Consolidated Financial Statements, Schedule of Expenditures of Federal Awards, Internal Control and Compliance (With Supplementary Information) and Independent Auditor's Reports

December 31, 2016



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Independent Auditor's Report

To the Board of Directors The Floating Hospital, Inc.

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of The Floating Hospital, Inc. and Affiliates (the "Organization"), which comprise the consolidated statement of financial position as of December 31, 2016, and the related consolidated statements of activities and changes in net assets, functional expenses and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our 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 *Government 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 from material misstatement. The financial statements of the Affiliates were not audited in accordance with *Government Auditing Standards*.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Organization'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 Organization'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 consolidated financial position of the Organization as of December 31, 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

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating information included in the accompanying statements on pages 19 and 20 is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position and the changes in net assets of the individual organizations, and is not a required part of the consolidated financial statements. The accompanying schedule of expenditures of federal awards, as required by Title 2 U.S. Code of Federal Regulations (CFR) Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards, is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects, in relation to the consolidated financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated August 1, 2017 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 solely 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.

Cohn Reznick ILP

New York, New York August 1, 2017

Consolidated Statement of Financial Position December 31, 2016

<u>Assets</u>

Cash	\$ 560,931
Patient services receivable	2,184,554
Grants and contracts receivable	966,871
Prepaid expenses and other receivables	437,536
Total current assets	4,149,892
Property and equipment, net	1,501,903
Security deposits	135,377
Total assets =	\$ 5,787,172
Liabilities and Net Assets	
Current liabilities:	
Line of credit	\$ 800,000
Accounts payable and accrued expenses	612,733
Accrued compensation	720,919
Due to third party payor	235,851
Total current liabilities	2,369,503
Commitments and contingencies	
Net assets:	
Unrestricted	3,218,488
Temporarily restricted	199,181
Total net assets	 3,417,669
Total liabilities and net assets	\$ 5,787,172

Consolidated Statement of Activities and Changes in Net Assets Year Ended December 31, 2016

	Unrestricted	Temporarily Unrestricted Restricted	
Revenue:			
Patient services (net of contractual allowances and discounts)	\$ 9,594,238	\$-	\$ 9,594,238
DHHS grants	3,957,358	-	3,957,358
Contract services and other grants	5,927,187	-	5,927,187
Contributions (including unrestricted special events revenue			
of \$200,240)	299,588	260,000	559,588
Donated medicines	445,331	-	445,331
Other	196,096	-	196,096
Net assets released from restrictions	113,019	(113,019)	
Total revenue	20,532,817	146,981	20,679,798
Expenses:			
Salaries and benefits	14,118,085	-	14,118,085
Other than personnel services	5,955,905	-	5,955,905
Interest	35,183		35,183
Total expenses	20,109,173		20,109,173
Income before depreciation and amortization	423,644	146,981	570,625
Depreciation and amortization	258,624		258,624
Changes in net assets	165,020	146,981	312,001
Net assets:			
Beginning of year	3,053,468	52,200	3,105,668
End of year	\$ 3,218,488	\$ 199,181	\$ 3,417,669

Consolidated Statement of Functional Expenses Year Ended December 31, 2016

	Program Services	General and Administrative	Fundraising and Development	Total
	Services	Auministrative	Development	Total
Salaries and wages	\$ 9,443,043	\$ 1,388,190	\$ 247,148	\$ 11,078,381
Fringe benefits and payroll taxes	2,575,015	398,799	65,890	3,039,704
Consultants and contractual services	510,935	183,618	63,906	758,459
Professional fees	139,672	199,103	5,395	344,170
Consumable supplies	1,824,474	63,383	7,682	1,895,539
Healthcare consultants	391,427	-	-	391,427
Occupancy	543,919	79,215	-	623,134
Laboratory fees	100,366	56	317	100,739
Insurance	287,469	27,511	3,813	318,793
Repairs and maintenance	264,258	44,582	1,701	310,541
Equipment rental	59,350	11,439	22	70,811
Dues and subscriptions	15,781	18,369	1,895	36,045
Telephone	178,695	25,850	200	204,745
Travel, conferences and meetings	24,245	28,259	1,703	54,207
Patient transportation	121,147	261	17	121,425
Data processing	210,178	35,489	4,499	250,166
Printing, publications and postage	9,791	16,224	9,078	35,093
Public information	30,384	7,751	26,700	64,835
Special events	1,522	-	155,749	157,271
Interest	5,263	29,920	-	35,183
Other	146,247	34,517	37,741	218,505
	16,883,181	2,592,536	633,456	20,109,173
Depreciation and amortization	232,762	25,862		258,624
Total functional expenses	\$ 17,115,943	\$ 2,618,398	\$ 633,456	\$ 20,367,797

Consolidated Statement of Cash Flows Year Ended December 31, 2016

Cash flows from operating activities:	
Cash received from patient services	\$ 9,171,818
Cash received from DHHS grants	3,957,358
Cash received from contract services and other grants	5,143,205
Cash received from contributions	559,588
Cash received from other	145,731
Cash paid to employees	(14,013,056)
Cash paid to vendors	(4,579,950)
Cash paid for interest	 (35,183)
Net cash provided by operating activities	 349,511
Cash flow from investing activity - purchase of property and equipment	 (577,680)
Cash flows from financing activities:	
Receipt of line of credit	1,400,000
Repayment of line of credit	 (950,000)
Net cash provided by financing activities	 450,000
Net increase in cash	221,831
Cash, beginning of year	 339,100
Cash, end of year	\$ 560,931
Reconciliation of change in net assets to net cash provided by	
operating activities:	
Changes in net assets	\$ 312,001
Adjustments to reconcile changes in net assets to net cash	
used in operating activities:	
Depreciation and amortization	258,624
Changes in operating assets and liabilities:	
Patient services receivable	(422,420)
Grants and contracts receivable	(867,684)
Prepaid expenses and other receivables	112,527
Security deposits	(50,365)
Accounts payable and accrued expenses	143,532
Accrued compensation	105,029
Due to third party payor	235,851
Refundable advances	 522,416
Net cash provided by operating activities	\$ 349,511

Notes to Consolidated Financial Statements December 31, 2016

Note 1 - Organization

The Floating Hospital, Inc. (the "Center") is a freestanding diagnostic and treatment hospital licensed under Article 28 of the New York State health law, located in Long Island City, New York. The Center provides a broad range of health services to a largely medically underserved population.

The Floating Hospital Foundation, Inc. (the "Foundation") was organized in 2002 to solicit contributions to support the Center. The Foundation began operations in 2003. The Foundation provides the Center with information and advice, promotes and encourages public understanding of the Center, and solicits, invests and distributes contributions and other funds to and for the benefit of the Center.

TFHServices, LLC (the "Company") was incorporated on October 19, 2016, as a singlepurpose entity to facilitate the borrowings related to a New Markets Tax Credit transaction to finance the renovation costs related to property leased by the Company.

The Center is the sole member of the Foundation and the Company (collectively, the "Affiliates") and is, therefore, considered the parent company. The accompanying consolidated financial statements include the accounts of the Center and the Affiliates (collectively, the "Organization"). All intercompany transactions and account balances have been eliminated in consolidation.

The U.S. Department of Health and Human Services (the "DHHS") provides substantial support to the Center. The Center is obligated under the terms of the DHHS grants to comply with specified conditions and program requirements set forth by the grantor.

Note 2 - Significant accounting policies

Basis of presentation

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Use of estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Classification of net assets

The Organization reports information regarding its financial position and activities according to the following three categories:

Unrestricted net assets are not externally restricted for identified purposes by donors or grantors. Unrestricted net assets include resources that the governing board may use for any

Notes to Consolidated Financial Statements December 31, 2016

designated purpose and resources whose use is limited by agreement between the Organization and an outside party other than a donor or grantor.

Temporarily restricted net assets are those whose use by the Organization has been limited by donors to a specific purpose. When donor restrictions expire, that is, when a time restriction ends or a purpose restriction is accomplished, temporarily restricted net assets are recorded as net assets released from restrictions. Temporarily restricted net assets amounted to \$199,181 at December 31, 2016.

Permanently restricted net assets are assets which are not expendable. Income and/or appreciation on the investments of these net assets are either unrestricted or temporarily restricted based on donor-imposed stipulations or by operation of law. There are no permanently restricted net assets at December 31, 2016.

Cash and cash equivalents

The Organization maintains its cash and cash equivalents in bank deposit accounts which, at times, may exceed federally-insured limits. The Organization has not experienced any losses in such accounts. At December 31, 2016, the Organization's cash balances exceeded federally-insured limits by \$852,000. All highly liquid investments with maturities of three months or less when purchased are considered to be cash equivalents.

Patient services receivable

The collection of receivables from third-party payors and patients is the Center's primary source of cash for operations and is critical to its operating performance. The primary collection risks relate to uninsured patient accounts and patient accounts for which the primary insurance payor has paid, but patient responsibility amounts (deductibles and copayments) remain outstanding. Patient receivables from third-party payors are carried at a net amount determined by the original charge for the service provided, less an estimate made for contractual adjustments or discounts provided to third-party payors.

Receivables due directly from patients are carried at the original charge for the service provided less discounts provided under the Center's charity care policy, less amounts covered by third-party payors and less an estimated allowance for doubtful receivables. Management determines the allowance for doubtful accounts by identifying troubled accounts and by historical experience applied to an aging of accounts. The Center considers accounts past due when they are outstanding beyond 60 days with no payment. The Center generally does not charge interest on past due accounts. Patient receivables are written off against the allowance for doubtful accounts when deemed uncollectible. Recoveries of receivables previously written off are recorded as a reduction of bad debt expense when received.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization are calculated using the straight-line method over the estimated useful lives of the assets ranging from 3 to 10 years. Leasehold improvements are amortized over the shorter of the useful life of the asset or the lease term. Expenditures

Notes to Consolidated Financial Statements December 31, 2016

over \$5,000 are capitalized. Maintenance, repairs and minor renewals are expensed as incurred. When assets are retired or otherwise disposed of, their costs and related accumulated depreciation and amortization are removed from the accounts and any resulting gains or losses are included in changes in net assets.

According to federal regulations, any property and equipment obtained through federal funds are subject to a lien by the federal government. Provided that the Center maintains its tax-exempt status and the property and equipment are used for their intended purpose, the Center is not required to reimburse the federal government. If the stated requirements are not met, the Center would be obligated to the federal government in an amount equal to the fair value of the property and equipment.

Impairment of long-lived assets

The Organization reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In performing a review for impairment, the Organization compares the carrying value of the assets with their estimated future undiscounted cash flows. If it is determined that impairment has occurred, the loss would be recognized during that period. The impairment loss is calculated as the difference between the asset's carrying value and the present value of estimated net cash flows or comparable market values, giving consideration to recent operating performance and pricing trends. The Organization does not believe that any material impairment currently exists related to its long-lived assets.

Contributions

Contributions are recorded at fair value when received or pledged. Amounts are recorded as temporarily or permanently restricted revenue if they are received with donor stipulations that limit the use of the donated asset. Contributions received with no donor stipulations are recorded as unrestricted revenue. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified as unrestricted net assets and reported in the consolidated statement of activities and changes in net assets as net assets released from restrictions. Donor-restricted contributions whose restrictions expire during the same fiscal year are recognized as unrestricted revenue. Conditional contributions are recognized in the period when expenditures have been incurred in compliance with the grantor's restrictions.

Concentrations of credit risk

Financial instruments that potentially subject the Organization to concentrations of credit risk consist principally of cash, cash equivalents, patient services receivable and grants and contracts receivable. The Organization places its cash and cash equivalents with high-quality financial institutions. The Organization monitors its financial institutions and the concentration of credit risk on a regular basis and does not anticipate nonperformance by the financial institutions. Patient services receivable credit risk is limited because the receivables are reported at their outstanding unpaid balances reduced by an allowance for doubtful accounts when applicable. The Organization estimates doubtful accounts based on historical bad debts, factors related to specific payors' ability to pay and current economic trends. Grants and contracts receivable credit risk is limited due to the nature of

Notes to Consolidated Financial Statements December 31, 2016

the grants and contracts. The Organization regularly monitors its grants and contracts receivable by investigating delayed payments and differences when payments received do not conform to the amount billed. The Organization considers all grants and contracts as collectible.

Patient services revenue

The Center has agreements with third-party payors that provide for payments to the Center at amounts different from its established rates. Payment arrangements include predetermined fee schedules and discounted charges. Service fees are reported at the estimated net realizable amounts from patients, third-party payors and others for services rendered, including retroactive adjustments under reimbursement agreements with thirdparty payors, which are subject to audit by administering agencies. These adjustments are accrued on an estimated basis, and are adjusted in future periods as final settlements are determined.

The Center provides care to certain patients under Medicaid and Medicare payment arrangements. Laws and regulations governing the Medicaid and Medicare programs are complex and subject to interpretation. Compliance with such laws and regulations can be subject to future government review and interpretation as well as significant regulatory action. Self-pay revenue is recorded at published charges with charitable care deducted to arrive at gross self-pay revenue. Contractual allowances are then deducted to arrive at net self-pay patient revenue before a provision for bad debts.

Charity care and community benefit

The Center is open to all patients, regardless of their ability to pay. In the ordinary course of business, the Center renders services to patients who are financially unable to pay for healthcare. The Center provides care to these patients who meet certain criteria under its sliding fee discount policy without charge or at amounts less than the established rates. Charity care services are computed using a sliding fee scale based on patient income and family size. The Center maintains records to identify and monitor the level of sliding fee discount it provides. For uninsured self-pay patients that do not qualify for charity care, the Center recognizes revenue on the basis of its standard rates for services provided or on the basis of discounted rates, if negotiated or provided by policy. On the basis of historical experience, a significant portion of the Center's uninsured patients will be unable or unwilling to pay for the services provided. Thus, the Center records a significant provision for bad debts related to uninsured patients in the period the services are provided.

Community benefit represents the cost of services for Medicaid, Medicare and other public patients for which the Center is not reimbursed.

Based on the cost of patient services, charity care approximated \$300,000 in 2016, while community benefits approximated \$3,700,000 in 2016.

Notes to Consolidated Financial Statements December 31, 2016

Meaningful use incentives

The American Recovery and Reinvestment Act of 2009 ("ARRA") amended the Social Security Act to establish one-time incentive payments under the Medicare and Medicaid programs for certain professionals that (1) meaningfully use certified electronic health record ("EHR") technology, (2) use the certified EHR technology for electronic exchange of health information to improve quality of healthcare and (3) use the certified EHR technology to submit clinical and quality measures. These provisions of ARRA, together with certain of its other provisions, are referred to as the Health Information Technology for Clinical and Economic Health ("HITECH") Act. The criteria for meaningful use incentives will be staged in three steps over the course of the next six years and be paid out based on a transitional schedule. Some of the Center's providers have met the criteria for participation and the Center has earned \$187,000 from the Medicaid incentive program as of December 31, 2016. This amount is included in other revenue.

Grants and contracts

Revenue from government grants and contracts designated for use in specific activities is recognized in the period when expenditures have been incurred in compliance with the grantor's restrictions. Grants and contracts awarded for the acquisition of long-lived assets are reported as unrestricted nonoperating revenue, in the absence of donor stipulations to the contrary, during the fiscal year in which the assets are acquired. Cash received in excess of revenue recognized is recorded as refundable advances. At December 31, 2016, the Organization has received conditional grants and contracts from governmental entities in the aggregate amount of \$8,940,944 that have not been recorded in the accompanying consolidated financial statements. These grants and contracts require the Organization to provide certain services during specified periods. If such services are not provided during the periods, the governmental entities are not obligated to expend the funds allotted under the grants and contracts.

Donated vaccines and medicines

Donated vaccines and medicines are recognized in the accompanying consolidated financial statements based on their fair value at the date of donation.

Interest earned on federal funds

Interest earned on federal funds is recorded as a payable to the United States Public Health Services ("PHS") in compliance with the regulations of the United States Office of Management and Budget.

Functional expenses

Expenses are charged to program, general and administrative or fundraising based on a combination of specific identification and allocation by management.

Performance indicator

The consolidated statement of activities and changes in net assets includes changes in unrestricted net assets as the performance indicator. Change in temporarily restricted net assets is excluded from the performance indicator.

Notes to Consolidated Financial Statements December 31, 2016

Tax status

The Center and the Foundation were incorporated as not-for-profit corporations under the laws of the State of New York and are exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code. Therefore, there is no provision for income taxes. The Center and the Foundation have no unrecognized tax benefits at December 31, 2016. The Center and the Foundation's federal and state income tax returns prior to fiscal year 2013 are closed and management continually evaluates expiring statutes of limitations, audits, proposed settlements, changes in tax law and new authoritative rulings.

TFHServices, LLC (the "Company") was incorporated as a limited liability company and has elected to be treated as a partnership for income tax purposes. Accordingly, the Center, who is the sole member, rather than the Company, is taxed on the Company's earnings. As of December 31, 2016, the Company had no activities and owed no income taxes as of December 31, 2016. The Company has no unrecognized tax benefits at December 31, 2016. Management continually evaluates expiring statutes of limitations, audits, proposed settlements, changes in tax law and new authoritative rulings. The Company is subject to income tax examinations by federal, state and local tax authorities for years 2016 onwards. If applicable, the Organization would recognize interest and penalties associated with uncertain tax positions as part of operating expenses and include accrued interest and penalties with the related tax liability in the consolidated statement of financial position.

Subsequent events

The Organization has evaluated subsequent events through August 1, 2017, which is the date the consolidated financial statements were available to be issued.

Note 3 - Patient services receivable

Patient services receivable consist of the following:

Medicaid and Medicaid managed care	\$ 1,450,727
Medicare	17,409
Other third party	27,360
New York State Uncompensated Care	689,058
Total	\$ 2,184,554

Patient services receivable are reduced by an allowance for doubtful accounts when applicable. In evaluating the collectability of patient services receivable, the Center analyzes its past history and identifies trends for each of its major payor sources of revenue to estimate the appropriate allowance for doubtful accounts and provision for bad debts. Management regularly reviews data about these major payor sources of revenue in evaluating the sufficiency of the allowance for doubtful accounts. For receivables associated with services provided to patients who have third-party coverage, the Center analyzes contractually due amounts and provides an allowance for doubtful accounts and a provision for bad debts, if necessary (for example, for expected uncollectible deductibles

Notes to Consolidated Financial Statements December 31, 2016

and copayments on accounts for which the third-party payor has not yet paid, or for payors who are known to be having financial difficulties that make the realization of amounts due unlikely). For receivables associated with self-pay patients (which include both patients without insurance and patients with deductible and copayment balances due for which third-party coverage exists for part of the bill), the Center records a significant provision for bad debts in the period of service on the basis of its past experience, which indicates that many patients are unable or unwilling to pay the portion of their bill for which they are financially responsible. The difference between the standard rates or the discounted rates provided by the Center's policy and the amounts actually collected after all reasonable collection efforts have been exhausted is charged against the allowance for doubtful accounts.

The Center had no outstanding receivables from self-pay patients at December 31, 2016; hence, there is no allowance for doubtful accounts as of December 31, 2016. There were also no write-offs for the year ended December 31, 2016. The Center has not changed its charity care or uninsured discount policies during fiscal year 2016. The Center does not maintain a material allowance for doubtful accounts from third-party payors, nor did it have significant write-offs from third-party payors.

Note 4 - Grants and contracts receivable

Grants and contracts receivable consist of the following:

New York City Administration for Children's Services:	
Health Service Program - Medical	\$ 502,392
Health Service Program - Dental	25,561
City of New York Department of Homeless Services:	
PATH Contract	158,969
DHHS - Consolidated Health Centers	155,133
Other	 124,816
Total	\$ 966,871

Notes to Consolidated Financial Statements December 31, 2016

Note 5 - Property and equipment, net

Property and equipment, net consists of the following:

Vehicles	\$ 381,176
Furniture and equipment	2,583,909
Leasehold improvements	 1,624,735
Subtotal	4,589,820
Less accumulated depreciaton and amortization	 (3,428,138)
	1,161,682
Construction-in-progress	 340,221
Total	\$ 1,501,903

Depreciation and amortization expense amounted to \$258,624 in 2016. In the event the DHHS grants are terminated, the DHHS reserves the right to transfer all property and equipment purchased with grant funds to the PHS or third parties.

Note 6 - Due to third party payor

As of December 31, 2016, the Organization had a liability to Medicaid of \$235,851, representing retroactive supplemental managed care wraparound rate adjustments.

Note 7 - Line of credit

The Center has a revolving line of credit with a bank in the amount of \$1,000,000, which expires on August 26, 2017 and bears interest at LIBOR which was 5.084% for the year ended December 31, 2016. The line of credit is secured by all business assets of the Center. At December 31, 2016, the line of credit has an outstanding balance of \$800,000.

Notes to Consolidated Financial Statements December 31, 2016

Note 8 - Temporarily restricted net assets

Temporarily restricted net assets at December 31, 2016 consist of contributions received from the following organizations for specific programs and activities:

					R	Released		
	В	Balance		2016		From	E	Balance
	12	/31/2015	A	dditions	Restrictions		12	/31/2016
The Hyde and Watson Foundation -								
Capital Project – Purchase of								
Specialized Equipment	\$	7,200	\$	-	\$	7,200	\$	-
United Nations Federal Credit Union								
Mental Health Program for Women and Girls		25,000		40,000		25,000		40,000
Health Education		-		10,000		2,382		7,618
Healthy Smiles Healthy Children								
Improve Children's Access to Dental		20,000				19,774		226
Van Ameringen								
Mental Health Integrated Care		-		100,000		36,600		63,400
CVS - Transportation Program		-		25,000		22,063		2,937
Sarah K. De Coizart - Optometry Program		-		50,000		-		50,000
Cummings Foundation								
Senior Mental Health Case Manager		-		35,000		-		35,000
Total	\$	52,200	\$	260,000	\$	113,019	\$	199,181

Note 9 - Patient services revenue (net of contractual allowances and discounts)

The Center recognizes patient services revenue associated with services provided to patients who have Medicaid, Medicare, third-party payor and managed care plans coverage on the basis of contractual rates for services rendered. For uninsured patients that do not qualify for charity care, the Center recognizes revenue on the basis of its standard rates for services provided or on the basis of discounted rates, if negotiated or provided by policy. Charity care services are computed using a sliding fee scale based on patient income and family size. On the basis of historical experience, a significant portion of the Center's uninsured patients will be unable or unwilling to pay for the services provided. Thus, the Center records a significant provision for bad debts related to uninsured patients in the period the services are provided. Patient service revenue, net of contractual allowances and discounts recognized in the period from these major payor sources, is as follows:

Medicaid and Medicaid managed care	\$ 8,502,460
Medicare	113,152
Other third party	171,292
Self-pay	118,276
New York State Uncompensated Care	689,058
Total	\$ 9,594,238

Notes to Consolidated Financial Statements December 31, 2016

Medicaid and Medicare revenue is reimbursed to the Center at the net reimbursement rates as determined by each program. Reimbursement rates are subject to revisions under the provisions of reimbursement regulations. Adjustments for such revisions are recognized in the fiscal year incurred.

Note 10 - DHHS grants

For the year ended December 31, 2016, the Center recognized grant revenue from the DHHS as follows:

Grant Number	Grant Period	eriod Total Grant			Revenue lecognized
6 H80CS00268-14-14	1/1/2016 - 12/31/2016	\$	\$ 3,957,358		3,957,358

Note 11 - Contract services and other grants

For the year ended December 31, 2016, contract services and other grants consist of the following:

City of New York Department of Homeless Services:	
PATH Contract	\$ 968,508
City of New York Department of Health and Mental Hygiene:	
Vaccines for Children Program	438,714
New York Administration for Children's Services:	
Health Service Program - Medical	4,198,170
Health Service Program - Dental	209,335
Other	 112,460
Total	\$ 5,927,187

Note 12 - Pension plan

The Organization maintains a defined contribution plan covering substantially all of its employees meeting certain eligibility requirements. Contributions to the plan are based on a percentage of salaries. Pension expense amounted to \$308,031 for the year ended December 31, 2016.

Note 13 - Commitments and contingencies

The Center has contracted with various funding agencies to perform certain healthcare services and receives Medicaid and Medicare revenue from the state and federal governments. Reimbursements received under these contracts and payments under Medicaid and Medicare are subject to audit by federal and state governments and other agencies. Upon audit, if discrepancies are discovered, the Center could be held responsible for reimbursing the agencies for the amounts in question.

Notes to Consolidated Financial Statements December 31, 2016

The Center maintains its medical malpractice coverage under the federal Tort Claims Act ("FTCA"). FTCA provides malpractice coverage to eligible PHS-supported programs and applies to the Center and its employees while providing services within the scope of employment included under grant-related activities. The Attorney General, through the U.S. Department of Justice, has the responsibility for the defense of the individual and/or grantee for malpractice cases approved for FTCA coverage.

The Center purchases professional and general liability insurance to cover medical malpractice claims in excess of the FTCA coverage. There are no known claims or incidents that may result in the assertion of additional claims arising from services provided to patients as of December 31, 2016.

The healthcare industry is subject to voluminous and complex laws and regulations of federal, state and local governments. Compliance with such laws and regulations can be subject to future government review and interpretation as well as regulatory actions unknown or unasserted at this time. These laws and regulations include, but are not necessarily limited to, matters such as licensure, accreditation, government healthcare program participation requirements, reimbursement laws and regulations, anti-kickback and anti-referral laws and false claims prohibitions. In recent years, government activity has increased with respect to investigations and allegations concerning possible violations of reimbursement, false claims, anti-kickback and anti-referral statutes and regulation by healthcare providers. The Center believes that it is in material compliance with all applicable laws and regulations of potential wrongdoing. Upon audit, if discrepancies are discovered, the Center could be held responsible for refunding the amount in question.

The Organization is involved in claims and legal actions in the ordinary course of business. Management is of the opinion that the ultimate outcome of these matters will not have a material adverse impact on the financial position, results of operations or cash flows of the Organization.

Effective December 1, 2016, the Company entered into an agreement to lease premises that will be the site of the Center's primary health center and administrative offices. The agreement stipulates the Company will assume control and rent payments will commence after completion of certain renovations by the landlord. These renovations are expected to be completed by August 1, 2017. The lease also has an opt-out provision if the landlord is unable to complete the renovations by the stipulated date.

The Center has guaranteed the payment and performance of all obligations of the Company under the lease agreement.

The Organization's current property leases are under under month-to-month arrangements.

Consolidating Statement of Financial Position December 31, 2016

	The Floating Hospital, Inc.		The Floating Hospital Foundation, Inc.		Eliminations		Total	
<u>Assets</u>								
Current assets:								
Cash	\$	285,348	\$	275,583	\$	-	\$	560,931
Patient services receivable		2,184,554		-		-		2,184,554
Grants and contracts receivable		966,871		-		-		966,871
Prepaid expenses and other receivables		401,148		36,388				437,536
Total current assets		3,837,921		311,971		-		4,149,892
Property and equipment, net		1,501,903		-		-		1,501,903
Security deposits		135,377						135,377
Total assets	\$	5,475,201	\$	311,971	\$	-	\$	5,787,172
Liabilities and Net Assets								
Current liabilities:								
Line of credit	\$	800,000	\$	-	\$	-	\$	800,000
Accounts payable and accrued expenses		612,733		-		-		612,733
Accrued compensation		720,919		-		-		720,919
Due to third party payor		235,851						235,851
Total current liabilities		2,369,503		-		-		2,369,503
Commitments and contingencies								
Net assets:								
Unrestricted		2,906,517		311,971		-		3,218,488
Temporarily restricted		199,181		-		-		199,181
Total net assets		3,105,698		311,971		-		3,417,669
Total liabilities and net assets	\$	5,475,201	\$	311,971	\$		\$	5,787,172

See Independent Auditor's Report.

Consolidating Statement of Activities and Changes in Net Assets Year Ended December 31, 2016

	The	Floating Hospital,	Inc.	The Floating Hospital Foundation, Inc.				Total			
		Temporarily		Temporarily				Temporarily			
	Unrestricted	Restricted	Total	Unrestricted	Restricted	Total	Eliminations	Unrestricted	Restricted	Total	
Revenue:											
Patient services, net	\$ 9,594,238	\$-	\$ 9,594,238	\$-	\$-	\$-	\$-	\$ 9,594,238	\$-	\$ 9,594,238	
DHHS grants	3,957,358	-	3,957,358	-	-	-	-	3,957,358	-	3,957,358	
Contract services and other grants	5,927,187	-	5,927,187	-	-	-	-	5,927,187	-	5,927,187	
Contributions	890,244	260,000	1,150,244	82,094		82,094	(672,750)	299,588	260,000	559,588	
Donated medicines	445,331	-	445,331	-	-	-	-	445,331	-	445,331	
Other	194,926	-	194,926	1,170	-	1,170	-	196,096	-	196,096	
Net assets released from restrictions	113,019	(113,019)	-	-		-	-	113,019	(113,019)	-	
Total revenue	21,122,303	146,981	21,269,284	83,264	-	83,264	(672,750)	20,532,817	146,981	20,679,798	
Expenses:											
Salaries and benefits	14,118,085	-	14,118,085	-	-	-	-	14,118,085	-	14,118,085	
Other than personnel services	5,941,837	-	5,941,837	14,068	-	14,068	-	5,955,905	-	5,955,905	
Contributions	-	-	-	672,750		672,750	(672,750)	-	-	-	
Interest	35,183	-	35,183	-	-	-	-	35,183	-	35,183	
Total expenses	20,095,105		20,095,105	686,818	-	686,818	(672,750)	20,109,173	-	20,109,173	
Income (loss) before depreciation and	4 007 400			(000 55 ()		(000 55 ()		400.044			
amortization	1,027,198	146,981	1,174,179	(603,554)	-	(603,554)	-	423,644	146,981	570,625	
Depreciation and amortization	258,624	-	258,624	-	-	-	-	258,624	-	258,624	
Changes in net assets	768,574	146,981	915,555	(603,554)	-	(603,554)	-	165.020	146,981	312,001	
		,	0.0,000	(000,001)		(000,001)			,	0.2,001	
Net assets:											
Beginning of year	2,137,943	52,200	2,190,143	915,525	-	915,525	-	3,053,468	52,200	3,105,668	
								· · · · · · · · · · · · · · · · · · ·		·	
End of year	\$ 2,906,517	\$ 199,181	\$ 3,105,698	\$ 311,971	\$-	\$ 311,971	\$-	\$ 3,218,488	\$ 199,181	\$ 3,417,669	

See Independent Auditor's Report.

Schedule of Expenditures of Federal Awards Year Ended December 31, 2016

Federal Grantor/ Pass-through Grantor/Program or Cluster Title	Federal CFDA Number	Pass-through Grantor's Number	Passed Through to Subrecipients		 Total Expenditures	
U.S. Department of Health and Human Services: Direct programs: Health Centers Cluster:						
Consolidated Health Centers Affordable Care Act (ACA) Grants for New and Expanded Services under the Health Center	93.224	N/A	\$	-	\$ 1,165,001	
Program Total - Health Centers Cluster	93.527	N/A		-	 2,792,357 3,957,358	
Passed through City of New York Department of Health and Mental Hygiene: Immunization Cooperative Agreements	93.268	Not Available		-	438,714	
Total expenditures of federal awards			\$	-	\$ 4,396,072	

Notes to Schedule of Expenditures of Federal Awards December 31, 2016

Note 1 - Basis of presentation

The accompanying schedule of expenditures of federal awards (the "Schedule") includes the federal award activity of The Floating Hospital, Inc. (the "Center") under programs of the federal government for the year ended December 31, 2016. 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* (the "Uniform Guidance"). Because the Schedule presents only a selected portion of the operations of the Center, it is not intended to and does not present the financial position, changes in net assets or cash flows of the Center.

Note 2 - Summary of significant accounting policies

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement. The Center has not elected to use the 10-percent de minimis indirect cost rate as allowed under the Uniform Guidance because it is not applicable.



Independent Auditor's Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

To the Board of Directors The Floating Hospital, Inc.

We have audited the consolidated financial statements of The Floating Hospital, Inc. and Affiliates (the "Center"), which comprise the consolidated statement of financial position as of December 31, 2016, and the related consolidated statements of activities and changes in net assets, functional expenses and cash flows for the year then ended, and the related notes to the consolidated financial statements, and have issued our report thereon dated August 1, 2017. We conducted our audit 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 financial statements of The Floating Hospital Foundation, Inc. and TFHServices, LLC (the "Affiliates") were not audited in accordance with *Government Auditing Standards* and, accordingly, this report does not include reporting on internal control over financial reporting or instances of reportable noncompliance associated with the Affiliates.

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 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 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 Organization'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 Organization's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Cohn Reznick LLP

New York, New York August 1, 2017



Independent Auditor's Report on Compliance for Each Major Federal Program and Report on Internal Control over Compliance Required by the Uniform Guidance

To the Board of Directors The Floating Hospital, Inc.

Report on Compliance for Each Major Federal Program

We have audited The Floating Hospital, Inc.'s (the "Center") 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 December 31, 2016. The Center's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with federal statutes, regulations, and the terms and conditions of its federal awards applicable to its federal programs.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of the Center'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* (the "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 Center'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 Center's compliance.

Opinion on Each Major Federal Program

In our opinion, the Center 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 December 31, 2016.

Report on Internal Control Over Compliance

Management of the Center 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 Center'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 Center'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 is a deficiency, or a combination of deficiencies, in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance is a deficiency, or a combination of deficiencies, 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 have not been identified.

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

CohnReynickLLP

New York, New York August 1, 2017

Schedule of Findings and Questioned Costs Year Ended December 31, 2016

Section I - Summary of Auditor's Results

Financial Statements:

Type of report the auditor issued on whether the cons financial statements audited were prepared in accorda with GAAP:	
 Internal control over financial reporting: Material weakness(es) identified? Significant deficiency(ies) identified? 	yes _✓ no yes _✓_none reported
Noncompliance material to financial statements noted	l?yes _ √ _no
Federal Awards:	
Internal control over major federal programs:	
Material weakness(es) identified?Significant deficiency(ies) identified?	yes _✓ no yes _✓ none reported
Type of auditor's report issued on compliance for major federal programs:	Unmodified
Any audit findings disclosed that are required to be re accordance with 2 CFR 200.516(a)?	ported in yes _∕no
Identification of major federal programs:	
<u>CFDA Number(s)</u> 93.224 93.527	Name of Federal Program U.S. Department of Health and Human Services: Health Centers Cluster: Consolidated Health Centers Affordable Care Act (ACA) Grants for New and Expanded Services under the Health Center Program
Dollar threshold used to distinguish between type A and B programs:	<u>\$750,000</u>
Auditee qualified as low-risk auditee?	_√_ yes no

Schedule of Findings and Questioned Costs Year Ended December 31, 2016

Section II - Financial Statement Findings

None

Section III - Federal Award Findings and Questioned Costs

None



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