



memo

to: Mayor and Councillors ("the Shareholder")
copy: TAG, John Mills, Shana Turner, Gerry De Cicco
from: George Duncan, President & CEO
Richmond Olympic Oval Corporation
date: June 2, 2011
re: **Notice to the Shareholder of the 2011 AGM of Richmond Olympic Oval Corporation**

Attached herein are the agenda items for the AGM of the Richmond Olympic Oval Corporation to be held on June 20, 2011 after the General Purposes Committee meeting at the Richmond City Hall.

- Appendix A - Notice of AGM, to be sent at least 10 days prior to the AGM to:
- the City;
 - each member of the Board; and
 - the auditors
- Appendix B - 2010 Audited Financial Statements
- Appendix C - Consent Resolutions of the Shareholder, consenting to the resolutions required to be passed at the AGM, including:
- The appointment of Directors
 - The appointment of Auditors
- Appendix D - Notice of Appointment of Auditor
- Appendix E - 2010 Annual Report

George Duncan
President & CEO

JM/il

**CNCL - 3
(Special)**

APPENDIX A

RICHMOND OLYMPIC OVAL CORPORATION

Notice of Annual General Meeting

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Shareholder of:

Richmond Olympic Oval Corporation
(the "**Corporation**")

will be held on Monday June 20, 2011 following the General Purposes Committee meeting at the Richmond City Hall, 6911 No. 3 Road, Richmond, British Columbia for the following purposes:

1. to acknowledge and confirm previous receipt of the audited financial statements of the Corporation for the fiscal year ended December 31, 2010 and the report of the auditors thereon;
2. to elect directors to the board of directors of the Corporation (the "**Board**");
3. to appoint auditors of the Corporation for the 2011 fiscal year and to authorize the Board to fix the auditors' remuneration;
4. to acknowledge and confirm previous receipt of the Corporation's 2010 Annual Report; and
5. to transact such other business as may be properly brought before the meeting.

The board of directors of the Corporation has fixed the close of business on June 20, 2011 as the record date for determining the names of the shareholders who are entitled to vote at the meeting.

The audited financial statements of the Corporation for the period from January 1, 2010 to December 31, 2010 and the report of the auditors thereon are attached to this Notice of Annual General Meeting.

Dated this June 9, 2011.

On behalf of the Board of Directors


George Duncan
President & CEO

APPENDIX B

RICHMOND OLYMPIC OVAL CORPORATION

2010 Audited Financial Statements

Financial Statements of

**RICHMOND OLYMPIC OVAL
CORPORATION**

(formerly 0827805 B.C. Ltd.)

Year ended December 31, 2010



KPMG Enterprise™
Metrotower II 2400 - 4720 Kingsway
Burnaby BC V5H 4M2
Canada

Telephone (604) 527-3600
Fax (604) 527-3636
Internet www.kpmg.ca/enterprise

INDEPENDENT AUDITORS' REPORT

To the Shareholder of Richmond Olympic Oval Corporation

We have audited the accompanying financial statements of Richmond Olympic Oval Corporation (formerly 0827805 B.C. Ltd.), which comprise the balance sheet as at December 31, 2010 and the statements of operations and retained earnings and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian generally accepted accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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 comply with ethical requirements and plan and perform an audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Richmond Olympic Oval Corporation as at December 31, 2010 and the results of its operations and its cash flows for the year then ended in accordance with Canadian generally accepted accounting principles.

Chartered Accountants

April 27, 2011
Burnaby, Canada

KPMG LLP is a Canadian limited liability partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International, a Swiss cooperative. KPMG Canada provides services to KPMG LLP.

**CNCL - 8
(Special)**

RICHMOND OLYMPIC OVAL CORPORATION

Balance Sheet

December 31, 2010, with comparative figures for 2009

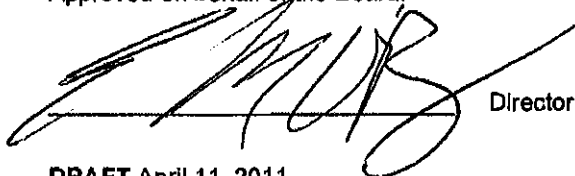
	2010	2009
Assets		
Current assets:		
Cash	\$ 390,901	\$ 1,021,195
Accounts receivable	317,468	88,918
Inventory	2,614	2,046
Prepaid expenses	330,513	430,565
Deferred lease costs (note 5)	13,871	-
	<u>1,055,367</u>	<u>1,542,724</u>
Deferred lease costs, long term portion (note 5)	119,448	-
Capital assets (note 6)	823,975	1,176,978
Other assets	700	700
	<u>\$ 1,999,490</u>	<u>\$ 2,720,402</u>

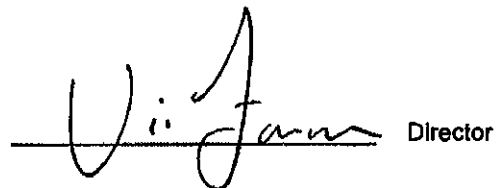
Liabilities and Shareholder's Equity

Current liabilities:		
Accounts payable and accrued liabilities	\$ 720,965	\$ 571,982
Obligations under capital leases (note 7)	231,891	242,199
Deferred revenue (note 8)	535,526	78,023
Due to the City of Richmond (note 9)	214,775	103,205
	<u>1,703,156</u>	<u>995,409</u>
Obligations under capital leases (note 7)	205,662	469,033
Rental deposit	26,761	-
	<u>1,935,579</u>	<u>1,464,442</u>
Shareholder's equity:		
Share capital (note 10)	1	1
Retained earnings	63,910	1,255,959
	<u>63,911</u>	<u>1,255,960</u>
Commitments (note 3)		
Economic dependence (note 13)		
	<u>\$ 1,999,490</u>	<u>\$ 2,720,402</u>

See accompanying notes to financial statements.

Approved on behalf of the Board:


Director


Director

DRAFT April 11, 2011

1

CNCL - 9
(Special)

RICHMOND OLYMPIC OVAL CORPORATION

Statement of Operations and Retained Earnings

For the year ended December 31, 2010, with comparative figures for 2009

	2010	2009
Revenue:		
2010 Games Operating Trust Fund (note 4)	\$ 2,304,796	\$ 5,536,509
Contribution from City of Richmond (note 11)	1,500,000	1,050,000
Memberships, admissions and programs	1,437,025	1,498,041
Other	180,136	31,267
	<u>5,421,957</u>	<u>8,115,817</u>
Expenses:		
Salaries and benefits	3,646,871	3,354,065
Utilities	821,064	973,988
Amortization	485,324	402,292
Supplies and equipment	398,497	397,052
Insurance	324,342	303,621
General and administration	377,843	459,911
Marketing and sponsorship	293,260	376,199
Program services	101,588	264,762
Professional fees	136,820	230,233
Recruiting and consulting	28,397	72,627
Opening ceremonies and special events	-	172,584
	<u>6,614,006</u>	<u>7,007,334</u>
Net earnings (loss)	(1,192,049)	1,108,483
Retained earnings, beginning of year	1,255,959	147,476
Retained earnings, end of year	<u>\$ 63,910</u>	<u>\$ 1,255,959</u>

See accompanying notes to financial statements.

RICHMOND OLYMPIC OVAL CORPORATION

Statement of Cash Flows

For the year ended December 31, 2010, with comparative figures for 2009

	2010	2009
Cash provided by (used in):		
Operations:		
Net earnings (loss)	\$(1,192,049)	\$ 1,108,483
Amortization, an item not involving cash	485,324	402,292
Changes in non-cash operating working capital:		
Accounts receivable	(228,550)	(68,447)
Inventory	(568)	(2,046)
Prepaid expenses	100,052	(186,850)
Deferred lease costs	(13,871)	-
Accounts payable and accrued liabilities	148,983	61,155
Deferred revenue	457,502	(770,709)
Due to the City of Richmond	111,570	1,017,447
	(131,607)	1,561,325
Investing:		
Purchase of equipment	(170,839)	(424,371)
Deferred lease costs	(119,448)	-
Increase in other assets	-	(700)
	(290,287)	(425,071)
Financing:		
Repayment of obligations under capital leases	(235,161)	(202,224)
Rental deposit	26,761	-
	(208,400)	(202,224)
Increase (decrease) in cash	(630,294)	934,030
Cash, beginning of year	1,021,195	87,165
Cash, end of year	\$ 390,901	\$ 1,021,195
Supplementary information:		
Interest paid	\$ 15,965	\$ 22,872
Assets acquired under capital lease	-	188,172
Provincial sales tax adjustment to assets under capital leases	(38,517)	-

See accompanying notes to financial statements.

RICHMOND OLYMPIC OVAL CORPORATION

Notes to Financial Statements

For the year ended December 31, 2010, with comparative figures for 2009

1. Incorporation and nature of business:

The Richmond Olympic Oval Corporation (the "Corporation") was incorporated on June 16, 2008 under the Business Corporations Act of British Columbia as a municipal corporation wholly-owned by the City of Richmond (the "City"). On August 10, 2010, the Corporation changed its name from 0827805 B.C. Ltd. to Richmond Olympic Oval Corporation. The business of the Corporation is to use the Richmond Olympic Oval facility (the "Oval") to provide a venue for a wide range of sports, business and community activities, including, but not limited to, being the long-track speed skating venue for the 2010 Olympic and Paralympic Winter Games (the "Games").

2. Significant accounting policies:

(a) Basis of presentation:

(i) Accounting principles:

These financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles (GAAP).

(ii) Statement of earnings and retained earnings:

The Oval land and building complex and its major equipment components are the property of the City and are not recorded in these financial statements. Construction of the Oval was completed in December 2008 at which time operations of the Oval commenced.

During the four-month period from December 1, 2009 to March 31, 2010, the Vancouver Organizing Committee for the Games ("VANOC") acquired exclusive use of the Oval for the speed skating events of the Games. The VANOC exclusive use period was immediately followed by the legacy conversion of the Oval into a multi-sport and recreation facility. The conversion was substantially completed by August 31, 2010 and the costs were paid by the City. During these two periods, substantially all Oval revenue-earning operations from membership, admission and programs ceased but certain operating expenses continued to be incurred.

RICHMOND OLYMPIC OVAL CORPORATION

Notes to Financial Statements

For the year ended December 31, 2010, with comparative figures for 2009

2. Significant accounting policies (continued):

(b) 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 the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Significant areas requiring the use of management estimates relate to the determination of valuation of accounts receivable, useful lives of equipment for amortization, and deferred lease costs. Actual amounts may ultimately differ from these estimates. The estimates are reviewed periodically and as adjustments become necessary, they are recorded in earnings in the year in which they become known.

(c) Revenue recognition:

Memberships, admissions and programs fees are recorded as revenue in the period that the services are rendered, with any unearned portion recorded as deferred revenue. Annual distributable amounts and trust income amounts are recognized as revenue when the amounts are approved by 2010 Games Operating Trust (note 4) and when the related operating expenses and capital maintenance costs of the Oval are incurred.

Sponsorship revenues are deferred and amortized to revenue over the term of sponsorship agreements.

(d) Capital assets:

Capital assets are recorded at cost. Amortization is provided on a straight-line basis at rates that reflect estimates of the economic lives of the assets over the following periods:

Assets	Rate
Athletic equipment	5 years
Automobile	5 years
Computer software and equipment	3 years
Uniforms, ice skates and helmets	3 years
Signage	3 years

Tenant improvements are amortized over the term of the lease.

Capital assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized for the amount by which the carrying amount of the asset exceeds the fair value of the asset.

RICHMOND OLYMPIC OVAL CORPORATION

Notes to Financial Statements

For the year ended December 31, 2010, with comparative figures for 2009

2. Significant accounting policies (continued):

(e) Assets held under capital lease:

Assets held under capital lease are stated at historical cost, being the lesser of the present value of the future minimum lease payments and fair value at the date of acquisition, and are amortized on a straight-line basis over their estimated useful lives.

(f) Deferred lease costs:

The initial direct costs incurred in connection with leases of rental properties in the Oval are deferred and amortized over the initial term of the leases. Such costs include agent commissions, legal fees, and costs of negotiating the leases.

(g) Pension plan:

The Corporation and its employees make contributions to the Municipal Pension Plan (the "Plan"). As the Plan is a multi-employer plan, these contributions are expensed as incurred.

(h) Income taxes:

The Corporation is not subject to income taxes as it is a municipal corporation wholly-owned by the City of Richmond.

(i) Financial instruments:

The Corporation accounts for its financial instruments in accordance with the Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3855, *Financial Instruments - Recognition and Measurement*, CICA Handbook Section 3861, *Financial Instruments - Disclosure and Presentation*, and CICA Handbook Section 3865, *Hedges*.

These sections require that all non-derivative financial assets and liabilities be measured at fair value with the exception of loans and receivables, other financial liabilities and held-to-maturity investments, which should be measured at amortized cost; and certain exceptions which are not applicable to the Corporation. The section also requires that gains and losses on financial instruments measured at fair value be recognized in net earnings in the periods in which they arise, with certain exceptions which are not applicable to the Corporation. In addition, disclosure with an emphasis on risks associated with both recognized and unrecognized financial instruments to which an entity is exposed during the year and at the balance sheet date, and how an entity manages these risks, is provided in the financial statements.

The Corporation's financial instruments are accounts receivable, amounts due to the City, accounts payable and accrued liabilities, and obligations under capital leases. The Corporation classifies its accounts receivable as loans and receivables which are recorded at amortized cost. The Corporation classifies its accounts payable and accrued liabilities and obligations under capital leases as other liabilities which are recorded at amortized cost.

RICHMOND OLYMPIC OVAL CORPORATION

Notes to Financial Statements

For the year ended December 31, 2010, with comparative figures for 2009

2. Significant accounting policies (continued):

(i) Financial instruments:

The carrying values of accounts receivable, amounts due to the City and accounts payable and accrued liabilities approximate their fair values due to the short-term nature of these financial assets and liabilities. The carrying values of obligations under capital leases approximate their fair values as the terms and conditions of the borrowing arrangements are comparable to current market terms and conditions for similar items.

It is management's opinion that the Corporation is not exposed to significant interest, currency, or credit risk arising from these financial instruments.

(j) Future accounting changes:

The Public Sector Accounting Board recently approved changes to the scope of Public Sector Accounting Standards ("PSAB"). These amendments require that government business enterprises adopt International Financial Reporting Standards ("IFRS") for periods beginning on or after January 1, 2011. A government business enterprise is one with self-sustaining commercial type operations. Government organizations that are not considered to be business enterprises are either government not-for-profit organizations or other government organizations. Other government organizations will have the option to either adopt IFRS or to prepare their financial statements in accordance with PSAB.

As the Corporation is not expected to be self-sustaining as at January 1, 2011, it would be categorized as another government organization. Management has determined that the Corporation will adopt PSAB which will then make it consistent with the reporting standard of the City of Richmond.

3. Richmond Oval Agreement:

The Corporation is party to the Richmond Oval Agreement (the "Agreement") with the City, which had an effective date of July 1, 2008. The Agreement established the terms and conditions of the relationship between the City and the Corporation. Under the terms of the Agreement:

(a) The Corporation:

- (i)** leases the Oval for a term of twenty-five years for \$1;
- (ii)** has the power to manage, operate, use and occupy the Oval;
- (iii)** is responsible for repairing and maintaining all components of the Oval;
- (iv)** will receive all revenue and be responsible for all operational expenses and capital expenditures of the Corporation (see (b)(iii) below);
- (v)** will, in 2011, allocate from shareholder's equity to a Sustaining Capital Reserve and an Operating Capital Reserve a total of \$1.7 million to be represented by cash in a capital reserve bank account; subsequent to 2011, the amount of the contribution to the Capital Reserve will be determined by the Capital Works Committee;

RICHMOND OLYMPIC OVAL CORPORATION

Notes to Financial Statements

For the year ended December 31, 2010, with comparative figures for 2009

3. Richmond Oval Agreement (continued):

- (vi) will indemnify and save harmless the City from any losses or damages arising from or which have occurred as a result of rights and obligations under the Agreement;
- (vii) will maintain property and liability insurance on the Oval;
- (viii) will not allow any encumbrances to be registered against the Oval;
- (ix) will prepare and deliver to the City, on an annual calendar year basis, audited financial statements prepared in accordance with GAAP and an annual report, no later than April 30 of the following fiscal year; and
- (x) will prepare and deliver to the City, financial reports, at dates to be determined by the City, on the financial matters of the Corporation.

(b) The City:

- (i) will provide, for the first fifteen years of the term, financial support as agreed between the City and the Corporation from time to time; for the years 2010, 2011 and 2012 the annual financial support shall not be less than \$1.5 million per year indexed at the City of Vancouver's Consumer Price Index. After fifteen years, any financial assistance from the City will be as determined by the City in its sole discretion;
- (ii) will pay any funds received from the 2010 Games Operating Trust ("GOT") (note 4) to the Corporation within 30 days of receipt; and
- (iii) is responsible for completing construction of the Oval in the Pre-Games configuration and for re-configuring the Oval into the post-games configuration at the City's cost.

4. 2010 Games Operating Trust Fund:

On November 14, 2002, under the terms of the Multiparty Agreement for the Games, the Government of Canada and the Province of British Columbia agreed to establish the Legacy Endowment Fund (the "Fund") and to each contribute \$55 million. On March 31, 2004, under the terms of the 2010 Games Operating Trust Agreement, an irrevocable trust was created known as GOT and the 2010 Games Operating Trust Society (the "Society") became the trustee of the Fund. The purpose of the Fund is to fund operating expenses and capital maintenance costs of certain facilities created for the Games, specifically the Oval and the Whistler Sliding Centre and Nordic Centre, and to assist with the continued development of amateur sport in Canada. Subsequent to the formation of the Trust, the City, as owner of the Oval, became a beneficiary of the Trust and became responsible for complying with obligations set by the Trust and GOT in order to receive funding.

RICHMOND OLYMPIC OVAL CORPORATION

Notes to Financial Statements

For the year ended December 31, 2010, with comparative figures for 2009

4. 2010 Games Operating Trust Fund (continued):

Effective December 31, 2007:

- (a) the Fund was divided into three funds: the Speed Skating Oval Fund; the Whistler Sliding Centre and Nordic Centre Fund, and the Contingency Fund; and
- (b) the capital and any accumulated but undistributed income of the Fund was divided as follows: Speed Skating Oval Fund (40%), Whistler Sliding Centre and Nordic Centre Fund (40%), and the Contingency Fund (20%).

Effective April 21, 2009, the City entered into an agreement with VANOC. The agreement details the terms and conditions to which the City is required to adhere in order to receive funding from GOT. When VANOC ceases to exist after the Games, the agreement will be assigned to GOT or, with the consent of the City, to another party. As of the reporting date, VANOC has not dissolved and the agreement has not yet been assigned to GOT.

Funds from GOT are paid to the City, and as indicated in note 3(b)(ii), the funds are then paid to the Corporation.

The fund balance of the Speed Skating Oval Fund, after distributions as at December 31, 2010, is \$43,703,000 (2009 - \$40,403,111).

Revenue from GOT is comprised of:

	2010	2009
Revenue recognized from Trust income from 2008	\$ -	\$ 805,985
2007 annual distributable amount received in 2009	-	2,497,065
2008 annual distributable amount received in 2009	-	2,233,459
2009 annual distributable amount received in 2010	2,304,796	-
	<u>\$ 2,304,796</u>	<u>\$ 5,536,509</u>

The 2010 annual distributable amount has been approved by GOT in 2011. 80% of the approved amount of \$2,739,398 was received in March 2011 and the remaining amount will be received in June 2011. The Corporation will record this amount as revenue in fiscal year 2011.

RICHMOND OLYMPIC OVAL CORPORATION

Notes to Financial Statements

For the year ended December 31, 2010, with comparative figures for 2009

5. Deferred lease costs:

Lease commission	\$	60,673
Legal fees		66,491
Salaries and benefits		8,350
		135,514
Less: amortization		2,195
		133,319
Current portion of deferred lease costs		13,871
Long term portion of deferred lease costs	\$	119,448

6. Capital assets:

The cost and net book value of capital assets is as follows:

	December 31, 2010		
	Cost	Accumulated Amortization	Net Book Value
Assets under capital lease	\$ 905,888	\$ 584,524	\$ 321,364
Athletic equipment	480,332	155,813	324,519
Computer software and equipment	152,672	54,882	97,790
Uniforms, ice skates, and helmets	96,211	60,239	35,972
Signage	36,351	14,273	22,078
Automobile	23,158	1,930	21,228
Tenant improvements	16,979	15,955	1,024
	\$1,711,591	\$ 887,616	\$ 823,975

	December 31, 2009		
	Cost	Accumulated Amortization	Net Book Value
Assets under capital lease	\$ 944,406	\$ 280,342	\$ 664,064
Athletic equipment	406,564	65,471	341,093
Computer software and equipment	87,575	17,421	70,154
Uniforms, ice skates, and helmets	89,922	28,167	61,755
Signage	33,824	2,819	31,005
Tenant improvements	16,979	8,072	8,907
	\$1,579,270	\$ 402,292	\$1,176,978

RICHMOND OLYMPIC OVAL CORPORATION

Notes to Financial Statements

For the year ended December 31, 2010, with comparative figures for 2009

6. Capital assets (continued):

Assets under capital lease include audio and visual equipment, printers, drivers, computer hardware and other information technology equipment. The lease agreements are between the City and the Municipal Finance Authority of the Province of British Columbia. The equipment is used solely by the Corporation and, accordingly, the leased assets are capitalized and the related obligation recorded in the accounts of the Corporation. The lease payments made by the City are charged at cost to the Corporation.

7. Obligations under capital leases:

The capital leases have an estimated cost of borrowing ranging from 0.21% to 0.35% per month. The principal and interest payments as at December 31, 2010 and 2009 are as follows:

	2010	2009
Total minimum lease payments	\$ 449,720	\$ 739,365
Imputed interest	(12,167)	(28,133)
	437,553	711,232
Current portion of obligations under capital lease	231,891	242,199
Long term portion of obligations under capital lease	\$ 205,662	\$ 469,033

As at December 31, 2010, the Corporation was committed to payments under capital leases as follows:

2011	\$ 241,275
2012	199,928
2013	8,517
	\$ 449,720

8. Deferred revenue:

	2010	2009
Memberships and programs to be serviced in next fiscal year	\$ 267,752	\$ 78,023
Sponsorship fees	246,525	-
Rental deposit	21,248	-
	\$ 535,525	\$ 78,023

RICHMOND OLYMPIC OVAL CORPORATION

Notes to Financial Statements

For the year ended December 31, 2010, with comparative figures for 2009

9. Due to the City of Richmond:

The amount due to the City of Richmond arises in the normal course of business.

10. Share capital:

Authorized:

Unlimited number of common shares without par value.

Issued:

One common share for cash of \$1.

11. Related party transactions:

The Corporation leases the Oval from the City for \$1 annually (note 3).

Included in general and administration expenses is a management fee of \$30,000 to the City for the provision of city staff time in fiscal year 2010 (2009 - \$60,000).

Included in salaries and benefits expense is a charge of \$42,515 (2009 - \$173,639) relating to the costs of City staff time charged to the Corporation for services performed during 2010.

During 2010, the Corporation received a contribution from the City of \$1,500,000 (2009 - \$1,050,000) (note 3(b)(i)). In January 2011, pursuant to the Richmond Oval Agreement (note 3(b)(i)), the Corporation received a contribution of \$1,522,500 from the City. In addition, the City has approved a further contribution of \$1,500,000 which is to be made in 2011.

12. Pension plan:

The Corporation and its employees contribute to the Pension Plan, a jointly trustee pension plan. The Board of Trustees, representing plan members and employers, is responsible for overseeing the management of the Plan, including the investment of the assets and administration of benefits. The Plan is a multi-employer contributory pension plan. Basic pension benefits provided are defined. As at December 31, 2009, the Plan has about 163,000 active members and approximately 60,000 retired members. Active members include approximately 44,000 contributors from local governments.

Every three years an actuarial valuation is performed to assess the financial position of the Plan and the adequacy of Plan funding. The most recent valuation as at December 31, 2009 indicated an unfunded liability of \$1.024 million for basic pension benefits. The next actuarial valuation will be performed as at December 31, 2012 with results available in 2013.

During the current fiscal year, the Corporation paid \$140,257 (2009 - \$109,476) as employer contributions to the Pension Plan.

RICHMOND OLYMPIC OVAL CORPORATION

Notes to Financial Statements

For the year ended December 31, 2010, with comparative figures for 2009

13. Economic dependence:

The Corporation is economically dependent on receiving funding from GOT and the City.

14. Capital disclosures:

The Corporation's capital consists of its share capital and retained earnings. The Corporation's objective when managing capital is to safeguard its assets and to ensure that adequate capital is managed for future requirements. The procedures in place to achieve these goals include establishing effective internal controls, the review and approval of annual budgets and ongoing review of interim financial statements by the board of directors.

15. Comparative figures:

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

APPENDIX C

RICHMOND OLYMPIC OVAL CORPORATION

Unanimous Consent Resolutions of the Shareholder

UNANIMOUS CONSENT RESOLUTIONS OF THE SHAREHOLDER OF

RICHMOND OLYMPIC OVAL CORPORATION

(the "Company")

(in lieu of the annual general meeting)

The undersigned, being the Shareholder of the Company entitled to vote at an annual general meeting, hereby consents to and adopts in writing the following resolutions:

RESOLVED THAT:

1. the Shareholder acknowledges and confirms the previous receipt of financial statements of the Company for the period from January 1, 2010 to December 31, 2010, together with the auditor's report on such financial statements, which financial statements were approved by the Company's board of directors on April 27, 2011 and presented to the Shareholder at the Finance Committee meeting of Richmond City Council on June 6, 2011;
2. the number of directors of the Company is hereby fixed at a maximum of 10;
3. in accordance with Article 14.1 of the Company's Articles, the following persons, each of whom has consented in writing to act as a director, are hereby elected as directors of the Company, to hold office for the term ending immediately prior to the election or appointment of directors at the annual general meeting of the Company held in the year set out opposite their name below:

Name	Term
Edward Michael O'Brien	2013
Dennis Skulsky	2013
Moray Keith	2013
George Duncan	2013
Roger Barnes	2012
Linda Sanderson	2012
Victor John Farmer	2012
Umendra Mital	2012

4. KPMG LLP be appointed as auditors of the Company until the next annual reference date of the Company or until a successor is appointed, at a remuneration to be fixed by the directors;
5. the 2010 Annual Report of the Company is hereby received; and
6. June 20, 2011 be and is hereby selected as the annual reference date for the Company for its current annual reference period.

DATED as of June 20, 2011.

CITY OF RICHMOND

Per: _____

APPENDIX D

RICHMOND OLYMPIC QVAL CORPORATION

Notice of Appointment of Auditor

NOTICE OF APPOINTMENT OF AUDITOR

TO: KPMG LLP
Chartered Accountants
Metrotower II
Suite 2400- 4720 Kingsway
Burnaby, British Columbia
V5H 4N2

Pursuant to Section 204(6) of the British Columbia *Business Corporations Act*, notice is hereby given of your appointment as auditor of Richmond Olympic Oval Corporation, to hold office until the close of the next annual reference date of the Company, or until a successor is appointed.

DATED as of June 20, 2011.

RICHMOND OLYMPIC OVAL
CORPORATION

Per: _____

APPENDIX E

RICHMOND OLYMPIC OVAL CORPORATION

2010 Annual Report



2010

Richmond Olympic Oval Corporation

ANNUAL REPORT

to the City of Richmond

April 30, 2011

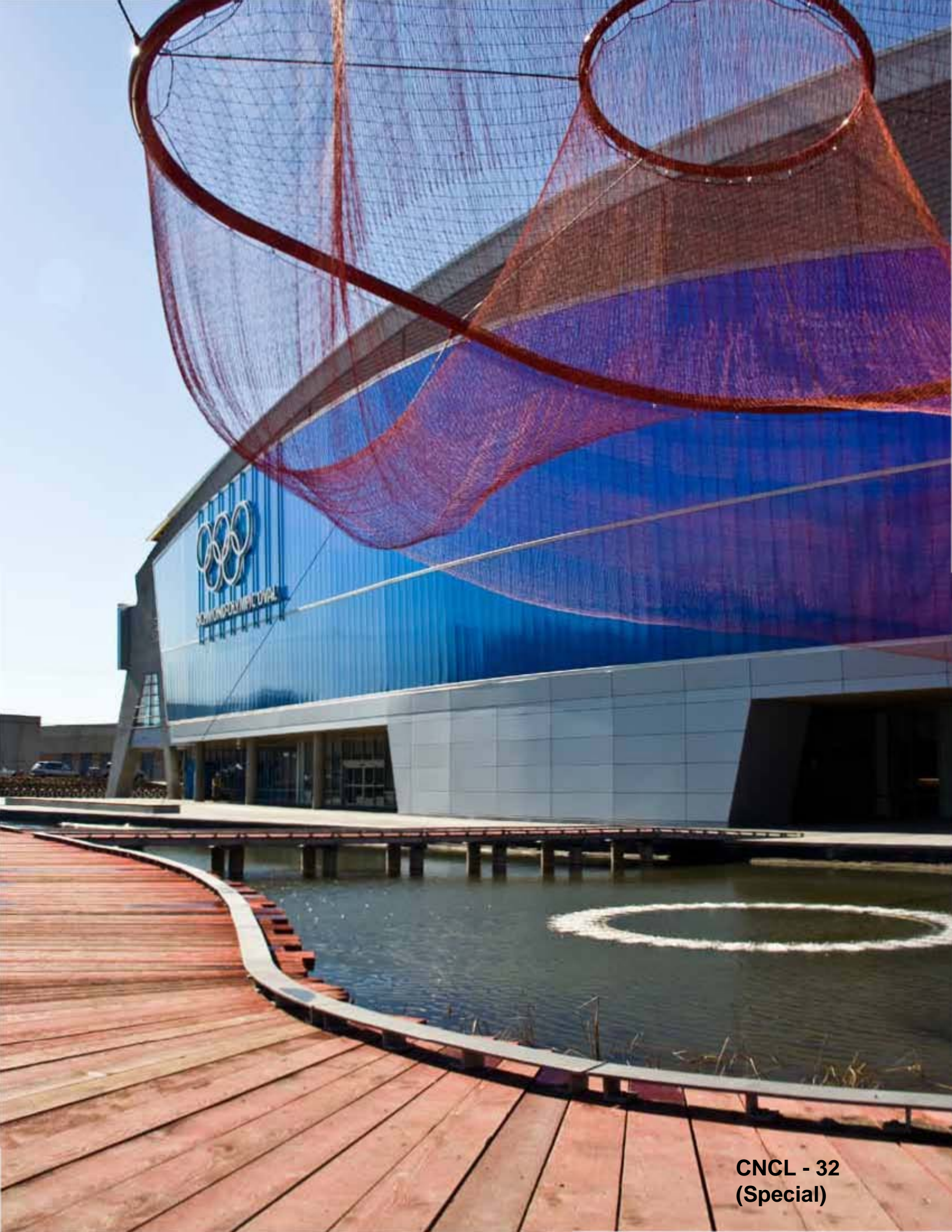
Richmond, BC Canada



**CNCL - 30
(Special)**

TABLE OF CONTENTS

5	Message from the Chair
7	Message from the Chief Executive Officer
8	2010 Progress Report
20	Heard Around the Oval
21	Oval in the News
22	APPENDIX A: The Corporation
23	APPENDIX B: Oval Events
28	APPENDIX C: Awards
29	APPENDIX D: Management's Discussion & Analysis
34	APPENDIX E: Management's Responsibilities for Internal Controls & Financial Statements
35	APPENDIX F: Audited Financial Statements



MESSAGE FROM THE CHAIR



It is my privilege to introduce our 2010 Annual Report.

The City of Richmond, the Oval's sole shareholder, has entrusted the operation of the Richmond Olympic Oval Corporation to a Board of Directors. From inception until the Annual General Meeting in 2010, the Oval operated under the direction of an interim Board of Directors. That interim Board was in place during the critical start-up period and through VANOC's exclusive use periods. A comprehensive governance review was conducted in the fall of 2010 and Council voted unanimously to appoint a Board of Directors to oversee the Oval operations on a long-term basis. We wish to acknowledge the contributions of our interim Board members who helped to shape the Oval in its infancy. At the AGM held November 15, 2010, Council appointed the Directors named later in this report to sit on the long-term Board.

Throughout 2010 the Oval transformed from a single purpose speed skating Oval into a dynamic sport, health and wellness facility during which time management and staff worked diligently toward achieving the business plan goals.

The overwhelming success of the Richmond Olympic Oval could not have been achieved without the significant contributions of our shareholder, the City of Richmond. On behalf of the Board, I would like to take this opportunity to also acknowledge other stakeholders that have contributed to the success of the Oval and its programs: the 2010 Games Operating Trust, our Legacy Program Partners - Telus, Scotiabank and Aspac, our newest tenant, LifeMark as well as our many sport partners.

Finally, I would like to thank my fellow Directors, the Executive, Management and staff of the Oval for their outstanding contributions toward the realization of the goal to become the most successful Olympic legacy of the 2010 Winter Games.

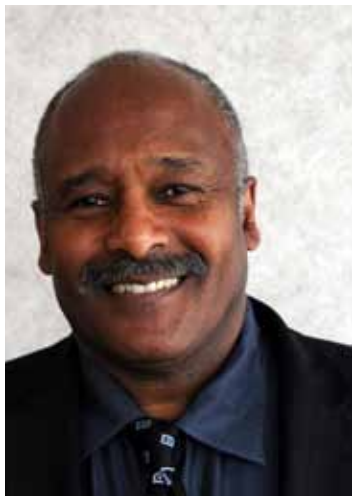
A stylized, handwritten signature in black ink, appearing to read 'E. Michael O'Brien'.

E. Michael O'Brien
Chair of the Board of Directors



CNCL - 34
(Special)

MESSAGE FROM THE CHIEF EXECUTIVE OFFICER



2010 was an epic year in the life of the Richmond Olympic Oval. It was the year in which the vision for the Olympic Oval became a reality – the spectacular premier venue for the 2010 Olympic and Paralympic Winter Games. VANOC had exclusive use of the Oval for the four month period up to March 31, 2010 and as such, the Oval's performance in

2010 was largely achieved in a relatively short 9-month period thereafter.

For 17 days in February, the Richmond Olympic Oval showcased the best speed skating athletes in the world. Five Olympic records were set during the competition and the Oval hosted over 100,000 spectators during the Games.

In order to properly celebrate Richmond's place in Olympic history and before the long track skating ice was removed, the City hosted an "Olympic Encore Skate". Community members came out in great numbers to re-live the spirit of the Games one last time before the metamorphosis of the Oval began.

While a single purpose speed skating venue was certainly the focus at the beginning of 2010, the rest of the year was dedicated to creating the greatest Olympic Legacy of the 2010 Games - an international centre of excellence for sports, health, and wellness. In April of 2010, the Oval partially re-opened, offering a limited number of services. It gradually expanded programs and services until the entire facility was accessible and operating with two Olympic-sized ice rinks, six hardwood courts, and a 200 metre track

encircling a vast multi-purpose sports zone on the activity level; a 2,100 square metre (23,000 square foot) fitness centre on the mezzanine; and BC's only publicly accessible indoor rowing and paddling tank on the ground level. This sequenced opening allowed the Oval to leverage the momentum from the Games to generate membership sales while still progressing with the significant construction required to convert the facility.

The Oval's legacy vision goes beyond the facility and programs. Based on a broad concept of "higher performance", the vision incorporates the perception of high performance sport normally associated with elite athletes combined with the mandate to provide extraordinary value to the community and opportunities for young athletes to reach their own personal podiums.

Careful planning over this start-up period and the fact that membership sales have significantly outpaced initial estimates, has resulted in a balanced budget over the 45-month start-up period. Additionally, I am confident in the strong team that has been put in place to deliver our programs and services as we move toward achieving steady-state operations.

During the last nine months of 2010, the Oval was transformed into the Olympic Legacy vision first conceived in 2004. What is truly remarkable is how close the results are to the original vision.

A handwritten signature in black ink, appearing to read "George Duncan". The signature is fluid and cursive, with a large initial "G" and "D".

George Duncan
Chief Executive Officer

2010 PROGRESS REPORT

The City of Richmond (the "City") has engaged the Richmond Olympic Oval Corporation (the "Corporation"), to embrace and deliver:

- The City's Vision to be "the most appealing, livable, and well-managed community in Canada";
- The Project Vision for the Richmond Olympic Oval (the "Oval") to be "an outstanding centre of excellence for sports and wellness at the heart of an exciting urban waterfront"; and
- The Project Mission to "transform our City by blending the spirit of Olympism with inspired leadership, and seamlessly combining a world class site, a sport and wellness agenda and innovative community planning to create the premiere legacy of the 2010 Olympic and Paralympic Winter Games" (the "Games").



Legacy Conversion of the Venue

Before the first shovel of dirt was moved on the site, plans for the Richmond Olympic Oval's community legacy were already in place. The pre-planning done by the City of Richmond has been key to the Oval's recent successes in membership, sport participation and high performance training, making it a strong example of what all Olympic venues should be in their legacy phase.

In addition to the legacy conversion components completed prior to the Games – including 4 hardwood courts, a 743 square metre (8,000 square foot) Fitness Centre, the Riverport Community Paddling Centre, child minding and meeting rooms – the following components were completed following the Games Hosting Period which ended March 31, 2010:

- Two Olympic sheets of ice, complete with nets and boards
- Two portable hardwood basketball / volleyball courts, complete with portable nets and hoops
- 200m oval running track and 100m sprint track, the only indoor sprint track in BC
- Pulastic sport flooring on the field of play which enables the activation of 3 futsal fields, 5 volleyball courts, 8 badminton courts and 4 basketball courts
- Approximately 2,100 square metre (23,000 square foot) Fitness Centre located on the mezzanine level which includes fitness equipment, video and sound
- Legacy elevator with the capacity to hold an entire hockey team
- Widening of the team room doors to accommodate sport wheelchairs
- Partitions and curtaining on the field of play

Further legacy conversion items will be added in 2011, including a Climbing Centre, a specialized play space for children aimed at increasing physical activity and a display of Richmond's Olympic Story. Each legacy conversion addition to the Oval is designed to aid the Oval Corporation in achieving its legacy goals.

PHOTOS:
Line up for the Encore Skate, April 3-4, 2010.

The Oval Corporation's Legacy Goals

The Corporation adopted a set of five objectives that addresses its obligations to the City under the Operating Agreement and the funding requirements of the 2010 Games Operating Trust ("GOT"). As the Oval transitions from Games phase to Legacy phase, the Corporation will focus on:

1. Establishing positive brand awareness;
2. Becoming valued by the community and its employees;
3. Supporting high performance sport;
4. Becoming the desired location for community sport, health and fitness; and
5. Operating in a financially sustainable manner.

Establishing Positive Brand Awareness

The Richmond Olympic Oval Corporation launched two new brands: a Community Legacy Program brand and new Venue brand.

The blue-green Richmond Olympic Oval brand represents the venue and the corporation which operates the venue. The public looks for this brand when searching for information on the Richmond Olympic Oval venue, its public art, Olympic history, room and space rental information, tours and to contact Richmond Olympic Oval management.

The red-gold Richmond Olympic Oval Community Legacy Program brand represents all of the Oval's programs and services, including membership. The public looks for this brand when they want to become a member or learn about member benefits, take an Oval class, program or enter a sport league or to learn about upcoming public events.

Why are there two brands?

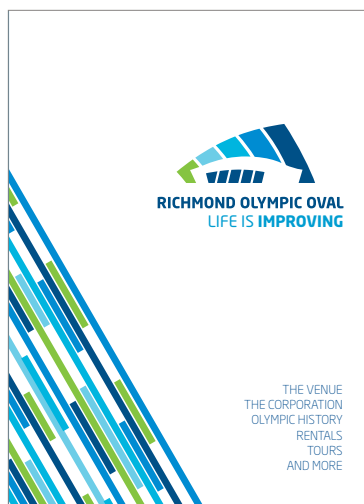
The Richmond Olympic Oval forms a major building block of the City of Richmond's vision to become one of the healthiest cities in the world. To bring the Oval's sport, health and fitness activities, skill development pathways and role-model leadership to as many people as possible – from community participants to Canadian athletes pursuing success on the international stage – the Richmond Olympic Oval Community Legacy Program was created, allowing corporate partners to lend their support to our programs.

The Richmond Olympic Oval Venue brand is considered an Olympic mark with limited association rights.

What are the stories behind the logos?

The Richmond Olympic Oval Venue logo is inspired by the facility's world-class architecture and magnificent riverside setting. The building itself is depicted as a reversed silhouette, with the Oval's distinctive roof line featured as a prominent design element. The five inset bars represent the stunning blue panels on the East and West sides of the building, as well as the backdrop of the water and sky they reflect. In the background, the five gradated colour bars can be interpreted in multiple ways, whether as a series of lanes in the Oval's stunning track, or the 'ribs' of the Oval's roof. They also give the logo a sharp, athletic feel reflective of the Oval's Olympic past. The type is the Vancouver 2010 Olympic font and the colour palette is inspired by the Olympic palette and the Oval's setting overlooking the water.

The Richmond Olympic Oval Community Legacy Program logo is inspired by the facility's geographic location. In the background, the gradated colour bars can be interpreted in multiple ways, whether as the sun setting in the West with a view across the Pacific to Asia, or the view of the Oval through Buster Simpson's artistic interpretation of skate blades on the Hollybridge Canal. They give the logo a celebratory, uplifting feeling indicative of the Oval's central role as a site for celebration and activity in a growing, contemporary waterfront community.





Over the past year, events held at the Oval have drawn hundreds of thousands of people into the facility and contributed greatly to building the community's volunteer base and event hosting capacity. Please refer to Appendix B for a complete list of events held at the Oval. A selection of the most memorable international events hosted over the past year are depicted here:





VANCOUVER 2010 OLYMPIC AND PARALYMPIC WINTER GAMES FEBRUARY 12 - 28, 2010

- The Oval was the host venue for 12 long-track speed skating events during which 36 medals were awarded. The Men's Team Pursuit race saw an Olympic record set twice in the same day and ended with a gold medal for Canadian speed skaters Denny Morrison, Lucas Makowsky and Mathieu Giroux. Additional Canadian medal winners at the Oval included Kristina Groves with a silver and bronze in the Ladies' 3,000 metre and 1,500 metre races respectively. Christine Nesbitt took gold in the Ladies' 1,000 metre race and Clara Hughes, Canada's flag bearer at the opening ceremonies for the Games, took an emotional bronze in the Ladies' 5,000 metre race. Full medal results are available in Appendix B.
- Over 1,000 news articles were written about the Oval during the Games, raising Richmond's profile with over 116 million people around the globe. Live television coverage of Oval events via CTV, the National Broadcasting Company and the Olympic Broadcast Service reached almost every computer and television screen on the planet.
- The various events held at the Oval over the past year generated several thousand media stories that were printed or broadcast to audiences around the globe. Most reports referred to the Oval as the 'crown jewel' of 2010 Olympic venues. During the Games, billions of spectators watched as their nation's long-track speed skating heroes realized

PHOTOS:

On opposite page: (top row L-R) Cindy Klassen at the Vancouver 2010 Winter Olympics; Yonex Canada Open Grand Prix 2010 13-18 July 2010; Chinese National Basketball Team practicing at the Oval July 2010; Sea of Orange: the Dutch fans cheer on at the Vancouver 2010 Olympics; (bottom row L-R) UBC Men's Basketball team getting ready for game against University of San Diego Aug 2010; National Senior Women's basketball team—Canada vs. Chile exhibition game 19 July 2010; In the last Olympic race of her career, Canadian Clara Hughes wins Bronze medal in the 5000m event at the Oval on 24 Feb 2010; Members of Team Japan celebrate after win over Sweden at the World Wheelchair Rugby Championships, September 2010.

On this page: (L-R) Volleyball Centre of Excellence Announcement May 2010; Kajaks runner at Oval Track Opening; West Coast Classic hit the hardwood courts of the Richmond Olympic Oval September 11-12, 2010; Nicely set up table for an Oval event.

moments of glory, defeat and camaraderie. The Oval is now instantly recognizable as a former Games venue, symbolic of the Games' ideals in terms of athletic achievement and environmental sustainability.

YONEX CANADIAN OPEN BADMINTON TOURNAMENT JULY 13-18, 2010

- 254 players from 33 different countries, including four World Champions and one Olympic Gold Medalist, competed in the largest badminton tournament ever hosted on Canadian soil.

CANADA BASKETBALL SENIOR WOMEN'S EXHIBITION SERIES JULY 19 + JULY 29, 2010

- The Canadian Women's Team took on Chile and Sweden in well attended games at the Oval, winning both contests 74-38 and 65-33 respectively.

CHINA BASKETBALL SENIOR MEN'S TRAINING CAMP AUGUST 7-9, 2010

- In the lead up to Team China's Jack Donahue Classic exhibition match versus Team Canada, the Chinese Senior Men's Team held their training camp at the Richmond Olympic Oval, garnering spectator and media interest from across Metro Vancouver.

2010 WORLD WHEELCHAIR RUGBY CHAMPIONSHIPS SEPTEMBER 17-26, 2010

- Over 5,000 spectators from around the globe filled the stands as the Oval hosted the World Wheelchair Rugby Championships. All games were broadcast online. Canada would place 4th in the tournament with the United States, Finland and Great Britain finishing one through three respectively.

**CBC SPORTS DAY IN CANADA
SEPTEMBER 18, 2010**

- The Richmond Olympic Oval was an official venue for the first ever Sports Day in Canada, a nationally televised event.

**PANTHER CHEER COMPETITION
DECEMBER 11, 2010**

- On December 11, 2010, the Panther Cheer Competition attracted over 1,000 spectators and was profiled in the Vancouver Sun, Vancouver Province and many community newspapers.

**Becoming Valued by the Community
and its Employees**

- A crucial component of achieving loyalty in any major project is to gather feedback from its major stakeholders and to provide a forum for their input. The Corporation has continued to make this a priority by conducting member focus groups, meeting regularly with its stakeholders and engaging members and visitors during their time at the Oval.

- Immediately following the Games hosting period from December 1, 2009 to March 31, 2010, the City invited the community to attend a three day “Olympic Encore Skate” event to celebrate the memories created on the 400 metre long-track speed skating ice. Over 10,000 enthusiasts attended the event, enjoying a final skate on the Oval’s ice which still bore the marks of the Games.

- The Corporation recognizes the value of creating a corporate culture built on employee commitment, trust and teamwork. In order to position itself as the employer of choice in the sport and fitness industry, the Corporation has focused its efforts on talent acquisition, program development, training, and employee engagement. The Corporation also strives for continuous improvement, and endeavours to be a conduit for its employees to realize their true potential and achieve excellence through collaboration and a shared passion for improving lives.

“I’ve just completed Level 1 Total Body Turnaround and wanted to write a big thank you to the instructor Heather Osler. The class was exactly what I needed to ease me back into fitness after not working out for 6 months. It didn’t take me too long to start feeling better and to start seeing results. Heather always encouraged us and congratulated us on our progress, which was very motivating. She also gave us helpful nutritional handouts at the beginning of the program and notebooks to keep track of our food intake, mood and workout progress. It was a thorough program and I would definitely recommend it to anyone who is either just beginning their fitness journey or who is returning to fitness after being away for a while.”

—Sandy Scott, Oval Member

PHOTOS:
On this page: Wagner Rulli, Athletic Conditioning Coach at the Oval demonstrates his leaping abilities.

On opposite page: Volleyball Centre of Excellence girls practice.



Supporting High Performance

- The Corporation established a Volleyball Centre of Excellence in September, hiring Joanne Ross (National Team Coach and former National Team player) as its first Head Coach.
 - Within four months, 368 female athletes ages 9 to 18 had already attended the program.
 - The program is endorsed and supported by Volleyball BC, Volleyball Canada and the Pacific Volleyball Society.
 - This a “first-of-its-kind” regional program, with about 40% of the athletes from Richmond.
- A Table Tennis Centre of Excellence was established by the Corporation in October, hiring two coaches, including former National Team Coach YJ Liu and Ann Tian, a Physical Education and Table Tennis major from Beijing University.
 - While the coaches do train high performance athletes, the vast majority of their clients are Richmond community members.
 - Program is endorsed and supported by the Canadian Chinese Table Tennis Federation.
- The Corporation announced its Hockey Centre of Excellence in June. The Oval will soon host our nation’s most elite hockey players and become a key training centre for our next generation of hockey heroes.
- The addition of the Oval’s Track Zone, which officially opened on December 6, 2010, has been a major addition to the track and field community as it incorporates Western Canada’s only indoor 200m track and 110m sprint lane combination.
- The Corporation supported the Gymworks™ Program, a partnership program created between fitness facilities, health clubs and community centres across the province and CSC Pacific and PacificSport that allows all athletes registered with CSC Pacific and/or PacificSport access to local training centres. Registered athletes with CSC Pacific/PacificSport cards could choose between one or more facilities depending on which location was most convenient for them.



@jonese90 Isn't that an awesome place? Love to train at ROO.

@Jonsuk 21 hours ago via HootSuite



VIDEO Testimonials

“[The Richmond Olympic Oval] is a living legacy for the community, province and country. There are amazing programs arising from the Oval, like this Volleyball Centre of Excellence where young aspiring athletes can train to fulfill their goals to maybe be at the Provincial Games, or to represent their province at a National Games, or maybe one day be on the Olympic team to represent their country.”

—Rick Hansen; to see the entire video, please visit richmondoval.ca/testimonials.

“For Volleyball Canada, a legacy facility like this creates lots of opportunity. [The Oval] will make an immediate impact on the quality of athletes in the province of British Columbia and National Team athletes training here.”

— Mark Eckert; Executive Director, Volleyball Canada; to see the entire video, please visit richmondoval.ca/testimonials.



“With this indoor track, I can finally train year-round. In the past I’d typically lose 6 weeks per year due to poor training conditions outdoors.”

—Dustin Walsh, Paralympic Gold Medalist

High Performance athletes that have used the Oval

Carla Bradstock, Team Canada Volleyball
Liz Cordonier, Team Canada Volleyball
Dustin Walsh, Paralympic Gold Medalist

GymWorks™ users:

Josh Brown, Field Hockey
Arsh Buttar, Field Hockey
Sukhpreet Butter, Field Hockey
Carey Chen, Diving
Jason Cheung, Taekwondo
Krysta Cochrane, Track + Field
Nancy Cochrane, Track + Field
Cheryl Corrigan, Coach
Shai-Anne Davis, Track + Field
Bea Francisco, Field Hockey
Igor Gantsevish, Fencing
Makiko Harada, Wheelchair Basketball
Robert Hedges, Wheelchair Basketball
Geoffrey Houhgton, Field Hockey
Gordon Johnston, Field Hockey
Alex Kam, Rugby
Antoni Kindler, Field Hockey
Mira Leung, Figure Skating
Paul Little, Track + Field
Adrian Liu, Badminton
Darcy Marquardt, Rowing

Elliot Marsh, Field Hockey
Connor Meakin, Field Hockey
Louis Mendonca, Field Hockey
Lisa Nakajima, Judo
Andrew Nathan, Track + Field
Chelsea Nerpio, Gymnastics
Derrick Ng, Badminton
Mark Pearson, Field Hockey
Keegan Peraira, Field Hockey
Ben Rutledge, Rowing
Ivan Staeheli, Track + Field
Jesse Watson, Field Hockey
Charles Wlodarzak, Skeleton

• During the Games Hosting Period, VANOC, the City and the Corporation worked together to realize several synergies that will significantly contribute to the Oval’s post-Games ability to support high performance athletics and athletic events. For example, several Oval employees were seconded to VANOC’s workforce during the Games and were therefore able to expand their skill sets and experience levels in the following areas:

- facility operations;
- venue services;
- media relations;
- photography services;
- sport services;
- protocol; and
- award ceremonies.

PHOTOS:

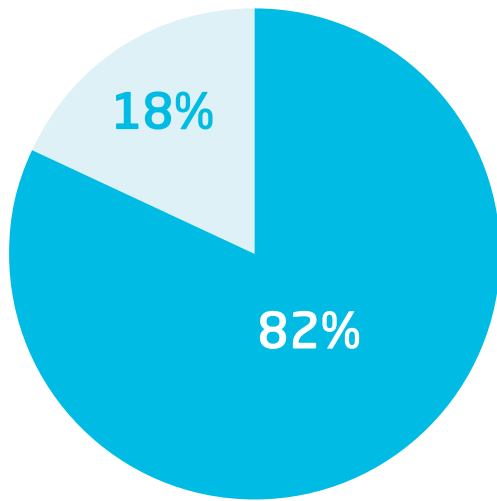
On this page: Kajaks runners at the Oval Track Oval, Aug. 2010
On opposite page: View of Oval’s three levels.

Becoming the Desired Location for Community Sport, Health and Fitness

- Total number of visits from all sources other than the Games combined in 2010 was estimated at 400,000 visits.
- Public interest in membership has exceeded expectations, with membership numbers already passing goals set for 2013. Membership usage is also very high with over 15,000 member visits per month.
- The Oval is currently host to 3 adult sport leagues, including the Adult Safe Hockey League, Urban Rec and Metro Basketball. Participants of these three leagues accounted for 96,000 visits in 2010.



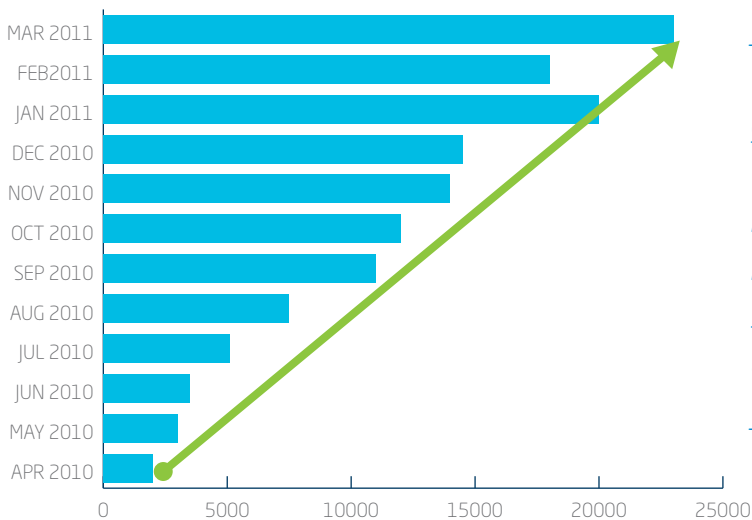
MEMBERSHIP DISTRIBUTION



82% of current Oval members are Richmond residents.

- Richmond Residents
- Other

MEMBER VISITS BY MONTH



“Thanks to the good will of the Richmond Olympic Oval, I am now Canadian champion and BC record holder in the M65 60m Hurdles. This was the first time I’ve run a full flight of hurdles in several years, but for the past few months I’ve been able to practice on the Oval track, with the generous permission of Oval management. Truly, without this opportunity I would have had almost no chance of a successful race, and would have been quite likely to be seriously injured in Kamloops — the hurdles can be very unforgiving. Thank you so much for giving me this chance!”

— Jess H. Brewer

Oval Sport User Groups in 2010 included:

Richmond Sport Council –Members
 Richmond Arenas Community Association
 Adult Safe Hockey League
 Metro League Basketball
 Urban Rec Adult Recreational Sport Leagues
 Richmond Youth Soccer
 Richmond City Baseball
 Richmond Minor Hockey
 Richmond Girls Hockey
 Richmond Ringette
 Richmond Rockets Speedskating Club
 Richmond Seafair Minor Hockey
 Connaught Figure Skating Club
 Richmond Air Attack Volleyball
 Panther Cheer (Richmond)
 Richmond Kajaks
 Canadian Chinese Table Tennis Federation (Richmond)
 Dynamo Fencing (Richmond)
 Volleyball BC
 Basketball BC
 Canada Basketball
 BC Hockey Association
 BC Soccer Association
 BC Handball Association
 BC Wheelchair Sports (Basketball and Rugby)
 BC Field Hockey Association
 Field Hockey Canada
 UBC Athletics
 UBC Rowing Team
 UBC Varsity Basketball
 UBC Field Hockey
 Triumph Tae Kwon Do
 Delta Ice Hawks
 Vancouver Minor Hockey
 Vancouver Girls Hockey
 Greater Vancouver Major Midget Hockey
 Vancouver Hawks Field Hockey
 Vancouver Floorball League

VIDEO Testimonial

"[Many of] the players have taken out membership, but the biggest thing is being able to have the ability to work indoors, running sessions in a [controlled] climate. In a gym you couldn't do this in this 30,000 square feet. For us, this is awesome."

—Serj Sangara, Richmond City Baseball; to see the entire video, please visit richmondoval.ca/testimonials

- The City's conversion plan for the Oval included several initiatives to improve accessibility:
 - The installation of extra capacity elevators
 - Team room doors wide enough to accommodate sport wheelchairs
 - Installation of a full line of wheelchair accessible fitness equipment.
- The facility is utilized by many Paralympians from:
 - Athletics
 - Wheelchair Rugby
 - Wheelchair Basketball

"[The Oval] is one of my favourite facilities globally."

—Mark Verstegen, Founder of Athletes' Performance



Operating in a Financially Sustainable Manner

On December 13, 2010, the Corporation announced Scotiabank as the first partner of the Richmond Olympic Oval Community Legacy Program.

"We are proud to extend the City's relationship with Scotiabank," said Richmond Mayor Malcolm Brodie. "Scotiabank's commitment to supporting education, health care, social services, and arts and culture and other initiatives across the country is remarkable. From supporting hockey at all levels from grassroots to elite and the National Hockey League, and now the Richmond Olympic Oval Community Legacy Program, Scotiabank is associated with the very best that Canada has to offer. We look forward to working together with them as we build our vision for the Oval to be an international centre of excellence for sports, recreation and wellness, as well as providing our community with the foundation to remain one of the world's healthiest cities."

PHOTOS:

On this page: Trevor Linden skates with the kids at Scotiabank CLP Announcement Dec 2010.

"The Oval's Community Legacy Program will change people's lives and the support of partners like Scotiabank will bring that change to as many people as possible," said John Mills, General Manager of the Oval.

In addition to Community Legacy Program partnership, Scotiabank was also announced as the title sponsor of the 'Scotiabank Holiday Traditions Skate at the Richmond Olympic Oval', December 13 - 26, 2010. These holiday public skating sessions joined the Oval's two Olympic size ice rinks to form Canada's largest indoor ice sheet. Hot chocolate was served by donation to the Richmond Food Bank and family and friends shared a winter skating experience under the Oval's magnificent wooden roof. Those who showed their Scotiabank payment card also received an additional 50% off the Oval's already reduced holiday skating rates.

On December 20, 2010, the Corporation announced the partnership of TELUS with the Richmond Olympic Oval Community Legacy Program.

The Richmond Olympic Oval Community Legacy Program is one of many local community and environmental programs TELUS supports.

“Grassroots programs like the Richmond Olympic Oval Community Legacy Program are critically important to Canada, and we are proud to support them,” said Steve Podborski, TELUS Director of Community Sport and former Canadian World Cup downhill ski racer. “Programs like this help our youth stay active by giving them a place to experience the excitement and camaraderie of sport. It also gives elite athletes a place to perfect their skills and become the role models for healthy lifestyles that our youth need.”

In addition to the partnership, TELUS will be the presenting sponsor of the 2011 Richmond Olympic Oval Community Legacy Program Summer Sport Camps and Guides.



ASPAC Developments officially announced its partnership with the Richmond Olympic Oval Community Legacy Program on February 11, 2011.

“We are delighted today to announce that Aspac has become a partner in the Richmond Olympic Oval Community Legacy Program. It’s a natural fit that benefits everyone,” said City of Richmond Mayor Malcolm Brodie. “Through this program, residents of River Green will be able to take full advantage of having a world-class sport, recreation, health and wellness facility right on their front doorsteps. And the whole community will benefit as this partnership will help support the long-term financial viability of the Oval and its ability to offer programs that everyone can benefit from.”

“With this fantastic facility just steps away from their homes, we hope River Green residents will be inspired to participate in sport and healthy living,” said Raymond Li, Director and Senior Vice President, Aspac Developments. “Our company builds healthy and sustainable communities – just like the Oval Community Legacy Program is providing opportunities for health, sport and fitness. We are excited to be a long-term partner of this great legacy program and community development for Richmond.”

To encourage participation in the Oval’s programs, Aspac has purchased approximately 1,000 memberships that will be offered to River Green residents.

PHOTOS:
On this page: John Mills, Mayor Malcolm Brodie, Pete Quevillon of KidSport BC, Santa and Steve Podborski from TELUS at the Telus CLP Announcement Dec 2010; Olympian Denny Morrison poses with the young speed skaters after River Green announcement Feb 2011.

On opposite page: Wide angle shot of the track zone.



Did a core fitness workout for 45 mins and felt great. Richmond Olympic Oval Gym = <3

@jonesee90, 21 hours ago via twitter



The Corporation has realized break-even financial performance for the initial 45-month period ended December 31, 2010. This was accomplished during a period of multiple facility closures for VANOC test events and the Games Hosting Period, legacy conversion construction and partial openings. The facility has been fully open to the public, including the ice rinks and track zone, from September 2010 onwards.

OVAL YEAR 2009											
JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC
Fitness Mezzanine 4 Gyms 400 M Ice		Closed for World Single Distance (Test Event)			Courts Only Mezzanine 400 M Ice Out			400m Ice returns			

OVAL YEAR 2010											
JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC
Closed to public for 2010 Games			Oval Partially opened with Fitness Mezzanine & Courts			2 new hardwood courts Fitness Mezzanine reopens		2 Rinks Opened Infield Elevator Opened Track Zone Completed			

The Corporation’s main sources of revenues in 2010 were City of Richmond contributions, 2010 Games Operating Trust funding, memberships and admissions, and facility rentals of ice, court and other facilities. In 2011, additional revenues will come from leasing of commercial spaces, sponsorship, and expansion of program offerings.

The Corporation has no debt other than operational accounts payable and equipment lease obligations.

The Corporation’s Business Plan projects positive cash flow from operations in future years coming from increased membership and program revenues as well as prudent cost control measures.

HEARD AROUND THE OVAL

What Members and Guests are saying about the Oval

Members:

"I have been a member since the opening; I am there all the time with my friends. We enjoy all of your fitness classes, the facilities and environment. With the group of friendly and helpful staff, this makes Richmond Olympic Oval a unique place for everyone's enjoyment."

—Milly, Oval Member

"My husband and I have constantly been impressed at the incredibly positive and friendly atmosphere at the Oval. Each and every employee we have encountered since starting in September - at all different levels and with different jobs - has been helpful and positive and friendly."

—G.E, Oval Member

"I just wanted to send you a note to let you know that I think you guys are doing an amazing job with the Oval program. Not only does it seem to have a variety of programs for all levels, but the momentum you are creating for the sport is really obvious.

...Thank you for the opportunity to come in and work with your athletes as I always walk away, myself inspired."

—Leah

"My two boys are registered in Master Yip's Taekwondo lessons on Monday, which they love so much. Master Yip is awesome. So first of all, thank you for providing such an awesome class with such experienced teacher. I sit in the class every time and am amazed how he does it."

—Susan, Oval Parent

Sport Events:

"This is the best venue we've seen in Vancouver...It's great. It's a facility that was definitely needed for basketball. I think it's really going to boost up basketball...and in helping basketball come back to Vancouver and in giving opportunity for youth to come out and play."

—Sheldon Guy, Public Relations,
Vancouver Titans (IBL) at the West Coast Classic.

Summer Camps:

"I would change nothing; great experiences throughout the week."

—Parent, Summer Camp 2010

"It was awesome; we had a lot of fun and would surely come back".

—Parent, Summer Camp 2010

"Exceeded our expectations, they (leaders) were all professional and mature and set good role models for the kids, it was important that they were athletic as well."

—Parent, Summer Camp 2010

Birthday Parties:

"Thank you for ensuring that we had such a successful and fun b-day party! The room was waiting for us and an event leader came and introduced himself to let us know that he was available if we needed him. All the kids had so much fun and didn't want to leave."

—Heidi, Parent

Tours

"I would like to express our sincere thanks and enjoyment of our excellent tour at the Richmond Olympic Oval last night. We had an 'eye-opening' time and learned great insight on the building, the construction and what has been involved in this magnificent building. My heart warmed to see the Canadian participation and Richmond's contribution. Such thought and care has been put into our Oval and we at the 12th RMD Scout Group will proudly promote this adventure to all our contacts throughout BC, Canada and the world we touch."

—Alex

"Just wanted you to know how much our group enjoyed the tour of the Oval today. A special thank you to Ben, our tour guide, for a very informative tour. His knowledge of the Oval and the stories he could tell made it very interesting. The state of the art Fitness Centre was most impressive. The size of the building is overwhelming. Richmond can be so proud to have this Olympic venue and can look forward to hosting many world competitions. Thank God for people with foresight."

—Lila



OVAL IN THE NEWS

"Legacy Facility Ranking: Gold. It doesn't get any better than this!"

—Globe and Mail

"Richmond today stands as a rarity in the Olympic world: a community that used the Games more effectively than the Games used it."

—Seattle Times

"The best building in the world!"

—John Furlong, CEO, VANOC

"The architecturally striking Richmond Olympic...one of the biggest -- and most ecologically-friendly -- public international centres of excellence for sports, health and wellness in Canada."

—Vancouver Sun

"If there is a singular success story a year after the Olympics, you'll find it in Richmond. It was widely considered to be one of the most impressive of all Olympic venues and now one year later, it is already debt free, open to the public and helping re-vitalize the city's downtown and spur new development."

—Chris Gailus, Global TV News Anchor

OVAL ON TV

Enter this address to view videos online:
www.richmondoval.ca/newsvideo.htm

APPENDIX A: THE CORPORATION

The Company, which changed its name to the “Richmond Olympic Oval Corporation,” on August 10, 2010, was incorporated under the name “0827805 BC Ltd.” on June 16, 2008 under the Business Corporations Act of British Columbia. Its purpose is to manage the business, operations and maintenance of the Oval. The City, as the sole shareholder of the Company, has appointed a Board of Directors consisting of a selection of community leaders with a broad range of specialized expertise.

Directors

As of December 8, 2010, the Company has 9 Directors. The name and Province of residence of each Director, each Director’s principal occupation, and the month each Director was appointed to the Board are indicated in the chart below. The term of office for full-term directors is two years.

Name & Province of Residence	Principal Occupation	Director Since
Roger Barnes, British Columbia, Canada	President, Roger Barnes Marketing Planning Ltd.	June 2008
George Duncan, British Columbia, Canada	Chief Administrative Officer, City of Richmond	June 2008
Victor Farmer, British Columbia, Canada	Senior Vice President, Progressive Construction Ltd.	June 2008
Moray Keith, British Columbia, Canada	President, Dueck Chevrolet Cadillac Hummer Limited and Dueck Pontiac Buick GMC Limited	June 2008
Umendra Mital, British Columbia, Canada	Vice President and General Manager, Ebco Industries Ltd. and Advanced Cyclotron Systems Inc.	June 2008
E. Michael O’Brien, British Columbia, Canada	Corporate Secretary and Vice President, Strategic Planning and Legal Services, Vancouver International Airport Authority	June 2008
Linda Sanderson, British Columbia, Canada	Management Consultant	June 2008
Dennis Skulsky, British Columbia, Canada	President & Chief Executive Officer, BC Lions Football Club	Appointed in February 2011 for a term of one year.
David Thom, British Columbia, Canada	Managing Director, IBI Group	June 2008

Executive Officers

As of December 8, 2010, the Company has two executive officers. The name and province of residence of each executive officer, the offices held by each officer and each officer’s principal occupation are as follows:

Name & Province of Residence	Position	Principal Occupation
George Duncan, British Columbia, Canada	Chief Executive Officer	Chief Administrative Officer, City of Richmond
Andrew Nazareth, British Columbia, Canada	Chief Financial Officer	General Manager, Business and Financial Services, City of Richmond

Council Liaison

The City has assigned a Council liaison to attend the meetings of the Richmond Olympic Oval Board. The Mayor currently holds the Council Liaison position.

Name & Province of Residence	Position	Principal Occupation
Mayor Malcolm Brodie, British Columbia, Canada	Council Liaison	Mayor, City of Richmond

Committees

The committees of the Board and the current members of each committee are listed below.

Business & Budget Planning Committee

Moray Keith (Chair)
 Roger Barnes
 George Duncan
 E. Michael O’Brien (ex officio)
 Dennis Skulsky
 David Thom

Audit & Finance Committee

Victor Farmer (Chair)
 George Duncan
 Umendra Mital
 E. Michael O’Brien (ex officio)
 Linda Sanderson

APPENDIX B: EVENTS



2010 Olympic Winter Games

DAY 2 | SATURDAY, 13 FEBRUARY 2010, 12:00-14:20 5,000M MEN

After much anticipation and excitement, the Richmond Olympic Oval fulfilled its destiny as it opened its doors to the world for first speed skating event of the 2010 Olympic Winter Games. In front of sold out crowds, Sven Kramer of the Netherlands struck gold first as he skated to victory, setting an Olympic record in the process with a time of 6:14.60. He would not be the only one to set a record that day; Latvia's Haralds Silovs became the first athlete in Olympic history to participate in both short track (1500m) and long track (5000m) speed skating events and the first to do both in the same day. Silovs placed 20th before racing across town to compete in the 1,500m. Although no Canadian reached the podium that day, Olympic rookie Lucas Makowsky of Regina placed 13th, beating his sea-level personal best by five seconds. Fellow Canadian Denny Morrison placed 18th, competing as a warm up for the 1,500m.

Medal summary

Gold:	Sven Kramer	Netherlands	6:14.60	OR
Silver:	Seung-Hoon Lee	Korea	6:16.95	
Bronze:	Ivan Skobrev	Russia	6:18.05	

DAY 3 | SUNDAY, 14 FEBRUARY 2010, 13:00-14:50 3,000M WOMEN

The women took to the ice on day three of competition in the 3,000m event. Canada would find itself on the podium as Ottawa's own Kristina Groves finished in third securing Canada's first speed skating medal of the Games. Fellow teammate and flag bearer Clara Hughes also skated well and found herself in fifth place. Making her return to the Olympic stage after double knee surgery, Cindy Klassen placed a respectable 14th. Klassen, who has six career Olympic medals, received a standing ovation as she stepped onto the ice. Martina Sablikova set a track record of 4:02.53 at the Richmond Olympic Oval capturing gold for the Czech Republic.

Medal Summary

Gold:	Martina Sablikova	Czech republic	4:02.53
Silver:	Stephanie Beckert	Germany	4:04.62
Bronze:	Kristina Groves	Canada	4:04.84

DAY 4 | MONDAY, 15 FEBRUARY 2010, 15:30-18:50 500M MEN

With friends and family watching, Canadian Mike Ireland took to the ice for the last time at the Olympics. Racing alongside fellow Canadians Jeremy Wotherspoon, Jamie Gregg and Kyle Parrot, Ireland finished 16th. Wotherspoon, the most decorated 500m speed skater in world cup history placed 9th while Gregg and Parrot finished 8th and 21st respectively. Celebrating his 21st birthday Tae-Bum captured South Korea's first-ever gold in the event, winning by just a

sixteenth of a second. Japan would place two on the podium as Keiichero Nagashima and Joji Kato finished 2nd and 3rd respectively.

Medal Summary

Gold:	Tae-Bum Mo	Korea	69.82
Silver:	Keiichero Nagashima	Japan	69.98
Bronze:	Joji Kato	Japan	70.01

DAY 5 | TUESDAY, 16 FEBRUARY 2010, 13:00-16:05 500M WOMEN

It was gold for Korea again as Sang-Hwa Lee matched her teammate's performance the previous day, finishing first in the women's 500m. Lee edged out Olympic record holder and 500m favorite Jenny Wolf of Germany to claim top spot with China's Beixing Wang rounding out the podium. Tuning up for the 1,000m event, Canadian Christine Nesbitt placed 10th as fellow countrywomen Shannon Rempel and Anastasia Bucsis finished 27th and 34th respectively.

Medal Summary

Gold:	Sang-Hwa Lee	Korea	76.09
Silver:	Jenny Wolf	Germany	76.14
Bronze:	Beixing Wang	China	76.63

DAY 6 | WEDNESDAY, 17 FEBRUARY 2010, 16:00-17:30 1,000M MEN

Thousands of fans flocked to the Oval to watch the men's 1000m race, including IOC president Jacques Rogge, CEO of the VANOC organizing group John Furlong and host of the Colbert Report, Steven Colbert. As one of the most anticipated events at the Richmond Olympic Oval, the event was a rollercoaster of emotions for fans and skaters alike. In an exhilarating final pairing, American Shani Davis, trailing from behind in the first two splits, left it all on the ice as he edged out Korea's Tae-Bum Mo with a time of 1:08.94, beating Mo by an eighteenth of a second. Davis took home the gold for the Americans with teammate Chad Hedrick coming in the third. Fort St. John native Denny Morrison led the Canadians placing 13th. Fellow Canadian Jeremy Wotherspoon in what is likely his last Olympic race placed 14th while countrymen Francois-Olivier Roberge and Kyle Parrot placed 20th and 24th respectively.

Medal Summary

Gold:	Shani Davis	USA	1:08.94
Silver:	Tae-Bum Mo	Korea	1:09.12
Bronze:	Chad Hedrick	USA	1:09.32

DAY 7 | THURSDAY, 18 FEBRUARY 2010, 13:00-14:25 1,000M WOMEN

Canadian pride was the theme of the day as fans across the country celebrated Canada's first speed skating gold medal at the Richmond Olympic Oval. Supported by a raucous crowd the entire race, Ontario native Christine Nesbitt persevered through an early slip and skated strong all the way to the top of the podium. In a spectacular finish, Nesbitt edge out a pair of Dutch skaters by 2/100ths of a second to claim her first medal of the games. Teammate Kristina Groves placed fourth barely missing the podium with a time of 1:16.72, 6/100ths of a second back from Laurine van Riessen. Canadians Shannon Rempel and Brittany Schussler placed 21st and 25th respectively.

Medal Summary

Gold:	Christine Nesbitt	Canada	1:16.56
Silver:	Annette Gerritson	Netherlands	1:16.58
Bronze:	Laurine van Riessen	Netherlands	1:16.72

DAY 9 | SATURDAY, 20 FEBRUARY 2010, 16:15-18:00 1,500M MEN

In a stunning effort, the Netherland's Mark Tuitert set a Richmond Olympic Oval track record and earned his first individual Olympic medal in the men's 1,500m race. Tuitert, a member of his country's team pursuit bronze in Torino, stunned world record holder Shani Davis with a blistering time of 1:45.57 to take the top spot on the podium. Canadian favorite and former world record holder Denny Morrison placed 9th. Montreal native Mathieu Giroux skated strong in his first Olympic race placing 14th. Fellow teammate Lucas Makowsky finished 19th on the day.

Medal Summary

Gold:	Mark Tuitert	Netherlands	1:45.57
Silver:	Shani Davis	USA	1:46.10
Bronze:	Havard Bokko	Norway	1:46.13

DAY 10 | SUNDAY, 21 FEBRUARY 2010, 15:00-16:35 1,500M WOMEN

Kristina Groves became the first Canadian to win multiple medals at the 2010 Games. Groves, falling just shy of Ireen Wust's time of 1:56.89, finished with a time of 1:57.14



**CNCL - 52
(Special)**

landing her in second place (awkward sentence). Martina Sablikova of the Czech Republic would make another appearance on the podium, adding a bronze medal to the gold won in the 3,000m event earlier in the Games. Canadian Christine Nesbitt was also close to gold, skating hard during in the final pairing but was unable to keep up her speed through to the finish line. Nesbitt placed 6th while teammate Cindy Klassen placed 21st.

Medal Summary

Gold:	Ireen Wust	Netherlands	1:56.89
Silver:	Kristina Groves	Canada	1:57.14
Bronze:	Martina Sablikova	Czech Rep.	1:57.96

DAY 12 | TUESDAY, 23 FEBRUARY 2010, 11:00-13:45 10,000M MEN

Sven Kramer stunned the world in the men's 10,000m race. Skating at an Olympic record pace, Kramer did not switch lanes with eight laps to go disqualifying him from competition and costing him a medal. Finishing the race with an Olympic Record time of 12:58.55 was Korea's Seung-Hoon Lee, who was paired with Kramer in the final race. Russian Ivan Skobrev was second and Bob de Jong of the Netherlands rounded off the podium in third spot.

Medal Summary

Gold:	Seung-Hoon Lee	Korea	12:58.55 OR
Silver:	Ivan Skobrev	Russia	13:02.07
Bronze:	Bob de Jong	Netherlands	13:06.73

DAY 13 | WEDNESDAY, 24 FEBRUARY 2010, 13:00-14:35 5,000M WOMEN

Canadian Clara Hughes had a historic day at the Oval, winning a bronze medal and setting two records along the way. Skating an Oval record pace of 6 minutes 55.73 seconds, Hughes, in her final individual Olympic race, tied teammate Cindy Klassen's all-time record for a Canadian with a sixth career Olympic medal. Canadians Kristina Groves and Cindy Klassen placed 6th and 12th. Finishing first and second were Martina Sablikova of the Netherlands and Stephanie Beckert of Germany.

Medal Summary

Gold:	Martina Sablikova	Netherlands	6:50.91
Silver:	Stephanie Beckert	Germany	6:51.39
Bronze:	Clara Hughes	Canada	6:55.73

DAY 15 | FRIDAY, 26 FEBRUARY 2010, 12:30-4:20 TEAM PURSUIT MEN HEATS TEAM PURSUIT WOMEN HEATS

On the second to last day of competition at the Richmond

Oval, skaters took to the ice, as teams, to compete in the Team Pursuit event. The Canadian men skated into the semi-finals defeating Italy at an Olympic record pace of 3:42.48. Joining Canada in a battle of Team Pursuit glory are Norway, USA and the Netherlands. On the Women's side, Canada would fail to qualify for medal contention falling to the Americans. Japan, Poland and Germany, however, would survive the tough first round

Quarterfinals

Men

Canada qualifies for semi finals beating Italy and setting a new OR 3:42.48

Norway defeats Korea
USA defeats Japan
Netherlands defeats Sweden

Women

Japan defeats Korea
Poland defeats Russia
Germany defeats Netherlands
US defeats Canada

DAY 16 | SATURDAY, 27 FEBRUARY 2010, 12:30-14:25 TEAM PURSUIT MEN FINALS TEAM PURSUIT WOMEN FINALS

O Canada! Resonated through the Oval as Canadians Denny Morrison, Lucas Makowsky and Mathieu Giroux sped past the Americans to take gold in the Men's Team Pursuit event. The winning time of 3:41.37 was even faster than the Olympic record set the previous day. The Netherlands would round out the podium finishing with their own Olympic record time of 3:39.95. In the women's semi final skate, German skater, Anni Frieseinger-Postma's represented the Olympic spirit by overcoming a fall in the final stretch by sticking her skate out to trigger the timer and send her team to the finals. After overcoming an almost fatal stumble in the semifinals, Germany again defeated its opponents by a skate. Japan would end up in second place with Poland finishing third.

Medal Summary

Men

Gold: Canada
Silver: USA
Bronze: Netherlands OR 3:39.95

Women

Gold: Germany
Silver: Japan
Bronze: Poland



Post-Games Events

YONEX CANADIAN BADMINTON OPEN GRAND PRIX TOURNAMENT JULY 13 - 18, 2010

Hosting its first major event since the Olympics, the Richmond Olympic Oval welcomed the best badminton players in the world for the Yonex Canadian Badminton Open Grand Prix. With 254 players from 33 different countries, including four World Champions and one Olympic Gold Medalist, the Grand Prix was the largest badminton tournament ever to be hosted on Canadian soil. Leading the Canadian team, comprised of 85 players, was Vancouver's own badminton Olympian, Anna Rice. Playing for the last time on home soil, Rice demonstrated why she is the highest ranked North American in the world defeating players from Slovenia and Japan. Being the only North American to advance to the quarterfinals, Rice bid farewell to her fans after the match, falling to Korea's Kim Moon Hi.

CANADA BASKETBALL'S SENIOR WOMEN'S EXHIBITION SERIES: CANADA VS. CHILE JULY 19, 2010

The Richmond Oval opened its feature courts for the first time as the Canadian women's basketball team took on Chile in the first of a two game exhibition series at the Oval. Canada began its road to the world cup in spectacular fashion, routing Chile 74-38.



CANADA BASKETBALL'S SENIOR WOMEN'S EXHIBITION SERIES: CANADA VS. SWEDEN JULY 29, 2010; EXP# 800

The Canadian women's basketball team returned to the Oval for another exhibition match as it prepared for the world cup. The hoopsters faced Sweden in front of a large crowd and beat the Scandinavians by a score of 65-33. The fans showed their appreciation for the national squad by giving them the standing ovation

KAJAKS 10KM RACE AUGUST 15, 2010

For the second year in a row, the Oval hosted the Kajaks 10KM race. Two hundred forty-five runners of all ability levels took on the course which wound along the dyke and concluded at the Oval. Noted runners Daan van den End from the Netherlands and BC boy Tristan Simpson took part in the race. All proceeds from the event were used to benefit the Kajaks Junior Track and Field Development Program.

2010 WORLD WHEELCHAIR RUGBY CHAMPIONSHIPS SEPTEMBER 17 - 26, 2010

Spectators from around the globe filled the stands as the Oval hosted the World Wheelchair Rugby Championships. Its first international event since the Yonex Badminton Grand Prix, the Oval welcomed teams from around the world once again to compete for gold. The Canadians were greeted by a large crowd of family, friends and school kids from around the greater Vancouver area, as they battled their way through the tournament. In a last ditch effort to make the medal round, the Canadians played the Americans in a gritty game. Unfortunately, they would fall to the eventual tournament winners 49-48. Canada would finish the tournament in 4th place beating Finland and Great Britain in the final two days. Finishing 2nd and 3rd were Australia and Japan respectively.

OLYMPIC ENCORE SKATE APRIL 3-5, 2010

More than 10,000 people filled the Richmond Oval and took to the speed skating track for the last time to skate where records were broken and medals were won. This was the Oval's final public skate on the track before legacy conversion.

PHILIPPINE SUMMER FESTIVAL AUGUST 28-29, 2010

The Filipino Canadian Cultural Heritage hosted its annual Philippine Summer festival at the Richmond Olympic Oval. With plenty of food, music and activities, the Summer Festival drew in a crowd of more than 4000 people to the Oval's north plaza.

CBC SPORTS DAY IN CANADA SEPTEMBER 18, 2010

The Richmond Olympic Oval was an official venue for the first ever Sports Day in Canada, a nationally televised event. In partnership with many sport organizations, the Oval opened its doors to the public for a fun filled day of activity and learning. People of all ages and abilities ran, rolled and wheeled into the Oval for a unique opportunity to experience Paralympic sports such as goalball, para-athletics, wheelchair basketball and many other sports alongside Canada's Paralympians. Throughout the Sports Day in Canada celebration, more than 1000 organizations and 1 million Canadians hosted or joined celebration events.

CTFI TAEKWONDO NATIONAL CHAMPIONSHIPS NOVEMBER 10-13, 2010

The Oval was buzzing with excitement as 400 fans cheered on taekwondo athletes from all over Canada competed in the CTFI taekwondo championships. Athletes competed for a spot on the 2011 Canadian nation Team which will represent Canada at the World Championships in New Zealand.



PANTHER CHEER COMPETITION DECEMBER 11, 2010

Home of Panther Cheer Athletics, the Richmond Olympic Oval hosted the 11th annual Cheer and Dance Competition. This single day event afford athletes aged three to 18 their first opportunity to gauge the success of their routines in a competitive season opener. Hosting the cheer and dance championships at the Oval has enabled organizers to expand the event, and to make it an even more exciting experience for athletes and spectators. Welcoming 61 teams and 985 athletes, the competition saw athlete participation grow by over 20 percent over last year. The competition also attracted over 1,000 spectators and was profiled in the Vancouver Sun, Vancouver Province and many community newspapers.



The Richmond Oval is truly a breathtaking place. I had the privilege of volunteering there for a special event.

January 18 at 1:46pm • Like • 17 people

APPENDIX C: AWARDS

The Richmond Olympic Oval, along with the City of Richmond were recognized with many awards in 2010, including:

Architecture and Design

Institution of Structural Engineers: Sports of Leisure Structures Award

The Structural Awards are the industry's most prestigious awards ceremony which celebrates excellence in structural engineering. Established in 1968, the Structural Awards recognize and reward the work of the world's most talented structural designers, their indispensable contribution to the built environment and showcase projects that lead the industry's development.

2010 BUILDINGS Project Innovations Awards: Grand Prize Winner (New Construction Category)

BUILDINGS' annual Project Innovations Award Program celebrates design and operational excellence in North American buildings; a showcase of inventive and efficient facilities.

Canadian Interiors, Best in Canada Design Awards: Best of Canada Design Award

A Canadian design competition focused on interior design projects without regard to size, budget or location.

Royal Architectural Institute of Canada: Award of Excellence for Innovation in Architecture

Awarded every two years, the RAIC recognizes excellence in the field of architecture. The RAIC awards program seeks to contribute to the development of the discipline and practice of architecture, collective learning on the part of the architectural community, as well as increased public awareness of architecture.

BC Wood WORKS!/Canadian Wood Council: Institutional Design Award

Wood WORKS! is a national industry-led initiative of the Canadian Wood Council, with a goal to support innovation and provide leadership on the use of wood and wood products. The awards recognize leadership and innovation in wood use while being an opportunity to publicly salute and encourage continued excellence in the building and design community.

Canadian Wood Council: North American Wood Design Award

CISC/ICCA Steel Awards (British Columbia Chapter): Outstanding Steel Structure: Engineering Division Award of Excellence

Canadian Institute of Steel Construction: 2010 Award of Excellence, engineering category

The goal of the two awards above is to recognize steel design and innovation excellence - promote awareness of the advantages of steel in construction and create networking opportunities for CISC members, partners and clients. Projects are entered in the Architecture, Engineering, and Sustainability awards categories.

Sustainability

Vancouver Organizing Committee for the 2010 Olympic and Paralympic Winter Games (VANOC): Sustainability Star Award

The Sustainability Star program is intended to recognize innovations in games-related products and processes that contribute to sustainability, and demonstrate excellence in rising to the challenge of creating projects with positive and measurable social, economic and environmental assets.

The Globe Foundation and the World Green Building Council: Excellence for Green Building Award

Recognizes the architects who, as a group, have developed the largest set of simultaneously constructed, single project, low environmental impact facilities in history.

Leadership in Energy and Environmental Design scale (LEED®) silver certification

LEED is a third-party certification program and an internationally accepted benchmark for the design, construction and operation of high performance green buildings. LEED promotes a whole-building approach to sustainability by recognizing performance in five key areas of human and environmental health: sustainable site development, water efficiency, energy efficiency, materials selection, indoor environmental quality.

The Chicago Athenaeum: 2010 Green GOOD DESIGN Award

The Chicago Athenaeum: Museum of Architecture and Design and The European Centre for Architecture Art Design and Urban Studies award architecture, landscape architecture, urban planning projects, product design, technology, as well as public education programs, people, and organizations.

Sport Tourism

City of Richmond experience: Sport Tourism Community Legacy Award, 2010

Tourism Richmond recognized the incredible opportunity that the 2010 Olympic Winter Games presented to attract more visitors to the city as well as new future business as a sport tourism destination. The City of Richmond was awarded, with the Oval being one of the positive factors.

APPENDIX D: MANAGEMENT'S DISCUSSION & ANALYSIS

Management's discussion and analysis provides an overview of the Corporation's business operations, as well as an examination of significant developments that have affected the Corporation's financial condition and revenues and expenses for the year ended December 31, 2010 relative to the year ended December 31, 2009. Factors that could affect future operations are also discussed. These factors may be affected by known and unknown risks and uncertainties that may cause the actual future results of the Corporation to be materially different from those expressed or implied in this discussion.

This management's discussion and analysis should be read in conjunction with the Corporation's financial statements for the year ended December 31, 2010 and the accompanying notes. The Corporation's financial statements are prepared in accordance with Canadian generally accepted accounting principles (GAAP). All figures presented in the following are expressed in Canadian dollars and are rounded to the nearest \$1,000. Certain comparative financial figures have been reclassified to conform to the current year's presentation.

This management's discussion and analysis has been prepared based on information available as at April 27, 2011, except where otherwise indicated.

About the Corporation

The Richmond Olympic Oval Corporation (the "Corporation") was incorporated on June 16, 2008 under the Business Corporations Act of British Columbia as a municipal corporation wholly-owned by the City of Richmond (the "City"). On August 10, 2010 the Corporation changed its name from 0827805 BC Ltd to Richmond Olympic Oval Corporation. The business of the Corporation is to use the Richmond Olympic Oval facility (the "Oval") to provide a venue for a wide range of sports, business and community activities, including, but not limited to, being the long-track speed skating venue for the 2010 Olympic and Paralympic Winter Games (the "Games").

Overview of Performance

During the period commencing December 1, 2009 through March 31, 2010 VANOC had an "Exclusive Use Period" ("EUP") when it effectively took control of and operated the Oval for the Games. During this period (essentially quarter one of fiscal 2010), revenue earning operations ceased. Immediately following the EUP, the Oval was softly opened to the public. While going through the Legacy conversion

construction phase no operating revenue was earned during the second quarter. The last two quarters of the year 2010 featured another "start-up" of operations with full operations beginning in early September. As a result of the start-up period and the EUP, the comparison of 2010 financial figures to those of 2009 is not particularly meaningful. Accordingly, it will not be until the 2012 fiscal year is compared to fiscal year 2011 that valid comparisons will be useful.

Revenue

On December 15, 2008 the Oval's revenue earning operations commenced and, except for a one month EUP, operated throughout 2009 offering a variety of fitness programs along with access to four gym courts, the 400 meter speed skating track, the cardio and strength training equipment on the fitness level and the rowing and paddling centre.

As explained above, the Legacy conversion of the Oval was not substantially complete until September 1, 2010. At that date, the Oval offered two international size ice rinks, eight gym floors, a 200 meter running track and related 110 meter straight away and 2,100 square metre (23,000 square foot) Fitness Centre. The promotion and sale of memberships and registered programs began in earnest in the summer and such sales have exceeded expectations.

2010 revenue from memberships, admissions and programs totalled \$1,437,000 (2009-\$1,498,000). In 2010 revenue from these sources of \$267,000 was deferred to fiscal 2011 (2009 - \$78,000 was deferred to 2010).

The City applies for and receives funding from the 2010 Games Operating Trust ("GOT") as explained in note 4 to the financial statements. The City received and transferred to the Corporation \$2,305,000 during the year which was recognized as revenue earned in the year. In 2009 the Corporation received \$4,731,000 which, together with deferred GOT revenue from 2008 of \$806,000, totalled \$5,536,000 which was recognized in that year.

The Oval received a contribution of \$1,500,000 from the City in 2010 (2009 - \$1,050,000).

Expenses

During 2010, expenses were incurred to facilitate the "re-start-up" process and to operate the facility. Expenses were incurred for:

- Salaries and benefits of \$3,647,000 (2009 - \$3,354,000). There were 39 full-time and 77 part-time employees on the payroll as of December 31, 2010; (2009 - 26 full-time and 84 part-time employees);

- Other operating expenses incurred in 2010 totalled \$2,967,000 a reduction of \$686,000 from 2009 expenses of \$3,653,000.
- Facility operations of the Oval including the heat, light and power, the ice-making equipment and building maintenance;
- Administration costs related to accounting, information technology, development of organizational infrastructure such as safety programs, internal controls, office supplies and equipment support, human resource policies, etc;
- Professional fees mainly related to creating leases for tenants, other legal agreements and audit fees;
- Costs related to developing and implementing a plan for marketing the Oval sport fitness programs and rentals of facilities;
- Costs associated with the official opening ceremonies and special events at the Oval;
- Recruitment costs for various staff positions;
- Acquiring operating supplies for fitness programs;
- Property and liability insurance; and
- Supporting the training of high performance athletes, including speed skaters, and the attraction of other high performance athletes to the Oval.

The net loss for the year of \$1,192,000 compares to net earnings of \$1,108,000 for 2009. For the two years, an aggregate net loss of \$84,000 was incurred. For the three years to 2010, there are retained earnings of \$64,000.

Summary of Financial Position

The following table presents summary information on the Corporation's financial position at December 31, 2010.

	<u>\$000s</u>	
	<u>2010</u>	<u>2009</u>
Current assets	\$1,056	\$1,543
Deferred lease costs	119	-
Equipment	<u>824</u>	<u>1,177</u>
Total Assets	<u>\$1,999</u>	<u>\$2,720</u>
Current liabilities	\$1,703	\$ 995
Obligation under capital leases	205	469
Lease deposits	<u>27</u>	<u>-</u>
	1,935	1,464
Shareholder's equity	<u>64</u>	<u>1,256</u>
Total Liabilities & shareholder's equity	<u>\$1,999</u>	<u>\$2,720</u>

Current assets

The Corporation began the year with a cash balance of \$1,021,000 largely the result of funding received from GOT in 2009. After investing in equipment, repaying lease obligations and paying operation expenses, the Corporation had a cash balance of \$391,000 at year end. The accounts receivable aggregating \$317,000,000 (2009- \$89,000,000) resulted from sales of memberships, admissions, programs, rentals and special events.

Prepaid expenses of \$331,000 (2009 - \$431,000) consist of unamortized portions of the premiums on the Oval's insurance policies together with prepaid information technology licences, equipment maintenance, and sponsorship commissions.

Equipment

As at December 31, 2010, the Oval had \$1,712,000 (2009 - \$1,579,000) of equipment of which \$906,000 (2009 - \$944,000) resulted from the capitalization of leases for information technology equipment, leases for printers, drivers, computers, audio visual and other equipment required for the administration and running of programs, events and the operation of the Oval. In addition, it includes \$806,000 (2008 - \$635,000) of athletic equipment, staff uniforms, ice skates, helmets, computer software and equipment and other equipment. Amortization for the year was \$485,000 (2009 - \$402,000) Accumulated amortization of the equipment amounted to \$888,000 (2009 - \$402,000) at year end.

Current liabilities

Accounts payable and accrued liabilities of \$721,000 (2009 - \$572,000) include payroll accruals and trade payables for heat, light, power, equipment, service contracts, legal and audit fees.

An amount of \$232,000 (2009 - \$242,000) of the total \$438,000 (2009 - \$711,000) obligation under capital leases for equipment is recorded as current and will be amortized over the next twelve months.

Deferred revenue of \$536,000 (2009 - \$78,000) includes a lease deposit, sponsorship fees, and the pro rata portion of fees received in 2010 for membership and programs to be delivered in 2010.

The amount due to the City of \$215,000 (2009 of \$103,000) arose in the normal course of business.

Obligation under capital leases

The Oval has capital lease obligations for equipment with remaining terms to April 2013. The long-term portion of the lease obligation as at December 31, 2010 was \$206,000 (2009 - \$469,000) with payments as shown in note 7 to the financial statements.

Shareholder's equity

The Corporation has an authorized share capital consisting of an unlimited number of common shares without par value. One share has been issued to the Corporation's parent, the City.

The retained earnings as at December 31, 2010 are \$64,000 (2009 - \$1,256,000), being the accumulated net earnings for three fiscal years.

Liquidity and Capital Resources

Operating

Cash used by operations in the period amounted to \$132,000 (2009 cash provided by operations - \$1,561,000). As discussed in "Summary of Financial Position" the City received funds from GOT which were transferred to the Corporation and which were used to finance operating activities.

Investments

The Corporation purchased equipment primarily for the sport and fitness, information technology and security operations of the Oval totalling \$171,000 (2009 - \$424,000). The initial direct costs incurred in connection with leases for rental properties in the Oval in the amount of \$119,000 (2009 - nil) are deferred and amortized over the initial term of the leases. Such costs include agent commissions, legal fees,

and costs of negotiating the leases.

Financing

Principal payments on the capital lease obligations amounted to \$235,000 (2009 - \$202,000).

Capital Resources

The Corporation had a working capital deficiency of \$648,000 at year end compared to working capital of \$547,000 in 2009, a decrease in working capital of \$1,195,000, largely the result of the operating loss incurred.

In order to finance operations in 2011, the Corporation expects to receive cash from several revenue sources as follows:

From operating activities:

- The sale of memberships;
- Admission fees to the Oval's sport and fitness facilities;
- Registered program fees, including the summer camps program;
- Event, room, and ice and court rental fees;
- Parking fees and tenant rentals and
- Sponsorships.

From other funding sources:

- Funding from GOT of \$2,739,000 and
- Contribution from the City of \$3,023,000.

The Corporation believes that its cash sources are adequate to meet its operating needs. The Corporation has arranged a line of credit of \$500,000 with a major chartered bank which has never been drawn on.

Related Party Transactions

The Corporation is a municipal corporation wholly-owned by the City which is its only related party. Note 9 to the financial statements discloses inter-entity transactions.

Critical Accounting Policies and Estimates

The Corporation's significant accounting policies are described in Note 2 to the financial statements. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and

the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

The Corporation considers the following policies to be most critical in understanding the judgments that are involved in preparing the Corporation's financial statements and the uncertainties that could affect the Corporation's results of operations, financial condition and cash flows.

2010 Games Operating Trust Revenue

Notes to the financial statements 2(c) and 4 describe in detail the accounting for GOT funds. Distributions from GOT are recorded as deferred revenue when there is reasonable assurance that conditions for a distribution have been met and the funds will be received; such funds are recognized as revenue when related operating expenses and capital maintenance costs of the Oval are incurred. This policy was adopted because the GOT Application and Disbursement Policies require that the distributions be applied to the Corporation's annual operating expenses and capital maintenance costs.

Membership and Registered Program Fees

These fees are recorded as revenue in the period that the services are rendered. Any unearned portion is recorded as deferred revenue.

Amortization of Equipment costs

Amortization is provided on the straight-line basis at rates that reflect estimates of the economic lives of the assets from 3 to 5 years.

Assets held under capital lease

Equipment held under capital lease is stated at historical cost, being the lesser of the present value of the future minimum lease payments and fair value at the date of acquisition and are amortized on a straight-line basis over their estimated useful lives.

Statement of Earnings and Retained Earnings

The Statement of Earnings and Retained Earnings should be read in the context of the issues of comparability discussed under "Performance Overview".

The Oval land and building complex and its major equipment components are the property of the City and accordingly, the related costs and amortization are not recorded in these financial statements. Construction of the Oval was completed in December 2008 at which time business operations of the Oval commenced. As previously discussed, the Corporation manages and operates the Oval under the terms of the Richmond Oval Agreement (note 3 to the financial statements).

Industry and Economic Factors

Sport and Fitness Market:

The Oval is entering a highly competitive sport and fitness market which offers personal and group training classes, personal training, wellness and fitness equipment, weight training and sport specific facilities and training. These services are offered by entrepreneurial local and chain operations as well as public and private clubs. Market studies to determine the market for services to be offered by the Oval have been commissioned and reviewed. A market study to determine rates to charge has been received and the results taken into account in determining the fees. The City is recognized as being the healthiest in Canada with a very active population of all ages and it is that demographic that will assist the Oval in fulfilling its vision.

Special Events:

The Oval has various open spaces and rooms which are available for rent to the public. In order to attract business, our program takes into account issues such as pricing of the facility and provision of amenities such as audio visual equipment, WiFi, tables and chairs, catering, etc.

Leasing of Oval spaces:

The Oval has space for lease to tenants. The market is competitive and accordingly an international real estate Corporation has been retained to assist in marketing and sales. It is expected that future tenants will include retail, office, food and beverage, sport medicine and health related services. LifeMark Sports Medicine occupies over 12,000 sq. ft. Food and beverage and other services will become tenants.

Economic Downturn:

Management is ever mindful of the potential effects of the Canada wide and international economic downturn which began in the fall of 2008. Being in the start-up mode, there are no statistics based on Oval's past history against which to measure or compare the potential effects. During 2009 and 2010 and the recent Exclusive Use Period management has had the opportunity to study the market place, hone its operational plans and restrain expenditures.

2010 Olympic and Paralympic Winter Games:

The hosting of the long track speed skating events of the Games in the period February 12 to 28, 2010 provided three significant impacts all of which are being planned for in 2011:

1. First is the positive impact that the television broadcasting and media coverage of the Games to the world which brought international recognition and acclaim to the Oval and which will be levered into future revenues.

2. Second is the local recognition that the Oval has received and which is being levered into new memberships and membership revenue

3. Third is the Legacy conversion which transformed the Oval into a unique multi sport, recreation and fitness facility for the community and for event holders.

Sport and Fitness:

The Corporation's entry into the sport and fitness and other markets is made challenging by the following factors:

1. In the pre-Games phase in 2008 and 2009 the facilities did not reflect the full Legacy conversion and the effects of new facilities on revenues and expenses; marketing of the Legacy is a focus for the immediate future;

2. The start-up phase after the Legacy conversion creates challenges with respect to providing precise program offerings, fees and appropriate hours of operations to the Oval's members and customers; listening to the customer is a focus of all staff members as a result;

3. Opportunities exist to be flexible in order to take full advantage of the facility spaces and the sport, fitness and recreation equipment .

These complications and challenges have been anticipated as much as reasonably possible and appropriate steps have been factored into the Corporation's business plan for 2011.

Human Resources:

As the Oval's operations expand with the growth in memberships, the need to manage the growing size and related cost of the staff that run the facility, programs and events is monitored through a strict budget procedure and regular financial and operational reporting.

APPENDIX E: MANAGEMENT'S RESPONSIBILITIES FOR INTERNAL CONTROLS AND FINANCIAL STATEMENTS

To the sole shareholder of the Richmond Olympic Oval Corporation,

The accompanying financial statements of the Corporation and all information in this annual report are the responsibility of management and have been reviewed and approved by the Corporation's Board of Directors. These financial statements and related notes have been prepared by management in conformity with accounting principles generally accepted in Canada and necessarily include amounts based on management's informed judgments and estimates. Financial information included elsewhere in this annual report is consistent with that contained in the financial statements.

To assist management in fulfilling its responsibilities, a system of internal accounting controls has been established by the Corporation to provide reasonable assurance that the financial statements are accurate and reliable and that assets are safeguarded. Management believes that the systems of internal controls have operated effectively for the year ended December 31, 2010.

KPMG LLP, Chartered Accountants, appointed by the sole shareholder, have audited the financial statements and conducted a review of internal accounting policies and procedures to the extent required by generally accepted auditing standards in Canada and performed such tests as they deemed necessary to enable them to express an opinion on the financial statements.

The Board of Directors, through its Audit Committee, is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal controls, and is ultimately responsible for reviewing and approving the financial statements. The Audit Committee is composed of five independent directors who are not employees of the Corporation. The Audit Committee meets regularly with management and, on an as needed basis, with KPMG LLP to review the activities and to discuss internal control, accounting, auditing and financial matters and reports its findings to the Board of Directors.



President and Chief Executive Officer



Chief Financial Officer

APPENDIX F: AUDITED FINANCIAL STATEMENTS

Financial Statements of

RICHMOND OLYMPIC OVAL CORPORATION (formerly 0827805 B.C. Ltd.)

Year ended December 31, 2010



KPMG Enterprise™
Metrotower II 2400 - 4720 Kingsway
Burnaby BC V5H 4N2
Canada

Telephone: (804) 527-3800
Fax: (804) 527-3836
Internet: www.kpmg.ca/enterprise

INDEPENDENT AUDITORS' REPORT

To the Shareholder of Richmond Olympic Oval Corporation

We have audited the accompanying financial statements of Richmond Olympic Oval Corporation (formerly 0827805 B.C. Ltd.), which comprise the balance sheet as at December 31, 2010 and the statements of operations and retained earnings and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian generally accepted accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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 comply with ethical requirements and plan and perform an audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Richmond Olympic Oval Corporation as at December 31, 2010 and the results of its operations and its cash flows for the year then ended in accordance with Canadian generally accepted accounting principles.

Chartered Accountants

April 27, 2011
Burnaby, Canada

KPMG LLP is a Canadian limited liability partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International, a Swiss cooperative. KPMG Canada provides services to KPMG LLP.

RICHMOND OLYMPIC OVAL CORPORATION

Balance Sheet

December 31, 2010, with comparative figures for 2009

	2010	2009
Assets		
Current assets:		
Cash	\$ 390,901	\$ 1,021,195
Accounts receivable	317,468	88,918
Inventory	2,614	2,046
Prepaid expenses	330,513	430,565
Deferred lease costs (note 5)	13,871	-
	1,055,367	1,542,724
Deferred lease costs, long term portion (note 5)	119,448	-
Capital assets (note 6)	823,975	1,176,978
Other Assets	700	700
	\$ 1,999,490	\$ 2,720,402
Liabilities & Shareholder's Equity		
Current liabilities		
Accounts Payable & Accrued Liabilities	\$ 720,965	\$ 571,982
Obligations under capital leases (note 7)	231,891	242,199
Deferred revenue (note 8)	535,525	78,023
Due to the City of Richmond (note 9)	214,775	103,205
	1,703,156	995,409
Obligations under capital leases (note 7)	205,662	469,033
Rental deposit	26,761	-
	1,935,579	1,464,442
Shareholder's equity		
Share capital (note 10)	1	1
Retained earnings	63,910	1,255,959
	63,911	1,255,960
Commitments (note 3)		
Economic dependence (note 13)		
	\$ 1,999,490	\$ 2,720,402

See accompanying notes to financial statements.

Approved on behalf of the Board:



Director



Director

RICHMOND OLYMPIC OVAL CORPORATION

Statement of Operations and Retained Earnings

For the year ended December 31, 2010, with comparative figures for 2009

	2010	2009
Revenue		
2010 Games Operating Trust Fund (note 4)	\$ 2,304,796	\$ 5,536,509
Grant from City of Richmond (note 11)	1,500,000	1,050,000
Memberships, admissions and programs	1,437,025	1,498,041
Other	180,136	31,267
	5,421,957	8,115,817
Expenses		
Salaries and benefits	3,646,871	3,354,065
Utilities	821,064	973,988
Amortization	485,324	402,292
Supplies and equipment	398,497	397,052
Insurance	324,342	303,621
General and administration	377,843	459,911
Marketing and sponsorship	293,260	376,199
Program services	101,588	264,762
Professional fees	136,820	230,233
Recruiting and consulting	28,397	72,627
Opening ceremonies and special events	-	172,584
	6,614,006	7,007,334
Net earnings (loss)	(1,192,049)	1,108,483
Retained earnings, beginning of year	1,255,959	147,476
Retained earnings, end of year	\$ 63,910	\$ 1,255,959

See accompanying notes to financial statements.

RICHMOND OLYMPIC OVAL CORPORATION

Statement of Cash Flows

For the year ended December 31, 2010, with comparative figures for 2009

	2010	2009
Cash provided by (used in):		
Operations:		
Net earnings (loss)	\$(1,192,049)	\$1,108,483
Amortization, an item not involving cash	485,324	402,292
Changes in non cash operating working capital:		
Accounts receivable	(228,550)	(68,447)
Inventory	(568)	(2,046)
Prepaid expenses	100,052	(186,850)
Deferred lease costs	(13,871)	-
Accounts payable and accrued liabilities	148,983	61,155
Deferred revenue	457,502	(770,709)
Due to the City of Richmond	111,570	1,017,447
	(131,607)	1,561,325
Investing		
Purchase of equipment	(170,839)	(424,371)
Deferred lease costs	(119,448)	-
Increase in other assets	-	(700)
	(290,287)	(425,071)
Financing		
Repayment of obligations under capital leases	(235,161)	(202,224)
Rental deposit	26,761	-
	(208,400)	(202,224)
Increase (decrease) in cash	(630,294)	934,030
Cash, beginning of year	1,021,195	87,165
Cash, end of year	\$ 390,901	\$ 1,021,195
Supplementary Information		
Interest paid	\$ 15,965	\$ 22,872
Assets acquired under capital lease	-	188,172
Provincial sales tax adjustment to assets under capital leases	(38,517)	-

See accompanying notes to financial statements.

RICHMOND OLYMPIC OVAL CORPORATION

Notes to Financial Statements

For the year ended December 31, 2010, with comparative figures for 2009

1. Incorporation and nature of business:

The Richmond Olympic Oval Corporation (the "Corporation") was incorporated on June 16, 2008 under the Business Corporations Act of British Columbia as a municipal corporation wholly-owned by the City of Richmond (the "City"). On August 10, 2010, the Corporation changed its name from 0827805 B.C. Ltd. to Richmond Olympic Oval Corporation. The business of the Corporation is to use the Richmond Olympic Oval facility (the "Oval") to provide a venue for a wide range of sports, business and community activities, including, but not limited to, being the long-track speed skating venue for the 2010 Olympic and Paralympic Winter Games (the "Games").

2. Significant accounting policies:

(a) Basis of presentation:

(i) Accounting principles:

These financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles (GAAP).

(ii) Statement of earnings and retained earnings:

The Oval land and building complex and its major equipment components are the property of the City and are not recorded in these financial statements. Construction of the Oval was completed in December 2008 at which time operations of the Oval commenced.

During the four-month period from December 1, 2009 to March 31, 2010, the Vancouver Organizing Committee for the Games ("VANOC") acquired exclusive use of the Oval for the speed skating events of the Games. The VANOC exclusive use period was immediately followed by the legacy conversion of the Oval into a multi-sport and recreation facility. The conversion was substantially completed by August 31, 2010 and the costs were paid by the City. During these two periods, substantially all Oval revenue-earning operations from membership, admission and programs ceased but certain operating expenses continued to be incurred.

(b) 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 the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Significant areas requiring the use of management estimates relate to the determination of valuation of accounts receivable, useful lives of equipment for amortization, and deferred lease costs. Actual amounts may ultimately differ from these estimates. The estimates are reviewed periodically and as adjustments become necessary, they are recorded in earnings in the year in which they become known.

(c) Revenue recognition:

Memberships, admissions and programs fees are recorded as revenue in the period that the services are rendered, with any unearned portion recorded as deferred revenue. Annual distributable amounts and trust income amounts are recognized as revenue when the amounts are approved by 2010 Games Operating Trust (note 4) and when the related operating expenses and capital maintenance costs of the Oval are incurred.

Sponsorship revenues are deferred and amortized to revenue over the term of sponsorship agreements.

(d) Capital assets:

Capital assets are recorded at cost. Amortization is provided on a straight-line basis at rates that reflect estimates of the economic lives of the assets over the following periods:

ASSETS	RATE
Athletic equipment	5 years
Automobile	5 years
Computer software and equipment	3 years
Uniforms, ice skates and helmets	3 years
Signage	3 years

Tenant improvements are amortized over the term of the lease.

Capital assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized for the amount by which the carrying amount of the asset exceeds the fair value of the asset.

(e) Assets held under capital lease:

Assets held under capital lease are stated at historical cost, being the lesser of the present value of the future minimum lease payments and fair value at the date of acquisition, and are amortized on a straight-line basis over their estimated useful lives.

(f) Deferred lease costs:

The initial direct costs incurred in connection with leases of rental properties in the Oval are deferred and amortized over the initial term of the leases. Such costs include agent commissions, legal fees, and costs of negotiating the leases.

(g) Pension plan:

The Corporation and its employees make contributions to the Municipal Pension Plan (the "Plan"). As the Plan is a multi-employer plan, these contributions are expensed as incurred.

(h) Income taxes:

The Corporation is not subject to income taxes as it is a municipal corporation wholly-owned by the City of Richmond.

(i) Financial instruments:

The Corporation accounts for its financial instruments in accordance with the Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3855, Financial Instruments - Recognition and Measurement, CICA Handbook Section 3861, Financial Instruments - Disclosure and Presentation, and CICA Handbook Section 3865, Hedges.

These sections require that all non-derivative financial assets and liabilities be measured at fair value with the exception of loans and receivables, other financial liabilities and held-to-maturity investments, which should be measured at amortized cost; and certain exceptions which are not applicable to the Corporation. The section also requires that gains and losses on financial instruments measured at fair value be recognized in net earnings in the periods in which they arise, with certain exceptions which are not applicable to the Corporation. In addition, disclosure with an emphasis on risks associated with both recognized and unrecognized financial instruments to which an entity is exposed during the year and at the balance sheet date, and how an entity manages these risks, is provided in the financial statements.

The Corporation's financial instruments are accounts receivable, amounts due to the City, accounts payable and accrued liabilities, and obligations under capital leases. The Corporation classifies its accounts receivable as loans and receivables which are recorded at amortized cost. The Corporation classifies its accounts payable and accrued liabilities and obligations under capital leases as other liabilities which are recorded at amortized cost.

(j) Financial instruments:

The carrying values of accounts receivable, amounts due to the City and accounts payable and accrued liabilities approximate their fair values due to the short-term nature of these financial assets and liabilities. The carrying values of obligations under capital leases approximate their fair values as the terms and conditions of the borrowing arrangements are comparable to current market terms and conditions for similar items.

It is management's opinion that the Corporation is not exposed to significant interest, currency, or credit risk arising from these financial instruments.

(k) Future accounting changes:

The Public Sector Accounting Board recently approved changes to the scope of Public Sector Accounting Standards ("PSAB"). These amendments require that government business enterprises adopt International Financial Reporting Standards ("IFRS") for periods beginning on or after January 1, 2011. A government business enterprise is one with self-sustaining commercial type operations. Government organizations that are not considered to be business enterprises are either government not-for-profit organizations or other government organizations. Other government organizations will have the option to either adopt IFRS or to prepare their financial statements in accordance with PSAB.

As the Corporation is not expected to be self-sustaining as at January 1, 2011, it would be categorized as an other government organization. Management has determined that the Corporation will adopt PSAB which will then make it consistent with the reporting standard of the City of Richmond.

3. Richmond Oval Agreement:

The Corporation is party to the Richmond Oval Agreement (the "Agreement") with the City, which had an effective date of July 1, 2008. The Agreement established the terms and conditions of the relationship between the City and the Corporation. Under the terms of the Agreement:

(a) The Corporation:

- (i) leases the Oval for a term of twenty-five years for \$1;
- (ii) has the power to manage, operate, use and occupy the Oval;
- (iii) is responsible for repairing and maintaining all components of the Oval;
- (iv) will receive all revenue and be responsible for all operational expenses and capital expenditures of the Corporation (see (b)(iii) below);
- (v) will, in 2011, allocate from shareholder's equity to a Sustaining Capital Reserve and an Operating Capital Reserve a total of \$1.7 million to be represented by cash in a capital reserve bank account; subsequent to 2011, the amount of the contribution to the Capital Reserve will be determined by the Capital Works Committee;
- (vi) will indemnify and save harmless the City from any losses or damages arising from or which have occurred as a result of rights and obligations under the Agreement;
- (vii) will maintain property and liability insurance on the Oval;
- (viii) will not allow any encumbrances to be registered against the Oval;
- (ix) will prepare and deliver to the City, on an annual calendar year basis, audited financial statements prepared in accordance with GAAP and an annual report, no later than April 30 of the following fiscal year; and
- (x) will prepare and deliver to the City, financial reports, at dates to be determined by the City, on the financial matters of the Corporation.

(b) The City:

(i) will provide, for the first fifteen years of the term, financial support as agreed between the City and the Corporation from time to time; for the years 2010, 2011 and 2012 the annual financial support shall not be less than \$1.5 million per year indexed at the City of Vancouver's Consumer Price Index. After fifteen years, any financial assistance from the City will be as determined by the City in its sole discretion;

(ii) will pay any funds received from the 2010 Games Operating Trust ("GOT") (note 4) to the Corporation within 30 days of receipt; and

(iii) is responsible for completing construction of the Oval in the Pre-Games configuration and for re-configuring the Oval into the post-games configuration at the City's cost.

4. 2010 Games Operating Trust Fund:

On November 14, 2002, under the terms of the Multiparty Agreement for the Games, the Government of Canada and the Province of British Columbia agreed to establish the Legacy Endowment Fund (the "Fund") and to each contribute \$55 million. On March 31, 2004, under the terms of the 2010 Games Operating Trust Agreement, an irrevocable trust was created known as GOT and the 2010 Games Operating Trust Society (the "Society") became the trustee of the Fund. The purpose of the Fund is to fund operating expenses and capital maintenance costs of certain facilities created for the Games, specifically the Oval and the Whistler Sliding Centre and Nordic Centre, and to assist with the continued development of amateur sport in Canada. Subsequent to the formation of the Trust, the City, as owner of the Oval, became a beneficiary of the Trust and became responsible for complying with obligations set by the Trust and GOT in order to receive funding.

Effective December 31, 2007:

(a) the Fund was divided into three funds: the Speed Skating Oval Fund; the Whistler Sliding Centre and Nordic Centre Fund, and the Contingency Fund; and

(b) the capital and any accumulated but undistributed income of the Fund was divided as follows: Speed Skating Oval Fund (40%), Whistler Sliding Centre and Nordic Centre Fund (40%), and the Contingency Fund (20%).

Effective April 21, 2009, the City entered into an agreement with VANOC. The agreement details the terms and conditions to which the City is required to adhere in order to receive funding from GOT. When VANOC ceases to exist after the Games, the agreement will be assigned to GOT or, with the consent of the City, to another party. As of the reporting date, VANOC has not dissolved and the agreement has not yet been assigned to GOT.

Funds from GOT are paid to the City, and as indicated in note 3(b)(ii), the funds are then paid to the Corporation.

The fund balance of the Speed Skating Oval Fund, after distributions as at December 31, 2010, is \$43,703,000 (2009 - \$40,403,111).

Revenue from GOT is comprised of:

	2010	2009
Revenue recognized from Trust income from 2008	\$ -	\$ 805,985
2007 annual distributable amount received in 2009	-	2,497,065
2008 annual distributable amount received in 2009	-	2,233,459
2009 annual distributable amount received in 2010	2,304,796	-
	\$ 2,304,796	\$ 5,536,509

The 2010 annual distributable amount has been approved by GOT in 2011. 80% of the approved amount of \$2,739,398 was received in March 2011 and the remaining amount will be received in June 2011. The Corporation will record this amount as revenue in fiscal year 2011.

5. Deferred lease costs:

Lease commission	\$ 60,673
Legal Fees	66,491
Salaries and benefits	8,350
	135,514
Less: amortization	2,195
	133,319
Current portion of deferred lease costs	13,871
Long term portion of deferred lease costs	\$ 119,448

6. Capital assets:

The cost and net book value of capital assets is as follows:

	Cost	DECEMBER 31, 2010	
		Accumulated Amortization	Net Book Value
Assets under capital lease	\$ 905,888	\$ 584,524	\$ 321,364
Athletic equipment	480,332	155,813	324,519
Computer software and equipment	152,672	54,882	97,790
Uniforms, ice skates, and helmets	96,211	60,239	35,972
Signage	36,351	14,273	22,078
Automobile	23,158	1,930	21,228
Tenant improvements	16,979	15,955	1,024
	\$ 1,711,591	\$ 887,616	\$ 823,975

	DECEMBER 31, 2009		
	Cost	Accumulated Amortization	Net Book Value
Assets under capital lease	\$ 944,406	\$ 280,342	\$ 664,064
Athletic equipment	406,564	65,471	341,093
Computer software and equipment	87,575	17,421	70,154
Uniforms, ice skates, and helmets	89,922	28,167	61,755
Signage	33,824	2,819	31,005
Tenant improvements	16,979	8,072	8,907
	\$ 1,579,270	\$ 402,292	\$ 1,176,978

Assets under capital lease include audio and visual equipment, printers, drivers, computer hardware and other information technology equipment. The lease agreements are between the City and the Municipal Finance Authority of the Province of British Columbia. The equipment is used solely by the Corporation and, accordingly, the leased assets are capitalized and the related obligation recorded in the accounts of the Corporation. The lease payments made by the City are charged at cost to the Corporation.

7. Obligations under capital leases:

The capital leases have an estimated cost of borrowing ranging from 0.21% to 0.35% per month. The principal and interest payments as at December 31, 2010 and 2009 are as follows:

	2010	2009
Total minimum lease payments	\$ 449,720	\$ 739,365
Imputed interest	(12,167)	(28,133)
	437,553	711,232
Current portion of deferred lease costs	231,891	242,199
Long term portion of deferred lease costs	\$ 205,662	\$ 469,033

As of December 31, 2010, the Corporation was committed to payments under capital leases as follows:

2011	\$ 241,275
2012	199,928
2013	8,517
	\$ 449,720

8. Deferred revenue:

	2010	2009
Memberships and programs to be serviced in next fiscal year	\$ 267,752	\$ 78,023
Sponsorship fees	246,525	-
Rental deposit	21,248	-
	\$ 535,525	\$ 78,023

9. Due to the City of Richmond:

The amount due to the City of Richmond arises in the normal course of business.

10. Share capital:

Authorized:

Unlimited number of common shares without par value.

Issued:

One common share for cash of \$1.

11. Related party transactions:

The Corporation leases the Oval from the City for \$1 annually (note 3).

Included in general and administration expenses is a management fee of \$30,000 to the City for the provision of city staff time in fiscal year 2010 (2009 - \$60,000).

Included in salaries and benefits expense is a charge of \$42,515 (2009 - \$173,639) relating to the costs of City staff time charged to the Corporation for services performed during 2010.

During 2010, the Corporation received a contribution from the City of \$1,500,000 (2009 - \$1,050,000) (note 3(b)(i)).

In January 2011, pursuant to the Richmond Oval Agreement (note 3(b)(i)), the Corporation received a contribution of \$1,522,500 from the City. In addition, the City has approved a further contribution of \$1,500,000 which is to be made in 2011.

12. Pension plan:

The Corporation and its employees contribute to the Pension Plan, a jointly trustee pension plan. The Board of Trustees, representing plan members and employers, is responsible for overseeing the management of the Plan, including the investment of the assets and administration of benefits. The Plan is a multi-employer contributory pension plan. Basic pension benefits provided are defined. As at December 31, 2009, the Plan had about 163,000 active members and approximately 60,000 retired members. Active members include approximately 44,000 contributors from local governments.

Every three years an actuarial valuation is performed to assess the financial position of the Plan and the adequacy of Plan funding. The most recent valuation as at December 31, 2009 indicated an unfunded liability of \$1.024 million for basic pension benefits. The next actuarial valuation will be performed as at December 31, 2012 with results available in 2013.

During the current fiscal year, the Corporation paid \$140,257 (2009 - \$109,476) as employer contributions to the Pension Plan.

13. Economic dependence:

The Corporation is economically dependent on receiving funding from GOT and the City.

14. Capital disclosures:

The Corporation's capital consists of its share capital and retained earnings. The Corporation's objective when managing capital is to safeguard its assets and to ensure that adequate capital is managed for future requirements. The procedures in place to achieve these goals include establishing effective internal controls, the review and approval of annual budgets and ongoing review of interim financial statements by the board of directors.

15. Comparative figures:

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



**CNCL - 76
(Special)**



RICHMOND OLYMPIC OVAL

6111 River Road
Richmond BC V7C 0A2
T| 778.296.1400
F| 778.296.1429
richmondoval.ca

**CNCL - 77
(Special)**