SPRING CREEK HOMEOWNERS' ASSOCIATION

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

> FOR THE YEAR ENDED DECEMBER 31, 2013 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2012

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INDEPENDENT ACCOUNTANT'S REVIEW REPORT

August 4, 2014

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, 2013 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. The prior year summarized comparative information has been derived from the Association's financial statements for the year ended December 31, 2012 and our report dated June 21, 2013 stated that based upon our procedures, we were not aware of any material modification that should be made to those financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.

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.

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Thompson, Palmer and Associates, PC Certified Public Accountants SPRING CREEK HOMEOWNERS' ASSOCIATION FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION DECEMBER 31, 2013 WITH COMPARATIVE TOTALS AS OF DECEMBER 31, 2012

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SPRING CREEK HOMEOWNERS' ASSOCIATION BALANCE SHEET DECEMBER 31, 2013 WITH COMPARATIVE TOTALS AS OF DECEMBER 31, 2012

	0	Operating		Replacement		Totals			
		Fund		Fund		2013		2012	
ASSETS									
Cash, including interest-bearing deposits	\$	267,901	\$	-	\$	267,901	\$	124,815	
Investments – Cash (Note #3)		-	-	44,624	-	44,624		414,878	
Investments – Securities (Note #3)		-	2	,462,577	2	,462,577	1,	609,973	
Assessments receivable (Note #2)		24,543		-		24,543		46,712	
Prepaid income tax		5,945		-		5,945		-	
Prepaid expenses		8,559		-		8,559		6,747	
Due from operating fund		-		40,743		40,743	(30,224	
Due to replacement fund	(40,743) 17,848		-	(40,743) 17,848	(30,224) 17,848	
Inventory (Note #2) Other receivables		5,000		-		5,000		25,000	
Other receivables		5,000		-		5,000		25,000	
Total assets	\$	289,053	\$2	,547,944	\$ 2	,836,997	\$2,	245,973	
LIABILITIES AND FUND BALANCES Accounts payable Income tax payable Advanced homeowner assessments Homeowner construction deposits	\$	60,829 - 140,106 88,978	\$	- - -	\$	60,829 - 140,106 88,978	\$	47,307 12,128 48,340 42,980	
Total liabilities		289,913		-		289,913		150,755	
Total fund balances	(860)	2	,547,944	2	,547,084	2,	095,218	
Total liabilities and fund balances	\$	289,053	\$2	,547,944	\$2	,836,997	<u>\$ 2</u> ,	245,973	

See accompanying notes and independent accountants' review report.

SPRING CREEK HOMEOWNERS' ASSOCIATION STATEMENT OF REVENUES, EXPENSES AND CHANGES IN FUND BALANCES FOR THE YEAR ENDED DECEMBER 31, 2013 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2012

	Operating	Replacement	Totals			
	Fund	Fund	2013	2012		
REVENUES Assessments Interest income Other income Total revenues	\$ 960,238 45 <u>1,907</u> 962,190	\$ 165,425 78,140 243,565	\$ 1,125,663 78,185 <u>1,907</u> 1,205,755	\$ 1,108,124 87,553 		
EXPENSES Operating expenses - Schedule I Replacement other - Schedule I Total expenses	1,003,193 1,003,193	- <u>124,479</u> 124,479	1,003,193 <u>124,479</u> 1,127,672	1,061,862 <u>142,990</u> 1,204,852		
Excess (deficiency) of revenues over expenses	(41,003)	119,086	78,083	(9,175)		
OTHER REVENUE (EXPENSE) Net unrealized and realized gains on securities Total other revenue (expense)		<u> </u>	<u> </u>	<u> </u>		
Excess (deficiency) of revenues over expenses	(41,003)	492,869	451,866	75,980		
Fund Balance – Beginning of year	40,143	2,055,075	2,095,218	2,019,238		
Fund Balance – End of year	<u>\$ (860)</u>	\$ 2,547,944	\$ 2,547,084	\$ 2,095,218		

See accompanying notes and independent accountants' review report.

SPRING CREEK HOMEOWNERS' ASSOCIATION STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2013 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2012

	Operating	Replacement	Totals			
	Fund	Fund	2013	2012		
CASH FLOWS FROM OPERATING ACTIVITIES Excess (deficiency) of revenues						
over expenses	\$ (41,00	3) \$ 119,086	\$ 78,083	\$ (9,175)		
Adjustments to reconcile excess (deficiency) expenses to net cash provided by operating (Increase) decrease in assets:		over				
Assessments receivable	22,16	9 -	22,169	93,926		
Prepaid income tax	(5,94		(5,945)	2,585		
Prepaid expenses	(1,81	2) -	(1,812)	(8,413)		
Inventory	-	-	-	715		
Other receivables Increase (decrease) in liabilities:	20,00	J -	20,000	(25,000)		
Accounts payable	13,52	2 -	13,522	13,297		
Income tax payable	(12,12		(12,128)	12,128		
Advanced homeowner assessments	91,76		91,766	45,354		
Homeowner construction deposits	45,99		45,998	(122)		
Other accruals				<u>(16,906</u>)		
Net cash provided by operating activities	132,56	7 119,086	251,653	108,389		
CASH FLOWS FROM INVESTING ACTIVITIES			205 000	407 000		
Proceeds from sale of securities Purchase of securities	-	395,660 (874,481)	395,660	487,336		
Fulchase of securities		<u>(074,401</u>)	<u>(874,481</u>)	(265,021)		
Net cash used by investing activities	-	(478,821)	(478,821)	222,315		
CASH FLOWS FROM FINANCING ACTIVITIES						
Inter-fund transfers	10,51	<u>9 (10,519</u>)				
Net cash provided (used) by financing activities	10,51	9 (10,519)	-	-		
NET INCREASE (DECREASE) IN CASH	143,08	6 (370,254)	(227,168)	330,704		
CASH AT BEGINNING OF YEAR	124,81	5 414,878	539,693	208,989		
		<u> </u>		·		
CASH AT END OF YEAR	<u>\$ 267,90</u>	<u>1 </u>	<u>\$ 312,525</u>	<u>\$ 539,693</u>		
SUPPLEMENTAL DISCLOSURE						
Income taxes paid			\$ 31,488	\$ 4,655		

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, 2013 and 2012 assessments receivable are \$24,543 and \$46,712 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, 2013 and 2012 inventories are \$17,848 and \$17,848 respectively.

SPRING CREEK HOMEOWNERS' ASSOCIATION NOTES TO FINANCIAL STATEMENTS (continued) DECEMBER 31, 2013

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:

	2013			2012
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.

SPRING CREEK HOMEOWNERS' ASSOCIATION NOTES TO FINANCIAL STATEMENTS (continued) DECEMBER 31, 2013

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, 2012, from which the summarized information was derived.

Date of management review

Management has evaluated subsequent events through August 4, 2014, 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.

					 Totals		
		Cash	;	Securities	 2013		2012
Beginning balance - fair value Net cash in/out Realized earnings (losses) Unrealized gains (losses)	\$ (414,878 448,394) 78,140 -	\$	1,609,973 478,821 55,637 <u>318,146</u>	\$ 2,024,851 30,427 133,777 <u>318,146</u>	\$ (1,810,483 54,356 295,269 <u>135,257</u>)
Ending balance - fair value	<u>\$</u>	44,624	\$	2,462,577	\$ 2,507,201	\$	2,024,851

Net unrealized and realized gain on securities is as follows:

Unrealized gain (loss)	\$ 318,146	\$(135,257)
Realized gain (loss)	 55,637		220,412
Net unrealized and realized gain on securities	\$ 373,783	\$	85,155

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 2013 and 2012 are \$13,378 and \$19,360 respectively. The federal income tax returns of the Association for 2013, 2012, 2011 and 2010 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 \$2,547,944 consist of cash, including interest bearing monies of \$44,624, taxable and tax-exempt investments, including accrued interest totaling \$2,462,577, and an inter-fund receivable of \$40,743 as of December 31, 2013. 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:

	2013		2012	
Replacement fund				
Assessments – Project Common	\$	31,493	\$	61,498
Assessments – Spirit Dance		74,966		74,964
Assessments – Harvest Dance		<u>58,966</u>		<u>58,966</u>
	<u>\$</u>	165,425	\$	195,428

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.

SPRING CREEK HOMEOWNERS' ASSOCIATION NOTES TO FINANCIAL STATEMENTS (continued) DECEMBER 31, 2013

Litigation

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 was 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/ISD's access rights to the locked gate. The lawsuit was 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.

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 sought relief from Association assessments, vacation of certain easements and unspecified money damages.

JL&C had 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 its The Ranches at Spring Creek parcels for failure to pay the assessments as provided in the CC&Rs.

In October 2013, a settlement of all claims and counterclaims was achieved. The settlement included easements for the benefit of the Association and ISD for the existing wells and for a future third well, and payment of past due assessments.

In October 2013, a homeowner, Carl Soderstrom, filed a lawsuit against the Association and his neighbor, Teton Peak Investments, LLC, and its owners Arthur and Elizabeth Kallop. The litigation is related to the Association's Architectural Review committee's (ARC) approval of the Kallop's home in alleged violation of the C&Rs and ARC Guidelines. The Association's insurance company is defending the Association from these claims 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 litigation is active with numerous filings including additional claims, a motion to dismiss and motion for injunctive relief, neither of which were granted, and an unsuccessful, day-long attempt at mediation. The trial is scheduled for October 7-9, 2014.

SUPPLEMENTAL INFORMATION

SPRING CREEK HOMEOWNERS' ASSOCIATION SUPPORTING SCHEDULE I FOR THE YEAR ENDED DECEMBER 31, 2013 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2012

	2	013		2012
OPERATING EXPENSES				
Administration and accounting	\$	69,030	\$	63,616
Security		08,960	Ψ	105,240
Maintenance		66,652		78,401
Accounting fees		7,500		6,000
Bad debt expense		7,500		37,800
Credit card commissions & discounts		22,140		17,852
Directors expense		-		1,300
Easement		7,000		6,500
Environmental		6,321		10,275
Firewood		16,260		50,730
Income tax		13,378		19,360
Insurance		56,528		39,121
Legal		70,925		64,029
Management fees		32,916		35,340
Other operating expenses and supplies		20,675		29,966
Penalties and interest		389		20,000
Property taxes		4,841		5,740
Recreational facilities		83,862		75,550
Repairs and maintenance		00,002		10,000
Building		1,128		1,381
Landscaping		3,820		4,205
Roads and paths	1	51,548		136,971
Trash removal		15,622		16,037
Telephone		37,152		37,152
Tractor		3,184		2,836
Transportation		54,902		54,902
Water and sewer		48,460		161,550
	·			
Total operating expenses	<u>\$ 1,0</u>	03,193	<u>\$ 1</u>	<u>,061,862</u>
REPLACEMENT FUND EXPENSES				
Brokerage fees	\$	330	\$	303
Foreign taxes		364		398
Site common – Harvest Dance		656		15,371
Site common – Spirit Dance		28,000		43,948
Project common		<u>95,129</u>		82,970
Total replacement fund expenses	<u>\$ 1</u>	<u>24,479</u>	\$	142,990

SPRING CREEK HOMEOWNERS' ASSOCIATION SCHEDULE OF OPERATING FUND REVENUES AND EXPENSES - BUDGET AND ACTUAL FOR THE YEAR ENDED DECEMBER 31, 2013 WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2012

			2013				2012
		Budget	Actual	Fa	ariance vorable avorable)		Actual
REVENUES			 	<u>, , , , , , , , , , , , , , , , , , , </u>	<u></u>		
Assessments Interest income Other	\$	960,238 - -	\$ 960,238 45 <u>1,907</u>	\$	- 45 1,907	\$	912,696 12,696 -
		960,238	962,190		1,952		925,392
		,	,		.,		
OPERATING EXPENSES							
Administration and accounting		69,030	69,030		-		63,616
Security		108,960	108,960		-		105,240
Maintenance		84,200	66,652		17,548		78,401
Accounting		5,000	7,500	(2,500)		6,000
Bad debt expense		-	-		-		37,800
Credit card commissions		16,300	22,140	(5,840)		17,852
Director's expense		280	-		280		1,300
Easement		6,500	7,000	(500)		6,500
Environmental		27,000	6,321		20,679		10,275
Firewood		38,255	16,260		21,995		50,730
Income tax		9,088	13,378	(4,290)		19,360
Insurance		42,434	56,528	(14,094)		39,121
Legal fees		12,000	70,925	(58,925)		64,029
Management fees		32,916	32,916		-		35,340
Office expenses		2,000	-		2,000		86
Other office expenses		13,075	20,675	(7,600)		29,880
Operating contingencies		6,000	-	· ·	6,000		-
Penalties		-	389	(389)		8
Property taxes		4,369	4,841	Ì	472)		5,740
Recreational facilities		70,415	83,862	Ì	13,447)		75,550
Repair and maintenance		,	,	``	, ,		,
Building		-	1,128	(1,128)		1,381
Landscaping		2,200	3,820	ì	1,620)		4,205
Roads and paths		148,839	151,548	ì	2,709)		136,971
Trash removal		12,785	15,622	ì	2,837)		16,037
Telephone		37,152	37,152	(_,,		37,152
Tractor		3,000	3,184	(184)		2,836
Transportation		54,902	54,902	(-		54,902
Water and sewer		139,755	148,460	(8,705)		161,550
		946,455	 1,003,193	$\overline{}$	56,738)		1,061,862
Excess of operating fund revenues		0.00,100	 .,000,100				.,
over (under) operating fund expenses	<u>\$</u>	13,783	\$ (<u>41,003</u>)	<u>\$ (</u>	<u>54,786</u>)	<u>\$ (</u>	136,470)

SPRING CREEK HOMEOWNERS' ASSOCIATION SUPPLEMENTAL INFORMATION ON FUTURE MAJOR REPAIRS AND REPLACEMENTS (COMPILED) DECEMBER 31, 2013

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	Estimated Current Replacement Cost	Fiscal Year 2013 Budget Allocation	Percent of Total Budget Allocation
Project common components Equipment, water, sewer and common Sub-total	2 – 54	<u>\$ 14,137,944</u> 14,137,944	<u>\$31,504</u> 31,504	<u> </u>
Site common components Spirit Dance Subdivision Harvest Dance Subdivision Sub-total	0 – 17 2 – 20	3,452,101 <u>1,972,904</u> 5,425,005	74,965 <u>58,697</u> 133,662	45.39 % <u>35.54 %</u> 80.93 %
Total		<u>\$ 19,562,949</u>	<u>\$ 165,166</u>	100.00 %

SPRING CREEK HOMEOWNERS' ASSOCIATION SUPPLEMENTAL INFORMATION ON FUTURE MAJOR REPAIRS AND REPLACEMENTS DECEMBER 31, 2013

En alia a	Beginning	Beginning Sources (Uses)							
Ending	Balance		Fund	Earnings (Gain (Loss)				
Balance	2013	Assessments	Expenses	Realized	Unrealized	2013			
Project Common	\$ 780,743	\$ 31,493	\$ (95,379)	\$ 48,263	\$ 114,778	\$ 879,898			
Site (subdivision)									
Spirit Dance Major repairs	552,898	74,966	(28,193)	37,144	88,334	725,149			
Harvest Dance Major repairs	718,213	58,966	(906)	48,163	114,540	938,976			
Sun Dance * Major repairs	3,221	-	(1)	207	494	3,921			
Sub-total	1,274,332	133,932	(29,100)	85,514	203,368	1,668,046			
Total reserve fund	\$2,055,075	<u>\$ 165,425</u>	<u>\$ (124,479</u>)	<u>\$ 133,777</u>	<u>\$ 318,146</u>	\$2,547,944			

* The association is not responsible for major repairs within the Sun Dance subdivision.