### SPRING CREEK HOMEOWNERS' ASSOCIATION

# FINANCIAL STATEMENTS AND INDEPENDENT ACCOUNTANT'S REVIEW REPORT WITH SUPPLEMENTAL INFORMATION

FOR THE YEAR ENDED DECEMBER 31, 2012 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2011

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#### INDEPENDENT ACCOUNTANT'S REVIEW REPORT

June 21, 2013

To the Board of Directors
Spring Creek Homeowners' Association
Jackson, Wyoming

We have reviewed the accompanying balance sheet of Spring Creek Homeowners' Association (a corporation) as of December 31, 2012 and the related statement of revenues expenses and changes in fund balance and statement of cash flows for the year then ended. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

Our responsibility is to conduct the review in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. Those standards require us to perform procedures to obtain limited assurance that there are no material modifications that should be made to the financial statements. We believe that the results of our procedures provide a reasonable basis for our report.

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.

Our review was made for the purpose of expressing a conclusion that there are no material modifications that should be made to the financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America. The supplemental information including future major repairs and replacements is presented only for purposes of additional analysis. Such information, except for this information on future major repairs has been subjected to the inquiry and analytical procedures applied in the review of the basic financial statements, and we are not aware of any material modifications that should be made thereto.

Thompson, Palmer and Associates, PC

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Certified Public Accountants

SPRING CREEK HOMEOWNERS' ASSOCIATION FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION DECEMBER 31, 2012 WITH COMPARATIVE TOTALS AS OF DECEMBER 31, 2011

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# SPRING CREEK HOMEOWNERS' ASSOCIATION BALANCE SHEET DECEMBER 31, 2012 WITH COMPARATIVE TOTALS AS OF DECEMBER 31, 2011

	Operating		Replacement			To	otals	
		Fund		Fund		2012		2011
ASSETS								
Cash, including interest-bearing deposits	\$	124,815	\$	-	\$	124,815	\$	145,639
Investments – Cash (Note #3)		-		414,878		414,878		63,350
Investments – Securities (Note #3)		-	1,	609,973	1	,609,973	1	,747,133
Assessments receivable (Note #2)		46,712		-		46,712		140,638
Prepaid income tax		-		-		-		2,585
Prepaid expenses		6,747		-		6,747	(	1,666)
Due from operating fund		-		30,224		30,224		13,189
Due to replacement fund	(	30,224)		-	(	30,224)	(	13,189)
Inventory (Note #2)		17,848		-		17,848		18,563
Other receivables		25,000		-		25,000		-
Total assets	\$	190,898	\$ 2,	055,075	\$ 2	,245,973	\$ 2	,116,242
LIABILITIES AND FUND BALANCES								
Accounts payable	\$	47,307	\$	-	\$	47,307	\$	34,010
Income tax payable		12,128		-		12,128		-
Advanced homeowner assessments		48,340		-		48,340		2,986
Homeowner construction deposits		42,980		-		42,980		43,102
Other accruals		-						16,90 <u>6</u>
Total liabilities		150,755		-		150,755		97,004
Fund balances		40,143	2,	,055,075	2	,095,218	2	,019,238
Total liabilities and fund balances	\$	190,898	\$ 2,	055,075	\$ 2	,245,973	\$ 2	,116,242

### SPRING CREEK HOMEOWNERS' ASSOCIATION STATEMENT OF REVENUES, EXPENSES AND CHANGES IN FUND BALANCES FOR THE YEAR ENDED DECEMBER 31, 2012 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2011

	Operating	Replacement T		Totals		
	Fund	<u>Fund</u>	2012	2011		
REVENUES						
Assessments	\$ 912,696	\$ 195,428	\$ 1,108,124	\$ 1,189,151		
Interest income	12,696	74,857	87,553	92,774		
Other income Total revenues	925,392	270,285	1,195,677	( 825) 1,281,100		
Total Tevendes	323,332	270,200	1,100,011	1,201,100		
EXPENSES						
Operating expenses - Schedule I	1,061,862	-	1,061,862	977,396		
Replacement other - Schedule I		142,990	142,990	418,248		
Total expenses	1,061,862	142,990	1,204,852	1,395,644		
Excess (deficiency) of revenues						
over operating expenses	( 136,470)	127,295	( 9,175)	( 114,544)		
OTHER REVENUE (EXPENSE)  Net unrealized and realized gains						
on securities		<u>85,155</u>	<u>85,155</u>	( 6,933)		
Total other revenue (expense)	-	85,155	85,155	( 6,933)		
Excess (deficiency) of revenues						
over expenses	( 136,470)	212,450	75,980	( 121,477)		
Fund Balance – Beginning of year	195,566	1,823,672	2,019,238	2,140,715		
Fund transfer	( 18,953)	18,953	-	-		
Fund Balance – End of year	\$ 40,143	\$ 2,055,075	\$ 2,095,218	\$ 2,019,238		

## SPRING CREEK HOMEOWNERS' ASSOCIATION STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2012 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2011

	Operating	Replacement	Totals			
	Fund	<u>Fund</u>	2012	2011		
CASH FLOWS FROM OPERATING ACTIVITIES						
Excess (deficiency) of revenues						
over operating expenses	\$ ( 136,470)	\$ 127,295	\$ ( 9,175)	\$ ( 114,544)		
Adjustments to reconcile excess (deficiency) operating expenses to net cash provided by (Increase) decrease						
Assessments receivable	93,926	-	93,926	( 34,271)		
Prepaid income tax	2,585	-	2,585	1,157		
Prepaid expenses	( 8,413)	-	( 8,413)	4,050		
Inventory	715	-	715	2,265		
Other receivables	( 25,000)	-	( 25,000)	600		
Increase (decrease)						
Accounts payable	13,297	-	13,297	( 19,771)		
Income tax payable	12,128	-	12,128	<b>-</b>		
Advanced homeowner assessments	45,354	-	45,354	( 143,609)		
Homeowner construction deposits	( 122)	-	( 122)	177		
Other accruals	<u>( 16,906</u> )	<del></del>	<u>( 16,906</u> )	<u>16,906</u>		
Net cash provided (used) by operating activities	( 18,906)	127,295	108,389	( 287,040)		
CASH FLOWS FROM INVESTING ACTIVITIES Proceeds from securities Securities purchased	<u>-</u>	487,336 ( 265,021)	487,336 _( 265,021)	183,443 _( 108,164)		
Net cash provided (used) by investing activities	-	222,315	222,315	75,279		
CASH FLOWS FROM FINANCING ACTIVITIES Inter-fund transfers	_ ( 1,918)	1,918	<del>-</del>			
Net cash provided (used) by financing activities	( 1,918)	1,918	-	-		
NET INCREASE (DECREASE) IN CASH	( 20,824)	351,528	330,704	( 211,761)		
CASH AT BEGINNING OF YEAR	145,639	63,350	208,989	420,750		
CASH AT END OF YEAR	<u>\$ 124,815</u>	\$ 414,878	\$ 539,693	\$ 208,989		
SUPPLEMENTAL DISCLOSURE Income taxes paid			\$ 4,655	\$ 6,080		

See accompanying notes and independent accountants' review report.

#### NOTE #1 - NATURE OF ORGANIZATION

Spring Creek Homeowners' Association is a non-profit association incorporated September 8, 1982, in the State of Wyoming. The Association is responsible for the insurance, operations and maintenance of the common facilities at Spring Creek Ranch, located in Teton County, Wyoming. Property or "Unit" owners, within Spring Creek Ranch, are members of the Association. Unit owners may also be members of subsidiary associations for particular subdivisions. The Association is governed by articles of incorporation, by-laws and declaration of covenants, conditions and restrictions.

#### NOTE #2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Fund accounting

The financial statements are presented on the accrual basis. To ensure observance of limitations and restrictions on the use of financial resources, the Association maintains its accounts using fund accounting. Financial resources are classified for accounting and reporting purposes in the following funds, established according to their nature and purpose:

Operating fund - Used to account for financial resources available for the general operations of the Association.

Replacement fund - Used to accumulate financial resources designated for future major repairs and replacements.

#### Assessments receivable

The Association levies monthly assessments upon its members to pay operating costs and fund major repairs and replacements. The Association may file liens and take legal action against any member whose monthly payments are delinquent. Management anticipates all assessments receivable to be collectible, whether in the normal course of business or forced by lien at the transfer of property, and no allowance for doubtful accounts is considered necessary. As of December 31, 2012 and 2011 assessments receivable are \$46,712 and \$140,638 respectively.

#### Inventories - firewood

Firewood inventories are stated at cost. Cost is determined using the first-in, first-out method of accounting. As of December 31, 2012 and 2011 inventories are \$17,848 and \$18,563 respectively.

#### NOTE #2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Property and equipment

The infrastructure, including roads, utilities, and related buildings, within the Association boundaries are property of the Spring Creek Improvement and Service District (SCISD). Under agreement, the Association manages and maintains this infrastructure with the ability to request reimbursement from the SCISD for any major expenditure. Association expenditures to maintain these assets will be expensed as incurred.

The Association also maintains the common area and exterior of the Harvest Dance and Spirit Dance subdivisions. Association expenditures to maintain these assets are expensed as incurred, and charged to the respective subdivision's operating or reserve funds.

Expenditures for new asset acquisitions may be capitalized if significant.

#### Insurance

It is the responsibility of the Association to provide liability and property damage insurance coverage for the common elements, including certain building exteriors, and the limited common elements of the project. Costs of the insurance are charged to the owners and prorated among the owners as set forth in the declarations. The building policy and earthquake coverage amounts are as follows:

	2012	2011
Building policy Earthquake	23,143,722 25,000,000	23,143,722 25,000,000

#### Statement of cash flows

Cash equivalents include all highly liquid debt instruments purchased with a maturity of three months or less.

#### Accounting estimates

The preparation of financial statements require management to make estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual amounts may differ from estimates.

#### Comparative information

The financial statements include certain prior-year summarized comparative information in total. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the organization's financial statements for the year ended December 31, 2011, from which the summarized information was derived.

#### Date of management review

Management has evaluated subsequent events through June 21, 2013, the date on which the financial statements were available to be issued.

#### NOTE #3 - INVESTMENTS - FAIR VALUE

The Association conforms to generally accepted accounting principles, which require debt and equity securities that are classified as available for sale to be recorded at "fair value" on the financial statements.

					To	otals	
		Cash	_ 5	Securities	2012		2011
Beginning balance - fair value Net cash in/out Realized earnings (losses) Unrealized gains (losses)	\$	63,350 276,671 74,857	\$ (	1,747,133 222,315) 220,412 135,257)	\$ 1,810,483 54,356 295,269 135,257)	\$ (	1,937,293 197,445) 63,892 6,743
Ending balance - fair value	\$	414,878	\$	1,609,973	\$ 2,024,851	\$	1,810,483
Net unrealized and realized gain	on se	ecurities is a	s foll	ows:			

Unrealized gain (loss)	\$ (	135,257)	\$ (	999)
Realized gain (loss)		220,412	(	5,934)
Net unrealized and realized gain on securities	<u>\$</u>	<u>85,155</u>	\$ (	6,933)

#### NOTE #4 - INCOME TAXES

The Association is taxed as a regular corporation. As a regular corporation, membership income is exempt from taxation, if certain elections are made; and the Association is taxed only on its non-membership income, such as interest earnings, at regular Federal tax rates, i.e. 15% on the first \$50,000. Income tax expense in 2012 and 2011 are \$19,360 and \$7,237 respectively. The federal income tax returns of the Association for 2012, 2011, 2010 and 2009 are subject to examination by the Internal Revenue Service, generally for three years after they were filed.

#### NOTE #5 - COMMITMENTS AND CONTINGENCIES

Future major repairs and replacements

The Association has budgeted for funds to be accumulated to offset costs of future major repairs and replacements. The association seeks to accumulate fifty percent of the replacement costs over the useful lives of the Project Common facilities, and to accumulate funds for specific repairs and maintenance of the Spirit Dance and Harvest Dance sites.

The replacement funds totaling \$2,055,075 consist of cash, including interest bearing monies of \$414,878, taxable and tax-exempt investments, including accrued interest totaling \$1,609,973, and an inter-fund receivable of \$30,224 as of December 31, 2012. The fund is generally not available for operating purposes. It is the Associations' policy to retain the interest earned on such funds in the reserve fund for future major repairs and replacements.

During July 2000, the Association conducted a study to estimate the remaining useful lives and replacement costs of the Project Common and Site Common (Spirit Dance and Harvest Dance) property components including the water and sewer system. The replacement cost values were updated in April, 2005. The Association is funding for such major repairs and replacements as follows:

	2012	2011
Replacement fund		
Assessments – Project Common	\$ 61,498	\$ 70,710
Assessments – Spirit Dance	74,964	94,322
Assessments – Harvest Dance	 58,966	 58,382
	\$ 195,428	\$ 223,414

Amounts accumulated in the replacement fund may not be adequate to meet future needs. However, if additional funds are needed, the Board of Directors of the Association has the right to increase regular assessments; and the Association has the right, subject to member approval, to levy emergency assessments, to levy special assessments, or to borrow. The Association may delay major repairs and replacements until funds are available.

#### Litigation

On May 7, 2010 a homeowner (JLC Development, LLC) brought suit against the Association and a neighboring homeowner, challenging that the Architectural Committee inappropriately approved an addition on a neighboring Spirit Dance unit, that the Association has failed to enforce the Declaration of Covenants, Conditions and Restrictions (CC&Rs) of the Association and that the co-defendant homeowner, despite express written notification objecting to the addition, proceeded with construction and expansion activities. In that 2010 lawsuit, (JLC Development, LLC v Spring Creek Homeowners Association and Christopher and Ann-Marie Ballard), JLC Development, LLC (JLC) asked for enforcement of the CC&Rs requiring the removal of the expansion and improvements, and damages in the sum of \$400,000 plus costs and attorney's fees. In October, 2012, that lawsuit was settled. The settlement included dismissal of claims against the Association and the Ballards, JLC's payment of past due Association assessments, relief for JLC from penalties and interest on those unpaid assessments, access for the Association to repair Well #2, an apology to Richard Fields, the requirement that the Association repair disturbed landscaping around Well #2, and for the Association to post a bond assuring such repair to the damaged landscaping.

In November, 2012, the Association and the Spring Creek Improvement and Service District (ISD) jointly filed a lawsuit against Jackson Land and Cattle, LLC (JL&C). The primary purpose of the lawsuit is to secure permanent and unrestricted easement access to one of the Association/ISD's water wells. The well has been in its present location on the valley floor for thirty years, and is on property which has been owned by JL&C since 2005. The well is located behind JL&C's locked gate, and the Association and ISD must always get prior approval from JL&C to service the well, even in the event of an emergency. The Association does not have a key to the locked gate. The lawsuit is intended to quiet title to the Association/ISD's access rights to the well. After attempts to obtain a resolution were unsuccessful, the Board of Directors of both the Association and ISD felt that the current situation could not continue indefinitely, that the matter needed an appropriate resolution, and that the civil action was the only means of getting a permanent resolution. The litigation is in the preliminary stages.

In January, 2013, JL&C filed responses and counterclaims against the Association and the ISD alleging breach of CC&Rs, breach of implied covenant of good faith and fair dealing, vacation of certain well and recreational easements, intentional trespass, and breach of settlement agreement related to the previous litigation. The counterclaims seek relief from Association assessments, vacation of certain easements and unspecified money damages. The Association's insurance company is defending the Association from these counterclaims as specified in the Association's policies. The insurance company's obligations to the Association under the Association's policy are subject to rights of reservation. Coverage may be withdrawn at a later date if it is determined subsequently that no coverage exists for this matter under the policy, and that the insurance company has the right to seek reimbursement for its defense costs incurred in relation to the non-covered claims or causes of action. The counterclaims are proceeding simultaneously with the Associations suit, and are in the preliminary stages.

JL&C has not paid Association assessments since July of 2012, despite numerous demands and the filing of a lien against its affected The Ranches at Spring Creek parcels. A second lawsuit was filed in June, 2013 by the Association and against JL&C for a judgment against JL&C for delinquent assessments owed the Association in the amount of \$26,921.61, and for foreclosure of it's The Ranches at Spring Creek parcels for failure to pay the assessments as provided in the CC&Rs. JL&C has not yet responded to the newly filed lawsuit.

SUPPLEMENTAL INFORMATION

## SPRING CREEK HOMEOWNERS' ASSOCIATION SUPPORTING SCHEDULE I FOR THE YEAR ENDED DECEMBER 31, 2012 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2011

	_	2012		2011
OPERATING EXPENSES				
Administration and accounting	\$	63,616	\$	74,864
Security	Ψ	105,240	Ψ	100,840
Maintenance		78,401		82,599
Accounting fees		6,000		10,000
Bad debt expense		37,800		-
Credit card commissions & discounts		17,852		21,718
Directors expense		1,300		, <u> </u>
Easement		6,500		6,500
Environmental		10,275		12,511
Firewood		50,730		33,547
Income tax		19,360		7,237
Insurance		39,121		41,218
Legal		64,029	(	3,276)
Management fees		35,340		46,320
Other operating expenses and supplies		29,966		14,439
Penalties and interest		8		-
Promotion – airlines		-		47,250
Property taxes		5,740		5,587
Recreational facilities		75,550		75,278
Repairs and maintenance				
Building		1,381		1,386
Landscaping		4,205		5,517
Roads and paths		136,971		142,802
Trash removal		16,037		13,446
Telephone		37,152		37,152
Tractor		2,836		3,100
Transportation		54,902		54,902
Water and sewer		161,550		142,459
Total operating expenses	\$	1,061,862	\$	977,396
REPLACEMENT FUND EXPENSES				
Brokerage Fees	\$	303	\$	300
Foreign Taxes		398		355
Site Common – Harvest Dance		15,371		12,689
Site Common – Spirit Dance		43,948		155,027
Project Common		82,970		249,877
Total replacement fund expenses	\$	142,990	\$	418,248
•	-			

See independent accountants' review report.

# SPRING CREEK HOMEOWNERS' ASSOCIATION SCHEDULE OF OPERATING FUND REVENUES AND EXPENSES - BUDGET AND ACTUAL FOR THE YEAR ENDED DECEMBER 31, 2012 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2011

				2012				2011
REVENUES		Budget		Actual	Fa	ariance vorable avorable)		Actual
Assessments Interest income Other	\$	912,696 - -	\$	912,696 12,696 -	\$	- 12,696 -	\$ (_	965,737 16,120 825)
		912,696		925,392		12,696		981,032
OPERATING EXPENSES								
Administration and accounting Security Maintenance Accounting Bad debt expense Credit card commissions Director's expense Easement Environmental Firewood Income tax Insurance Legal fees Management fees Office expenses Other office expenses Operating contingencies Penalties Promotion – Airlines Property taxes Recreational facilities Repair and maintenance Building Landscaping Roads and paths	(	63,616 105,240 78,200 5,000 - 16,300 280 6,500 27,000 51,240 9,088 42,434 12,000 35,340 2,000 13,075 18,000) - 5,070 70,415		63,616 105,240 78,401 6,000 37,800 17,852 1,300 6,500 10,275 50,730 19,360 39,121 64,029 35,340 86 29,880 - 8 5,740 75,550 1,381 4,205 136,971		201) 1,000) 37,800) 1,552) 1,020) - 16,725 510 10,272) 3,313 52,029) - 1,914 16,805) 18,000) 8) - 670) 5,135) 1,381) 2,005) 11,772)	(	74,864 100,840 82,599 10,000 - 21,718 - 6,500 12,511 33,547 7,237 41,218 3,276) 46,320 3,113 11,326 - 47,250 5,587 75,278 1,386 5,517 142,802
Trash removal Telephone Tractor Transportation		12,785 37,152 3,000 54,902		16,037 37,152 2,836 54,902	(	3,252) - 164 -		13,446 37,152 3,100 54,902
Water and sewer		124,312 907,892		161,550 1,061,862	(	37,238) 153,970)	-	142,459 977,396
Excess of operating fund revenues over (under) operating fund expenses	\$	4,804	\$ (	136,470)	\$ (	141,274)	\$	3,636

See independent accountants' review report.

SPRING CREEK HOMEOWNERS' ASSOCIATION SUPPLEMENTAL INFORMATION ON FUTURE MAJOR REPAIRS AND REPLACEMENTS (COMPILED) DECEMBER 31, 2012

The Associations' Board of Directors conducted a study in July 2000 to estimate the remaining useful lives and the replacement costs to the components of Project Common and Site Common (Spirit Dance and Harvest Dance) property. The estimates were tabulated by the study committee who inventoried and inspected the property. Replacement costs were based on the estimated costs to repair or replace the common and site property components at the date of the study. In April 2005, an engineering firm updated the inventory of property, and the repair or replacement costs. The estimated current replacement cost reflects the revised 2005 study as the basis plus an allowance for inflation.

The following information is based on the revised study and presents significant information about the components of common and site property.

	Estimated Remaining Useful Life Years		Fiscal Year 2012 Budget Allocation	Percent of Total Budget Allocation
Project common components Equipment, water, sewer and common Sub-total	2 – 54	\$ 13,726,159 13,726,159	\$ 61,504 61,504	31.47 % 31.47 %
Site common components Spirit Dance Subdivision Harvest Dance Subdivision Sub-total	0 – 17 2 – 20	3,351,554 1,915,441 5,266,995	74,965 58,967 133,932	38.36 % 30.17 % 68.53 %
Total		\$ 18,993,154	\$ 195,436	100.00 %

### SPRING CREEK HOMEOWNERS' ASSOCIATION SUPPLEMENTAL INFORMATION ON FUTURE MAJOR REPAIRS AND REPLACEMENTS DECEMBER 31, 2012

	Beginning		Sources (Uses)							
	Balance		Fund <u>Earnings Gain (Loss)</u>					Balance		
	2012	<u>Assessments</u>	<u>EX</u>	penses		Realized	<u>Uni</u>	realized	2012	
Project Common	\$ 740,055	\$ 61,498	\$ (	83,244)	\$	115,208	\$ (	52,774)	\$ 780,743	
Site (subdivision)										
Spirit Dance Major repairs	479,677	74,964	(	44,133)		78,222	(	35,832)	552,898	
Harvest Dance Major repairs	619,925	58,966	(	15,612)		101,370	(	46,436)	718,213	
Sun Dance * Major repairs	2,968	-	(	1)		469	(	215)	3,221	
Sub-total	1,102,570	133,930	(	59,746)		180,061	(	82,483)	1,274,332	
Total reserve fund	<u>\$1,842,625</u>	\$ 195,428	\$ (	142,990)	\$	295,269	\$ (	135,257)	\$2,055,075	

<sup>\*</sup> The association is not responsible for major repairs within the Sun Dance subdivision.