

**BAY AGING APARTMENTS MIDDLESEX, INC.
(PORT TOWN VILLAGE II)
HUD PROJECT NO. 051-EE118**

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

As of and for the Year Ended March 31, 2014

And Report of Independent Auditor

BAY AGING APARTMENTS MIDDLESEX, INC.
(PORT TOWN VILLAGE II)
HUD PROJECT NO. 051-EE118
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Report of Independent Auditor

To the Board of Directors of
Bay Aging Apartments Middlesex, Inc.
5306 Old Virginia Street
Urbanna, Virginia 23175

Report on the Financial Statements

We have audited the accompanying financial statements of Bay Aging Apartments Middlesex, Inc., Port Town Village II (HUD Project No. 051-EE118) (the "Organization") which comprise the statement of financial position as of March 31, 2014, and the related statements of activities and changes in net assets and cash flows for the year 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 audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America, and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the 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 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 Organization'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 Organization's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the 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 the Organization as of March 31, 2014, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplementary information shown on pages 11-14 is presented for purposes of additional analysis as required by the *Consolidated Audit Guide for Audits of HUD Programs* issued by the U.S. Department of Housing and Urban Development, Office of the Inspector General, and is not a required part of the financial statements. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by the U.S. Office of Management and Budget Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*, and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements taken as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated August 5, 2014 on our consideration of the Organization's, (HUD Project No. 051-EE118) 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 the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Organization's internal control over financial reporting and compliance.

A handwritten signature in black ink that reads "Cheryl Bekart LLP". The signature is written in a cursive, flowing style.

Virginia Beach, Virginia
August 5, 2014

BAY AGING APARTMENTS MIDDLESEX, INC.
(PORT TOWN VILLAGE II)
HUD PROJECT NO. 051-EE118
STATEMENT OF FINANCIAL POSITION

MARCH 31, 2014

ASSETS

Current Assets:

1120	Cash in bank	\$ 6,240
1130	Tenant accounts receivable	1,037
1190	Petty cash	100
1200	Prepaid costs	1,389
1100T	Total Current Assets	<u>8,766</u>

Cash Deposits Held in Trust:

1191	Tenant security deposits	<u>3,007</u>
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Restricted Cash Deposits:

1310	Escrow reserve for property taxes and insurance	1,095
1320	Replacement reserve	26,632
1300T	Total Restricted Cash Deposits	<u>27,727</u>

Property and Equipment:

1410	Land	70,500
1420	Buildings	1,286,209
1450	Furniture for project/tenant use	3,667
1465	Office furniture and equipment	984
1470	Maintenance equipment	2,834
1400T	Total Property and Equipment	1,364,194
1495	Accumulated depreciation	<u>(99,674)</u>
1400N	Net Property and Equipment	<u>1,264,520</u>
1000T	Total Assets	<u><u>\$ 1,304,020</u></u>

LIABILITIES AND NET ASSETS

2110	Accounts payable	\$ 9,685
2150	Accrued taxes	1,215
2122T	Total Current Liabilities	<u>10,900</u>

Deposit Liabilities:

2191	Tenant security deposits	<u>3,007</u>
2000T	Total Liabilities	<u>13,907</u>

Net Assets:

3131	Unrestricted	(74,081)
3132	Temporarily restricted	1,364,194
3130	Total Net Assets	<u>1,290,113</u>
	Total Liabilities and Net Assets	<u><u>\$ 1,304,020</u></u>

BAY AGING APARTMENTS MIDDLESEX, INC.
(PORT TOWN VILLAGE II)
HUD PROJECT NO. 051-EE118
STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS

YEAR ENDED MARCH 31, 2014

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Total</u>
Revenues:			
Rent Revenues:			
5120 Rent revenues, gross potential	\$ 29,446	\$ -	\$ 29,446
5121 Tenant assistance payments	24,688	-	24,688
5100T Total Potential Rent Revenues	<u>54,134</u>	<u>-</u>	<u>54,134</u>
5152N Net Rent Revenues	<u>54,134</u>	<u>-</u>	<u>54,134</u>
Financial Revenues:			
5410 Interest income, operating	29	-	29
5440 Interest income, reserve for replacements	207	-	207
5490 Interest income, property tax and insurance escrow	49	-	49
5400T Total Financial Revenues	<u>285</u>	<u>-</u>	<u>285</u>
Other Revenues:			
5990 Miscellaneous Revenue	56	-	56
Total Other Revenues	<u>56</u>	<u>-</u>	<u>56</u>
5000T Total Revenues	<u>54,475</u>	<u>-</u>	<u>54,475</u>
Expenses:			
Administrative:			
6203 Conventions and meetings	434	-	434
6250 Other renting expenses	44	-	44
6311 Office expenses	3,128	-	3,128
6320 Management fee	7,189	-	7,189
6330 Manager/superintendent salary	3,298	-	3,298
6350 Audit	5,690	-	5,690
6351 Bookkeeping	7,848	-	7,848
6390 Miscellaneous	17	-	17
6263T Total Administrative Expenses	<u>27,648</u>	<u>-</u>	<u>27,648</u>
Utilities:			
6450 Electricity	2,396	-	2,396
6451 Water	1,451	-	1,451
6453 Sewer	2,574	-	2,574
6400T Total Utilities	<u>6,421</u>	<u>-</u>	<u>6,421</u>

The accompanying notes to the financial statements are an integral part of this statement.

BAY AGING APARTMENTS MIDDLESEX, INC.**(PORT TOWN VILLAGE II)****HUD PROJECT NO. 051-EE118****STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS (CONTINUED)**

YEAR ENDED MARCH 31, 2014

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Total</u>
Expenses (continued):			
Operating and Maintenance:			
6515 Supplies	\$ 1,416	\$ -	\$ 1,416
6520 Contracts	10,553	-	10,553
6525 Garbage and trash removal	432	-	432
6548 Snow removal	143	-	143
6590 Miscellaneous operating and maintenance	286	-	286
6500T Total Operating and Maintenance	<u>12,830</u>	<u>-</u>	<u>12,830</u>
Depreciation:			
6600 Building	32,155	-	32,155
6601 Furnishings	1,070	-	1,070
6600T Total Depreciation	<u>33,225</u>	<u>-</u>	<u>33,225</u>
Taxes and Insurance:			
6710 Real estate taxes	4,912	-	4,912
6711 Payroll taxes (Project's Share)	679	-	679
6720 Property, liability insurance and crime	2,395	-	2,395
6722 Worker's compensation insurance	30	-	30
6723 Health insurance and other benefits	801	-	801
6790 Miscellaneous taxes, licenses, and permits	432	-	432
6700T Total Taxes and Insurance	<u>9,249</u>	<u>-</u>	<u>9,249</u>
Total Expenses	<u>89,373</u>	<u>-</u>	<u>89,373</u>
3250 Change in net assets	(34,898)	-	(34,898)
S1100-050 Net assets, beginning of year	<u>(39,183)</u>	<u>1,364,194</u>	<u>1,325,011</u>
3130 Net assets, end of year	<u>\$ (74,081)</u>	<u>\$ 1,364,194</u>	<u>\$ 1,290,113</u>

The accompanying notes to the financial statements are an integral part of this statement.

BAY AGING APARTMENTS MIDDLESEX, INC.
(PORT TOWN VILLAGE II)
HUD PROJECT NO. 051-EE118
STATEMENT OF CASH FLOWS

YEAR ENDED MARCH 31, 2014

Cash Flows Provided By Operating Activities:

Receipts:

S1200-010 Rental receipts	\$ 53,097
S1200-020 Interest	285
S1200-030 Other operating receipts	56
S1200-040 Total receipts	<u>53,438</u>

Expenses:

S1200-050 Administrative	10,946
S1200-070 Management fees	7,207
S1200-090 Utilities	5,631
S1200-100 Salaries and wages	3,026
S1200-110 Operating and maintenance	8,798
S1200-120 Real estate taxes	4,709
S1200-140 Property insurance	2,395
S1200-150 Other	1,942
S1200-230 Total expenses	<u>44,654</u>
S1200-240 Net cash provided by operating activities	<u>8,784</u>

Cash Flows Used By Investing Activities:

S1200-250 Net deposits to reserve for replacement account	<u>(3,867)</u>
S1200-350 Net cash flows used by investing activities	<u>(3,867)</u>
S1200-470 Net cash flows	4,917
S1200-480 Cash, beginning of year	1,323
S1200T Cash, end of year	<u>\$ 6,240</u>

Cash Flows Provided By Operating Activities:

3250 Change in net assets	\$ (34,898)
Adjustments to reconcile change in net assets to net cash provided (used) by operating activities:	
6600 Depreciation	33,225
S1200-490 Tenant accounts receivable	(1,037)
S1200-520 Prepaid costs	17
S1200-540 Accounts payable	6,453
S1200-560 Accrued taxes	50
S1200-600 Escrow deposit	4,974
S1200-610 Net cash flows provided by operating activities	<u>\$ 8,784</u>

BAY AGING APARTMENTS MIDDLESEX, INC.
(PORT TOWN VILLAGE II)
HUD PROJECT NO. 051-EE118
NOTES TO THE FINANCIAL STATEMENTS

MARCH 31, 2014

Note 1—Organization and nature of operations

Bay Aging Apartments Middlesex, Inc. (the “Organization”) is a not-for profit organization which is exempt from income tax under Section 501 (c)(3) of the Internal Revenue Code (the “Code”) and comparable state law. The Organization owns and operates Port Town Village II, a 12-unit residential facility for elderly adults, located in Urbanna, Virginia. Substantially all revenues result from tenant rentals and rental subsidies from the U.S. Department of Housing and Urban Development Section 8 Housing Assistance Program. The Organization has been classified as a publicly supported organization under Section 509(a) of the Code. The project is a Section 202 project under the National Affordable Housing Act.

The Organization has evaluated the effect of GAAP guidance on Accounting for Uncertainty in Income Taxes. The Organization is tax exempt under Section 501(c)(3) of the Internal Revenue Code. Therefore, a provision for income taxes is not provided. Management believes the Organization continues to satisfy the requirements of a tax-exempt organization and, therefore, had no uncertain income tax positions at March 31, 2014.

The Organization is managed by Bay Aging, whose President/CEO also serves on the Organization’s Board of Directors. The members of Bay Aging’s Board of Directors also serve on the Board of Directors of Bay Aging Apartments Middlesex, Inc.

Rental operations commenced in May 2011.

Note 2—Significant accounting policies

Basis of Accounting - The Organization reports its financial activities on the accrual basis of accounting.

Financial Statement Presentation - 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. In addition, the Organization is required to present a statement of cash flows. Accordingly, the net assets of the Organization and changes therein are classified and reported as follows:

Unrestricted Net Assets - Net assets that are not subject to any donor-imposed stipulations. At March 31, 2014, the Organization reported (\$74,081) in unrestricted net assets.

Temporarily Restricted Net Assets - Net assets subject to donor-imposed restrictions on their use that may be met either by actions of the Organization or the passage of time. At March 31, 2014, the Organization reported \$1,364,194 in temporarily restricted net assets (See Note 5).

Permanently Restricted Net Assets - Net assets subject to donor-imposed or other legal restrictions requiring that the principal be maintained permanently by the Organization. Generally, the donors permit the Organization to use all or part of the income earned for either general or donor-specific purposes. At March 31, 2014, the Organization had no permanently restricted net assets.

BAY AGING APARTMENTS MIDDLESEX, INC.
(PORT TOWN VILLAGE II)
HUD PROJECT NO. 051-EE118
NOTES TO THE FINANCIAL STATEMENTS

MARCH 31, 2014

Note 2—Significant accounting policies (continued)

Accounts Receivable - Accounts receivable consists of tenant receivables for rent payments and receivables due from HUD. Receivables are stated at amounts billed less an allowance for doubtful accounts. The Organization determines the need for an allowance for doubtful accounts based on historical data, current economic conditions, and management's opinion of the collectability of accounts receivable. No allowance was deemed necessary at March 31, 2014.

Property and Equipment - Property and equipment are reported at cost if purchased or the fair values of assets contributed at the date of gift. Acquisitions in excess of \$500 are capitalized. Depreciation is provided over the estimated useful lives of the assets using the straight-line method as follows:

Buildings	40 years
Furnishings	7 years

Depreciation expense for the year ended March 31, 2014 was \$33,225.

Real estate acquired or constructed with HUD capital advance funds are subject to liens to HUD for a year of 40 years or until HUD releases its use restrictions.

Revenue Recognition - The Organization recognizes revenues when earned.

Contributions - The Organization reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities and changes in net assets as net assets released from restrictions.

The Organization reports gifts of land, buildings, and equipment as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long these long-lived assets must be maintained, the Organization reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service. The project recorded the Capital Advance from the Department of Housing and Urban Development (HUD) as temporary restricted revenue for the year.

Note 3—Cash

For purposes of cash flows, cash consists of all cash on hand and in banks and cash investments with maturities of three months or less. There were no cash investments during the year.

The Organization places its cash and cash equivalents on deposit with financial institutions in the United States. The Federal Deposit Insurance Corporation (FDIC) covers \$250,000 for substantially all depository accounts. The Organization from time to time may have amounts on deposit in excess of the insured limits. As of March 31, 2014, the amounts on deposit did not exceed these insured amounts.

**BAY AGING APARTMENTS MIDDLESEX, INC.
(PORT TOWN VILLAGE II)
HUD PROJECT NO. 051-EE118
NOTES TO THE FINANCIAL STATEMENTS**

MARCH 31, 2014

Note 4—Restricted deposits

Under the regulatory agreement with HUD, the Organization is required to set aside amounts for the replacement of property and other project expenditures approved by HUD. HUD restricted deposits, which were \$27,727 at March 31, 2014, are held in separate accounts and are generally not available for operating purposes. The use of the residual receipts and reserve for replacement accounts is contingent upon HUD's prior written approval.

Note 5—Capital advance

The capital advance represents amounts contributed to the construction of Port Town Village II and other costs by the U.S. Department of Housing and Urban Development.

The total amount of the capital advance is reported as temporarily restricted net assets at year end. The capital advance does not have to be repaid as long as the buildings are used for the elderly for 40 years. Failure to keep the housing available for elderly persons would result in HUD billing the Organization for the entire capital advance plus interest since the date of the first advance.

Note 6—Rental income

Rental income consists of payments from tenants and HUD subsidies. Rent increases cannot be assessed without approval from HUD. Housing assistance payments from HUD totaled \$24,688.

Note 7—Use of estimates

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

Note 8—Related party activities

The Organization is managed by Bay Aging, a related organization. Bay Aging provides accounting and other related services to the Organization. All costs attributable to the operation of the residential facility that are paid by Bay Aging are charged to the Organization as incurred. There are indirect cost allocations charged to the Organization by Bay Aging. Bay Aging was paid \$7,189 for management services, \$3,298 for the manager's salary and benefits, and \$7,848 for bookkeeping and accounting services. Management believes that all transactions were consummated on terms equivalent to those that prevail in arm's-length transactions. At March 31, 2014, the Organization owed \$5,549 to Bay Aging which is included in accounts payable on the statement of financial position.

BAY AGING APARTMENTS MIDDLESEX, INC.
(PORT TOWN VILLAGE II)
HUD PROJECT NO. 051-EE118
NOTES TO THE FINANCIAL STATEMENTS

MARCH 31, 2014

Note 9—Functional expenses

The following is the functional categorization of expenses:

	<u>Program</u>	<u>Management and General</u>	<u>Fundraising</u>	<u>Total</u>
Administrative:				
Management fee	\$ -	\$ 7,189	\$ -	\$ 7,189
Audit	4,552	1,138	-	5,690
Bookkeeping	3,924	3,924	-	7,848
Manager	-	3,298	-	3,298
Other	-	3,623	-	3,623
Total administrative	<u>8,476</u>	<u>19,172</u>	<u>-</u>	<u>27,648</u>
Program:				
Utilities	6,421	-	-	6,421
Operating and maintenance	12,830	-	-	12,830
Depreciation	33,225	-	-	33,225
Taxes and insurance	9,249	-	-	9,249
Total program:	<u>61,725</u>	<u>-</u>	<u>-</u>	<u>61,725</u>
Total	<u>\$ 70,201</u>	<u>\$ 19,172</u>	<u>\$ -</u>	<u>\$ 89,373</u>

Note 10—Current vulnerability due to certain concentrations

The Organization's operations are concentrated in the multi-family real estate market. In addition, the Organization is in a heavily regulated environment. The operations of the Organization are subject to the administrative directives, rules and regulations of federal, state, and local regulatory agencies, including, but not limited to, HUD. Such administrative directives, rules, and regulations are subject to change by an Act of Congress or an administrative change mandated by HUD. Such changes may occur with little notice or inadequate funding to pay for the related cost, including the additional administrative burden, to comply with a change.

The Organization receives a substantial portion of revenue from HUD Section 8 rent supplements. During the year ended March 31, 2014, the Organization received \$24,688 in Section 8 supplements.

Note 11—Subsequent events

In preparing the financial statements, the Organization has evaluated events and transactions for potential recognition of disclosure through August 5, 2014, the date that the financial statements were available to be issued.

SUPPLEMENTAL INFORMATION

BAY AGING APARTMENTS MIDDLESEX, INC.
(PORT TOWN VILLAGE II)
HUD PROJECT NO. 051-EE118
SUPPLEMENTARY DATA REQUIRED BY HUD

YEAR ENDED MARCH 31, 2014

Computation of Surplus Cash, Distributions, and Residual Receipts

Cash Account #1120	\$ 6,240
Cash Account #1191	3,007
Accounts payable	(9,685)
Tenant security deposits liability	(3,007)
	<u>(3,007)</u>
Cash surplus (deficiency)	<u>\$ (3,445)</u>

Schedule of Activity, Reserve for Replacements

Balance, beginning of year	\$ 22,765
Monthly deposits	3,660
Interest income	207
	<u>207</u>
Balance, end of year	<u>\$ 26,632</u>

The reserve for replacement funds are held at EVB in Urbanna, Virginia.

Schedule of Changes in Fixed Assets

	Beginning Balance	Additions	Deletions	Ending Balance
Land	\$ 70,500	\$ -	\$ -	\$ 70,500
Buildings	1,286,209	-	-	1,286,209
Furniture for project/tenant use	3,667	-	-	3,667
Office furniture and equipment	984	-	-	984
Maintenance equipment	2,834	-	-	2,834
Total	<u>1,364,194</u>	<u>-</u>	<u>-</u>	<u>1,364,194</u>
Accumulated depreciation	(66,449)	(33,225)	-	(99,674)
Net fixed assets	<u>\$ 1,297,745</u>	<u>\$ (33,225)</u>	<u>\$ -</u>	<u>\$ 1,264,520</u>

BAY AGING APARTMENTS MIDDLESEX, INC.
(PORT TOWN VILLAGE II)
HUD PROJECT NO. 051-EE118
BORROWER'S CERTIFICATION

YEAR ENDED MARCH 31, 2014

We hereby certify that we have examined the accompanying financial statements and supplemental data as of and for the year ended March 31, 2014 of Bay Aging Apartments Middlesex, Inc. (Port Town Village II) and, to the best of our knowledge and belief, the same is complete and accurate.

By: _____

Title: _____

Date: _____

BAY AGING APARTMENTS MIDDLESEX, INC.
(PORT TOWN VILLAGE II)
HUD PROJECT NO. 051-EE118
MANAGEMENT AGENT’S CERTIFICATION

YEAR ENDED MARCH 31, 2014

We hereby certify that we have examined the accompanying financial statements and supplemental data as of and for the year ended March 31, 2014 of Bay Aging Apartments Middlesex, Inc. (Port Town Village II) and, to the best of our knowledge and belief, the same is complete and accurate.

Bay Aging:

By: _____

Title: _____

Date: _____

**BAY AGING APARTMENTS MIDDLESEX, INC.
(PORT TOWN VILLAGE II)
HUD PROJECT NO. 051-EE118
AUDITOR'S DISCLOSURE INFORMATION**

YEAR ENDED MARCH 31, 2014

Auditor: **Cherry Bekaert LLP
222 Central Park Avenue, Suite 1400
Virginia Beach, Virginia 23462**

EIN: **56-0574444**

Telephone: **(757) 456-2400**

Auditor Contact: **Renee L. Pendleton, CPA**

COMPLIANCE

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

To the Board of Directors of
Bay Aging Apartments Middlesex, Inc.
5306 Old Virginia Street
Urbanna, Virginia 23175

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 Bay Aging Apartments Middlesex, Inc. (HUD Project No.: 051-EE118; a nonprofit organization) (the "Organization"), which comprise the statement of financial position as of March 31, 2014, and the related statements of activities and changes in net assets and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated August 5, 2014.

Internal Control over Financial Reporting

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

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

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

Compliance and Other Matters

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

Purpose of this Report

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

A handwritten signature in black ink that reads "Cheryl Beasant LLP". The signature is written in a cursive, flowing style.

Virginia Beach, Virginia
August 5, 2014

**Report of Independent Auditor on Compliance for Each Major Program
and on Internal Control over Compliance Required by OMB Circular A-133**

To the Board of Directors of
Bay Aging Apartments Middlesex, Inc.
5306 Old Virginia Street
Urbanna, Virginia 23175

Report on Compliance for Each Major Federal Program

We have audited Bay Aging Apartments Middlesex, Inc.'s (HUD Project No.: 051-EE118; a nonprofit organization) (the "Organization") compliance with the types of compliance requirements described in the *OMB Circular A-133 Compliance Supplement* that could have a direct and material effect on each of the Organization's major federal programs for the year ended March 31, 2014. The Organization's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

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

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of the Organization's major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Those standards and OMB Circular A-133 require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the Organization's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

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

Opinion on Each Major Federal Program

In our opinion, the Organization complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended March 31, 2014.

Report on Internal Control over Compliance

Management of the Organization is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the Organization's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with OMB Circular A-133, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control over compliance.

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

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

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of OMB Circular A-133. Accordingly, this report is not suitable for any other purpose.

A handwritten signature in black ink that reads "Cheryl Beasant" followed by a stylized set of initials.

Virginia Beach, Virginia
August 5, 2014

BAY AGING APARTMENTS MIDDLESEX, INC.
(PORT TOWN VILLAGE II)
HUD PROJECT NO. 051-EE118
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

YEAR ENDED MARCH 31, 2014

Federal Grantor/Pass-Through Grantor Program or Cluster Title	Federal CFDA Number	Pass-Through Entity Identifying Number	Federal Expenditures
<u>Department of Housing and Urban Development</u>			
Direct payments:			
Supportive Housing for the Elderly	14.157	N/A	\$ 1,364,194
Section 8 Housing Assistance Payments Program	14.195	N/A	<u>24,688</u>
Total expenditures of federal awards			<u><u>\$ 1,388,882</u></u>

BAY AGING APARTMENTS MIDDLESEX, INC.
(PORT TOWN VILLAGE II)
HUD PROJECT NO. 051-EE118
NOTES TO THE SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

MARCH 31, 2014

Note 1—Basis of presentation

The accompanying schedule of expenditures of federal awards (the Schedule) include the federal grant activity of Bay Aging Apartments Middlesex, Inc. Port Town village II under programs of the federal government for the year ended March 31, 2014. The information in this Schedule is present in accordance with requirements of OMB Circular A-133, Audits of States, Local Government, and Non-Profit Organizations. Because the Schedule presents only a select portion of the operations of Bay Aging Apartments Middlesex, Inc., it is not intended to and does not present the financial position, changes in net assets, or cash flows of Bay Aging Apartments Middlesex, Inc.

Note 2—Summary of significant accounting policies

1. Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles in OMB Circular A-122, Cost Principles for Non-Profit Organizations, wherein certain types of expenditures are not allowable or are limited as to reimbursement.
2. Pass-through entity identifying numbers are presented where available.

BAY AGING APARTMENTS MIDDLESEX, INC.
(PORT TOWN VILLAGE II)
HUD PROJECT NO. 051-EE118
SCHEDULE OF FINDINGS AND QUESTIONED COSTS

YEAR ENDED MARCH 31, 2014

Summary of Auditor's Results

1. The auditor's report expresses an unqualified opinion on the financial statements of Bay Aging Apartments Middlesex, Inc.
2. No material weaknesses or significant deficiencies were identified during the audit of the Bay Aging Apartments Middlesex, Inc.
3. No instances of noncompliance material to the financial statements of Bay Aging Apartments Middlesex, Inc. were disclosed during the audit.
4. No material weaknesses or significant deficiencies were identified during the audit of the major federal award programs.
5. The auditor's report on compliance for the major federal award programs for Bay Aging Apartments Middlesex, Inc. expresses an unqualified opinion.
6. Audit findings that are required to be reported in accordance with Section 510(a) of OMB Circular A-133 are reported in this Schedule.
7. The programs tested as major programs included: Supportive Housing for the Elderly (CFDA No. 14.157).
8. The threshold for distinguishing Types A and B programs was \$300,000.
9. Bay Aging Apartments Middlesex, Inc. is a low-risk auditee.

Financial Statement Findings

None

Federal Award Findings and Questioned Costs

None

BAY AGING APARTMENTS MIDDLESEX, INC.
(PORT TOWN VILLAGE II)
HUD PROJECT NO. 051-EE118
SCHEDULE OF PRIOR YEAR FINDINGS AND QUESTIONED COSTS

YEAR ENDED MARCH 31, 2014

There were no items reported for the year ended March 31, 2013.