

Financial Statements

**Kahana Falls Association
of Apartment Owners**

**For the Year Ended
December 31, 2009**

Kahana Falls Association of Apartment Owners

Contents

December 31, 2009

(Summarized Totals for 2008)

Page

Independent Auditor's Report	1
Financial Statements	
Balance Sheet	2
Statement of Revenue, Expenses, and Fund Balances	3
Statement of Cash Flows	4
Statement of Other Operating Income and Expenses	5
Notes to Financial Statements	6-11
Supplemental Information on Future Major Repairs and Replacements	12

Independent Auditor's Report

Board of Directors
Kahana Falls Association
of Apartment Owners
Kahana, Maui, Hawaii

We have audited the accompanying balance sheet of Kahana Falls Association of Apartment Owners as of December 31, 2009 and the related statements of revenue, expenses and fund balances, cash flows, and other operating income and expenses for the year then ended. These financial statements are the responsibility of the Association's management. Our responsibility is to express an opinion on these financial statements based on our audit. Information for the year ended December 31, 2008 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 June 16, 2009.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Kahana Falls Association of Apartment Owners as of December 31, 2009 and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The supplemental information on future major repairs and replacements on page 12 is not a required part of the basic financial statements of Kahana Falls Association of Apartment Owners, but is supplemental information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the supplementary information. However, we did not audit the information and express no opinion on it.

FITZGERALD & ASSOCIATES, INC. CPAs

Redlands, California
June 5, 2010

Kahana Falls Association of Apartment Owners

Balance Sheet December 31, 2009 (Summarized Totals for 2008)

Page 2

	<u>Operating Fund</u>	<u>Replacement Fund</u>	<u>2009 Total</u>	<u>2008 Total</u>
Assets				
Cash, including interest- bearing deposits (Note 4)	\$ 459,236	\$ 409,240	\$ 868,476	\$ 660,735
Accounts receivable - net (Note 5)	21,227	-	21,227	70,095
Due from Kahana Falls IOA	30,519	-	30,519	20,995
Prepaid expenses (Note 6)	24,692	-	24,692	15,542
Total assets	<u>\$ 535,674</u>	<u>\$ 409,240</u>	<u>\$ 944,914</u>	<u>\$ 767,367</u>
Liabilities and Fund Balances				
Accounts payable	\$ 83,437	\$ -	\$ 83,437	\$ 25,511
Accrued expenses (Note 8)	25,806	-	25,806	21,283
Prepaid assessments	709,290	-	709,290	771,682
Total liabilities	<u>818,533</u>	<u>-</u>	<u>818,533</u>	<u>818,476</u>
Fund balances (deficits)	<u>(282,859)</u>	<u>409,240</u>	<u>126,381</u>	<u>(51,109)</u>
Total liabilities and fund balances	<u>\$ 535,674</u>	<u>\$ 409,240</u>	<u>\$ 944,914</u>	<u>\$ 767,367</u>

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

Kahana Falls Association of Apartment Owners

Statement of Revenue, Expenses, and Fund Balances For the Year Ended December 31, 2009 (Summarized Totals for 2008)

Page 3

	<u>Operating Fund</u>	<u>Replacement Fund</u>	<u>2009 Total</u>	<u>2008 Total</u>
Revenue				
Member assessments	\$ 1,483,261	\$ 159,630	\$ 1,642,891	\$ 1,398,309
Commercial assessments	45,808	-	45,808	86,643
Rental income	28,087	-	28,087	22,333
Interest income	1,836	6,941	8,777	6,632
Other income (Schedule)	18,497	-	18,497	34,145
Total revenue	<u>1,577,489</u>	<u>166,571</u>	<u>1,744,060</u>	<u>1,548,062</u>
Expenses				
Salaries and related	249,169	-	249,169	263,086
Employee benefits	92,472	-	92,472	88,730
Bad debt expense	80,558	-	80,558	52,483
Facilities				
Maintenance	76,027	-	76,027	64,347
Utilities	308,912	-	308,912	458,790
General and administrative				
Services (Schedule)	148,302	-	148,302	130,931
Supplies	8,704	-	8,704	9,931
Landscape and maintenance	70,365	-	70,365	68,151
Property taxes	462,152	-	462,152	472,509
Repairs and replacements	-	69,909	69,909	58,719
Total expenses	<u>1,496,661</u>	<u>69,909</u>	<u>1,566,570</u>	<u>1,667,677</u>
Excess revenue (expenses)	80,828	96,662	177,490	(119,615)
Fund balance (deficit) - beginning	(365,617)	314,508	(51,109)	68,506
Fund transfers	<u>1,930</u>	<u>(1,930)</u>	<u>-</u>	<u>-</u>
Fund balance (deficit) - ending	<u>\$ (282,859)</u>	<u>\$ 409,240</u>	<u>\$ 126,381</u>	<u>\$ (51,109)</u>

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

Kahana Falls Association of Apartment Owners

Statement of Cash Flows For the Year Ended December 31, 2009 (Summarized Totals for 2008)

Page 4

	<u>Operating Fund</u>	<u>Replacement Fund</u>	<u>2009 Total</u>	<u>2008 Total</u>
Cash Flows From				
Operating Activities				
Excess revenue (expenses)	\$ 80,828	\$ 96,662	\$ 177,490	\$ (119,615)
Changes in:				
Accounts receivable	48,868	-	48,868	61,078
Due from Kahana Falls IOA	(9,524)	-	(9,524)	(1,993)
Prepaid expenses	(9,150)	-	(9,150)	(1,097)
Accounts payable	57,926	-	57,926	(86,531)
Accrued expenses	4,523	-	4,523	(9,860)
Prepaid assessments	(62,392)	-	(62,392)	91,383
Net cash provided (used) by operating activities	<u>111,079</u>	<u>96,662</u>	<u>207,741</u>	<u>(66,635)</u>
Cash Flows From Financing Activities				
Fund transfers	<u>1,930</u>	<u>(1,930)</u>	<u>-</u>	<u>-</u>
Net cash provided (used) by financing activities	<u>1,930</u>	<u>(1,930)</u>	<u>-</u>	<u>-</u>
Net increase (decrease) in cash	113,009	94,732	207,741	(66,635)
Cash - beginning of year	<u>346,227</u>	<u>314,508</u>	<u>660,735</u>	<u>727,370</u>
Cash - end of year	<u>\$ 459,236</u>	<u>\$ 409,240</u>	<u>\$ 868,476</u>	<u>\$ 660,735</u>

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

Kahana Falls Association of Apartment Owners

Statement of Other Operating Income and Expenses For the Year Ended December 31, 2009 (Summarized Totals for 2008)

Page 5

	<u>2009</u> <u>Total</u>	<u>2008</u> <u>Total</u>
Other Income		
Handling fees	\$ -	\$ 3,480
Late fees	15,804	9,455
Telephone income	881	577
Other	1,812	20,633
	<u>18,497</u>	<u>34,145</u>
Total other income	<u>\$ 18,497</u>	<u>\$ 34,145</u>
General and Administrative Services		
Audit, tax and accounting fees	\$ 33,500	\$ 32,002
Insurance	48,246	39,028
Management fees	8,880	8,880
Other general and administrative	50,303	37,430
Postage and freight	2,564	4,628
Printing	3,345	7,127
Taxes and licenses	1,464	1,836
	<u>148,302</u>	<u>130,931</u>
Total general and administrative services	<u>\$ 148,302</u>	<u>\$ 130,931</u>

The accompanying notes are an integral part of these financial statements

Kahana Falls Association of Apartment Owners

Notes to Financial Statements December 31, 2009 (Summarized Totals for 2008)

Page 6

1. Organization and Other Matters

Kahana Falls Association of Apartment Owners (AOAO) is a nonprofit mutual benefit corporation organized in Hawaii in May 1991 and is governed by a member-elected Board of Directors. The Association is responsible for the operation and maintenance of 70 timeshare apartment units and 4 commercial units. The property is located in Kahana, Hawaii on the island of Maui.

2. Significant Accounting Policies

The financial statements include certain 2008 comparative information. With respect to the balance sheet, the statement of revenue, expenses, and fund balances, and the statement of cash flows, such prior year information is not presented by fund. Accordingly, such information should be read in conjunction with the Association's financial statement for the year ended December 31, 2008 from which the summarized information was derived.

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. These estimates and assumptions affect the reported amounts of assets and liabilities at the reporting date and revenues, and expenses during the reporting period. Actual results could differ from those estimates.

The Association's governing documents provide guidelines for managing its financial activities. To ensure compliance with limitations and restrictions on the use of financial resources, the Association maintains its records using fund accounting. They classify transactions for accounting and reporting purposes in funds established according to their nature and purpose.

Operating Fund - This fund is used to account for the financial resources available for the general operations of the Association.

Replacement Fund - This fund is used to account for financial resources designated for future major repairs and replacements.

Members pay a portion of their Association dues for reserve expenses, generally major repairs and replacements. The Association deposits these funds in a separate interest-bearing money market fund. See Note 9 for a further discussion of reserves.

The Association considers all temporary cash investments with maturity of three months or less to be cash equivalents.

Members are subject to annual assessments to provide funds for operating expenses and future major repairs and replacements. Assessments receivable at the reporting dates represent amounts due from members. The Association allows as uncollectible any member accounts that are delinquent and outstanding greater than 90 days. In addition, the Association's policies permit various collection remedies for delinquent assessments, ranging from the cancellation of existing reservations, to filing a lien on the delinquent interval. See Note 5 for details on accounts receivable.

Kahana Falls Association of Apartment Owners

Notes to Financial Statements December 31, 2009 (Summarized Totals for 2008)

Page 7

2. Significant Accounting Policies (concluded)

Prepaid assessments consist of members annual assessments received in advance. The Association recognizes these amounts as income when they are earned in the subsequent year.

In June 2009, the Financial Accounting Standards Board (FASB) issued the FASB Accounting Standards Codification (the ASC). The ASC has become the single source of non-governmental accounting principles generally accepted in the United States (GAAP) recognized by the FASB in preparation of financial statements. The Association adopted the ASC as of December 31, 2009. The ASC does not change GAAP and did not have an effect on the Association's financial position, results of operations or cash flows.

In May 2009, the FASB issued SFAS No. 165 "*Subsequent Events*" (SFAS 165). SFAS 165 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or available to be issued. SFAS 165 requires the disclosure of the date through which an entity has evaluated subsequent events and whether that date represents the date the financial statements were issued or were available to be issued. SFAS 165 is effective for interim or annual financial periods ending after June 15, 2009. The adoption of this standard did not have a material impact on the Association's financial statements.

In June 2006, the FASB issued Interpretation No. 48 "*Accounting for Uncertainty in Income Taxes*" which interprets the guidance in FASB Statement No. 109 (FIN 48). FIN 48 clarified the accounting and recognition for income tax positions taken or expected to be taken in the Association's income tax returns. FIN 48 is effective for interim and annual financial periods beginning after December 15, 2008. The adoption of this standard did not have a material impact on the Association's financial statements.

3. Income Taxes

The Association may elect to be taxed as either a time-share association or a regular corporation. The Association elected to be taxed as a regular corporation for the years ended December 31, 2009 and 2008. Under that election, the Association is subject to federal and state income tax only on income derived from non-member sources such as interest and rental income.

The Association's state and federal income tax filings are subject to audit by various taxing authorities. While the Association currently has no income tax returns under audit, the open tax audit periods, for which the statute of limitations has not expired, are 2006 through 2008. For the years ended December 31, 2009 and 2008, the Association paid no income tax interest or penalties.

The Association has federal and state net operating losses of approximately \$145,000 and \$163,330 respectively, which expire between 2010 and 2026.

Kahana Falls Association of Apartment Owners

Notes to Financial Statements December 31, 2009 (Summarized Totals for 2008)

4. Cash and Cash Equivalents

Cash and cash equivalents at the reporting dates consist of the following amounts:

	<u>2009</u>	<u>2008</u>
Operating Fund		
US Bank – checking	\$355,565	\$318,927
American Security Bank - checking	35	27,082
Wells Fargo Bank – money market account	101,864	-0-
Bank of Hawaii - checking	100	-0-
Managers checking account	<u>1,672</u>	<u>218</u>
Total Operating Fund Cash	<u>\$459,236</u>	<u>\$346,227</u>
Replacement Fund		
Wells Fargo Bank (formerly Wachovia Securities) – money market account	\$93,228	\$123,508
Wells Fargo Bank (formerly Wachovia Securities) – certificates of deposit	200,000	191,000
American Security Bank – money market account	<u>116,012</u>	<u>-0-</u>
Total Replacement Fund Cash	<u>\$409,240</u>	<u>\$314,508</u>

5. Accounts Receivable

Accounts receivable at the reporting dates consists of the following amounts:

	<u>2009</u>	<u>2008</u>
Regular assessments	\$169,988	\$113,803
SCI Enterprise receivable	21,227	43,224
Other receivables	-0-	5,918
Allowance for doubtful accounts	<u>(169,988)</u>	<u>(92,850)</u>
Accounts receivable-net	<u>\$21,227</u>	<u>\$70,095</u>

Kahana Falls Association of Apartment Owners

Notes to Financial Statements December 31, 2009 (Summarized Totals for 2008)

Page 9

6. Prepaid Expenses

Prepaid expenses at the reporting dates consist of the following amounts:

	<u>2009</u>	<u>2008</u>
Insurance	\$19,790	\$11,078
Other prepaid expenses	<u>4,902</u>	<u>4,464</u>
Total prepaid expenses	<u>\$24,692</u>	<u>\$15,542</u>

7. Property and Equipment

Property and equipment at the reporting dates consist of the following amounts:

	<u>2009</u>	<u>2008</u>
Telephone system	\$-0-	\$62,384
Accumulated depreciation	<u>(-0-)</u>	<u>(62,384)</u>
Net property and equipment	<u>\$-0-</u>	<u>\$-0-</u>

8. Accrued Expenses

Accrued expenses at the reporting dates consist of the following amounts:

	<u>2009</u>	<u>2008</u>
State Excise and TAT taxes payable	\$113	\$746
Accrued vacation	17,530	13,270
Accrued other	<u>8,163</u>	<u>7,267</u>
Total accrued expenses	<u>\$25,806</u>	<u>\$21,283</u>

Kahana Falls Association of Apartment Owners

Notes to Financial Statements December 31, 2009 (Summarized Totals for 2008)

Page 10

9. Future Major Repairs and Replacements

The Association's governing documents require that funds be accumulated for future major repairs and replacements. These funds, which amount to \$409,240, are held in separate bank accounts and are generally not available for operating purposes. The Association's policy is to allocate interest earned on such funds to the replacement fund.

The Association conducted a study in January 2009 to estimate the remaining lives and replacement costs of the common property components. Actual expenditures may vary from the estimates, and the variations may be material. Amounts reserved may not be sufficient to meet future replacement cost requirements. When replacement funds are needed, the Board may elect to increase monthly assessments, levy special assessments, or delay replacements until funds are available. See page 12 for additional information on future major repairs and replacements.

10. Related Party Transactions

The Association incurs certain shared costs with Kahana Falls Interval Owners Association (IOA), a related organization, which is responsible for the maintenance and operation of the owners' units. For the reporting period, the IOA reimbursed the Association \$254,566 and \$181,109 in shared costs and at December 31, 2009 and 2008, and owed the IOA \$21,655 and \$20,995.

A member of the Association's Board of Directors at December 31, 2008, is the president of SCI Enterprises, which is the general partner of Kahana Falls, Ltd., the developer of Kahana Falls Resort. Kahana Falls, Ltd. owned 2 commercial intervals and during the years ended 2009 and 2008 paid the Association \$45,808 and \$86,643 respectively for assessments during the reporting period. At December 31, 2009 and 2008, the Developer owed \$21,227 and \$43,224 to the Association respectively. All amounts due to the Association were paid subsequent to year-end. At December 31, 2009, the president of SCI Enterprises is no longer a member of the Board of Directors of the Association.

All members of the Board of Directors of the Kahana Falls Association of Apartment Owners are also members of the Board of Directors of the Kahana Falls Interval Owners Association.

11. Supplemental Cash Flow Disclosures

For the reporting periods, cash flows from operating activities include state and federal income tax payments of \$-0- and \$-0- for the years ended December 31, 2009 and 2008.

12. Reclassifications

Certain accounts in the prior-year financial statements have been reclassified for comparative purposes to conform to the presentation in the current-year financial statements.

Kahana Falls Association of Apartment Owners

Notes to Financial Statements December 31, 2009 (Summarized Totals for 2008)

Page 11

13. Commitments and Contingencies

The Association entered into a three-year management agreement with Trading Places International (TPI) beginning May 1, 2008 and expiring May 1, 2011. The contract automatically renews for successive additional three-year terms unless terminated earlier by majority of the members within a ninety-day window before the expiration of the current term. TPI will provide administrative, financial, and accounting services for the Association.

14. Date of Management's Review

In preparing the financial statements, the Association has evaluated events and transactions for potential recognition or disclosure through April 20, 2010, the date that the financial statements were available to be issued.

Supplemental Information

Kahana Falls Association of Apartment Owners

Supplemental Information on Future Major Repairs and Replacements (unaudited) December 31, 2009

Page 12

The Association conducted a study January 2009 to estimate the remaining useful lives and replacement costs of the components of common property. Replacement costs were based on the estimated costs to repair or replace the common property components at the date of the study. The Association has assessed the present condition of all common property components and estimated replacement costs relying upon Board members, management company representatives, outside contractors and service representatives. Estimated annual funding has been calculated using the cash flow method with provisions for annual inflation at 2.25% and interest earnings at 3.5%.

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

Component	Estimated Remaining Useful Life (Years)	Estimated Current Replacement Cost	Estimated 2010 Funding Requirement	Reserve Expenditures For the Year Ended 12/31/09	Replacement Cash Balance at 12/31/09
AC Units	14	\$ 13,500	\$ 3,893	\$ (50,933)	\$ 25,123
ADA Compliance	0	15,000	4,326	-	27,914
Walkways	6	2,500	721	-	4,652
Carpet	5	7,500	2,163	-	13,957
Decks	2	6,000	1,730	-	11,166
Elevators	9	20,000	5,767	-	37,219
Painting	5-9	102,500	29,558	(10,001)	190,746
Fitness Center	14	3,500	1,009	-	6,513
Gates and fences	19	15,000	4,326	-	27,914
Landscape	9	10,000	2,884	-	18,609
Lobby	4-17	21,500	6,200	-	40,010
Lock system	12	300	87	(1,136)	558
Parking	14-23	91,000	26,242	-	169,346
Pool and spa	3-11	90,000	25,953	-	167,485
Roofs	17	60,000	17,302	(1,424)	111,657
Sprinkler	24	60,000	17,302	-	111,657
Telephone system	15	55,000	15,860	-	102,352
Windows	14-26	2,940	848	-	5,471
Water Heater	14	5,000	1,441	(6,415)	9,305
Cash deficit	-	-	-	-	(672,414)
Totals		\$ 581,240	\$ 167,612	\$ (69,909)	\$ 409,240

See accountants' report.