INDEPENDENT AUDITOR'S REPORT

FOR

HMC MANAGEMENT - 2016

Table of Contents

AUDITOR'S REPORT	PAGES 1 AND 2
BALANCE SHEET	PAGES 3 AND 4
STATEMENT OF ACTIVITIES (REVENUES AND EXPENSES)	PAGE 5
FUNCTIONAL EXPENSES STATEMENT	PAGE 6
STATEMENT OF CHANGES IN MEMBERS' EQUITY	PAGE 7
CASH FLOW STATEMENT	PAGE 8
SUPPLEMENTARY INFORMATION: RESERVE STUDY	PAGES 9 AND 10
NOTES TO FINANCIAL STATEMENTS	PAGES 11-15

HMC FINANCIAL STATEMENTS AUDITED BY:
MICHAEL KANDER CPA

MICHAEL KANDER CPA

7406 27TH Street West Suite 14, University Place, WA 98466

INDEPENDENT AUDITOR'S REPORT

August 31, 2017

To the Board of Directors of HMC Management Herron Island (Lakebay), WA

We have audited the accompanying financial statements of HMC Management, which comprise the balance sheets as of September 30, 2016 and 2015, and the related statements of activities, functional expenses, 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.

Auditor's 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 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 auditor's 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.

Independent Auditor's Report continued:

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of HMC Management as of September 30, 2016 and 2015, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Disclaimer of Opinion on Required Supplementary Information

Accounting principles generally accepted in the United States of America require that Reserve Studies dated April 14, 2016 on pages 9 and 10 be presented to supplement the basic financial statements. Such 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 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 the 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.

Michael Kander, CPA

University Place, WA

Balance Sheet

As of September 30, 2016 and 2015

ASSETS	2016	2015
Current Assets		
Cash and Cash Equivalents (See Note A)		
Checking (Operating Account)	\$ 44,529	\$ 324,865
Checking (Water Account)	37,401	31,868
Certificate of Deposit	1,059	1,057
Total Cash and Cash Equivalents	82,989	357,790
Accounts Receivable (Current)		
General Operating Assessments Receivable	17,665	17,515
Base Fees Receivable (Water System)	28,082	23,216
Total Accounts Receivable	45,747	40,730
Total Current Assets	128,737	398,520
Long Term and Other Assets		
Investment in Vanguard Funds (See Note B)	958,426	748,302
Land Acquired (use not determined)	30,000	30,000
Delinquent Members Assessments (See Note D) (Net Realizable Value)	78,228	73,333
Accrued Dry Dock Expenses	54,792	
Prepaid Drydock Expenses (See Note E)		37,734
Prepaid Engine Maintenance Expenses (See Note E)	90,927	121,235
Total Long Term Assets	1,212,373	1,010,604
Plant, Property and Equipment		
Land - Common Use (See Note A)	25,600	25,600
Fixed Assets		
Ferry/Docks	2,426,821	2,426,821
Water System	1,826,357	1,826,357
Small Boat Dock (Parks)	269,944	269,944
Roads	110,869	110,869
Office/Equipment	40,127	38,559
less Accumulated Depreciation	(1,966,010)	(1,847,079
Total Net Fixed Assets	2,708,108	2,825,471
Total Plant, Property, and Equipment, net	2,733,708	2,851,071
OTAL ASSETS	\$ 4,074,817	\$ 4,260,195

Continued

Page 3

HMC MANAGEMENT Balance Sheet

As of September 30, 2016 and 2015

LIABILITIES AND MEMBERS' EQUITY

	***************************************	2016		2015
LIABILITIES	Indian-state			
Short Term Liabilities				and the second of the second o
Accounts Payable - Trade	\$	22,176	\$	4,597
Short Term Portion of USDA Loan (See Note H)		22,200		21,655
Dock Repairs and Painting	1 1			298,883
Dry Dock Payable, Accrued		54,792		
Prepaid Assessments - General and Water System		44,149		31,738
Security Deposits		10,181		7,817
Total Short Term Liabilities		153,498		364,691
Long Term Liability (See Note H)				
USDA Loan for Water Distribution System less	Same N			
Short Term Portion		1,226,453		1,248,653
Total Long Term Liability	· <u></u>	1,226,453		1,248,653
TOTAL LIABILITIES		1,379,951		1,613,344
MEMBERS' EQUITY				
Unrestricted Balance		1,590,513		1,739,584
Board Designated for Engine Maintenance		90,927		121,232
Board Designated for Dry Dock	4.11.19.1	54,792		37,734
Board Designated for Capital and Major				
Repairs and Maintenance (See Note B)	****	958,634	***************************************	748,302
TOTAL MEMBERS' EQUITY		2,694,866		2,646,852
TOTAL LIABILITIES AND MEMBERS' EQUITY	\$	4,074,817		4,260,196

Statement of Activities

For the Years Ended September 30, 2016 and 2015

OPERATING and CAPITAL ACCOUNTS	2016	2015
OPERATING REVENUES AND OTHER SUPPORT		
Member Assessments, gross (See Note A)		
General Operations	\$ 686,932	\$ 607,554
Quarterly Water Assessments	\$ 666,932 85,860	\$ 607,554 100,269
Total Assessments	772,792	707,823
Ferry Fees	188,173	183,083
Attorney Fee Invoicing, net	4,474	14,962
Miscellaneous Water Fees	7,501	2,892
Property Transfer Fees	3,850	3,958
HMC Interest & Handling Charges	19,072	17,382
Water Interest & Handling Charges	12,096	10,393
Miscellaneous HMC	3,246	2,671
Interest Earned (All Accounts)	2,575	148
TOTAL OPERATING REVENUES AND OTHER SUPPORT	1,013,778	943,312
OPERATING EXPENSES BY DEPARTMENT (See Schedule	1)	
Ferry 1997 And Advanced Control of the Property of the Propert	594,583	519,218
Administration	160,852	184,715
Water 7 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	134,593	107,964
Roads	36,767	29,733
Ferry Docks	30,008	56,293
Parks The Person of the Property of the Parks	24,599	23,086
TOTAL OPERATING EXPENSES	981,401	921,009
OPERATING REVENUES EXCEEDING EXPENSES	32,377	22,303
OTHER INCOME/(EXPENSE), CAPITAL ACCOUNT		
Annual Reserve Assessment (Capital)	69,750	69,750
USDA Loan Semi-Annual Assessment	54,440	54,410
USDA Loan Interest, current year	(32,155)	(32,673)
Supplemental Assessments (Dolphins and Ramps)	108,167	191,500
Capital Expenses: Dolphin Engineering & Permit	(184,565)	
TOTAL OTHER INCOME/(EXPENSE), CAPITAL ACCOUNT	15,637	282,987
TOTAL REVENUES EXCEEDING EXPENSES	¢ 40.044	¢ 201 000
· · · · · · · · · · · · · · · · · · ·	\$ 48,014	\$ 305,290

October 2015 - September 2016 with Comparative Totals for Prior Period (2015) Statement of Functional Expenses by Department - Schedule 1

-Department-

2016			-Department-						
EXPENSE	Ferny	Ferry Docks	Administration	Water	Parks	Roads	2016 Total	2015 Total	
Payroll (See Note Below)									
Wages	\$ 284,371		\$ 81.572	\$ 30.260	₽	\$ 1710	\$ 397 914	\$ 371 274	
Taxes	28,594		12,469			1			
Benefits (Retirement and Medical)	59,824		13,904	069			74,418	66.180	
Total Payroll	372,789	0	107,946	33,932	0	2,577	517,243	474,633	
Major Repairs and Maintenance:									
Ferry Amoritized (See Note E)	67,977						67.977	67.972	
Routine Repairs and Maintenance	10,905	6,154	9,284		5,031	19,799	51,173	41,216	
Equipment	5,492		1,547				7,039		
Insurance	59,683		3,800	1,292		811	65,586	65,478	
Ferry Fuel	46,559						46,559	45,237	
Professional Services	927	13,698	21,020	7,575			43,221	63,775	
Miscellaneous Service & Supplies	6,928		3,355	3,753	2,568		16,604	22,698	
Taxes, Licenses, and DNR Lease	5,187	142	1,225	11,199			17,752	17,307	
Postage, Printing, Copying	1,669		3,091	1,137			5,897	3,196	
Utilities and Information Technology	564	6,311	3,893	2,649	3,775		17,191	9,285	
Bad Debt Expense			5,165				5,165	6,000	
Total Expenses by Department before									
Depreciation	578,679	26,305	160,326	61,538	11,374	23,187	861,408	816,797	
Depreciation	15,904	3,703	526	73,055	13,225	13,580	119,993	104,211	
Total Expenses by Department after Depreciation	\$ 594,583	\$ 30,008	\$ 160,852	\$ 134,593	\$ 24,599	\$ 36,767	\$ 981,401	\$ 921,008	

Note: Administrative Payroll Costs have been allocated to the water department at approximately 20% of wages, taxes, and benefits.

Page 6

See Independent Auditor's Report

The Accompanying Notes are an Integral Part of these Financial Statements

Statement of Changes in Members' Equity As of September 30, 2016 and 2015

		Capital Account	Operating Account	2016		2015
MEMBERS' EQUITY BEGINNING OF YEAR	\$	748,302	\$ 1,898,550	\$ 2,646,852	\$	2,341,562
Excess of Revenues over Expenses (Loss) before Other Income and Other						
Items, adjusted			32,377	32,377		92,053
Other Income (Capital Fund)		15,637		15,637		213,237
Transfers from Operating Account to						
Capital Account, adjusted	-	194,695	(194,695)		-	
MEMBERS' EQUITY						
END OF YEAR	\$	958,634	\$ 1,736,232	\$ 2,694,866	\$	2,646,852

HMC Management Statement of Cash Flows

For the Years Ended September 2016 and 2015

	2016	2015
OPERATING ACTIVITIES		
Net Income (Loss)	32,377	\$ 92,053
Adjustments to reconcile Net Income		
to net cash provided by operations:		en en de Arres Indonesia. La companya de Arres
Increase/(Decrease)		
Depreciation	119,913	104,212
Delinquent Accounts Receivable (SEE NOTE D)	(4,895)	(4,821)
Assessments/Base Fees Receivable	(151)	3,418
Base Fees Receivable (Water System)	(4,866)	5,038
Prepaid Engine Overhaul Expenses (See Note E)	30,308	30,308
Miscellaneous	<u>.</u>	(256)
Accounts Payable	17,579	(14,034)
Accrued Payables	54,792	24,371
Dock Repairs Payable (SEE NOTE H)	(298,883)	298,883
Dry Dock Maintenance Payable		(75,398)
Engine Maintenance Payable		(56,647)
Prepaid Assessments and Fees	(14,775)	 (5,826)
Net cash provided by Operating Activities	(68,601)	401,301
INVESTING ACTIVITIES		
Prepaid Periodic Engine Maintenance	(54,792)	
Capital Additions/Improvements	(2,628)	 (371,466)
Net cash used by Investing Activities	(57,420)	(371,466)
FINANCING ACTIVITIES		
Transfer (to) Capital Account	(128,045)	59,412
Payment on Long Term Debt (Principle)	(22,285)	(20,605)
Net cash provided by Financing Activities	(150,330)	38,807
Net cash increase(decrease) for period	(274,801)	68,642
Cash at beginning of period	357,790	289,148
Cash at end of period \$	82,989	\$ 357,790
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HMC MANAGEMENT RESERVE STUDY - April 14, 2016 (Update) as of September 30, 2016

Dept.	Component	Useful Life	Remaining Useful Life	Cc	Current ost Estimate
Site/Gr	rounds				
	Ashpalt Roads - Repair/Resurface	25	2	\$	42,000
	Gavel Roads/Lots - Maintenance	5	3	Ī	45,000
Small B	oat Marina				
	Docks/Floats - Replace	30	15		123,600
	Docks Pilings - Replace	50	45		206,000
	Trestle/Ramp - Replace	30	15		85,000
	Gangway - Replace	30	15		7,475
					,,-,,
Picnic/F	Recreation				
	Play Equipment - Replace	10	1		10,000
	Basketball Court - Repair/replace	30	27		18,550
	Pavilion Roof - Replace	25	12		7,620
Commu	nity Building				
	Siding - Replace	50	39		22,150
	Roof - Replace	40	26		17,500
	Septic - Replace	50	16		10,000
Equipme	ent				
	Dust/Water Truck - Replace	12	1		15,500
Enery Cu					
Ferry Sy					40 550
	Ferry Terminals - Inspect/Repair Ferry Terminals - Paint	2	0	et ev. P	18,550
	Ferry Terminals Cables - Replace	12	11		175,000
	Ferry Terminals Wood Decks - Replace	6	4		28,350
	Ferry Terminal Structure - Replace	24	23		172,000
	Ferry Ramp Dolphins - Future Replace	60 50	35 50		2,317,500
	Ferry Ramp Generators - Replace	20	50		1,700,000
	Ferry Vessel - Shipyard	20	11		37,600
	Ferry Vessel - Overhaul Engines		0		95,300
	Ferry Vessel - Replace Engines	50	2 47		37,650
	Ferry Vessel - Overhaul Transmissions	5			162,250
	Ferry Vessel - Replace Transmissions	25	2		13,950
	Ferry Vessel - Replace	60	22		32,450
	engresser Replace	OU	33		1,545,000
Legal Cor	ntingency Fund	NA	NA	\$	35,000

HMC WATER SYSTEM RESERVE STUDY - April 14, 2014 (Update) as of September 30, 2016

Function Component	Useful Life	Remaining Useful Life	Current
- director component	Oserar Life	Oserai Lite	Avg.Cost
<u>Capacity</u>			
Well Pumps and Controls	30	26	\$ 21,270
Storage			
Storage Tank - Replace	80	69	206,250
Storage Tank - Clean	5	3	3,090
Boostor Durana F. H.D. Dankara	20	4.7	4 = = 0.0
Booster Pumps, 5 HP - Replace Booster Pumps, 15 HP - Replace	20	17	15,500
Booster Pumps Control - Replace	40 20	37 17	21,000
booster rumps control - neptace	20	17	15,500
Distribution			
Distribution Lines, 6"-8" - Replace	70	66	1,024,850
Distribution Lines, 2" - Replace	40	36	66,435
Service Connect/Lines - Replace	40	36	252,350
Service Meters - Replace	10	6	123,600
Service Meter Box/Setters - Replace	20	16	123,600
Pressure Reducing Valves - Replace	20	16	12,515
Blow-Out/Isolation Valves - Replace	30	26	37,595
Hydrants - Replace	40	36	154,500
Building/Site			
Builing Roofs - Replace	40	37	3,195
Storage Shed - Replace	20	17	3,675
Builing Electrical - Replace Chain Link Fence - Replace	30	26	10,405
Chair Enterence - Replace	3.5	32	16,995
Systems/Equipment			
Generator Emergency - Replace	50	8	42,230
Meter Reader System - Replace	5	1	5,305
Financial/Professional			
SWSMP - Update	6	0	3705
Sanitary Survey - Update	5	3	2065

Notes to Financial Statements

For the Fiscal Year Ended September 30, 2016

NOTE A: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Nature of Activities

HMC Management was incorporated on May 1, 1958, in the State of Washington, as not-for-profit corporation. HMC Management operates and maintains the common property (including roads, parks, and water service) on Herron Island and the associated private ferry service and wharfs. HMC Management levies annual and special assessments on 383 "assessable" units. For the water service 397 units were billed and assessed. (Assessable units are single or contiguous units that are owned by one member.)

Basis of Accounting

The financial statements have been prepared in accordance with generally accepted government accounting principles and accordingly reflect all significant receivables, payables and other liabilities.

Disbursements from the operating account are generally at the discretion of the board. Disbursements from the reserve savings accounts may be generally made only for specific purposes designated by the board. (See Note B)

Cash and Cash Equivalents

HMC Management considers all highly liquid investments available for current use with an initial maturity of three months or less to be cash equivalents. The certificate of deposit is included in this asset category because it may be readily redeemed with an immaterial early withdrawal penalty.

Investments

The Vanguard Money Market Funds (Reserves) are considered as long-term assets because management intends to hold these for more than one year. The balance exceeds the Federal Depository Insurance Corporation coverage by approximately \$458,000. Management accepts this risk because Vanguard has not defaulted on any known accounts.

Fair Value of Cash and Investments

U.S. accounting standards define fair value as the price that would be received for an asset or paid to transfer a liability (an exit price) in HMC's principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

Notes to Financial Statements

For the Fiscal Year Ended September 30, 2016

HMC's financial instruments are investments which are measured at fair value on a recurring basis as follows:

- -Cash and Money Market Accounts are valued at the stated cost which approximates fair value.
- -Mutual funds are valued at their net asset value (NAV) of shares held by HMC at year end.

Fixed Assets

The Company capitalizes property and equipment over \$1,000 and depreciates fixed assets and improvements over their useful life using straight-line depreciation methodology. At acquisition, the estimated useful life of the ferry and ferry docks were 20 years and 40 years respectively. The estimated useful life of capitalized equipment is five to seven years.

Land

HMC Management owns 13 lots that are for common use by the organization and by members and four lots for undetermined future use or sale. Original acquisition costs were not available. The organization used lowest assessed values for 2001 through 2005 to fairly value the property.

Additionally, HMC Management owns four tracts of land and beach front property for common use, but valuations are unknown.

Member Assessments

HMC Management's members are subject to annual assessments (\$1705 per assessable unit in 2016) to provide funds for general operating expenses, future capital acquisitions, and major repairs and replacements. Assessments for water connections are \$18 each per month in 2016 (\$21 in 2015). Assessments and accounts receivable at the balance sheet date represent fees and other charges due from owners. Delinquent owners' accounts are reported separately. HMC Management considers these receivables partially collectable and, accordingly, reports at net realizable value. HMC Policy is to classify assessments older than 30 days as delinquent and to begin legal proceedings as soon as practical. See Note D for discussion of delinquent accounts.

Any excess assessments at year end are retained by the Association for future use. If assessments are not sufficient, the Board of Directors, subject to the limitations of their authority described in the Association's governing documents, may have to increase regular assessments or pass special assessments.

Notes to Financial Statements

For the Fiscal Year Ended September 30, 2016

A supplemental, one-time assessment (\$403 per unit) for 2016 was designated for dolphin replacement reserve.

Another, supplemental assessment for 2016 was made for a projected shortfall of \$156 per assessable unit for ramp painting which was completed in September 2015.

Income Taxes

Homeowners' associations may be taxed either as homeowners' associations or as regular corporations. As a homeowner's association, most exempt function income, which consists primarily of member assessments, is not taxable.

In general, the association's tax returns may be selected for examination by tax authorities subject to a three-year statute of limitations for federal returns and four years for state excise tax returns.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires HMC Management to make estimates and assumptions that may 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 reported period. Actual results could differ from those estimates.

Insurance

Management has elected to expense insurance costs when paid. This procedure does not significantly change the financial position or operating results.

NOTE B - Board Designated Savings Reserves

These reserves are board designated and consist of investments to be held for the purpose of capital projects, major repairs and improvements (docks, ferry, roads, water), and legal and insurance reserves. These assets are held in a Vanguard Money Market account specified for those purposes. (See Note A) Schedule follows.

Notes to Financial Statements

For the Fiscal Year Ended September 30, 2016

Schedule of Board-Designated Reserves of September 30, 2016

Piles, Docks, Dolphins	\$363,158
Ship Yard	148,000
Legal	37,050
Parks	13,116
Roads	30,240
Water	229,331
Ferry Hill Blacktop	10,000
Engine	\$30,750

Ferry Replacement	\$4,000
Community Buildings	5,500
Ramp Inspections	19,000
Ramp Cable Replacement	35,000
Ramp Painting	22,964
Road Equipment	7,500
Dividends Unallocated	\$2,817

Total Board Designated Reserves: \$958,425.

NOTE C - Future Major Repairs and Replacements

HMC Management's budget includes a portion for reserves to finance estimated future major repairs and replacements. In 2016 HMC Management had studies completed to determine the remaining useful lives of the components of all common property and future associated costs of major repairs and replacement, including the water system. (See supplemental financial data for inventory listing.) These studies concluded the HMC Reserve Fund is 25 percent funded and the Water System Reserve Fund is 77 percent funded as of October 2016. The actual reserve reports should be reviewed to understand the implications of these funding levels. See Note G.

NOTE D - Delinquent Accounts

The position of the Board of Directors is that the Association will ultimately prevail against the remaining homeowners whose assessments and accounts are delinquent (without lien filings). Accordingly, these accounts are reported at net realizable value.

NOTE E - Recurring Scheduled Maintenance

Recurring ferry maintenance is amortized over a two-year period for scheduled, dry dock maintenance (\$37,664 for FY 2014) and over a six-year period for scheduled engine overhaul (\$30,308 for each FY 2016 and FY 2015). The FY 2016 prepaid scheduled maintenance included three years of engine overhaul for FY2017-2019.

The 2017 – 2019 recurring dry dock maintenance (\$54,792) included as an accrued prepaid expense is reported in this account.

Notes to Financial Statements

For the Fiscal Year Ended September 30, 2016

NOTE F – Retirement Contributions

HMC Maintenance matches employees' contributions for their 401(k) retirement plan. In 2016 the company paid \$16,740 and in 2015, \$16,797 for these employee benefits.

NOTE G - Subsequent Events

HMC Management has obtained a second USDA Loan for \$1.6M for ferry dolphins replacement for both the island and mainland sides. This is in addition to the Reserve build up. The estimate includes engineering, permits, construction, construction oversight, sales taxes, loan/legal fees, and contingencies.

The payable for the dry dock maintenance was paid in full in November 2016.

Management has evaluated subsequent events through August 31, 2017, the date on which the financial statements were available to be issued.

NOTE H - USDA Loan

HMC signed a promissory note on March 22, 2013, with USDA for financing a new water distribution system to comply with state regulations. The note is payable semi-annually (beginning September 2013) at 2.5 percent interest over 40 years. The amount payable semi-annually is \$26,639 which includes interest and principle. The note is for \$1,342,000 adjusted for one-time payments (\$410,780) and is secured by HMC property which includes land, roads, and improvements. This property is recorded as community property and does not have an associated value in Pierce County public assessor records. Therefore, this property does not appear on HMC financial statements.

Loan amortization schedule through September 2020 follows:

Annual FY				Ending Loan	93.
Payment	Amount	Interest	Principal	Balance	
2016	\$53,278	\$32,154.58	\$21,123.42	\$1,270,308.08	
2017	\$53,278	\$31,623.20	\$21,654.80	\$1,248,653.28	
2018	\$53,278	\$31,078.45	\$22,199.55	\$1,226,453.72	
2019	\$53,278	\$30,519.99	\$22,750.01	\$1,203,695.71	
2020	\$53,278	\$29,947.49	\$23,330.51	\$1,180,365.20	