MIDDLESEX BEACH ASSOCIATION FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION FOR THE YEAR ENDED MARCH 31, 2024

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INDEPENDENT ACCOUNTANT'S COMPILATION REPORT

To the Board of Directors Middlesex Beach Association Bethany Beach, Delaware

Management is responsible for the accompanying financial statements of Middlesex Beach Association, which comprise the statement of assets, liabilities, and fund balances – modified cash basis as of March 31, 2024, and the related statements of revenues, expenses, and changes in fund balances – modified cash basis, and cash flows – modified cash basis for the year then ended, and the related notes to the financial statements in accordance with the modified cash basis of accounting, and for determining that the modified cash basis of accounting is an acceptable financial reporting framework. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. We do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

We draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements are prepared in accordance with the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America.

The supplementary information contained on pages 10 through 12 is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management. The supplementary information was subject to our compilation engagement. We have not audited or reviewed the supplementary information and do not express an opinion, a conclusion, nor provide any form of assurance on such information.

The supplementary information contained on page 13 is presented for purposes of additional analysis and is not a required part of the basic financial statements; however, the Financial Accounting Standards Board, considers it to be an essential part of financial reporting and for placing the basic financial statements in an appropriate operational, economic, or historical context. This information is the responsibility of management. We have not audited, reviewed, or compiled the required supplementary information and do not express an opinion, a conclusion, nor provide any assurance on such information.

Atlantic Blue Advisors, LLC

Atlantic Blue Advisors, LLC

May 28, 2024 Lewes, Delaware

MIDDLESEX BEACH ASSOCIATION STATEMENT OF ASSETS, LIABILITIES, AND FUND BALANCES - MODIFIED CASH BASIS MARCH 31, 2024

		Total	C	perating Fund		Capital provements Fund	Rep	Beach blenishment Fund		Legal Fund
ASSETS										
CURRENT ASSETS	Ф	264.060	Ф	205.062	Ф	24.400	Ф	44.505	Φ	
Cash	\$	364,868	\$	285,862	\$	34,499	\$	44,507	\$	-
Certificates of deposit	_	1,158,000				496,000		637,000		25,000
TOTAL CURRENT ASSETS		1,522,868		285,862		530,499		681,507		25,000
FIXED ASSETS										
Land improvements		243,573		243,573		-		-		_
Buildings		102,754		102,754		-		-		-
Equipment		43,416		43,416		-		-		-
Less: Accumulated depreciation		171,311		171,311						
NET FIXED ASSETS		218,432		218,432		-		-		-
OTHER ASSETS										
Construction Escrows		231,400		231,400						
TOTAL ASSETS	\$	1,972,700	\$	735,694	\$	530,499	\$	681,507	\$	25,000
LIABILITIES TOTAL CURRENT LIABILITIES	\$	-	\$	-	\$	-	\$	-	\$	-
OTHER LIABILITIES										
Construction escrows payable		231,400		231,400						
TOTAL LIABILITIES		231,400		231,400		-		-		-
FUND BALANCES		1,741,300		504,294		530,499		681,507		25,000
TOTAL LIABILITIES AND FUND BALANCES	<u>\$</u>	1,972,700	\$	735,694	\$	530,499	\$	681,507	\$	25,000

See accompanying notes and independent accountant's report.

MIDDLESEX BEACH ASSOCIATION STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND BALANCES - MODIFIED CASH BASIS FOR THE YEAR ENDED MARCH 31, 2024

		Total	C	perating Fund	Capital rovements Fund	Rep	Beach blenishment Fund	Legal Fund
REVENUES								
Assessments	\$	790,584	\$	647,379	\$ 56,819	\$	86,386	\$ -
Beach activity shared expense		10,500		10,500	-		-	-
Building permits		11,664		11,664	-		-	-
Interest income		44,258		941	22,401		20,916	-
Late fees and fines		100		100	-		-	-
Other income		6,241		6,241	 			
TOTAL REVENUES		863,347		676,825	79,220		107,302	-
EXPENSES								
Administrative and general		154,994		148,594	-		6,400	-
Operating expenses		129,584		129,584	-		_	-
Beach activities		130,656		130,656	-		_	-
Security and parking patrol		68,899		68,899	-		-	-
Utilities and telephone		72,494		72,494	-		-	-
Depreciation		9,892		9,892	-		_	-
TOTAL EXPENSES		566,519		560,119	 -		6,400	 -
EXCESS OF REVENUES OVER								
EXPENSES		296,828		116,706	79,220		100,902	-
FUND BALANCES, BEGINNING		1,444,472		355,507	483,974		579,991	25,000
TRANSFERS BETWEEN FUNDS				32,081	 (32,695)		614	
FUND BALANCES, ENDING	<u>\$</u>	1,741,300	\$	504,294	\$ 530,499	\$	681,507	\$ 25,000

See accompanying notes and independent accountant's report.

MIDDLESEX BEACH ASSOCIATION STATEMENT OF CASH FLOWS - MODIFIED CASH BASIS FOR THE YEAR ENDED MARCH 31, 2024

	Total	O	perating Fund	Capital provements Fund	Beach lenishment Fund	Legal Fund
CASH FLOWS FROM OPERATING					 	
ACTIVITIES						
Excess of revenues over expenses	\$ 296,828	\$	116,706	\$ 79,220	\$ 100,902	\$ -
Adjustments to reconcile excess of revenues						
over expenses to net cash provided by						
operating activities:						
Depreciation	9,892		9,892	-	-	-
Changes in operating assets and liabilities:						
Due to operating fund	-		-	-	-	-
Construction Escrows	6,612		6,612	-	-	-
Construction escrows payable	 (6,612)		(6,612)	 	 	
Net cash flows from operating activities	306,720		126,598	79,220	100,902	-
CASH FLOWS FROM INVESTING ACTIVITIES						
Purchase of building and equipment	(45,922)		(45,922)	-	-	-
Purchase of certificates of deposit	 (155,000)			 (30,000)	 (125,000)	
Net cash flows from investing activities	(200,922)		(45,922)	(30,000)	(125,000)	-
CASH FLOWS FROM FINANCING ACTIVITIES	 			 	 	
INCREASE (DECREASE) IN CASH	105,798		80,676	49,220	(24,098)	-
CASH AT BEGINNING OF YEAR	259,070		173,105	17,974	67,991	-
TRANSFERS BETWEEN FUNDS	 		32,081	 (32,695)	 614	
CASH AT END OF YEAR	\$ 364,868	\$	285,862	\$ 34,499	\$ 44,507	\$

See accompanying notes and independent accountant's report.

NOTE 1 – NATURE OF ORGANIZATION

Middlesex Beach Association (the Association) is a non-stock corporation formed in April 1974 in the State of Delaware. The Association is the governing body and management entity for the common property within the Middlesex Beach Subdivision located south of Bethany Beach, Delaware. The Middlesex Beach Subdivision is comprised of 230 residential and 15 commercial lots on approximately 122 acres. The Association assesses dues from the homeowners to fulfill its responsibilities.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Under that basis, certain revenues and the related assets are recognized when received rather than when earned, and certain expenses are recognized when paid rather than when the obligation is incurred. Consequently, the Association has not recognized accounts receivable from homeowners or accounts payable to vendors and their related effects on earnings in the accompanying financial statements. Modifications to the pure cash basis of accounting include recording construction escrows received as a payable until paid back to the corresponding homeowner. See NOTE 6.

Fund Accounting

The Association's governing documents provide certain guidelines for governing its financial activities. To ensure observance of limitations and restrictions on the use of financial resources, the Association maintains its accounts using fund accounting. Financial resources are classified for accounting and reporting purposes in the following funds established according to their nature and purpose:

<u>Operating Fund</u> – This fund provides working capital for operations, contingencies, and replacements where specific funds have not been designated. Annual assessments may be levied no more than once each calendar year and the amount thereof shall be determined from time to time according to the vote of a majority of the property owners in attendance at a regular meeting or a special meeting called for such purpose.

<u>Capital Improvements Fund</u> - This fund is used to accumulate financial resources designated for future major capital repairs and replacements. Additions to the fund shall be designated annually by the Board of Directors. For the fiscal year ended March 31, 2024, the capital improvements fund assessments were \$56,819. The Association spent \$32,875 on capital improvements for fencing during the fiscal year ended March 31, 2024. The Board of Directors transferred \$57,000 from the operating fund to this fund during the fiscal year ended March 31, 2024.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Beach Replenishment Fund – This fund is a reserve fund for beach replenishment. Additions to this reserve fund shall be designated annually by the Board of Directors. For the fiscal year ended March 31, 2023 the beach reserve fund assessments were \$86,386. The Association spent \$6,400 on beach replenishment projects during the fiscal year ended March 31, 2024. The Board of Directors transferred \$87,000 from the operating fund to this fund during the fiscal year ended March 31, 2024.

<u>Legal Fund</u> - This fund is a reserve fund for legal expenses. Additions to this reserve fund shall be designated annually by the Board of Directors. For the fiscal year ended March 31, 2024 the legal reserve fund assessments were \$0. The Board of Directors transferred \$0 from the operating fund to this fund during the fiscal year ended March 31, 2024.

Common Elements

Middlesex Beach Association is considered the owner of the common elements of the subdivision's real property and improvements. The Association is responsible for maintaining the assets of the Association, including the common areas. Purchases and major improvements of existing assets are capitalized and depreciated using the straight-line method over periods ranging from seven to forty years. Assets recognized as common property include a guard house, golf cart, road improvements, and fencing. Depreciation expense for the year ended March 31, 2024 totaled \$9,892.

Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Interest Income

Interest income is allocated to the operating and replacement funds in proportion to the interestbearing deposits of each fund.

Annual Budget

The annual budget and assessments of homeowners are determined by the Board of Directors based on an estimate of the total cost to service and maintain the common elements during the succeeding calendar year, along with an amount estimated by the Board of Directors for the reserves for major repairs and replacements of the common elements.

Membership Assessments

Association members are subject to annual assessments to provide funds for the Association's operating expenses, future capital acquisitions, and major repairs and replacements. The Association's annual budget is the basis for establishing the annual assessment required from each member to cover the Association's operating expenses, plus an allocation to the capital improvements, beach replenishment, and legal fund. Any excess assessments at year end are

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Membership Assessments (Continued)

retained by the Association for use in future years, including application to underfunding reserves. Assessment revenue is recognized as member assessments are collected. The performance obligation related to member assessments is the maintenance and management of the common area property, which is satisfied in a consistent and ongoing basis through weekly and monthly maintenance and repairs.

Subsequent Events

In preparing the financial statements, management has evaluated events and transactions for potential recognition or disclosure through May 28, 2024, the date that the financial statements were available to be issued

NOTE 3 – UNINSURED CASH BALANCES

The Association maintains its cash balances at Fulton Bank and Morgan Stanley. Accounts at each institution are secured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 and the investments are secured by the Securities Investor Protection Corporation up to \$500,000. The Association had \$84,768 of uninsured balances at March 31, 2024.

NOTE 4 – CERTIFICATES OF DEPOSIT

Certificates of deposit totaling \$1,158,000 are included in the accompanying financial statements and recorded at cost. The certificates bear interest ranging from 3.8% to 5.4% and have maturities ranging from nine months to three years, with no material penalties for early withdrawal

NOTE 5 – FAIR VALUE OF FINANCIAL INSTRUMENTS

The Association's significant financial instruments are cash and liabilities, whose carrying values approximate fair value. Certificates of deposit are recorded at cost.

NOTE 6 – CONSTRUCTION ESCROWS - RESTRICTED CASH

The Association collects fees from homeowners who begin construction projects within the subdivision. The fees are refundable at the completion of the project. The amount of refundable construction escrows as of March 31, 2024 was \$231,400.

NOTE 7 – NONCASH INVESTING AND FINANCING TRANSACTIONS

Noncash investing and financing transactions consist of interest expense and income taxes paid during the year. For the year ended March 31, 2024, the Association paid no interest expense and \$6,689 in income taxes.

NOTE 8 – INTER-FUND BALANCE

The inter-fund balance represents expenses that were paid from the operating fund that are due from the capital improvement and beach replenishment funds. There was no inter-fund balances at March 31, 2024.

NOTE 9 – INCOME TAXES

The Association qualifies to be taxed as a homeowners' association under Internal Revenue Code Section 528 for the year ended March 31, 2024. Under that Section, the Association is not taxed on income and expenses related to its exempt purpose, which is the acquisition, construction, management, maintenance, and care of Association property. Net nonexempt function income, which includes earned interest and revenues received from nonmembers, is taxed at a flat rate of 30% by the federal government. The Association's federal income tax returns for the years ended March 31, 2021 through 2024 are subject to examination by the IRS, generally for three years, after they were filed.

NOTE 10 - FUTURE MAJOR REPAIRS AND MAINTENANCE

The Association requires that funds be accumulated for future major repairs and replacements. Accumulated funds, which totaled \$530,499 at March 31, 2024, are held in a separate account and are not available for operating purposes. The use of these funds is at the discretion of the Board of Directors.

The Association engaged an independent engineer who conducted a full reserve study in December 2021 to determine the remaining useful lives of the components of common property and estimates of the costs of major repairs and replacements that may be required in the future. The study indicated an annual reserve contribution requirement of \$58,647 for the year ended March 31, 2024, and increases three percent annually. When funds are required to meet future needs for major repairs and replacements, the Association may borrow, increase maintenance assessments, or delay repairs and replacements until funds are available. The effect on future assessments has not been determined.

Subsequent to year end the Association did a forty-year level 2 update reserve study with a site visit. The report was issued on April 8, 2024. The updated reserve study recommended the annual reserve funding for the year ended March 31, 2025 was \$110,559 and the estimated cost of the replacements will be \$3,553,929 over the forty-year study period.

NOTE 11 – FUTURE BEACH REPLENISHMENT

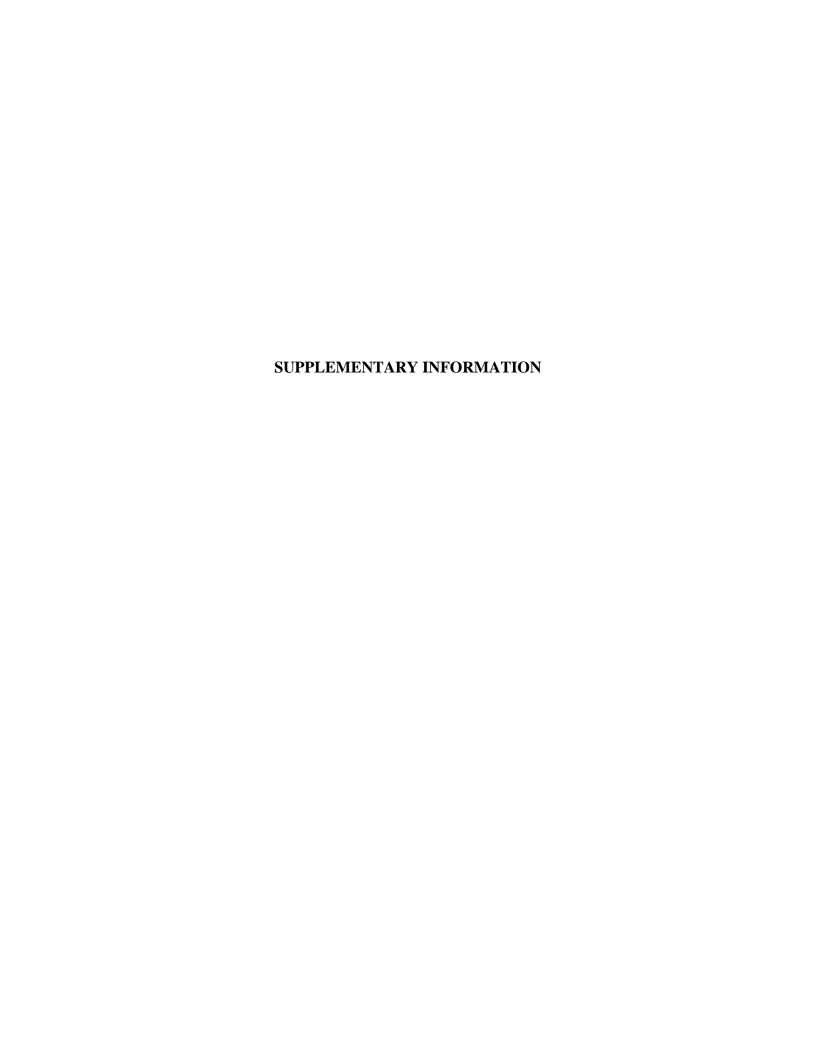
The Association requires that funds be accumulated for future beach replenishment efforts. Accumulated funds, which totaled \$681,507 at March 31, 2024, are held in a separate account and are not available for operating purposes. The use of these funds is at the discretion of the Board of Directors.

NOTE 12 – LINE OF CREDIT

The Association has a \$ 100,000 line of credit with Fulton Bank. The interest rate on this credit facility is prime plus one percent and will vary with the prime rate. On May 28, 2024, the current rate was 8.5%. There was no outstanding balance as of March 31, 2024 and no subsequent draws through the report date.

NOTE 13 – ASSOCIATION'S MANAGEMENT AGREEMENT

The Association entered into a management agreement on April 1, 2023, with Solutions Property Management, to manage the operations of the Association through March 31, 2025. The monthly fee is \$4,900 per month.



MIDDLESEX BEACH ASSOCIATION SCHEDULE OF REVENUES AND EXPENSES - BUDGET AND ACTUAL - MODIFIED CASH BASIS FOR THE YEAR ENDED MARCH 31, 2024

	Budget	Actual	F	ariance - avorable favorable)
REVENUES				
Assessments	\$ 650,000	\$ 647,379	\$	(2,621)
Late fees	-	100		100
Reserve for capital improvements	57,000	56,819		(181)
Reserve for beach replenishment	87,000	86,386		(614)
Beach activity shared expense	10,500	10,500		-
Miscellaneous and building permits		17,905		17,905
Interest income	 	 44,258		44,258
TOTAL REVENUES	804,500	863,347		58,847
EXPENSES				
Administrative and general	174,700	148,594		26,106
Operating expenses	193,400	129,584		63,816
Beach replenishment	-	6,400		(6,400)
Beach activities	136,700	130,656		6,044
Security and parking patrol	78,200	68,899		9,301
Utilities and telephone	77,500	72,494		5,006
Depreciation	 	 9,892		(9,892)
TOTAL EXPENSES	 660,500	 566,519		93,981
EXCESS OF REVENUES				
OVER EXPENSES	\$ 144,000	\$ 296,828	\$	152,828

MIDDLESEX BEACH ASSOCIATION SCHEDULE OF EXPENSES - BUDGET AND ACTUAL - MODIFIED CASH BASIS FOR THE YEAR ENDED MARCH 31, 2024

			,			
ADMINISTRATIVE AND GENERAL		Budget		Actual	Far	riance - vorable avorable)
Accounting	\$	5,000	\$	5,480	\$	(480)
Bethany Beach VFC EMS fees	Φ	15,000	Φ	13,980	Ф	1,020
Clerical, printing and postage		7,000		4,316		2,684
Communications		2,000		3,049		(1,049)
Directory		3,000		2,529		471
Insurance		31,200		14,066		17,134
Legal		10,000		12,874		(2,874)
Management		60,400		60,875		(2,874) (475)
_		4,500		4,364		136
Organization and administrative		2,000		•		737
Payroll toyog				1,263		
Payroll taxes Recruiting		17,500		16,406 817		1,094 383
Social and recreation		1,200 2,650				789
		,		1,861		
Taxes		13,250		6,714	-	6,536
TOTAL ADMINISTRATIVE AND		154500		1.40.504		26106
GENERAL		174,700		148,594		26,106
OPERATING EXPENSES -						
OPERATING FUND						
Construction		1,200		600		600
Contingency		3,000		_		3,000
Drainage		50,000		31,367		18,633
Guard house operations		10,000		900		9,100
Beach maintenance		12,000		13,651		(1,651)
Landscape maintenance and irrigation		40,000		34,366		5,634
Maintenance and repairs		20,000		2,179		17,821
Road maintenance		32,000		31,875		125
Snow removal		2,200		600		1,600
Spring and storm clean-ups		15,000		7,000		8,000
Traffic control signage		4,000		635		3,365
Vehicle maintenance		1,000		3,390		(2,390)
Walkway maintenance		3,000		3,021		(21)
TOTAL OPERATING EXPENSES -						
OPERATING FUND		193,400		129,584		63,816

See accompanying independent accountant's report.

MIDDLESEX BEACH ASSOCIATION SCHEDULE OF EXPENSES - BUDGET AND ACTUAL - MODIFIED CASH BASIS FOR THE YEAR ENDED MARCH 31, 2024

	Budget	Actual	Variance - Favorable (Unfavorable)
OPERATING EXPENSES - BEACH			()
REPLENISHMENT FUND			
Beach replenishment	\$ -	\$ 6,400	\$ (6,400)
BEACH ACTIVITIES			
Lifeguards payroll	117,700	117,058	642
Certifications	4,000	1,300	2,700
Equipment	4,500	3,887	613
Uniforms	7,000	5,871	1,129
Other beach programs	3,500	2,540	960
TOTAL BEACH ACTIVITIES	136,700	130,656	6,044
SECURITY AND PARKING PATROL			
Security payroll	54,000	58,368	(4,368)
Beach and parking passes	4,000	4,492	(492)
Night Security	16,000	-	16,000
Security equipment and supplies	2,200	4,071	(1,871)
Telephone	300	268	32
Uniforms	1,700	1,700	
TOTAL SECURITY AND	78,200	68,899	9,301
PARKING PATROL			
UTILITIES AND TELEPHONE			
Trash rebate program	10,600	7,040	3,560
Trash service	60,900	59,314	1,586
Utilities - electric	5,000	4,734	266
Utilities - water and sewer	1,000	1,406	(406)
TOTAL UTILITIES AND TELEPHONE	77,500	72,494	5,006
DEPRECIATION		9,892	(9,892)
TOTAL EXPENSES	\$ 660,500	\$ 566,519	\$ 93,981

MIDDLESEX BEACH ASSOCIATION SUPPLEMENTARY INFORMATION ON FUTURE MAJOR REPAIRS AND REPLACEMENTS (UNAUDITED) MARCH 31, 2024

The Association's board of directors conducted a full reserve study in September 2017, and then updated the report in December 2021, by Whayland Consulting Group, LLC, to estimate the remaining useful lives and the replacement costs of the components of common property over thirty years. The estimates were obtained from licensed contractors who inspected the property. Replacement costs were based on the estimated costs to repair or replace the common property components at the date of the study. Estimated current replacement costs have not been revised since that date and do not take into account the effects of inflation between the date of the study and the date that the components will require repair or replacement.

The following information is based on the study from 2021 and presents significant information about the components of common property under the threshold funding model projection:

Components	Estimated Remaining Useful Life (Years)	Replacement Cost Present Dollars
	==== (= ==== /	<u>=</u>
Streets/Asphalt	4 to 26	\$ 1,372,405
Fencing/Security	4 to 20	443,998
Equipment	4 to 5	46,266
Grounds Components	7	94,894
Signs	4	15,414
Total		\$ 1,972,977

Under the recommended threshold funding model, the firm estimates the minimum annual funding of replacement reserves is \$56,939 with a three percent increase per year for the year ended March 31, 2024. The actual contribution totaled \$57,000.

Subsequent to year end the Association did a forty-year level 2 update reserve study with a site visit. The report was issued on April 8, 2024. The updated reserve study recommended the annual reserve funding for the year ended March 31, 2025 was \$110,559 and the estimated cost of the replacements will be \$3,553,929 over the forty-year study period.