# GREATER PINE ISLAND WATER ASSOCIATION, INC. FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017 AND INDEPENDENT AUDITORS' REPORT

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#### Independent Auditors' Report

To the Board of Directors Greater Pine Island Water Association, Inc.

We have audited the accompanying financial statements of Greater Pine Island Water Association, Inc., which comprise the balance sheets as of December 31, 2018 and 2017, and the related statements of revenue and expenses, changes in members' equity, and cash flows for the years then ended, and the related notes to the financial statements.

#### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

#### Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Greater Pine Island Water Association, Inc. as of December 31, 2018 and 2017, and the changes in its members' equity and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

#### Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying schedules on pages 16 through 19 are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

SUPLEE, SHEA, CRAMER, & ROCKLEIN, P.A.

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Sarasota, FL

February 21, 2019

#### Balance Sheets

As of December 31, 2018 and 2017

#### **ASSETS**

	2018	2017
Current Assets		
Cash and cash and equivalents Unrestricted Restricted (Note 2)	\$ 4,558,040 21,986	\$ 3,741,715 11,999
Total Cash and cash equivalents	4,580,026	3,753,714
Accounts receivable Accrued interest receivable Patronage dividend receivable Inventory Prepaid expenses and other assets Total Current Assets  Property, Plant, and Equipment, net (Note 3)	207,834 1,343 19,221 115,963 91,616 5,016,003 13,435,566	191,209 694 21,742 97,873 123,886 4,189,118
Other Assets		
CoBank investment Restricted certificate of deposit (Note 7) Total Other Assets	279,915 115,000 394,915	303,620 115,573 419,193
Total Assets	\$ 18,846,484	\$ 17,951,248

#### Balance Sheets (continued)

# As of December 31, 2018 and 2017

#### LIABILITIES AND MEMBERS' EQUITY

	2018	2017
Current Liabilities		
Current maturities of long-term debt (Note 6) Accounts payable Accrued liabilities (Note 4) Deferred liabilities (Note 5) Total Current Liabilities	\$ 267,222 105,224 199,020 45,629 617,095	\$ 256,761 34,946 175,682 40,957
	017,093	508,346
Long-Term Liabilities		
Long-term debt, less current maturities (Note 6) Less: unamortized debt issuance costs	1,536,344 (8,743)	1,803,567 (10,181)
Net Long-Term Debt	1,527,601	1,793,386
Injection well liability (Note 7)	23,685	22,400
Total Long-Term Liabilities	1,551,286	1,815,786
Total Liabilities	2,168,381	2,324,132
Members' Equity		
Members' fees and capital investments	13,465,112	12,972,223
Retained earnings	3,212,991	2,654,893
Total Members' Equity	16,678,103	15,627,116
Total Liabilities and Members' Equity	\$ 18,846,484	\$ 17,951,248

#### Statements of Revenues and Expenses

	-	2018	2017	
Operating Revenues				
Metered water sales Other	\$	3,848,722 48,228	\$	3,609,984 46,759
Total Operating Revenues	***************************************	3,896,950		3,656,743
Operating Expenses				
Production Distribution Administrative Depreciation (Note 3)		1,124,645 413,475 945,661 852,711		1,033,499 408,021 913,547 829,842
Total Operating Expenses	***************************************	3,336,492		3,184,909
Operating Income		560,458	**************************************	471,834
Other Revenues (Expenses)				
Amortization Interest income Interest expense (Note 6) Gain on asset disposal Miscellaneous income Total Other Revenues (Expenses)		(1,437) 60,018 (98,350) - 37,409 (2,360)	· ·	(1,437) 28,718 (114,409) 12,300 24,939 (49,889)
Excess of Revenues over Expenses	\$	558,098	\$	421,945

Statements of Changes in Members' Equity

For the years ended December 31, 2018 and 2017

		Members'	Members' Fees and Capital Investments	Il Invest	ments				
	Membership Fees	Meter Fees	Capital Charges	Cons	Aid-In Construction	Total	Retained Earnings	Tot	Total Members' Equity
Balances as of December 31, 2016	\$ 2,042,380	\$ 4,024,904	\$ 6,162,272	€4	301,421	\$ 12,530,977	\$ 2,232,948	€9	14,763,925
Excess of Revenus over Expenses		1	1		1	•	421,945		421,945
New member fees	55,296	147,144	234,841		5,126	442,407	•		442,407
Adjustments and refunds to prior members	(1,504)	(173)	7,097		(6,581)	(1,161)	•		(1,161)
Balances as of December 31, 2017	\$ 2,096,172	\$ 4,171,875	\$ 6,404,210	<del>50</del>	299,966	\$ 12,972,223	\$ 2,654,893	69	15,627,116
Excess of Revenue over Expenses	1	r	ì		ı	٠	558,098		558,098
New member fees	57,348	169,245	252,294		6,933	485,820	•		485,820
Adjustments and refunds to prior members	(885)	(234)	11,107		(2,919)	7,069			7,069
Balances as of December 31, 2018	\$ 2,152,635	\$ 4,340,886	\$ 6,667,611	<del>60</del>	303,980	\$ 13,465,112	\$ 3,212,991	<del>69</del>	16,678,103

#### Statements of Cash Flows

	2018	2017
Cash flows from operating activities:		
Excess of revenues over expenses	\$ 558,098	\$ 421,945
Adjustments to reconcile excess of revenues		
over expenses to net cash provided		
by operating activities:		
Depreciation	852,711	829,842
Amortization	1,437	1,437
Gain on disposal of assets	-	(12,300)
Change in restricted certificate of deposit	573	(573)
Change in deep well injection liability	1,285	2,476
Changes in assets and liabilities		
Decrease in all accounts receivable	(14,753)	20,520
Increase in inventory	(18,090)	353
Increase in prepaid expenses and other assets	32,270	(19,118)
Increase in accounts payable, trade	70,278	(29,021)
Increase in accrued liabilities	23,338	3,731
Increase in deferred revenue	4,672	20,220 1,773
Total adjustments	953,721	818,987
Net cash provided by operating activities		
provided by operating activities	1,511,819	1,240,932
Cash flows from investing activities:		
Change in CoBank investment	23,705	23,657
Proceeds from asset dispositions	23,703	12,300
Proceeds from insurance reimbursement	,	36,014
Capital expenditures	(945,339)	(1,425,089)
Net cash used by investing activities		The same of the sa
The same of mixestiff activities	(921,634)	(1,353,118)

#### Statements of Cash Flows (continued)

	2018		2017
Cash flows from financing activities:			
Repayment of long-term debt	(256,762	)	(246,710)
Members' fees and capital investments	492,889	•	441,246
Net cash provided by financing activities	236,127		194,536
Increase in cash and cash equivalents	826,312		82,350
Cash and cash equivalents at beginning of year	3,753,714		3,671,364
Cash and cash equivalents at end of year	\$ 4,580,026	\$	3,753,714

#### NOTES TO THE FINANCIAL STATEMENTS

#### DECEMBER 31, 2018 AND 2017

#### Note 1 - Organization and Significant Accounting Policies

#### Organization

The Greater Pine Island Water Association, Inc., (the "Association"), is a private organization incorporated under the laws of the State of Florida on July 2, 1964, as a not-for-profit cooperative corporation. The purpose of the Association is to supply drinking water to its members residing on Pine Island and adjacent land in Lee County, Florida. Members may be individuals or business entities and are entitled to one vote, regardless of water usage, at the Association's annual meeting.

#### Significant Accounting Policies

#### Basis of Accounting

The financial statements of the Association have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables, and other liabilities.

#### Cash and Cash Equivalents

For the purpose of the statement of cash flows, the Association considers all liquid debt instruments with an original maturity of three months or less when purchased to be cash equivalents.

#### Unrestricted Certificates of Deposit

Unrestricted certificates of deposit are stated at cost, which are approximates of market, and are included in cash and cash equivalents.

#### Fair Value of Financial Instruments

The carrying values of the Association's financial instruments approximates fair value. The financial instruments consist of: accounts receivable, accounts payable, accrued liabilities, and long-term debt.

#### Accounts Receivable

Accounts receivable are stated at net realizable value and, in the opinion of management, are considered fully collectible; consequently, no allowance for bad debts was deemed necessary in the accompanying balance sheets as of December 31, 2018 and 2017.

#### Inventory

Inventory is recorded at the lower of cost (first-in, first-out) or net realizable value. Inventory consists of supplies, parts, and materials to maintain the Association's equipment.

#### Property, Plant, and Equipment

Property, plant, and equipment is stated at cost less accumulated depreciation. Additions and improvements that significantly add to the productive capacity or extend the useful life of an asset are capitalized. Other expenditures for repairs and maintenance are charged to operations in the period incurred. Depreciation is calculated using the straight-line method over the estimated useful lives of the individual assets, which ranges from three to forty years.

#### NOTES TO THE FINANCIAL STATEMENTS

#### DECEMBER 31, 2018 AND 2017

#### Note 1 - Organization and Significant Accounting Policies (continued)

#### Significant Accounting Policies (continued)

#### Impairment of Long Lived Assets

Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less cost to sell.

#### CoBank Investment

The Association's investments in CoBank are recorded at cost and qualified or allocated equities and reduced for any distributions received.

#### Intangible Assets

Costs incurred in the course of obtaining mortgage financing are capitalized and amortized over the term of the respective loans using the straight-line method, which approximates the effective interest method.

#### Compensated Absences

Employees accrue sick leave at the rate of 1 day per month and are allowed to accumulate unused sick leave. The Association has adopted the policy of reimbursing maximum accumulation of 260 hours to employees leaving the Association's employ after 20 years of service, at the employee's most recent hourly wage rate.

#### Members' Equity

To become a member of the Association a membership fee must be paid. The membership fee consists of the following: basic membership fee, meter fee, impact fee, and in some instances an aid-in construction fee. In addition, current earnings and losses are allocated to members based upon their proportionate share of consumption.

#### Revenue Recognition

Fees for water consumption consists of three parts: base fee, a standard monthly rate per connection; ready to serve charge, a standard monthly charge based upon the size of the water meter; and a water usage rate, rate computed on water consumption. The association reads water meters on a monthly basis and records the resulting revenue as earned.

#### Income Taxes

No provision has been made for income taxes. The Association is a tax-exempt organization under IRC Section 501(c)(12), whereby only unrelated business income is subject to income tax. For the fiscal years ended December 31, 2018 and 2017, the Association's entire gross income has come under Section 115(a) and, therefore, includes no unrelated business income.

#### NOTES TO THE FINANCIAL STATEMENTS

#### DECEMBER 31, 2018 AND 2017

#### Note 1 - Organization and Significant Accounting Policies (continued)

#### Significant Accounting Policies (continued)

#### Income Taxes (continued)

ASC Topic 740 requires the Organization to recognize in the financial statements the impact of a tax position, if that position is more likely than not of being sustained on audit, based on technical merits of the position. The Organization has determined that it does not have any material unrecognized tax benefits or obligations as of December 31, 2018 and 2017.

The Association files a U.S. Federal information return of an organization exempt from income tax (Form 990). The Federal returns for the tax years 2015 through 2017 remain subject to examination by the Internal Revenue Service.

#### Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the certain reported amounts and disclosures of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

#### Note 2 – Cash and Cash Equivalents

Cash and cash equivalents consist of both unrestricted and restricted funds. Restrictions on cash and cash equivalents are board of director designated funds. The designations consist of the following:

	2018	2017
Employee medical reimbursements	\$21,986	\$ <u>11,999</u>

# NOTES TO THE FINANCIAL STATEMENTS

#### DECEMBER 31, 2018 AND 2017

#### Note 3 - Property, Plant, and Equipment

Details of property, plant, and equipment as of December 31, 2018 and 2017 is as follows:

		<u>2018</u>		<u>2017</u>
Land and land improvements Well systems Water treatment plant Distribution system Pumping stations Administrative office	\$	1,657,23 4,326,60 5,593,44 12,387,62 2,537,03 307,23	00 2 2 7 4	3 1,587,653 4,314,263 5,492,852 11,636,135 2,537,034 295,893
Field equipment Vehicles Miscellaneous system assets	1	479,04 201,63 466,29 27,956,14	1 8 9	479,041 201,638 466,299 27,010,808
Less accumulated depreciation	\$ <u></u>	(14,520,58 13,435,56	1)	(13,667,871) 13,342,937

Depreciation for the year ended December 31, 2018 and 2017 was \$852,711 and 829,842.

#### Note 4 – Accrued Liabilities

Details of accrued liabilities as of December 31, 2018 and 2017 are as follows:

		2018	<u>2017</u>
Accrued sick leave Accrued interest payable Accrued wages and payroll taxes Interest payable to Lee County	\$ 	148,278 9,637 40,434 <u>671</u> 199,020	\$  130,627 10,970 33,739 346 175,682
Note 5 – Deferred Revenue			
Details of deferred revenue as of December 31, 2018 and 20	)17 are as f	ollows: 2018	2017
Customer payments received in advance of billing	\$	45,629	\$ 40,957

#### NOTES TO THE FINANCIAL STATEMENTS

#### DECEMBER 31, 2018 AND 2017

#### Note 6 - Long-Term Debt

Following is a summary of long-term debt as of December 31, 2018 and 2017:

Mortgage note payable to CoBank. Payable in monthly installments, including interest at a fixed rate of 6.18% on a fixed amount of the note payable (\$1,504,590) and a fixed rate of 6.12% on the remainder of the note payable balance. The note payable is secured by revenues and the real and tangible personal property of the Association. The note payable matures		2018		<u>2017</u>
in February 2025.	\$	1,803,566	\$_	2,060,328
Total Long-term debt		1,803,566		2,060,328
Less:				-
Current maturities		(267,222)		(256,761)
Unamortized debt issuance costs	_	(8,743)		(10,181)
	\$	1,527,601	\$	1,793,386
Following are maturities of long-term debt for each of the next five	ve ye	ears:		
2019	\$	267,222		
2020		278,109		
2021		289,440		
2022		301,232		
		and the state of t		

#### Loan restrictions and covenants

2023

Thereafter

The mortgage note payable between the Association and CoBank noted above and covenants that prevent or restrict the Association from engaging in certain transactions without the consent of CoBank. There are additional financial ratio requirements that reporting period.

313,505

354,058 1,803,566

#### Note 7 - Letter of Credit and Injection Well Liability

The Association operates a deep injection well as a disposal site for the brine water produced by its reverse osmosis process. The Florida Department of Environmental Protection (DEP) requires operators of deep injection wells to demonstrate that its operators can plug the well when it is no longer of any use. To be in compliance with DEP regulations the Association and Lee County, FL jointly maintain a letter of credit with a commercial bank for the deep well injection system, which was a jointly funded project. The Association and Lee County, FL jointly funded a certificate of deposit in the amount of \$230,000, which serves as security for the letter of credit.

#### NOTES TO THE FINANCIAL STATEMENTS

#### DECEMBER 31, 2018 AND 2017

#### Note 7 – Letter of Credit and Injection Well Liability (continued)

Interest earned is allocable to both parties and may accumulate in the account. As of December 31, 2018 and 2017 accumulated payable interest to Lee County, FL amounted to \$671 and \$346, respectively. The Association's portion of the certificate of deposit is reported in the accompanying balance sheet as of December 31, 2018 and 2017 as a restricted certificate of deposit amounting to \$115,000.

The Association is recognizing a yearly charge to recognize the estimated liability of approximately \$103,255 for its anticipated future cost of plugging the well at the end of its useful life. The current present value liability amounts to \$23,685 and \$22,400 as of December 31, 2018 and 2017.

#### Note 8 - Members' Equity

Members' equity consists of the following as of December 31, 2018 and 2017:

		2018		<u>2017</u>
Membership fees Meter fees Impact fees Unallocated impact fees Aid-in construction contributions	\$ \$	2,152,63 4,340,88 6,667,61 49,29 254,68 13,465,11	6 1 5 <u>5</u>	2,096,172 4,171,874 6,404,210 52,215 247,752 5 12,972,223

#### Note 9 - Defined Contribution 401(k) Plan

The Association has adopted a defined contribution 401(k) plan (the "Plan") covering substantially all full-time employees who have attained the age of 18 and completed six months of service within a plan year. Under the terms of the Plan, employees may defer a portion of eligible compensation subject to maximum allowable dollar limitations. The Association may also make discretionary contributions to the Plan, such as matching contributions and discretionary profit sharing contributions. During the year ended December 31, 2018 and 2017 the Association contributed a total of \$107,220 and \$103,437 to the Plan in the form of matching contributions of \$27,047 and \$27,077 and discretionary profit sharing contributions of \$80,173 and \$76,360. The Association also incurred administrative costs related to the plan in the amount of \$6,025 and \$7,877 for the reporting period.

#### Note 10 - Concentrations of Credit Risk

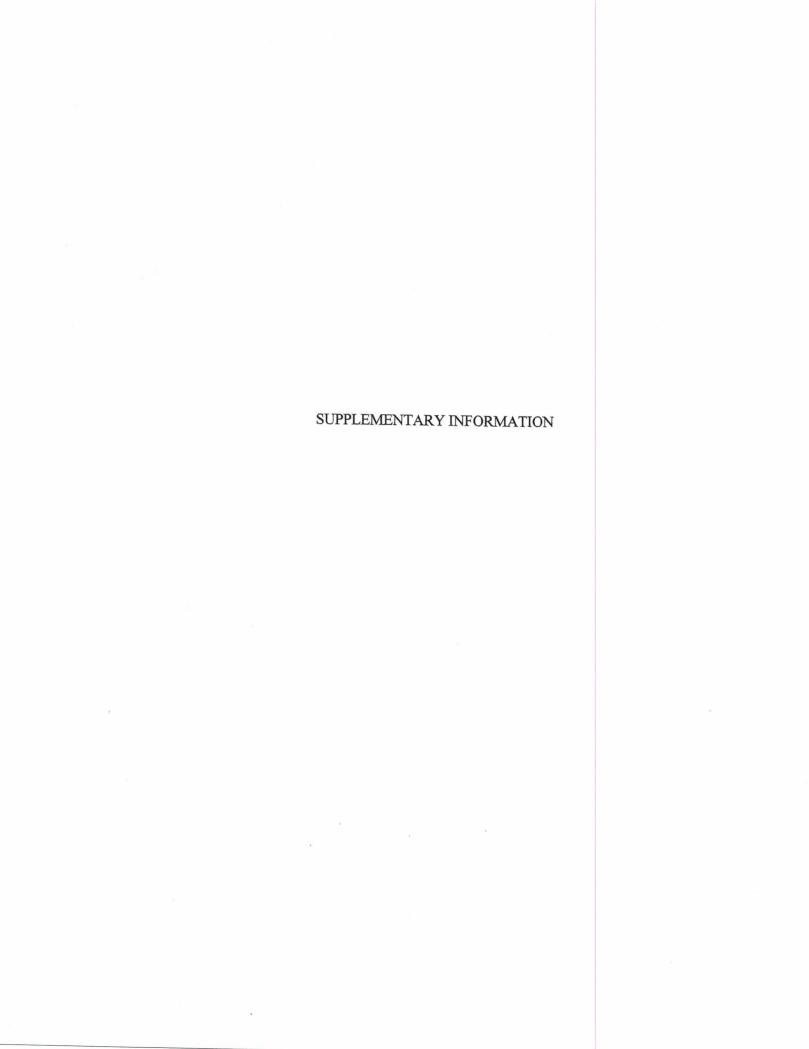
The Association maintains its cash accounts at commercial banks. Such amounts on deposit are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 per institution. The Association had \$0 and \$188,064 on deposit at commercial banks exceeding the portion insured by the FDIC as of December 31, 2018 and 2017, respectively.

#### NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

#### Note 11 – Subsequent Events

Subsequent events were evaluated through February 21, 2019, which is the date the financial statements were available to be issued. No significant subsequent events have been identified that would require adjustment of or disclosure in the accompanying financial statements.



# Schedules of Production and Distribution Expenses

	2018		2017	
Production Expenses				
Salaries	\$	415,703	\$	407,858
Employee benefits		112,444	Ψ	111,315
Chemicals		59,477		58,827
Electricity		220,319		207,340
Office expense		27,177		24,050
Professional fees		37,199		23,768
Repairs and maintenance		228,654		175,536
Miscellaneous expense		23,672		24,805
Total Production Expenses	\$	1,124,645	\$	1,033,499
Distribution Expenses				
Salaries	\$	241,118	\$	271,161
Employee benefits		57,041		73,278
Professional fees		13,039		1,676
Repairs and maintenance		100,953		60,256
Miscellaneous expense		1,324		1,650
Total Distribution Expenses	\$	413,475	\$	408,021

#### Schedules of Adminstrative Expenses

	2018		2017	
Administrative Expenses				
Salaries	\$	361,692	\$	352,504
Employee benefits		81,358		67,828
Electricity		5,958		5,688
Insurance		186,403		152,919
Office expense		65,887		67,538
Operating supplies		469		4,105
Professional fees		106,273		114,686
Repairs and maintenance		6,594		3,892
Taxes and permits		79,709		90,416
Vehicle expense		28,338		33,872
Miscellaneous expense		22,980		20,099
Total Administrative Expenses	\$	945,661	\$	913,547

# Schedules of Employee Benefit, Insurance, and Professional Fee Expenses

	Medicinania	2018		2017	
Employee Benefit Expense					
Group health insurance Pension expense Uniforms	\$	132,933 113,245 4,665	\$	135,895 111,314 5,212	
Total Employee Benefit Expense	\$	250,843	\$	252,421	
Insurance Expense					
General insurance Workers' compensation insurance Vehicle insurance Total Insurance Expense	\$	148,404 19,792 18,207 186,403	\$	113,882 21,981 17,056 152,919	
Professional Fees					
Contract services Auditing Legal Engineering	\$	126,957 19,387 10,167	\$	104,369 19,800 14,487 1,474	
Total Professional fees	\$	156,511	\$	140,130	

# Schedules of Capital Expenditures

	2018		2017		
Capital Expenditures					
Land and land improvements Production Wells	\$	69,580 12,337		\$	80,549
Water treatment plant		100,590			262,969
Mains (over 6")		708,440			834,942
Water meters		43,052			38,300
Center pump station		-			25,967
Field equipment Admin office		-			114,533
Vehicles		11,340			-
		-			61,151
Miscellaneous	<b></b>	-			6,678
Total Capital Expenditures	\$	945,339		\$	1,425,089