

**WESTBAY COMMUNITY ACTION, INC.
AND
WESTBAY HOUSING CORPORATION
CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2016**

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Westbay Community Action, Inc.
and Westbay Housing Corporation

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Westbay Community Action, Inc. and Westbay Housing Corporation (nonprofit organizations, collectively the Organization), which comprise the consolidated statement of financial position as of June 30, 2016 June 30, 2016, and the related consolidated statements of activities, changes in net assets and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Governmental Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of 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 auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Organization as of June 30, 2016June 30, 2016, and the changes in its 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 Matters

Other Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying schedule of expenditures of federal awards is required by the Uniform Guidance and is presented for purposes of additional analysis and is also not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the consolidated financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated October 31, 2016, on our consideration of the Organization's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Organization's internal control over financial reporting and compliance.

Marcum LLP

Providence, RI
October 31, 2016

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

JUNE 30, 2016

Assets

Current Assets

Cash and cash equivalents	\$ 1,066,576
Grants receivable	742,573
Accounts receivable	73,770
Inventory	35,724
Other assets	17,477

Total Current Assets 1,936,120

Property and Equipment, Net 2,158,966

Total Assets \$ 4,095,086

Liabilities and Net Assets

Current Liabilities

Accounts payable and accrued expenses	\$ 355,402
Accrued payroll and related expenses	186,556
Unapplied grants	91,974
Promissory note	22,348
Long-term debt due within one year	6,687

Total Current Liabilities 662,967

Long-Term Liabilities

Long-term debt, less current portion 269,609

Total Long-Term Liabilities 269,609

Total Liabilities 932,576

Net Assets

Unrestricted:

Undesignated	1,302,188
Invested in property and equipment	528,458

Total Unrestricted Net Assets 1,830,646

Temporarily restricted:

Property 1,331,864

Total Temporarily Restricted Net Assets 1,331,864

Total Net Assets 3,162,510

Total Liabilities and Net Assets \$ 4,095,086

See accompanying notes to consolidated financial statements.

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

CONSOLIDATED STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED JUNE 30, 2016

Changes in Unrestricted Net Assets

Revenue and support:

Grants	\$ 7,777,792
Program income	889,722
Contributions	59,041
In-kind donations	399,483
Loss on real estate and related improvements	(17,024)
Miscellaneous	161

Total Unrestricted Revenue and Support	9,109,175
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Net Assets Released from Restrictions

Satisfaction of restrictions	235,839
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Total Unrestricted Public Support and Revenue	9,345,014
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Expenses

Program Services:

Nutrition	298,617
Market place	554,574
Women, infants and children program	1,321,327
Children's services	706,611
Elder services	704,341
Adult education	204,025
Family services	2,833,335
Housing	116,941
Weatherization	1,815,857

Total Program Services	8,555,628
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Support Services:

Management and general	562,408
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Total Expenses	9,118,036
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Increase in Unrestricted Net Assets	226,978
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Changes in Temporarily Restricted Net Assets

Contributions	22,348
Net assets released from restrictions	(235,839)

Changes in Temporarily Restricted Net Assets	(213,491)
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Increase in Net Assets	\$ 13,487
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See accompanying notes to consolidated financial statements.

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS

FOR THE YEAR ENDED JUNE 30, 2016

Unrestricted Net Assets:

Beginning of year	\$ 1,603,668
Increase in unrestricted net assets	226,978

Unrestricted Net Assets at End of Year	<u>1,830,646</u>
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Temporarily Restricted Net Assets:

Beginning of year	1,545,355
Decrease in temporarily restricted net assets	<u>(213,491)</u>

Temporarily Restricted Net Assets at End of Year	<u>1,331,864</u>
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Total Net Assets	<u><u>\$ 3,162,510</u></u>
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See accompanying notes to consolidated financial statements.

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2016

Cash Flows from Operating Activities	
Change in net assets	\$ 13,487
Adjustments to reconcile changes in net assets to net cash provided by operating activities:	
Depreciation	97,977
Loss on real estate and related improvements	17,024
(Increase) decrease in:	
Grants receivable	191,496
Accounts receivable	(13,342)
Inventory	3,782
Other assets	14,902
Increase (decrease) in:	
Accounts payable and accrued expenses	(35,515)
Accrued payroll and related expenses	32,856
Unapplied grants	(83,399)
Net Cash Provided by Operating Activities	<u>239,268</u>
Cash Flows from Investing Activities	
Purchase of property and equipment	(95,705)
Net Cash Used in Investing Activities	<u>(95,705)</u>
Cash Flows from Financing Activities	
Repayment of long-term debt	(9,808)
Net Cash Used in Financing Activities	<u>(9,808)</u>
Net Increase in Cash and Cash Equivalents	133,755
Cash and Cash Equivalents - Beginning of Year	<u>932,821</u>
Cash and Cash Equivalents - End of Year	<u>\$ 1,066,576</u>

Supplemental Disclosure of Cash Flow Information

Cash paid for interest for the year end June 30, 2016 was approximately \$15,571.

A non-cash transaction, which netted a loss of \$17,024, occurred as a result of the transfer of real estate in the amount of \$156,445 in which the debt of \$139,421 was forgiven.

See accompanying notes to consolidated financial statements.

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2016

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NATURE OF OPERATIONS

Westbay Community Action, Inc. is a not-for-profit corporation located in Warwick, Rhode Island. This community action agency provides various social and rehabilitative services including fuel assistance, childcare, supportive housing, and nutrition programs to the elderly and low-income residents of Warwick, West Warwick, Coventry, East Greenwich, and other areas of Rhode Island.

Westbay Housing Corporation is a not-for-profit organization established October 14, 2003 in accordance with the laws of the State of Rhode Island. The purpose of Westbay Housing Corporation is to assist low to moderate income individuals and families to achieve and sustain self-sufficiency by providing home ownership and rental opportunities.

PRINCIPLES OF CONSOLIDATION

In accordance with accounting principles generally accepted in the United States of America, the consolidated financial statements include the accounts of Westbay Community Action, Inc. and Westbay Housing Corporation (collectively the Organization). The Organizations have substantially the same Board of Directors and share office space and certain employees. Inter-company transactions have been eliminated so as not to overstate the consolidated financial position and consolidated total change in net assets of the Organization.

BASIS OF PRESENTATION

The consolidated financial statements of the Organization have been prepared on the accrual basis of accounting and, accordingly, reflect all significant receivables, payables and other liabilities. To enhance the usefulness of the consolidated financial statements to the reader, the significant accounting policies followed by the Organization are described below. The consolidated net assets of the Organization have been broken down into three different classifications as follows:

Unrestricted net assets - consist of unrestricted amounts, which are available for use in carrying out the mission of the Organization.

Temporarily restricted net assets - consist of those amounts which are donor restricted. When a donor restriction expires, either by the passage of a stipulated time restriction or by the accomplishment of a specific purpose restriction, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the consolidated statement of activities and changes in net assets as net assets released from restrictions.

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2016

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

BASIS OF PRESENTATION (CONTINUED)

Permanently restricted net assets - result from contributions from donors who place restrictions on the use of donated funds mandating that the original principal remain invested in perpetuity. At year-end, the Organization had no permanently restricted net assets.

CASH AND CASH EQUIVALENTS

For purposes of the statement of cash flows, cash and cash equivalents include all cash balances and highly liquid investments with a maturity of six months or less.

GRANTS AND OTHER RECEIVABLES

The Organization carries its grants and other receivables at net realizable value. On a periodic basis, the Organization evaluates its contracts and other receivables and establishes an allowance for doubtful accounts as necessary, based on a history of past bad debt expense and collections and current credit conditions.

The Organization does not accrue interest on grants and other receivables. A receivable is considered past due if payment has not been received within stated terms. The Organization will then exhaust all methods in-house to collect the receivable. Once all practical resources to collect the receivable have been utilized without success, the receivable is deemed uncollectible and charged to bad debt expense. At year-end, based on an analysis of contracts and other receivables, management did not consider an allowance for uncollectible accounts to be necessary.

PROPERTY AND EQUIPMENT

All expenditures for property and equipment in excess of \$1,000 are capitalized. The fair market value of donated assets is similarly recorded. Depreciation is provided on a straight-line basis over the estimated useful lives of the assets.

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2016

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

PROPERTY AND EQUIPMENT (CONTINUED)

Maintenance and minor repairs are charged to operations when incurred. When assets are retired or sold, the related costs and accumulated depreciation are removed from the accounts and the resulting gain or loss is reflected as a change in unrestricted net assets. The estimated useful lives for depreciation are as follows:

Building.....	40 years
Improvements	20 years
Furniture and equipment.....	5 – 10 years
Vehicles.....	5 years

INVENTORY

Inventory consists of food and clothing donated to the organization. The majority of the food distributed by the Organization is donated. This activity is recorded in the financial statements as a contribution based on per-pound values established by America’s Second Harvest. West Bay Community Action maintains a perpetual inventory system which was used to determine the year-end inventory balances.

Clothing inventory is also donated to the Organization. Business clothes are supplied for low income clients to get them ready to enter the workforce. This activity is recorded in the financial statements as a contribution based on Thrift Store values.

REVENUE RECOGNITION

The Organization recognizes contributions in the fiscal year in which the contribution is made. Contributions are recorded as unrestricted, temporarily restricted, or permanently restricted depending on the existence and/or nature of any donor imposed restrictions. In-kind contributions of property, goods and/or professional services received are recognized at their respective fair values at the date the contribution was made.

The Organization recognizes fees for service and grant/contract revenue when services to clients have been rendered and/or contractual obligations have been met.

ALLOCATION OF EXPENSES

Certain costs of the Organization benefit more than one program and/or support service. Accordingly, these costs have been allocated in a systematic and rational manner among the programs benefited.

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2016

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

FAIR VALUE MEASUREMENTS

The carrying amount of cash and cash equivalents approximates fair value. The carrying amount of grants receivable, accounts receivable and other assets, accounts payable, accrued expenses and unapplied grants approximates fair value due to their short term nature. The carrying amount of long-term debt approximates fair value as the interest rate approximates current market rates for debt with similar remaining maturities.

INCOME TAXES

The Organization is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. The Organization is also exempt from Rhode Island income taxes. However, income from certain activities not directly related to the Corporation's tax-exempt purpose may be subject to taxation as unrelated business income at both the state and federal levels. In addition, the Corporation qualifies for the charitable contribution deduction under Section 170(b)(1)(A) and has been classified as an organization other than a private foundation under Section 509(a)(2).

The Organization evaluates all significant tax positions as required by generally accepted accounting principles in the United States of America. As of June 30, 2016, the Organization does not believe that it has taken any tax positions that would require the recording of any additional tax liability nor does it believe that there are any unrealized tax benefits that would either increase or decrease within the next twelve months. The Organization's income tax returns are subject to examination by the appropriate taxing jurisdictions. As of June 30, 2016, the Organization's income tax returns generally remain open for examination for three years from the date filed with each taxing jurisdiction.

ESTIMATES AND ASSUMPTIONS

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 the disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2016

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

SUBSEQUENT EVENTS

Subsequent events have been evaluated through October 31, 2016, which is the date the financial statements were available to be issued. Management does not believe there have been any events which have occurred that require adjustment to the financial information as presented, or further disclosure.

NOTE 2 – PROPERTY AND EQUIPMENT

The components of property and equipment at year-end are as follows:

Land	\$ 138,275
Federally funded land	439,900
Federally funded properties	847,597
Building and improvements	1,429,873
Furniture and equipment	317,300
Vehicles	93,100
	<u>3,266,045</u>
Less accumulated depreciation	<u>(1,107,079)</u>
Property and equipment, net	<u><u>\$ 2,158,966</u></u>

The Organization has received federal funding passed through various state and municipal agencies for the acquisition and rehabilitation of properties to be used in its supportive housing program. The properties are to be used in the supportive housing program for a minimum of 15 years. Under the terms of these agreements, if the Organization sells, assigns, transfers or encumbers the premises, or any part of the premises, or if any part of the premises is sold and no longer used as supportive housing as prescribed by the applicable federal programs, the Organization is considered in breach of the agreements and will be liable to repay the funding received for acquisition and rehabilitation of the properties. Depreciation expense for the year ended June 30, 2016 was \$97,977.

The Organization also holds title to certain parcels of land related to a low-income first time buyer program. The Organization and the purchasers of these homes have entered into a 99-year land lease for the lot on which the purchased home is located.

At year-end, the net book value of the aforementioned real estate is included in temporarily restricted net assets with a total of \$1,331,864 (Note 7).

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2016

NOTE 3 – LINE OF CREDIT

The Organization has a \$250,000 line of credit available with a commercial bank, secured by substantially all of its unrestricted assets. Bank advances on the line of credit are payable on demand and carry interest at a rate of prime (3.50% at June 30, 2016) plus 1%. At year-end the Organization had no outstanding balance on its line of credit.

NOTE 4 – PROMISSORY NOTE

The Organization has received a non interest bearing note payable from the Warwick Community Development Home Improvement Loan Program in the amount of \$22,348. The proceeds from the loan were used to help rehabilitate property and are not payable in full upon transfer of property to an income eligible household. Effective July 18, 2016, this loan was discharged and the Organization removed the liability from the books.

NOTE 5 – LONG-TERM DEBT

On June 12, 2008, the Organization entered into commercial mortgage payable by obtaining \$320,000 from a local financial institution. The term of the mortgage payable is 30 years and calls for monthly principal and interest payments of approximately \$1,817 with an initial fixed rate of 5.5% for the first fifteen years. As of July 2023, the interest rate will be determined according to the weekly average yield on United States Securities, adjusted to a constant maturity of five years as made available by the Federal Reserve Board, forty-five days before each interest rate change date, plus two point seventy-five percentage points (2.75%). The mortgage is secured by the property located at 216-224 Buttonwoods Avenue in Warwick, Rhode Island.

On September 7, 2006, the Organization entered into a Secured Promissory Note in the amount of \$148,000 with Rhode Island Housing. The term of the mortgage payable is 40 years; payments of \$899 including interest at a yearly interest rate of 6.8% are due monthly. The mortgage is secured by the property located at 48 Weaver Street in Warwick, Rhode Island. In August 2015, the property was transferred to House of Hope and Rhode Island Housing determined that the loan would be forgiven.

Debt consists of the following at June 30, 2016:

Mortgage Note	\$ 276,296
Less amounts currently payable	<u>6,687</u>
Long-Term Debt, Less Current Portion	<u><u>\$ 269,609</u></u>

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2016

NOTE 5 – LONG-TERM DEBT (CONTINUED)

The aggregate future maturities of long-term debt are as follows:

Year Ending	
June 30, 2017	\$ 6,687
June 30, 2018	7,064
June 30, 2019	7,462
June 30, 2020	7,883
June 30, 2021	8,328
Thereafter	238,872
Total	\$ 276,296

Interest expense for the year ending June 30, 2016 June 30, 2016 was \$8,952.

NOTE 6 – OPERATING LEASES

The Organization leases a property which is used for its Working Wardrobe program. The lease is on a month-to-month basis with monthly rent payments of \$850. Rental expense related to this lease for the year ended June 30, 2016 was approximately \$10,050.

The Organization also rents a property used in the operation of its WIC program. The lease is on a month-to-month basis with monthly rent payments of \$1,300. Rental expense related to this lease for the year ended June 30, 2016 was approximately \$15,600.

The Organization leases property used to conduct social service program activities. The term of the lease is for 52 months beginning on February 1, 2010 and ending February 5, 2017. Rental expense related to this lease for the year ended June 30, 2016 was approximately \$79,090.

The Organization leases a property which is used for its Adult Education program. The lease is on a month-to-month basis with monthly rent payments of \$1,200. Rental expense related to this lease for the year ended June 30, 2016 was approximately \$14,400.

The Organization leases various office equipment, all under three-year to five-year, noncancelable operating lease agreements. Aggregate rental commitments, excluding real estate taxes and cam charges for the noncancelable portion of operating leases for the years ending June 30 are as follows:

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2016

NOTE 6 – OPERATING LEASES (CONTINUED)

Year	Buildings	Office Equipment	Total
2017	\$ 52,728	\$ 30,204	\$ 82,932
2018	--	26,472	26,472
2019	--	23,722	23,722
2020	--	21,132	21,132
2021	--	19,371	19,371
	<u>\$ 52,728</u>	<u>\$ 120,901</u>	<u>\$ 173,629</u>

The total rent for 2016 was approximately \$119,140, and is included in operating expenses.

NOTE 7 – TEMPORARILY RESTRICTED NET ASSETS

At year-end, temporarily restricted net assets are available for the following purposes:

East Avenue Property – Supportive Housing	\$ 109,535
Warwick Avenue Property – Supportive Housing	212,000
Earl Street Property – Supportive Housing	276,287
Marlborough Street Property – Supportive Housing	200,510
Logan Street – CDBG	62,015
22 Astral Street – Improvements	266,877
Weatherization and LIHEAP transportation and equipment	112,593
Building and leasehold improvements	134,466
Land – East	26,000
Land – Warwick Ave	53,000
Land – Earl	69,000
Land – Marlboro	43,600
Land – Belt Street	48,000
Land – Vine Street	52,300
Land – Wilson Street	48,000
Land – Logan Street	50,000
Land – Lincoln	50,000
Less accumulated depreciation	<u>(482,319)</u>
Total	<u>\$ 1,331,864</u>

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2016

NOTE 8 – DONATED SERVICES, MATERIALS AND FACILITIES

The Organization receives services from a variety of unpaid volunteers assisting the Organization in its administrative and program service and the volunteer hours do not qualify for accounting recognition. Approximately \$400,000 in donations for clothing and food donations have been recognized in the accompanying consolidated statement of activities and changes in net assets because the criteria for recognition in the consolidated financial statements in accordance with generally accepted accounting principles was met.

NOTE 9 – EMPLOYEE RETIREMENT PLANS

The Organization maintains a retirement plan under Internal Revenue Code Section 401(k). The plan covers all non-union employees who are at least twenty-one years of age and have completed three months of service. The Organization makes contributions to the plan on a discretionary basis.

During the year ended June 30, 2016, contributions made to this plan were 2.75% of eligible participating employee's annual wages. Pension expense under this plan for the year ended June 30, 2016 was approximately \$20,839.

The Organization also makes contributions to a pension plan sponsored by the employee's labor union (Note 10). Contributions to the plan in accordance with the Organization's agreement with the Union are 8% of eligible participating union member's annual wages. During the year ended June 30, 2016, the Organization made contributions of approximately \$14,868 to this plan.

NOTE 10 – EMPLOYEE UNION

Approximately one-quarter of the Organization's labor force belongs to an employee union, subject to a collective bargaining agreement which expires September 30, 2018. At year-end, management expects no interruption in operations related to the agreement with this Union.

NOTE 11 – RELATED PARTY TRANSACTIONS

Two members of the Organization's Board of Directors are employed at agencies that receive grant funding from the Organization's programs. Payments to these agencies totaled \$65,282 during the year ended June 30, 2016.

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2016

NOTE 12 – CONCENTRATION OF CREDIT RISK AND MARKET RISK

The Organization is required by the Financial Accounting Standards to disclose concentrations of credit risk regardless of the degree of such risk. Financial instruments which potentially subject the Organization to concentrations of credit and market risks are cash, cash equivalents and accounts receivable.

Occasionally during the year, due to the payment terms of grants and contracts with its funding sources, the Organization's cash balance in its checking account exceeded the amount covered by insurance through the Federal Deposit Corporation (FDIC). Management does not believe that significant credit risk exists at year-end.

Most of the Organization's outstanding receivables at year-end are from federal and state governmental agencies. Based on collections to date and past history of collections, the Organization has determined that the credit risk related to these receivables is minimal.

The Organization receives approximately 84% of its revenue through Federal, State and Municipal grants and contracts. According to the grant and contract provisions, any grant or contract may be terminated within 90 days upon written notice from either party. At year-end, management expects all current grants and contracts to continue into the foreseeable future.

NOTE 13 – COMMITMENTS AND CONTINGENCIES

The Organization received federal and state grants for specific purposes that are subject to audit by the grantors or their representatives. Such audits could lead to requests for reimbursement to the grantor agency for expenditures disallowed under terms of the grant. Management believes such disallowances, if any, would be immaterial.

COMPLIANCE REPORTING SECTION

**INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED
ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE
WITH *GOVERNMENT AUDITING STANDARDS***

To the Board of Directors of
**Westbay Community Action, Inc.
and Westbay Housing Corporation**

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the consolidated financial statements of Westbay Community Action, Inc. and Westbay Housing Corporation (collectively the Organization), which comprise the consolidated statement of financial position as of June 30, 2016, and the related consolidated statements of activities and changes in net assets and cash flows for the year ended June 30, 2016, and have issued our report thereon dated October 31, 2016.

Internal Control Over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered the Organization's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's consolidated financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Organization's consolidated financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of consolidated financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Marcum LLP

Providence, RI
October 31, 2016

**INDEPENDENT AUDITORS' REPORT ON COMPLIANCE FOR EACH
MAJOR FEDERAL PROGRAM; INDEPENDENT AUDITORS' REPORT ON
INTERNAL CONTROL OVER COMPLIANCE REQUIRED
BY THE UNIFORM GUIDANCE**

To the Board of Directors of
Westbay Community Action, Inc.
and Westbay Housing Corporation

Report on Compliance for Each Major Federal Program

We have audited Westbay Community Action, Inc. and Westbay Housing Corporation's (collectively known as the Organization) compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on each of the Organization's major federal programs for the year ended June 30, 2016. The Organization's major federal programs are identified in the summary of auditors' results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to its federal programs.

Auditors' Responsibility

Our responsibility is to express an opinion on compliance for each of the Organization's major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Those standards and the Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the Organization's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of the Organization's compliance.

Opinion on Each Major Federal Program

In our opinion, the Organization complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2016June 30, 2016.

Report on Internal Control Over Compliance

Management of the Organization is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the Organization's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. *A material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. *A significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that were not identified.

Purpose of this Report

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

Marcum LLP

Providence, Rhode Island
October 31, 2016

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

FOR THE YEAR ENDED JUNE 30, 2016

Federal Grantor Program Title	CFDA Number	Federal Expenditures
<u>U. S. Department of Agriculture:</u>		
Special Supplemental Nutrition Program for Women, Infants and Children (WIC)	10.557	\$ 285,018
Special Supplemental Food Program for Women, Infants and Children (WIC) - Vouchers	10.557	996,860
<i>Passed through the State of Rhode Island</i>		
<i>Department of Health</i>		
		1,281,878
Child and Adult Care food	10.558	21,227
<i>Passed through Rhode Island Department of Elementary and Secondary Education</i>		
		21,227
Supplemental Nutrition Assistance Program Employment and Training	10.561	15,611
<i>Passed through Local Initiatives Support Corporation</i>		
		15,611
Emergency Food Assistance Program - Administrative	10.568	13,155
Emergency Food Assistance Program - Commodities	10.569	85,640
<i>Passed through the State of Rhode Island</i>		
<i>Department of Human Services</i>		
		98,795
Total U.S. Department of Agriculture		
		1,417,511
<u>U.S. Department of Housing and Urban Development:</u>		
Community Development Block Grant	14.218	67,002
<i>Passed through the City of Warwick</i>		
		67,002
Supportive Housing Program	14.235	17,361
Lead Hazard - program	14.907	50,532
<i>Passed through Rhode Island Housing</i>		
		67,893
Total U.S. Department of Housing and Urban Development		
		134,895
<u>U.S. Department of Energy:</u>		
Weatherization - Assistance Program - DOE	81.042	94,657
<i>Passed through the Rhode Island State Energy Office</i>		
		94,657
Total U.S. Department of Energy		
		94,657

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

FOR THE YEAR ENDED JUNE 30, 2016

Federal Grantor Program Title	CFDA Number	Federal Expenditures
<u>Department of Education</u>		
Early Learning - quality improvement	84.412A	101,514
<i>Passed through Rhode Island Department of Education</i>		101,514
Total Department of Education		101,514
<u>U.S. Department of Health and Human Services:</u>		
Project Opportunity	93.558	5,853
<i>Passed through Rhode Island Department of Education</i>		5,853
Healthy Homes Program - Lead Poisoning	93.197	25,344
<i>Passed through the State of Rhode Island Department of Health</i>		25,344
Special Programs for the Ageing - SHIP	93.071	25,233
Special Programs for the Ageing - SMP	93.048	19,000
Special Programs for the Ageing - ADRC	93.052	59,000
Special Programs for the Ageing - Title IIIB	93.044	110,000
Special Programs for the Ageing - Nutrition Services	93.045	109,778
Special Programs for the Ageing - Nutrition Services	93.045	104,000
Special Programs for the Ageing - Title III NFCG	93.044	37,000
<i>Passed through Rhode Island Department of Elderly Affairs</i>		464,011
LIHEAP	93.568	2,195,094
LIHEAP - Administration	93.568	41,015
LIHEAP - Administration	93.568	171,514
Weatherization - Assistance Program HHS	93.568	497,776
Boiler Repair & Replacement Program	93.568	201,077
<i>Passed through the Rhode Island State Energy Office</i>		3,106,476
Community Service Block Grant	93.569	370,083
Temporary Assistance for Needy Families - Working Wardrobe	93.558	17,811
Temporary Assistance for Needy Families - Youth Success	93.558	83,519
<i>Passed through the Rhode Island Department Human Services</i>		471,413
Community Partnerships for Health Mothers and Children	93.328	39,395
<i>Passed through National WIC Association</i>		39,395

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

FOR THE YEAR ENDED JUNE 30, 2016

Federal Grantor Program Title	CFDA Number	Federal Expenditures
CDC Diabetes Prevention Program	93.757	8,449
<i>Passed through the Rhode Island Department of Health</i>		8,449
Total U. S. Department of Health and Human Services		4,120,941
<u>Corporation for National and Community Service:</u>		
Retired Senior Volunteer Program	94.002	54,803
Retired Senior Volunteer Program	94.002	38,546
<i>Direct Federal Funding</i>		93,349
RI Vet Corps	94.006	82,911
<i>Passed through Serve RI</i>		82,911
Total for Corporation for National and Community Service		176,260
<u>U.S. Department of Labor:</u>		
TRADE	17.245	1,322
WIA - Incentive	17.266	1,173
<i>Passed through Rhode Island Department of Education</i>		2,495
Total U.S. Department of Labor		2,495
<u>Department of Homeland Security</u>		
Emergency Food Assistant Program	97.024	16,653
<i>Passed through the United Way</i>		16,653
Total Expenditures of Federal Awards		\$ 6,064,926

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

FOR THE YEAR ENDED JUNE 30, 2016

NOTE 1 – BASIS OF PRESENTATION

The accompanying schedule of expenditures of federal awards includes federal grant activity of Westbay Community Action, Inc. and is presented on the accrual basis of accounting. The information in this schedule is presented in accordance with the requirements of Title 2 U.S. Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance). Therefore, some amounts presented in this schedule may differ from amounts presented in, or used in the preparation of the basic financial statements. Expenditures reported in the schedule are reported on the accrual basis of accounting.

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

SCHEDULE OF FINDINGS AND QUESTIONED COSTS

FOR THE YEAR ENDED JUNE 30, 2016

A. SUMMARY OF AUDIT RESULTS

Financial Statements

Type of auditors' report issued: *Unmodified Opinion*

Internal control over financial reporting:

• Material Weakness identified? _____ Yes X No

• Significant Deficiency identified? _____ Yes X No

Non-compliance material to consolidated financial statements noted? _____ Yes X None reported

Federal Awards

Internal control over major programs:

• Material weakness identified? _____ Yes X No

• Significant deficiency identified? _____ Yes X None reported

Type of auditors' report issued on compliance for

major award programs: *Unmodified Opinion*

Any audit findings disclosed that are required to be reported in accordance with Uniform Guidance? _____ Yes X No

Identification of major program:

Special Supplemental Nutrition and Food Program for Women, Infants and Children.....CFDA #10.557

Dollar threshold used to distinguish between type A and type B programs: \$ 750,000

Auditee qualified as low-risk auditee? X Yes _____ No

**WESTBAY COMMUNITY ACTION, INC.
AND WESTBAY HOUSING CORPORATION**

SCHEDULE OF FINDINGS AND QUESTIONED COSTS

FOR THE YEAR ENDED JUNE 30, 2016

SECTION II - FINANCIAL STATEMENT FINDINGS

CURRENT YEAR FINDINGS:

None noted.

PRIOR YEAR FINDINGS:

None noted.

SECTION III - FEDERAL AWARD FINDINGS AND QUESTIONED COSTS

CURRENT YEAR FINDINGS:

None noted.

PRIOR YEAR FINDINGS:

None noted.