Annual Financial Statements and Independent Auditors' Report June 30, 2002

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors Chandler Heights Citrus Irrigation District Chandler Heights, Arizona

We have audited the accompanying balance sheet of Chandler Heights Citrus Irrigation District as of June 30, 2002, and the related statements of revenue, expenses and changes in retained earnings and cash flows for the year then ended. These financial statements are the responsibility of Chandler Heights Citrus Irrigation District's management. Our responsibility is to express an opinion 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. 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 in the first paragraph present fairly, in all material respects, the financial position of Chandler Heights Citrus Irrigation District as of June 30, 2002, 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.

December 11, 2002

CHANDLER HEIGHTS CITRUS IRRIGATION DISTRICT Balance Sheet June 30, 2002

ASSETS

Current Assets	
Cash and cash equivalents	\$ 173,036
Investments	243,153
Accounts receivable	63,541
Acreage property tax assessments receivable	7,940
Interest receivable	2,923
Employee advances	275
Prepaid CAP water	6,125
Prepaid expense	108
Total current assets	497,101
Property and equipment - net of accumulated	
depreciation	1,909,940
Other Assets	
Refundable deposits	50
TOTAL ASSETS	\$ 2,407,091
LIABILITIES AND EQUITY	
Current Liabilities	
Current portion of long-term debt	\$ 32,318
Accounts payable	59,354
Accrued expenses	8,327
Customer water deposits	3,011
Deferred income	23,587
Total current liabilities	126,597
Long-term debt, net of current portion	728,652
Total liabilities	855,249
Equity	
Retained earnings	1,551,842
TOTAL LIABILITIES AND EQUITY	\$ 2,407,091

Statement of Revenue, Expenses and Changes in Retained Earnings For the Year Ended June 30, 2002

Operating Revenue Irrigation water sales Domestic water sales Connection fees Acreage property tax assessments Other operating revenue	\$ 200,096 254,742 121,200 85,645 29,173
Total operating revenue	690,856
Operating Expenses Irrigation operations Power costs Water purchases Repairs and maintenance Personnel costs Other costs	77,955 36,753 105,133 51,678 6,773
Domestic operations Power costs Repairs and maintenance Personnel costs Other costs General and administrative Insurance expense Professional services Repairs and maintenance Personnel costs Utilities/telephone Miscellaneous	278,292 14,829 35,911 78,761 8,823 138,324 13,093 20,158 364 42,376 9,031 26,599 111,621
Total operating expenses	528,237
Net income from operations before depreciation Depreciation	162,619 (112,125)
NET INCOME FROM OPERATIONS	50,494
Nonoperating Revenue (Expenses) Investment income Interest expense Gain on sale of asset	15,020 (3,678) 3,500
Total nonoperating revenue (expenses)	14,842
NET INCOME	65,336
Retained earnings - Beginning of year	1,486,506
RETAINED EARNINGS - END OF YEAR	\$ 1,551,842

Statement of Cash Flows

For the Year Ended June 30, 2002

Cash Flows from Operating Activities		
Net income from operations	\$	50,494
Adjustments to reconcile net income from operations		
to net cash provided by operating activities:		
Depreciation		112,125
Increase in investments		(17,132)
Decrease in accounts receivable		6,486
Increase in acreage property tax		
assessments receivable		(2,161)
Increase in interest receivable		(2,923)
Increase in employee advances		(60)
Increase in prepaid water charges		(140)
Decrease in prepaid expense		8,713
Increase in accounts payable		26,194
Decrease in accrued expenses		(3,766)
Increase in customer water deposits		535
Increase in deferred income		1,387
Net cash provided by operating activities		179,752
Cash Flows from Capital and Related Financing Activities		
Purchase of property and equipment		(65,870)
Principal paid on long-term debt		(31,308)
Interest paid		(3,678)
Sale of property and equipment		3,500
Net cash used by capital and related financing		
activities		(97,356)
Cash Flows from Investing Activities		
Interest and dividends received		15,020
Net cash provided by investing activities		15,020
Net increase in cash and cash equivalents		97,416
Cash and cash equivalents - Beginning of year		75,620
CASH AND CASH EQUIVALENTS - END OF YEAR	_\$	173,036

CHANDLER HEIGHTS CITRUS IRRIGATION DISTRICT Notes to Financial Statements June 30, 2002

NOTE 1 - NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations - The District was formed in 1929 in accordance with Title 48, Chapter 19 of the Arizona Revised Statutes, which provides that irrigation districts shall be political subdivisions of the State and vested with all the rights, privileges and benefits granted municipalities. The District, consisting of approximately 1,360 acres of land located in southeastern Maricopa County, Arizona, provides water to landowners for both domestic and agricultural purposes.

The accounting policies of Chandler Heights Citrus Irrigation District conform to generally accepted accounting principles as applicable to governmental units.

Basis of Accounting - The accrual basis of accounting is utilized by the District for financial reporting. Under this method, revenue is recorded when earned and expenses are recorded at the time liabilities are incurred. Accounting methods and policies are determined by reference to generally accepted accounting principles as promulgated by the Financial Accounting Standards Board (FASB) as long as those FASB pronouncements do not conflict with or contradict pronouncements of the Governmental Accounting Standards Board (GASB)

The District accounts for its operations using the flow of economic resources measurement focus. This measurement focus is used to account for operations that are financed and operated in a manner similar to private business enterprises where the costs (expenses, including depreciation) of providing water services to the users holding water rights on a continuing basis is financed through user charges and acreage tax assessments.

With this measurement focus, all assets and liabilities associated with the operation are included in the balance sheet. Equity (i.e., net total assets) is segregated into contributed capital (if any) and retained earnings components. Operating statements present increases (i.e. revenue) and decreases (i.e. expenses) in retained earnings.

Property and Equipment - Depreciation of property and equipment is divided over the estimated useful lives of the assets using the straight-line method. Expenditures for additions and betterments that extend the useful lives of property and equipment are capitalized and depreciated over the estimated remaining useful lives of the related assets. Expenditures for repairs and maintenance are charged to expense as incurred. Gains and losses on sales and retirements are reflected in income during the year of actual sale or retirement.

Long-lived assets - Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the related carrying amount may not be recoverable. When required, impairment losses on assets to be held and used are recognized

Notes to Financial Statements - Continued
June 30, 2002

NOTE 1 - NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

based on the excess of the asset's carrying amount over fair value of the asset; long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

Income Taxes - All income earned by the District in its normal course of operations is exempted from federal income taxation under Section 115 of the Internal Revenue Code.

Acreage Assessments - The District's Board of Directors determines the minimum annual assessment for property taxes on each acre of land that has water rights in the District.

Assessments are not refunded and, upon failure to pay, a lien attaches to the land. Assessments are levied in September of each year on approximately 1,360 acres of taxable land within the District's boundaries and are due and payable in two installments. The first payment is due October 1st and is delinquent on November 1st. The second payment is due March 1st of the following year and is delinquent May 1st. The assessments are billed and collected by Maricopa County and remitted to the District upon request.

The Board of Directors also establishes a rate per acre-foot of water required in excess of that provided by the minimum rate per acre of land. Acreage assessments to landowners are recognized as revenue in the year assessed.

Cash and Cash Equivalents - For purposes of the statement of cash flows, the District considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

Compensated Absences – Vested or accumulated vacation leave that is expected to be liquidated with expendable available financial resources is reported as an expenditure and a liability. No expenditure or liability was recorded as of June 30, 2002, because the amount was considered immaterial.

Notes to Financial Statements - Continued
June 30, 2002

NOTE 2 - CASH AND INVESTMENTS

The District is required by statute to invest its cash in accounts covered by federal depository insurance or with other custodial governments such as the County or State Treasurer. Cash held by the District consisted of the following at June 30, 2002:

Cash in bank	\$ 161,744
Merrill Lynch money market	 11,292
	\$ 173,036

All funds at June 30, 2002, except for the cash in bank, were covered by Securities Investors Protection Corporation (SIPC), or were collateralized by securities as required by law. The cash in bank was insured for up to \$100,000 by Federal Depository Insurance (FDIC). Each dollar invested in the Merrill Lynch money market fund constitutes one share in the fund, and the fair value of each share in this fund was one dollar as of June 30, 2002.

At June 30, 2002, investments consisted entirely of governmental securities such as US Treasury Notes and FNMA Notes, and are stated at market value.

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NOTE 3 - PROPERTY AND EQUIPMENT

A summary of property and equipment at June 30, 2002, follows:

Land	\$ 10,735
Irrigation system	3,241,831
Fixtures and equipment	 133,087
	3,385,653
Accumulated depreciation	(1,475,713)
	\$ 1,909,940

Depreciation expense for the year ended June 30, 2002, was \$112,125.

Notes to Financial Statements - Continued
June 30, 2002

NOTE 4 - LONG-TERM DEBT

In December 1985, Chandler Heights Citrus Irrigation District, Queen Creek Irrigation District, and San Tan Irrigation District jointly entered into a contract with the United States Bureau of Reclamation to construct a pipeline to provide water to the three districts from the Central Arizona Project Canal.

The District's share of the direct construction costs and related debt for the project was \$809,873. The note balance at June 30, 2002, is payable in semi-annual installments ranging from \$1,817 to \$25,260 plus interest at 3.342% with the final payment being due in August 2017, of \$25,260. Interest is charged only on 6.87% of the unpaid loan balance that is attributable to the furnishing of municipal, domestic, and industrial water as defined in the loan agreement.

In 1998 the District incurred a note payable to the Water Infrastructure Finance Authority of Arizona (WIFA) for the construction of a storage reservoir. The original note balance was \$105,000. Principal payments are made on September 1 of each year commencing September 1, 1999, with the final principal repayment on September 1, 2018. Interest at 4.00% is payable semi-annually on each March 1 and September 1, commencing March 1, 1999, with the final interest payment due September 1, 2018.

Long-term debt at June 30, 2002, consisted of the following:

Note payable to the U.S. Bureau of Reclamation	\$ 667,238
Note payable to WIFA	 93,732
	 760,970
Less current portion	 (32,318)
	\$ 728,652

Maturities of the debt principal over the next five years and thereafter are as follows:

Year Ending	
June 30,	
2003	32,318
2004	32,704
2005	35,703
2006	42,500
2007	47,512
2008-2012	253,816
2013-2017	270,855
2018-2019	45,562
	\$ 760,970

Notes to Financial Statements - Continued
June 30, 2002

NOTE 5 - CAP WATER ALLOCATION CONTRACT

In August 1993 Arizona irrigation districts were notified that the Central Arizona Project (CAP) would be declared complete, and that on October 1, 1993, operation of the CAP would be transferred to the Central Arizona Water Conservation District (a public entity created to manage and maintain the CAP). Beginning on October 1, 1993, those irrigation districts with contracts to receive water from the CAP began paying an annual assessment fee of \$22.50 per acre-foot as per the original contract. This fee covers operations, maintenance, and repairs. This fee must be paid whether or not any CAP water is taken by the District (Take or Pay Provision).

NOTE 6 - CONCENTRATIONS

As a quasi-governmental unit, Chandler Heights Citrus Irrigation District provides proprietary-fund-type services (i.e. domestic and irrigation water) to customers in a limited geographic area. Consequently, the ability of the District's funds to cover their operating costs is at risk due to this geographic concentration of customers in the area. As with the majority of municipalities and other quasi-governmental units that operate similar proprietary funds, a downturn in the local economy or other unforeseen circumstances could adversely affect the District's ability to collect amounts due from customers or to continue to generate the revenue needed to cover the costs of providing services.

NOTE 7 - CONTINGENCY

Chandler Heights Citrus Irrigation District has been named, along with other water and irrigation districts, in an action (initiated in the 1970's) intended to confirm water rights throughout the major watersheds in central and southern Arizona. The loss of water rights could severely impact the revenue and operations of the District. The District has filed a statement of claim to protect its water rights and is vigorously contesting the action. Legal council is currently monitoring the situation and has stated that no opinion on this matter can be expressed. This adjudication has been ongoing and is expected to continue indefinitely.