

# **Penobscot Shores Association**

Financial Statements and Other Financial Information

For the Years Ended September 30, 2023 and 2022 With Independent Accountants' Review Report

> Baker Newman & Noyes LLC MAINE | MASSACHUSETTS | NEW HAMPSHIRE 800.244.7444 | <u>www.bnncpa.com</u>







## INDEPENDENT ACCOUNTANTS' REVIEW REPORT

Board of Directors Penobscot Shores Association

We have reviewed the accompanying financial statements of Penobscot Shores Association, which comprise the balance sheets as of September 30, 2023 and 2022, the related statements of revenues and expenses, changes in shareholders' equity and cash flows for the years then ended, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

#### **Emphasis of Matter**

As discussed in Notes 2 and 9 to the financial statements, in 2023, Penobscot Shores Association has changed its method of accounting for leases, effective October 1, 2022, due to the adoption of Accounting Standards Codification Topic 842, *Leases*. Our opinion is not modified with respect to this matter.

#### 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.

#### Accountants' Responsibility

Our responsibility is to conduct the review engagement in accordance with *Statements on Standards for Accounting and Review Services* promulgated by the Accounting and Review Services Committee of the American Institute of Certified Public Accountants. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

We are required to be independent of Penobscot Shores Association and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements related to our review.

Board of Directors Penobscot Shores Association

#### Accountants' Conclusion

Based on our review, we are not aware of any material modifications that should be made to the financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

Baker Newman's Nayes LLC

Portland, Maine February 14, 2024

# **BALANCE SHEETS**

# September 30, 2023 and 2022

	<u>2023</u>	2022
ASSETS		
Cash and cash equivalents Replacement reserve (note 2) Accounts receivable Prepaids and other assets Buildings and equipment, net of accumulated depreciation (note 3) Right-of-use asset (note 9)	\$ 130,079 589,154 20,213 104,366 2,901,795 719,371	\$ 185,344 590,033 20,434 63,737 2,776,124 
Total assets	\$ <u>4,464,978</u>	\$ <u>3,635,672</u>
LIABILITIES AND SHAREHOLDERS' EQUI Accounts payable and accrued expenses Due to related parties (note 5) Long-term debt, related party note payable (note 8) Operating lease liability (note 9) Total liabilities	TY \$ 51,195 434,491 125,675 719,371 1,330,732	\$ 164,412 140,830  305,242
Shareholders' equity: Common stock, no par value, authorized 3,000 shares; issued and outstanding 54 shares (note 7) Retained earnings (deficit) Total shareholders' equity	8,657,133 (5,522,887) _3,134,246	8,657,133 (5,326,703) 3,330,430
Total liabilities and shareholders' equity	\$ <u>4,464,978</u>	\$ <u>3,635,672</u>

# STATEMENTS OF REVENUES AND EXPENSES

## Years Ended September 30, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Revenues:		
Resident fees (notes 2 and 5)	\$1,260,641	\$1,223,026
Dining revenue	160,929	164,538
Refurbishment fees	127,261	129,289
Miscellaneous	8,150	8,035
Total revenues	1,556,981	1,524,888
Expenses:		
Contracted services and related benefits (note 5)	600,244	643,281
Management fee (note 5)	71,800	69,965
Land lease (notes 5 and 9)	28,822	26,623
Supplies	76,454	114,335
Utilities and maintenance	339,940	383,958
Insurance	23,460	22,291
Real estate taxes	215,519	222,879
Purchased services	426,723	132,856
Legal and accounting	7,281	6,773
Other	65	9,682
Total expenses before depreciation	<u>1,790,308</u>	1,632,643
Deficiency of revenue over expenses before		
replacement reserve fund activity and depreciation	(233,327)	(107,755)
Replacement reserve fund activity:		
Assessments (notes 2 and 5)	320,118	447,734
Depreciation	(282,975)	(287,132)
(Deficiency) excess of revenues over expenses	\$ <u>(196,184</u> )	\$ <u>52,847</u>

# STATEMENTS OF SHAREHOLDERS' EQUITY

Years Ended September 30, 2023 and 2022

	<u>Com</u> Issued <u>Shares</u>	mon Stock	Retained Earnings (Deficit)	<u>Total</u>
Balances at September 30, 2021	54	\$8,657,133	\$(5,379,550)	\$3,277,583
Excess of revenues over expenses			52,847	52,847
Balances at September 30, 2022	54	8,657,133	(5,326,703)	3,330,430
Deficiency of revenues over expenses			(196,184)	(196,184)
Balances at September 30, 2023	<u>54</u>	\$ <u>8,657,133</u>	\$ <u>(5,522,887</u> )	\$ <u>3,134,246</u>

# STATEMENTS OF CASH FLOWS

## Years Ended September 30, 2023 and 2022

	<u>2023</u>	2022
Cash flows from operating activities:		
(Deficiency) excess of revenues over expenses	\$(196,184)	\$ 52,847
Adjustments to reconcile excess of revenues over		
expenses to net cash provided by operating activities:		
Depreciation	282,975	287,132
Changes in operating assets and liabilities:		
Accounts receivable	221	307
Prepaids and other assets	(40,629)	(23,422)
Accounts payable and accrued expenses	(113,217)	74,085
Due to related parties	293,661	63,273
Net cash provided by operating activities	226,827	454,222
Cash flows from investing activities:		
Purchases of buildings and equipment	(408,646)	(201,832)
Net change in replacement reserve	879	<u>(338,503</u> )
Net cash used by investing activities	(407,767)	(540,335)
Cash flows from financing activities:		
Proceeds from long-term debt	137,100	—
Payments on long-term debt	(11,425)	
Net cash provided by financing activities	125,675	
Decrease in cash and cash equivalents	(55,265)	(86,113)
Cash and cash equivalents at beginning of year	185,344	271,457
Cash and cash equivalents at end of year	\$ <u>130,079</u>	\$ <u>185,344</u>
Noncash investment and financing activities: Right-of-use asset obtained in exchange for lease liability	\$ <u>748,193</u>	\$
Supplemental information:		

### NOTES TO FINANCIAL STATEMENTS

Years Ended September 30, 2023 and 2022

#### 1. <u>Nature of Organization</u>

Penobscot Shores Association (the Community) is a cooperative housing corporation incorporated in the State of Maine on April 5, 1996. The Community began operations on September 27, 1996. The Community owns the retirement community of the same name located in Belfast, Maine. The community consists of twenty-six cottages and twenty-eight apartments. The primary purpose of the Community is to manage the operations of the retirement community and maintain the common elements.

#### 2. <u>Significant Accounting Policies</u>

The accounting policies that affect the more significant elements of the financial statements of the Community are summarized below:

#### Use of Estimates

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

#### Cash and Cash Equivalents

Highly liquid savings deposits and debt investments with maturities of three months or less when purchased are considered cash equivalents. For the years ended September 30, 2023 and 2022, the Community maintained cash balances in financial institutions exceeding federal depository insurance limits. However, management believes the credit risk related to these investments is minimal. The Community has not experienced any losses in such accounts.

#### Resident Fees and Replacement Reserve Fund Assessment

The replacement reserve consists of cash and cash equivalents.

Residents are subject to monthly fees and meal plan charges to provide funds for the Community's operating expenses and routine capital acquisitions. Any excess fees at year end are retained by the Community for use in future years.

Additionally, the Community assessed monthly fees per unit to residents from \$1,970 to \$2,586 for the year ended September 30, 2023 and \$1,888 to \$2,507 for the year ended September 30, 2022; a portion of assessed fees are used to fund a replacement reserve. The replacement reserve will be utilized to fund future significant equipment and building repairs and replacement.

## NOTES TO FINANCIAL STATEMENTS

#### Years Ended September 30, 2023 and 2022

#### 2. Significant Accounting Policies (Continued)

The Community's governing documents require that funds be segregated for future major repairs and replacements to ensure that sufficient amounts are available to make repairs as needed. Such amounts are determined by the Board of Directors on an annual basis and a portion of residents' fees are allocated to the replacement reserve by the Board. The Community is responsible for the preservation and maintenance of all of the owned property.

The replacement reserve account, which is invested in a money market account, is comprised of the following at September 30:

	<u>2023</u>	<u>2022</u>
Balance, beginning of year Replacement reserve assessments and transfer Disbursements for repairs	\$ 590,033 457,300 <u>(458,179</u> )	\$ 251,530 462,734 <u>(124,231</u> )
Balance, end of year	\$ <u>589,154</u>	\$ <u>590,033</u>

Management has estimated the remaining useful lives and the replacement costs of the units which have been completed and are owned by the Community. The table included in the unaudited supplementary information of Future Major Repairs and Replacements is based on these estimates. Management will review its funding plan periodically and will make necessary changes in estimates and funding level as required to meet replacement costs. If management changes such estimates, funding levels of the replacement reserve may be different in order to meet the estimated replacement costs as incurred. Actual replacement expenditures may differ from amounts set aside in the replacement reserve and those variations may be material.

#### Buildings and Equipment

Buildings and equipment are recorded at cost at date of acquisition. Depreciation is calculated on a straight-line basis based upon lives which are intended to approximate the estimated useful life of the property. The Community's policy is to capitalize expenditures over \$2,500 with a life of more than one year and charge maintenance and repairs for expenditures which do not extend the lives of the related assets.

#### Revenue Recognition and Accounts Receivable

Residents' fees are based upon an annual budget determined by the Board of Directors. Residents are billed monthly for their share of the total residents' fees. Residents' fees are used to pay operating expenses of the Community and also are used to fund the replacement reserve account.

Additional services are available to residents upon request and are billed directly to each resident requesting such services. Revenues for such services are recorded on an accrual basis.

## NOTES TO FINANCIAL STATEMENTS

Years Ended September 30, 2023 and 2022

#### 2. <u>Significant Accounting Policies (Continued)</u>

Upon resale of units, the Waldo County Healthcare Management Company (WCHMC) retains a portion of the sale proceeds to use towards refurbishment of the unit. When the refurbishment work has been completed and recorded in the Community's accounting records, WCHMC transfers the cash collected at resale to the Community to cover this cost. Occasionally shareholders request upgrades for their units, which they fund. The revenue for unit refurbishment and upgrades totaled \$127,261 and \$129,289 in 2023 and 2022, respectively.

Accounts receivable are carried at billed amounts, less an allowance for doubtful accounts (where necessary) which is recorded based on an analysis by management of the collectibility of outstanding balances. Management considers the age of outstanding balances and past collection efforts in determining the allowance for doubtful accounts. There was no allowance for doubtful accounts at September 30, 2023 and 2022. Accounts are charged off when they are deemed uncollectible. Accounts receivable totaled \$20,213, \$20,434 and \$20,741 for the years ended September 30, 2023, 2022 and 2021, respectively.

#### <u>Leases</u>

In February 2016, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) No. 2016-02, *Leases (Topic 842)*, which requires that lease arrangements longer than twelve months result in an entity recognizing an asset and liability. The pronouncement is effective for the Community beginning October 1, 2022. Under Accounting Standards Codification (ASC) Topic 842, an entity may elect, as a practical expedient, not to reassess the lease classification for expired or existing leases. The Community has elected to adopt this practical expedient; as such, the lease classification of the transition lease will not be reassessed, and this lease will remain as an operating lease upon the Community's adoption of ASC Topic 842. See notes 5, 6 and 9 for a description of the Community's leases.

The Community determines if an arrangement is a lease at the inception of a contract. A lease is a contract, or part of a contract, that conveys the right to control the use of identified property, plant, or equipment (an identified asset) for a period of time in exchange for consideration.

The right-of-use asset represents the Community's right to use an underlying asset during the lease term and the lease liability represents the Community's obligation to make lease payments arising from the lease. The right-of-use asset and liability are recognized at the commencement date, based on the net present value of fixed lease payments over the lease term.

The Community determines the present value of future lease payments using the risk free rate as the discount rate as the Community's operating lease does not provide an implicit rate.

Operating lease expense is recognized on a straight-line basis over the lease term.

## NOTES TO FINANCIAL STATEMENTS

Years Ended September 30, 2023 and 2022

#### 2. <u>Significant Accounting Policies (Continued)</u>

#### Subsequent Events

Events occurring after the balance sheet date are evaluated by management to determine whether such events should be recognized or disclosed in the financial statements. The Community evaluates events subsequent to the balance sheet date and through February 14, 2024, the date the financial statements are available to be issued.

#### 3. <u>Buildings and Equipment</u>

Buildings and equipment are recorded at cost and consist of the following at September 30:

	<u>2023</u>	<u>2022</u>
Land improvements	\$ 1,881,230	\$ 1,641,699
Buildings and improvements	6,562,626	6,357,333
Equipment	2,928,151	2,928,151
Construction in progress	32,850	69,027
	11,404,857	10,996,210
Less accumulated depreciation	<u>(8,503,062</u> )	<u>(8,220,086</u> )
	\$ <u>2,901,795</u>	\$ <u>2,776,124</u>

#### 4. Income Taxes

The Community generally is taxed only on nonmembership income, such as interest income and earnings from commercial operations. Earnings from tenant-shareholders, if any, may be excluded from taxation if certain annual elections are made. Losses for tax purposes are expected to continue and tax loss carryforwards are not expected to be realized. Therefore, all deferred tax benefits otherwise recordable have been offset by a valuation allowance.

Under guidance issued by the FASB, assets and liabilities are established for uncertain tax positions taken or positions expected to be taken in income tax returns when such positions are judged to not meet the "more-likely-than-not" threshold, based upon the technical merits of the position.

The Community has evaluated the positions taken on its filed tax returns and has concluded no uncertain income tax positions exist at September 30, 2023.

## NOTES TO FINANCIAL STATEMENTS

Years Ended September 30, 2023 and 2022

## 5. <u>Transactions With MaineHealth Services</u>

WCHMC, a subsidiary of MaineHealth Services, served as the developer of the Community. Upon completion of a unit, WCHMC transferred the unit and related land improvements at its cost to the Community. The Community issued a stock certificate to WCHMC. WCHMC began activities to sell the stock to the ultimate resident of the respective unit. The resident does not own the specific unit, however, the share of stock entitles the individual to occupy the unit under a proprietary lease which is not transferable. Profit or loss on the initial sale of the stock was realized by WCHMC. When a resident wishes to leave the unit, sales of stock (unit) to a new resident are brokered by WCHMC. Upon sale, the Community cancels the share of stock to the original owner, issues a new share to the new owner and signs a new lease agreement. Gain or loss on resale is earned or incurred by the seller of the stock, and such gain or loss is, therefore, not reflected in the Community's financial statements. At September 30, 2023 and 2022, WCHMC owned seven and nine shares, respectively, of the Community.

The Community has a 99-year operating lease agreement with WCHMC to lease the land on which the retirement community is situated. The lease will expire on September 27, 2095, at which time the Community may buy the land at its fair market value. Rental payments may be adjusted for inflation based on the Consumer Price Index for all Urban Consumers, Boston Average yearly on the anniversary date of the lease. Rent paid to WCHMC was \$28,822 and \$26,623, respectively, for the years ended September 30, 2023 and 2022.

Amounts due to MaineHealth Services and subsidiaries totaled \$434,491 and \$140,830 at September 30, 2023 and 2022, respectively. Included in these amounts are unpaid charges for management fees, contract labor, and employee benefits that MaineHealth Services provided to the Community. WCHMC also processes certain cash disbursements and receipts for the Community. For the years ended September 30, 2023 and 2022, the Community recorded expenses of \$672,044 and \$713,246, respectively, for management fees, contract labor and benefits purchased from WCHMC. For the years ended September 30, 2023 and 2022, the Community recorded approximately \$235,000 and \$324,000, respectively, from WCHMC for monthly fees, benefits assessments and replacement reserve fund assessment with respect to unsold units.

#### 6. <u>Proprietary Lease</u>

Completed units owned by the Community are leased to shareholders under an open ended proprietary lease agreement. The terms of the lease allow the residents to enjoy all of the rights and privileges of the community as long as they continue to meet residency requirements set forth in the lease agreement and shareholders' agreement. Monthly residents' fees are established at the beginning of each year at a level which will allow the annual budgeted expenses to be met. The lease is not transferable. The adoption of ASC 842, *Leases*, did not have a significant impact on this proprietary lease.

#### NOTES TO FINANCIAL STATEMENTS

Years Ended September 30, 2023 and 2022

#### 7. Common Stock

All of the Community's shares are subject to restrictions on ownership and transfer as provided in the Community's bylaws. WCHMC shall act as the exclusive sales agent for the stock. In order to maintain residency status, shareholders must meet and maintain certain eligibility standards as set forth in the articles of incorporation, bylaws and shareholder agreement. The Community has a first lien and security agreement in each issued share of stock, except in the case where the shareholder has granted a first mortgage to a lending institution in which case the Community would retain a second lien and security agreement.

#### 8. Long-Term Debt

In June 2023, the Community obtained a noninterest bearing note from WCHMC in the amount of \$137,100 for the purpose of funding the shorefront erosion control project. The promissory note is payable in monthly installments of \$2,856 from June 2023 to May 2027 with a 0% interest rate.

Future repayments of the obligations under long-term debt are scheduled as follows:

2024	\$ 34,275
2025	34,275
2026	34,275
2027	22,850
2027	<u>_22,850</u> \$ <u>125,675</u>

#### 9. **Operating Lease**

#### Adoption of ASC Topic 842, Leases (ASC 842)

ASC 842 became effective for the Community on October 1, 2022 and was adopted using the modified retrospective method for all leases that had commenced as of the effective date, along with certain available practical expedients. The Community elected to recognize any effects of applying the new standard as a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption, which there were none. In addition, the Community elected to adopt the package of practical expedients permitted under the transition guidance within the new standard. The practical expedient package applied to leases that commenced prior to the effective date of the new standard and permits a reporting entity not to: i) reassess whether any expired or existing contracts are or contain leases, ii) reassess the historical lease classification for any expired or existing leases, and iii) reassess initial direct costs for any existing leases. The reporting results for fiscal year 2023 and 2022 reflect the application of ASC 842 guidance. The adoption of the new standard did not have a significant impact upon the Community's statements of activities and cash flows. The adoption of the new standard resulted in the following impact to the balance sheet: i) the recording of right-of-use asset and corresponding lease liability pertaining to the Community's operating lease on the balance sheet.

## NOTES TO FINANCIAL STATEMENTS

Years Ended September 30, 2023 and 2022

#### 9. **Operating Lease (Continued)**

Assets:

As noted in Note 5, the Community has a 99-year operating lease agreement with WCHMC to lease the land on which the retirement community is situated. The lease agreement requires the Community to pay maintenance, repairs, property taxes and insurance costs, which are variable amounts based on actual costs incurred during each applicable period. Such costs are not included in the determination of the right-of-use asset or lease liability. Variable lease cost also includes escalating rent payments that are not fixed at commencement but are based on an index that is determined in future periods over the lease term based on changes in the Consumer Price Index or other measure of cost inflation.

The following table presents the lease-related asset and liability at September 30, 2023:

Assets.	
Right-of-use asset	\$ <u>719,371</u>
Liabilities: Operating lease liability	\$ <u>719,371</u>
The components of lease cost and rent expense for the year ended September 30, 2023 and	re as follows:
Operating lease expense	\$ <u>28,822</u>
Lease term and discount rate is as follows at September 30, 2023:	
Remaining lease term in years Discount rate	73 3.73%
Future minimum operating lease payments under operating obligations at September 3 follows:	30, 2023 are as
2024 2025 2026 2027 2028 Thereafter	\$ 28,822 28,822 28,822 28,822 28,822 28,822 1,959,884
Total minimum future payments	2,103,994
Less imputed interest	<u>(1,384,623</u> )
Total lease payments	\$ <u>719,371</u>





#### INDEPENDENT ACCOUNTANTS' REVIEW REPORT ON OTHER FINANCIAL INFORMATION

Board of Directors Penobscot Shores Association

The accompanying supplementary information is presented for purposes of additional analysis and is not a required part of the 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 financial statements. The supplementary information has been subjected to the review procedures applied in our review of the financial statements. We are not aware of any material modifications that should be made to the supplementary information. We have not audited the supplementary information and do not express an opinion on such information.

Bater Newman' Nayes LLC

Portland, Maine February 14, 2024

#### SUPPLEMENTARY INFORMATION ON FUTURE MAJOR REPAIRS AND REPLACEMENTS

September 30, 2023

Management has estimated the remaining useful lives and the replacement costs of the components of the buildings, land improvements and equipment for the project. These component parts include estimated replacement amounts for both common areas as well as individual residential units. The following table presents significant information about the estimated replacement costs of the respective components.

Item Description	Years	<u>Total</u>
Site: Pavement overlay Landscaping Utilities (electric vehicle charging station) Utilities (underground storage tank)	9-10 3 1 4	\$ 609,400 8,100 3,000 <u>75,000</u> 695,500
Structural/building envelope: Ocean House – decking Ocean House - doors Ocean House – roofing Ocean House – siding and trim Ocean House – windows Cottages – decking Cottages – doors Cottages – roofing Cottages – siding and trim Cottages – windows	$1-12 \\ 1, 4 \& 7 \\ 11 \\ 1-9 \\ 1-12 \\ 1-12 \\ 1-12 \\ 1-12 \\ 11 \\ 1-10 \\ 1-12$	$\begin{array}{r} 60,000\\ 28,100\\ 307,500\\ 757,500\\ 150,000\\ 77,000\\ 130,000\\ 716,600\\ 940,000\\ \underline{478,500}\\ 3,645,200\end{array}$
Mechanical/electrical: Ocean House – HVAC (various pumps, valves and tanks) Ocean House – plumbing (DWH heaters and pump) Ocean House – plumbing (various fittings) Cottages – HVAC (boilers and tanks) Cottages – plumbing (DWH heaters) Electrical – replace emergency generator Electrical – switchgear cabinets Electrical – update elevator pit steel	1-4 1-3 and 12 1-3 1-4 7-11 11 1 1-15	$178,000 \\ 51,900 \\ 30,000 \\ 176,000 \\ 113,800 \\ 106,300 \\ 18,800 \\ 25,000 \\ 699,800$
Interior elements: Appliance replacement Kitchen / dining room – replace equipment Kitchen / dining room – replace furniture	1 5-6 2-7	10,000 25,000 <u>17,000</u> 52,000
Additional equipment/repairs: Kubota tractor Transport vehicle	2 1	35,000 20,000 55,000
Total uninflated		\$ <u>5,147,500</u>