalling $1,632,115. The Plan's concentration of credit risk as at December 31, 2008 related to bonds is categorized amongst the following:

Type of Issuer	Market Value
Government of Canada and Government of Canada guaranteed	$ 945,230

The Plan limits credit risk by investing in bonds of investees that are considered to be of high quality and by utilizing an internal Investment Policy Guideline monitoring process.

c) Market risk

Market risk is the risk that the value of investments will fluctuate as a result of changes in market prices whether those changes are caused by factors specific to an individual asset or its issuer, or factors affecting all securities traded in the market. The Plan's policy is to invest in a diversified portfolio of investments.

4. Contributions Receivable

The City's contributions to the Plan are due within four weeks of the required date. The City is charged interest on all balances outstanding past the due date.

5. Obligation for Pension Benefits

The actuarial present value of accrued pension benefits was determined using the projected benefit method pro-rated on service and using assumptions recommended by the actuary and approved by the Council Pension Benefits Board. An actuarial funding valuation of the Plan was prepared, effective December 31, 2006, by Mercer, a firm of consulting actuaries. The results of this valuation were extrapolated to December 31, 2008.

5. Obligation for Pension Benefits (continued)

The extrapolated actuarial present value of benefits, as at December 31, and the principal components of changes in the actuarial present value during the year, were as follows:

	2008	2007 (Restated)
Actuarial present value of accrued pension benefits at beginning of year	**$ 1,580,268**	$ 2,234,501
Interest accrued on benefits	**89,330**	95,979
Benefits accrued (service costs)	**138,718**	183,119
Benefits paid	**(58,312)**	(101,661)
Actuarial loss (gain)	**70,440**	(831,670)
Actuarial present value of accrued pension benefits at end of year	**$ 1,820,444**	$ 1,580,268

The significant long-term assumptions used in the valuation of accrued pension benefits provided for a discount rate on liabilities of 4.5% (2007 - 5.25%) per annum, a rate of return on assets of 4.5% (2007 - 5.25%) per annum and a general rate of salary increase of 2.4% (2007 - 2.7%) per annum.

The December 31, 2007 extrapolated actuarial present value of accrued pension benefits at end of year has been restated by $94,750. Specifically, $65,364 of benefits paid were omitted in undertaking the extrapolation. As well, benefits accrued inadvertently included plan expenses in the calculation resulting in a $29,386 understatement of the actuarial gain. There is no impact on the financial statements as a result of this restatement.

The actuarial value of net assets available for benefits has been determined at fair market value.

The actuarial value of net assets at December 31, was as follows:

	2008	2007
Actuarial value of net assets available for benefits	**$ 1,815,925**	$ 1,719,074

The next actuarial funding valuation of the Plan is scheduled to be filed as at December 31, 2009 and will be completed in 2010.

6. Comparative Figures

Certain comparative figures have been reclassified to conform with the current year's presentation.

THE TRUSTEES OF THE DENTAL SERVICES AND VISION CARE PLANS OF THE CITY OF WINNIPEG EMPLOYEES

STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)

	2008	2007
ASSETS		
Current		
Cash	**$ 648**	$ 628
Accounts receivable (Note 3)	**729**	608
Prepaid claims (Note 4)	**100**	100
	$ 1,477	$ 1,336
LIABILITIES		
Current		
Accounts payable (Note 5)	**$ 883**	$ 740
EQUITY		
Dental Services Plan	**439**	441
Vision Care Plan	**155**	155
	594	596
	$ 1,477	$ 1,336

See accompanying notes to the financial statements

THE TRUSTEES OF THE DENTAL SERVICES AND VISION CARE PLANS OF THE CITY OF WINNIPEG EMPLOYEES

STATEMENT OF CHANGES IN TRUST ACCOUNTS

For the years ended December 31
(in thousands of dollars)

	2008	2007
DENTAL SERVICES PLAN		
Opening balance	**$ 441**	$ 435
Add:		
Contributions - The City of Winnipeg	**7,490**	7,333
Interest earned	**17**	19
	7,948	7,787
Deduct:		
Dental claims	**7,170**	7,012
Administration fees	**339**	334
	7,509	7,346
Ending balance	**$ 439**	$ 441
VISION CARE PLAN		
Opening balance	**$ 155**	$ 154
Add:		
Contributions - The City of Winnipeg	**1,055**	986
Interest earned	**3**	3
	1,213	1,143
Deduct:		
Vision claims	**995**	929
Administration fees	**63**	59
	1,058	988
Ending balance	**$ 155**	$ 155

See accompanying notes to the financial statements

THE TRUSTEES OF THE DENTAL SERVICES AND VISION CARE PLANS OF THE CITY OF WINNIPEG EMPLOYEES

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2008
(all tabular amounts are in thousands of dollars, unless otherwise noted)

1. Significant Accounting Policies

The preparation of periodic financial statements necessarily involves the use of estimates and approximations because the precise determination of financial data frequently depends upon future events. These financial statements have been prepared by management within reasonable limits of materiality and within the framework of accounting policies summarized below.

a) Basis of accounting

The financial statements are prepared using the accrual basis of accounting. The accrual basis of accounting records revenues as they are earned and measurable. Expenditures are recognized as they are incurred and measurable based upon receipt of goods or services and/or the creation of a legal obligation to pay.

b) Allocation of interest

The funds of the Dental Services and Vision Care Plans (the Plans) are deposited in a single bank account. Interest earned is apportioned on the basis of the ratio of the contributions received from The City of Winnipeg by the Plans.

2. Status of the Trustees of the Dental Services and Vision Care Plans for The City of Winnipeg Employees

City Council, on October 15, 1980, authorized the appointment of the City Treasurer, the Medical Health Officer and the Director of Personnel as trustees of the Dental Services Plan for The City of Winnipeg Employees.

City Council, on June 9, 1989, authorized the appointment of the aforementioned officers as trustees of the Vision Care Plan for The City of Winnipeg Employees.

The revenue for both plans consists of contributions from The City of Winnipeg equal to dental and vision claims paid by the Trustees and bank interest earned. The disbursements are limited to eligible dental and vision claims processed and administration fees of the servicing organization.

3. Accounts Receivable

The accounts receivable is due from The City of Winnipeg for unpaid claims and administration charges as follows:

	2008	2007
Dental Services Plan	**$ 627**	$ 535
Vision Care Plan	**102**	73
	$ 729	$ 608

4. Prepaid Claims

The prepaid claims represents the amount held by Manitoba Blue Cross for incurred but unreported claims.

5. Accounts Payable

The accounts payable include amounts due to the servicing organization for claims and administration, along with amounts due to The City of Winnipeg as follows:

	2008	2007
Dental Services Plan - Claims	**$ 599**	$ 511
Prepaid claims - Due to City of Winnipeg	**100**	100
Vision Care Plan - Claims	**96**	68
Due to City of Winnipeg	**54**	33
Dental Care Plan - administration	**28**	24
Vision Care Plan - administration	**6**	4
	$ 883	$ 740

6. Termination of the Plans

On January 28, 2009, City Council approved the termination of the Plans as a result of the Trustees no longer being required to manage the dental and vision claims incurred under the supplemental health benefit plan.

THE CITY OF WINNIPEG
TABLE OF FINANCIAL STATISTICS AND SELECTED RATIOS

FIVE-YEAR REVIEW

As at December 31

("$" amounts in thousands of dollars, except as noted)

		2008	2007	2006	2005	2004
Population (Statistics Canada)		**660,000**	653,300	649,300	647,400	646,700
Consolidated debt (1)	**$**	**753,092**	646,148	670,330	613,667	702,675
Net tax-supported debt (2)	**$**	**217,815**	237,624	287,338	322,617	332,936
Debt per capita:						
Consolidated (dollars)	**$**	**1,141**	989	1,032	948	1,087
Net tax-supported (dollars)	**$**	**330**	364	443	498	515
Non-portioned taxable assessments (millions) (3)	**$**	**31,959**	31,475	30,923	25,772	25,512
Debt as a % of non-portioned taxable assessments						
Consolidated		**2.4%**	2.1%	2.2%	2.4%	2.8%
Net tax-supported		**0.7%**	0.8%	0.9%	1.3%	1.3%
Consolidated revenues (4)	**$**	**1,274,966**	1,220,814	1,105,533	1,039,124	968,883
Consolidated debt as a % of consolidated revenues		**59.1%**	52.9%	60.6%	59.1%	72.5%

Notes:

(1) Consolidated debt is gross debt outstanding for all municipal purposes - tax-supported, City-owned utilities, special operating agencies, and wholly-owned corporations.

(2) Net tax-supported debt is gross debt less accumulated sinking funds, less City-owned utilities (except Transit System) net of sinking funds, less special operating agencies and Winnipeg Enterprises Corporation.

(3) Non-portioned taxable assessments exclude fully exempt properties and does not include all converted grants.

(4) Consolidated revenues are comprised of general revenues, City-owned utilities, revenue from the wholly-owned corporations, investment in government businesses and special operating agencies, but excludes revenues collected on behalf of school authorities. The 2004 figures have not been restated to reflect the change in accounting policies concerning tangible capital assets, revenue from contributed assets and government transfers related to tangible capital assets acquisitions, and to record the City's investment in government businesses.

THE CITY OF WINNIPEG
TAX-SUPPORTED AND CITY-OWNED UTILITIES

STATEMENT OF OUTSTANDING CAPITAL BORROWING AUTHORIZATIONS

As at December 31, 2008

		General Municipal Purposes	City-owned Utilities			Special Operating Agencies	
By-Law Number	Minister of Finance/Council Approval	General	Transit System	Waterworks System	Sewage Disposal System	Fleet Management	Total
6520/94	December 2/94	$ 7,000,000	$ -	$ -	$ -	$ -	$ 7,000,000
6774/96	April 16/96	14,801,000	1,144,000	-	-	-	15,945,000
6973/97	March 17/97	27,254,138	463,325	-	-	-	27,717,463
6976/97	March 17/97	18,213,000	650,000	-	-	-	18,863,000
7125/98	January 22/98	-	1,062,000	-	-	-	1,062,000
7751/01	March 9/01	14,699,820	770,000	-	-	-	15,469,820
183/2004	January 13/05	-	-	-	16,084,000	-	16,084,000
72/2006	March 22/06	5,452,000	6,808,000		-	-	12,260,000
	March 21/07	-	-	-	-	14,100,000	14,100,000
	November 21/07	-	-	-	-	20,500,000	20,500,000
32/2007	February 21/07	1,696,000	3,417,000	16,800,000	7,638,000	-	29,551,000
219/2007		3,488,000	-	-	37,200,000	-	40,688,000
		$ 92,603,958	$ 14,314,325	$ 16,800,000	$ 60,922,000	$ 34,600,000	$ 219,240,283

City Council has the authority under the City of Winnipeg Charter to approve the borrowing authority for Special Operating Agencies. Therefore, the City is not required to obtain approval from the Minister of Finance and to create a by-law.

Outstanding Capital Borrowing Authorization at December 31, 2007	$ 278,552,283
Add:	
By-law 194/2007	11,100,000
By-law 219/2007	40,688,000
Deduct:	
Debt Issued	(100,000,000)
	(11,100,000)
Outstanding Capital Borrowing Authorization at December 31, 2008	$ 219,240,283

THE CITY OF WINNIPEG
TAX-SUPPORTED AND CITY-OWNED UTILITIES

DEBENTURE DEBT ISSUES

As at December 31, 2008

Term	Month	Interest Rate	By-Law Number	Payable at	Cities	Amount of Debt	
The City of Winnipeg							
Sinking Fund Debt							
1999-2009	Feb. 2	5.350	7368/99	Bank of Montreal	Any branch in Canada	$ 50,000,000	
1989-2009	Dec. 14	10.000	5286/89	Royal Bank	Any branch in Canada	85,500,000	$ 135,500,000
1993-2013	Feb. 11	9.375	6090/93	Royal Bank	Any branch in Canada		90,000,000
1994-2014	Jan. 20	8.000	6300/94	Royal Bank	Any branch in Canada		85,000,000
1995-2015	May 12	9.125	6620/95	Bank of Montreal	Any branch in Canada		88,000,000
1997-2017	Nov. 17	6.250	7000/97	Bank of Montreal	Any branch in Canada		30,000,000
2006-2036	July 17	5.200	183/2004 and 72/2006	Royal Bank	Any branch in Canada		60,000,000
2008-2036	July 17	5.200	72/2006B	Royal Bank	Any branch in Canada		100,000,000
							588,500,000
Serial Debt							
2003-2013	Jan. 17	4.899	8138/02	Royal Bank	Any branch in Canada	54,772,000	
2004-2014	Mar. 24	3.940	86/2003	Royal Bank	Any branch in Canada	30,061,000	84,833,000
Total Debt							$ 673,333,000

THE CITY OF WINNIPEG
TAX-SUPPORTED AND CITY-OWNED UTILITIES

SUMMARY OF DEBENTURE DEBT AND SINKING FUND BY PURPOSE

As at December 31, 2008

Description	Debenture Debt		
	Gross	Sinking Fund	Net
Tax-Supported			
General	$ 324,745,844	$ 159,915,726	$ 164,830,118
Unallocated Sinking Fund Surplus	-	1,817,142	(1,817,142)
Total Tax-Supported	324,745,844	161,732,868	163,012,976
Other Funds			
Civic Accommodations	22,239,962	10,085,934	12,154,028
Transit System	24,914,480	14,088,724	10,825,756
Total Tax-Supported and Other Funds	371,900,286	185,907,526	185,992,760
City-Owned Utilities			
Solid Waste Disposal	2,935,000	2,344,071	590,929
Waterworks System	204,500,000	28,738,673	175,761,327
Sewage Disposal System	93,997,714	59,167,063	34,830,651
Total City-Owned Utilities	301,432,714	90,249,807	211,182,907
	$ 673,333,000	$ 276,157,333	$ 397,175,667

Description	2009 Fixed Annual Charges		
	Interest	Principal	Total
Tax-Supported	$ 24,076,245	$ 19,481,961	$ 43,558,206
Other Funds			
Civic Accommodations	1,502,666	1,225,711	2,728,377
Transit System	2,067,362	1,226,812	3,294,174
Total Tax-Supported and Other Funds	27,646,273	21,934,484	49,580,757
City-Owned Utilities			
Solid Waste Disposal	284,750	88,762	373,512
Waterworks System	12,260,000	187,529,795	199,789,795
Sewage Disposal System	7,980,441	3,967,830	11,948,271
Total City-Owned Utilities	20,525,191	191,586,387	212,111,578
	$ 48,171,464	$ 213,520,871	$ 261,692,335

THE CITY OF WINNIPEG
TAX-SUPPORTED AND CITY-OWNED UTILITIES

DEBENTURE DEBT CHANGES DURING 2008

Gross Debt as at January 1, 2008			$ 587,039,000
Debt Issued During 2008			
Utilities Debt:			
Waterworks System			100,000,000
Debt Retired During 2008			
Tax-Supported Debt:			
Streets and Bridge System	$ 5,470,784		
Land Drainage	1,448,560		
Culture and Recreation	1,115,231		
Parks and Recreation	62,672		
Libraries	25,272		
Protection	567,458		
Fire	31,175		
Police	6,065		
Health and Social Development	351,542		
Special Projects	507,960		
Convention Centre	22,516		
Overhead Walkways	16,287		
Core Area Programs	1,425,862		
Land Acquisition	15,179		
North Portage Development	139,650	$ 11,206,213	
Utilities Debt:			
Transit	549,760		
Sewage Disposal System	1,302,464		
Civic Accommodations	647,563	2,499,787	(13,706,000)
Gross Debt as at December 31, 2008			$ 673,333,000

THE CITY OF WINNIPEG
TAX-SUPPORTED AND CITY-OWNED UTILITIES

DEBENTURE DEBT - MATURITY BY YEARS

As at December 31, 2008

Maturity Year	Sinking Fund Debt		Serial and Installment Debt	Total	%
2009	$ 135,500,000	(1)	$ 14,378,000	$ 149,878,000	22.3
2010	-		15,083,000	15,083,000	2.2
2011	-		15,824,000	15,824,000	2.4
2012	-		16,600,000	16,600,000	2.5
2013	90,000,000		17,415,000	107,415,000	15.9
2014	85,000,000		5,533,000	90,533,000	13.4
2015	88,000,000		-	88,000,000	13.1
2017	30,000,000		-	30,000,000	4.5
2036	160,000,000		-	160,000,000	23.7
Gross Debt	$ 588,500,000		$ 84,833,000	673,333,000	100.0
Less: Sinking Fund Reserve				276,157,333	
Net Debt				$ 397,175,667	

(1) Of the $135,500,000 sinking fund debt that matures in 2009, there will be a maturity shortfall of $30,980,600, which will need to be refinanced.

THE CITY OF WINNIPEG
TAX-SUPPORTED AND CITY-OWNED UTILITIES

DEBENTURE DEBT SUMMARY OF MATURITIES BY PURPOSES

As at December 31, 2008

Maturity Year	General Tax-Supported	Transit System	Waterworks System	Sewage Disposal System	Solid Waste Disposal	Civic Accommodations	Total
2009	$ 121,676,868	$ 3,576,597	$ 1,500,000	$ 12,366,967	$ 1,935,000	$ 8,822,568	$ 149,878,000
2010	12,333,582	604,744	-	1,434,674	-	710,000	15,083,000
2011	12,940,282	634,326	-	1,505,849	-	743,543	15,824,000
2012	13,575,688	665,299	-	1,580,430	-	778,583	16,600,000
2013	52,444,078	5,697,818	5,000,000	41,658,804	-	2,614,300	107,415,000
2014	26,925,877	6,735,696	13,000,000	35,450,990	-	8,420,437	90,533,000
2015	54,849,469	7,000,000	25,000,000	-	1,000,000	150,531	88,000,000
2016	-	-	-	-	-	-	-
2017	30,000,000	-	-	-	-	-	30,000,000
2036	-	-	160,000,000	-	-	-	160,000,000
	$ 324,745,844	$ 24,914,480	$ 204,500,000	$ 93,997,714	$ 2,935,000	$ 22,239,962	$ 673,333,000

THE CITY OF WINNIPEG
TAX-SUPPORTED AND CITY-OWNED UTILITIES

ANNUAL DEBENTURE DEBT SERVICE CHARGES ON EXISTING DEBT

For the years ending December 31

	Tax-Supported			Utilities (Includes Transit System)			
Year	**Principal**	**Interest**	**Sub-total**	**Principal**	**Interest**	**Sub-total**	**Total**
2009	$ 19,481,961	$ 24,076,245	$ 43,558,206	$ 194,038,910	$ 24,095,219	$ 218,134,129	$ 261,692,335
2010	16,734,894	14,546,961	31,281,855	193,393,107	21,714,296	215,107,403	246,389,258
2011	17,341,593	13,927,065	31,268,658	193,527,407	21,577,167	215,104,574	246,373,232
2012	17,977,000	13,253,665	31,230,665	193,668,000	21,428,167	215,096,167	246,326,832
2013	18,644,389	12,532,951	31,177,340	193,815,611	21,268,582	215,084,193	246,261,533
2014	7,686,219	8,725,314	16,411,533	190,169,949	16,357,563	206,527,512	222,939,045
2015	2,565,990	6,880,014	9,446,004	187,186,558	11,344,986	198,531,544	207,977,548
2016	907,200	1,875,000	2,782,200	186,184,000	8,320,000	194,504,000	197,286,200
2017	907,200	1,875,000	2,782,200	186,184,000	8,320,000	194,504,000	197,286,200
2018	-	-	-	186,184,000	8,320,000	194,504,000	194,504,000
2019-2036	-	-	-	3,351,312,000	149,760,000	3,501,072,000	3,501,072,000
	$ 102,246,446	$ 97,692,215	$ 199,938,661	$ 5,255,663,542	$ 312,505,980	$ 5,568,169,522	$ 5,768,108,183

THE CITY OF WINNIPEG
TAX-SUPPORTED AND CITY-OWNED UTILITIES

TAX-SUPPORTED DEBENTURE DEBT BY PURPOSE

As at December 31, 2008

By-law Number	Amount of Debt	Term of Debt	Payable	Interest Rates % Sinking Fund	Interest Rates % Debt	Annual Charges 2009 Interest	Annual Charges 2009 Principal	Sinking Fund Reserve at Dec. 31, 2008
STREETS AND BRIDGE SYSTEM **(street improvements, street lighting, bridges and underpasses)**								
7368/99	$ 25,364,600	Feb. 2, 1999-2009	CAN	5.000	5.350	$ 1,357,006	$ 767,091	$ 8,843,063
5286/89	28,210,000	Dec. 14, 1989-2009	CAN	5.000	10.000	2,821,000	853,143	26,114,823
8138/02	20,690,938	Jan. 17, 2003-2013	CAN	Serial	5.350	887,712	3,725,895	-
6090/93	14,067,475	Feb. 11, 1993-2013	CAN	5.000	9.375	1,318,826	425,437	9,586,513
6300/94	11,509,146	Jan. 20, 1994-2014	CAN	5.000	8.000	920,732	348,066	7,144,016
86/2003	13,388,754	Mar. 24, 2004-2014	CAN	Serial	4.600	505,093	2,010,919	-
6620/95	22,633,969	May 12, 1995-2015	CAN	5.000	9.125	2,065,350	684,510	12,511,704
7000/97	20,700,000	Nov. 17, 1997-2017	CAN	5.000	6.250	1,293,750	625,968	8,946,596
	156,564,882					11,169,469	9,441,029	73,146,715
LAND DRAINAGE **(storm water relief sewers, drainage sewers and flood control)**								
7368/99	1,535,000	Feb. 2, 1999-2009	CAN	5.000	5.350	82,123	46,422	535,159
5286/89	7,950,000	Dec. 14, 1989-2009	CAN	5.000	10.000	795,000	240,429	7,359,548
8138/02	5,600,710	Jan. 17, 2003-2013	CAN	Serial	5.350	240,289	1,008,541	-
6090/93	1,300,000	Feb. 11, 1993-2013	CAN	5.000	9.375	121,875	39,315	885,907
6300/94	2,625,312	Jan. 20, 1994-2014	CAN	5.000	8.000	210,025	79,396	1,629,597
86/2003	3,400,178	Mar. 24, 2004-2014	CAN	Serial	4.600	128,272	510,689	-
6620/95	2,251,500	May 12, 1995-2015	CAN	5.000	9.125	205,449	68,091	1,244,594
7000/97	4,900,000	Nov. 17, 1997-2017	CAN	5.000	6.250	306,250	148,176	2,117,793
	29,562,700					2,089,283	2,141,059	13,772,598

THE CITY OF WINNIPEG
TAX-SUPPORTED AND CITY-OWNED UTILITIES

TAX-SUPPORTED DEBENTURE DEBT BY PURPOSE (continued)

As at December 31, 2008

By-law Number	Amount of Debt	Term of Debt	Payable	Interest Rates % Sinking Fund	Interest Rates % Debt	Annual Charges 2009 Interest	Annual Charges 2009 Principal	Sinking Fund Reserve at Dec. 31, 2008
CULTURE AND RECREATION **(parks, swimming pools, arenas, golf courses, zoo, libraries, etc.)**								
5286/89	10,967,000	Dec. 14, 1989-2009	CAN	5.000	10.000	1,096,700	331,670	10,152,473
8138/02	5,756,395	Jan. 17, 2003-2013	CAN	Serial	5.350	246,969	1,036,576	-
86/2003	904,004	Mar. 24, 2004-2014	CAN	Serial	4.600	34,104	135,777	-
	17,627,399					1,377,773	1,504,023	10,152,473
PARKS AND RECREATION								
7368/99	2,739,900	Feb. 2, 1999-2009	CAN	5.000	5.350	146,585	82,862	955,233
6090/93	5,360,525	Feb. 11, 1993-2013	CAN	5.000	9.375	502,549	162,116	3,653,018
6300/94	5,648,659	Jan. 20, 1994-2014	CAN	5.000	8.000	451,893	170,830	3,506,265
86/2003	434,601	Mar. 24, 2004-2014	CAN	Serial	4.600	16,395	65,275	-
6620/95	850,000	May 12, 1995-2015	CAN	5.000	9.125	77,563	25,706	469,867
	15,033,685					1,194,985	506,789	8,584,383
LIBRARIES								
7368/99	376,500	Feb. 2, 1999-2009	CAN	5.000	5.350	20,143	11,386	131,261
6090/93	100,000	Feb. 11, 1993-2013	CAN	5.000	9.375	9,375	3,024	68,147
6300/94	73,040	Jan. 20, 1994-2014	CAN	5.000	8.000	5,843	2,209	45,338
86/2003	175,242	Mar. 24, 2004-2014	CAN	Serial	4.600	6,611	26,321	-
6620/95	10,000	May 12, 1995-2015	CAN	5.000	9.125	913	303	5,527
	734,782					42,885	43,243	250,273

THE CITY OF WINNIPEG
TAX-SUPPORTED AND CITY-OWNED UTILITIES

TAX-SUPPORTED DEBENTURE DEBT BY PURPOSE (continued)

As at December 31, 2008

By-law Number	Amount of Debt	Term of Debt	Payable	Interest Rates % Sinking Fund	Interest Rates % Debt	Annual Charges 2009 Interest	Annual Charges 2009 Principal	Sinking Fund Reserve at Dec. 31, 2008
PROTECTION **(firehalls, police garage and public safety building)**								
5286/89	940,000	Dec. 14, 1989-2009	CAN	5.000	10.000	94,000	28,428	870,186
8138/02	2,639,803	Jan. 17, 2003-2013	CAN	Serial	5.350	113,256	475,359	-
86/2003	803,090	Mar. 24, 2004-2014	CAN	Serial	4.600	30,297	120,620	-
	4,382,893					237,553	624,407	870,186
FIRE								
7368/99	403,500	Feb. 2, 1999-2009	CAN	5.000	5.350	21,587	12,203	140,675
6090/93	1,300,000	Feb. 11, 1993-2013	CAN	5.000	9.375	121,875	39,315	885,907
6300/94	13,791	Jan. 20, 1994-2014	CAN	5.000	8.000	1,103	417	8,560
86/2003	216,179	Mar. 24, 2004-2014	CAN	Serial	4.600	8,155	32,470	-
6620/95	2,000	May 12, 1995-2015	CAN	5.000	9.125	183	60	1,106
7000/97	1,800,000	Nov. 17, 1997-2017	CAN	5.000	6.250	112,500	54,432	777,965
	3,735,470					265,403	138,897	1,814,213
POLICE								
7368/99	2,066,000	Feb. 2, 1999-2009	CAN	5.000	5.350	110,531	62,481	720,286
6090/93	1,600,000	Feb. 11, 1993-2013	CAN	5.000	9.375	150,000	48,388	1,090,346
6300/94	335,678	Jan. 20, 1994-2014	CAN	5.000	8.000	26,854	10,152	208,364
86/2003	42,059	Mar. 24, 2004-2014	CAN	Serial	4.600	1,587	6,317	-
6620/95	100,000	May 12, 1995-2015	CAN	5.000	9.125	9,125	3,024	55,278
	4,143,737					298,097	130,362	2,074,274

THE CITY OF WINNIPEG
TAX-SUPPORTED AND CITY-OWNED UTILITIES

TAX-SUPPORTED DEBENTURE DEBT BY PURPOSE (continued)

As at December 31, 2008

By-law Number	Amount of Debt	Term of Debt	Payable	Interest Rates % Sinking Fund	Interest Rates % Debt	Annual Charges 2009 Interest	Annual Charges 2009 Principal	Sinking Fund Reserve at Dec. 31, 2008
HEALTH AND SOCIAL DEVELOPMENT **(urban renewal, community health centres and hospital capital grants)**								
5286/89	1,030,000	Dec. 14, 1989-2009	CAN	5.000	10.000	103,000	31,150	953,502
8138/02	1,400,289	Jan. 17, 2003-2013	CAN	Serial	5.350	60,077	252,155	-
6090/93	150,000	Feb. 11, 1993-2013	CAN	5.000	9.375	14,063	4,536	102,220
6300/94	12,723	Jan. 20, 1994-2014	CAN	5.000	8.000	1,018	385	7,897
86/2003	776,416	Mar. 24, 2004-2014	CAN	Serial	4.600	29,290	116,614	-
	3,369,428					207,448	404,840	1,063,619
SPECIAL PROJECTS								
5286/89	4,800,000	Dec. 14, 1989-2009	CAN	5.000	10.000	480,000	145,164	4,443,501
8138/02	2,208,144	Jan. 17, 2003-2013	CAN	Serial	5.350	94,736	397,629	-
6090/93	14,098,000	Feb. 11, 1993-2013	CAN	5.000	9.375	1,321,688	426,360	9,607,315
6300/94	2,267,324	Jan. 20, 1994-2014	CAN	5.000	8.000	181,386	68,570	1,407,385
86/2003	902,640	Mar. 24, 2004-2014	CAN	Serial	4.600	34,052	135,572	-
6620/95	667,000	May 12, 1995-2015	CAN	5.000	9.125	60,864	20,172	368,707
	24,943,108					2,172,726	1,193,467	15,826,908

THE CITY OF WINNIPEG
TAX-SUPPORTED AND CITY-OWNED UTILITIES

TAX-SUPPORTED DEBENTURE DEBT BY PURPOSE (continued)

As at December 31, 2008

By-law Number	Amount of Debt	Term of Debt	Payable	Interest Rates % Sinking Fund	Interest Rates % Debt	Annual Charges 2009 Interest	Annual Charges 2009 Principal	Sinking Fund Reserve at Dec. 31, 2008
CONVENTION CENTRE								
5286/89	500,000	Dec. 14, 1989-2009	CAN	5.000	10.000	50,000	15,121	462,865
8138/02	131,603	Jan. 17, 2003-2013	CAN	Serial	5.350	5,646	23,698	-
6090/93	225,000	Feb. 11, 1993-2013	CAN	5.000	9.375	21,094	6,805	153,330
6620/95	3,100,000	May 12, 1995-2015	CAN	5.000	9.125	282,875	93,752	1,713,631
	3,956,603					359,615	139,376	2,329,826
OVERHEAD WALKWAYS								
86/2003	112,943	Mar. 24, 2004-2014	CAN	Serial	4.600	4,261	16,963	-
CORE AREA PROGRAM								
5286/89	12,000,000	Dec. 14, 1989-2009	CAN	5.000	10.000	1,200,000	362,911	11,108,752
8138/02	5,921,292	Jan. 17, 2003-2013	CAN	Serial	5.350	254,043	1,066,269	-
86/2003	2,862,433	Mar. 24, 2004-2014	CAN	Serial	4.600	107,986	429,922	-
6620/95	235,000	May 12, 1995-2015	CAN	5.000	9.125	21,444	7,107	129,904
7000/97	1,000,000	Nov. 17, 1997-2017	CAN	5.000	6.250	62,500	30,240	432,203
	22,018,725					1,645,973	1,896,449	11,670,859
NORTH PORTAGE DEVELOPMENT								
8138/02	816,230	Jan. 17, 2003-2013	CAN	Serial	5.350	35,019	146,982	-

THE CITY OF WINNIPEG
TAX-SUPPORTED AND CITY-OWNED UTILITIES

TAX-SUPPORTED DEBENTURE DEBT BY PURPOSE (continued)

As at December 31, 2008

By-law Number	Amount of Debt	Term of Debt	Payable	Interest Rates % Sinking Fund	Interest Rates % Debt	Annual Charges 2009 Interest	Annual Charges 2009 Principal	Sinking Fund Reserve at Dec. 31, 2008
LAND ACQUISITION								
86/2003	105,259	Mar. 24, 2004-2014	CAN	Serial	4.600	3,971	15,809	-
INFRASTRUCTURE								
7368/99	2,100,000	Feb. 2, 1999-2007	CAN	5.000	5.350	112,350	63,509	732,140
6620/95	25,000,000	May 12, 1995-2015	CAN	5.000	9.125	2,281,250	756,065	13,819,609
	27,100,000					2,393,600	819,574	14,551,749
INFRASTRUCTURE - STREETS AND BRIDGE								
7000/97	1,600,000	Nov. 17, 1997-2017	CAN	5.000	6.250	100,000	48,384	691,524
COMMUNITY IMPROVEMENT PROGRAM								
7368/99	1,250,000	Feb. 2, 1999-2009	CAN	5.000	5.350	66,875	37,803	435,798
WINNIPEG DEVELOPMENT AGREEMENT								
7368/99	2,000,000	Feb. 2, 1999-2009	CAN	5.000	5.350	107,000	60,485	697,276
SPECIAL PROJECTS - PARKS AND RECREATION								
7368/99	1,215,000	Feb. 2, 1999-2009	CAN	5.000	5.350	65,003	36,745	423,595

THE CITY OF WINNIPEG
TAX-SUPPORTED AND CITY-OWNED UTILITIES

TAX-SUPPORTED DEBENTURE DEBT BY PURPOSE (continued)

As at December 31, 2008

By-law Number	Amount of Debt	Term of Debt	Payable	Interest Rates % Sinking Fund	Interest Rates % Debt	Annual Charges 2009 Interest	Annual Charges 2009 Principal	Sinking Fund Reserve at Dec. 31, 2008
SPECIAL PROJECTS - COMMUNITY SERVICES								
7368/99	428,500	Feb. 2, 1999-2009	CAN	5.000	5.350	22,925	12,959	149,391
SPECIAL PROJECTS - LAND AND DEVELOPMENT								
7368/99	2,367,000	Feb. 2, 1999-2009	CAN	5.000	5.350	126,635	71,584	825,226
SPECIAL PROJECTS - ASSESSMENT								
7368/99	1,582,500	Feb. 2, 1999-2009	CAN	5.000	5.350	84,664	47,859	551,720
SPECIAL PROJECTS - CORPORATE FINANCE								
7368/99	90,000	Feb. 2, 1999-2009	CAN	5.000	5.350	4,815	2,722	31,377
SPECIAL PROJECTS - BUSINESS LIAISON								
7368/99	5,000	Feb. 2, 1999-2009	CAN	5.000	5.350	267	151	1,743
Tax-Supported Total	**324,745,844**					**24,076,245**	**19,481,961**	**159,915,726**

THE CITY OF WINNIPEG
TAX-SUPPORTED AND CITY-OWNED UTILITIES

CITY-OWNED UTILITIES DEBENTURE DEBT BY PURPOSE

As at December 31, 2008

By-law Number	Amount of Debt	Term of Debt	Payable	Interest Rates % Sinking Fund	Interest Rates % Debt	Annual Charges 2009 Interest	Annual Charges 2009 Principal	Sinking Fund Reserve at Dec. 31, 2008
TRANSIT SYSTEM								
5286/89	3,000,000	Dec. 14, 1989-2009	CAN	5.000	10.000	300,000	90,728	2,777,188
8138/02	2,133,935	Jan. 17, 2003-2013	CAN	Serial	5.350	91,553	384,266	-
6090/93	5,000,000	Feb. 11, 1993-2013	CAN	5.000	9.375	468,750	151,213	3,407,333
6300/94	6,500,000	Jan. 20, 1994-2014	CAN	5.000	8.000	520,000	196,577	4,034,713
86/2003	1,280,545	Mar. 24, 2004-2014	CAN	Serial	4.600	48,309	192,331	-
6620/95	7,000,000	May 12, 1995-2015	CAN	5.000	9.125	638,750	211,698	3,869,490
	24,914,480					2,067,362	1,226,813	14,088,724
WATERWORKS SYSTEM								
5286/89	1,500,000	Dec. 14, 1989-2009	CAN	5.000	10.000	150,000	45,364	1,388,593
6090/93	5,000,000	Feb. 11, 1993-2013	CAN	5.000	9.375	468,750	151,213	3,407,333
6300/94	13,000,000	Jan. 20, 1994-2014	CAN	5.000	8.000	1,040,000	393,153	8,069,427
6620/95	25,000,000	May 12, 1995-2015	CAN	5.000	9.125	2,281,250	756,065	13,819,609
72/2006	60,000,000	July17, 2006-2036	CAN	5.000	5.200	3,120,000	984,000	2,053,711
72/2006B	100,000,000	July17, 2008-2036	CAN	4.500	5.200	5,200,000	185,200,000	-
	204,500,000					12,260,000	187,529,795	28,738,673

THE CITY OF WINNIPEG
TAX-SUPPORTED AND CITY-OWNED UTILITIES

CITY-OWNED UTILITIES DEBENTURE DEBT BY PURPOSE (continued)

As at December 31, 2008

By-law Number	Amount of Debt	Term of Debt	Payable	Interest Rates % Sinking Fund	Interest Rates % Debt	Annual Charges 2009 Interest	Annual Charges 2009 Principal	Sinking Fund Reserve at Dec. 31, 2008
SEWAGE DISPOSAL SYSTEM								
5286/89	11,000,000	Dec. 14, 1989-2009	CAN	5.000	10.000	1,100,000	332,668	10,183,022
8138/02	5,547,466	Jan. 17, 2003-2013	CAN	Serial	5.350	238,005	998,953	-
6090/93	40,000,000	Feb. 11, 1993-2013	CAN	5.000	9.375	3,750,000	1,209,703	27,258,661
6300/94	35,000,000	Jan. 20, 1994-2014	CAN	5.000	8.000	2,800,000	1,058,491	21,725,380
86/2003	2,450,248	Mar. 24, 2004-2014	CAN	Serial	4.600	92,436	368,014	-
	93,997,714					7,980,441	3,967,829	59,167,063
SOLID WASTE DISPOSAL								
5286/89	1,935,000	Dec. 14, 1989-2009	CAN	5.000	10.000	193,500	58,519	1,791,287
6620/95	1,000,000	May 12, 1995-2015	CAN	5.000	9.125	91,250	30,243	552,784
	2,935,000					284,750	88,762	2,344,071

THE CITY OF WINNIPEG
TAX-SUPPORTED AND CITY-OWNED UTILITIES

CITY-OWNED UTILITIES DEBENTURE DEBT BY PURPOSE (continued)

As at December 31, 2008

By-law Number	Amount of Debt	Term of Debt	Payable	Interest Rates % Sinking Fund	Interest Rates % Debt	Annual Charges 2009 Interest	Annual Charges 2009 Principal	Sinking Fund Reserve at Dec. 31, 2008
CIVIC ACCOMMODATIONS								
7368/99	6,476,500	Feb. 2, 1999-2009	CAN	5.000	5.350	346,493	195,866	2,257,954
5286/89	1,668,000	Dec. 14, 1989-2009	CAN	5.000	10.000	166,800	50,445	1,544,117
8138/02	1,925,195	Jan. 17, 2003-2013	CAN	Serial	5.350	82,597	346,677	-
6090/93	1,799,000	Feb. 11, 1993-2013	CAN	5.000	9.375	168,656	54,406	1,225,958
6300/94	8,014,327	Jan. 20, 1994-2014	CAN	5.000	8.000	641,146	242,374	4,974,694
86/2003	2,206,409	Mar. 24, 2004-2014	CAN	Serial	4.600	83,238	331,391	-
6620/95	150,531	May 12, 1995-2015	CAN	5.000	9.125	13,736	4,552	83,211
	22,239,962					1,502,666	1,225,711	10,085,934
Utility Total	**348,587,156**					**24,095,219**	**194,038,910**	**114,424,465**
Unallocated Sinking Fund Surplus								**1,817,142**
Grand Total	**$ 673,333,000**					**$ 48,171,464**	**$ 213,520,871**	**$ 276,157,333**

Note: With passing of the new City of Winnipeg Charter in 2003, the City is no longer required to pass a by-law when it issues debentures.





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