

HIGHWAY 2000



NROCC



National Road Operating and Constructing Company Limited

ANNUAL REPORT

2015-2016



TABLE OF CONTENTS

1. CHAIRMAN’S AND MANAGING DIRECTOR’S REPORT	3
1.1. HIGHWAY 2000 PROJECT OVERVIEW	3
1.2 NORTH-SOUTH LINK HIGHWAY (FERRY/CAYMANAS TO OCHO RIOS)	4
1.2.1 GENERAL ISSUES	4
1.2.1.1 LAND DELIVERY	4
1.2.1.2 EMPLOYMENT:	5
1.2.1.3 ENVIRONMENTAL PERMITS	5
1.2.2. CONSTRUCTION.....	5
1.2.2.1 Section 1 (Caymanas to Linstead):.....	5
1.2.2.2 Section 2 (Linstead to Moneague):.....	6
1.2.2.3 SECTION 3 (MONEAGUE TO OCHO RIOS) :.....	6
1.3 Operations	7
1.3.1 Traffic	7
1.3.2 Road Safety	7
1.4 Quality Management System.....	8
1.5 Community Impact.....	8
2. NROCC’S ORGANIZATIONAL CHART	9
3. BOARD OF DIRECTORS.....	10
4. THE BOARD OF DIRECTORS REPORT	11
5. FIVE YEAR FINANCIAL REVIEW	13
6. PROJECT UPDATE.....	14
6.1. OPERATIONAL REVIEW AND UPDATE	14
6.1.1. ACCELERATING DEVELOPMENT THROUGH INFRASTRUCTURE.....	14
6.1.1.1. LAND ACQUISITIONS	15
6.1.1.2. NORTH - SOUTH LINK (CAYMANAS TO OCHO RIOS)	16
6.1.2. ROAD USER SAFETY	21
6.1.2.1. ACCIDENTS	21
6.1.2.2. ANIMALS ON THE HIGHWAY	23
6.1.2.3. STONE THROWING/ROBBERIES	24
6.1.2.4. FIRE AND SMOKE:	25
6.1.3. ENVIRONMENTAL BALANCE	25
6.1.4. ECONOMIC DEVELOPMENT	26
6.1.5. CUSTOMER SERVICE/QUALITY MANAGEMENT SYSTEM	28
6.1.6. ORGANIZATIONAL DEVELOPMENT AND EFFICIENCY IMPROVEMENT.....	28
6.1.6.1. MAINTENANCE OF CERTIFICATION OF ISO 9001 QUALITY MANAGEMENT SYSTEM (QMS).....	29



6.1.6.2. TRAINING29

6.1.6.3. OPERATIONAL EXPENSES29

6.1.7. PROJECTIONS.....30

7 DIRECTORS’ COMPENSATION - 2015-2016.....31

8 SENIOR EXECUTIVE COMPENSATION - 2015-201632

9 AUDITORS’ REPORT & AUDITED FINANCIAL STATEMENTS33

 Statement of Profit or Loss and Other Comprehensive Income36

(j) **Resale agreements**20

Appendix 1 – STATUS REPORT FOR FINANCIAL YEAR 2015-201650

Appendix 2 – REVISED OPERATIONAL PLAN – 2016/201755



1. CHAIRMAN'S AND MANAGING DIRECTOR'S REPORT

1.1. HIGHWAY 2000 PROJECT OVERVIEW

The National Road Operating and Constructing Company Limited (NROCC), also known as the Grantor, is a public company formed to represent the Government of Jamaica's interest under a Concession Agreement signed in 2001 for the establishment, development, financing, operation and maintenance of a tolled highway.

NROCC entered into an arrangement with the Developer, Transjamaican Highway Limited (TJH) for the design, construction, operation and maintenance of the Highway 2000 toll road. The project was conceived as a public-private partnership and implemented as a build-finance-operate and transfer (BFOT) 35-year concession scheme. NROCC also has the responsibility for monitoring the performance of the Developer to assure compliance with the requirements of the existing Concession Agreement and for monitoring new tolled roads which are added to the network. NROCC purchases properties affected by the Highway alignment on behalf of the Government of Jamaica and also provides partial funding to the project.

In 2012 NROCC signed a second Concession for the implementation of Phase 2 of the Highway 2000 project from Caymanas to Ocho Rios under a 50-year BFOT concession with Jamaica North South Highway Company (JNSHC).

It is envisioned that Phase 2 of the Highway 2000 project will meet the rapidly growing surface transport needs of the country by establishing a safe and efficient motorway axis linking Kingston and Ocho Rios by passing through the parishes of St. Catherine and parts of St. Ann. The Highway is the largest and most significant infrastructure project ever undertaken in Jamaica as well as the English speaking Caribbean. It features a four lane controlled-access, tolled motorway with fully grade separated interchanges and intersections built according to modern international standards.

The Highway 2000 project is divided into two main phases which are further sub-divided into sections as shown below:

Phase 1

- Phase 1A (~46 km) – Kingston to Sandy Bay
- Phase 1B (~ 10.5 Km) - Sandy Bay to May Pen
- Phase 1C (~ 27.5 Km) – May Pen to Williamsfield





Phase 2

Phase 2A (~67 km) - Caymanas to Ocho Rios (Includes Mt. Rosser Bypass)
Phase 2B – Williamsfield to Montego Bay.

Phase 1A of the Highway was completed in 2006 July. Phase 1B was completed in 2012 August. Section 2 (Mount Rosser Bypass) of Phase 2A was completed in August 2014.

Construction of Phase 2A (Sections 1 and 3) was completed during the reporting period 2015/2016, and was opened in phases; with the entire Highway opened to the public on March 23, 2016. This project includes 9.37 M m³ of sub-grade of earth and stone, 587,000 m³ drainage works and masonry, 596m in total length of bridges, 97 mainline culverts, 1.15 M m² asphalt concrete pavement, 5 interchanges, 1 service area and a tag express lane at each toll plaza.

1.2 NORTH-SOUTH LINK HIGHWAY (FERRY/CAYMANAS TO OCHO RIOS)

1.2.1 GENERAL ISSUES

1.2.1.1 LAND DELIVERY

All the lands required were delivered as scheduled. In addition, in discussion with the Developer a number of new areas were also delivered to assist the Developer to expedite his works. In keeping with the Concession Agreement, the entire length of the right of way was delivered to the Developer.

In order to meet this requirement, lands were acquired through a combination of Private Treaty with the owners or Compulsory Acquisition (where the owner is not available or no agreement can be reached). In instances where persons do not have a title, compensation was made to the occupants for the buildings on the property.

Rental assistance and trucking were also provided where necessary. The objective of this program was to try and ensure that persons are not worse off as a result of the construction of the Highway.



During the land acquisition process a total of 400 parcels were acquired with a total of 163 structures. These included 137 household structures, 13 businesses and 13 farm structures.

An approximate total of \$196 million dollars was spent on land acquisition activities for the construction of the North-South Link. This expenditure includes, but is not limited to payment for land and buildings, relocation assistance, crops and legal fees.

Additionally, approximately \$2,156,000.00 was spent on activities relating to the transfer of lands acquired for the East-West segment (Phase 1B).

1.2.1.2 EMPLOYMENT:

As at the end of the reporting period, a total of approximately 2114 persons were employed on the various sections, comprising of approximately 1550 Jamaicans and 564 expatriates (Chinese/Others). These numbers were within the targets specified in the Concession Agreement.



1.2.1.3 ENVIRONMENTAL PERMITS

The Developer received a total of 63 permits, issued by National Environment and Planning Agency [NEPA], the Parish Councils [PC] of St. Catherine and St. Ann, and Mines and Geology. These applied to the various aspects of construction, including, Buildings, Batching Plants, Fuel Storage, Waste Water Treatment, Highway Construction.

1.2.2. CONSTRUCTION

1.2.2.1 Section 1 (Caymanas to Linstead):

Construction started Oct. 2013: Planned Completion Jan 2016

This section of the project includes the construction of 8 bridges, amounting to 496m in length. Also included are, 1 main line toll plaza, 6 overpasses and 3 interchanges along this section. A part of Section 1, Angels to Linstead was opened to the public on February 8, 2016.



The Construction Permit for the Caymanas Interchange was issued to the Jamaica North South Highway Company by the National Environment Planning Agency (NEPA) on May 20, 2015.



1.2.2.2 Section 2 (Linstead to Moneague):

**Construction started Feb. 2013:
Completed August 2014**

Construction on Section 2 of the Highway also known as the Mount Rosser Bypass was completed in August 2014. This was opened to the public on August 6, 2014 and operated free of toll charges for one month.



1.2.2.3 SECTION 3 (MONEAGUE TO OCHO RIOS) :

**Construction started Oct. 2013: Planned
Completion Jan 2016**

Section 3 of Phase 2A includes the construction of 2 bridges, amounting to 100m in length. Also included are, 1 main line toll





plaza and 2 overpasses and 2 interchanges along this section. This section was opened to the public on March 10, 2016.

1.3 Operations

1.3.1 Traffic

Over the year, there was increase in the traffic count on 2000 the East -West Leg of Highway by 5.22% when compared to the 2014-2015 period. During the year the Developer implemented a number of measures designed to increase traffic on the Highway, including an improvement on their marketing strategies.

For the Mount Rosser Bypass, a total of 1,514,562 trips were made During the reporting period

1.3.2 Road Safety

Accidents

The total number of accidents on the East-West leg of Highway 2000 for 2015-2016 decreased slightly to 185 from 187 recorded for 2014-2015 financial year. The analysis of accident data showed that the main cause of accidents for 2015-2016 was bad driving (34%) followed by mechanical defects (26%).

The number of accidents was also reported for the North South Link of Highway 2000. For the reporting period, this would be the Mount Rosser Bypass. The total number reported for the year for this link is 54.

Fire and Smoke

The incidences of fire and smoke on the toll roads for 2015-2016 showed an overall decrease of 5.22% compared with the similar period in 2014-2015. The Developer continued to work with the Sugar Estates and the Fire Department to mitigate these activities and the effects they have on the users of the Highway.

During the reporting period, there were 480 animals sighted on the Mount Rosser Bypass (MRB).



1.4 Quality Management System

During the year NROCC continued to strive for maintenance of the ISO 9001 certification of its operations. NROCC underwent a recertification audit by the National Certification Body of Jamaica (NCBJ) in December 2015 which resulted in successful recertification to the ISO 9001:2008 standard.

1.5 Community Impact

In an effort to guarantee transparency with the stakeholders of the Highway 2000 project, NROCC has facilitated and attended a number of meetings and face-to-face talks with representatives from various communities and agencies.

Throughout the year, NROCC has met with members of the communities of Caymanas, Content, Zephyrton Citizens Association, among others. Recognizing the importance of communication in an undertaking such as this project, questions were answered and plans laid out to aid in a better understanding of all parties of all the issues associated with the implementation of the project.

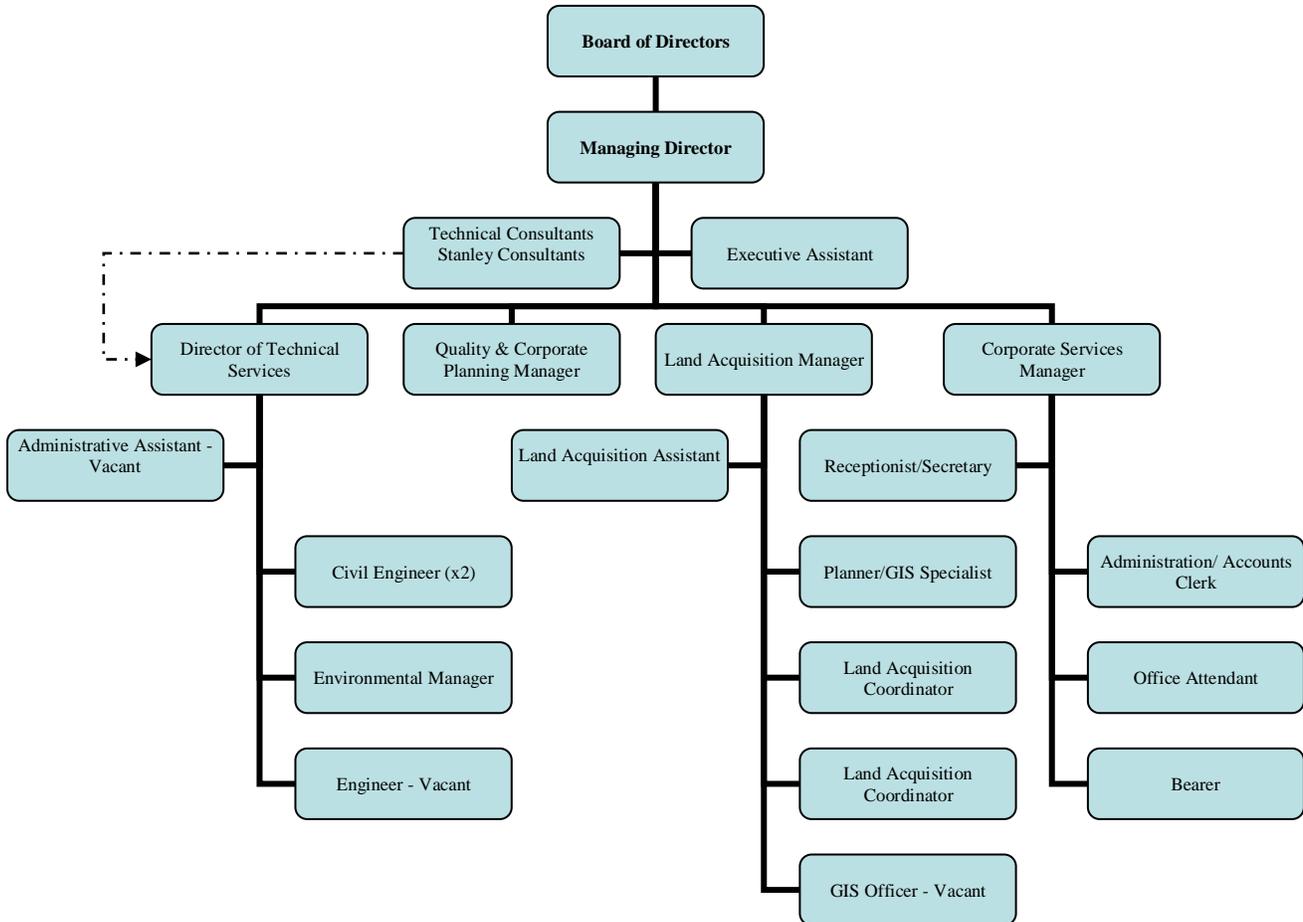
Additionally, meetings were held with representatives of the Jamaica National Heritage Trust, National Environment and Planning Agency, utility companies, National Irrigation Commission, Urban Development Corporation including others. These meetings ensured that all the necessary regulations are being adhered to and all concerns associated with the impact of the project are addressed.

Finally we wish to thank the staff for their efforts during the last year and are confident that we will be able to accomplish our mission despite the impending challenges.

Dr. Wayne Reid – Chairman
Mr. Ivan P.G. Anderson – Managing Director



2. NROCC'S ORGANIZATIONAL CHART





3. BOARD OF DIRECTORS

<p style="text-align: center;">Dr. Wayne Reid <i>Chairman</i></p> <p style="text-align: center;">Jentech Consultants Limited</p>	
<p style="text-align: center;">Mr. Ivan Anderson <i>Managing Director</i></p> <p style="text-align: center;">National Road Operating & Constructing Company Ltd.</p>	<p style="text-align: center;">Mrs. Janet Coleman-Howlett <i>Director, Works Policy</i></p> <p style="text-align: center;">Ministry of Transport, Works & Housing</p>
<p style="text-align: center;">Mr. Rezworth Burchenson <i>Managing Director</i></p> <p style="text-align: center;">Prime Asset Management Ltd.</p>	<p style="text-align: center;">Mrs. Veronica Warmington <i>Senior Director - Public Private Partnerships</i></p> <p style="text-align: center;">Ministry of Finance and Planning</p>
<p style="text-align: center;">Mr. Steven Whittingham <i>Managing Director</i></p> <p style="text-align: center;">GK Capital Management Ltd.</p>	<p style="text-align: center;">Ms. Millicent Hughes <i>Deputy Financial Secretary, Technical Advisory Coordination</i></p> <p style="text-align: center;">Ministry of Finance & Planning</p>



4. THE BOARD OF DIRECTORS REPORT

The Directors submit their Annual Report together with the Audited Financial Statements for the year ended 2016 March 31.

Subcommittees

The NROCC Board of Directors is further divided into two (2) subcommittees; Audit and Finance/Human Resources.

Audit

This subcommittee was established to assist in the oversight pertaining to integrity of the financial statements, compliance with the relevant Acts and policies, the independence and qualifications of the independent auditors and the performance of the internal audit function and independent auditors. These activities included reviewing internal system of audit and financial controls, the effectiveness of the auditing, compliance and risk management functions, overseeing the relationship between the Company and its external auditors, ensuring compliance with legal and regulatory requirements, ensuring the production and timely submission of the yearly Audited Financial Statements. The Committee members include:

- Ms. Millicent Hughes – Chairman
- Mrs. Janet Coleman-Howlett
- Mr. Ivan Anderson – Managing Director
- Dr. Wayne Reid – exofficio member

Finance/Human Resources

This subcommittee oversaw NROCC's operating and financing activities and issues relating to Administration and Human Resources. It is responsible for reviewing the monthly financial statements as presented by the agency which supplied accounting services, Development Bank of Jamaica Limited. This included ensuring that NROCC stays in compliance with guidelines and policies as determined by the Government of Jamaica. The Committee members include:

- Mr. Rezworth Burchenson – Chairman
- Mrs. Veronica Warmington
- Mr. Steven Whittingham
- Mr. Ivan Anderson – Managing Director
- Dr. Wayne Reid – exofficio Member



Financial Overview

NROCC reported a loss of J\$6,210,573,000 for the financial year ended 2015 March 31. This represents a decrease over the previous financial year when the reported loss was J\$7,593,605,000. NROCC continued to have no revenues as seen in the five-year financial review. The company recorded a growth of J\$1,143,947,000 in its total assets, moving from J\$22,036,209,000 at the end of the previous financial year to J\$23,180,156,000 at the end of 2015 March.

Administrative and general expenses amounted to J\$306,112,000 compared with J\$485,197,000 for the 2013/2014 financial year. The single largest element of the administrative expenses was related to staff costs which amounted to J\$89,563,000.

Further details may be found in the attached audited financial statements for period ending 31 March 2015.

Dividends

The company is not in a position to declare a dividend at this time.

Directors

The names of the Directors are shown in the list of Directors in Section 3.

Auditors

KPMG Chartered Accountants were selected as Auditors for the Company for the 2015-2016 period.

Scope

Proposed changes to the scope of the organization for the 2016/2017 period are outlined in the attached revised Operation Plan for 2016/2017 in Appendix 2.



5. FIVE YEAR FINANCIAL REVIEW

	\$ '000	\$ '000	\$ '000	\$ '000	\$ '000
	2016	2015	2014	2013	2012
Revenue	-	-	-	-	-
Administrative & general expenses	-270,663	-306,112	-485,197	-617,237	-310,235
Operating loss	-270,663	-306,112	-485,197	-617,237	-310,235
Impairment loss	180,504	144,256	-272,066	-343,302	-
Gain on sale of bonds	-	-	-	-	7,743,850
Miscellaneous income	-	-	-	-	316
Finance income	1,201,674	1,055,815	1,884,518	2,398,881	196,479
Finance costs	-7,211,877	-6,451,380	-8,274,394	-8,159,214	-4,310,903
Inflation compensation on Real Return Convertible Bonds	-484,099	-653,241	-1,049,852	-869,044	-647,409
Profit/(loss) before income tax	-6,584,389	-6,210,573	-7,593,605	-7,588,997	-2,672,098
Income tax credit	-	-	-	-	-
Other comprehensive income:	-	-	-	-	-
Profit/(loss) for the year, being total comprehensive income/(loss) for the year	-6,584,389	-6,210,573	-7,593,605	-7,588,997	2,672,098
Percentage increase over previous year	6	18	0.06	-384	119
Total Assets	24,234,705	23,180,156	22,036,209	20,340,072	18,947,321
Net Equity	-56,639,913	-50,055,524	-43,844,951	-36,251,346	-28,238,149
Total Liabilities	80,874,618	73,235,680	65,881,160	56,591,418	47,185,470
Total equity and liabilities	24,234,705	23,180,156	22,036,209	20,340,072	18,947,321



6. PROJECT UPDATE

6.1. OPERATIONAL REVIEW AND UPDATE

Refer to Appendix 1- Status Report for Financial Year 2015-2016

6.1.1. ACCELERATING DEVELOPMENT THROUGH INFRASTRUCTURE

This strategic objective is reflective of the Company's commitment to contribute to national economic development. The main projects identified for the 2015-2016 planning period were:

1. Acquiring lands for the following sections of Highway 2000:
 - a. Phase 1B-1A (Sandy Bay – May Pen)
 - b. Caymanas to Ocho Rios
2. Facilitating construction of the North-South Link: Phase 2A - Caymanas to Ocho Rios which comprises :
 - a. Caymanas to Linstead,
 - b. Mount Rosser Bypass (MRB),
 - c. Moneague to Ocho Rios
3. Relocation of utilities to facilitate construction of the North-South link.



6.1.1.1. LAND ACQUISITIONS

a. Phase 1B (Sandy Bay – May Pen)

For this phase of the Highway, payment for lands acquired continued during the 2015-2016 year. There are some cases that there has not been completed pay-outs for lands acquired. The majority of instances where property compensation is still outstanding related to those where there were no competent persons to accept payment awarded for lands that were acquired by compulsory acquisitions. In most of these instances persons could not prove ownership of the lands, by producing registered titles.

b. Caymanas to Ocho Rios

All the lands required in keeping with the Concession Agreement were delivered as scheduled. In addition, in discussion with the Developer a number of new areas have also been delivered to assist the Developer in expediting his works.

All the lands included in the finalized corridor in Sections 1 and 3 were delivered to the Developer during the year 2015/2016. This includes 27.7 km for Section 1 and 21 km for Section 3.

On May 20, 2015, NEPA issued to JNSHC the Construction Permit for the Caymanas interchange.

For Section 2, all the properties required for the completion of the Linstead to Moneague section, or the Mount Rosser Bypass, were secured and handed over in previous reporting periods.

The increased payments were in keeping with the efforts made to facilitate possession and handing over of the lands to the developer.

During the reporting period, 51 titles were transferred to NROCC. All the land acquisition activities are now substantially completed. The following table shows the status of titles transferred to NROCC of the 346 titles expected approximately 195 have so far been transferred leaving a balance of 156 outstanding.



Alignments	Titles Outstanding	Titles Transferred
Phase 1A - Mandela to Sandy Bay	7	8
Phase 1B - Sandy Bay to May Pen	23	43
Phase 1C - May Pen to Williamsfield	13	17
Phase 2A - Caymanas to Linstead	67	68
Phase 2A - Mount Rosser By-Pass	43	33
Phase 2A - Moneague to Ocho Rios	5	26
TOTAL	158	195

6.1.1.2. NORTH - SOUTH LINK (CAYMANAS TO OCHO RIOS)

Construction

Section 1 - Caymanas to Linstead

During this period, design documents were submitted to NROCC by the Developer, Jamaica North South Highway Company (JNSHC) and the Contractor, China Harbour Engineering Company (CHEC). These documents were reviewed and comments given to the relevant parties.

It was the objective of NROCC to complete 100% of works on Section 1 by the end of March 2016. As required, the Highway was scheduled to be completed and opened in January 2016. The following table provides information on the progress of works in Sections 1A and 1B, as at March 2016.

Section 1A is defined as the area covering the first 14Km of the Highway and Section 1B is the area which covers the next 12Km.

	Activity	Section (% completed)	
		1A	1B
1	Site clearance	100	100
2	Construction of temporary works	100	100
3	Earthworks cut	100	100
4	Earthworks fill	100	100
5	Construction of retaining wall	100	100
6	Construction of bridge works	100	100
7	Construction of CSP culverts (34)	100	100
8	Construction of box culverts (14)	100	100



9	Slope protection and drainage works	99.7	99.5
10	Pavement construction	100	100
11	Toll Buildings and facilities	98	100
12	Toll collection system and communications	96	99
13	Traffic Signs and Guard Rails, Markings	99	99

Overall completion of works

Section 1A – 99.5%

Section 1B – 99.5%

With the substantial completion of the works as seen in the table above, Section 1A was opened on February 8, 2016. An opening ceremony was held with representatives of the Jamaican and Chinese Governments.

Opening Ceremony for Section 1 of Highway 2000



Section 3 - Moneague to Ocho Rios

During this period, design reviews were ongoing for various elements along this section. These included, but were not limited to:

- Location and dimensions of underpasses and overpasses,
- Traffic assessment reports
- Hydrologic Assessments of Proposed Culvert Crossings
- Geological Surveys
- Road Safety Review Report



It was the objective of NROCC to complete 100% of works on Section 1 by the end of March 2016. As required, the Highway was scheduled to be completed and opened in January 2016. The following table provides information on the progress of works in Section 3 as at March 2016.

	Activity	% Completed
1	Site clearance	100
2	Construction of temporary works	100
3	Earthworks cut	100
4	Earthworks fill	100
5	Construction of retaining wall	100
6	Construction of bridge works	100
7	Construction of CSP culverts (34)	100
8	Construction of box culverts (14)	100
9	Slope protection and drainage works	99.7
10	Pavement construction	100
11	Toll Buildings and facilities	100
12	Toll collection system and communications	96
13	Traffic Signs, Guardrails, Markings	90

Overall completion of works – 99%

With the substantial completion of the works as seen in the table above, Section 3 was opened to the public on March 10, 2016.

The official opening ceremony for the entire North/South Highway took place on March 23, 2016, and was officiated by representatives of China and Jamaica.



6.1.1.3 Relocation of utilities to facilitate construction of the North-South link.

Coordination meetings with the utility companies were ongoing on a biweekly basis. These included representatives from Jamaica Public Service Company Limited (JPSCo), National Water Commission (NWC), FLOW, LIME along with representatives from the Contractor and Developer.

Section 1- Caymanas to Linstead

In Section 1, relocation works were completed in various areas along the alignment. These areas include;

- Rose Hall
- Wakefield
- Banbury
- Cross Pen
- Bog Walk
- Heathfield
- Waterloo
- Crescent



The table below indicates the number of utilities impacted, and the number completed in Section 1 as at March 31, 2016.

	JPS	Water	LIME	FLOW	Others
# of Utilities impacted	19	16	11	6	10
# of utilities completed	19	16	11	6	10

Section 3 –Moneague to Ocho Rios

In Section 3, relocation works were completed in various areas along the alignment. These areas include;

- Phoenix Park
- Malvern Park
- Steer Town
- Roaring River
- Lydford Pen
- Belmont
- Annandale

The table below indicates the number of utilities impacted, and the number completed in Section 3 as at March 31, 2016;

	JPS	Water	LIME	FLOW	Others
# of Utilities impacted	16	16	6	7	8
# of utilities completed	16	16	6	7	8



6.1.2. ROAD USER SAFETY

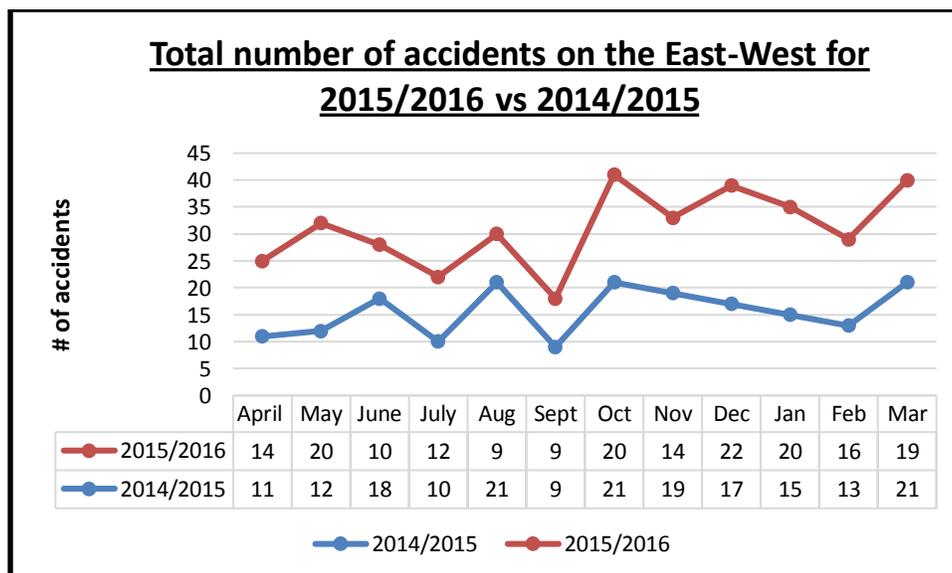
The strategy used for road safety was to monitor the Highway Operating Agreement and to partner with the Developer, Operator and Police to identify and implement safety improvement measures.

6.1.2.1. ACCIDENTS

NROCC achieved the year's targets of analyzing the accident data provided in the Developer's monthly reports to find patterns and trends. The number and categories of accidents along the highway were discussed at the H2K project meetings to arrive at remedial measures that may lead to a possible reduction in the frequency of accidents.

All accidents occurring on the Toll Road were recorded, analyzed and reported by the Operator. The number and causes of accidents were discussed at the project meetings and monthly Operations and Maintenance meetings held with representatives of the Developer, Operator, Contractor, Grantor, Toll Authority, National Works Agency and the Ministry of Transport Works and Housing. Accident data were included in monthly Operations and Maintenance Reports submitted by the Developer (TJH) to NROCC and the Toll Authority, giving the location, cause, gravity and other statistics relating to the accidents.

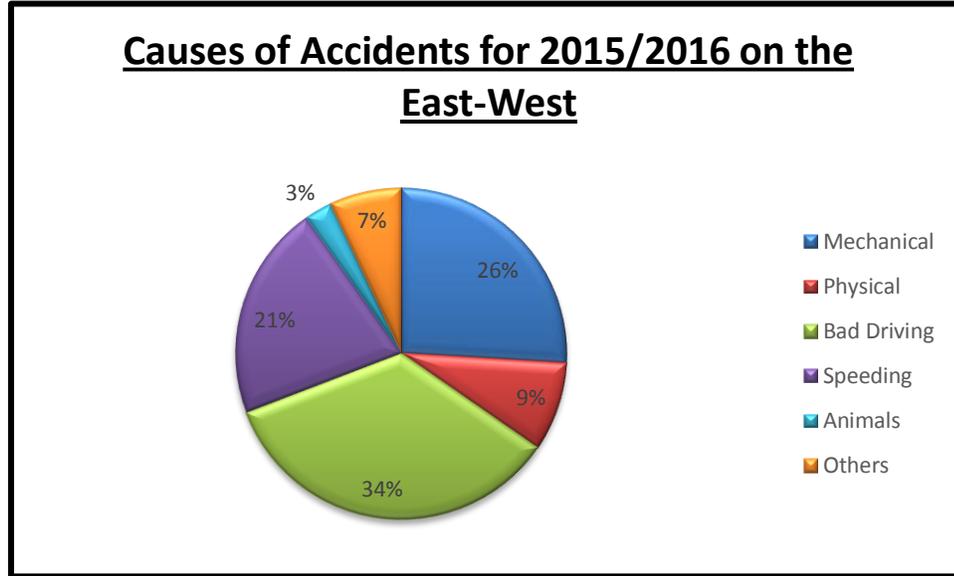
The total number of accidents for 2015-2016 showed a slight decrease when compared to 2014-2015, moving from 187 to 185. The graph below shows the numbers recorded for each month.



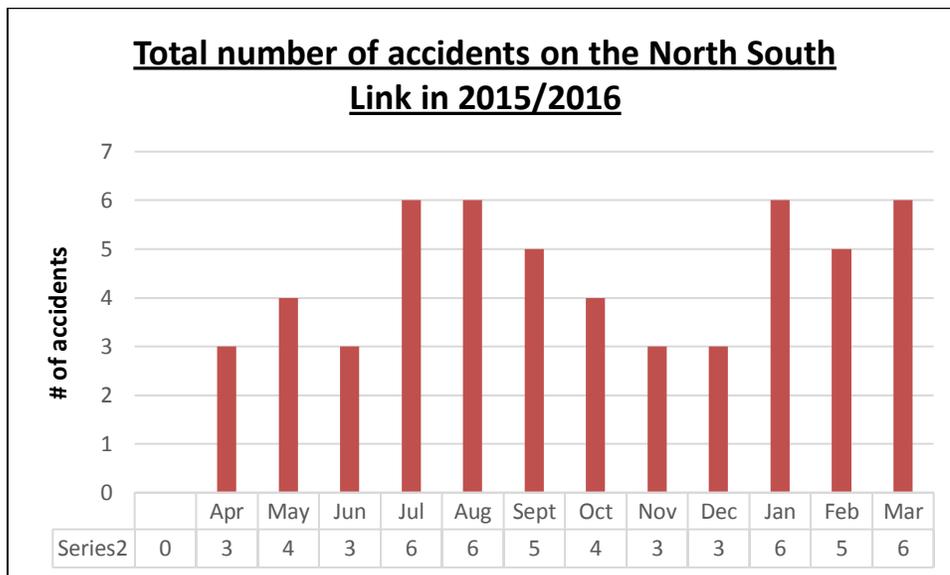


The analysis of accident data showed that the main cause of accidents for 2015-2016 was bad driving (34%) followed by mechanical defects (26%).

The figure below shows the ratio of different causes of accidents in 2015/2016



The number of accidents was also reported for the North South Link of Highway 2000. For the reporting period, this would be the Mount Rosser Bypass. The total number reported for the year for this link is 54. The breakdown for each month is shown in the figure below.



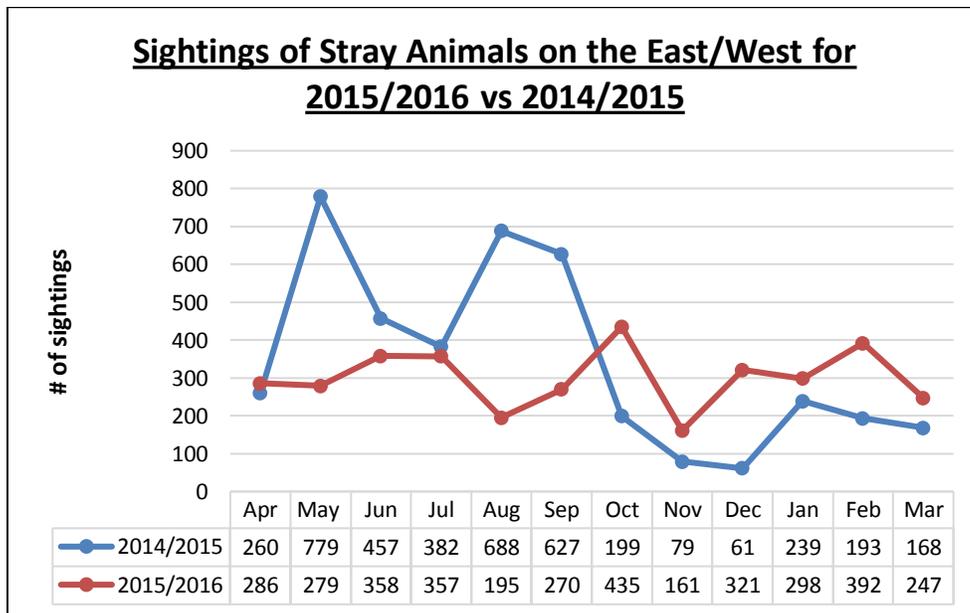


6.1.2.2. ANIMALS ON THE HIGHWAY

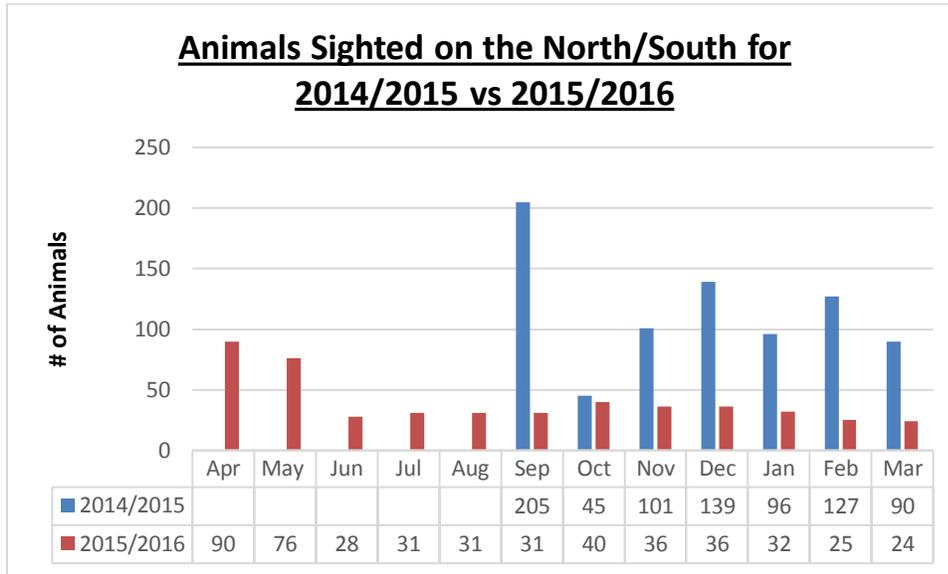
The number of animals crossing the highway as a result of stolen and/or damaged fencing continued to be a major concern. In order to counter this problem the following actions were taken by the Developer:

- a. meetings with members of the community;
- b. replacement of the stolen or damaged chain-linked fence with hog and barbed-wire fence;
- c. repair/replacement of stolen or damaged metallic fence posts with concrete posts;
- d. removal of animals from the Highway, and
- e. erection of signs along the Highway to warn users that caution is necessary as animals may be straying along the thoroughfare.

The graph below shows a decrease in sightings of animals for 2015-2016 compared to 2014-2015. The data shows totals of **4132** in 2014-2015 and **3599** in 2015-2016.

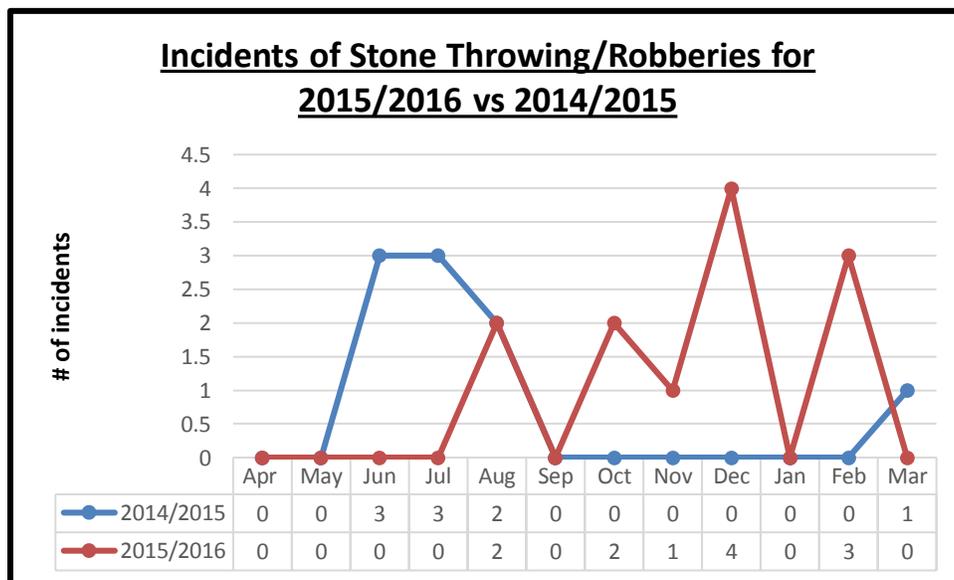


During the reporting period, there were 480 animals sighted on the Mount Rosser Bypass (MRB). The graph below shows the trends over the months of operations.



6.1.2.3. STONE THROWING/ROBBERIES

There was an increase in the number of robberies and stone throwing incidents on the highway in 2015/2016 compared to 2014/2015. As seen in the graph below, the data showed a 33.3% increase over the reporting period, moving from 9 incidents to 12.

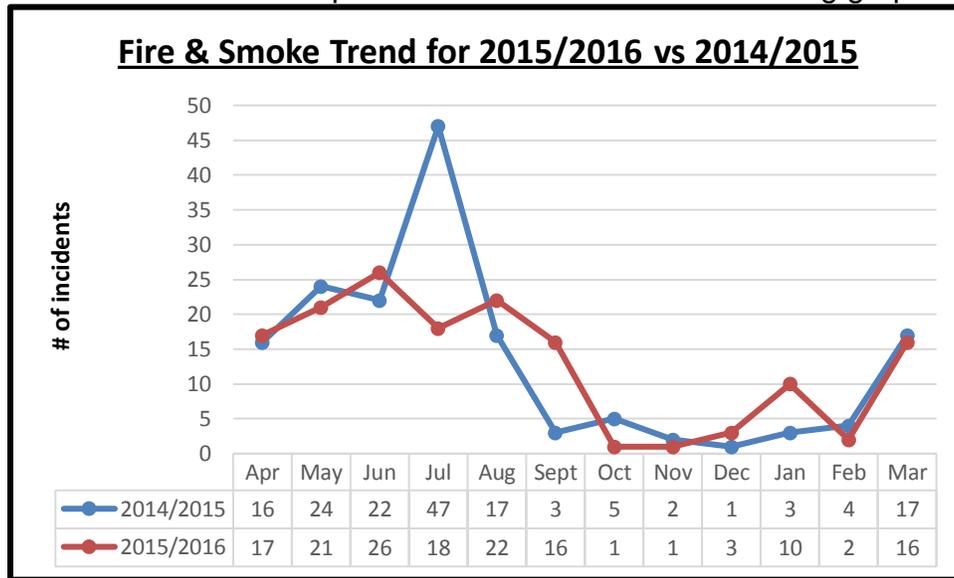




6.1.2.4. FIRE AND SMOKE:

NROCC met the year’s target of tracking the smoke data provided in the Developer’s monthly reports and reviewing the data for patterns and trends. The numbers and trends were discussed at the H2K project meetings and requests were made to the Developer for adverse trends to be acted on.

The incidents of fire and smoke on the toll roads for 2015-2016 showed an overall decrease of 5.22% compared with the similar period in 2014-2015, going from 161 incidents to 153. This comparison can be seen in the following graph.



6.1.3. ENVIRONMENTAL BALANCE

NROCC remained committed to minimizing the impact of the construction of the new highway on the surrounding environment, in compliance with the requisite NEPA requirements as well as Jamaica’s environmental laws. NROCC also committed to adopting applicable Best Environmental Management Practices, which will ensure the best opportunity to protect, preserve and enhance the quality of the natural resources, as well as mitigate environmental impacts that often emerge in the construction of major highway routes.

The Developer received a total of 25 permits (NEPA and from the Parish Councils and Mines and Geology) for the various aspects of construction i.e.: Buildings, Batching Plants, Fuel Storage, Waste Water treatment, Highway Construction, etc.

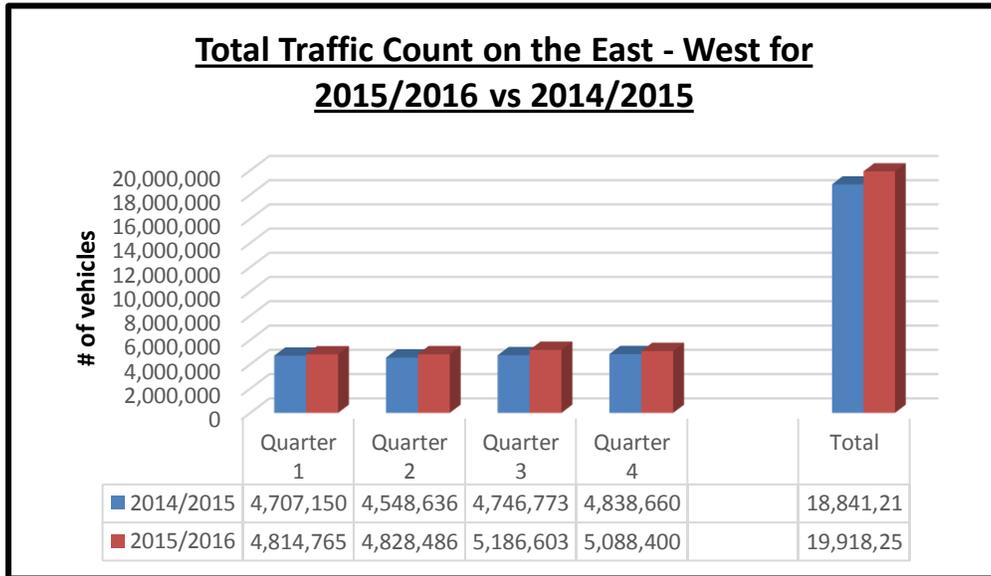
Monitoring mechanisms were developed, implemented and applied to the project with the intention of satisfying all of the requirements. These included:



- a. For the 2015-2016 year, all 12 reports targeted for construction works in progress were completed and submitted by the agreed times.
- b. The target of 8 meetings with the Developer, Toll Authority, MTWH, communities and local authorities on project related environmental activities was met during 2015-2016. Meetings were held with representatives from;
 - Jamaica National Heritage Trust
 - Jamaica Bauxite Institute
 - Urban Development CorporationAdditionally, meetings were held with members of the following communities;
 - Caymanas
 - Content
 - Zephyrton Citizens Association
 - Davis Town
- c. Planned weekly inspections of the completed toll roads were done and where issues required attention, the Grantor's Representative was advised and Routine Surveillance Inspection requests issued to the Developer. The targeted 11 reports for the inspections of the completed Highway 2000 relating to safety and environmental compliance was surpassed, as 12 reports were submitted in a timely manner over the period. Information was provided to the Grantor's Technical Representative (GTR) in the bi-weekly reports.
- d. The targeted activities for NROCC's Environmental Management System (EMS) was to develop an environmental policy and communicate the policy to staff, draft EMS structure, plan, and procedures, review and agree EMS procedures. The Draft EMS Structure and Plan has not yet been developed, as the Environmental Policy has not yet been finalized as the EMS documentation is still in the Draft stages and awaiting review and approval

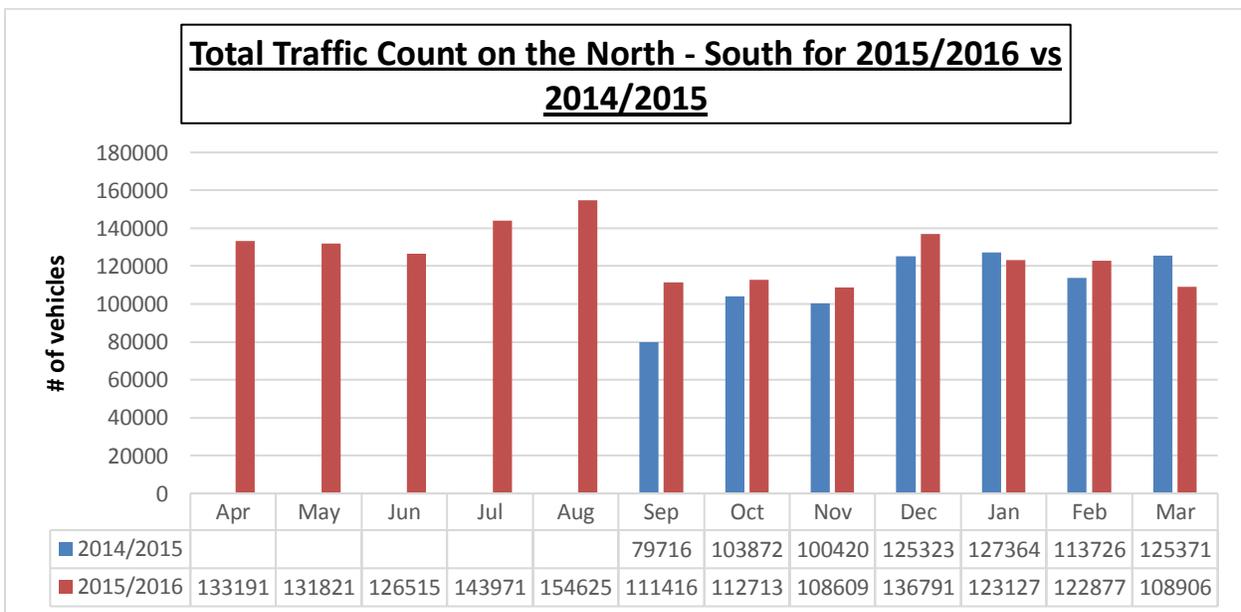
6.1.4. ECONOMIC DEVELOPMENT

The target of collaborating with the Developer of the completed section of Highway 2000 to formulate plans to improve traffic on H2K was achieved. At the monthly H2K project meetings held with the Developer, discussions took place regarding how traffic numbers can be increased.



As seen in the figure above, for 2015-2016 the total traffic volume on the toll roads increased slightly by approximately 5.41% compared to the 2014-2015 period. This increase was seen throughout all the quarters of the year.

For the Mount Rosser Bypass, a total of 1,514,562 trips were made during the reporting period. This breakdown can be seen in the graph below.





6.1.5. CUSTOMER SERVICE/QUALITY MANAGEMENT SYSTEM

The main thrust of a Quality Management System (QMS) is to continually improve the performance of an organization by focusing on customers while addressing the needs of all stakeholders. An effective QMS will result in improved products and services. NROCC sought to assure that customers' requirements as defined in the Concession Agreements were met through quarterly audits of the QMS for the Highway 2000 Developers, Operator and Contractors and the Technical Inspection of the Contractor's Design and Project System. Instances of non-compliances were formally addressed to the relevant entity for corrective measures to be taken and follow-up done to review the effectiveness of the actions taken.

For 2015-2016, the targeted four audits each, of the Developer and Toll Operator were achieved on the East – West segment. Additionally, all four targeted audits were conducted for the Developer and Contractor and Operator of the North-South link.

In an effort to increase communication with the public, the Company has made a target of updating the website quarterly throughout the year. The quarterly targeted update of NROCC's H2K Website was not achieved however periodic updates were made throughout the reporting period. These updates included;

- Addition of the Annual Reports
- Addition of Audited Financial Statements
- Inclusion of Revised Toll Rates for the East – West Link
- Inclusion of Revised Toll Rates for North-South Link

6.1.6. ORGANIZATIONAL DEVELOPMENT AND EFFICIENCY IMPROVEMENT

As a public sector company NROCC sought to implement suitable operating measures that will reduce the impact on support from the Government budget allocations. The following elements were targeted for accomplishment over the planning period:

- The maintenance of a quality management system compliant with the requirements of ISO 9001:2008 for the business and operational processes.
- Human Resource Development – a target of 4 job-related training programmes was set for the period.
- Reduction of operational expenses.



6.1.6.1. MAINTENANCE OF CERTIFICATION OF ISO 9001 QUALITY MANAGEMENT SYSTEM (QMS)

ISO 9001 is a management system standard for fulfilling the minimum quality system requirements for organizational processes. The three main benefits of implementing an ISO 9001-based QMS are, increased customer satisfaction, decreased complaints, and decrease in product/service nonconformities.

For 2015-2016 NROCC's target was to be recertified to the ISO 9001:2008 standard, by facilitating the surveillance audit and having no hold points during the audit. The recertification audit of NROCC's QMS was conducted in December 2015. This resulted in the successful recertification of the QMS.

6.1.6.2. TRAINING

For the 2015-2016 year, four (4) job-related training sessions were attended by NROCC staff. The sessions included:

- LANDPRO (customized software for Land Acquisition),
- HelpDesk
- Support for CSEC
- Support for ACCA

6.1.6.3. OPERATIONAL EXPENSES

During the year NROCC targeted a number of areas to reduce its operational expenses.

Improvement of the internal management of utilities, by developing systems to monitor and reduce telephone talk time was targeted. For the reporting period, 2015/2016, there was an overall decrease in the talk time when compared to the previous year, 2014/2015.

The system to reduce paper and ink consumption cost (used paper in fax machine, for meeting notes and internal memos, recycled ink bought for fax machine) was implemented during the 2010-11 financial year.

There was a decrease in the expenditure for copy paper of 47.6% when compared to 2014/2015, moving from an expenditure of \$147,450.00 to \$77,214.00 in 2015/2016.

The expenditure on ink showed an increase of approximately 52.3% moving from \$77,236.00 in 2014/2015 to \$117,637.00 in 2015/2016.



NROCC aims to implement better management programmes over the coming year to ensure that these targets are met.

6.1.7. PROJECTIONS

The following are the significant projections for the 2016-2017 financial year:

1. Complete payments for lands acquired for the works on completed phases of the Highway.
2. Identify a suitable Developer for other phases of Highway 2000.
3. Continue meeting with the Developer to formulate plans to grow/improve traffic on Highway 2000.
4. Maintain ISO 9001:2008 Quality Management System certification.
5. Agree and implement the Environmental Management System in accordance with ISO 14001.
6. The table below shows the financial projections for the 2016-2017, based on the corporate plan.

Major Tasks	Performance Measure	Forecast (2016/2017)
Acquire Land for the following Sections of H2K:-		
Phase 1 (1A and 1B)	Cost (J\$'000)	55,731
Caymanas to Ocho Rios	Cost (J\$'000)	2,774



7 DIRECTORS' COMPENSATION - 2015-2016

Position of Director	Fees(\$)	Motor Vehicle Upkeep/Travelling or Value of Assigned Motor Vehicle (\$)	Honoraria	All Other Compensation including Non-Cash Benefits as Applicable (\$)	Total (\$)
Board Chairman	176,000.00	-	-	-	176,000.00
Director 1	95,500.00	-	-	-	95,500.00
Director 2	123,875.00	-	-	-	123,875.00
Director 3	79,000.00	-	-	-	79,000.00
Director 4	126,500.00	-	-	-	126,500.00
Director 5	123,875.00	-	-	-	123,875.00
Managing Director	-	-	-	-	-
Total	724,750.00				724,750.00

8 SENIOR EXECUTIVE COMPENSATION - 2015-2016

Position of Senior Executive	Year	Salary (\$)	Gratuity or Performance Incentive (\$)	Travelling Allowance or Value of Assignment of Motor Vehicle (\$)	Pension or Other Retirement Benefits (\$)	Other Allowances (\$)	Non-Cash Benefits (\$)	Total (\$)
Managing Director	April 2015-March 2016	10,523,647.98	-	609,828.00	-	*25,000.00	-	11,158,475.98
Senior Manager 1	April 2015-March 2016	6,024,899.01	4,182,762.36	1,219,656.00	-	*25,000.00	-	11,846,253.07
Senior Manager 2	April 2015-July 2015	2,383,971.23	1,448,293.23	457,699.04	-	*25,000.00	-	4,801,590.04
Senior Manager 3	April 2015-March 2016	2,699,421.09	-	1,118,018.00	-	*25,000.00	-	3,842,439.09
Senior Manager 4	April 2015-September 2015	1,941,246.42	-	711,466.00	-	23,579.55	-	2,676,291.97

*Payment under conditions of Public Servants wage freeze

9 AUDITORS' REPORT & AUDITED FINANCIAL STATEMENTS



NATIONAL ROAD OPERATING
AND CONSTRUCTING COMPANY LIMITED

FINANCIAL STATEMENTS

MARCH 31, 2016



KPMG
Chartered Accountants
The Victoria Mutual Building
6 Duke Street
Kingston
Jamaica, W.I.

P.O. Box 76
Kingston
Jamaica, W.I.
Telephone +1 (876) 922-6640
Fax +1 (876) 922-7198
+1 (876) 922-4500
e-Mail firmmail@kpmg.com.jm

INDEPENDENT AUDITORS' REPORT

To the Members of
NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Report on the Financial Statements

We have audited the financial statements of National Road Operating and Constructing Company Limited ("the company"), set out on pages 3 to 37, which comprise the statement of financial position as at March 31, 2016, the statements of profit or loss and other comprehensive income, changes in equity 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 of financial statements that give a true and fair view in accordance with International Financial Reporting Standards and the Jamaican Companies Act, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether or not the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence relating to the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including our 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 controls relevant to the entity's preparation of financial statements that give a true and fair view 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.



INDEPENDENT AUDITORS' REPORT (CONTINUED)

To the Members of
NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Report on the Financial Statements (cont'd)*Opinion*

In our opinion, the financial statements give a true and fair view of the financial position of the company as at March 31, 2016, and of its financial performance and cash flows for the year then ended, in accordance with International Financial Reporting Standards and the Jamaican Companies Act.

Emphasis of matter

Without qualifying our opinion we draw attention to Note 2(d) which indicates that the company had reported losses over the years and had an accumulated deficit at the reporting date. This is an indication of a material uncertainty of the company's ability to continue as a going concern. However, the Government of Jamaica has indicated that it will continue to provide such financial assistance as the company may require to meet its obligation for the foreseeable future.

Report on additional matters as required by the Jamaican Companies Act

We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit. In our opinion, proper accounting records have been maintained, so far as appears from our examination of those records, and the financial statements, which are in agreement therewith, give the information required by the Jamaican Companies Act in the manner required.

A handwritten signature in blue ink that reads 'KPMG'.

Chartered Accountants
Kingston, Jamaica

July 21, 2016

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Statement of Profit or Loss and Other Comprehensive Income
Year ended March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

	<u>Notes</u>	<u>2016</u> \$'000	<u>2015</u> \$'000
Revenue	7	-	-
Administrative and general expenses	8	(270,663)	(306,112)
Operating loss		(270,663)	(306,112)
Gain on investment securities	10	180,504	144,256
Other income	11	72	90
Finance income	12	1,201,674	1,055,815
Finance costs	13	(7,211,877)	(6,451,380)
Inflation compensation on Real Return Convertible Bonds	22(a)	(484,099)	(653,241)
Loss for the year, being total comprehensive loss		<u>(6,584,389)</u>	<u>(6,210,572)</u>

The accompanying notes form an integral part of the financial statements.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

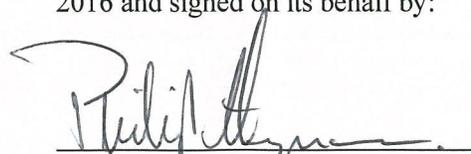
Statement of Financial Position

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

	<u>Notes</u>	<u>2016</u> \$'000	<u>2015</u> \$'000
Non-current assets			
Long term receivable	15	15,308,581	14,205,345
Property and equipment	16	4,708,013	4,424,299
Investment security	17	<u>3,186,623</u>	<u>3,006,119</u>
		<u>23,203,217</u>	<u>21,635,763</u>
Current assets			
Income tax recoverable		-	20,330
Other receivables	18	57,963	62,063
Resale agreements	19	963,164	1,398,846
Cash and cash equivalents		<u>10,361</u>	<u>63,154</u>
		<u>1,031,488</u>	<u>1,544,393</u>
Total assets		<u>24,234,705</u>	<u>23,180,156</u>
Equity			
Share capital	20	1,000	1,000
Inflation reserve	21	1,220,905	1,220,905
Accumulated deficit		<u>(57,861,818)</u>	<u>(51,277,429)</u>
Net equity		<u>(56,639,913)</u>	<u>(50,055,524)</u>
Long-term loans and advances, being total non-current liabilities			
	22	<u>78,962,696</u>	<u>71,349,509</u>
Other payables, being total current liabilities			
	23	<u>1,911,922</u>	<u>1,886,171</u>
Total liabilities		<u>80,874,618</u>	<u>73,235,680</u>
Total equity and liabilities		<u>24,234,705</u>	<u>23,180,156</u>

The financial statements on pages 3 to 37 were approved for issue by the Board of Directors on July 21, 2016 and signed on its behalf by:


 _____ Chairman
 Philip Henriques


 _____ Managing Director
 Ivan Anderson

The accompanying notes form an integral part of the financial statements.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Statement of Changes in Equity

Year ended March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

	<u>Share capital</u> <u>\$'000</u> (note 20)	<u>Inflation reserve</u> <u>\$'000</u> (note 21)	<u>Accumulated deficit</u> <u>\$'000</u>	<u>Total</u> <u>\$'000</u>
Balances at March 31, 2014	1,000	1,220,905	(45,066,856)	(43,844,951)
Total comprehensive loss:				
Loss for the year	<u>-</u>	<u>-</u>	<u>(6,210,573)</u>	<u>(6,210,573)</u>
Balances at March 31, 2015	1,000	1,220,905	(51,277,429)	(50,055,524)
Total comprehensive loss:				
Loss for the year	<u>-</u>	<u>-</u>	<u>(6,584,389)</u>	<u>(6,584,389)</u>
Balances at March 31, 2016	<u>1,000</u>	<u>1,220,905</u>	<u>(57,861,818)</u>	<u>(56,639,913)</u>

The accompanying notes form an integral part of the financial statements.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Statement of Cash Flows

Year ended March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

	<u>Notes</u>	<u>2016</u> \$'000	<u>2015</u> \$'000
Cash flows from operating activities			
Loss for the year		(6,584,389)	(6,210,572)
Adjustments for:			
Depreciation	16	62,437	62,373
Interest income		(244,474)	(257,954)
Interest expense	13	4,317,201	4,106,673
Impairment of income tax recoverable		7,269	-
Gain on disposal of property and equipment		-	(550)
Effect of exchange rate movements on foreign currency long-term loans and advances, receivables and payables		1,427,107	1,140,367
Inflation compensation on Real Return Convertible Bonds		<u>484,099</u>	<u>653,241</u>
		(530,750)	(506,422)
Changes in operating assets and liabilities:			
Other receivables		4,974	33,682
Income tax recoverable		13,061	22,540
Other payables		<u>(57,040)</u>	<u>249,892</u>
Net cash used by operating activities		<u>(569,755)</u>	<u>(200,308)</u>
Cash flows from investing activities			
Acquisition of land		(345,899)	(1,343,434)
Purchase of other property and equipment		(252)	(1,467)
Resale agreements		502,752	1,301,528
Proceeds of disposal of property and equipment		-	549
Interest received		<u>32,947</u>	<u>30,924</u>
Net cash provided/(used) by investing activities		<u>189,548</u>	<u>(11,900)</u>
Cash flows from financing activities			
Long-term loans and advances received		4,560,985	4,357,810
Interest paid		<u>(4,234,410)</u>	<u>(4,095,588)</u>
Net cash provided by financing activities		<u>326,575</u>	<u>262,222</u>
(Decrease)/increase in cash and cash equivalents		(53,632)	50,014
Effect of exchange rate movements on cash and cash equivalents		839	2,720
Cash and cash equivalents at beginning of year		<u>63,154</u>	<u>10,420</u>
Cash and cash equivalents at end of year		<u>10,361</u>	<u>63,154</u>

The accompanying notes form an integral part of the financial statements.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

1. Identification and principal activities

- (a) National Road Operating and Constructing Company Limited (“company” or “NROCC”) is a public limited liability company incorporated and domiciled in Jamaica. The company commenced operations in February 2002 and its registered office is located at 11A Oxford Road, Kingston 5, Jamaica. All of the shares in NROCC are beneficially owned by the Government of Jamaica.
- (b) The company was granted a 70-year concession by the Minister of Transport and Works under the Toll Roads Act, 2002, for the establishment, development, financing, operation and maintenance of a tolled highway. The principal business of the company, as holder of the concession, is the arrangement of the construction, operation, maintenance, management and financing of Highway 2000, Jamaica’s first tolled highway.
- (c) Subsequent to receipt of the concession per 1(b) above, the company has itself granted two concessions, as follows:
 - (i) Subsidiary Concession No 1
 - The company has entered into a 35-year Concession Agreement (dated November 21, 2001 and expiring November 20, 2036) (“Concession No. 1”) with Transjamaican Highway Limited (“Concessionaire No. 1”), which is a limited liability company, incorporated in Jamaica, and owned by Bouygues Travaux Publics S.A., Autoroutes du Sud de la France, Société de Promotion et de Participation pour la Coopération Economique S.A., all of France, and International Finance Corporation.
 - The company has also entered into an agreement, dated March 12, 2002, to lease to Concessionaire No. 1 for a period of 35 years at J\$1 per annum, certain lands upon which Phase 1A and Phase 1B of Highway 2000 is constructed and operated by Concessionaire No. 1. Some of the lands required for the project are owned by the company and others are leased from the Commissioner of Lands for a period of 99 years at J\$1 per annum.
 - (ii) Subsidiary Concession No 2
 - The right of first refusal on that portion of the above-mentioned 35-year Concession Agreement that related to the construction of the Caymanas to Ocho Rios leg and May Pen to Montego Bay leg of Highway 2000 has expired. The company has entered into a 50-year Concession Agreement dated June 21, 2012 and expiring January 28, 2066 (Concession No. 2) with Jamaica North South Highway Company Limited (“Concessionaire No. 2”), which is a limited liability company, incorporated in Jamaica, and owned by China Harbour Engineering Company Limited, for the completion of the construction of the Caymanas to Ocho Rios leg.
 - The company has also entered into an agreement, to lease to Concessionaire No. 2 for a period of 53 years, commencing January 28, 2013 and expiring January 28, 2066, at J\$1, payable in advance, certain lands upon which Phase 2 of Highway 2000 will be constructed and operated by Concessionaire No. 2. Some of the lands required for the project are owned by the company and others are leased from the Commissioner of Lands for a period of 50 years at J\$1 per annum.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

2. Statement of compliance and basis of preparation

(a) Statement of compliance

The financial statements, as of and for the year ended March 31, 2016 (“reporting date”), are prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board, and comply with the relevant provisions of the Jamaican Companies Act.

New, revised and amended standards and interpretations that became effective during the year

Certain new, revised and amended standards and interpretations came into effect during the current financial year, none of which had any impact on the amounts recognised, presented and disclosed in the financial statements:

New, revised and amended standards and interpretations that are not yet effective

At the date of authorisation of these financial statements, certain new, revised and amended standards and interpretations were in issue but were not in effect at the reporting date and had not been early-adopted by the company. The company has assessed them and has determined that the following are relevant to its operations:

- *Improvements to IFRS, 2012-2014 cycle*, contain amendments to certain standards and interpretations and are effective for accounting periods beginning on or after January 1, 2016. The main amendments applicable to the company are as follows:
 - IFRS 7, *Financial Instruments: Disclosures*, has been amended to clarify when servicing arrangements are in the scope of its disclosure requirements on continuing involvement in transferred assets in cases when they are derecognized in their entirety. A servicer is deemed to have continuing involvement if it has an interest in the future performance of the transferred asset e.g., if the servicing fee is dependent on the amount or timing of the cash flows collected from the transferred financial asset; however, the collection and remittance of cash flows from the transferred asset to the transferee is not, in itself, sufficient to be considered ‘continuing involvement’.
- Amendments to IAS 16 and IAS 38, *Clarification of Acceptable Methods of Depreciation and Amortisation*, are effective for accounting periods beginning on or after January 1, 2016.
 - The amendments to IAS 16, *Property, Plant and Equipment* explicitly state that revenue-based methods of depreciation cannot be used. This is because such methods reflect factors other than the consumption of economic benefits embodied in the assets.
 - The amendment to IAS 38, *Intangible Assets* introduce a rebuttable presumption that the use of revenue-based amortisation methods is inappropriate for intangible assets.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

2. Statement of compliance and basis of preparation (continued)

(a) Statement of compliance (continued)

New, revised and amended standards and interpretations that are not yet effective (continued)

- IFRS 9, *Financial Instruments*, which is effective for annual reporting periods beginning on or after January 1, 2018, replaces the existing guidance in IAS 39, *Financial Instruments: Recognition and Measurement*. IFRS 9 includes revised guidance on the classification and measurement of financial assets and liabilities, including a new expected credit loss model for calculating impairment of financial assets and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from IAS 39. Although the permissible measurement bases for financial assets – amortised cost, fair value through other comprehensive income (FVOCI) and fair value through profit or loss (FVTPL) - are similar to IAS 39, the criteria for classification into the appropriate measurement category are significantly different. IFRS 9 also replaces the ‘incurred loss’ model in IAS 39 with an ‘expected credit loss’ model, which means that a loss event will no longer need to occur before an impairment allowance is recognized.
- IAS 1, *Presentation of Financial Statements*, effective for accounting periods beginning on or after January 1, 2016, has been amended to clarify or state the following:
 - specific single disclosures that are not material do not have to be presented even if they are minimum requirements of a standard;
 - the order of notes to the financial statements is not prescribed;
 - line items on the statement of financial position and the statement of profit or loss and other comprehensive income (OCI) should be disaggregated if this provides helpful information to users. Lines items can be aggregated if they are not material;
 - specific criteria are now provided for presenting subtotals on the statement of financial position and in the statement of profit or loss and OCI, with additional reconciliation requirements for the statement of profit or loss and OCI; and
 - the presentation in the statement of OCI of items of OCI arising from joint ventures and associates accounted for using the equity method follows the IAS 1 approach of splitting items that may, or that will never be reclassified to profit or loss.
- IFRS 16, *Leases*, which is effective for annual reporting periods beginning on or after January 1, 2019, eliminates the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Instead, there is a single, on-balance sheet accounting model that is similar to current finance lease accounting. Companies will be required to bring all major leases on-balance sheet, recognising new assets and liabilities. The on-balance sheet liability will attract interest; the total lease expense will be higher in the early years of a lease even if a lease has fixed regular cash rentals. Optional lessee exemption will apply to short-term leases and for low-value items with value of US\$5,000 or less.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

2. Statement of compliance and basis of preparation (continued)

(a) Statement of compliance (continued)

New, revised and amended standards and interpretations that are not yet effective (continued)

- IFRS 16, *Leases* (continued)

Lessor accounting remains similar to current practice as the lessor will continue to classify leases as finance and operating leases. Finance lease accounting will be based on IAS 17 lease accounting, with recognition of net investment in lease comprising lease receivable and residual asset. Operating lease accounting will be based on IAS 17 operating lease accounting.

Early adoption is permitted if IFRS 15, *Revenue from Contracts with Customers* is also adopted.

- Amendments to IAS 12, *Income Taxes*, effective for accounting periods beginning on or after January 1, 2017, clarifies the following:
 - the existence of a deductible temporary difference depends solely on a comparison of the carrying amount of an asset and its tax base at the end of the reporting period, and is not affected by possible future changes in the carrying amount or expected manner of recovery of the asset.
 - a deferred tax asset can be recognised if the future bottom line of the tax return is expected to be a loss, if certain conditions are met.
 - Future taxable profits used to establish whether a deferred tax can be recognised should be the amount calculated before the effect of reversing temporary differences.
 - An entity can assume that it will recover an asset for more than its carrying amount if there is sufficient evidence that it is probable that the entity will achieve this.
 - Deductible temporary differences related to unrealised losses should be assessed on a combined basis for recognition unless a tax law restricts the use of losses to deductions against income of a specific type.
- Amendments to IAS 7, *Statement of Cash Flows*, effective for accounting periods beginning on or after January 1 2017, requires an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash flows.

The company is assessing the impact that the new, revised and amended standards and interpretations will have on its financial statements when they are adopted.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

2. Statement of compliance and basis of preparation (continued)

(b) Basis of measurement

The financial statements are prepared on the historical cost basis, modified for the inclusion of available-for-sale securities at fair value.

(c) Functional and presentation currency

The financial statements are presented in Jamaican dollars, which is the functional currency of the company.

(d) Going concern basis

The financial statements have been prepared on the going concern basis, notwithstanding that the company reported a loss for several of the preceding years and had an accumulated deficit at the reporting date. The appropriateness of this basis is, therefore, dependent on the ability of the company to obtain continued financing and, ultimately, on future profitable operations. The Government of Jamaica has indicated that it will continue to provide such financial assistance as the company may require to meet its obligations for the foreseeable future. Management, therefore, is of the opinion that the preparation of the financial statements on the going concern basis continues to be appropriate.

3. Summary of significant accounting policies

(a) Revenue recognition

Revenue, which arises from road tolls as described in note 7, is recognised on the accrual basis.

(b) Finance income and finance costs

(i) Finance income

Finance income comprises interest income and foreign currency gains.

Interest income is recognised in profit or loss for all interest-earning instruments on the effective interest basis. Interest income includes coupons earned on fixed income investments and amortisation of any relevant discount.

(ii) Finance costs

Finance costs comprise interest expense on borrowings. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss on the effective interest basis.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016*(Expressed in Jamaican dollars unless otherwise indicated)***3. Summary of significant accounting policies (continued)****(c) Employee benefits**

Employee benefits are all forms of consideration given by the company in exchange for service rendered by employees. These include current or short-term benefits such as salaries, NIS contributions and vacation leave; as well as long-term employee benefits such as gratuity and termination benefits.

Employee benefits that are earned as a result of past or current service are recognised in the following manner: Short-term employee benefits are recognised as a liability, net of payments made, and charged as expense. The expected cost of vacation leave that accumulates is recognised when the employee becomes entitled to the leave. Long-term benefits are not considered material and are charged off when incurred.

(d) Foreign currency translation

Foreign currency transactions are converted at the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated using the closing exchange rates. Exchange differences arising from the settlement of transactions at rates different from those at the dates of the transactions and unrealised foreign exchange differences on unsettled foreign currency monetary assets and liabilities are recognised in profit or loss.

(e) Income taxes

Income tax expense comprises current and deferred tax charges.

Current income tax charges or credits are based on taxable profit for the year, which differs from the profit or loss before tax reported because it excludes items that are taxable or deductible in other years, and items that are never taxable or deductible. The company's liability for current tax is calculated at tax rates that have been enacted at the reporting date.

Deferred income tax is the tax expected to be paid or recovered on differences between the carrying amounts of assets and liabilities and the corresponding tax bases. Deferred income tax is provided on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Currently enacted tax rates are used in the determination of deferred income tax.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

3. Summary of significant accounting policies (continued)

(f) Property and equipment

Recognition

Property and equipment are stated at historical cost less accumulated depreciation and, if any, impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of replaced parts is derecognised. All other repair and maintenance expenditure is charged to profit or loss when the expenditure is incurred. Improvement expenditure is included in the cost of the related asset or in leasehold improvement, as appropriate.

Grantor variations, as determined in the Concession Agreement, dated November 21, 2001, are capitalised and recorded at cost, less any reimbursements received.

Depreciation

Land is not depreciated. Depreciation of other assets is calculated, using the straight-line method, to write down their costs to their estimated residual values over their expected useful lives, as follows:

Roads and leasehold improvements	2½%
Office furniture, fixtures and equipment	10%
Computer equipment	25%
Motor vehicles	20%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

Impairment

The carrying amount of the company's property and equipment is reviewed at each reporting date to determine whether there is any indication of impairment. The recoverable amount is assessed when there is an indication of impairment. An asset's carrying amount is written down immediately to its recoverable amount, if the carrying amount is greater than its estimated recoverable amount.

Disposals

Gains and losses arising on the disposal of property and equipment are determined by reference to their carrying amount and are included in profit or loss.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016*(Expressed in Jamaican dollars unless otherwise indicated)***3. Summary of significant accounting policies (continued)****(g) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

The company classifies its financial assets in the following categories: loans and receivables and available-for-sale. Management determines the classification of its financial assets at initial recognition.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value, plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost, using the effective interest method, less any impairment losses.

Assets classified as loans and receivables comprise long-term receivables, other receivables, resale agreements and cash and cash equivalents.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not classified in any of the other categories of financial assets. Items classified as available-for-sale are initially measured at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale debt instruments, are recognised in other comprehensive income and presented in the fair value reserve in equity. Where fair values cannot be reliably determined, these are stated at cost. When an investment is derecognised, the gain or loss accumulated in equity is reclassified to profit or loss.

Available-for-sale financial asset comprises unlisted preference share and is carried at cost.

Financial liabilities

The company's financial liabilities are initially measured at fair value, and are subsequently measured at amortised cost using the effective interest method. These liabilities are classified as 'short-term' and 'long-term' loans and are included in current liabilities and non-current liabilities, respectively, in the statement of financial position.

(h) Cash and cash equivalents

Cash comprises cash in hand and demand and call deposits with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash, are subject to an insignificant risk of changes in value, and are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes. These include instruments maturing within 90 days of the date of acquisition. Bank overdrafts that are repayable on demand and form an integral part of the company's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

Cash and cash equivalents are measured at amortised cost.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016*(Expressed in Jamaican dollars unless otherwise indicated)***3. Summary of significant accounting policies (continued)****(i) Other receivables**

Other receivables are measured at amortised cost, less impairment losses.

(j) Resale agreements

Resale agreements are short-term contracts under which the company buys securities and simultaneously agrees to resell them on a specified date and at a specified price. Resale agreements are accounted for as short-term collateralised lending. The underlying asset is not recognised in the company's financial statements.

The difference between the purchase and resale considerations is recognised on the accrual basis over the period of the agreements, using the effective interest method, and is included in interest income.

(k) Other payables

Payables are measured at amortised cost.

(l) Borrowings

Borrowings are recognised initially at fair value, being their issue proceeds, net of transaction costs incurred. Subsequently, borrowings are stated at amortised cost and any difference between net proceeds and the redemption value is recognised in profit or loss over the period of the borrowings, using the effective interest method.

Where convertible bonds are issued, the fair value of the liability portion of the proceeds of issue is determined, using a market interest rate for an equivalent bond without the conversion feature. This amount is recorded as a non-current liability on the amortised cost basis until extinguished on conversion or maturity of the bonds. The remainder of the proceeds of issue is allocated to the conversion option which is included in equity. The carrying value of the conversion option is not changed in subsequent periods. Where the fair value of the liability portion cannot be reliably determined and separated from the value of the conversion component, the full amount of the bond is recorded as a non-current liability.

(m) Share capital

Ordinary shares are classified as equity and carried at cost.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

4. Use of judgements and estimates

The preparation of the financial statements in conformity with IFRS often requires management to make estimates and assumptions, and critical judgements in applying accounting policies. These estimates, assumptions and judgements affect the application of accounting policies and the reported amounts of, and disclosures relating to, assets, liabilities, contingent assets and contingent liabilities at the reporting date and the revenue and expenses for the year then ended. Actual results could differ from those estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised, if the revision affects only that year, or in the year of the revision and future years, if the revision affects both current and future years.

The significant assumptions about the future and key areas of estimation uncertainty, and the critical judgements made in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements, are as follows:

(i) Residual value and expected useful life of property and equipment

The residual value and the expected useful life of an asset are reviewed at least at each reporting date, and if expectations differ from previous estimates, the change is accounted for. The useful life of an asset is defined in terms of the asset's expected utility to the company.

(ii) Allowances for credit losses

Financial assets accounted for at amortised cost are evaluated for impairment on a pre-established basis.

The total allowance for impairment is based upon management's best estimate of the present value of the cash flows that are expected to be received. In estimating these cash flows, management makes judgements about the counterparty's financial situation and the net realisable value of any underlying collateral. Each impaired asset is assessed on its merits, and the workout strategy and estimate of cash flows considered recoverable are individually approved by management.

(iii) Determination of fair values

The determination of fair value for financial assets and liabilities for which there is no observable market price requires the use of valuation techniques as described in note 6. For financial instruments that trade infrequently and have little price transparency, fair value is less objective, and requires varying degrees of estimation depending on liquidity, concentration, uncertainty of market factors, pricing assumptions and other risks affecting the specific instrument.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

4. Use of judgements and estimates (Continued)

(iv) Classification of advances

IFRS requires financial instruments with no specific maturity dates or terms to be classified as “current”. There is no agreement in place for advances from the Ministry of Finance & Planning. Consequently, the terms and advances have not yet been determined. These amounts however, are classified as non-current liabilities, as the company does not expect the lender to demand repayment within 12 months of the reporting date.

5. Financial risk management

The company’s activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including currency risk, interest rate risk, and other price risk). The company’s overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the company’s financial performance.

The Board of Directors is ultimately responsible for the establishment and oversight of the company’s risk management framework. The Board is assisted by Development Bank of Jamaica Limited (DBJ) which, under the terms of a financial management agreement, implements and monitors risk management policies and makes decisions on financial matters on a daily basis.

The main financial risks to which the company is exposed are described, measured and managed as follows:

(a) Credit risk

The company takes on exposure to credit risk, which is the risk that its counterparties will cause a financial loss to the company by failing to discharge their contractual obligations. Credit risk is the most important risk for the company’s business; management, therefore, carefully manages its exposure to credit risk. Credit exposures arise principally from the company’s receivables and investment activities.

Maximum exposure to credit risk

The maximum exposure to credit risk is represented by the carrying amount of the financial assets shown on the statement of financial position.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

5. Financial risk management (continued)

(a) Credit risk (continued)

Maximum exposure to credit risk (continued)

Management manages the credit risk to which it is exposed as follows:

(i) Receivables

The company's main exposure to credit risk lies in its lending activities to Concessionaire No. 2 and advances to or on behalf of the Ministry of Transport and Mining [formerly Ministry of Transport, Works and Housing (MTWH)]. Exposure to this credit risk is managed through monitoring of Concessionaire No. 2's ability to meet interest payments and principal repayments in accordance with the terms and conditions of the transfer agreement, and follow up of amounts due from Ministry of Transport and Mining and other debtors. The company does not obtain collateral for its receivables.

(ii) Investment securities

Because of the objectives the company is pursuing at this time and the nature of its operations, it has only a very limited holding of securities exposing it to credit risk. Investment security represents is a non-equity investment in the form of a preference share. Any investment is subject to prior review and approval by the Board of Directors.

(iii) Cash and cash equivalents and resale agreements

Cash and cash equivalents, and resale agreements are restricted to high credit quality financial institutions.

During the year, there was no change in the nature of the company's exposure to credit risk or the manner in which it measures and manages this risk.

(b) Liquidity risk

Liquidity risk is the risk that the company will be unable to meet its payment obligations associated with its financial liabilities when they fall due. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and ensuring the availability of funding through an adequate amount of committed credit facilities.

Liquidity risk management process

The company's liquidity management process, as carried out by Development Bank of Jamaica Limited ("DBJ"), and monitored by the Board of Directors, includes:

- (i) Monitoring future cash flows and liquidity on a regular basis. This incorporates an assessment of expected cash flows;
- (ii) Optimising cash returns on investments; and
- (iii) Maintaining committed lines of credit.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

5. Financial risk management (continued)

(b) Liquidity risk (continued)

Liquidity risk management process (continued)

The maturities of assets and liabilities and the ability to replace, at an acceptable cost, interest-bearing liabilities as they mature, are important factors in assessing the liquidity of the company and its exposure to changes in interest and exchange rates.

Financial liabilities cash flows

The tables below summarise the maturity profile of the company's financial liabilities as at the reporting date, based on contractual undiscounted payments.

	2016						Carrying amount \$'000
	On Demand or Subject to Notice \$'000	1 to 3 Months \$'000	4 to 12 Months \$'000	2 to 5 Years \$'000	Over 5 Years \$'000	Total cash flows \$'000	
Long-term loans	-	2,218,292	2,210,167	14,020,053	59,019,704	77,468,216	42,075,591
Other long-term loans*	23,431,028	-	-	-	13,456,077	36,887,105	36,887,105
Other payables	-	1,911,922	-	-	-	1,911,922	1,911,922
Total financial liabilities	23,431,028	4,130,214	2,210,167	14,020,053	72,475,781	116,267,243	80,874,618

	2015						Carrying amount \$'000
	On Demand or Subject to Notice \$'000	1 to 3 Months \$'000	4 to 12 Months \$'000	2 to 5 Years \$'000	Over 5 Years \$'000	Total cash flows \$'000	
Long-term loans	-	2,105,229	2,098,741	13,338,609	59,687,131	77,229,710	39,884,505
Other long-term loans*	18,495,201	-	-	-	12,969,803	31,465,004	31,465,004
Other payables	-	1,886,171	-	-	-	1,886,171	1,886,171
Total financial liabilities	18,495,201	3,991,400	2,098,741	13,338,609	72,656,934	110,580,885	73,235,680

* Interest to be paid has not been included in expected cash outflows as it cannot be practicably estimated.

During the year, there was no change in the nature of the company's exposure to liquidity risk or the manner in which it measures and manages this risk.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

5. Financial risk management (continued)

(c) Market risks

The company takes on exposure to market risks, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks arise mainly from changes in foreign currency exchange rates and interest rates. Market risk is monitored by DBJ, based on guidelines set by the Board of Directors, which carries out research and monitors the price movement of financial assets on the local and international markets.

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The company is exposed to foreign currency risk on transactions that are denominated in currencies other than the Jamaican dollar. The main currency giving rise to this risk is the US Dollar. The company has significant exposure to foreign currency risk.

At the reporting date, the net foreign currency assets/(liabilities), in nominal amounts, were as follows:

	<u>2016</u> USD \$'000	<u>2015</u> USD \$'000
Assets		
Long-term receivable	126,139	124,077
Investment security	26,257	26,257
Resale agreements	6,816	12,218
Cash and cash equivalents	<u>8</u>	<u>84</u>
Total financial assets	<u>159,220</u>	<u>162,636</u>
Liabilities		
Long-term loans	(13,543)	(13,506)
Other payables	<u>(526,674)</u>	<u>(490,782)</u>
Total financial liabilities	<u>(540,217)</u>	<u>(504,288)</u>
Net foreign currency position	<u>(380,997)</u>	<u>(341,652)</u>

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

5. Financial risk management (continued)

(c) Market risks (continued)

(i) Foreign currency risk (continued)

Sensitivity to movement in foreign exchange rates

A 1 percent (2015: 1 percent) strengthening and a 6 percent (2015: 10 percent) weakening of the Jamaican dollar against the United States dollar at March 31 would have (decreased)/increased the loss by the amounts shown in the table below. The analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis as for 2015.

	<u>2016</u>		<u>2015</u>	
	% Change in exchange rate	Effect on loss \$'000 increase/ (decrease)	% Change in exchange rate	Effect on loss \$'000 increase/ (decrease)
Change in rate of exchange of J\$ for USD:				
Revaluation	1	(463,683)	1	(392,100)
Devaluation	6	<u>2,782,098</u>	10	<u>3,921,001</u>

(ii) Interest rate risk

Interest rate risk is the risk that the value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Variable rate instruments expose the company to cash flow interest risk, whereas fixed interest rate instruments expose the company to fair value interest risk.

The company's interest rate risk mainly arises from its investment securities and long-term loans. This risk is managed by analysing the economic environment and, as far as practicable, obtaining fixed rate loans where interest rates are expected to rise. The company is exposed to interest rate risk to the extent that the duration of its interest-bearing liabilities is longer than the duration of interest-earning financial assets.

At March 31, 2016 and 2015, the company's long-term loans were fixed rate instruments.

During the year, there was no change in the nature of the company's exposure to market risks or the manner in which it measures and manages these risks.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2014*(Expressed in Jamaican dollars unless otherwise indicated)***5. Financial risk management (continued)****(d) Capital management**

The company is not a regulated entity and, therefore, has no externally imposed capital requirements. However, the company seeks to maintain a minimum capital to safeguard its ability to continue as a going concern, so that it can continue to provide benefits to its stakeholders and support the development of its business. The company defines its capital base as share capital, capital and other reserves and retained earnings (or minus accumulated deficit). The Board's determination of what constitutes a sound capital position is informed by the mission of the company (see note 1) and the fact of its government ownership. The Board's policy is to maintain a balance between a sound capital position and the risks associated with borrowing to finance its activities. The policies in respect of capital management are reviewed from time to time by the Board of Directors.

The company has negative equity and obtains long-term financing from various financial institutions and the Government of Jamaica.

There were no changes to the company's approach to capital management during the year.

6. Fair value estimation

'Fair value' is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participations at the measurement date in the principal or, in its absence, the most advantageous market to which the company has access at that date. The fair value of a liability reflects its non-performance risk.

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. The appropriate quoted market price to be used for financial instruments is the bid price at the reporting date.

The fair value of financial instruments that are not traded in an active market is determined by use of valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

Fair values are categorised into different levels in a three-level fair value hierarchy based on the inputs used in the valuation techniques, as follows:

Level 1

Included in the Level 1 category are financial assets and liabilities that are measured by reference to published quotes in an active market. A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency and those prices represent actual and regularly occurring market transactions on an arm's length basis.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

6. Fair value estimation (continued)

Level 2

Included in the Level 2 category are financial assets and liabilities that are measured using a valuation technique based on assumptions that are supported by prices from observable current market transactions, and for which pricing is obtained via pricing services, but where prices have not been determined in an active market. This includes financial assets with fair values based on broker quotes, investments in funds with fair values obtained via fund managers, and assets that are valued using a model whereby the majority of assumptions are market observable.

Level 3

Included in the Level 3 category are financial assets and liabilities that are measured using non-market observable inputs. This means that fair values are determined in whole or in part using a valuation technique (model) based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

There are no financial instruments classified in Levels 1 and 2.

The financial instruments held at the reporting date were: long term receivable, investment security, other receivables, resale agreements, cash and cash equivalents, long term loans and advances and other payables.

Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and liabilities, including their classification and levels in the fair value hierarchy. It does not include fair value information for financial assets and liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	Carrying amount				2016 Fair value			
	Loans and receivables	Available for sale	Other financial liabilities	Total	Level 1	Level 2	Level 3	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Financial assets not measured at fair value								
Long term receivable	15,308,581	3,186,623	-	18,495,204	-	-	3,186,623	3,186,623
Other receivables	57,963	-	-	57,963				
Resale agreements	963,164	-	-	963,164				
Cash and cash equivalents	10,361	-	-	10,361				
	<u>16,340,069</u>	<u>3,186,623</u>	<u>-</u>	<u>19,526,692</u>				
Financial liabilities not measured at fair value								
Long term loans and advances	-	-	78,962,696	78,962,696				
Other payables	-	-	1,911,922	1,911,922				
	<u>-</u>	<u>-</u>	<u>80,874,618</u>	<u>80,874,618</u>				

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

6. Fair value estimation (continued)

	Carrying amount				2015 Fair value			
	Loan and receivables	Available for sale	Other financial liabilities	Total	Level 1	Level 2	Level 3	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Financial assets not measured at fair value								
Long term receivable	14,205,345	3,006,119	-	17,211,464	-	-	3,006,119	3,006,119
Other receivables	62,063	-	-	62,063				
Resale agreements	1,398,846	-	-	1,398,846				
Cash and cash equivalents	63,154	-	-	63,154				
	<u>15,729,408</u>	<u>3,006,119</u>	<u>-</u>	<u>18,735,527</u>				
Financial liabilities not measured at fair value								
Long term loans and advances	-	-	71,349,509	71,349,509				
Other payables	-	-	1,886,171	1,886,171				
	<u>-</u>	<u>-</u>	<u>73,235,680</u>	<u>73,235,680</u>				

The company uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Dealer quotes for similar instruments or discounted present value are used for long-term debt. The values derived from applying these techniques are significantly affected by the underlying assumptions used concerning both the amounts and timing of future cash flows and the discount rates. The following methods and assumptions have been used:

- (a) The amounts included in the above table for resale agreements, cash and cash equivalents, and other payables are assumed to reflect their approximate fair value because of the short-term maturity of these instruments.
- (b) The fair value of substantially all of long-term and other receivables cannot practicably be determined because of the nature of these amounts.
- (c) As explained in note 22(a), the fair value of the convertible bonds cannot be reliably determined. The fair value of the long-term bond (9.375% Amortizing Notes due 2024) is determined by reference to prices quoted by the stockbroker, Oppenheimer & Co. Inc. As at the reporting date, the fair value was \$ 33,536,520,000 (2015: \$33,242,340,000). The fair value of loan payable to the PetroCaribe Development Fund and the advances from the Ministry of Finance and Planning cannot be reliably estimated because they have terms and conditions for which similar terms and conditions are not available in the market.
- (d) The projected financial information used to determine the fair value of the preference share held in Transjamaican Highway Limited (TJH) is derived from a financial model developed by a related party, Bouygues Travaux Publics S.A. [see note 1(c)(i)].

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

6. Fair value estimation (continued)

(d) (Continued)

The following table shows the valuation technique used in determining Level 3 fair value of the preference share, as well as the significant unobservable inputs used, for disclosure purposes.

Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
<i>Discounted cash flows:</i> The valuation model considers the present value of expected cash flows from net toll revenues discounted using a risk-adjusted discount rate. The expected cash flows are determined by finding the present value of after-tax cash flows available for distribution to the preference shareholders.	<ul style="list-style-type: none"> • Projected annual average revenue growth rate of 5%. • Risk adjusted discount rate of 13.46%. 	<p>The estimated fair value would increase/(decrease) if:</p> <ul style="list-style-type: none"> • The annual average growth rate were higher/(lower); • The risk-adjusted discount rate were lower/(higher).

7. Revenue

Per clause 22 of the Concession Agreement for Concession No. 1 [see note 1(c)(i)], the Concessionaire has sole rights to revenues arising out of the collection of tolls during the concession period. However, under the terms of the Loan Conversion Agreement (and specified in more detail in Schedule 18 to the Concession Agreement) toll revenues are to be applied as follows:

- (a) Concessionaire No. 1 is entitled to apply cash collected in the following order of priority:
- (i) capital expenditure which is due and payable;
 - (ii) operating expenditure, including heavy maintenance expenditure, and taxes (if any) which is due and payable;
 - (iii) interest, principal and other amounts under the Financing Agreements which is due and payable;
 - (iv) amounts required to fund or to restore the required balance of any debt services reserve and maintenance reserve under the Financing Agreement which is due and payable; and
 - (v) capital expenditure incurred with respect to Expansion Schemes which is due and payable.

Any cash left over after the foregoing payments (“free cash flows”) is to be shared equally between Concessionaire No. 1 and the company. As stated in note 17, the company owns one preference share in Concessionaire No. 1. The company’s 50% share of the free cash flows is to be distributed to the company as a dividend on the preference share.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

7. Revenue (continued)

- (b) Of the 50% of the free cash flows distributed to Concessionaire No. 1, any amount in excess of a specified level (ie, that which provides Concessionaire No. 1 with a specified rate of return) shall be shared with the company. The amount to which the company will be entitled depends on the amount of the excess above the specified revenue threshold in prescribed bands, and ranges from 50% of the distributions of such excess by Concessionaire No. 1 at the lowest band up to 100% at the highest.

The payments under both (a) and (b) above are to be made contemporaneously. For the year under review, there were no distributions (of free cash flows or of excess cash over stipulated returns) by Concessionaire No. 1, and, accordingly, no revenue from toll road operation was recognized by the company.

8. Administrative and general expenses

	<u>2016</u> \$'000	<u>2015</u> \$'000
Advertising and public relations	544	415
Auditors' remuneration	3,461	3,296
Depreciation (note 16)	62,437	62,373
Donations and subscriptions	126	205
Legal and other professional fees	19,439	61,610
Letter of credit fees	5,396	-
Repairs and maintenance	1,697	1,657
Staff costs (note 9)	82,790	89,563
Technical fees	65,766	67,880
Rent	5,958	6,332
Utilities	575	507
Other operating expenses	<u>22,474</u>	<u>12,274</u>
	<u>270,663</u>	<u>306,112</u>

9. Staff costs

	<u>2016</u> \$'000	<u>2015</u> \$'000
Salaries and wages	75,945	82,768
Statutory payroll contributions	4,603	4,075
Other	<u>2,242</u>	<u>2,720</u>
Total (note 8)	<u>82,790</u>	<u>89,563</u>

10. Gain on investment securities

This represents net gain from the effect of exchange rate depreciation on investment security (note 17).

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

11. Other income

	<u>2016</u> <u>\$'000</u>	<u>2015</u> <u>\$'000</u>
Miscellaneous	<u>72</u>	<u>90</u>
	<u>72</u>	<u>90</u>

12. Finance income

	<u>2016</u> <u>\$'000</u>	<u>2015</u> <u>\$'000</u>
Foreign exchange gains on financial investments:		
Unrealised gains on translation of foreign currency balances	889,291	688,439
Realised gains on settlement of foreign currency balances	67,909	109,422
Interest income:		
Investment security and short-term deposits	30,529	52,955
Long-term receivables	<u>213,945</u>	<u>204,999</u>
	<u>1,201,674</u>	<u>1,055,815</u>

13. Finance costs

	<u>2016</u> <u>\$'000</u>	<u>2015</u> <u>\$'000</u>
Net foreign exchange losses on financial liabilities:		
Unrealised losses on translation of foreign currency balances	2,632,454	2,082,485
Interest on loans	4,317,201	4,106,673
Amortisation of transaction costs	<u>262,222</u>	<u>262,222</u>
	<u>7,211,877</u>	<u>6,451,380</u>

14. Income tax

By the Income Tax (National Road Operating and Constructing Company Limited) (Remission) Notice, 2011, the Minister of Finance, with effect from February 8, 2011, has waived all the income tax which may be charged or chargeable on any income, gains, or profits derived by the company in connection with or arrangement of the establishment, development, financing, operation or maintenance of tolled highways in Jamaica, including any investment income or gains derived in the ordinary course of conducting such activities.

No tax was remitted during the year as the company had no taxable income.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

15. Long-term receivable

	<u>2016</u> US\$'000	<u>2015</u> US\$'000	<u>2016</u> J\$'000	<u>2015</u> J\$'000
Due from Jamaica North South Highway Company Limited:				
Purchase price [a (i)]	120,000	120,000	14,563,536	13,738,596
Interest receivable [a (ii)]	11,421	4,077	1,386,129	894,326
Effect of discounting of cash flows [a (iii)]	-	-	(641,084)	(427,577)
	<u>131,421</u>	<u>124,077</u>	<u>15,308,580</u>	<u>14,205,345</u>

This represents the purchase price, amounting to US\$120,000,000, of assets transferred to Jamaica North South Highway Company Limited (“JNSHCL”) (“Concessionaire No. 2”) in 2014, under the terms and conditions of the Mt. Rosser Asset Transfer Agreement, dated December 14, 2012, between the company and the Concessionaire No. 2 (note 1). All of the rights, title and interest in and to the Mount Rosser Assets, as well as certain rights relating to the Mount Rosser Bypass, including the right to complete its construction and to operate and maintain it as part of the Toll Road, in accordance with the terms of the Concession Agreement, were transferred. The balance is carried at amortised cost, less any impairment losses.

- (a) From the effective date (i.e., January 28, 2013) to the date falling on the 20th anniversary of the final handover date (the “First Repayment Date”):
- i) No part of the purchase price shall be payable by Concessionaire No. 2; and
 - ii) Interest shall accrue on the purchase price at a rate equal to 3% per annum. Such interest shall be added to the purchase price (but not compounded), and the sum of all such interest together with the purchase price shall be the adjusted purchase price.
 - iii) The interest income and related receivable were discounted in accordance with IFRS as the accrued interest earned each period on the long-term receivable is being deferred for a period of approximately 21 years.
- (b) On the first repayment date, and on each date falling on an anniversary of the first repayment date, Concessionaire No. 2 shall pay to the company the aggregate of:
- i) one-thirtieth of the adjusted purchase price; and
 - ii) (other than on the first repayment date) interest on the outstanding balance of the adjusted purchase price for the twelve-month period immediately preceding such repayment date at a rate of 6.5% per annum.
- (c) The purchase price and/or the amount of interest thereon shall be adjusted following any prepayment of any part of the purchase price or the adjusted purchase price or any deduction pursuant to the agreement.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

16. Property and equipment

	<u>Land</u> <u>see note (i)</u> <u>\$'000</u>	<u>Roads</u> <u>see note (ii)</u> <u>\$'000</u>	<u>Leasehold</u> <u>Improvements</u> <u>\$'000</u>	<u>Office</u> <u>Furniture,</u> <u>Fixtures &</u> <u>Equipment</u> <u>\$'000</u>	<u>Computer</u> <u>Equipment</u> <u>\$'000</u>	<u>Motor</u> <u>Vehicles</u> <u>\$'000</u>	<u>Construction</u> <u>In Progress</u> <u>see note (iii)</u> <u>\$'000</u>	<u>Total</u> <u>\$'000</u>
Cost:								
March 31, 2014	1,228,758	2,018,579	1,259	6,939	8,923	17,323	430,908	3,712,689
Additions	49,106	-	-	727	740	-	1,294,328	1,344,901
Disposal	-	-	-	-	-	(2,100)	-	(2,100)
March 31, 2015	1,277,864	2,018,579	1,259	7,666	9,663	15,223	1,725,236	5,055,490
Additions	2,524	-	-	252	-	-	343,375	346,151
Transfer	<u>2,068,611</u>	-	-	-	-	-	<u>(2,068,611)</u>	-
March 31, 2016	<u>3,348,999</u>	<u>2,018,579</u>	<u>1,259</u>	<u>7,918</u>	<u>9,663</u>	<u>15,223</u>	-	<u>5,401,641</u>
Depreciation:								
March 31, 2014	-	550,694	639	4,389	8,022	7,174	-	570,918
Eliminated on disposal	-	-	-	-	-	(2,100)	-	(2,100)
Charge for the year	-	<u>58,278</u>	<u>126</u>	<u>397</u>	<u>559</u>	<u>3,013</u>	-	<u>62,373</u>
March 31, 2015	-	608,972	765	4,786	8,581	8,087	-	631,191
Charge for the year	-	<u>58,278</u>	<u>126</u>	<u>470</u>	<u>551</u>	<u>3,012</u>	-	<u>62,437</u>
March 31, 2016	-	<u>667,250</u>	<u>891</u>	<u>5,256</u>	<u>9,132</u>	<u>11,099</u>	-	<u>693,628</u>
Net book value:								
March 31, 2016	<u>3,348,999</u>	<u>1,351,329</u>	<u>368</u>	<u>2,662</u>	<u>531</u>	<u>4,124</u>	-	<u>4,708,013</u>
March 31, 2015	<u>1,277,864</u>	<u>1,409,607</u>	<u>494</u>	<u>2,880</u>	<u>1,082</u>	<u>7,136</u>	<u>1,725,236</u>	<u>4,424,299</u>
March 31, 2014	<u>1,228,758</u>	<u>1,467,885</u>	<u>620</u>	<u>2,550</u>	<u>901</u>	<u>10,149</u>	<u>430,908</u>	<u>3,141,771</u>

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

16. Property and equipment (continued)

Notes:

- (i) This represents costs incurred by the company for the acquisition of lands which are to be used in the construction of the highway. At the reporting date, the balance included an amount of \$2,524,000 for land for which titles have not passed to the company [see (iii) below].
- (ii) This represents costs incurred by the company for variations to the contracted core requirements of the construction of Phase 1A, as specified in the concession agreement.

Roads are constructed and operated by the concessionaires [see note 1(c)] for the period of the concession in accordance with the concession specifications. At the end of the concession periods they will be transferred to the company.
- (iii) In the prior year, the balance at the reporting date represents the cost of acquisition of lands, the titles for which had not passed to the company at that date [see (i) above].

17. Investment security

	<u>2016</u> \$'000	<u>2015</u> \$'000
Available-for-sale:		
Preference share [US\$26,257,000 (2015: US\$26,257,000)]	<u>3,186,623</u>	<u>3,006,119</u>

The rights and restrictions attaching to the preference share include the following:

- (a) 50% of the dividend declared and paid during the period commencing on Financial Close Phase 1B (i.e., February 18, 2011) and ending upon termination of the concession agreement [note 1(c)] (the “participation period”), such payment to be made contemporaneously with the payment of the remaining 50% [note 7(a)];
- (b) No entitlement to attend or vote at meetings of the members of TJH;
- (c) Entitlement to attend (but without participation in certain discussions or access to certain documents), but not to vote at, meetings of the directors of TJH;
- (d) Not to have the share redeemed during the participation period, except with the company’s prior written consent. The share may be redeemed after the participation period on payment of US\$1 if all accumulated dividends have been paid;
- (e) Entitlement to receive annual budget of TJH and to require explanations for over-expenditure of in excess of 10%, and in certain situations to have oversight of annual budget approvals;
- (f) Transfer of the preference share only to an acceptable transferee and only after prior written consent of TJH and certain lenders to TJH; and
- (g) No share in any surplus on a winding up of TJH other than accrued and unpaid dividends.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

18. Other receivables

	<u>2016</u> \$'000	<u>2015</u> \$'000
Receivable from Ministry of Transport and Mining:		
- Road rehabilitation work*	50,072	50,072
Interest receivable	5,417	6,291
Other**	<u>2,474</u>	<u>5,700</u>
	<u>57,963</u>	<u>62,063</u>

* The company acted as facilitator in respect of rehabilitation of roads adjoining the Tolled Highway on behalf of the Ministry of Transport and Mining and the balance receivable represents cash advanced by the company for project expenses in excess of funds received.

** Included in other receivables at March 31, 2015 were deposits totaling \$2,524,000 in respect of land acquisition for Phase 1A which is from Kingston to Sandy Bay. These deposits have been transferred to land as at March 31, 2016.

19. Resale agreements

The fair value of the securities underlying the resale agreements at the reporting date was \$979,871,188 (2015: \$1,468,859,416).

20. Share capital

	<u>2016</u> \$'000	<u>2015</u> \$'000
Authorised and issued:		
1,000,000 ordinary shares of no par value	<u>1,000</u>	<u>1,000</u>

The settlement for the shares issued is still pending as at the reporting date.

Each ordinary share entitles the holder to such dividend per share as is declared from time to time and entitles the holder to attend and vote at meetings of the company, in accordance with the Articles of Incorporation.

21. Inflation reserve

The company transfers a minimum of 40% of each year's profit, if any, to the inflation reserve, which has been established to ensure that payments to bondholders are made in accordance with the terms of the real return convertible bond issue.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016

(Expressed in Jamaican dollars unless otherwise indicated)

22. Long-term loans and advances

	<u>2016</u> <u>\$'000</u>	<u>2015</u> <u>\$'000</u>
(a) Real Return Convertible Bonds (face value J\$3,552,000,000, due February 6, 2032)	13,456,077	12,969,803
(b) PetroCaribe Development Fund US\$69,049,816 (2015 - US\$74,361,386)	8,426,985	8,554,794
(c) Ministry of Finance and Planning		
Advances - (i) Interest paid on behalf of company [note 24 (b)]	23,064,902	18,150,070
- (ii) Portmore Causeway [note 24 (b)]	366,126	345,131
(d) Long-term bond (face value US\$294,180,000, due 2024)	<u>33,648,606</u>	<u>31,329,711</u>
	<u>78,962,696</u>	<u>71,349,509</u>

- (a) This represents 4.5% convertible bonds issued by the company on February 7, 2002. The aggregate proceeds received from subscribers totalled \$3,552,000,000.

The bonds were issued at par and will be redeemed at the greater of par or par as adjusted for inflation or deflation based on changes in the all Jamaica "All Group" revised Consumer Price Index. However, bondholders have been given the option to convert some or all of the redemption monies for the bonds at redemption date into the company's ordinary shares, at a share price of 80% of the value of the shares at that date.

Coupon interest on the bonds will accrue at the rate of 4.5% per annum, adjusted for inflation or deflation, and is payable semi-annually in arrears on February 7 and August 7 of each year until maturity. Interest and inflation compensation are exempt from income tax.

The payment of principal and interest on the bonds is guaranteed by the Government of Jamaica and the bonds will rank *pari passu* with all similar future unsecured indebtedness of the company.

The net proceeds of the bond issue have been on-lent to Concessionaire No. 1 to provide part financing of the construction costs of Phase 1 of Highway 2000, in accordance with the terms of the GPD Loan Agreement between the company and the Concessionaire but that loan was, in substance, replaced in 2011 by one preference share in Trans Jamaica Highway (note 17).

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016*(Expressed in Jamaican dollars unless otherwise indicated)***22. Long-term loans and advances (continued)**

(a) (Continued)

The fair value of the bond comprises the fair value of the liability and the fair value of the equity conversion option. The fair value of the liability component of the bonds cannot be reliably determined because the bonds are not being traded and there are no similar instruments in the market. However, there is no evidence to suggest that the liability component is less than proceeds. Also, given that the conversion option is so far into the future, no value has been assigned to the equity conversion component of the bond.

The convertible bonds are recognised in the statement of financial position as follows:

	<u>2016</u> <u>\$'000</u>	<u>2015</u> <u>\$'000</u>
Face value of bonds, being proceeds of issue	<u>3,552,000</u>	<u>3,552,000</u>
Inflation compensation - at beginning of year	9,454,502	8,801,261
- amount for year	<u>484,099</u>	<u>653,241</u>
- at end of year	<u>9,938,601</u>	<u>9,454,502</u>
	13,490,601	13,006,502
Less: Unamortised transaction costs	<u>(34,524)</u>	<u>(36,700)</u>
	<u>13,456,077</u>	<u>12,969,802</u>

(b) This represents a loan facility totalling US\$70,600,000 negotiated with the PetroCaribe Development Fund to provide working capital to the company. In particular, the facility was negotiated to complete the Mount Rosser leg of the Highway 2000 project. The loan is supported by promissory notes issued by the company.

	<u>2016</u> <u>US\$</u>	<u>2015</u> <u>US\$</u>
Loan amount outstanding at beginning of period	74,361,386	84,049,228
Principal paid during the year	<u>(5,311,570)</u>	<u>(9,687,842)</u>
Loan amount outstanding at end of period	<u>69,049,816</u>	<u>74,361,386</u>

The principal amount is repayable in semi-annual instalments, the first of which was due on December 30, 2013, with final repayment due on December 30, 2028. The interest rate is 5% per annum and is payable semi-annually in arrears on the last day of each interest period, commencing December 30, 2011. The loan is guaranteed by hypothecation of the expected inflows of toll revenues from the Linstead to Moneague leg of Highway 2000.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016*(Expressed in Jamaican dollars unless otherwise indicated)***22. Long-term loans and advances (continued)**

- (c) (i) This represents interest payments made by the Ministry of Finance and Planning on behalf of the company. There is no agreement in place and the interest rate, repayment date and other terms of the advances have not yet been determined.
- (ii) An amount of US\$3,000,000 was received from the Ministry of Finance and Planning during 2006 to assist in the financing of the Portmore Causeway. There is no agreement in place and the interest rate, repayment date and other terms of the advances have not yet been determined.

These amounts have been classified as non-current or subject to notice because management is of the view that, when agreed with the Ministry of Finance and Planning, the repayment dates will be more than a year after the reporting date.

- (d) This represents 9.375% Amortizing Notes due 2024 issued by the company on November 10, 2011. The aggregate proceeds received from subscribers totalled US\$294,180,000.

The payment of principal and interest on the bonds is due in United States dollars and is guaranteed by the Government of Jamaica. The bonds rank *pari passu* with all similar future unsecured indebtedness of the company.

The principal amount is repayable in two equal instalments, the first of which is due and payable on November 10, 2023, with final repayment due on November 10, 2024. The interest is payable semi-annually in arrears on May 10 and November 10 of each year, which commenced on May 10, 2012.

23. Other payables

	<u>2016</u> \$'000	<u>2015</u> \$'000
Accrued expenses	188,658	247,774
Professional fees	31,230	27,024
Interest payable	1,677,762	1,594,971
Other	<u>14,272</u>	<u>16,402</u>
	<u>1,911,922</u>	<u>1,886,171</u>

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016*(Expressed in Jamaican dollars unless otherwise indicated)***24. Related party balances and transactions**

- (a) A related party is a person or entity that is related to the entity that is preparing its financial statements (referred to in IAS 24, *Related Party Disclosures*, as the “reporting entity”, in this case, the company).
- (i) A person or a close member of that person’s family is related to the company if that person:
- (1) has control or joint control over the company;
 - (2) has significant influence over the company; or
 - (3) is a member of the key management personnel of the company or of a parent of the company.
- (ii) An entity is related to a company if any of the following conditions applies:
- (1) The entity and the company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (3) Both entities are joint ventures of the same third party.
 - (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (5) The entity is a post-employment benefit plan for the benefit of employees of either the company or an entity related to the company.
 - (6) The entity is controlled, or jointly controlled by a person identified in (a).
 - (7) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (8) The entity, or any member of a group of which it is a part provides key management personnel services to the company or to the parent of the company.

A related party transaction is a transfer of resources, services or obligations between related parties, regardless of whether a price is charged.

Related parties include Government-related entities and Ministries, and key management personnel.

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016*(Expressed in Jamaican dollars unless otherwise indicated)***24. Related party balances and transactions (continued)**

(b) The statement of financial position includes balances with related parties, as follows:

	<u>2016</u> <u>\$'000</u>	<u>2015</u> <u>\$'000</u>
Receivable from related parties:		
Ministry of Transport and Mining		
- Road rehabilitation (note 18)	<u>50,072</u>	<u>50,072</u>
Payable to related parties:		
Development Bank of Jamaica Limited		
- Interest payable	<u>177,482</u>	<u>177,482</u>
Ministry of Finance and Planning		
- Long-term loan (note 22)	23,064,902	18,150,070
- Short-term loan (note 22)	<u>366,126</u>	<u>345,131</u>

(c) The statement of profit or loss and other comprehensive income includes income earned from, and expenses incurred in, transactions with related parties, as follows:

	<u>2016</u> <u>\$'000</u>	<u>2015</u> <u>\$'000</u>
Development Bank of Jamaica Limited		
Expenses:		
Professional fees	4,800	4,932
Rent	<u>5,958</u>	<u>6,332</u>

(d) Key management personnel compensation:

Salaries and other short-term employee benefits [including salaries of directors who are executives (see below)]	14,019	17,086
Statutory payroll contributions	<u>38</u>	<u>38</u>
	<u>14,057</u>	<u>17,124</u>
Directors' emoluments:		
Fees	725	688
Management remuneration	<u>14,019</u>	<u>17,086</u>
	<u>14,744</u>	<u>17,774</u>

NATIONAL ROAD OPERATING AND CONSTRUCTING COMPANY LIMITED

Notes to the Financial Statements (continued)

March 31, 2016*(Expressed in Jamaican dollars unless otherwise indicated)***25. Contingent liability**

- (a) As indicated in note 1, the company acquires lands for the purpose of road construction by the Concessionaires. Property tax on these lands has been assessed by the Commissioner of Lands. By virtue of Property Tax (National Road Operating and Constructing Company Limited) (Remission) Notice 2012 dated December 10, 2012, the property tax due and payable in respect of any property in the possession of the company used in connection with toll roads in Jamaica was remitted with effect from that date and for the duration of Concession Agreement No. 2. To date, no property taxes have been paid as the company is in discussion with the Commissioner of Lands in relation to the implementation of the foregoing and other related matters. The liability for the property taxes incurred is not expected to exceed \$1,800,000.
- (b) A number of properties on which the Highway has been built have been compulsorily acquired under the Land Acquisition Act by the Commissioner of Lands (COL) acting on the company's behalf. For the majority of these, the documentation does not now exist for an award or payment to be made to any person for one or more reasons, including unregistered lands, unavailability of owners, owners who died intestate, and wills not yet probated. In the future, however, these persons may come forward with the necessary documentation and request payment. Any such requests are expected to be passed to the company by the COL. The company does not expect this potential liability to exceed \$830,000,000.
- (c) A claim in the amount of \$15,390,000 was brought by Magnus Mullings, the Executor of the estate of Ivy Harding, deceased, in respect of land registered at Volume 1039 Folio 209 and compulsorily acquired by the Commissioner of Lands pursuant to the Land Acquisition Act for the purpose of construction of the Mt. Rosser leg of Highway 2000 for damages to livestock, economic trees and buildings on the land which allegedly occurred during the acquisition process. The company has been joined as the 3rd defendant with the Commissioner of Land, and the Attorney General in this claim. Defences have been filed by all defendants including the company in which the allegations were denied. The matter has been referred for mediation.
- (d) A claim for compensation under clause 25.8 of Amended and Reinstated Concession Agreement in respect of Highway 2000 Project was submitted by TransJamaican Highway Limited (TJH). In accordance with the clause, TJH is claiming compensation in respect of revenue losses from the competing roads- North South Link Highway.

The Attorney General concluded that they were of the view that TJH's entitlement to compensation by virtue of clause 25.8 (b) only arises if existing competing roads were enhanced. The management of the Company considers that the North South Link Highway is not an enhancement to existing competing roads and as such do not see a basis for compensation payments to TJH.

Appendix 1 – STATUS REPORT FOR FINANCIAL YEAR 2015-2016

OBJECTIVES	STRATEGIES	MAJOR TASKS	PERFORMANCE MEASURE/ INDICATORS	TARGET	ACHIEVEMENT	
				YTD	YTD	
Accelerating Development through Infrastructure	Prior acquisition of the land/properties needed along the alignment of the highway, to facilitate construction.	Acquire land for the following sections of H2K:-				
		Phase 1 B-1A (Sandy Bay - May Pen)	Cost (J\$'000)	15,000	2,156	
		Caymanas to Ocho Rios	Percentage of parcels delivered	100	100	
	The strategic rationale behind the planning and sub-phasing of the construction work is to create manageable commercial units that are easy and efficient in their financing and implementation.	Facilitate construction of the following sections of H2K:- North-South Link			To be funded by Chinese	
		Caymanas to Ocho Rios	Cost (J\$'000)			
	Utilities relocation	Cost (J\$'000)		143,000	46,175	

OBJECTIVES	STRATEGIES	MAJOR TASKS	PERFORMANCE MEASURE/ INDICATORS	TARGET	ACHIEVEMENT
				YTD	YTD
Road User Safety	Monitor the Highway Operating Agreement and partnering with the Developer and Operator to identify and implement safety improvement measures.	Coordinate the activities for reduction of the number of fatal and serious accidents in collaboration with the Toll Operator.	Number and categories of accidents along highway tracked monthly.	Data obtained from Operator and reviewed monthly. Adverse trend discussed at monthly meetings.	Data obtained from Operator and reviewed monthly. Adverse trend discussed at monthly meetings.
			Smoke trend along highway tracked monthly and discussed at monthly meeting held with Operator.	Data obtained from Operator and reviewed monthly. Adverse trend discussed at monthly meetings.	Data obtained from Operator and reviewed monthly. Adverse trend discussed at monthly meetings.

OBJECTIVES	STRATEGIES	MAJOR TASKS	PERFORMANCE MEASURE/ INDICATORS	TARGET	ACHIEVEMENT
				YTD	YTD
Environmental Balance	Monitor the Highway Operating Agreement with a view to minimizing the impact of the new construction on the surroundings in compliance with NEPA's and other legal/regulatory requirements.	Conduct weekly site inspections of works in progress for environmental and safety compliance.	Submittal of monthly report to Developer and other H2K stakeholders (2 weeks after month end).	12 reports submitted by agreed time	12 reports submitted by agreed time
		Liaise with Developer, Toll Authority and MTWH, as well as, consult with communities and local authorities on project related environmental activities	# of meetings held with named groups	At least 8 meetings	8 meetings held
		Conduct weekly site inspections of completed H2K for environmental and safety compliance.	Submittal of monthly report to Grantor's Rep. (2 weeks after month end).	11 reports submitted by agreed time	12 reports submitted by agreed time
	Improve Environmental Awareness and practices within NROCC	Develop an Environmental Management System (EMS) for NROCC	Targets achieved by stated timelines	Develop EMS Policy. Draft and agree EMS procedures.	EMS Policy developed and communicated to staff

OBJECTIVES	STRATEGIES	MAJOR TASKS	PERFORMANCE MEASURE/ INDICATORS	TARGET	ACHIEVEMENT
				YTD	YTD
Economic Development	Collaborate with Developer to grow the traffic numbers on H2K	Meet with Developer to formulate plan to grow/improve traffic on H2K	Traffic growth through each plaza	Traffic numbers analyzed and trends discussed at monthly meetings	Traffic numbers analyzed and trends discussed at monthly meetings
Customer Service	Assure compliance of Developer, Contractor and Operator with the Highway Concession Agreement	Audit Quality Management Systems of the Developer, Contractor and Operator to ascertain level of compliance with the Highway Concession Agreement	Quarterly Quality Management compliance audits conducted	At least 4 sets of audits conducted and reported	4 audits each of the Developer, Contractor and Operator conducted and reported
	Improve the ongoing customer communication and outreach	Update of H2K website with information relating to activities taking place for H2K.	Timely update of H2K website	Website updated quarterly	Website updated with information regarding the renaming of the East- West corridor of the Highway, Annual Reports & Financial Statements and revised tolls for both corridors.

OBJECTIVES	STRATEGIES	MAJOR TASKS	PERFORMANCE MEASURE/ INDICATORS	TARGET	ACHIEVEMENT
				YTD	YTD
Organization Development and Efficiency Improvement	Improve NROCC's Quality Management System (QMS)	Maintain ISO 9001 QMS and obtain certification of the QMS	No Hold Point during ISO 9001 Surveillance Audit	Recertification of QMS to ISO 9001:2008	QMS Recertified to ISO 9001:2008
	Staff Development	Development of staff through training	# of job-related training programmes held	4	4
	Reduction in expenditure to improve organizational efficiency	Developing systems to monitor and reduce utilities consumption	Reduction in telephone talk time	Reduce talk time by 3% for the quarter	Talk time decreased by 22%
		Monitor and reduce paper and ink consumption	Reduction in expenditure for copy paper and ink	Expenditure for copy paper and ink reduced by minimum of 5% for the quarter	Copy Paper decreased by 92.7%, Ink increased by 41.36%

Appendix 2 – REVISED OPERATIONAL PLAN – 2016/2017

POLICIES	OBJECTIVES	STRATEGIES	MAJOR TASKS	PERFORMANCE MEASURE/ INDICATORS	PHYSICAL TARGETS & RESOURCES				
					QTR.1	QTR. 2	QTR.3	QTR.4	
					TARGET	TARGET	TARGET	TARGET	
	Accelerating Development through Infrastructure	Development of the Montego Bay Bypass	Identify a Developer/Contractor for Montego Bay Bypass	Develop Pre-feasibility Model			Model completed and submitted		
				Discussions with Potential Funding Agencies				Submit preliminary report to the Board and Ministry	
				Carry out traffic studies - Montego Bay Bypass			Complete O-D Surveys		
				Outline Traffic Forecast				Traffic Forecast completed	
		Development of the next phases of the Highway - May Pen to Williamsfield	Identify a Developer/Contractor for May Pen to Williamsfield	Develop Pre-feasibility Model	Model completed and submitted				
				Discussions with Potential Funding Agencies		Submit preliminary report to the Board and Ministry			
				Carry out traffic studies - May Pen to Williamsfield				Complete O-D Surveys	
				Outline Traffic Forecast				Traffic Forecast completed	
		Transfer of the Development Lands for Hotels, Housing and Commercial development	Identify and Agree the sites for Development Lands	Finalisation of surveying activities for agreed sites				Surveying activities completed	
				Transfer lands to the Developer	Signed Developers Agreement				Developers agreement signed

1.2								
POLICIES	OBJECTIVES	STRATEGIES	MAJOR TASKS	PERFORMANCE MEASURE/ INDICATORS	PHYSICAL TARGETS & RESOURCES			
					QTR.1	QTR. 2	QTR.3	QTR.4
					TARGET	TARGET	TARGET	TARGET
	<i>Road User Safety</i>	Monitor the Highway Operating Agreement and partnering with the Developer and Operator to identify and implement safety improvement measures.	Coordinate the activities for reduction of the number of fatal and serious accidents in collaboration with the Toll Operator.	Number and categories of accidents along highway tracked monthly.	Monthly # and categories of accidents obtained from Operator and reviewed. Adverse trends discussed at monthly meeting.	Monthly # and categories of accidents obtained from Operator and reviewed. Adverse trends discussed at monthly meeting.	Monthly # and categories of accidents obtained from Operator and reviewed. Adverse trends discussed at monthly meeting.	Monthly # and categories of accidents obtained from Operator and reviewed. Adverse trends discussed at monthly meeting.
				Smoke trend along highway tracked monthly and discussed at monthly meeting held with Operator.	Monthly # of fires along T1 and T2 obtained from Operator and reviewed. Adverse trends discussed at monthly meeting.	Monthly # of fires along T1 and T2 obtained from Operator and reviewed. Adverse trends discussed at monthly meeting.	Monthly # of fires along T1 and T2 obtained from Operator and reviewed. Adverse trends discussed at monthly meeting.	Monthly # of fires along T1 and T2 obtained from Operator and reviewed. Adverse trends discussed at monthly meeting.

1.3								
POLICIES	OBJECTIVES	STRATEGIES	MAJOR TASKS	PERFORMANCE MEASURE/ INDICATORS	PHYSICAL TARGETS & RESOURCES			
					QTR.1	QTR. 2	QTR.3	QTR.4
					TARGET	TARGET	TARGET	TARGET
	Environmental Balance	Monitor the Highway Operating Agreement with a view to minimizing the impact of the new construction on the surroundings in compliance with NEPA's and other legal/regulatory requirements.	Conduct weekly site inspections of works in progress for environmental and safety compliance.	Submittal of monthly report to Developer and other H2K stakeholders (2 weeks after month end).	3 reports submitted by agreed time	3 reports submitted by agreed time	3 reports submitted by agreed time	3 reports submitted by agreed time
		Conduct weekly site inspections of completed H2K for environmental and safety compliance.	Submittal of monthly report to Grantor's Rep. (2 weeks after month end).	3 reports submitted by agreed time	2 reports submitted by agreed time	3 reports submitted by agreed time	3 reports submitted by agreed time	
		Improve Environmental Awareness and practices within NROCC	Develop an Environmental Management System (EMS) for NROCC	Targets achieved by stated timelines	Review, agree and issue EMS procedures	Review, agree and issue EMS procedures	Monitor EMS procedures	Monitor EMS procedures

1.4								
POLICIES	OBJECTIVES	STRATEGIES	MAJOR TASKS	PERFORMANCE MEASURE/ INDICATORS	PHYSICAL TARGETS & RESOURCES			
					QTR.1	QTR. 2	QTR.3	QTR.4
					TARGET	TARGET	TARGET	TARGET
	Economic Development	Collaborate with Developer to grow the traffic numbers on H2K	Meet with Developer to formulate plan to grow/improve traffic on H2K	Traffic growth through each plaza	Analyze traffic numbers for trends	Analyze traffic numbers for trends	Request and obtain plan from Developer for increasing traffic numbers.	Analyze traffic numbers for trends
	Customer Service	Assure compliance of Developer, Contractor and Operator with the Highway Concession Agreement	Audit Quality Management Systems of the Developer, Contractor and Operator to ascertain level of compliance with the Highway Concession Agreement	Quarterly Quality Management compliance audits conducted	1 audit each of the Developer, Contractor and Operator conducted and reported	1 audit each of the Developer, Contractor and Operator conducted and reported	1 audit each of the Developer, Contractor and Operator conducted and reported	1 audit each of the Developer, Contractor and Operator conducted and reported
Improve the ongoing customer communication and outreach		Update of H2K website with information relating to activities taking place for H2K.	Timely update of H2K website	Website updated quarterly (end of mth.). Community updates via bulletin and community	Website updated quarterly (end of mth.).	Website updated quarterly (end of mth.). Community updates via bulletin and community	Website updated quarterly (end of mth.). Community updates via bulletin and community	Website updated quarterly (end of mth.).
Issue Customer satisfaction Survey		Issue Customer satisfaction Survey	Survey administered to primary customer and feedback received			Overall rating of satisfied or very satisfied		

1.5								
POLICIES	OBJECTIVES	STRATEGIES	MAJOR TASKS	PERFORMANCE MEASURE/ INDICATORS	PHYSICAL TARGETS & RESOURCES			
					QTR.1	QTR. 2	QTR.3	QTR.4
					TARGET	TARGET	TARGET	TARGET
	Organization Development and Efficiency Improvement	Improve NROCC's Quality Management System (QMS)	Maintain ISO 9001 QMS and obtain certification of the QMS	No Hold Point during ISO 9001 Surveillance Audit			Surveillance Audit of QMS	
		Staff Development	Development of staff through training	# of job-related training programmes held	1	1	1	1
		Reduction in expenditure to improve organizational efficiency	Developing systems to monitor and reduce utilities consumption	Reduction in telephone talk time	Reduce talk time by 3% for the quarter	Reduce talk time by 3% for the quarter	Reduce talk time by 3% for the quarter	Reduce talk time by 3% for the quarter
			Monitor and reduce paper and ink consumption	Reduction in expenditure for copy paper and ink	Consumption of copy paper and ink reduced by minimum of 3% for the quarter	Consumption of copy paper and ink reduced by minimum of 3% for the quarter	Consumption of copy paper and ink reduced by minimum of 3% for the quarter	Consumption of copy paper and ink reduced by minimum of 3% for the quarter