

REID VILLAGE
WATER DISTRICT

REPORT ON EXAMINATION OF BASIC FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION
for the year ended December 31, 2013

CONTENTS

	Page
Independent Auditor's Report	1-2
Financial Statements	
Statement of Net Position	3
Statement of Revenues, Expenses and Changes in Fund Net Position	4
Statement of Cash Flows	5
Notes to the Financial Statements	6-11
Supplemental Information	
Independent Auditor's Report on Internal Control Over Financial Reporting & on Compliance and other Matters Based on an Audit of Financial Statements Performed in Accordance with Government Auditing Standards	12-13
Comparative Statement of Revenues and Expenses	14
Schedule of Findings and Responses	15-16

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INDEPENDENT AUDITOR'S REPORT

Board of Commissioners
Reid Village Water District
Mt. Sterling, Kentucky

Report on Financial Statements

We have audited the accompanying financial statements of the business-type activities of Reid Village Water District as of and for the year ended December 31, 2013 and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

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 opinions 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 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 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.

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities, of the Reid Village Water District as of December 31, 2013, and the respective changes in financial position, and cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required supplementary information

Management has elected to omit the Management Discussion and Analysis which is supplemental information required by the Governmental Accounting Standards Board.

Other information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Reid Village Water District's basic financial statements. The comparative statement of revenues and expenses is presented for purposes of additional analysis and is not a required part of the basic financial statements.

The comparative statement of revenues and expenses is the responsibility of management and was derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the comparative statement of revenues and expenses is fairly stated in all material respects in relation to the basic financial statements as a whole.

Other reports required by Government Auditing Standards

In accordance with Government Auditing Standards, we have also issued our report dated May 13, 2014, on our consideration of the Reid Village Water District'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 Reid Village Water District's internal control over financial reporting and compliance.

John T. Lane & Associates, LLC

Mount Sterling, Kentucky
May 13, 2014
This report contains 16 pages.

Reid Village Water District
Statement of Net Position
Proprietary Fund
December 31, 2013

ASSETS

Current Assets	
Cash and cash equivalents - unrestricted	\$ 210,015
Cash and cash equivalents - restricted	134,041
Accounts receivable - net of allowance for doubtful accounts	37,013
Prepaid expenses & other current assets	<u>7,334</u>
Total Current Assets	<u>388,403</u>
Noncurrent Assets	
Capital assets:	
Land	7,000
Plant, equipment and lines	1,805,819
Less accumulated depreciation	<u>(588,217)</u>
Total Noncurrent Assets	<u>1,224,602</u>
Total Assets	<u><u>\$ 1,613,005</u></u>

LIABILITIES

Current Liabilities	
Accrued expenses	\$ 22,399
Bonds payable	12,900
Payable from restricted assets	<u>37,959</u>
Total Current Liabilities	<u>73,258</u>
Noncurrent Liabilities	
Bonds payable	<u>695,900</u>
Total Noncurrent Liabilities	<u>695,900</u>
Total Liabilities	<u>769,158</u>

NET POSITION

Net investment in capital assets	515,802
Restricted	96,082
Unrestricted	<u>231,963</u>
Total Net Position	<u><u>\$ 843,847</u></u>

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

Reid Village Water District
Statement of Revenues, Expenses and Changes in Fund Net Position
Proprietary Fund
December 31, 2013

Revenues	
User fees	\$ 419,487
Other water revenue	<u>4,159</u>
Total Revenues	<u>423,646</u>
Expenses	
Water purchased	156,043
Vehicle expense	11,454
Rent	6,000
Postage	4,178
Salaries	143,990
Office expense	28,570
Insurance	9,682
Water samples	1,510
Taxes and benefits	64,669
Maintenance	18,570
Miscellaneous	826
Depreciation	<u>44,887</u>
Total Operating Expenses	<u>490,379</u>
Operating Income (Loss)	<u>(66,733)</u>
Nonoperating Revenues (Expenses)	
Tap fees	650
Gain on sale of assets	3,750
Interest income	513
Interest expense	<u>(32,697)</u>
Net Nonoperating Revenues (Expenses)	<u>(27,784)</u>
Net Income (Loss)	(94,517)
Total Net Position - beginning	<u>938,364</u>
Total Net Position - ending	<u><u>\$ 843,847</u></u>

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

Reid Village Water District
Statement of Cash Flows
Proprietary Fund Type
December 31, 2013

CASH FLOWS FROM OPERATING ACTIVITIES:	
Operating revenues	\$ 428,218
Cash paid to employees	(143,990)
Cash paid for general and administrative expenses	<u>(308,029)</u>
Net Cash provided by operating activities	<u>(23,801)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:	
Interest earned	513
Customer deposits	<u>1,747</u>
Net Cash provided by investing activities	<u>2,260</u>
CASH FLOWS FROM CAPITAL AND FINANCING ACTIVITIES:	
Bond payments	(12,200)
Purchase of fixed assets	(44,250)
Sale of assets	3,750
Tap fees	650
Interest paid	<u>(32,979)</u>
Net Cash used in capital and financing activities	<u>(85,029)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(106,570)
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	<u>450,626</u>
CASH AND CASH EQUIVALENTS - END OF THE YEAR	<u><u>\$ 344,056</u></u>
RECONCILIATION OF NET CASH PROVIDED BY OPERATING ACTIVITIES:	
Net Operating Income	\$ (66,733)
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:	
Depreciation	44,887
(Increase)/Decrease in accounts receivable	4,746
(Increase)/Decrease in prepaid expenses	(2,204)
Increase/(Decrease) in prepaid revenue	(174)
Increase/(Decrease) in accrued expenses	<u>(4,323)</u>
Net cash provided by operating activities	<u><u>\$ (23,801)</u></u>

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

REID VILLAGE WATER DISTRICT
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2013

The Reid Village Water District is a water utility which services areas of Montgomery County including Reid Village. Its sales are primarily to residential customers. The District is a corporate body set forth in Kentucky Revised Statutes (KRS) 74.070 which was created November, 1961. The District began operations in 1964. The District is subject to the regulatory District of the Kentucky Public Service Commission pursuant to KRS 278.040.

Note 1 - Summary of Significant Accounting Policies

The accounting policies of the District conform to accounting principles generally accepted in the United States of America as applicable to governments. The following is a summary of the more significant policies.

The Reporting Entity

The District, for financial purposes, includes all of the funds relevant to the operations of the District. The financial statements presented herein do not include agencies which have been formed under applicable state laws or separate and distinct units of government apart from the Reid Village Water District.

The financial statements of the District would include those of separately administered organizations that are controlled by or dependent on the District. Control or dependence is determined on the basis of financial interdependency, selection of governing District, designation of management, ability to significantly influence operations, accountability of fiscal matters, scope of public service, and financing relations.

Based on the foregoing criteria there are not other organizations included in these financial statements.

Depreciation Reserve Fund - Monthly transfers are required to be made into this fund in the amount of \$395. Only expenditures for capital improvements or extraordinary expenses are permitted to be paid from this fund. The District had set aside \$56,621 into this fund at December 31, 2013. The required balance is \$40,740.

Bond and Interest Sinking Fund - Monthly transfers are required to be made into this account in an amount equal to one-sixth (1/6) of the interest becoming due on the next succeeding interest due date for all outstanding bonds and one-twelfth (1/12) of the principal of all such bonds maturing on the next succeeding due date. The required balance of the fund at December 31, 2013 was \$29,247. The District had set aside \$53,327.

Enterprise Funds

Enterprise Funds are used to account for operations (a) that are financed and operated in a manner similar to private business enterprise where the intent of the governing body is that the costs (expenses, including depreciation) of providing goods or services to the general public on a continuing basis be financed or recovered primarily through user charges or (b) where the governing body has decided that periodic determination of revenues earned, expenses incurred, and/or net income is appropriate for capital maintenance, public policy, management control, accountability, or other purposes.

The accounting and financial reporting treatment applied to the District is determined by its measurement focus. The transactions of the District are accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and all liabilities associated with the operations are included on the balance sheet. Net assets (i.e., total assets net of total liabilities) are segmented into invested in capital assets, net of related debt, restricted and unrestricted components. When both restricted and unrestricted resources are available for use, it is the District's policy to use restricted resources first, and then unrestricted resources as they are needed.

An enterprise fund distinguishes operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with the District's principal ongoing operations. The principal operating revenues of the Authority are operating grants and tenant rental revenue. Operating expenses of the District include the cost of producing the revenue and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

Basis of Accounting

The records of the District are maintained and the budgetary process is based on the cash basis method of accounting. Adjustments have been made to properly reflect the account balances.

Cash

At December 31, 2013, the carrying amount of the District's deposits was \$344,056 and the bank balance was \$347,889. Of the bank balance 100% was covered by federal deposit insurance or collateralized with securities held by the pledging financial institution's trust department or agent in the entity's name. The District considers all investments with a maturity date of three months or less from date of purchase to be cash equivalents. Certificates of deposit that are redeemable immediately with little or no penalty are considered cash equivalents

Fixed Assets

Fixed assets purchased are capitalized at the time of purchase. Such assets are recorded at cost. Donated assets are recorded at fair market value at the date of donation.

Depreciation of property and equipment is computed by the straight-line method based upon the estimated useful lives of the assets as follows:

<u>Class</u>	<u>Life</u>
Water lines, tanks	50 years
Vehicle/equipment	5 years

The District's capitalization policy is as follows: expenditures costing more than \$1,000 with an estimated useful life greater than one year are capitalized; all others are expensed.

Budgets and Budgetary Accounting

The district follows these procedures in establishing the budgetary data reflected in the financial statements:

- a. Formal budgetary integration is employed as a management control device during the year for the enterprise funds. These budgets are prepared on the cash basis of accounting.
- b. Unused appropriations for all of the above annually budgeted funds lapse at the end of year.

For the year ending December 31, 2013 the above budgetary procedures were not followed.

Net Assets

Net assets represent the difference between assets and liabilities. Net assets invested in capital assets- net of related debt consists of capital assets, net of accumulated depreciation, reduced by the outstanding balance of any borrowing used for the acquisition, construction or improvement of those assets. Net assets are recorded as restricted when there are limitations imposed on their use by external restrictions.

Accounts Receivable

The receivable reflected in the statements in the amount of \$37,013 are net of allowance for uncollectibles in the amount of \$2,864.

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

Note 2 - Notes Payable

The amount shown in the accompanying financial statements as notes payable represents the District's future obligation to make loan payments from future revenues. At December 31, 2013, two separate loans had outstanding balances. Details of each of these issues are summarized as follows:

Note A

Lender – Rural Development

Balance of loan - \$337,000

Rate – 4.875%

Principal due January 1

Interest due January 1 and July 1

Prepayment provision - subject to payment prior to its stated maturity without penalty or premium, at any time upon ten (10) days notice.

Note B

Lender – Rural Development

Balance of loan - \$371,800

Rate – 4.375%

Principal due January 1

Interest due January 1 and July 1

Prepayment provision - subject to payment prior to its stated maturity without penalty or premium, at any time upon ten (10) days notice.

Five-Year Maturities

2014	12,900
2015	13,700
2016	13,900
2017	15,200
2018	15,500
2019-2023	90,100
2024-2028	114,100
2029-2033	145,500
2034-2038	158,100
2039-2043	89,300
2044-2048	<u>40,500</u>
	<u>\$708,800</u>

Schedule of Bonds Payable	balance <u>12/31/12</u>	<u>Additions</u>	<u>Payments</u>	balance <u>12/31/13</u>	Current Portion
USDA 91-05	\$344,000	\$-	\$7,000	\$337,000	\$7,500
USDA 91-06	<u>377,000</u>	-	<u>5,200</u>	<u>371,800</u>	<u>5,400</u>
	<u>721,000</u>	-	<u>11,300</u>	<u>708,800</u>	<u>12,900</u>

Note 3 - Pension Plan

The District's employees are not covered by any retirement plan.

Note 4 - Leave Policies

The District's employees with one year receive one week vacation, employees with tow-five years receive two weeks vacation, employees with six to ten years receive three weeks vacation, employees with over ten years received four weeks vacation. Employees are not permitted to carryover vacation leave from one year to another. Sick leave is on an individual basis and decided by the commissioners. Employees with one year or less receive one-half personal day per month, while employees with over one year receive one personal day per month. Personal days are not carried over.

Note 5 - Changes in Fixed Assets

The following is a summary of changes in the fixed assets for the fiscal year:

	<u>balance</u> <u>12/31/12</u>	Transfer/ <u>Additions</u>	<u>Deletions</u>	<u>balance</u> <u>12/31/13</u>
Land	\$7,000	\$-	\$-	\$7,000
Property, plant & equipment	<u>1,776,569</u>	<u>44,250</u>	<u>15,000</u>	<u>1,805,819</u>
	<u>1,783,569</u>	<u>44,250</u>	-	<u>1,812,819</u>
Accumulated depreciation	<u>558,330</u>	<u>44,887</u>	<u>15,000</u>	<u>588,217</u>
Net fixed assets	<u>1,225,239</u>			<u>1,224,602</u>

Note 6 - Revenue Bonds

Water and Revenue Bonds constitute special obligations of the District solely secured by a lien on and pledge of the net revenues of the water system. The revenue bonds are collateralized by the revenue of the water system and the various special funds established by the bond ordinances. The ordinances provide that the revenue of the system is to be used first to pay operating and maintenance expenses of the system and second to establish and maintain the revenue bond funds. Any remaining revenues may then be used for any lawful purpose. The ordinances also contain certain provisions, which require the District to maintain pledged revenues. The District must transfer monthly 1/6 of the next succeeding interest payment and 1/12 of the next succeeding principal payment from the operations and maintenance account into the bond and interest sinking account. The District also must transfer \$395 per month into a depreciation fund.

Note 7 - Restricted Cash

Restricted cash is composed of the following:

Deposit account	\$24,093
Depreciation reserve fund	56,621
Debt reserve fund	<u>53,327</u>
	<u>\$134,041</u>

Note 8 – Contingencies

The District is subject to possible examinations made by Federal and State authorities who determine compliance with terms, conditions, laws, and regulations governing other grants given to the District in the current and prior years. There were no examinations for the year ended December 31, 2013. Areas of noncompliance, if any, as a result of examinations would be included as a part of the “Findings and Questioned Costs” section of this report.

Note 9 – Risk Management

The District is exposed to various risks of losses related to torts; theft of, damage to and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The District carries commercial insurance coverage for the risks to the extent deemed prudent by District management.

SUPPLEMENTAL INFORMATION

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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

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 the business-type activities of the Reid Village Water District as of and for the year ended December 31, 2013, and the related notes to the financial statements, which collectively comprise Reid Village Water District's basic financial statements and have issued our report thereon dated May 13, 2014.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered Reid Village Water District'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 Reid Village Water District's internal control. Accordingly, we do not express an opinion on the effectiveness of Reid Village Water District's internal control.

Our consideration of internal control was for the limited purpose described in the preceding paragraph 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. However, as described in the accompanying schedule of findings, we identified certain deficiencies in internal control that we consider to be material weaknesses and significant deficiencies.

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. We consider the deficiencies described in the accompanying schedule of findings to be material weaknesses. (13-01 & 13-02)

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. We consider the deficiencies described in the accompany schedule of findings to be significant deficiencies. (13-03)

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Reid Village Water District's financial statements are free of 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 an instance of noncompliance or other matters that is required to be reported under *Government Auditing Standards*. (13-04)

Reid Village Water District's Response to Findings

The Reid Village Water District's responses to the findings identified in our audit are described in the accompanying schedule of findings and responses. We did not audit the Reid Village Water District's responses and, accordingly, we express no opinion on them.

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 results 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.

John T. Lane & Associates, LLC

Mount Sterling, Kentucky
May 13, 2014

Reid Village Water District
 COMPARATIVE STATEMENT OF REVENUES AND EXPENSES
 for the years ended December 31, 2012 and 2013

	<u>2012</u>	<u>2013</u>
Revenues		
User fees	\$ 444,974	\$ 419,487
Other water revenue	<u>6,987</u>	<u>4,159</u>
Total Revenues	<u>451,961</u>	<u>423,646</u>
Expenses		
Water purchased	154,869	156,043
Vehicle expense	10,630	11,454
Rent	6,000	6,000
Postage	4,802	4,178
Salaries	136,063	143,990
Office expense	28,615	28,570
Insurance	9,792	9,682
Water samples	1,140	1,510
Taxes and benefits	58,194	64,669
Maintenance	18,398	18,570
Miscellaneous	1,258	826
Bad debt expense	3,422	-
Depreciation	<u>35,463</u>	<u>44,887</u>
Total Operating Expenses	<u>468,646</u>	<u>490,379</u>
Operating Income (Loss)	<u>(16,685)</u>	<u>(66,733)</u>
Nonoperating Revenues (Expenses)		
Tap fees	1,350	650
Gain on sale of assets	-	3,750
Interest income	726	513
Interest expense	<u>(33,266)</u>	<u>(32,697)</u>
Net Nonoperating Revenues (Expenses)	<u>(31,190)</u>	<u>(27,784)</u>
Net Income (Loss)	<u>\$ (47,875)</u>	<u>\$ (94,517)</u>

REID VILLAGE WATER DISTRICT
Mt. Sterling, Kentucky
Schedule of Findings and Responses
December 31, 2013

Prior Findings

12-01, 12-02, 12-03 are repeated as 13-01, 13-02 and 13-03.

Current Findings

13-01 Lack of Segregation of Duties

Condition: The District has an inadequate segregation of duties within its internal control process.

Criteria: All governmental entities should design their internal control to provide an adequate segregation of duties.

Cause: The District does not have sufficient employees to adequately design its internal control.

Recommendation: The District should continue to design and implement its internal control policies to provide the maximum segregation of duties possible.

Response: The District has hired a part time employee for the office. She works 16-20 hours a week and in addition covers for the office managers during vacation or sick time off. This has provided us with the ability to segregate duties as recommended. As her training progresses she will be responsible for additional duties to help implement segregation of duties. She handles making deposits and customer service but does not adjust customer's accounts. Also we have hired a field supervisor who oversees and delegates the duties of our employees outside the office. He approves and signs time sheets for those employees. He also transports our starting cash and deposits to the bank in locked bags.

13-02 Lack of Understanding of GAAP

Condition: The District prepares its financial statements on the cash basis and lacks an understanding of generally accepted accounting principles.

Criteria: To prepare financial statements the entity's personnel should understand GAAP.

Cause: The entity's accounting personnel does not possess the necessary background in accounting.

Recommendation: The District cannot afford to hire personnel with adequate training.

Response: The District has purchased and is currently using Quick Books.(beginning January 2011) The office manager is currently working with a skilled Bookkeeper (also proficient in Quick Books) to better understand the accounting side of the business. We will continue to seek the assistance of a CPA to prepare financial statements.

13-03 Budget Process

Condition: The District's budget is prepared from actual results that are one year old.

Criteria: A budget should be prepared from information from the previous year's actual results to the extent possible.

Cause: Unknown.

Recommendation: The District should prepare monthly reports of cash receipts and disbursements compared to budgeted amounts, these statements should be presented to the board.

Response: With Quick Books in use, we can and will prepare monthly cash flow statements that will be presented to the board, usually quarterly, unless special meeting is called between quarterly meetings. It is our goal to eventually prepare our own budget from our previous years actual results. We intend to seek outside training on the procedures of preparing our budget. Until we feel confident in our abilities, we will seek professional help from our CPA firm.

13-04 Social Security & Medicare withholding

Condition: The District does not withhold social security and medicare taxes on certain employees.

Criteria: Social security and medicare taxes should be withheld on employee's wages unless those wages are not subject to the social security and medicare tax.

Cause: Unknown.

Recommendation: The District should begin withholding taxes according to the criteria above.

Response: The district will begin withholding social security and medicare taxes from Board Members as recommended, as of the next payroll period.