



**UNITED LAGUNA WOODS MUTUAL**

Financial Statements and Supplementary Information

December 31, 2021 and 2020

(With Independent Auditors' Report Thereon)

## UNITED LAGUNA WOODS MUTUAL

### Table of Contents

	<b>Page(s)</b>
Independent Auditors' Report	1-2
Balance Sheets	3
Statements of Operations	4
Statements of Changes in Members' Equity	5
Statements of Cash Flows	6
Notes to Financial Statements	7-18
<b>Supplementary Information</b>	
Schedule 1 – Future Major Repairs and Replacements (Unaudited)	19



KPMG LLP  
Suite 700  
20 Pacifica  
Irvine, CA 92618-3391

## Independent Auditors' Report

The Board of Directors  
United Laguna Woods Mutual:

### *Opinion*

We have audited the financial statements of United Laguna Woods Mutual (the Mutual), which comprise the balance sheets as of December 31, 2021 and 2020, and the related statements of operations, changes in members' equity, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Mutual as of December 31, 2021 and 2020, and the results of its operations and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

### *Basis for Opinion*

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Mutual and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Responsibilities of Management for the Financial Statements*

Management is responsible for the preparation and fair presentation of the financial statements in accordance with U.S. generally accepted accounting principles, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Mutual's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

### *Auditors' Responsibilities for the Audit of the Financial Statements*

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.



In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Mutual's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Mutual's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

*Required Supplementary Information*

U.S. generally accepted accounting principles require that the information included in schedule 1 on future major repairs and replacements be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the basic financial statements, is required by Financial Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

**KPMG LLP**

Irvine, California  
April 20, 2022

**UNITED LAGUNA WOODS MUTUAL**

Balance Sheets

December 31, 2021 and 2020

<b>Assets</b>	<b>2021</b>	<b>2020</b>
Cash and cash equivalents (note 3)	\$ 2,164,215	580,122
Accounts receivable and interest receivable	784,588	751,467
Receivable from Golden Rain Foundation of Laguna Woods (note 7)	—	1,001,717
Income taxes receivable (note 4)	11,671	19,837
Prepaid expenses	2,195,403	2,302,881
Total current assets	5,155,877	4,656,024
Investments and restricted cash (note 3)	20,270,587	20,555,072
Deferred tax asset (note 4)	380,000	380,000
Property, at cost:		
Land	8,175,233	8,175,233
Buildings and improvements	83,814,372	83,814,372
Total property, at cost	91,989,605	91,989,605
Less accumulated depreciation	(83,762,315)	(83,759,253)
Property, net	8,227,290	8,230,352
Beneficial interest in Golden Rain Foundation of Laguna Hills Trust (note 2(h))	5,411,004	5,603,706
Equity interest in Golden Rain Foundation of Laguna Woods (note 2(h))	42,560,838	41,028,127
Total assets	\$ 82,005,596	80,453,281
<b>Liabilities and Members' Equity</b>		
Liabilities:		
Accounts payable and accrued expenses	\$ 3,258,552	3,006,601
Payable to Golden Rain Foundation of Laguna Woods	485,200	—
Amounts payable for accrued compensation (note 7)	518,105	473,338
Assessments and charges paid in advance	857,022	869,789
Deferred income	40,250	52,250
Total current liabilities	5,159,129	4,401,978
Asset retirement obligation (note 9)	1,382,827	1,292,361
Total liabilities	6,541,956	5,694,339
Members' equity (note 5)	75,463,640	74,758,942
Total liabilities and members' equity	\$ 82,005,596	80,453,281

See accompanying notes to financial statements.

**UNITED LAGUNA WOODS MUTUAL**

Statements of Operations

Years ended December 31, 2021 and 2020

	<b>2021</b>	<b>2020</b>
<b>Revenue:</b>		
Member assessments for:		
Operating	\$ 47,938,096	44,235,166
Golden Rain Foundation of Laguna Woods restricted funds (note 7)	1,441,644	1,821,024
Restricted funds (note 3)	11,534,670	12,293,430
Total member assessments	60,914,410	58,349,620
<b>Other revenue:</b>		
Chargeable services revenue	614,201	373,419
Laundry	244,083	243,779
Interest	156,597	263,939
Lease and resale processing fees	317,688	247,994
Collection and late fees	170,488	103,718
Income tax benefit (note 4)	—	266
Miscellaneous	152,611	142,791
Total other revenue	1,655,668	1,375,906
Total revenue	62,570,078	59,725,526
<b>Expenses:</b>		
Reimbursement to managing agent for compensation and related costs	13,775,002	12,192,771
Operating materials and supplies	2,315,583	1,695,379
Utilities and telephone	4,579,540	4,191,764
Professional fees	55,905	77,833
Legal fees	170,799	275,188
Repairs and maintenance	8,269,282	8,122,291
Property taxes	12,323,498	11,899,352
Insurance	4,067,032	2,515,514
Golden Rain Foundation of Laguna Woods shared operating expenses	15,556,063	15,234,410
Payments to Golden Rain Foundation of Laguna Woods restricted funds (note 7)	1,441,644	1,821,024
Depreciation and amortization	3,062	3,062
Income taxes (note 4)	8,166	—
Other	176,523	175,045
Total expenses	62,742,099	58,203,633
Net (loss) income before other changes	(172,021)	1,521,893
<b>Other changes:</b>		
Accretion of asset retirement obligation	(90,466)	(84,547)
Realized gain on available-for-sale investments	54,616	29,901
Unrealized (loss) gain on available-for-sale investments	(427,440)	328,643
Unrealized gain from voting interest in Golden Rain Foundation of Laguna Woods	1,532,711	1,911,890
Loss from beneficial interest in Golden Rain Foundation of Laguna Hills Trust	(192,702)	(193,243)
Net income	\$ 704,698	3,514,537

See accompanying notes to financial statements.

**UNITED LAGUNA WOODS MUTUAL**

Statements of Changes in Members' Equity

Years ended December 31, 2021 and 2020

	<b>Memberships</b>		<b>Changes</b>	<b>Total Members' Equity</b>
	<b>Number</b>	<b>Amount</b>		
Members' equity, December 31, 2019 (note 5)	6,323	\$ 3,395,803	67,848,602	71,244,405
Net income	—	—	3,514,537	3,514,537
Members' equity, December 31, 2020 (note 5)	6,323	3,395,803	71,363,139	74,758,942
Net income	—	—	704,698	704,698
Members' equity, December 31, 2021 (note 5)	<u>6,323</u>	<u>\$ 3,395,803</u>	<u>72,067,837</u>	<u>75,463,640</u>

See accompanying notes to financial statements.

**UNITED LAGUNA WOODS MUTUAL**

Statements of Cash Flows

Years ended December 31, 2021 and 2020

	<b>2021</b>	<b>2020</b>
Cash flows from operating activities:		
Net income	\$ 704,698	3,514,537
Adjustments to reconcile net income to net cash provided by operating activities:		
Unrealized gain from voting interest in Golden Rain Foundation of Laguna Woods	(1,532,711)	(1,911,890)
Loss from beneficial interest in Golden Rain Foundation of Laguna Hills Trust	192,702	193,243
Unrealized (loss) gain on available-for-sale investments	427,440	(328,643)
Amortization of investment premium and discount, net	28	(28)
Depreciation and amortization	3,062	3,062
Accretion of asset retirement obligation	90,466	84,547
Changes in operating assets and liabilities:		
Accounts and accrued interest receivable	(33,121)	(75,546)
Receivable from Golden Rain Foundation of Laguna Woods	1,001,717	398,878
Payable to Golden Rain Foundation of Laguna Woods	485,200	—
Payable for accrued compensation	44,766	(123,427)
Income taxes receivable	8,166	(276)
Prepaid expenses	107,478	(1,584,315)
Accounts payable and accrued expenses	251,951	1,670,159
Assessments and charges paid in advance	(12,767)	50,579
Deferred income	(12,000)	(65,091)
Net cash provided by operating activities	1,727,075	1,825,789
Cash flows from investing activities:		
Purchases of held-to-maturity investments	(5,999,679)	(7,999,097)
Maturities of held-to-maturity investments	6,999,767	7,991,933
Proceeds from sales of available-for-sale investments	6,708,964	2,532,495
Purchases of available-for-sale investments	(7,057,063)	(2,715,222)
Net cash provided by (used in) investing activities	651,989	(189,891)
Net increase in cash and cash equivalents and restricted cash	2,379,064	1,635,898
Cash and cash equivalents and restricted cash, beginning of year	3,928,167	2,292,269
Cash and cash equivalents and restricted cash, end of year (note 2 (b))	\$ 6,307,231	3,928,167
Supplemental disclosure of cash flow information:		
Cash paid during the year:		
Income taxes	\$ —	10

See accompanying notes to financial statements.



## UNITED LAGUNA WOODS MUTUAL

Notes to Financial Statements

December 31, 2021 and 2020

### (1) Organization

#### (a) General

United Laguna Woods Mutual (the Mutual), a nonprofit mutual benefit corporation, was formed to own, manage, operate, and maintain 6,323 cooperative housing units (manors or common property) for the benefit of its members. The manors are a part of Laguna Woods Village, Laguna Woods, California (the Village), a housing development consisting of 12,736 manors and various community facilities.

The Mutual is a corporate member of Golden Rain Foundation of Laguna Woods (GRF), a nonprofit mutual benefit corporation. The individual Mutual members have a right to the use of facilities owned or held in trust by GRF appurtenant to their membership in the Mutual. GRF, as trustee, holds title to certain community facilities in trust for the benefit of all Mutuals that are a part of the Village (the Village Mutuals).

The Mutual is a member of Village Management Services, Inc. (VMS), an affiliated California nonprofit mutual benefit corporation. VMS was formed to provide management services under contract for GRF and the Mutuals. No management fee is paid to VMS (note 7).

#### (b) Assessments

The Mutual receives, on a monthly basis, assessments from its members (member assessments) to conduct its operations and to fund certain reserve accounts as discussed in note 2(e). For both 2021 and 2020, the members were assessed monthly member assessments of \$601.98 per manor per month, for direct and Mutual-shared operating costs, Mutual reserve contributions, and GRF-shared operating expenses and restricted funds. The basic monthly member assessment does not include the applicable share of property taxes and property insurance related to each manor.

Total amounts assessed to the members of the Mutual for direct and Mutual-shared operating costs, Mutual reserve contributions, property tax, property insurance costs, GRF-shared operating expenses, and restricted funds were \$60,914,410 and \$58,349,620, respectively, in 2021 and 2020.

### (2) Significant Accounting Policies

#### (a) Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting.

#### (b) Cash and Cash Equivalents

For purposes of reporting cash flows, the Mutual considers all highly liquid investments with an original maturity of three months or less to be cash and cash equivalents. The total balance of cash and cash equivalents at December 31, 2021 and 2020 is \$2,164,215 and \$580,122, respectively, and included \$77,186 and \$224,971, respectively, of money market funds.

## UNITED LAGUNA WOODS MUTUAL

### Notes to Financial Statements

December 31, 2021 and 2020

The table below provides a reconciliation of cash, cash equivalents, and restricted cash reported on the balance sheet that sum to the total of those same amounts shown in the statement of cash flows:

	<u>2021</u>	<u>2020</u>
Cash and cash equivalents	\$ 2,164,215	580,122
Restricted cash	<u>4,143,016</u>	<u>3,348,045</u>
	<u>\$ 6,307,231</u>	<u>3,928,167</u>

#### **(c) Investments and Restricted Cash**

The Mutual accounts for investments and restricted funds under the provisions of ASC Topic 320, *Investments – Debt and Equity Securities*. This statement requires the Mutual to classify and account for investments in equity securities that have readily determinable fair values and for all debt securities into three categories: (1) debt securities that the Mutual has the positive intent and the ability to hold to maturity are classified as held-to-maturity securities and reported at amortized cost; (2) debt and equity securities that are bought and held principally for the purpose of selling them in the near term are classified as trading securities and reported at fair value, with unrealized gains and losses included in earnings; and (3) debt securities not classified as held-to-maturity securities or trading securities are classified as available-for-sale securities and reported at fair value, with unrealized gains and losses excluded from earnings and reported as other comprehensive income. Equity securities including mutual funds not classified as held-to-maturity securities or trading securities are classified as available-for-sale securities and reported at fair value, with unrealized gains and losses included in earnings during the year ended December 31, 2021 and 2020.

The Mutual restricts a portion of member assessments to finance reserves set aside and reported as restricted funds. Disbursements from restricted funds may be made only in accordance with the purpose established. Interest income earned on restricted funds is retained within the respective fund. Additions to the funds are determined each year as outlined in the annual business plan.

#### **(d) Fair Value Measurements**

The Mutual has adopted the provisions of ASC Topic 820, *Fair Value Measurement*, for fair value measurements of financial assets and financial liabilities and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the financial statements on a recurring basis. Statement ASC Topic 820 defines fair value as 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. ASC Topic 820 also establishes a framework for measuring fair value and expands disclosures about fair value measurements (note 3).

#### **(e) Future Major Repairs and Replacements**

A study was contracted by the Mutual in 2021 to estimate the remaining useful lives and current replacement costs of certain major components of common property. This study also considered future replacement costs of these certain major components based on the estimated useful lives, assuming a 3.0% inflation factor. The board of directors has a policy to plan additional fund contributions over the estimated useful lives of the components (on a current cost basis) based on an annual analysis of the

## UNITED LAGUNA WOODS MUTUAL

Notes to Financial Statements

December 31, 2021 and 2020

adequacy of that fund. Under the assumption that certain buildings would not be completely replaced within the next 30 years, replacement funds are not provided for those corporate and community facilities. Actual replacement costs when expended may vary from the estimated future expenditures considered in the fund analysis, and the variations may be material. If additional moneys are needed, the Mutual has the right to adjust the monthly assessment, impose special assessments, or delay expenditures as appropriate.

### **(f) Property**

The Mutual has adopted the provisions of ASC Topic 972, Real Estate – Common Interest Realty Associations, and Subtopic 360, Property, Plant and Equipment, for the accounting for common real property acquired. As such, common real property directly associated with units is expensed when incurred. Common real property not directly associated with units is capitalized when the Mutual can dispose of the property, at the discretion of its board of directors and retain the proceeds or when the property is used to generate significant cash flows from members on the basis of usage or from nonmembers.

Depreciation of buildings and improvements is computed on the straight-line method over an estimated useful life of 40 years.

### **(g) Impairment of Long-Lived Assets and Long-Lived Assets to be Disposed of**

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less costs to sell. During 2021 and 2020, there were no events or changes in circumstances indicating that the carrying amount of long-lived assets may not be recoverable.

### **(h) Interest in Golden Rain Foundation of Laguna Woods and Golden Rain Foundation of Laguna Hills Trust**

The Mutual reports its 49.65% interest in GRF based on the non-Trust net assets of GRF to reflect the significant influence the Mutual exercises over GRF through its voting interest in accordance with ASC Topic 323, *Investments – Equity Method and Joint Ventures*. Such interest totaled \$42,560,838, or 49.65% of \$85,727,477, and \$41,028,127, or 49.65% of \$82,640,239, at December 31, 2021 and 2020, respectively.

**UNITED LAGUNA WOODS MUTUAL**

Notes to Financial Statements

December 31, 2021 and 2020

The United Laguna Woods Mutual also has a beneficial interest in Golden Rain Foundation of Laguna Hills Trust (the Trust), which holds certain community facilities in trust for the Village Mutuals. The Mutual's beneficial interest is calculated based on the Mutual's "trusteed sums," defined as the original contribution amounts as stated in the trust agreement, adjusted for earnings (loss), and totaled \$5,411,004 and \$5,603,706 at December 31, 2021 and 2020, respectively.

The United Laguna Woods Mutual's interest in the Golden Rain Foundation and Golden Rain Foundation Trust consists of its respective ownership of the following:

	<u>2021</u>	<u>2020</u>
Cash and cash equivalents	\$ 2,581,444	2,520,519
Receivables from Laguna Woods Mutuals	571,084	—
Receivables	1,285,950	1,719,097
Income tax receivable	10,000	—
Other current assets	2,837,515	2,859,369
Restricted funds and investments	29,406,430	24,509,316
Property and equipment, net	57,359,627	59,109,271
Community facilities, net	10,517,803	10,850,965
Intangible assets, net	<u>143,580</u>	<u>189,781</u>
Total assets	\$ <u>104,713,433</u>	<u>101,758,318</u>
Accounts payable and accrued liabilities	\$ 7,204,521	5,741,894
Payables to Laguna Woods Mutual	533,196	1,333,179
Deferred income	556,287	471,840
Income tax payable	<u>10</u>	<u>546,062</u>
Total liabilities	<u>8,294,014</u>	<u>8,092,975</u>
Members' equity in Golden Rain Foundation of Laguna Woods	85,727,477	82,640,239
Noncontrolling interest in consolidated trust	<u>10,691,942</u>	<u>11,025,104</u>
Total equity	<u>96,419,419</u>	<u>93,665,343</u>
Total liabilities and equity	\$ <u>104,713,433</u>	<u>101,758,318</u>
	<u>2021</u>	<u>2020</u>
Third Laguna Hills Mutual's 49.65% interest in Golden Rain Foundation of Laguna Woods	\$ 42,560,838	41,028,127
Third Laguna Hills Mutual's Equity in noncontrolling interest in consolidated trust	5,411,004	5,603,706
Total interest in Golden Rain Foundation and Golden Rain Foundation Trust	\$ <u>47,971,842</u>	<u>46,631,833</u>

## UNITED LAGUNA WOODS MUTUAL

Notes to Financial Statements

December 31, 2021 and 2020

### **(i) Income Taxes**

The Mutual provides for income taxes in accordance with ASC Topic 740, *Income Taxes*. ASC 740 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a threshold of more likely than not for recognition of tax benefits of uncertain tax positions taken or expected to be taken in a tax return. ASC 740 also provides related guidance on measurement, derecognition, classification, interest and penalties, and disclosure. Management believes that no uncertain tax positions requiring accrual or disclosure existed at December 31, 2021 and 2020.

### **(j) Concentration of Credit Risk**

The Mutual had cash balances of \$2,087,029 and \$355,151 and restricted cash of \$4,143,016 and \$3,348,045 at December 31, 2021 and 2020, respectively, maintained in a commercial bank and consisting of cash on deposit. At December 31, 2021 and 2020, all noninterest-bearing deposit transaction accounts are Federal Deposit Insurance Corporation insured up to a maximum of \$250,000, per depositor, per insured bank, for each account ownership category.

The Mutual also maintained a money market fund of \$77,186 and \$224,971 at December 31, 2021 and 2020, that were Securities Investor Protection Corporation insured up to a maximum of \$500,000, per institution.

### **(k) Asset Retirement Obligations**

Under ASC Topic 410, *Asset Retirement Obligations*, companies must accrue for costs related to legal obligations to perform certain activities in connection with the retirement, disposal, or abandonment of assets. The obligation to perform the asset retirement activity is not conditional even though the timing or method may be conditional. The Mutual identified future asbestos abatement activities as a conditional asset retirement obligation. Asbestos abatement activities were estimated based upon historical removal costs per square foot applied to assets identified requiring asbestos abatement. ASC 410 requires that the estimate be recorded as a liability and as an increase to the recorded historical cost of the asset. The capitalized portion, if any, is depreciated over the remaining useful life of the asset. The present values of the asset retirement obligations totaled \$1,382,827 and \$1,292,361 utilizing a rate of 7% as of December 31, 2021 and 2020, respectively. The liability will continue to be accreted to expense until such point that the remediation costs are required (note 9).

### **(l) Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

**UNITED LAGUNA WOODS MUTUAL**

Notes to Financial Statements

December 31, 2021 and 2020

**(m) Current Environment**

In March 2020 the World Health Organization declared the novel coronavirus (COVID-19) a pandemic. The outbreak led to a dramatic loss of life worldwide and affected travel, commerce and financial markets globally, including the United States. The spread of COVID-19 adversely affected Mutual operations and the ability to conduct maintenance on major components as planned. Commencing March 2020 and continuing through December 31, 2021, certain community and corporate facilities within the Village were closed to resident use. While some staff worked in corporate facilities adhering to social distancing programs, many employees were furloughed for a period of four months from April 2020 through July 2020. As of December 31, 2021, uncertainty remains over the progression of the virus and the changing governmental directives. By the issuance date of this report, Mutual operations have largely returned to normal levels.

**(3) Cash and Cash Equivalents and Investments and Restricted Cash**

The Mutual's investments and restricted cash are presented as follows on the accompanying balance sheets at December 31, 2021 and 2020:

	<b>2021</b>	<b>2020</b>
Restricted cash and cash equivalents	\$ 4,143,016	3,348,045
Restricted investments:		
Available-for-sale (at fair value):		
Index funds	15,127,688	15,207,055
Total restricted investments at fair value	15,127,688	15,207,055
Held-to-maturity (at amortized cost):		
U.S. Treasury notes	999,883	1,999,972
Total restricted investment at amortized cost	999,883	1,999,972
Total restricted cash and restricted investments	\$ 20,270,587	20,555,072

The Mutual follows the provisions of ASC Topic 820 for fair value measurements for financial assets and liabilities that are recognized at fair value in the financial statements on a recurring basis. ASC 820 establishes 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 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical investments that the Mutual has the ability to access at the measurement date.
- Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the investment, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the investment.

**UNITED LAGUNA WOODS MUTUAL**

Notes to Financial Statements

December 31, 2021 and 2020

The level in the fair value hierarchy within which a fair value measurement in its entirety falls is based on the lowest level of input that is significant to the fair value measurement.

The Mutual's cash and cash equivalents, and investments that are measured at fair value on a recurring basis as reflected on the accompanying balance sheets at December 31, 2021 and 2020 are as follows:

	<b>2021</b>		
	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Cash and cash equivalents	\$ 2,164,215	—	2,164,215
Investments and restricted cash			
Restricted cash	4,143,016	—	4,143,016
Available-for-sale:			
Index funds	<u>15,127,688</u>	<u>—</u>	<u>15,127,688</u>
Total available-for-sale investments and restricted cash	<u>19,270,704</u>	<u>—</u>	<u>19,270,704</u>
Total cash and cash equivalents, available-for-sale investments and restricted cash	<u>\$ 21,434,919</u>	<u>—</u>	<u>21,434,919</u>
	<b>2020</b>		
	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Cash and cash equivalents	\$ 580,122	—	580,122
Investments and restricted cash			
Restricted cash	3,348,045	—	3,348,045
Available-for-sale:			
Index funds	<u>15,207,055</u>	<u>—</u>	<u>15,207,055</u>
Total available-for-sale investments and restricted cash	<u>18,555,100</u>	<u>—</u>	<u>18,555,100</u>
Total cash and cash equivalents, available-for-sale investments and restricted cash	<u>\$ 19,135,222</u>	<u>—</u>	<u>19,135,222</u>

**UNITED LAGUNA WOODS MUTUAL**

Notes to Financial Statements

December 31, 2021 and 2020

In November 2019 the Board of Directors approved a revised Investment Policy allowing bond holdings at investment grade ratings and directing the Mutual's Investment Manager to convert individual holdings of U.S. Treasury notes, GNMA's, and corporate bonds to a portfolio of index funds. In December 2019 the sale of previously owned holdings was executed and all proceeds were used for the immediate purchase of index funds. The valuation of the index fund portfolio used quoted prices in active markets for identical investments and are classified as Level 1 in the fair value hierarchy. Fair value of such investments totaled \$15,127,688 and \$15,207,055 at December 31, 2021 and 2020.

Investments held-to-maturity comprise U.S. Treasury notes, totaling \$999,883 and \$1,999,972, respectively, and are carried at cost at December 31, 2021 and 2020. Fair value of such investments total \$999,790 and \$1,999,972 as of December 31, 2021 and 2020, respectively, and would be considered Level 2 in the fair value hierarchy.

The Mutual's investments are classified as either available-for-sale or held-to-maturity and are summarized as follows:

	<u>Purchase/ amortized cost</u>	<u>Gross unrealized gains</u>	<u>Gross unrealized loss</u>	<u>Estimated fair value</u>
At December 31, 2021:				
Available-for-sale	\$ 15,214,365	9,743	(96,420)	15,127,688
Held-to-maturity	999,883	—	(93)	999,790
	<u>Purchase/ amortized cost</u>	<u>Gross unrealized gains</u>	<u>Gross unrealized loss</u>	<u>Estimated fair value</u>
At December 31, 2020:				
Available-for-sale	\$ 14,866,266	1,025,187	(684,398)	15,207,055
Held-to-maturity	1,999,972	—	—	1,999,972

The Mutual determines realized gains and losses based on the specific-identification method. In 2021 realized gains and realized losses were as follows in 2021 and 2020:

<u>Available-for-sale</u>		<u>2021</u>	<u>2020</u>
Realized gain	\$	134,616	108,824
Realized loss		<u>(80,000)</u>	<u>(78,923)</u>
Realized gain on available-for-sale, net	\$	<u>54,616</u>	<u>29,901</u>



**UNITED LAGUNA WOODS MUTUAL**

Notes to Financial Statements

December 31, 2021 and 2020

Restricted cash and investments consist of the following reserve and contingency funds:

	<u>Replacement fund</u>	<u>Contineny fund</u>	<u>Total</u>
Balances, December 31, 2019	\$ 17,256,213	1,095,494	18,351,707
Member assessments	11,534,670	758,760	12,293,430
Net investment income and other contributions	575,543	36,507	612,050
Expenditures	<u>(9,170,735)</u>	<u>(1,531,380)</u>	<u>(10,702,115)</u>
Balances, December 31, 2020	20,195,691	359,381	20,555,072
Member assessments	10,775,910	758,760	11,534,670
Net investment income (loss) and other contributions	(204,688)	(15,630)	(220,318)
Expenditures	<u>(11,598,837)</u>	<u>—</u>	<u>(11,598,837)</u>
Balances, December 31, 2021	\$ <u>19,168,076</u>	<u>1,102,511</u>	<u>20,270,587</u>

**(a) Replacement Reserve Funds**

Replacement funds were established in amounts deemed prudent by the board of directors. Such funds are to be used for replacement of equipment and structural elements of the mutual property. Monthly member assessments for the replacement funds were included in restricted funds member assessments in the accompanying statements of operations.

**(b) Contingency Fund**

The contingency fund was established in the 2009 business plan as a consolidation of two other reserves, the general operating fund and the unappropriated expenditures fund. This fund is used for the repair or replacement of mutual assets damaged by uninsured or unexpected disasters in addition to providing for unanticipated significant expenditures not otherwise identified in the business plan. Monthly member assessments for the contingency fund were included in restricted funds member assessments in the accompanying statements of operations.

**(4) Income Taxes**

The Mutual is a cooperative housing association taxable as a regular corporation for income tax purposes. The provision (benefit) for income taxes for the years ended December 31, 2021 and 2020 consists of the following:

	<u>2021</u>	<u>2020</u>
Federal taxes:		
Current	\$ 5,667	441
State taxes:		
Current	<u>2,499</u>	<u>(707)</u>
Total	\$ <u>8,166</u>	<u>(266)</u>

**UNITED LAGUNA WOODS MUTUAL**

Notes to Financial Statements

December 31, 2021 and 2020

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 2021 and 2020 are presented below:

	<u>2021</u>	<u>2020</u>
Deferred tax assets:		
IRC Section 277 loss carryforwards	\$ 4,395,355	4,395,355
Federal and state net operating losses	<u>1,984,697</u>	<u>1,913,535</u>
Total gross deferred tax assets	6,380,052	6,308,890
Less valuation allowance	<u>(6,000,052)</u>	<u>(5,928,890)</u>
Net deferred tax assets	\$ <u><u>380,000</u></u>	<u><u>380,000</u></u>

The Mutual recognizes a deferred tax asset for the expected future tax consequences from net operating loss carryovers. The tax benefit is recorded as an asset when the benefits are more likely than not to be recognized. A valuation allowance is required to be recorded when it is more-likely-than-not that all or a portion of deferred tax assets may not be realized. A review of all available positive and negative evidence is considered, including past and future performance, the market environment in which the Mutual operates, and utilization of tax attributes in the past, length of carryforward periods, and potential utilization in the future. In the current year and prior years, a full valuation allowance was assessed against the IRC Section 277 loss carryforwards.

The valuation allowance for deferred tax assets as of December 31, 2021 and 2020 was \$6,000,052 and \$5,928,890, respectively. The net change in the total valuation allowance for the years ended December 31, 2021 and 2020 was a decrease of \$71,162 and \$285,412, respectively. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that the Mutual will realize some of the benefits of these deductible differences. As such, the Mutual recorded a partial valuation allowance against the deferred tax assets at December 31, 2021 and 2020, respectively.

At December 31, 2021 and 2020, the Mutual has member loss carryforwards pursuant to Internal Revenue Code Section 277 of \$20,930,264 and \$20,930,264, respectively, available to offset future net member income. These carryforward amounts have no expiration dates.

At December 31, 2021 and 2020, the Mutual had net operating loss carryforwards pursuant to Internal Revenue Code Section 382 of \$9,485,226 and \$9,134,688, respectively. These carryforwards expire in 2033 to 2035.

Income tax expense was computed by applying the U.S. federal income tax rate of 21% for both December 31, 2021 and 2020.

## UNITED LAGUNA WOODS MUTUAL

Notes to Financial Statements

December 31, 2021 and 2020

### (5) Original Contributions to Members' Equity

The Mutual has 6,323 memberships authorized and issued, recorded at various initial capital values, ranging from \$302 to \$1,770 per membership. These contributions were required by the Mutual to cover the costs of acquiring its properties in excess of the funds obtained from trust deed notes, to pay the permanent finance fee, and to provide the Mutual with working capital.

### (6) Contingencies

The Mutual is involved in various legal matters arising in the normal course of business. In the opinion of management, the liability, if any, will not have a material effect on the Mutual's financial position.

### (7) Related Parties

As discussed in note 1, the Mutual is a corporate member of GRF and a member of VMS, all related entities. The accompanying financial statements include assessments to GRF for operating expenses and restricted funds as well as a receivable due from GRF for assessments collected by GRF not yet remitted to the Mutual. The accompanying financial statements also include amounts paid and owed to VMS as managing agent for compensation and related costs.

### (8) Pension Plans

Village Management Services makes contributions to two union-sponsored, multiemployer defined-benefit pension plans (covering most union employees) in accordance with a negotiated labor contract between VMS and the labor union. In the event that these plans are either terminated or VMS withdraws from the plans, VMS may be required to contribute additional amounts under the provisions of the Employee Retirement Income Security Act of 1974. Such amounts would be reimbursed by GRF and the Mutuals. However, no such termination of, or withdrawal from, the plans is currently contemplated.

During 2021 and 2020, VMS sponsored a 401(k) plan covering all eligible employees. Employee contributions to the plan are at the participants' discretion. In 2021 and 2020, VMS made contributions into the plan for eligible nonunion employee participants. The Mutuals and GRF are not responsible for the management or ultimate funding of the 401(k) plan beyond the agreed-upon annual contributions.

Amounts contributed by VMS to these plans in 2021 and 2020 and reimbursed by the Mutual were \$443,121 and \$361,809 for the defined-benefit pension plans and \$63,218 and \$61,200, respectively, for the 401(k) plan.

### (9) Asset Retirement Obligation

The following schedule summarizes asset retirement obligation activities for the years ended December 31, 2021 and 2020:

	<u>2021</u>	<u>2020</u>
Beginning balance	\$ 1,292,361	1,207,814
Accretion expense	<u>90,466</u>	<u>84,547</u>
Ending balance	<u>\$ 1,382,827</u>	<u>1,292,361</u>

## **UNITED LAGUNA WOODS MUTUAL**

Notes to Financial Statements

December 31, 2021 and 2020

### **(10) Malware Attack**

The Mutual, along with Golden Rain Foundation and Third Laguna Hills Mutual, were victims of a malware attack in October 2020. The criminal(s) responsible for the attack encrypted data denying users access. While the financial systems remained functional, numerous internal systems were rendered inoperable. The FBI and local law enforcement were notified and a team of professionals were contracted with to resolve the incident. At December 31, 2020 the corporations had access to the recovered data and safeguard measures had been enacted to limit the risk of future losses.

### **(11) Subsequent Events**

Subsequent events have been evaluated through April 20, 2022, which is the date the financial statements were available to be issued.

## **SUPPLEMENTARY INFORMATION**

## UNITED LAGUNA WOODS MUTUAL

## Future Major Repairs and Replacements

December 31, 2021

(Unaudited)

The Mutual contracted a study in 2021 to estimate the remaining useful lives and current replacement costs of major components of common property, except for certain land improvements, buildings, and building improvements for which major repair and replacement funds are not provided, as these items are expected to last the life of the community or to be maintained from operating funds. The estimates were determined from past experience and from information obtained from certain contractors.

Major components	Estimated useful lives (in years)	Estimated remaining useful lives (in years)	Estimated current replacement costs	Estimated funding requirement as of December 31, 2021
Paving	1 to 25	0 to 28	\$ 7,261,900	3,542,480
Asphalt & concrete repair/replace	1 to 10	0 to 9	705,500	491,380
Roofs – built-up	0 to 25	0 to 29	24,881,500	8,852,113
Roofs – comp shingle	40	1 to 31	23,084,000	9,071,575
Roofs – tile	40	22 to 32	5,974,000	1,900,975
Infrastructure/buildings	1 to 20	0 to 19	2,562,100	2,217,845
Carport siding renovation	35	10 to 20	1,414,000	818,114
Manor components	1	0 to 1	3,628,000	3,042,400
Lighting & electrical	1	0 to 25	1,107,800	726,800
Laundry rooms	1 to 25	0 to 10	357,500	327,392
Off cycle decking	1	0	126,200	126,200
Prior to painting	1	0 to 1	1,393,800	766,100
Interior & exterior painting	1	0 to 1	3,000,900	1,739,400
Walls, fencing, railing & gates	1	0 to 1	212,400	50,400
Grounds & miscellaneous	1 to 5	0 to 27	6,910,000	1,433,000
Building structures	1	0 to 1	1,021,400	691,400
Plumbing	1	0 to 14	5,676,800	3,046,800
			\$ 89,317,800	38,844,374
				19,168,076
			Replacement funds balance as of December 31, 2021 (note 3)	\$ 19,168,076

The Board voted to contribute \$10,775,910 to the replacement funds in 2021. The contribution is included in the 2021 member assessments at \$142.02 per manor per month. Actual replacement costs when expended may vary and the variations may be material.

Because the reserve study is a projection, the estimated lives and costs of components will likely change over time depending on a variety of factors such as (i) future inflation rates, (ii) levels of maintenance applied by future boards, unknown defects in materials that may lead to premature failures, remaining useful lives, etc. As a result, some components may experience longer lives while others will experience premature failures. Some components may cost less at the time of replacement while others may cost more. To adequately plan for future expenditures, the Board has adopted via resolution a 30-Year Funding Plan that projects contributions to and disbursements from the reserves will be sufficient at the end of year to meet the Mutual's obligations for repair and/or replacement of major components during the next 30 years.

Reserves receive monies through assessments and net interest earned on invested fund balances.

See accompanying independent auditors' report.