A G E N D A

AUDIT COMMITTEE

REGULAR MEETING
MONDAY, APRIL 1, 2019 AT 10:00 AM
BOARD ROOM – GATEWAY COMPLEX

1) MEETING CALLED TO ORDER: Dwight Walker, Chair

2) ROLL CALL: Dwight Walker, Alan Swanson, Mary Neff, John Kikuchi, Barbara Rothway, Sheldon Solloway, and Chris Yahng

   INTRODUCTIONS: Tim O'Keefe, CEO; Rick Chakoff, CFO; Bob Kelso, GRF Board President; Merek Lipson, Resident and Committee Adviser

3) APPROVAL OF REPORT: January 17, 2019

4) RESIDENTS' FORUM

   The Audit Committee will follow Rossmoor custom and limit comments to 3 minutes.

5) ANNOUNCEMENTS

   a) Review of notes from February 4, 2019 meeting (Lack of Quorum). (Attachment)
      i. Review of 12/31/18 Preliminary Financial Statements.
      ii. Discuss Enterprise Risk Assessment and the role of the Audit Committee.
   b) Recruitment of Audit Committee members.

6) NEW BUSINESS

   a) Review Draft of Audited 12.31.18 Financial Statements—Rick Chakoff and BPM, external auditors. (Attachment)
   b) Review 12.31.18 Facility Usage Fee Report. (Attachment)
   c) Discuss Member Records reporting of 92 residents registered in multiple units (190).

7) UNFINISHED BUSINESS
   a) Whistleblower Policy—Employee Handbook Update
   b) Code of Conduct Compliance—John Kikuchi

8) ADJOURNMENT

9) NEXT MEETING: Monday, May 6, 2019, at 10:00 a.m. in the Board Room at Gateway Complex.

cc: GRF Board

AUDIT COMMITTEE REPORT

REGULAR MEETING
THURSDAY, JANUARY 17, 2019, AT 10:00 A.M.

A regular meeting of the Audit Committee was convened by the Chair, Dwight Walker, at 10:00 a.m. on Thursday, January 17, 2019, in the Board Room at Gateway Complex.

Roll Call

Members present were Dwight Walker, Chair; Alan Swanson, Vice Chair; Mary Neff, GRF Board Treasurer; John Kikuchi, and Chris Yahng. Excused absence: Sheldon Solloway and Barbara Rothway.

Also attending were Tim O'Keefe, CEO; Rick Chakoff, CFO; Chris Preminger; Merek Lipson, Resident/Committee Adviser; and GRF Board members: Bob Kelso and Barbara Coenen.

1. Minutes from the November 13, 2018 meeting were approved unanimously on a motion made by Chris Yahng and seconded by Mary Neff.

2. RESIDENTS' FORUM—No comments.

Draft Charter

3. ANNOUNCEMENTS--AUDIT COMMITTEE CHARTER—the revised Charter was submitted by Tim O'Keefe to the GRF Board Policy Committee and it was approved at its December meeting. It will be presented to the GRF Board for its approval at its next meeting.

4. MANAGEMENT ISSUES FOR EXTERNAL AUDITORS—Rick Chakoff reported that the external auditors have begun their interim work for the 2018 audit. He met with them to advise that GRF no longer employed an in-house legal counsel. Tim O'Keefe reported that he did not have any issues to report to the auditors.

Draft GRF Whistleblower Policy

5. WHISTLEBLOWER GRF POLICY—John Kikuchi reported on the current draft incorporating a number of revisions to the proposal submitted at the previous Committee meeting. These revisions resulted from two Task Force meetings with outside legal counsel. Substantial revisions were made to make it clear that the GRF Policy covers nonemployees because employees are covered by management policies and the employee handbook, in accordance with California law.

   Draft GRF Whistleblower Policy Approved

   On a motion made by Mr. Kikichi, seconded by Ms. Neff, and CARRIED UNANIMOUSLY to approve the latest Policy draft.

6. EMPLOYEE WHISTELBLOWER POLICY AND HANDBOOK—John Kikuchi reported that the Task Force recommended that the Employee Whistleblower Policy and Handbook be updated for the new reporting "hotline" of Whistleblower@Rossmoor.com. Tim O'Keefe and Judith Perkins agreed that this would be an enhancement to bring reporting mechanisms in line with the GRF Policy.

On a motion made by Mr. Kikuchi, seconded by Ms. Neff and CARRIED UNANIMOUSLY to approve the Task Force's recommendation.

Task Force Recommendation Approved

7. MEMBER TRANSFER FEE TASK FORCE UPDATE—Mary Neff reported that the task force consisting of Chris Preminger, Rick Chakoff, Jo Ann Cooper, Dwight Walker, Bob Kelso, Mary Neff and Steve Roath identified an overarching goal of ensuring that owners are providing the data needed to enforce all GRF and Mutual occupancy policies. Chris Preminger, the Project Manager, will lead the effort to undertake and evaluate potential issues, conduct a pilot with two Mutuals, and publish a report by June 30. The Task Force has identified some potential issues whereby member records are not updated by homeowners that could result in lost membership transfer or lessee facility usage fees. Rick Chakoff will alert the external auditors that a task force comprised of staff and residents has been formed to investigate the validity of membership fee exemptions.

8. PRIORITIZED GOALS—A discussion was held regarding prioritized goals for the Committee. The following items and timing were identified:

- Done--Calendar for standard meeting dates first week of the month
- Monthly--Review of Whistleblower allegations reports by management
- February—Begin understanding of risk assessments scope for Audit Committees and develop plan for future actions
- March--Review compliance with Code of Conduct Policy
- Q2—Begin quarterly program to understand internal controls and management assessment of effectiveness
- May--Assess external auditors
- June—Review and understand Chris Preminger's report on Membership Transfer Fees and attendant system/controls.

9. ADJOURNMENT
There being no further business to come before the Committee, the meeting was recessed at 11:43 a.m.

10. NEXT MEETING:
The next regular meeting of the Audit Committee TBD.

Dwight Walker, Chair
Audit Committee

AUDIT COMMITTEE
MEETING NOTES
MONDAY, February 4, 2019, AT 10:00 A.M.

A meeting of the Audit Committee was convened by the Chair, Dwight Walker, at 10:00 a.m. on Monday, February 4, 2019, in the Board Room at Gateway Complex.

Members present were Dwight Walker, Chair; Mary Neff, GRF Board Treasurer; John Kikuchi, and Chris Yahng. Excused absence: Sheldon Solloway, Alan Swanson and Barbara Rothway. <u>Roll Call</u>

Also attending were Tim O'Keefe, CEO; Rick Chakoff, CFO; Merek Lipson, Resident/Committee Adviser; and GRF Board members: Bob Kelso and Ken Anderson.

1. A quorum was not present resulting in no actions taken.

2. <u>RESIDENTS' FORUM</u>—No comments.

3. ANNOUNCEMENTS—
   - AUDIT COMMITTEE CHARTER—was approved by the GRF board at its January 31, 2019 meeting. As such, Mary Neff is no longer a voting member of the committee. Bob Kelso was asked to find out if there was any interest by other board members in joining the committee. Merek Lipson was asked to consider becoming a member of the committee. <u>New Charter</u>
   - WHISTLEBLOWER GRF POLICY—Tim reported that this item is on the agenda for the upcoming Policy Committee meeting and then it will be forwarded to the GRF board for two readings before it can be adopted.

4. REVIEW OF 12/31/18 PRELIMINARY FINANCIAL STATEMENTS—Rick Chakoff highlighted the areas of the MOD and GRF financial statements where there were significant variances from budget. A discussion ensued regarding the focus of the external auditors on variances from last year vs budget and whether it would be useful for the Audit Committee in its review of quarterly financial statements to see a column for prior year. As the financials were reviewed a number of issues were discussed:
   - Newspaper revenue was down again in 2018 by 10%. Continuing decline in this revenue line item has been anticipated and was reflected in the 2019 budget.
   - GRF "reserves", debt capacity and long-term financial needs are being addressed in a study commissioned by the board.
   - Member Transfer Fees declined in 2018 with exemptions on the rise and registered lessees on the decline. The recently released "Demographic Report" highlighted a number of interesting data points but failed to identify the number of manors where the same resident is registered. Chris Preminger will be asked to address this exception reporting as a part of the MTF Task Force, which is expected to deliver its report in June.

- MOD financials reflect a $260k loss on Mutual Billable despite an increase in billable rates to the Mutuals in 2018. Rick indicated that steps are being taken to manage expenses to regain a breakeven result with Mutual Billable in 2019.

5. RISK MANAGEMENT and GRF—Merek Lipson presented background information about this important area focusing on best practices outlined for ERM—Enterprise Risk Management (attached). He discussed two articles from COSO, Committee of Sponsoring Organizations of the Treadway Commission (attached). A far ranging discussion ensued regarding risk identification, assessment, etc. While there are on-going efforts in this area it is believed that a more defined and disciplined process should be considered. It was concluded that this is a board/management function and that Merek and Dwight will attend the next Board Planning Committee meeting to outline components of ERM. The Audit Committee's role in ERM was identified as follows:
   - Understand the organization's internal control environment and overall risk profile
   - Conclude whether effective internal controls are in place.
   - Monitor the progress of corrective action until the organization's internal controls are working properly and mitigating risks effectively
   - Assess whether risk that might prevent the organization from achieving its objectives or maintaining its reputation have been identified
   - Know how the organization mitigates these key risks

6. CODE OF CONDUCT COMPLIANCE—John Kikuchi will be convening a Task Force of committee members before the next meeting to explore this area.

7. ADJOURNMENT
   There being no further business to come before the Committee, the meeting was recessed at 11:45 a.m.

8. NEXT MEETING:
   There will be no Audit Committee meeting in March. The next regular meeting of the Audit Committee will be April 1 at 10am in the Gateway Board Room.

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Dwight Walker, Chair
Audit Committee

DRAFT 3.19.19

GOLDEN RAIN FOUNDATION

COMBINED FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

December 31, 2018 and 2017

GOLDEN RAIN FOUNDATION

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Independent Auditors' Report

Board of Directors
Golden Rain Foundation and Trustee of Trust Estate
Walnut Creek, California

We have audited the accompanying combined financial statements of the Golden Rain Foundation and Trust Estate, which comprise the combined balance sheets as of December 31, 2018 and 2017, and the related combined statements of revenues and expenses, changes in net assets, and cash flows for the years then ended, and the related notes to the combined financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these combined 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 combined 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 combined 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 combined financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the combined financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the combined 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 combined 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 combined financial statements referred to above present fairly, in all material respects, the financial position of the Golden Rain Foundation and Trust Estate as of December 31, 2018 and 2017, 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.

Menlo Park, California
April XX, 2019

Golden Rain Foundation

Combined Balance Sheets

As of December 31, 2018 and 2017

	2018	2017
ASSETS		
Cash and cash equivalents	$ 5,899,863	$ 2,693,706
Accounts receivable, net	716,009	550,517
Deferred rent receivable	157,565	236,974
Inventories	436,218	446,943
Notes receivable	490,519	457,351
Property and equipment, net	52,103,561	52,797,424
Other assets, net	176,307	123,842
Total assets	$ 59,980,042	$ 57,306,757
LIABILITIES AND NET ASSETS		
Liabilities:		
Bank loans and Line of Credit	$ 16,816,804	$ 14,300,869
Accounts payable and accrued expenses	1,843,533	2,122,781
Accrued payroll and benefits	1,491,968	1,644,463
Pension liability	12,513,053	7,701,350
Total liabilities	32,665,358	25,769,463
Net assets for the benefit of Walnut Creek Mutual Entities:		
Net assets	27,314,684	31,537,294
Total liabilities and net assets	$ 59,980,042	$ 57,306,757

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

Golden Rain Foundation

Combined Statements of Revenues and Expenses

For the years ended December 31, 2018 and 2017

	2018	2017
Revenues	$ 32,049,235	$ 30,377,696
Other revenues:		
Services - community facilities	2,495,879	2,385,695
Newspaper	902,041	976,348
Lease revenue	606,300	612,677
Noncommunity facilities services	306,892	229,153
Financial income	25,654	24,599
Other income, net	93,596	37,181
Total other revenues	4,430,362	4,265,653
Total revenues	36,479,597	34,643,349
Expenses:		
Employee compensation	20,710,618	19,943,968
Operations and maintenance	12,307,955	12,067,136
Administrative	2,554,514	2,146,375
Interest	750,090	605,617
(Gain) loss on disposal of property and equipment	(7,131)	334,631
Total expenses, before depreciation and amortization	36,316,046	35,097,727
Revenues in excess of expenses, (expenses in excess of revenues), before depreciation and amortization	163,551	(454,378)
Depreciation and amortization	3,912,458	3,391,407
Expenses in excess of revenues	$ (3,748,907)	$ (3,845,785)

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

Golden Rain Foundation

Combined Statements of Changes in Net Assets

For the years ended December 31, 2018 and 2017

Net assets, January 1, 2017	$ 27,290,195
Membership transfer fees	4,410,000
Mutual distributions	(140,000)
Comprehensive loss:	
Expenses in excess of revenues	(3,845,785)
Adjustment to pension benefit obligation	3,822,884
Total comprehensive loss	(22,901)
Net assets, December 31, 2017	31,537,294
Membership transfer fees	4,338,000
Comprehensive loss:	
Expenses in excess of revenues	(3,748,907)
Adjustment to pension benefit obligation	(4,811,703)
Total comprehensive loss	(8,560,610)
Net assets, December 31, 2018	$ 27,314,684

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

GOLDEN RAIN FOUNDATION

COMBINED STATEMENTS OF CASH FLOWS

For the years ended December 31, 2018 and 2017

	2018	2017
Cash flows from operating activities:		
Expenses in excess of revenues	$ (3,748,907)	$ (3,845,785)
Adjustments to reconcile expenses in excess of revenues to net cash (used in) provided by operating activities:		
Depreciation and amortization	3,912,458	3,391,407
(Gain)/loss on sale and disposal of property and equipment	(7,131)	334,631
Adjustment to pension benefit obligation	(4,811,703)	3,822,884
Change in operating asset and liability accounts:		
Accounts receivable, net and deferred rent receivable	(86,083)	125,278
Inventories	10,725	44,300
Other assets, net	(69,592)	26,855
Accounts payable and accrued expenses, accrued payroll and benefits and pension liability	4,379,960	(3,727,260)
Net cash (used in) provided by operating activities	(420,273)	172,310
Cash flows from investing activities:		
Purchases of property and equipment	(3,213,290)	(9,696,092)
Change in notes receivable	(33,168)	(51,157)
Proceeds from sale of property and equipment	18,953	12,675
Net cash used in investing activities	(3,227,505)	(9,734,574)
Cash flows from financing activities:		
Payments on bank loans	(1,025,294)	(1,009,693)
Proceeds from line of credit	3,541,229	2,400,000
Proceeds from membership transfer fees	4,338,000	4,410,000
Mutual distributions	-	(140,000)
Net cash provided by financing activities	6,853,935	5,660,307
Net increase (decrease) in cash	3,206,157	(3,901,957)
Cash and cash equivalents, beginning of year	2,693,706	6,595,663
Cash and cash equivalents, end of year	$ 5,899,863	$ 2,693,706
Supplemental cash flow disclosures:		
Interest paid	$ 750,090	$ 605,617
Non-cash financing and investing activities:		
Property and equipment	$ -	$ 964,120
Conversion of line of credit to term loan	$ 6,100,000	$ -

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

GOLDEN RAIN FOUNDATION

NOTES TO COMBINED FINANCIAL STATEMENTS

December 31, 2018 and 2017

1. Organization

The Golden Rain Foundation of Walnut Creek ("Golden Rain Foundation") is organized under California general nonprofit corporation's law as a nonprofit mutual benefit corporation. The Golden Rain Foundation is the trustee of the Golden Rain Foundation of Walnut Creek Trust (the "Trust" or "Trust Estate"). The Trust was created to provide services and community facilities to the approximately 9,700 residents of the community commonly known as Rossmoor of Walnut Creek, California ("Rossmoor").

The community facilities consist of roads, on and off-site improvements and recreational and service facilities and are held in the Trust for 18 mutual corporations (the "Mutual Entities") as the beneficiaries of the Trust. The Mutual Entities consist of associations as defined by California Civil Code §4080, each of which manage common interest developments as defined by California Civil Code §4100, including 3 stock cooperatives, 14 condominium associations and 1 planned unit development. The common interest developments are owned by the Mutual Entities and their respective individual members.

All functions of the Golden Rain Foundation are governed by a Board of Directors elected by the Golden Rain Foundation members.

2. Summary of Significant Accounting Policies

Accounting Responsibility

The Golden Rain Foundation handles all accounting functions for both the Trust and the general operating activities of Golden Rain Foundation as trustee.

Financial Statement Presentation

The financial statements include all accounts of the Golden Rain Foundation, including its Mutual Operations division and all accounts of the Trust. Accounting principles applicable to business enterprises are used to account for the Golden Rain Foundation transactions and balances. Accounting principles applicable to trusts are used to account for the transactions and balances of the Trust.

Cash

For purposes of the combined statements of cash flows, cash includes all cash balances and highly liquid investments with an original maturity of three months or less at the date of purchase.

Accounts Receivable

Accounts receivable of the Golden Rain Foundation are stated at the amount management expects to collect from balances outstanding at year-end, and consist of amounts due from the Mutual Entities for resident services, management services, newspaper advertising, and from John Muir Medical Center. Management provides for probable uncollectible amounts through a charge to earnings and a credit to a valuation allowance based on its assessment of the current status of individual accounts. Balances still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to trade accounts receivable. As of December 31, 2018 and 2017, the Golden Rain Foundation had an allowance for doubtful accounts of $1,000. During the years ended December 31, 2018 and 2017, there were no bad debt expenses incurred. Accounts receivable of the Trust Estate are stated at the amount management expects to collect from balances outstanding at year-end, and consist primarily of amounts due from the lessee of the medical center premises.

Continued

2. Summary of Significant Accounting Policies, continued

Notes Receivable

The Golden Rain Foundation has notes receivable related to the financing of membership transfer fees (see additional information in Note 8).

Inventories

Inventories of the Golden Rain Foundation consist of operating supplies and are stated at cost, and carried at lower of cost or net realizable value as determined on the first-in, first-out method.

Property and Equipment

Purchased property and equipment of both the Golden Rain Foundation and the Trust Estate are stated at cost, net of accumulated depreciation, and are depreciated on the straight-line method over the estimated useful lives of the assets ranging from 5 to 40 years. Contributed assets are recorded at their fair value at the date of contribution. Capital additions and improvements that enhance or extend the useful life of an asset are capitalized, whereas repairs and maintenance expenses are expensed as incurred. Whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recovered, the Golden Rain Foundation and the Trust Estate, using their best estimates and projections, review for impairment the carrying value of long-lived identifiable assets to be held and used in the future. The Golden Rain Foundation and the Trust Estate will record impairment losses when determined. Capital assets that have not been placed into service are reflected in construction in progress and depreciation does not begin until the date the asset is placed into service.

Other Assets

Other assets includes prepaid expenses, deposits on purchases, and capitalized loan and contract costs. Prepaid expenses are expensed when used and contract costs are amortized over the life of the contract.

Membership Transfer Fees

Membership transfer fees generally occur as a result of a change of membership in the Golden Rain Foundation and are recorded as additions to unrestricted net assets in the combined statements of changes in net assets (see Note 8).

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, Golden Rain Foundation uses valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy is broken down into three levels based on observability of valuation inputs as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Continued

2. Summary of Significant Accounting Policies, continued

Fair Value Measurements, continued

Level 2 – Inputs are obtained from readily available pricing sources for comparable instruments.

Level 3 – Valuation inputs are obtained without observable market value and require a high level of judgment to determine fair value.

Use of Estimates

The preparation of combined financial statements in conformity with accounting principles generally accepted in the United States 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 combined financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

3. Revenue

The Golden Rain Foundation operates, improves and maintains the Trust Estate's facilities and assists management of various Mutual Entities in the operation and maintenance of their residential properties. The majority of the Mutual Entities contract with the Golden Rain Foundation to provide management services. An operating budget and operations fees of the Golden Rain Foundation trustee are approved annually by the Board of Directors. Operations fees are recognized as revenue monthly as the fees are earned. The Board of Directors periodically approves distributions to Mutual Entities of accumulated revenues in excess of expenses and such distributions are accounted for as a charge to net assets in the combined statements of changes in net assets. Other revenues of the Golden Rain Foundation are derived from service fees to members, golf revenues and sales of newspaper advertising, and are recognized as revenue as work is completed and advertisements are published. Lease revenue is derived primarily from contracts related to the medical center (see Note 13) and RV space rentals.

4. Income Tax Status

The Golden Rain Foundation is a California nonprofit, nonstock, corporation which is treated as a taxable corporation for federal and California state income tax purposes. However, because it is a membership organization, it is subject to the special rules of Section 277 of the Internal Revenue Code. Under Section 277, the Golden Rain Foundation is subject to federal and state income taxes whenever its nonmember revenue, consisting primarily of investment income, exceeds nonmember expenses and also when its membership revenue exceeds membership expenses. Net membership losses cannot be used to reduce net nonmember income; however, such losses may be carried over indefinitely to reduce future net membership income and amounted to approximately $53,086,493 and $51,736,245 as of December 31, 2018 and 2017, respectively. Membership transfer fees are treated as contributions to capital, thus are not taxable revenues.

Continued

4. Income Tax Status, continued

The Golden Rain Foundation has evaluated its current tax positions and has concluded that as of December 31, 2018 and 2017, the Golden Rain Foundation does not have significant uncertain tax positions for which a reserve would be necessary. There have been no related tax penalties or interest related to uncertain tax positions, which would be classified as tax expense in the combined statements of revenues and expenses. A number of the Golden Rain Foundation's tax returns remain subject to examination by taxing authorities. These open tax returns include December 31, 2014 and later years.

5. Property and Equipment

Property and equipment as of December 31, 2018 and 2017 consist of the following:

	2018	2017
Golden Rain Foundation:		
Building improvements	$ 27,606	$ 27,606
Furniture and equipment	577,755	637,164
Transportation equipment	181,146	340,056
Computer equipment	110,284	203,625
	896,791	1,208,451
Less accumulated depreciation	(896,791)	(1,208,451)
Property and equipment, net	$ -	$ -
Depreciation expense	$ -	$ 1,150
Trust Estate:		
Land and land improvements	$ 32,063,681	$ 30,977,900
Buildings	21,728,742	21,647,606
Building improvements	38,321,368	29,233,137
Furniture and equipment	6,186,772	4,861,177
Transportation equipment	3,161,240	2,855,433
Computer equipment/programs	1,022,383	735,993
Construction in progress	244,808	9,573,783
	102,728,994	99,885,029
Less accumulated depreciation	(50,625,433)	(47,087,605)
Property and equipment, net	$ 52,103,561	$ 52,797,424
Depreciation expense	$ 3,895,331	$ 3,373,130

Continued

6. Retirement Plans

The Golden Rain Foundation sponsors a noncontributory (employer-sponsored) defined benefit pension plan and a defined contribution pension plan and contributes to a multi-employer union-sponsored retirement benefit plan. Employees hired or re-hired after May 1, 2009 are not eligible to participate in the defined benefit plan, as the participation under the Plan was frozen May 1, 2009.

Under the provisions of Accounting Standards Codification ("ASC") 715, *Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans*, the projected benefit obligation is also required to be valued as of the Golden Rain Foundation's fiscal year-end. The Golden Rain Foundation's adjustment to its minimum liability at December 31, 2018 and 2017 is $4,811,703 and $(3,822,884), respectively, and is reported in the combined statements of changes in net assets. By definition, the adjustment is not an income or expense but rather represents the gains or losses and prior service costs or credits that arose during the period. The accumulated adjustment to the pension benefit obligation included in comprehensive loss as of December 31, 2018 and 2017 is $(15,270,977) and $(10,459,274), respectively.

The defined benefit plan is noncontributory and provides benefits based on each covered employee's years of service and highest five-year average compensation out of the last ten years of employment. The Golden Rain Foundation's funding policy is to make at least the minimum annual contributions recommended by the plan's actuary. The expected contribution in 2018 is $1,025,000. The plan's funded status, assumptions, and cost as of December 31, 2018 and 2017 are as follows:

	2018	2017
Obligations and funded status:		
Projected benefit obligation	$ 56,459,533	$ 56,759,826
Plan assets at fair value	43,946,480	49,058,476
Funded status	$ (12,513,053)	$ (7,701,350)
Accumulated benefit obligation	$ 54,459,295	$ 54,453,984
Employer contributions	$ 975,000	$ 1,141,250
Benefits paid	$ 2,749,145	$ 2,643,443
Amounts recognized in the balance sheet consist of:		
Pension liability	$ (12,513,053)	$ (7,701,350)
Amounts recognized in the combined statements of revenues and expenses consist of:		
Net periodic pension cost per actuary	$ 239,384	$ 1,313,145

Continued

6. Retirement Plans, continued

Components of Net Periodic Pension Cost

The net periodic pension cost for pension benefits for 2018 and 2017 includes the following components:

	2018	2017
Service cost	$ 763,653	$ 809,504
Interest cost	2,044,028	2,118,697
Expected return on plan assets	(3,592,717)	(3,172,653)
Amortization of net loss	1,024,420	1,557,597
Net periodic benefit cost	$ 239,384	$ 1,313,145

The following actuarial assumptions were used in accounting for the plan:

	2018	2017
Weighted-average assumptions used to determine benefit obligations as of December 31:		
Discount rate	4.20%	3.70%
Rate of compensation increase	3.00%	3.00%
Weighted-average assumptions used to determine net periodic benefit cost for the years ended December 31:		
Discount rate	3.70%	4.00%
Expected return on plan assets	7.50%	7.50%
Rate of compensation increase	3.00%	3.00%

The expected long-term rate of return on plan assets reflects the average rate of earnings expected on the funds invested or to be invested to provide for the benefits included in the projected benefit obligation. In estimating that rate, appropriate consideration is given to the returns being earned by the plan assets in the fund and rates of return expected to be available for reinvestment, and a building block method. The expected rate of return on each asset class is broken down into three components: (1) inflation, (2) the real risk-free rate of return (i.e., the long-term estimate of future returns on default-free U.S. government securities), and (3) the risk premium for each asset class (i.e., the expected return in excess of the risk-free rate).

All three components are based primarily on historical data, with modest adjustments to take into account additional relevant information that is currently available. For the inflation and risk-free return components, the most significant additional information is that provided by the market for nominal and inflation-indexed U.S. Treasury securities. That market provides implied forecasts of both the inflation rate and risk-free rate for the period over which currently available securities mature. The historical data on risk premiums for each asset class is adjusted to reflect any systemic changes that have occurred in the relevant markets; e.g., the higher current valuations for equities, as a multiple of earnings, relative to the longer-term average for such valuations.

Continued

6. Retirement Plans, continued

Components of Net Periodic Pension Cost, continued

The exact expected return derived using the building block method will vary from year to year; however, as the rate is a long-term assumption, it remains constant as long as it remains within a reasonable range.

The percentage of the fair value of total plan assets held as of December 31, 2018 and 2017 (the measurement date) by asset category is as follows:

	2018		2017	
Equity securities	$ 32,361,837	74%	$ 39,006,913	80%
Debt securities	11,584,643	26%	10,051,563	20%
Total	$ 43,946,480	100%	$ 49,058,476	100%

The plan assets consisted of $40,774,501 and $45,535,106 Level 2 assets and $3,171,979 and $3,645,773 Level 3 assets for the years ended December 31, 2018 and 2017, respectively. Level 3 assets consist of Immediate Participation Guarantee Contracts and are valued based on a market value formula approach that uses the Barclays Capital U.S. Aggregate Index. The change in value of Level 3 assets was $(473,794) and $(122,403) for the years ended December 31, 2018 and 2017, respectively, and represented the net cash flows activity at contract settlement. Significant unobservable inputs primarily consisted of the assumed interest rate of 1.25% and the experience rate of 3.74%.

The plan's investment strategy utilizes several different asset classes with varying risk/return characteristics. The returns of the asset classes are not expected to move in tandem, which allow the plan to take part in different parts of the global economic cycle. The following guidelines are used to determine the asset mix with respect to plan assets:

Account	Range
Mid-Cap Growth	4% to 7%
Mid-Cap Value	4% to 7%
Small Growth	4% to 7%
Small Value	4% to 7%
Foreign Large Blend	13% to 19%
Intermediate Term Bond	15% to 25%
Large Growth	16% to 25%
Large Value	16% to 25%
Stable Value	15% to 25%

Prohibited investments include those specifically prohibited by the Employee Retirement Income Security Act of 1974. In addition, investment activity in the following is prohibited: municipal or tax exempt securities, short sales, margin purchases, commodities, securities of the trustee of investment manager, its parents or subsidiaries, and unregistered or restricted stock.

No plan assets are expected to be returned to the Golden Rain Foundation during 2019.

Continued

6. **Retirement Plans**, continued

Components of Net Periodic Pension Cost, continued

Estimated future annual benefit payments consist of:

2019	$ 3,394,109
2020	$ 3,374,826
2021	$ 3,375,805
2022	$ 3,584,096
2023	$ 3,643,353
2023–2028	$ 19,176,467

The defined contribution plan is a 401(k) profit sharing plan. Substantially all employees, other than those covered by a collective bargaining unit, which has not negotiated inclusion, are eligible to participate. The Golden Rain Foundation provides a certain level of matching contributions on salary deferrals. Expense under these plans for 2018 and 2017 was $172,879 and $159,737, respectively.

Multi-Employer Plan

Golden Rain Foundation contributes to a multi-employer defined benefit pension plan under a collective bargaining agreement that covers its union-represented employees. This plan is not administered by the Golden Rain Foundation. The risks of participating in this multi-employer plan differ from those of single-employer plans in that assets contributed to the multi-employer plan by one employer may be used to provide benefits to employees of other participating employers. The Multi-employer Pension Plan Amendments Act of 1980 (the "Act") significantly increased the pension responsibilities of participating employers. If a participating employer stops contributing to the plan, then the unfunded obligations of the plan may be borne by the remaining participating employers. If Golden Rain Foundation chooses to stop participating in the multiemployer plan, then it may be required to pay the plan an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

The term of the current collective bargaining agreement covers the period between August 1, 2009 through July 31, 2018, with a provision to continue in successive years unless affirmatively terminated or amended. Golden Rain Foundation's maximum contribution exposure is limited to no more than 80% of the total pension contribution rate, with any excess being borne by the employee. As of July 1, 2016, Golden Rain Foundation's per employee pension contribution was $8.96/hour. If Employer's pension contribution is less than 80% of the total required pension contribution, Golden Rain Foundation agrees to increase its pension contribution by up to a maximum of $0.50/hour.

Continued

7. Concentrations

The Golden Rain Foundation maintains cash with one major financial institution. The balances held by the bank are insured by the Federal Deposit Insurance Corporation up to $250,000. Cash on deposit normally exceeds federally insured limits. The Golden Rain Foundation has not experienced any losses in such accounts and management believes it is not exposed to any significant credit risk.

Approximately 37% of the Golden Rain Foundation's employees are covered by a multi-year collective bargaining agreement which expires in July 2018.

8. Notes Receivable

Notes receivable are for membership transfer fees that have been financed over seven years with an annual interest rate of 5% for the years ended December 31, 2018 and 2017. The unsecured notes receivable balances as of December 31, 2018 and 2017 are $490,519 and $457,351, respectively.

9. Contingencies

The Golden Rain Foundation is subject to certain legal proceedings and claims that arise in the ordinary course of business. In the opinion of management, the amount of any liability with respect to these actions will not materially affect the combined financial statements. Also, refer to contingent liability of multi-employer plan in Note 6.

10. Commitments

Purchase commitments related to certain Trust Estate renovation and expansion projects approximated $0 and $938,000 as of December 31, 2018 and 2017, respectively. Additionally, see Note 11 and Note 12 for outstanding bank loan commitments.

11. Bank Loans and Line of Credit

Golden Rain Foundation is obligated under a term note, which requires monthly payments of $45,000 plus interest at a fixed interest rate equal to 4.94%. The term loan matures on June 10, 2029. As of December 31, 2018 and 2017, $5,670,000 and $6,210,000 of principal is payable on the loan, respectively

Additionally, the Golden Rain Foundation is obligated under a term note, which requires monthly payments of $62,446, including interest at a fixed interest rate equal to 4.75%. The note matures on June 7, 2027. As of December 31, 2018 and 2017, $5,205,575 and $5,690,869, respectively, are payable on the note.

Continued

11. Bank Loans and Line of Credit, continued

On May 1, 2017, Golden Rain Foundation entered into a non-revolving line of credit with a total commitment of $8 million and a balance payable as of December 31, 2018 of $5,941,229. The line of credit carried an interest rate of 5.11% and required monthly interest only payments during draw period, which extended to May 10, 2018. Thereafter the line of credit converted to a term loan, which carries an interest rate of 5.11%, with principal and interest payments due monthly. This note will mature May 10, 2033.

The Golden Rain Foundation's term notes mature as follows:

Years ending December 31:	
2019	$ 1,345,007
2020	1,375,069
2021	1,417,967
2022	1,462,407
2023	1,509,099
Thereafter	9,707,256
	$ 16,816,804

These bank loans include financial covenants that require the Trust to maintain a Debt Service Coverage Ratio ("DSC Ratio") of at least 2:00:1:00. A DSC Ratio is defined as net operating income divided by debt service. In March 2016, the bank amended the loan covenants to define the DSC Ratio as the ratio of earnings before interest, taxes, depreciation and amortization plus transfer fees, to debt service. At December 31, 2018, Golden Rain Foundation is in compliance for all loan covenants. Repayment of the bank loans will be primarily from Golden Rain Foundation membership transfer fees. The loans are collateralized by a Blanket UCC securities agreement, which includes all inventories, chattel paper, accounts receivable, equipment, and general intangible assets of the Golden Rain Foundation. In addition, term loans are secured by a mortgage on the medical center (see Note 12).

12. Medical Center

In August 2005, the Golden Rain Foundation entered into a non-cancelable operating lease with a third-party to lease the medical center premises that expires in July 2020. The lease includes one 5-year renewal term. The lease requires the lessee to pay all executory costs such as property taxes, maintenance and insurance. The lease has a base rent of $40,490 per month for the first full year with stated annual increases of 2.5% each August through the end of the lease term. ASC 840, *Accounting for Leases*, requires that leases with such stated increases record rents under a straight-line method. Total lease revenue under the straight-line and cash basis methods was $580,844 and $660,253, respectively, in 2018, and $580,844 and $644,150, respectively, in 2017. The Golden Rain Foundation had deferred rent receivable of $157,565 and $236,974 as of December 31, 2018 and 2017, respectively.

Continued

12. Medical Center, continued

In addition, during 2005, the Golden Rain Foundation incurred initial direct costs related to the origination of the lease of $223,897, which has been capitalized and included in other assets on the combined balance sheet. The costs are to be amortized straight-line over the life of the lease, which terminates July 2020. Amortization expense was $15,353 for the years ended December 31, 2018 and 2017.

Future minimum annual rental income on a cash and straight-line basis required under the lease and future amortization for the years ending December 31, are as follows:

	Cash Basis	Straight-Line	Deferred Rent Receivable
2019	$ 676,760	$ 580,844	$ 95,916
2020	400,474	338,825	61,649
	$ 1,077,234	$ 919,669	$ 157,565

As of December 31, 2018, the cost (including land, building and other capitalized costs) and accumulated depreciation of the leased medical center consist of:

Cost	$ 2,374,123
Accumulated depreciation	(2,128,416)
	$ 245,707

13. Related Party Transactions

The Golden Rain Foundation maintains accounting records and performs administrative work for most of the Walnut Creek Mutual Entities (the "Mutuals"), related parties. As of December 31, 2018 and 2017, the Golden Rain Foundation had $391,142 and $278,756 of accounts receivable from the Mutuals, respectively. Revenues from the Mutuals were $31,208,468 and $29,525,139 for the years ended December 31, 2018 and 2017, respectively.

14. Subsequent Events

The Golden Rain Foundation has evaluated subsequent events through April XX, 2019, the date the combined financial statements were available to be issued. Nothing has occurred outside the normal course of business operations that requires disclosure or recognition as of December 31, 2018.

Supplementary Information

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INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY INFORMATION

Board of Directors
Golden Rain Foundation and Trustee of Trust Estate
Walnut Creek, California

We have audited the combined financial statements of the Golden Rain Foundation and Trust Estate as of and for the year ended December 31, 2018, and our report thereon dated April XX, 2019, which expressed an unmodified opinion on those combined financial statements, appears on page 1. Our audit was conducted for the purpose of forming an opinion on the combined financial statements as a whole. The combining balance sheet and statement of revenues and expenses and the divisional balance sheet and statement of revenues and expenses are presented for purposes of additional analysis and are not a required part of the combined 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 combined financial statements. The information has been subjected to the auditing procedures applied in the audit of the combined financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the combined financial statements or to the combined 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 combined financial statements as a whole.

Menlo Park, California
April XX, 2019

Golden Rain Foundation

Combining Balance Sheet

December 31, 2018

	Golden Rain Foundation	Trust Estate	Combined
ASSETS			
Cash	$ 2,593,809	$ 3,306,054	$ 5,899,863
Accounts receivable, net	670,344	45,665	716,009
Deferred rent receivable	-	157,565	157,565
Inventories	436,218	-	436,218
Notes receivable	-	490,519	490,519
Property and equipment, net	-	52,103,561	52,103,561
Other assets, net	102,515	73,792	176,307
Total assets	$ 3,802,886	$ 56,177,156	$ 59,980,042
LIABILITIES AND NET ASSETS			
Liabilities:			
Bank loans	$ -	$ 16,816,804	$ 16,816,804
Accounts payable and accrued expenses	1,456,063	387,470	1,843,533
Accrued payroll and benefits	1,491,968	-	1,491,968
Pension liability	12,513,053	-	12,513,053
Total liabilities	15,461,084	17,204,274	32,665,358
Net assets for the benefit of Walnut Creek			
Net assets (deficit)	(11,658,198)	38,972,882	27,314,684
Total liabilities and net assets	$ 3,802,886	$ 56,177,156	$ 59,980,042

See Independent Auditors' Report on Supplementary Information.

GOLDEN RAIN FOUNDATION

COMBINING STATEMENT OF REVENUES AND EXPENSES

For the year ended December 31, 2018

	Golden Rain Foundation	Trust Estate	Eliminations	Combined
Revenues	$ 32,049,235	$ -	$ -	$ 32,049,235
Other revenues:				
Services - community facilities	2,495,879	165,511	(165,511)	2,495,879
Newspaper	902,041	-	-	902,041
Lease revenue	-	606,300	-	606,300
Noncommunity facilities services	306,892	-	-	306,892
Financial income	319	25,335	-	25,654
Other income, net	64,516	29,080	-	93,596
Total other revenues	3,769,647	826,226	(165,511)	4,430,362
Total revenues	35,818,882	826,226	(165,511)	36,479,597
Expenses:				
Employee compensation	20,710,618	-	-	20,710,618
Operations and maintenance	12,307,955	-	-	12,307,955
Administrative	2,720,025	-	(165,511)	2,554,514
Interest	-	750,090	-	750,090
(Gain) loss on disposal of fixed assets	(18,650)	11,519	-	(7,131)
Total expenses, before depreciation and amortization	35,719,948	761,609	(165,511)	36,316,046
Revenues in excess of expenses before depreciation and amortization	98,934	64,617	-	163,551
Depreciation and amortization	-	3,912,458	-	3,912,458
Revenues in excess of expenses, (expenses in excess of revenues)	$ 98,934	$ (3,847,841)	$ -	$ (3,748,907)

See Independent Auditors' Report on Supplementary Information.

GOLDEN RAIN FOUNDATION

DIVISIONAL BALANCE SHEET

December 31, 2018

	General Operations	Mutual Operations	Golden Rain Foundation
ASSETS			
Cash	$ 2,285,127	$ 308,682	$ 2,593,809
Accounts receivable, net	311,504	391,142	702,646
Due from/(to) related party	355,145	(387,447)	(32,302)
Inventories	152,626	283,592	436,218
Other assets, net	85,498	17,017	102,515
Total assets	$ 3,189,900	$ 612,986	$ 3,802,886
LIABILITIES AND NET ASSETS			
Liabilities:			
Accounts payable and accrued expenses	$ 1,367,397	$ 88,666	$ 1,456,063
Accrued payroll and benefits	1,142,776	349,192	1,491,968
Pension liability	12,312,603	200,450	12,513,053
Total liabilities	14,822,776	638,308	15,461,084
Net assets:			
Net assets (deficit)	(11,632,876)	(25,322)	(11,658,198)
Total liabilities and net assets	$ 3,189,900	$ 612,986	$ 3,802,886

See Independent Auditors' Report on Supplementary Information.

Golden Rain Foundation

Divisional Statement of Revenues and Expenses

For the year ended December 31, 2018

	General Operations	Mutual Operations	Golden Rain Foundation
Revenues	$ 22,147,764	$ 9,901,471	$ 32,049,235
Other revenues:			
Services - community facilities	2,495,879	-	2,495,879
Newspaper	902,041	-	902,041
Noncommunity facilities services	306,892	-	306,892
Financial income	319	-	319
Other income, net	64,516	-	64,516
Total other revenue	3,769,647	-	3,769,647
Total revenues	25,917,411	9,901,471	35,818,882
Expenses:			
Employee compensation	12,358,349	8,352,269	20,710,618
Operations and maintenance	11,073,409	1,234,546	12,307,955
Administrative	2,282,642	437,383	2,720,025
(Gain) loss on disposal of property and equipment	(18,650)	-	(18,650)
Total expenses, before depreciation and amortization	25,695,750	10,024,198	35,719,948
Revenues in excess of expenses, (expenses in excess of revenues)	$ 221,661	$ (122,727)	$ 98,934

See Independent Auditors' Report on Supplementary Information.

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April xx, 2019

To the Audit Committee of
Golden Rain Foundation

We have audited the combined balance sheets and combined statements of revenue and expenses, changes in net assets, comprehensive income, and cash flows of Golden Rain Foundation (the "Foundation") for the years ended December 31, 2018 and 2017, and have issued our report thereon dated April xx, 2019. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our presentation to you dated October 23, 2018. Professional standards also require that we communicate to you the following information related to our audit.

Significant Audit Findings

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by Foundation are described in Note 2 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during the year ended December 31, 2018 and 2017. We noted no transactions entered into by the Foundation during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. We noted significant estimates were used to determine the future pension obligations as of December 31, 2018 and 2017 related to the Foundation's defined benefit pension plan.

> Management's estimate of the defined benefit pension plan is based on the requirements of Accounting Standards Codification 715, *Accounting for Defined Benefit Pension and Postretirement Plans*. We evaluated the key factors and assumptions used to develop the defined benefit pension plan in determining that it is reasonable in relation to the financial statements taken as a whole.

Certain financial statement disclosures are particularly sensitive because of their significance to financial statement users. The most sensitive disclosure affecting the financial statements are the following: Retirement Plans and Bank Loans & Line of Credit.

The financial statement disclosures are neutral, consistent, and clear.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. Management has corrected all such misstatements. See Exhibit A for summary of corrected misstatements. In addition, none of the misstatements detected as a result of audit procedures and corrected by management were material, either individually or in the aggregate, to the financial statements taken as a whole.

Disagreements with Management

For purposes of this letter, a disagreement with management is a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated April xx, 2019 (see attached).

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Foundation's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Foundation's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

Other Matters

With respect to the supplementary information accompanying the financial statements, we made certain inquiries of management and evaluated the form, content, and methods of preparing the information to determine that the information complies with U.S. generally accepted accounting principles, the method of preparing it has not changed from the prior period, and the information is appropriate and complete in relation to our audit of the financial statements. We compared and reconciled the supplementary information to the underlying accounting records used to prepare the financial statements or to the financial statements themselves.

This information is intended solely for the use of the Audit Committee and management of Golden Rain Foundation and is not intended to be, and should not be, used by anyone other than these specified parties.

Sincerely,

BPM LLP

Exhibit A

ADJUSTING JOURNAL ENTRIES – GRF & MOD

Account	Description	Debit	Credit
Adjusting Journal Entries			
Adjusting Journal Entries JE # 1			
True up the defined benefit plan liabilities at YE per Actuary report			
4110	COMPREHENSIVE INCOME (LOSS)	4,811,577.00	
3136	GROUP RETIREMENT		4,811,577.00
Total		**4,811,577.00**	**4,811,577.00**
Adjusting Journal Entries JE # 2			
To record full expense from Reynolds Retainer Fee			
6303	LEGAL SERVICES	9,167.00	
1208	OTHER PREPAID EXPENSES		9,167.00
Total		**9,167.00**	**9,167.00**
Adjusting Journal Entries JE # 3			
PBC entry to correct Intercompany balances			
3111	ACCOUNTS PAYABLE	32,399.00	
3112	NON-VOUCHERED PAYABLE	23,634.00	
5820	HANDYMAN INCOME	3,200.00	
6402	ADMINISTRATIVE SUPPLIES	254.00	
6420	SUPPLIES	169.00	
6431	MECHANICAL/ELECTRICAL SUPPLIES	37.00	
6702	TELEPHONE	822.00	
6905	BUILDING REPAIR/MAINTENANCE	450.00	
74035	Postage:DEFAULT	52.00	
1202	PREPAID INSURANCE		5,187.00
12205	DUE FROM GRF:Default		52.00
3695	MUTUAL OPERATION PAYABLE/RECEIVABLE		55,778.00
Total		**61,017.00**	**61,017.00**
Adjusting Journal Entries JE # 4			
PBC reversal to property tax accrual for Tice Fitness center			
3112	NON-VOUCHERED PAYABLE	45,000.00	
6503	PROPERTY TAX		45,000.00
Total		**45,000.00**	**45,000.00**
Adjusting Journal Entries JE # 5			
PBC Post Close accruals, GRF			
6217	EMPLOYMENT ADS	450.00	
6222	EMPLOYEE UNIFORMS & LAUNDRY	603.00	
6225	SUBSCRIPTIONS AND BOOKS	187.00	
6302	PROFESSIONAL SERVICES	900.00	
6402	ADMINISTRATIVE SUPPLIES	174.00	
6408	SAFETY/SECURITY SUPPLIES	462.00	
6410	ROUTINE ENTERTAINMENT SPECIAL EVENTS	28.00	
6420	SUPPLIES	1,412.00	
6431	MECHANICAL/ELECTRICAL SUPPLIES	399.00	
6702	TELEPHONE	240.00	
6703	WASTE DISPOSAL	1,203.00	
6901	EQUIPMENT RENTAL	1,920.00	
6907	PEST CONTROL	300.00	
3112	NON-VOUCHERED PAYABLE		8,278.00
Total		**8,278.00**	**8,278.00**

Exhibit A, continued

Adjusting Journal Entries JE # 6			
PBC Post Close accrual entry			
72250	Consumable Materials:Default	9,024.00	
74040	Printing:DEFAULT	178.00	
20000	ACCOUNTS PAYABLE:DEFAULT		9,202.00
Total		**9,202.00**	**9,202.00**
	Total Adjusting Journal Entries	**4,944,241.00**	**4,944,241.00**

RECLASSIFYING JOURNAL ENTRIES – GRF & MOD

None

Exhibit A, continued

ADJUSTING JOURNAL ENTRIES – TRUST

Account	Description	Debit	Credit
Adjusting Journal Entries			
Adjusting Journal Entries JE # 1			
Recurring Equity true-up to correct for PY equity entry not booked by Foundation			
4020	COMM FAC RESALE FEE	2,500.00	
4211	ACCUMMULATED SURPLUS (DEFICIT)		2,500.00
Total		**2,500.00**	**2,500.00**
Adjusting Journal Entries JE # 2			
To True-up JMMD receivable to accrual basis			
5422	RENTAL INCOME-MEDICAL CENTER	79,409.00	
1116	JMMD RECEIVABLE		79,409.00
Total		**79,409.00**	**79,409.00**
Adjusting Journal Entries JE # 3			
To defer excess rental income collected in FY18			
5422	RENTAL INCOME-MEDICAL CENTER	55,815.00	
3167	DEFERRED REVENUE		55,815.00
Total		**55,815.00**	**55,815.00**
Adjusting Journal Entries JE # 5			
PBC Post Close Accruals			
2099	WORK IN PROCESS	10,841.00	
3112	NON-VOUCHERED PAYABLE		10,841.00
Total		**10,841.00**	**10,841.00**
	Total Adjusting Journal Entries	**148,565.00**	**148,565.00**

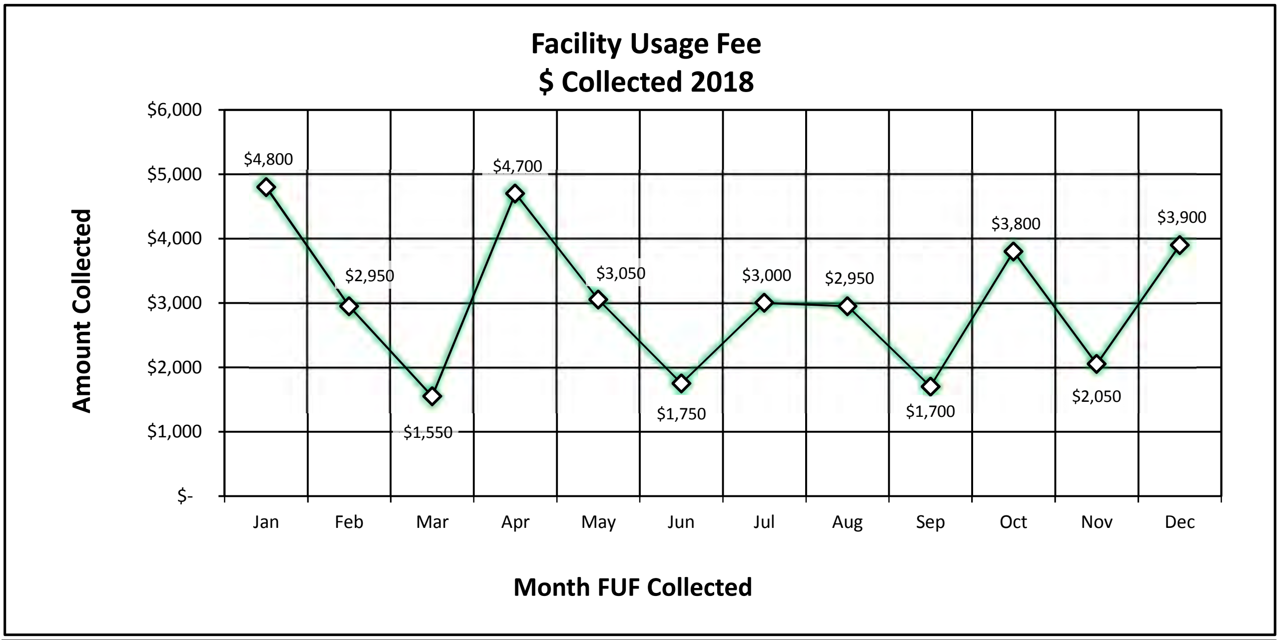
Exhibit A, continued

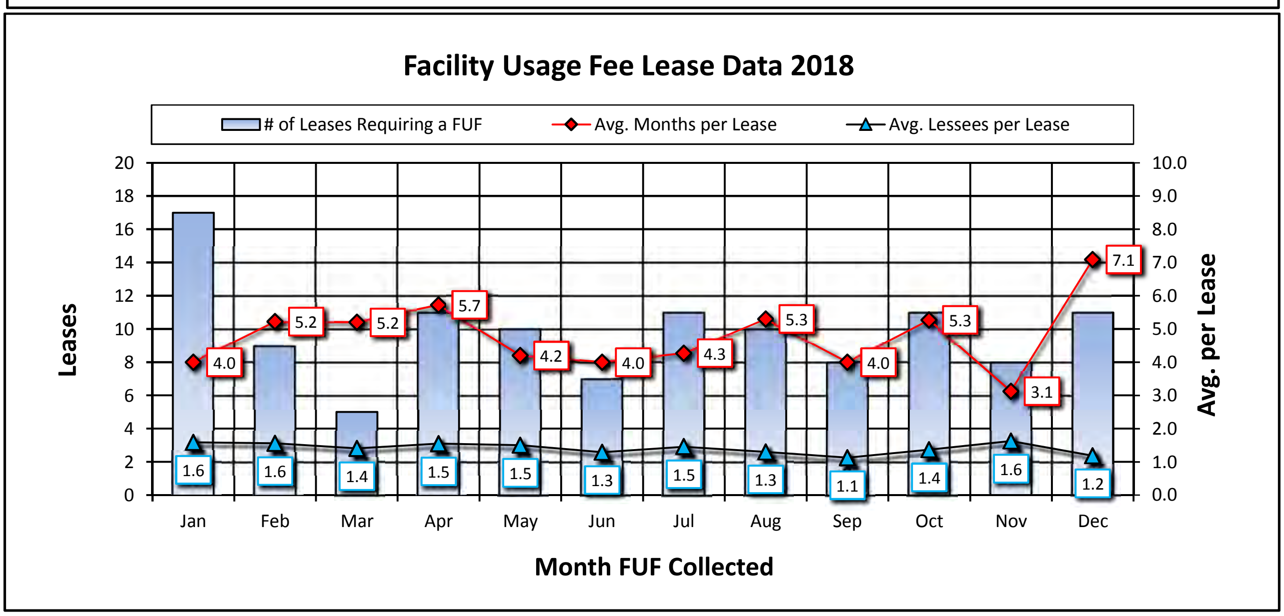
RECLASSIFYING JOURNAL ENTRIES – TRUST

None

GRF Facility Usage Fee (FUF)
2018

Month	# of Leases Requiring a FUF	Avg. Months per Lease	Avg. Lessees per Lease	Lease Months Total	Lessees Total	Avg. FUF Collected per Lease	Facility Usage Fee $ Collected
Jan	17	4.0	1.6	68	27	$ 282	$ 4,800
Feb	9	5.2	1.6	47	14	$ 328	$ 2,950
Mar	5	5.2	1.4	26	7	$ 310	$ 1,550
Apr	11	5.7	1.5	63	17	$ 427	$ 4,700
May	10	4.2	1.5	42	15	$ 305	$ 3,050
Jun	7	4.0	1.3	28	9	$ 250	$ 1,750
Jul	11	4.3	1.5	47	16	$ 273	$ 3,000
Aug	10	5.3	1.3	53	13	$ 295	$ 2,950
Sep	8	4.0	1.1	32	9	$ 213	$ 1,700
Oct	11	5.3	1.4	58	15	$ 345	$ 3,800
Nov	8	3.1	1.6	25	13	$ 256	$ 2,050
Dec	11	7.1	1.2	78	13	$ 355	$ 3,900
Total	**118**	**4.8**	**1.4**	**567**	**168**	**$ 307**	**$ 36,200**





GRF Facilities Usage Fee (FUF) by Mutual
Total Lessee-Months 2018

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	2018 Total
FWCM	36	16	12	24	23	3	25	30	25	22	27	36	**279**
SWCM	31	12	15	18	17	6	18	15	9	12	6	33	**192**
TWCM	3	19	-	52	9	14	4	7		30	8	3	**149**
Fourth WCM	-	-	-	-	-	-	1	-	-	-	-	-	**1**
Fifth WCM	-	-	-	-	-	-	-	-	-	-	-	-	**0**
No. 8	2	-	-	-	-	-	-	-	-	-	-	-	**2**
No. 22	-	-	-	-	-	-	-	-	-	-	-	-	**0**
No. 28	-	-	-	-	-	-	-	-	-	-	-	-	**0**
No. 29	24	12	-	-	12	-	-	-	-	-	-	-	**48**
No. 30	-	-	-	-	-	-	-	-	-	-	-	-	**0**
No. 48	-	-	4	-	-	-	-	-	-	-	-	-	**4**
No. 56	-	-	-	-	-	-	-	4	-	-	-	-	**4**
No. 58	-	-	-	-	-	12	12	-	-	12	-	-	**36**
No. 59	-	-	-	-	-	-	-	-	-	-	-	6	**6**
No. 61	-	-	-	-	-	-	-	-	-	-	-	-	**0**
No. 65	-	-	-	-	-	-	-	-	-	-	-	-	**0**
No. 68	-	-	-	-	-	-	-	3	-	-	-	-	**3**
No. 70	-	-	-	-	-	-	-	-	-	-	-	-	**0**
Total	**96**	**59**	**31**	**94**	**61**	**35**	**60**	**59**	**34**	**76**	**41**	**78**	**724**