GREATER PINE ISLAND WATER ASSOCIATION, INC. Financial Statements

December 31, 2016 and 2015

Financial Statements

December 31, 2016 and 2015

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CPA Associates, LLP

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Independent Auditor's Report

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

We have audited the accompanying balance sheets of Greater Pine Island Water Association, Inc. as of December 31, 2016 and 2015, and the related statements of income, 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 audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit includes performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, 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, 2016 and 2015, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

CPA Associates, 2LP

Our audit was conducted for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplementary information is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of the Association's 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 the financial statements themselves, and other additional procedures in accordance with auditing standards in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements taken as a whole.

Vero Beach, Florida

February 7, 2017

Balance Sheets

December 31, 2016 and 2015

<u>Assets</u>	2016	2015
Current assets:		
Cash and cash equivalents: Unrestricted Restricted (Note 2)	\$ 3,664,177 	3,043,617 8,311
Total cash and cash equivalents	3,671,364	3,051,928
Accounts receivable: Customers Other Accrued interest receivable Patronage dividend receivable Inventory, parts, and materials Prepaid expenses and other Total current assets Property, plant, and equipment, net (Note 3)	198,182 17,678 181 18,124 78,755 94,865 4,079,149	179,783 573 19,922 96,264 89,014 3,437,484
	12,765,704	13,002,800
Other assets: Investment in CoBank Restricted certificate of deposit (Note 6) Loan costs, net	327,277 115,000 11,618	321,236 115,000 13,055
Total other assets	453,895	449,291
Total assets	\$ 17,316,748	16,889,575

Liabilities and Members' Equity	2016	2015
Current liabilities:		
Current maturities of long-term debt (Note 5)	\$ 227,636	204,403
Accounts payable	31,215	25,923
Accrued liabilities (Note 4)	194,646	224,250
Total current liabilities	453,497	454,576
Long-term liabilities:		
Long-term debt, less current maturities (Note 5)	2,079,402	2,339,687
Injection well liability (Note 6)	19,924	18,205
Total long-term liabilities	2,099,326	2,357,892
Total liabilities	2,552,823	2,812,468
Members' equity:		
Members' fees and capital investments	12,530,977	12,149,244
Retained earnings	2,232,948	1,927,863
Total members' equity	14,763,925	14,077,107
Total liabilities and members' equity	\$ 17,316,748	16,889,575

Statements of Income

e e	2016	2015
Operating revenues:		
Metered water sales	\$ 3,551,962	3,382,400
Other	42,945	47,884
Total operating revenues	3,594,907	3,430,284
Operating expenses:		
Salaries	1,083,924	1,008,084
Depreciation (Note 3)	789,765	798,506
Employee benefits	260,908	255,127
Electricity	230,054	241,739
Insurance	149,202	148,238
Repairs and maintenance	268,454	174,657
Professional fees	126,407	105,295
Taxes and permits	89,061	95,581
Office expense and customer billing	80,350	68,299
Chemicals	54,750	42,024
Miscellaneous	45,294	47,300
Auto and truck	35,951	28,310
Operating supplies	3,286	3,495
Total operating expenses	3,217,406	3,016,655
Operating income	377,501	413,629
Other expenses:		
Interest expense (Note 5)	127,541	139,349
Amortization	1,437	1,437
Total other expenses	128,978	140,786
Other income:		
Interest income	8,732	16 (0)
Gain(loss) on disposal of assets	11,543	16,626
Miscellaneous income	36,287	(407) 15,792
		13,792
Total other income	56,562	32,011
Net income	\$ 305,085	304,854

Statements of Changes in Members' Equity

For the years ended December 31, 2016 and 2015

Members' Fees and Capital Investments

	1						Total
	Membership fees	Meter	Capital	Aid-In	Total	Retained	Members'
Balances at December 31, 2014	\$ 1,932,743	3,731,606	5,738,852	310,674	11,713,875	1,623,009	13,336,884
Net Income	•	ī	I	1	I)	304,854	304,854
New member fees	59,724	154,892	216,814	4,147	435,577	•	435,577
Adjustments and refunds to former members	(364)	137	9,537	(9,518)	(208)	,	(208)
Balances at December 31, 2015	1,992,103	3,886,635	5,965,203	305,303	12,149,244	1,927,863	14,077,107
Net Income	,	1	ı	t	1	305,085	305,085
New member fees	51,408	137,747	187,006	2,717	378,878	i	378,878
Adjustments and refunds to former members	(1,131)	522	10,063	(6,599)	2.855	. 7	2 8 5
Balances at December 31, 2016	\$ 2,042,380	4,024,904	6,162,272	301,421	12,530,977	2,232,948	14.763.925

Statements of Cash Flows

	2016	2015
Cash flows from operating activities: Cash received from customers Cash paid to suppliers/employees Interest received Interest paid	\$ 3,612,795 (2,457,973) 9,124 (125,743)	3,430,449 (2,247,802) 16,218 (136,979)
Cash flows provided by operating activities	1,038,203	1,061,886
Cash flows from investing activities: Funds used for plant expansion and other capital expenditures	(570 ((0))	(170.204)
Increase in deep injection well liability	(570,669) 1,719	(179,394) 1,004
Proceeds from sale of assets	11,543	1,004
Investment in CoBank	(6,041)	(6,641)
Cash flows (used) in investing activities	(563,448)	(185,031)
Cash flows from financing activities: Funds received for plant expansion-members Repayment of long-term debt	381,733 (237,052)	435,367 (252,513)
Cash flows provided by financing activities	144,681	182,854
Net increase in cash and cash equivalents	619,436	1,059,709
Cash and cash equivalents - beginning of year	3,051,928	1,992,219
Cash and cash equivalents - end of year	\$ 3,671,364	3,051,928

Statements of Cash Flows, Continued

		2016	2015
Reconciliation of net income (loss) to net cash provided by operating activities:			
Net income (loss)	\$	305,085	304,854
Adjustments to reconcile net loss to net cash			
provided by operating activities:			
Depreciation		789,765	798,506
Amortization		1,437	1,437
Loss (Gain) on disposal of assets		(11,543)	407
Cash provided by (used for) changes in:			
Accounts receivable - customers		(18,399)	(15,627)
Accounts receivable - other		(17,678)	101,669
Accrued interest receivable		392	(408)
Patronage dividend receivable		1,798	2,370
Inventory, parts, and materials		17,509	(1,560)
Prepaid expenses and other		(5,851)	647
Accounts payable		5,292	(124,039)
Accrued liabilities	***************************************	(29,604)	(6,370)
Cash flows provided by operating activities	\$	1,038,203	1,061,886

Notes to Financial Statements

December 31, 2016 and 2015

(1) Summary of Significant Accounting Policies

(a) Organization

The Greater Pine Island Water Association, Inc. (the "Association") is a private organization incorporated under Florida law in 1964 as a cooperative, for the purpose of supplying 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. The Association is classified as a non-profit membership association under Section 501(c) (12) of the Internal Revenue Code and, as such, is not subject to federal and state income taxes.

(b) Statement of Cash Flows

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.

(c) Revenue Recognition

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

(d) Fair Value of Financial Instruments

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

(e) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures of contingent 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.

Notes to Financial Statements

(1) Summary of Significant Accounting Policies, Continued

(f) Unrestricted Certificates of Deposit

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

(g) 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, 2016 and 2015.

(h) Inventory, Parts, and Materials

Inventory, parts, and materials are stated at the lower of cost or market, utilizing the first-in, first-out method.

(i) Property, Plant, and Equipment

Property, plant, and equipment are 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 range from three to forty years.

(j) Investments in CoBank

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

(k) 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.

Notes to Financial Statements

(1) Summary of Significant Accounting Policies, Continued

(l) 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.

(m) 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 a maximum accumulation of 260 hours to employees leaving the Association's service after 20 years of service, at the employee's most recent hourly wage rate.

(n) Income Taxes

While the Association is recognized as an organization exempt from income taxes under the Internal Revenue Code, it is required to file information returns with the Internal Revenue Service. Such information returns are subject to examination by the Service and if it was determined, that the Association was not operating in accordance with its exemption, its status would be revoked and income taxes would be assessed.

(o) Members' Equity

To become members of the Association, new members are required to pay certain fees. Among these fees are: basic membership fees, meter fees, impact fees and in some instances, aid-in construction fees. In addition, current earnings and losses are allocated to members based upon their proportionate share of consumption.

(2) Restricted Cash and Cash Equivalents

Restrictions on cash and cash equivalents consist of restrictions designated by the Board of Directors and consist of the following:

	Purpose	 2016	2015
Employee	e medical reimbursements	\$ 7,187	8,311

Notes to Financial Statements

(3) Property, Plant, and Equipment

Property, plant, and equipment are comprised of the following at December 31, 2016 and 2015:

	2016	2015
Land and land improvements	\$ 1,507,104	1,507,104
Well systems	4,348,047	4,327,605
Treatment plant	5,265,897	5,009,466
Distribution system	10,664,811	10,470,224
Pumping stations	2,511,067	2,511,067
Administrative office	295,893	295,893
Field equipment	414,438	412,718
Vehicles	197,602	218,741
Miscellaneous system assets	459,621	448,134
Construction in progress	98,081	32,217
	25,762,561	25,233,169
Less accumulated depreciation	(12,978,857)	(12,230,369)
*	\$ 12,783,704	13,002,800

Depreciation expense for the years ended December 31, 2016 and 2015 amounted to \$789,765 and \$798,506, respectively.

(4) Accrued Liabilities

Accrued liabilities are comprised of the following at December 31, 2016 and 2015:

	2016	2015
Accrued sick leave	\$ 114,849	151,162
Customer payments in advance	39,184	36,240
Accrued interest payable	12,277	13,516
Accrued wages and payroll taxes	27,246	11,490
Interest payable to Lee County	90	287
Other liabilities	1,000	11,555
2	\$ 194,646	224,250
¥)		

Notes to Financial Statements

(5) Long-Term Debt

Long-term debt at December 31, 2016 and 2015 consists of the following:

		2016		2015
Mortgage payable to CoBank, payable in monthly installments, including interest at a fixed rate of 6.18% on a portion of the mortgage payable balance (\$1,504,590) and a fixed rate of 6.12% on the remainder (\$802,448), maturing February 2025. Revenues and substantially all of the real and tangible personal property of the Association collateralize the mortgage				
payable.	\$	2,307,038		2,544,090
Less: current maturities		(227,636)	<u> </u>	(204,403)
	\$	2,079,402		2,339,687
The aggregate principal maturities of long-term de	bt are	e as follows:		
Year ending December 31,				
2017 2018 2019 2020 2021 Thereafter			\$	227,636 241,965 257,195 273,384 290,955 1,015,903
			\$	2,307,038

The mortgage payable agreements contain conditions and covenants that prevent or restrict the Association from engaging in certain transactions without the consent of CoBank and requires the Association to maintain certain financial ratios, including working capital, depreciation and amortization.

Notes to Financial Statements

(6) Letter of Credit

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, Florida jointly maintain a letter of credit with a commercial bank for the deep well injection system, which was a jointly funded project with Lee County, Florida. The Association and Lee County, Florida jointly funded a certificate of deposit in the amount of \$230,000, which serves as security for the letter of credit. Interest earned is allocable to both parties and may accumulate in the account. As of December 31, 2016 and 2015, accumulated interest payable to Lee County amounted to \$90 and \$287, respectively. The Association's portion of the certificate of deposit is reported as a restricted certificate of deposit in the accompanying balance sheets at December 31, 2016 and 2015.

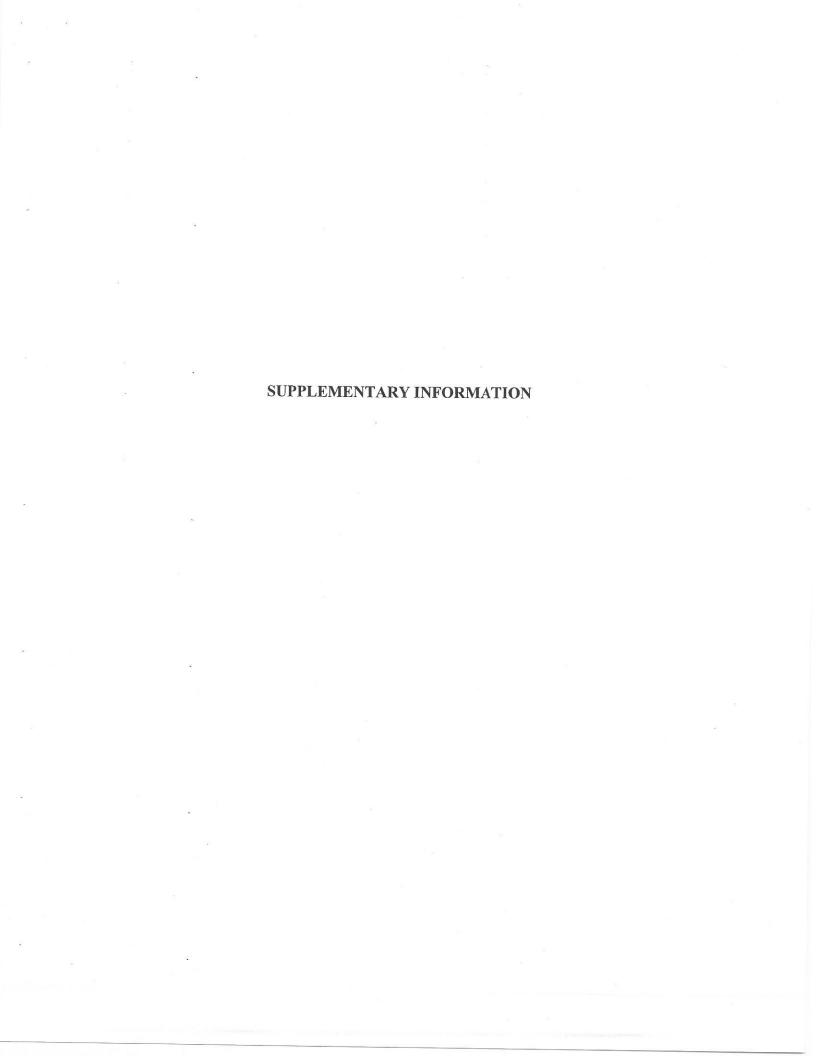
The Association is recognizing a yearly charge to recognize the estimated liability of approximately \$101,200 for its anticipated future cost of plugging the well at the end of its useful life.

(7) 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 years ended December 31, 2016 and 2015, the Association contributed a total of \$113,883 and \$110,449, respectively, to the Plan in the form of matching contributions of \$25,037 and \$28,052 and discretionary profit sharing contributions of \$88,846 and \$82,397, respectively. The Association also incurred administration costs related to the plan in the amount of \$7,434 and \$3,838 for 2016 and 2015, respectively.

(8) Subsequent Events

Management has evaluated subsequent events through February 7, 2017, the date of which 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



Schedule of Employee Benefit Expense

	2016	2015
Group health insurance Pension costs Uniforms	\$ 136,360 121,317 3,231	137,728 114,147 3,252
Total employee benefit expense	\$ 260,908	255,127

Schedule of Insurance Expense

	2016		2015
General insurance Workers' compensation insurance Vehicle insurance	\$	112,036 23,379 13,787	103,171 29,776 15,291
Total insurance expense	\$	149,202	148,238

Schedule of Professional Fees

	2016		2015
Contract services Engineering fees	\$	60,320 39,145	61,181 16,556
Accounting fees Legal fees		19,800 7,142	20,221 7,337
Total professional fees	\$	126,407	105,295

Schedule of Miscellaneous Expenses

	2016		2015
Communications	\$	15,663	18,144
Water samples		12,434	14,177
Security system		3,767	2,893
Disposal service		3,334	3,287
Continuing education		1,627	2,696
Miscellaneous	7	8,469	6,103
Total miscellaneous expenses	\$	45,294	47,300

Schedule of Capital Expenditures

	2016		2015
Distribution system Treatment plant Other equipment	\$	215,029 256,433 99,207	56,455 100,727 22,212
Total capital expenditures to property, plant, and equipment	\$	570,669	179,394