ALTO LAKES GOLF AND COUNTRY CLUB, INC. FINANCIAL STATEMENTS MARCH 31, 2000 AND 1999

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ALTO LAKES GOLF AND COUNTRY CLUB, INC. OFFICERS AND DIRECTORS March 31, 2000

PRESIDENT RON WENSEL

VICE-PRESIDENT DAN BOWDEN

TREASURER ROB CRAWFORD

SECRETARY REX TIMMS

DIRECTOR DON DUTTON

DIRECTOR DIANA JOHNSON

DIRECTOR SID MILLER

DIRECTOR FRANK SAYNER

RONNIE L. HEMPHILL, P.C. Certified Public Accountant

Board of Directors Alto Lakes Golf and Country Club, Inc. Alto, New Mexico

We have audited the accompanying balance sheets of Alto Lakes Golf and Country Club, Inc. as of March 31, 2000 and 1999 and the related statements of activity and changes in fund balances and cash flow for the years then ended. These financial statements are the responsibility of the Club's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. 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.

Alto Lakes Water Corporation is a wholly owned subsidiary of Alto Lakes Golf and Country Club, Inc. Generally accepted accounting principles require that parent companies present consolidated financial statements with majority owned subsidiaries. These financial statements do not reflect consolidated amounts. The summary effects of this departure from generally accepted accounting principles are disclosed in Note G.

In our opinion, except for the effects of the preceding paragraph, the financial statements referred to above present fairly, in all material respects, the financial position of Alto Lakes Golf and Country Club, Inc. as of March 31, 2000 and 1999, and the results of its activity and its cash flow for the years then ended in conformity with generally accepted accounting principles.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplementary information on pages 15 to 20 is presented for purposes of additional analysis and is not a required part of the basic financial statements of Alto Lakes Golf and Country Club, Inc. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

Romin & Haylill, UA

May 10, 2000



ALTO LAKES GOLF AND COUNTRY CLUB, INC. BALANCE SHEETS March 31, 2000 and 1999

ASSETS

		2000		1999
CURRENT ASSETS				
Cash - unrestricted	\$	319,576	\$	382,712
Cash - restricted		314,509		122,361
Accounts receivable		1,696,917		1,541,121
Less: Allowance for doubtful accounts		(84,516)		(84,516)
Merchandise inventory		25,675		38,074
Prepaid insurance Other receivables		57,168		56,034
Current portion of notes receivable		9,719		616
Current portion of notes receivable		6,678		6,161
TOTAL CURRENT ASSETS		2,345,726		2,062,563
LAND, BUILDINGS AND EQUIPMENT		4,632,164		4,592,080
Less: Accumulated depreciation		(1,571,238)		(1,736,252)
TOTAL LAND, BUILDINGS AND EQUIPMENT		3,060,926		2,855,828
,	-			2,000,020
OTHER ASSETS				
Alto Lakes Water Corporation stock		769,168		769,168
Notes receivable		68,962		75,108
Less: Current portion (above)		(6,678)		(6,161)
Water rights		361,093		361,093
Liquor license	-	70,409		70,409
TOTAL OTHER ASSETS		1,262,954	******	1,269,617
TOTAL ASSETS	\$	6,669,606	\$	6,188,008

ALTO LAKES GOLF AND COUNTRY CLUB, INC. BALANCE SHEETS--Continued March 31, 2000 and 1999

LIABILITIES AND FUND BALANCES

		2000	1999
CURRENT LIABILITIES Current portion of long-term debt (below) Accounts payable Accrued interest expense Deferred service charges payable Deferred gross receipts tax Other accrued expense Accrued compensation Accrued property taxes Deposits	\$	29,098 107,276 4,547 126,894 52,817 1,550 15,624 13,373 7,430	\$ 51,524 65,856 7,010 1,427 50,103 307 10,606
TOTAL CURRENT LIABILITIES	***************************************	358,609	 195,703
LONG-TERM DEBT Notes payable Less: Current portion (above) TOTAL LONG-TERM DEBT	***************************************	248,001 (29,098) 218,903	 378,795 (51,524) 327,271
DEFERRED DUES INCOME		1,358,311	 1,354,028
FUND BALANCE Unrestricted Restricted Net investment in property and other assets TOTAL FUND BALANCE		95,394 314,509 4,323,880 4,733,783	 63,200 122,361 4,125,445 4,311,006
TOTAL LIABILITIES AND FUND BALANCE	\$	6,669,606	\$ 6,188,008

ALTO LAKES GOLF AND COUNTRY CLUB, INC. STATEMENTS OF ACTIVITY AND CHANGES IN FUND BALANCES Years Ended March 31, 2000 and 1999

	 2000		1999
REVENUE Social dues Regular dues Golf department Food and beverage department Swim and tennis department Membership transfer fees Plan submittal fees Gain on sale of assets Interest and dividend income Rent income Other income	\$ 311,281 670,038 499,523 514,909 825 324,900 8,990 (193) 79,135 5,502 17,974	\$	317,212 661,501 495,395 487,636 1,171 231,400 11,430 7,778 79,345 6,500 22,534
TOTAL REVENUE	 2,432,884		2,321,902
OPERATING EXPENSE Golf department Food and beverage department Swim and tennis department General and administrative expenses House Department expense Interest expense TOTAL OPERATING EXPENSE	 898,793 744,438 23,422 539,963 164,426 7,011 2,378,053		857,552 689,054 22,058 495,933 151,513 19,221
EXCESS OF REVENUE OVER OPERATING EXPENSE	 54,831		86,571
OTHER EXPENSE Depreciation expense Provision for bad debts TOTAL OTHER EXPENSE	258,816 18,610 277,426		249,621 13,492 263,113
EXCESS OF REVENUE OVER EXPENSES	(222,595)		(176,542)
FUND BALANCES, BEGINNING	4,311,006		4,011,479
MEMBERSHIP ASSESSMENTS	375,995		374,069
MEMBERSHIP SALES AND UPGRADES	 269,377		102,000
FUND BALANCES, ENDING	\$ 4,733,783	<u>\$</u>	4,311,006

ALTO LAKES GOLF AND COUNTRY CLUB, INC. STATEMENTS OF CASH FLOW Years Ended March 31, 2000 and 1999

		2000		1999
CASH FLOWS FROM OPERATING ACTIVITIES Excess of revenue over expenses Noncash items included above:	\$	(222,595)	\$	(176,542)
Depreciation (Gain) loss on sale of assets (Increase) decrease in:		258,816 193		249,621 (7,778)
Accounts receivable (net) Merchandise inventory Prepaid insurance Other receivables		(155,796) 12,399 (1,134)		(65,543) (22,891) (581)
Increase (decrease) in: Accounts payable		(9,103) 41,420		1,204
Accrued expenses Deposits Deferred dues		145,352 (1,440) 4,283		(27,771) (14,906) 8,870 182
NET CASH PROVIDED BY OPERATING ACTIVITIES		72,395		(56,135)
CASH FLOWS FROM INVESTING ACTIVITIES Purchase of land, buildings and equipment Purchase of water rights Sale of assets Cash investment in subsidiary Notes receivable collections	`	(464,107) - - - - 6,146		(486,181) (361,093) 30,851 (69,341) 6,530
NET CASH PROVIDED BY INVESTING ACTIVITIES		(457,961)		(879,234)
CASH FLOWS FROM FINANCING ACTIVITIES Membership sales and upgrades Membership assessments Debt proceeds Long-term debt reduction		269,377 375,995 (130,794)	***************************************	102,000 374,069 260,100 (185,978)
NET CASH PROVIDED BY FINANCING ACTIVITIES		514,578		550,191
NET INCREASE (DECREASE) IN CASH		129,012		(385,178)
CASH, BEGINNING OF YEAR		505,073		890,251
CASH, END OF YEAR	\$	634,085	\$	505,073
SUPPLEMENTAL DISCLOSURES Interest expense paid		7,011		19,221

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Alto Lakes Golf and Country Club, Inc. (the Club) operates a golf country club in Lincoln County, New Mexico. In addition to golf course facilities, the club also operates a restaurant and provides architectural control services for the benefits of its members.

Basis of Accounting

The financial statements of the Club have been prepared on the accrual basis. The significant accounting policies followed are described below to enhance the usefulness of the financial statements to the reader.

Land, Buildings and Equipment

Land, buildings and equipment are reflected at cost for those items acquired after the membership took control of the Club in 1981. Assets transferred to the Club from the developer in 1981 are recorded at the values assigned to the various asset types received at that time. Buildings and equipment are depreciated over their estimated useful lives using the straight line method. When assets are sold or retired, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is included in the respective departmental income. Construction in progress on various projects at the end of the fiscal year is also included in these amounts.

Income Taxes

The Club was originally formed and operated as an Internal Revenue Code Section 501(C)(7) organization, exempt from income tax on its dues and departmental incomes. In January of 1990, the Club's operations and financial records were examined by the Internal Revenue Service. Per a March 26, 1990 letter from the agent conducting the examination, the Internal Revenue Service revoked the exempt status of the Club retroactive to December 27, 1985. The revocation results from the Club engaging in activities of covenant enforcement, architectural control and other functions similar to those of a homeowners' association and not allowable by an exempt social club.

Income Taxes (Continued)

As of March 31, 2000, the Club has losses of \$642,464 and \$18,887 available as an offset to future member and non-member taxable income, respectively. Such losses begin to expire in the year 2006 if not used. These loss carryovers equate to a combined estimated deferred tax asset of \$130,947, which is not reflected on the balance sheet due to the fact that this tax asset is not expected to be realized.

Revenue Recognition

Income from membership dues is recognized over the period to which the dues relate. Dues billed at year end for future periods are reflected on the balance sheet as deferred dues income.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Club considers certificates of deposits with a maturity of twelve months or less to be cash equivalents instead of the generally accepted accounting principle of maturities of three months or less to be cash equivalents. This departure from generally accepted accounting principles does not materially effect these financial statements.

Inventory

Merchandise inventory is reflected at last cost.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

NOTE B - CASH

Cash consist of the following:

Demond Assessed in the control of	2000	1999
Demand Accounts, interest bearing: Ruidoso State Bank	ድ ይፈ ኃኃያ	P.OC. 440
Ruidoso State Bank	\$ 64,328	\$ 86,449
	20,550	-0-
Pioneer Savings Bank	-0-	13,158
Merrill Lynch CMA	161,133	120,466
Certificates of deposit:		
Capital One Bank	-0	93,000
Bank Atlantic	-0-	97,000
Santa Barbara B & T	98,000	-0-
Santa Barbara B & T	98,000	-0-
MBNA American Bank	97,000	-0-
IBJ Whitehall B & T	95,000	-0-
Colonial Bank	-0-	95,000
Cash on hand	74	-0-
	<u>\$634,085</u>	<u>\$505,073</u>
Reflected in the financial statements as follow	vs:	
Cash - unrestricted	\$319,576	\$382,712
Cash - restricted	314,509	122,361
	0.1,000	122,001

Restricted cash consists of funds designated for capital improvements and equipment purchases. The sources of these funds are all transfer fees in excess of \$200.00 per transfer, twenty-seven percent of all cart fees, and member assessments for capital purchases.

NOTE C - LAND, BUILDINGS AND EQUIPMENT

Land, buildings and equipment cons	sist of the following:
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Earla, ballarings and equipment consist of the following	2000 2000	<u>1999</u>
Land Paving and grounds improvements Building Construction in progress Furniture, fixtures and equipment Carts and pro shop fixtures and equipment Machinery and equipment Office furniture and equipment Swim & tennis furniture and equipment Less accumulated depreciation	\$ 935,536 721,246 1,510,753 288,520 176,970 234,369 600,818 120,901 43,051 4,632,164 (1,571,238)	\$ 933,956 745,992 1,547,167 -0- 352,167 294,166 482,167 180,090 56,375 4,592,080 (1,736,252)
	\$3,060,926	<u>\$2855,828</u>
NOTE D - LONG-TERM DEBT		
Long-term debt consist of the following:		
Note payable to Mrs. A. N. Spencer, payable in annual payments of \$30,578.36, due on May 1 of each year until paid in full, including interest at an annual rate of two percent, unsecured.	2000 \$ 224,001	1999 \$ 249,588
Note payable to Mrs. A. N. Spencer, payable in annual payments of \$3,000 plus interest, due on May 1 of each year until paid in full, at an annual rate of two percent, unsecured	24,000	27,000
Note payable to Ruidoso State Bank, payable in monthly installments of \$2,562.07, including interest equal to the Wall Street Journal Base rate, currently 8.5%, maturity date is July 6, 2003, secured by 35 acre feet of water rights costing \$361,093	<u>-0-</u>	102,207
Less amount due within one year	248,001 (29,098) \$ 218,903	378,795 (51,524) \$ 327,271
	 	y 021,211

NOTE D - LONG-TERM DEBT -- Continued

Maturities of long-term debt are as follows:

Year Ended	
March 31	<u>Amount</u>
2001	\$ 29,098
2002	30,153
2003	30,696
2004	31,250
2005	31,815
Thereafter	_94,989
	\$248,001

NOTE E - ALLOWANCE FOR DOUBTFUL ACCOUNTS

The allowance for doubtful accounts was maintained at the prior year balance of \$84,516. This relates to the write-off of accounts becoming uncollectible during the current year of \$18,610 without adjusting the reserve for estimated uncollectible accounts at year end.

NOTE F - RELATED PARTY AND CONTINGENCY

On October 23, 1990 the Club purchased the utility business which supplies water, sanitation, and limited sewer services to the Club and the Club's members. The business was incorporated into a wholly owned subsidiary of the Club under the name of Alto Lakes Water Corporation. The Club's investment in the subsidiary is carried under the "Other Assets" caption on the balance sheet which reflects the stock held at cost in the amount of \$769,168. In addition, the Club provides a \$1,500,000 loan guaranty to the subsidiary's bank on a note payable with a balance due at March 31, 2000 of \$1,117,582, such note maturing November 23, 2000.

The Club is billed for utility services at the prescribed and approved rates as established by the New Mexico Public Service Commission. Payments to Alto Lakes Water Corporation for utility services for the years ended March 31, 2000 and 1999 were \$277,903 and \$360,598, respectively. The Club owed the water company \$33,390 at March 31, 2000 and \$11,816 at March 31, 1999 for utility services.

NOTE F - RELATED PARTY AND CONTINGENCY--Continued

The water company paid the Club during the current year \$5,500 for office rent, with \$6,500 being paid for similar services in the year ended March 31, 1999.

NOTE G - CONSOLIDATION

As discussed in the accountants' report, generally accepted accounting principles require that a wholly owned subsidiary (see Note F) be reported with the parent as consolidated unit. A summary of the consolidated balances at March 31, 2000 is as follows:

Assets	\$8,214,657
Liabilities	3,143,393
Equity	5,071,264
Net revenue	2,927,150
Expense	3,082,011
Net income (loss)	(154,861)

NOTE H - RISK MANAGEMENT

The Club is exposed to various risks of losses related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The Club has obtained insurance through New Mexico Mutual Insurance Company for workmen's compensation insurance; Union Standard Insurance Company for general liability and asset coverage; and Coregis Insurance Company for directors and officers liability insurance. The premiums are based on payroll and other expenditures, and are not directly related to claims filed.

NOTE I - CONCENTRATIONS OF CREDIT RISK

At March 31, 2000, the Club's demand accounts at Ruidoso State Bank, as well as two of the four certificates of deposit held, were fully insured by the Federal Deposit Insurance Corporation. The two certificates of deposit held at Santa Barbara Bank & Trust exceeded the FDIC insured amount by \$96,000.

Also at March 31, 2000, the Club had a Merrill Lynch cash management account which was insured by the Securities Investor Protection Corporation.

NOTE J - DEFINED CONTRIBUTION PLAN

On October 19, 1996, the Board of Directors approved the adoption of a defined contribution plan. The plan consists of a profit sharing plan funded at the discretion of the Club and a 401K salary deferral plan. The Club matches employee 401K contributions by contributing 25 cents for every dollar contributed by employees, but only on the first 3% of compensation contributed. Eligible employees must be at least 21 and have completed 12 months of service of at least 1,000 hours. For the year ended March 31, 2000, the Club funded this plan with a total of \$17,004, which was allocated among the 12 employees who were eligible to participate.

NOTE K - NOTES RECEIVABLE

This balance reflects the amount due on a note and mortgage, which is payable to the Club from a sale of real property on July 2, 1993. The note is payable at \$923.19 per month including interest at 6.8%, until fully paid. Maturities of this note for the next five years are \$6,593, \$7,055, \$7,550, \$8,080 and \$8,646.

SUPPLEMENTARY INFORMATION

ALTO LAKES GOLF AND COUNTRY CLUB, INC. SCHEDULE OF GOLF DEPARTMENT INCOME Years Ended March 31, 2000 and 1999

INCOME Private cart fees and repair \$ 65,333 \$ 57,819 Green fees 218,687 224,982 Cart rental 192,822 190,678 Club storage & other 4,421 756 Driving range fees 15,510 8,907 Pro shop lease 2,750 2,250 Handicap fees - 10,003 TOTAL INCOME 499,523 495,395 EXPENSES 2 499,523 495,395 EXPENSES 2 15,830 8,866 Employee meals 2,518 2,640 Payroll taxes 31,821 31,405 Education & training 990 4,664 Retirement account funding 10,471 7,301 Building and grounds maintenance 33,649 34,239 Driving range 4,668 4,618 Dues and subscriptions 3,737 3,331 Equipment fuel 6,886 6,184 Equipment repairs 39,603 26,138 Fertilizer and c		 2000		1999
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Cart rental 192,822 190,678 Club storage & other 4,421 756 Driving range fees 15,510 8,907 Pro shop lease 2,750 2,250 Handicap fees - 10,003 TOTAL INCOME 499,523 495,395 EXPENSES - 10,003 Labor 15,830 8,866 Employee meals 2,518 2,640 Payroll taxes 31,821 31,405 Education & training 990 - Retirement account funding 10,471 7,301 Building and grounds maintenance 33,649 34,239 Driving range 4,668 4,610 Dues and subscriptions 3,737 3,331 Equipment fuel 6,886 6,184 Equipment repairs 39,603 26,138 Fertilizer and chemicals 7,637 8,021 Indicate prepairs 39,603 26,138 Fertilizer and chemicals 7,637 8,021 Irrigation water	Green fees	218,687	-	·
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Miscellaneous 5 200 TOTAL EXPENSES 898,793 857,552				
TOTAL EXPENSES 898,793 857,552				
NET LOSS \$ (399,270) \$ (362.157)		 		
	NET LOSS	\$ (399,270)	\$	(362,157)

ALTO LAKES GOLF AND COUNTRY CLUB, INC. SCHEDULE OF FOOD AND BEVERAGE DEPARTMENT INCOME Years Ended March 31, 2000 and 1999

	2000	1999
INCOME		
Food sales	\$ 399,572	\$ 375,396
Cost of food sales	231,440	175,352
GROSS PROFIT ON FOOD SALES	168,132	200,044
Beverage sales	115,337	112,240
Cost of beverage sales	33,724	30,322
GROSS PROFIT ON BEVERAGE SALES	81,613	81,918
	01,010	
TOTAL INCOME	249,745	281,962
EXPENSES		
Labor	308,456	312,464
Insurance	11,922	10,562
Employee meals	17,705	19,989
Taxes - payroll	35,966	35,765
Education & training	1,364	566
Retirement account funding	3,999	6,003
Dues and subscriptions	471	940
Repairs	5,918	6,481
Laundry	43,418	37,667
Printing	190	30
Services purchased	260	1,481
Supplies	41,975	42,480
Licenses	1,865	797
Telephone	825	1,157
Travel	1,266	1,205
Uniforms	3,197	1,263
Equipment rental	384	387
Miscellaneous	93	4,143
TOTAL EXPENSES	479,274	483,380
NET LOSS	\$ (229,529)	\$ (201,418)

ALTO LAKES GOLF AND COUNTRY CLUB, INC. SCHEDULE OF SWIM AND TENNIS DEPARTMENT INCOME Years Ended March 31, 2000 and 1999

2000		2000	1999	
INCOME	•			
Swim fees Tennis fees	\$	660 165	\$ 	896 275
TOTAL INCOME		825		1,171
EXPENSES				
Labor		8,765		7,655
Payroll taxes		809		723
Maintenance Equipment repairs		216		402
Chemicals		4,879 2,445		3,412 2,054
Services purchased		1,000		1,000
Supplies		503		1,478
Telephone		343		312
Utilities		4,462		5,022
TOTAL EXPENSES		23,422		22,058
NET LOSS	\$	(22,597)	\$	(20,887)

ALTO LAKES GOLF AND COUNTRY CLUB, INC. SCHEDULE OF GENERAL AND ADMINISTRATIVE EXPENSES Years Ended March 31, 2000 and 1999

	 2000		1999	
Labor Employee group insurance	\$ 213,821 10,731	\$	202,251 7,473	
Payroll taxes	18,363		16,255	
Education & training	166		1,067	
Retirement account funding	5,947		4,728	
Board of directors expense	6		2,310	
Annual meeting	33,114		20,797	
Building and ground maintenance	135		183	
Credit card fees	21,369		18,262	
Donations	2,039		1,425	
Dues and subscriptions	4,220		3,852	
Equipment rental	379		4,931	
Equipment repairs	8,984		11,070	
General insurance	71,801		69,346	
Legal and professional	12,536		15,044	
Long range planning	2,712		1,001	
Office supplies	15,502		15,747	
Postage	15,651		14,458	
Member services	32,124		23,403	
Printing	16,482		13,978	
Security	87		475	
Services purchased	3,853		232	
Supplies	673		2,359	
Other taxes	939		[^] 60	
Property taxes	29,725		25,837	
Telephone	9,393		9,801	
Miscellaneous	4,711		2,913	
Travel	539		3,009	
Employee meals	 3,961	·	3,666	
TOTAL GENERAL & ADMINISTRATIVE EXPENSES	\$ 539,963	\$	495,933	

ALTO LAKES GOLF AND COUNTRY CLUB, INC. SCHEDULE OF HOUSE DEPARTMENT EXPENSES Years Ended March 31, 2000 and 1999

	-	2000		1999	
Labor Employee group insurance Payroll taxes Retirement account funding Cleaning contract Building maintenance House decorations Dues and subscriptions	\$	5,818 5 509 28,634 21,991 12,930 1,202	\$	20,038 1,456 1,921 368 22,419 11,312 618	
Entertainment Equipment rental Equipment repairs Security Services purchased Supplies Travel Utilities Miscellaneous		4,923 74 4,960 1,344 2,776 9,327 206 69,727		6,446 2,944 1,666 8,168 12,117 205 61,435 400	
TOTAL HOUSE DEPARTMENT EXPENSES	\$	164,426	\$	151,513	