

Fall
2003

Newsletter



www.villagewestresort.com

www.sunrisecove.com

E-Mail Address: fun@villagewestresort.com

Dear Sunrise Cove Owner:

Pursuant to the Bylaws of the Sunrise Cove Time-Share Association, Inc., notice is hereby given of the Annual Meeting of the Membership to be held on Saturday, October 25, 2003, at 3:00 p.m. at Village West Resort & Hotel, located at 20785 170th Street, Spirit Lake, Iowa. At this meeting of the Membership, we will elect one (1) member (other than the Directors appointed by the Developer) to the Association's Board of Directors and will conduct such other business as may be properly brought before the meeting.

As a thank you to our owners on Saturday, October 25, 2003, we are having a Dinner, followed with entertainment in the Convention Center. Dinner will be served from 6:30 p.m. – 8:00 p.m. with entertainment from 8:00 p.m. – 9:00 p.m.

Bonus Time rates for Sunrise Cove Units will be based upon availability. Hotel rooms will be offered for \$50.00 plus tax per night. Credits may also be used for Sunrise Cove Units or the Hotel.

The following Annual Meeting Materials are enclosed for your review and/or action: *Revocable Proxy* (allowing you to be represented at the meeting if you cannot attend); *Board of Directors Candidate Profiles*.

A *Certificate Designating Official Voting Member* which should be requested from the Association and submitted to the Association Secretary to cover the following circumstances:

- 1) If a unit is owned by more than one (1) person, the person entitled to cast the vote for the Unit shall be designated in this certificate which must be signed by all of the recorded owners of the Unit, or
- 2) If a Unit is owned by other than a real person, e.g., a corporation or partnership, the officer, employee, or other individual thereof entitled to cast the vote of the Unit for such legal entry shall be designated in this certificate which must be signed by the President or Vice President, attested by the Secretary or Assistant Secretary in the case of a corporation or a general partner, in the case of a general partner or limited partnership, or by the managing member in the case of a limited liability corporation.

(In the case where ownership is held by a husband and wife, one may sign as though he or she owns the Unit individually without any need to establish the concurrence of the absent signature/person.)

Please contact Sunrise Cove at (712) 337-3223 extension 257 and request a *Certificate of Designating Official Voting Member* to be mailed. Remember, the certificate must be returned no later than 48 hours prior to election.

We look forward to seeing you on Saturday, October 25, 2003 at the Annual Owners Meeting. If unable to attend please return your pre-addressed postage paid proxy card.

Sincerely,
Michael D. Hoepfner
Michael D. Hoepfner
President
Sunrise Cove Time-Share Association, Inc.

Candidate Profiles

John F. Belitz, D.D.S.

Omaha, Nebraska

Occupation: Dentist

Experience: Practicing Dentist in Omaha, NE. Annual vacationer at Village West Resort & Hotel and a time-share owner. Have visited the lakes area annually since 1967.

Goals & Objectives: This family experience has been so tremendous, I am deeply interested in promoting this healthy environment for the future of many families. Make responsible long range planning to reflect concerns and needs of all owners, while protecting resources/funds to maintain up-to-date vacation opportunities for owners and children.

Tom Wellendorf

Urbandale, Iowa

Occupation: Sales, Semi-retired

Experience: Currently serving as Commander of the Des Moines Sail & Power Squadron (organization promoting boating education and water safety.) Served as the Squadron Treasurer and Bridge Officer prior to being elected to the position of Commander. Currently serving as a Board Member and Treasurer of the Epilepsy Association of Iowa. Have a business background with 40 years of experience dealing with customers on the retail, purchasing and wholesale end of the spectrum.

Goals & Objectives: As a lifetime promoter of the Iowa Great Lakes region and as an owner and a promoter of Sunrise Cove since 1989 I have a vested interest in the preservation of a first class, family oriented resort. I recognize the need for corporate profit as well as owner satisfaction. While promoting an atmosphere of fun, relaxation and family, I would work with management to promote the maintenance of the units, physical plant and grounds.

Charleen Hawe

Canton, South Dakota

Occupation: Homemaker

Goals & Objectives: I am married to Don and we have four grown children and eight grandchildren. I am a wife, mom, Grandma and homemaker. I work as a marketing representative. If elected, I will try to help keep Sunrise Cove a family oriented resort for all ages. Family is all important to me. I will try to help look at making improvements and at the same time keeping costs down, giving all families a great legacy to pass on!

John M. Rice

Sioux Falls, South Dakota

Occupation: Insurance Agency Owner/Operator

Experience: 2003 recipient of the Golden Eagle Award from the National Association of Health Underwriters, their highest award to recognize professional excellence in sales of health insurance products. Past President, Board Member of Sioux Falls Arena Board, 10 years. Past President, current member of Sioux Falls Association of Insurance and Financial Advisors. Past President, current member of Lions Club. Husband, father of six and Grandfather of eleven.

Goals & Objectives: If elected, I would assure that expectations and needs of Sunrise Cove owners are represented to the Sunrise Cove Board of Directors, promoting a "new sense of community" and a continuous quality experience for management and owners.

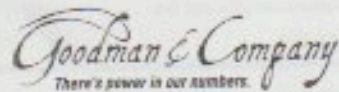
Henry D. Kraayenbrink

Occupation: Amusement Vending Owner/Manager

Experience: We have been owners at Village West for the past five years. I have served on several committees in our church, most recently serving as Chairman of our Education Committee. I also served on the School Board at Unity Christian High School in Orange City, Iowa for three years and the last year being President of the Board. My wife and I have three children.

Goals & Objectives: I would like to help make the Resort experience the best for everyone that visits, whether they are first time visitors or they come each and every year to the Resort.

FINANCIAL STATEMENTS
YEAR ENDED DECEMBER 31, 2002



CPA | Consulting | Financial Advisory | Information Technology

REPORT OF INDEPENDENT AUDITORS

**SUNRISE COVE
TIME-SHARE
ASSOCIATION, INC.**

Board of Directors
Sunrise Cove Time-Share Association, Inc.

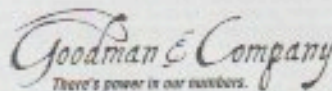
We have audited the accompanying balance sheet of Sunrise Cove Time-Share Association, Inc. as of December 31, 2002, and the related statements of revenues, expenses and changes in fund balances, and cash flows for the year then ended. These financial statements are the responsibility of the association's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. These 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 Sunrise Cove Time-Share Association, Inc. as of December 31, 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.

Sunrise Cove Time-Share Association, Inc. has not presented the supplementary information on major repairs and replacements that the American Institute of Certified Public Accountants has determined is necessary to supplement, although not required to be part of, the basic financial statements.

Newport News, Virginia
February 22, 2003



CPA | Consulting | Financial Advisory | Information Technology

Fourteen Plaza One, 701 Town Center Drive, Suite 700, Newport News, VA 23609-4296
ph: 757-873-1827 fax: 757-873-1108 www.goodman.com

SUNRISE COVE TIME-SHARE ASSOCIATION, INC.

BALANCE SHEET

December 31, 2002	Operating Fund	Replacement Fund	Total
ASSETS			
Cash	\$ 85,520	\$ 484,382	\$ 569,902
Certificates of deposit	-	575,024	575,024
Maintenance fees receivable - net of allowance for doubtful accounts of \$127,230	61,447	-	61,447
Accounts receivable - developer	59,693	-	59,693
Prepaid expenses	30,391	-	30,391
Total assets	\$ 237,051	\$ 1,059,406	\$ 1,296,457
LIABILITIES AND FUND BALANCES			
Liabilities			
Accounts payable and accrued expenses	\$ 321,536	\$ -	\$ 321,536
Income taxes payable	503	-	503
Deferred maintenance fees	244,889	-	244,889
Total liabilities	566,928	-	566,928
Fund balance (deficit)	(329,877)	1,059,406	729,529
Total liabilities and fund balances	\$ 237,051	\$ 1,059,406	\$ 1,296,457

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

SUNRISE COVE TIME-SHARE ASSOCIATION, INC.

STATEMENT OF REVENUE, EXPENSES AND CHANGES IN FUND BALANCES

Year Ended December 31, 2002	Operating Fund	Replacement Fund	Total
Revenue			
Maintenance fee assessments	\$ 1,877,035	\$ 234,263	\$ 2,111,298
Bonus time revenue	104,378	-	104,378
Interest income	61,017	-	61,017
Village Prizes	21,589	-	21,589
Other income	13,897	-	13,897
Total revenue	1,878,296	234,263	2,112,559
Expenses			
Housekeeping and rooms	563,897	-	563,897
Utilities	330,759	-	330,759
Real estate taxes	222,960	-	222,960
Repairs and maintenance	270,794	-	270,794
Management and consulting fees	190,992	-	190,992
Activities	172,147	-	172,147
Bad debt expense	108,141	-	108,141
Insurance	102,443	-	102,443
Administrative and general	96,021	-	96,021
Telephone	17,098	-	17,098
Village Prizes	34,435	-	34,435
Replacement property and equipment expenditures	-	283,652	283,652
Total expenses	2,082,424	283,652	2,331,976
Deficiency of revenue over expenses before income tax expense	(190,128)	(29,289)	(210,417)
Income tax expense	0,584	-	0,584
Deficiency of revenue over expenses	(190,722)	(29,289)	(220,011)
Fund balance (deficit) - beginning of year	(329,877)	1,058,695	688,548
Fund balance (deficit) - end of year	\$ (329,877)	\$ 1,059,406	\$ 729,529

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

SUNRISE COVE TIME-SHARE ASSOCIATION, INC.
STATEMENT OF CASH FLOWS

Year Ended December 31, 2002	Operating Fund	Replacement Fund	Total
Cash flows from operating activities			
Deficiency of revenue over expenses	\$ (182,722)	\$ (20,286)	\$ (203,011)
Adjustments to reconcile to net cash from operating activities:			
Increase in allowance for doubtful accounts	79,781	-	79,781
Charges in:		(25,022)	(25,022)
Certificates of deposit	-	(25,022)	(25,022)
Accounts receivable	(66,350)	-	(66,350)
Prepaid expenses	(12,354)	-	(12,354)
Accounts payable and accrued expenses	6,620	-	6,620
Income taxes payable	(6,039)	-	(6,039)
Deferred maintenance fees	79,792	-	79,792
Due to manager	(2,584)	-	(2,584)
Net cash from operating activities	(130,493)	(54,311)	(184,717)
Cash - beginning of year	215,626	538,893	754,519
Cash - end of year	\$ 85,133	\$ 484,582	\$ 569,715

Supplemental Disclosures of Cash Flow Information:
Income taxes paid in cash \$ 18,301

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

SUNRISE COVE TIME-SHARE ASSOCIATION, INC.
NOTES TO FINANCIAL STATEMENTS

December 31, 2002

1. DESCRIPTION OF THE ASSOCIATION AND RELATED PARTIES

The Association

Sunrise Cove Time-Share Association, Inc. (the "Association") is a Not for Profit Iowa corporation organized to operate, govern, administer and manage the property and affairs of the Sunrise Cove Time-Share Association at Village West Resort (the "Resort").

The Association is organized to act as the governing association, within the meaning of the Iowa Time-Share Act (Chapter 557A, Iowa Code, (1988)) for the Sunrise Cove at Village West Resort, located on West Lake Okoboj, Iowa. The Association is incorporated in the State of Iowa under the provisions of the Iowa Not-for-Profit Corporation Act (Chapter 504A, Iowa Code, (1988)) and, therefore, shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

The members of the Association are the owners of the unit-weeks committed to Interval ownership. Each unit-week shall be entitled to one vote in voting by the membership.

The majority of the directors shall be elected by the Developer until three months after 52% of the time share estates that have been, or ultimately could be, operated by the Association have been conveyed to purchasers of the unit-weeks. The remaining directors shall be elected to the Board of Directors by the membership in accordance with the Association's Articles of Incorporation and By-laws. As of December 31, 2002, the Developer had not turned over control of the Association's board of directors to the unit-week owners.

The Resort

The Resort consists of five standing and multi-unit timeshare unit buildings and there are timeshare units that were converted from hotel rooms. The Developer (as hereinafter defined) has completed several phases comprising 129 units (and representing 5,606 unit-weeks). The existing units are configured on studios, executive style suites, and so on, two, two and three bedrooms. Each unit is subdivided into 45 use periods and 7 bonus weeks. All sales to date have been sold on a fixed-time use basis. The Developer may add additional units or adjacent property.

The Developer

Iowa Resort Holding, L.L.C. (the "Developer"), an Iowa limited liability corporation is the owner and Developer of the Resort. The Developer maintains marketing and sales facilities on-site and has retained certain property located at the Resort. The Developer holds title to all real estate on which all the existing townhouse units and hotel/motel units are built. The time share program may be terminated or amended at any time in the sole discretion of the Developer.

1. DESCRIPTION OF THE ASSOCIATION AND RELATED PARTIES (Continued)

The Consultant

Goodmanagement, LLC (the "Consultant"), a Virginia limited liability company, consults in the business of supervising, management and operations of the time-share program and provides the necessary accounting services for the Association. The one-year consulting and accounting agreement expires January 2003 and provides for automatic one-year renewals.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basic of Accounting

The Association prepares its financial statements on the accrual basis of accounting. Separate fund balances are maintained for the Operating Fund and Replacement Fund based on different funding and statutory policies.

The Operating Fund reflects the operating assessments paid by unit-week owners to meet the regular, recurring costs of operations. Expenditures from this fund are for those items connected with the Association's day-to-day activities and for real estate property taxes.

The Replacement Fund is comprised of all assessments paid by unit-week owners to fund the future replacement, major repair and purchase of commonly owned assets. Expenditures from this fund are restricted to those items for which assessments were paid.

Accounts receivable at December 31, 2002, represents member assessments outstanding related to unit-weeks sold; collateral is a warranty deed on the unit-week. Unit-week owners are the only members.

Property and Equipment

As stated in the timeshare ownership documents, real property and common areas and related improvements to such property are not recorded in the Association's financial statements because interests in these properties are conveyed in the individual unit-week owners in common, and not to the Association. Additions to these assets are accounted for as expenditures in the Replacement Fund.

In accordance with prevailing industry standards and practices, personal property acquired by the Association, to which it has title, has not been capitalized in the accompanying financial statements. Accordingly, there is no provision for depreciation for these items in the Association's financial statements.

Revenues

The Association assesses an annual maintenance fee based on the annual budget as determined by the Board of Directors. Each Association member is a unit-week owner and a proportionate amount of the maintenance fees is assessed for each unit-week. Members are billed in November of each year for the succeeding year's fee. Any such billings collected prior to the beginning of the succeeding year are included in "deferred maintenance fees" on the balance sheet.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Expense Allocations

With the exception of consulting fees, all expenses, including real estate taxes, are allocated to the Association from the Consultant and the Developer based on invoices they receive for the entire resort. These allocations are based on various methodologies depending on the type of expenses.

Use of Estimates

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 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 these estimates.

Real estate taxes accrued in the amount of \$228,153 are included in accounts payable and accrued expenses on the accompanying balance sheet. This accrual was estimated based on prior real estate tax bills. It is reasonably possible the actual real estate taxes will exceed the amount accrued.

Income Taxes

For 2002, the Association filed its federal income tax return as a regular corporation. As a regular corporation, in determining taxable income, non-membership income, net of related expenses is taxed at regular corporate rates. Maintenance fee expenses are deducted from maintenance fee revenues, and means assessments reserved for future replacements are not treated as taxable income in accordance with revenue rulings issued by the Internal Revenue Service.

3. CREDIT RISK

Financial instruments that potentially subject the Association to concentrations of credit risk consist principally of cash on deposit with various banks. Accounts at each financial institution are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$100,000. As of December 31, 2002, the bank's collected balance exceeded FDIC coverage by \$1,005,271.

With respect to trade accounts receivable, the Company establishes an allowance for doubtful accounts receivable based upon factors surrounding the credit of specific members, historical trends and other information.

4. GRANT OF EASEMENT

The Association has entered into a recreational license with the Developer. The Developer owns the recreational facilities and meeting space. A fee is paid by time-share estate owners for the use of existing amenities at Village West Resort, and collected through the maintenance assessment. The fee will be calculated as the Association's share of costs to operate and maintain the amenities. These amenities include a 9-hole miniature golf course, seasonal docking facilities, one tennis court, two swimming pools, health club, beach and other common recreational space.

5. THE CONSULTING COMPANY, CONSULTING AGREEMENT AND FINANCIAL OPERATIONS

Under the terms of the consulting management agreement, Goodmanagement, LLC was granted the authority to provide consulting services to the Association, through employees and experts retained by it, incidental to the consulting and operations of the Resort. The fees paid to Goodmanagement under this agreement are made up of two components: a consulting fee, which equals 7% of all funds Goodmanagement is required to collect pursuant to the budget, and a financial services fee which is in consideration for information, services, and financial reports.

6. OPERATING LEASES

The Company maintains various operating leases for office equipment with monthly payments of \$189. Annual expense under these leases was \$2,267 for 2002. Future minimum lease payments are as follows:

2003	\$ 2,540
2004	2,540
2005	2,540
2006	635
	\$ 8,255

BOARD OF DIRECTORS MEETING MINUTES
SUNRISE COVE TIME-SHARE ASSOCIATION, INC.
August 7, 2003

A meeting of the Sunrise Cove Board of Directors was held at Village West Resort & Hotel on the 7th day of August, 2003. Directors in attendance were Mike Hoepfner, Rod Black, Dr. Jack Belitz, Tom Underwood and Dale Goodman. Representing management was Ellie Albrecht and recording the meeting was Danielle Osgerby. Also in attendance was Clinton Wells with Goodmanagement. The meeting was called to order by Mike Hoepfner at 4:20 p.m. in the Conference Room of Village West Resort & Hotel.

Mr. Hoepfner stated that there was a quorum of Board of Directors present.

Mr. Hoepfner presented the minutes for the approval of the Board Meeting held on the 8th day of May, 2003. Motion made by Dr. Belitz and seconded by Mr. Goodman to approve minutes. All ayes. Motion approved.

Ellie Albrecht reviewed the Resort Improvements since May, 2003:

- Tennis, Basketball and Shuffle Board courts almost completed
- H-Row decks cleaned and power washed
- J-1 siding almost completed
- New chairs in the one bedroom units on the 600 level
- Lighting on boardwalk completed, fewer problems have occurred
- Walking ramp to the Village Princess completed
- Several new chairs for the beach and outdoor pool areas have been purchased
- Changing out air conditioning units in the East and West wing units
- Other outside improvements were not completed due to the extremely wet spring

Ellie reviewed and summarized Sunrise Cove and Resort Operations. Ellie noted that we are losing summer staff which is creating a strain on the full time employees. Ellie reported on the success of the Resort's restaurant and convention functions and the new retail store, "Decked Out". Ellie reported on the Village Princess shuttles and cruises and noted that a change will be made for next year on the shuttle schedule to better accommodate members and guests.

Mr. Hoepfner suggested eventually replacing all of the air conditioning units with more compatible and efficient units that are interchangeable.

Mr. Goodman reported on the June financial statements noting a small revenue shortfall due to an incorrect assumption on the number of members, lack of sales and unpaid maintenance fees. Mr. Goodman noted the preliminary financial statement for July shows a strong improvement and the adjustments have been made in the number of members in the first draft of the 2004 budget.

Mr. Goodman reviewed the July RCI scores and noted that they met the requirements to attain Gold Crown status. Mr. Goodman stated that if the ratings remain at their current level through September 1, 2003 the resort should contact the RCI representative to request a Gold Crown qualification inspection.

Mr. Hoepfner reported on the status of the insurance claim for storm damage noting that the insurance company had agreed to settle. Mr. Hoepfner is waiting on the arrival of the checks. Mr. Hoepfner noted that the resort has three years to make repairs or the proceeds will be considered as taxable income.

Mr. Hoepfner reported on the progress of the foreclosures for past due maintenance fees and noted that our lawyer continues to file the paperwork.

Mr. Hoepfner reported that the resort hired an attorney to settle the real estate tax appeal due to the county assessor not delivering the proper paperwork. Mr. Hoepfner noted that the resort taxes were substantially raised without proper cause or notice. Mr. Hoepfner stated that the county assessor has not done what her board had asked her to do which led Mr. Hoepfner to take the case to trial. Mr. Hoepfner will be meeting with the resort attorney on Tuesday, August 12, 2003 to continue the three-year battle.

Mr. Hoepfner reported on new business. Mr. Hoepfner stated that the remodeling on J1 was not completely finished due to inclement weather and internal damage found in the walls of the unit. Mr. Hoepfner invited the other board members to go for a walk to show them just how rotten the siding on the units is. Mr. Hoepfner advised covering up the problems with paint has got to stop to hold costs. Since the shingles have hail damage, now is the time to make the units as maintenance free as possible. Mr. Hoepfner suggested putting a steel roof and cement hardy siding on the townhouse units. Mr. Hoepfner reported that the cost would fluctuate on each individual basis depending on the internal water damage. The water damage comes from the design of using shingles on the entire unit. Mr. Hoepfner solicited a response from the board on repairs and the color of the steel roof on the units. Mr. Underwood proposed that the color remain the same throughout the resort. Mr. Hoepfner asked for a motion to start the repairs this fall. Mr. Underwood made the motion seconded by Dr. Belitz. All ayes. Motion approved.

Mr. Goodman reported on the first draft of the 2004 budget. Mr. Goodman noted that a conservative approach was taken in developing the total of unit owners to be paying maintenance fees in the initial draft. Mr. Goodman stated that this proposed budget was based on a 3% increase in the amount of maintenance fees and bad debt. Mr. Goodman continued to review the 2004 proposed budget in detail.

Mr. Hoepfner noted that the budget reflects additional funds that have been set aside for uncontrollable expenses. For example electric, gas, insurance and propane increases above budget numbers. Mr. Hoepfner continues to work to obtain different avenues for the gas meters. Mr. Hoepfner stated that funds have not been set-aside for this purpose in the past and when uncontrollable expenses increase it can alter the budget previously set in place.

Mr. Hoepfner made the motion to hire Cornell Abstract, Mr. Underwood's Company, to research easements to find out who owns the gas lines. Mr. Hoepfner noted that if Iowa Resort Holdings owns the lines Sunrise Cove would experience a substantial meter savings next year. Mr. Underwood offered to assist Mr. Hoepfner some evening this fall in the research. He would not charge Sunrise Cove for his services.

Mr. Hoepfner discussed an alternative energy source to save money over a period of years. Mr. Underwood agreed with Mr. Hoepfner if we could contract and save money we should. Mr. Underwood made the motion to go forward in obtaining an alternate energy source. Dr. Belitz seconded the motion. All ayes. Motion approved.

Motion to adjourn made by Mr. Underwood, seconded by Dr. Belitz. Motion approved. Meeting adjourned at 5:30 p.m.

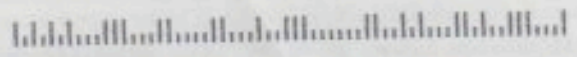


Sunrise Cove at Village West Resort
P.O. Box OR
Spirit Lake, IA 51360

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51360

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UNITED STATES

57006+4012



NOTICE OF ANNUAL MEETING

Village West Resort & Hotel requests the honor of your presence at the Annual Meeting of the Sunrise Cove Time-Share Association, which will be held at the Resort on Saturday, October 25, 2003 at 3:00 p.m. As a thank you to our owners, we are having dinner and entertainment in the Convention Center following the Annual Meeting. Dinner will be served from 6:30 p.m. to 8:00 p.m. with entertainment from 8:00 p.m. to 9:00 p.m.

Please RSVP before October 25, 2003 by contacting the Administrative Office at (712) 337-3223 Ext. 257. We look forward to your attendance and participation.

For more information about the lakes area, log on to IOWAGREATLAKES.com