

Allied Drive Redevelopment, LLC

Financial Report

December 31, 2021

ALLIED DRIVE REDEVELOPMENT, LLC

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INDEPENDENT AUDITOR'S REPORT

To the Members
Allied Drive Redevelopment, LLC
Madison, WI

Opinion

We have audited the accompanying financial statements of Allied Drive Redevelopment, LLC, which comprise the balance sheets as of December 31, 2021 and 2020, and the related statements of operations, members' 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 Allied Drive Redevelopment, LLC as of December 31, 2021 and 2020, 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 audits 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 Allied Drive Redevelopment, LLC 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

Management is 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 Allied Drive Redevelopment, LLC'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, including omissions, 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 Allied Drive Redevelopment, LLC'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 Allied Drive Redevelopment, LLC'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.

Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information (schedules of project operating expenses) is presented for purposes of additional analysis and is 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 audits 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.

SVA Certified Public Accountants, S.C.

Madison, Wisconsin

February 18, 2022

ALLIED DRIVE REDEVELOPMENT, LLC

BALANCE SHEETS

December 31, 2021 and 2020

	2021	2020
ASSETS		
Cash and cash equivalents	\$ 93,333	\$ 119,686
Restricted cash	411,030	404,354
Accounts receivable	6,963	16,223
Prepaid ground lease	339,667	343,667
Prepaid expenses	13,885	20,364
Rental property under land lease, net	5,017,025	5,313,145
Tax credit fees, net	14,764	22,146
TOTAL ASSETS	\$ 5,896,667	\$ 6,239,585
LIABILITIES AND MEMBERS' EQUITY		
LIABILITIES		
Mortgage notes payable	\$ 2,324,018	\$ 2,372,186
Accounts payable	2,838	32,311
Accrued interest	301,682	241,884
Accrued expenses	346,559	304,584
Tenants' security deposits payable	46,200	46,409
Prepaid rents	39,413	40,239
Total liabilities	3,060,710	3,037,613
MEMBERS' EQUITY	2,835,957	3,201,972
TOTAL LIABILITIES AND MEMBERS' EQUITY	\$ 5,896,667	\$ 6,239,585

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

ALLIED DRIVE REDEVELOPMENT, LLC

STATEMENTS OF OPERATIONS

Years ended December 31, 2021 and 2020

	2021	2020
Revenues:		
Rental income	\$ 677,364	\$ 644,564
Vacancies and concessions	(25,968)	(15,577)
Other revenue	515	5,876
Total revenues	651,911	634,863
Rental expenses:		
Rent and administrative	124,203	127,314
Utilities	53,095	58,272
Operating and maintenance	233,245	231,626
Ground lease	4,000	4,000
Taxes and insurance	105,382	96,233
Total rental expenses	519,925	517,445
Net rental income	131,986	117,418
Financial income (expense):		
Interest income	160	593
Interest expense	(99,702)	(101,826)
Total financial income (expense)	(99,542)	(101,233)
Income before other expenses	32,444	16,185
Other expenses:		
Depreciation	355,214	343,104
Amortization	7,382	7,383
Loss on disposal of rental property	503	0
Managing member management fee	28,516	27,685
Asset management fee	6,844	6,644
Total other expenses	398,459	384,816
Net loss	\$ (366,015)	\$ (368,631)

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

ALLIED DRIVE REDEVELOPMENT, LLC

STATEMENTS OF MEMBERS' EQUITY Years ended December 31, 2021 and 2020

	<u>Managing member</u>	<u>Investor member</u>	<u>Total</u>
Balances, December 31, 2019	\$ (290)	\$ 3,570,893	\$ 3,570,603
Net loss	<u>(37)</u>	<u>(368,594)</u>	<u>(368,631)</u>
Balances, December 31, 2020	(327)	3,202,299	3,201,972
Net loss	<u>(37)</u>	<u>(365,978)</u>	<u>(366,015)</u>
Balances, December 31, 2021	<u>\$ (364)</u>	<u>\$ 2,836,321</u>	<u>\$ 2,835,957</u>
Ownership percentages	<u>0.01%</u>	<u>99.99%</u>	<u>100.00%</u>

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

ALLIED DRIVE REDEVELOPMENT, LLC**STATEMENTS OF CASH FLOWS**

Years ended December 31, 2021 and 2020

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (366,015)	\$ (368,631)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	355,214	343,104
Amortization	7,382	7,383
Amortization of prepaid ground lease	4,000	4,000
Loss on disposal of rental property	503	0
Increase (decrease) in cash due to changes in:		
Accounts receivable	9,260	(15,805)
Prepaid expenses	6,479	(9,755)
Accounts payable	(29,473)	17,930
Accrued interest	59,798	29,257
Accrued expenses	41,975	37,366
Tenants' security deposits payable	(209)	1,469
Prepaid rents	(826)	(1,584)
Net cash provided by operating activities	88,088	44,734
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of rental property	(59,597)	(55,849)
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on mortgage notes payable	(48,168)	(46,052)
Change in cash, cash equivalents, and restricted cash	(19,677)	(57,167)
Cash, cash equivalents, and restricted cash:		
Beginning	524,040	581,207
Ending	\$ 504,363	\$ 524,040
RECONCILIATION OF CASH, CASH EQUIVALENTS, AND RESTRICTED CASH TO BALANCE SHEET		
Cash and cash equivalents	\$ 93,333	\$ 119,686
Restricted cash	411,030	404,354
Total cash, cash equivalents, and restricted cash	\$ 504,363	\$ 524,040
SUPPLEMENTAL DISCLOSURE(S) OF CASH FLOW INFORMATION		
Cash payments for interest	\$ 39,904	\$ 72,569

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

ALLIED DRIVE REDEVELOPMENT, LLC
NOTES TO FINANCIAL STATEMENTS
December 31, 2021

NOTE A -- Nature of business and significant accounting policies

Nature of business

Allied Drive Redevelopment, LLC (the company), was organized on January 25, 2008, as a limited liability company under the Wisconsin Limited Liability Company Act (the Act). The company was formed to acquire, construct, and operate a 49-unit apartment complex located in Madison, Wisconsin, called Revival Ridge (the project). The project qualifies for low-income housing tax credits pursuant to Section 42 of the Internal Revenue Code (IRC). The buildings were placed in service from June 2009 through September 2009.

The company consists of one managing member and one investor member with rights, preferences and privileges as described in the amended and restated operating agreement (operating agreement). Each member's liability for the debts and obligations of the company shall be limited to the maximum extent permitted by the Act and other applicable laws.

The company shall be operated in a manner consistent with its treatment as a partnership for federal and state income tax purposes. Therefore, the financial statements do not include the personal or corporate assets and liabilities of the members, including their obligations for income taxes on their distributive shares of the net income of the company or their rights to refunds on its net loss, nor any provision for income tax expense.

The company's operating agreement states that the company shall be dissolved upon the occurrence of specific events which are described in the agreement.

A summary of significant accounting policies follows:

Allocation of income/loss and tax credits

Income or loss of the company is allocated .01% to Community Development Authority of the City of Madison (CDA), the managing member and 99.99% to NEF Assignment Corporation, the investor member. The company is expected to generate low-income housing tax credits which will be allocated in the same manner. Allocation of gain or loss from a sale of the project, if applicable, is subject to different terms as described in the operating agreement.

Use of estimates

The preparation of financial statements 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.

Cash and cash equivalents

For purposes of reporting cash flows, the company considers all investments purchased with a maturity of three months or less to be cash equivalents, with the exception of cash not available to the company due to restrictions placed on it.

The company maintains its cash in bank deposit accounts, which, at times, may exceed federally insured limits. The company has not experienced any losses in such accounts. Management believes it is not exposed to any significant credit risk on cash and cash equivalents.

ALLIED DRIVE REDEVELOPMENT, LLC

NOTES TO FINANCIAL STATEMENTS

December 31, 2021

NOTE A -- Nature of business and significant accounting policies (Continued)

Accounts receivable and revenue recognition

The company utilizes the direct write-off method of accounting for bad debts. The use of this method has no material effect on the financial statements.

Accounts receivable are not interest bearing. Accounts receivable are written off when management determines an account is uncollectible, based on its history of past write-offs, collections, and current credit conditions. Accounts are generally written off as uncollectible upon move-out after applying any available tenant security deposits to the outstanding balance.

Rental revenue is recognized when earned. The project leases apartments to eligible applicants under operating leases which are substantially all on a yearly basis. Other revenue consists of various tenant charges and other services and is recognized when the service is complete.

Rental property

Rental property is stated at cost. Depreciation of rental property is computed on the straight-line and declining balance methods based upon the following estimated useful lives of the assets:

	<u>Years</u>
Sitework	15
Buildings	27.5
Furnishings and equipment	5

Maintenance and repairs of rental property are charged to operations, and major improvements are capitalized. Upon retirement, sale or other disposition of rental property, the cost and accumulated depreciation are eliminated from the accounts, and any resulting gain or loss is included in operations.

Impairment of long-lived assets

The company reviews long-lived assets, including rental property and intangible assets, for impairment whenever events or changes in business circumstances indicate that the carrying amount of an asset may not be fully recoverable. An impairment loss would be recognized when the estimated future cash flows from the use of the asset are less than the carrying amount of that asset. To date, there have been no such losses.

Tax credit fees

In connection with obtaining an allocation of low-income housing tax credits, the company paid fees totaling \$110,732 to the Wisconsin Housing and Economic Development Authority (WHEDA). The company is amortizing these fees using the straight-line method over the related tax credit compliance period of 15 years.

ALLIED DRIVE REDEVELOPMENT, LLC

NOTES TO FINANCIAL STATEMENTS

December 31, 2021

NOTE A -- Nature of business and significant accounting policies (Continued)

Subsequent events

These financial statements have not been updated for subsequent events occurring after February 18, 2022, which is the date these financial statements were available to be issued. The company has no responsibility to update these financial statements for events and circumstances occurring after this date.

NOTE B -- Restricted cash

Restricted cash is comprised of the following:

	<u>2021</u>	<u>2020</u>
Tenants' security deposits	\$ 46,200	\$ 46,409
Replacement reserve	27,493	23,957
Mortgage escrow deposits	7,728	4,516
Operating reserve	<u>329,609</u>	<u>329,472</u>
	<u>\$ 411,030</u>	<u>\$ 404,354</u>

Replacement reserve

The company's operating agreement requires the company to make monthly deposits to the replacement reserve initially equal to \$300 per unit per year, and increased annually by 3%. Disbursements are restricted to capital improvements and repairs of the project. Disbursements in excess of \$5,000 per month will require written approval of the managing member and asset manager. Any funds remaining at the end of the compliance period shall be distributed to the members as provided for in the operating agreement.

	<u>2021</u>	<u>2020</u>
Balance, beginning	\$ 23,957	\$ 19,622
Annual deposits	20,549	19,755
Approved withdrawals	(17,021)	(15,433)
Interest earned	<u>8</u>	<u>13</u>
Balance, ending	<u>\$ 27,493</u>	<u>\$ 23,957</u>

ALLIED DRIVE REDEVELOPMENT, LLC

NOTES TO FINANCIAL STATEMENTS

December 31, 2021

NOTE B -- Restricted cash (Continued)

Operating reserve

The company's operating agreement requires the company to fund and maintain an operating reserve on or before the investor member's third equity installment in the amount of \$328,555. Any excess amount remaining at the end of the compliance period shall be distributed to the members as provided for in the operating agreement. If the balance in the operating reserve falls below \$187,903, the company is obligated to replenish the operating reserve from cash flow or the proceeds of sales or refinancing. Disbursements require the approval of the managing member and the asset manager.

	<u>2021</u>	<u>2020</u>
Balance, beginning	\$ 329,472	\$ 391,494
Interest earned	137	538
Approved withdrawals	<u>0</u>	<u>(62,560)</u>
Balance, ending	<u>\$ 329,609</u>	<u>\$ 329,472</u>

NOTE C -- Rental property under land lease, net

Rental property under land lease, net is comprised of the following:

	<u>2021</u>	<u>2020</u>
Non-depreciable land improvements	\$ 401,396	\$ 401,396
Sitework	165,436	165,436
Buildings	8,187,651	8,187,651
Furnishings and equipment	529,268	494,496
Construction in progress	<u>0</u>	<u>11,231</u>
	9,283,751	9,260,210
Less accumulated depreciation	<u>4,266,726</u>	<u>3,947,065</u>
	<u>\$ 5,017,025</u>	<u>\$ 5,313,145</u>

ALLIED DRIVE REDEVELOPMENT, LLC
NOTES TO FINANCIAL STATEMENTS
December 31, 2021

NOTE D -- Mortgage notes payable

Mortgage notes payable consist of the following:

	<u>2021</u>	<u>2020</u>
CDA; original amount of \$1,255,091; recourse until the three-year anniversary of the expiration of the compliance period; monthly payments of \$6,359, including interest at 4.50%; due January 1, 2042, or any earlier date on which the entire note balance is required to be paid in full, by acceleration or otherwise; the note may be repaid, in whole or in part, at any time; collateralized by a subordinated mortgage on the project's rental property including the assignment of rents and security agreement; accrued interest was \$2,247 and \$2,427 as of December 31, 2021 and 2020, respectively; interest expense totaled \$27,964 and \$30,087 for the years ended December 31, 2021 and 2020, respectively.	\$ 599,154	\$ 647,322
CDA; original amount of \$760,006; recourse until the three-year anniversary of the expiration of the compliance period; monthly simple interest-only payments at 3.00%; balloon payment of principal and unpaid interest due 30 years from the date the project reaches stabilized occupancy, or any earlier date on which the entire note balance is required to be paid in full, by acceleration or otherwise; the note may be repaid, in whole or in part, at any time; collateralized by a subordinated mortgage on the project's rental property including the assignment of rents and security agreement; interest expense totaled \$11,760 for each of the years ended December 31, 2021 and 2020.	<u>392,000</u>	<u>392,000</u>
Balance carried forward	991,154	1,039,322

ALLIED DRIVE REDEVELOPMENT, LLC

NOTES TO FINANCIAL STATEMENTS

December 31, 2021

NOTE D -- Mortgage notes payable (Continued)

	<u>2021</u>	<u>2020</u>
Balance brought forward	\$ 991,154	\$ 1,039,322
CDA; original amount of \$1,705,426; recourse until the three-year anniversary of the expiration of the compliance period; monthly interest payments at 4.50% to the extent that there is excess cash flow available; monthly principal and interest payments commence on the date the project reaches stabilized occupancy to the extent that there is excess cash flow available; due 30 years from the date the project reaches stabilized occupancy, or any earlier date on which the entire note balance is required to be paid in full, by acceleration or otherwise; the note may be repaid, in whole or in part, at any time; collateralized by a subordinated mortgage on the project's rental property including the assignment of rents and security agreement; accrued interest was \$299,435 and \$239,457 as of December 31, 2021 and 2020, respectively; interest expense totaled \$59,978 and \$59,979 for the years ended December 31, 2021 and 2020, respectively.	<u>1,332,864</u>	<u>1,332,864</u>
	<u>\$ 2,324,018</u>	<u>\$ 2,372,186</u>

Repayment of principal on the mortgage notes payable as of December 31, 2021, is as follows:

Year ending December 31,

2022	\$ 50,381
2023	52,695
2024	55,116
2025	57,648
2026	60,297
Thereafter	<u>2,047,881</u>
	<u>\$ 2,324,018</u>

NOTE E -- Members' capital contributions

The managing member has made their required capital contribution of \$100. The investor member has made their required capital contributions totaling \$7,514,874 as of December 31, 2021.

ALLIED DRIVE REDEVELOPMENT, LLC
NOTES TO FINANCIAL STATEMENTS
December 31, 2021

NOTE F -- Related-party transactions

Ground lease

The company entered into a ground lease with the managing member which required a one-time rental fee of \$392,000. The term of the lease began on December 4, 2008, and ends on December 3, 2106, unless terminated earlier in accordance with the ground lease agreement. Prepaid ground lease was \$339,667 and \$343,667 as of December 31, 2021 and 2020, respectively. Ground lease expense totaled \$4,000 for each of the years ended December 31, 2021 and 2020.

Managing member management fee

The operating agreement provides for the company to pay a cumulative annual managing member management fee to the managing member in the initial amount of \$20,000, increasing annually by 3%. The fee is payable out of cash flow as defined in the operating agreement. Accrued managing member management fees included in accrued expenses were \$312,362 and \$283,846 as of December 31, 2021 and 2020, respectively. Managing member management fees totaled \$28,516 and \$27,685 for the years ended December 31, 2021 and 2020, respectively.

Asset management fee

The operating agreement provides for the company to pay a cumulative annual asset management fee to an affiliate of the investor member in the initial amount of \$4,800, increasing annually by 3%. The fee is payable out of cash flow as defined in the operating agreement. Accrued asset management fees included in accrued expenses were \$13,488 and \$6,644 as of December 31, 2021 and 2020, respectively. Asset management fees totaled \$6,844 and \$6,644 for the years ended December 31, 2021 and 2020, respectively.

NOTE G -- Company profits and losses and distributions

Distributable cash flow, as defined by the company agreement, is allocated .01% to the managing member and 99.99% to the investor member.

Gain, if any, from a sale or exchange or other disposition of the property owned by the company is allocable as follows:

1. If the investor member's capital account has a negative balance prior to the distribution of any sale or refinancing proceeds, 99.99% to the investor member and 0.01% to the managing member until the investor member's negative balance reaches zero.
2. 99.99% to the investor member and 0.01% to the managing member until the investor member's capital account balance equals the projected tax liabilities as defined in the operating agreement.
3. The remainder of such gain, if any, 99.99% to the investor member and .01% to the managing member.

There were no distributions made during the years ended December 31, 2021 and 2020.

ALLIED DRIVE REDEVELOPMENT, LLC
NOTES TO FINANCIAL STATEMENTS
December 31, 2021

NOTE H -- Commitments and contingencies

Land Use Restriction Agreement (LURA)

The company has entered into a LURA with WHEDA as a condition to receiving an allocation of low-income housing tax credits. Under this agreement, the company must continuously comply with IRC Section 42 and other applicable sections of the IRC. The agreement places occupancy restrictions on rents and the minimum percent of units which shall be occupied by individuals or families whose income meets the requirements set under IRC Section 42. If the company fails to comply with this agreement or with the IRC, it may be ineligible for low-income housing tax credits, and the members may be required to recapture a portion of the tax credits previously claimed on their income tax returns. In addition, noncompliance may require an adjustment to the contributed capital of the investor member. The company is obligated to certify tenant eligibility.

Management fee

The company had entered into a management agreement with Stone House Development, Inc. Under the agreement, the company was obligated to pay a management fee of 6% of gross project rents collected. The agreement was terminated on June 30, 2020. Effective July 1, 2020 the company entered into a property management agreement with Lutheran Social Services of Wisconsin & Upper Michigan, Inc. under which the company is obligated to pay a management fee of 6% of gross rental income. The term of the agreement is from July 1, 2020 to June 30, 2023. Management fees incurred totaled \$38,940 and \$40,770 for the years ended December 31, 2021 and 2020, respectively.

SUPPLEMENTARY INFORMATION

ALLIED DRIVE REDEVELOPMENT, LLC
SCHEDULES OF PROJECT OPERATING EXPENSES
Years ended December 31, 2021 and 2020

	2021	2020
RENT AND ADMINISTRATIVE		
Advertising	\$ 0	\$ 241
Other rent expense	54	92
Office expense	18,904	23,781
Office salaries	2,607	1,682
Management fees	38,940	40,770
Professional fees - legal	0	1,405
Professional fees - audit	14,000	6,900
Bookkeeping fees	9,030	4,410
Manager salaries	36,507	45,709
Miscellaneous rent and administrative	4,161	2,324
TOTAL RENT AND ADMINISTRATIVE	<u>\$ 124,203</u>	<u>\$ 127,314</u>
UTILITIES		
Electric	\$ 8,974	\$ 11,937
Water	13,968	14,188
Gas	13,537	15,238
Sewer	16,616	16,909
TOTAL UTILITIES	<u>\$ 53,095</u>	<u>\$ 58,272</u>
OPERATING AND MAINTENANCE		
Payroll	\$ 44,110	\$ 36,596
Supplies	43,668	11,886
Contracts	124,906	139,280
Security and fire safety	12,778	35,203
Snow removal	7,783	8,661
TOTAL OPERATING AND MAINTENANCE	<u>\$ 233,245</u>	<u>\$ 231,626</u>
GROUND LEASE	<u>\$ 4,000</u>	<u>\$ 4,000</u>
TAXES AND INSURANCE		
Real estate tax	\$ 67,871	\$ 67,570
Payroll taxes	7,135	6,715
Property and liability insurance	15,266	12,792
Employee benefits	15,110	9,156
TOTAL TAXES AND INSURANCE	<u>\$ 105,382</u>	<u>\$ 96,233</u>