

Indiana Professional Management Group, Inc.

Independent Auditor's Report and Financial Statements

December 31, 2019 and 2018

Indiana Professional Management Group, Inc.

December 31, 2019 and 2018

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Independent Auditor's Report

Board of Directors
Indiana Professional Management Group, Inc.
West Lafayette, Indiana

We have audited the accompanying financial statements of Indiana Professional Management Group, Inc., which comprise the balance sheets as of December 31, 2019 and 2018, and the related statements of income, stockholders' equity 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 audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material 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 Indiana Professional Management Group, Inc. as of December 31, 2019 and 2018, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As described in Note 2 of the financial statements, in 2019, the entity adopted ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. Our opinion is not modified with respect to this matter.

BKD, LLP

Indianapolis, Indiana
April 22, 2020

Indiana Professional Management Group, Inc.

Balance Sheets December 31, 2019 and 2018

Assets

Current Assets

Cash
Accounts receivable, net of allowance;
2019 -
Prepaid expenses and other
Total current assets

2019	2018
\$	\$

Property and Equipment, at cost

Equipment
Leasehold improvements

Less accumulated depreciation

Total assets

\$	\$

Liabilities and Stockholders' Equity

Current Liabilities

Accounts payable and other accrued expenses
Accrued salaries and wages
Accrued payroll taxes and benefits
Total current liabilities

\$	\$

Long-Term Debt, net of current maturities

Stockholders' Equity

Common stock, no par value; shares authorized;
shares issued and outstanding
Additional paid-in capital
Retained earnings
Unearned ESOP compensation
Total stockholders' equity

Total liabilities and stockholders' equity

\$	\$

Indiana Professional Management Group, Inc.

Statements of Income

Years Ended December 31, 2019 and 2018

	2019	2018
Program Revenues		
Waiver fees	\$ [REDACTED]	[REDACTED]
Annual assessment fees	[REDACTED]	[REDACTED]
Medical model and other	[REDACTED]	[REDACTED]
Total program revenue	[REDACTED]	[REDACTED]
Operating Expenses		
Salaries and wages	[REDACTED]	[REDACTED]
Employee benefits	[REDACTED]	[REDACTED]
Client service - travel, transportation and other	[REDACTED]	[REDACTED]
Training	[REDACTED]	[REDACTED]
Insurance	[REDACTED]	[REDACTED]
Telephone and technology services	[REDACTED]	[REDACTED]
Legal, accounting and professional fees	[REDACTED]	[REDACTED]
Marketing	[REDACTED]	[REDACTED]
Bad debt	[REDACTED]	[REDACTED]
Depreciation	[REDACTED]	[REDACTED]
Other	[REDACTED]	[REDACTED]
Total operating expenses	[REDACTED]	[REDACTED]
Operating Income	[REDACTED]	[REDACTED]
Other Income (Expense)		
Interest expense	[REDACTED]	[REDACTED]
Interest income	[REDACTED]	[REDACTED]
Net Income	\$ [REDACTED]	[REDACTED]

Indiana Professional Management Group, Inc.

Statements of Stockholders' Equity Years Ended December 31, 2019 and 2018

	Common Stock	Additional Paid-in Capital	Retained Earnings	Unearned ESOP Compensation	Total Stockholder's Equity
Balance, January 1, 2018	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Net income			[REDACTED]		[REDACTED]
ESOP shares released, loan payment		[REDACTED]		[REDACTED]	[REDACTED]
Balance, December 31, 2018	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Net income			[REDACTED]		[REDACTED]
ESOP shares released, loan payment		[REDACTED]		[REDACTED]	[REDACTED]
Balance, December 31, 2019	<u>\$ [REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>

Indiana Professional Management Group, Inc.

Statements of Cash Flows Years Ended December 31, 2019 and 2018

	2019	2018
Operating Activities		
Net income	\$ [REDACTED]	[REDACTED]
Items not requiring cash		
Bad debt expense	[REDACTED]	[REDACTED]
Depreciation expense	[REDACTED]	[REDACTED]
ESOP compensation expense	[REDACTED]	[REDACTED]
Changes in		
Accounts receivable	[REDACTED]	[REDACTED]
Prepaid expenses and other	[REDACTED]	[REDACTED]
Accounts payable and other accrued expenses	[REDACTED]	[REDACTED]
Accrued salaries and wages, payroll taxes and benefits	[REDACTED]	[REDACTED]
Net cash provided by operating activities	[REDACTED]	[REDACTED]
Investing Activity - purchase of property and equipment	[REDACTED]	[REDACTED]
Financing Activity - principal payments on long-term debt	[REDACTED]	[REDACTED]
Increase (Decrease) in Cash	[REDACTED]	[REDACTED]
Cash, Beginning of Year	[REDACTED]	[REDACTED]
Cash, End of Year	<u>\$ [REDACTED]</u>	<u>\$ [REDACTED]</u>
Supplemental Cash Flows Information		
Interest paid	\$ [REDACTED]	[REDACTED]

Indiana Professional Management Group, Inc.

Notes to Financial Statements

December 31, 2019 and 2018

Note 1: Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

Indiana Professional Management Group, Inc. (IPMG) is an Indiana S-Corporation organized in September 2006. The majority of IPMG's revenues are derived from a contract with Indiana's Family and Social Services Administration (FSSA) to provide case management services for individuals receiving waiver support. IPMG currently provides case management services to individuals who participate in the Community Integration and Habilitation Waiver, Family Supports Waiver, Medical Model Waivers for aged and disabled and those with traumatic brain injuries, and Child Mental Health Wraparound programs.

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 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, expenses, losses and other changes in retained earnings during the reporting period. Actual results could differ from those estimates.

Basis of Accounting

IPMG maintains accounting records and prepares financial statements on the accrual basis of accounting whereby revenues are recorded in the period earned and expenses are recorded in the period incurred.

Cash and Cash Equivalents

IPMG considers all liquid investments with original maturities of three months or less when purchased to be cash equivalents. At December 31, 2019, there were no cash equivalents.

At December 31, 2019, IPMG's cash accounts exceeded federally insured limits by approximately [REDACTED]

Accounts Receivable

Accounts receivable and revenues are recorded when services are performed. Accounts receivable consists of amounts due from FSSA for case management services related to the waiver fee program and reflect the outstanding amount of consideration to which IPMG expects to be entitled in exchange for services rendered. Amounts are generally due in full when billed. If subsequent to providing services, IPMG becomes aware of specific events, facts or circumstances indicating amounts will not be collected in the amount of which IPMG expected to be entitled, balances are written off, generally as an implicit price concession.

Indiana Professional Management Group, Inc.

Notes to Financial Statements

December 31, 2019 and 2018

Property and Equipment

Property and equipment is recorded at cost. Depreciation is provided by the straight-line method in amounts adequate to amortize the cost of the respective assets over their 3 to 7 year estimated useful lives.

Program Revenue

Program revenue is comprised of case management services including waiver fees, annual assessment fees, and miscellaneous medical model fees. Effective August 2018, IPMG bills and receives an annual assessment fee from FSSA per individual served. Program revenue is recognized as IPMG satisfies performance obligations under its contracts with patients. Program revenue is reported at the estimated transaction price or amount that reflects the consideration to which IPMG expects to be entitled in exchange for providing services. IPMG determines the transaction price based on established rates under the waiver fee program with FSSA and other implicit price concessions. IPMG determines its estimate of implicit price concessions based on its historical collection experience. The estimated amounts also include variable consideration for retroactive revenue adjustments due to settlement of audits, reviews and investigations by FSSA.

Contract Assets and Liabilities

Amounts related to services provided to individuals which have not been billed and that do not meet the conditions of an unconditional right to payment at the end of the reporting period are contract assets. Amounts received related to services that have not yet been provided to individuals are contract liabilities. IPMG had no contract assets or liabilities reported on the balance sheet at December 31, 2019.

Income Taxes

IPMG's stockholders have elected to have IPMG's income taxed as an S-Corporation under provisions of the Internal Revenue Code and a similar section of the Indiana income tax law. Therefore, taxable income or loss is reported to the individual stockholders for inclusion in their respective tax returns and no provision for federal and state income taxes is included in these statements. IPMG's income tax returns filed before 2015 are no longer subject to federal, state and local examinations by tax authorities.

Tax positions are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances and information available at the reporting date and is subject to management's judgment.

Indiana Professional Management Group, Inc.

Notes to Financial Statements December 31, 2019 and 2018

Management has analyzed the tax positions taken and has concluded that as of December 31, 2019, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the accompanying financial statements. IPMG is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Self-Insurance

IPMG has elected to self-insure certain costs related to employee health programs, which are described more fully in Note 6.

Common Stock

IPMG's articles of incorporation, as amended, authorize it to issue [REDACTED] shares of common stock with no par value. During 2017, the Board of Directors authorized a stock split of [REDACTED] to [REDACTED], increasing the number of outstanding shares to [REDACTED]. Dividends may be declared and paid on the common stock, as determined by IPMG's Board of Directors.

Future Accounting Standards

In fiscal year 2021, IPMG will adopt ASU 2016-02, *Leases (Topic 842)*, which will require lessees to recognize lease assets and liabilities on their balance sheet for all leases with terms of more than 12 months. IPMG has not yet determined the impact of this new standard on its financial statements, however, it could have a material future impact.

Note 2: Change in Accounting Principle

On January 1, 2019, IPMG adopted the FASB ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*, using a modified-retrospective method of adoption to all open contracts with customers at January 1, 2019. The core guidance in ASU 2014-09 is to recognize revenue to depict the transfer of promised services to customers in an amount that reflects the consideration to which IPMG expects to be entitled in exchange for those services. The amount to which IPMG expects to be entitled is calculated as the transaction price and recorded as revenue in exchange for providing services to its clients. Adoption of ASU 2014-09 resulted in changes in presentation of the financial statements and related disclosures in the notes to the financial statements. Prior to the adoption of ASU 2014-09, the majority of bad debt expense related to denials and non-payments from FSSA for individuals served was included as an operating expense of IPMG. Under ASU 2014-09, the estimated amounts due from FSSA for individuals served, for which IPMG does not expect to be entitled or collect, is considered an implicit price concession and excluded from the IPMG's estimation of the transaction price or revenue recorded.

The adoption had no impact on operating income, overall net income or net cash provided by operating activities.

Indiana Professional Management Group, Inc.

Notes to Financial Statements

December 31, 2019 and 2018

Note 3: Program Revenue

Program revenue is reported at the amount that reflects the consideration to which IPMG expects to be entitled in exchange for providing services to individuals. These amounts are due from FSSA and includes variable consideration for retroactive revenue adjustments due to settlement of audits, reviews and investigations. Generally, IPMG bills FSSA several days after the services are performed and accounts receivable are due in full when billed. Revenue is recognized as performance obligations are satisfied.

Performance obligations are determined based on the nature of the services provided. Revenue for performance obligations satisfied over time, representing nearly all of IPMG's revenues, is recognized based on actual charges incurred in relation to total expected or actual charges. IPMG believes that this method provides a faithful depiction of the transfer of services over the term of the performance obligation based on the inputs needed to satisfy the obligation. Generally, performance obligations satisfied over time relate to individuals receiving case management services. IPMG measures the performance obligation from the date service are to commence to the point when it is no longer required to provide services, which is generally measured on a calendar month.

Because all of its performance obligations relate to contracts with a duration of less than one year, IPMG has elected to apply the optional exemption provided in FASB ASC 606-10-50-14(a) and, therefore, is not required to disclose the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied at the end of the reporting period. However, IPMG generally does not have unsatisfied performance obligations referred to above.

IPMG determines the transaction price based on established rates under the waiver fee program with FSSA, reduced by implicit price concessions. IPMG determines its estimate of implicit price concessions based on its historical collection experience.

Laws and regulations concerning the waiver program with FSSA are complex and subject to varying interpretation. IPMG believes it is in compliance with applicable laws and regulations governing the waiver program. Compliance with such laws and regulations may be subject to future review and interpretation, as well as significant regulatory action. There can be no assurance that regulatory authorities will not challenge IPMG's compliance with these laws and regulations, and it is not possible to determine the impact (if any) such claims or penalties would have upon IPMG. In addition, IPMG is subject to retroactive audit and claim review by commercial payers.

Settlements for retroactive adjustments due to reviews or investigations are considered variable consideration and are included in the determination of the estimated transaction price for providing services. These settlements are estimated based on the terms of the payment agreement with the FSSA, IPMG's historical settlement activity, including an assessment to ensure that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the retroactive adjustment is subsequently resolved. Estimated settlements are adjusted in future periods as adjustments become known based on newly available information or as years are settled or are no longer subject to such audits, reviews and investigations. Adjustments arising from a change in the transaction price related to settlements of prior fiscal years' audits and review were not significant in 2019 or 2018.

Indiana Professional Management Group, Inc.

Notes to Financial Statements December 31, 2019 and 2018

IPMG provides services, which are sometimes not paid by FSSA for various reasons related to client eligibility and other billing matters. IPMG has determined it has provided implicit price concessions which are included in estimating the transaction price and represent the difference between amounts billed and the amounts IPMG expects to collect based on its collection history. For the year ended December 31, 2019, implicit price concessions [REDACTED] and are included within program revenues on the statements of income.

Nearly [REDACTED] of IPMG's revenues are funded through the FSSA waiver programs. IPMG has determined that the nature, amount, timing and uncertainty of revenue and cash flows are affected by individual waiver program and service provided. Approximately [REDACTED] of IPMG's revenues are related to the Family Supports (FS) Waiver, the Community Integration and Habilitation (CIH) Waiver, services provided to establish a person-centered/individualized support plan (PC/ISP), respectively.

During 2018, IPMG reached a settlement with FSSA for transitional case management activities provided to clients from September 2012 through June 2018. Previously, amounts had not been paid as FSSA had no funding source for these services. Amounts paid in 2018 approximated [REDACTED] and represent a settlement amount of [REDACTED] billed. These amounts are included within waiver fees in the statements of income. Beginning in August 2018, FSSA began compensating IPMG for transitional case management activities up to six months of services provided to the point the client is transitioned into a qualified community.

Financing Component

IPMG has elected the practical expedient allowed under FASB ASC 606-10-32-18 and does not adjust the promised amount of consideration for the effects of a significant financing component due to the IPMG's expectation that the period between the time the service is provided and the time that FSSA pays for that service will be one year or less.

Note 4: Line of Credit

IPMG has entered into a [REDACTED] revolving line of credit agreement, which expires on June 15, 2020. Interest on the line varies with the bank's prime rate, which was [REDACTED] as of December 31, 2019. The line is collateralized by substantially all of IPMG's assets and is subject to certain restrictive covenants. Management believes it was in compliance with the restrictive covenants as of December 31, 2019. There were no outstanding drawings on the line of credit at December 31, 2019 and 2018.

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Notes to Financial Statements December 31, 2019 and 2018

Note 5: Long-Term Debt

In February 2017, IPMG entered into a [REDACTED] term loan with a bank, which required monthly principal payments of approximately [REDACTED] and bore interest at a variable rate equal to LIBOR plus [REDACTED]. In November 2018, IPMG paid the loan in full and no prepayment penalties were incurred as part of the prepayment.

In February 2017, as part of the ESOP transaction (see Note 7), IPMG entered into six promissory notes totaling [REDACTED] with former stockholders. The original terms of the notes, which bear interest at a fixed annual rate of [REDACTED], required quarterly payments of interest only through March 2022, and then beginning with June 2022, required quarterly payments of approximately [REDACTED], through maturity in March 2025.

In January 2019, IPMG made voluntary prepayments of [REDACTED] to former stockholders, which paid in full three of the promissory notes. Throughout the remainder of 2019, IPMG made voluntary prepayments of [REDACTED] on the remaining three promissory notes. Long-term debt outstanding at December 31, 2019 and 2018 of amounts totaling [REDACTED] and [REDACTED], respectively, represent remaining amounts payable to former stockholders. Quarterly payments approximating [REDACTED] on remaining stockholder notes are now due beginning March 2023.

Future maturities of long-term debt based on contractual repayment schedules, less amounts prepaid, are as follows:

	Notes Payable, Former Stockholders
2020	\$ -
2021	-
2022	-
2023	[REDACTED]
2024	[REDACTED]
Thereafter	[REDACTED]
	<hr/> \$ [REDACTED]

Note 6: Employee Benefits

IPMG has a qualified voluntary defined-contribution retirement plan for which IPMG paid plan administrative expenses of [REDACTED] and [REDACTED] for the years ended December 31, 2019 and 2018, respectively. No employer contributions were made during 2019 or 2018.

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Notes to Financial Statements December 31, 2019 and 2018

IPMG has elected to self-insure certain costs related to its employee health benefit programs. Costs resulting from noninsured losses are charged to income when incurred. IPMG maintains reinsurance, which limits its exposure for individual medical claims to [REDACTED] and an aggregate exposure of approximately [REDACTED]. As of December 31, 2019 and 2018, IPMG has recorded an estimated liability of [REDACTED] and [REDACTED] respectively, which is included in accrued payroll taxes and related benefits on the balance sheet.

Note 7: Employee Stock Ownership Plan

IPMG sponsors a leveraged employee stock ownership plan (ESOP) for the benefit of all eligible employees, where the ESOP owns 100% of the outstanding shares of IPMG. IPMG makes annual contributions to the ESOP equal to the ESOP's debt service, less dividends received by the ESOP on unallocated shares. All dividends received by the ESOP on unallocated shares are used to pay debt service. The ESOP shares initially were pledged as collateral for its debt. As the debt is repaid, shares are released from collateral and allocated to plan participants, based on the proportion of debt service paid in the year to total expected debt service.

IPMG accounts for its ESOP in accordance with ASC 718-40. Accordingly, the debt of the ESOP was recorded as debt of IPMG and the shares pledged as collateral are reported as unearned ESOP shares on the balance sheets. As shares are released from collateral, IPMG reports compensation expense equal to the current fair value of the shares. Dividends on allocated ESOP shares are recorded as a reduction of retained earnings; dividends on unallocated ESOP shares are recorded as a reduction of debt and accrued interest.

For the years ended December 31, 2019 and 2018, non-cash ESOP compensation expense was [REDACTED], respectively, as a result of shares released and repayment of the internal ESOP loan. The ESOP shares as of December 31, 2019 and 2018, were as follows:

	2019	2018
Allocated shares	[REDACTED]	[REDACTED]
Unreleased shares	[REDACTED]	[REDACTED]
ESOP shares related to the acquisition loan	[REDACTED]	[REDACTED]
Nonfinanced ESOP shares allocated	[REDACTED]	[REDACTED]
Total ESOP shares related to the acquisition loan	[REDACTED]	[REDACTED]
Fair value of unreleased shares	\$ [REDACTED]	[REDACTED]

IPMG is obligated at the option of each beneficiary to repurchase shares of the ESOP upon the beneficiary's termination or after retirement. At December 31, 2019, the fair value, as estimated by an independent appraiser, of the [REDACTED] allocated shares held by the ESOP is [REDACTED].

Indiana Professional Management Group, Inc.

Notes to Financial Statements December 31, 2019 and 2018

Note 8: Significant Estimates and Concentrations

Accounting principles generally accepted in the United States of America require disclosure of certain significant estimates and current vulnerabilities due to certain concentrations. Those matters include the following:

Program Revenue and Accounts Receivable

IPMG derives substantially all of its revenue from a contract with FSSA, a state funded program. The receipt of future revenues by IPMG is subject to, among other factors, federal and state policies affecting the health care industry, economic conditions that may include an inability to control expenses in periods of inflation, increased competition, market pressures on reimbursement rates and other conditions which are impossible to predict.

Litigation

IPMG is subject to claims and lawsuits which arise primarily in the ordinary course of conducting operations. IPMG evaluates such allegations by conducting investigations to determine the validity of each potential claim. It is the opinion of management that the disposition and ultimate resolution of such claims and lawsuits will not have a material adverse effect on the financial position of IPMG. Events could occur that would cause the estimate of ultimate loss to differ materially.

Client Billing Audit

During 2019, IPMG was subject to an audit by FSSA of its records covering claims from September 2012 through December 2017. As a result of this review, IPMG received a notification of findings and potential overpayment. IPMG reviewed documentation to determine the validity of the items noted within the audit and issued a response, vigorously disputing the findings and calculated overpayment. Based on management's review, advice of legal counsel, and the ongoing and unsettled status of the audit, an estimate for the potential loss was not recorded within the financial statements for the year ended December 31, 2019. However, events could occur that would cause the estimate of ultimate loss to differ materially.

Note 9: Operating Leases

IPMG has entered into a noncancelable operating lease for its administrative offices through August 2023. The lease requires monthly rent payments ranging from [REDACTED] over its term. For the years ended December 31, 2019 and 2018, total lease expense under this agreement was [REDACTED], respectively.

Indiana Professional Management Group, Inc.

Notes to Financial Statements December 31, 2019 and 2018

Note 10: Subsequent Events

In late 2019, a novel strain of coronavirus (COVID-19) was reported to have surfaced in China. Subsequent to year-end, the worldwide spread of COVID-19 began to cause business disruptions throughout the United States as local governments implemented orders to reduce non-essential business operations and advised citizens to shelter-in-place. The impact of these orders has not been significant to IMPG's operations given its remote workforce and nature of services provided. While the broad economic disruption is currently expected to be temporary, there is considerable uncertainty around the duration. IPMG does not expect this matter to negatively impact its financial conditions and operating results. Given the uncertainty, the related financial impact and duration cannot be reasonably estimated at this time.

Subsequent events have been evaluated through April 22, 2020, which is the date the financial statements were available to be issued.