Civic Financial Services Ltd
SERVICING LOCAL GOVERNMENT ACROSS NEW ZEALAND

ANNUAL REPORT 2019

ANNUAL REPORT AND STATEMENT OF ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2019

Your Directors have pleasure in submitting the 59th Annual Report of the affairs of the Company (formerly New Zealand Local Government Insurance Corporation Ltd trading as Civic Assurance) for the year ended 31 December 2019, which is to be presented at the Annual General Meeting of Members in June 2020.

1. PERFORMANCE

Civic's before-tax profit in 2019 was $2,251,359 (2018: $1,196,342).

This compares favourably to the forecasted before-tax surplus of $421,299 as set out in the 2019 Statement of Intent.

This is due to receiving higher than anticipated administration fees and the one-off gain on the sale of Civic Assurance House.

2. OPERATIONS

Administration Services

Fees in 2019 from providing services to LAPP, Riskpool and the SuperEasy and SuperEasy KiwiSaver Superannuation Schemes were $2,947,683 (2018: $2,792,697).

Investment Revenue

Income from investments was $329,517 (2018: $262,878). Income from Civic Assurance House was $571,970 (2018: $885,736).

Sale of Civic Assurance House

As communicated in the 2019 Statement of Intent, the strengthening work to prepare Civic Assurance House was completed by 31 March 2019; at which time the building was taken to market. A satisfactory price was subsequently received, and the building sold with a settlement date of 15 August 2019.

Payment of Special Dividend

On 19 August 2019 Civic paid a Special Dividend to its shareholders, totalling an amount of $9,418,480 plus accompanying imputation credits of $3,662,742.22; representing the sale price of Civic Assurance House of $10,115,000 less selling costs of $696,520.

Loan from ANZ Bank

Civic entered into a loan arrangement whereby it borrowed an amount of $4 million on 15 November 2018 from the ANZ Bank which was to be repaid on 15 August 2019. Civic lent the same amount of $4 million to Local Government Mutual Funds Trustee Limited (Riskpool) by way of a secured loan facility agreement on commercial terms, which was to be repaid to Civic by the end of July 2019. Local Government Mutual Funds Trustee Limited (Riskpool) repaid the $4 million to Civic with Civic repaying the $4 million to the ANZ Bank on 15 August 2019.

Sponsorship and Support for the Sector

The Company continues as a sponsor of SOLGM (Society of Local Government Managers) events both at a regional and national level.

3. ASSOCIATED ENTITIES

Local Government Superannuation Trustee Limited

Local Government Superannuation Trustee Limited (LGST) is a 100% subsidiary of Civic and is the trustee to the SuperEasy and SuperEasy KiwiSaver Superannuation Schemes. Both are administered by Civic and from 1 April 2016 both have been registered with the FMA (Financial Markets Authority). Director appointments to LGST are made by LGNZ (two), Civic (one), CTU (one), SOLGM (one) and one, who must be a Licensed Independent Trustee, by the LGST Board.

The SuperEasy schemes feature low member charges and simple administration for councils. Both make use of passive fund managers, which as well as allowing lower member fees removes the possibility of a fund manager making a bad call, which is something that can happen at any time.

The SuperEasy schemes also offer an '*Automatic Fund*', in which each member's risk exposure is gradually and automatically switched from growth assets to income assets as the member gets older.

Superannuation funds under management as at December 2019 were $420 million (December 2018 $340 Million) and the combined membership 10,734. SuperEasy's fund managers are AMP Capital Investors (New Zealand) Ltd and ANZ New Zealand Investments Ltd. Of the councils that have a preferred provider for KiwiSaver, 94% have appointed Civic (69 out of 73 councils).

The SuperEasy website is www.supereasy.co.nz.

LAPP Disaster Fund

LAPP is a charitable trust that was set up by LGNZ and Civic in 1993. LAPP's membership is 22. It could be said that LAPP is New Zealand's original LASS (Local Authority Shared Services).

LAPP was designed to cover back-to-back major disasters and this is what happened of course with the Canterbury earthquakes in 2010 and 2011. LAPP settled the claims from Waimakariri District Council and Christchurch City Council for damage to their underground assets with a total payout of $217 million (excluding GST). LAPP's highest claim before this was just over $5 million for claims arising from the 2004 Manawatu floods.

LAPP extended its cover arrangement from two events to three events from July 2017.

LAPP settled its Kaikoura-Hurunui earthquake claims with the settlement of the Hurunui District Council's claim in April 2019 having previously settled with Kaikoura and Marlborough District Councils in 2018, for a combined settlement of $4.66 million.

Civic is the administration and fund manager for LAPP. LAPP's website is: www.lappfund.co.nz.

Riskpool/Civic Liability Pool (CLP)

Riskpool provides public liability and professional indemnity cover for councils and has done so since 1997. It is not a company, but a mutual liability fund governed by a trust deed. CLP is similar to Riskpool, but has no facility for calls. For the fund year ending 30 June 2017 Riskpool/CLP had 31 members.

As support had dropped off in recent years to this low level Riskpool could no longer offer the competitively priced cover and risk management services that it had provided over the previous 20 years.

As a result Riskpool/CLP decided to no longer provide cover after 30 June 2017 and will therefore be in run-off mode for at least the next three to ten years.

Local Government Mutual Funds Trustee Limited (LGMFT) is the trustee of Riskpool and CLP. Civic is the Fund Manager and Scheme Manager for Riskpool and Administration Manager for CLP.

Civic has entered into two arm's length, secured loan facility agreements on commercial terms with Local Government Mutual Funds Trustee Limited to enable Riskpool to manage its cashflows.

Riskpool members were advised in October 2018 that due to deteriorating claims experience in 2017–18 that Riskpool needed to make one interim call before a final call is made on wind up. The call which has been paid was for an amount of $6 million payable on 1 July 2019, split $3 million each to fund years 7 and 10.

A final call from Riskpool is likely in 2025 or 2026. It is expected that the amount of that call will be less than this previous call.

4. DIRECTORS

As at 31 December 2019 there were five directors: A.T. Gray, M.C. Hannan, A.J. Marryatt, J.B. Melville and B.J. Morrison. M.A. Butcher retired as a director with effect from 31 March 2019. Following a shareholder vote, it was resolved at the AGM on 21 June 2019 that the Company reduce the maximum number of directors from six to five with effect from 1 July 2019 of which two are to be appointed from outside the local authority sector.

Director attendances at Board meetings held in 2019:

Mark Butcher	1 / 1
Tony Gray	6 / 6
Mike Hannan	6 / 6
Tony Marryatt	6 / 6
John Melville	5 / 6
Basil Morrison	6 / 6

The Chairmen of each of the Board and the Risk and Audit Committee are elected at the first meeting held after each year's AGM.

Section 139 of the Companies Act 1993

All Civic directors are directors of LGMFT except Basil Morrison who resigned from LGMFT in March 2019 to ensure that one Civic director was independent of LGMFT. Subsequently there are two secured loan facility agreements that have been entered into between the Company and LGMFT whereby Civic loans LGMFT up to $2,250,000 under each of two separate loans.

There are no other notices required under section 139 of the Companies Act 1993 except for Directors' remuneration. Changes to the Directors' fee pool are approved by shareholders at an AGM. The Board determines the allocation per Director based on the duties of the individual Director. The Director fees for subsidiary companies are set by the Parent Company Board. For the year ended 31 December 2019, Directors' remuneration was:

Mark Butcher	$3,806
Tony Gray	$15,339
Mike Hannan	$15,339
Tony Marryatt	$30,679
John Melville	$23,009
Basil Morrison	$15,339
	$103,511

In addition, the following Directors received director fees in relation to their directorships of Riskpool or LGST:

Tony Gray	(Riskpool)	$8,310
Mike Hannan	(Riskpool)	$8,310
Tony Marryatt	(Riskpool)	$16,620
John Melville	(Riskpool)	$8,310
Basil Morrison	(Riskpool, LGST)	$13,299
		$54,849

Interests Register

Directors' interests are tabled at the beginning of each Board meeting. Directorship and other disclosures as at 31 December 2019 were:

A.T. Gray	Chair of Ngati Pukenga Investments Ltd; Tatau Tatau o Te Wairoa Commercial Limited; Director of Eastland Group Ltd including Gisborne Airport Ltd, Eastland Port; Eastland Network Ltd; Artemis Nominees Ltd; Quality Roading and Services (Wairoa) Limited; Local Government Mutual Funds Trustee Ltd; Executive Project Advisor to Hastings District Council; Trustee of Civic Property Pool; a party to an agreement for finance with the LGMFT.
M.C. Hannan	Trustee of Civic Property Pool; Director of Local Government Mutual Funds Trustee Ltd; a party to an agreement for finance with the LGMFT.
A.J. Marryatt	Chair of Local Government Mutual Funds Trustee Ltd; AJM Holdings Ltd; Trustee of Civic Property Pool; Member of SuperEasy KiwiSaver Superannuation Scheme; a party to an agreement for finance with the LGMFT.
J.B. Melville	Trustee of Civic Property Pool; Director of Local Government Mutual Funds Trustee Ltd; a party to an agreement for finance with the LGMFT.
B.J. Morrison	Chairman of Local Government Superannuation Trustee Ltd; Basil J Morrison & Associates Ltd; Member of SuperEasy KiwiSaver Superannuation Scheme; Trustee of Civic Property Pool; Waitangi Tribunal Member; Independent Hearings Commissioner for Auckland Council; Thames-Coromandel District Council Hearings Panel, Waikato Regional Council Hearings Commissioner; Accredited Commissioner – RMA.

The Company provides Directors and officers with, and pays the premiums for, Directors' and Officers' liability insurance to the full extent allowed for, and in accordance with the requirements of the Companies Act 1993. The renewal of the Company's Directors' and Officers' liability insurance was entered in the Interests Register pursuant to sections 162 and 163 of the Companies Act 1993. This insurance does not cover liabilities arising from criminal actions or deliberate and reckless acts or omissions by the Directors. The cover includes indemnity of costs and expenses incurred in defending an action that falls within the scope of the indemnity.

Conduct of the Board and Board Committee

The Board has put in place and regularly reviews a number of good governance policies including Charters for the Board and the Risk and Audit Committee, Fit and Proper Policy, Code of Conduct, and a Risk Management Plan.

Use of Information

Directors, individually or collectively, may obtain independent professional advice relating to any matters concerning the Company's business or in relation to the discharge of the Director's responsibilities. Subject to approval of the Chairman the Company will reimburse the Director(s) some or all of the reasonable costs of the advice. During the reporting period, no Director has sought leave to obtain such advice.

Loans to Directors

No loans or advances have been made to Directors, their spouses or dependants, or to related parties during the year.

5. EMPLOYEE REMUNERATION

Detailed below is the number of employees who received remuneration in their capacity as employees of $100,000 or more during the year ended 31 December 2019.

Remuneration	Number of Employees
$140,000 – $150,000	1
$170,000 – $180,000	1

The above remunerations include Company contributions to employees' superannuation (KiwiSaver and other), medical insurances and discretionary bonus payments.

6. AUDIT AND RISK MANAGEMENT

Pursuant to Section 15 of the Public Audit Act 2001 the Company's auditor is the Auditor General who has appointed Silvio Bruinsma using the staff and resources of Deloitte Limited to carry out the audit on his behalf.

The Risk and Audit Committee (RAC) comprises the full Board. John Melville is the Chairman of this committee. RAC met five times in 2019: the Auditor attended two of those meetings and a part of one of those meetings was held without management present.

7. DONATIONS

No donations have been made during the year by any Company in the Group (2018: $0).

8. STAFF

We sincerely thank the staff for their work during the year. They are: Ian Brown, Sylvia Jackson, Chathuri Mendis, Lisa Norris, Ashley Reid, Tim Sole and Glenn Watkin.

Tony Marryatt **Chairman**
March 2020

DIRECTORY

DIRECTORS

Anthony (Tony) J. Marryatt (Chairman)
Anthony (Tony) T. Gray
Michael C. Hannan
John B. Melville
Basil J. Morrison CNZM JP

EXECUTIVE OFFICERS

Chief Executive : Ian Brown
Chief Financial Officer : Glenn Watkin

AUDITORS

The Auditor General, who has appointed Silvio Bruinsma, Deloitte Limited to carry out the audit on his behalf

BANKERS

ANZ Banking Group (New Zealand) Limited
Bank of New Zealand

LEGAL ADVISERS

Brandons
Kensington Swan

COMPANY REGISTRATION NO: 13271

REGISTERED OFFICE

Level 7, Civic Assurance House, 116 Lambton Quay, Wellington 6011

POSTAL ADDRESS

Civic Financial Services Ltd, PO Box 5521, Wellington 6140

OTHER CONTACT DETAILS

Telephone	(04) 978 1250
Facsimile	(04) 978 1260
Email	admin@civicfs.co.nz
Website	www.civicfs.co.nz

The Company is a participant in the Insurance & Financial Services Ombudsman Scheme (Inc)
Participant Number 2000427

Statement of Accounts

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2019

	NOTE	2019 $	2018 $
REVENUE			
Administration Fees		2,947,683	2,792,697
Interest Income	4	329,517	262,878
Property Income		571,970	885,736
Gain on sale of Building	7	1,209,909	-
Other Income		129	202
Total Revenue		5,059,208	3,941,513
EXPENDITURE			
Audit Fee	14		
Statutory Audit of the Financial Statements		116,462	109,779
Other Fees Paid to Auditors Re Assurance Services		30,500	27,500
Other Fees Paid to Auditors Re Tax Compliance		19,077	30,500
Compliance Costs		103,122	110,085
Consultants		44,852	47,936
Depreciation	6	35,053	46,134
Amortisation	6	-	246
Directors' Remuneration	3	103,511	113,344
Interest Expense		130,249	9,429
Legal Fees		38,273	29,547
Property Operating Expenses		396,332	512,887
Other Expenses		1,039,624	989,600
Employee Remuneration	3	729,533	825,430
Superannuation Subsidies		21,261	25,824
Total Expenditure		2,807,849	2,878,241
Surplus Before Revaluation of Investment Property and Taxation		**2,251,359**	**1,063,272**
Net Change in Value of Investment Property	7	-	133,070
Surplus Before Taxation		**2,251,359**	**1,196,342**
Taxation Expense	10	300,881	298,891
TOTAL COMPREHENSIVE SURPLUS AFTER TAX ATTRIBUTABLE TO OWNERS OF THE COMPANY	15	**1,950,478**	**897,451**

This statement is to be read in conjunction with the notes on pages 11 to 29.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2019

	NOTE	2019 $	2018 $
SHAREHOLDERS' EQUITY			
Issued and Paid-Up Ordinary Shares			
Ordinary Shares fully paid up	15	10,763,506	10,763,506
Retained Earnings	15	(286,457)	7,181,545
TOTAL EQUITY		**10,477,049**	**17,945,051**
Represented By:			
CURRENT ASSETS			
Cash & Cash Equivalents		274,428	3,414,025
Term Deposits		5,290,045	1,200,000
Sundry Debtors and Prepayments	12	554,609	594,445
Loan Receivable	13	1,996,527	6,280,284
Income Tax Receivable	10	-	3,580
Total Current Assets		8,115,609	11,492,334
NON CURRENT ASSETS			
Property, Plant and Equipment	6	34,447	165,120
Intangible Assets (Software)	6	89,000	89,000
Deferred Tax Asset	10	2,486,080	2,786,961
Investment Property	7	-	7,777,583
Total Non Current Assets		2,609,527	10,818,664
TOTAL ASSETS		**10,725,136**	**22,310,998**
CURRENT LIABILITIES			
Sundry Creditors & Accrued Charges	12	112,990	204,028
Accrued Holiday Pay		37,662	45,228
Borrowings	13	-	4,000,000
CLP/ Riskpool Admin Fee Reserve		52,530	52,530
Total Current Liabilities		203,182	4,301,786
NON-CURRENT LIABILITIES			
CLP/ Riskpool Admin Fee Reserve		44,905	64,161
Total Non Current Liabilities		44,905	64,161
TOTAL LIABILITIES		**248,087**	**4,365,947**
EXCESS OF ASSETS OVER LIABILITIES		10,477,049	17,945,051

For and on behalf of the Directors:

TONY MARRYATT **Chairman** 19 March 2020

JOHN MELVILLE **Director** 19 March 2020

This statement is to be read in conjunction with the notes on pages 11 to 29.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2019

	NOTE	2019 $	2018 $
OPENING EQUITY		17,945,051	17,047,600
Total Comprehensive Surplus Net of Tax		1,950,478	897,451
Dividend Payment		(9,418,480)	-
Ordinary Shares issued during the year	15	-	-
CLOSING EQUITY		**10,477,049**	**17,945,051**

This statement is to be read in conjunction with the notes on pages 11 to 29.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2019

	NOTE	2019 $	2018 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash was provided from:			
Rent Received		561,561	889,802
Administration Fees Received		2,849,062	2,574,636
Other Income		129	202
Taxation (Paid)/Refunded		(5,133)	133
		3,405,619	3,464,773
Cash was applied to:			
Payments to Suppliers and Employees		2,605,883	2,838,687
		2,605,883	2,838,687
Net Cash Flow from Operating Activities	11	799,736	626,086
CASH FLOWS FROM INVESTING ACTIVITIES			
Cash was provided from:			
Investment Income		115,061	76,150
Term Deposits		-	2,300,000
Investment Property		9,116,888	-
Loans Repaid from Related Parties		5,300,000	3,842,591
		14,531,949	6,218,741
Cash was applied to:			
Term Deposits		4,090,045	-
Purchase of Property, Plant and Equipment		30,721	21,423
Capital Additions to Investment Property		-	469,514
Loans Issued to Related Parties		985,550	8,790,242
		5,106,316	9,281,179
Net Cash Flow from Investing Activities		9,425,633	(3,062,438)
CASH FLOWS FROM FINANCING ACTIVITIES			
Cash was provided from:			
Loan Interest Received		183,763	157,409
Borrowings		(4,000,000)	4,000,000
		(3,816,237)	4,157,409
Cash was applied to:			
Interest Paid		130,249	9,429
Dividend Paid		9,418,480	-
		9,548,729	9,429
Net Cash Flow from Financing Activities		(13,364,966)	4,147,980
Net (Decrease)/Increase in Cash Held		(3,139,597)	1,711,628
Opening Cash Balance as at 1 January		3,414,025	1,702,397
Closing Cash Balance as at 31 December		**274,428**	**3,414,025**
Being:			
Cash & Cash Equivalents		**274,428**	**3,414,025**

This statement is to be read in conjunction with the notes on pages 11 to 29.

NOTE 1 REPORTING ENTITY

The reporting entity is Civic Financial Services Ltd (the "Company"), formerly known as New Zealand Local Government Insurance Corporation Ltd (trading as Civic Assurance). The Group comprises the Company and its subsidiaries listed in note 2 (b). The Group provides financial services principally for New Zealand local government and also provides property services. The Company provided insurance products to New Zealand local authorities until 31 December 2016 and subsequently opted to cancel its provisional insurance licence with the Reserve Bank of New Zealand. As a result this entity is not an FMC reporting entity from 17 January 2017.

Statement of Compliance

The Group is a Tier 2 Public Sector Public Benefit Entity and the financial statements have been prepared in accordance with and comply with Tier 2 Public Sector Public Benefit Entity (PBE) Standards.

NOTE 2 STATEMENT OF ACCOUNTING POLICIES

General Accounting Policies

The measurement and reporting of profits on a historical cost basis have been followed by the Group, except for specific policies as described below. The reporting currency is New Zealand dollars. The Group is no longer subject to the requirements under the Insurance (Prudential Supervision) Act 2010 as a provisional licence holder.

Critical Judgements and Estimates in Applying the Accounting Policies

In the application of the PBE Standards the Directors are required to make judgements, estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. These are based on historical experience and other various factors and are reviewed on an ongoing basis.

The Directors believe that, as at the date of these financial statements, there are no significant sources of estimation uncertainty that have not been disclosed in these notes. The most significant judgements, estimates and assumptions made in the preparation of these financial statements are in respect of the recognition of the deferred tax asset (Note 10).

Particular Accounting Policies

The following particular accounting policies which materially affect the measurement of surplus and financial position have been applied. Further particular accounting policies are contained in the relevant notes to the financial statements.

(a) Consolidation of Subsidiaries

The Group financial statements incorporate the financial statements of the Company and its subsidiaries, which have been consolidated using the acquisition method. The results of any subsidiaries acquired or disposed of during the year are consolidated from the effective dates of acquisition or until the effective dates of disposal. All inter-company transactions, balances and unrealised profits are eliminated on consolidation.

(b) Investment in Subsidiaries

At 31 December 2019 the Company had three wholly owned subsidiaries which are all incorporated in New Zealand. Two of these, Local Government Superannuation Trustee Limited and SuperEasy Limited with balance dates of 31 December and Local Government Mutual Funds Trustee Limited (LGMFTL) with its balance date of 30 June did not have any significant assets, liabilities, revenue or expenses during the years ended 31 December 2018 and 31 December 2019.

LGMFTL is the trustee of New Zealand Mutual Liability Riskpool (“Riskpool”) and Civic Liability Pool (“CLP”). The Company provides administrative services to Riskpool and CLP.

NOTE 2 STATEMENT OF ACCOUNTING POLICIES CONTINUED

(c) Administration Fees

Administration fees are recognised at the agreed amounts based on time and expenses incurred. Administration fees collected during the year that will be utilised in future periods are held within the administration fee reserve on the Statement of Financial Position, until the point in time where administration services have been provided.

(d) Property Income

Property rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

(e) Employee Benefits

Provision is made for benefits accruing to employees in respect of wages and salaries and annual leave when it is probable that settlement will be required and they are capable of being measured reliably.

Provisions made in respect of employee benefits are measured at their nominal values using the remuneration rate expected to apply at the time of settlement.

(f) Basis of Measuring Other Income and Expenses

Income and expenses are accounted for on an accruals basis. All revenue is exchange revenue.

(g) Changes in Accounting Policies

There have been no material changes in the accounting policies during the year. All policies have been applied on bases consistent with those used in the prior year.

NOTE 3 KEY MANAGEMENT PERSONNEL AND RELATED PARTIES

The compensation of the Directors and executives, being the key management personnel of the Group, is set out below.

	2019	2018	2019	2018
	Number		$	$
Short term employee benefits				
Executive Management Personnel	3	3	409,204	479,523
Directors	6	6	103,511	113,344
			512,715	**592,867**

As at 31 December 2019 the Company had a loan receivable from New Zealand Mutual Liability Riskpool ("Riskpool") of $973,927 (2018: $6,086,844) and from Civic Liability Pool ("CLP") of $1,022,600 (2018: $193,440).

All related party transactions that the Group entered into during the year occurred within a normal client/supplier relationship and under terms equivalent to those that prevail in arm's length transactions in similar circumstances except for the loan to CLP which has no interest attached to it. Refer to Note 13 for information relating to loans with subsidiaries.

NOTE 4 FINANCIAL INSTRUMENTS

Accounting Policies:

i) *Classification and Measurement*

Financial instruments are transacted on a commercial basis to derive an interest yield / cost with the terms and conditions having due regard to the nature of the transaction and the risks involved. Financial instruments are recognised and accounted for on a settlement date basis.

Loans and Receivables

Other receivables are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate.

Bank and Cash Equivalents

Bank and cash equivalents are measured at amortised cost using the effective interest rate.

Financial Liabilities

Financial liabilities include Sundry Creditors, Accrued Charges and Subordinated Debt. Financial liabilities are recorded initially at fair value, net of transaction costs. Subsequent to initial recognition, liabilities are measured at amortised cost.

ii) *Offsetting Financial Instruments*

Financial assets and liabilities are not offset as there is no legally enforceable right to set-off.

iii) *Asset Quality*

Impairment of Financial Assets

Financial assets measured at amortised cost are reviewed at each balance date to determine whether there is any objective evidence of impairment. If any such condition exists, the asset's recoverable amount is estimated and provision is made for the difference between the carrying amount and the recoverable amount.

As at the date of these Financial Statements, no such evidence of impairment exists.

iv) *Fair Value of Financial Instruments*

Fair value measurements recognised in the Statement of Financial Position

Financial instruments are categorised into 3 levels:

- ***Level 1*** *fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;*
- ***Level 2*** *fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and*
- ***Level 3*** *fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).*

v) *Derivatives*

The Group do not use any derivative financial instruments.

NOTE 4 FINANCIAL INSTRUMENTS CONTINUED

Accounting Policies: continued

(1) Income Relating to Financial Assets

	2019 $	2018 $
Loans		
Interest Received – Loans	214,456	186,729
Cash & Cash Equivalents		
Interest Received – Short Term Deposits	115,061	76,149
Total Interest Income	**329,517**	**262,878**

(2) Financial Assets and Liabilities

The carrying amounts of all financial assets and liabilities are considered to be equivalent to their market value, which for these assets and liabilities is also considered to be fair value.

The Subordinated Debt is measured at amortised cost which is considered to be fair value.

All fixed interest investments were managed around a 90 day duration and carry a minimum Standard and Poors credit rating of "A" or equivalent. Loans are secured against Riskpool's future contributions and repayable with six months notice (refer to Note 13).

NOTE 4 FINANCIAL INSTRUMENTS CONTINUED

(2) Financial Assets and Liabilities continued

Carrying value of Financial Assets and Financial Liabilities

	2019 $	2018 $
Financial Asset: Loans and Receivables		
Sundry Debtors	501,440	444,308
Loans	1,996,527	6,280,284
Total Loans and Receivables	**2,497,967**	**6,724,592**
Financial Asset: Amortised Cost		
Cash & Cash Equivalents	274,428	3,414,025
Financial Liability: Amortised Cost		
Sundry Creditors & Accrued Charges	112,990	204,028
Borrowings	-	4,000,000
Total Amortised Cost	**112,990**	**4,204,028**

(3) Financial Risk – Structure and Management

The Group manages its capital to ensure that the entities in the Group will be able to continue as a going concern. The Group's overall strategy is reviewed annually and remains unchanged.

Financial instruments which potentially subject the Group to a concentration of credit risk consist principally of cash and interest bearing deposits. The Group has no debt liability instruments.

The Group does not require collateral or other security to support financial instruments with credit risk and as such, no collateral exists for any of the investments held by the Group. The maximum credit risk exposure is the carrying amount of the individual debtor and investment balances.

The Group has placed interest bearing deposits and funds to be managed with financial institutions and limits its amount of credit exposure to any one such institution.

(a) Market Risk

All financial assets and liabilities are New Zealand Dollar based and are recorded at amortised cost, therefore changes in interest rates and foreign currency values do not impact on their carrying value.

(b) Carrying Amount and Fair Value

The carrying amounts of all financial assets and liabilities are considered to be equivalent to their fair value.

NOTE 4 FINANCIAL INSTRUMENTS CONTINUED

(3) Financial Risk – Structure and Management continued

(c) Liquidity Risk

Liquidity Risk is the risk that the Group will encounter difficulties in raising funds at short notice to meet commitments associated with financial instruments. Management of liquidity risk is designed to ensure that the Group has the ability to meet financial obligations as they fall due.

The following tables include an analysis of the contractual undiscounted cash flows relating to the Group's financial assets and liabilities categorised by the maturity dates.

Maturity Analysis as at 31 December 2019	Interest Rate Spread %	Within 6 months $	6 to 12 months $	1 to 2 years $	2 to 5 years $	Total $
Assets						
Cash & Cash Equivalents	0 to 0.35%	274,428	-	-	-	274,428
Term Deposits	1.75% to 2.75%	5,290,045	-	-	-	5,290,045
Other Receivables	n/a	501,440	-	-	-	501,440
Loans	3.79% to 4.52%	1,996,527	-	-	-	1,996,527
Total Financial Assets		**8,062,440**	**-**	**-**	**-**	**8,062,440**
Liabilities						
Sundry Creditors & Accrued Expenses	n/a	112,990	-	-	-	112,990
Borrowings	-	-	-	-	-	-
Total Financial Liabilities		**112,990**	**-**	**-**	**-**	**112,990**

Maturity Analysis as at 31 December 2018	Interest Rate Spread %	Within 6 months $	6 to 12 months $	1 to 2 years $	2 to 5 years $	Total $
Assets						
Cash & Cash Equivalents	0 to 3.45%	3,414,025	-	-	-	3,414,025
Term Deposits	3.05%	1,200,000	-	-	-	1,200,000
Other Receivables	n/a	637,748	-	-	-	637,748
Loans	4.71% to 6.28%	6,086,844	-	-	-	6,086,844
Total Financial Assets		**11,338,617**	**-**	**-**	**-**	**11,338,617**
Liabilities						
Sundry Creditors & Accrued Expenses	n/a	204,028	-	-	-	204,028
Borrowings	4.78%	-	4,000,000	-	-	4,000,000
Total Financial Liabilities		**204,028**	**4,000,000**	**-**	**-**	**4,204,028**

NOTE 4 FINANCIAL INSTRUMENTS CONTINUED

(3) Financial Risk – Structure and Management continued

(d) Credit Risk

All investments are in the form of cash held at registered banks and loans. The registered banks have a credit rating of "A" or better. Loans are with Riskpool (refer to Note 13).

(i) Exposure to Credit Risk

	2019 $	2018 $
Cash & Cash Equivalents	274,428	3,414,025
Term Deposits	5,290,045	1,200,000
Other Receivables	501,440	637,748
Loans	1,996,527	6,086,844
Total	**8,062,440**	**11,338,617**

(ii) Concentration of Credit Exposure

94% of the Company's credit exposure is in the form of cash and term deposits held with registered banks and loans to Riskpool.

NOTE 5 OPERATING LEASE COMMITMENTS

	2019 $	2018 $
Operating Lease **Expense** Commitments:		
not later than one year	74,208	12,444
later than one year but not later than five years	256,832	29,035
later than five years	37,400	-
	368,440	**41,479**
Operating Lease **Income** Commitments:		
not later than one year	-	792,940
later than one year but not later than five years	-	2,247,948
later than five years	-	96,562
	-	**3,137,450**

Operating lease income relates to a combination of office and retail tenancies to the Investment Property referred to in Note 7. The property was sold in August 2019.

NOTE 6 PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

Accounting Policy:

Assets are depreciated on a straight line basis at rates calculated to allocate the assets' cost, in equal instalments over their estimated useful lives which are assessed and regularly reviewed.

Depreciation Rates	
Office Furniture and Equipment	up to 17 years
Intangibles – Software	5 years

	2019 $	2018 $
(a) Property, Plant and Equipment		
Office Furniture and Equipment – cost	690,697	669,274
Plus Additions	33,776	21,423
Less Disposals	(595,089)	-
Closing Value – cost	129,384	690,697
Office Furniture and Equipment – Accumulated Depreciation	(525,577)	(479,443)
Less Depreciation Charge	(35,053)	(46,134)
Less Disposals	465,693	-
Closing Accumulated Depreciation	(94,937)	(525,577)
Net Book Value	**34,447**	**165,120**

The Total Comprehensive Surplus After Tax in the Statement of Comprehensive Income includes a $3,055 loss on disposal of fixed assets (2018: nil).

	2019 $	2018 $
(b) Intangible Assets		
Software - cost	519,453	519,453
Plus Additions	-	-
Less Disposals	-	-
Closing Value – cost	519,453	519,453
Software – Accumulated Amortisation	(430,453)	(430,207)
Less Amortisation Charge	-	(246)
Less Disposals	-	-
Closing Accumulated Amortisation	(430,453)	(430,453)
Net Book Value	**89,000**	**89,000**

NOTE 7 INVESTMENT PROPERTY

Accounting Policy:

Investment property is measured at fair value, by reference to an external market valuation (performed annually), with any resulting unrealised gain or loss recognised in the Statement of Comprehensive Income.

	2019 $	2018 $
Civic Assurance House, Lambton Quay, Wellington		
(a) Land and Building	-	7,150,000
Refurbishment	-	469,513
Increase/(Decrease) in value	-	133,070
Level 3 Fair Value	-	7,752,583
(b) Artwork valuation	-	25,000
Fair Value	-	25,000
	-	**7,777,583**

The Company had received preliminary advice that investigations and calculations as part of a seismic assessment review highlighted an issue with unreinforced masonry in non-structural parts of the building and, under the Building (Earthquake-prone Buildings) Amendment Act 2016, the building was therefore potentially earthquake prone.

The Company mitigated this risk and completed seismic strengthening work by 31 March 2019. Civic Assurance House achieved a 70% New Building Standard (NBS) rating when the strengthening work was completed. The investment property valuation for 2018 had been obtained as at 30 October 2018 on an 'as if complete' basis in regards to the strengthening and asbestos works that were required to be completed. As at 31 December 2018 $352k had been spent on earthquake strengthening and $51k had been spent on asbestos works, with further works to be completed after 31 December 2018. The amount spent as at year end on the works has been added onto the valuers valuation of the property to reach the final fair value of the property.

The investment property valuation as at 30 October 2018 was completed on 7 November 2018 by independent registered valuer Martin Veale (ANZIV, SPINZ) of the firm Telfer Young (Wgtn) Ltd. The property was valued in accordance with International Valuation Standards 2017. The Investment property was Level 3 fair value due to containing unobservable inputs.

The adopted market value had been established by consideration of the Income Capitalisation and Discounted Cashflow approaches. Major inputs and assumptions used in the valuation were rental income, capital expenditure, capitalisation rate and market rent per square metre, discount rate, occupancy and weighted average lease terms.

The Company borrowed $4,000,000 from the ANZ Bank with this loan secured over Civic Assurance House. This loan was repaid in full on 15 August 2019.

The investment property was sold during the reporting period for $10,115,000 following the completion of earthquake strengthening and asbestos works as described below. Settlement for the sale of Civic Assurance House was 15 August 2019. Following settlement, on 19 August 2019 the Company paid a special dividend to shareholders of $9,418,480 plus accompanying imputation credits to offset any tax liability for shareholders.

NOTE 8 ANALYSIS OF FINANCIAL ASSETS NOT IMPAIRED

There are no financial assets that are impaired or past due at balance date (2018: $nil).

NOTE 9 CONTINGENT LIABILITIES

There are no contingent liabilities (2018: $nil).

NOTE 10 TAXATION

Accounting Policies:

i) Current Tax

The current income tax expense charged against the profit for the year is the estimated liability in respect of the taxable profit. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date. Current tax for the current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable). Tax assets are offset only when there is a legally enforceable right to set off the recognised amounts, and an intention to settle on a net basis.

ii) Deferred Tax

The liability method of accounting for deferred taxation is applied on a comprehensive balance sheet basis in respect of temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base of those items.

Deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are reviewed at each balance date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the Statement of Comprehensive Income.

iii) Goods and Services Tax (GST)

Revenue, expenses, assets and liabilities are recognised net of the amount of GST except:

- *When the GST incurred on a purchase of goods and services is not recoverable from the taxation authority the GST is recognised as part of the cost of the acquisition of the assets or as part of the expense item as applicable.*
- *Receivables and payables, which are stated with the amount of GST included.*

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the Statement of Financial Position.

NOTE 10 TAXATION CONTINUED

(a) Income tax recognised in the Statement of Comprehensive Income

	2019 $	2018 $
Tax expense comprises:		
Current tax expense	-	-
Adjustments recognised in the current year in relation to the current tax of prior years	-	-
Deferred tax relating to temporary differences	300,881	298,891
Total tax expense	300,881	298,891
Attributable to:		
Continuing operations	300,881	298,891
	300,881	**298,891**

The prima facie income tax expense on pre-tax accounting profit from operations reconciles to the income tax expense in the financial statements as follows:

	2019 $	2018 $
Surplus before tax	2,251,359	1,196,342
Income tax calculated at 28%	630,382	334,977
Tax effect of permanent differences	(337,412)	(36,057)
Prior Period Adjustment	7,912	(28)
Income Tax Expense	**300,881**	**298,891**

NOTE 10 TAXATION CONTINUED

(b) Current tax assets and liabilities

	2019 $	2018 $
Tax refund receivable	-	3,580
	-	**3,580**

(c) Deferred tax balances

	2019 $	2018 $
Deferred tax assets comprise:		
Temporary differences	2,484,665	3,311,153
	2,484,665	3,311,153
Deferred tax liabilities comprise:		
Temporary differences	1,416	(524,191)
	1,416	(524,191)
Net Deferred Tax balance	**2,486,080**	**2,786,961**

NOTE 10 TAXATION CONTINUED

(c) Deferred tax balances continued

Gross taxable and deductible temporary differences for the Group arise from the following:

		Opening Balance $	Charged to Income $	Charged to Equity $	Prior Period Adjustment $	Closing Balance $
2019	Investment gains	-	-	-	-	-
	Building, property and equipment	(1,872,109)	1,905,422	-	(28,256)	5,057
		(1,872,109)	**1,905,422**	**-**	**(28,256)**	**5,057**
	Employee entitlements	41,132	11,033	-	(25,625)	26,540
	Losses carried forward	11,784,413	(2,962,774)	-	25,625	8,847,264
		11,825,545	**(2,951,741)**	**-**	**-**	**8,873,804**
	Attributable to:					
	Continuing operations	9,953,436	(1,046,319)	-	(28,256)	8,878,861
	Total	9,953,436	(1,046,319)	-	(28,256)	8,878,861
	Tax effect at 28%	2,786,963	(292,970)	-	(7,913)	2,486,080
2018	Investment gains	-	-	-	-	-
	Building, property and equipment	(1,794,628)	(89,567)	-	12,086	(1,872,109)
		(1,794,628)	**(89,567)**	**-**	**12,086**	**(1,872,109)**
	Employee entitlements	40,265	867	-	-	41,132
	Losses carried forward	12,775,265	(978,865)	-	(11,987)	11,784,413
		12,815,530	**(977,998)**	**-**	**(11,987)**	**11,825,545**
	Attributable to:					
	Continuing operations	11,020,902	(1,067,565)	-	99	9,953,436
	Total	11,020,902	(1,067,565)	-	99	9,953,436
	Tax effect at 28%	3,085,851	(298,916)	-	28	2,786,963

No liability has been recognised in respect of the undistributed earnings of subsidiaries because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

The deferred tax asset relating to tax losses carried forward has been recognised as the financial forecasts anticipate the Group maintaining sufficient profitability in future financial years (refer Note 20).

(d) Imputation Credit Account

	2019 $	2018 $
Closing Balance	**1,593,490**	**5,259,812**

NOTE 11 RECONCILIATION OF COMPREHENSIVE INCOME AFTER TAX WITH CASH FLOW FROM OPERATING ACTIVITIES

Accounting Policy:

The Statement of Cash Flows is prepared exclusive of GST, which is consistent with the method used in the Statement of Comprehensive Income. The GST component of cash flows arising from investing and financing activities, which is recoverable from or payable to, the taxation authority is classified as operating cash flow.

The following are definitions of the terms used in the Statement of Cash Flows:

- *Bank comprises cash on hand and demand deposits.*
- *Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of Cash and which are subject to insignificant risk of changes in value.*
- *Cash flows are inflows and outflows of cash and cash equivalents.*
- *Operating activities are the principal revenue producing activities of the entity and other activities that are not investing or financing activities.*
- *Investing activities are the acquisition and disposal of long-term assets.*
- *Financing activities are activities that result in changes in the size and composition of the contributed equity and borrowings of the entity.*

NOTE 11 RECONCILIATION OF COMPREHENSIVE INCOME AFTER TAX WITH CASH FLOW FROM OPERATING ACTIVITIES CONTINUED

	2019 $	2018 $
Total Comprehensive Surplus	1,950,478	897,451
Add/(less) non cash items		
Loan Interest	(30,693)	(29,319)
Depreciation	35,053	46,134
Amortisation	-	246
Movement in CLP/ Riskpool Admin Fee Reserve	(19,256)	(225,835)
Movement in Deferred Tax Asset	300,881	298,891
Net change in fair value of investment property	-	(133,070)
	285,985	(42,953)
Add/(less) movements in other working capital items		
Sundry Debtors and Prepayments and Reinsurance Recoveries	39,835	(59,784)
Sundry Creditors and Accrued Charges	(98,603)	55,502
Tax Refund Due	3,580	-
	(55,188)	(4,282)
Add/(Less) Items Classified as Investing Activity	(1,511,787)	(76,150)
Add/(Less) Items Classified as Financing Activity	130,249	(147,980)
Net Cash Flow from Operating Activities	**799,736**	**626,086**

NOTE 12 SUNDRY DEBTORS AND CREDITORS

(a) Sundry Debtors and Prepayments

	2019 $	2018 $
Sundry Debtors	501,440	444,308
Prepayments	43,296	145,453
GST Receivable	9,873	4,684
Sundry Debtors and Prepayments	**554,609**	**594,445**

(b) Sundry Creditors and Accrued Charges

	2019 $	2018 $
Sundry Creditors and Accrued Charges	112,990	204,028
Sundry Creditors and Accrued Charges	**112,990**	**204,028**

NOTE 13 LOANS

Loan Receivable

Local Government Mutual Funds Trustee Limited is the trustee of New Zealand Mutual Liability Riskpool ("Riskpool") and Civic Liability Pool ("CLP"). The Company provides administrative services to Riskpool and CLP.

Secured loan agreements between the Company and Local Government Mutual Funds Trustee Limited on behalf of New Zealand Mutual Liability Riskpool ("Riskpool") were entered into in February 2017, August 2017 and again in November 2018 to assist with Riskpool's cashflow. The amounts made available under the 2017 agreements were reduced in 2018 to provide facilities of $2,250,000 each (2017: $3,000,000) and under the terms of the loans the interest rate is set as BKBM plus a margin. The November 2018 agreement provides a loan facility of $4,000,000. Under the terms of the loan agreement the interest rate is set at the ANZ Bank lending rate plus a margin. Riskpool may repay the loans and any interest at any time without penalty. The Company may at any time withdraw the facilities by notice in writing to Riskpool to that effect, from which time no further funds will be provided but without giving rise to a requirement for Riskpool to repay the outstanding balance of the loan. The Company may require repayment of the loans (including all interest) in full or in part at any time with six months' notice. Either party may terminate the agreements on six months' notice or any other such period that both parties agree to. On termination, the loan outstanding and any interest due to the date of repayment must be paid within the period of notice. The loan outstanding at 31 December 2019 is $973,927 (2018: $6,086,844).

The Company and Local Government Mutual Funds Trustee Limited on behalf of Civic Liability Pool ("CLP") have an agreement whereby the Company funds any claims payable for CLP under the Trust Deed, without charge to the Trust, which will be reimbursed by CLP in respect of any such claim payments when CLP receives the applicable reinsurance payments on the claims. The loan outstanding at 31 December 2019 is $1,022,600 (2018: $193,440).

Borrowings

The Company borrowed $4,000,000 from the ANZ Bank in 2018 with this loan secured over Civic Assurance House. The loan was repaid in full on 15 August 2019.

NOTE 14 AUDIT FEES

A breakdown of the fees paid to the auditors is below:

	2019 $	2018 $
Statutory Audit of the Financial Statements		
Civic Financial Services	57,975	52,235
Civic Liability Pool	15,000	13,500
Local Government Superannuation Trustee	43,487	44,044
Total Statutory Audit of the Financial Statements	**116,462**	**109,779**
Other Fees Paid to Auditors Re Assurance Services	**30,500**	**27,500**
Other Fees Paid to Auditors Re Tax Compliance	**19,077**	**30,500**
Total Fees Paid to the Auditors	**166,039**	**167,779**

NOTE 15 SHAREHOLDERS' EQUITY

The Share Capital of the Group comprises solely authorised and issued ordinary shares with each share ranking equally in votes, dividends and surpluses. In 2018, there were no shares were issued. There were no shares issued during 2019.

	2019 $	2018 $
Retained Earnings		
Opening Balance	7,181,545	6,284,094
Net Surplus After Taxation	1,950,478	897,451
Dividend Payment	(9,418,480)	-
Closing balance	**(286,457)**	**7,181,545**
Shareholders Capital		
Opening Balance	10,763,506	10,763,506
Ordinary Shares issued during the year	-	-
Closing balance	**10,763,506**	**10,763,506**
Number of Ordinary Shares Fully Paid	**11,249,364**	**11,249,364**
Par Value per Share	**$0.93**	**$1.60**
Dividend Payment per Share	**$0.84**	**$0.00**

NOTE 16 EQUITY RETAINED FOR FINANCIAL SOUNDNESS

All shareholder equity is retained to ensure the financial soundness of the Group with cash being retained for cash flow purposes. A special dividend of $9,418,480 was paid to shareholders on 19 August 2019 following the sale of Civic Assurance House.

NOTE 17 STANDARDS APPROVED BUT NOT YET EFFECTIVE

Standards and Interpretations in issue not yet adopted

At the date of authorisation of the financial report, one Standard and Interpretation was in issue that was relevant to the Group, but not yet effective.

Initial application of the following Standard is not expected to affect any of the amounts recognised in the financial report or change the presentation and disclosures presently made in or relation to the Group's financial report:

	Effective for annual reporting periods beginning on or after	*Expected to be initially applied in the financial year ending*
Revised NZ IFRS 9 'Financial Instruments'	1 January 2021	31 December 2021

NOTE 18 SUBSEQUENT EVENTS

There have been no material events subsequent to 31 December 2019 that require adjustment to or disclosure in the financial statements.

NOTE 19 CAPITAL COMMITMENTS

The Company has no capital commitments at balance date (2018: $431,527 for contracts relating to the earthquake strengthening and asbestos works).

NOTE 20 GOING CONCERN

The financial statements have been prepared on a going concern basis.

The profitability of financial services supports the going concern assumption for Civic Financial Services Ltd as a whole.
The deferred tax asset is reviewed regularly and at balance date against forecast profits and future business opportunities.
The Directors believe that it is probable that sufficient taxable profits will be available in the future against which the unused tax losses can be utilised.

Deloitte.

INDEPENDENT AUDITOR'S REPORT

TO THE READERS OF CIVIC FINANCIAL SERVICES LIMITED'S FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

The Auditor-General is the auditor of Civic Financial Services Limited and its subsidiaries (the 'Group'). The Auditor-General has appointed me, Silvio Bruinsma, using the staff and resources of Deloitte Limited, to carry out the audit of the consolidated financial statements of the Group on his behalf.

OPINION

We have audited the consolidated financial statements of the Group on pages 7 to 29, that comprise the consolidated statement of financial position as at 31 December 2019, the consolidated statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended on that date and notes to the consolidated financial statements that include accounting policies and other explanatory information.

In our opinion, the consolidated financial statements of the Group:

- present fairly, in all material respects:
  - its financial position as at 31 December 2019; and
  - its financial performance and cash flows for the year then ended; and
- comply with generally accepted accounting practice in New Zealand in accordance with Public Sector Public Benefit Entity Standards.

Our audit was completed on 19 March 2020. This is the date at which our opinion is expressed.

The basis for our opinion is explained below. In addition, we outline the responsibilities of the Board of Directors and our responsibilities relating to the audit of the consolidated financial statements, we comment on other information and we explain our independence.

BASIS FOR OUR OPINION

We carried out our audit in accordance with the Auditor-General's Auditing Standards, which incorporate the Professional and Ethical Standards and the International Standards on Auditing (New Zealand) issued by the New Zealand Auditing and Assurance Standards Board. Our responsibilities under those standards are further described in the Responsibilities of the auditor section of our report.

We have fulfilled our responsibilities in accordance with the Auditor-General's Auditing Standards.

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

RESPONSIBILITIES OF THE BOARD OF DIRECTORS FOR THE FINANCIAL STATEMENTS

The Board of Directors is responsible on behalf of the Group for preparing consolidated financial statements that are fairly presented and that comply with generally accepted accounting practice in New Zealand. The Board of Directors is responsible for such internal control as it determines is necessary to enable it to prepare financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible, on behalf of the Group, for assessing the Group's ability to continue as a going concern. The Board of Directors is also responsible for disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless the Board of Directors intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors' responsibilities arise from the Companies Act 1993.

RESPONSIBILITIES OF THE AUDITOR FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit carried out in accordance with the Auditor-General's Auditing Standards will always detect a material misstatement when it exists. Misstatements are differences or omissions of amounts or disclosures, and can arise from fraud or error. Misstatements are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of readers taken on the basis of these consolidated financial statements.

We did not evaluate the security and controls over the electronic publication of the consolidated financial statements.

As part of an audit in accordance with the Auditor-General's Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. Also:

- We identify and assess the risk of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- We obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- We evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- We conclude on the appropriateness of the use of the going concern basis of accounting by the Board of Directors and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements, or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- We evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Our responsibilities arise from the Public Audit Act 2001.

Deloitte.

INDEPENDENT AUDITOR'S REPORT *CONTINUED*

OTHER INFORMATION

The Board of Directors is responsible for the other information. The other information comprises the information included on pages 1 to 5 but does not include the consolidated financial statements, and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of audit opinion or assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information. In doing so, we consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on our work, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

INDEPENDENCE

We are independent of the Group in accordance with the independence requirements of the Auditor-General's Auditing Standards, which incorporate the independence requirements of Professional and Ethical Standard 1 (Revised): *Code of Ethics for Assurance Practitioners* issued by the New Zealand Auditing and Assurance Standards Board.

In addition to the audit, we have carried out engagements in the areas of tax compliance and controls assurance, which are compatible with those independence requirements. Other than the audit and these engagements, we have no relationship with or interests in the Group.

Silvio Bruinsma

Silvio Bruinsma
Deloitte Limited
On behalf of the Auditor-General
Wellington, New Zealand

CIVIC FINANCIAL SERVICES SHAREHOLDERS AS AT 31 DECEMBER 2019

SHAREHOLDER MEMBER	NO. OF SHARES	
CITY COUNCILS		
Auckland	2,195,042	19.51%
Christchurch	1,417,704	12.60%
Dunedin	470,966	4.19%
Hamilton	202,729	1.80%
Hutt	479,822	4.27%
Invercargill	407,927	3.63%
Napier	283,842	2.52%
Nelson	95,543	0.85%
Palmerston North	411,737	3.66%
Porirua	140,146	1.25%
Tauranga	124,242	1.10%
Upper Hutt	51,209	0.46%
Wellington	526,821	4.68%
DISTRICT COUNCILS		
Ashburton	56,016	0.50%
Buller	27,698	0.25%
Carterton	23,642	0.21%
Central Hawke's Bay	28,580	0.25%
Central Otago	91,238	0.81%
Clutha	33,711	0.30%
Far North	85,440	0.76%
Gisborne	99,404	0.88%
Gore	54,589	0.49%
Grey	33,742	0.30%
Hastings	129,170	1.15%
Hauraki	63,434	0.56%
Horowhenua	110,689	0.98%
Hurunui	14,000	0.12%
Kaikoura	10,000	0.09%
Kaipara	13,629	0.12%
Kapiti Coast	15,060	0.13%
Kawerau	31,161	0.28%
Manawatu	203,964	1.81%
Marlborough	86,022	0.76%
Masterton	127,230	1.13%
Matamata-Piako	122,554	1.09%
New Plymouth	441,456	3.92%
Opotiki	20,000	0.18%
Otorohanga	5,000	0.04%
Queenstown-Lakes	31,149	0.28%

SHAREHOLDER MEMBER	NO. OF SHARES	
DISTRICT COUNCILS (Cont'd)		
Rangitikei	35,338	0.31%
Rotorua	175,906	1.56%
Ruapehu	56,666	0.50%
South Taranaki	135,496	1.20%
South Waikato	42,374	0.38%
South Wairarapa	53,930	0.48%
Southland	13,715	0.12%
Stratford	65,608	0.58%
Tararua	99,972	0.89%
Tasman	65,584	0.58%
Taupo	83,971	0.75%
Thames-Coromandel	27,120	0.24%
Timaru	230,118	2.05%
Waikato	41,070	0.37%
Waimakariri	88,172	0.78%
Waimate	30,458	0.27%
Waipa	149,082	1.33%
Wairoa	22,992	0.20%
Waitaki	120,000	1.07%
Waitomo	16,940	0.15%
Wanganui	289,660	2.57%
Western Bay of Plenty	28,142	0.25%
Westland	28,356	0.25%
Whakatane	38,788	0.34%
Whangarei	63,524	0.56%
REGIONAL COUNCILS		
Bay of Plenty	55,000	0.49%
Canterbury	152,696	1.36%
Hawke's Bay	20,000	0.18%
Horizons	2,000	0.02%
Southland	10,000	0.09%
Taranaki	1,000	0.01%
Waikato	22,000	0.20%
Wellington	80,127	0.71%
OTHER		
TrustPower	137,251	1.22%

Total Shares	**11,249,364**