

FINANCIAL STATEMENTS

JUNE 30, 2017

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors StarVista

Report on the Financial Statements

We have audited the accompanying financial statements of StarVista (a nonprofit organization), which comprise the Statement of Financial Position as of June 30, 2017, and the related Statements of Activities, Functional Expenses, and Cash Flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' 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 StarVista as of June 30, 2017, 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.

INDEPENDENT AUDITORS' REPORT

continued

Other Matter

Report on Summarized Comparative Information

We have previously audited StarVista's 2016 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated January 12, 2017. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2016, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated January 29, 2018, on our consideration of StarVista's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of StarVista's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering StarVista's internal control over financial reporting and compliance.

San Francisco, California January 29, 2018

Harrington Group

STATEMENT OF FINANCIAL POSITION

June 30, 2017

With comparative totals at June 30, 2016

	Temporarily						
	Unrestricted		Unrestricted Restricted				2016
ASSETS							
Cash and cash equivalents (Note 2)	\$	448,704	\$	207,390	\$	656,094	\$ 722,978
Accounts receivable		2,029,136				2,029,136	2,179,508
Investments (Note 3)		1,000				1,000	11,014
Prepaid expenses and other assets		105,649				105,649	67,437
Property and equipment (Note 4)		204,599				204,599	225,932
TOTAL ASSETS	\$	2,789,088	\$	207,390	\$	2,996,478	\$ 3,206,869
LIABILITIES AND NET ASSETS							
LIABILITIES							
Accounts payable	\$	142,376	\$	-	\$	142,376	\$ 137,450
Accrued liabilities (Note 5)		616,198				616,198	779,128
Note payable (Note 7)		138,000				138,000	138,000
TOTAL LIABILITIES		896,574		-		896,574	 1,054,578
NET ASSETS							
Unrestricted		1,892,514				1,892,514	1,847,401
Temporarily restricted (Note 10)				207,390		207,390	 304,890
TOTAL NET ASSETS		1,892,514		207,390		2,099,904	 2,152,291
TOTAL LIABILITIES AND NET ASSETS	\$	2,789,088	\$	207,390	\$	2,996,478	\$ 3,206,869

STARVISTA

STATEMENT OF ACTIVITIES

For the year ended June 30, 2017

With comparative totals for the year ended June 30, 2016

			mporarily						
	Unrestricted		Restricted			2017		2016	
REVENUE AND SUPPORT		_		_				_	
Government contracts	\$	10,175,398	\$	=	\$	10,175,398	\$	10,088,210	
Foundation grants		422,900		380,000		802,900		758,400	
Program fees		757,098				757,098		752,148	
Contributions		389,383		56,525		445,908	410,83		
Special events, net of expenses \$26,407		93,593				93,593	97,667		
Miscellaneous income		60,497				60,497		27,084	
Net assets released from purpose restrictions		534,025		(534,025)	-				
TOTAL REVENUE AND SUPPORT		12,432,894		(97,500)		12,335,394		12,134,342	
EXPENSES									
Program services		11,829,509				11,829,509		11,551,568	
General and administration		58,490	58,490			58,490	58,922		
Fundraising		499,782				499,782		420,364	
TOTAL EXPENSES		12,387,781				12,387,781		12,030,854	
CHANGE IN NET ASSETS		45,113		(97,500)		(52,387)		103,488	
NET ASSETS, BEGINNING OF YEAR		1,847,401		304,890		2,152,291		2,048,803	
NET ASSETS, END OF YEAR	\$	1,892,514	4 \$ 207,390 \$ 2,099,90 4			2,099,904	\$	2,152,291	

STATEMENT OF FUNCTIONAL EXPENSES

For the year ended June 30, 2017

With comparative totals for the year ended June 30, 2016

Program Services

	ly Childhood nd Family	Youth	7	Wellness and Recovery	Clinical and Community	Total Program	G	eneral and			Total Ex	penses	
	Services	Services		Services	 Services	 Services		ministration	 Fundraising		2017		2016
Salaries	\$ 2,781,672	\$ 1,464,640	\$	1,733,233	\$ 698,725	\$ 6,678,270	\$	1,188,186	\$ 322,244	\$	8,188,700	\$	8,147,950
Payroll taxes and employee benefits	614,982	336,456		421,578	155,697	1,528,713		258,320	59,179		1,846,212		1,811,654
Total personnel costs	 3,396,654	1,801,096		2,154,811	854,422	8,206,983		1,446,506	381,423	-	10,034,912		9,959,604
Occupancy	185,440	210,393		220,401	94,003	710,237		144,134	7,364		861,735		746,868
Client related expenses	43	288,423		53,554	23,955	365,975					365,975		358,378
Professional fees	31,528	6,147		7,644	97,860	143,179		109,269			252,448		162,642
Communications	46,088	52,159		39,824	5,655	143,726		43,524	925		188,175		160,302
Consultants and training	47,087	26,695		33,569	10,913	118,264		13,419	311		131,994		135,776
Travel and conferences	80,736	21,532		16,633	7,315	126,216		3,246	277		129,739		130,510
Supplies	28,503	19,117		29,010	31,028	107,658		30,365	5,670		143,693		127,332
Insurance						-		68,444			68,444		65,546
Postage and printing	4,742	4,560		4,410	7,146	20,858		7,498	13,610		41,966		40,176
Staff related expenses	4,786	6,823		7,879	4,277	23,765		24,509	897		49,171		39,077
Equipment rental	5,612	9,854		7,926	3,813	27,205		7,354			34,559		36,589
Depreciation and amortization						-		36,501			36,501		34,429
Miscellaneous expenses	 840	 2,036		806	 1,841	 5,523		35,036	 7,910		48,469		33,625
Total functional expenses													
before indirect expense allocation	3,832,059	2,448,835		2,576,467	1,142,228	9,999,589		1,969,805	418,387		12,387,781		12,030,854
Indirect expense allocation	 701,289	 448,136		471,473	 209,022	 1,829,920		(1,911,315)	 81,395				
TOTAL 2017 FUNCTIONAL EXPENSES AFTER INDIRECT EXPENSE ALLOCATION	\$ 4,533,348	\$ 2,896,971	\$	3,047,940	\$ 1,351,250	\$ 11,829,509	\$	58,490	\$ 499,782	\$	12,387,781		
TOTAL 2016 FUNCTIONAL EXPENSES	\$ 4,708,794	\$ 3,166,098	\$	2,874,191	\$ 802,485	\$ 11,551,568	\$	58,922	\$ 420,364			\$	12,030,854

STATEMENT OF CASH FLOWS

For the year ended June 30, 2017

With comparative totals for the year ended June 30, 2016

	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES:		
Change in net assets	\$ (52,387)	\$ 103,488
Adjustments to reconcile change in net assets to net cash		
(used) provided by operating activities:		
Depreciation and amortization	36,501	34,429
(Increase) decrease in operating assets:		
Accounts receivable	150,372	(154,881)
Prepaid expenses and other assets	(38,212)	(5,421)
Increase (decrease) in operating liabilities:		
Accounts payable	4,926	36,451
Accrued liabilities	 (162,930)	 (13,439)
NET CASH (USED) PROVIDED BY OPERATING ACTIVITIES	(61,730)	627
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(15,168)	(53,422)
Purchase of investments	-	(10,014)
Proceeds from sale of investments	 10,014	
NET CASH (USED) BY INVESTING ACTIVITIES	(5,154)	 (63,436)
CASH FLOWS FROM FINANCING ACTIVITIES:		
New borrowings on line of credit	1,000,000	620,000
Payments on line of credit	 (1,000,000)	 (620,000)
NET CASH PROVIDED BY FINANCING ACTIVITIES	 <u>-</u>	
NET (DECREASE) IN CASH AND CASH EQUIVALENTS	(66,884)	(62,809)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	722,978	 785,787
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 656,094	\$ 722,978
SUPPLEMENTAL DISCLOSURE:		
Operating activities reflect interest paid of:	\$ 34,270	\$ 22,741

1. Organization

StarVista is a nonprofit 501(c)(3) organization incorporated in the State of California. StarVista's major sources of revenue are government contracts, foundation, and other grants. StarVista provides a comprehensive array of free or low-cost multi-lingual social services to residents of San Mateo County. StarVista is dedicated to helping children, youth, and adults make positive changes in their lives providing them with the support and tools to build their skills and enhance their strengths. The following programs aid in achievement of these goals:

Early Childhood and Family Services:

Our Early Childhood Community Team — strives to foster healthy cognitive, emotional and social development for children prenatal through age five(5), with a special focus on infants and children under three(3). StarVista serves children and their families located specifically in the Half Moon Bay, Pescadero, La Honda, Daly City, South San Francisco, and Redwood City Communities.

Differential Response – A home visiting and case management service for families who have been reported to Child Protective Services but evaluated as low-risk. To strengthen the family's ability to function, case managers help link the families to resource centers, in-home therapy, and other services in schools and the local community.

ECMHC Program – Provides mental health consultation, early intervention services, direct clinical support for parents and caregivers on-site at subsidized childcare centers.

Healthy Homes – A county-wide, comprehensive, family support program serving pregnant women and families, with children birth through age 5, who are facing a variety of stressors in their lives. Through the provision of groups, parent support, education, and mental health services. Healthy Homes strives to prevent child abuse and neglect, enhance the parent-child relationship, and reduce the impact of risk factors such as domestic violence, trauma, poverty, food insecurity, substance abuse, mental illness and language barriers among others.

Family Stabilization Team ("FST") – is a collaborative effort between San Mateo County Human Services Agency/CalWORKs and StarVista. FST provides intensive home and community based support services for the purpose of stabilizing the family and increasing success in participation in welfare to work activities. FST services are voluntary, and are offered to CalWORKs participants who are experiencing a crisis situation or other destabilizes in the family.

Prenatal-to-Three – A home visiting service for Medi-Cal eligible mothers who are pregnant or families with a child under three years of age. The program provides public health services, links to community resources, parenting classes, and mental health services to families with the goal of ensuring the healthy early brain development of the children.

Clinical and Community Services:

Counseling Center – Provides affordable family counseling services for children, adolescents, adults and families, covering relationship issues, behavioral concerns, depression/anxiety, life transitions, peer conflicts, homework stress, self-esteem, and more. Clients are able to learn new coping strategies, change negative patterns, and increase parenting skills.

1. **Organization**, continued

School Based Services – School Based-sends qualified mental health clinicians into more than 30 elementary and high schools to provide a myriad of services, including individual and group therapy, assessment, psycho-education, crisis intervention, classroom presentations and teacher consultation. The goal of this program is to improve aspects of students' lives that may lead to enhanced school performance and engagement in learning.

The Children Place – Offers prevention services for children of parents who are addicted to drugs or alcohol. In an effort to break the cycle of addiction, the program uses education and counseling to teach children about addiction, help them learn healthy coping and safety skills, build their self-esteem, and help them realize that they are not alone.

The Foster Youth Education and Enrichment Services – is an innovative program dedicated to support foster youth in San Mateo County in achieving successful outcomes in education and enrichment by providing case management services to children in foster care, grades Kindergarten – 8th grade. Through assessing, intervening and providing comprehensive services to children in foster care, this program improves outcomes for our children in foster care.

Wellness and Recovery Services:

Archway – Provides court-mandated education and counseling for adults convicted of domestic violence offences, drug possession, being under the influence of illegal drugs, or driving under the influence of drugs or alcohol. Participants learn about addiction, anger management, stress management and communication, as well as the legal and social consequences of their actions.

Crisis Intervention and Suicide Prevention Center – Provides education and crisis intervention services for schools, a 24-hour suicide crisis hotline, online teen support and chatroom, an alcohol and drug helpline, and a parent support hotline.

First Chance Outpatient Services – An outpatient program for non-violent simple drug possession offenders that provides substance abuse treatment instead of incarceration, as dictated by California Proposition 36. Participants learn about anger management, domestic violence, mental health, parenting, and receive case management, individual, and group counseling, follow-up support, and referrals to other resources.

First Chance Sobering Station – A 24-hour program that serves as an alternative to jail for persons arrested for driving under the influence or public intoxication. Services include housing during the period of inebriation, substance abuse assessment, referral services and extended case management.

Women's Enrichment Center – An intensive day treatment program for women diagnosed with both substance abuse and mental health issues. Clients attend five-hour classes five days a week, "receive group and individual therapy and learn" about addiction and mental health while managing housing, occupational, finance, parenting, medical, and dental issues.

Child and Adolescent Hotline & Prevention Program ("CAHPP") – is a hotline that is available 24/7 for parents of children of all ages (0-18), as well as educators, counselors, doctors, coaches, and members of the community. CAHPP's licensed clinicians respond to callers and texters with questions regarding a child who may be having difficulty reaching developmental milestones and/or is exhibiting concerning and/or unusual behavior.

1. **Organization**, continued

Youth Empowerment Services:

Daybreak – Provides transitional housing and independent living skills training for homeless teens aged 16-21. Residents participate in a structured twelve-month program where they are required to attend school, work, and save a portion of their paychecks. Youth are connected to medical and mental health services, and learn how to shop, cook, manage their money, find and maintain a job, and locate housing.

Insights – A voluntary drug and alcohol recovery program that empowers youth to take responsibility and facilitate positive, lasting changes for themselves and for their families. Through case management, individual, group, and family counseling, participants learn about anger management, relationships, mental health, communicating with parents, and more.

GIRLS Program – An intensive court-mandated program that provides assessment, counseling, and case management services for incarcerated girls aged 13-18. The program's goals are to improve the young women's psychological well-being, physical health, emotional stability, family/social interactions, occupational readiness, and intellectual growth.

Transitional Housing Youth Services – A program that provides housing or rental assistance with comprehensive supportive case management services for qualified former foster care and probation youth ages 18 to 24. Youth participating in this program are required to work and/or go to school while learning independent living skills.

Youth House South – Provides 24-hour emergency and temporary housing for runaway and homeless youth and those whose families are in crisis. Youth up to age 17 participate in a structured program that includes individual, group, and family counseling, with a goal of reuniting the youth with their families.

Youth Development Initiative – Promotes and advocates the healthy development of youth through leadership resiliency groups, peer mediation and youth advisory board. High-school students are able to learn about and survey health and wellness, be trained to provide peer mediation and conduct research to reflect the current areas of need reported by youth in our community.

2. Summary of Significant Accounting Policies

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements is as follows:

Basis of Presentation

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

2. Summary of Significant Accounting Policies, continued

Accounting

To ensure observance of certain constraints and restrictions placed on the use of resources, the accounts of StarVista are maintained in accordance with the principles of net asset accounting. This is the procedure by which resources for various purposes are classified for accounting and reporting purposes into net asset classes that are in accordance with specified activities or objectives. Accordingly, all financial transactions have been recorded and reported by net asset class as follows:

Unrestricted. These generally result from revenue generated by receiving unrestricted contributions, providing services, and receiving interest from investments less expenses incurred in providing program-related services, raising contributions, and performing administrative functions. StarVista reports as an increase in unrestricted net assets any restricted revenue for which the restrictions have been met in the current year.

Temporarily Restricted. StarVista reports gifts of cash and other assets as temporarily restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or the purpose of the restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statement of Activities as net assets released from program or capital restrictions. Temporarily restricted net assets are \$207,390 at June 30, 2017 (see Note 10).

Permanently Restricted. These net assets are restricted by donors who stipulate that resources are to be maintained permanently, but permit StarVista to expend all of the income (or other economic benefits) derived from the donated assets. StarVista has no permanently restricted net assets at June 30, 2017.

Cash and Cash Equivalents

StarVista considers all short-term investments with an original maturity date of three months or less to be cash and cash equivalent.

Accounts Receivable

Accounts receivable are receivables from governmental agencies and are considered fully collectible. Therefore, no allowance for doubtful accounts has been provided.

Concentration of Credit Risks

StarVista places its temporary cash investments with high-credit, quality financial institutions. At times, such investments may be in excess of the Federal Deposit Insurance Corporation insurance limit. StarVista has not incurred losses related to these investments.

The primary receivable balance outstanding at June 30, 2017 consists of government contract receivables due from county, state, and federal granting agencies. Concentration of credit risks with respect to trade receivables are limited, as the majority of StarVista's receivables consist of earned fees from contract programs granted by governmental agencies.

2. Summary of Significant Accounting Policies, continued

Investments

StarVista values its investments at fair value. Unrealized gains or losses (including investments bought, sold, and held during the year) are reflected in the Statements of Activities as gain (loss) on investments. Short-term highly liquid certificate of deposit that is not used for operations is treated as investments under a conservative investment policy developed by the Board.

Property and Equipment

Property and equipment are recorded at cost if purchased or at fair value at the date of donation if donated. Depreciation is computed on the straight-line basis over the estimated useful lives of the related assets which range from five to twenty-seven and one half years. Maintenance and repair costs are charged to expense as incurred. Property and equipment are capitalized if the cost of an asset is greater than or equal to \$1,500 and the useful life is greater than one year.

Donated Materials and Services

Contributions of donated non-cash assets are measured on a non-recurring basis and recorded at fair value in the period received. Contributions of donated services that create or enhance non-financial assets or that require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation are recorded at fair value in the period received.

A number of unpaid volunteers have made significant contributions of their time to StarVista. However, the value of these services is not reflected in these statements because the criteria for recognition have not been satisfied.

Income Taxes

StarVista is exempt from taxation under Internal Revenue Code Section 501(c)(3) and California Revenue and Taxation Code Section 23701d.

Generally accepted accounting principles provide accounting and disclosure guidance about positions taken by an organization in its tax returns that might be uncertain. Management has considered its tax positions and believes that all of the positions taken by StarVista in its federal and state exempt organization tax returns are more likely than not to be sustained upon examination. StarVista's returns are subject to examination by federal and state taxing authorities, generally for three and four years, respectively, after they are filed.

2. Summary of Significant Accounting Policies, continued

Functional Allocation of Expenses

The costs of providing StarVista's programs and other activities have been presented in the Statement of Functional Expenses. During the year, such costs are accumulated into separate groupings as either direct or indirect. Indirect or shared costs are allocated among program and support services by a method that best measures the relative degree of benefit.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect reported amounts of assets, liabilities, revenues, and expenses as of the date and for the period presented. Actual results could differ from those estimates.

Comparative Totals

The financial statements include certain prior-year summarized comparative information in total, but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with StarVista's financial statements for the year ended June 30, 2016, from which the summarized information was derived.

3. Investments

Investments at June 30, 2017 consist of other investments in the amount of \$1,000.

4. Property and Equipment

Property and equipment at June 30, 2017 consist of the following:

Leasehold improvements	\$ 321,613
Building	244,378
Furniture and equipment	179,501
Land	<u>70,535</u>
	816,027
Less: accumulated depreciation and amortization	<u>(611,428</u>)
	<u>\$ 204,599</u>

Depreciation and amortization expense for the year ended June 30, 2017 was \$36,501.

NOTES TO FINANCIAL STATEMENTS

5. Accrued Liabilities

Accrued liabilities at June 30, 2017 consist of the following:

Accrued vacation	\$448,759
Accrued salaries and payroll taxes	153,967
Other accrued liabilities	13,472
	<u>\$616,198</u>

6. Line of Credit

StarVista has a revolving line of credit with a bank, in the amount of \$1,000,000, at an interest rate equal to the greater of a floating rate equal to the index plus 1.25% ("the Index Rate") or the Floor Rate of 5%, due May 2018. The Index Rate is the Prime Rate set by the Bank from time to time. The line of credit is renewable annually.

7. Note Payable

StarVista has a non-interest bearing note payable to various local governments, collateralized by land and building, payable in one installment of \$138,000 in June 2040. At the time the principal is repaid, the note holders are entitled to payment, representing their proportional share of appreciation of the land and building. At June 30, 2017 the outstanding balance was \$138,000.

8. Employee Benefit Plans

StarVista sponsors a section 403(b) and a 401(k) salary reduction plans. Eligible employees can make voluntary contributions up to the extent allowable by law. The agency determines annually if it will make discretionary contributions to the plans. For the year ended June 30, 2017, StarVista did not make any discretionary contributions.

9. Commitments and Contingencies

Obligations Under Operating Leases

StarVista leases real property and equipment under operating leases with various terms. Future minimum payments, by year and in the aggregate, under these leases with initial or remaining terms of one year or more, consist of the following:

Year ended June 30,	
2018	\$ 813,669
2019	674,283
2020	443,854
2021	280,791
	\$2,212,5 97

Rent expense under operating leases for the year ended June 30, 2017 was \$780,694.

Contracts

StarVista's grants and contracts are subject to inspection and audit by the appropriate governmental funding agencies. The purpose is to determine whether program funds were used in accordance with their respective guidelines and regulations. The potential exists for disallowance of previously-funded program costs. The ultimate liability, if any, which may result from these governmental audits cannot be reasonably estimated and, accordingly, StarVista has no provision for the possible disallowance of program costs on its financial statements.

10. Temporarily Restricted Net Assets

Temporarily restricted net assets at June 30, 2017 consist of the following:

Daybreak Loan \$207,390

StarVista owns and operates a transitional youth housing center which houses the Daybreak program. The building was purchased through Community Development Block Grant ("CDBG") loans passed through from local government units (see Note 7). This building is restricted as to use for transitional youth housing, and is currently classified under the Daybreak program.

For the year ended June 30, 2017, net assets released from program restrictions were \$534,025.

NOTES TO FINANCIAL STATEMENTS

11. Subsequent Events

On July 3, 2017, StarVista acquired Pyramid Alternatives, Inc. ("Pyramid") (a California nonprofit public benefit corporation). The acquisition will expand StarVista's customer base as well as the programs and services provided.

Under the terms of the agreement, StarVista as the surviving corporation acquired the assets and assumed the liabilities of Pyramid at the acquisition date. No consideration was given as part of this transfer.

The financial statements as of June 30, 2017 do not include any adjustments resulting from this transaction.