FINANCIAL STATEMENTS

AND

SUPPLEMENTARY INFORMATION

DECEMBER 31, 2022 AND 2021

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### CERTIFIED PUBLIC ACCOUNTANTS

438 FIFTH AVENUE, SUITE 200 PELHAM, NY 10803-1257 Phone 914.654.0663 Fax 914.654.0936

### INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Shareholders 300 WEST 23RD STREET OWNERS CORP.

#### Opinion

We have audited the accompanying financial statements of 300 WEST 23RD STREET OWNERS CORP., which comprise the balance sheets as of December 31, 2022 and 2021, and the related statements of operations, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of 300 WEST 23RD STREET OWNERS CORP. as of December 31, 2022 and 2021, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

### **Basis for Opinion**

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of 300 WEST 23RD STREET OWNERS CORP, and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Responsibilities of Management for the Financial Statements

The Board of Directors and managing agent (cumulatively "Management") are responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about 300 WEST 23RD STREET OWNERS CORP.'s ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

# Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 300
  WEST 23RD STREET OWNERS CORP.'s internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting
  estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about 300 WEST 23RD STREET OWNERS CORP's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

### Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The Schedules of Capital Improvements and Repairs and Maintenance are presented for the purpose of additional analysis and are not a required part of the financial statements. Such information is the responsibility of the Board of Directors and 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.

# Omission of Required Supplementary Information about Future Major Repairs and Replacements

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The Corporation has not presented supplementary information about future major repairs and replacements to common property that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Financial Accounting Standards Board, which considers it to be an essential part of the financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Pelham, New York April 14, 2023

# BALANCE SHEETS

December 31, 2022 and 2021

\_\_\_\_

	2022	:	<u>2021</u>
ASSETS			
Current assets:			
Cash, operating account	\$ 5	53,965 \$	542,746
Cash and cash equivalents, interest bearing	2,1	34,680	2,064,693
Cash designated for real estate taxes	4	39,245	415,498
Receivables from tenant-shareholders		19,662	48,852
Prepaid real estate taxes		•	111 <i>,</i> 717
Other prepaid expenses		6,367	5,308
Prepaid common charges		18,491	3,938
Total current assets	3,1	72,410	3,192,752
Real property, at cost:			
Land	3,6	63,078	3,663,078
Building	14,6	52,312	14,652,312
Building improvements	7,4	92,674	7,207,626
	25,8	08,064	25,523,016
Less accumulated depreciation	16,5	68,198	16,013,970
Net real property	9,2	39,866	9,509,046
Other assets:			
Security deposit account	1	19,778	76,000
Total assets	\$12,5	32,054 \$_	12,777,798

# **BALANCE SHEETS**

December 31, 2022 and 2021

	<u>2022</u>			<u>2021</u>	
LIABILITIES					
Current liabilities:					
Accounts payable and accrued expenses	\$	12,231	\$	35,148	
Contractors payable for capital projects		-		48,938	
Accrued interest payable		28,646		28,646	
Maintenance revenue received in advance		69,155		70,427	
Tax abatements and credits due to tenant-shareholders		133,650		116,957	
Total current liabilities		243,682		300,116	
Other liabilities:					
Mortgage note payable, net of unamortized debt acquisition costs of					
\$213,063 and \$238,131 in 2022 and 2021, respectively		12,286,937		12,261,869	
Refundable security deposits		261,357		205,579	
Total liabilities		12,791,976		12,767,564	
Commitments and Contingencies - Note 8					
STOCKHOLDERS' EQUITY					
Common stock, 40,000 shares of \$1 par value authorized,					
37,575 shares issued, 37,397 shares outstanding		37,575		37,575	
Additional paid-in capital		13,699,943		13,699,943	
Additional paid-in capital, treasury stock		75,025		75,025	
Treasury stock, 178 shares, at cost		(485,526)		(485,526)	
Accumulated deficit		(13,586,939)		(13,316,783)	
Total stockholders' equity		(259,922)		10,234	
Total liabilities and stockholders' equity	\$	12,532,054	\$	12,777,798	

### STATEMENT OF OPERATIONS

For the Years Ended December 31, 2022 and 2021

2021 2022 Revenues: Maintenance charges \$ 4,099,968 \$ 3,980,550 330,000 Maintenance assessments 340,001 Late fees 7,250 2,696 Sublet fees 3,731 6,961 Move-in fees 6,900 6,700 21,600 Laundry 21,600 37,390 Transfer fees 35,155 Storage bins 48,500 51,230 Other income 27,447 1,240 Interest income 17,935 8,704 4,608,487 4,447,071 **Expenses:** Common charges, operating expenses 1,093,904 918,728 Excess condominium expenses - Note 7 622,959 568,314 Gas, laundry room 5,469 3,964 Repairs and maintenance 94,968 87,129 Water and sewer charges 51,736 50,497 Insurance 8,444 8,007 Debt servicing costs 368,820 518,798 Real estate taxes 2,006,258 1,924,695 9,256 Professional fees 22,141 Real estate tax certiorari 425 425 Corporation taxes 3,450 3,528 Administrative and telephone 39,502 32,147 Other 6,186 7,578 4,324,415 4,132,913 284,072 314,158 Income from operations before depreciation

(554,228)

(270,156)

\$

\$

(557,424)

(243,266)

Depreciation of building and improvements

Net loss for the year

# STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

For the Years Ended December 31, 2022 and 2021

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		<u>2022</u>	2022 2021	
Common Stock				
Balance, beginning of year	\$	37,575	\$	37,575
Transactions during the year		<u>-</u>	_	
Balance, end of year	\$	37,575	\$	37,575
Additional Paid-In Capital				
Balance, beginning of year	\$	13,699,943	\$	13,699,943
Transactions during the year		-		-
Balance, end of year	\$	13,699,943	\$	13,699,943
Additional Paid-In Capital, Treasury Stock				
Balance, beginning of year	\$	75,025	\$	75,025
Transactions during the year		-		
Balance, end of year	\$	75,025	\$ <u></u>	75,025
Treasury Stock				
Balance, beginning of year	\$	(485,526)	\$	(485,526)
Transactions during the year	_	-		
Balance, end of year	\$	(485,526)	\$	(485,526)
Accumulated Deficit				
Balance, beginning of year	\$	(13,316,783)	\$	(13,073,517)
Net loss for the year		(270,156)		(243,266)
Balance, end of year	\$	(13,586,939)	\$	(13,316,783)

# STATEMENT OF CASH FLOWS

For the Years Ended December 31, 2022 and 2021

		<u>2022</u>		<u>2021</u>
Cash Flows From Operating Activities				
Net loss for the year	\$	(270,156)	\$	(243,266)
Adjustments to reconcile net loss for the year				
to net cash provided by operating activities:				
Non-cash: depreciation of building and improvements		554,228		557,424
Non-cash: amortization of debt issuance costs as interest expense		25,068		12,534
(Increase) decrease in assets:				
Receivables from tenant-shareholders		29,190		16,372
Prepaid real estate taxes		111,717		(95,857)
Other prepaid expenses		(1,059)		59
Prepaid common charges		(14,553)		141,351
Security deposit account		(43,778)		(3,500)
Increase (decrease) in liabilities:				
Accounts payable and accrued expenses		(22,917)		(3,505)
Contractors payable for capital projects		(48,938)		40,772
Maintenance revenue received in advance		(1,272)		1,291
Tax abatements and credit due to tenant-shareholders		16,693		271
Refundable security deposits		55,778	_	19,000
Net Cash Provided By Operating Activities		390,001		442,946
Cash Flows From Investing Activities				
Additions to building improvements		(285,048)	_	(209,656)
Net Cash Used In Investing Activities		(285,048)	_	(209,656)
Cash Flows From Financing Activities				
Proceeds from new mortgage		-		12,500,000.00
Repayment of prior mortgage at closing		-		(12,082,783.00)
Mortgage refinancing costs		•		(115,054.00)
Mortgage principal payments during the year		•	_	(123,901)
Net Cash Provided By Financing Activities		-	_	178,262
Net increase in cash and cash equivalents		104,953		411,552
Cash and cash equivalents, beginning of year		3,022,937	_	2,611,385
Cash and cash equivalents, end of year	\$	3,127,890	\$_	3,022,937
Supplemental Cash Flow Disclosure  Cash used for interest	\$	343,752	\$	514,239
	· ===		<u></u>	
Cash used for franchise taxes	\$ <u></u>	1,500	<sup>\$</sup> =	3,441

### 1. Nature of Organization

300 WEST 23RD STREET OWNERS CORP. (the "Corporation") is a qualified cooperative housing corporation organized under Section 216(b)(1) of the Internal Revenue Code. The Corporation was formed to operate and maintain the residential unit of the 300 WEST 23RD STREET CONDOMINIUM (the "Condominium") located at 300 West 23rd Street, New York, New York. The residential unit comprises the 220 residential apartments in the building.

The financial statements of 300 WEST 23RD STREET CONDOMINIUM should be read in conjunction with these financial statements.

## 2. <u>Date of Management's Review</u>

In preparing the financial statements, the Corporation has evaluated events and transactions for potential recognition or disclosure through April 14, 2023, the date the financial statements were first available to be issued.

### 3. Summary of Significant Accounting Policies

Basis of Presentation – The financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) as detailed in the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC). The Corporation has determined that it meets the definition of a Common Interest Realty Association (CIRA) for accounting purposes and therefore follows the CIRA accounting guidance in ASC 972.

<u>Use of Estimates</u> – 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 certain reported amounts and disclosures in the financial statements. Accordingly, actual results could differ from those estimates.

<u>Cash Equivalents</u> - For purposes of the statement of cash flows, the Corporation considers all temporary cash investments with original maturities of three months or less, and certificates of deposit that do not contain significant early withdrawal penalties, to be cash equivalents.

<u>Depreciation</u> – Building and building improvements are stated at cost. The building and improvements are depreciated over their estimated useful lives using the straight-line method. Expenditures for repairs and maintenance are charged to operations as incurred.

Maintenance Fees and Assessments – Tenant-shareholders are subject to monthly maintenance fees based on an annual budget determined by the Board of Directors to provide funds for the Corporation's operating expenses. Maintenance fee revenue is recognized as the related performance obligations are satisfied at transaction amounts expected to be collected. The Corporation's performance obligations related to its maintenance fees are satisfied over time on a daily pro-rata basis using the input method. The Corporation levies capital assessments to replenish capital reserves for monies previously spent and to provide funding for current and future capital improvement projects. The performance obligations related to capital assessments are satisfied when those funds are expended for their designated purpose.

Accounts receivable at the balance sheet date are stated at the amounts expected to be collected from outstanding maintenance fees and assessments from tenant-shareholders. It is the Corporation's policy to retain legal counsel and place liens on the stock of tenant-shareholders whose maintenance fees and capital assessments are in arrears after all reasonable collection methods are exhausted. Any excess maintenance fees at year-end are retained by the Corporation for use in the succeeding year.

The Corporation treats uncollectible maintenance fees and assessments as credit losses. Methods, inputs, and assumptions used to evaluate when maintenance fees and assessments are considered uncollectible include consideration of past experience and susceptibility to factors outside the Corporation's control. Amounts receivable from tenant-shareholders as of the beginning and end of the year were \$48,852 and \$19,662, respectively.

<u>Contract Liabilities (Assessments Received in Advance)</u> – The Corporation recognizes revenue from tenant-shareholders as the related performance obligations are satisfied. A contract liability (assessments received in advance) is recorded when the Corporation has the right to receive payments in advance of the satisfaction of performance obligations related to a capital assessment. As of as of the beginning and end of the year there were no contract liabilities (assessments received in advance).

### 3. Summary of Significant Accounting Policies (Continued)

Income Taxes – The Corporation is subject to Federal income tax as a cooperative association pursuant to Subchapter T of the Internal Revenue Code. The Corporation is also subject to New York State franchise tax and New York City general corporation tax at prevailing tax rates and methods. The Corporation's tax filings are subject to audit by various taxing authorities for the years 2020 through 2022. In evaluating the Corporation's tax provisions and accruals, the Corporation believes that its estimates are appropriate based on current facts and circumstances.

The Corporation has incurred cumulative net operating losses for tax purposes which are available to be carried forward to future tax periods. It is not likely that the Corporation will benefit from any deferred tax benefits resulting from prior losses and, accordingly, no deferred tax assets have been recognized in these financial statements. The Corporation has available net operating loss carryforwards of approximately \$10,723,000 expiring at various times through 2037.

The Corporation has adopted Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 740 – Accounting for Uncertainty in Income Taxes. The Corporation will record a liability for uncertain tax positions when it is more likely than not that a tax position would not be sustained if examined by the taxing authorities. The Corporation continually evaluates changes in the tax law and new authoritative rulings. At present, there are no uncertain tax positions recorded that would have a material impact on the financial statements.

<u>Treasury Stock</u> - Shares of stock allocated to apartments acquired by the Corporation have been recorded as treasury stock at the total cost incurred by the Corporation in acquiring those shares.

### 4. Concentration of Credit Risk

The Corporation maintains deposit accounts at high-quality financial institutions in New York City. From time to time, deposits in these accounts may exceed federally insured limits (FDIC). As of December 31, 2022 and 2021, the Corporation had uninsured cash deposits of approximately \$557,000 and \$988,000, respectively. The Corporation has not experienced any losses in these accounts and does not deem them to be at risk.

## 5. Mortgage Note Payable and Line of Credit

During June 2021, the Corporation refinanced its existing mortgage with a new first mortgage in the principal amount of \$12,500,000 payable to Investors Bank. The new mortgage requires monthly payments of interest only at a fixed annual rate of 2.75% for a period of ten-years. The mortgage note matures May 2031 and may only be prepaid, subject to penalty, as defined in the mortgage documents. Notwithstanding the foregoing, once each loan year the Corporation may prepay up to 10% of the then outstanding principal balance of the note without penalty. Following any such pay down, the remaining monthly payments will be adjusted to reflect the reduced principal sum.

In addition to the new first mortgage, Investors Bank extended the Corporation an unsecured revolving line of credit in the maximum amount of \$350,000. The terms of the credit line require monthly payments of interest only on any outstanding balance at a variable rate consisting of the Prime Rate (as defined in the loan agreement) plus 1.00%; however, in no event shall the rate be less than 4.50% per annum. No amounts have been drawn under either credit facility.

In connection with its June 2021 refinancing transaction, the Corporation incurred fees of \$115,054 that are being amortized over the ten-year term of the mortgage. Unamortized debt issuance costs (included as a reduction of long-term debt per ASU 2015-03) as of December 31, 2022 and 2021 were \$213,063 and \$238,131, respectively. Unamortized debt issuance costs for the year ending December 31, 2021 includes the remaining unamortized debt issuance costs of the prior mortgage. Amortization of debt issuance costs is now reported together with interest expense in the statement of operations as Debt Servicing Costs. Interest expense for the years ending December 31, 2022 and 2021 was \$343,752 and \$506,264, respectively. Interest expense for the year ending December 31, 2021 included a prepayment premium to Investors Bank in the amount of \$120,828.

As a condition to extending financing, the Corporation is required to maintain a reserve account with Investors Bank throughout the term of the first mortgage. The residential unit of the 300 WEST 23RD STREET CONDOMINIUM is pledged as collateral for the mortgage and credit line.

6. Funding for Future Major Repairs and Replacements

The Corporation has not conducted a formal study to determine the remaining useful lives of all the components of common property and current estimates of costs of major repairs and replacements that may be required in the future. The study is not required by governing law or the By-laws of the Corporation. The Board of Directors reviews the condition of various building systems on a recurrent basis and intends to repair or replace elements of the common property as the need arises.

The Corporation's governing documents do not require the accumulation of funds in advance of major repairs and replacements to common property. The Board of Directors has established separate accounts to accumulate funds for repairs and replacements to common property. When additional funds are needed to meet future needs for major repairs and replacements, the Corporation has the right to increase regular maintenance, authorize special assessments, borrow, or delay non-essential major repairs and replacements until funds are available. The effect on future maintenance assessments has not been determined at this time.

### 7. Excess Condominium Expense Reimbursements

In May 1996, the Condominium Association and the retail unit owner entered into an agreement wherein certain revisions were made to the operating budget of the Condominium with respect to the common elements and allocation of common expenses. Pursuant to the agreement, the Corporation, as the residential unit owner, is to reimburse the Condominium Association for certain expenses in excess of its residential common charges.

Expenses in excess of residential unit common charges for the years ended December 31, 2022 and 2021 consisted of the following:

	<u>2022</u>	<u>2021</u>		
Wages	\$ 205,472	\$	167,760	
Payroll tax expense	15,153		9,244	
Employee union benefits	177,671		209,482	
Electricity	 224,663		181,828	
Totals	\$ 622,959	\$	568,314	

## 8. <u>Commitments and Contingencies</u>

In general, the Corporation is subject to various legal proceedings and claims, either asserted or unasserted, that arise in the ordinary course of business. In any instance we would immediately notify our insurance carrier. Although the outcome of legal proceedings and claims cannot be predicted with certainty, the Board of Directors and management estimate that any such matters would be resolved without a material adverse effect on the Corporation's future financial position or results of operations.

During 2022 and 2021, the Corporation entered into separate contracts for mandatory façade restoration pursuant to the New York City FISP program. The first contract was entered into during August 2021 in the amount of \$239,327 and was completed during 2022. The second contract was entered into during October 2022 in the amount of \$380,900. The Corporation remitted a deposit of \$46,000 and as of December 31, 2022, approximately \$334,900 remained to be paid to the contractor.

During 2022, the Corporation entered into a contract in the amount of \$268,914, exclusive of architectural and engineering fees, for the laundry room upgrade. The project is scheduled to begin in early 2023.

## 9. Real Estate Tax Abatements and Tax Certiorari

The Corporation receives property tax credits for the benefit of tenant-shareholders eligible for such credits pursuant to the State's cooperative and condominium abatement program as well as STAR, Veteran, Senior Citizen, and other credits. Abatements and credits are generally rebated to tenant-shareholders during the period received.

# 9. Real Estate Tax Abatements and Tax Certiorari (Continued)

During June 2019, the New York State Legislature extended the real estate tax abatement program for cooperatives and condominiums in New York City, with modifications, to June 30, 2021. The modifications served to restrict abatements to apartment owners who use at least one apartment in the building as their primary residence. Abatements for apartment owners who did not meet the qualifications for primary residence were phased-out through the period ending June 2015. These owners included units that are held solely by a trust and possibly those units held by limited liability companies, corporations, and partnerships. During 2021, the State Legislature extended the program through June 30, 2023.

The Corporation annually protests the assessed valuation of its land and building for property tax purposes. Tax reduction benefits are generally received in the form of credits on account for prior years' reductions, cash refunds for current periods and tax savings going forward.

## 10. Adjustments to Tenant-Shareholder Stock Basis

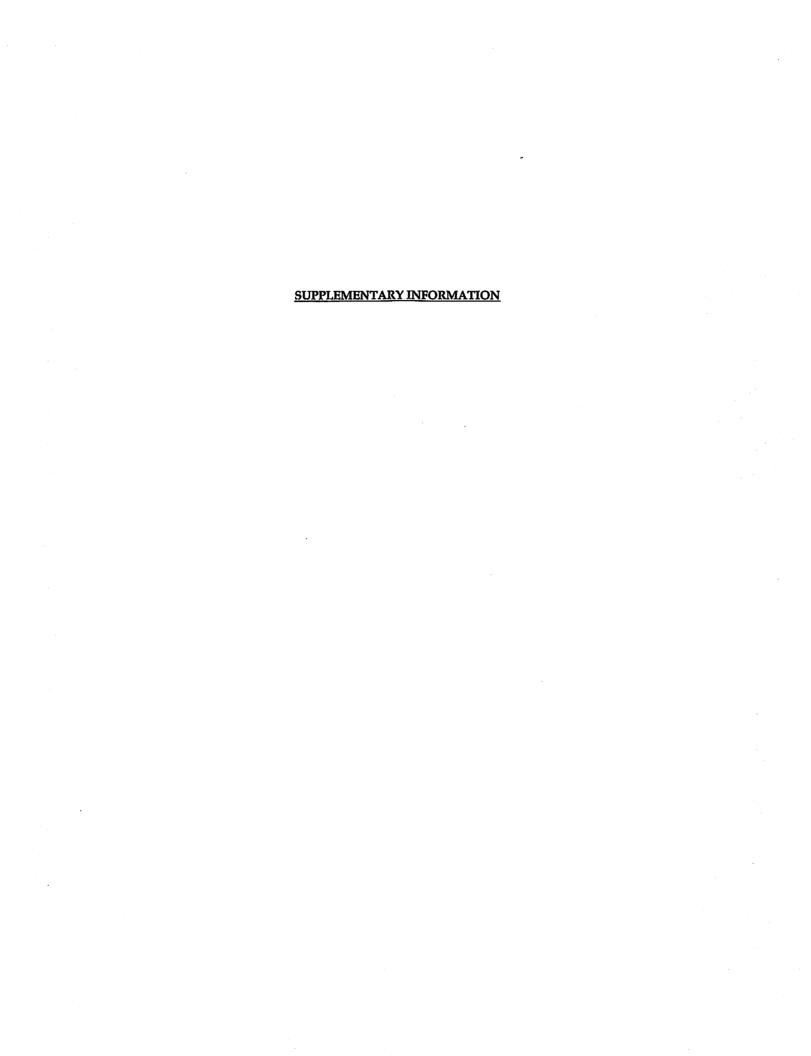
Maintenance fees contributed for the reduction of mortgage principal, as well as special assessments levied for capital improvement projects, are considered contributions to the capitalization of the corporation for income tax purposes. These amounts may be added by tenant-shareholders to their individual basis of investment in their apartments. Shareholders should consult their personal tax advisors as to their specific treatment.

Recent capital contributions per-share approximated the following:

2022	\$ -	201 <i>7</i>	\$ 6.96
2021	3.30	2016	5.02
2020	<i>7.7</i> 5	2015	5. <i>7</i> 1
2019	7.48	2014	18.46
2018	7.21	2013	5.30

## 11. <u>Covid-19</u>

The World Health Organization has declared Covid-19 to constitute a "Public Health Emergency of International Concern" and characterized Covid-19 as a pandemic. The spread of the virus has caused business disruptions domestically that are anticipated to continue for the foreseeable future. The extent of the impact of Covid-19 pandemic on the Corporation's future operational and financial performance will depend on future developments, all of which are highly uncertain and cannot be predicted.



# SCHEDULES OF CAPITAL IMPROVEMENTS, REPAIRS AND MAINTENANCE

For the Years Ended December 31, 2022 and 2021

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	<u>2022</u>		<u>2021</u>	
Capital Improvements				
Façade restoration, in progress at December 31	\$	252,502	\$ 209,656	
Laundry room upgrade - engineering fees		20,429	-	
Refuse chute doors		12,117	 	
Totals	\$	285,048	\$ 209,656	
Repairs and Maintenance				
Plumbing	\$	36,442	\$ 28,567	
Janitorial supplies and materials		21,458	19,069	
Painting, plastering, carpentry, glazing		16,415	-	
Exterminating		8,553	19,898	
Miscellaneous		4,313	4,311	
Cleaning and sanitation		4,981	461	
Intercom and electrical		1,452	9,374	
Equipment purchase and maintenance		1,189	3,499	
Grounds, flowers		165	 1,950	
Totals	\$	94,968	\$ 87,129	