Consolidated Financial Report June 30, 2019

Contents

Independent auditor's report	1-2
Financial statements	
Consolidated balance sheets	3
Consolidated statements of activities	4
Consolidated statement of functional expenses – 2019	5
Consolidated statement of functional expenses – 2018	6
Consolidated statements of cash flows	7
Notes to consolidated financial statements	8-23
Independent auditor's report on the supplementary information	24
Supplementary information	•
Consolidating balance sheet	25
Consolidating statement of activities	26



RSM US LLP

Independent Auditor's Report

To the Board of Directors Melwood Horticultural Training Center, Inc.

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Melwood Horticultural Training Center, Inc. and Affiliates (the Center), which comprise the consolidated balance sheets as of June 30, 2019 and 2018, the related consolidated statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the consolidated financial statements (collectively, the financial statements).

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Center as of June 30, 2019 and 2018, and the 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.

Emphasis of Matter

As noted in Note 1 to the financial statements, the Center adopted the Financial Accounting Standards Board issued Accounting Standards Update 2016-14, *Not-for-Profit Entities (Topic 955): Presentation of Financial Statements of Not-for-Profit Entities.* The adoption of this standard resulted in additional disclosures over liquidity and changes to the classification of net assets. Our opinion is not modified with respect to this matter.

RSM US LLP

Gaithersburg, Maryland November 6, 2019

Consolidated Balance Sheets June 30, 2019 and 2018 (In Thousands)

		2019	2018
Assets			
Current assets:			
Cash and cash equivalents	\$	5,451	\$ 7,296
Receivables, net		19,481	15,332
Inventory		111	281
Prepaid expenses		426	712
Total current assets		25,469	23,621
Property and equipment, net		20,402	21,173
Investments		10,071	8,591
Other assets		1,332	1,349
	_\$	57,274	\$ 54,734
Liabilities and Net Assets			
Current liabilities:			
Accounts payable and accrued expenses	\$	8,598	\$ 7,534
Accrued payroll and withheld taxes		4,698	4,033
Notes payable, current portion		761	854
Deferred revenue	····	559	142
Total current liabilities		14,616	12,563
Notes payable, net of current portion		2,077	2,359
Other liabilities	<u></u>	148	87 45 000
	<u></u>	16,841	15,009
Contingencies (Note 11)			
Net assets:			
Without donor restrictions:			
Undesignated		30,362	31,134
Board designated		8,709	7,243
-		39,071	38,377
With donor restrictions		1,362	 1,348
		40,433	39,725
		57,274	\$ 54,734

Consolidated Statements of Activities Years Ended June 30, 2019 and 2018 (In Thousands)

		2019			2018	
	Without Donor	With Donor		Without Donor	With Donor	
	Restrictions	Restrictions	Total	Restrictions	Restrictions	Total
Support and revenue:						
Public support:						
Monetary contributions	\$ 384	\$ -	\$ 384	\$ 393	\$ - \$	393
Donated items	2,442	-	2,442	2,799	-	2,799
Government and private grants	286	-	286	923	-	923
Contract revenue	95,694	-	95,694	88,583	-	88,583
Sales revenue	20	-	20	11	-	11
Service fees	11,065		11,065	11,474	_	11,474
Other	716		716	339		339
Net assets released from restrictions	67	(67)	•	292	(292)	-
	110,674	(67)	110,607	104,814	(292)	104,522
investment income, net	397	81	478	265	65	330
Total support and revenue	111,071	14	111,085	105,079	(227)	104,852
Expenses:						
Program expenses:						
Employment services	76,671	-	76,671	72,712	-	72,712
Community services	11,183	-	11,183	10,711	_	10,711
Therapeutic services	1,354	-	1,354	1,262		1,262
Veterans services	1,241	-	1,241	1,302		1,302
Total program expenses	90,449	-	90,449	85,987	-	85,987
Supporting services:						
Management and general	15,930		15,930	15,145	-	15,145
Fundraising	3,998		3,998	3,456	-	3,456
Total supporting services	19,928	•	19,928	18,601	-	18,601
Total expenses	110,377		110,377	104,588	_	104,588
Change in net assets before						
gain on acquisition	694	14	708	491	(227)	264
Gain on acquisition	-	•		11,351	_	11,351
Change in net assets	694	14	708	11,842	(227)	11,615
Net assets:						
Beginning	38,377	1,348	39,725	26,535	1,575	28,110
Ending	\$ 39,071	\$ 1,362	\$ 40,433	\$ 38,377	\$ 1,348 \$	39,725

Melwood Horticultural Training Center, Inc. and Affiliates

Consolidated Statement of Functional Expenses Year Ended June 30, 2019 (In Thousands)

	ĺ			D.	rogre	Program Expenses	Sa					ŝ	podd	Supporting Services	Ses			
										Total	Man	Management			ľ	Total	_	
	ញ	Employment		Community	Ę	Therapeutic	>	Veterans	4	Program		and			Sup	Supporting		Total
		Services		Services	"	Services	"	Services		Expenses	٥	General	Fun	Fundraising	Se	Services	Û	Expenses
Wages and salaries	(s)	39,693	69	8,065	69	433	63	669	63	48,890	49	6,787	₩	988	69	7,775	G	56.665
Employee benefits		12,142		1,256		44		87		13,529		2,773		154		2.927		16.456
Total salaries and																		
related expenses		51,835		9,321		477		786		62,419		9,560		1,142		10,702		73,121
Professional and consulting fees		28		261		21		126		436		1,453		504		1.957		2.393
Supplies and materials		4,494		118		326		4		4,982		298		4		342		5.324
Buildings and occupancy		887		271		173		20		1,351		1,392		7		1.463		2.814
Equipment, maintenance and rental		848		328		37		6		1,223		1,739		25		1.803		3.026
Support and contract services		17,879		18		-		4		18,021		195		1,667		1.862		19.883
Travel and entertainment		88		452		150		182		873		155		4		196		1,069
Miscellaneous expenses		13		119		en		ξŷ		140		153		433		586		726
interest expense and bank fees		m				ιņ		•		၈		207		7		209		218
Depreciation expense		595		212		161		27		995		778		30		808		1,803
Total expenses	မ	76,671	s	11,183	မာ	1,354	ક્ક	1,241	s	90,449	ક્ર	15,930	s	3,998	6	19,928	\$	110,377

See notes to consolidated financial statements.

Melwood Horticultural Training Center, Inc. and Affiliates

Consolidated Statement of Functional Expenses Year Ended June 30, 2018 (In Thousands)

				Progra	Program Expenses	38					Ø	upportī	Supporting Services	vo			
									Total	Mar	Management			-	Total		
	Employment	Ħ	Community	=	Therapeutic	>	Veterans	₾	Program		and			Sup	Supporting	1	Total
	Services		Services	"	Services	σ)	Services	ωĮ	Expenses	ا۳	General	Fun	Fundraising	Sei	Services	Ĭ	Expenses
Wages and salaries	\$ 37.314	€.	7 192	€5	436	€.	878	¥	45 G15	¥	7 180	e	705	¥	7 087	6	20 500
Employee benefits				+	8	•	123	•	13,858	→	1,326)		>	1.473	9	15.331
Total salaries and					***************************************												
related expenses	49,656	(C)	8,520		498		799		59,473		8,515		942		9,457		68,930
Professional and consulting fees	147	~	447		56		160		780		1,829		583		2,412		3,192
Supplies and materials	4,093	ლ	117		173		11		4,460		314		99		380		4,840
Buildings and occupancy	1,273	6	411		179		21		1,884		1,355		40		1,395		3,279
Equipment, maintenance and rental	1,108	es.	322		45		4		1,489		1,671		36		1,707		3,196
Support and contract services	15,619	ന	171		9		15		15,811		426		1,693		2,119		17,930
Travel	65	ις.	370		159		196		790		214		83		277		1,067
Other	<u>~~</u>	22	30				•		46		64		18		82		128
Interest and bank fees	-	Ψ-	_		ιc		•		17		258		ໝ		263		280
Depreciation and amortization	72;	2	322		170		20		1,237		499		10		509		1,746
Total expenses	\$ 72,712	8	10,711	٠	1,262	ક્ર	1,302	es es	85,987	s	15,145	↔	3,456	so.	18,601	ьэ	104,588

Consolidated Statements of Cash Flows Years Ended June 30, 2019 and 2018 (In Thousands)

	2019		2018
Cash flows from operating activities:			
Change in net assets	\$ 708	\$	11,615
Adjustments to reconcile change in net assets to net cash			
provided by operating activities:			
Depreciation	1,803		1,746
Change in allowance for doubtful accounts	(18)		(13)
Unrealized and realized gain on investment, net	(263)		(147)
Gain on acquisition	-		(11,351)
Changes in assets and liabilities:			
(Decrease) increase in:			
Receivables	(4,131)		2,726
Inventory	170		18
Prepaid expenses	286		(433)
Other assets	17		210
Increase (decrease) in:			
Accounts payable and accrued expenses	1,064		(210)
Accrued payroll and withheld taxes	665		(405)
Deferred revenue	417		(87)
Other liabilities	 61		37
Net cash provided by operating activities	 779		3,706
Cash flows from investing activities:			
Cash portion of gain on acquisition	-		431
Purchase of property and equipment	(1,032)		(1,249)
Purchase of investments	(5,849)		(5,215)
Proceeds from sale of investments	 4,632		4,967
Net cash used in investing activities	 (2,249)		(1,066)
Cash flows from financing activities:			
Principal payments on notes payable	(921)		(750)
Proceeds on notes payable	546		393
Net cash used in financing activities	 (375)		(357)
Net (decrease) increase in cash and cash equivalents	(1,845)		2,283
Cash and cash equivalents:			
Beginning	 7,296		5,013
Ending	\$ 5,451	\$	7,296
Supplemental disclosure of cash flow information:		•	400
Interest paid	\$ 112	\$	122

Notes to Consolidated Financial Statements (In Thousands)

Note 1. Nature of Activities and Significant Accounting Policies

Nature of activities: Melwood Horticultural Training Center, Inc. and Affiliates (the Center) is comprised of four entities: Melwood Horticultural Training Center, Inc. (MHTC), Melwood-Dolly Housing, Inc. (MDH), Melwood Veterans Services, LLC (MVS), and Linden Resources, Inc. (Linden). Linden was dissolved during the year ended June 30, 2019, and was fully integrated into MHTC.

MHTC, a Maryland corporation, supports and empowers people with disabilities throughout the local Washington, D.C. national capital area, creating opportunities for their personal success. Programs include vocational training, employment, community living, leisure, travel and recreational services. MHTC serves over 2,100 people annually, is fully licensed by the Developmental Disabilities Administration of the state of Maryland, and is accredited by the Rehabilitation Accreditation Commission (CARF) and the American Camp Association (ACA). MHTC's programs are recognized locally, nationally and internationally.

Employment is provided through service contracts with major federal government agencies, with state, county, local governments and commercial firms. Financial stability is enhanced through fundraising initiatives that include a vehicle donation program. Support services are furnished in homes owned or leased by MHTC with staff provided to meet the needs of the residents. A unique recreation and travel program provides leisure opportunities either on-site at an MHTC-owned camping facility or through planned vacation trips.

MDH is a Maryland corporation, financially supported by U.S. Department of Housing and Urban Development (HUD) funds under Section 202 of the National Housing Act, or Section 811 of the National Affordable Housing Act. Sections 202 and 811 require compliance with regulations as required by HUD. MHTC has control over the Board of Directors of MDH.

MHTC established MVS, a Maryland Limited Liability Company, on May 5, 2016, for the purpose of assisting veterans with employment, career development, community reintegration and identifying additional resources and support services they need to thrive both in their professional and personal lives. Some of MVS' programming provides veterans suffering from physical and emotional trauma with strategies and techniques to approach life with renewed purpose and positivity. MHTC is the single member of MVS. As of June 30, 2019, there has yet to be any economic activity within the MVS entity.

Effective July 1, 2017, the Center became the sole member of Linden and has the ability to control the composition of Linden's Board of Directors. Linden is a 501(c)(3) nonprofit organization that was established in 1959 with a similar mission as the Center's exempt purpose. The transaction was accounted for as an acquisition for accounting purposes on July 1, 2017, where the Center, for consolidated financial reporting purposes, used fair value to initially record Linden's assets acquired and liabilities assumed. Linden's assets and liabilities at carrying value at June 30, 2017, were approximately \$6.1 million and \$1.6 million, respectively, for a net asset total of approximately \$4.5 million. Based on management's evaluation of Linden's assets and liabilities, the fair value of most of the assets and liabilities was approximately the book value with the exception of real property owned by Linden. Based on the appraisal information, the fair value of the real property exceeded the net carrying value of that real property. Under acquisition accounting principles for nonprofit organizations, the Center recorded a contribution on its consolidated statement of activities for the excess of assets over liabilities, at fair value, for the year ending June 30, 2018. Linden was the sole member of Linden Services LLC (LS LLC), which had no activities at the time of the acquisition. During the year ended June 30, 2019, Linden completed transition matters to MHTC and effectively terminated.

Notes to Consolidated Financial Statements (In Thousands)

Note 1. Nature of Activities and Significant Accounting Policies (Continued)

A summary of significant accounting policies of the Center is as follows:

Basis of accounting: The accompanying consolidated financial statements are presented in accordance with the accrual basis of accounting, whereby unconditional support is recognized when received, revenue is recognized when earned and expenses are recognized when incurred.

Basis of presentation: The consolidated financial statement presentation follows the recommendations under the Not-for-Profit Entities Topic of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC). Under this ASC, the Center is required to report information regarding its financial position and activities according to two classes of net assets: net assets without donor restrictions and net assets with donor restrictions.

Principles of consolidation: The consolidated financial statements include the accounts of MHTC, MDH, MVS and Linden. All significant intercompany accounts and transactions have been eliminated for consolidation.

Cash and cash equivalents: For purposes of the consolidated statements of cash flows, the Center considers all highly liquid investments available for current use with an initial maturity of three months or less when purchased to be cash equivalents. Cash and cash equivalents held in the investment portfolio are excluded from cash and cash equivalents in reporting cash flows.

Financial risk: The Center maintains its cash in bank deposit accounts, which at times, may exceed federally insured limits. The Center has not experienced any losses in such accounts. The Center believes it is not exposed to any significant financial risk on cash.

The Center invests in a professionally managed portfolio that consists of various securities. Such investments are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with such investments and the level of uncertainty related to changes in the value of such investments, it is at least reasonably possible that changes in risks in the near term could materially affect investment balances and the amounts reported in the consolidated financial statements.

Receivables: Receivables primarily consist of amounts due on business contracts from the federal government, and are carried at original invoice amount less an estimate made for doubtful receivables based on a review of all outstanding amounts on a monthly basis. Management determines the allowance for doubtful accounts by identifying troubled accounts and by using the historical experience applied to an aging of accounts. Receivables are written off when deemed uncollectible. Recoveries of receivables previously written off are recorded when received. The provision for doubtful accounts at June 30, 2019 and 2018, was \$307 and \$325, respectively.

Unbilled accounts receivables are included in receivables and consist of services performed prior to billing the federal government. Billings usually occur in the month after the services are performed or in accordance with specific contractual provisions.

Inventory: Inventory consists primarily of donated vehicles held for sale. Donated vehicles are stated at an estimated fair market value at the date of receipt.

Notes to Consolidated Financial Statements (In Thousands)

Note 1. Nature of Activities and Significant Accounting Policies (Continued)

Property and equipment: Property and equipment are carried at cost, less accumulated depreciation. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in operations for the period. The cost of maintenance and repairs is charged to operations as incurred, and significant renewals and betterments are capitalized. MHTC capitalizes all asset purchases in excess of \$1.5; MDH capitalizes all asset purchases in excess of \$0.5: Linden capitalizes all asset purchases in excess of \$1.5.

Depreciation of furniture, equipment, buildings and building improvements is provided on a straight-line basis over their estimated useful lives.

Donated property and equipment are recorded at their fair value at the date of receipt. The Center releases restrictions for contributions restricted to property and equipment as the property and equipment is placed into service. In the absence of donor-imposed restrictions on the use of the assets, gifts of long-lived assets are reported as unrestricted support.

Valuation of long-lived assets: The Center reviews property and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of the long-lived asset is measured by a comparison of the carrying amount of the asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the estimated fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less costs to sell.

Investments: Investments in equity securities with readily determinable fair values and all investments in debt securities are reflected at fair market value. To adjust the carrying values of these securities, the change in fair market value is recorded as a component of investment income (loss) in the consolidated statements of activities.

Support and revenue: Unconditional contributions received are recorded as without donor restrictions, or with donor restrictions, depending on the existence and/or nature of any donor restrictions.

All donor-restricted support is reported as an increase in net assets with donor restrictions, depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the consolidated statements of activities as net assets released from restrictions.

Unconditional promises to give, including grants, are recognized as revenue or gains in the period received and as assets, decreases of liabilities or expenses, depending on the form of the benefits received. Conditional promises to give, including grants, are recognized when the conditions on which they depend are substantially met.

Fixed-price contract revenue is recognized ratably over the contract term based on proportional performance or straight-line method, as appropriate. Time and materials contracts are recognized as time is incurred at the contractual rates and materials consumed in the performance of the contract. Contract revenue received in the current period for future periods is recorded as deferred revenue.

Service fees and sales revenue are recognized when services are provided or at the point of sale.

Notes to Consolidated Financial Statements (In Thousands)

Note 1. Nature of Activities and Significant Accounting Policies (Continued)

Donated materials consist of vehicles from private donors and are recognized at the auction sale price, which approximates fair value. Funds received from the sale of vehicles are used by the Center in various ongoing programs.

Advertising: Advertising costs are expensed as incurred. For the years ended June 30, 2019 and 2018, the Center incurred advertising costs of \$1,176 and \$1,219, respectively.

Income taxes: MHTC, Linden, MDH and MVS are generally exempt from federal income taxes under the provisions of Section 501(c)(3) of the Internal Revenue Code (IRC). In addition, they qualify for charitable contribution deductions and have been classified as organizations that are not private foundations. Income that is not related to exempt purposes, less applicable deductions, is subject to federal and state corporate income taxes. MHTC, Linden, MDH and MVS did not have any material net unrelated business income for the years ended June 30, 2019 and 2018.

The Center adopted the accounting standard on accounting for uncertainty in income taxes, which addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the consolidated financial statements. Under this guidance, the Center may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position.

Management evaluated the Center's tax positions and concluded that the Center has taken no uncertain tax positions that require adjustment to the consolidated financial statements to comply with the provisions of this guidance. Generally, the Center is no longer subject to income tax examinations by the U.S. federal, state or local tax authorities for years before 2016.

Functional allocation of expenses: The costs of providing various programs and supporting services have been summarized on a functional basis in the consolidated statements of activities and functional expenses. Accordingly, certain supporting overhead and facility costs have been allocated among the programs and supporting services benefited.

Use of estimates: The preparation of consolidated financial statements 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 could differ from those estimates.

Subsequent events: The Center evaluated subsequent events through November 6, 2019, which is the date the consolidated financial statements were available to be issued.

Recent accounting pronouncement (adopted): In August 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-14, Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities. The amendments in this ASU make improvements to the information provided in financial statements and accompanying notes of not-for-profit entities. The amendments set forth the FASB's improvements to net asset classification requirements and the information presented about a not-for-profit entity's liquidity, financial performance and cash flows. This standard was adopted by the Center effective July 1, 2018. As permitted by the ASU in the year of adoption, the Center presented the disclosure on liquidity for 2019 only.

Notes to Consolidated Financial Statements (In Thousands)

Note 1. Nature of Activities and Significant Accounting Policies (Continued)

Recent accounting pronouncements (not adopted): In November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash. The amendments in this ASU require that a statement of cash flows explain the change during the period in the total of cash, cash equivalent and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The ASU will be effective for fiscal years beginning after December 15, 2018. The changes in this ASU should generally be applied on a retrospective basis in the year that the ASU is first applied. The Center is currently evaluating the impact of this ASU on its consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*, requiring an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. Additional updates have been made in 2015 and 2016 to further clarify the guidance in Topic 606. The updated standard will replace most existing revenue recognition guidance in U.S. GAAP, including industry specific guidance, and permits the use of either a full retrospective or retrospective with cumulative-effect transition method. The updated standard becomes effective for the Center for annual reporting periods beginning after December 15, 2018. Early adoption is permitted for annual reporting periods beginning after December 15, 2016. The Center has not elected to early adopt this standard for the year ended June 30, 2019, and has not yet selected a transition method. The Center is currently evaluating the effect that the updated standard will have on its consolidated financial statements.

In June 2018, the FASB issued ASU 2018-08, *Not-for-Profit Entities (Topic 958): Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made.* This ASU clarifies the guidance for evaluating whether a transaction is reciprocal (i.e., an exchange transaction) or nonreciprocal (i.e., a contribution) and for distinguishing between conditional and unconditional contributions. The ASU also clarifies the guidance used by entities other than not-for-profits to identify and account for contributions made. The ASU has different effective dates for resource recipients and resource providers. Additionally, the ASU provides for earlier effective dates for public business entities. As the Center is the resource recipient, the ASU is applicable to contributions received for annual periods beginning after December 15, 2018, including interim periods. Where the Center is a resource provider, the ASU is effective for annual periods beginning after December 15, 2019, including interim periods. Early adoption is permitted. The Center is currently evaluating the impact of the adoption of this guidance on its financial statements. The adoption of ASU 2018-08 is not expected to have a material impact on the Center's consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases* (Topic 842). The guidance in this ASU supersedes the leasing guidance in Topic 840, *Leases*. Under the new guidance, lessees are required to recognize lease assets and lease liabilities on the balance sheet for all leases with terms longer than twelve months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. The new standard is effective for fiscal years beginning after December 15, 2020, and interim periods beginning after December 15, 2021. In addition, in July 2018, the FASB issued ASU 2018-10, Codification Improvements to Topic 842, Leases. The standard provides further guidance on technical issues brought to the FASB's attention in connection with the implementation of ASU 2016-02. The effective date is the same as the effective date of ASU 2016-02. The Center is currently evaluating the impact of adopting the new standard on the consolidated financial statements.

Notes to Consolidated Financial Statements (In Thousands)

Note 2. Property and Equipment

Property and equipment and accumulated depreciation at June 30, 2019, and depreciation expense for the year ended June 30, 2019, are as follows:

Asset Category	Estimated Useful Lives	******	Cost	 cumulated preciation	Net Book Value	De	preciation
Buildings and improvements	6 to 40 years	\$	25,413	\$ 13,223	\$ 12,190	\$	850
Transportation equipment	3 to 7 years		7,811	7,193	618		368
Training equipment							
and furnishings	3 to 10 years		4,906	4,182	724		398
Office equipment	3 to 7 years		5,493	4,882	611		151
Land	_		5,809	_	5,809		_
Work in progress – construction	_		193	-	193		_
Software in progress			_	_	_		-
Residential equipment	3 to 10 years		336	78	258		36
		\$	49,961	\$ 29,558	\$ 20,402	\$	1,803

Property and equipment and accumulated depreciation at June 30, 2018, and depreciation expense for the year ended June 30, 2018, are as follows:

Asset Category	Estimated Useful Lives	Cost	 cumulated preciation	Net Book Value	De	preciation
Buildings and improvements Transportation equipment	6 to 40 years 3 to 7 years	\$ 24,720 7,424	\$ 12,413 6,862	\$ 12,307 562	\$	816 378
Training equipment and furnishings	3 to 10 years	4,519	3.805	714		298
Office equipment	3 to 7 years	5,989	4,860	1,129		218
Land	_	5,809	-	5,809		-
Work in progress – construction	-	324	-	324		-
Software in progress		34	-	34		-
Residential equipment	3 to 10 years	 336	42	294		36
		\$ 49,155	\$ 27,982	\$ 21,173	\$	1,746

Note 3. Investments

Investments at June 30, 2019 and 2018, consist of the following:

	2019	2018
Equity securities, including exchange traded funds	 ***	
and mutual funds	\$ 5,286	\$ 5,031
Fixed income securities and mutual funds	2,512	2,264
Cash and cash equivalents	 2,273	1,296
	\$ 10,071	\$ 8,591

Notes to Consolidated Financial Statements (In Thousands)

Note 3. Investments (Continued)

Investment income gain for the years ended June 30, 2019 and 2018, is comprised as follows:

	 2019	2018
Interest and dividend income Realized and unrealized gains	\$ 274 263	\$ 242 147
Investment fees	(59)	 (59)
	\$ 478	\$ 330

Note 4. Line of Credit

The Center maintains a \$15,000 revolving line of credit with a bank, which will expire in May 2021. Borrowings are collateralized by all of the Center's assets. Monthly interest payments are the lower of the bank's 30-day indexed prime rate (5.5% and 5% at June 30, 2019 and 2018, respectively) plus 0.5%, or 3.75%. The line of credit balance as of June 30, 2019 and 2018, was \$0.

Note 5. Notes Payable

Notes payable at June 30, 2019 and 2018, consist of the following:

	2019	 2018
Term loan	\$ 866	\$ 1,054
Mortgage notes	587	594
Automobile loans	1,376	1,377
Capital leases	 9	188
	\$ 2,838	\$ 3,213

Term loan: A bank term loan of \$2,085 was acquired during April 2009. The monthly payment for the loan is \$18 with an interest rate of 3.5%.

Mortgage notes: The Center has a real estate mortgage note with a principal balance of \$47 and \$54 at June 30, 2019 and 2018, respectively. The real estate associated with this note is used to provide facilities-based day programming. The note has an interest rate of 6% and calls for monthly payments of principal and interest of approximately \$1. In addition, MDH has a mortgage note with a principal balance of \$540 at June 30, 2019 and 2018, representing a firm commitment for Capital Advance Financing provided by HUD and which requires no principal and interest payments unless an event of default occurs. If the organization does not default, the note will be forgiven on December 31, 2040.

Automobile loans: MHTC has automobile loans with various interest rates averaging 4.75% and payment terms over 60 months. Monthly payments on these loans as of June 30, 2019, total \$52.

Capital leases: MHTC has capital leases for equipment with an interest rate of 1.3% and payments terms over 36 months. Monthly payments on these loans as of June 30, 2019, total \$9.

Notes to Consolidated Financial Statements (In Thousands)

Note 5. Notes Payable (Continued)

The minimum principal payments on the mortgage, term loan, automobile loans and capital leases at June 30, 2019, are as follows:

Years ending June 30:	
2020	\$ 761
2021	537
2022	482
2023	363
2024	148
Thereafter	 547
	\$ 2,838

Interest expense for the years ended June 30, 2019 and 2018, was \$112 and \$122, respectively.

Note 6. Fair Value Measurements

The Fair Value Measurement Topic of the FASB ASC establishes a fair value hierarchy that is based on the valuation inputs used in the fair value measurements. This topic applies to all assets and liabilities that are being measured and reported on a fair value basis. The topic requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

- Level 1: Quoted market prices in active markets for identical assets or liabilities.
- Level 2: Observable market-based inputs or unobservable inputs corroborated by market data.
- Level 3: Unobservable inputs that are not corroborated by market data.

Notes to Consolidated Financial Statements (In Thousands)

Note 6. Fair Value Measurements (Continued)

In determining the appropriate levels, the Center performs a detailed analysis of the assets and liabilities that are subject to the Fair Value Measurement Topic. At each reporting period, all assets and liabilities for which the fair value measurement is based on significant unobservable inputs are classified as Level 3. The tables below present the balances of assets measured at fair value on a recurring basis by level within the hierarchy:

	June 30, 20						
	Total		Level 1		Level 2		Level 3
Fixed income:							
Government bonds	\$ 985		-	\$	985	\$	_
Corporate bonds	1,527		_		1,527		-
Cash and cash equivalents:							
Institutional money market	2,273		2,273		-		-
Equity securities:							
Basic materials	290		290		-		-
Communication services	46		46		-		-
Consumer discretionary	470		470		-		-
Consumer staples	259		259		-		
Energy	152		152				-
Emerging markets	219		219		_		_
Financial services	481		481		_		_
Healthcare	239		239		_		-
Industrials	343		343		-		-
Large growth	686		686		-		-
Large value	642		642		-		-
Multialternative	545		545		-		-
Real estate	123		123		-		-
Technology	390		390		-		-
Utilities	98		98		-		
World bond	303		303		-		-
	\$ 10,071	\$	7,559	\$	2,512	\$	-

Notes to Consolidated Financial Statements (In Thousands)

Note 6. Fair Value Measurements (Continued)

	 June 30, 2018						
	 Total		Level 1		Level 2		Level 3
Fixed income:							
Government bonds	\$ 532		-	\$	532	\$	-
Corporate bonds	1,732		-		1,732		-
Cash and cash equivalents:							
Institutional money market	1,296		1,296		=		-
Equity securities:							
Multialternative	771		771				-
Communication services	30		30		_		_
Real estate	114		114		-		-
Basic materials	296		296		-		-
World bond	432		432		_		_
Large growth	627		627		_		-
Large value	584		584		_		_
Consumer services	13		13		-		-
Financial	359		359		-		-
Technology	396		396		-		-
Consumer cyclical	423		423		-		-
Consumer defensive	262		262		-		_
Healthcare	184		184		-		-
Industrial goods	350		350		-		-
Utilities	62		62		-		-
Energy	 128		128				
	\$ 8,591	\$	6,327	\$	2,264	\$	-

The equity securities of the Center are publicly traded and are considered Level 1 items. The Center's government bonds and corporate bonds are priced based on their stated interest rates quality ratings. The interest and quality ratings are observable at commonly quoted intervals for the full term of the instruments and are, therefore, considered Level 2 items.

Notes to Consolidated Financial Statements (In Thousands)

Note 7. Net Assets With Donor Restrictions

With donor-restricted net assets include donor-restricted funds, which are only available for program activities or general support designated for future years. With donor-restricted net assets are available for the following purposes. Also, The Board of Directors of MHTC has interpreted the Maryland-enacted version of the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds, absent explicit donor stipulations to the contrary. The Board has determined that the original gift value for donor-restricted funds was \$942 (100% perpetual duration) as of June 30, 2019 and 2018. As a result of this interpretation, the Center classifies as the permanently \$942 as a part of with donor-restricted net assets: (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the with donor-restricted endowment fund that is not classified as the \$942 permanently restricted net assets is also classified as with donor-restricted net assets, until those amounts are appropriated for expenditure by the Center in a manner consistent with the standard of prudence prescribed by UPMIFA.

	_	salance 30, 2018		estment Sains	Re	leased		alance 30, 2019
Endowment funds-held in perpetuity Amounts subject to UPMIFA policy	\$	942 406	\$	- 81	\$	- (67)	\$	942 420
	\$	1,348	\$	81	\$	(67)	\$	1,362
	_	alance e 30, 2017	G	estment ains or ributions	Re	leased	_	alance e 30, 2018
Endowment funds-held in perpetuity Amounts subject to UPMIFA policy Bequest receivable	\$	942 408 225	\$	- 65 -	\$	(67) (225)	\$	942 406 -
	\$	1,575	\$	65	\$	(292)	\$	1,348

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

- · The duration and preservation of the fund
- · The purposes of the Center and the with eonor-restricted endowment fund
- General economic conditions
- The possible effect of inflation and deflation
- The expected total return from income and the appreciation of investments

Notes to Consolidated Financial Statements (In Thousands)

Note 7. Net Assets With Donor Restrictions (Continued)

- Other resources of the Center
- · The investment policies of the Center

Return objectives and risk parameters: MHTC has adopted investment and spending policies for investment assets that attempt to provide a predictable stream of funding to programs supported by its investment, while seeking to maintain the purchasing power of the investment assets. Investment assets include those assets of donor-restricted funds that MHTC must hold in perpetuity or for a donor-specified period, as well as board designated funds. Under this policy, as approved by the Board of Directors, the investment assets are invested in a manner to seek average annual returns that are on par with similar groups of investments, depending on the stated investment objectives. A specific percentage rate of return, due to the state of the economy, has not been determined. This objective shall have a long-term, indefinite time horizon, and shall provide a wide diversification of investments to reduce risk and to produce incremental returns.

Strategies employed for achieving objectives: To satisfy its long-term, incremental rate of return objectives, MHTC relies on a total return strategy, in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). MHTC targets a diversified asset allocation base with the following parameters:

	Current	
Minimum	Exposure	Maximum
40%	52%	60%
30%	25%	50%
0%	23%	10%

Spending policy and how the investment objective relates to spending policy: Both with donor-restricted and Board designated funds allow management to withdraw income from the endowment fund to be used for general operations. Effective for the year ended June 30, 2017, MHTC has adopted a 5% to 7% spending policy covering donor-restricted endowment funds. However, management, to date, has elected to roll over income to unrestricted funds for the Board designated fund type.

Investment net asset composition by type of fund as of June 30, 2019, is as follows:

	Vithout Donor Restrictions	With Donor Restrictions	Total		
Board designated funds Donor-restricted endowment funds	\$ 8,709	\$ - 1,362	\$	8,709 1,362	
Total funds	\$ 8,709	\$ 1,362	\$	10,071	

Notes to Consolidated Financial Statements (In Thousands)

Note 7. Net Assets With Donor Restrictions (Continued)

Investment net asset composition by type of fund as of June 30, 2018, is as follows:

	thout Donor estrictions	With Donor Restrictions		Total	
Board designated funds	\$ 7,243	\$ _	\$	7,243	
Donor-restricted endowment funds	 -	 1,348		1,348	
Total funds	\$ 7,243	\$ 1,348	\$	8,591	

Changes in investment net assets for the year ended June 30, 2019, are as follows:

Investment net assets, beginning of year Investment income, net Contributions Other changes: Appropriations Investment net assets, end of year	Without Donor Restrictions			ith Donor estrictions	Total	
Investment net assets, beginning of year	\$	7,243	\$	1,348	\$ 8,591	
Investment income, net		397		81	478	
Contributions		1,069		-	1,069	
Other changes:						
Appropriations		_		(67)	(67)	
Investment net assets, end of year	\$	8,709	\$	1,362	\$ 10,071	

Changes in investment net assets for the year ended June 30, 2018, are as follows:

	 hout Donor estrictions	 /ith Donor estrictions	 Total
Investment net assets, beginning of year	\$ 4,666	\$ 1,350	\$ 6,016
Investment income, net	265	65	330
Contributions	2,312	-	2,312
Other changes:			
Appropriations	_	(67)	(67)
Investment net assets, end of year	\$ 7,243	\$ 1,348	\$ 8,591

Note 8. Board Designated Net Assets

Unrestricted board designated net assets at June 30, 2019 and 2018, consisted of \$8,709 and \$7,243, respectively, designated by the Center's Board of Directors to be used for the Melwood Investment Fund.

Notes to Consolidated Financial Statements (In Thousands)

Note 9. Retirement and Other Compensation Plans

The Center has a contributory 403(b) Retirement Plan for all eligible non-Service Contract Act (SCA) employees. Employees are able to participate in the Plan immediately upon hire. The Plan provides a matching employer contribution under certain conditions. Employees are eligible to receive employer matching contributions after one year of service and 1,000 hours of work with the Center. All participating employees are eligible to receive matching contributions equal to half of their elected deferral up to 5% of wages. Employees who began employment with the Center on or after January 1, 2005, are subject to a three-year graded vesting schedule; all other employees are fully vested in the Center's contributions immediately upon receipt. For the years ended June 30, 2019 and 2018, the Center contributed \$233 and \$168, respectively, to the Plan.

The Center has a contributory 401(k) Retirement Plan for all SCA employees. Eligible employees are able to elect to have a portion of their pay deferred to this Plan. There is no employer match. Additionally, the Plan contains the Melwood Service Contract Act Retirement Plan (SCRP).

The Center has the SCRP falling under the SCA for its service contract employees working ten or more hours per month. Employees earn Health and Welfare funding on a per hour paid basis up to a maximum of 40 hours per week. Health and Welfare dollars pay for active employee benefits. Excess funds are then collected in a Premium Reserve Account until it had a balance equivalent to three months' premiums. After that, excess Health and Welfare funding is placed in the SCRP on a quarterly basis.

The Center has a contingent executive severance obligation for the President and Chief Executive Officer in the case of an involuntary termination without cause. Upon such an event, a predetermined portion of one year's annual salary and any prorated earned bonus is required to be paid by the Center to the President/Chief Executive Officer. This payment may be made in one lump sum or over a reasonable period of time using standard pay practices at the Center's discretion.

The Center has established two deferred compensation plans under Section 457(b) and Section 457(f) of the IRC for the benefit of the President and Chief Executive Officer, respectively. Eligible contributions made the 457(b) plan vest immediately but contributions made to the 457(f) plan vest on June 30, 2020. Assets in the plans at June 30, 2019 and 2018 were \$179 and \$120, respectively, and included in other assets on the consolidated balance sheets. Accrued liabilities related to the plans at June 30, 2019 and 2018 were \$147 and \$87, respectively, and included in other liabilities in the consolidated balance sheets.

Note 10. Customer Concentrations

During the years ended June 30, 2019 and 2018, approximately 86% and 84% of the Center's revenue was substantially derived from contracts with the federal government through the AbilityOne program. Significant reduction of funding under these contracts would have a significant impact on the operations of the Center.

Notes to Consolidated Financial Statements (In Thousands)

Note 11. Contingencies

Grants: The Center receives support and revenue in the form of grants and contributions. The principal grantor is the State of Maryland, Department of Health and Mental Hygiene. Final determination of allowable costs is subject to audit or review by representatives or agents of the appropriate grantor. Management does not anticipate any adjustments by the grantors. The Center relies on the continued receipt of grants and contributions to provide ongoing programs.

Letters of credit: The Center has \$1,195 in letters of credit with a financial institution to cover potential workers' compensation claims. The letter with the financial institution is required by the Center's workers' compensation insurer and allows the insurer to draw on it at any time. In addition, another letter of credit for \$448 is in effect with the state of Maryland to cover unemployment costs, as the Center is self-insured. These letters of credit continue until final termination of the prior workers' compensation and until continued unemployment claims are finalized.

Claims and litigation: In the ordinary course of business, the Center is a party to claims and litigation. Management, based on consultation with legal counsel, is of the opinion that the ultimate outcome of these matters will have no material impact on the financial position, change in net assets or liquidity of the Center.

Self-insured agreement: MHTC maintains a self-insurance program for its unemployment insurance coverage for the states of Maryland, Virginia and the District of Columbia. Self-insurance cost is accrued based on claims reported as of the consolidated balance sheet date, as well as an estimated liability for claims incurred but not reported. The total accrued liability for self-insured unemployment costs was \$489 and \$247 as of June 30, 2019 and 2018, respectively.

Effective January 1, 2014, MHTC maintains a self-insured medical health plan model and a high-deductible workers' compensation plan, whereby MHTC covers the cost of medical claims its employees incurs. MHTC has stop loss coverage for this plan to cover claims in excess of \$200 per participant per year. Employees make contributions to the plan consistent with premiums paid per the old plan based on type of coverage. MHTC's liabilities for the self-insured medical health plan and workers' compensation plan are as follows:

	 2019	 2018
Self-insured medical health plan Workers' compensation plan	\$ 1,163 48 9	\$ 1,097 247
	\$ 1,652	\$ 1,344

Notes to Consolidated Financial Statements (In Thousands)

Note 12. Liquidity

MHTC regularly monitors liquidity required to meet its annual operating needs and other contractual commitments while also striving to maximize the return on investment of its funds not required for annual operations. As of June 30, 2019, the following financial assets are available to meet annual operating needs of the 2020 fiscal year (numbers are stated in thousands):

Cash and cash equivalents	\$ 5,451
Accounts receivable, net	19,481
Anticipated withdrawal on endowment in 2020	 67
Total financial assets available for general expenditure within one year	\$ 24,999

MHTC has various sources of liquidity at its disposal, including cash and cash equivalents, a line of credit, and an equipment facility line. See Note 4 for information about the Center's lines of credit.

In general, principal and interest on endowment are Board restricted investment and the funds are not included in the analysis as those amounts are for long term expanding beyond one year or more, therefore, these assets are not available to meet current operating needs. However, as a part of MHTC's policy, 5% to 7% of net assets with donor restrictions endowment funds are moved and available for general operations at management discretion. Unconditional contributions received or receivable due within one year are considered available for use in meeting annual operating needs (liquid), and conditional contributions become liquid as barriers/obligations are met. As discussed in Note 8, the Board has designated net assets in the amount of \$8,709 for long-term investment. As such, these funds are not reflected as available for general expenditure over the next twelve months. However, the Board may undesignated all or a portion of these funds on a current basis at its discretion.



RSM US LLP

Independent Auditor's Report on the Supplementary Information

To the Board of Directors

Melwood Horticultural Training Center, Inc.

We have audited the consolidated financial statements of Melwood Horticultural Training Center, Inc. and Affiliates (the Center) as of and for the years ended June 30, 2019 and 2018, and have issued our report thereon, which contained an unmodified opinion on those consolidated financial statements. See pages 1 and 2. Our audits were performed for the purpose of forming an opinion on the consolidated financial statements as a whole.

The consolidating information is presented for purposes of additional analysis rather than to present the financial position and results of activities of the individual entities 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 consolidating 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.

RSM US LLP

Gaithersburg, Maryland November 6, 2019

Consolidating Balance Sheet June 30, 2019 (In Thousands)

(in inousands)		MHTC	lelwood Dolly using, Inc.	Consolidating Adjustment		nsolidated Total
Assets						
Current assets:						
Cash and cash equivalents	\$	5,375	\$ 76	\$ -	\$	5,451
Receivables, net		19,997	14	(530)		19,481
Inventory		111	-			111
Prepaid expenses		426	-	-		426
Total current assets		25,909	90	(530)		25,469
Property and equipment, net		20,099	303	_		20,402
Investments		10,071	-	-		10,071
Other assets		1,290	 42	 -		1,332
	<u>\$</u>	57,369	\$ 435	\$ (530)	\$	57,274
Liabilities and Net Assets						
Current liabilities:						
Accounts payable and accrued expenses	\$	8,598	\$ 530	\$ (530)	\$	8,598
Accrued payroll and withheld taxes		4,698	-	-		4,698
Notes payable, current portion		761	-	-		761
Deferred revenue		559	-	 -		559
Total current liabilities		14,616	530	(530)		14,616
Notes payable, net of current portion		1,537	540	-		2,077
Other liabilities		147	1	-		148
		16,300	 1,071	 (530)		16,841
Net assets:						
Without donor restrictions						
Undesignated		30,998	(636)	-		30,362
Board designated		8,709	-	 -		8,709
		39,707	(636)	-		39,071
With donor restrictions		1,362	 -	 		1,362
		41,069	(636)			40,433
	\$	57,369	\$ 435	\$ (530)	\$	57,274

Consolidating Statement of Activities Year Ended June 30, 2019 (In Thousands)

,		Melwood-			
		Dolly		Consolidating	
	MHTC	Housing, Inc.	Linden	Adjustment	Total
Support and revenue:					
Public support:					
Monetary contributions	\$ 384	\$ -	\$ -	\$ -	\$ 384
Donated items	2,442	-	-	-	2,442
Government and private grants	286	-	-	-	286
Contract revenue	95,274	-	420	-	95,694
Sales revenue	20	-	-	-	20
Service fees	11,065	-	_	=	11,065
Other	602	114	-	-	716
Intercompany contribution revenue	10,829		-	(10,829)	-
Total public support	120,902	114	420	(10,829)	110,607
Investment income	478	-	_	-	478
Total support and revenue	121,380	114	420	(10,829)	111,085
Expenses:					
Program expenses:					
Employment services	76,624	-	47	-	76,671
Community services	11,041	142	_	-	11,183
Therapeutic services	1,354	-	_	_	1,354
Veterans services	1,241	_	-	-	1,241
Intercompany contribution expense	-		10,829	(10,829)	-
Total program expenses	90,260	142	10,876	(10,829)	90,449
Supporting services:					
Management and general	15,916	14	-	_	15,930
Fundraising	3,998	-	_	_	3,998
Total supporting services	19,914	14	-	-	19,928
Total expenses	110,174	156	10,876	(10,829)	110,377
Change in net assets	11,206	(42)	(10,456)	-	708
Net assets:					
Beginning	29,863	(594)	10,456	<u> </u>	39,725
Ending	\$ 41,069	\$ (636)	\$ -	\$ -	\$ 40,433