Audited Financial Statements

The Genesis Fund

March 31, 2016



Proven Expertise and Integrity

MARCH 31, 2016

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Proven Expertise and Integrity

INDEPENDENT AUDITORS' REPORT

Board of Directors The Genesis Fund Brunswick, Maine

Report on the Financial Statements

We have audited the accompanying statements of financial position of The Genesis Fund (a nonprofit organization), which comprise the statement of financial position as of March 31, 2016 and 2015, and the related statements of activities 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, where due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We 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 misstatements.

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 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 The Genesis Fund as of March 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.

RHR Smith & Company

Buxton, Maine July 19, 2016

STATEMENTS OF FINANCIAL POSITION MARCH 31,

		2016		2015
ASSETS				
Current assets:				
Cash and cash equivalents	\$	3,058,407	\$	3,333,906
Investments		489,917		546,745
Accounts receivable		-		1,304
Current portion of notes receivable		968,286		1,025,303
Notes receivable - interest		64,689		37,556
Prepaid expense		3,545		-
Total current assets		4,584,844		4,944,814
FIXED ASSETS				
Construction in Progress		-		123,527
Land and building		611,225		556,990
Office Equipment/furniture		45,709		55,496
Total fixed assets		656,934		736,013
Less accumulated depreciation		(43,879)		(69,758)
Net fixed assets		613,055		666,255
OTHER ASSETS:				
Notes receivable - net of current portion (net of allowance				
for uncollectibles)		10,094,630		8,284,589
Investment - Community Development Trust		500		500
Total other assets		10,095,130		8,285,089
TOTAL ASSETS	\$	15,293,029	\$	13,896,158
LIABILITIES AND NET ASSETS				
LIABILITIES				
Current liabilities:				
Accounts payable	\$	16,446	\$	4,799
Accrued interest payable	·	143,847		131,706
Accrued salaries		9,597		8,142
Accrued vacation		11,669		13,000
Deferred grants		78,131		-
Current portion of long-term liabilities		4,631,731	_	3,063,658
Total current liabilities		4,891,421		3,221,305
Noncurrent liabilities:				
Notes payable - net of current portion		7,428,424		7,745,923
Total noncurrent liabilities		7,428,424		7,745,923
TOTAL LIABILITIES		12,319,845		10,967,228
NET ASSETS				
Unrestricted		2,973,184		2,928,930
TOTAL NET ASSETS		2,973,184		2,928,930
TOTAL LIABILITIES AND NET ASSETS	\$	15,293,029	\$	13,896,158
	φ	13,233,023	φ	13,030,130

See accompanying independent auditors' report and notes to financial statements. $\ensuremath{\mathbf{3}}$

STATEMENTS OF ACTIVITIES FOR THE YEARS ENDED MARCH 31,

	2016			2015	
REVENUES	¢	000 074	¢	00.054	
Grants and Donations Interest Income - Banks	\$	263,374	\$	83,251	
Interest Income - Loans		6,084 556,763		1,465 534,789	
				-	
Technical Assistance Fees		26,770		31,560	
Loan Origination Fees		40,890		24,085	
Investment Income		6,691		7,987	
Rental Income		900		3,600	
Gain on Sale of Asset		17,173		-	
		1,037		-	
TOTAL REVENUES		919,682		686,737	
EXPENSES		7 700		6 000	
Bookkeeping and Accounting		7,700		6,000	
Bank Charges and Fees		2,216		2,546	
Building Maintenance		8,434		7,646	
Computer and Equipment		6,046		8,329	
Conferences and Meetings		5,895		5,096	
Consultants		43,094		4,654	
Depreciation		26,568		11,737	
Dues		7,764		8,838	
Grant Expense		36,788		-	
Health Insurance		27,903		39,829	
Insurance		4,968		5,614	
Interest		257,285		235,500	
Internet and Website		5,134		1,188	
Loan Loss Reserve Provision		54,063		36,428	
Marketing		8,407		3,385	
Mailing and Shipping		1,632		1,102	
Miscellaneous		2,565		5,082	
Payroll Services		5,190		-	
Property Taxes		5,897		-	
Payroll Taxes		22,761		23,846	
Printing and Copying		996		3,387	
Employee Benefits		11,918		26,027	
Salaries		296,330		302,079	
Space and Utilities		6,031		19,564	
Supplies		3,727		3,451	
Telephone		5,967		6,661	
Travel		10,149		14,522	
TOTAL EXPENSES		875,428		782,511	
INCREASE (DECREASE) IN NET ASSETS		44,254		(95,774)	
NET ASSETS - APRIL 1		2,928,930		3,024,704	
NET ASSETS - MARCH 31	\$ 2	2,973,184	\$	2,928,930	

See accompanying independent auditors' report and notes to financial statements.

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED MARCH 31,

	2016		2015		
CASH FLOWS FROM OPERATING ACTIVITIES					
Excess of revenues over (under) expenses	\$	44,254	\$	(95,774)	
Adjustments to reconcile change in net assets to					
net cash provided by (used by) operating activities:					
Depreciation		26,568		11,737	
Changes in operating assets and liabilities:					
(Increase) decrease in investments		56,828		(59,406)	
(Increase) decrease in accounts receivable		1,304		(1,304)	
(Increase) decrease in notes receivable		(1,753,024)		(1,177,833)	
(Increase) decrease in notes receivable - interest		(27,133)		15,450	
(Increase) decrease in prepaid expenses		(3,545)		-	
Increase (decrease) in accounts payable		11,647		3,472	
Increase (decrease) in accrued expenses		12,265		24,054	
Increase (decrease) in deferred grants		78,131		-	
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES		(1,552,705)		(1,279,604)	
CASH FLOWS FROM INVESTING ACTIVITIES					
(Purchase) of property and equipment		(167,301)		(460,003)	
Disposition of property and equipment		193,933		-	
NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES		26,632		(460,003)	
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds (payments) from long-term debt net		1,250,574		1,894,350	
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES		1,250,574		1,894,350	
NET INCREASE (DECREASE) IN CASH		(275,499)		154,743	
CASH - APRIL 1		3,333,906		3,179,163	
CASH - MARCH 31	\$	3,058,407	\$	3,333,906	
	\$				

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Cash paid during the year for:		
Interest	\$ 257,285	\$ 235,500

See accompanying independent auditors' report and notes to financial statements.

NOTES TO FINANCIAL STATEMENTS MARCH 31, 2016 and 2015

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Organization

The Genesis Fund is a critical link in the development of affordable housing and community facilities in Maine. Its mission is to bring together resources to create housing and other economic and social opportunities for underserved people and communities. The Genesis Fund, a certified Community Development Financial Institution (CDFI), is a statewide nonprofit organization that began in 1992.

The Genesis Fund provides innovative financing by soliciting low-interest loans from individuals, churches, corporations and foundations, and then re-lending the money to nonprofit organizations developing affordable housing and community facilities in underserved neighborhoods and needy communities. If requested, The Genesis Fund provides substantial technical assistance to the sponsors of capital projects that will create housing and community development opportunities.

Basis of Presentation

The Genesis Fund prepares its financial statements on the accrual basis of accounting. The Genesis Fund is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted, temporarily restricted, and permanently restricted. The Genesis Fund had no temporarily or permanently restricted net assets as of March 31, 2016. Temporarily or permanently restricted net assets are reclassified to unrestricted net assets upon satisfaction of the time or purpose restrictions.

Fixed Assets Acquisition

Fixed assets are stated at cost. Depreciation is provided by the straight-line method at rates which are designed to amortize the original cost of the assets over their estimated useful lives of twenty to thirty years for buildings and improvements, and three to ten years for computers, furniture, and equipment.

Use of Estimates

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

Recognition of Interest Income

Interest income on the notes receivable is recognized on the accrual basis.

NOTES TO FINANCIAL STATEMENTS MARCH 31, 2016 and 2015

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Donated Services

A substantial number of the Board of Directors have made significant contributions of their time to the Organization. The value of this contributed time is not reflected in these financial statements since it is not susceptible to objective measurement or valuation.

NOTE 2 – CASH

The Genesis Fund maintains deposits at several financial institutions. The Federal Deposit Insurance Corporation insures accounts at each institution up to \$250,000. As of March 31, 2016, all deposits over \$250,000 were fully insured due to pledged securities that collateralize the deposits that exceed FDIC insurance.

NOTE 3 - ALLOWANCE FOR UNCOLLECTIBLE ACCOUNTS RECEIVABLE

The allowance for uncollectible accounts was estimated to be \$342,152 at March 31, 2016 and \$288,089 at March 31, 2015.

NOTE 4 - NOTES RECEIVABLE

At March 31, 2016 and 2015, the Genesis Fund had various notes receivable with interest rates between 3.5-7.25%. During fiscal year 2016 and 2015 no notes receivable were in default. The value of the notes receivable at March 31, 2016 and 2015 is below:

	 2016	2015
Short-Term Portion	\$ 968,286	\$1,025,303
Long-Term Portion	10,094,630	8,284,589
	\$ 11,062,916	\$9,309,892

NOTE 5 – OTHER INVESTMENTS

During the 2000 fiscal year the organization received, as a contribution, seventy-five shares of Community Development Trust, Inc. (CDT). The shares had an estimated value of \$500, but are not publicly traded and therefore are not liquid and do not have a readily determinable fair market value.

NOTES TO FINANCIAL STATEMENTS MARCH 31, 2016 and 2015

NOTE 6 – NOTES PAYABLE

Notes payable outstanding consisted of the following as of March 31, 2016:

Investment #	Name for Publication	O/S Balance	Rate
G121-2002IP	Holly Antolini	\$ 1,459	1.50%
G123-2003BP	Bath Savings Institution	100,000	2.00%
G123-2005BP	Bath Savings Institution	100,000	2.00%
G125-2002BP	Camden National Corporation	100,000	1.00%
G129-1997IA	Anonymous	100,000	3.00%
G130-1993IP	Anonymous	24,616	3.00%
G133-1997RP	Clients of the Sustainability Group	20,000	3.00%
G134-1992RP	Episcopal Diocese of Maine	50,000	2.00%
G136-2000BP	The First, NA	300,000	1.00%
G137-1992IA	Clients of the Sustainability Group	25,000	3.00%
G138-1996IA	Clients of the Sustainability Group	26,523	2.50%
G139-2003IP	Jamien Jacobs	10,609	3.00%
G140-1997IP	Clients of Trillium Asset Management	50,000	2.00%
G141-2003BP	Kennebec Savings Bank	125,000	1.00%
G142-2003IP	Anne S. Kennedy	5,000	0.00%
G145-1994FP	Maine Women's Fund	15,000	2.00%
G152-1994IP	Jean Parker	3,926	2.00%
G155-2002IA	Greg Raymond & Jamien Jacobs	7,361	3.00%
G166-1994RP	St. Paul's Epsiscopal Church	11,552	1.00%
G167-1991RP	St. Philip's Episcopal Church	10,000	2.00%
G168-2001IP	Stephanie & Wendell Stephenson	1,600	2.00%
G169-1992IP	Clients of the Sustainability Group	10,000	3.00%
G170-1992IP	Clients of the Sustainability Group	10,000	3.00%
G172-1995IP	Jean Tucker	2,438	2.00%
G174-2001IP	Clients of Trillium Asset Management	15,000	3.50%
G176-1999IP	Clients of the Sustainability Group	75,000	3.00%
G177-1998IP	Clients of the Sustainability Group	15,000	3.50%
G180-2003BP	Sanford Instititute for Savings	250,000	2.00%
G181-2003BP	Saco & Biddeford Savings Institution	100,000	1.00%
G186-2003BP	Camden National Corporation	50,000	1.00%
G187-2004IP	Anonymous	10,000	2.50%
G196-2005IP	Randy Phelps & Pamelea Daley	100,000	2.00%
G199-2006IP	Gregg Raymond	26,351	3.00%
G200-2007IP	Anonymous	5,000	2.50%
G201-2007BP	Gorham Savings Bank	100,000	2.00%

NOTES TO FINANCIAL STATEMENTS MARCH 31, 2016 and 2015

NOTE 6 – NOTES PAYABLE (CONTINUED)

Investment #	Name for Publication	O/S Balance	Rate
G202-2007IP	Anna Shaw	\$ 12,500	0.00%
G203-2007IP	George Shaw	12,500	0.00%
G204-2007IP	Elizabeth McPherson & Paul Kando	5,000	3.00%
G205-2008IP	Clients of the Sustainability Group	15,000	3.00%
G207-2008OP	Atlantic Charitable Fund	100,000	2.00%
G208-2008BP	Bath Savings Institution	100,000	2.00%
G209-2008BP	TD Bank	1,500,000	2.50%
g213-2008rp	Basilian Fathers of Toronto	150,000	3.00%
G214-2009BP	Norway Savings Bank	300,000	1.75%
G215-2009IP	Jennifer Southard & Ed Suslovic	2,816	2.00%
G216-2009IP	Elizabeth Howe	11,317	2.50%
G216-2010IP	Clients of the Sustainability Group	25,000	3.00%
G217-2009BP	Franklin Savings Bank	200,000	2.00%
G218-2009IP	Clients of the Sustainability Group	10,000	3.00%
G219-2009IP	Robert & Andrea Summers	10,000	3.00%
G220-2009IP	Mark Ward & Shannon Carr	12,234	3.00%
G223-2011BP	Bath Savings Institution	100,000	2.00%
G224-2011IA	Anonymous	55,734	3.00%
G225-2011IP	Anonymous	2,000	3.00%
G226-2011IP	Clients of the Sustainability Group	10,000	3.00%
G227-2011IP	Caroline Pryor & David MacDonald	5,000	2.00%
G228-2012IA	Anonymous	1,150	3.50%
G229-2012IP	Greg Raymond III	27,541	3.50%
G231-2012IP	Marcie & Stephan Porter	21,381	2.00%
G232-2012BP	Machias Savings Bank	100,000	2.00%
G233-2013IA	Clients of the Sustainability Group	50,000	3.50%
G234-2012BP	TD Bank	1,000,000	2.50%
G235-2012RP	Adrian Dominican Sisters	100,000	2.50%
G237-2012IP	Clients of Trillium Asset Management	50,000	3.00%
G238-2012IP	Denise Soucy and Ned Steinberger	10,000	0.00%
G239-2012IA	Anonymous	10,000	1.00%
G240-2013IP	Anne Gass & Rick Leavitt	5,306	2.00%
G241-2013IA	Anonymous	10,000	2.50%
G242-2013RP	Mercy Partnership Fund	250,000	3.00%
G243-2013BP	People's United	300,000	2.00%
G244-2013IP	Robert & Karen George	12,000	3.50%
G245-2013IA	Tamler Revocable Trust (Tamler, Julie)	62,997	3.00%
g246-2013op	Northern New England Housing Investment Fund	520,200	2.00%
G247-2013BP	Bangor Savings Bank	500,000	2.00%
G248-2013IP	James and Darcy Austin	20,883	2.00%
G249-2013IA	Anonymous	105,060	3.00%
G250-213OP	USDA Rural Development	187,257	1.00%

NOTES TO FINANCIAL STATEMENTS MARCH 31, 2016 and 2015

NOTE 6 – NOTES PAYABLE (CONTINUED)

Investment #	Name for Publication	O/S Balance	Rate
G251-2013BP	Bar Harbor Bank & Trust	\$ 250,000	2.00%
G252-2014IP	Anonymous	5,305	3.00%
G253-2014IP	John Kaminski	10,000	3.00%
G254-2014IP	Gregg Raymond	53,045	3.00%
G255-2014IP	Andrew Gorril	8,487	3.00%
G256-2014OP	Freeport Housing Trust inc.	200,000	2.00%
G257-2014IA	Anonymous	100,000	2.00%
G258-2014BP	Bank of America	1,000,000	3.00%
G260-2014IP	Anne Gass & Rick Leavitt	10,880	2.00%
G262-2014BP	Biddeford Savings Bank	250,000	2.00%
G263-2014IP	John Kaminski	5,000	1.50%
G264-2014IA	Clients of the Sustainability Group	16,667	3.00%
G265-2014IA	Clients of the Sustainability Group	16,667	3.50%
G266-2014IA	Clients of the Sustainability Group	16,667	3.50%
G268-2014BP	Androscoggin Savings Bank	250,000	3.50%
G269-2014IP	Greg Raymond and Jamien Jacobs	103,000	2.00%
G270-2014IP	Cathy Ramsdell	10,300	3.00%
G271-2015IP	John Kaminsky	5,000	3.00%
G272-2015IP	Clients of Trillium Asset Management	30,000	3.00%
G273-2015BP	Bar Harbor Bank & Trust	250,000	2.00%
G274-2015IP	Suzanne Tarzoff	25,000	3.00%
G275-2015IA	Emma DayBranch	50,000	3.00%
G276-2015IA	Ruby Day Branch	50,000	3.00%
G277-2015IP	John Kaminsky	5,000	3.00%
G278-2015IP	The Sylvia Granader Trust	50,000	3.00%
G278-2015O	Freeport Housing Trust inc.	75,000	2.00%
G280-2015BP	Androscoggin Savings Bank	350,000	2.00%
G281-2015IP	Cathy Ramsdell	15,000	3.00%
G282-2015IP	Anna Court	5,000	2.00%
G283-2015BP	Kennebunk Savings Bank	500,000	1.00%
G283-2015IP	John Kaminsky	5,000	3.00%
G261-2014BP	People's United	150,000	2.00%
G186-2004BP	Camden National Bank	100,000	1.00%
		\$ 11,810,327	

NOTES TO FINANCIAL STATEMENTS MARCH 31, 2016 and 2015

NOTE 6 – NOTES PAYABLE (CONTINUED)

The scheduled estimated principal and interest payments are as follows:

	Principal	Interest	Total
2017	\$ 4,622,680	\$ 249,793	\$ 4,872,473
2018	2,672,766	172,946	2,845,712
2019	2,390,361	112,347	2,502,708
2020	172,753	57,522	230,275
2021	1,778,138	50,187	1,828,325
2022-2026	14,324	62,246	76,570
2027-2031	15,056	2,422	17,478
2032-2036	15,824	1,652	17,476
2037-2041	17,231	846	18,077
2042-2046	111,194	105	111,299
	\$ 11,810,327	\$ 710,066	\$ 12,520,393

	2016	2015
Mortgage Payable		
\$260,000, 2015 Note due to Bath Savings Institution in monthly installments through 2035 of \$1,576, with an interest rate of 4%		
fixed for five years.	\$ 249,829	\$ 259,223
	 2016	 2015
Short-Term Portion	\$ 9,051	\$ 8,495
Long-Term Portion	240,778	250,728
	\$ 249,829	\$ 259,223

	Principal		 Interest		Total
2017	\$	9,051	\$ 9,856	\$	18,907
2018		9,420	9,487		18,907
2019		9,803	9,103		18,907
2020		10,203	8,704		18,907
2021		10,618	8,288		18,907
2022-2026		59,945	34,588		94,533
2027-2031		73,192	21,341		94,533
2032-2036		67,597	 8,029		75,626
	\$	249,829	\$ 109,397	\$	359,225

NOTES TO FINANCIAL STATEMENTS MARCH 31, 2016 and 2015

NOTE 7 - RETIREMENT PLAN

The Genesis Fund has a 401(k) profit sharing plan. The 401(k) profit sharing plan covers all employees who have met age and service requirements. Elective deferrals are matched by the organization up to five percent of compensation. All contributions are 100% vested. The Plan also provides for discretionary employer profit sharing contributions. No discretionary contributions have been authorized or made. Retirement plan contributions for the year ended March 31, 2016 was \$13,563 and March 31, 2015 was \$14,503.

NOTE 8 – RELATED PARTIES

At March 31, 2016 the Genesis Fund had investment loans outstanding from various past and current directors. The notes carry interest at rates consistent with rates of similar loans with non-related parties and the organization.

NOTE 9 - INCOME TAXES

The Fund is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and applicable state law.

The accounting standards on accounting for uncertainty in income taxes address the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under that guidance, the Fund may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities based on the technical merits of the position. Examples of tax positions include the tax-exempt status of the Fund and various positions related to the potential sources of unrelated business taxable income (UBIT). The tax benefits recognized in the financial statements from a tax position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. Management believes that there were no potential sources of unrelated business taxable income subject to tax for the years ended March 31, 2016 and 2015. Accordingly, no provision for income taxes has been made.

The Fund files its forms 990 in the U.S. federal jurisdiction and the office of the state's attorney general for the State of Maine. The Fund is generally no longer subject to examination by the Internal Revenue Service for years before 2011.

NOTE 10 - COMMITMENT AND CONTINGENCIES

The government grants may be subject to audit for compliance with laws and regulations by the federal and state authorities. No provision has been established for any liability that was a result from possible future audits.

NOTES TO FINANCIAL STATEMENTS MARCH 31, 2016 and 2015

NOTE 11 – SUBSEQUENT EVENTS

The Genesis Fund issued a letter of commitment to Brunswick Bay Mobile Home Coop for a line of credit for working capital. The total loan amount is for \$50,000 at an interest rate of 5.7%. As of March 31, 2016 this loan has not been disbursed to the organization.

The Genesis Fund has eight loans that have not been completely drawn down as of March 31, 2016. They are Cooperative Development Institute \$50,000, HFH Greater Portland \$280,373.75, Home for the Aged-Park Danforth \$1,500,000, Maine Workforce Housing \$475,000, Medomak Mobile Home Cooperative \$37,785.96, Westbrook Housing \$250,000, Wardtown Mobile Home Cooperative \$233,164 and York County Shelter Program \$38,000.