

**VUNTUT GWITCHIN FIRST NATION
NOTES TO THE NON-CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2016**

1. GENERAL

The Vuntut Gwitchin First Nation (the "First Nation") is a First Nation government located in Old Crow, Yukon Territory in Canada. The First Nation is one of the "first four" First Nations to sign their Final Agreement and Self Government Agreement in 1993. The Final Agreement sets out the rights, titles and interests of the First Nation. The Self Government Agreement sets out the rights of the First Nation to govern itself. The First Nation provides various government programs and services to its citizens.

2. BASIS OF PRESENTATION

These non-consolidated financial statements have been prepared by Vuntut Gwitchin First Nation's ("First Nation") management in accordance with Canadian generally accepted accounting principles as prescribed by the Public Sector Accounting Board ("PSAB").

These financial statements have been prepared on a non-consolidated basis and include financial information of the First Nation only. The non-consolidated financial statements do not include the First Nation's equity investments in businesses and trusts directly and indirectly owned by the First Nation. 40925 Yukon Inc. has been carried in the books of the First Nation at cost (see Note 7).

3. SIGNIFICANT ACCOUNTING POLICIES

a) Cash and restricted cash

Cash and restricted cash are comprised of deposits held with financial institutions and cash equivalents. Cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash and that are subject to an insignificant risk of changes in value.

b) Financial instruments

The First Nation's financial instruments consist of cash and restricted cash, accounts receivable, grants receivable, loans receivable, portfolio investments, accounts payable and accrued liabilities and long-term debts. Unless otherwise noted, it is management's opinion that the First Nation is not exposed to significant interest, currency, credit or liquidity risks arising from these financial instruments. Unless otherwise noted, the fair value of these financial instruments approximates their carrying value.

c) Inventories

These are inventories held for consumption or use by the First Nation and are carried at cost.

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

d) Tangible capital assets

Tangible capital assets are initially recorded at cost and subsequently carried at cost less accumulated amortization. Costs include the purchase price, direct construction costs and other costs directly attributable to the acquisition, construction, development and betterment of the assets.

Tangible capital assets are amortized using the straight-line method over the useful life of the assets as follows:

VGFN/CMHC Houses	25 years
Other buildings	25 years
Infrastructure	40 years
Recreation facilities	20 years
Tank farm	20 years
Equipment and furniture	3-5 years
Vehicles	5-10 years
Construction in progress	No amortization until completion

Impairment

Impairment testing is performed whenever events or changes in circumstances indicate that the asset's carrying value may not be recoverable. Impairment losses are recognized when undiscounted future cash flows from its use and disposal are less than the asset's carrying amount. Impairment losses are charged against the statement of operations.

e) Surplus and deferred revenue

All unexpended items of revenue are treated as surplus until such time as the related project is completed. Unexpended balances of various contribution agreements with restrictions are treated as deferred revenue.

f) Portfolio investments

These are investments by the First Nation in equity instruments that do not form part of the government reporting entity. These are recorded at cost.

g) Investment in subsidiaries

Investment in subsidiaries is reported using the cost method whereby the investments are initially recorded at cost.

h) Revenue recognition

Funding received under the Financial Transfer Agreement with the Government of Canada is recognized as revenue in the year the funding pertains to, as specified in the Agreement.

Contributions received under the terms of other agreements are recognized as revenue at the time applications are approved by the relevant funding agency.

i) Expenses

The First Nation's expenses are presented using the segmented format. A segment is defined as a distinguishable activity or group of activities of a government for which it is appropriate to separately report financial information to achieve the objectives of the standard.

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j) Retirement benefits

Retirement benefits are charged as an expense in the statement of operations. Defined contribution plans are post-employment benefit plans under which the First Nation pays fixed contributions on a voluntary basis. The First Nation has no obligation to make any further payment once the contributions have been paid.

k) Estimates

The preparation of the financial statements in conformity with Canadian generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenditures during the reporting period. Significant areas requiring the use of management estimates relate to amortization rates and allowance for doubtful accounts. Actual results could differ from those reported.

4. RESTRICTED CASH

This account consists of the following:

	<u>2016</u>	<u>2015</u>
Tax Buy-out Fund	\$ 82,992	\$ 83,562
Oil and Gas	588,585	592,623
Distributions from Vuntut Gwitchin Trust and Business Trust	300,055	609,929
Old Crow Retail Coop Ltd. Loan Subsidy reserve	300,000	300,000
Canada Mortgage and Housing Corporation reserves	191,687	191,502
	<u>\$ 1,463,319</u>	<u>\$ 1,777,616</u>

Tax Buy-out Fund

These are amounts received from the Government of Canada as compensation for changing certain income tax exemptions to taxable status. These funds are internally restricted by the First Nation.

Distributions from Vuntut Gwitchin Trust ("VGT") and Business Trust ("VGBT")

These are distributions received from VGT and VGBT. These funds are internally restricted by the First Nation.

Old Crow Retail Coop Ltd. Loan Subsidy reserve

These are funds allocated by the First Nation to provide for future contributions to Old Crow Retail Cooperative Ltd. for funding of monthly loan payment shortfalls in respect of the Old Crow Retail Cooperative BMO loans.

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4. RESTRICTED CASH (CONTINUED)

Canada Mortgage and Housing Corporation ("CMHC") Reserves

Pursuant to its agreement, the First Nation is required to segregate funds for replacement and subsidy reserves. The expenditures from these funds are restricted by the terms of the agreement. Annual allocation of the replacement and subsidy reserves are charged against CMHC reserves in the statement of financial position

5. ACCOUNTS RECEIVABLE

This account consists of the following:

	<u>2016</u>	<u>2015</u> <i>(restated – note 21)</i>
Due from Vuntut Gwitchin Trust	\$ 3,737,981	\$ 2,446,213
Due from Vuntut Gwitchin Business Trust	184,689	184,689
Due from other related parties	21,676	21,676
Due from Old Crow Retail Coop. Ltd.	-	2,079,954
Other accounts receivable	347,589	361,127
	<u>\$ 4,291,935</u>	<u>\$ 5,093,659</u>

6. LOANS RECEIVABLE

This account consists of the following:

	<u>2016</u>	<u>2015</u>
40782 Yukon Inc.	\$ 11,321,355	\$ 3,200,000
40925 Yukon Inc.	2,262,059	2,262,059
Yukon Indian Development Corporation	137,628	137,628
	<u>\$ 13,721,042</u>	<u>\$ 5,599,687</u>

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6. LOANS RECEIVABLE (CONTINUED)

40782 Yukon Inc.

40782 Yukon Inc. issued a promissory note in favour of the First Nation amounting to \$3,200,000 to fund its investment in Rivers Edge Partnership. The note is non-interest bearing and no stated terms of repayment. During the year ended March 31, 2016, 40782 Yukon Inc. issued a promissory note in favour of the First Nation amounting to \$ 8,121,355 to fund the transfer of the tank farm. The note is due on demand, bears no interest and has no specific terms of repayment.

40925 Yukon Inc.

40925 Yukon Inc. issued a promissory note in favour of the First Nation whereby the First Nation replaced its equity interest in the residual assets of Vuntut Development Corporation, which were transferred to VGLP, with the note. The note is non-interest bearing and no stated terms of repayment.

Yukon Indian Development Corporation ("YIDC")

The First Nation owns approximately 6% of the outstanding shares of YIDC. The loans receivable consists of dividends declared by YIDC and subsequently reinvested in YIDC. There are no stated terms of repayment existing for this receivable.

7. PORTFOLIO INVESTMENTS AND INVESTMENT IN SUBSIDIARIES

The portfolio investments consist of the following:

	<u>2016</u>	<u>2015</u>
First Nations Bank of Canada, <i>at cost</i>	<u>\$ 500,002</u>	<u>\$ 500,002</u>
	<u>\$ 500,002</u>	<u>\$ 500,002</u>

The First Nation owns approximately 1.7% of the outstanding shares of the First Nations Bank of Canada. This investment has been recorded at cost.

The investment in subsidiaries consist of the following:

	<u>2016</u>	<u>2015</u>
40925 Yukon Inc., <i>at cost</i>	<u>1</u>	<u>1</u>
	<u>\$ 1</u>	<u>\$ 1</u>

This represents the investment in equity of 40925 Yukon Inc. The investment which is 100%-owned by the First Nation is recorded at cost.

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8. INVENTORIES OF SUPPLIES

Inventories of supplies consist of the following:

	<u>2016</u>	<u>2015</u> <i>(restated – note 21)</i>
Materials	\$ 822,954	\$ 1,265,467
Gravel	320,227	453,237
Sundries	2,230	2,448
Fuel	-	246,071
	<u>\$ 1,145,411</u>	<u>\$ 1,967,223</u>

During the year ended March 31, 2016, the First Nation sold its fuel inventory to 40782 Yukon Inc., a 100%-owned subsidiary of 40925 Yukon Inc.

9. DEFERRED REVENUE

Deferred revenue consists of the following:

	<u>2016</u>	<u>2015</u>
Government of the Yukon	\$ 900,345	\$ 901,951
Parks Canada	424,138	506,252
Government of Canada	5,811	5,811
Other	16,713	16,276
Council of Yukon First Nations	14,491	36,513
Aboriginal Affairs and Northern Development	-	18,984
	<u>\$ 1,361,498</u>	<u>\$1,485,787</u>

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10. RELATED PARTY TRANSACTIONS

Financial information as at March 31, 2016 of related parties were not available at the issuance of the non-consolidated financial statements.

Porcupine Enterprises Ltd.

The First Nation has entered into contracts with Porcupine Enterprises Ltd. ("PEL"), 51%-owned by Vuntut Gwitchin Limited Partnership (a 100%-indirectly owned entity by the First Nation). For the year ended March 31, 2016, the First Nation had recorded transactions for these contracts for \$653,549 (March 31, 2015: \$1,159,901).

Air North Partnership ("ANP")

ANP, 49%-owned by Vuntut Gwitchin Limited Partnership II (100%-indirectly owned entity by the First Nation), provides transportation services to the First Nation at prevailing market rates. For the year ended March 31, 2016, the First Nation had recorded transactions for transportation services provided by Air North for \$752,467 (2015: \$2,077,972).

40782 Yukon Inc.

40782 Yukon Inc., 100%-owned by 40925 Yukon Inc. owns a fuel depot in Old Crow and purchases and sells fuel. The First Nation operates the fuel depot and carries associated payroll costs. The First Nation is responsible for fuel pricing and bears any subsidy offered to customers. For the year ended March 31, 2016, the First Nation had recorded transactions for fuel purchases from 40782 Yukon Inc. for \$136,443 (2015: Nil).

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11. LONG-TERM DEBTS

Mortgages payable

Amounts shown as mortgages payable represent monies borrowed to finance construction of residential houses, winter road, tank farm and buildings. The loans are secured by a mortgage to the lender on the land and buildings as well as a ministerial guarantee by the Government of Canada.

The balances and terms of the mortgages are as follows:

	<u>2016</u>	<u>2015</u>
Mortgage payable to Canada Housing and Mortgage Corporation at \$1,469 blended monthly including interest at 1.67% due June 1, 2018	\$ 261,961	\$ 275,099
Mortgage payable to Canada Housing and Mortgage Corporation at \$1,470 blended monthly including interest at 1.65% due June 1, 2017	249,204	262,621
Mortgage payable to Canada Housing and Mortgage Corporation at \$1,720 blended monthly including interest at 2.18% due January 1, 2019	371,371	383,787
Mortgage payable to First Nations Bank of Canada at \$1,879 monthly including interest at 3.59% due December 1, 2018	58,906	78,955
Mortgage payable to First Nations Bank of Canada at \$1,300 monthly including interest at 3.25% due December 1, 2018	39,929	53,584
Mortgage payable to First Nations Bank of Canada at \$781 monthly including interest at 3.95% due December 1, 2020	39,936	47,582
Mortgage payable to Bank of Montreal at \$652 monthly including interest at 3.99% due June 1, 2016	1,947	9,558
	<u>\$ 1,023,254</u>	<u>\$ 1,111,186</u>
Loan payable to First Nations Bank of Canada at \$17,118 blended monthly including interest at published rate plus 0.50% due December 15, 2016	1,390,920	1,548,141
Loan payable to First Nations Bank of Canada at \$8,333 blended monthly including interest at published rate plus 0.50% due May 6, 2019	316,674	416,670
Loan payable to First Nations Bank of Canada at \$20,413 blended monthly including interest at 4.17% due May 20, 2019	1,692,965	1,863,234
	<u>\$ 4,423,813</u>	<u>\$ 4,939,231</u>

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11. LONG-TERM DEBTS (CONTINUED)

Estimated principal and interest repayments are as follows. These long-term debts are expected to be renewed by the First Nation at maturity date with the same comparable rates and payment terms.

Current Year	\$ 523,842
FY 2017-2018	537,223
FY 2018-2019	542,360
FY 2019-2020	1,382,615
Thereafter	1,437,773
	<u>\$ 4,423,813</u>

12. ACCUMULATED SURPLUS

Movement and breakdown of the accumulated surplus are as follows:

	<u>2015</u> <u>(as previously</u> <u>reported)</u>	<u>Prior period</u> <u>adjustment</u> <u>(note 21)</u>	<u>2015</u> <u>(restated)</u>	<u>Net change</u>	<u>Inter-fund</u> <u>Transfer</u>	<u>2016</u>
Unrestricted surplus	(\$ 1,793,898)	\$ 15,935	(\$ 1,777,963)	\$ 2,755,592	\$ 3,542,562	\$ 4,520,191
Appropriated surplus:						
Old Crow Coop Loan						
Subsidy reserve	300,000	-	300,000	-	-	300,000
VGT distributions	3,062,795	-	3,062,795	-	981,895	4,044,690
VGBT distributions	178,035	-	178,035	-	-	178,035
Tax buy-out fund	83,562	-	83,562	-	(570)	82,992
Oil and gas	592,623	-	592,623	-	(4,038)	588,585
Other investments	6,121,366	-	6,121,366	-	-	6,121,366
Tangible capital assets	28,219,663	-	28,219,663	-	(4,519,849)	23,699,814
	<u>\$ 36,764,146</u>	<u>\$ 15,935</u>	<u>\$ 36,780,081</u>	<u>\$ 2,755,592</u>	<u>-</u>	<u>\$ 39,535,673</u>

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13. CONTINGENCIES

Old Crow Coop Loan guarantee

On March 31, 2015, the First Nation sold the new community store building located on lot 665 to the Old Crow Retail Cooperative Ltd. The First Nation has agreed to provide a guarantee of the loan contracted by the Old Crow Retail Cooperative Ltd. The loan guarantee authorized by the First Nation is in the amount of \$2,437,704.

The First Nation has also agreed to make payment of the balance of the BMO monthly payment not covered by the Old Crow Retail Cooperative Ltd. for approximately \$2,492 per month for the first 3 years of the loan. As at March 31, 2015, a loan subsidy reserve has been established by the First Nation in the amount of \$300,000 to cover the payments. No payment has been made during the year ended March 31, 2016.

Yukon First Nation Implementation Fund Trust ("YFNIFT")

Income distributions receivable by the First Nation amounting to \$396,367 as at March 31, 2016 and \$358,413 in March 31, 2015 were declared by the Trustees of YFNIFT. One of its objectives is to support Yukon First Nations to establish the entities required for a Yukon First Nation to carry out its responsibilities in implementing the Umbrella Final Agreement and a Yukon First Nation Final Agreement. This income distribution has not been recorded in the books as the likelihood of collecting these distributions is remote.

Old Crow oil spill

The First Nation is currently evaluating the cost of a remediation plan after an oil spill happened on the First Nation land during the year ended March 31, 2015. A related party, Air North Partnership ("ANP"), was responsible for the oil spill and assumed the costs of the emergency clean-up. As at March 31, 2016, the amount receivable from ANP recorded in the financial statements is \$98,802. The likelihood or amount of any potential liability arising from a remediation plan cannot be reasonably determined and as such no asset or liability has been accrued in these financial statements.

14. SUBSEQUENT EVENTS

Subsequent to the year-end, a related party of the First Nation provided financing for the purchase of two aircrafts by Air North Partnership.

15. CONTRACTUAL OBLIGATIONS

The First Nation has entered into lease agreement with VGLP, an indirectly owned partnership. This contractual obligation will become liabilities in the future when the terms of the contract is met. Disclosure relates to the unperformed portion of the contracts follows.

Current Year	\$ 22,000
FY 2017-2018	22,000
FY 2018-2019	22,000
FY 2019-2020	22,000
Thereafter	62,333
	<u>\$ 150,333</u>

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16. EXPENSES BY OBJECT

Expenses of the First Nation categorized as to their object are as follows:

	<u>2016</u>	<u>2015</u>
Wages and benefits (see Note 17)	\$ 4,938,456	\$ 4,584,971
Amortization	2,097,299	2,304,563
Rent and utilities	1,274,582	1,938,628
Professional fees and consultants	1,261,936	1,501,314
Materials and supplies	457,641	716,443
Repairs and maintenance	524,891	583,586
Training	555,502	454,316
Honoraria	196,738	386,573
Elders' pension	286,200	273,600
Social assistance	253,032	271,506
Travel	210,635	239,014
Interest and loan payments	166,585	171,227
Telephone, internet and office supplies	150,089	163,351
Insurance	160,111	116,563
Vehicle	176,814	102,072
Contingency fund	-	97,451
Property taxes	56,583	73,600
Equipment	58,957	69,971
Advertising and donations	111,587	69,692
Administration	48,286	52,228
Contracts	110,604	47,651
Equipment rental	66,121	8,340
Others	141,725	175,813
	<u>\$ 13,304,374</u>	<u>\$ 14,402,473</u>

17. EMPLOYEES PENSION PLAN

The First Nation matches contributions made by employees, to a maximum of 5.5% of wages and salaries, to a defined contribution plan. During the year ended March 31, 2016, the First Nation contributed \$151,730 (2015: \$152,101) in the plan.

18. BUDGET INFORMATION

The budget figures have not been audited, reviewed or otherwise verified and consequently the auditors do not express an opinion on them.

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19. COMPARATIVE INFORMATION

Certain comparative figures have been reclassified to conform to current year presentation.

20. SEGMENTED INFORMATION

A segment is defined as a distinguishable activity or group of activities of a government for which it is appropriate to separately report financial information to achieve the objectives of the standard. The First Nation has presented its non-consolidated statement of operations in segmented format. For reporting purposes, the First Nation's operations and activities are organized and reported by service area. Certain allocation methodologies are employed in the preparation of segmented financial information.

Departments and activities for which they are responsible are reported in these services areas. The departments listed in the non-consolidated statement of operations and the services that each department provides are listed below:

Administration

This department includes internal support and central services such as Finance, Administration and Information Technology.

Natural and Cultural Resources

The department is responsible for protecting and enhancing the cultural identity, traditional values and lifestyle of the First Nation's citizens.

Health and Social

The department renders health and social programs to its citizens. This includes, home and community care, community counselling, social assistance, elders' programs, justice programs and other services and programs that promotes the well-being of the First Nation's citizens.

Education

To support the First Nation's citizens access to education and reintroduce them into the workforce by obtaining training with the qualifications and skills needed to pursue individual careers. This also includes recreation programs.

Capital and Maintenance

This department implements capital projects undertaken by the First Nation. This includes providing adequate and affordable housing to the First Nation's citizens.

Government and Implementation

Services related to governance function of the First Nation. This includes development of laws and regulations, approval of agreements and contracts, and other duties and responsibilities rendered by the different government branches of the First Nation.

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21. PRIOR PERIOD ADJUSTMENTS

During the fiscal year ended March 31, 2015, the First Nation contributed \$412,435 in cash to Old Crow Coop Ltd. The contribution has not been reported in the financial statements for the year ended March 31, 2015. Also, the creation of the Old Crow loan subsidy reserve was mistakenly reported on the statement of operations.

The error is corrected retroactively with restatement of prior year amounts:

- Decrease of March 31, 2015 financial assets of \$ 412,435
- Decrease of March 31, 2015 accumulated surplus of \$300,000
- Increase of March 31, 2015 Other expenses of \$ 112,435

The inventory count as at March 31, 2016 revealed a material understatement of the inventory as at March 31, 2015.

The error is corrected retroactively with restatement of prior year amounts:

- Increase of March 31, 2015 financial assets of \$ 428,372
- Decrease of March 31, 2015 accumulated surplus of \$428,372

22. FUTURE CHANGES IN ACCOUNTING POLICIES

PS 3450 - *Financial Instruments* is effective for fiscal years beginning on or after April 1, 2019. Under PS 3450, all financial instruments, including derivatives, are included on the statement of financial position and are measured either at fair value or amortized cost based on the characteristics of the instrument and the First Nation's accounting policy choices. The First Nation is currently assessing the impact of this change in accounting policy.

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23 TANGIBLE CAPITAL ASSETS

	<u>Beginning</u> <u>of year</u>	<u>Additions</u>	<u>Disposals</u>	<u>Amortization</u>	<u>End of year</u>
March 31, 2016					
<i>Cost:</i>					
Houses	\$ 23,647,346	\$ 1,983,695	\$ -	\$ -	\$ 25,631,041
Other buildings	11,895,850	-	-	-	11,895,850
Recreation facilities	1,119,592	68,637	-	-	1,188,229
Infrastructure	3,867,391	-	-	-	3,867,391
Tank farm	322,461	-	-	-	322,461
Equipment and furniture	1,734,676	93,436	-	-	1,828,112
Vehicles	1,390,404	50,790	-	-	1,441,194
Construction in progress	4,799,678	3,502,247	(8,121,355)	-	180,570
	<u>48,777,398</u>	<u>5,698,805</u>	<u>(8,121,355)</u>	<u>-</u>	<u>46,354,848</u>
<i>Accumulated depreciation:</i>					
Houses	(11,209,525)	-	-	(1,315,318)	(12,524,843)
Other buildings	(5,641,480)	-	-	(322,376)	(5,963,856)
Recreation facilities	(723,557)	-	-	(47,316)	(770,873)
Infrastructure	(835,516)	-	-	(96,685)	(932,201)
Tank farm	(236,909)	-	-	(16,123)	(253,032)
Equipment and furniture	(1,080,919)	-	-	(182,890)	(1,263,809)
Vehicles	(829,829)	-	-	(116,591)	(946,420)
	<u>(20,557,735)</u>	<u>-</u>	<u>-</u>	<u>(2,097,299)</u>	<u>(22,655,034)</u>
Net book value	<u>\$ 28,219,663</u>	<u>\$ 5,698,805</u>	<u>\$ (8,121,355)</u>	<u>\$ (2,097,299)</u>	<u>\$ 23,699,814</u>
March 31, 2015					
<i>Cost:</i>					
Houses	21,338,103	\$ 2,309,244	\$ -	\$ -	\$ 23,647,346
Other buildings	11,895,850	-	-	-	11,895,850
Recreation facilities	1,110,486	9,106	-	-	1,119,592
Infrastructure	3,821,403	45,988	-	-	3,867,391
Tank farm	322,461	-	-	-	322,461
Equipment and furniture	1,651,215	83,461	-	-	1,734,676
Vehicles	1,335,005	70,564	(15,165)	-	1,390,404
Construction in progress	6,129,901	3,050,960	(4,381,182)	-	4,799,678
	<u>47,604,424</u>	<u>5,569,322</u>	<u>(4,396,347)</u>	<u>-</u>	<u>48,777,398</u>
<i>Accumulated depreciation:</i>					
Houses	(9,966,115)	-	-	(1,243,410)	(11,209,525)
Other buildings	(4,903,249)	-	-	(738,231)	(5,641,480)
Recreation facilities	(676,241)	-	-	(47,316)	(723,557)
Infrastructure	(739,981)	-	-	(95,535)	(835,516)
Tank farm	(220,786)	-	-	(16,123)	(236,909)
Equipment and furniture	(1,036,420)	-	-	(44,499)	(1,080,919)
Vehicles	(725,545)	-	15,165	(119,449)	(829,829)
	<u>(18,268,337)</u>	<u>-</u>	<u>15,165</u>	<u>(2,304,563)</u>	<u>(20,557,735)</u>
Net book value	<u>\$ 29,336,087</u>	<u>\$ 5,569,322</u>	<u>\$ (4,381,182)</u>	<u>\$ (2,304,563)</u>	<u>\$ 28,219,663</u>

Disposals:

On substantial completion date (September 30, 2015), the First Nation transferred the tank farm to 40782 Yukon Inc. at cost, in exchange of a promissory note (see note 6).