FINANCIAL STATEMENTS

March 31, 2016 and 2015

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OFFICERS AND DIRECTORS

MARCH 31, 2016

President	Robert Kewley
Director	Les Bailey
Director	Laureen Zelt
Director	Toni Pope
Director	Jim Arnold
Director	Ralph Rush
Director	Patricia Martin
Director	JB Fraley
Director	David Winans



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INDEPENDENT AUDITORS' REPORT

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

We have audited the accompanying financial statements of Alto Lakes Golf and Country Club, Inc. (the Club), which comprise the balance sheets as of March 31, 2016 and 2015, and the related statements of income and changes in members' equity and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Club's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Club's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Club as of March 31, 2016 and 2015, and the results of its activity and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The schedules of income and expenses on pages 13-21 are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

June 14, 2016

TUCAKOS CPAS, PC
Pulakos CPAS, PC

BALANCE SHEETS

March 31, 2016 and 2015

	 2016	2015		
<u>Assets</u>				
Current assets				
Cash and cash equivalents	\$ 2,646,373	\$	2,223,624	
Accounts receivable, net	4,199,059		4,025,752	
Inventory	103,824		77,803	
Prepaid expenses and other assets	 302		30,868	
Total current assets	6,949,558		6,358,047	
Land, buildings and equipment, net	8,557,648		8,386,994	
Other assets				
Water rights	361,093		361,093	
Liquor license	70,409		70,409	
Other intangible assets, net	 26,480		30,368	
Total other assets	 457,982		461,870	
Total assets	\$ 15,965,188	\$	15,206,911	
Liabilities and Members' Equity				
Current liabilities				
Current portion of capital lease obligation	\$ -	\$	56,866	
Accounts payable	121,356		113,865	
Accrued compensation and payroll taxes	98,581		227,890	
Accrued property taxes	36,471		37,962	
Other accrued expense and payables	57,868		65,181	
Deferred income and assessments	3,940,268		3,782,526	
Deposits	 40,779		37,040	
Total current liabilities	4,295,323		4,321,330	
Non-current portion of capital lease obligations	-		135,942	
Members' equity	 11,669,865		10,749,639	
Total liabilities and members' equity	\$ 15,965,188	\$	15,206,911	

STATEMENTS OF INCOME AND CHANGES IN MEMBERS' EQUITY

		2016	2015		
Revenues					
Regular dues	\$	3,038,605	\$	3,259,249	
Food and beverage sales		1,833,520		1,624,230	
Golf department sales		909,296		886,618	
Membership transfer fees		545,750		575,505	
Social dues		338,852		365,317	
Other income		104,167		86,839	
Cost events		-		56,997	
Interest and dividend income		38,933		32,861	
Plan submittal fees		1,740		8,920	
Swim and tennis department fees		991		2,310	
Fitness department fees		730		1,109	
Gain on sale/disposition of assets		46,116		2,989	
Total revenues		6,858,700	#	6,902,944	
Operating expenses					
Food and beverage department		2,415,077		2,209,537	
Grounds department		1,415,523		1,507,127	
General and administrative		1,013,071		1,014,242	
Golf department		601,561		660,754	
Indirect department		560,520		577,546	
House department		236,389		290,933	
Cost events expense		-		46,373	
Swim and tennis department		22,385		15,384	
Interest expense		12,548		8,742	
Fitness department	-	3,411		1,802	
Total operating expenses		6,280,485		6,332,440	
Excess of revenues over operating expenses,					
before depreciation and amortization		578,215		570,504	
Depreciation and amortization		(883,989)		(826,575)	
Excess of expenses over revenue		(305,774)		(256,071)	
Members' equity, beginning of year		10,749,639		10,219,257	
Membership capital assessments		1,146,000		786,453	
Membership sales and upgrades		80,000			
Members' equity, end of year	\$	11,669,865	\$	10,749,639	

STATEMENTS OF CASH FLOWS

	2016	2015		
Operating activities				
Excess of expenses over revenues	\$ (305,774)	\$	(256,071)	
Adjustments to reconciles excess of expenses over				
revenues to net cash provided by operating activities				
Depreciation and amortization	883,989		826,575	
Gain on sale/disposition of assets	(46,116)		(2,989)	
Provision for bad debt	8,000		30,000	
Net change in operating assets and liabilities				
Accounts receivable	(181,307)		(162,312)	
Inventory	(26,021)		(10,798)	
Prepaid expenses and other assets	30,566		(15,817)	
Accounts payable	7,491		(1,040)	
Accrued expenses and other liabilities	(134,374)		27,523	
Deferred income and assessments	 157,742	163,859		
Net cash provided by operating activities	394,196	598,930		
Cash flows from investing activities				
Purchase of land, buildings and equipment	(1,051,205)		(738,250)	
Proceeds from sale/disposition of assets	 46,566	-	73,572	
Net cash used by investing activities	(1,004,639)	9) (66		
Cash flows from financing activities				
Membership sales and upgrades	80,000		-	
Membership capital assessments	1,146,000		786,453	
Payments of capital lease obligations	 (192,808)		(54,635)	
Net cash provided by financing activities	 1,033,192		731,818	
Net change in cash	422,749		666,070	
Cash, beginning of year	 2,223,624		1,557,554	
Cash end of year	\$ 2,646,373	\$	2,223,624	
Supplemental information - cash paid for interest	\$ 13,298	\$	8,742	

NOTES TO FINANCIAL STATEMENTS

March 31, 2016 and 2015

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Alto Lakes Golf and Country Club, Inc. (the Club) operates two golf courses in Lincoln County, New Mexico. In addition to golf course facilities, the Club also operates restaurant facilities 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.

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 those estimates.

<u>Financial Statement Presentation</u>

Certain reclassifications were made to the 2015 financial statements to conform with the 2016 presentation.

Cash and Cash Equivalents

For financial reporting purposes, the Club considers certificates-of-deposits with a maturity of twelve months or less to be cash equivalents. Early withdrawal fees to liquidate certificates-of-deposit would be immaterial.

Accounts Receivable

Management reviews the collectability of its receivables and, if necessary, records an allowance for its estimate of uncollectible accounts. Bad debt history and current facts and circumstance are the primary bases for this estimate. Accounts past 30 days due are deemed delinquent. Late charges are assessed at 2% of outstanding balance monthly. The Club has lien capability on the property of members who have unpaid balances owed to the Club. The allowance for uncollectible accounts was \$3,462 and \$46,830 at March 31, 2016 and 2015, respectively. When an account is specifically identified as being uncollectible, it is directly written off.

Inventory

Inventory consists primarily of food and beverage and is stated at lower of cost (first-in, first-out) or market.

Sales and Use Taxes

Revenues for which sales and use taxes apply are presented net of those taxes.

NOTES TO FINANCIAL STATEMENTS

March 31, 2016 and 2015

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Land, Buildings and Equipment

Land, buildings and equipment are reflected at cost for those items acquired after the membership assumed control of the Club from the resort developer 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 with a cost greater than \$5,000 are capitalized and depreciated over their estimated useful lives using the straight line method. Construction in progress on various projects at the end of the fiscal year is also included in these amounts. Depreciation expense was \$883,989 and \$826,575 in 2016 and 2015, respectively.

Deferred Income and Assessments

Deferred income and assessments consists primarily of membership dues and assessments that have been billed to members for the upcoming fiscal year. The Club defers amounts that are billed and recognizes the deferred income as revenue on a monthly basis when earned.

Revenue Recognition

Revenue from membership dues is recognized over the period to which the dues relate. Revenue from use of Club services is recognized as incurred.

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 1990, the Club's operations and financial records were examined by the Internal Revenue Service, and as a result, 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.

The liability method is used in accounting for income taxes, which includes the effects of temporary differences between financial and taxable amounts of assets and liabilities.

Financial Instruments

The carrying amounts of cash, receivables, payables, accrued expenses and other liabilities approximate fair value due to the short maturity periods of these instruments. The fair value of long-term debt is the carrying value based on the market rate of interest on the debt.

Subsequent Events

The Club has evaluated all events occurring subsequent to March 31, 2016 and through June 14, 2016, which is the date that the financial statements were issued, and does not believe any events occurred during this period that would require either recognition or disclosure in the accompanying financial statements.

NOTES TO FINANCIAL STATEMENTS

March 31, 2016 and 2015

NOTE 2 – CASH AND CASH EQUIVALENTS

Cash and cash equivalent balances consist of the following at March 31, 2016 and 2015:

	2016	2015
Certificates-of-deposits Demand accounts Cash on hand	\$ 2,496,560 148,999 <u>814</u>	\$ 2,013,371 209,439 <u>814</u>
	<u>\$ 2,646,373</u>	\$ 2,223,624

NOTE 3 – LAND, BUILDINGS AND EQUIPMENT

Land, buildings and equipment consist of the following:

	<u>2016</u>	2015
Club buildings	\$ 6,761,454	\$ 6,445,433
Paving and grounds improvements	4,541,900	4,258,328
Machinery and equipment	1,607,512	1,452,569
Furniture, fixtures and equipment	1,484,802	1,363,044
Land	927,682	947,134
Carts and pro shop fixtures and equipment	655,739	629,584
Fitness room equipment	238,292	237,517
Swim and tennis furniture and equipment	190,552	190,552
Office furniture and equipment	126,067	82,802
	16,534,000	15,606,963
Less accumulated depreciation	(7,976,352)	(7,219,969)
	\$ 8,557,648	\$ 8,386,994

NOTES TO FINANCIAL STATEMENTS

March 31, 2016 and 2015

NOTE 4 – INCOME TAXES

	2016			2015		
Deferred tax benefit Valuation allowance for deferred tax asset	\$	126,000 (126,000)	\$	138,000 (138,000)		
Net deferred tax benefit	<u>\$</u>		\$			

Temporary differences giving rise to the deferred tax asset consists primarily of operating loss carry forwards. Deferred tax assets as of March 31, 2016 and 2015 are as follows:

	2016	2015
Deferred tax assets Valuation allowance	\$ 2,286,000 (2,286,000)	\$ 2,142,000 (2,142,000)
Net deferred tax assets, less valuation allowance	<u>\$</u>	<u>\$</u>

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income and tax planning strategies in making this assessment. In order to fully realize the deferred tax asset, the Club will need to generate future taxable income prior to the expiration of the deferred tax assets governed by the tax code. As the Club does not anticipate generating such taxable income, the deferred tax asset has been fully allowed for as of March 31, 2016 and 2015. The net increase in the valuation allowance was \$126,000 and \$138,000 in 2016 and 2015, respectively.

The Club has available at March 31, 2016, approximately \$2,926,000 of unused New Mexico State operating loss carry forwards that may be applied against future taxable income, and that expire in years ranging from 2017 to 2021. The Club has available at March 31, 2016 approximately \$6,310,000 of unused Federal operating loss carry forwards that may be applied against future taxable income and that expire in years ranging from 2017 to 2036.

The Club has adopted accounting principles generally accepted in the United States of America, as they relate to uncertain tax positions and has evaluated its tax positions taken for all open tax years. Currently, the 2013, 2014 and 2015 tax years are open and subject to examination by the Internal Revenue Service, as well as other state tax jurisdictions. However, the Club is not currently under audit nor has the Club been contacted by any of these jurisdictions.

Based on the evaluation of the Club's tax positions, management believes all positions taken would be upheld under an examination. Therefore, no provision for the effects of uncertain tax positions has been recorded for the year ended March 31, 2016.

NOTES TO FINANCIAL STATEMENTS

March 31, 2016 and 2015

NOTE 5 – LEASES

Capital Lease

In 2014, the Club purchased golf course maintenance equipment under a capital lease agreement. The assets and liabilities under capital lease are recorded at the lower of the present value of the minimum lease payments or the fair value of the asset. The assets are depreciated over the lesser of their estimated productive lives or lease term.

Under the terms of the agreements, the Club will make monthly principal and interest payments of \$5,283 for the 60-month lease period, after which the Club will have an option to purchase the equipment at a bargain price. Depreciation of assets under capital leases is included in depreciation expense in the accompanying financial statements. During 2016, the Club fully paid all capital lease obligations ahead of set maturity schedules.

Operating Leases

The Club leases copiers and a postage machine on long-term operating lease agreements expiring through 2019. Monthly payments on these leases range from \$67 to \$1,215. The Club also leases various pieces of equipment under month-to-month operating lease contracts. Future minimum lease payments due over the remaining terms of long-term leases are:

Years ending March 31:

2017	\$ 4,449
2018	804
2019	603

Total lease expense was \$22,381 and \$30,797 in 2016 and 2015, respectively.

Outlaw Golf Course Lease

In March 2010, the membership approved a lease to own agreement for the Club to acquire the Outlaw Golf Course. In May 2010, the Board of Directors approved the lease document and it was signed by officers of the Club. The terms of the lease are an annual lease rate of \$1 per year and to operate and maintain the Outlaw course during the lease period.

The lease contained a provision that upon the sale of the real estate development to another developer, title to the golf course would pass to the Club. In July 2011, the real estate development was sold and the Club received title to the Outlaw Golf Course.

NOTES TO FINANCIAL STATEMENTS

March 31, 2016 and 2015

NOTE 6 – COMMITMENTS AND CONTINGENCIES

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 various commercial carriers to minimize any potential loss. The insurance premiums are based on revenues and payroll expenditures, and are not directly related to claims filed.

Concentration of Credit Risk

The Club management actively diversifies risk relating to cash balances among multiple financial institutions. Due to operational demands, the Club maintains cash balances in financial institutions that at times, exceed federally insured limits.

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 401(k) salary deferral plan. The Club matches employee 401(k) contributions by contributing 25 cents for every dollar contributed by employees, but only on the first 3% of compensation contributed. Eligible employees must be a least 21 or have completed 12 months of service of at least 1,000 hours. For the years ended March 31, 2016 and 2015, the Club incurred costs to fund the plan of \$6,515 and \$7,714, respectively.



SCHEDULES OF GOLF DEPARTMENT INCOME AND EXPENSES

	Alto Division			Outlaw Division				
	 2016		2015		2016		2015	
Income	 _							
Green fees	\$ 187,328	\$	180,111	\$	200,262	\$	200,635	
Cart rental	178,595		169,226		140,158		144,105	
Private cart fees	95,980		85,317		56,556		56,556	
Private cart repair fees	 50,417		50,668		_			
Total income	512,320		485,322		396,976		401,296	
Expenses								
Wages and benefits	316,080		350,215		202,145		215,158	
Private cart repairs	40,099		48,644		-		-	
Driving range	6,539		7,106		4,076		4,380	
Outside services	6,073		6,000		1,500		1,500	
Supplies	5,223		9,473		3,586		4,931	
Equipment repairs	2,149		2,804		2,923		751	
Printing	1,935		1,381		830		922	
Utilities and telephone	1,737		960		720		700	
Travel	1,701		1,882		-		-	
Dues and subscriptions	1,317		1,818		748		371	
Laundry	 1,093		1,014		1,087		744	
Total expenses	 383,946		431,297		217,615		229,457	
Net income	\$ 128,374	\$	54,025	\$	179,361	\$	171,839	

SCHEDULES OF FOOD AND BEVERAGE DEPARTMENT INCOME AND EXPENSES

	Alto			Outlaw				
		2016		2015		2016		2015
Income								
Food sales	\$	1,111,947	\$	995,929	\$	113,385	\$	106,461
Cost of food sales		596,340		517,795		47,458		41,313
Gross profit on food sales		515,607		478,134		65,927		65,148
Beverage sales		447,972		368,791		43,032		40,599
Cost of beverage sales		162,102		148,058		14,750		8,965
Gross profit on beverage sales		285,870		220,733		28,282		31,634
Unused food minimum		117,184		112,450		<u>-</u>		
Total income		918,661		811,317		94,209		96,782
Expenses								
Wages and benefits		1,202,345		1,124,195		164,157		156,929
Supplies		79,386		66,495		11,763		11,426
Laundry		68,598		72,966		5,860		4,992
Miscellaneous		39,345		34,495		1,361		1,785
Uniforms		14,953		5,710		306		402
Equipment rental and repair		3,176		9,838		1,100		-
Printing		2,077		1,590		_		2,583
Total expenses		1,409,880		1,315,289		184,547		178,117
Net loss	\$	(491,219)	\$	(503,972)	\$	(90,338)	\$	(81,335)

SCHEDULES OF GROUNDS DEPARTMENT EXPENSES

	Alto			Outlaw				
		2016		2015		2016		2015
Wages and benefits	\$	401,208	\$	415,445	\$	343,078	\$	296,496
Irrigation water		349,601		452,516		-		11,490
Equipment repairs		33,158		21,507		24,611		19,395
Fertilizer and chemicals		32,716		34,864		41,604		33,385
Special projects		20,116		21,576		32,973		14,188
Outside services		17,609		15,672		3,188		12,991
Miscellaneous		17,156		13,826		6,689		7,767
Equipment fuel		15,873		20,572		16,059		18,882
Forest thinning		14,750		39,554		3,246		22,234
Supplies		8,433		5,936		13,918		5,302
Building and grounds maintenance		7,154		4,550		5,687		4,312
Utilities		1,726		2,999		396		383
Dues and subscriptions		1,183		1,180		358		350
Equipment rental		976		2,267		2,057		7,488
Total expenses	\$	921,659	\$	1,052,464	\$	493,864	\$	454,663

SCHEDULES OF GENERAL AND ADMINISTRATIVE EXPENSES

	Alto			Outlaw			
	2016		2015		2016		2015
Wages and benefits	\$ 525,214	\$	562,309	\$	-	\$	_
Outside services	203,802		63,530		-		-
Member services	103,689		110,400		-		-
Legal and professional	47,858		94,309		4,800		4,800
Miscellaneous	30,845		35,985		-		-
Utilities and telephone	27,991		23,868		1,708		1,705
Equipment rental	23,523		32,712		-		-
Postage	9,514		13,313		-		-
Office supplies	8,658		8,646		-		-
Bad debt expense	8,000		30,000		-		-
Supplies	7,718		6,008		-		-
Printing	6,245		4,072		-		-
Credit card fees	 3,506		22,585				
Total expenses	\$ 1,006,563	\$	1,007,737	\$	6,508	\$	6,505

SCHEDULES OF HOUSE DEPARTMENT EXPENSES

	Alto			Outlaw				
		2016		2015		2016		2015
Wages and benefits	\$	136,362	\$	131,938	\$	25,465	\$	23,545
Building and grounds maintenance		26,088		59,166		4,043		16,027
Supplies		24,238		24,941		2,507		6,740
Outside services		7,834		11,083		1,716		-
House decorations		4,383		3,283		-		-
Miscellaneous		2,382		1,443		313		220
Equipment repairs		438		12,160		620		387
Total expenses	\$	201,725	\$	244,014	\$	34,664	\$	46,919

SCHEDULES OF FITNESS DEPARMENT INCOME AND EXPENSES

	2016			2015	
Income					
Fitness fees	\$	730	\$	1,109	
Total income		730		1,109	
Expenses					
Equipment repairs		1,831		559	
Supplies		1,580		1,243	
Total expenses		3,411		1,802	
Net loss	\$	(2,681)	\$	(693)	

SCHEDULES OF SWIM AND TENNIS DEPARTMENT INCOME AND EXPENSES

	2016		2015
Income	 		
Swim and tennis fees	\$ 991	\$	2,310
Total income	991		2,310
Expenses			
Wages and benefits	10,214		10,871
Equipment repairs	3,444		512
Chemicals	2,767		882
Supplies	2,574		2,324
Building and grounds maintenance	2,259		645
Outside services	977		-
Taxes	 150	-	150
Total expenses	22,385		15,384
Net loss	\$ (21,394)	\$	(13,074)

SCHEDULES OF COST EVENTS INCOME AND EXPENSES

	2016		2015	
Income				
Food sales	\$	-	\$	32,040
Beverage sales		-		17,242
Non-inventory sale items	-		-	7,715
Total income		-		56,997
Expenses				
Cost events expense				46,373
Total expenses		<u>-</u>		46,373
Net income	\$	<u>-</u>	\$	10,624

SCHEDULES OF INDIRECT DEPARTMENT EXPENSES

	 2016	 2015	
Utilities - electricity	\$ 228,817	\$ 227,491	
Property taxes	105,923	105,922	
Utilities - water and sanitation	104,109	97,248	
General insurance	81,150	101,044	
Utilities - gas	29,899	34,649	
Utilities - cable	6,959	7,484	
Security	 3,663	 3,708	
Total expenses	\$ 560,520	\$ 577,546	