# FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT

# **DECEMBER 31, 2016 AND 2015**

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### **INDEPENDENT AUDITOR'S REPORT**

To the Board of Directors of Abe's Garden Nashville, Tennessee

We have audited the accompanying financial statements of Abe's Garden, which comprise the statements of financial position as of December 31, 2016 and 2015, and the related statements of activities, functional expenses, 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 accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessments 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 Abe's Garden as of December 31, 2016 and 2015, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Bellangant PLCC

April 20, 2017

# STATEMENTS OF FINANCIAL POSITION

# **DECEMBER 31, 2016 AND 2015**

# **ASSETS**

Current Assets	<u>2016</u>	<u>2015</u>
Cash and Cash Equivalents	\$ 1,209,671	\$ 1,840,081
Accounts Receivable	52,884	105,700
Pledges Receivable	336,078	510,862
Inventory	121,183	115,598
Prepaid Expenses	44,519	1,978
Total Current Assets	1,764,335	2,574,219
Land, Building and Equipment	36,595,385	36,450,924
Less: Accumulated Depreciation	(3,237,096)	(2,225,440)
Land, Building and Equipment - Net	33,358,289	34,225,484
Noncurrent Assets		
Pledges Receivable, Due after One Year	38,886	50,156
Closing Costs, Net of Amortization	317,148	329,812
Other Assets	66,667	66,667
Total Noncurrent Assets	422,701	446,635
Total Assets	\$ 35,545,325	\$ 37,246,338

# STATEMENTS OF FINANCIAL POSITION - CONTINUED

# **DECEMBER 31, 2016 AND 2015**

# <u>LIABILITIES AND NET ASSETS</u>

Current Liabilities		<u>2016</u>		<u>2015</u>
Current Portion of Bonds Payable	\$	850,000	\$	400,000
Accounts Payable and Accrued Expenses	Ψ	428,767	Ψ	431,548
Deferred Grant Revenue		100,000		451,540
Resident Deposits		640,977		641,721
Accrued Interest				2,222
Property Tax Accrual		63,497		
Personalty Tax Accrual		-		3,900
Line of Credit		1,900,000		2,632,981
Resident Assistance Fund		247,458		250,000
Total Current Liabilities	<del></del>	4,230,699		4,362,372
Noncurrent Liabilities				
Notes Payable		1,363,122		1,363,122
Derivative Financial Instruments		235,063		244,678
Non-Current Portion of Bonds Payable (Series 2011)		10,200,000		10,600,000
Non-Current Portion of Bonds Payable (Series 2014)	<del></del>	12,050,000		12,500,000
Total Noncurrent Liabilities		23,848,185	<del></del>	24,707,800
Total Liabilities		28,078,884		29,070,172
Net Assets				
Unrestricted		7,466,441		8,176,166
Total Net Assets		7,466,441		8,176,166
Total Liabilities and Net Assets	\$	35,545,325	\$ 3	37,246,338

# STATEMENT OF ACTIVITIES

Support and Revenue	Unrestricted	Temporarily <u>Restricted</u>	Total
Residential Rent	7,885,098	\$ -	\$ 7,885,098
Contributions	459,311	_	459,311
Services Sold to Residents	852,370	_	852,370
Gain/Loss on Investments	140	-	140
Total Support and Revenue	9,196,919	_	9,196,919
Expenses			
Program Services	8,145,607	-	8,145,607
Supporting Services			
Management and General	1,453,678	-	1,453,678
Fundraising	325,356		325,356
Total Expenses	9,924,641	-	9,924,641
Other Income			
Interest Income	17,997		17,997
Total Other Income	17,997	_	17,997
Change in Net Assets	(709,725)	-	(709,725)
Net Assets, January 1, 2016	8,176,166		8,176,166
Net Assets, December 31, 2016	\$ 7,466,441	\$ -	\$ 7,466,441

# STATEMENT OF ACTIVITIES

Support and Revenue	<u>Unrestricted</u>	Temporarily Restricted	<u>Total</u>
Residential Rent	5,142,025	\$ -	\$ 5,142,025
Contributions	1,330,863	-	1,330,863
Services Sold to Residents	803,521	-	803,521
Gain/Loss on Investments	(926)		(926)
Total Support and Revenue	7,275,483	-	7,275,483
Expenses			
Program Services	6,458,748	-	6,458,748
Supporting Services			
Management and General	425,985	-	425,985
Fundraising	520,479		520,479
Total Supporting Services	946,464	-	7,405,212
Loss on Sale of Assets	38,849	_	38,849
Total Expenses	7,444,061		7,444,061
Other Income			
Property Tax Refund	66,131		66,131
Interest Income	586	_	586
Total Other Income	66,717		66,717
Change in Net Assets	(101,861)	-	(101,861)
Net Assets, January 1, 2015	8,278,027		8,278,027
Net Assets, December 31, 2015	\$ 8,176,166	\$ -	\$ 8,176,166

# STATEMENT OF FUNCTIONAL EXPENSES

				Supportin	ng Serv	rices		
		Program		lanagement				
		Services	a	nd General	<u>Fı</u>	Fundraising		Total
Salaries	\$	4,758,839	\$	_	\$	214,308	\$	4,973,147
Employee Benefits	•	481,263	•	56,576	•	22,409	-	560,248
Payroll Taxes		359,061	<del></del>	<del></del>		15,320		374,381
Total Salaries and Benefits		5,599,163		56,576		252,037		5,907,776
Advertising		66,102				7,749		73,851
Amortization		3,612		4,052		5,000		12,664
Depreciation		566,664		444,991		-		1,011,655
Education and Technology		19,255		-		-		19,255
Food		539,358		u u		-		539,358
Insurance		79,352		4,352		-		83,704
Interest		31,018		797,738		-		828,756
Licenses and Fees		5,140		-		240		5,380
Meetings		152		-		8,929		9,081
Miscellaneous		7,549		670		1,411		9,630
Payroll Fees		101,627		-		4,313		105,940
Postage		2,013		-		7,518		9,531
Printing		11,209		•••		15,156		26,365
Property Taxes		141,129						141,129
Contracted Services		270,322		143,609		12,388		426,319
Repairs and Maintenance		142,231		-		572		142,803
Supplies		176,457		-		9,547		186,004
Telephone and Cable		28,677		-		-		28,677
Travel		46,476		1,690		496		48,662
Utilities		308,101			<del></del>	<del>-</del>	<del></del>	308,101
Total Functional Expenses	\$	8,145,607	\$	1,453,678	\$	325,356	\$	9,924,641

# STATEMENT OF FUNCTIONAL EXPENSES

			Supporting Services					
		Program Services		Management and General		Fundraising		Total
Salaries	\$	3,177,164	\$	65,368	\$	293,455	\$	3,535,987
Employee Benefits Payroll Taxes	<del></del>	282,120 242,427		2,860 5,040		20,983 20,170	·	305,963 267,637
Total Salaries and Benefits		3,701,711		73,268		334,608		4,109,587
Advertising		34,106		_		22,551		56,657
Amortization		3,612		-		5,000		8,612
Depreciation		598,350		-		155		598,505
Education and Technology		46,751		-		_		46,751
Food		314,419		-		-		314,419
Insurance		68,287		4,198		_		72,485
Interest		624,353		213,808		_		838,161
Licenses and Fees		3,205		- -		240		3,445
Meetings		1,367		584		71,157		73,108
Miscellaneous		6,044		-		483		6,527
Payroll Fees		78,182		1,398		6,090		85,670
Postage		3,526		_		6,540		10,066
Printing		14,919		_		27,179		42,098
Contracted Services		339,660		131,837		36,438		507,935
Repairs and Maintenance		110,755		-		624		111,379
Supplies		165,560		191		7,785		173,536
Telephone and Cable		28,468		-		-		28,468
Travel		23,357		701		1,629		25,687
Utilities		292,116		_		-		292,116

### STATEMENTS OF CASH FLOWS

# **DECEMBER 31, 2016 AND 2015**

CASH FLOWS FROM OPERATING ACTIVITIES		<u>2016</u>		<u>2015</u>
Change in Net Assets	\$	(709,725)	\$	(101,861)
Adjustments to Reconcile to Net Cash Provided by Operations:				
Depreciation and Amortization		1,011,655		607,117
(Increase) Decrease in:				
Accounts Receivable		52,816		28,954
Pledges Receivable		186,054		740,093
Prepaid Expenses		(42,541)		18,852
Inventory		(5,585)		(96,806)
Derivative Financial Instruments		-		47,905
Other Assets		12,664		(64,867)
Increase (Decrease) in:				
Accounts Payable and Accrued Expenses		(2,781)		(2,069,967)
Tenant Deposits		(744)		326,651
Accrued Interest		(2,222)		(902)
Tax Accruals		59,597		(187,837)
Deferred Grant Revenue		100,000		(745,000)
Resident Assistance Fund		(2,542)		250,000
Derivative Financial Instruments		(9,615)		244,678
Net Cash Provided (Used) by Operating Activities	<del></del>	647,031		(1,002,990)
CASH FLOWS FROM INVESTING ACTIVITIES				
Acquisition of Land, Building, and Equipment		(144,460)		(9,868,255)
Net Cash Used by Investing Activities		(144,460)		(9,868,255)
CASH FLOWS FROM FINANCING ACTIVITIES				
Payments made on Notes Payable		_		_
Proceeds from the Issuance of Bonds		-		7,323,469
Proceeds from Line of Credit		_		2,632,981
Payments on Bonds Payable		(400,000)		(400,000)
Payments made on Line of Credit		(732,981)		
Net Cash Provided (Used) by Investing Activities	<u> </u>	(1,132,981)		9,556,450
Net Increase (Decrease) in Cash		(630,410)		(1,314,795)
Cash, beginning of year		1,840,081	<del></del>	3,154,876
Cash, end of year	\$	1,209,671	\$	1,840,081

Supplemental Cash Flows Information:

During the years ended December 31, 2016 and 2015, the Organization paid interest of \$828,756 and \$838,161, respectively.

# NOTES TO FINANCIAL STATEMENTS

# **DECEMBER 31, 2016 AND 2015**

#### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Organization and Purpose:

Abe's Garden ("the Organization") is a nonprofit organization incorporated in Tennessee that is a luxury, independent senior citizen living community specializing in Alzheimer's and adult care. The Organization was founded on May 25, 2007.

# Classification of Restricted and Unrestricted Net Assets:

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. Financial statement presentation follows the requirements of the Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic related to Presentation of Financial Statements of Not-for-Profit Organizations. Under the FASB Accounting Standards Codification, the Organization is required to report information regarding its financial position and activities according to three classes of net assets; unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Unrestricted net assets - Net assets that are not subject to donor-imposed stipulations.

Temporarily restricted net assets - Net assets subject to donor-imposed stipulations that may or will be met, either by actions of the Organization and/or the passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. The Organization had no temporarily restricted net assets as of December 31, 2016 or 2015.

Permanently restricted net assets - Net assets subject to donor-imposed stipulations that may be maintained permanently by the Organization. Generally donors of these assets permit the Organization to use all or part of the income earned for general or specific purposes. The Organization had no permanently restricted net assets as of December 31, 2016 or 2015.

### Advertising:

Abe's Garden expenses advertising costs as incurred. Advertising costs for 2016 and 2015 were \$73,851 and \$56,657, respectively.

### NOTES TO FINANCIAL STATEMENTS - CONTINUED

## **DECEMBER 31, 2016 AND 2015**

#### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

### Depreciation:

It is the Organization's policy to capitalize property and equipment over \$500. All purchases less than that amount are expensed in the period incurred. Donated property and equipment are reported as contributions at estimated fair value. Unless donor-restricted, all donated property and equipment are reported as increases in unrestricted net assets. Property and equipment are depreciated over estimated useful lives using the straight-line method. Useful lives range from 3 years for computer equipment to 40 years for building and building improvements.

#### **Income Taxes:**

Abe's Garden is exempt from Federal Income Taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for income taxes has been made.

The Organization has evaluated its tax positions in accordance with the Codification Standard relating to Accounting for Uncertainty in Income Taxes. The Organization believes that it has taken no uncertain tax positions.

The Organization files a U.S. Federal Form 990-Return of Organization Exempt from Income Tax. The Organization's returns for the years prior to calendar year 2013 are no longer open for examination.

#### Cash:

For purposes of the statement of cash flows, the Organization considers all investment instruments purchased with a maturity of three months or less to be cash equivalents.

#### **Donated Assets and Services:**

Noncash donations are recorded as contributions at their estimated fair values at the date of donation. A substantial number of volunteers have donated significant amounts of their time to the Organization's program services and fundraising campaigns. Contributions of donated services that create or enhance nonfinancial assets or that require specialized skills are provided by individuals possessing those skills. These services would typically need to be purchased if not provided by donation and are recorded at their fair values in the period received. Contributions of \$60,591 and \$54,390 were recorded as in-kind for the year ended December 31, 2016 and 2015, respectively.

# NOTES TO FINANCIAL STATEMENTS - CONTINUED

# **DECEMBER 31, 2016 AND 2015**

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

#### 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 certain reported amounts and disclosures. Accordingly, actual amounts could differ from those estimates.

#### Concentration of Credit Risk:

Financial instruments that potentially subject the Organization to concentrations of credit risk consist principally of cash on deposit and pledges receivable. Cash deposits are primarily in financial institutions in Tennessee and at times, may exceed FDIC limits. The balance of an interest bearing account exceeded federally insured amounts by \$710,109 and \$1,604,971 as of December 31, 2016 and 2015, respectively. Concentrations of credit risk with respect to pledges receivable are limited to donors in the Nashville area. Management does not believe that significant credit risk exists at December 31, 2016 and 2015.

#### Accounts and Pledges Receivable:

Accounts and pledges to be received within the next 12 months, or with restrictions that have been met at year-end are classified as current assets. Pledges designated by the donor to be received more than 12 months after year-end have been classified as noncurrent assets. Abe's Garden does not require collateral or other security to support the receivables, nor does it accrue interest on any of its receivables. Management has evaluated all outstanding pledges at December 31, 2016 and 2015, and determined that no additional allowance is considered necessary.

# 2. LAND, BUILDING AND EQUIPMENT

A summary of land, building and equipment at December 31, is as follows:

	<u>2016</u>	<u>2015</u>
Land	\$ 7,272,275	\$ 7,272,275
Building and Improvements	27,453,797	27,371,103
Equipment	1,869,313	1,807,546
Less: Accumulated Depreciation	36,595,385 (3,237,096)	36,450,924 (2,225,440)
Land, Building and Equipment - net	\$33,358,289	\$34,225,484

### NOTES TO FINANCIAL STATEMENTS - CONTINUED

# **DECEMBER 31, 2016 AND 2015**

#### 3. RELATED PARTIES

### Pledges Receivable

Related party pledges receivable consisted of pledges received from board members at December 31, 2016. Related party pledges receivable due in the next fiscal year are reflected as current, whereas, pledges due in subsequent years are reflected as long-term. The net present value of the related party pledges discounted at 2.88% is \$31,158. Management has determined that no allowance is deemed necessary. Related party pledges receivable as of December 31, 2016 and 2015 consist of:

	<u>2016</u>		<u>2015</u>
Unrestricted Less discount to net present value	\$	35,000 (3,842)	\$ 100,925 (12,044)
		31,158	\$ 88,881
Amounts due in: Less than one year One to five years	\$	28,333 6,667	\$ 925 100,000
	\$	35,000	\$ 100,925

### Notes Payable

A partnership in which a board member is a controlling partner, loaned \$1,600,000 to the Organization that matures January 15, 2021. Interest of \$48,157 and \$74,972 was paid on the loan in the year ended December 31, 2016 and 2015, respectively. The balance as of December 31, 2016 and 2015 was \$1,363,122.

#### Line of Credit

A partnership in which a board member is a controlling partner, financed a line of credit with the Organization. Interest of \$61,183 and \$18,800 was paid on the line of credit in the year ended December 31, 2016 and 2015, respectively. The balance as of December 31, 2016 and 2015 was \$1,900,000 and \$2,632,981, respectively.

# NOTES TO FINANCIAL STATEMENTS - CONTINUED

# **DECEMBER 31, 2016 AND 2015**

### 4. RETIREMENT PLAN

The Organization has a 401(k) Retirement Savings Plan under which the Company is required to match 10% of employee contributions up to the maximum amount allowed by the Internal Revenue Service guidelines. The Company's contribution was \$9,880 and \$5,100 for the years ended December 31, 2016 and 2015, respectively.

### 5. NOTE PAYABLE

<u>2016</u> <u>2015</u>

Note Payable to a privately owned partnership, dated January 15, 2008 in the amount of \$1,600,000, due in interest only payments starting February 15, 2008 at a rate of 5.5%. All principal and interest is due and payable on January 15, 2021. The note is secured by the real estate of the Organization subordinate to the commercial bank note payable.

1,363,122 1,363,122

As of December 31, 2016, the note payable matures as follows:

2021

\$ 1,363,122

\$ 1,363,122

### NOTES TO FINANCIAL STATEMENTS - CONTINUED

# **DECEMBER 31, 2016 AND 2015**

#### 6. BONDS PAYABLE

The Organization has tax-exempt bonds payable (Series 2011) which were issued by The Health and Education Facilities Board of the Metropolitan Government of Nashville and Davidson County, Tennessee, the original trustee. The principal amount of the bonds was used to refinance a loan with a commercial bank of \$10,600,000 and to provide additional funds for the development of the Abe's Garden Project. In 2011 the bonds were purchased from the original trustee by SunTrust Bank (the Bank). The Organization has signed a loan agreement with the Bank that stipulates payment terms relating to principal and interest. The bonds mature on September 1, 2036. Interest is based on the highest of three prevailing indexes (2.9% as of December 31, 2016). The bonds are secured by the land and building of Abe's Garden Project.

The agreement with the Bank contains various debt covenants, including requirements that the Organization maintain cash of greater than 35 days of operating expenses and maintain a debt service coverage ratio of not less than 1.20 to 1. As of December 31, 2016, the Organization was in compliance with the debt covenants.

Total Bonds Payable Less Current Portion	\$10,600,000 400,000	As of December 31, 2016, (Series 2011) mature as follows		ıyable
		2017	\$ 400	,000
Non-Current Portion of	\$10,200,000	2018	400	,000
Bonds Payable		2019	400	,000
		2020	400	,000
		2021 and thereafter	9,000	,000
			\$10,600	,000

# NOTES TO FINANCIAL STATEMENTS - CONTINUED

# **DECEMBER 31, 2016 AND 2015**

#### 6. BONDS PAYABLE (CONTINUED)

The Organization has tax-exempt bonds payable (Series 2014) which were issued by The Health and Education Facilities Board of the Metropolitan Government of Nashville and Davidson County, Tennessee, the original trustee. The principal amount of the bonds is \$12,500,000 which will be used to fund a loan with a commercial bank. That loan is to be used for continuing development of the Abe's Garden Project. The amount drawn on such indebtedness as of December 31, 2015 was \$12,500,000. Advances received on the debt are treated as a line of credit until the indebtedness reaches \$12,500,000. Interest is accrued at the rate of 2.9%.

The agreement with the Bank contains various debt covenants, including requirements that the Organization maintain cash of greater than 35 days of operating expenses and maintain a debt service coverage ratio of not less than 1.20 to 1. As of December 31, 2016, the Organization was in compliance with the debt covenants.

Total Bonds Payable Less Current Portion	\$12,500,000 450,000	As of December 31, 2016, Bonds Payable (Series 2014) mature as follows:				
		2017	\$	450,000		
Non-Current Portion of	\$12,050,000	2018		450,000		
Bonds Payable		2019		450,000		
		2020		450,000		
		2021 and thereafter	1(	0,700,000		
			\$12	2,500,000		

### 7. SUBSEQUENT EVENTS

Subsequent events were evaluated through April 20, 2017, which is the date the financial statements were available to be issued.

### NOTES TO FINANCIAL STATEMENTS - CONTINUED

# **DECEMBER 31, 2016 AND 2015**

#### 8. DERIVATIVE FINANCIAL INSTRUMENTS

The Organization held variable rate debt of approximately \$23.1 million as of December 31, 2016 and \$23.5 million as of December 31, 2015. Interest rate swap agreements are used by the Organization to mitigate the risk of changes in interest rates associated with variable interest rate indebtedness. Under such arrangements, a portion of variable rate indebtedness is converted to fixed rates based on a notional principal amount. The interest rate swap agreements are derivative instruments that are required to be marked to fair value and recorded on the statement of financial position. As of December 31, 2016 and 2015, the aggregate notional principal amount under the interest rate swap agreements, with maturity dates ranging from 2016 through 2024, totaled \$18,111,885 and \$22,111,885, respectively.

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As of December 31, 2016, the fair value of the interest rate swap agreements was an liability of \$235,063 and is included in noncurrent liabilities in the accompanying statements of financial position. The change in fair value on these interest rate swap agreements was a loss of \$9,615 for the year ended December 31, 2016 and is included in the statements of activities as interest expense.

### The overall impacts of fluctuations in the fair value of the swap arrangement were as follows:

Liability for Derivative Financial Instruments, January 1, 2016	\$ (244,678)
Gain on interest rate swap	 9,615
Liability for Derivative Financial Instruments, December 31, 2016	\$ (235,063)
Interest Paid on Debt	\$ 838,371
Gain on interest rate swap	 (9,615)
Interest expense, per statement of functional expenses	\$ 828,756

# NOTES TO FINANCIAL STATEMENTS - CONTINUED

# **DECEMBER 31, 2016 AND 2015**

# 8. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

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As of December 31, 2015, the fair value of the interest rate swap agreements was an liability of \$244,678 and is included in noncurrent liabilities in the accompanying statements of financial position. The change in fair value on these interest rate swap agreements was a loss of \$292,584 for the year ended December 31, 2015 and is included in the statements of activities as interest expense.

# The overall impacts of fluctuations in the fair value of the swap arrangement were as follows:

Asset for Derivative Financial Instruments, January 1, 2015	\$	47,906
Loss on interest rate swap		(292,584)
Liability for Derivative Financial Instruments, December 31, 2015		(244,678)
Interest Paid on Debt	\$	545,577
Loss on interest rate swap	<del></del>	292,584
Interest expense, per statement of functional expenses		838,161