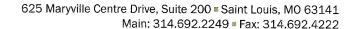
Basic Financial Statements

December 31, 2016

(With Independent Auditors' Report Thereon)

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INDEPENDENT AUDITORS' REPORT

To the Board of Commissioners of the Botanical Garden Subdistrict of the Metropolitan Zoological Park and Museum District of the City of St. Louis and St. Louis County:

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and governmental fund of the Botanical Garden Subdistrict of the Metropolitan Zoological Park and Museum District of the City of St. Louis and St. Louis County (the "Subdistrict") as of and for the year ended December 31, 2016, and the related notes to the financial statements, which collectively comprise the Subdistrict's basic financial statements as listed in the table of contents.

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 audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit 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 entity'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 entity'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 respective financial position of the governmental activities and governmental fund of the Subdistrict as of December 31, 2016 and the changes in financial position thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and budgetary comparison information on pages 3 through 8 and pages 17 and 18 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

St. Louis, Missouri

Mayer Hoffman McCann P.C.

April 6, 2017

MANAGEMENT'S DISCUSSION AND ANALYSIS DECEMBER 31, 2016

The management's discussion and analysis (MD&A) of the Botanical Garden Subdistrict of the Metropolitan Zoological Park and Museum District of the City of St. Louis and St. Louis County (the Subdistrict) is designed to (1) assist the reader in focusing on significant financial issues, (2) provide an overview of major financial activities of the Subdistrict, (3) identify changes in the Subdistrict's financial position (its ability to address the next and subsequent years' challenges), (4) identify any material deviations from the financial plan (the approved budget), and (5) identify individual fund issues or concerns.

Since the MD&A is designed to focus on the current year's activities, resulting changes and currently known facts, please read it in conjunction with the Subdistrict's financial statements.

Financial Highlights

- The Subdistrict's share of tax revenue increased by \$83 thousand from 2015 to 2016. The Subdistrict's share of support is based upon assessed valuations of properties within St. Louis City and St. Louis County.
- The year-end balance of funds held for the Subdistrict by the Metropolitan Zoological Park and Museum District (the District) decreased from \$5.47 million in 2015 to \$4.92 million in 2016. The year-end balance is dependent upon the timing of remittances of tax receipts at year end by taxpayers.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the Subdistrict's basic financial statements. The Subdistrict's basic financial statements include four components: 1) Government-wide financial statements; 2) Fund financial statements; 3) Notes to the financial statements; and 4) Required supplementary information.

Government-wide financial statements

The government-wide financial statements (that is, the **statement of net position** and the **statement of activities**) report information on all of the activities of the Subdistrict. All of the Subdistrict's activities are classified as governmental activities, which normally are supported by tax revenues, as opposed to business-type activities, which rely to a significant extent on charges for services.

The **statement of net position** presents information on all of the Subdistrict's assets and liabilities, with the difference between the two reported as net position. Increases and decreases in net position may serve as a useful indicator of whether or not the financial position of the Subdistrict is improving or deteriorating. The statement of net position also provides information on unrestricted and restricted net position and net position invested in capital assets.

The **statement of activities** presents information showing how the Subdistrict's net position changed during the most recent fiscal year. All of the current year's revenues and expenses are accounted for in the statement of activities regardless of the timing of related cash flows. The statement of activities presents the various functions of the Subdistrict and the degree to which they are supported by charges for services, operating or capital grants and contributions, tax revenues, and investment income.

The government-wide financial statements include only the Subdistrict itself (the *primary government*). The government-wide financial statements do not include any blended component units. The Missouri Botanical Garden (the Garden) is not considered a component unit of the Subdistrict due to lack of control and financial accountability of the Garden to the Subdistrict.

Fund financial statements

The second set of statements is the fund financial statements (that is, the **balance sheet** and the **statement of revenues, expenditures, and changes in fund balance**) which provide information about groupings of related accounts which are used to maintain control over resources for specific activities or objectives. The Subdistrict uses fund accounting to demonstrate compliance with finance-related legal requirements. Traditional users of governmental financial statements will find the fund financial statements more familiar.

The Subdistrict uses only one governmental fund type, a general fund, to account for all activities of the Subdistrict. Fund financial statements for governmental funds are prepared using a modified accrual basis of accounting which differs from the full accrual basis of accounting used to prepare the government-wide financial statements. Therefore, the total fund balance for the governmental fund is reconciled to total net position for governmental activities as shown on the statement of net position. The net change in fund balance for the governmental fund is reconciled to the total change in net position as shown on the statement of activities in the government-wide statements. The governmental fund financial statements present fund balances based on classifications that comprise a hierarchy that is based primarily on the extent to which the Subdistrict is bound to honor constraints on the specific purposes for which amounts in the fund can be spent. The Subdistrict's fund balance has been classified as committed, as the existing resources in the fund have been specifically committed to satisfy certain contractual requirements pertaining to botanical garden services.

Notes to the financial statements

The notes to the financial statements provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements.

Required supplementary information

In addition to the basic financial statements and notes to the financial statements, this report presents required supplementary information concerning the Subdistrict's budgetary comparisons for the general fund.

Financial analysis of the Subdistrict as a whole

Net position

On a government-wide basis, the Subdistrict's net position was approximately \$9.9 million at fiscal year end and is shown in the table below.

Botanical Garden Subdistrict of the Metropolitan Zoological Park and Museum District of the City of St. Louis and St. Louis County Statements of Net Position December 31, 2016 and 2015

Governmental

	Activities						
	December 31,						
		2016		2015			
Assets:							
Current and other assets	\$	11,095,252	\$	11,661,521			
Total assets	\$	11,095,252	\$	11,661,521			
Liabilities:							
Other liabilities	\$	1,216,000	\$	2,020,000			
Total liabilities	\$	1,216,000	\$	2,020,000			
Net position:							
Unrestricted	\$	9,879,252	\$	9,641,521			
Total net position and liabilities	\$	11,095,252	\$	11,661,521			

As noted earlier, net position may serve as a useful indicator of a government's financial position. For the Subdistrict, assets exceeded liabilities by approximately \$9.9 million at the close of the current fiscal year.

Governmental Activities

The following schedule shows the revenues and expenses for the Subdistrict's activities for the years ended December 31, 2016 and 2015.

Botanical Garden Subdistrict
of the Metropolitan Zoological Park
and Museum District of the City of
St. Louis and St. Louis County
Statements of Activities
Years Ended December 31, 2016 and 2015

Governmental

	Activities					
	Years Ended December 31,					
		2016		2015		
General revenues:						
Property taxes	\$	10,407,884	\$	10,302,087		
Interest earnings Excess of ZMD operating fund		22,413		11,386		
receipts over disbursements		447,161		480,662		
Unrestricted investment earnings		2		16		
Total revenues		10,877,460		10,794,151		
Expenses:						
General government		39,729		42,633		
Payments to Missouri Botanical						
Garden:						
Botanical services		10,600,000		10,600,000		
Total expenses		10,639,729		10,642,633		
Change in net position		237,731		151,518		
Net position, beginning of year		9,641,521		9,490,003		
Net position, end of year	\$	9,879,252	\$	9,641,521		

The Subdistrict's total revenue for 2016 on a government-wide basis was \$10.9 million. Property taxes net of assessments retained by the District accounted for all but \$22,415 of the Subdistrict's revenue.

The total cost of all programs and services was \$10.6 million. Amounts passed through to the Garden as reimbursement for botanical garden services comprised 99.6% of the Subdistrict's total expenses, while the Subdistrict's general government expenses comprised 0.4% of the total.

Governmental Activities (continued)

Governmental activities increased the Subdistrict's net position in 2016 by \$237,731 over net position of \$9.6 million reported at December 31, 2015.

Financial Analysis of the Subdistrict's Governmental Fund

As previously mentioned, the purpose and focus of the Subdistrict's governmental fund is different than that of the government-wide financial statements. The focus of the Subdistrict's governmental fund is to provide information on the inflows, outflows, and balances of resources that are available for spending, as well as to demonstrate compliance with statutory and other legal requirements. As a result, the fund financial statements reflect a *current financial resources* focus rather than a *total economic resources* focus, which is used in the government-wide financial statements.

Given the focus of the fund financial statements, fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year. The governmental fund financial statements present fund balances based on classifications that comprise a hierarchy that is based primarily on the extent to which the Subdistrict is bound to honor constraints on the specific purposes for which amounts in the fund can be spent. The Subdistrict's fund balance has been classified as committed, as the existing resources in the fund have been specifically committed to satisfy certain contractual requirements pertaining to botanical garden services.

At the end of the current fiscal year, the committed fund balance of the general fund was \$8.2 million. As a measure of the general fund's liquidity, it may be useful to compare this amount to total fund expenditures and transfers out which calculates to 77%.

The total fund balance in the Subdistrict's general fund increased by \$142 thousand or 1.8% from December 31, 2015 to December 31, 2016.

General Fund Budgetary Highlights

The final budget for the Subdistrict's general fund represents the original budget, plus any supplemental appropriations approved during the year. No supplemental appropriations were made by the Subdistrict during 2016; therefore, the original budget and the final budget are identical. Actual revenues exceeded budgetary estimates by 2.29% and expenditures totaled 99.93% of budget. The budgeted amounts, however, are prepared on the modified cash basis of accounting; whereas the actual amounts are reported on a modified accrual basis.

Requests for Information

This financial report is designed to provide a general overview of the finances of the Subdistrict. Questions concerning any of the information provided in this report or requests for additional financial information should be directed to:

Botanical Garden Subdistrict of the Metropolitan Zoological Park and Museum District of the City of St. Louis and St. Louis County c/o Marcia Mellitz, Chair Missouri Botanical Garden P.O. Box 299 St. Louis, Missouri 63110

Statement of Net Position

	<u> </u>	Government Governmental Activities
ASSETS		
Cash Property taxes receivable, net Funds held for the Subdistrict by the Metropolitan Zoological Park and Museum District Total assets	\$	4,205 6,175,748 4,915,299 11,095,252
LIABILITIES		
Voucher payable to Missouri Botanical Garden		1,216,000
Net Position - unrestricted	\$	9,879,252

Statement of Activities

			Program Revenues					Changes in Net Position
Functions/Programs	_	Expenses	- -	Charges for Services		Operating Grants and Contributions		Primary Government Governmental Activities
Primary Government: Governmental activities: General government Botanical Garden Services: Payments to Missouri	\$	39,729	\$	-	\$	-	\$	(39,729)
Botanical Garden		10,600,000		-		-		(10,600,000)
Total primary government	\$	10,639,729	\$	-	\$	-	_	(10,639,729)
General revenues: Receipts from the Metropolitan Zoologic Property tax revenue Interest earned while funds were held Excess ZMD assessments Interest income Total general revenues Change in net position			Dist	rict (ZMD):			<u>-</u>	10,407,884 22,413 447,161 2 10,877,460 237,731
Net position—beginning of year							φ-	9,641,521
Net position—end of year							Ф =	9,879,252

Balance Sheet Governmental Fund

		General Fund
ASSETS	_	
Cash	\$	4,205
Property taxes receivable, net Funds held for the Subdistrict by the Metropolitan		6,175,748
Zoological Park and Museum District Total assets	\$	4,915,299 11,095,252
LIABILITIES		
Voucher Payable to Missouri Botanical Garden		1,216,000
Total liabilities		1,216,000
DEFERRED INFLOWS OF RESOURCES		
Unavailable revenue		1,645,564
Total deferred inflows of resources		1,645,564
Fund balance—committed		8,233,688
Total liabilities and fund balance	\$	11,095,252
Reconciliation of the Balance Sheet of Governmental Fund to the Statement of Net Position:		
Total fund balance—governmental fund—balance sheet	\$	8,233,688
Property taxes receivable recorded on an accrual basis. Property taxes reported in the government fund are reported on a modified accrual basis whereby amounts not collected within 60 days of year-end		
are recorded to unavailable revenue Total net position—governmental activities—statement of net position	\$	1,645,564 9,879,252
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Statement of Revenues, Expenditures and Changes in Fund Balance Governmental Fund

		General Fund
REVENUES	-	
Receipts from the Metropolitan Zoological Park		
and Museum District	\$	10,312,534
Excess ZMD assessments		447,161
Interest earned	-	22,413
Total receipts		10,782,108
Interest income	_	2
Total revenues		10,782,110
	•	
EXPENDITURES		
Payments to the Missouri Botanical Garden		10,600,000
General government		39,729
Total expenditures	-	10,639,729
Net change in fund balance		142,381
Fund balances:		
Beginning of year		8,091,307
End of year	\$	8,233,688
	=	
Reconciliation of the Statement of Revenues, Expenditures, and Changes in Fund Balance of Governmental Fund to the Statement of Activities		
Net change in fund balance—governmental fund—statement of revenues, expenditures, and changes in fund balance	\$	142,381
Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the		
government fund	٠.	95,350
Change in Net Position of Governmental Activities	\$	237,731

NOTES TO BASIC FINANCIAL STATEMENTS

(1) Summary of significant accounting policies

The financial statements of the Botanical Garden Subdistrict of the Metropolitan Zoological Park and Museum District of the City of St. Louis and St. Louis County ("the Subdistrict") have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP") as applied to governmental units. The Governmental Accounting Standards Board ("GASB") is the accepted standard-setting body for establishing governmental accounting and financial reporting principles.

The following is a summary of the more significant accounting policies of the Subdistrict:

(a) Reporting Entity

The Subdistrict's financial reporting entity has been determined in accordance with governmental standards for defining the reporting entity and identifying entities to be included in its basic financial statements. In applying the criteria for determining financial accountability, the Subdistrict has determined that no other entities should be included within its basic financial statements.

(b) Government-wide and Fund Financial Statements

The government-wide financial statements (that is, the statement of net position and the statement of activities) report information on all of the activities of the Subdistrict. All of the Subdistrict's activities are classified as governmental activities, which normally are supported by tax revenues, as opposed to business-type activities, which rely to a significant extent on fees and charges for services.

The government-wide statement of activities presents a comparison between direct expenses and program revenues of the Subdistrict. Direct expenses are those that are specifically associated with a service, program, or department and therefore clearly identifiable to a particular function. Program revenues include charges paid by the recipients of the goods or services offered by the programs and grants and contributions that are restricted to meeting the operational or capital requirements of a particular program. Revenues not classified as program revenues are presented as general revenues. The comparison of program revenues to direct expenses identifies the extent to which each program or business segment is self-financing or draws from the general revenues of the Subdistrict.

Following the government-wide financial statements are separate financial statements for the Subdistrict's governmental fund. The Subdistrict uses only one governmental fund type, a general fund, to account for all activities of the Subdistrict. The total change in fund balance for the governmental fund is reconciled to the total change in net position for governmental activities as shown on the statement of net position. The governmental fund financial statements present fund balances based on classifications that comprise a hierarchy that is based primarily on the extent to which the Subdistrict is bound to honor constraints on the specific purposes for which amounts in the fund can be spent. The Subdistrict's fund balance has been classified as committed, as the existing resources in the fund have been specifically committed to satisfy certain contractual requirements pertaining to botanical garden services as more fully described in footnote (4) to the financial statements.

NOTES TO BASIC FINANCIAL STATEMENTS

(1) Summary of significant accounting policies (continued)

(c) Measurement Focus and Basis of Accounting

Measurement focus refers to what is being expressed in reporting the Subdistrict's financial performance and position. Basis of accounting refers to when revenues and expenditures or expenses are recognized in the accounts and reported in the basic financial statements. Basis of accounting relates to the timing of the measurements made, regardless of the measurement focus applied.

The government-wide financial statements are reported using the economic resources measurement focus and accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows.

The Subdistrict's governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recorded when both measurable and available. The term "available" is defined as collectible within the current period or soon enough thereafter to be used to pay the liabilities of the current period. For the Subdistrict, available is defined as expected to be received within 60 days of fiscal year-end. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. Support from the Metropolitan Zoological Park and Museum District MBG (the District) represents a continuous appropriation to the Subdistrict by the District. Accordingly the Subdistrict recognizes support from the District based on an allocation of property taxes which are levied by the District, net of management fees.

(d) Federal Income Taxes

The Subdistrict is exempt from federal income taxes under Section 115(a) of the Internal Revenue Code. Accordingly, there is no provision for income taxes in these basic financial statements.

(e) Use of Estimates

The preparation of financial statements in conformity with GAAP 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/expenditures during the reporting period. Actual results could differ from those estimates.

(f) Deferred Inflows of Resources and Deferred Outflows of Resources

A deferred outflow of resources is the consumption of net position that is applicable to a future reporting period. A deferred inflow of resources is defined as an acquisition of net position applicable to a future reporting period.

NOTES TO BASIC FINANCIAL STATEMENTS

(2) <u>Cash</u>

At December 31, 2016, the carrying amount of the Subdistrict's cash deposits was \$4,205 and the bank balance was \$4,975. These amounts were covered by federal depository insurance.

(3) Property taxes

The District levies property taxes on the assessed value listed as of each January 1 for all real and personal property located in the City of St. Louis and St. Louis County. The levy is based on an annual submission from the Subdistrict, which cannot exceed 4.00 cents per \$100 of assessed valuation. The tax levy was 3.99 cents per \$100 of assessed valuation for 2016. Taxes are levied each October and are due on December 31 for the previous January 1 assessment. Taxes collected by the District on behalf of the Subdistrict are recognized as revenue when credited to the Subdistrict's account with the District. The property taxes receivable is recorded net of an allowance for uncollectible accounts of \$301,815.

(4) Contract with the Missouri Botanical Garden

The Subdistrict and the Missouri Botanical Garden ("the Garden") entered into an annually renewable contract for botanical services in 1983 which renews automatically for one year each December. This agreement provides for the installation, maintenance and improvement of facilities and performance of services which would benefit the general public in exchange for compensation not to exceed the amount of tax revenues received by the Subdistrict from the District, less any Subdistrict expenses. The annual compensation is determined each year based upon an annual budget submitted by the Garden to the Subdistrict.

(5) Budgetary control

The Subdistrict adopts an annual budget based on the operating budget submitted to the Subdistrict by the Garden and estimated Subdistrict administrative expenses. The annual budget is prepared on the modified cash basis of accounting, approved by the Subdistrict's Board of Commissioners, and submitted to the District for use in establishing the annual tax levy.

(6) Tax abatements

The Subdistrict recognizes tax revenue based on an allocation of property taxes levied and collected by the Zoo-Museum District. The Zoo-Museum District levies and collects property taxes on behalf of the Subdistricts based on the assessed valuation of property in the City of St. Louis, Missouri (the City) and St. Louis County, Missouri (the County). Both the City and the County have entered into property tax abatement agreements with local businesses under various state statutes. Under these statutes, the City and the County may grant property tax abatements for the purpose of attracting or retaining businesses within their jurisdictions. The Subdistrict's allocated revenues were reduced under these agreements entered into by the City and the County. The City 2016 property tax allocated revenues were reduced by approximately \$98,000. Information regarding the County 2016 property tax allocated revenue reduction is unavailable.

NOTES TO BASIC FINANCIAL STATEMENTS

(7) Subsequent events

The Subdistrict has evaluated subsequent events through April 6, 2017, which is the date the financial statements were available to be issued. During this period, there were no subsequent events requiring recognition in the financial statements.

Schedule of Revenues, Expenditures, and Changes in Fund Balance – Budget and Actual – General Fund – Budgetary Basis Required Supplementary Information – Unaudited

For the year ended December 31, 2016

REVENUES	Original Budget	 Final Appropriated Budget		Actual (Budget Basis)		Variance with Final Budget Positive (Negative)
Receipts from the Metropolitan Zoological Park						
and Museum District \$	10,635,000	10,635,000		10,420,856	\$	(214,144)
Excess ZMD assessments	-	-		447,161		447,161
Interest earned	12,000	 12,000		22,413	_	10,413
Total receipts \$	10,647,000	\$ 10,647,000	\$	10,890,430	\$	243,430
Interest income	-	-		2		2
Total revenues	10,647,000	10,647,000	_	10,890,432		243,432
EXPENDITURES						
Current:						
Payments to the Missouri Botanical Garden	10,600,000	10,600,000		10,600,000		-
General government	47,000	 47,000	_	39,729		7,271
Total expenditures	10,647,000	 10,647,000	_	10,639,729		7,271
Excess of revenues over expenditures \$_	-	\$ -	\$_	250,703	\$	250,703

Notes to Schedule of Revenues, Expenditures, and Changes in Fund Balance – Budget and Actual – General Fund- Budgetary Basis Required Supplementary Information – UNAUDITED

(1) Explanation of Budgetary Process

The Subdistrict adopts an annual budget based on the operating budget submitted to the Subdistrict by the Garden and estimated Subdistrict administrative expenses. The annual budget is prepared on the modified cash basis of accounting, approved by the Subdistrict's Board of Commissioners, and submitted to the District for use in establishing the annual tax levy. Expenditures in total may not legally exceed appropriations. For the year ended December 31, 2016, revenues exceeded appropriations by \$250,703 in the General fund.

(2) Explanation of the Differences between the Excess of Revenues over Expenditures – Budget Basis and Net Change in Fund Balance – GAAP Basis

The Sudistrict's budgetary process is based upon accounting for certain transactions on a basis other than GAAP. To provide meaningful comparison of actual results with the budget, the actual results of operations are presented in the Schedule of Revenues, Expenditures, and Changes in Fund Balance – Budget and Actual – General Fund in accordance with a budget basis of accounting.

The major differences between the budget and GAAP basis of accounting are:

- 1) Revenues are recorded when received in cash (budget), as opposed to when they are measurable and available (GAAP).
- 2) Expenditures are recorded when budgeted, as opposed to when the obligation is incurred (GAAP).

Adjustments necessary to reconcile the excess of revenues over expenditures from the GAAP basis to the budget basis of accounting are as follows:

Budget basis	\$ 250,703
Increase due to:	
Revenue accruals (taxes)	 (108,322)
GAAP basis	\$ 142,381