### LUMIND RESEARCH DOWN SYNDROME FOUNDATION

FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2018 AND 2017

R.A. HALL & CO., LLC CERTIFIED PUBLIC ACCOUNTANTS

# LUMIND RESEARCH DOWN SYNDROME FOUNDATION FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2018 AND 2017

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#### INDEPENDENT AUDITORS' REPORT

Board of Directors LuMind Research Down Syndrome Foundation Marlborough, Massachusetts

#### Report on the Financial Statements

We have audited the accompanying financial statements of LuMind Research Down Syndrome Foundation, a nonprofit corporation, which comprise the statements of financial position as of September 30, 2018 and 2017, 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 audit. We conducted our audit 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 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 LuMind Research Down Syndrome Foundation as of September 30, 2017 and 2016, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Boston, Massachusetts May 2, 2019 R.a. Hall + Co, LLC

### LuMind Research Down Syndrome Foundation

#### STATEMENTS OF FINANCIAL POSITION

September 30, 2018 and 2017

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#### LIABILITIES AND NET ASSETS

		2018	 2017	CURRENT LIABILITIES:	2018	- <del>-</del>	2017
CURRENT ASSETS: Cash and cash equivalents Investments	\$	757,845 2,651	\$ 1,061,967 1,138	Accounts payable and accrued expenses	\$ 150,862	2 \$	127,760
Pledges receivable, net of allowance; 2018: \$0 2017: \$25,000 Accounts receivable Propald expenses Other current assets Total current assets	_	1,250,000 42,692 45,087 13,104 2,111,379	 1,123,029 26,063 11,646 1,344 2,225,185	Compensation and related taxes payable Grant awards payable Deferred revenue Other current liabilities Total current liabilities	43,203 1,834,444 46,223 8,822 1,883,553	\$ 3 2	12,493 1,857,760 33,442 2,031,444
OTHER ASSETS				NET ASSETS:			
Piedges receivable, long-term, net of allowance: 2018: \$26,958 2017: \$0		973,042	-	Unrestricted	2,827	7	(46,260)
Equipment: 2018: \$9,936 and 2017: \$9,936, net of allowance; 2018: \$9,936 and 2017: \$9,936				Temporarily rostricted	1,198,042		240,000 193,740
Total other assets		973,042	 <u>.</u>	Total net assets	1,200,86	<u>.                                    </u>	100,740
TOTAL ASSETS	\$_	3,084,421	\$ 2,225,185	TOTAL LIABILITIES AND NET ASSETS	\$ 3,084.42	1 \$	2,225,185

### <u>LuMind Research Down Syndrome Foundation</u>

#### STATEMENTS OF ACTIVITIES

	2018						2017					
		nrestricted		Restricted Total Unrestricted Restricted		Restricted		Total				
REVENUES AND SUPPORT:		THE SELECTION OF THE SE										
Campaign:								4 400 500	\$	215,000	\$	1,337,500
Major donor	\$	902,500	\$	1,973,042	\$	2,875,542	\$	1,122,500	D.	213,000	Ψ	302,444
Grassroots and general contributions		282,691		-		282,691		302,444		•		58,113
Workplace giving / federated		10,444		-		10,444		58,113		-		<b>40,11</b>
Donated services		92,403				92,403						1,698,05
Total campaign		1,288,038		1,973,042		3,261,080		1,483,058		215,000	_	1,030,03
Out with a senter												757 ~~
Special events:		509,685		-		509,685		757,629		-		757,62
Special event revenue		(167,048)		-		(167,048)		(218,307)				(218,30
Less direct expenses  Total special events, net		342,637		-		342,637		539,322		<b>_</b>		539,32
rotal special events, het			-									
Other revenue:		601		_		601		1,241		-		1,24
Investment income		240		-		240		10		-		1
Other Income Total other revenue	·	240 841				841		1,251		-		1,25
(CIE) CILIE) (BVG ICG												
Reclassification of net assets:		1,015,000		(1,015,000)		_		-				
Net assets released from restriction		1,015,000		(1,010,017)						245.000		2,238,63
TOTAL REVENUES AND SUPPORT		2,646,516		958,042		3,504,558_		2,023,631		215,000	<del></del>	2,230,03
EXPENSES:												2,340,19
Program services		2,040,992		-		2,040,992		2,340,199		-		2,040,14
Support services:						404.000		163,630				163,6
Management and general		194,998		-		194,998		317,970		_		317,9
Fundraising		361,439				361,439		317,870				
TOTAL EXPENSES		2,597,429		_		2,597,429		2,821,799				2,821,7
CHANGE IN NET ASSETS		49,087		958,042		1,007,128		(798,168)		215,000		(583,1
		(46,260)		240,000		193,740		751,908		25,000		776,9
NET ASSETS , BEGINNING OF YEAR		(40,200)		2.10,000							_	400 =
NET ASSETS, END OF YEAR	\$	2.827	\$	1,198,042	S	1,200,868	\$	(46,260)	S	240,000	<u>\$</u>	193,7

### Lullind Research Down Syndrome Foundation

#### STATEMENTS OF FUNCTIONAL EXPENSES

or the years ended September 30, 2018 and 2017		

			_		Š	201B					_	2017
					Supp	orting Services		<del></del>				
		Program Services		lanagement Ind General	Fundraising		Total Supporting Services		Total		_	Total
Distributions:	_	4 400 E00	s		\$		s	_	5	1,400,500	s	1,839,000
Research Grants	\$	1,400,500	<u> </u>	<del>-</del> -	Ψ	<del>_</del>		· <del>-</del>				
Vages, related costs and benefits:								4 40 000		644407		500,478
Wages		401,134		68,264		74,729		142,993		544,127		
Payroli taxes		26,927		4,582		5,016		9,599		36,526		43,34
Employee benefits		53,107		16,269		9,894		26,163		79,269		6,313
Payroli service expense		4,456		758		830		1,589		6,045		7,23 557,36
		485,624		89,874		90,469		180,343		665,967		307,30
Services, supplies and other expenses:												
Professional fees		21,026		90,426		174,340		264,766		285,792		230,03
Marketing and communications		605		2,894		46,448		49,341		49,946		36,31
Website		-		-		-		-				5,65
Printing		3,949		-		7,137		7,137		11,085		4,68
_		20,257		2,087		2,285		4,372		24,629		8,00
Office expenses Software and Internet		4,007		682		748		1,428		5,435		6,89
		63,328		6,589		5,515		12,105		75,433		29,87
Occupancy Travel		8,690		-		16,503		16,503		25,193		50,87
Conferences, conventions and meetings		17,396		-		1,765		1,765		19,161		22,6
		5,343		909		995		1,905		7,248		4,85
Insurance Bank fees and credit card processing fees		7		795		12,093		12,889		12,896		11,6
		4,291		287		(89)		198		4,489		8,4
State filing fees		5,969		455		3,231		3,687		9,656		5,42
Postage and shipping		-				•_						
Telephone		1 <b>54,8</b> 68		105,124		270,970		376,094		530,962		425,4
											_	
TOTAL EXPENSES	<b>s</b> _	2,040,992	\$ .	194,998	<u>\$</u>	361,439	. \$	556,437	\$	2,597,429	\$	<u>2,821,7</u>

### LuMind Research Down Syndrome Foundation

#### STATEMENTS OF CASH FLOWS

For the years ended September 30, 2018 and 2017

	2018	_	2017
CASH FLOWS FROM OPERATING ACTIVITIES: Change in net assets	\$ 1,007,128	\$	(583,168)
Adjustments to reconcile change in net assets:	_		(1,136)
Non-cash investment contribution	-		(1,150)
Changes in operating assets and liabilities			
(increase) decrease in assets:			4 4 4 43
Pledges receivable	(1,100,013)		(824,174)
Accounts receivable	(16,629)		6,699
Prepaid expenses	(33,441)		45,199
Other current assets	(11,760)		7,459
Increase (decrease) in liabilities:			
Accounts payable and accrued expenses	23,102		79,668
Compensation and related taxes payable	30,710		(34,711)
Grants awards payable	(223,306)		534,000
Deferred revenue	12,781		(9,014)
Other current liabilities	8,822		(9,374)
Net cesh provided (used) by operating activities	(302,606)	_	(788,552)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of investments	 (1,516)		
Net cash provided by (used for) Investing activities	 (1,516)		
NET INCREASE (DECREASE) IN CASH AND EQUIVALENTS	(304,122)		(788,552)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	 1,061,967		1,650,519
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 757,845	. \$	1,061,967

#### NOTE 1 - ORGANIZATION AND NATURE OF ACTIVITIES

**Organization and Nature of Activities** – LuMind Research Down Syndrome Foundation ("LuMind" or the "Foundation"), is a non-profit corporation, founded on November 21, 2003 with the primary purpose to support medical research that will result in treatments to significantly improve health and independence in persons with Down Syndrome.

The Foundation receives its funding primarily from public contributions.

#### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** – The accompanying financial statements have been prepared on the accrual basis of accounting. The Foundation adheres to accounting policies generally accepted in the United States of America ("U.S. GAAP").

Financial Statement Presentation – LuMind prepares its financial statements in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") FASB ASC 958, Financial Statements of Not-for-Profit Organizations. Under FASB ASC 958, the Foundation reports information regarding its financial position and statement of activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. These classifications are related to the existence or absence of donor imposed restrictions as indicated below.

Unrestricted Net Assets – consists of assets and program revenues which are available and used for operations and programs. Unrestricted net assets represent the portion of net assets of the Foundation that is neither permanently restricted nor temporarily restricted by donor-imposed stipulations. Contributions are considered available for unrestricted use unless specifically restricted by the donor. In addition, unrestricted net assets of the Foundation include funds which represent unrestricted resources designated by the Board of Directors.

Temporarily Restricted Net Assets – consists of funds with donor-imposed restrictions which permit the donor to expend the assets as specified and is satisfied either by the passage of time or by actions of the Foundation. When a stipulated time restriction ends or purpose restriction is accomplished, such temporary restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Permanently Restricted Net Assets – consists of resources which have a permanent donor-imposed restriction which stipulates that the assets are to be maintained permanently, but permits the Foundation to expend part or all of the income derived from the donated assets. For the years presented the Foundation did not have any assets of this nature.

**Support and Revenue Recognition** – LuMind follows FASB ASC 958-605 "Accounting for Contributions Received and Contributions Made". FASB ASC 958-605 requires that contributions be recorded as receivables and revenues and requires the Foundation to distinguish between contributions received for each net asset category in accordance with donor-imposed restrictions. Contributions may include gifts of cash, collection items or promises to give.

Contributions, including unconditional promises to give, are recognized as revenues in the period received. Conditional promises to give are not recognized until they become unconditional, that is, at the time when the conditions on which they depend are substantially met. Contributions of assets other than cash are reported at their estimated fair value. Contributions to be received after one year are discounted at an appropriate discount rate commensurate with the risk involved when such amounts are considered material.

#### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Support that is restricted by the donor is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction, until the restriction expires, at which time temporarily restricted net assets are reclassified to unrestricted net assets.

All contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Permanently restricted net assets include only the historical dollar amounts of gifts which are required by donors to be permanently retained, and adjusted for the impact of unrealized gains and losses. Temporarily restricted net assets include contributions with restrictions that will either expire with the passage of time or be fulfilled by actions of the Foundation.

Donated Goods and Services – Donated goods are recorded at their fair market value on the date of receipt. Donated services are reported as contributions when the services create or enhance nonfinancial assets, would be purchased if they had not been provided by contribution, require specialized skills and are provided by individuals possessing those skills. Donations of professional services are recorded as both unrestricted contributions and as expenses in accordance with FASB ASC 958, Accounting for Contributions Received and Contributions Made. Donated services for the years ended September 30, 2018 and 2017 were \$92,403 and \$0, respectively.

Cash and Cash Equivalents – For the purpose of these financial statements, LuMind considers equivalent to cash, all money market funds and savings deposits which can be and are intended to be converted to cash within ninety days of issuance. Fair value approximates carrying value due to the short maturities of those instruments. The Foundation maintains its cash in bank deposit accounts that, at times, may exceed federally insured limits. The Foundation has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

**Investments** – Investments in marketable securities with readily determinable fair values and all investments in debt securities are reported at their fair values in the statement of financial position. Unrealized gains and losses are included in the change in net assets, investment income and gains restricted by a donor are reported as increases in unrestricted net assets if the restrictions are met (either by passage of time or by use) in the reporting period in which the income and gains are recognized. The investment income is reported net of investments fees.

Pledges Receivable -- Contributions are recognized and recorded at net realizable value when the donor makes a promise to give to the Foundation that is, in substance, unconditional. Conditional promises to give are not included in support until the conditions are substantially met. Pledges receivable are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollectible amounts through a provision for bad debt expense and an adjustment to a valuation allowance based on its assessment of the current status of Individual receivables. As of September 30, 2018 and 2017, management determined that allowance for uncollectible pledges receivable of \$0 and \$25,000, respectively.

Equipment – Equipment is stated at cost if purchased (or at the fair market value on the date of a gift if donated) less accumulated depreciation and amortization. These amounts do not purport to represent replacement or realizable values. The Foundation provides for depreciation of equipment using the straight-line method over the useful life of the asset. The Foundation capitalized equipment purchases in excess of \$1,000, lesser amounts are expensed. Repairs, maintenance and renewals are charged to expense, as incurred, except those expenditures which result in a substantial improvement are capitalized.

**Deferred Revenue** – Deferred revenue represents registration and related fees paid in advance of the related event.

#### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Concentrations of Credit Risk – Financial instruments that potentially subject the Foundation to concentration of credit risk primarily consist of cash and cash equivalents. The Foundation maintains its cash in bank deposit accounts, which at times, may exceed federally insured limits. As of September 30, 2018 and 2017, the Foundation had \$418,774 and \$321,555 in excess of the federally insured limits, respectively. The Foundation has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash.

Fair Value Measurement – Investments are stated at fair value. Fair value measurements are based on 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. In order to increase consistency and comparability in fair value measurements, a fair value hierarchy prioritizes observable and unobservable inputs used to measure fair value into three levels as reported in Note 3.

Advertising Expenses – The Foundation charges its non-direct response advertising costs to expense as incurred. Advertising expenses for the years ended September 30, 2018 and 2017 were \$73,406 and \$40,932, respectively.

Income Taxes - The Foundation is exempt from federal and state income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986.

Use of Estimates in the Preparation of the Financial Statements — The preparation of financial statements in conformity with U.S. GAAP 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 amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates included in the financial statements.

#### NOTE 3 - PLEDGES RECEIVABLE

Pledges receivable are as follows at September 30, 2018 and 2017:

		2018	2017		
Due in less than one year	\$	1,250,000	\$	1,148,029	
Due in one year to five years		1,000,000		-	
	_	2,250,000		1,148,029	
Present value discount (2018: 2.81%, 2017 0%)		(26,958)		-	
Allowance for doubtful accounts		-		(25,000)	
Total		2,223,042		1,123,029	
Pledges receivable, current		1,250,000		1,123,029	
Pledges receivable, long-term	\$	973,042	\$		

#### NOTE 4 - RESTRICTIONS ON NET ASSETS

Temporary restrictions on net assets as of September 30, 2018 and 2017 are related to contributions received designated for campaigns occurring after the year end.

Temporarily restricted net assets are available for the following purposes or periods as of September 30, 2018 and 2017:

#### NOTE 4 - RESTRICTIONS ON NET ASSETS (CONTINUED)

For subsequent periods:	2018		2017
DeNoble Family	\$ -	- 5	25,000
Roger and Dawn Kafker	125,000		125,000
Michael and Dorothea Kane	-		50,000
James and Patricia White	25,000		50,000
Molly Lawson Foundation			15,000
Pledge allowance - DeNoble Family	~		(25,000)
Alanna Foundation	1,000,000		-
Lundbeck Foundation	75,000		-
Present value discount	(26,958)		<b>"</b>
Total temp restricted net assets	\$ 1,198,042	- \$	240,000

#### **NOTE 5 - INVESTMENTS**

**Fair Value of Financial Instruments –** The Foundation follows FASB ASC 820, "Fair Value Measurements and Disclosures", and has applied its provisions to financial assets and liabilities that are recognized or disclosed at fair value on a recurring basis (at least annually).

Investments held by the Foundation at September 30, 2018 and 2017 are summarized at fair value as follows:

Marketable securities:	2018	 2017	
Stryker Corp – common stock	\$ 2,651	\$ 1,136	_
Total investments	\$ 2,651	\$ 1,136	_

The following schedule summarizes the investment return and its classification in the statement of activities for the years ended September 30, 2018 and 2017:

Year ended September 30, 2018:	Unrestricted		Temporarily Restricted		Permanently Restricted		Total
Dividends and Interest	\$	1,265	\$	-	\$	-	<b>\$ 1,26</b> 5
Realized and unrealized gains (losses)		(664)					(664)
Total investment return	\$	601		<del></del>	\$		\$ 601
Year ended September 30, 2017:							
Dividends and interest	\$	1,398	\$	-	\$	-	\$ 1,398
Realized and unrealized gains (losses)		(157)				-	(157)
Total investment return	\$	1,241	\$	-	\$	-	\$ 1,241

FASB ASC 820, "Fair Value Measurements", establishes a single definition of fair value, sets out a framework for measuring fair value, and requires additional disclosures about fair value measurements. FASB ASC 820 describes three levels of inputs used to measure fair value. The fair value framework

#### NOTE 5 - INVESTMENTS (CONTINUED)

provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level one measurements), and the lowest priority to unobservable inputs (level three measurements). The three levels of the fair value hierarchy are:

**Level one** – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the foundation has the ability to access.

Level two - Inputs to the valuation methodology include:

- . Quoted prices for similar assets or liabilities in active markets
- · Quoted prices for identical or similar assets or liabilities in inactive markets
- Inputs other than quoted prices that are observable for the asset or liability
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified or contractual term, the level two inputs must be observable for substantially the full term of the asset or liability.

Level three – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following is the basis for the fair value determination of the investments:

- Mutual funds, money market funds, hedge funds: Valued at fair value based on the net asset value ("NAV") of shares held by the foundation at the end of the year.
- Assets held in trust by others: Valued at fair value based on the net asset value ("NAV") of shares held by the Foundation at the end of the year.

The following table sets forth by level, within the fair value hierarchy, the Foundation's investments at fair value as of September 30, 2019:

		Level one		Level two		Level	three
	 Quoted price in active markets for Identical assumptions		ive ets for	Signification other observation observation of the contraction of the		Significant unobservable inputs	
Assets:							
U.S. Equities	\$ 2,651	\$	2,651	\$		\$	
Total investments	\$ 2,651	\$	2,651	\$	_	\$	_

#### NOTE 6 - GRANT AWARDS PAYABLE

The Foundation has grant awards payable as of September 30, 2018 and 2017 totaling \$1,634,444 and \$1,857,750, respectively. The following is a schedule of grant awards payable as of September 30, 2018:

Recipient:	
AC Immune UCSD	\$ 50,000
Emory University School of Medicine	50,000
Massachusetts Institute of Technology	165,000
Stanford University	75,000
University of Arizona	30,000
University of California, San Diego	50,000

#### NOTE 6 - GRANTS AWARDS PAYABLE (CONTINUED)

University of Connecticut	120,000
KOL (Key Opinion Leader) Meetings	19, <b>944</b>
Multiple Entities	825,000
Total grants and allocations	\$ 1,634,444

#### NOTE 6 - COMMITMENTS

Operating Leases – The Foundation leased office space in Marlborough, Massachusetts, as a tenant-at-will through September 1, 2018. Rent expense for the years ended September 30, 2018 and 2017 amounted to \$20,586 and \$29,871, respectively under this agreement.

Effective September 1, 2018, the Foundation leases office space in Burlington, Massachusetts under a thirty seven month lease agreement through September 30, 2021. The lease provides for no rent for the initial month, followed by monthly payments of \$3,920 through September 30, 2019, followed by monthly payments of \$4,032 through September 30, 2020, followed by monthly payments of \$4,144 through September 30, 2021. The lease also requires payment for common area maintenance and real estate taxes. Rent expense for the years ended September 30, 2018 and 2017 amounted to \$3,923 and \$0, respectively under this agreement. Prior to the effective date of the lease, the facility owner contributed office space to the Foundation from May 1, 2018 through August 31, 2018 at no charge. That contribution, valued at \$31,870, is included in donated services and in rent expense for the year ended September 30, 2018.

The amount of future minimum lease payments under the lease are as follows:

Year ending September 30:	
2019	\$ 47,040
2020	48,384
2021	<u>49,728</u>
Total	\$ 145,152

#### NOTE 7 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through May 2, 2019, the date on which the financial statements were available to be issued. There were no subsequent events through May 2, 2019, that required adjustment of or disclosure in the financial statements.