



ELDERHOMES CORPORATION
dba project:HOMES AND SUBSIDIARIES

FINANCIAL AND COMPLIANCE AUDIT

YEARS ENDED JUNE 30, 2017 AND 2016

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HARRIS, HARDY & JOHNSTONE, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

Board of Directors
ElderHomes Corporation dba project:HOMES and Subsidiaries
Richmond, Virginia

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of ElderHomes Corporation dba project:HOMES (a nonprofit organization) and Subsidiaries (the "Corporation"), which comprise the consolidated statements of financial position as of June 30, 2017 and 2016 and the related consolidated statement of activities for the years then ended, consolidated statements of cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Corporation as of June 30, 2017, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited the Corporation's 2016 consolidated financial statements, and our report dated October 5, 2016, expressed an unmodified opinion on those audited consolidated financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2016, is consistent, in all material respects, with the audited consolidated financial statements from which it has been derived.

Other Matters

Other Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying consolidated schedules of expenditures of federal awards, as required by Title 2 U.S. Code of Federal Regulations (CFR) Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, are presented for purposes of additional analysis and are not a required part of the consolidated 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 consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated 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 consolidated financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated September 19, 2017, on our consideration of the Corporation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Corporation's internal control over financial reporting and compliance.

Harris, Hardy & Johnstone, P.C.

Richmond, Virginia
September 19, 2017

ELDERHOMES CORPORATION dba project:HOMES AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

JUNE 30, 2017 AND 2016

	<u>2017</u>	<u>2016</u>
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 2,527,089	\$ 1,708,403
Grant receivables:		
Virginia Department of Housing and Community Development	444,504	334,361
County of Henrico	54,140	55,300
City of Richmond	254,502	355,273
City of Petersburg	4,586	-
County of Chesterfield	46,048	74,157
City of Hopewell	14,000	-
City of Norfolk	295,834	-
Virginia Housing Development Authority	-	44,075
Trade receivables	25,960	12,054
Work in progress	247,122	207,009
Inventory	53,111	79,035
Inventory of real estate	741,560	435,815
TOTAL CURRENT ASSETS	<u>4,708,456</u>	<u>3,305,482</u>
PROPERTY AND EQUIPMENT		
Land	138,336	138,336
Vehicles	674,467	540,711
Building and improvements	970,362	970,362
Equipment	241,247	241,247
	<u>2,024,412</u>	<u>1,890,656</u>
Less: Accumulated depreciation	1,133,990	1,048,469
NET PROPERTY AND EQUIPMENT	<u>890,422</u>	<u>842,187</u>
OTHER ASSETS		
Investments - partnerships	709,551	709,551
Land held for investment	453,740	446,418
Loan costs	1,805	2,176
Accounts receivable - affiliates	413,475	408,227
TOTAL OTHER ASSETS	<u>1,578,571</u>	<u>1,566,372</u>
	<u>\$ 7,177,449</u>	<u>\$ 5,714,041</u>

See Independent Auditor's Report and Notes to Consolidated Financial Statements

	<u>2017</u>	<u>2016</u>
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Accounts payable	\$ 372,339	\$ 295,685
Advanced grants:		
Weatherization	10,000	10,000
Indoor plumbing	47,006	47,006
Rehabilitation	369,164	-
Due to Grantors	215,035	245,629
Accumulated vacation	121,181	106,570
Current portion of long-term debt	45,981	593,563
TOTAL CURRENT LIABILITIES	<u>1,180,706</u>	<u>1,298,453</u>
LONG-TERM DEBT	<u>1,019,405</u>	<u>457,179</u>
TOTAL LIABILITIES	<u>2,200,111</u>	<u>1,755,632</u>
NET ASSETS		
Unrestricted	4,539,767	3,494,506
Temporarily restricted	437,571	463,903
TOTAL NET ASSETS	<u>4,977,338</u>	<u>3,958,409</u>
	<u>\$ 7,177,449</u>	<u>\$ 5,714,041</u>

See Independent Auditor's Report and Notes to Consolidated Financial Statements

ELDERHOMES CORPORATION dba project:HOMES AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF ACTIVITIES

YEAR ENDED JUNE 30, 2017

(WITH SUMMARIZED TOTALS FOR YEAR ENDED JUNE 30, 2016)

	2017			2016 Total
	Unrestricted	Temporarily Restricted	Total	
REVENUES AND RECLASSIFICATIONS				
House sales	\$2,498,922	\$ -	\$2,498,922	\$2,583,377
Virginia Department of Housing and Community Development	-	1,927,536	1,927,536	1,831,951
Dominion Energy Program	1,628,255	-	1,628,255	523,428
City of Richmond	-	1,357,595	1,357,595	1,402,986
County of Henrico	-	1,011,139	1,011,139	984,013
City of Norfolk	-	644,104	644,104	-
Development and monitoring fees	584,829	-	584,829	101,647
County of Chesterfield	-	481,171	481,171	395,810
Volunteer Services Program contributions:				
Foundations	-	206,903	206,903	108,470
Corporations	-	198,935	198,935	413,983
Individuals and churches	-	62,065	62,065	38,305
Distributor sales	332,382	-	332,382	247,398
City of Petersburg	-	192,902	192,902	144,400
Altria	-	140,000	140,000	-
City of Colonial Heights	-	79,771	79,771	74,302
City of Hopewell	-	71,995	71,995	-
Local Initiative Support Corporation	-	65,000	65,000	-
Rental income	41,555	-	41,555	51,135
Commonwealth of Virginia	-	23,994	23,994	23,406
Richmond Regional Energy Alliance	-	21,151	21,151	66,551
Interest	11,402	-	11,402	20,942
Southeast Energy Alliance	-	-	-	38,000
Virginia Housing Development Authority	-	-	-	4,175
TOTAL REVENUES	5,097,345	6,484,261	11,581,606	9,054,279
Net assets released from restrictions:				
Restrictions satisfied by payments	6,510,593	(6,510,593)	-	-
TOTAL REVENUES AND RECLASSIFICATIONS	11,607,938	(26,332)	11,581,606	9,054,279

See Independent Auditor's Report and Notes to Consolidated Financial Statements

ELDERHOMES CORPORATION dba project:HOMES AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF ACTIVITIES - Continued

YEAR ENDED JUNE 30, 2017

(WITH SUMMARIZED TOTALS FOR YEAR ENDED JUNE 30, 2016)

	2017			2016
	Unrestricted	Temporarily Restricted	Total	Total
EXPENDITURES				
Program Services				
Material and home purchases	7,417,687	-	7,417,687	5,723,468
Salaries - program staff	1,534,459	-	1,534,459	1,463,069
Employee benefits - program staff	398,924	-	398,924	375,013
Service contracts	335,440	-	335,440	219,145
Vehicle operation	89,110	-	89,110	62,212
Training	77,889	-	77,889	77,870
Supplies and tools	75,352	-	75,352	20,415
Insurance	72,826	-	72,826	60,430
Depreciation	69,972	-	69,972	87,079
Occupancy	53,775	-	53,775	102,044
Audit	26,402	-	26,402	24,920
Other	24,955	-	24,955	20,831
TOTAL PROGRAM SERVICES	10,176,791	-	10,176,791	8,236,496
Supporting Services				
Salaries - general and administrative	225,733	-	225,733	107,577
Employee benefits - general and administrative	41,781	-	41,781	26,853
Interest	27,004	-	27,004	23,269
Fundraising	26,561	-	26,561	22,907
Insurance	18,207	-	18,207	15,108
Depreciation	17,493	-	17,493	21,769
Occupancy	13,443	-	13,443	25,511
Other	8,504	-	8,504	8,230
Audit	6,600	-	6,600	6,230
Advertising	560	-	560	1,349
TOTAL SUPPORTING SERVICES	385,886	-	385,886	258,803
TOTAL EXPENSES	10,562,677	-	10,562,677	8,495,299

See Independent Auditor's Report and Notes to Consolidated Financial Statements

ELDERHOMES CORPORATION dba project:HOMES AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF ACTIVITIES - Continued

YEAR ENDED JUNE 30, 2017

(WITH SUMMARIZED TOTALS FOR YEAR ENDED JUNE 30, 2016)

	2017			2016 Total
	Unrestricted	Temporarily Restricted	Total	
INCREASE IN NET ASSETS	1,045,261	(26,332)	1,018,929	558,980
Net assets, beginning of year	<u>3,494,506</u>	<u>463,903</u>	<u>3,958,409</u>	<u>3,399,429</u>
NET ASSETS - END OF YEAR	<u><u>\$4,539,767</u></u>	<u><u>\$ 437,571</u></u>	<u><u>\$4,977,338</u></u>	<u><u>\$3,958,409</u></u>

See Independent Auditor's Report and Notes to Consolidated Financial Statements

ELDERHOMES CORPORATION dba project:HOMES AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

YEARS ENDED JUNE 30, 2017 AND 2016

	<u>2017</u>	<u>2016</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash received from funding sources and other income	\$ 11,385,388	\$ 9,202,532
Cash paid to suppliers and employees	<u>(10,431,181)</u>	<u>(8,227,672)</u>
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>954,207</u>	<u>974,860</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(80,700)	(7,120)
Purchase of investments	(7,322)	(7,156)
Loans to affiliates	(5,248)	182,756
Loan costs	<u>(1,895)</u>	<u>-</u>
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	<u>(95,165)</u>	<u>168,480</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Curtailement of long-term debt	<u>(40,356)</u>	<u>(32,705)</u>
NET CASH USED IN FINANCING ACTIVITIES	<u>(40,356)</u>	<u>(32,705)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	818,686	1,110,635
Cash and cash equivalents - beginning of year	<u>1,708,403</u>	<u>597,768</u>
CASH AND CASH EQUIVALENTS - END OF YEAR	<u><u>\$ 2,527,089</u></u>	<u><u>\$ 1,708,403</u></u>
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES		
Purchase of property and equipment with long-term debt	<u><u>\$ 55,000</u></u>	<u><u>\$ -</u></u>

See Independent Auditor's Report and Notes to Consolidated Financial Statements

ELDERHOMES CORPORATION dba project:HOMES AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS - Continued

YEARS ENDED JUNE 30, 2017 AND 2016

	<u>2017</u>	<u>2016</u>
RECONCILIATION OF INCREASE IN NET ASSETS TO NET CASH PROVIDED BY OPERATING ACTIVITIES		
Increase in net assets	\$ 1,018,929	\$ 558,980
Adjustments to reconcile increase in net assets to net cash provided by operating activities		
Depreciation and amortization	89,731	109,244
(Increase) decrease in		
Grant receivables	(250,448)	162,615
Trade receivables	(13,906)	27,265
Work in progress	(40,113)	(50,649)
Inventory	25,924	(4,810)
Inventory of real estate	(305,745)	505,608
Increase (decrease) in		
Accounts payable	76,654	(300,573)
Advanced grants	369,164	(50,000)
Due to Grantors	(30,594)	(5,283)
Accumulated vacation	14,611	22,463
	<u> </u>	<u> </u>
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>\$ 954,207</u>	<u>\$ 974,860</u>

See Independent Auditor's Report and Notes to Consolidated Financial Statements

ELDERHOMES CORPORATION dba project:HOMES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2017 AND 2016

NOTE A - NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

ElderHomes Corporation dba project:HOMES (the "Corporation") is a nonprofit community development corporation whose mission is "Improving lives by improving homes." The Corporation helps low-income, elderly and disabled individuals of all ages live safely and independently in their own homes by offering nearly every possible home repair, accessibility modification and construction service throughout greater Richmond and the Tri-Cities areas of Virginia.

The Corporation is the only nonprofit agency in the region that provides a full circle of housing services ranging from raking leaves to performing minor home repairs and major home rehabilitations to constructing new EarthCraft certified homes and developing multifamily apartment communities for low-income seniors. Within the service circle is a distinctive triangle of home repair programs that are performed by trained staff and volunteers. They include weatherizing homes for energy efficiency and performing structural home rehabilitations with public funds. The privately funded Renew Crew volunteer program makes safety repairs and accessibility improvements including building wheelchair ramps. By working together, these three programs achieve maximum benefit for the clients they serve by combining their services and leveraging their funding streams for the repairs they complete.

To further their mission, the Corporation's Neighborhood Revitalization division builds EarthCraft certified homes and rehabilitates blighted homes in historic Richmond neighborhoods as well as provides safe and secure multifamily apartment communities for low-income seniors. The Corporation's social enterprise, Conservation Strategies, sells energy conservation materials to the public and private sectors. Income from Conservation Strategies and home sales helps fund the Corporation's Renew Crew volunteer services and other programs.

ElderHomes Corporation dba project:HOMES has six wholly owned subsidiaries, Conservation Strategies, Inc., Elder Properties, Inc., William Byrd II, L.P., Elder Properties II, Inc., Elder Properties III, Inc., and project:HOMES Properties II, LLC, which hold general partnership interests in limited partnerships which develop low-income housing.

Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Corporation and its wholly owned subsidiaries. All intercompany transactions and accounts have been eliminated.

Financial Statement Presentation

The Corporation applies Financial Accounting Standards Board (FASB) ASC 958, *Not-for-Profit Entities*. Under FASB ASC 958, the Corporation is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. The Corporation had no permanently restricted net assets at June 30, 2017 and 2016.

ELDERHOMES CORPORATION dba project:HOMES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

JUNE 30, 2017 AND 2016

NOTE A - NATURE OF BUSINESS AND SUMMARY SIGNIFICANT ACCOUNTING POLICIES - Continued

Fair Value Measurements

The Corporation applies FASB ASC 820, *Fair Value Measurements and Disclosures*. FASB ASC 820 defines fair value, establishes a framework for measuring fair value in accordance with accounting principles generally accepted in the United States of America, and expands disclosures about fair value measurements. FASB ASC 820 uses the following prioritized input levels to measure fair value. The input levels used for valuing investments are not necessarily an indication of risk.

- Level 1 - Quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 - Directly or indirectly observable valuations in the marketplace at the measurement date other than Level 1 inputs
- Level 3 - Valuations unobservable in the marketplace at the measurement date

Estimates

The preparation of consolidated 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 disclosures. Accordingly, actual results could vary from the estimates that were used.

Income Taxes

ElderHomes Corporation dba project:HOMES is exempt from federal income taxes as defined under Section 501(c)(3) of the Internal Revenue Code. However, income from certain activities not directly related to the Corporation's tax-exempt purpose could be subject to taxation as unrelated business income. In addition, the Corporation qualifies for the charitable contribution deduction under Section 170(b)(1)(A) and has been classified as an organization other than a private foundation under Section 509(a)(2).

Uncertain Tax Positions

The accounting standard on accounting for uncertainty in income taxes addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under that guidance, the Corporation may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities based on the technical merits of the position. Examples of tax positions include the tax-exempt status of the Corporation and various positions related to the potential sources of unrelated business taxable income (UBTI). The Corporation has recognized no uncertain tax positions for the year ended June 30, 2017. The Corporation is generally no longer subject to examination by the Internal Revenue Service for years prior to 2014.

ELDERHOMES CORPORATION dba project:HOMES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

JUNE 30, 2017 AND 2016

NOTE A - NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES -
Continued

Consolidated Schedules of Expenditures of Federal and Other Awards

The accompanying Consolidated Supplemental Schedules of Expenditures of Federal and Other Awards are prepared in accordance with the requirements of Title 2 U.S. *Code of Federal Regulations* (CFR) Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Expenditures reported on the Consolidated Supplemental Schedule of Expenditures of Federal and Other Awards are reported on the accrual basis of accounting. Such expenditures are recognized following, as applicable, either the cost principles contained in OMB Circular A-122, *Cost Principles for Non-Profit Organizations* or the cost principles contained in Title 2 U.S. *Code of Federal Regulations* (CFR) Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, wherein certain types of expenditures are not allowable or are limited as to reimbursement. The Corporation does not use the 10-percent de minimis indirect cost rate as allowed under the Uniform Guidance.

Cash and Cash Equivalents

Cash and cash equivalents consist of a checking account and invested funds that can be converted to cash within three months.

At June 30, 2017 and 2016, deposits were insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 per financial institution. At June 30, 2017, the Corporation maintained bank accounts in one financial institution with deposits totaling \$2,452,704 in excess of FDIC coverage. At June 30, 2016, the Corporation had deposits totaling \$1,603,728 in excess of FDIC coverage.

Investments

Investments are stated at fair value with unrealized and realized gains and losses being recorded in the accompanying consolidated statement of activities.

Inventory

The Corporation values inventory at the lower of cost or market on the first in-first out method.

Property and Equipment

The Corporation capitalizes property and equipment with costs of \$5,000 or greater. Purchased property and equipment are carried at cost. Donated property and equipment are carried at fair value on the date of donation. Depreciation is computed using the straight-line method over the assets' useful lives.

ELDERHOMES CORPORATION dba project:HOMES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

JUNE 30, 2017 AND 2016

NOTE A - NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Grants

All programs have been reported for the twelve-month periods ended June 30, 2017 and 2016. The contract periods covered in this report are as follows for the major funding sources.

Virginia Department of Housing and
Community Development:

Weatherization	July 1, 2016 to June 30, 2017 and July 1, 2015 to June 30, 2016
LIHEAP	October 1, 2016 to September 30, 2017 and October 1, 2015 to September 30, 2016

City of Richmond:

Residential Rehabilitation	July 1, 2016 to June 30, 2017 and July 1, 2015 to June 30, 2016
Neighborhood Assistance	July 1, 2016 to June 30, 2017 and July 1, 2015 to June 30, 2016

County of Chesterfield:

Comprehensive Housing Rehabilitation	July 1, 2016 to June 30, 2017 and July 1, 2015 to June 30, 2016
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County of Henrico:

Residential Rehabilitation	October 1, 2016 to September 30, 2017 and October 1, 2015 to September 30, 2016
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NOTE B - FUNDING AND CONTRIBUTIONS

The major federal and state funding sources for the Corporation are listed in the Supplemental Consolidated Schedules of Expenditures of Federal and Other Awards. The receivables recorded represent grant revenues earned but not received and appropriations earned but unpaid from the government entities in the Corporation's service region as of the end of the year.

NOTE C - PENSION PLAN

The Corporation sponsors a defined contribution pension plan covering all employees who are at least twenty-one years old and have been employed by the Corporation for more than one year. The Corporation's contributions and costs were determined as four percent of covered employees' compensation and totaled \$63,511 and \$56,914 for the years ended June 30, 2017 and 2016, respectively.

NOTE D - CONTINGENT LIABILITIES

Amounts received or receivable from grants are subject to audit and adjustment by the granting agency. Any disallowed claims, including amounts already collected, may constitute a liability of the applicable funds. The amount, if any, of expenditures which may be disallowed by the grantor cannot be determined at this time although the Corporation expects such amounts, if any, to be immaterial.

ELDERHOMES CORPORATION dba project:HOMES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

JUNE 30, 2017 AND 2016

NOTE E - FAIR VALUE MEASUREMENTS

The Corporation measured the fair value of investments at June 30, 2017 and 2016 using level 2 inputs under the cost approach as summarized below:

<u>June 30, 2017</u>	<u>Cost</u>	<u>Fair Market Value</u>
Partnerships (Level 2)	<u>\$ 709,551</u>	<u>\$ 709,551</u>
<u>June 30, 2016</u>	<u>Cost</u>	<u>Fair Market Value</u>
Partnerships (Level 2)	<u>\$ 709,551</u>	<u>\$ 709,551</u>

NOTE F - INVESTMENT IN SUBSIDIARIES AND RELATED PARTY TRANSACTIONS

The Corporation has six wholly owned subsidiaries, Conservation Strategies, Inc., Elder Properties, Inc., William Byrd II, L.P., Elder Properties II, Inc., Elder Properties III, Inc., and project:HOMES Properties II, LLC, which hold general partnership interests in limited partnerships which develop low-income housing. The Corporation's share of the liabilities of these partnerships approximated \$1,899,923 and \$1,491,707 at June 30, 2017 and 2016, respectively, for which the Corporation is contingently liable. Management believes that the assets of these partnerships are sufficient to satisfy the debt of the partnerships.

NOTE G - LINE OF CREDIT

The Corporation had available an unsecured line of credit totaling \$950,000 carrying interest at the higher of 4% or prime plus .25% at June 30, 2017 and 2016. Borrowings on the line of credit totaled \$0 at June 30, 2017 and 2016, respectively. The line matures October 15, 2018.

NOTE H - LONG-TERM DEBT

Long-term debt at June 30, 2017 and 2016 was as follows:

	<u>2017</u>	<u>2016</u>
Note payable at 4.50% interest in monthly installments of \$599, maturing February 5, 2021, secured by a vehicle	\$ 24,065	\$ 29,671
Note payable at 6.09% interest in monthly installments of \$1,068, maturing September 16, 2021, secured by two vehicles	47,752	-

ELDERHOMES CORPORATION dba project:HOMES AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

JUNE 30, 2017 AND 2016

NOTE H - LONG-TERM DEBT - Continued

	<u>2017</u>	<u>2016</u>
Mortgage payable at 3.80% interest in monthly installments of \$4,189, scheduled to mature January 5, 2017; refinanced October 17, 2016, including interest at 5.13% in monthly installments of \$4,627, maturing October 5, 2031, secured by a building with a net book value of \$593,348	560,081	587,583
Unsecured advance from Virginia Housing Development Authority with no stated interest, forgiven 5% annually beginning on the twenty-first anniversary of the note, June 30, 2027.	433,488	433,488
	<u>1,065,386</u>	<u>1,050,742</u>
Less current maturities	45,981	593,563
	<u>\$ 1,019,405</u>	<u>\$ 457,179</u>

Principal payments due over the next five years, including unsecured advance to be forgiven, are as follows:

<u>Year</u>	
2018	\$ 45,981
2019	46,360
2020	48,861
2021	48,767
2021	36,784
Thereafter	405,145
	<u>631,898</u>
Unsecured advance to be forgiven	433,488
	<u>\$ 1,065,386</u>

NOTE I - TEMPORARILY RESTRICTED FUNDS

Temporarily restricted funds at June 30, 2017 and 2016 consist of funds designated by the Southeast Energy Alliance, the Richmond Regional Energy Alliance, and the Volunteer Services Program.

NOTE J - SUBSEQUENT EVENT

In the preparation of its consolidated financial statements, the Corporation considered subsequent events through September 19, 2017, which was the date the financial statements were available to be issued.



HARRIS, HARDY & JOHNSTONE, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS
BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED
IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

To the Board of Directors
ElderHomes Corporation dba project:HOMES and Subsidiaries
Richmond, Virginia

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the consolidated financial statements of ElderHomes Corporation dba project:HOMES (a nonprofit organization) and Subsidiaries (the "Corporation"), which comprise the consolidated statement of financial position as of June 30, 2017, and the related consolidated statements of activities and cash flows for the year then ended, and the related notes to the consolidated financial statements, and have issued our report thereon dated September 19, 2017.

Internal Control over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered the Corporation's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of the Corporation's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. *A material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. *A significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Corporation's consolidated financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Corporation's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Corporation's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Harris, Hardy ; Johnstone, P.C.

Richmond, Virginia
September 19, 2017



HARRIS, HARDY & JOHNSTONE, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE FOR EACH
MAJOR PROGRAM AND ON INTERNAL CONTROL OVER COMPLIANCE
REQUIRED BY THE UNIFORM GUIDANCE

To the Board of Directors
ElderHomes Corporation dba project:HOMES and Subsidiaries
Richmond, Virginia

Report on Compliance for Each Major Federal Program

We have audited ElderHomes Corporation dba project:HOMES (a nonprofit organization) and Subsidiaries' (the "Corporation") compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on each of the Corporation's major federal programs for the year ended June 30, 2017. The Corporation's major federal programs are identified in the summary of auditor's results section of the accompanying consolidated schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to its federal programs.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of the Corporation's major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. *Code of Federal Regulations* (CFR) Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Those standards and The Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the Corporation's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audits provide a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of the Corporation's compliance.

Opinion on Each Major Federal Program

In our opinion, the Corporation complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2017.

Report on Internal Control over Compliance

Management of the Corporation is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audits of compliance, we considered the Corporation's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with The Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Corporation's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. *A material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. *A significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of The Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

Harris, Hardy & Johnstone, P.C.

Richmond, Virginia
September 19, 2017

ELDERHOMES CORPORATION dba project:HOMES AND SUBSIDIARIES

SUPPLEMENTAL CONSOLIDATED SCHEDULE OF EXPENDITURES
OF FEDERAL AND OTHER AWARDS

YEAR ENDED JUNE 30, 2017

<u>Grant Source</u>	<u>Grant Name</u>	<u>Federal CFDA Number</u>	<u>Pass-Through Entity</u>	
Department of Health and Human Services	LIHEAP	93.568	VDHCD	
Department of Energy	Weatherization	81.042	VDHCD	
	State Energy Program	81.041	Virginia Department of Mines, Minerals and Energy - Southeast Energy Alliance	
Department of Housing and Urban Development	Residential Rehabilitation	14.218	County of Henrico	
	Residential Rehabilitation	14.218	City of Richmond	
	Residential Rehabilitation	14.218	City of Colonial Heights	
	Residential Rehabilitation	14.218	City of Petersburg	
	Rehabilitation	14.218	City of Hopewell	
	Residential Rehabilitation	14.218	County of Chesterfield	
	Residential Rehabilitation	14.239	City of Richmond	
	Residential Rehabilitation	14.239	County of Henrico	
	Comprehensive Housing Rehabilitation	14.239	County of Chesterfield	
	Residential Rehabilitation	14.239	City of Norfolk	
	Capacity Building	14.252	Local Initiative Support Corporation	
	Other	General Funds	N/A	State of Virginia
		Volunteer Services Program contributions:		
	Foundations	N/A		
	Corporations	N/A		
	Individuals and churches	N/A		
	Altria	N/A		
	Richmond Regional Energy Alliance	N/A		

See Independent Auditor's Report and Notes to Financial Statements

Temporarily Restricted Fund Balance July 1, 2016	Awards Received				Temporarily Restricted Fund Balance June 30, 2017
	Revenues		Expenditures		
	Federal	State/ Local	Federal	State/ Local	
\$ -	\$ 1,567,321	\$ -	\$ 1,567,321	\$ -	\$ -
-	360,215	-	360,215	-	-
38,392	-	-	31,301	-	7,091
-	635,833	-	635,833	-	-
-	1,042,320	-	1,042,320	-	-
-	79,771	-	79,771	-	-
-	192,902	-	192,902	-	-
-	71,995	-	71,995	-	-
-	193,212	-	193,212	-	-
-	2,216,033	-	2,216,033	-	-
-	315,275	-	315,275	-	-
-	375,306	-	375,306	-	-
-	287,959	-	287,959	-	-
-	644,104	-	644,104	-	-
-	1,622,644	-	1,622,644	-	-
-	65,000	-	65,000	-	-
-	-	23,994	-	23,994	-
386,787	-	198,935	-	170,613	415,109
-	-	206,903	-	206,903	-
-	-	62,065	-	62,065	-
-	-	140,000	-	140,000	-
38,724	-	21,151	-	44,504	15,371
<u>\$ 463,903</u>	<u>\$ 5,831,213</u>	<u>\$ 653,048</u>	<u>\$ 5,862,514</u>	<u>\$ 648,079</u>	<u>\$ 437,571</u>

See Independent Auditor's Report and Notes to Financial Statements

ELDERHOMES CORPORATION dba project:HOMES AND SUBSIDIARIES

SUPPLEMENTAL CONSOLIDATED SCHEDULE OF EXPENDITURES
OF FEDERAL AND OTHER AWARDS

YEAR ENDED JUNE 30, 2016

<u>Grant Source</u>	<u>Grant Name</u>	<u>Federal CFDA Number</u>	<u>Pass-Through Entity</u>
Department of Health and Human Services	LIHEAP	93.568	VDHCD
Department of Energy	Weatherization	81.042	VDHCD
	State Energy Program	81.041	Virginia Department of Mines, Minerals and Energy - Southeast Energy Alliance
Department of Housing and Urban Development	Residential Rehabilitation	14.218	County of Henrico
	Residential Rehabilitation	14.218	City of Richmond
	Residential Rehabilitation	14.218	City of Colonial Heights
	Residential Rehabilitation	14.218	City of Petersburg
	Residential Rehabilitation	14.218	County of Chesterfield
	Neighborhood Assistance	14.228	City of Richmond
	Residential Rehabilitation	14.239	City of Richmond
	Residential Rehabilitation	14.239	County of Henrico
	Comprehensive Housing Rehabilitation	14.239	County of Chesterfield
Other	General Funds	N/A	State of Virginia
	Volunteer Services Program contributions:		
	Foundations	N/A	
	Corporations	N/A	
	Individuals and churches	N/A	
	Virginia Housing Development Authority	N/A	
	Richmond Regional Energy Alliance	N/A	

See Independent Auditor's Report and Notes to Financial Statements

Temporarily Restricted Fund Balance July 1, 2015	Awards Received				Temporarily Restricted Fund Balance June 30, 2016
	Revenues		Expenditures		
	Federal	State/ Local	Federal	State/ Local	
\$ -	\$ 1,527,862	\$ -	\$ 1,527,862	\$ -	\$ -
-	304,089	-	304,089	-	-
1,026	38,000	-	634	-	38,392
-	687,947	-	687,947	-	-
-	400,274	-	400,274	-	-
-	74,302	-	74,302	-	-
-	144,400	-	144,400	-	-
-	199,570	-	199,570	-	-
-	1,506,493	-	1,506,493	-	-
-	107,029	-	107,029	-	-
-	895,683	-	895,683	-	-
-	296,066	-	296,066	-	-
-	196,240	-	196,240	-	-
-	1,387,989	-	1,387,989	-	-
-	-	23,406	-	23,406	-
192,028	-	413,983	-	219,224	386,787
-	-	108,470	-	108,470	-
-	-	38,305	-	38,305	-
-	-	4,175	-	4,175	-
21,349	-	66,551	-	49,176	38,724
<u>\$ 214,403</u>	<u>\$ 4,871,462</u>	<u>\$ 654,890</u>	<u>\$ 4,834,096</u>	<u>\$ 442,756</u>	<u>\$ 463,903</u>

See Independent Auditor's Report and Notes to Financial Statements

ELDERHOMES CORPORATION dba project:HOMES AND SUBSIDIARIES
CONSOLIDATED SCHEDULE OF FINDINGS AND QUESTIONED COSTS
YEAR ENDED JUNE 30, 2017

Summary of Audit of Findings

1. The auditor's report expresses an unmodified opinion on whether the consolidated financial statements of ElderHomes Corporation dba project:HOMES and Subsidiaries were prepared in accordance with GAAP.
2. No material weaknesses were identified during the audit of the consolidated financial statements.
3. No instances of noncompliance material to the consolidated financial statements of ElderHomes Corporation dba project:HOMES and Subsidiaries were disclosed during the audit.
4. No material weaknesses were identified during the audit of the major federal award programs.
5. The auditor's report on compliance for the major federal award programs for ElderHomes Corporation dba project:HOMES and Subsidiaries expresses an unmodified opinion.
6. Audit findings that are required to be reported in accordance with 2 CFR Section 200.516(1) are reported in this Schedule.
7. The programs tested as major programs were:

<u>2017</u>	<u>CFDA #</u>
Low-Income Home Energy Assistance Program	93.568
Weatherization Assistance for Low-Income Persons	81.042

8. The threshold for distinguishing Types A and B was \$750,000.
9. ElderHomes Corporation dba project:HOMES and Subsidiaries was determined to be a low risk auditee.

Findings – Financial Statement Audit

None

Findings and Questioned Costs – Major Federal Award Programs Audit

None