### HERITAGE HILLS SOCIETY, LTD.

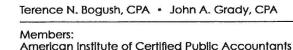
# FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

Years Ended December 31, 2018 and 2017

## HERITAGE HILLS SOCIETY, LTD.

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#### INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Members of Heritage Hills Society, LTD.

We have audited the accompanying financial statements of Heritage Hills Society, LTD., which comprise the balance sheets as of December 31, 2018 and 2017, and the related statements of revenues and expenses, changes in homeowners' equity and cash flows for the years then ended, and the related notes to the financial statements.

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

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

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the 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 opinion.

#### **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Heritage Hills Society, LTD. as of December 31, 2018 and 2017, 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.

#### Disclaimer of Opinion on Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the information on future major repairs and replacements on common property on page 16 be presented to supplement the basic financial statements. Such 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. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.



Rhinebeck, New York April 23, 2019

# HERITAGE HILLS SOCIETY, LTD. BALANCE SHEETS December 31, 2018 and 2017

### **ASSETS**

Abbeto				
	_	2018	_	2017
Current assets:				
Cash - operating	\$	37,333	\$	162,874
Cash - insurance claim		-		143,307
Cash - reserve		579,130		671,127
Assessments receivable, less allowance for uncollectible				
assessments of \$54,337 and \$136,000, respectively		17,813		77,469
Insurance proceeds receivable		114,077		_
Prepaid expenses	_	21,124	_	41,382
Total current assets		769,477		1,096,159
Property and equipment, net of accumulated depreciation		7,131,504		6,199,875
Other assets:				
Deposits				3,182
	_			
Total assets	\$_	7,900,981	\$_	7,299,216
LIABILITIES AND HOMEOWNERS' EQU	UITY	7		
Current liabilities:				
Accounts payable and accrued expenses	\$	95,117	\$	140,465
Insurance proceeds payable		_		143,307
Current maturities of long-term debt		53,424		150,256
Prepaid common charges		44,416		86,530
Total current liabilities	-	192,957	_	520,558
Long-term debt, net of current portion		696,576	-	64,591
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Total liabilities	-	889,533	-	585,149
Homeowners' equity:				
Reserve		579,130		671,127
Operating		6,432,318	v	6,042,940
	2_	7,011,448	_	6,714,067
Total liabilities and homeowners' equity	\$	7,900,981	\$	7,299,216
	=		=	

# HERITAGE HILLS SOCIETY, LTD. STATEMENTS OF REVENUES AND EXPENSES for the years ended December 31, 2018 and 2017

		2018		2017
Revenues:				
Society fees	\$	4,915,202	\$	4,739,984
Interest income		4,312		2,268
Other operating revenues	_	135,958	_	77,901
Total revenues		5,055,472	-	4,820,153
Expenses:				a de las a
Lake lodge		49,709		44,894
Fitness center		124,958		128,356
Activities building		119,732		107,733
Tennis and platform		18,664		13,200
Pool		319,154		308,906
Transportation		241,386		325,886
Roads and grounds		1,206,188		1,000,818
Maintenance yard		266,155		8,167
General and administrative		1,827,047		1,759,456
Insurance claim expenses		132,969	2	=
	_	4,305,962		3,697,416
Excess of revenues over expenses before depreciation and income taxes		749,510		1,122,737
Depreciation	a <del></del>	448,602	*	459,169
Excess of revenues over expenses before income taxes		300,908		663,568
Income taxes (credits)	-	3,527		3,330
Excess of revenues over expenses	\$_	297,381	\$	660,238

### HERITAGE HILLS SOCIETY, LTD. STATEMENTS OF HOMEOWNERS' EQUITY for the years ended December 31, 2018 and 2017

	Reserve	Operating	Total
Balance at December 31, 2016	\$ 827,794	\$ 5,226,035	\$ 6,053,829
Excess (deficiency) of revenues over expenses	927,681	(267,443)	660,238
Allocated to future major repairs and replacements:		3	
Operating transfers in (out) Capital improvements and repairs	54,517 (1,138,865)	(54,517) 1,138,865	
Balance at December 31, 2017	671,127	6,042,940	6,714,067
Excess (deficiency) of revenues over expenses	727,620	(430,239)	297,381
Allocated to future major repairs and replacements:			
Operating transfers in (out)	(107,732)	107,732	_
Maintenance yard deposit	(75,000)	75,000	=
Refund of maintenance yard deposit	67,917	(67,917)	-
Capital improvements and repairs	(613,383)	613,383	=
Principal payments	(91,419)	91,419	
Balance at December 31, 2018	\$ 579,130	\$ 6,432,318	\$7,011,448

# HERITAGE HILLS SOCIETY, LTD. STATEMENTS OF CASH FLOWS

### for the years ended December 31, 2018 and 2017

		2018		2017
Cash flows from operating activities:		*		
Excess of revenues over expenses	\$_	297,381	\$_	660,238
Adjustments to reconcile excess of revenues over				
expenses to net cash provided by operating activities:				
Depreciation '		448,602		459,169
Assessments receivable - net		59,656		29,345
Insurance proceeds receivable		(114,077)		· -
Prepaid expenses		20,258		11,378
Deposits		3,182		-
Accounts payable and accrued expenses		(45,349)		28,536
Insurance proceeds payable		(143,307)		143,307
Prepaid common charges		(42,115)		(10,467)
Total adjustments	-	186,850	•	661,268
2002 00 000000	-			
Net cash provided by operating activities	1	484,231		1,321,506
Cash flows from investing activities:				
Acquisition of maintenance yard		(766,846)		-
Fixed asset additions		(613,383)		(1,138,865)
Net cash provided (used) by investing activities		(1,380,229)		(1,138,865)
Cash flows from financing activities:				
Loan Proceeds		750,000		- ,
Payments of long-term debt	_	(214,847)		(143,640)
Net cash provided (used) by financing activities	_	535,153		(143,640)
Net increase (decrease) in cash and cash equivalents		(360,845)		39,001
Cash and cash equivalents at beginning of year	_	977,308		938,307
Cash and cash equivalents at end of year	\$_	616,463	\$	977,308
Supplementary Information to the Statement of Cash Flows:				
Cash paid for, interest	\$	9,633	\$	13,345
Cash paid for, income taxes	\$=	3,624	\$	3,332
Cash paid for, income taxes	Ψ=	3,024	Ψ	3,332

See auditor's report. See notes to financial statements.

#### HERITAGE HILLS SOCIETY, LTD. NOTES TO FINANCIAL STATEMENTS

#### 1. Nature of Organization:

Heritage Hills is located in Somers, New York. Heritage Hills Society, Ltd. (the "Association") owns, operates and maintains the real estate at the main entrance to Heritage Hills and the land upon which the Activities Center, the Lake Lodge, the swimming pools and the tennis courts are located. In addition the Association maintains the A and B roads and storm water basins and outdoor lighting fixtures located thereon.

#### 2. Date of Management's Review:

In preparing the financial statements, the Association has evaluated events and transactions for potential recognition or disclosure through April 23, 2019, the date that the financial statements were available to be issued.

#### 3. Summary of Significant Accounting Policies:

#### Basis of accounting:

The Association prepares its financial statements using the accrual basis of accounting. This method of accounting records revenues to the Association, such as common charges, when the amounts are due, regardless of when actually received from unit owners. Expenses of the Association are likewise recorded when incurred for goods and services rendered to the Association and not when actually paid.

#### Fund accounting:

The accounts of the Association are organized on the basis of funds, each of which is considered a separate accounting entity. Association resources are allocated to, and accounted for in, individual funds based upon the purposes for which they are to be spent and the means by which spending activities are controlled. The funds utilized by the Association are as follows:

Operating Funds - general funds are utilized as the primary operating funds of the Association.

Reserve Funds - reserve funds are utilized to account for financial resources to be used for the acquisition or construction of capital improvements or major repairs.

## HERITAGE HILL'S SOCIETY, LTD. NOTES TO FINANCIAL STATEMENTS

#### 3. Summary of Significant Accounting Policies (continued):

#### Cash equivalents:

For purposes of the statement of cash flows, the Association considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. There were no cash equivalents at December 31, 2018 and 2017.

#### Use of 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 the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

#### Property and equipment:

Property and equipment are stated at cost. Depreciation is calculated using the straight-line or accelerated methods based upon the following estimated useful lives:

	Years
Buildings and improvements	27.5-39
Equipment and furnishings	5-10
Motor vehicles	3-10

Expenditures for maintenance and repairs are charged to expense and renewals and betterments are capitalized. Upon sale or retirement, the cost of the asset and the related accumulated depreciation are removed from the accounts, and the resulting gains or losses are included in the results of operations.

The following is a summary of property and equipment as of December 31, 2018 and 2017:

*		2018	_	2017
Land	\$	164,206	\$	164,206
Maintenance yard		766,846		-
Buildings and improvements		9,828,149		9,274,086
Equipment and furnishings		752,246		752,246
Vehicles		409,196		349,874
	_	11,920,643	_	10,540,412
Less accumulated depreciation		4,789,139		4,340,537
	\$	7,131,504	\$	6,199,875
	-		-	

#### HERITAGE HILLS SOCIETY, LTD. NOTES TO FINANCIAL STATEMENTS

#### 3. Summary of Significant Accounting Policies (continued):

#### Impairment of long-lived assets:

The Association reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In performing a review for impairment, the Association compares the carrying value of the asset with their estimated future undiscounted cash flows. If it is determined that impairment has occurred, the loss would be recognized during that period. The impairment loss is calculated as the difference between the asset carrying values and the present values of the estimated net cash flows or comparable market values, giving consideration to recent operating performance and pricing trends. As a result of its review, the Association does not believe that any material impairment currently exists related to its long-lived assets.

#### Income taxes:

The Association files its tax return as a Cooperative Corporation. Cooperative corporations generally are taxed only on nonmembership income, such as interest. Earnings from members, if any, may be excluded from taxation if certain elections are made.

The Association recognizes the effects of tax positions only when they are more likely than not to be sustained. At December 31, 2018, the Association did not have any unrecognized tax benefits or liabilities. The Association operates in the United States and in state and local jurisdictions. The three previous years remain subject to examination by tax authorities. There are presently no ongoing income tax examinations.

The Association's income tax returns are subject to examination by taxing authorities for three years after the returns are filed. The Association's income tax returns for 2016, 2017 and 2018 remain open to examination. In evaluating the Association's tax provisions and accruals, the Association believes that its estimates are appropriate based on current facts and circumstances.

#### Member assessments:

Association members are subject to monthly assessments to provide funds for the Association's operating expenses, future capital acquisitions, and major repairs and replacements. Assessments receivable at the balance sheet date represent fees due from unit owners. The Association's policy is to retain legal counsel and place liens on the properties of homeowners whose assessments are sixty days or more delinquent. Any excess assessments at year end are retained by the Association for use in the succeeding year. At December 31, 2018 and 2017, the Association had delinquent assessments of \$72,150 and \$213,469, respectively, and an allowance for doubtful accounts of \$54,337 and \$136,000, respectively.

# HERITAGE HILLS SOCIETY, LTD. NOTES TO FINANCIAL STATEMENTS

3. Summary of Significant Accounting Policies (continued):

Reclassifications:

Certain items have been reclassified to conform to the current year's presentation.

#### Activity Clubs:

The Association sponsors a variety of community activity clubs. Activity clubs revenue, expenses and net assets are reported to the Association on an annual basis from the treasurers of the clubs. These activity funds are not comingled with, and do not affect, the financial affairs or condition of Heritage Hills Society and therefore are not included in these financial statements.

#### 5. Long-Term Debt:

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

¥.		2018		2017
Loan payable to Newtown Savings Bank in monthly				
installments of \$13,082 including interest at 4.53% per annum				
through May 2019, secured by a lien on future common charges	\$	-	\$	214,847
Loan payable to PCSB Bank in monthly installments of \$8,077 including interest at 5.26% per annum through January 2029	_	750,000		
		750,000		214,847
Less current maturities	79	53,424	_	150,256
	\$_	696,576	\$	64,591

Approximate maturities of long-term debt are as follows for the years ending December 31,:

2020	61,257
2021	64,605
2022	68,135
2023	71,859
2024	75,787
Thereafter	 354,933
	\$ 696,576

During November of 2018, the Association paid off the remaining balance of the loan held with Newtown Savings Bank.

#### HERITAGE HILLS SOCIETY, LTD. NOTES TO FINANCIAL STATEMENTS

#### 6. Concentrations of credit risk:

Financial instruments that potentially expose the Association to concentrations of credit risk consist primarily of cash and cash equivalents in financial institutions which, from time to time, exceed federal insurance limits.

#### 7. Future Major Repairs and Replacements:

The Association's governing documents do not require funds to be accumulated for future major repairs and replacements. The Association has conducted a study to estimate the remaining useful lives and the replacement costs of the common property components. Accumulated funds, which aggregate approximately \$579,130 as of December 31, 2018, are held in separate accounts and are generally not available for operating purposes. It is the Association's policy to allocate income earned on such funds to the reserve funds. If significant major repairs and replacements are deemed to be needed, the amounts accumulated in the replacement fund may not be adequate to meet these needs. If additional funds are needed, however, the Association has the right to increase regular assessments or levy special assessments, or it may delay major repairs and replacements until funds are available. The effects on future assessments have not been determined as of the date of this report.

#### 8. Reserve Funds Activity:

The following is a summary of the reserve funds activity for the	e year	ended Dece	mber	31, 2018
Fund balance - beginning of year			\$	671,127
Additions to reserve: Society fees	\$	723,000 67,917		
Refund on maintenance yard deposit Interest and other income	_	4,620		795,537
Fund expenditures: Fitness center equipment		9,877		

Interest and other income	4,620	795,537
Fund expenditures:		
Fitness center equipment	9,877	
Pool repairs and equipment	25,477	
Heritage room sound and lighting	14,834	
Activities center renovation	51,080	
Replacement bus and truck	59,321	
Storm water management	135,750	
Road paving	296,794	
Lake Lodge A/C units	16,500	
Tennis court	3,750	
Loan repayments	91,419	
Deposit on maintenance yard	75,000	
Transfers for prior year accrued expenses	19,073	
Transfers to operating fund for fire expenditures	88,659	(887,534)
Fund balance - end of year		\$ 579,130

See auditor's report.

## HERITAGE HILLS SOCIETY, LTD. NOTES TO FINANCIAL STATEMENTS

#### 9. Insurance Claim:

The building which houses the security office, fitness center, gym, men's and women's locker rooms and bathrooms was damaged by fire on October 30, 2017. The security office was destroyed, the fitness center suffered water damage and the other parts of the building were damaged to a lesser extent. The Association carries 'replacement value' insurance coverage. The initial estimated cost of repair was \$350,000 for the building and \$75,000 for furnishings for a total estimate of \$425,000. The facility reopened on April 23, 2018.

As of December 31, 2018, the Association has received \$319,265 in insurance proceeds to cover the repairs to the damaged property and incurred \$566,312 in related costs. During January of 2019, the Association received additional proceeds in the amount of \$32,197. As of April 23, 2019, the date that the financial statements were available to be issued, the Association expects to receive an additional \$81,880 in insurance proceeds as a final settlement for the claim.

#### 10. Loss Contingency:

In the normal course of business, the Association is either the plaintiff or defendant in various litigation matters. As of the date of these financial statements the outcome of these various matters is unknown.

# HERITAGE HILLS SOCIETY, LTD. SUPPORTING SCHEDULES

## for the years ended December 31, 2018 and 2017

Schedule 1 - Other Operating Revenues	1	2018	_	2017
Late fees	\$	13,836 122,122	\$	18,804 59,097
Other	\$_	135,958	\$_	77,901
Schedule 2 - Lake Lodge Expenses				
Mortgage interest	\$	9,633	\$	13,345
Repairs and maintenance		12,806		9,141
Furnishings and equipment		-		-
Electricity		10,696		9,041
Water and sewer		1,576		1,149
Communication		3,003		2,849
Oil and propane		11,995		9,369
	\$	49,709	\$	44,894
Schedule 3 - Fitness Center Expenses			_	
Personal services	\$	57,296	\$	90,147
Electricity		12,494		9,806
Oil and propane		12,670		15,457
Water and sewer		3,328		3,037
Communication		2,336		856
Real estate taxes		458		450
Repairs and maintenance		36,376		8,603
Furnishings and equipment		-		
	\$_	124,958	\$_	128,356
Schedule 4 - Activities Building Expenses				
Electricity	\$	26,488	\$	22,585
Oil and propane	*	16,101		8,930
Water and sewer		1,946		3,867
Communication		24,121		14,789
Repairs and maintenance		51,076		54,461
Furnishings and equipment	ar.	-	_	3,101
	\$_	119,732	\$_	107,733

# HERITAGE HILLS SOCIETY, LTD. SUPPORTING SCHEDULES

## for the years ended December 31,2018 and 2017

Schedule 5- Tennis and Platform Expenses		2018	_	2017
Electricity Oil and propane Repairs and maintenance	\$ 	18,222 18,664	\$ _ \$_	853 2,751 9,596 13,200
Schedule 6 - Pool Expenses				
Contract labor Contracted services Supplies Repairs and maintenance Furnishings and equipment Water and sewer Communication Electricity Oil and propane	\$ \$_	135,544 47,240 2,725 82,548 14,970 11,505 1,092 5,414 18,116 319,154	\$	145,450 42,945 8,296 47,570 11,551 8,753 2,386 9,211 32,744 308,906
Schedule 7 - Transportation Expenses				
Contracted services Fuel Repairs and maintenance	\$ \$_	176,091 38,900 26,395 241,386	\$ - \$=	317,631 3,707 4,548 325,886
Schedule 8 - Roads and Grounds Expenses				
Personal services Winter/summer program Road maintenance and paving Street light maintenance Street light electricity Landscape maintenance Storm water maintenance	\$ \$_	350,472 719,446 12,336 34,236 8,886 80,812 - 1,206,188	\$ - - - - -	352,264 549,760 22,626 14,204 28,235 32,129 1,600 1,000,818

# HERITAGE HILLS SOCIETY, LTD. SUPPORTING SCHEDULES

## for the years ended December 31,2018 and 2017

Schedule 9 - Maintenance Yard		2018	_	2017
Contract labor	\$	77,681	\$	-
Furnishings and equipment		2,858		-
Electricity		6,364		-
Oil and propane		83,073		.=
Water and sewer		1,448		-
Communication		4,917		; <u> </u>
Repairs and maintenance		31,408		-
Lease payments		32,280		-
Real estate taxes		26,126		-
	\$_	266,155	\$	-
Schedule 10 - General and Administrative Expenses		144.740	æ	144 521
Personal services	\$	144,740	\$	144,521
Security		817,332		834,230
Management fees		304,500		305,250
Professional fees		67,710		54,979
Insurance		103,831		103,595
Payroll taxes and employee benefits		216,847		168,506
Office supplies and expenses		15,959		14,697
Materials and supplies		74,519		61,044
Community activities		35,191		42,256
Refuse removal		5,029		3,954
Permits and fees	ĸ	6,229		5,424
Bad debt	<u>. 1.</u>	35,160	_	21,000
	\$_	1,827,047	\$	1,759,456

## SUPPLEMENTARY INFORMATION

# HERITAGE HILLS SOCIETY, LTD. SUPPLEMENTARY INFORMATION ON FUTURE MAJOR REPAIRS AND REPLACEMENTS (UNAUDITED) December 31, 2018

In August 2014, the Board authorized a study to estimate the remaining useful lives and the replacement costs of the facilities and buildings. The funding requirements were based on current replacement costs, adjusted for timing of such replacement. These estimates were obtained from Becht Engineering who inspected the Common Property. The study has been updated several times with the latest revision being in 2018.

The following information is based on the study and presents significant information about the components of common property:

Components	Estimated Remaining Useful Life (Years)	Estimated Replacement Cost (2017 Dollars)	
Activities Center			
Carpet	6 to 8	\$ 13,840	
Doors	0	5,000	
Floors	9 to 14	16,214	
Floors	4 to 9	2,750	
Generator	19	80,000	
Lighting	4 to 9	14,750	
Parking lot	18	80,000	
Kitchen, remodel	9	18,000	
Siding	9	22,155	
Windows	4	14,300	\$ 267,009
Lake Lodge			
Air conditioner	4	7,500	
Carpet	9	20,672	
Doors	2	3,000	
Gazebo	24	9,500	
Patio	24	TBD	
Siding	24	TBD	
Windows	4	29,900	70,572
Pools			
Bathrooms	9	34,000	
Canopies	9	13,000	
Canopies	14	8,000	
Pool decks	14	56,920	
Pool paving	various	48,540	
Filter systems	9	24,000	
Heaters	9	6,000	
Lighting	9	5,000	
Marcite	9 to 14	48,000	
Shingles	7 to 9	7,417	250,877
Tennis, Paddle Tennis			
Paddle court heaters	0	7,200	
Tennis court 1,2 and 3	7	90,000	97,200
Fitness	280		
Exercise equipment	various	80,000	80,000
Site work			
Street lighting	22	200,000	
Paving	various	3,440,000	3,640,000

# HERITAGE HILLS SOCIETY, LTD. SUPPLEMENTARY INFORMATION ON FUTURE MAJOR REPAIRS AND REPLACEMENTS (UNAUDITED) - CONTINUED December 31, 2018

Components (continued)	Estimated Remaining Useful Life (Years)	Estimated Replacement Cost (2017 Dollars)	
Maintenance Yard  Metal equipment building Salt storage barn Steel storage barn	35 25 35	90,000 75,000 25,000	 190,000
			\$ 4,595,658