

**GILEAD COMMUNITY SERVICES, INC. AND
RAINBOW HOUSING CORPORATION**

**Consolidated Financial Statements
and Supplementary Information
with Independent Auditor's Report**

June 30, 2015 and 2014

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INDEPENDENT AUDITOR'S REPORT



GUILMARTIN ▪ DIPIRO ▪ SOKOLOWSKI LLC

CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

The Board of Directors
Gilead Community Services, Inc. and Rainbow Housing Corporation:

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Gilead Community Services, Inc. and Rainbow Housing Corporation (nonprofit organizations), which comprise the consolidated statements of financial position as of June 30, 2015 and 2014, and the related consolidated statements of activities and changes in net assets, 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.

Auditor's 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 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 audits 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 financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Gilead Community Services, Inc. and Rainbow Housing Corporation as of June 30, 2015 and 2014, and the consolidated changes in their net assets and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Other Information

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying schedule of expenditures of state financial assistance as required by the Office of Policy and Management Compliance Supplement to the State Single Audit Act 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 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 November 25, 2015 on our consideration of Gilead Community Services, Inc.'s and Rainbow Housing Corporation's internal control over financial reporting and on our tests of their 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 Gilead Community Services, Inc.'s and Rainbow Housing Corporation's internal control over financial reporting and compliance.

Gulotta, DiPiro + Sokolowski LLC

Middletown, Connecticut
November 25, 2015

FINANCIAL STATEMENTS

GILEAD COMMUNITY SERVICES, INC. AND RAINBOW HOUSING CORPORATION

Consolidated Statements of Financial Position

June 30, 2015 and 2014

<u>Assets</u>	<u>2015</u>	<u>2014</u>
Current assets:		
Cash and cash equivalents	\$ 415,460	\$ 569,015
Restricted cash	67,394	88,644
Investments	236,158	257,462
Accounts and grants receivable	161,468	189,649
Receivables from tenants in loan program	55,048	72,461
Prepaid expenses	104,283	190,512
Other assets	66,800	56,463
Total current assets	1,106,611	1,424,206
Property and equipment, net	5,816,070	5,155,160
Total assets	\$ 6,922,681	\$ 6,579,366
<u>Liabilities and Net Assets</u>		
Current liabilities:		
Line of credit	\$ 500,000	\$ -
Current portion of long-term debt	119,221	97,402
Accounts payable	56,375	302,560
Accrued expenses	562,992	592,452
Deferred income	13,081	17,291
Funds due back to funder	-	465,475
Funds held on behalf of others	278,001	303,104
Total current liabilities	1,529,670	1,778,284
Long-term debt, net of current portion	3,116,783	2,724,668
Total liabilities	4,646,453	4,502,952
Net assets:		
Unrestricted	1,548,069	1,446,097
Temporarily restricted	728,159	630,317
Total net assets	2,276,228	2,076,414
Total liabilities and net assets	\$ 6,922,681	\$ 6,579,366

See accompanying notes to consolidated financial statements.

GILEAD COMMUNITY SERVICES, INC. AND RAINBOW HOUSING CORPORATION

Consolidated Statements of Activities and Changes in Net Assets

For the years ended June 30, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Public support and revenue:		
State grants	\$ 10,076,910	\$ 9,500,099
Fees earned:		
Room and board	534,524	507,729
Fee for service - Clinics and Wise	438,475	1,447,779
Medicaid rehab options	885,924	823,292
Rental income	46,824	56,784
Contributions	271,862	254,520
Gain on sale of property, plant and equipment - net	200	900
Other	119,998	57,053
Interest and investment income	10,479	26,320
Release from restriction - depreciation	75,596	54,004
Total public support and revenue	<u>12,460,792</u>	<u>12,728,480</u>
Expenses:		
Program services:		
Residential services:		
Gilead I	650,442	615,930
Gilead II	608,043	621,780
Gilead Apartment Program	843,558	836,209
Liberty Home	557,204	542,836
Women's Program	506,663	526,640
Anchorage Home	836,090	875,306
Baldwin Home	-	56,784
SCAP	964,215	893,223
Valor Home	584,189	572,760
Magnolia Home	1,013,688	1,032,750
Juniper Home	589,509	205,530
Phoenix Home	130,226	-
A.C.T. Program	1,213,632	1,179,943
Social Center	477,895	479,181
Clinics and Wise program - Middletown	463,907	540,529
Gateway community treatment - Chester	601,742	590,850
Specialty Care	-	916,005
Occupancy	343,048	313,581
Total program services	<u>10,384,051</u>	<u>10,799,837</u>
Administration	<u>1,974,769</u>	<u>1,863,527</u>
Total expenses	<u>12,358,820</u>	<u>12,663,364</u>
Increase in net assets	101,972	65,116
Unrestricted net assets, beginning of year	<u>1,446,097</u>	<u>1,380,981</u>
Unrestricted net assets, end of year	<u>1,548,069</u>	<u>\$ 1,446,097</u>
Changes in temporarily restricted net assets:		
State funding for building renovations and equipment	\$ 173,438	\$ 191,530
Release from restriction - depreciation	(75,596)	(54,004)
Increase in temporarily restricted net assets	<u>97,842</u>	<u>137,526</u>
Temporarily restricted net assets, beginning of year	<u>630,317</u>	<u>492,791</u>
Temporarily restricted net assets, end of year	<u>728,159</u>	<u>630,317</u>
Total change in net assets	<u>199,814</u>	<u>\$ 202,642</u>

See accompanying notes to consolidated financial statements.

GILEAD COMMUNITY SERVICES, INC. AND RAINBOW HOUSING CORPORATION

Consolidated Statements of Cash Flows

For the years ended June 30, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Cash flows from operating activities:		
Change in net assets	<u>\$ 199,814</u>	<u>\$ 202,642</u>
Adjustments to reconcile change in net assets to net cash (used in) provided by operating activities:		
Depreciation	382,913	361,404
Gross proceeds on the sale of assets	200	900
(Gain) on disposal of assets	-	(900)
Decrease in accounts receivable	28,182	18,456
Decrease in tenants receivable	17,413	17,900
Decrease (increase) in prepaid expenses	86,229	(107,871)
(Increase) decrease in other assets	(10,337)	5,569
(Decrease) increase in accounts payable	(246,185)	96,658
(Decrease) increase in accrued liabilities	(29,460)	103,607
(Decrease) in deferred income	(4,210)	(483,002)
(Decrease) increase in funds due back to funder	(465,475)	465,475
(Decrease) in funds held for others	(25,103)	(115,002)
Total adjustments	<u>(265,833)</u>	<u>363,194</u>
Net cash (used in) provided by operating activities	<u>(66,019)</u>	<u>565,836</u>
Cash flows from investing activities:		
Decrease in restricted cash	21,250	81,480
Purchase of property and equipment, net	(1,043,824)	(531,110)
Decrease (increase) in investments	21,104	(98,815)
Net cash (used in) investing activities	<u>(1,001,470)</u>	<u>(548,445)</u>
Cash flows from financing activities:		
Proceeds from long-term debt	512,903	-
Proceeds on line of credit	500,000	-
Principal payments on long-term debt	(98,969)	(92,991)
Net cash provided by (used in) financing activities	<u>913,934</u>	<u>(92,991)</u>
Net (decrease) in cash and cash equivalents	(153,555)	(75,600)
Cash and cash equivalents, beginning of year	<u>569,015</u>	<u>644,615</u>
Cash and cash equivalents, end of year	<u>\$ 415,460</u>	<u>\$ 569,015</u>
Supplemental disclosures of cash flow information:		
Cash paid during the year for:		
Interest	<u>\$ 132,443</u>	<u>\$ 132,688</u>

See accompanying notes to consolidated financial statements.

GILEAD COMMUNITY SERVICES, INC. AND RAINBOW HOUSING CORPORATION

Notes to Consolidated Financial Statements

June 30, 2015 and 2014

NOTE 1

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of activities

For purposes of these consolidated financial statements, Gilead Community Services, Inc. (Gilead) and Rainbow Housing Corporation (Rainbow) are collectively referred to as the Organizations.

Gilead Community Services, Inc. (a nonprofit organization) is primarily funded by state grant programs under Section 17-226B of the Connecticut General Statutes, as administered by the Department of Mental Health and Addiction Services and the Department of Children & Families. Gilead assists individuals who have experienced a severe disruption in daily functioning related to significant psychiatric and behavioral challenges. These challenges impact their ability to attain an optimum level of independence in the community. By providing psychiatric assessment and treatment, residential services, case management and social rehabilitation services, such individuals learn daily living skills, develop satisfying personal relationships and take responsibility for managing their own life.

Rainbow Housing Corporation is a nonprofit organization, whose purpose is to identify, prepare and establish residential facilities for persons with mental illness and to hold these, and all other fixed assets, for the benefit of Gilead.

Basis of presentation

The accompanying consolidated financial statements have been prepared on the accrual method of accounting in accordance with generally accepted accounting principles as accepted in the United States (referred to as GAAP).

Income tax status

Gilead and Rainbow have received exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code. The Organizations have also been classified as entities that are not private foundations within the meaning of Section 509(a) and qualify for deductible contributions as provided in Section 170(b)(1)(a)(vi).

Management has reviewed the Organizations' reporting and believe they have not taken tax positions that are more likely than not to be determined to be incorrect by the Internal Revenue Service and therefore no adjustments or disclosures are required.

The Organizations' informational returns for fiscal years ended after June 30, 2011 remain open to inspection by the Internal Revenue Service.

Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the certain reported amounts. Accordingly actual results could differ from those estimates.

Cash and cash equivalents

For the purpose of the consolidated statements of cash flows, the Organizations consider all highly liquid investments with an original maturity of three months or less to be cash equivalents. At June 30, 2015 and 2014, included in the cash balance is \$59,392 and \$40,991 of housing assistance funding and \$96,115 and \$115,532 of client funds, respectively.

Restricted cash

In April 2013 the Organizations received financing for capital improvements to their properties. These funds are restricted and will be utilized exclusively for improvements on the properties which are under the debt obligations with Liberty Bank.

Allowance for bad debts

The Organizations have specific contractual agreements to support their accounts receivable. The allowance for doubtful accounts is based on management's evaluation of specific accounts receivable at the end of the year. Receivables are written off to the allowance when it is probable that the Organizations will not collect the receivable. Management believes all accounts receivable balances will be fully collectible. There is no allowance for doubtful accounts for 2015 and 2014.

Property and equipment

Gilead and Rainbow follow the practice of capitalizing all property and equipment with a cost exceeding \$5,000. Depreciation is computed using the straight-line method over the estimated useful lives of the assets with a range in lives from 5 to 30 years. There are no planned major maintenance activities.

If a grant is completed or terminated, assets purchased with grant funds must be returned to the funding agency.

GILEAD COMMUNITY SERVICES, INC. AND RAINBOW HOUSING CORPORATION

Notes to Consolidated Financial Statements

June 30, 2015 and 2014

Net assets

To ensure observance of limitations and restrictions placed on the use of resources available to the Organizations, the limitations and restrictions are maintained in the following net asset categories:

Unrestricted

Unrestricted net assets represent resources that may be utilized for any purpose at the discretion of the Board of Directors.

Temporarily restricted

Temporarily restricted net assets represent costs of buildings and renovations that have been acquired with grant funds since 2001. The Organizations must utilize each property under the purpose for which the bond funds were given, under certain designated time periods. The temporarily restricted net assets are released through depreciation ratably over time.

Support that is restricted by the donor is reported as an increase in unrestricted net assets if the restriction expires in the reporting period in which the revenue is recognized.

For the years ended June 30, 2015 and 2014, the Organizations had temporarily restricted net assets of \$728,159 and \$630,317, respectively.

Permanently restricted

Permanently restricted net assets represent contributions that are so restricted that neither the passage of time nor actions by the Organizations can fulfill the restriction.

For the years ended June 30, 2015 and 2014, there were no permanently restricted net assets.

Reclassifications

Certain line items in the fiscal year 2014 consolidated statement of activities and changes in net assets have been adjusted in order to conform to the presentation of the fiscal year 2015 amounts.

NOTE 2

CONCENTRATIONS

Workforce

Gilead's workforce includes 55% union employees and the Organization's contract ended in April 2015.

State funding

The economic viability of Gilead is dependent on funding of their programs through the State of Connecticut's Department of Mental Health and Addiction Services and Department of Children & Families.

Amounts received or receivable under reimbursement agreements are subject to examination and retroactive adjustment by third-party payors. Any such adjustment could have a material effect on the financial position of Gilead.

Credit

The Organizations maintain their cash balances with various financial institutions. Such deposits at times have exceeded federal depository limits; however, the Organizations believe their cash deposits are not subject to significant credit risk.

NOTE 3

REVENUES

Grants and contracts

Grants and contracts are agreements in which the grantor or contractor requires expenditures for the performance of specified activities. Gilead records its grant or contract revenue equal to the expenditure of funds in accordance with grant specification. Grant and contract receipts in excess of allowable expenditures are recorded as deferred revenue if the grant extends beyond Gilead's fiscal year and as due to grantor if the grant was completed within the fiscal year.

Funds held on behalf of others

Gilead receives and distributes assets under certain intermediary arrangements with grantors and individuals. For grantors, Gilead accepts pass-through funds and agrees to transfer those assets, the return on investments of those assets, or both, to eligible individuals approved by the granting agency. These assets are used to secure and retain housing. For individuals requiring assistance with money management, Gilead agrees to accept, hold and disburse funds on their behalf.

Funds due back to funder

For fiscal year 2014, Gilead had funds received for a fee for service state program which has ended and the funds were not fully expended. Gilead returned these unexpended funds back to the State in fiscal year 2015.

GILEAD COMMUNITY SERVICES, INC. AND RAINBOW HOUSING CORPORATION

Notes to Consolidated Financial Statements

June 30, 2015 and 2014

NOTE 4

FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements*, governs the application of accounting principles generally accepted in the United States of America that require fair value measurements of Gilead's and Rainbow's assets and liabilities. Fair value as defined in ASC 820 is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 established a three tier hierarchy to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Various inputs are used in determining the value of the financial instruments as noted below:

- *Level 1* - quoted prices in active markets for identical inputs.
- *Level 2* - other significant observable inputs.
- *Level 3* - significant unobservable inputs (including Gilead's and Rainbow's own assumptions in determining fair value).

NOTE 5

INVESTMENTS

All investments are held in a community foundation. The community foundation maintains a diversified portfolio (investing in individual stocks, ETF's, mutual funds, corporate bonds, government obligations and short-term treasury). These funds are presented in the consolidated financial statements at fair market value. Generally accepted accounting principles have determined that short-term and long-term investments traded on the open market (i.e. individual stocks, ETF's and mutual funds) are determined by reference to quoted prices of identical instruments generated by active market transactions and are considered to be level one transactions. Inputs, other than the quoted prices in active markets that are observable either directly or indirectly, such as quoted prices for similar assets or liabilities (i.e. corporate bonds, government obligations and short-term treasuries), quoted prices in markets that are not active, or other inputs that are observable and are considered to be level two transactions.

Investments consist of the following at June 30:

	<u>2015</u>	<u>2014</u>
Pooled investments	<u>\$236,158</u>	<u>\$257,462</u>

The Organizations' investments are valued using the level one and level two hierarchies. Cumulative unrealized gains on investments for the years ended June 30, 2015 and 2014 amounted to \$20,896.

Expenses relating to investment revenues for the years ended June 30, 2015 and 2014, including investment advisory fees, amounted to \$6,237 and \$3,617, respectively.

NOTE 6

PROPERTY AND EQUIPMENT

Components of property and equipment are as follows:

	<u>2015</u>	<u>2014</u>
Construction in progress	\$ 415,816	\$ -
Land and improvements	1,325,378	1,303,878
Building and improvements	6,534,218	5,984,532
Equipment	473,385	473,385
Motor vehicles	511,809	527,326
Leasehold improvements	117,931	89,181
	9,378,537	8,378,302
Less: accumulated depreciation	<u>3,562,467</u>	<u>3,223,142</u>
Total	<u>\$5,816,070</u>	<u>\$5,155,160</u>

The consolidated financial statements reflect depreciation expense of \$382,913 and \$361,404 as of June 30, 2015 and 2014, respectively.

Gilead has received grants from the State of Connecticut Department of Mental Health and Addiction Services to assist with the purchase of buildings or make renovations to existing structures. Under the terms of the agreement, the Organization must continue to assist individuals who have experienced a severe disruption in their psychiatric and behavioral function on a continuous basis for ten years from the date the grant funds were expended. If the Organization were to discontinue usage of the property for the specified grant purpose, the grant would be repayable to the State of Connecticut, less 10% for each year which has elapsed. The State of Connecticut has liens on properties for the amounts of the grants which terminate from March 2016 through January 2025.

None of the properties purchased or renovated by state bonding funds ceased to be used for their designated purposes for the years ended June 30, 2015 and 2014.

GILEAD COMMUNITY SERVICES, INC. AND RAINBOW HOUSING CORPORATION

Notes to Consolidated Financial Statements

June 30, 2015 and 2014

NOTE 7

LEASE OBLIGATIONS

Vehicles

Gilead leases vehicles from Rainbow with monthly payments ranging from \$400 to \$450. These leases also require the payment of certain annual operating expenses.

Gilead has paid Rainbow rent for the use of vehicles for the years ended June 30, 2015 and 2014 of \$62,400 and \$71,711, respectively. Intercompany charges between Gilead and Rainbow for vehicle lease expense have been eliminated in the consolidated financial statements.

Equipment rental

Gilead leased computers from Rainbow for the years ended June 30, 2015 of \$52,400 and June 30, 2014 of \$25,400. Intercompany charges between Gilead and Rainbow for computer lease expense have been eliminated in the consolidated financial statements.

Gilead leases office equipment. The total lease expense for the years ended June 30, 2015 and 2014 was \$22,097 and \$19,537, respectively.

The following is a schedule of future minimum lease payments required under the leases for the following fiscal years:

<u>Year ended June 30:</u>	<u>Amount</u>
2016	\$22,466
2017	22,466
2018	18,580
2019	2,043
2020	-

Leased facilities

Gilead conducts a significant part of its operations in leased facilities. The one remaining lease expires in September 2019. Gilead also leases facilities from Rainbow which are month-to-month leases that are expected to be renewed.

Gilead paid rent for residential housing for its clients, programming and administrative offices. Intercompany charges between Gilead and Rainbow for facility rent expense noted below for the years ended June 30, 2015 and 2014 have been eliminated in the consolidated financial statements. Total rent expense paid to a related party, Rainbow, for the years ended June 30, 2015 and 2014 is as follows:

2015

Residential services:	
Gilead I	\$ 11,319
Gilead II	7,801
SCAP	21,327
Anchorage Home	29,955
Liberty Home	14,413
Valor Home	21,866
Magnolia Home	18,624
Women's Program	3,367
Gilead Apartment Program	5,370
Juniper	45,379
82 High Street	671
Phoenix	3,904
A.C.T. Program	24,147
Social Center	24,489
Gateway - Chester	6,708
Administration	<u>11,719</u>
	<u><u>\$251,059</u></u>

2014

Residential services:	
Gilead I	\$ 10,555
Gilead II	8,708
SCAP	22,079
Baldwin Home	3,805
Anchorage Home	29,528
Liberty Home	14,632
Valor Home	23,216
Magnolia Home	18,836
Women's Program	4,558
Gilead Apartment Program	3,578
Juniper	18,973
A.C.T. Program	46,700
Social Center	22,450
Gateway - Chester	8,057
Administration	<u>11,564</u>
	<u><u>\$247,239</u></u>

NOTE 8

DEBT OBLIGATIONS

Line of credit

As of June 30, 2015 and 2014 the Organizations had an unused line of credit with Liberty Bank of \$500,000 and \$1,000,000, respectively.

GILEAD COMMUNITY SERVICES, INC. AND RAINBOW HOUSING CORPORATION

Notes to Consolidated Financial Statements

June 30, 2015 and 2014

Line of credit, continued

The line of credit carries a debt service coverage ratio. The line also requires an out-of-debt period requiring that the line of credit be paid in full for a period of at least 60 consecutive days during the renewal period.

Interest paid on the line of credit for the years ended June 30, 2015 and 2014 was \$2,780 and \$0, respectively.

Mortgages payable

Mortgages payable at June 30 consisted of the following:

	<u>2015</u>	<u>2014</u>
Mortgage payable to Liberty Bank, dated April 16, 2013. Monthly payments in the amount of \$1,448 include principal and interest at the rate of 4.13% on the unpaid balance. Final payment is due on May 1, 2033. The note is secured by property located at 222 Main Street Extension, Middletown, Connecticut.	\$218,678	\$226,711
Mortgage payable to Liberty Bank, dated April 16, 2013. Monthly payments in the amount of \$949 include principal and interest at the rate of 4.13% on the unpaid balance. Final payment is due on May 1, 2033. The note is secured by property located at 26 Silver Street, Middletown, Connecticut.	143,304	148,568
Mortgage payable to Liberty Bank, dated April 16, 2013. Monthly payments in the amount of \$536 include principal and interest at the rate of 4.13% on the unpaid balance. Final payment is due on May 1, 2033. The note is secured by property located at 451-453 High Street, Middletown, Connecticut.	80,958	83,932
Mortgage payable to Liberty Bank, dated April 16, 2013. Monthly payments in the amount of \$936 include principal and interest at the rate of 4.13% on the unpaid balance. Final payment is due on May 1, 2033. The note is secured by property located at 18 Spencer Drive, Middletown, Connecticut.	141,443	146,639
Mortgage payable to Liberty Bank, dated April 16, 2013. Monthly payments in the amount of \$1,355 include principal and interest at the rate of 4.13% on the unpaid balance. Final payment is due on May 1, 2033. The note is secured by property located at 461 Main Street, Cromwell, Connecticut.	204,720	212,240
Mortgage payable to Liberty Bank, dated April 16, 2013. Monthly payments in the amount of \$1,713 include principal and interest at the rate of 4.13% on the unpaid balance. Final payment is due on May 1, 2033. The note is secured by property located at 7 Anchorage Lane, Old Saybrook, Connecticut.	258,692	268,195
Mortgage payable to Liberty Bank, dated April 16, 2013. Monthly payments in the amount of \$2,729 include principal and interest at the rate of 4.13% on the unpaid balance. Final payment is due on May 1, 2033. The note is secured by property located at 230 Main Street Extension, Middletown, Connecticut.	412,232	427,376
Mortgage payable to Liberty Bank, dated April 16, 2013. Monthly payments in the amount of \$1,879 include principal and interest at the rate of 4.13% on the unpaid balance. Final payment is due on May 1, 2033. The note is secured by property located at 31 DeJohn Drive, Middletown, Connecticut.	283,817	294,242

GILEAD COMMUNITY SERVICES, INC. AND RAINBOW HOUSING CORPORATION

Notes to Consolidated Financial Statements

June 30, 2015 and 2014

Mortgages payable, continued

	<u>2015</u>	<u>2014</u>
Mortgage payable to Liberty Bank, dated April 16, 2013. Monthly payments in the amount of \$665 include principal and interest at the rate of 4.13% on the unpaid balance. Final payment is due on May 1, 2033. The note is secured by property located at 89 High Street, Clinton, Connecticut.	100,499	104,191
Mortgage payable to Liberty Bank, dated April 16, 2013. Monthly payments in the amount of \$444 include principal and interest at the rate of 4.13% on the unpaid balance. Final payment is due on May 1, 2033. The note is secured by property located at 436 Washington Street, Middletown, Connecticut.	66,999	69,460
Mortgage payable to Liberty Bank, dated April 16, 2013. Monthly payments in the amount of \$721 include principal and interest at the rate of 4.13% on the unpaid balance. Final payment is due on May 1, 2033. The note is secured by property located at 25 Silver Street, Middletown, Connecticut.	108,874	112,873
Mortgage payable to Liberty Bank, dated April 30, 2010. Monthly payments in the amount of \$1,051 include principal and interest at the rate of 6.5% on the unpaid balance. Final payment is due on May 1, 2030. The note is secured by property located at 169-171-171½ Liberty Street, Middletown, Connecticut.	119,581	124,223
Construction mortgage payable to Liberty Bank, dated June 10, 2010. Monthly payments in the amount of \$1,580 commencing August 1, 2010 include principal and interest at the rate of 6.5% on the unpaid balance. On July 1, 2015 and every 5 years thereafter, the rate of interest is adjusted to an index rate from FHLB Bank of Boston plus 2.5%. Final payment is due on July 1, 2035. The note is secured by property located at 309 Main Street, Portland, Connecticut.	210,756	215,652
Mortgage payable to Liberty Bank, dated May 3, 2011. Monthly payments in the amount of \$1,527 include principal and interest at the rate of 5.75% on the unpaid balance. Final payment is due on June 1, 2031. The note is secured by property located at 3 Quarry Lane, Middletown, Connecticut.	190,290	197,297
Mortgage payable to Liberty Bank, dated November 2, 2012. Monthly payments in the amount of \$1,272 include principal and interest at the rate of 4.50% on the unpaid balance. Final payment is due on December 1, 2032. The note is secured by property located at 681 Saybrook Road, Middletown, Connecticut.	183,756	190,471
Mortgage payable to Liberty Bank, dated March 25, 2015. Monthly payments in the amount of \$1,697 include principal and interest at the rate of 4.00% on the unpaid balance. Final payment is due on April 1, 2035. The note is secured by property located at 5 Reiman Drive, Cromwell, Connecticut.	278,502	-
Mortgage payable to Liberty Bank, dated February 6, 2015. Monthly payments in the amount of \$1,550 include principal and interest at the rate of 4.00% on the unpaid balance. Final payment is due on February 1, 2035. The note is secured by property located at 68 Farm Hill Road, Middletown, Connecticut.	232,903	-
Total mortgages payable	3,236,004	2,822,070
Less: current portion	119,221	97,402
	<u>\$3,116,783</u>	<u>\$2,724,668</u>

Total interest paid for the years ended June 30, 2015 and 2014 was \$132,443 and \$132,688, respectively.

GILEAD COMMUNITY SERVICES, INC. AND RAINBOW HOUSING CORPORATION

Notes to Consolidated Financial Statements

June 30, 2015 and 2014

Mortgages payable, continued

Maturities of mortgages payable are as follows:

<u>Year ended June 30:</u>	<u>Amount</u>
2016	\$ 119,221
2017	125,703
2018	131,052
2019	137,077
2020	143,181
Thereafter	<u>2,579,770</u>
	<u><u>\$3,236,004</u></u>

NOTE 9

RELATED PARTY TRANSACTIONS

For the years ended June 30, 2015 and 2014, the Organizations paid \$96,391 and \$74,331, respectively for heating oil, services and equipment to Peterson Oil of which one of the Board of Directors is also the owner of the company.

The Organizations paid \$24,669 and \$ 26,929, respectively for the years ended June 30, 2015 and 2014 for supplies to Suburban Stationers of which one of the Board of Directors is the owner of the company.

The Organization paid \$4,999 and \$0, respectively for the years ended June 30, 2015 and 2014 for signage to National Sign Corporation, of which one of the Board of Directors is the owner of the company.

A member of the Board of Directors of Gilead provides his services to the Organizations' pension plans as a special assistant to the plan administrators of the plan in his professional capacity as a retirement plan specialist with The River Suite Wealth Partners, a financial services firm. The firm is paid indirectly through a shared fee arrangement with a broker dealer who receives compensation from the plan's mutual funds internal fund costs (12b-1 fees). These transactions are also related party transactions. The board member's compensation approximates less than one half of one percent of the invested assets of each of the Organization's pension plans.

NOTE 10

DEFINED CONTRIBUTION PLAN

Gilead maintained two plans for employees. A 403(b) plan for union employees and a 401(k) plan for non-union employees. As of July 31, 2013, Gilead terminated its 403(b) plan for union employees. These employees are eligible for the Organization's 401(k) plan. Non-union employees who participate in the 401(k) plan are eligible for an employer safe harbor matching contribution. Union employees who participate in the 401(k) plan are eligible for a non-elective employer contribution. Gilead's contribution to the 403(b) and 401(k) plans totaled \$166,062 and \$185,863 for the years ended June 30, 2015 and 2014, respectively.

NOTE 11

FUND-RAISING

Gilead conducts various fund-raising activities during the year including special events and appeals for donations. The total costs of fund-raising activities for the years ended June 30, 2015 and 2014 were \$117,614 and \$62,063, respectively.

NOTE 12

SUBSEQUENT EVENTS

Management has evaluated subsequent events through November 25, 2015, the date on which the consolidated financial statements were available to be issued.

In September 2015, Gilead discontinued services at the Phoenix program located at Reiman Drive, Cromwell, Connecticut. Services were discontinued because it became evident that this specific location would not provide a supportive and healthy environment for the target population. As a result, funding from the State of Connecticut Department of Mental Health and Addiction Services was discontinued as of this date. In fiscal year 2015, the Phoenix program accounted for \$427,659 of revenues and \$294,755 of expenses and capital expenditures.

SUPPLEMENTARY INFORMATION

GILEAD COMMUNITY SERVICES, INC.

Schedule of Expenditures of State Financial Assistance

For the year ended June 30, 2015

<u>State Grantor</u>	<u>State Grant Program</u>	<u>Amount</u>
<u>Pass-through Grantor</u>	<u>CORE - CT Number</u>	
<u>Department of Mental Health and Addiction Services:</u>		
Psychiatric and Mental Health Services	11000-MHA53000-16053	\$ 2,077,915
Managed Service System	11000-MHA53000-12157	2,694,629
Young Adult Services	11000-MHA53000-12250	1,643,086
Discharge and Diversion Services	11000-MHA53000-12330	2,530,466
Jail Diversion	11000-MHA53000-12278	10,605
Housing Supports and Services	11000-MHA53000-12035	171,000
<u>Department of Children & Families:</u>		
Board and Care for Children - Residential	11000-DCF91110-16138	<u>938,709</u>
Total State Financial Assistance		<u>\$10,066,410</u>

See notes to schedule.

GILEAD COMMUNITY SERVICES, INC.

Notes to the Schedule of Expenditures of State Financial Assistance

For the year ended June 30, 2015

The accompanying schedule of expenditures of state financial assistance includes state grant activity of Gilead Community Services, Inc. under programs of the State of Connecticut for the fiscal year ended June 30, 2015. Various departments and agencies of the State of Connecticut have provided financial assistance through grants and other authorizations in accordance with the General Statutes of the State of Connecticut. These financial assistance programs fund several programs including day and residential programs.

NOTE 1

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of Gilead Community Services, Inc. conform to accounting principles generally accepted in the United States of America as applicable to not-for-profit organizations.

The information in the schedule of expenditures of state financial assistance is presented based upon regulations established by the State of Connecticut, Office of Policy and Management.

Basis of accounting

The expenditures reported on the schedule of expenditures of state financial assistance are reported on the accrual basis of accounting. In accordance with Section 4-236-22 of the Regulations to the State Single Audit Act, certain grants are not dependent on expenditure activity, and accordingly, are considered to be expended in the fiscal year of receipt. These grant program receipts are reflected in the expenditures column of the schedule of expenditures of state financial assistance.

SUPPLEMENTARY REPORTS



GUILMARTIN ▪ DIPIRO ▪ SOKOLOWSKI LLC

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***

The Board of Directors
Gilead Community Services, Inc. and Rainbow Housing Corporation:

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 Gilead Community Services, Inc. and Rainbow Housing Corporation (nonprofit organizations), which comprise the consolidated statement of financial position as of June 30, 2015, and the related consolidated statements of activities and changes in net assets and cash flows for the year then ended, and the related notes to the consolidated financial statements, and have issued our report thereon dated November 25, 2015.

Internal Control over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered Gilead Community Services, Inc.'s and Rainbow Housing 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 Gilead Community Services, Inc.'s and Rainbow Housing Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of the Organizations' 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 Gilead Community Services, Inc.'s and Rainbow Housing 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 Organizations' internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Organizations' internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Gulotta, DiPiro + Sokolowski LLC

Middletown, Connecticut

November 25, 2015



GUILMARTIN ▪ DIPIRO ▪ SOKOLOWSKI LLC

CERTIFIED PUBLIC ACCOUNTANTS

**INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE FOR EACH MAJOR STATE PROGRAM
AND REPORT ON INTERNAL CONTROL OVER COMPLIANCE
REQUIRED BY THE STATE SINGLE AUDIT ACT**

The Board of Directors
Gilead Community Services, Inc. and Rainbow Housing Corporation:

Report on Compliance for Each Major State Program

We have audited Gilead Community Services, Inc.'s and Rainbow Housing Corporation's compliance with the types of compliance requirements described in the Office of Policy and Management's *Compliance Supplement* that could have a direct and material effect on each of Gilead Community Services, Inc.'s and Rainbow Housing Corporation's major state programs for the year ended June 30, 2015. Gilead Community Services, Inc.'s and Rainbow Housing Corporation's major state programs are identified in the summary of auditor's results section of the accompanying 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 state programs.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of Gilead Community Services, Inc.'s and Rainbow Housing Corporation's major state 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 State Single Audit Act (C.G.S. Sections 4-230 to 4-236). Those standards and the State Single Audit Act 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 state program occurred. An audit includes examining, on a test basis, evidence about Gilead Community Services, Inc.'s and Rainbow Housing Corporation's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major state program. However, our audit does not provide a legal determination of Gilead Community Services, Inc.'s and Rainbow Housing Corporation's compliance.

Opinion on Each Major State Program

In our opinion, Gilead Community Services, Inc. and Rainbow Housing 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 state programs for the year ended June 30, 2015.

Report on Internal Control Over Compliance

Management of Gilead Community Services, Inc. and Rainbow Housing 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 audit of compliance, we considered Gilead Community Services, Inc.'s and Rainbow Housing Corporation's internal control over compliance with the types of requirements that could have a direct and material effect on each major state program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing our opinion on compliance for each major state program and to test and report on internal control over compliance in accordance with the State Single Audit Act, 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 Gilead Community Services, Inc.'s and Rainbow Housing 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 state 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 state 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 combination of deficiencies, in internal control over compliance with a type of compliance requirement of a state 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 State Single Audit Act. Accordingly, this report is not suitable for any other purpose.

Gilman, DiPiro + Sokołowski LLC

Middletown, Connecticut
November 25, 2015

GILEAD COMMUNITY SERVICES, INC. AND RAINBOW HOUSING CORPORATION**Schedule of Findings and Questioned Costs****For the year ended June 30, 2015****1. SUMMARY OF AUDITOR'S RESULTS***Financial Statements*

Type of auditor's opinion issued: Unmodified

Internal control over financial reporting:

- | | | |
|---|------------------------------|--|
| • Material weakness(es) identified? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| • Significant deficiency(ies) identified? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> None |
| Noncompliance material to financial statements noted? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

State Financial Assistance

Internal control over major programs:

- | | | |
|---|------------------------------|--|
| • Material weakness(es) identified? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| • Significant deficiency(ies) identified? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> None |

Type of auditor's opinion issued on compliance for major programs: Unmodified

Any audit findings disclosed that are required to be reported in accordance with Section 4-236-24 of the Regulations to the State Single Audit Act?

 Yes No

The following schedule reflects the major programs included in the audit:

<u>State Grantor and Program</u>	<u>State CORE - CT Number</u>	<u>Expenditures</u>
Department of Mental Health and Addiction Services:		
Young Adult Services	11000-MHA53000-12250	\$1,643,086
Managed Service System	11000-MHA53000-12157	2,694,629
Department of Children & Families:		
Board and Care for Children - Residential	11000-DCF91110-16138	938,709

Dollar threshold used to distinguish between type A and type B programs: \$201,328

2. FINANCIAL STATEMENT FINDINGS

None.

3. STATE FINANCIAL ASSISTANCE FINDINGS AND QUESTIONED COSTS

None.