Financial Statements and Independent Auditor's Report December 31, 2015 and 2014

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Independent Auditor's Report

To the Board of Directors Judy Water Association, Inc.

Report on the Financial Statements

We have audited the accompanying financial statements of Judy Water Association, Inc. (a nonprofit organization), which comprise the statements of financial position as of December 31, 2015 and 2014, and the related statements of activities, changes in net assets 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 and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States. 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

Judy Water Association, Inc. Page 2

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 Judy Water Association, Inc. as of December 31, 2015 and 2014, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Reporting Required by Government Auditing Standards

In accordance with Government Auditing Standards, we have also issued our report dated February 4, 2016 on our consideration of Judy Water Association, Inc.'s internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards in considering Judy Water Association, Inc.'s internal control over financial reporting and compliance.

Faulkner, King & Wenz, PSC

February 4, 2016

JUDY WATER ASSOCIATION, INC. STATEMENTS OF FINANCIAL POSITION DECEMBER 31, 2015 AND 2014

ASSETS

	 2015	2014
CURRENT ASSETS Cash and cash equivalents Unbilled water revenue Accounts receivable, net of allowance for doubtful accounts	\$ 687,579 41,694	\$ 599,413 39,590
of \$2,029 and \$1,094 in 2015 and 2014	83,835	70,287
Accrued interest receivable	4	4
Prepaid expenses	 8,536	8,540
TOTAL CURRENT ASSETS	 821,648	 717,834
TEMPORARILY RESTRICTED ASSETS		
Cash - reserve accounts	 233,977	 232,072
PROPERTY AND EQUIPMENT		
Water system	9,211,985	9,174,699
Building	187,545	187,545
Vehicles	80,979	80,979
Land	80,900	80,900
Equipment	160,506	149,167
	9,721,915	9,673,290
Less accumulated depreciation	(4,089,876)	(3,803,807)
Net property and equipment	5,632,039	5,869,483
TOTAL ASSETS	\$ 6,687,664	\$ 6,819,389

LIABILITIES AND NET ASSETS

		2015	2014
CURRENT LIABILITIES Accounts payable Taxes and benefits payable Water deposits payable Accrued interest payable Current portion of long-term debt	\$	51,698 12,503 9,099 48,853 32,856	\$ 67,259 13,288 8,482 49,778 31,369
TOTAL CURRENT LIABILITIES		155,009	170,176
LONG-TERM LIABILITIES Long-term debt		1,612,947	1,645,802
TOTAL LIABILITIES		1,767,956	1,815,978
NET ASSETS			
Unrestricted net assets - general Unrestricted net assets - contributed capital Temporarily restricted net assets		(1,506,352) 6,192,083 233,977	(1,371,058) 6,142,397 232,072
TOTAL NET ASSETS		4,919,708	5,003,411
TOTAL LIABILITIES AND NET ASSETS	<u>\$</u>	6,687,664	\$ 6,819,389

JUDY WATER ASSOCIATION, INC. STATEMENTS OF ACTIVITIES FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

	2015	2014
OPERATING INCREASES IN UNRESTRICTED		
NET ASSETS		
Water sales	\$1,270,509	\$1,231,290
Miscellaneous income	1,409	2,243
	1,271,918	1,233,533
OPERATING DECREASES IN UNRESTRICTED	1,211,010	1,200,000
NET ASSETS		
Water purchased	508,313	477,480
Supplies	38,428	55,650
Salaries and payroll taxes	279,756	287,788
Retirement	30,720	32,000
Contract labor	60	687
Directors fees	15,300	16,800
Office supplies	7,320	7,748
Data processing fees	5,623	6,962
Testing	4,540	5,040
Insurance	66,975	70,114
Telephone and utilities	20,185	19,605
Professional services	12,365	12,383
General expense	8,553	10,179
Regulation expense	2,345	2,349
Repairs and maintenance	18,791	22,258
Meals and entertainment	11,567	12,383
Bad debt and leak adjustments	4,143	909
Postage	8,377	9,273
TOTAL OPERATING DECREASES IN UNRESTRICTED		
NET ASSETS	1,043,361	1,049,608
OPERATING INCREASE IN UNRESTRICTED		
NET ASSETS BEFORE DEPRECIATION	228,557	183,925
Depreciation	(286,069)	(294,040)
OPERATING DECREASE IN UNRESTRICTED		
NET ASSETS	(57,512)	(110,115)
NONOPERATING INCREASES (DECREASES) IN		
UNRESTRICTED NET ASSETS		
Interest income	2,378	2,346
Interest expense	(78,255)	(79,717)
NET DECREASE IN	(75,877)	(77,371)
NET DECREASE IN UNRESTRICTED NET ASSETS	\$ (133,389)	\$ (187,486)

JUDY WATER ASSOCIATION, INC. STATEMENTS OF CHANGES IN NET ASSETS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

	Unrestricted Net Assets	F	emporarily Restricted let Assets	_	ontributed Capital Members	Contributed Capital Rural evelopment	ontributed Capital ourbon Co. Project
Balances, January 1, 2014	\$ (1,183,580)	\$	232,080	\$	990,802	\$ 1,002,300	\$ 479,063
Net change in unrestricted net assets	(187,486)						
Transfer to temporarily restricted net assets	8		(8)				
Contributions					11,750		
Balances, December 31, 2014	(1,371,058)		232,072	•	1,002,552	1,002,300	479,063
Net change in unrestricted net assets	(133,389)						
Transfer from temporarily restricted net assets	(1,905)		1,905				
Contributions					10,500	 	
Balances, December 31, 2015	\$ (1,506,352)	\$	233,977	\$ ^	1,013,052	\$ 1,002,300	\$ 479,063

Mor	ontributed Capital ntgomery Co. iscal Court	CDBG Grant Bourbon Co. Project	KIA Radio Read/Hydrant Grants	Grants Bourbon Co. Project	Tobacco Grants	KIA HB 608 Grant	KY 11 Relocation Project	Total
\$	100,000	\$1,000,000	\$ 150,000	\$1,434,032	\$485,000	\$175,000	\$314,450	\$ 5,179,147
								(187,486)
								-
								11,750
	100,000	1,000,000	150,000	1,434,032	485,000	175,000	314,450	5,003,411
								(133,389)
								-
							39,186	49,686
\$	100,000	\$1,000,000	\$ 150,000	\$1,434,032	\$485,000	\$175,000	\$353,636	\$ 4,919,708

JUDY WATER ASSOCIATION, INC. STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Operating decrease in unrestricted net assets Adjustments to reconcile operating change in unrestricted net assets to net cash provided by operating activities:	\$ (57,512)	\$ (110,115)
Depreciation expense	286,069	294,040
Provision for bad debts	4,143	909
Changes in operating assets and liabilities:		
Accounts receivable	(17,691)	4,555
Unbilled water revenue	(2,104)	2,169
Prepaid expenses and other current assets	4	1,052
Accounts payable	(15,561)	28,247
Taxes and benefits payable	(785)	362
Water deposits payable	617	1,200
CASH PROVIDED BY OPERATING ACTIVITIES	197,180	222,419
CASH FLOWS FROM FINANCING ACTIVITIES		
Acquisition and construction of capital assets	(48,625)	(42,933)
Interest paid on RD loans	(79,180)	(80,601)
Principal payments on borrowings	(31,368)	(29,947)
Proceeds from tap-on fees	10,500	11,750
Proceeds from contributions	39,186	
CASH USED FOR FINANCING ACTIVITIES	(109,487)	(141,731)
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest income received	2,378	2,347
CASH PROVIDED BY INVESTING ACTIVITIES	2,378	2,347
NET INCREASE IN CASH	90,071	83,035
CASH AT BEGINNING OF YEAR	831,485	748,450
CASH AT END OF YEAR	\$ 921,556	\$ 831,485
CASH CONSISTS OF:		
Cash - unrestricted	\$ 687,579	\$ 599,413
Cash - temporarily restricted	233,977	232,072
	\$ 921,556	\$ 831,485

Note 1 - Significant Accounting Policies

Introduction:

Judy Water Association, Inc. is a water utility which operates in Montgomery County and parts of Bourbon, Bath, Clark, and Nicholas counties in Kentucky, and its sales are primarily to residential customers. The Association was incorporated March 6, 1972 as a nonstock, nonprofit corporation formed under the provisions of Chapter 273 of the Kentucky Revised Statutes (KRS). The Association began providing water services to customers in 1991.

Regulation Requirements:

The Association is subject to the regulatory authority of the Kentucky Public Service Commission (PSC) pursuant to KRS 278.040.

Basis of Accounting:

The accrual basis of accounting is used for financial statement reporting purposes.

Basis of presentation:

Financial statement presentation follows the recommendations of the ASC 958-205-05 (formerly Financial Accounting Standards (SFAS) No. 117, "Financial Statements of Not-for-Profit Organizations"). Under ASC 958-205-05, the Association is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted, temporarily restricted, and permanently restricted. Accordingly, all net assets of the Association have been recorded as unrestricted or temporarily restricted.

Cash and Cash Equivalents:

For purposes of the statement of cash flows, the Association considers all highly liquid debt instruments purchased with a maturity of one year or less to be cash equivalents.

Property, plant and equipment:

Property, plant and equipment are stated at original cost. The cost of repairs and maintenance is charged to the proper expense account as incurred. Property replacements are capitalized and retirements are charged to the proper plant account and depreciation provision. The thresholds for capitalization are:

Buildings and grounds	\$5 , 000
Building improvements	\$5 , 000
Water systems	\$5 , 000
Land	\$5 , 000
Vehicles and equipment	\$1,000

Depreciation:

Depreciation is applied on the straight-line method over the estimated useful life of the asset and is recognized in accordance with ASC 958-360-05 (formerly SFAS No. 93, "Recognition of Depreciation by Not-for-Profit Organizations"). The range of useful lives used in computing depreciation is:

Classification	Range	of lives
Buildings and grounds	20-40	years
Building improvements	20-40	years
Water systems	10-30	years
Office equipment	7-10	years
Other equipment	7	years
Vehicles	5	years

Total depreciation expense was \$286,069 and \$294,040 for the years ended December 31, 2015 and 2014, respectively.

Note 1 - Significant Accounting Policies (Continued)

Purchased Water Costs:

Water purchases are charged to expense as delivered to the distribution system. The Association has been economically dependent on Mt. Sterling Water and Sewer System as the primary supplier of water. The Association purchases water from Mt. Sterling Water and Sewer System and City of North Middletown.

Contributed Capital:

Water tap-on fees and grant proceeds from Rural Development, the Department of Housing and Urban Development, the Bourbon County Fiscal Court, the Montgomery County Fiscal Court and other sources are accounted for as contributed capital and were used in financing capital improvements to the water system.

Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles 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 reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Account Receivable:

Accounts receivable are stated at the amounts management expects to collect from outstanding charges for water sales less an allowance for doubtful accounts of \$2,029 and \$1,094 in 2015 and 2014, respectively.

The following table presents the balance in the allowance for doubtful accounts as of December 31, 2015 and 2014:

	2015	2014
Allowance for Doubtful		
Accounts:		
Beginning balance	\$ 1,094	\$ 5,770
Net Charge-offs	(3,208)	(5,585)
Provision	4,143	909
Ending balance	\$ 2,029	\$ 1 , 094

Capitalized interest:

The Association follows the policy of capitalizing interest as a component of construction cost.

Income Tax Status:

The Association is a nonprofit tax-exempt organization as prescribed by Internal Revenue Code, Section 501 c (12). Accordingly, the financial statements include no provision for income taxes.

The Accounting Standards Codification (ASC) 740-10-50, (formerly the Financial Accounting Standards Board Interpretation (FIN 48), Accounting for Uncertainty in Income Taxes) requires entities to disclose known or anticipated positions of income tax uncertainty. The Association is not aware of any uncertain income tax positions as of February 4, 2016. The Association has never been audited by the Internal Revenue Service (IRS). However, the tax years of 2012 forward could be subject to examination by the IRS or other applicable tax jurisdictions.

Note 2 - Utility Plant in Service

The cost of Water System assets is summarized below by major categories:

	2015	2014
Water towers	\$ \overline{663,}769	\$ \overline{663,}769
Transmission and		
distribution mains	7,426,409	7,389,123
Meters and meter		
installations	1,121,807	1,121,807
Total cost	<u>\$9,211,985</u>	<u>\$9,174,699</u>

Note 3 - Long-Term Debt

Long-term debt at December 31, 2015 and 2014 consists of the following:

	2015		2014			
	Current	Noncurrent	Current	Noncurrent		
Rural Development, dated June 14, 2000, annual payment due each June 14, with interest rate of 5%, total interest and principal payment of \$73,342, final payment due June 14, 2040.	\$ 21,709	\$1,010,943	\$ 20,676	\$1,032,651		
Rural Development, dated March 18, 2004, annual payment due each March 18, with interest rate of 4.250%, total interest and principal payment of \$37,206, final payment due March 18, 2044.	11,147	602,004	10,693	613,151		
	<u>\$ 32,856</u>	\$1,612,947	<u>\$ 31,369</u>	<u>\$1,645,802</u>		

The above loans are secured by a statutory mortgage lien on the water supply and distribution system as well as all present and future contract rights, accounts receivable, and general intangibles of the Association and is subject to early redemption by the Association prior to maturity. The loan agreements also outline various compliance requirements.

Installments due for principal and interest for each of the next five years and in total are as follows:

Years ended			
December 31	Principal	Interest	Total
2016 (included in current liabilities)	\$ 32,856	\$ 77 , 692	\$ \overline{110,5}48
2017	34,416	76 , 132	110,548
2018	36,049	74 , 499	110,548
2019	37,761	72 , 787	110,548
2020	39 , 554	70 , 994	110,548
Later years	1,465,167	889 , 622	2,354,789
Total	\$1,645,803	\$1,261,726	\$ 2,907,529

Note 4 - Special Funds and Restrictions

The debt agreements with Rural Development require the following accounts be maintained by the utility as long as any outstanding debt remains:

General account - All operating funds received shall be deposited in this account. Funds will be used for operating and maintenance expenses and will be transferred to other accounts as needed.

Funded depreciation reserve account - This account was required to be established in the first month of the first full fiscal year after the water facility became operational and also used for the current Bourbon County expansion project. The Association was required to maintain a balance of \$121,200 for the years ended December 31, 2015 and 2014. These funds may be used for debt service or for unusual repairs or improvements if proper approvals are obtained and no funds are available in the general account. The balances as of December 31, 2015 and 2014 were \$345,171 and \$343,965, respectively.

Debt service reserve account - Required deposits of \$9,212 and \$9,212 for 2015 and 2014, respectively, were to be made monthly into this account. Funds were to be used to make payments on Rural Development notes payable. The Association is currently required to maintain a minimum balance of \$110,540 for the debt service reserve. The balances in this reserve account were \$313,573 and \$183,783 as of December 31, 2015 and 2014, respectively.

Construction Project accounts - Amounts received and deposited into these accounts will be used to fund all expenditures related to the Cecil Road - Rogers Mill Project and the KY 11 Relocation. These accounts had balances of \$2,237 and \$332 as of December 31, 2015 and 2014, respectively.

Note 5 - Commitments and Contingencies

Grants:

The Association has received grants from Rural Development in connection with the construction of water lines. These grants require the fulfillment of certain conditions as set forth in the terms of the grant. Management is not aware of any violations of these conditions.

Water Purchase Contract:

Judy Water Association has entered into an agreement with the Mount Sterling Water and Sewer Commission whereby the Commission will provide potable treated water to the Association. The agreement was amended August 8, 2004 for a term of 42 years and Judy Water Association is to receive up to 15 million gallons of water per month.

Note 6 - Concentration of Credit Risk

The Association sells water to residential, agricultural, and commercial customers in much of rural Montgomery County and parts of Bourbon, Bath, Clark, and Nicholas counties, in Kentucky, and is subject to the credit risks associated with serving an agricultural based area.

Note 7 - Risk Management

The Association is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. In addition to its general liability insurance, the Association also carries commercial insurance for all other risks of losses such as workers compensation. Settled claims resulting from these risks have not exceeded commercial insurance coverage in any of the past five fiscal years.

Note 8 - Pension Plan

Judy Water Association, Inc. established a simplified employee pension plan (SEP) in 2005 covering all employees. The Association can contribute a minimum of 3% of gross wages and a maximum of 15% of gross wages. The contribution percentage is determined by the Board of Directors.

The Association had a total of 6 employees at December 31, 2015 and 2014 covered by the SEP. The employer contributed 15% of gross wages in 2015 and 2014. The Association's contribution was \$30,720 and \$32,000 for the years ended December 31, 2015 and 2014, respectively.

Note 9 - Cash and Cash Equivalents

The Association's deposits and investments at December 31, 2015 were entirely covered by federal depository insurance or by collateral held by the custodial banks in the Association's name.

Note 10 - Subsequent Events

Subsequent events for Judy Water Association, Inc. have been evaluated through February 4, 2016, which is the date the financial statements were available to be issued.

FAULKNER, KING & WENZ, PSC **CERTIFIED PUBLIC ACCOUNTANTS**

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INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

To the Board of Directors Judy Water Association, Inc.

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards issued by the Comptroller General of the United States, the financial statements of Judy Water Association, Inc. (a nonprofit organization), which comprise the statement of financial position as of December 31, 2015, and the related statements of activities, and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated February 4, 2016.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered Judy Water Association, Inc.'s internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Judy Water Association, Inc.'s internal control. Accordingly, we do not express an opinion on the effectiveness of Judy Water Association, Inc.'s internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that were not identified. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified. We did identify certain deficiencies in internal control, described on the next page.

Judy Water Association, Inc. Mt. Sterling, Kentucky Page 2

Finding: 2015-1

- Condition: While management is certainly knowledgeable in regard to the numbers reported in the financial statements, identifying and applying new authoritative guidance in regard to information reported in the notes to those statements is outside the scope of management's training and experience.
- Management Response and Corrective Action Plan: It does not appear that it would be economically feasible for our organization to enlarge its staff or contract an individual with appropriate skill and knowledge in applying new authoritative guidance. Thus, it is important that our Board provide oversight and independent review functions.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Judy Water Association, Inc.'s financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*

Judy Water Association, Inc.'s Response to Findings

Judy Water Association, Inc.'s response to the findings identified in our audit is described in the paragraph above. Judy Water Association, Inc.'s response was not subjected to the auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on it.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the result of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Faulkner, King & Wenz, PSC

February 4, 2016