

WAKE ROBIN CORPORATION AND SUBSIDIARY
CONSOLIDATED FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION
YEARS ENDED DECEMBER 31, 2016 AND 2015

**WAKE ROBIN CORPORATION AND SUBSIDIARY
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INDEPENDENT AUDITORS' REPORT

Board of Directors
Wake Robin Corporation and Subsidiary
Shelburne, Vermont

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Wake Robin Corporation (a Vermont nonprofit corporation) and Subsidiary, which comprise the consolidated statements of financial position as of December 31, 2016 and 2015, and the related consolidated statements of operations, changes in net deficit, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated 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 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 auditors' 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 Wake Robin Corporation and Subsidiary as of December 31, 2016 and 2015, and the results of their operations, changes in their net deficit, and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

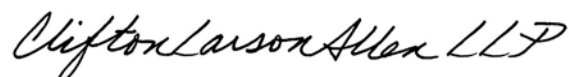
Change in Accounting Principle

As discussed in Note 1 to the consolidated financial statements, the Company adopted a recently issued accounting standard related to the accounting for debt issuance costs. The new standard requires entities to present debt issuance costs as a direct deduction from the face amount of the related borrowings, amortize debt issuance costs using the effective interest method over the life of the debt, and record the amortization as a component of interest expense. Our opinion is not modified with respect to this matter.

Report on Supplementary Information

Other Information

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The Residents' Assistance Fund presented in Schedule 1 is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and 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 audits 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.



CliftonLarsonAllen LLP

Plymouth Meeting, Pennsylvania
April 3, 2017

**WAKE ROBIN CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2016 AND 2015**

ASSETS	2016	2015
CURRENT ASSETS		
Cash and Cash Equivalents	\$ 1,936,833	\$ 4,988,967
Investments	9,908,296	7,117,244
Resident Accounts Receivable and Other Receivables	314,250	189,845
Supplies Inventory	95,697	92,426
Prepaid Expenses	161,564	256,177
Total Current Assets	12,416,640	12,644,659
 ASSETS LIMITED AS TO USE		
Under Priority Deposits and Donor Restrictions	4,533,246	3,528,063
Under Bond Indenture Agreement - Held by Trustee	4,636,731	4,641,898
Total Assets Limited as to Use	9,169,977	8,169,961
 PROPERTY AND EQUIPMENT, NET	 54,232,515	 54,524,687
DEFERRED MARKETING COSTS, NET	41,266	56,518
Total Assets	\$ 75,860,398	\$ 75,395,825

See accompanying Notes to Consolidated Financial Statements.

LIABILITIES AND NET ASSETS (DEFICIT)	<u>2016</u>	<u>2015</u>
CURRENT LIABILITIES		
Current Portion of Long-Term Debt	\$ 1,660,000	\$ 1,570,000
Estimated Liability for Refunds of Entrance Fees	579,500	679,000
Accounts Payable	547,347	472,317
Accrued Expenses	457,877	420,538
Accrued Interest	238,174	238,558
Priority and Interim Deposits	505,000	495,000
Deposits - 2017 Project	987,578	-
Entrance Fee Deposits	297,850	599,300
Total Current Liabilities	<u>5,273,326</u>	<u>4,474,713</u>
LONG-TERM LIABILITIES		
Long-Term Debt - Bonds, Net of Current Portion	50,427,899	51,925,186
Derivative Financial Instrument	143,498	285,539
Deferred Revenue - Amortizable Entrance Fees	44,161,610	44,091,796
Refundable Entrance Fee Liability	3,041,457	3,389,518
Annuity Obligations	32,957	38,765
Total Long-Term Liabilities	<u>97,807,421</u>	<u>99,730,804</u>
Total Liabilities	103,080,747	104,205,517
COMMITMENTS AND CONTINGENCIES		
NET ASSETS (DEFICIT)		
Unrestricted	(30,136,191)	(31,726,739)
Temporarily Restricted	2,775,381	2,781,046
Permanently Restricted	140,461	136,001
Total Net Assets (Deficit)	<u>(27,220,349)</u>	<u>(28,809,692)</u>
Total Liabilities and Net Assets (Deficit)	<u>\$ 75,860,398</u>	<u>\$ 75,395,825</u>

**WAKE ROBIN CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
YEARS ENDED DECEMBER 31, 2016 AND 2015**

	<u>2016</u>	<u>2015</u>
REVENUE, GAINS, AND OTHER SUPPORT		
Resident Service Revenue	\$ 12,213,930	\$ 11,577,718
Amortization of Entrance Fees	4,773,003	3,637,148
Termination Fees	1,305,203	1,062,708
Health Care Revenue	3,426,647	3,555,436
Ancillary and Other Resident Revenue	444,614	343,192
Management Company Revenue	-	24,978
Investment Income and Realized Gains	194,402	235,236
Contributions	12,325	16,168
Net Assets Released from Restrictions Used for Operations	10,684	25,293
Net Assets Released for Donor Related Restrictions	181,364	62,503
Total Revenue, Gains, and Other Support	<u>22,562,172</u>	<u>20,540,380</u>
EXPENSES		
General and Administrative	3,470,441	3,015,960
Dining Services	2,041,312	1,867,273
Resident Services	972,850	863,006
Linden Health Center	3,854,912	3,713,428
Environmental Services	2,511,047	2,413,753
Property Tax and Insurance	1,242,707	1,227,530
Utilities	1,017,272	954,093
Depreciation and Amortization	3,788,260	3,461,595
Interest	2,262,656	2,259,615
Total Expenses	<u>21,161,457</u>	<u>19,776,253</u>
INCOME FROM OPERATIONS	1,400,715	764,127
NON-OPERATING LOSS		
Change in Fair Value of Gift Annuities	(5,743)	(2,471)
Total Non-Operating Loss	<u>(5,743)</u>	<u>(2,471)</u>
EXCESS OF REVENUE OVER EXPENSES	1,394,972	761,656
OTHER CHANGES IN UNRESTRICTED NET DEFICIT		
Change in Fair Value of Derivative Instrument	142,041	(135,043)
Unrealized Gain (Loss) on Investments	53,535	(140,235)
Total Other Changes in Unrestricted Net Deficit	<u>195,576</u>	<u>(275,278)</u>
DECREASE IN UNRESTRICTED NET DEFICIT	<u>\$ 1,590,548</u>	<u>\$ 486,378</u>

See accompanying Notes to Consolidated Financial Statements.

**WAKE ROBIN CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CHANGES IN NET DEFICIT
YEARS ENDED DECEMBER 31, 2016 AND 2015**

	<u>2016</u>	<u>2015</u>
INCOME FROM OPERATIONS	\$ 1,400,715	\$ 764,127
NON-OPERATING LOSS		
Change in Fair Value of Gift Annuities	<u>(5,743)</u>	<u>(2,471)</u>
Total Non-Operating Loss	<u>(5,743)</u>	<u>(2,471)</u>
EXCESS OF REVENUE OVER EXPENSES	1,394,972	761,656
OTHER CHANGES IN UNRESTRICTED NET DEFICIT		
Change in Fair Value of Derivative Instrument	142,041	(135,043)
Unrealized Gain (Loss) on Investments	<u>53,535</u>	<u>(140,235)</u>
Total Other Changes in Unrestricted Net Deficit	<u>195,576</u>	<u>(275,278)</u>
DECREASE IN UNRESTRICTED NET DEFICIT	1,590,548	486,378
TEMPORARILY RESTRICTED NET ASSETS		
Contributions	37,778	50,730
Net Assets Released from Restrictions Used for Operations	(10,684)	(25,293)
Net Assets Released for Donor Related Restrictions	(181,364)	(62,503)
Investment Income	107,592	47,659
Realized Gains (Losses) on Investments	(36,223)	156,395
Unrealized Gains (Losses) on Investments	<u>77,236</u>	<u>(185,983)</u>
DECREASE IN TEMPORARILY RESTRICTED NET ASSETS	<u>(5,665)</u>	<u>(18,995)</u>
PERMANENTLY RESTRICTED NET ASSETS		
Unrealized Gains (Losses) on Investments	<u>4,460</u>	<u>(9,775)</u>
INCREASE (DECREASE) IN PERMANENTLY RESTRICTED NET ASSETS	<u>4,460</u>	<u>(9,775)</u>
DECREASE IN NET DEFICIT	1,589,343	457,608
Net Deficit - Beginning of Year	<u>(28,809,692)</u>	<u>(29,267,300)</u>
NET DEFICIT - END OF YEAR	<u>\$ (27,220,349)</u>	<u>\$ (28,809,692)</u>

See accompanying Notes to Consolidated Financial Statements.

**WAKE ROBIN CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2016 AND 2015**

	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Decrease in Net Deficit	\$ 1,589,343	\$ 457,608
Adjustments to Reconcile Decrease in Net Deficit to Net Cash Provided by Operating Activities:		
Amortization of Entrance Fees and Termination Income	(6,078,206)	(4,699,856)
Proceeds from Entrance Fees and Deposits	6,435,148	7,958,700
Proceeds from Entrance Fees and Deposits - 2017 Project	987,578	-
Amortization of Bond Premium	(8,568)	(8,568)
Depreciation and Amortization	3,788,255	3,461,595
Amortization of Deferred Financing Costs	171,281	171,289
(Gain) Loss on Disposal of Property and Equipment	2,199	(11,235)
Change in Fair Value of Derivative Financial Instruments	(142,041)	135,043
Net Realized and Unrealized (Gain) Loss on Investments	(94,726)	116,716
(Increase) Decrease in Operating Assets:		
Resident Accounts Receivable and Other Receivables	(124,405)	127,705
Supplies Inventory	(3,271)	(3,622)
Prepaid Expenses and Other Assets	94,613	55,039
Increase (Decrease) in Operating Liabilities:		
Accounts Payable and Accrued Expenses	112,369	(596,869)
Accrued Interest	(384)	15,769
Priority, Interim, and Entrance Fee Deposits	(291,450)	148,350
Annuity Obligation	(5,808)	(7,354)
Net Cash Provided by Operating Activities	6,431,927	7,320,310
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of Property and Equipment	(3,483,030)	(2,602,918)
Purchases of Investments, Net	(2,696,326)	39,288
Increase in Assets Whose Use is Limited	(1,000,016)	(8,102)
Net Cash Used by Investing Activities	(7,179,372)	(2,571,732)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of Long-Term Debt	(1,570,000)	(1,630,000)
Refunds of Entrance Fees	(734,689)	(166,658)
Net Cash Used by Financing Activities	(2,304,689)	(1,796,658)
NET INCREASE IN CASH AND CASH EQUIVALENTS	(3,052,134)	2,951,920
Cash and Cash Equivalents - Beginning of Year	4,988,967	2,037,047
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ 1,936,833	\$ 4,988,967
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash Paid During the Year for Interest	\$ 2,091,759	\$ 2,072,557
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Construction and Equipment Expenditures within Accounts Payable and Accrued Expenses	\$ 262,544	\$ 156,618

See accompanying Notes to Consolidated Financial Statements.

**WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015**

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

Wake Robin Corporation (the Corporation) was organized in 1984, as a Vermont nonprofit corporation, to operate a retirement community and provide continuing and long-term care for the elderly. The Corporation operates a continuing care retirement community known as Wake Robin Continuing Care Retirement Community (the CCRC). The CCRC consists of 212 independent living homes, a community center, and a health center consisting of 31 residential care units and 51 nursing care units, all arranged in a campus setting on 136 acres in Shelburne, Vermont. The CCRC provides residents with a living unit, use of the health center and other facilities, and services for the resident's lifetime. Residents began occupying the CCRC in June 1993.

In 2011, the Organization formed Wake Robin Management, LLC (WRM), a wholly owned subsidiary that manages a retirement community. WRM offers management services, financial and accounting procedures, and personnel administration to provide quality independent living and assisted living services to the community's residents. WRM is incorporated under the laws of the State of Vermont as a limited liability company.

Principles of Consolidation

The consolidated financial statements include the accounts of Wake Robin Corporation and Wake Robin Management, LLC. All significant intercompany transactions have been eliminated on consolidation.

Use of Estimates

The preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make a number of estimates and assumptions relating to the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Significant items subject to such estimates and assumptions include valuation of derivative financial instruments, deferred revenue from entrance fees, and the obligation to provide future services and use of facilities to current residents. Actual results could differ from those estimates.

Basis of Presentation

Net assets of the CCRC and changes therein are classified in three categories and reported as follows:

Unrestricted

Those resources over which the board of directors has discretionary control. Designated amounts represent those revenues that the board has set aside for a particular purpose.

WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of Presentation (Continued)

Temporarily Restricted

Those resources subject to donor imposed restrictions that will be satisfied by actions of the Corporation or passage of time. The principal amount of temporarily restricted contributions and the related earnings can be spent for donor restricted purposes.

Permanently Restricted

Those resources subject to a donor imposed restriction that be maintained permanently by the Corporation. The principal amount of permanently restricted contributions cannot be spent by the CCRC.

Excess (Deficit) of Revenue Over Expenses

The consolidated statements of operations include the excess (deficit) of revenues over expenses as the performance indicator. Changes in unrestricted net assets which are excluded from such amounts, consistent with industry practice, include unrealized gains and losses on investments, the effective portion of the interest rate swap agreements that are designated as hedging agreements, and contributions of long-lived assets (including assets acquired using contributions which by donor restriction were to be used for the purposes of acquiring such assets, if any).

Income Taxes

The Corporation is recognized by the Internal Revenue Service as a not-for-profit corporation as described in Section 501(c)(3) of the Internal Revenue Code (IRC) and is exempt from federal income taxes pursuant to Section 501(a) of the IRC.

The Corporation follows the provisions of the income tax accounting standards regarding the recognition and measurement of uncertain tax positions. The application of these provisions has no impact on the Company's financial statements.

The Corporation's tax returns are subject to review and examination by federal, state, and local authorities.

Cash and Cash Equivalents

The Corporation considers cash and cash equivalents to include all highly liquid investments with original maturity dates of three months or less, excluding amounts that are limited as to use under trust agreements, priority deposits, or donor restrictions. The Corporation deposits its temporary cash investments in financial institutions. At times, such investments may be in excess of the FDIC insurance limit.

**WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015**

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Accounts Receivable

The Corporation provides an allowance for uncollectible accounts based on the allowance method using management's judgment. Residents are not required to provide collateral for services rendered. Payment for services is required upon receipt of an invoice or as the claim is submitted for third-party payors. Accounts past due more than 30 days are individually analyzed for collectability.

In addition, an allowance is estimated for other accounts based on historical experience. At December 31, 2016 and 2015, there was no allowance for uncollectible accounts.

Supplies Inventory

Inventories of supplies are stated at the lower of cost (determined by the first-in, first-out method), or market.

Investments and Investment Income

Investments are comprised of U.S. Government and Government Agency and corporate obligations, certificates of deposit, fixed income mutual funds, and common stock and are stated at fair value in the statement of financial position. Investment income or loss, including realized gains and losses on investment, interest and dividends, and write down of impaired investments, if any, are included in the operating income or loss. Unrealized gains and losses on investments are excluded from the operating income or loss.

A decline in the market value of any security below cost that is deemed to be other-than-temporary results in a reduction in carrying amount to fair value. The impairment is charged to the operating loss and a new cost basis for the security is established. To determine whether impairment is other-than-temporary, the Corporation considers whether it has the ability and intent to hold the investment security until a market price recovery occurs and considers whether evidence indicating the cost of the investment security is recoverable outweighs evidence to the contrary. Evidence considered in this assessment includes the reasons for the impairment, the severity and duration of the impairment, changes in market value subsequent to year-end and forecasted performance of the investment security.

Investments are exposed to various risks, such as interest rate, market, and credit risk. Due to the risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near-term and that such changes could materially affect the amounts reported in the statements of financial position.

**WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015**

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Assets Limited as to Use

Assets limited as to use are comprised of U.S. Government and Government Agency and corporate obligations, certificates of deposit, fixed income mutual funds, and common stock and are stated at fair value, based on quoted market prices. Assets limited as to use consists of assets set aside by the board of directors in accordance with donor restrictions, deposit agreements, and terms of loan and trust agreements in connection with the issuance of the bonds. These deposits become available to the Corporation upon satisfaction of certain criteria outlined by each donor stipulation and in each agreement. Amounts required to meet current liabilities of the CCRC have been reclassified to current assets in the statements of financial position at December 31, 2016 and 2015.

Fair Value

Fair value measurement applies to reported balances that are required or permitted to be measured at fair value under an existing accounting standard. The Corporation 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:

Level 1 – Inputs that utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Corporation has the ability to access.

Level 2 – Inputs that include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument. Fair values for these instruments are estimated using pricing models, quoted prices of securities with similar characteristics, or discounted cash flows.

Level 3 – Inputs that are unobservable inputs for the asset or liability, which are typically based on an entity's own assumptions, as there is little, if any, related market activity.

The fair values of financial instruments are summarized further in Note 12.

Property and Equipment

Property and equipment are recorded at cost. The Corporation's policy is to capitalize expenditures for major improvements and to charge maintenance and repairs that do not extend the useful lives of the related assets. Donated property and equipment are recorded at their estimated fair value at the date of receipt. Depreciation is computed using the straight-line method over the estimated useful life of each class of depreciable asset. Estimated lives generally fall into the following ranges; 4 years for transportation equipment, 3 to 12 years for furniture and equipment, 20 years for land improvements, and 40 years for buildings. The Corporation capitalizes property and equipment with a cost basis of \$5,000 or greater and a useful life of greater than one year.

**WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015**

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property and Equipment (continued)

The Corporation records impairment losses on property and equipment when events and circumstances indicate that it is probable that the assets are impaired and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amount of those assets. Based on management's estimation process, no impairment losses have been recorded as of December 31, 2016 and 2015.

Projects in Progress

Construction in progress consists of costs related primarily to ongoing projects in process. Depreciation of these costs is being deferred until the projects have been completed. When the planned projects are completed the construction in progress costs are capitalized and depreciated over the life of the projects. As of December 31, 2016, Projects in Progress includes approximately \$3,485,000 of expenditures related to the 2017 Project ("Phase III") (see Note 14).

Deferred Financing Costs (Net)

Financing costs relating to the issuance of the 2006, 2012, and 2014 Vermont Economic Development Authority Revenue Bonds are being amortized by the straight-line method which approximates the effective interest method over the lives of the related bond issues. Interest expense attributable to the expensing of deferred financing costs was \$171,281 and \$171,294 for the years ended December 31, 2016 and 2015, respectively. As of December 31, 2016 and 2015, deferred financing costs are netted against Long-Term Debt, as specified by the adoption of ASU 2015-03, *Interest—Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*.

Deferred Marketing Costs (Net)

Deferred marketing costs that represented costs incurred with obtaining the initial Residence and Care Agreements of the community were being amortized on a straight-line basis over the estimated remaining lives of the community's first residents, 12 years. Costs related to the initial residents of the units have been fully amortized. Costs related to the initial marketing of additional units are being amortized over 12 years commencing in 2007 when these units were occupied. Amortization expense was \$15,252 for each of the years ended December 31, 2016 and 2015. The Corporation also incurs advertising costs associated with the marketing of the CCRC, on an ongoing basis. Costs of this advertising are expensed as incurred. As of December 31, 2016 and 2015, deferred marketing costs, net, are as follows:

	2016	2015
Deferred Marketing Costs	\$ 183,000	\$ 183,000
Less: Accumulated Amortization	141,734	126,482
Deferred Marketing Costs, Net	<u>\$ 41,266</u>	<u>\$ 56,518</u>

WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Deposits

Priority and interim deposits are received from prospective residents and deposited into an escrow account. Both deposits are fully refundable upon demand with the interest income accruing to the Corporation. Priority deposits are made in order for the prospective resident to receive a priority number. The number enables the prospective resident to receive priority status prior to move-in and unit selection. Prospective residents typically make an interim deposit when they are within approximately one year of their expected move-in date. Priority deposits totaled \$419,000 and \$427,000 at December 31, 2016 and 2015, respectively. Interim deposits totaled \$86,000 and \$68,000 at December 31, 2016 and 2015, respectively.

Upon execution of a Residence and Care Agreement and prior to move-in, residents must pay a deposit equal to 25% of the entrance fee amount. The resident pays the balance of the entrance fee upon move-in. The entrance fee deposits are part of the Corporation's unrestricted cash and the liability is recorded as a refundable entrance fee deposit.

Donor Restrictions

The Corporation reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated net assets. When a donor restriction expires (this is, when a stipulated time restriction ends or a purpose restriction is accomplished), temporarily restricted net assets are reclassified as unrestricted net assets and reported in the statements of operations and changes in net deficit as net assets released from restrictions.

The Corporation reports gifts of property and equipment (or other long-lived assets) as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, the Corporation reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

Derivative Financial Instrument

The Corporation utilizes a derivative financial instrument to reduce its exposure to the market risk from changes in interest rates. The instrument used to mitigate this risk is an interest rate swap. The instrument held by the Corporation is designated as a highly effective cash flow hedge of interest rate risk on variable rate debt and, accordingly, the changes in the fair value of this instrument is excluded from the performance indicator in other changes in unrestricted net assets for the year.

WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Entrance Fees

The Corporation offers two options for Residence and Care Agreements: the Fully Amortizing Entrance Fee and the Partially Amortizing Entrance Fee. Under both agreements, the prospective resident is required to pay a deposit in the amount of 25% of the entrance fee at the time the contract is executed, with the balance of the entrance fee paid at the time of move-in. Upon the occupancy of the unit, entrance fees are recorded as deferred revenue and amortized into revenue. Under the Partially Amortizing Entrance Fee Agreement, it is the policy of the Corporation to amortize up to the contractually refundable amount. In 2015 Wake Robin began offering a Long-Term Care Insurance Benefit, which provides for a discount on entrance fees and a feature converting to a per diem rate for a specified number of days while in skilled nursing.

In the event of termination of the Residence and Care Agreement due to withdrawal, death or dismissal, a refund may be paid. The refund is based upon the type of entrance fee agreement executed. If a resident enters into a Fully Amortizing Entrance Fee Agreement, their refund will equal the entrance fee paid less 2% for each month of occupancy from the month of move-in to and including the month of termination. No refund will be paid after 50 months of occupancy.

If a resident enters into a Partially Amortizing Entrance Fee Agreement and the termination is during the first 25 months after move-in, their refund will equal the entrance fee paid less 2% for each month of occupancy from the month of move-in to and including the month of termination. If the termination is after 25 months, the resident will be refunded 50% of their entrance fee at any time the termination occurs. Partially Amortizing Entrance Fee Agreements require a premium payment for the entrance fee. Under these refund policies, entrance fees totaling approximately \$15,904,000 and \$16,706,000 remained unexpired and contractually refundable at December 31, 2016 and 2015, respectively.

In 2015, the Corporation added a Long-Term Care Insurance Benefit addendum to their Residence and Care Agreements. The addendum provides the option for a \$40,000 reduction of the standard entrance fee per person. The monthly fee changes after the first 120 days in skilled nursing from the standard fee to the per diem rate. The per diem rate is charged for up to 850 days while in skilled nursing and after that the fee reverts back to the standard monthly fee.

Obligation to Provide Future Services

The Corporation annually calculates the present value of the net cost of future services and the use of facilities to be provided to current residents and compares that amount with the balance of deferred revenue from entrance fees. If the present value of the net cost of future services and the use of facilities exceeds the deferred revenue from entrance fees, a liability is recorded (obligation to provide future services and use of facilities to current residents). The obligation is discounted at 4% for the first five years and 6% thereafter. As of December 31, 2016 and 2015, the calculation did not result in a liability.

**WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015**

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Charity Care

The mission of the Corporation is to create an active community of adults that honors both mutual support and independence and addresses the health and wellness needs of each resident. The Corporation provides financial assistance on an as needed basis through the Wake Robin Residents' Assistance Fund. The fund was initially funded by the Corporation with the majority of subsequent funding from residents or their estates. The Wake Robin Residents' Assistance Fund is administered by a committee comprised of three staff of the Corporation and two residents.

The Corporation received contributions to the Wake Robin Residents' Assistance Fund of \$2,387 and \$2,700 for the years ended December 31, 2016 and 2015, respectively.

The financial assistance provided to several residents of the community from the Wake Robin Residents' Assistance Fund was \$89,442 (transferred from the fund in 2017) and \$109,842 (transferred from the fund in 2016) for years ended December 31, 2016 and 2015, respectively.

Reclassifications

Certain items in the 2015 financial statements have been classified to conform to the 2016 financial presentation. These reclassifications had no effect on changes in net assets (deficit).

Change in Accounting Principle

The Company has adopted the accounting guidance in FASB Accounting Standards Update (ASU) No. 2015-03, *Interest—Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*. ASU 2015-03 requires organizations to present debt issuance costs as a direct deduction from the face amount of the related borrowings, amortize debt issuance costs using the effective interest method over the life of the debt, and record the amortization as a component of interest expense. The effect of adopting the new standard decreased the debt issuance costs asset to zero and decreased the debt liability by \$1,399,638 as of January 1, 2016 and \$1,228,357 as of December 31, 2016. The adoption of the standard had no effect on previously reported net deficit. The ASU is effective for fiscal years beginning after December 15, 2015. The ASU is retrospectively applied. The Company has adopted this change in accounting principle as of January 1, 2016.

Subsequent Events

In preparing these consolidated financial statements, the Corporation has evaluated events and transactions for potential recognition or disclosure through April 3, 2017, the date the consolidated financial statements were issued.

**WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015**

NOTE 2 INVESTMENTS

Assets Limited as to Use

The composition of assets limited as to use, stated at fair value, at December 31, 2016 and 2015, is set forth in the following table:

	2016	2015
Under Deposits and Donor Restrictions:		
Cash and Cash Equivalents	\$ 779,387	\$ 497,087
Certificates of Deposit	1,026,919	749,286
Equities	2,173,933	2,145,897
U.S. Government Agencies	450,632	-
Corporate Bonds	102,375	135,793
Total	4,533,246	3,528,063
Under Bond Indenture Agreement and Held by Trustee:		
Cash and Cash Equivalents	1,219,818	4,392,287
U.S. Government Agencies	3,416,913	249,611
Total	4,636,731	4,641,898
Total	\$ 9,169,977	\$ 8,169,961

Other Investments

The composition of other investments stated at fair value and classified as other than trading, at December 31, 2016 and 2015, is set forth in the following table:

	2016	2015
Certificates of Deposit	\$ 4,413,615	\$ 3,000,036
U.S. Government Agencies	593,559	278,824
Corporate Bonds	1,891,293	1,850,956
Equity Mutual Funds	3,009,829	1,987,428
Total	\$ 9,908,296	\$ 7,117,244

Management conducts due diligence on its investments. Unrealized losses were analyzed by management as of December 31, 2016 and the unrealized losses were deemed to be immaterial in relation to the financial statements.

As of December 31, 2016, declines in the fair value of investments and investments limited as to use reflect declines in the overall equities market. The Corporation does not believe that any individual unrealized loss as of December 31, 2016 represents an other-than-temporary impairment. The Corporation has the intent and ability to hold these investments for the time necessary to recover the amortized cost.

**WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015**

NOTE 3 PROPERTY AND EQUIPMENT

A summary of property and equipment at December 31, 2016 and 2015 follows:

	<u>2016</u>	<u>2015</u>
Land	\$ 2,133,946	\$ 2,133,946
Land Improvements	10,399,882	10,240,814
Buildings and Improvements	78,662,092	78,804,468
Furniture and Equipment	4,173,271	4,042,220
Transportation Equipment	543,258	538,685
Projects in Process - Other	3,941,873	1,993,687
Total	<u>99,854,322</u>	<u>97,753,820</u>
Less: Accumulated Depreciation	<u>(45,621,807)</u>	<u>(43,229,133)</u>
Property and Equipment, Net	<u>\$ 54,232,515</u>	<u>\$ 54,524,687</u>

Depreciation expense for the years ended December 31, 2016 and 2015 was \$3,773,003 and \$3,446,338, respectively.

Substantially all of the Corporation's property and equipment is pledged as security for the bonds described in Note 5.

NOTE 4 TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets are available for the following purposes as of December 31, 2016 and 2015:

	<u>2016</u>	<u>2015</u>
Purchase of Property and Equipment	\$ 119,470	\$ 91,578
Resident Activities	92,158	94,099
The Fund for Wake Robin	46,658	46,649
The Wake Robin Endowment Fund	515,360	489,589
Residents Assistance	1,908,004	1,910,701
The Wake Robin Gift Annuity Fund	47,139	53,438
Aquatic Fund	46,592	94,992
Total	<u>\$ 2,775,381</u>	<u>\$ 2,781,046</u>

During 2016 and 2015, \$192,048 and \$87,796, respectively, of net assets were released from donor restrictions by incurring expenses satisfying the restricted purposes or by occurrence of other events specified by donors.

**WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015**

NOTE 5 LONG-TERM DEBT

Bonds Payable and Derivative Financial Instrument

On December 1, 2014, The Corporation entered into a Loan Agreement and Mortgage with the State of Vermont, acting by and through the Vermont Economic Development Authority (the Authority) pursuant to which the Authority sold the Series 2014 Bond in the amount of \$19,955,000 on December 11, 2014 to Manufacturers & Traders Trust. The Series 2014 Bond bears a variable interest rate equal to 75% of the 30-Day LIBOR Rate plus 1.85%.

On December 10, 2014, the Corporation entered into an Interest Rate Swap Agreement with Manufacturers & Traders Trust to enact a variable to fixed rate swap for the Series 2014 Bond effective December 11, 2014. The swap agreement will hedge the Series 2014 Bond by effectively converting interest payments from variable rate to a fixed rate. The swap agreement, designated as a derivative at December 31, 2016 and 2015 is recorded at fair value as a liability in the statement of financial position with the unrealized gain (loss) reported in the statement of operations below the performance indicator. The expiration of the swap is December 1, 2021 and the effective fixed rate of the swap is 1.492%. As of December 31, 2016 and 2015, the fair value of the interest rate swap is recorded as a liability of \$143,498 and \$285,539, respectively.

The fair value of the Corporation's interest rate swap is obtained from the market values provided by the brokers. The values represent the estimated amount the Corporation would pay to terminate the agreement, taking into consideration the difference between the contract rate of interest and the rate currently quoted for the agreement. For the years ended December 31, 2016 and 2015, the change in the fair value of the interest rate swap resulted in unrealized gains (losses) of \$142,041 and \$(135,043), respectively.

On May 31, 2012, the Corporation entered into a Loan Agreement and Mortgage with the State of Vermont, acting by the Vermont Economic Development Authority (the Authority) pursuant to which the authority sold the following issues of bonds:

Vermont Economic Development Authority Bonds:

Series 2012 Serial Bonds	\$ 10,480,000
Series 2012 Term Bonds	2,655,000
Series 2012 Term Bonds	<u>10,700,000</u>
Total	<u><u>\$ 23,835,000</u></u>

From the proceeds, the organization borrowed \$23,835,000 of Mortgage Revenue Bonds (Wake Robin Corporation Project), Series 2012 (referred to as the Series 2012 Bonds). The Series 2012 Bonds are comprised of 1) \$10,480,000 of Serial Bonds bearing interest at fixed rates between 2.75% and 5.125% with a yield ranging between 2.75% and 5.125% over the life of the issuance; 2) \$2,655,000 of term bonds at a fixed rate of 5.3% and with a yield of 5.3%; and 3) \$10,700,000 of term bonds at a fixed rate of 5.4% and with a yield of 5.3%.

**WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015**

NOTE 5 LONG-TERM DEBT (CONTINUED)

Bonds Payable and Derivative Financial Instrument (Continued)

A portion of the proceeds from the sale of the Series 2012 Bonds were used to fund a debt service reserve fund and to pay costs of issuance relating to the Series 2012 Bonds.

On June 1, 2006, the Corporation entered into a Loan Agreement and Mortgage with the State of Vermont with the Vermont Economic Development Authority pursuant to which the authority sold the following issues of bonds and lent the proceeds to the Corporation:

Vermont Economic Development Authority Bonds:	
Series 2006A, Mortgage Revenue Bonds	\$ 23,500,000
Series 2006B, Variable Rate Demand Mortgage Revenue Bonds	16,455,000
Series 2006C, Variable Rate Demand Mortgage Revenue Bonds	8,250,000
Series 2006D, Variable Rate Demand Mortgage Revenue Bonds - Taxable	2,250,000
Total	<u>\$ 50,455,000</u>

The proceeds of these bonds were used to finance the construction and equipping of an additional 37 independent living and 18 skilled nursing units; to advance refund the Wake Robin Mortgage Revenue Bonds Series 1999B Bonds; to establish reserves required to be maintained by the trustee; for acquisition, improvement and development of the facility site; for routine capital expenditures of the Corporation; and to pay for the costs of bond issuance. During the year ended December 31, 2014, the Series 2006A were defeased using the proceeds from the issuance of the Series 2014 bonds. During the years ended December 31, 2008 and 2007, the Series 2006C and 2006D bonds were retired with the proceeds of entrance fees received from the expansion.

On December 30, 2013, the Corporation executed a Letter of Credit with M & T Bank with an expiration date of December 30, 2016. The Letter of Credit has been extended annually and the new expiration date of the Letter of Credit is December 30, 2018. This agreement requires the Corporation to maintain not less than 180 Days Cash on Hand, tested quarterly; a Debt Service Coverage Ratio of not less than 1.20 to 1.00, tested quarterly; and occupancy of at least 90%, tested annually.

On April 1, 2014, the Corporation executed the First Amendment to the Letter of Credit and Reimbursement Agreement. Under the terms of the Amendment, the Corporation shall have until the expiration date of the letter of credit to reimburse the bank, provided there is no uncured event of default.

The Corporation is subject to various covenants under the bond agreements. These covenants require various reporting, financial, and operational requirements. As of December 31, 2016, the Corporation is not aware of any instances of non-compliance with these covenants.

WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 5 LONG-TERM DEBT (CONTINUED)

Bonds Payable and Derivative Financial Instrument (Continued)

A summary of long-term debt financed through the Vermont Economic Development Authority at December 31, 2016 and 2015 follows:

<u>Description</u>	<u>2016</u>	<u>2015</u>
Series 2014 Variable Rate Mortgage Revenue Bonds, due in varying monthly installments through May 1, 2036. Interest is payable monthly at 75% of one-month LIBOR plus 1.85%. Until December 1, 2021 the variable rate was effectively converted to a fixed rate using a derivative with a rate of 1.492%.	\$ 18,620,000	\$ 19,240,000
Series 2012 Fixed Rate Mortgage Revenue Bonds, due in graduated annual installments through May 1, 2033. Interest is payable semi-annually at rates ranging from 3.25% to 3.5%.	20,210,000	21,160,000
Series 2006B Variable Rate Demand Mortgage Revenue Bonds, due in graduated annual installments through 2029. Interest is payable at a weekly rate to be determined by the remarketing agreement.	<u>14,350,000</u>	<u>14,350,000</u>
Total Debt	53,180,000	54,750,000
Add: Unamortized Bond Premium, Series 2012	136,256	144,824
Less: Unamortized Debt Issuance Costs	<u>(1,228,357)</u>	<u>(1,399,638)</u>
Total Debt, Net Unamortized Debt Issuance Costs and Original Issue Premium	52,087,899	53,495,186
Current Portion of Long-Term Debt	<u>(1,660,000)</u>	<u>(1,570,000)</u>
Total Long-Term Debt, Net of Current Portion	<u>\$ 50,427,899</u>	<u>\$ 51,925,186</u>

**WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015**

NOTE 5 LONG-TERM DEBT (CONTINUED)

Bonds Payable and Derivative Financial Instrument (Continued)

Future maturities of long-term debt as of December 31, 2016 are as follows:

<u>Year Ending December 31,</u>	<u>Amount</u>
2017	\$ 1,660,000
2018	1,755,000
2019	1,790,000
2020	1,860,000
2021	1,955,000
2022 and Thereafter	44,160,000
Total	<u>\$ 53,180,000</u>

The Series 2006, 2012, and 2014 bonds are secured by a first mortgage and security interest on property and equipment, certain tangible and intangible property interests, the gross revenues and entrance fees (subject to certain provisions) of the Corporation, and by certain funds held by the Trustee as defined in the Loan and Trust Agreement.

NOTE 6 RELATED PARTY TRANSACTIONS

A director emeritus of the Corporation serves as the Corporation's legal counsel. The director's law firm was paid \$54,415 and \$57,690 for legal services provided in 2016 and 2015, respectively.

NOTE 7 LIABILITY INSURANCE

The Corporation's general liability and resident health care facility professional liability insurance are covered under a "claims made" policy. There are no claims outstanding as of December 31, 2016 and 2015.

NOTE 8 AMENDED CERTIFICATE OF AUTHORITY (THE COA)

In April 2006, The Department of Financial Regulation (the Department), formerly the Vermont Department of Banking, Insurance and Health Care Administration, issued the Corporation a Certificate of Authority approving the execution of Residence and Care Agreements, as well as the collection of deposits from prospective residents of Phase II.

In July 2006 the Department issued another Certificate of Authority (COA) approved the Phase II expansion project and the issuance of the 2006 Bond to fund it. Among other conditions the COA required the Corporation to maintain the reserve fund required by 8 V.S.A. Section 8009, the Statutory Reserve in a separate account. The Statutory Reserve required is to be funded to no less than the greater of the following: the total annual principal and interest payments on all debt, or 15% of all operating expenses, determined at the end of the fiscal year based on projected amounts for the following fiscal year (Required Balance).

**WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015**

NOTE 8 AMENDED CERTIFICATE OF AUTHORITY (THE COA) (CONTINUED)

As required by the COA, Wake Robin maintains a separate investment account, the Cash Reserve Account, with a Vermont Investment Company. The Corporation is required to transfer cash to the Cash Reserve Account, until such times as the balance in the accounts equals the required balance. The COA permits the Corporation to expend funds from the Statutory Reserve Account without approval from the Department after first exhausting all other unrestricted funds of the Corporation, or to the extent that the balance in the Cash Reserve Account exceeds the Required Balance.

As soon as practicable after December 31, 2022, or earlier date as determined by the Department at its discretion, the Corporation will transfer the Required Balance in the Cash Reserve Account to a Statutory Reserve Account with the Vermont State Treasurer's Office. Thereafter, the Corporation will make deposits to the Statutory Reserve Account sufficient to maintain the Required Balance. All income or gain on investment of the funds held in the Statutory Reserve Account will be retained in and become part of such account.

When the funds are transferred to the Statutory Reserve Account with the Vermont Treasurer's Office, the Corporation will not permit any person or entity other than the Department to acquire a perfected lien or security interest in the Statutory Reserve Account.

As of December 31, 2016 and 2015, the amount in the Cash Reserve Account of the Corporation exceeded the Required Balance.

On November 8, 2016, the Department issued an amendment to the COA which authorized Wake Robin to begin entering into Residence and Care agreements and accepting 25% entrance fee deposits for the proposed Maple apartment building. As of December 31, 2016, seven deposit have been received totaling \$987,578.

NOTE 9 RESIDENT FUNDS HELD BY THIRD PARTY (UNAUDITED)

Under an agreement with the Vermont Community Foundation, The Norman Winde Residents' Fund (the Fund) was established on May 26, 1999 by residents of the CCRC. The contributions and earnings thereon are held by the Vermont Community Foundation. The purposes of the Fund are to provide support to the Corporation to benefit its residents, primarily for, but not limited to, the provision of financial assistance in connection with the monthly fees due from residents of the CCRC, such residents having demonstrated financial need. The Vermont Community Foundation shall accumulate, grant, or expend for the purposes of the Fund as much of the net income and/or principal of the Fund as the Vermont Community Foundation from time to time deems advisable.

**WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015**

NOTE 9 RESIDENT FUNDS HELD BY THIRD PARTY (UNAUDITED) (CONTINUED)

A summary of the Fund, which is not reflected in the accompanying financial statements, at December 31, 2016 and 2015 follows:

	2016	2015
Contribution	\$ 15,369	\$ 23,509
Investment Return	65,823	(14,776)
Administrative Fee	(4,270)	(5,553)
Excess of Revenue over Expenses	76,921	3,180
Balance - Beginning of Year	688,966	685,786
Balance - End of Year	\$ 765,888	\$ 688,966

NOTE 10 EMPLOYEE BENEFIT PLAN

The Corporation has a 403(b) Thrift Plan, which is a defined contribution voluntary retirement savings plan for all employees with no minimum age or service requirement. Employees can contribute any percentage of their salary, limited only by the maximum contribution amounts defined by the Internal Revenue Service. The Corporation matches employee contributions at the lesser of 50% of employee contributions or \$2,000 for each of the years ended December 31, 2016 and 2015. The Corporation contributed \$125,524 and \$123,381 to the plan in 2016 and 2015, respectively.

NOTE 11 MANAGEMENT AGREEMENT

The Corporation entered into an agreement with Eastview at Middlebury, Inc. dated May 26, 2011, to operate as manager of the Community start-up, supervise, direct and control day-to-day business activities, financial and accounting procedures and provide personnel administration as necessary to carry out the goals of providing quality independent living and assisted living to the Community's residents. Subsequent to the execution of this agreement, the Corporation assigned the agreement to Wake Robin Management LLC (WRM). The term of the agreement was for four years.

Effective July 1, 2013, the management agreement between Wake Robin and EastView at Middlebury was amended and the annual fixed monthly management fees were lowered to \$9,357. On December 29, 2014, the management agreement was further amended and the annual fixed monthly fee was reduced to \$4,750. The amendment changed the services provided by WRM to financial and accounting assistance. On April 10, 2015, the agreement was extended to December 31, 2015 and the fixed monthly fee was eliminated and replaced with an hourly rate. In early January 2016 the agreement was extended to March 31, 2016. During 2016, no services were performed or billed for Eastview and the contract terminated upon expiration.

Eastview at Middlebury paid management fees of \$0 and \$24,978 for the years ended December 31, 2016 and 2015, respectively.

**WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015**

NOTE 12 FAIR VALUE MEASUREMENTS

The following table presents the Corporation's fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of December 31, 2016 and 2015:

2016	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Assets Limited as to Use - Investments	\$ 9,169,973	\$ -	\$ -	\$ 9,169,973
Investments	9,908,296	-	-	9,908,296
Liabilities:				
Fair Value of Interest Rate Swap Agreement	-	143,498	-	143,498
2015	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Assets Limited as to Use - Investments	\$ 8,169,961	\$ -	\$ -	\$ 8,169,961
Investments	7,117,244	-	-	7,117,244
Liabilities:				
Fair Value of Interest Rate Swap Agreement	-	285,539	-	285,539

The following disclosure represents a financial instrument in which the ending balances at December 31, 2016 are not carried at fair value on the statement of financial position. The fair value of variable rate long-term debt approximates market value since the bonds are remarketed on a regular basis. The fair value of fixed rate bonds is based on an estimate prepared by the bond underwriter using market data regarding comparable fixed rate debt.

	<u>Carrying Amount</u>	<u>Fair Value</u>
Long-Term Debt	\$ 52,087,899	\$ 54,073,323

The determination of the fair values above incorporates various factors. These factors include not only the credit standing of the counterparties involved and the impact of credit enhancements, but also the impact of the Corporation's nonperformance risk on its liabilities.

**WAKE ROBIN CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015**

NOTE 12 FAIR VALUE MEASUREMENTS (CONTINUED)

The fair value of investments is determined by third party service providers utilizing various methods dependent upon the specific type of investment. When quoted prices are available in the active market, securities are classified within Level 1 of the valuation hierarchy. Assets utilizing Level 1 inputs include money market funds and bank deposits, certificates of deposits, U.S. government agency securities, corporate bonds, equities, and mutual funds.

Liabilities utilizing Level 2 inputs are derivatives. The carrying amount represents fair market value and is based on a price estimated by a third party using the income approach, which uses valuation techniques to convert future cash flows to a discounted value, using current market expectations.

The following methods and assumptions were used by the Corporation in estimating the fair value of its other financial instruments:

Cash and Cash Equivalents: The carrying amount reported in the balance sheet for cash and cash equivalents approximates its fair value.

Accounts Receivable: The carrying amount reported in the balance sheet approximates fair value.

Accounts Payable and Accrued Expenses: The carrying amount reported in the balance sheet for accounts payable and accrued expenses approximates fair value.

NOTE 13 FUNCTIONAL EXPENSES

The Corporation provides residential living services and general health care services to its residents. Expenses related to providing these services are as follows:

	2016	2015
Program Activities	\$ 19,564,569	\$ 18,365,036
General and Administrative	1,596,888	1,411,217
Total	\$ 21,161,457	\$ 19,776,253

NOTE 14 COMMITMENTS AND CONTINGENCIES

As of December 31, 2016, Wake Robin is in the process of planning a capital project (“the 2017 Project”). The 2017 Project encompasses renovations to existing buildings, additions, and new ground up construction. The three major program spaces impacted by the 2017 Project are the Linden Health Care Center (SN, LTC and RC), the Community Center (dining and campus amenities), and a new IL apartment building (Maple). The total cost of the design, development, marketing and construction of the project is estimated at \$51,500,000. It is anticipated that the 2017 Project will obtain bank and bond financing in mid-2017, at which time construction will begin. The additional independent living, nursing and residential care units are expected to be available for occupancy in the summer of 2018.

**WAKE ROBIN CORPORATION AND SUBSIDIARY
SUPPLEMENTARY INFORMATION
SCHEDULE 1 – RESIDENTS' ASSISTANCE FUND
YEARS ENDED DECEMBER 31, 2016 AND 2015**

The following represents the activity of the Residents' Assistance Fund, which is included in unrestricted and temporarily restricted net assets.

	<u>2016</u>	<u>2015</u>
REVENUE, GAINS, AND OTHER SUPPORT		
Investment Income	\$ 83,263	\$ 154,395
Contributions	2,387	2,700
Realized Gain on Investments	(33,147)	(3,812)
Unrealized Loss on Investments	62,656	(130,744)
Total Revenue, Gains, and Other Support	<u>115,159</u>	<u>22,539</u>
EXPENSES		
Investment Management Fee	8,014	10,723
Assistance Transferred	<u>109,842</u>	<u>-</u>
Total Expenses	<u>117,856</u>	<u>10,723</u>
EXCESS (DEFICIT) OF REVENUE, GAINS, AND OTHER SUPPORT OVER EXPENSES	(2,697)	11,816
Net Assets - Beginning of Year	<u>1,926,407</u>	<u>1,914,591</u>
NET ASSETS - END OF YEAR	<u><u>\$ 1,923,710</u></u>	<u><u>\$ 1,926,407</u></u>
(A) NET ASSETS ARE COMPRISED OF:		
Board Designated	\$ 15,706	\$ 15,706
Temporarily Restricted	\$ 1,908,004	\$ 1,910,701