

Consolidated Financial Statements September 30, 2016

Marc Community Resources, Inc. and Affiliates

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Independent Auditor's Report

The Board of Directors Marc Community Resources, Inc. and Affiliates Mesa, Arizona

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Marc Community Resources, Inc. (a nonprofit organization) and Affiliates (collectively, the Organization), which comprise the consolidated statement of financial position as of September 30, 2016, and the related consolidated statements of activities, functional expenses, and cash flows for the year ended September 30, 2016, 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 audit. We conducted our audit 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 auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Marc Community Resources, Inc. and Affiliates as of September 30, 2016, and the changes in net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter - Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The supplemental schedules on pages 21-24 are presented for the purpose of additional analysis and are not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in our 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 taken as a whole.

Phoenix, Arizona

Esde Saelly LLP

June 1, 2017

Assets	
Cash and cash equivalents	\$ 9,356,004
Consumer trust funds	72,115
Accounts receivable, net	1,678,382
Due from related parties	75,662
Contributions receivable, net	32,700
Prepaid expenses and other	465,885
Investments	745,305
Investments in affiliates	377,037
Certificates of deposit	251,701
Property and equipment, net	27,198,861
Bond issuance costs, net	142,184
Deposits	66,019
Total assets	\$ 40,461,855
Liabilities and Net Assets	
Liabilities	
Consumer trust funds	\$ 72,115
Accounts payable	1,030,488
Accrued liabilities	2,407,619
Deferred revenue	1,679,177
Derivative financial instrument	402,051
Notes payable	139,571
Bonds payable	8,646,529
Total liabilities	14,377,550
Net Assets	
Unrestricted	20,228,592
Temporarily restricted	5,845,713
Permanently restricted	10,000
Total net assets	26,084,305
Total liabilities and net assets	\$ 40,461,855

	Unrestricted	Temporarily Restricted	Permanently Restricted	Totals
Revenue, Support and Gains (Losses) Governmental				
Arizona Department of Economic Security	\$ 11,737,042	\$ -	\$ -	\$ 11,737,042
Arizona Department of Health Services	14,980,421	-	_	14,980,421
Arizona Department of Transportation	36,000	-	_	36,000
City of Mesa	28,762	-	_	28,762
Total governmental revenue	26,782,225	-		26,782,225
Other				
Service contracts	463,086	-	-	463,086
Service fees	667,049	-	-	667,049
United Way contributions	-	25,200	-	25,200
Other contributions	807,360	_	_	807,360
Interest income	19,774	47	_	19,821
Gain on disposition of property and equipment	347,678	-	_	347,678
Rental income	690,940	_	_	690,940
Gain on investments in affiliates	62,164	_	_	62,164
Change in value of derivative financial instrument	144,871	_	_	144,871
Other	836,681	_	_	836,681
Total other revenue and gains	4,039,603	25,247	_	4,064,850
Total revenue, support and gains	30,821,828	25,247		30,847,075
Net assets released from restrictions	46,096	(46,096)		
Expenses				
Program services				
Residential	6,572,937	_	_	6,572,937
Employment services	5,196,821	_	_	5,196,821
Day services	6,199,015	_	_	6,199,015
Home services	4,724,673	_	_	4,724,673
Other housing	560,588	_	_	560,588
Outpatient clinic	2,082,236	_	_	2,082,236
Total program services	25,336,270			25,336,270
. •	23,330,270			23,330,270
Supporting activities				
Management and general	4,809,204	-	-	4,809,204
Fundraising	116,559			116,559
Total supporting activities	4,925,763			4,925,763
Total expenses	30,262,033			30,262,033
Change in Net Assets	605,891	(20,849)	-	585,042
Net Assets, Beginning of Year	19,622,701	5,866,562	10,000	25,499,263
Net Assets, End of Year	\$ 20,228,592	\$ 5,845,713	\$ 10,000	\$ 26,084,305

				Program Servio	ces			S	Supporting Activit	ies
	•						Total			Total
	Residential	Employment Services	Day Services	Home Services	Other Housing	Outpatient Clinic	Program Services	Management and General	Fundraising	Supporting Activities
Salaries	\$ 4,075,390	\$ 3,225,767	\$ 3,670,812	\$ 3,312,924	\$ -	\$ 1,489,495	\$ 15,774,388	\$ 2,588,489	\$ 75,659	\$ 2,664,148
Employee-Related										
Expenses	701,728	499,575	674,275	490,022	-	243,911	2,609,511	594,061	29,786	623,847
Occupancy	639,032	285,378	668,111	224,902	247,829	125,254	2,190,506	200,933	1,823	202,756
Professional Fees	172,304	113,471	77,021	238,854	53,268	15,994	670,912	223,564	1,602	225,166
Transportation	353,667	200,659	312,465	89,566	4	26,910	983,271	180,731	1,357	182,088
Supplies	173,737	282,941	215,158	113,558	2,229	78,465	866,088	298,593	696	299,289
Equipment Rental	19,743	57,657	46,020	18,146	-	13,466	155,032	39,885	712	40,597
Depreciation	219,729	384,791	404,511	141,053	226,439	56,425	1,432,948	192,909	817	193,726
Other Expenses	217,607	146,582	130,642	95,648	30,819	32,316	653,614	490,039	4,107	494,146
Total expenses	\$ 6,572,937	\$ 5,196,821	\$ 6,199,015	\$ 4,724,673	\$ 560,588	\$ 2,082,236	\$ 25,336,270	\$ 4,809,204	\$ 116,559	\$ 4,925,763

Marc Community Resources, Inc. and Affiliates Consolidated Statement of Cash Flows Year Ended September 30, 2016

Operating Activities		
Change in net assets	\$	585,042
Adjustments to reconcile net assets to net		
cash provided by operating activities Amortization of bond issuance costs		15 705
		15,785
Net unrealized gain on investments Change in value on derivative financial instruments		(56,044) (144,871)
Change in value on derivative financial instruments Net gain on investments in affiliates		(62,164)
Depreciation		1,626,674
Donated property and equipment		(885,290)
Net gain on disposition of property and equipment		(347,678)
Change in allowance for doubtful accounts		(18,512)
Change in assets and liabilities		(10,512)
Accounts receivable		(66,833)
Due from related parties		21,508
Contributions receivable		117,096
Prepaid expenses and other		(34,039)
Deposits		19,450
Accounts payable		367,117
Accrued liabilities		72,796
Deferred revenue		(1,152,911)
Net Cash from Operating Activities		57,126
Cash Flows from Investing Activities		
Purchases of investments		(6,281)
Proceeds from sale of investments		41,261
Proceeds from disposition of property and equipment		622,415
Purchases of property and equipment		(1,926,543)
Net Cash used for Investing Activities		(1,269,148)
Cash Flows from Financing Activities		
Payments on notes payable		(117,979)
Payments on bonds payable		(231,635)
1 dynients on bonds payable		(231,033)
Net Cash from Financing Activities		(349,614)
Net Change in Cash and Cash Equivalents		(1,561,636)
Cash and Cash Equivalents, Beginning of Year		10,917,640
Cash and Cash Equivalents, End of Year	\$	9,356,004
Supplmental Disclosure of Cash Flow Information		
Cash paid for interest	\$	365,570
Cubit para for interest	Ψ	303,370

Note 1 - Nature of Operations and Significant Accounting Policies

Nature of Operations

Marc Community Resources, Inc. and Affiliates (Marc Community) is a nonprofit corporation, incorporated in the state of Arizona on August 6, 1957 to provide places of residence, employment services, training, education, rehabilitation, and behavioral health services for developmentally disabled children and adults, as well as people with severe mental illness. Marc Community provides services throughout primarily Maricopa County, Arizona. During the year ended June 30, 2010, Marc Community acquired Advocates for the Disabled, Inc. (Advocates) by an action by the Board of Directors of Advocates granting Marc Community the sole power to appoint directors to the Advocates' Board.

TecMarc, Inc. (TecMarc) is an Arizona corporation and was incorporated in March 2008 to conduct the business of information technology sales and support and property management services. TecMarc has 1,000 shares of authorized common stock, all of which have been issued to Marc Community at \$1 per share.

The Foundation for People with Disabilities (the Foundation) is a nonprofit corporation, incorporated in the state of Arizona on January 29, 1988, to provide housing for disabled individuals in residential settings and employment training facilities throughout Maricopa County. Marc Community is the sole member of the Foundation's Board of Directors. During the year ended June 30, 2010, the Foundation transferred substantially all of its property to Marc Community to facilitate the completion of bond financing.

The Village at Oasis Park — Phase I, Inc. (the Village) is a nonprofit corporation and was incorporated in the state of Arizona in October 2009 to provide housing for disabled individuals. The Village's Board of Directors consists of the Executive Committee of Marc Community and other individuals selected by the Executive Committee of Marc Community.

The Village at Oasis Park — Phase II, Inc. (the Village II) is a nonprofit corporation and was incorporated in the state of Arizona in August 2010 to provide housing for disabled individuals. The Village II's Board of Directors consists of the Executive Committee of Marc Community and other individuals selected by the Executive Committee of Marc Community.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Marc Community, Advocates, TecMarc, the Foundation, the Village, and the Village II (collectively, the Organization). All significant interorganization transactions have been eliminated in consolidation.

Cash and Cash Equivalents

For purposes of the consolidated statement of cash flows, the Organization considers all highly liquid debt instruments with original maturities of three months or less to be cash equivalents.

Investments

The Organization reports investments in equity securities that have readily determinable fair values, and all investments in debt securities, at fair value. Investments at September 30, 2016 totaled approximately \$745,000, all of which were invested in mutual funds. Net investment income is reported in the statement of activities and consists of interest and dividend income and realized and unrealized gains and losses.

Fair Value of Financial Instruments

The carrying amounts of cash and cash equivalents, accounts receivable and accounts payable approximate fair value due to the short-term nature of the items. The carrying value of promises to give due in more than one year is based on the discounted net present value of the expected future cash receipts, and approximates fair value. The fair values of bonds and notes payable are based on the stated interest rates, and approximate their carrying values.

Property and Equipment

Purchased property and equipment over \$5,000 is stated at cost. Property acquired by gift is stated at estimated fair value at the date of the contribution. Depreciation is provided using the straight-line method over estimated useful lives ranging from four to twenty-five years. In the absence of donor restrictions on how gifts of long-lived assets must be used, the Organization does not imply time restrictions on such contributions.

The carrying values of property and equipment are reviewed for impairment whenever events or circumstances indicate that the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. When considered impaired, an impairment loss is recognized to the extent carrying value exceeds the fair value of the asset. There were no indicators of asset impairment during the year ended September 30, 2016.

Deferred Revenue

Each month, the Organization receives block payment funding for behavioral health services from the Regional Behavioral Health Authority (RBHA) in Maricopa County. These funds are considered earned if total service claims generated equal or exceed the block payments. If service claims are insufficient, the RBHA has the contractual right to recoup the funding or characterize the deficiency as deferred revenue with an authorization to use the funding in the next fiscal year. For the year ended September 30, 2016, the Organization has a service claim deficiency balance of approximately \$1,600,000.

Governmental Revenue

The Organization has contracts with state governmental agencies and various insurance companies to provide services to clients with developmental disabilities and severe mental illness. Revenue from these contracts is recognized as the services are performed.

Contributions

Contributions of cash or other assets are recognized as revenue when received at the estimated fair value on the date of contribution. Promises to give are recognized as revenue when the donor makes a promise to give to the Organization that is, in substance, unconditional. Promises to give that are received with conditions are not recognized until those conditions are substantially met, unless the likelihood that the Organization will not fulfill the conditions is remote, in which case the contribution is recognized when the promise is made. Contributions that are restricted by the donor are reported as increases in unrestricted net assets if the restrictions expire in the fiscal year in which the contributions are recognized. All other donor-restricted contributions are reported as increases in temporarily or permanently restricted net assets, depending on the nature of the restrictions. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets.

Net Assets

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

Unrestricted Net Assets – Net assets available for use in general operations.

Temporarily Restricted Net Assets – Net assets subject to donor restrictions that may or will be met by expenditures or actions of the Organization and/or the passage of time, and certain income earned on permanently restricted net assets that has not yet been appropriated for expenditure by the Organization's Board of Directors.

Permanently Restricted Net Assets – Net assets whose use is limited by donor-imposed restrictions that neither expire by the passage of time nor can be fulfilled or otherwise removed by action of the Organization. The restrictions stipulate that resources be maintained permanently but permit the Organization to expend the income generated in accordance with the provisions of the agreements.

Fundraising Costs

All fundraising costs are expensed in the period incurred.

Income Tax Status

Marc Community, Advocates, the Foundation, the Village, and the Village II are organized as Arizona nonprofit corporations and have been recognized by the Internal Revenue Service (IRS) as exempt from federal income taxes under Section 501(a) of the Internal Revenue Code as organizations described in Section 501(c)(3). They qualify for charitable contributions under Section 170. Marc Community, Advocates, the Foundation and the Village have been determined not to be private foundations under Section 509(a)(2), 509(a)(1), 509(a)(3) and 509(a)(3), respectively. Management has determined the Village II is not a private foundation in accordance with Section 509(a)(3). The organizations are annually required to file a Return of Organization Exempt from Income Tax (Form 990) with the IRS. In addition, the entities are subject to income tax on net income that is derived from business activities that are unrelated to its exempt purpose. Advocates, the Foundation, the Village and the Village II have determined they have no unrelated business taxable income and have not filed the Exempt Organization Business Income Tax Returns (IRS Form 990-T), or its Arizona equivalent, Form 99-T. Marc Community has unrelated business taxable income and has filed the Exempt Organization Business Income Tax Returns (IRS Form 990-T), and its Arizona equivalent, Form 99-T.

TecMarc accounts for income taxes under the liability method pursuant to income tax accounting guidance. Under the liability method, deferred tax assets and liabilities are determined based on the difference between the financial reporting and tax basis of assets and liabilities using the enacted rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is established against the deferred tax asset for the uncertainty of TecMarc's ability to use the net operating tax loss carryforwards in the future.

Management believes that it has appropriate support for any tax positions taken, and as such, does not have any uncertain tax positions that are material to the financial statements. The organizations would recognize future accrued interest and penalties related to unrecognized tax benefits and liabilities in income tax expense if such interest and penalties are incurred. Marc Community and TecMarc's income tax filings required by federal and state authorities are no longer subject to tax examination for years ending before June 30, 2013.

Functional Allocation of Expenses

The costs of providing the various programs and other activities have been summarized on a functional basis in the consolidated statement of functional expenses. Accordingly, certain costs have been allocated among the programs and supporting activities benefited, determined by specific identification and estimates of time spent and benefits derived.

Estimates

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

Subsequent Events

Subsequent events were evaluated by management through June 1, 2017, the date on which the consolidated financial statements were available to be issued. There were no events or transactions occurring after September 30, 2016, but prior to June 1, 2017, that provided additional evidence about conditions that existed at September 30, 2016.

Note 2 - Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollectable amounts through a charge to earnings and a credit to an allowance for doubtful accounts based on its assessment of the current status of individual accounts. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the allowance for doubtful accounts and a credit to accounts receivable. Accounts receivable are considered past due 30 days after the invoice date. Accounts receivable past due 30 days or more totaled approximately \$179,000 at September 30, 2016. The Organization does not require collateral on accounts receivable balances and does not generally charge interest on past due balances. At September 30, 2016, the allowance was approximately \$32,000.

Note 3 - Contributions Receivable

Contributions receivable at September 30, 2016 were \$32,700. All contributions receivable were due in less than one year and management has determined that there is no allowance for noncollectible contributions.

Note 4 - Conditional Promises to Give

During the years ended June 30, 2007 and 2006, the Organization received conditional promises to give as part of agreements with Value Options (Magellan replaced Value Options as the RBHA contracted for Maricopa County during the year ended June 30, 2008. Magellan was replaced by Mercy Maricopa Integrated Care during the year ended June 30, 2014). Under the 2007 agreement, unrestricted title to two single-family residences, with an estimated value of \$607,000 at the date of the agreements, will be transferred to the Organization if certain conditions are met. Under the 2006 agreement, unrestricted title to one single-family residence, with an estimated value of \$300,000 at the date of the agreement, will be transferred to the Organization if certain conditions are met. The condition for the transfer of title is that the Organization functions as landlord of the residences for a period of twenty-five years. During this period, the Organization will collect rent from the tenants and will be responsible for repairs and maintenance on the residences. Once all conditions have been met, the Organization will recognize the fair value of the property in the consolidated financial statements.

Note 5 - Property and Equipment

Property and equipment consisted of the following at September 30, 2016:

Land Buildings Leasehold improvements Vehicles Furniture and equipment Construction in progress	\$ 4,574,113 26,657,658 2,189,087 1,151,623 3,504,904 1,086,772
Total property and equipment Less accumulated depreciation Property and equipment, net	39,164,157 (11,965,296) \$ 27,198,861

Depreciation expense for the year ended September 30, 2016 totaled approximately \$1,627,000.

In June 2010, the City of Mesa transferred title to two residential properties to the Organization. The transfer agreements stipulate that the properties must be used as affordable rental housing and that the properties cannot be sold without written approval from the City of Mesa for twenty years from the date of the transfers. Approximately \$233,000 of temporarily restricted contribution revenue was recognized by the Organization during the year ended June 30, 2010 related to the transfer of these properties.

In April 2011, the City of Mesa transferred title to four residential properties to the Organization. The transfer agreements stipulate that the properties must be used as affordable rental housing and that the properties cannot be sold without written approval from the City of Mesa for twenty years from the date of the transfers. Approximately \$355,000 of temporarily restricted contribution revenue was recognized by the Organization during the year ended June 30, 2011 related to the transfer of these properties.

Note 6 - Investments in Affiliates

The balance of investments in and receivables from affiliates consisted of the following at September 30, 2016:

Partners in Recovery, LLC	
Original investment in Partners in Recovery, LLC (PIR)	\$ 105,915
Marc Community's share of accumulated PIR net income	256,731
	362,646
Western Health and Wellness	
Original investment in Western Health and Wellness	15,000
Marc Community's share of accumulated	(609)
Western Health and Wellness net losses	14,391
Total investments in affiliates	\$ 377,037

Partners in Recovery, LLC

During the year ended June 30, 2009, Marc Community entered into an investment in PIR, a nonprofit organization, in order to provide behavioral health services. PIR is one of four Provider Network Organizations (PNO) that is contracted with the Regional Behavioral Health Authority (RBHA) to provide behavioral health services to adults in Maricopa County. The RBHA contracted by the Arizona Department of Health Services for Maricopa County changed during the year ended September 30, 2016 from Magellan Health Services of Arizona, Inc. (Magellan) to Mercy Maricopa Integrated Care (Mercy Maricopa). Marc Community had a 50% membership interest in PIR for the year ended June 30, 2013. This membership interest decreased to 33.3% during the year ended June 30, 2014 when a new member was added to PIR. While Marc Community does not have control of PIR, it does have the ability to exercise significant influence over PIR and has an ongoing economic interest in the net assets of PIR. Accordingly, the Organization reports Marc Community's interest in the net assets of PIR, as well as any change in the net assets of PIR, in a manner similar to the equity method of accounting for investments in common stock.

Marc Community's investment in PIR at September 30, 2016 was approximately \$362,000, which includes Marc Community's original investment of approximately \$106,000, plus Marc Community's share of PIR's change in net assets of approximately \$62,000 for the year ended September 30, 2016.

Summarized financial statement information of PIR as of and for the year ended September 30, 2016 is as follows:

Statement of Financial Position	
Total assets	\$ 5,728,583
Total liabilities	\$ 4,793,277
Unrestricted net assets	935,306
Total liabilities and unrestricted net assets	\$ 5,728,583
Statement of Activities	
Revenue	\$ 29,504,373
Expenses	
Program services	28,069,681
Supporting activities	1,248,241
Total expenses	29,317,922
Change in unrestricted net assets	186,451
Marc Community's ownership percentage	33.3%
Marc Community's share of change in net assets	\$ 62,164

Note 7 - Notes Payable – Bank Line of Credit

The Organization has a \$900,000 revolving line of credit with a bank which bears interest at the bank's prime rate (3.00% at September 30, 2016). The balance outstanding cannot exceed 70% of the balance of outstanding receivables (as defined). This line of credit is secured primarily by receivables and furniture and equipment of the Organization and expires July 2017. The outstanding balance on the line of credit as of September 30, 2016 was \$0.

The line of credit requires the Organization to maintain certain financial ratios, such as current ratio, debt service coverage ratio, and debt to net worth ratio, as defined in the agreements. At September 30, 2016, the Organization was in compliance with these requirements.

Note 8 - Derivative Financial Instrument: Interest Rate Swap

In July 2009, the Organization entered into an interest rate swap agreement that effectively converted approximately \$7,500,000 of the Organization's LIBOR-based variable-rate debt to a fixed rate. The counterparty to the swap agreement is the bank (a major U.S. financial institution) that holds the Organization's LIBOR-based variable-rate bonds payable. Under the swap agreement, the Organization pays interest at a fixed rate of 4.80% and, in return, receives interest at a variable rate based on 65% of the one-month LIBOR rate (0.58% at September 30, 2016) plus a margin of 1.75%. The net effect of the swap is to fix the interest rate on \$6,900,000 of the Organization's LIBOR-based variable-rate bond payable at 4.8%.

The interest rate swap agreement qualifies as a cash flow hedge, and accordingly, the fair value of the interest rate swap agreement, which is adjusted regularly, is recorded in the Organization's consolidated statement of financial position as an asset or liability, as necessary, with a corresponding adjustment to other charges. The fair value of the Organization's interest rate swap at September 30, 2016 was a liability totaling approximately \$381,000. The unrealized holding gain on this interest rate swap was approximately \$143,000 for the year ended September 30, 2016.

In August 2014, the Organization entered into an interest rate swap agreement that effectively converted approximately \$2,800,000 of the Organization's LIBOR-based variable-rate debt to a fixed rate. The counterparty to the swap agreement is the bank (a major U.S. financial institution) that holds the Organization's LIBOR-based variable-rate bonds payable. Under the swap agreement, the Organization pays interest at a fixed rate of 3.50% and, in return, receives interest at a variable rate based on 69.50% of the one-month LIBOR rate (0.53% at September 30, 2016) plus a margin of 1.40%. The net effect of the swap is to fix the interest rate on \$2,800,000 of the Organization's LIBOR-based variable-rate bond payable at 3.50%.

The interest rate swap agreement qualifies as a cash flow hedge, and accordingly, the fair value of the interest rate swap agreement, which is adjusted regularly, is recorded in the Organization's consolidated statement of financial position as an asset or liability, as necessary, with a corresponding adjustment to other charges. The fair value of the Organization's interest rate swap at September 30, 2016 was a liability totaling approximately \$21,000. The unrealized holding gain on this interest rate swap was approximately \$1,700 for the year ended September 30, 2016.

Note 9 - Notes Payable

Notes payable consisted of the following at September 30, 2016:

Note payable to a bank, due in monthly installments of approximately \$10,000, including interest at approximately 3.49%, final payment in November 2017; collateralized by software and equipment.

\$ 137,680

Note payable to a finance company; due in monthly installments of approximately \$381, including interest at approximately 5.24%; final payment in February 2017; collateralized by a vehicle.

1,891

Total notes payable

\$ 139,571

Annual principal payments on the notes payable are scheduled as follows:

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1 Cai	Liluing		20.

2017 2018	\$ 119,558 20,013
Total notes payable	\$ 139,571

Interest expense for the year ended September 30, 2016 totaled approximately \$366,000, which includes interest on the notes payable above and on the bonds payable (Note 10). In addition, approximately \$16,000 of interest expense for the year ended September 30, 2016 was amortization on bond issuance costs.

Note 10 - Bonds Payable

In December 2013, the Organization entered into loan agreements with the Industrial Development Authority of the County of Maricopa to issue Direct Purchase Revenue Bonds, Series 2013A (Series 2013A) in the amount of \$6,900,000 for a term of twenty-five years, and to issue Direct Purchase Revenue Bonds, Series 2013B (Series 2013B) in the amount of \$2,815,000 for a term of twenty-five years. Series 2013A and Series 2013B (collectively, "the Bonds") are collateralized by certain real property as set forth in the agreements. The Organization borrowed \$6,800,000 under Series 2013A, and approximately \$6,315,000 was outstanding at September 30, 2016. The Organization borrowed approximately \$2,300,000 under Series 2013B, and approximately \$2,332,000 was outstanding at September 30, 2016. The issuance of these bonds paid off the balance of the Community Services Facilities Bond, Series 2009A which had an outstanding balance of approximately \$6,845,000 at June 30, 2013.

Interest on the Bonds is payable monthly under variable interest rate provisions. Series 2013A is due in monthly principal amounts of approximately \$17,000 to \$35,000 through July 2039. Series 2013A bears interest at 65% of the one-month LIBOR rate (.52294% at September 30, 2016) plus 1.75%. Series 2013A is subject to an interest rate swap agreement (Note 8). Series 2013B is due in monthly principal payments starting in February 2017 in amounts of approximately \$6,000 to \$24,000 through July 2039. Series 2013B bears interest at 65% of the one-month LIBOR rate (.52294% at September 30, 2016) plus 1.75%.

Annual principal payments on the bonds payable are scheduled as follows:

2017	\$ 243,17	1
2017	254,83	
2019	266,49	
2020	277,99	7
2021	291,06	1
Thereafter	7,312,98	0
Total bonds payable	\$ 8,646,52	9
Total bonds payable	\$ 8,646,52	9

The Organization is required to maintain certain net asset, liquidity, and indebtedness ratios, and must comply with other general covenants of the loan agreement. As of September 30, 2016, the Organization was in compliance with those requirements.

Note 11 - Restricted Net Assets

Temporarily restricted net assets consisted of the following at September 30, 2016:

Restrictions on donated vehicles and property (Note 5) Housing for very low income residents	Ψ	1,337,713 4,453,500
Time restrictions on contributions receivable		25,200
Other		29,300
Total temporarily restricted net assets	\$	5,845,713

Permanently restricted net assets are to be maintained in perpetuity. The income from these funds is temporarily restricted for use in promoting independent living.

Note 12 - Commitments

The Organization leases office space, residential houses, vehicles, and equipment under various non-cancelable operating leases that expire at various dates through March 2022. Several leases have renewal options. The Organization also leases residential houses and equipment under various month-to-month leases.

Future minimum lease payments under non-cancelable operating leases with initial or remaining terms in excess of one year are scheduled as follows:

Year Ending September 30,	
2017	\$ 827,524
2018	616,626
2019	401,786
2020	223,959
2021	152,794
Thereafter	84,324
Total future minimum lease payments	\$ 2,307,013

Rent expense for the year ended September 30, 2016 totaled approximately \$1,247,000.

Note 13 - Concentrations

Revenue

The Organization received significant portions of its total revenue for the year ended September 30, 2016 from the Arizona Department of Economic Security (DES) and the Regional Behavioral Health Authority (RBHA) through contracts that are renewed annually.

The percentages of total revenue and the amounts of accounts receivable (before the allowance for doubtful accounts) from DES and RBHA are as follows as of and for the year ended September 30, 2016:

	Total Revenue	Accounts Receivable			
DES RBHA	38% 49%	\$ 1,068,465 255,979			
Total	<u>87%</u>	\$ 1,324,444			

Revenue from DES and RBHA makes up approximately 87% of the governmental revenue as reported in the consolidated statement of activities for the year ended September 30, 2016.

Concentrations of Credit Risk

The Organization maintains its cash in bank deposit accounts, which at times, may exceed federally insured limits. The Organization has not experienced any losses in such accounts and does not expect to experience any such losses.

Note 14 - Employee Benefit Plans

The Organization sponsors a defined contribution plan (the Plan) covering substantially all employees. The Plan provides for employer contributions based primarily on employee participation. The total contributions made to the Plan by the Organization were approximately \$106,000 for the year ended September 30, 2016.

The Organization has a non-qualified deferred compensation plan (the Non-Qualified 457b Plan) covering certain executives. The Non-Qualified 457b Plan provides for employer contributions at the discretion of the Board of Directors of the Organization. Employee deferrals are limited to 85% of annual compensation. Total contributions made to the Non-Qualified 457b Plan by the Organization were \$0 for the year ended September 30, 2016.

In May 2010, after the completion of an independent executive compensation wage study, the Organization established a second non-qualified deferred compensation retirement plan (the Non-Qualified 457f Plan) covering the current President and CEO (the Participant). Under the terms of the Non-Qualified 457f Plan, the Organization will distribute pre-defined post-retirement payments to the Participant over a 15-year period based on a 5-year vesting schedule beginning March 31, 2009. On September 30, 2016, the approximate present value of the vested post-retirement benefits was \$197,000, and these liabilities are included in accrued liabilities in the consolidated statement of financial position. While the Organization had set aside approximately \$197,000 at September 30, 2016, in a separate account, these funds remain available to general creditors of the Organization.

Note 15 - Related Party Transactions

Related party transactions not elsewhere disclosed are as follows:

During the year ended September 30, 2016, Marc Community charged PIR for office space, programmatic services, and administrative services, including accounting and management services. Additionally, PIR reimbursed Marc Community for various expenses paid by Marc Community on behalf of PIR. Marc Community received a total of approximately \$950,000 for the year ended September 30, 2016, of which, approximately \$76,000 was due from related parties at September 30, 2016.

Note 16 - Contingencies

Periodically, the Organization is involved in legal proceedings arising in the normal course of operations. In the opinion of management based on consultations with legal counsel, losses, if any, from these matters are covered by insurance or are immaterial to the Organization's consolidated statement of financial position and consolidated statement of activities.

Note 17 - Fair Value Measurements

Certain assets and liabilities are reported at fair value in the consolidated financial statements. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal, or most advantageous, market at the measurement date under current market conditions regardless of whether that price is directly observable or estimated using another valuation technique. Inputs used to determine fair value refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability based on the best information available. A three-tier hierarchy categorizes the inputs as follows:

- Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Organization can access at the measurement date.
- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, and market-corroborated inputs.
- Level 3 Unobservable inputs for the asset or liability. In these situations, the Organization develops inputs using the best information available in the circumstances.

For assets and liabilities measured at fair value on a recurring basis, the fair value hierarchy requires the use of observable market data when available. In instances where inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Following is a description of the valuation methodologies used for assets measured at fair value:

Investments

A significant portion of the Organization's investment assets are classified within Level 1 because they are comprised of open-end mutual funds with readily determinable fair values based on daily redemption values.

Derivative Financial Instrument

The Organization's derivative financial instrument described in Note 8 is recorded at fair value, which has been calculated based primarily on observable interest rates and yield curves for the term of the swap.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Organization believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain assets could result in a different fair value measurement.

The following tables set forth by level within the fair value hierarchy related to the Organization's assets and liabilities that are measured at fair value as of September 30, 2016:

	Level 1		Level 2		Level 3		Total	
Mutual funds Pooled funds held at a	\$	715,988	\$	-	\$	-	\$	715,988
community foundation		-		29,317		-		29,317
Derivative financial instrument		-		(402,051)		-		(402,051)

Note 18 - Income Taxes

The components of the income tax provision (benefit) are as follows as of September 30, 2016:

Current: Federal	\$ -
State	Ψ
Deferred:	
Federal State	(52,000) 7,000
Valuation allowance	45,000
m . 1	
Total provision	\$ -

\$

(52.000)

The Organization's actual income tax (benefit) expense for the year ended September 30, 2016 differs from the expected amount computed by applying the statutory federal income tax rate of 15% to net (loss) income before income taxes for the following reasons:

Computed tax (benefit) expense at 15%

State taxes Change in valuation allowance		7,000 45,000
	\$	
Deferred tax assets and liabilities are comprised of the following as of September 30, 2016:		
Deferred tax assets: Net operating loss	\$	206,000
Deferred tax liabilities: Fixed assets	\$	
Net deferred tax asset before valuation allowance		206,000
Valuation allowance		(206,000)
Net deferred tax assets	\$	

As of September 30, 2016, the Organization has estimated federal and state net operating loss carryforwards (NOLs) of \$1,400,000 and \$748,000, respectively, that begin to expire in the year 2028.

For financial reporting purposes, a valuation allowance of \$206,000 at September 30, 2016, has been established to offset deferred tax assets related to NOLs. Pursuant to income tax accounting guidance, the Organization has established a valuation allowance against the entire net deferred tax asset. The valuation allowance increased by \$3,000 in 2016. The Organization will continue to evaluate tax assets and provide a valuation allowance until it is more likely than not to realize the tax benefit.

The Organization does not expect a significant change with respect to unrecognized tax benefits within the next 12 months.

The Organization files income tax returns with federal and state jurisdictions. The Organization is not currently under audit in any jurisdiction.



Supplementary Information September 30, 2016

Marc Community Resources, Inc. and Affiliates

Assets	Re A	rc Community esources, Inc. dvocates for he Disabled	 ecMarc, Inc.	fo	oundation or People with isabilities	C	Village at Pasis Park Pase I, Inc.	Oa	illage at asis Park ase II, Inc.	Eli	minations	Co	onsolidated
Cash and cash equivalents Consumer trust funds Accounts receivable, net Due from related parties Contributions receivable, net Prepaid expenses and other Investments Investments in affiliates Certificates of deposit Property and equipment, net Bond issuance costs, net Deposits	\$	8,810,709 72,115 1,659,211 1,452,811 32,700 465,885 715,988 378,037 251,701 22,386,753 142,184 46,800	\$ 150,522 	\$	219,728 - - - - 29,317 - - -	\$	116,108 481 2,159 - - - - 2,550,174 11,637	\$	58,937 	\$	- (1,395,986) - - (1,000) - - -	\$	9,356,004 72,115 1,678,382 75,662 32,700 465,885 745,305 377,037 251,701 27,198,861 142,184 66,019
Total assets Liabilities and Net Assets	\$	36,414,894	\$ 190,257	\$	249,045	\$	2,680,559	\$	2,324,086	\$	(1,396,986)	\$	40,461,855
Liabilities Consumer trust funds Accounts payable Due to related parties Accrued liabilities Deferred revenue Derivative financial instrument Notes payable Bonds payable	\$	72,115 1,009,494 2,374,817 1,678,774 402,051 139,571 8,646,529	\$ 38 1,319,996 26,719 - -	\$	55,586	\$	16,585 8,284 2,901 64	\$	4,371 12,120 3,182 339		- (1,395,986) - - - -	\$	72,115 1,030,488 2,407,619 1,679,177 402,051 139,571 8,646,529
Total liabilities Net Assets	-	14,323,351	 1,346,753		55,586		27,834		20,012		(1,395,986)		14,377,550
Unrestricted Common stock Total unrestricted Temporarily restricted Permanently restricted		20,728,630 20,728,630 1,362,913	(1,157,496) 1,000 (1,156,496) -		154,159 		313,525 - 313,525 2,339,200 -		189,774 - 189,774 2,114,300 -		(1,000) (1,000) -		20,228,592 20,228,592 5,845,713 10,000
Total net assets (deficit) Total liabilities and net assets	\$	22,091,543 36,414,894	\$ (1,156,496) 190,257	\$	193,459 249,045	\$	2,652,725 2,680,559		2,304,074 2,324,086	\$	(1,000)		26,084,305 40,461,855

	Marc Community Resources, Inc. Advocates for the Disabled	TecMarc, Inc.	Foundation for People with ecMarc, Inc. Disabilities		Village at Oasis Park Phase II, Inc.	Eliminations	Consolidated
Revenue and Gains (Losses)				Phase I, Inc.			
Governmental Arizona Department of Economic Security	\$ 11,737,042	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 11,737,042
Arizona Department of Health Services	14,980,421	-	-	-	-	-	14,980,421
Arizona Department of Transportation City of Mesa	36,000 28,762	- -	- -	- -	-	-	36,000 28,762
Total governmental revenue	26,782,225						26,782,225
Other							
Service contracts Service fees United Way contributions	463,086 667,049 25,200	-	- -		-	-	463,086 667,049 25,200
Other contributions	807,360	-	-	-	-	-	807,360
Interest income Gain on disposition of	17,370	-	2,410	25	16	-	19,821
property Rental income	347,678 500,210	-	-	92,955	97,775	-	347,678 690,940
Loss from investments	300,210	_	-	92,933	91,113	_	090,940
in affiliates Change in value of derivative	62,164	-	-	-	-	-	62,164
financial instrument Other	144,871 756,770	157,295	-	985	1,600	- (79,969)	144,871 836,681
	736,770	137,293		983	1,000	(79,969)	830,081
Total other revenue and gains (losses)	3,791,758	157,295	2,410	93,965	99,391	(79,969)	4,064,850
Total revenue and gains (losses)	30,573,983	157,295	2,410	93,965	99,391	(79,969)	30,847,075
Expenses							
Program services Residential	6,572,937	-	-	-	-	-	6,572,937
Employment services Day services	5,196,821 6,199,015	-	-	-	-	-	5,196,821 6,199,015
Home services	4,534,337	270,305	-	-	-	(79,969)	4,724,673
Other housing	185,315	-	-	179,983	195,290	-	560,588
Outpatient clinic	2,082,236						2,082,236
Total program services	24,770,661	270,305		179,983	195,290	(79,969)	25,336,270
Supporting Activities Management and general Fundraising	4,751,519 116,559	-	57,685	-	-	-	4,809,204 116,559
•							
Total supporting activities	4,868,078		57,685				4,925,763
Total expenses	29,638,739	270,305	57,685	179,983	195,290	(79,969)	30,262,033
Change in Net Assets	935,244	(113,010)	(55,275)	(86,018)	(95,899)	-	585,042
Net Assets (Deficit), Beginning of Year	21,156,299	(1,043,486)	248,734	2,738,743	2,399,973	(1,000)	25,499,263
Net Assets (Deficit), End of Year	\$ 22,091,543	\$ (1,156,496)	\$ 193,459	\$ 2,652,725	\$ 2,304,074	\$ (1,000)	\$ 26,084,305

			Non-RBHA					
		Outp	atient		Residential			
	Seriously Mentally Ill Intensive Outpatient Services	Community Living	General Mental Health/ Substance Abuse (Clinic)	Community Service Agency: Employment	Seriously Mentally Ill Intensive Level II Services	Sub-Total RBHA Contract	Business Activities Unrelated to RBHA	Total
Revenue								
RBHA Revenue Other Revenue Interest Income Business Activities Unrelated to RBHA	\$ 3,847,717 18,665	\$ 3,797,517 419,414 -	\$ 1,166,424 486,047	\$ 4,223,534 80,446	\$ 1,075,252 94,596 -	\$ 14,110,444 1,099,168	\$ - 1,851,174 17,370 - 13,768,919	\$ 14,110,444 2,950,342 17,370 13,768,919
Total Revenue	3,866,382	4,216,931	1,652,471	4,303,980	1,169,848	15,209,612	15,637,463	30,847,075
Expenses								
Clinical Services Expenses: Wages:	4 200 020	4 = 04 0 = 4				0.747.704		0.7.7.70
BHT	1,200,929	1,791,276	400.226	-	573,519	3,565,724	-	3,565,724
BH professional	54,080 124,800	45,006 15,600	480,226	-	15,002 5,200	594,314 145,600	-	594,314 145,600
BH paraprofessional Psychologist, Psychiatrists, NP:	,	15,000	375,148	-	5,200	375,148	-	375,148
CSA vocational specialists		-	3/3,140	2,188,349	-	2,188,349	-	2,188,349
Supervision	375,387	120,348	135,454	359,790	48,420	1,039,399	-	1,039,399
Subtotal labor	1,755,196	1,972,230	990,828	2,548,139	642,141	7,908,534	-	7,908,534
Employee-related	327,496	281,768	187,348	324,518	111,344	1,232,474	-	1,232,474
Operations	267,108	147,682	239,841	286,700	47,357	988,688	-	988,688
Quality/claims/informatics	382,392	280,696	191,337	161,334	83,802	1,099,561	-	1,099,561
Temp/contract labor	12,460	156,912	9,396	-	77,542	256,310	-	256,310
Professional/outside								
services	3,894	50,830	2,936	80,097	24,232	173,216	-	173,216
Travel/transportation	152,822	62,057	10,226	150,483	39,166	515,410	-	515,410
Facility/occupancy	340,727	162,713	75,400	227,793	84,165	802,690	-	802,690
Depreciation	78,612	74,605	15,932	242,022	23,671	360,237	-	360,237
Other clinical services expenses	97,079	107,187	37,140	267,049	46,793	555,248		555,248
•		107,107	37,140	201,049	40,773	333,240		333,240
Subtotal Clinical Services Expenses	3,417,786	3,296,680	1,760,384	4,288,135	1,180,213	13,943,198		13,943,198

Marc Community Resources, Inc. and Affiliates Consolidating Schedule of Revenues and Expenses (continued) Year Ended September 30, 2016

		Non-RBHA						
		Outpa	atient		Residential			
	Seriously Mentally Ill Intensive Outpatient Services	Community Living	General Mental Health/ Substance Abuse (Clinic)	Community Service Agency: Employment	Seriously Mentally Ill Intensive Level II Services	Sub-Total RBHA Contract	Business Activities Unrelated to RBHA	Total
Business Activities Unrelated								
to RBHA	-	-	-	-	-	-	11,663,216	11,663,216
Administrative								
Salaries	303,081	330,560	129,535	238,463	93,137	1,094,776	-	1,094,776
Employee-related	91,116	99,377	38,942	49,126	28,000	306,561	-	306,561
Professional/outside services	27,459	29,949	11,736	23,139	8,438	100,721	-	100,721
Travel/transportation	21,884	23,868	9,353	18,897	6,725	80,727	-	80,727
Facility/occupancy	26,885	29,322	11,490	17,896	8,262	93,855	-	93,855
Depreciation	25,010	27,277	10,689	20,423	7,685	82,221	-	82,221
Other indirect expenses	107,421	117,160	45,911	85,109	33,010	388,611	-	388,611
Business activities unrelated to RBHA							2,499,284	2,499,284
Subtotal Administrative Expenses	602,856	657,513	257,656	453,053	185,257	2,156,335	2,499,284	4,655,619
•								
Total Expenses	4,020,642	3,954,193	2,018,040	4,741,188	1,365,470	16,099,533	14,162,500	30,262,033
Increase (decrease) in Net								
Assets	\$ (154,260)	\$ 262,738	\$ (365,569)	\$ (437,208)	\$ (195,622)	\$ (889,921)	\$ 1,474,963	\$ 585,042
FTE's - Clinical Services (by program) FTE's - Clinical Support	25.32	81.85	15.65	50.00	24.09	196.91		
(by program) FTE's - Administrative	13.42	5.11	7.61	0.00	1.36	27.50		
(by program)	2.03	2.22	0.87	22.51	0.62	28.25		