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INDEPENDENT ACCOUNTANTS' COMPILATION REPORT

Board of Directors
The Pueblo Conservancy District
Pueblo, Colorado

We have compiled the accompanying balance sheets – general fund only – of the Pueblo Conservancy District as of December 31, 2012 and December 31, 2011, and the related comparative statements of revenue and expenditures – actual and budget – general fund for the year ended December 31, 2011. We have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or provide any assurance about whether the financial statements are in accordance with accounting principles generally accepted in the United States of America.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

Management has elected to omit substantially all of the disclosures required by accounting principles generally accepted in the United States of America. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the District's financial position and results of operations. Accordingly, these financial statements are not designed for those who are not informed about such matters.

McPherson, Breyfogle, Daveline & Goodrich, PC

February 6, 2013

PUEBLO CONSERVANCY DISTRICT
BALANCE SHEET - GENERAL FUND ONLY
DECEMBER 31, 2012 AND DECEMBER 31, 2011

	<u>12/31/12</u>	<u>12/31/11</u>
ASSETS		
VECTRA BANK CHECKING	\$ 34,500	\$ 151,933
VECTRA BANK MONEY MARKET	11,901	11,895
BROKERAGE MONEY MARKET ACCOUNTS	131,441	115,624
COLOTRUST INVESTMENT	25,053	25,000
WELLS FARGO INVESTMENT	399,085	513,045
STIFEL NICOLAUS INVESTMENT	260,045	256,208
ACCRUED INTEREST	<u>5,116</u>	<u>3,793</u>
 TOTAL ASSETS	 <u>\$ 867,141</u>	 <u>\$ 1,077,498</u>
 LIABILITIES AND FUND EQUITY		
ACCOUNTS PAYABLE	\$ 902	\$ 837
PAYROLL TAXES PAYABLE	497	335
DEFERRED INCOME	<u>-</u>	<u>1,042</u>
 TOTAL LIABILITIES	 <u>1,399</u>	 <u>2,214</u>
ASSIGNED FUND BALANCE	310,851	204,130
UNASSIGNED FUND BALANCE	<u>554,891</u>	<u>871,154</u>
 TOTAL FUND EQUITY	 <u>865,742</u>	 <u>1,075,284</u>
 TOTAL LIABILITIES AND FUND EQUITY	 <u>\$ 867,141</u>	 <u>\$ 1,077,498</u>

SEE ACCOUNTANTS' COMPILATION REPORT

PUEBLO CONSERVANCY DISTRICT
 COMPARATIVE STATEMENT OF REVENUE AND EXPENDITURES -
 ACTUAL AND BUDGET - GENERAL FUND
 FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2012
 AND THE TWELVE MONTHS ENDED DECEMBER 31, 2011

	ACTUAL		2012 BUDGET	UNUSED BUDGET	2011 ACTUAL
	CURRENT MONTH	YEAR TO DATE			
REVENUES					
INTEREST INCOME					
COLOTRUST	\$ 4	\$ 56	\$ -	\$ -	\$ 31
MONEY MARKET ACCOUNTS	2	21	-	-	23
WELLS FARGO	3,820	21,749	-	-	26,057
STIFEL NICOLAUS	3,109	12,494	-	-	15,064
UNREALIZED GAINS (LOSSES)	(1,683)	(13,834)	-	-	21,969
TOTAL INTEREST INCOME	5,252	20,486	40,000	19,514	63,144
MAINTENANCE FUND ASSESSMENT	-	92	-	(92)	180,092
LEASE PAYMENTS	-	1,042	2,500	1,458	2,500
OTHER INCOME	-	-	-	-	15,132
TOTAL REVENUES	\$ 5,252	\$ 21,620	\$ 42,500	\$ 20,880	\$ 260,868
EXPENDITURES					
80 LEGAL FEES	\$ 400	\$ 4,800	\$ 4,800	\$ -	\$ 17,013
81 DIRECTORS FEES	180	3,735	2,160	(1,575)	2,520
82 FICA TAXES	286	286	230	(56)	193
83 ENGINEER/ADMINISTRATIVE	1,375	7,219	6,000	(1,219)	6,688
90 AUDIT & BOOKKEEPING	650	4,000	3,900	(100)	3,600
92 INSURANCE/BONDS	-	2,416	3,200	784	3,056
96 OFFICE EXPENSE	76	498	500	2	904
97 OFFICE RENT	-	840	840	-	915
100 PROFESSIONAL FEES	-	950	10,000	9,050	4,540
APPRAISAL	14,713	146,289	30,000	(116,289)	-
103 TRAVEL	-	-	-	-	-
105 REPAIRS & MAINTENANCE	-	2,215	20,000	17,785	20,316
ARKANSAS RIVER LEVEE REPAIRS	-	5,414	50,000	44,586	194,174
WILDHORSE/DRY CREEK LEVEE	-	-	20,000	20,000	-
LEVEE CERTIFICATION-PRELIM	-	-	25,000	25,000	-
108 CONTINGENCIES	-	-	5,000	5,000	-
109 EMERGENCY REPAIR	-	7,500	15,000	7,500	-
110 CAPITAL IMPROVEMENTS	-	-	-	-	-
111 PLANNING & DEVELOPMENT	-	-	5,000	5,000	1,453
112 HARP - O & M / HARP - IGA CNTRB	-	45,000	45,000	-	60,000
113 SALES TAX	-	-	-	-	-
TOTAL EXPENDITURES	17,680	231,162	246,630	15,468	315,372
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	\$ (12,428)	\$ (209,542)	\$ (204,130)	\$ 5,412	\$ (54,504)

SEE ACCOUNTANTS' COMPILATION REPORT

PUEBLO CONSERVANCY DISTRICT
INVESTMENTS
12/31/12

02/04, 6 AM

BROKER	DESCRIPTION	MATURITY DATE	RATE	PAR VALUE	BALANCE 12/31/11	ADDITIONS	MKT VALUE CHANGE	REDEMPTION SALES	BALANCE 12/31/12	INTEREST RECEIVED 12/31/12
CASH ACCOUNTS										
VECTRA BANK	Money Market Account				11,894.90	5.96	-	-	11,900.86	5.96
STIFEL NICOLAUS	Money Market Account				38,326.34	94,086.85	-	105,844.99	26,568.20	5.18
WELLS FARGO	Cash Sweep Account				77,297.91	107,574.51	-	80,000.00	104,872.42	10.40
TOTAL CASH ACCOUNTS WITH BROKERS										
					127,519.15	201,667.32	-	185,844.99	143,341.48	21.54
INVESTMENTS										
COLOTRUST	Acct. 7081 - PLUS		6.240%		25,000.00	52.96	-	-	25,052.96	57.65
TOTAL COLOTRUST										
					25,000.00	52.96	-	-	25,052.96	57.65
WELLS FARGO	FNMA 06-107 PD REMIC MULTICLASS CMO	06/25/35	5.000%	78,000.00	86,441.16	-	(2,629.38)	-	83,811.78	3,900.00
	GNMA 08-7 PN REMIC MULTICLASS CMO	01/20/37	4.250%	60,000.00	26,431.66	-	(481.42)	8,620.27	17,329.97	924.59
	FHLMC 3393 BY REMIC MULTICLASS CPN	11/15/37	5.500%	94,000.00	106,931.58	-	(3,972.43)	4,631.95	98,327.20	4,739.13
	FNMA 2008-74B REMIC MULTICLASS CMO	09/25/38	5.000%	50,000.00	48,212.50	-	(2,363.84)	18,308.17	27,540.49	1,932.62
	FHLMC 3626 UA REMIC MULTICLASS CMO	09/15/39	5.000%	50,000.00	27,113.84	-	(195.52)	24,018.06	2,900.26	771.36
	GNMA 10-62 LA REMIC MULTICLASS CMO	01/20/40	4.500%	50,000.00	15,722.04	-	(126.15)	15,595.89	-	265.64
	GNMA 10-85 HQ REMIC MULTICLASS CMO	03/20/40	5.000%	144,000.00	107,620.48	-	(764.11)	30,388.94	70,467.43	4,623.21
	FNMA 10-141 AL REMIC MULTICLASS CMO	12/25/40	4.000%	90,000.00	94,572.00	-	4,135.50	-	98,707.50	3,600.00
TOTAL WELLS FARGO										
					513,045.26	-	(6,397.35)	107,563.28	399,084.63	20,756.55
STIFEL NICOLAUS	FEDL HOME LN MTG CORP #170217	03/01/17	8.000%	1,120,000.00	1,877.60	-	(32.35)	454.39	1,390.86	125.29
	GNMA POOL #676875	03/15/23	6.500%	235,000.00	150,006.43	-	(2,141.01)	30,525.86	117,339.56	8,336.18
	GNMA POOL #003851	05/20/36	5.500%	165,000.00	59,256.11	-	(3,060.60)	16,537.74	39,657.77	2,561.84
	GNMA REMIC SER 2010-98	07/20/39	4.000%	70,000.00	45,067.27	-	137.35	45,204.62	-	1,074.06
	GNMA POOL #MA0318	08/20/42	3.500%	95,000.00	105,356.48	-	(2,340.40)	1,359.06	101,657.02	63.81
TOTAL STIFEL NICOLAUS INVESTMENT										
					361,563.89	-	(7,437.01)	94,081.67	260,045.21	12,161.18
TOTAL INVESTMENTS										
					899,609.15	52.96	(13,834.36)	201,644.95	684,182.80	32,975.38
TOTAL ALL ACCOUNTS										
					1,027,128.30	201,720.28	(13,834.36)	387,489.94	827,574.28	32,996.92

PUEBLO CONSERVANCY DISTRICT

JANUARY 2013 - FEBRUARY 2013

RECEIPTS

VENDOR	ITEM	AMOUNT
First Clearing, LLC	Interest Payment	\$ 348.31
First Clearing, LLC	Interest Payment	\$ 445.99
First Clearing, LLC	Interest Payment	\$ 421.70
First Clearing, LLC	Interest Payment	\$ 738.76
Stifel Nicolaus	Interest Payment	\$ 1,019.69
Wells Fargo Advisors, LLC	Withdrawal from Money Market	\$ 80,000.00
Riverwalk Investments	Maintenance Fund Assessment Payment	\$ 275.27
Pueblo County Treasurer	Maintenance Fund Assessment Collections	\$ 50,455.14
City of Pueblo	Maintenance Fund Assessment Agreement	\$ 25,000.00
		\$ 158,704.86

DEBITS

VENDOR	ITEM	AMOUNT	CHECK	CODE
Black Hills Energy	Runyon Lake Elec	\$ 500.00	3987	105
MBDG, PC	Bookkeeping	\$ 350.00	3988	90
Don Banner - B&B, PC	Attorney Fees	\$ 500.00	3989	80
	Filing and Recording Fees	\$ 49.00	"	96
Kidd Engineering	Engineer/Admin Fees	\$ 600.00	3990	83
	January 7 Special Meeting and January 9 Court Testimony	\$ 343.75	"	83
Director Cordova	Fees	\$ 184.70	3991	81
Director Phillips	Fees	\$ 184.70	3992	81
Director Willumstad	Fees	\$ 184.70	3993	81
Special Districts Association of Colorado	SDA 2012 Membership Dues	\$ 435.80	3994	92
NorthStar Engineering	Phase III Appraisal Support Services Invoice Nos. 22156, 22189, and 22217	\$ 16,210.50	3995	100
Wark Photography	Foam Core Mounting of two maps	\$ 94.51	3996	96
Classic Corner	Frame one map	\$ 141.46	3997	96
Pueblo County Treasurer	Board Member Parcel 2012 Taxes	\$ 5.17	3998	96
United States Treasury	2012 Form 944 Federal Tax Return	\$ 496.76	3999	82
		\$ 20,281.05		