

**TRAVERSE MOUNTAIN MASTER
OWNERS ASSOCIATION, INC.**

AUDIT OF FINANCIAL STATEMENTS

December 31, 2013

together with

REPORT OF INDEPENDENT AUDITORS

TRAVERSE MOUNTAIN MASTER OWNERS ASSOCIATION, INC.

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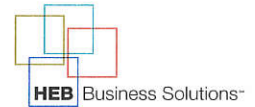
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REPORT OF INDEPENDENT AUDITORS



To the Board of Directors and Members
Traverse Mountain Master Owners Association, Inc.

We have audited the accompanying financial statements of Traverse Mountain Master Owners Association, Inc. (the Association), which comprise the balance sheet as of December 31, 2013, and the related statements of revenues, expenses, and changes in fund balance and cash flows for the year then ended, and the related notes to the financial statements. Information for the year ended December 31, 2012, is presented for comparative purposes only and was extracted from the financial statements presented by fund for that year, on which we expressed an unqualified opinion in our report dated August 20, 2013.

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 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.

To the Board of Directors
Traverse Mountain Master Owners Association, Inc.
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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 the Association as of December 31, 2013, and the results of its operations and cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Other

Management has omitted required supplementary information regarding future major repairs and replacements that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Financial Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by the missing information.

Huber, Erickson & Bowman, LLC

Huber, Erickson & Bowman, LLC
Salt Lake City, Utah
June 2, 2014

FINANCIAL STATEMENTS

Traverse Mountain Master Owners Association, Inc.
Statement of Revenues, Expenses and Changes in Fund Balances
For the Year Ended December 31, 2013

| | 2013 | | |
|----------------------------------|-------------------|---------------------------|-----------------------|
| | Operating Fund | Community Activities Fund | Capital Projects Fund |
| Revenues | | | |
| Member assessments, net | \$ 990,507 | \$ - | \$ - |
| Late fees | 21,193 | - | - |
| Set up fees | 21,967 | - | - |
| Community enhancement fees | - | 40,000 | 80,000 |
| Miscellaneous income | 1,555 | - | - |
| Violation fee income | 12,083 | - | - |
| Interest income | 762 | 520 | - |
| Total Revenues | <u>1,048,067</u> | <u>40,520</u> | <u>80,000</u> |
| Expenses | | | |
| Payroll | 362,989 | - | - |
| Repairs and maintenance | 206,019 | - | - |
| Bad debt (recovery) expense | 2,323 | - | - |
| Administrative | 23,810 | - | - |
| Community activities | - | 50,750 | - |
| Capital projects | - | - | 208,171 |
| Reserve expenses | - | - | - |
| Insurance | 18,850 | - | - |
| Utilities | 29,708 | - | - |
| Professional fees | 40,694 | - | - |
| Interest expense | - | - | - |
| Rent | 29,233 | - | - |
| Vehicle | 12,525 | - | - |
| Miscellaneous | 11,259 | - | - |
| Depreciation | 20,316 | - | - |
| Total Expenses | <u>757,726</u> | <u>50,750</u> | <u>208,171</u> |
| Excess of revenues over expenses | 290,341 | (10,230) | (128,171) |
| Interfund transfers | (274,791) | 20,050 | 254,741 |
| Beginning Fund Balances | <u>177,346</u> | <u>13,063</u> | <u>38,227</u> |
| Ending Fund Balances | <u>\$ 192,896</u> | <u>\$ 22,883</u> | <u>\$ 164,797</u> |

| | 2013 | | 2012 |
|--|-------------------|-------------------|-------------------------------------|
| | Reserve Fund | Total | Total for Comparative Purposes Only |
| | \$ - | \$ 990,507 | \$ 1,010,805 |
| | - | 21,193 | 25,967 |
| | - | 21,967 | 25,707 |
| | 40,000 | 160,000 | 139,200 |
| | - | 1,555 | 6,300 |
| | - | 12,083 | 26,428 |
| | - | 1,282 | 892 |
| | <u>40,000</u> | <u>1,208,587</u> | <u>1,235,299</u> |
| | - | 362,989 | 322,700 |
| | - | 206,019 | 181,188 |
| | - | 2,323 | 23,973 |
| | - | 23,810 | 21,308 |
| | - | 50,750 | 38,014 |
| | - | 208,171 | 415,352 |
| | 4,339 | 4,339 | 21,666 |
| | - | 18,850 | 15,305 |
| | - | 29,708 | 28,727 |
| | - | 40,694 | 25,617 |
| | - | - | 638 |
| | - | 29,233 | 23,038 |
| | - | 12,525 | 14,524 |
| | - | 11,259 | 9,418 |
| | - | 20,316 | 16,134 |
| | <u>4,339</u> | <u>1,020,986</u> | <u>1,157,602</u> |
| | 35,661 | 187,601 | 77,697 |
| | - | - | - |
| | <u>338,952</u> | <u>567,588</u> | <u>489,891</u> |
| | <u>\$ 374,613</u> | <u>\$ 755,189</u> | <u>\$ 567,588</u> |

The accompanying notes are an integral part of these financial statements.

Traverse Mountain Master Owners Association, Inc.

Statement of Cash Flows

For the Year Ended December 31, 2013

| | 2013 | | |
|---|-----------------|---------------------------|-----------------------|
| | Operating Fund | Community Activities Fund | Capital Projects Fund |
| Operating Activities | | | |
| Excess of revenues over expenses | \$ 290,341 | \$ (10,230) | \$ (128,171) |
| Adjustments to reconcile excess of revenues over expenses to net cash provided by operating activities: | | | |
| Depreciation | 20,316 | - | - |
| (Increase) decrease in assets: | | | |
| Assessments receivable | 22,968 | - | - |
| Interfund payable/receivable | 7,993 | (803) | (7,248) |
| Prepays | - | - | - |
| (Decrease) increase in liabilities: | | | |
| Accounts payable | 7,718 | - | - |
| Deposits payable | (12,773) | - | - |
| Deferred revenue | (510) | - | 12,919 |
| Net cash provided by (used for) operating activities: | <u>336,053</u> | <u>(11,033)</u> | <u>(122,500)</u> |
| Investing Activities | | | |
| Net change in certificates of deposit | (40) | - | - |
| Payments to purchase common property | (28,749) | - | - |
| Net cash used for investing activities | <u>(28,789)</u> | <u>-</u> | <u>-</u> |

| | 2013 | | 2012 |
|--|---------------|----------------|-------------------------------------|
| | Reserve Fund | Total | Total for Comparative Purposes Only |
| | \$ 35,661 | \$ 187,601 | \$ 77,697 |
| | - | 20,316 | 16,134 |
| | - | 22,968 | (722) |
| | 58 | - | - |
| | - | - | - |
| | - | 7,718 | (3,615) |
| | - | (12,773) | (32,986) |
| | - | 12,409 | 7,665 |
| | <u>35,719</u> | <u>238,239</u> | <u>64,173</u> |
| | - | (40) | (80) |
| | - | (28,749) | (54,277) |
| | - | (28,789) | (54,357) |

Traverse Mountain Master Owners Association, Inc.

Statement of Cash Flows (Continued)

For the Year Ended December 31, 2013

| | 2013 | | |
|--|-------------------|---------------------------|-----------------------|
| | Operating Fund | Community Activities Fund | Capital Projects Fund |
| Financing Activities | | | |
| Net change on notes payable | - | - | - |
| Interfund transfers | (274,791) | 20,050 | 254,741 |
| Net cash (used for) provided by financing activities | (274,791) | 20,050 | 254,741 |
| Net increase (decrease) in cash | 32,473 | 9,017 | 132,241 |
| Cash at beginning of year | 179,242 | 11,547 | 38,227 |
| Cash at end of year | <u>\$ 211,715</u> | <u>\$ 20,564</u> | <u>\$ 170,468</u> |
| Cash | 153,379 | 20,564 | 170,468 |
| Restricted cash | 58,336 | - | - |
| | <u>\$ 211,715</u> | <u>\$ 20,564</u> | <u>\$ 170,468</u> |

| | 2013 | | 2012 |
|--|-------------------|-------------------|-------------------------------------|
| | Reserve Fund | Total | Total for Comparative Purposes Only |
| | - | - | (23,587) |
| | - | - | - |
| | - | - | (23,587) |
| | 35,719 | 209,450 | (13,771) |
| | 338,952 | 567,968 | 581,739 |
| | <u>\$ 374,671</u> | <u>\$ 777,418</u> | <u>\$ 567,968</u> |
| | 374,671 | 719,082 | 496,859 |
| | - | 58,336 | 71,109 |
| | <u>\$ 374,671</u> | <u>\$ 777,418</u> | <u>\$ 567,968</u> |

Supplemental Disclosures of Cash Flow Information

Cash paid during the year for:

Income taxes

Interest

| | | | |
|----|---|----|-----|
| \$ | - | \$ | - |
| \$ | - | \$ | 638 |

Traverse Mountain Master Owners Association, Inc.

Notes to Financial Statements

For the Year Ended December 31, 2013

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NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements follows:

1. Business Activity

Traverse Mountain Master Owners Association, Inc. (the Association) was organized in 2002 as a not-for-profit corporation to function as the master property owners association for a 2,771 acre planned community located in Lehi, Utah. At full development, it is anticipated that the Association will collectively govern several neighborhoods, subdivisions, condominium developments, townhouse developments, planned unit developments, and certain recreational areas. As of December 31, 2013, the Association consisted of 1,555 units.

2. Fund Accounting

The Association's governing documents provide certain guidelines for conducting its financial activities. 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:

- a) *Operating Fund* – used to account for financial resources available for the general operations of the Association.
- b) *Community Activities Fund* – used to accumulate financial resources designated for community activities and events.
- c) *Capital Projects Fund* – used to accumulate financial resources designated for additions to and improvements of common property.
- d) *Reserve Fund* – used to accumulate financial resources designated for future major repairs and replacements of common property.

3. 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 the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Traverse Mountain Master Owners Association, Inc.

Notes to Financial Statements

For the Year Ended December 31, 2013

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NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4. Basic Member Assessments

Each year a basic member assessment is determined based on advance estimates of the Association's expenses for maintenance and operation of common areas. Such estimated expenses may include expenses of management, property taxes, insurance premiums, repairs and maintenance, wages, utilities, legal and accounting fees, deficits remaining from previous periods (if any), creation of an adequate contingency reserve, creation of an adequate reserve fund, and any other expenses and liabilities allowed by the governing documents.

5. Special Member Assessments

In addition to the basic member assessment, the Association may levy special assessments at any time upon the affirmative vote of a majority of the neighborhood representatives. These assessments may be used for construction, reconstruction, repair or replacement and capital improvements, or other extraordinary expenses incurred by the Association. For the year ended December 31, 2013, there were no special assessments that were assessed the Association's members.

6. Community Enhancement Fees

The Association charges a community enhancement fee for all unit ownership transfers. These assessments may be used for construction, reconstruction, repair or replacement and capital improvements, or other extraordinary expenses incurred by the Association.

7. Fair Value of Financial Instruments

The Association's financial instruments consist of cash, receivables, prepaids and other receivables, accruals, and notes payable. The carrying amount of cash, receivables, prepaids and other receivables, payables and accruals approximates fair value because of the short-term nature of these items. The carrying amount of notes payable approximates fair value as the payables bear interest at market rates.

8. Common Property

Real property and common areas acquired from the developer and related improvements to such property are not recorded in the Association's financial statements. Those properties are owned by the individual members in common and not by the Association. The Association's policy for recognizing common property as assets in its balance sheet is to recognize the cost of common personal property, which it owns in excess of \$1,000.

Traverse Mountain Master Owners Association, Inc.

Notes to Financial Statements

For the Year Ended December 31, 2013

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NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

8. Common Property (Continued)

Maintenance, repairs, and renewals, which neither materially add to the value of the property nor appreciably prolong its life, are charged to expense as incurred. Capitalized common property purchased with Reserve Fund monies is shown as a transfer from the Reserve Fund to the Operating Fund in the statement of revenues, expenses and changes in fund balances. This property is recorded as an asset on the Operating Fund balance sheet and is depreciated over its estimated useful life on a straight-line basis. The Association is responsible for the preservation and maintenance of common property.

9. Cash and Cash Equivalents

The Association considers all short-term instruments with an original maturity of three months or less when purchased to be cash equivalents.

10. Receivable from Members and Allowance for Bad Debt

As of December 31, 2013, the Association had recorded \$93,520 in assessments receivable for which an allowance for uncollectible accounts of \$69,844 has been recorded. Assessments receivable represent delinquent assessments from homeowners. The Association's policy is to levy against any assessment account which is not paid in full as of thirty days from its due date and a late fee in the amount of \$10 is assessed. Each additional 30 thirty days delinquency is assessed a late fee in the amount of \$40. The Association also retains legal counsel and places liens on the properties of members whose assessments are one hundred-ten days or more delinquent. The Association charges off uncollectible accounts when management estimates no possibility of collecting the related receivable.

11. Income Taxes

As of December 31, 2013, the Association has elected to file its income tax return as a homeowners' association in accordance with code section 528 of the internal revenue code. Under that section, the Association excludes from taxation exempt function income, which generally consists of revenues from uniform assessments from members.

Traverse Mountain Master Owners Association, Inc.

Notes to Financial Statements

For the Year Ended December 31, 2013

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NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

11. Income Taxes (Continued)

The Association utilizes the liability method of accounting for income taxes. Under the liability method, deferred tax assets and liabilities are provided based on the difference between the financial statements and tax bases of assets and liabilities as measured by the currently enacted tax rates in effect for the years in which these differences are expected to reverse. Deferred tax expense or benefit is the result of changes in deferred tax assets and liabilities. Because there is no material difference between the financial accounting and tax bases of the Association's assets and liabilities, the Association has not recorded any deferred tax assets or liabilities.

12. Deferred Revenue

Assessments are billed to the members in advance of the period in which the expenses are to be incurred. Those assessments received in advance of the period of expense are shown in the accompanying financial statements as deferred revenue. Assessments are recognized as revenue as they are earned throughout the year. As of December 31, 2013, deferred revenue totaled \$54,079.

13. Financial Statement Presentation

The accounting and reporting policies of the Association conform with accounting principles generally accepted in the United States of America and with general practices in the Common Interest Realty Association industry.

14. Concentration of Credit Risk

The Association maintains cash balances at one financial institution. The Federal Deposit Insurance Corporation (FDIC) insures accounts at each bank for up to \$250,000. As of December 31, 2013, the Association had deposits of \$571,956 in excess of FDIC insured limits. The Association has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

15. Comparative Totals for 2012

The 2012 total columns are for comparison only. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America; accordingly, such information should be read in conjunction with the Association's financial statements for the year ended December 31, 2012, from which the summarized information was derived.

Traverse Mountain Master Owners Association, Inc.

Notes to Financial Statements

For the Year Ended December 31, 2013

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NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

16. Interfund Transactions

During the 2013 budgeting process, the Board approved a transfer of funds from the operating fund. The Association transferred \$20,050 and \$254,741 to the community activities and capital projects funds, respectively, from the operating fund.

NOTE B – FUTURE MAJOR REPAIRS AND REPLACEMENTS

The Association's governing documents require that funds be accumulated for future major repairs and replacements. The purpose of annual assessments is to provide the working capital necessary to meet the Association's annual operating expenses and to maintain a reserve for repair or replacement of the general common elements of the Association. Accumulated funds are held in separate bank accounts and generally are not available for expenditures for normal operations.

The Association's board authorized HOA Consultants to complete a reserve study in March of 2011 for the period of January 1, 2010 through December 31, 2010, to estimate the remaining useful lives and the replacement costs of the components of common property. The Association's board has not updated the reserve study for the period of January 1, 2013 through December 31, 2013. Accordingly, required supplementary information regarding future major repairs and replacements is not presented. However, the Association has budgeted \$317,220 in reserve fund assessments in 2014. Actual expenditures and interest income may vary from the current estimates and the variations may be material. Therefore, amounts accumulated in the reserve fund may not be adequate to meet all future needs for major repairs and replacements. If additional funds are needed, the Association has the right to increase regular assessments or delay major repairs and replacements until funds are available.

NOTE C – RESTRICTED CASH

The Association collects damage deposits when any new homeowner is required to repair, construct or update any part of the homeowner's property. The deposit amount varies based on the work to be performed. The Association collects the deposit and approves the work to be performed. Upon completion of the work, the Association inspects the surrounding common property for any damage. Upon approval from management, the Association refunds the deposit to the homeowner. These deposits are maintained in a separate bank account and are shown as restricted cash and deposits payable on the balance sheet.

Traverse Mountain Master Owners Association, Inc.

Notes to Financial Statements

For the Year Ended December 31, 2013

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NOTE D – COMMON PROPERTY

Common property at December 31, 2013 consists of equipment and furnishings owned by the Association for the use and benefit of the Association's members. Equipment and furnishings are depreciated on a straight-line basis over periods of three to twenty years.

| | | |
|---------------------------|----|---------------|
| Equipment and furnishings | \$ | 159,141 |
| Accumulated depreciation | | (93,635) |
| | \$ | <u>65,506</u> |

Depreciation expense for the year ended December 31, 2013 was \$20,316.

NOTE E – ASSESSMENT DISCOUNTS

During 2013, the Association offered homeowners a monthly discount for allowing the Association to automatically withdraw monthly assessments directly from homeowner bank accounts. These discounts are applied to the operating portion of the monthly assessment. Operating assessment revenues for the year are shown net of related discounts at year end.

| | | |
|------------------------------|----|----------------|
| Member Operating Assessments | \$ | 1,015,791 |
| Direct withdrawal discounts | | (25,284) |
| | \$ | <u>990,507</u> |

NOTE F – ACCOUNTING FOR UNCERTAIN TAX POSITIONS

The Association adopted ASC 740-10-25, Income Taxes - Overall-Recognition, which provides criteria for the recognition, measurement, presentation and disclosure of uncertain tax positions. The Association must recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. The Association did not recognize any additional liabilities for uncertain tax positions as a result of the implementation of ASC 740-10-25. The Association is no longer subject to U.S. federal, state, and local, or non-U.S. income tax examinations by tax authorities for years before 2010.

Traverse Mountain Master Owners Association, Inc.

Notes to Financial Statements

For the Year Ended December 31, 2013

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NOTE G – RELATED PARTY TRANSACTIONS

In 2013, the Association rented office space from the Developer of the Association on a month to month basis. Rents paid to the Developer in 2013 totaled \$29,233.

Subsequent to year end, the Association entered into a non-cancellable lease agreement with a new landlord that extended their existing lease agreement through August 31, 2015, at which time the contract will become a month-to-month agreement. The base rental amount beginning April 1, 2014, is \$4,100 per month, with a 3% annual increase effective January 1, 2015. Future minimum lease payments are \$36,900 and \$33,784 for the years ended December 31, 2014 and 2015, respectively.

Subsequent to year end, the Association entered into a sublease agreement to lease a portion of the Association premises to an unrelated party for \$865 per month through August 31, 2015. Future minimum lease payments to be received by the Association are \$7,785 and \$6,920 for the years ended December 31, 2014 and 2015, respectively.

NOTE H – SUBSEQUENT EVENTS

In accordance with FASB Accounting Standards Codification 855, Subsequent Events, the Company has evaluated subsequent events through June 2, 2014, which is the date these financial statements were available to be issued. All subsequent events requiring recognition as of June 2, 2014 have been incorporated into these financial statements.