

**HOLLENBECK PALMS
FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2020 AND 2019**



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**HOLLENBECK PALMS
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INDEPENDENT AUDITORS' REPORT

Board of Trustees
Hollenbeck Palms
Los Angeles, California

We have audited the accompanying financial statements of Hollenbeck Palms (Hollenbeck), which comprise the statements of financial position as of June 30, 2020 and 2019, and the related statements of activities, functional expenses, 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.

Auditors' 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 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.

Board of Trustees
Hollenbeck Palms

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Hollenbeck as of June 30, 2020 and 2019, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

CliftonLarsonAllen LLP

CliftonLarsonAllen LLP

Glendora, California
October 8, 2020

**HOLLENBECK PALMS
STATEMENTS OF FINANCIAL POSITION
JUNE 30, 2020 AND 2019**

	2020	2019
ASSETS		
CURRENT ASSETS		
Cash and Cash Equivalents (Notes 2 and 4)	\$ 2,960,774	\$ 1,265,602
Accrued Interest Receivable	52,650	97,509
Due from Residents and Third-Party Payers, Less Allowance for Bad Debts of \$253,936 and \$62,397 for 2020 and 2019, Respectively	1,321,662	1,239,736
Pledges and Other Contributions Receivable Less Discount (Note 5)	2,000	2,000
Prepaid Expenses and Other Assets	401,202	376,849
Investments (Note 6)	32,863,508	41,470,222
Total Current Assets	37,601,796	44,451,918
NONCURRENT ASSETS		
Assets Restricted or Designated for Investment in Long-Term Purposes (Note 4)	10,276,266	6,403,614
Pledges and Other Contributions Receivable Less Discount (Note 5)	1,993	1,965
Property and Equipment, Net (Note 7)	35,679,634	34,652,886
Total Noncurrent Assets	45,957,893	41,058,465
Total Assets	\$ 83,559,689	\$ 85,510,383
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Accounts Payable and Accrued Expenses	\$ 5,129,435	\$ 4,395,600
Accrued Interest Payable	436,421	452,055
Deferred Revenue from Grants (Note 2)	416,829	-
Deferred Revenue from Entrance Fees (Note 2)	2,363,982	1,583,432
Assigned Assets, Net (Note 2)	3,730,465	4,171,730
Paycheck Protection Program (PPP) Loan (Note 10)	489,751	-
Other Loans Payable (Note 10)	8,311	-
Bond Payable, Net - Current Portion (Note 10)	992,903	952,903
Total Current Liabilities	13,568,097	11,555,720
NONCURRENT LIABILITIES		
Deferred Revenue from Entrance Fees (Note 2)	2,319,532	2,153,036
Paycheck Protection Program (PPP) Loan (Note 10)	989,349	-
Other Loans Payable (Note 10)	95,426	-
Bond Payable, Net (Note 10)	24,972,817	25,961,572
Total Noncurrent Liabilities	28,377,124	28,114,608
Total Liabilities	41,945,221	39,670,328
NET ASSETS (Note 2 and 13)		
Without Donor Restrictions	38,876,989	42,544,403
With Donor Restrictions	2,737,479	3,295,652
Total Net Assets	41,614,468	45,840,055
Total Liabilities and Net Assets	\$ 83,559,689	\$ 85,510,383

See accompanying Notes to Financial Statements.

**HOLLENBECK PALMS
STATEMENT OF ACTIVITIES
YEAR ENDED JUNE 30, 2020**

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
REVENUES, GAINS, AND OTHER SUPPORT			
Resident Service Fees, Including Amortization of Entrance Fees (Note 2)	\$ 13,803,684	\$ -	\$ 13,803,684
Investment Income, Including Realized Gains (Note 6)	3,776,313	82,833	3,859,146
Donor Contributions	162,621	-	162,621
Grants	163,394	-	163,394
Other	234,309	-	234,309
Net Assets Released from Restriction	212,974	(212,974)	-
Total Revenues, Gains, and Other Support	<u>18,353,295</u>	<u>(130,141)</u>	<u>18,223,154</u>
EXPENSES			
Residential	5,913,164	-	5,913,164
Assisted Living	1,084,495	-	1,084,495
Skilled Nursing	7,432,422	-	7,432,422
General and Management	4,149,788	-	4,149,788
Fundraising	154,454	-	154,454
Total Expenses	<u>18,734,323</u>	<u>-</u>	<u>18,734,323</u>
LOSS FROM OPERATIONS	(381,028)	(130,141)	(511,169)
OTHER INCOME (LOSS)			
Unrealized Gain (Loss) on Investments (Note 6)	<u>(3,176,185)</u>	<u>69,283</u>	<u>(3,106,902)</u>
DEFICIENCY OF REVENUES OVER EXPENSES	(3,557,213)	(60,858)	(3,618,071)
CHANGE IN PENSION LIABILITY (Note 8)	(607,516)	-	(607,516)
NET ASSETS RELEASED FROM RESTRICTION- CAPITAL	<u>497,315</u>	<u>(497,315)</u>	<u>-</u>
CHANGE IN NET ASSETS	(3,667,414)	(558,173)	(4,225,587)
Net Assets - Beginning of Year	<u>42,544,403</u>	<u>3,295,652</u>	<u>45,840,055</u>
NET ASSETS - END OF YEAR	<u>\$ 38,876,989</u>	<u>\$ 2,737,479</u>	<u>\$ 41,614,468</u>

See accompanying Notes to Financial Statements.

**HOLLENBECK PALMS
STATEMENT OF ACTIVITIES
YEAR ENDED JUNE 30, 2019**

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
REVENUES, GAINS, AND OTHER SUPPORT			
Resident Service Fees, Including Amortization of Entrance Fees (Note 2)	\$ 12,863,287	\$ -	\$ 12,863,287
Investment Income, Including Realized Gains (Note 6)	3,232,015	149,569	3,381,584
Donor Contributions	123,328	119,455	242,783
Resident Contributions - Assigned Assets Released (Note 2)	397,822	-	397,822
Other	114,600	-	114,600
Net Assets Released from Restriction	-	-	-
Total Revenues, Gains, and Other Support	<u>16,731,052</u>	<u>269,024</u>	<u>17,000,076</u>
EXPENSES			
Residential	5,536,694	-	5,536,694
Assisted Living	943,738	-	943,738
Skilled Nursing	6,889,197	-	6,889,197
General and Management	3,957,598	-	3,957,598
Fundraising	171,547	-	171,547
Total Expenses	<u>17,498,774</u>	<u>-</u>	<u>17,498,774</u>
INCOME (LOSS) FROM OPERATIONS	(767,722)	269,024	(498,698)
OTHER INCOME (LOSS)			
Unrealized Gain (Loss) on Investments (Note 6)	443,860	4,833	448,693
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENSES	(323,862)	273,857	(50,005)
CHANGE IN PENSION LIABILITY (Note 8)	(252,455)	-	(252,455)
NET ASSETS RELEASED FROM RESTRICTION- CAPITAL	<u>2,431,116</u>	<u>(2,431,116)</u>	<u>-</u>
CHANGE IN NET ASSETS	1,854,799	(2,157,259)	(302,460)
Net Assets - Beginning of Year	40,689,604	5,452,911	46,142,515
NET ASSETS - END OF YEAR	<u>\$ 42,544,403</u>	<u>\$ 3,295,652</u>	<u>\$ 45,840,055</u>

See accompanying Notes to Financial Statements.

**HOLLENBECK PALMS
STATEMENT OF FUNCTIONAL EXPENSES
YEAR ENDED JUNE 30, 2020**

	Residential	Assisted Living	Skilled Nursing	General and Management	Fundraising Expenses	Total
Salaries and Wages	\$ 1,458,731	\$ 633,765	\$ 3,563,694	\$ 1,158,674	\$ 105,277	\$ 6,920,141
Pension	49,252	21,398	120,323	35,117	3,555	229,645
Employee Benefits	471,204	204,721	1,151,156	335,977	34,007	2,197,065
Payroll Taxes	125,817	54,663	307,372	89,710	9,080	586,642
Legal	-	-	-	127,483	-	127,483
Accounting	-	-	-	113,129	-	113,129
Professional and Contract Services	783,296	-	370,429	313,632	477	1,467,834
Repairs and Maintenance	38,272	-	31,060	1,590	19	70,941
Activities	40,832	-	16,891	-	-	57,723
Miscellaneous	340,225	135,916	89,713	352,643	168	918,665
Advertising	-	-	-	262,414	-	262,414
Office Expenses	-	-	-	54,069	-	54,069
Occupancy	639,383	-	75,518	16,538	603	732,042
Travel	17,548	-	6,742	28,626	16	52,932
Conferences	-	-	3,716	7,344	-	11,060
Bond Interest	-	-	-	1,100,542	-	1,100,542
Members' Interest	-	-	-	115,555	-	115,555
Other Interest	-	-	-	2,411	-	2,411
Depreciation	1,084,558	-	342,067	28,052	1,023	1,455,700
Insurance	242,882	-	28,687	6,282	229	278,080
Medical Expenses	-	34,032	1,092,639	-	-	1,126,671
Food Expenses	621,164	-	232,415	-	-	853,579
Total	<u>\$ 5,913,164</u>	<u>\$ 1,084,495</u>	<u>\$ 7,432,422</u>	<u>\$ 4,149,788</u>	<u>\$ 154,454</u>	<u>\$ 18,734,323</u>

See accompanying Notes to Financial Statements.

**HOLLENBECK PALMS
STATEMENT OF FUNCTIONAL EXPENSES
YEAR ENDED JUNE 30, 2019**

	Residential	Assisted Living	Skilled Nursing	General and Management	Fundraising Expenses	Total
Salaries and Wages	\$ 1,353,414	\$ 567,924	\$ 3,364,387	\$ 1,224,473	\$ 120,806	\$ 6,631,004
Pension	53,599	22,491	133,240	44,500	4,784	258,614
Employee Benefits	376,136	157,835	935,017	312,283	33,574	1,814,845
Payroll Taxes	111,644	46,849	277,531	92,691	9,965	538,680
Legal	-	-	-	105,422	-	105,422
Accounting	-	-	-	113,129	-	113,129
Professional and Contract Services	715,371	-	365,457	272,892	443	1,354,163
Repairs and Maintenance	41,118	-	35,128	2,559	18	78,823
Activities	52,469	-	14,061	-	-	66,530
Miscellaneous	307,787	132,095	89,377	364,501	137	893,897
Advertising	-	-	-	225,553	-	225,553
Office Expenses	-	-	-	57,814	-	57,814
Occupancy	615,256	-	94,530	15,914	580	726,280
Travel	16,847	-	6,676	27,384	16	50,923
Conferences	-	-	2,760	8,377	-	11,137
Bond Interest	-	-	16,000	933,551	-	949,551
Members' Interest	-	-	-	120,629	-	120,629
Other Interest	-	-	-	2,359	-	2,359
Depreciation	1,089,677	-	167,422	28,185	1,028	1,286,312
Insurance	208,075	-	31,969	5,382	196	245,622
Medical Expenses	-	16,544	1,125,885	-	-	1,142,429
Food Expenses	595,301	-	229,757	-	-	825,058
Total	<u>\$ 5,536,694</u>	<u>\$ 943,738</u>	<u>\$ 6,889,197</u>	<u>\$ 3,957,598</u>	<u>\$ 171,547</u>	<u>\$ 17,498,774</u>

See accompanying Notes to Financial Statements.

**HOLLENBECK PALMS
STATEMENTS OF CASH FLOWS
YEARS ENDED JUNE 30, 2020 AND 2019**

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash Received from Residents	\$ 12,217,029	\$ 11,726,272
Entrance Fees Received from Residents	2,813,500	2,134,900
Contributions from Donors and Grants	742,816	128,467
Investment Income Received	3,904,005	3,363,960
Other Cash Revenues	234,309	114,600
Cash Paid to Suppliers and Employees	(15,960,560)	(14,838,878)
Interest Paid	(1,084,931)	(933,315)
Interest Paid to Members	(115,555)	(120,629)
Net Cash Provided by Operating Activities	2,750,613	1,575,377
CASH FLOWS FROM INVESTING ACTIVITIES		
Investments Sold or Matured	16,638,106	6,549,603
Investments Purchased	(15,075,864)	(7,432,383)
Capital Expenditures	(2,482,448)	(2,234,978)
Net Cash Used by Investing Activities	(920,206)	(3,117,758)
CASH FLOWS FROM FINANCING ACTIVITIES		
Contributions Restricted for Capital	-	119,455
Entrance Fee Refunds	-	(76,529)
Proceeds from PPP Loan	1,479,100	-
Proceeds from Construction Loan	46,250	-
Payment of Long Term Debt	(980,698)	(940,000)
Net Cash Provided (Used) by Financing Activities	544,652	(897,074)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	2,375,059	(2,439,455)
Cash and Cash Equivalents - Beginning of year	4,623,587	7,063,042
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ 6,998,646	\$ 4,623,587
Cash and Cash Equivalents	\$ 2,960,774	\$ 1,265,602
Cash Designated for Long-Term Purposes	4,037,872	3,357,985
Total	\$ 6,998,646	\$ 4,623,587

See accompanying Notes to Financial Statements.

**HOLLENBECK PALMS
STATEMENTS OF CASH FLOWS (CONTINUED)
YEARS ENDED JUNE 30, 2020 AND 2019**

	2020	2019
RECONCILIATION OF CHANGE IN NET ASSETS TO NET CASH PROVIDED BY OPERATING ACTIVITIES:		
Change in Net Assets	\$ (4,225,587)	\$ (302,460)
Adjustments to Reconcile Change in Net Assets to Net Cash Provided by Operating Activities:		
Depreciation	1,455,700	1,286,312
Interest Expense - Debt Issuance Costs	31,245	31,245
Earned Entrance Fees	(1,866,454)	(1,573,923)
Bad Debt Provision/Write-Off	191,539	100,894
Unrealized (Gain) Loss on Investments	3,106,902	(448,693)
Increase (Decrease) in Pension Liability	607,516	252,455
Contributions for Financing Purposes	-	(119,455)
Changes in Operating Assets and Liabilities:		
Accrued Interest Receivable	44,859	(17,624)
Pledges Receivable	(28)	5,139
Amounts Due from Residents and Third-Party Payers	(273,465)	68,150
Prepaid Expenses and Other Current Assets	(24,353)	(7,034)
Accounts Payable and Accrued Expenses	126,319	156,238
Accrued Interest Payable	(15,634)	(15,009)
Deferred Revenue Grant	416,829	-
Deferred Revenue from Entrance Fees	2,813,500	2,134,900
Assigned Assets Liability	361,725	24,242
Net Cash Provided by Operating Activities	\$ 2,750,613	\$ 1,575,377
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Noncash Assigned Assets	\$ (802,990)	\$ (115,946)
Noncash Automobile Loan	\$ 58,185	\$ -

See accompanying Notes to Financial Statements.

**HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019**

NOTE 1 MISSION STATEMENT AND ORGANIZATION

Mission Statement

Hollenbeck Palms (Hollenbeck) is committed to providing a residence for those in their later years of their lives that encompasses a healthy environment of comfort, safety, and enjoyment; that attends to their physical, mental, and spiritual needs; and that is quick to respond to and assist in those needs whether immediate or long term, and to do so with great compassion, honesty, dignity, and genuine love.

Operations

Hollenbeck, incorporated as a California nonprofit public benefit corporation, owns and operates a retirement community and skilled nursing facility in Los Angeles, California. Residents receive residence, services, and care under three plans, as more fully described below. The facilities include approximately 145 residential units and 59 skilled nursing beds. As of June 30, 2020 and 2019, the total number of residents was 194 and 190, respectively.

Hollenbeck fulfills the need for housing by providing residential facilities that are specifically designed to meet the physical, recreational, social, and similar needs of its residents. The residents' need for health care is provided for in Hollenbeck' skilled nursing care units and through Hollenbeck ongoing relationship with a network of physicians, health care professionals, and local hospitals.

The residents' need for financial security is satisfied by Hollenbeck' operational policy of providing its residents lifetime care at the lowest possible cost. The residents' need for financial security is further fulfilled by Hollenbeck' policy of maintaining lifetime care for residents who become unable to pay the regular monthly fee.

Earnings of Hollenbeck' are used to improve the care provided and subsidize any residents unable to continue making monthly service fee payments. No part of Hollenbeck' net earnings inures, directly or indirectly, to the benefit of any private shareholder or individual.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

Net assets, revenues, gains, and losses are classified based on the existence or absence of donor- or grantor-imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

Net Assets Without Donor Restrictions – Net assets available for use in general operations and not subject to donor (or certain grantor) restrictions. The governing board has designated, from net assets without donor restrictions, as explained in Note 4.

HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Net Assets With Donor Restrictions – Net assets subject to donor- (or certain grantor-) imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. Gifts of long-lived assets and gifts of cash restricted for the acquisition of long-lived assets are recognized as revenue when the assets are placed in service. Donor-imposed restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both.

Additional information on net assets with donor restrictions is provided in Note 12 and Note 13.

Cash and Cash Equivalents

Hollenbeck considers all highly liquid debt investments with a remaining maturity of three months or less at the time of purchase to be cash equivalents. Accounts with greater than three month's maturity are included with investments. Hollenbeck holds deposits in excess of Federal Deposit Insurance Corporation (FDIC) limits. At June 30, 2020 and 2019, respectively, uninsured, uncollateralized deposits were \$4,292,712 and \$2,980,901.

Hollenbeck also holds deposits with a brokerage firm in excess of Securities Investor Protection Corporation (SIPC) limits. At June 30, 2020 and 2019, respectively, unsecured brokerage deposits were \$2,050,700 and \$970,258. These deposits are held by creditworthy, high-quality financial institutions.

Investments

Hollenbeck' investment policy is to adhere to high standards of quality in the selection of all types of investments, with reasonable diversification to be maintained at all times. Specifically, Hollenbeck' policy prohibits investments in derivative financial instruments. Marketable securities are managed by an independent investment manager and held primarily by an independent brokerage firm.

Investments principally consist of stocks, mutual funds, corporate and municipal bonds, U.S. Treasury Securities, U.S. Agency bonds on occasion, annuity and life insurance policies, mortgage-backed securities, cash and money market, and bank deposits. Investments are reported at fair value as described in Note 6. Interest, dividends, and realized gains and losses are included in investment income. The cost of securities sold is based on the specific-identification method.

Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the accompanying statements of financial position.

**HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property and Equipment

Purchased assets with a cost greater than \$500 and an estimated useful life in excess of three years are capitalized as fixed assets. Donations of property and equipment with a value of \$1,000 or more are capitalized at their estimated fair value. Routine maintenance and repairs are charged to expense as incurred. Depreciation is computed on the straight-line method, based on the following estimated useful lives:

Buildings and Improvements	10 to 40 Years
Equipment	3 to 7 Years
Vehicles	5 Years

Member Care Plans and Assigned Assets

Hollenbeck charges for resident care under three plans. Under Plan A, new residents assign their assets to Hollenbeck upon admission. Noncash assets such as investments and real estate, assigned by new residents, are recorded at their fair market value at the date received. A predetermined amount of the assigned assets is designated as entrance fees. The entrance fee is amortized to income using the straight-line method of 2% per month or amortized over the member's life expectancy, whichever is shorter, commencing with the fourth month of residence.

As care is provided to the residents, the remaining assets are amortized to income at prevailing rates for the residential section or for the nursing unit, as applicable. Upon the expiration of a Plan A resident, an amount equal to assets assigned, less accumulated care costs, is transferred from deferred income to other gain as a resident contribution. Such resident contributions were \$0 for 2020 and \$397,822 for 2019. Assigned assets were \$3,730,465 and \$4,171,730 as of June 30, 2020 and 2019, respectively.

Under Plan B, a resident pays an entrance fee, which is amortized to income using the straight-line method of 2% per month or amortized over the member's life expectancy, whichever is shorter, and a monthly fee based on the prevailing rate for care costs. Hollenbeck also offers a Plan C, under which a resident pays an initial processing fee and a significantly larger monthly fee as opposed to paying an entrance fee.

Rates under all plans are adjusted by the board of trustees as the cost of providing care fluctuates. Under both Plans A and B, when members fully deplete their assigned assets, Hollenbeck will absorb their cost of care by reducing rates to the amount of state and federal public aid available. For 2020 and 2019, charity care, which is based on estimated cost per day in excess of service fees received, amounted to \$922,284 and \$682,036, respectively.

**HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Entrance Fees

Fees paid by a resident upon entering into a continuing care retirement community contract, net of estimated future refunds, are recorded as deferred revenue, and are amortized to income using the methods described above. Under resident contracts, the full amount of entrance fees is refundable if a resident leaves Hollenbeck within the first 90 days after entering; otherwise, the remaining unamortized entrance fees and unexpended assigned assets are refunded if a resident leaves. Unamortized entrance fees totaled \$4,683,514 and \$3,736,468 as of June 30, 2020 and 2019, respectively.

Management believes the estimated amount of entrance fees that are expected to be refunded to current residents under the terms of these contracts based on previous attrition experience is not material and, as such, no provision for the liability has been reported. Entrance fee refunds were \$0 and \$76,529 for the years ended June 30, 2020 and 2019, respectively.

Entrance fee receivables are recorded when residents entering into a continuing care retirement community do not have sufficient liquid assets to cover the entrance fee. There were no entrance fees receivable as of June 30, 2020 and 2019.

Resident Services Fees/Third-Party Reimbursement Agreements

Resident services fees are recorded net of a provision for contractual allowances. The contractual allowance represents the difference between established rates and per-diem reimbursement. In addition, resident services fees are presented net of bad debt expense on the statements of activities. Receivables associated with resident service fees are written off based on management's evaluation of uncollectible balances.

Hollenbeck' skilled nursing facility (SNF) participates in the Medicare program. This federal program is administered by the Centers for Medicare and Medicaid Services (CMS). The participants are paid under the Medicare Prospective Payment System (PPS) for residents who are Medicare Part A eligible and meet the coverage guidelines for SNFs. The PPS is a per diem price-based system. Annual cost reports are required to be submitted to the designated Medicare Administrative Contractor; however, they do not contain a cost settlement. CMS recently finalized the Patient Driven Payment Model (PDPM) to replace the existing Medicare reimbursement system effective October 1, 2019. Under PDPM, therapy minutes are removed as the primary basis for payment and instead uses the underlying complexity and clinical needs of a patient as a basis for reimbursement. In addition, PDPM introduces variable adjustment factors that change reimbursement rates during the resident's length of stay.

Hollenbeck' skilled nursing facility also participates in the Medi-Cal (Medicaid) program, which is a financial assistance program administered by the California Department of Health Care Services. Medi-Cal pays for services in accordance with a prospective payment system based upon a nursing facilities' annually reported cost data, including fixed or capital-related costs and labor costs. A specific per diem rate applies to each of six different levels of service and may change annually based upon audited facility costs.

**HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Members' Interest

Residents have the option of opening a member's savings account with Hollenbeck. Residents are able to make deposits and withdrawals from their savings accounts as needed. At the residents' request, payments for various bills and charges at Hollenbeck may be paid by Hollenbeck from the member's savings accounts. Hollenbeck invests the funds deposited and pays members an established interest rate of 3% of the net amount (assigned assets and savings balance less accumulated charges). The calculated interest is recorded as members' interest expense and is included in assigned assets, net, in the statements of financial position and in members' interest in the statements of activities.

Contributions/Grants and Deferred Revenue from Grants

Hollenbeck recognizes contributions when gifts of cash and other assets, unconditional promises to give; or a notification of a beneficial interest is received. Contributions received with donor stipulations that limit the use of the donated assets are recorded as restricted support. When a donor restriction expires (that is, when a stipulated time restriction ends or a purpose restriction is accomplished), net assets are reclassified as net assets without donor restrictions and reported in the statements of activities as released from restrictions. However, donor-restricted contributions whose restrictions are met within the same year as received are reflected as contributions without donor restrictions.

Conditional gifts, that is, those with a measurable performance or other barrier and a right of return are not recognized until the conditions on which they depend have been met. Conditional gifts are recognized as deferred revenue if the asset has been transferred in advance of the conditions having been met. A Provider Relief Fund Grant of \$580,223 was received during fiscal year ended June 30, 2020 of which \$416,829 has been reflected as deferred revenue until conditions and restrictions have been met.

Obligation to Provide Future Services

Hollenbeck calculates the present value of the net cost of future services and use of facilities to be provided to current residents (estimated obligation) and compares that amount with the balance of deferred revenue from entrance fees. If the estimated obligation exceeds the deferred revenue from entrance fees, a liability is recorded with the corresponding charge to income. As of June 30, 2020 and 2019, the estimated obligation is less than the balance of deferred revenue from entrance fees. The obligation is calculated assuming a 4% inflation rate and a 4% discount rate for June 30, 2020 and 2019.

Deferred Financing Costs

Costs incurred in connection with the issuance of debt described in Note 10 have been deferred and are being amortized using the straight-line method (which approximates the effective interest method) over the life of the debt. As discussed above, unamortized deferred financing costs totaled \$474,280 and \$505,525 at June 30, 2020 and 2019, respectively. Amortization expense totaled \$31,245 for both years ended June 30, 2020 and 2019, respectively. Deferred financing costs are included with long-term debt on the statements of financial position and amortization expense is included with bond interest and other financing expenses on the statements of activities.

**HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Professional Liability Insurance Coverage

Hollenbeck purchases professional liability insurance under an occurrence-basis policy with a nominal deductible.

Self-Insurance

Hollenbeck is self-insured for claims under the California Unemployment Insurance Code. Such claims are paid when approved by Hollenbeck. The amounts of such claims were \$325 and \$14,206 in 2020 and 2019, respectively.

Tax Status

Hollenbeck is a nonprofit corporation and is exempt from federal income taxes under Section 501(a) of the Internal Revenue Code (IRC) and is exempt from California franchise taxes Section 23701d of the California Revenue and Taxation Code. Hollenbeck is described in Section 501(c)(3) of the IRC and is listed in Internal Revenue Service Publication 78 as a charitable organization qualified to receive donations. Hollenbeck maintains its tax-exempt status through devoting its resources to meet the primary needs of aged persons. These needs are for housing, health care, and financial security.

Hollenbeck has evaluated its tax positions and the certainty as to whether those positions will be sustained in the event of an audit by taxing authorities at the federal and state levels. The primary tax positions evaluated are related to the Palm's continued qualification as a tax-exempt organization and whether there are unrelated business income activities conducted that would be taxable. Management has determined that all income tax positions are more likely than not of being sustained upon potential audit or examination; therefore, no disclosures of uncertain income tax positions are required.

Hollenbeck files informational returns in the U.S. federal jurisdiction and the state of California. The statute of limitations for federal and California state purposes is generally three and four years, respectively.

Allocation of Expenses

The costs of providing various programs and supporting services activities have been summarized on a functional basis in the statements of activities. The statements of functional expenses present the natural classification detail of expenses by function. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Excess (Deficiency) of Revenues Over Expenses

The statement of activities includes excess (deficiency) of revenue over expenses. Changes in net assets without donor restrictions which are excluded from excess (deficiency) of revenue over expenses, consistent with industry practice, include actuarial adjustments to pension liabilities and contributions of long-lived assets (including assets acquired using contributions which, by donor restriction, were to be used for the purpose of acquiring such assets).

HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates

New Accounting Pronouncements – ASU 2014-09

In May 2014, FASB issued Accounting Standards Update (ASU) 2014-09, *Revenue from Contracts with Customers (Topic 606)*. This ASU provides a robust framework for addressing revenue recognition issues and almost all existing revenue recognition guidance, including industry-specific guidance in U.S. GAAP. The standard requires entities to apply a five step model to identify the performance obligations within the customer contract and to allocate the transaction price to those performance obligations using their standalone selling prices. Hollenbeck Palms must assess the impact this standard will have on their various revenue streams prior to implementation of the standard. This standard's implementation date was delayed by the Financial Accounting Standards Board (FASB) due to COVID-19. As a result, Hollenbeck elected to delay implementation to the new effective date which will require implementation for the fiscal year ended June 30, 2021.

New Accounting Pronouncements – ASU 2016-01

In January 2016, FASB issued Accounting Standards Update (ASU) 2016-01, *Financial Instruments-Overall (Topic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. This ASU was issued to address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The financial statements reflect the application of ASU 2016-01 using a retrospective approach to each period presented. The implementation of this standard resulted in investments in trading debt securities to be reflected as current assets. The adoption of this accounting standard did not have an impact on Hollenbeck' financial position or changes in its net assets.

New Accounting Pronouncements – ASU 2016-18

In November 2016, FASB issued Accounting Standards Update (ASU) 2016-18, *Statement of Cash Flows (Topic 230) Restricted Cash*. This ASU was issued to clarify guidance on the classification and presentation of restricted cash in the statement of cash flows and reduce diversity in practice. The amendments to this ASU require that a statement of cash flows explain the change during the period in the total cash, cash equivalents, and restricted cash or restricted cash equivalents. Therefore, restricted cash and restricted cash equivalents are included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The financial statements reflect the application of ASU 2016-18 using a retrospective approach to each period presented. The implementation of this standard did not significantly impact the Palm's financial statements.

**HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New Accounting Pronouncements – ASU 2018-08

In June 2018, FASB issued Accounting Standards Update (ASU) 2018-08, *Accounting Guidance for Contributions Received and Made*. This ASU was issued to clarify accounting guidance for contributions received and contributions made. The amendments to this ASU assists entities in: (1) evaluating whether transactions should be accounted for as contributions (nonreciprocal transactions) within the scope of Topic 958, Not-for-Profit Entities, or as an exchange (reciprocal) transactions subject to other guidance and (2) determining whether a contribution is conditional. The financial statements reflect the application of ASU 2018-08 beginning July 1, 2019. The new guidance does not require prior period results to be restated. The implementation of this standard did not significantly impact Hollenbeck' financial statements.

Reclassifications

Certain assets and liabilities in the statement of financial position and related notes for the year ended June 30, 2019 have been reclassified to conform to the current year presentation. In particular investments have been classified as current assets and current unamortized debt issuance costs have been reported with current net bond payable.

Subsequent Events

Hollenbeck has evaluated subsequent events through October 8, 2020, which is the date these financial statements were available to be issued.

NOTE 3 LIQUIDITY AND AVAILABILITY

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the statement of financial position date, comprise of the following as of June 30:

	2020	2019
Cash and Cash Equivalents	\$ 2,960,774	\$ 1,265,602
Accrued Interest Receivable	52,650	97,509
Accounts Receivable	1,321,662	1,239,736
Short-Term Pledges	2,000	2,000
Investments	<u>32,863,508</u>	<u>41,470,222</u>
Total Financial Assets	37,200,594	44,075,069
Less Assets Unavailable for General Expenditure Within One Year Due to:		
Restricted by Donor with Time or Purpose Restrictions	(1,964,156)	(2,025,012)
Restricted by Grantor with Conditional Restrictions	(416,829)	-
Restricted by Contractual Arrangements	<u>(4,667,361)</u>	<u>(5,054,124)</u>
Total	<u>\$ 30,152,248</u>	<u>\$ 36,995,933</u>

As part of the Palm's liquidity management plan, cash in excess of daily requirements is invested in investments, including stocks and bonds with maturity dates less than one year.

HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019

NOTE 4 ASSETS LIMITED AS TO USE

	2020	2019
Building Projects - Board Designated	\$ 2,872,394	\$ 4,260,874
Building Projects -Donor Restricted	-	497,317
Construction Loan Collateral	5,765,273	-
Debt Service Reserves - Board Designated	865,276	872,100
Net Assets Held in Perpetuity	<u>773,323</u>	<u>773,323</u>
	<u>\$ 10,276,266</u>	<u>\$ 6,403,614</u>
Cash and Cash Equivalents	4,037,872	3,357,985
Investments	<u>6,238,394</u>	<u>3,045,629</u>
	<u>\$ 10,276,266</u>	<u>\$ 6,403,614</u>

NOTE 5 PLEDGES RECEIVABLE

Pledges receivable expected to be received in one year or less are recorded at net realizable value, which approximates fair value. Pledges receivable have been discounted to present value using a discount rate of 0.31% and 1.79% for 2020 and 2019, respectively. An allowance for uncollectable amounts has not been recorded based on management's assessment of the donors' creditworthiness. At June 30, Hollenbeck had unconditional promises to give expected to be received in the following periods:

	2020	2019
In One Year or Less	\$ 2,000	\$ 2,000
Between One and Five Years	<u>2,000</u>	<u>2,000</u>
Gross Unconditional Pledges Receivable	4,000	4,000
Less: Discount on Pledges Receivable	(7)	(35)
Net Pledges Receivable	<u>\$ 3,993</u>	<u>\$ 3,965</u>

NOTE 6 INVESTMENTS

Investments in equity and debt securities are reported at fair value in the statements of financial position. Gains and losses on investments are reported in the statements of activities as increases or decreases in unrestricted net assets unless their use is temporarily or permanently restricted by explicit donor stipulations or by law. Investments in equity and debt securities traded on national securities exchanges are valued at the closing price on the last business day of the fiscal year; equity and debt securities traded on the over-the-counter market are valued at the last reported bid price.

Fair value measurement applies to reported balances that are required or permitted to be measured at fair value under an existing accounting standard. Hollenbeck' emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability and establishes a fair value hierarchy. The fair value hierarchy consists of three levels of inputs that may be used to measure fair value as follows:

**HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019**

NOTE 6 INVESTMENTS (CONTINUED)

Level 1 – quoted prices in an active market for identical assets.

Level 2 – quoted prices for similar assets and market-corroborated inputs.

Level 3 – the organizations' own assumptions about market participation, including assumptions about risk, developed based on the best information available in the circumstances.

The composition of investments at June 30 is as follows:

	2020	2019
Cash and Money Market (N/A)	\$ 310,989	\$ 232,932
Certificates of Deposit (Level 1)	561,615	249,746
Mutual Funds (Level 1)	6,065,111	6,633,759
U.S. Treasury Securities (Level 1)	5,432,182	3,843,331
Stocks (Level 1)	22,433,857	25,876,394
Corporate Bonds (Level 2)	2,527,893	3,690,008
Mortgage-Backed Securities (Level 2)	756,164	1,504,967
Municipal Bonds (Level 2)	849,420	1,628,369
Annuity and Life Insurance Policies (n/a)	162,840	854,514
Oil Interest (Level 3)	1,831	1,831
Total	<u>39,101,902</u>	<u>44,515,851</u>
Less: Amounts Restricted or Designated for Long-Term Purposes	6,238,394	3,045,629
Total Investments	<u>\$ 32,863,508</u>	<u>\$ 41,470,222</u>

There was no change in assets measured at fair value using significant unobservable inputs at Level 3.

Investment return for the years ended June 30, 2020 and 2019 are composed of the following:

	2020	2019
Dividend and Interest Income	\$ 946,321	\$ 1,290,385
Realized Gains on Sales of Investment, Net	3,003,125	2,181,514
Less: Fees	<u>(90,300)</u>	<u>(90,315)</u>
Net Investment Income Included in Operations	3,859,146	3,381,584
Unrealized Gains (Losses)	<u>(3,106,902)</u>	448,693
Net Investment Income	<u>\$ 752,244</u>	<u>\$ 3,830,277</u>

**HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019**

NOTE 7 PROPERTY AND EQUIPMENT

Property and equipment at June 30, 2020 and 2019 consist of the following:

	2020	2019
Land	\$ 11,086	\$ 11,086
Buildings and Improvements	52,869,731	50,176,726
Furniture and Equipment	5,292,416	5,182,115
Vehicles	312,010	266,338
Cemetery Lots	21,326	21,326
Total	58,506,569	55,657,591
Less: Accumulated Depreciation	(23,456,859)	(22,037,067)
Total	35,049,710	33,620,524
Construction in Progress	629,924	1,032,362
Total Property and Equipment	\$ 35,679,634	\$ 34,652,886

Depreciation expense for the years ended June 30, 2020 and 2019 was \$1,455,700 and \$1,286,312, respectively.

NOTE 8 RETIREMENT PLANS

Cash Balance Pension Plan

Effective January 1, 2009 the Retirement Plan for the Employees of Hollenbeck Palms (the Plan) was amended. The amendment changed the noncontributory traditional Defined Benefit Plan to a noncontributory Cash Balance Pension Plan (CBPP). The Plan is subject to the provisions of the Employees Retirement Income Security Act of 1974 (ERISA). Participants over 50 years of age with at least 15 years of service as of January 1, 2009 were grandfathered. This sub-group of grandfathered participants will receive a Special Annual Accrual contribution which is determined using the traditional Defined Benefit Plan formula. Active participants who are not a part of the sub-group will receive contribution credits equal to 5% of their annual salary along with interest at the 30-year Treasury Bond Rate, imputed on their beginning balance. In addition, all Plan participants are credited with their present value of accrued benefit under the traditional Defined Benefit Plan.

For benefits accrued prior to January 1, 2009, a participant's interest becomes fully vested after completion of five years of service. For benefits accrued on or after January 1, 2009, a participant's interest becomes fully vested after completion of three years of service.

As of January 1, 2009, the Plan has been frozen and there will be no new entrants.

Hollenbeck has established a separate qualified trust, under IRC Section 401 for the Plan. The assets of the Plan may only be distributed to plan participants and, therefore, they are not included in these financial statements. Plan assets are invested in cash and debt and equity securities whose values are subject to fluctuations of the securities markets. Changes in these values attributable to the differences between actual and assumed returns on plan assets are defined as unrecognized gains or losses and are included in the determination of the net pension expense over time. Hollenbeck uses a June 30 measurement date for its plan.

**HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019**

NOTE 8 RETIREMENT PLANS (CONTINUED)

A summary of the Plan, amounts reflected in the statements of financial position, and the components of net periodic pension cost as of the date of the latest valuation is as follow:

	2020	2019
Change in Benefit Obligation:		
Benefit Obligation-Beginning of Year	\$ 5,659,468	\$ 5,309,111
Service Cost	235,944	240,739
Interest Cost	232,156	232,519
Benefits Paid	(489,083)	(328,116)
Actuarial Gain (Loss)	488,390	205,215
Benefit Obligation- End of Year	\$ 6,126,875	\$ 5,659,468
Change in Plan Assets:		
Fair Value of Assets- Beginning of Year	\$ 4,928,382	\$ 4,996,592
Actual Return on Plan Assets	174,348	259,906
Employer Contribution	-	-
Benefits Paid	(489,083)	(328,116)
Fair Value of Assets- End of Year	\$ 4,613,647	\$ 4,928,382
Funded Status	\$ (1,513,228)	\$ (731,086)
Amounts Recognized in the Statement of Financial Position are Included in:		
Accounts Payable and Accrued Expenses	\$ (1,513,228)	\$ (731,086)
Amounts Recognized in Accumulated Net Assets Without Donor Restrictions Consist of:		
Actuarial Loss	\$ 1,764,567	\$ 1,157,050
Source of Change in the Statement of Net Activities Consist of:		
Actuarial Loss Arising During Period	\$ 607,516	\$ 252,455
Components of Net Periodic Benefit Cost:		
Service Cost	\$ 235,944	\$ 240,738
Interest Cost	232,156	232,519
Expected Return on Plan Assets	(354,855)	(343,320)
Amortization of Loss	61,381	36,175
Benefit Obligation- End of Year	\$ 174,626	\$ 166,112

**HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019**

NOTE 8 RETIREMENT PLANS (CONTINUED)

Accumulated Benefit Obligation

The accumulated benefit obligation for Hollenbeck was \$6,126,875 and \$5,659,468 on June 30, 2020 and 2019, respectively. Accounting principles generally accepted in the United States of America require the recognition of an additional liability in the amount of the unfunded accumulated benefit obligation, with an equal amount to be recognized as an intangible asset, provided that the asset recognized shall not exceed the amount of unrecognized prior service cost and unrecognized transition obligation. Any additional amounts are charged to net assets without donor restrictions.

Weighted-average assumptions used to determine benefit obligations at June 30 are as follows:

	<u>2020</u>	<u>2019</u>
Discount Rate (on Benefit Obligations)	3.25%	4.25%
Return on Plan Assets	7.00%	7.50%
Rate of Compensation Increase	2.50%	2.50%

Weighted-average assumptions used to determine net periodic pension cost at June 30 are as follows:

	<u>2020</u>	<u>2019</u>
Discount Rate (on Net Periodic Costs)	4.25%	4.50%
Expected Long-Term Rate of Return on Plan Assets	7.50%	7.00%
Rate of Compensation Increase	2.50%	2.50%

Hollenbeck employs a vigorous process to determine the estimates of expected long-term rate of return on assets. The estimates are primarily driven by actual historical asset-class returns and advice from external actuarial firms while incorporating specific assets-class risk factors, such as the variation of the annual rate of return as compared to the average expected rate of return.

The Plan invests primarily in asset categories with sufficient size, liquidity, and cost efficiency to permit investments of reasonable size. The Plan invests in asset categories that provide diversification benefits and are easily measured. Maximum and minimum holding ranges for each of these asset categories are set by the board of trustees. The current target allocations for cash management, equity, and fixed income are 5%, 60%, and 35%, respectively. Actual asset allocation within these approved ranges is based on a variety of economic and market conditions and consideration of specific asset category risk. To assess the Plan's investment performance, a long-term asset allocation policy benchmark has been established.

**HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019**

NOTE 8 RETIREMENT PLANS (CONTINUED)

The fair value of the Plan's assets as of June 30, 2020 and 2019 by assets are as follows:

	<u>2020</u>	<u>2019</u>
Cash	\$ 1,168	\$ 101,969
Mutual Funds (Level 1)	4,070,816	4,280,430
Pooled Separate Account (Level 2)	53,066	34,852
Immediate Participation Guarantee Contract (Level 3)	488,597	511,131
Total Plan Assets	<u>\$ 4,613,647</u>	<u>\$ 4,928,382</u>

Contributions

Hollenbeck expects to contribute to the Plan the ERISA recommended amount of approximately \$100,000 in the next year.

Estimated Future Benefit Payments

The estimated future benefit payments are as follows:

<u>Year Beginning July 1,</u>	<u>Amount</u>
2021	\$ 406,477
2022	195,064
2023	283,929
2024	492,665
2025	452,017
2026-2030	1,662,941

Amount Expected to be Recognized in Net Periodic Benefit Costs

The estimated net actuarial loss that will be amortized from changes in unrestricted net assets into net periodic benefit cost in the year ended June 30, 2020 is \$123,858.

Deferred Compensation Plan

On September 1, 2005, a nonqualified deferred compensation plan covering management or highly compensated employees as defined by ERISA was adopted by the board of trustees. This plan is not intended to be a qualified plan under Section 401(a) of the IRC, but is referred to as an 'eligible plan' pursuant to Section 457(b) of the IRC. The expense associated with this 457(b) plan was \$26,321 and \$51,801 in 2020 and 2019, respectively. The contributions to this plan are set aside in a grantor trust, but remains subject to the claims of creditors until distributed to the participants or beneficiaries. The 457(b) assets are included in investments in the statements of financial position.

401(k) Plan

Hollenbeck has a 401(k) defined contribution plan, which covers employees with 90 days of service. Hollenbeck contributes 10% of each employee's contributions, which are vested after 1,000 hours of employment. Employer contributions for the years ended June 30, 2020 and 2019, were \$28,697 and \$28,124, respectively.

**HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019**

NOTE 9 COMMITMENTS AND CONTINGENCIES

Construction

As of June 30, 2020, Hollenbeck was committed under construction agreements for the memory care phase of the skilled nursing facility renovation project totaling approximately \$4.8 million.

Workers' Compensation Self-Insurance

Effective December 12, 2002, Hollenbeck entered into a contractual agreement to join Guardian Comp, Inc., which, through its risk-sharing provisions, provides insurance coverage for workers' compensation liability exposure. Guardian Comp, Inc. is a multi-organization insurance company for long-term care organizations incorporated under the laws of the state of California.

Guardian Comp, Inc. provides occurrence-based insurance coverage using a combination of self-insured retentions and excess commercial insurance coverage. Guardian Comp, Inc. has engaged the services of a professional actuarial consultant for the determination of premiums to be assessed to participants under the plan coverage. As a self-insurance administrator, Guardian Comp, Inc. enables risk sharing among participating long-term care organizations. The participants are required to pay assessed premiums. Insurance expense under the Guardian Comp, Inc. amounted to \$616,306 and \$637,020 in 2020 and 2019, respectively.

Litigation

Hollenbeck is, from time to time, subject to litigation and claims arising in the normal course of business. In the opinion of management, the ultimate resolution of legal proceedings will not have a material adverse effect on Hollenbeck' financial statements.

COVID-19

In March 2020, the World Health Organization declared the spread of Coronavirus Disease (COVID-19) a worldwide pandemic. The COVID-19 pandemic is having significant effects on global markets, supply chains, businesses, and communities. Specific to Hollenbeck, COVID-19 has impacted fiscal year 2020 operations and financial results and may continue to do so including but not limited to additional costs for emergency preparedness, disease control and containment, potential shortages of health care personnel, or loss of revenue due to reductions in certain revenue streams. Management believes Hollenbeck is taking appropriate actions to mitigate the negative impact. In addition Hollenbeck has received a Paycheck Protection Program loan, as described in Note 10 and additional Provider Relief Fund grants totaling, \$580,222 during the fiscal year ended June 30, 2020 and \$163,700 subsequent to the fiscal year end from the Department of Health and Human Services to assist with expenditures directly associated with operational impacts due to the COVID-19 pandemic. However, the full impact of COVID-19 is unknown and cannot be reasonably estimated as of June 30, 2020.

**HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019**

NOTE 10 LONG-TERM DEBT

2014 Revenue Bonds

On July 17, 2014, Hollenbeck issued \$10,000,000 of Revenue Bonds sold through a private financing arrangement to finance the renovation of the skilled nursing facility. The bonds are payable beginning February 1, 2015, with annual payments scheduled through February 1, 2044. The bonds have a 4.58% fixed rate of interest. Certain revenues are pledged to punctual payment of bond principal and interest. The bonds are further secured by a deed of trust.

The following table sets forth the amounts required to be made available at the principal payment date, for the payment of interest with respect to the Bonds and for the principal due, interest and total payments with respect to the Bonds:

Debt Service Due Fiscal Year Ended	Principal Payments Due Within Fiscal Year	Interest Components Due Within Fiscal Year	Total Payments
2021	\$ 220,000	\$ 422,505	\$ 642,505
2022	230,000	412,429	642,429
2023	240,000	401,895	641,895
2024	250,000	390,903	640,903
2025	265,000	379,453	644,453
Thereafter	8,020,000	4,161,617	12,181,617
Total Bond Payable	<u>9,225,000</u>	<u>\$ 6,168,802</u>	<u>\$ 15,393,802</u>
Unamortized Cost of Issuance	(224,000)		
Net	<u>\$ 9,001,000</u>		

2016 Revenue Bonds

On December 1, 2016, Hollenbeck issued \$20,435,000 in 2016 Tax-Exempt Revenue Bonds to refinance the 2007 Revenue Bonds. The Bonds require annual principal payments and semi-annual interest payments beginning February 1, 2017, with annual payments scheduled through February 1, 2037.

The bonds have a 3.63% fixed rate of interest. Revenues are pledged to punctual payment of bond principal and interest. The bonds are secured by gross revenues and real property in parity with the 2014 Revenue Bonds.

**HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019**

NOTE 10 LONG TERM DEBT (CONTINUED)

The following table sets forth the amounts required to be made available at the principal payment date, for the payment of interest with respect to the Bonds and for the principal due, interest and total payments with respect to the Bonds

Debt Service Due Fiscal Year Ended	Principal Payments Due Within Fiscal Year	Interest Components Due Within Fiscal Year	Total Payments
2021	\$ 800,000	\$ 624,905	\$ 1,424,905
2022	830,000	595,865	1,425,865
2023	860,000	565,736	1,425,736
2024	895,000	534,518	1,429,518
2025	925,000	502,029	1,427,029
Thereafter	12,905,000	3,021,612	15,926,612
Total Bond Payable	<u>17,215,000</u>	<u>\$ 5,844,665</u>	<u>\$ 23,059,665</u>
Unamortized Cost of Issuance Net	<u>(250,280)</u>		
	<u>\$ 16,964,720</u>		

Bond Restrictive Covenants

The provisions of the bonds payable described above contain various restrictive covenants that limit the occurrence of additional debt and require certain measures of financial performance be satisfied as long as the bonds are outstanding. Management has calculated compliance with such covenants at June 30, 2020 and 2019.

Auto Loan

On May 22, 2020, Hollenbeck entered into an interest-free loan to finance the purchase of an automobile. The terms of the loan requires a monthly payment of \$693 and will mature in 2027. Future minimum payments are as follows:

Fiscal Year Ended	Payment
2021	\$ 8,311
2022	8,311
2023	8,311
2024	8,311
2025	8,311
Thereafter	15,932
Total	<u>\$ 57,487</u>

**HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020 AND 2019**

NOTE 10 LONG TERM DEBT (CONTINUED)

Construction Loan

On June 5, 2020, Hollenbeck entered into a secured loan for up to \$5.5 million to finance the construction of the Memory Care Facility. The draw period is from June 5, 2020 through November 30, 2021. As of June 30, 2020, the entity had drawn down funds equal to issuance costs incurred of \$46,250. The loan calls for a 5% fixed interest rate and is scheduled to mature on February 1, 2040. Beginning August 1, 2020, the loan requires monthly payments of interest on any principal balance outstanding. Interest accrued during the period August 1, 2020 through July 31, 2022 will be added to the principal balance. Beginning February 1, 2022, the loan requires annual payments of principal and semiannual payments of interest. The loan collateral is invested in cash and U.S. Treasury Securities with a total fair market value of \$5,765,273 as of June 30, 2020. Subsequent to June 30, 2020, Hollenbeck drew an additional \$216,139 for reimbursement of costs associated with the project.

Paycheck Protection Program Loan

On April 15, 2020, Hollenbeck received a loan through the Small Business Administration (SBA) Paycheck Protection Program (PPP) of \$1,479,100. The loan accrues interest at 1% per annum with principal and interest payments due monthly beginning November 15, 2020 for a period of 2 years at which time the loan is due in full. There are provisions under the PPP loan program where all or a portion of the loan may be forgiven based on certain requirements being met. Hollenbeck intends to submit an application for loan forgiveness for the entire balance before the end of the 10-month grace period on February 17, 2021. As of June 30, 2020, the loan had not been forgiven and is therefore recorded on the statement of net position.

Summary of Long Term Debt

	<u>Total</u>	<u>Less Current</u>	<u>Non Current</u>
Paycheck Protection Program Loan	<u>\$ 1,479,100</u>	<u>\$ 489,751</u>	<u>\$ 989,349</u>
Other Loan Payable:			
Auto Loan	\$ 57,487	\$ 8,311	\$ 49,176
Construction Loan	46,250	-	46,250
	<u>\$ 103,737</u>	<u>\$ 8,311</u>	<u>\$ 95,426</u>
Bonds Payable:			
2014 Revenue Bonds	\$ 9,225,000	\$ 220,000	\$ 9,005,000
2016 Revenue Bonds	17,215,000	800,000	16,415,000
Unamortized Cost of Issuance	(474,280)	(27,097)	(447,183)
	<u>\$ 25,965,720</u>	<u>\$ 992,903</u>	<u>\$ 24,972,817</u>

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NOTE 11 REDEVELOPMENT PLAN OBLIGATION (AB1169 DISCLOSURE)

Bond debt is designated for master plan projects to meet the needs of the organization by providing additional housing and facilities for residents, which is consistent with Hollenbeck' tax-exempt status.

The bonded debt issuance of \$20,435,000 refinanced original bonded debt of \$28,000,000. The original debt was primarily designated for the Magnolia Court project, which was completed in 2009. Related to the Magnolia Court project, proceeds were fully expended and included \$24,898,534 for construction costs and \$3,101,466 in issuance and debt service costs.

The bonded debt issuance of \$10,000,000 was primarily designated for the skilled nursing facility renovation project. As of June 30, 2020, related to the skilled nursing facility renovation project, proceeds were fully expended for project costs.

In addition, as of June 30, 2020, Hollenbeck held board-designated net assets, available for project costs of \$2,872,394. Hollenbeck has planned for the addition of a memory care facility to its campus as part of its renovation project and has secured a collateralized loan as described in Note 10 to construct the project.

NOTE 12 ENDOWMENT-RESTRICTED ASSETS

Hollenbeck' endowment consists of funds established to provide life care membership for seniors whose limited resources prevent their entry into Hollenbeck without such assistance.

Interpretation of Relevant Law

The board of trustees of Hollenbeck follows the Uniform Prudent Management of Institutional Funds Act (UPMIFA) in determining the fair value of the donor-restricted endowment fund absent explicit donor stipulations. As a result, Hollenbeck classifies as permanent endowment (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not held in perpetuity is subject to appropriation for expenditure by Hollenbeck in a manner consistent with the standard of prudence prescribed by UPMIFA.

In accordance with UPMIFA, Hollenbeck considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- (1) The duration and preservation of the fund
- (2) The purposes of the organization and the donor-restricted endowment fund
- (3) General economic conditions and the possible effect of inflation and deflation
- (4) The expected total return from income and the appreciation of investments
- (5) Other resources of the organization
- (6) The investment policies of the organization.

**HOLLENBECK PALMS
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NOTE 12 ENDOWMENT-RESTRICTED ASSETS (CONTINUED)

Endowment Composition and Changes in Endowment Net Assets

Endowment net asset composition by type of fund as of June 30, 2020 and 2019 consisted of donor-restricted endowment funds; restricted in perpetuity of \$773,323 and restricted subject to purpose restrictions of \$1,964,156 and \$1,986,039, respectively. Changes in endowment net assets are reported in the statements of activities as net assets with donor restrictions.

Funds with Deficiencies

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor or UPMIFA requires Hollenbeck to retain as a fund of perpetual duration. In accordance with GAAP, deficiencies of this nature are reported in unrestricted net assets when applicable. There were no such deficiencies as of June 30, 2020 and 2019.

Return Objectives, Risk Parameters and Strategies Employed for Achieving Objectives

Hollenbeck has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to the program supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that Hollenbeck must hold in perpetuity. Under this policy, as approved by the board of trustees, the endowment assets are invested in a manner that is intended to preserve and protect the assets by earning an appropriate return on the investments.

Spending Policy

Hollenbeck has established a formal spending policy. Appropriations will be made only from accumulated investment earnings maintained as temporarily restricted net assets based on residents' financial needs. Endowment principal (permanently restricted net assets) will not be invaded for any purpose. As such, the board of trustees considers all relevant factors annually in determining the amount appropriated for expenditures. This is consistent with Hollenbeck' objective to maintain the purchasing power of the endowment assets held in perpetuity as well as to provide additional real growth through investment return.

The following is the changes in endowment net assets for the years ended June 30:

	With Donor Restrictions
Endowment Net Assets, June 30, 2018	\$ 2,604,960
Investment Income	149,569
Net Appreciation (Realized and Unrealized)	4,833
Endowment Net Assets, June 30, 2019	2,759,362
Investment Income	82,833
Net Appreciation (Realized and Unrealized)	69,283
Appropriation of Endowment Assets for Expenditure	(173,999)
Endowment Net Assets, June 30, 2020	<u>\$ 2,737,479</u>

**HOLLENBECK PALMS
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NOTE 13 NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions are restricted for the following purposes or periods:

	<u>2020</u>	<u>2019</u>
Endowment:		
Held in Perpetuity	\$ 773,323	\$ 773,323
Subject to Purpose Restrictions	1,964,156	1,986,039
Subject to Expenditure for Specific Purpose:		
SNF Building Contributions	-	497,317
Debt Service	-	37,973
Activity Fund	-	1,000
Total	<u>\$ 2,737,479</u>	<u>\$ 3,295,652</u>

NOTE 14 PATIENT SERVICE REVENUE

A substantial portion of Hollenbeck' revenue for health care services is provided on behalf of patients under Medi-Cal and Medicare programs. The major sources of revenue are as follows:

	<u>2020</u>	<u>2019</u>
Patient Service Revenue:		
Medi-Cal Program	\$ 3,871,754	\$ 2,766,762
Medicare Program	1,660,739	2,348,426
Managed Care	306,515	329,414
Private Pay	<u>2,977,827</u>	<u>2,780,707</u>
Total Patient Service Revenue	<u>8,816,835</u>	<u>8,225,309</u>
Less: Bad Debt Expense:		
Medi-Cal Program	(175,650)	(83,648)
Medicare Program	(63,487)	(61,816)
Managed Care	(17,743)	(11,130)
Private Pay	<u>(66,508)</u>	<u>(152,552)</u>
Total Bad Debt Expense	<u>(323,388)</u>	<u>(309,146)</u>
Less: Contractual Provisions	<u>(2,689,285)</u>	<u>(2,313,128)</u>
Net Patient Service Revenue	<u>\$ 5,804,162</u>	<u>\$ 5,603,035</u>

For the year ended June 30, 2020, Hollenbeck derived, net of contractual adjustments, 31% of its patient service revenue from Medi-Cal, 17% from Medicare, 2% from Managed Care and 50% from private pay. For the year ended June 30, 2019 Hollenbeck derived, net of contractual adjustments, 26% of its patient service revenue from Medi-Cal, 24% from Medicare, 3% from Managed Care and 47% from private pay. The aggregate amount due from Medi-Cal, Medicare, and Managed Care at June 30, 2020 and 2019, is \$919,545 and \$679,084, respectively.

Funds received from the Medi-Cal and Medicare programs are subject to governmental audit, which could result in retroactive adjustments. At this time, management is not aware of any ongoing or pending audits.

**HOLLENBECK PALMS
NOTES TO FINANCIAL STATEMENTS
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NOTE 15 LEASE REVENUE

Hollenbeck entered into two lease agreements to lease rooftop space to two tenants for 600 square feet each for five years with automatic five year renewals for a total of 30 years. Initial monthly rent was \$1,400 and \$4,200 per month with annual increases of 3% on its anniversary date.

Future minimum rental revenue are as follows:

<u>Fiscal Year Ended</u>	<u>Payment</u>
2021	\$ 76,388
2022	78,679
2023	81,040
2024	83,471
2025	85,975
Thereafter	<u>2,485,256</u>
Total	<u>\$ 2,890,809</u>

