

Report of Independent Auditors
and Financial Statements

EDEN TOWNSHIP HEALTHCARE DISTRICT
dba EDEN HEALTH DISTRICT

June 30, 2021 & 2020

JWT & Associates, LLP
Advisory Assurance Tax

EDEN TOWNSHIP HEALTHCARE DISTRICT

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JWT & Associates, LLP

Advisory Assurance Tax

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Report of Independent Auditors

The Board of Directors
Eden Township Healthcare District
dba Eden Health District
Castro Valley, California

Report on the Financial Statements

We have audited the accompanying financial statements of Eden Township Healthcare District dba Eden Health District (the District) as of June 30, 2021 and 2020, which comprise the statement of net position as of June 30, 2021 and 2020, and the related statements of revenues, expenses, and changes in net position, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the 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 financial statements based on our audit. We conducted our audit 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 Controller General of the United States and in accordance with the State Controller's Minimum Audit Requirements for Special Districts. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the 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 auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Eden Township Healthcare District dba Eden Health District at June 30, 2021 and 2020, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Other Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The information on pages 32 and 33 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 U.S. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3 through 9 be presented to supplement the financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management regarding the methods of preparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated October 25, 2021, on our consideration of the District'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* and should be considered in assessing the District's internal control over financial reporting and compliance.

JWT & Associates, LLP

Fresno, California
October 25, 2021

Management's Discussion and Analysis

Eden Township Healthcare District
dba Eden Health District

Management's Discussion and Analysis

June 30, 2021 and 2020

This section of the Eden Township Healthcare District's (the "District") annual financial report includes some of management's insights and analysis of the District's financial performance for the years ended June 30, 2021 and 2020.

Introduction to Basic Financial Statements

The annual report consists of a series of financial statements, prepared in accordance with the Governmental Accounting Standards Board ("GASB") Statement No. 34, *Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments*. This standard is applicable to the District because it is a political subdivision of the State of California. The financial statements include: the statements of net position, the statements of revenues, expenses and changes in net position and the statements of cash flows. These statements are supported in the annual report by the notes to the financial statements and this section. All sections should be considered together to obtain a complete understanding of the financial picture of the District.

Statements of Net Position include all assets and liabilities. Assets and liabilities are reported on an accrual basis, as of the statement date.

Statements of Revenues, Expenses and Changes in Net Position present the revenues earned and expenses incurred during the years then ended on an accrual basis.

Statements of Cash Flows present the inflows and outflows of cash, summarized by operating, capital and related financing and investing activities. The statements are prepared using the direct method of cash flows, and therefore, present gross rather than net amounts for the years' operating activities.

FINANCIAL OVERVIEW

A summary of key financial statement information is used as a basis for reviewing current year results in comparison with the prior years.

	As of June 30,		
	<u>2021</u>	<u>2020</u>	<u>2019</u>
Assets			
Current assets	\$ 1,298,739	\$ 1,732,050	\$ 2,309,673
Investments	3,382,185	4,815,576	6,214,240
Capital assets, net of accumulated depreciation	34,006,573	35,501,782	37,183,469
Other assets	634,174	752,578	870,918
Total assets	<u>\$ 39,321,671</u>	<u>\$ 42,801,986</u>	<u>\$ 46,578,300</u>

Eden Township Healthcare District
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Management's Discussion and Analysis

June 30, 2021 and 2020

	As of June 30,		
	2021	2020	2019
Liabilities and net position			
Current liabilities			
Current portion of loan payable	\$ 546,805	\$ 529,105	\$ 510,931
Current portion of settlement payable	2,171,221	2,171,221	2,171,221
Other current liabilities	831,784	640,815	675,235
Total current liabilities	3,549,810	3,341,141	3,357,387
Loan payable, net of current portion	10,550,951	11,097,717	11,626,793
Settlement payable, net of current portion	4,342,439	6,513,660	8,684,881
Total liabilities	18,443,200	20,952,518	23,669,061
Net position	20,878,473	21,849,468	22,909,235
Total liabilities and net position	\$ 39,321,671	\$ 42,801,986	\$ 46,578,300

Net position as of June 30, 2021, decreased to \$20,878,473 from \$21,849,468 in 2020. The change was primarily attributable to a decrease in depreciable assets by \$1,495,209 which was offset with a reduction in the Dublin building loan by \$529,066.

Current assets decreased by \$433,311 in FY21. Cash was the primary category for the decrease and was lower by \$410,066 compared to FY20. Investments were lower by \$1,433,391 in FY21. The decrease in both cash and investments was primarily due to the annual payment to Sutter Health of \$2,171,221. The payment was the 7th payment of 10 installments made to Sutter Health per the damages awarded settlement. Other assets were lower by \$118,403 in FY21. The decrease was primarily due to the amortization of existing tenant leasing fees for the Dublin Gateway Medical Center (DGMC) and accounted for \$110,023 of the decrease.

Capital assets decreased \$1,495,209 in FY21. The decrease was due to depreciation expense of \$1,801,514 and was offset with new investments in tenant improvements of \$283,617 for the Eden Medical building (EMB), and building improvements of \$22,687 for the Dublin Gateway Medical Center (DGMC). Tenant improvements were for the remaining 3,588 square feet located on the second floor of the EMB, and was leased in FY20. The tenant allowance was \$219,154 and was capitalized upon completion of the project. The remaining \$50,580 of tenant improvements were for an existing tenant who expanded their rental space by another 843 square feet. Building improvements of \$22,687 were for the upgrade of the rooftop A/C unit of the Dublin Gateway Medical Center's (DGMC).

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June 30, 2021 and 2020

Other current liabilities increased by \$190,967. The increase was primarily attributable to an increase in accounts payable for the TI allowance of \$219,154 which is due to the 2nd floor tenant of the Eden Medical building (EMB).

The reduction of \$2,171,221 in the settlement payable to Sutter Health was due to the 7th payment of 10 installments made to Sutter Health per the damages awarded settlement. The Dublin Gateway Medical Center's (DGMC) building loan was lower by \$529,066 due to principal payments made in FY21.

Operating Results

	For the Year Ended June 30,		
	2,021	2,020	2019
Operating revenues			
Rental income	\$ 3,223,982	\$ 3,054,491	\$ 3,531,873
Tenant reimbursements	1,789,747	1,778,895	1,669,307
Total operating income	5,013,730	4,833,386	5,201,180
Operating expenses			
Salaries and benefits	573,601	472,543	430,201
Consulting and community education	162,795	129,300	67,970
Audit fees	19,570	20,900	20,900
Public relations	847	11,186	2,847
Legal fees	26,816	51,395	30,479
Insurance	65,155	59,815	62,029
Purchased services	810,284	93,405	735,344
Rental property operating and maintenance	1,584,181	1,560,808	1,877,668
Taxes	223,706	232,273	234,590
Grants to service providers and community	184,500	1,037,551	534,200
Depreciation & amortization	1,951,028	1,954,658	2,295,519
Total operating expenses	5,602,482	5,623,832	6,291,747
Operating income (loss)	(588,752)	(790,446)	(1,090,567)
Net nonoperating revenues (expenses)	(382,242)	(269,323)	2,577,737
Increase (decrease) in net position	\$ (970,995)	\$ (1,059,769)	\$ 1,487,170

Eden Township Healthcare District dba Eden Health District

Management's Discussion and Analysis

June 30, 2021 and 2020

Total operating income increased \$180,344 to \$5,013,730 from \$4,833,386 and total operating expenses decreased \$21,351 to \$5,602,481 from \$5,623,832. The result was a decrease in net operating loss by \$201,694 for the year ending June 30, 2021. Rental income increased \$169,492 in FY21. Of this increase, \$75,888 was attributable to income received from the lease of the remaining space on the 2nd floor of the Eden Medical building (EMB). The lease commenced on October 2020. Annual increases for existing tenants were \$19,136. Dublin Gateway Medical Center (DGMB) had an increase in rental revenue by \$74,468 and was due to annual increases for existing tenants. At the end of FY21 both buildings were fully occupied.

Operating expenses decreased \$21,350 in FY21. The decrease was primarily attributable to a decrease in grants to service providers and the community by \$853,051 which was offset with an increase in purchases services by \$716,879, and an increase in salaries and wages by \$101,058.

Grants to service providers were lower in FY21 due to the Board of Directors decision to advance funds set aside for FY21 grants to be used in FY20. In April 2020, the Directors declared the existence of a local emergency as a result of COVID-19 and directed staff to take the necessary steps for the protection of life, health and safety of the District residence. In response to the pandemic, the District purchased 3,337 Covid-19 test bundles (testing kits/lab testing) and 100,000 KN 95 masks. Masks were distributed to first responders, healthcare workers, essential workers and nonprofit organizations who support shelters and food delivery services. Test kits were used to provide free Covid-19 testing at test sites setup in the cities of Hayward and San Leandro. Eden Health District worked collaboratively with the Hayward Fire Department and the city of San Leandro to provide this service. The cost of the test bundles were \$250,000 and the masks were \$170,484. The District submitted an application for reimbursement to FEMA requesting approval for reimbursement of 75% of the cost of the masks. The Governor's Office of Emergency Services (Cal OES) has informed the District that FEMA has rejected the District's application for reimbursement. The District is currently waiting for the determination letter from FEMA and the District may appeal the decision depending upon the reason for the rejection. Eden Health District is working directly with the City of Hayward to obtain 75% reimbursement for the test kits.

Purchased services were higher in FY21 due to the cost of the election for two (2) Board members. The general election was held in November 2020 and the cost was \$716,717. The Board of Directors consist of five (5) members who are elected by the residents in which the District serves. Elected Board members serve a term of four (4) years and there is no limit on the number of terms the Board member may serve.

In March 2020, the District's CEO position was reclassified from a part time position to a full time position by the Board of Directors. Salaries and wages increased by \$101,058 as a result of the reclassification. Rental property operating and maintenance expense was higher in FY21 by \$23,373. The increase was primarily from the EMB and was attributable to the increased occupancy of the remaining 3,588 square feet of space. Management fees increased \$11,118 and utilities and refuge service increased \$9,100. Operating and maintenance expense for DGMC was consistent with the expense in FY20. Legal fees for the District were also lower in FY21 by \$24,580. EMB accounted for \$10,649 of the reduction as legal fees for were higher in FY20 due to the lease negotiations for the remaining space on the second floor.

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Management's Discussion and Analysis

June 30, 2021 and 2020

Community Education expense increased by \$22,887 in FY21 and consulting expense increased by \$10,618. Community Education classes continued to be placed on hold in FY21 due to the pandemic. The Covid-19 bulletin continued to be published to the residents of Alameda and Contra Costa Counties, elected officials and community leaders as the bulletin was well received in FY20.

Net non-operating loss was \$382,242 in FY21 and was an increase of \$112,920 compared to the net-operating loss of \$269,323 in FY20.

	As of June 30,		
	2021	2020	2019
Net position			
Invested in capital assets, net of related debt	\$ 22,908,817	\$ 23,874,960	\$ 25,045,745
Unrestricted	(2,030,344)	(2,025,492)	(2,136,510)
Total net position	\$ 20,878,473	\$ 21,849,468	\$ 22,909,236

At June 30, 2021, total net position decreased \$970,992 from \$21,849,465 to \$20,878,473. Invested in capital assets net of related debt decreased \$966,143. The decrease was attributable to the current year depreciation expense of \$1,801,514 and the paydown of the DGMC loan by \$529,066. Unrestricted net deficit decreased by \$4,849.

Capital Assets

The District's capital assets include land, construction in progress, land improvements, buildings, tenant improvements and equipment. At June 30, 2021 and 2020, the District's investment in capital assets totaled \$34,006,573 and \$35,501,780 respectively. During 2021, the District's reduction to depreciable capital assets was \$1,495,210.

Eden Township Healthcare District
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Management's Discussion and Analysis

June 30, 2021 and 2020

Debt Administration

At June 30, 2018 the District's outstanding balance for loans payable was \$12,633,128. The bank loan was obtained during fiscal year 2007 as partial financing for the purchase of the DGMC property. The loan payable matured on June 1, 2010 and a temporary loan was obtained for the outstanding balance of \$48,202,398 until September 1, 2010. The loan was modified again on September 27, 2010. The loan's total commitment was reduced to \$40,500,000 which will mature October 1, 2012. A new secured line of credit was executed simultaneously for the remaining balance of \$7,702,398. The line of credit was executed to increase the bank's total security on the outstanding principal balance at September 1, 2010 of \$48,202,398. The principal of \$7,702,398 on the line of credit was secured by the SLMAB and \$3,300,000 of marketable securities. The maturity date was October 1, 2012. On June 2, 2011 a third modification was made which increased the collateral an additional \$2,000,000 and required the District to begin paying down the principal based on a percentage of specific excess cash flows from DGMC. A fourth modification was made on March 14, 2012 where the District is required to maintain unencumbered liquid assets of at least \$15,000,000. A fifth modification was made on September 28, 2012 which extended the maturity date of the note and line of credit from October 1, 2012 to February 1, 2013. A sixth modification was made on January 31, 2013 where the notes total commitment was reduced to \$35,214,969 and the District made a principal payment of \$5,000,000. The notes maturity date was extended to February 1, 2016 and the District was no longer required to pay down the principal based on 50% of all excess cash flow from DGMC. The required unencumbered liquid assets were also reduced from \$15,000,000 to \$8,000,000. An advance of \$2,000,000 was extended to the existing line of credit bringing the new principal balance to \$9,702,397. The line of credit was secured by the EMB, SLMAB and marketable securities of \$3,326,397. The maturity date was February 1, 2016.

A seventh modification was executed on January 20, 2016. The maturity date of the note was extended to February 1, 2017 and the required unencumbered liquid assets were reduced from \$8,000,000 to \$6,000,000. The line of credit principal balance of \$9,702,397 which was allocated amongst the SLMAB (\$2,806,000), the EMB (\$3,570,000), and marketable securities (\$3,326,397) was consolidated with the notes commitment of \$35,214,969 to form a single indebtedness in the principal amount of \$44,917,366. In March 2016, one of the buildings in DGMC was sold and the proceeds of \$33,197,588 were used to pay down the loan balance. The outstanding balance of loans payable was \$11,719,779 as of June 30, 2016. US Bank extended the maturity date for one year to February 1, 2017. The District was in the process of obtaining permanent financing through a privately placed tax exempt offering and the existing loan with US Bank was further extended by six months. The permanent debt (10 year term, 20 year amortization) provided by First Northern Bank closed on April 3, 2017.

Eden Township Healthcare District
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Management's Discussion and Analysis

June 30, 2021 and 2020

Economic Factors and Next Year's Budget

On June 30, 2021, the District has two rental properties for which income and expenses are included in the fiscal year 2021-2022 budget. The Dublin building continues to be occupied by long-term tenants, is 100% occupied and produces positive cash flow. The EMB was first occupied in August 2012 and has had positive cash flow from the first occupancy. On June 30, 2021 the occupancy of the EMB was 100%.

The District is currently looking into establishing a taxing authority to raise additional funds to continue improving the health outcomes for vulnerable populations, and support safety net hospitals like St. Rose Hospital in Hayward, California and San Leandro Hospital in San Leandro, California. The District will also use the funds raised toward emergency preparedness for the future.

Due to the high cost of participating in the general election, the District has hired a consultant to assist the District in converting to District elections. Converting to District elections will reduce future election cost by approximately 50%, and is estimated to be a reduction of approximately \$350,000. Existing Board member terms will be expiring every two (2) years. The next election will be held in FY23.

Contacting the District's Financial Management

The District's financial report is designed to provide the District's Board of Directors, management, creditors, legislative and oversight agencies, citizens and others with an overview of the District's finances and to demonstrate its accountability for funds received. For additional information about this report, please contact the District's office at 20400 Lake Chabot Road Suite 303, Castro Valley, CA 94546.

Basic Financial Statements

Eden Township Healthcare District
dba Eden Health District

Statements of Net Position

June 30, 2021 and 2020

	2021	2020
Assets		
Current Assets		
Cash and cash equivalents	\$ 1,133,990	\$ 1,544,650
Tenant receivables	65,742	81,108
Interest receivable	11,909	19,850
Other receivables	-	62,250
Prepaid expenses and deposits	87,098	24,192
Total current assets	1,298,739	1,732,050
Investments	3,382,185	4,815,576
Capital assets, net of accumulated depreciation	34,006,573	35,501,782
Other assets	634,174	752,578
	\$ 39,321,671	\$ 42,801,986
Liabilities and Net Position		
Current liabilities		
Accounts payable and accrued expenses	\$ 568,519	\$ 380,175
Interest payable	30,179	31,608
Security deposits held	165,372	165,372
Unearned rent	1,047	51,160
Grants payable	66,667	12,500
Current portion of loan payable	546,805	529,105
Current portion of settlement payable	2,171,221	2,171,221
Total current liabilities	3,549,810	3,341,141
Loan payable, net of current maturities	10,550,951	11,097,717
Settlement payable, net of current portion	4,342,439	6,513,660
Total liabilities	18,443,200	20,952,518
Net position		
Invested in capital assets, net of related debt	22,908,817	23,874,960
Unrestricted	(2,030,344)	(2,025,492)
Total net position	20,878,473	21,849,468
Total liabilities and net position	\$ 39,321,671	\$ 42,801,986

See accompanying notes to the financial statements

Eden Township Healthcare District
dba Eden Health District

Statements of Revenues, Expenses and Changes in Net Position

For The Years Ended June 30, 2019 and 2020

	2021	2020
Operating revenues		
Rental income	\$ 3,223,982	\$ 3,054,492
Tenant reimbursements	1,789,747	1,778,895
Total operating revenues	5,013,730	4,833,387
Operating expenses		
Salaries and benefits	573,601	472,543
Consulting and community education	162,797	129,299
Audit fees	19,570	20,900
Public relations	847	11,186
Legal fees	26,816	51,395
Insurance	65,155	59,815
Purchased services	810,284	93,405
Rental property operating and maintenance	1,584,181	1,560,808
Taxes	223,706	232,273
Grants to service providers and community	184,500	1,037,551
Depreciation & amortization	1,951,028	1,954,657
Total operating expenses	5,602,482	5,623,832
Operating income (loss)	(588,752)	(790,445)
Nonoperating revenues (expenses)		
Investment income (loss)	65,112	349,919
Interest expense	(447,355)	(619,241)
Other non-operating income (expense)	-	-
Total nonoperating revenues (expenses)	(382,242)	(269,322)
Increase (decrease) in net position	(970,995)	(1,059,767)
Net position, beginning of the year	21,849,468	22,909,235
Net position, end of year	\$ 20,878,472	\$ 21,849,468

See accompanying notes to the financial statements

Eden Township Healthcare District
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Statements of Cash Flows

For The Years Ended June 30, 2018 and 2017

	2018	2017
Cash flows from operating activities		
Cash received from customers	\$ 5,019,533	\$ 5,272,671
Cash payments to suppliers of goods and services	(4,204,594)	(1,133,539)
Cash payments to employees for services	(400,095)	(387,870)
Grant payments	(619,450)	(531,950)
Tax payments	(256,938)	(134,178)
Net cash provided by operating activities	(461,544)	3,085,134
Cash flows from investing activities		
Investment income received	144,577	178,283
Net sale of investments	2,476,759	2,802,962
Net real and unreal gain (loss) on investments	(90,839)	(128,198)
Net cash provided by non-capital and related financing activities	2,530,497	2,853,047
Cash flows from capital and related financing activities		
Purchase of capital assets	(383,465)	(2,168,026)
Proceeds from sale of building	-	-
Proceeds from debt borrowings	-	13,270,300
Payments of long-term debt	(479,390)	(11,877,561)
Interest paid on capital debt	(631,429)	(526,803)
Change in prepaid lease and loan costs	(88,446)	(237,837)
Net settlement activity	(2,163,661)	(2,510,966)
Net cash used in capital and related financing activities	(3,746,391)	(4,050,893)
Increase (decrease) in cash and cash equivalents	(1,677,438)	1,887,288
Cash and cash equivalents at beginning of year	2,557,923	670,635
Cash and cash equivalents at end of year	\$ 880,485	\$ 2,557,923

See accompanying notes to the financial statements

Eden Township Healthcare District
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Statements of Cash Flows (continued)

For The Years Ended June 30, 2018 and 2017

	2018	2017
Reconciliation of income from operations to net cash provided by operating activities		
Operating income (loss)	\$ (1,167,733)	\$ (815,501)
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation and amortization	2,477,878	2,354,286
Loan forgiveness	-	-
Changes in operating assets and liabilities		
Tenant receivables	(135,475)	55,252
Other receivables	8,861	(14,660)
Prepaid expenses	49,278	1,281
Accounts payable and accrued expenses	(1,694,631)	1,544,156
Security deposits held	6,809	6,241
Unearned rent	(2,031)	(48,421)
Grants payable	(4,500)	2,500
Net cash provided by operating activities	\$ (461,544)	\$ 3,085,134

See accompanying notes to the financial statements

Eden Township Healthcare District dba Eden Health District

Notes to Consolidated Financials Statements

June 30, 2021 and 2020

1. Organization

Eden Township Healthcare District (the "District"), formerly Eden Township Hospital District, a political subdivision of the State of California, was organized under Local Hospital District Law as set forth in the Health and Safety Code of the State of California. It is exempt from federal and state income taxes. The District operated Eden Hospital Medical Center and Laurel Grove Hospitals (the "Hospitals") in Castro Valley, California, until January 14, 1998 when the District transferred substantially all of the net operating assets and operations of the Hospitals to Eden Medical Center ("EMC"), a California nonprofit public benefit corporation. The transfer occurred pursuant to the District's affiliation with Sutter Health, a California nonprofit public benefit corporation. The District is one of two corporate members of EMC and the District's five elected directors were members of EMC's eleven-member Board of Directors. Sutter Health is the other corporate member. This arrangement was terminated six months after construction began on the replacement hospital for Eden Medical Center, which was July 2009; six months later, in January 2010, the District board members resigned from the Eden Medical Center Board per the terms in the 2008 Amended Lease and Agreement between Sutter Health and the District.

In 2006, the District formed Dublin Gateway, LLC, a California limited liability company and Dublin Gateway, Inc., a California corporation, the manager of Dublin Gateway, LLC. Dublin Gateway, Inc. was dissolved during the fiscal year 2012.

In May 2007, the District, in partnership with Dublin Gateway, LLC, acquired Triad Dublin Gateway, LP, (TDG LP) for the purpose of purchasing, owning, operating and developing the Dublin Gateway Medical Center (DGMC). Since TDG LP is wholly owned and controlled by the District through its ownership of Dublin Gateway, LLC, the operations of TDG LP are included within the District. Dublin Gateway, LP was dissolved during fiscal year 2014 and Dublin Gateway, LLC was dissolved in May 2017.

The District owns two medical office properties; DGMC, and the Eden Medical Building located in Castro Valley, California. The two properties are managed by professional commercial property managers.

In March 2008, the District executed an amended and restated lease and hospital operations agreement with EMC. EMC had two corporate members: the District and Sutter Health. Under the terms of the amended agreement, EMC had the option to purchase the San Leandro Hospital (SLH) between July 1, 2009 and June 30, 2010. The District received notification from EMC (Sutter Health) of its intent to exercise the purchase option in July 2009 for a purchase price determined to be zero under the terms of the agreement. The District filed a lawsuit opposing the purchase in which the trial court ruled in favor of Sutter Health in 2009. On April 11, 2012, the District was notified that its appeal filed with the California Supreme Court was denied. Consequently, the District wrote off the assets and associated goodwill of SLH in April 2012 after approval by the Board of Directors.

Eden Township Healthcare District dba Eden Health District

Notes to Consolidated Financials Statements

June 30, 2021 and 2020

1. Organization (continued)

In 1984, the District established Eden Hospital Health Services Corporation ("EHHSC"). EHHSC is a separate nonprofit corporation that is not included in the financial statements of the District as it does not meet the criteria in Governmental Accounting Standards Board ("GASB") Statement No. 14, "The Reporting Entity," for inclusion as a component unit of the District as the District's only right with respect to EHHSC is to dissolve it. EHHSC owns and operates a retirement and skilled nursing facility. In 2010 the bylaws of EHHSC were amended to rename EHHSC "Baywood Court" after the only remaining operational entity.

On September 16, 2015, the District received approval by it's Board of Directors to have a "dba" name of Eden Health District, that would not change the existing statutory name of Eden Township Healthcare District.

2. Summary of Significant Accounting Policies

Basis of Accounting and Financial Statement Presentation

The District's financial statements are presented in accordance with the pronouncements of the Governmental Accounting Standards Board (GASB). The financial statement presentation, required by GASB Statements No. 34, 37 and 38 provides a full accrual basis, comprehensive, entity-wide perspective of the District's assets, results of operations and cash flows. The District follows the "business-type activities" reporting requirements of GASB Statement No. 34.

In June 2015, the GASB issued Statement No. 76, The Hierarchy of Generally Accepted Accounting Principles for State and Local Governments ("GASB No. 76"), which is effective for financial statements for periods beginning after June 15, 2015. The objective of GASB No. 76 is to identify, in the context of the current governmental financial reporting environment, the hierarch of generally accepted accounting principles ("GAAP"). The "GAAP hierarchy" consists of the sources of accounting principles used to prepare financial statements of state and local governmental entities in conformity with GAAP and the framework for selecting those principles. This Statement reduces the GAAP hierarchy to two categories of authoritative GAAP and addresses the use of authoritative and non-authoritative literature in the event that the accounting treatment for a transaction or other event is not specified within a source of authoritative GAAP.

The District reports information regarding its financial position and activities according to three classes of net position: invested in capital assets, net of related debt, restricted and unrestricted.

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Notes to Consolidated Financials Statements

June 30, 2021 and 2020

2. Summary of Significant Accounting Policies (continued)

Invested in Capital Assets, Net of Related Debt - This category represents all capital assets in one component of net assets. Accumulated depreciation and the outstanding balances of debt that are attributable to the acquisition, construction, or improvement of these assets reduce the balance in this category.

Restricted net position - This component of net assets consists of constraints imposed by creditors (such as through debt covenants), grantors, contributions, or laws or regulations of other governments or constraints imposed by law through constitutional provisions or enabling legislation.

Unrestricted net position - This category represents net assets of the District not restricted for any project or purpose. Portions of unrestricted net assets may be designated to indicate tentative plans for financial resource utilization in a future period. Such plans or intent are subject to change and have not been legally authorized or may not result in expenditures.

When both restricted and unrestricted resources are available for use, it is the District's policy to use restricted resources first and then unrestricted resources, as they are needed.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the District considers cash held in bank accounts and short-term investments with original maturities of three months or less to be cash and cash equivalents.

Investments

The District is restricted by State law in the types of investments that can be made. State statutes authorize the District to invest in obligations of the U.S. Treasury, commercial paper, corporate notes, repurchase agreements, reverse repurchase agreements, banker's acceptances and other instruments including the State Treasurer's Investment Pool. Investments in participating interest-earning investment contracts are recorded at amortized cost, which approximates fair value for these investments, and all other investments are stated at fair value in the statements of net assets based upon published market quotations, where available. Investment income or loss (including realized gains and losses on investments, interest and dividends) and unrealized gains and losses on investments are reported in the statement of revenues, expenses and changes in net assets.

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Notes to Consolidated Financials Statements

June 30, 2021 and 2020

2. Summary of Significant Accounting Policies (continued)

Fair Value Measurements

In February 2015, the GASB issued Statement No. 72, Fair Value Measurement and Application ("GASB No. 72"), which is effective for financial statements for periods beginning after June 15, 2015. GASB No. 72 addresses accounting and financial reporting issues related to fair value measurements. The definition of fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This Statement provides guidance for determining a fair value measurement for financial reporting purposes. This Statement also provides guidance for applying fair value to certain investments and disclosures related to all fair value measurements.

The District reports the fair value of its investments in accordance with GASB 72. This standard requires an entity to maximize the use of observable inputs (such as quoted prices in active markets) and minimize the use of unobservable inputs (such as appraisals or other valuation techniques) to determine fair value. In addition, the District reports certain investments using the net asset value per share as determined by investment managers under the so called "practical expedient". The practical expedient allows net asset value per share to represent fair value for reporting purposes when the criteria for using this method are met. Fair value measurement standards also require the District to classify these financial instruments into a three-level hierarchy, based on the priority of inputs to the valuation technique or in accordance with net asset value practical expedient rules, which allow for either Level 2 or Level 3 reporting depending on lock up and notice periods associated with the underlying funds.

Instruments measured and reported at fair value are classified and disclosed in one of the following categories:

- *Level 1* - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.
- *Level 2* - Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies. Level 2 also includes practical expedient investments with notice periods for redemption of 90 days or less.
- *Level 3* - Pricing inputs are unobservable for the instrument and include situations where there is little, if any, market activity for the instrument. The inputs into the determination of fair value require significant management judgment or estimation. Level 3 also includes principal expedient investments with notice periods for redemption of more than 90 days.

Eden Township Healthcare District
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Notes to Consolidated Financials Statements

June 30, 2021 and 2020

2. Summary of Significant Accounting Policies (continued)

Fair Value Measurements (continued)

In some instances, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such instances, an instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

Market price is affected by a number of factors, including the type of instrument and the characteristics specific to the instrument, as well as the effects of market, interest and credit risk. Instruments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value. It is reasonably possible that change in values of these instruments will occur in the near term and that such changes could materially affect amounts reported in the District's financial statements.

Capital Assets, net

Capital assets are stated at cost when purchased or constructed, or, for donated property, at the asset's estimated fair value at the time the donated property is received. Depreciation is provided using the straight-line method over the assets' estimated useful lives ranging from 5 to 30 years. Depreciation for tenant improvements is provided using the straight-line method over the shorter of the assets estimated useful life or the lease term, generally 10 years or less. Whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recovered, the District, using its best estimates and projections, reviews for impairment the carrying value of long-lived identifiable assets to be held and used in the future. Any impairment losses identified are recognized when determined. Recoverability of assets is measured by comparison of the carrying amount of the asset to the net undiscounted future cash flows expected to be generated from the asset. If the future undiscounted cash flows are not sufficient to recover the carrying value of the assets, the assets carrying value is adjusted to fair value.

Compensated Absences

District employees earn vacation and sick leave benefits at varying rates depending on their years of service at the District. Both benefits can accumulate up to specified maximum levels. Due to the pandemic and the shelter in place orders in FY21, the District Board members voted to temporarily suspend the maximum level of vacation benefits employees may accumulate. Employees are not paid for accumulated sick leave benefits if they leave either upon termination or before retirement. However, accumulated vacation benefits are paid to an employee upon either termination or retirement. Accrued vacation liabilities as of June 30, 2021 and 2020 are \$72,821 and \$53,971, respectively.

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Notes to Consolidated Financials Statements

June 30, 2021 and 2020

2. Summary of Significant Accounting Policies (continued)

Use of Estimates

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

Subsequent events

Subsequent events are events or transactions that occur after the statement of net position date but before the financial statements are available to be issued. The District recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statement of net position, including the estimates inherent in the process of preparing the financial statements. The District's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statement of net position but arose after the statement of net position date and before the financial statements are available to be issued.

The Plan has evaluated subsequent events through October XX, 2021, which is the date the financial statements were available to be issued.

3. Cash and Investments and Custodial Credit Risk

Custodial credit risk for deposits is the risk that in the event of a bank failure, the deposits may not be returned to it. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, a government will not be able to recover the value of its investment that is in the possession of another party. The District does not have a policy for custodial credit risk on deposits or investments. Under the California Government Code, a financial institution is required to secure deposits in excess of \$250,000 made by state or local governmental units by pledging securities held in the form of an undivided collateral pool. The market value of the pledged securities in the collateral pool must equal at least 110% of the total amount deposited by the public agencies. California law also allows financial institutions to secure public agency deposits by pledging first trust deed mortgage notes having a value of 150% of the secured public deposits. The collateral is held by the pledging financial institution's trust department and is considered held in the District's name.

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Notes to Consolidated Financials Statements

June 30, 2021 and 2020

3. Cash and Investments and Custodial Credit Risk (continued)

At June 30, 2021 and 2020 the balances on deposit at financial institutions in excess of federal depository insurance limits of \$250,000 totaled \$2,496,958 and \$2,472,168, respectively and were held in uncollateralized accounts.

At June 30, 2019 and 2018 the balances on deposit at financial institutions in excess of federal depository insurance limits of \$250,000 totaled \$2,368,791 and \$621,019 respectively, and were held in uncollateralized accounts.

4. Investments

The District's investment balances and average maturities were as follows at June 30, 2021 and 2020:

		2021			
		Investment Maturities in Years			
	Fair Value	Less than 1	1 to 5	Over 5	
Corporate bonds	\$ 2,182,552	\$ 331,005	\$ 1,851,547	\$ -	-
U.S. Treasury notes	1,087,066	-	1,087,066	-	-
U. S. government obligations	112,650	-	112,650	-	-
Total investments	<u>\$ 3,382,268</u>	<u>\$ 331,005</u>	<u>\$ 3,051,263</u>	<u>\$ -</u>	<u>-</u>

		2020			
		Investment Maturities in Years			
	Fair Value	Less than 1	1 to 5	Over 5	
Corporate bonds	\$ 3,951,875	\$ 516,937	\$ 3,434,938	\$ -	-
U.S. Treasury notes	698,893	378,034	320,859	-	-
U. S. government obligations	164,808	-	-	164,808	-
Total investments	<u>\$ 4,815,576</u>	<u>\$ 894,971</u>	<u>\$ 3,755,797</u>	<u>\$ 164,808</u>	<u>-</u>

Interest income, dividends, and both realized and unrealized gains and losses on investments are recorded as investment income. These amounts were \$65,112 and \$349,918 for the years ended June 30, 2021 and 2020, respectively. Total investment income includes both income from operating cash and cash equivalents and cash and cash equivalents related to assets limited as to use.

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Notes to Consolidated Financials Statements

June 30, 2021 and 2020

4. Investments (continued)

Investments authorized by the California Government Code

The table below identifies the investment types that are authorized for the District by the California Government Code. The table also identifies certain provisions of the California Government Code that address interest rate risk, credit risk, and concentration of credit risk.

<u>Authorized Investment Type</u>	<u>Maximum Maturity</u>	<u>Maximum Percentage of Portfolio</u>	<u>Maximum Investment in One Issuer</u>
US Treasury Notes, Bonds or Bills	5 years	None	None
US Government Agency Securities	5 years	None	None
Repurchase Agreements	1 year	None	None
State of California Obligations	5 years	None	None
Bankers' Acceptances	180 days	40%	30%
Commercial Paper	270 days	25%	10%
Medium Term Notes	5 years	30%	None
Certificates of Deposit	1 year	10%	None
Negotiable Certificates of Deposit	5 years	None	None
State of California Local Agency Investment Fund	N/A	None	None
Money Market Accounts	N/A	None	None

Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment the greater the sensitivity of its fair value to changes in market interest rates. The District's exposure to interest rate risk is minimal as 10% of their investments have a maturity of less than one year, 90% have a maturity of one year to five years. Information about the sensitivity of the fair values of the District's investments to market interest rate fluctuations is provided by the preceding schedules that shows the distribution of the District's investments by maturity.

Eden Township Healthcare District
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Notes to Consolidated Financials Statements

June 30, 2021 and 2020

4. Investments (continued)

Credit Risk

Credit risk is the risk that the issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization, such as Moody's Investor Service, Inc. The District's investments in such obligations are in corporate bonds, U.S. Treasury notes, fixed income securities and U.S. government obligations. The District believes that there is minimal credit risk with these obligations at this time.

The District's credit rating risk is governed by Section 53601 of the California Government Code, which, among others, limits investments in money market mutual funds to those funds with the highest ranking by at least one of the national rating agencies and investments in corporate bonds are limited to those with a minimum ranking of A by at least one national rating agency. The District did not hold any investments at June 30, 2021 and 2020 that had ratings of less than A by national rating agencies. There are no investment limits on the securities of the U.S. Treasury as these investments are backed by the full faith and credit of the United States government.

Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of the District's investment in a single issuer. The District diversifies its portfolio as required by the California Government Code. The District's investments are held as follows: governmental agencies 97% and banks 3%. As of June 30, 2021, one of the District's individual investments was greater than 5% of the District's investments as a whole. The individual investment was \$5,609 over the 5% limit.

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Notes to Consolidated Financials Statements

June 30, 2021 and 2020

5. Fair Value Measurements

The following table sets forth by level, within the fair value hierarchy, the District's assets at fair value as of June 30, 2021 and 2020:

2021

	Level 1	Level 2	Level 3	Total
Corporate bonds	\$ 2,182,552	\$ -	\$ -	\$ 2,182,552
U.S. Treasury notes	1,087,066	-	-	1,087,066
U. S. government obligations	112,650	-	-	112,650
Total assets at fair value	<u>\$ 3,382,268</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,382,268</u>

2020

	Level 1	Level 2	Level 3	Total
Corporate bonds	\$ 3,951,875	\$ -	\$ -	\$ 3,951,875
U.S. Treasury notes	698,893	-	-	698,893
U. S. government obligations	164,808	-	-	164,808
Total assets at fair value	<u>\$ 4,815,576</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,815,576</u>

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Notes to Consolidated Financials Statements

June 30, 2021 and 2020

6. Capital Assets

Capital assets as of June 30, 2020 and 2019 were comprised of the following:

	<u>Balance at June 30, 2020</u>	<u>Transfers & Additions</u>	<u>Transfers & Retirements</u>	<u>Balance at June 30, 2020</u>
Land and land improvements	\$ 13,107,017	\$ -	\$ (28,028)	\$ 13,078,989
Buildings	32,109,434	-	-	32,109,434
Building improvements	3,463,973	22,687	(91,900)	3,394,760
Tenant improvements	4,313,579	282,083	(181,151)	4,414,511
Equipment	17,733	-	-	17,733
Construction-in-progress	2,340	1,534	(3,874)	-
Totals at historical cost	<u>53,014,076</u>	<u>306,304</u>	<u>(304,953)</u>	<u>53,015,427</u>
Less accumulated depreciation	<u>(17,512,296)</u>	<u>\$ (1,801,514)</u>	<u>\$ 304,953</u>	<u>(19,008,857)</u>
Capital assets, net	<u>\$ 35,501,782</u>			<u>\$ 34,006,573</u>
	<u>Balance at June 30, 2019</u>	<u>Transfers & Additions</u>	<u>Transfers & Retirements</u>	<u>Balance at June 30, 2020</u>
Land and land improvements	\$ 13,049,110	\$ 57,907	\$ -	\$ 13,107,017
Buildings	32,109,434	-	-	32,109,434
Building improvements	3,466,448	28,279	(30,754)	3,463,973
Tenant improvements	4,322,701	14,810	(23,932)	4,313,579
Equipment	-	17,733	-	17,733
Construction-in-progress	-	2,340	-	2,340
Totals at historical cost	<u>52,947,693</u>	<u>121,069</u>	<u>(54,686)</u>	<u>53,014,076</u>
Less accumulated depreciation	<u>(15,764,224)</u>	<u>\$ (1,802,757)</u>	<u>\$ 54,686</u>	<u>(17,512,294)</u>
Capital assets, net	<u>\$ 37,183,469</u>			<u>\$ 35,501,782</u>

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Notes to Consolidated Financials Statements

June 30, 2021 and 2020

7. Long-term Liabilities

Bank Loan Payable

At June 30, 2017 the District's bank loan payable balance was \$13,112,518. The original note was obtained on May 17, 2007 with US Bank for a maximum amount of \$54,000,000 for the construction of the Dublin Gateway Center. The original terms of the bank loan included three holdback reserves which permitted TDG, LP to draw on funds for construction and tenant improvements to the property. The holdback reserves included \$7,000,000 for tenant improvements, \$500,000 for the payment of leasing commissions and \$1,400,000 for interest reserves. The District financed total interest from the holdback reserves of \$1,111,991 and funded tenant improvements of \$1,990,407 through the date of the first loan modification. The terms of the note were modified on May 25, 2010 causing the remaining balance of \$5,797,602 available as holdback reserves to be cancelled which reduced the maximum amount available under the loan to \$48,202,397. The maturity date of the loan was extended from June 1, 2010 to September 1, 2010 under the modification.

A second modification was executed on September 27, 2010. The note's total commitment was reduced to \$40,500,000 and the maturity date was extended to October 1, 2012. A new secured line of credit was executed simultaneously for the remaining balance of \$7,702,398. The line of credit was executed to increase the bank's total security on the outstanding principal balance at September 1, 2010 of \$46,202,398. The principal of \$7,702,398 outstanding on the line of credit is secured by the San Leandro Medical Arts Building and \$3,300,000 of marketable securities. The maturity date of the line of credit is October 1, 2012. The variable interest rates on the note and the line of credit were 3.24% and 3.00%, respectively, as of June 30, 2012.

A third modification was executed on June 2, 2011. Starting July 15, 2011, on a monthly basis, the District is required to pay to the bank 50% of all excess cash flow for the prior month's financial results for the Dublin Gateway operations. These funds are to pay down the principal balance of the loan. Any remaining unpaid principal balance becomes due on October 1, 2012. Additional collateral funds of \$2,000,000 were also required which may be reduced by amounts incurred for tenant improvements. At June 30, 2012, the balance of cash and investments required to be maintained by the bank as collateral is \$4,602,867.

A fourth modification was executed on March 14, 2012. The District is required at all times to maintain unencumbered liquid assets of at least \$15,000,000.

A fifth modification was executed on September 28, 2012. The modification was to extend the maturity date of the note and line of credit from October 1, 2012 to February 1, 2013.

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Notes to Consolidated Financials Statements

June 30, 2021 and 2020

7. Long-term Liabilities (continued)

Bank Loan Payable (continued)

A sixth modification was executed on January 31, 2013. The note's total commitment was reduced to \$35,214,969 and the District made a principal payment of \$5,000,000. The maturity date of the note was extended to February 1, 2016 and the District was no longer required to pay US Bank 50% of all excess cash flow for the prior month's financial results of the Dublin Gateway operations. The required unencumbered liquid assets were also reduced from \$15,000,000 to \$8,000,000. With regards to the line of credit an additional advance of \$2,000,000 was added to the outstanding principal balance of \$7,702,398. The new principal balance is \$9,702,397 and allocated amongst the San Leandro Medical Arts Building \$(2,806,000), the Eden Medical Building \$(3,570,000), and marketable securities \$(3,326,397). The net principal reduction by the District in this transaction is \$3,000,000, paid in cash. The maturity date of the line of credit is February 1, 2016, concurrent with the note mentioned above. The variable interest rates on the note and the line of credit were 2.90% (LIBOR plus 2.75 points) and 2.94% (LIBOR plus 2.75 points), respectively as of June 30, 2015.

A seventh modification was executed on January 20, 2016. The maturity date of the note was extended to February 1, 2017 and the required unencumbered liquid assets were reduced from \$8,000,000 to \$6,000,000. The line of credit was closed and the principal balance of \$9,702,397 which was allocated amongst the San Leandro Medical Arts Building (\$2,806,000), the Eden Medical Building (\$3,570,000), and marketable securities (\$3,326,397) was consolidated with the notes commitment of \$35,214,969 to form a single indebtedness in the principal amount of \$44,917,367. The variable interest rate on the note was 3.21% (LIBOR plus 2.75 points) as of June 30, 2016.

When Sutter exercised its right to purchase the 4050 Dublin Boulevard building, which was solely occupied by Sutter Health's affiliate, Palo Alto Medical Foundation, the sale resulted in a reduction in principal of \$33,197,587. An eighth modification was executed on January 30, 2017 which extended the maturity date from February 1, 2017 to August 1, 2017. At the time of the modification the District was in the process of obtaining long term financing through a privately placed tax-exempt offering. On April 3, 2017 the District obtained new debt from First Northern Bank and the existing loan with US Bank was paid in full. The new debt of \$13,235,000 is for a ten (10) year term and will be amortized over twenty (20) years. The interest rate is fixed at 3.25%.

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Notes to Consolidated Financials Statements

June 30, 2021 and 2020

7. Long-term Liabilities (continued)

Settlement Payable to Sutter Health

This liability is associated with damages awarded to Sutter Health as the result of a lawsuit. The damages awarded is a combination of losses incurred by Sutter Health for the duration of the lawsuit (March 2010 to April 2012) of \$17,179,860, and legal fees and costs and interest of \$2,493,493 plus post judgment interest of \$1,963,266 awarded March 2017. Future interest payments to be made are based upon the current year Treasury note rate.

Changes in the District's long-term liabilities for the fiscal year ended June 30, 2021 and 2020:

	<u>Balance at</u> <u>June 30, 2020</u>	<u>Additions</u>	<u>Paydowns</u>	<u>Balance at</u> <u>June 30, 2021</u>
Bank loan	\$ 11,626,822	\$ -	\$ (529,066)	\$ 11,097,756
Sutter settlement	8,684,881	-	(2,171,221)	6,513,660
	<u>\$ 20,311,703</u>	<u>\$ -</u>	<u>\$ (2,700,287)</u>	<u>\$ 17,611,416</u>

	<u>Balance at</u> <u>June 30, 2019</u>	<u>Additions</u>	<u>Paydowns</u>	<u>Balance at</u> <u>June 30, 2020</u>
Bank loan	\$ 12,137,724	\$ -	\$ (510,902)	\$ 11,626,822
Sutter settlement	10,856,102	-	(2,171,221)	8,684,881
	<u>\$ 22,993,826</u>	<u>\$ -</u>	<u>\$ (2,682,123)</u>	<u>\$ 20,311,703</u>

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Notes to Consolidated Financials Statements

June 30, 2021 and 2020

7. Long-term Liabilities (continued)

Scheduled net debt service payments including interest for fiscal years ending June 30:

		<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2022		2,718,026	429,531	3,147,557
2023		2,736,319	411,239	3,147,557
2024		2,754,242	393,215	3,147,456
2025		2,774,728	300,826	3,075,554
2026		623,700	280,637	904,336
Thereafter		<u>8,175,408</u>	<u>197,009</u>	<u>8,372,417</u>
		<u>\$ 19,782,423</u>	<u>\$ 2,012,456</u>	<u>\$ 21,794,879</u>

8. Medical Office Building Future Rental Income

The future minimum rental income from operating leases as of June 30, 2021 is as follows:

	Eden Medical Building	Dublin Gateway	Total
2022	\$ 733,741	\$ 2,633,621	\$ 3,367,362
2023	687,780	2,332,300	3,020,080
2024	616,080	2,000,650	2,616,730
2025	631,202	1,852,597	2,483,799
2026	525,661	1,677,198	2,202,859
Thereafter	<u>773,229</u>	<u>340,022</u>	<u>1,113,251</u>
	<u>\$ 3,967,693</u>	<u>\$ 10,836,388</u>	<u>\$ 14,804,081</u>

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Notes to Consolidated Financials Statements

June 30, 2021 and 2020

9. Pension Plan

The District maintains a 457 defined contribution plan for all employees which is administered by CalPERS. Participants receive an employer match contribution of 100% of the employee contribution, up to 5% of the employee's annual salary. Total pension plan expense was \$22,643 and \$17,224 for the years ended June 30, 2021 and 2020, respectively.

10. Commitments and Contingencies

Litigation

The District executed an amended and restated lease and hospital operations agreement with EMC in March 2008. EMC has two corporate members: the District and Sutter Health. Under the terms of the amended agreement, EMC had the option to purchase the San Leandro Hospital (SLH) between July 1, 2009 and June 30, 2010. The District received notification from EMC (Sutter Health) of their intent to exercise the purchase option in July 2009.

If a purchase pursuant to the option is consummated, the purchase price would be equal to the net book value of the SLH recorded by the District, less total cash losses incurred by EMC during period of operation, and less total capital expenditures. The SLH has operated at a loss during the lease agreement which had been funded by EMC (Sutter Health). The proposed purchase price by EMC (Sutter Health) is \$0. The Trial Court ruled in favor of Sutter Health in the 2009 and Cross Compliant was filed by the District in November 2010. The District filed an appeal on March 9, 2011 and the appeal was decided in favor of Sutter Health in December of 2011. An appeal for review was filed with the California Supreme Court in February 2012. The California Supreme Court refused to entertain an appeal on April 11, 2012. Therefore, the value of San Leandro Hospital and the related goodwill were written off in April 2012.

The District transferred title to San Leandro Hospital to Sutter Health on September 28, 2012. The continued arbitration from 2009, for damages was settled with an award to Sutter Health of \$17,179,860 on June 11, 2013. The method and means of payment of the award, and timeframe for the same, had not been determined and may remain subject to court determination or agreement with Sutter Health.

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June 30, 2021 and 2020

10. Commitments and Contingencies (continued)

The District and Sutter Health were discussing a possible settlement which would involve the sale of some assets to Sutter Health and a modification of the total damages, costs and interest that Sutter Health has claimed. These discussions ended in a stalemate in May 2015 and the District filed a hardship motion in court, arguing that the sale of assets to settle the damages claim in full would irreparably harm the District and its constituents of future earnings and appreciation of its assets and that it should have the full statutory time to make installment payments on the amount owed. The Court granted the District's motion in its entirety, including a reduction in the interest rate to the interest on a one-year Treasury Bill. On August 19, 2015 Sutter Health filed a notice of intent to appeal this ruling. On January 5, 2016 Sutter Health filed an appeal with the Appeals Court contesting the judgment and the grant of a ten year payment plan and reduced interest rates. This case has been fully briefed and oral arguments have not been scheduled as of the date the financial statements were available to be issued in FY16.

The District owed Sutter Health \$19,673,353 on the damages claim, court costs, fees and pre-judgment interest. This is the amount to be paid to Sutter Health along with annual interest payments based on the 1-Year Treasury Bill interest on January 1 of each year. The first installment, due on June 30, 2015, was one-tenth of the amount owed, \$1,967,335 plus interest for the period from January 8, 2014 to December 31, 2014, with the interest on a 1-Year Treasury Bill as of January 1, 2015. This payment was made on June 30, 2015. The second installment, due on June 30, 2016, was one-tenth of the amount owed, \$1,967,335 plus interest for the period from January 8, 2015 to December 31, 2015, with the interest on a 1-Year Treasury Bill as of January 1, 2016. This payment was made on June 30, 2016. The remaining balance due on this obligation as of June 30, 2016, was \$15,738,683.

On January 5, 2016 Sutter Health filed an appeal with the Appeals Court contesting the judgment and grant of a reduced interest rate for the time period between the award for damages and the Court's grant of a reduced interest and payments over ten years. In November 2016 the appeals court ruled in favor of Sutter's motion.

On January 5, 2016 Sutter Health filed an appeal with the Appeals Court contesting the judgment and grant of a ten year payment plan and reduced interest rate for the damages award. On November 29, 2016 the court of appeals reversed the lower court's decision for reduced interest during the period between the final judgment of the damages awarded (January 8, 2014) and the date of entry of the order granting the District annual payments over 10 years (June 17, 2015). Additional interest owed for this period is \$1,963,266.

Eden Township Healthcare District
dba Eden Health District

Notes to Consolidated Financials Statements

June 30, 2021 and 2020

10. Commitments and Contingencies (continued)

Legislation

AB2737 Nonprovider Health Care Districts (Bonta), was signed into law on September 21, 2016 and took effects on January 1, 2017. The legislation targets Districts that don't operate hospitals, clinics or ambulance services. The law mandates that if a healthcare district in California does not operate a hospital, clinic or ambulance service, then it shall contribute at least 80% of its annual budget on community grants awarded to organizations that provide direct health services and not more than 20% of its annual budget on administrative expenses. The parameters of this bill were established specifically to address the Eden Health District, and have subsequently been amended to be more general in nature and apply to all such Districts. The act does not have a specific enforcement mechanism so it is altogether unclear who is responsible for enforcing the law. Based on management's current analysis, it believes the District is in compliance with the new bill's requirements.

11. Income Taxes

The District is a political subdivision of the State of California organized under the Local Health Care District Law as set forth in the Health and Safety Code of the State of California. The District has been determined to be exempt from income taxes under Local Health Care District Law. Accordingly, no provision for income taxes is included in the accompanying financial statements. The District is no longer subject to examination by federal or state authorities for years prior to June 30, 2013, nor has it been notified of any impending examination and no examinations are currently in process.

Supplemental Information

Eden Township Healthcare District
dba Eden Health District

Combining Statement of Net Position

June 30, 2021 and 2020

	2021				2020
	District Office	Dublin Gateway LP	Eden Medical Building	Eden Health District Total	Eden Health District Total
Assets					
Current Assets					
Cash and cash equivalents	\$ 629,549	\$ 184,363	\$ 320,078	\$ 1,133,990	\$ 1,544,650
Tenant receivables	-	53,703	12,039	65,742	81,108
Interest receivable	11,909	-	-	11,909	19,850
Other receivables	-	-	-	-	62,250
Prepaid expenses and deposits	67,854	14,575	4,669	87,098	24,192
Total current assets	<u>709,312</u>	<u>252,641</u>	<u>336,786</u>	<u>1,298,739</u>	<u>1,732,050</u>
Investments	3,382,185	-	-	3,382,185	4,815,576
Capital assets, net of accumulated depreciation	13,300	27,145,824	6,847,449	34,006,573	35,501,782
Other assets	-	516,304	117,870	634,174	752,578
	<u>\$ 4,104,797</u>	<u>\$ 27,914,769</u>	<u>\$ 7,302,105</u>	<u>\$ 39,321,671</u>	<u>\$ 42,801,986</u>
Liabilities and Net Position					
Current liabilities					
Accounts payable and accrued expenses	\$ 141,061	\$ 195,117	\$ 232,341	\$ 568,519	\$ 380,175
Interest payable	-	30,179	-	30,179	31,608
Security deposits held	-	114,502	50,870	165,372	165,372
Unearned rent	-	-	1,047	1,047	51,160
Grants payable	66,667	-	-	66,667	12,500
Current portion of loan payable	-	546,805	-	546,805	529,105
Current portion of settlement payable	2,171,221	-	-	2,171,221	2,171,221
Total current liabilities	<u>2,378,949</u>	<u>886,603</u>	<u>284,258</u>	<u>3,549,810</u>	<u>3,341,141</u>
Loan payable, net of current portion	-	10,550,951	-	10,550,951	11,097,717
Settlement payable, net of current portion	4,342,439	-	-	4,342,439	6,513,660
Total liabilities	<u>6,721,388</u>	<u>11,437,554</u>	<u>284,258</u>	<u>18,443,200</u>	<u>20,952,518</u>
Net position					
Invested in capital assets, net of related debt	13,300	16,048,068	6,847,449	22,908,817	23,874,960
Unrestricted	(2,629,891)	429,149	170,398	(2,030,344)	(2,025,492)
Total net position	<u>(2,616,591)</u>	<u>16,477,217</u>	<u>7,017,847</u>	<u>20,878,473</u>	<u>21,849,468</u>
Total liabilities and net position	<u>\$ 4,104,797</u>	<u>\$ 27,914,771</u>	<u>\$ 7,302,105</u>	<u>\$ 39,321,671</u>	<u>\$ 42,801,986</u>

Eden Township Healthcare District
dba Eden Health District

Combining Statement of Revenues, Expenses and Changes in Net Assets

For the Year Ended June 30, 2020 and 2021

	2021				2020	
	District <u>Office</u>	Community <u>Services</u>	Dublin <u>Gateway LP</u>	Eden Medical <u>Building</u>	Eden Health District Total	Eden Health District Total
Operating revenues						
Rental income	\$ -	\$ -	\$ 2,556,913	\$ 667,069	\$ 3,223,983	\$ 3,054,492
Tenant Reimbursements	-	-	1,505,119	284,629	1,789,747	1,778,895
Total operating revenues	<u>-</u>	<u>-</u>	<u>4,062,032</u>	<u>951,698</u>	<u>5,013,730</u>	<u>4,833,387</u>
Operating expenses						
Salaries and benefits	573,601	-	-	-	573,601	472,543
Consulting/Community Education	69,277	93,519	-	-	162,796	129,299
Audit Fees	19,570	-	-	-	19,570	20,900
Public Relations	847	-	-	-	847	11,186
Legal Fees	25,359	-	-	1,457	26,816	51,395
Insurance	36,015	-	20,086	9,054	65,155	59,815
Other Purchased services	808,646	-	1,620	17	810,284	93,405
Rental property operating and maintenance	-	-	1,223,798	360,382	1,584,181	1,560,808
Taxes	-	-	223,706	-	223,706	232,273
Grants to service providers and community	-	184,500	-	-	184,500	1,037,551
Amortization	-	-	127,249	22,264	149,513	151,901
Depreciation	3,546	-	1,286,759	511,209	1,801,514	1,802,756
Total operating expenses	<u>1,536,861</u>	<u>278,019</u>	<u>2,883,219</u>	<u>904,384</u>	<u>5,602,482</u>	<u>5,623,832</u>
Operating loss	<u>(1,536,861)</u>	<u>(278,019)</u>	<u>1,178,813</u>	<u>47,314</u>	<u>(588,752)</u>	<u>(790,445)</u>
Nonoperating revenues (expenses):						
Interest income	100,396	-	-	415	100,811	185,763
Interest expense	(72,085)	-	(375,270)	-	(447,355)	(619,241)
Change in fair value of investments	(35,699)	-	-	-	(35,699)	164,156
Other gain/(loss)	-	-	-	-	-	-
Total nonoperating revenues (expenses)	<u>(7,387)</u>	<u>-</u>	<u>(375,270)</u>	<u>415</u>	<u>(382,242)</u>	<u>(269,323)</u>
Allocation of nonoperating revenues	-	-	-	-	-	-
Change in net position	<u>\$ (1,544,248)</u>	<u>\$ (278,019)</u>	<u>\$ 803,543</u>	<u>\$ 47,729</u>	<u>\$ (970,995)</u>	<u>\$ (1,059,769)</u>

Other Report

JWT & Associates, LLP

Advisory Assurance Tax

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Voice: (559) 431-7708 Fax: (559) 431-7685

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

The Board of Directors
Eden Township Healthcare District
dba Eden Health District
Castro Valley, California

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 financial statements of Eden Township Healthcare District dba Eden Health District (the District), which comprise the statement of net position as of June 30, 2021, and the related statements of revenues, expenses and changes in net position, and cash flows for the year then ended, and the related notes to the financial statements and have issued our report thereon dated October 25, 2021.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered the District'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 financial statements, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, we do not express an opinion on the effectiveness of the District'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 District'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 and therefore, material weaknesses or significant deficiencies may exist that were not identified. 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 District's 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 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.

JWT & Associates, LLP

October 25, 2021
Fresno, California

Eden Township Healthcare District
dba Eden Health District

Schedule of Findings and Questioned Costs

For the Year Ended June 30, 2021

I. Summary of Auditor's Results

Type of auditor's report issued:	Unmodified	
Internal Control over financial reporting:		
Material weakness identified?	____yes	<u> X </u> no
Significant deficiency(ies) identified that are not considered to be material weaknesses?	____yes	<u> X </u> no
Noncompliance material to financial statements noted?	____yes	<u> X </u> no

II. Current Year Audit Findings and Questioned Costs

Financial Statement Findings

None reported

III. Prior Year Audit Findings and Questioned Costs

None reported