

KNOLL INC
Form 11-K
June 15, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

ý ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017

OR

o TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File No. 001-12907

A. Full title of the plan and address of the plan, if different from that of the issuer named below:

KNOLL RETIREMENT SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

KNOLL, INC.
1235 Water Street
East Greenville, PA 18041

Knoll Retirement Savings Plan
Financial Statements and Supplementary Schedule
Years ended December 31, 2017 and 2016

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Report of Independent Registered Public Accounting Firm
Plan Participants and Plan Administrator of the Knoll Retirement Savings Plan
Opinion on the Financial Statements

We have audited the accompanying statements of net assets available for benefits of the Knoll Retirement Savings Plan (the “Plan”) as of December 31, 2017 and 2016, and the related statements of changes in net assets available for benefits for the years ended December 31, 2017 and 2016, and the related notes (collectively, the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the net assets available for benefits for the Plan as of December 31, 2017 and 2016, and the changes in net assets available for benefits for the years ended December 31, 2017 and 2016, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Plan’s management. Our responsibility is to express an opinion on the Plan’s financial statements based on our audits. We are a public accounting firm registered with the Public Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Plan in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Plan’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risk of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by the Plan’s management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Supplemental Information

The supplemental information in the accompanying Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2017 has been subjected to audit procedures performed in conjunction with the audit of the Plan’s financial statements. The supplemental information is the responsibility of the Plan’s management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information in the accompanying schedule, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ Kronick Kalada Berdy & Co., P.C.

We have served as the Plan’s auditor since 2016.

Kingston, Pennsylvania

June 15, 2018

Knoll Retirement Savings Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2017	2016
Assets:		
Investments, at fair value	\$273,260,944	\$226,052,186
Investments, at contract value	54,070,268	53,586,669
Notes receivable from participants	4,640,904	4,685,512
Employer contribution receivable	1,673,542	4,521,973
Total assets	333,645,658	288,846,340
Liabilities:	—	—
Net assets available for benefits	\$333,645,658	\$288,846,340

See accompanying notes to the financial statements.

Knoll Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

	Year ended December 31,	
	2017	2016
Investment income		
Interest and dividends	\$13,873,919	\$8,782,084
Net appreciation in fair value of investments	31,105,000	10,674,092
Total investment income	44,978,919	19,456,176
Interest income on notes receivable from participants	257,567	240,415
Contributions		
Participants	11,182,551	10,385,881
Rollovers	7,664,791	3,278,644
Employer	6,901,613	8,389,975
Total contributions	25,748,955	22,054,500
Benefits paid to participants	(25,856,806)	(19,176,149)
Administrative expenses	(329,317)	(226,283)
Net increase	44,799,318	22,348,659
Net assets available for benefits:		
Beginning of year	288,846,340	266,497,681
End of year	\$333,645,658	\$288,846,340

See accompanying notes to the financial statements.

Knoll Retirement Savings Plan
Notes to Financial Statements
December 31, 2017 and 2016

1. Description of Plan

The following description of the Knoll Retirement Savings Plan (the “Plan”) provides only general information. Participants should refer to the Summary Plan Description for a more complete description of the Plan’s provisions. Copies are available from the Knoll Retirement Plan’s Administration Committee.

General

The Plan is a defined contribution plan covering all U.S. employees of Knoll, Inc. (the Company or employer). All employees are eligible at their date of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants can elect to contribute up to 50% of their compensation, as defined, on a pretax basis, after-tax basis, Roth basis, or a combination subject to Internal Revenue Service (IRS) limitations. Participants who are over the age of 50 can elect to make catch-up contributions, subject to Internal Revenue Code limitations. Additionally, participants may contribute amounts representing distributions from other qualified plans.

The Company matches 50% of participant contributions up to a maximum amount of 6% of the participants’ compensation (their “fixed” match) for those participants who are U.S. employees, and no longer participate in any other of the Company’s pension plans. The fixed match is made to the participants’ pretax contributions first, then applied to the participants’ after-tax contributions, if the pretax contributions are less than 6% of compensation.

The Company also, at its discretion, makes an annual profit sharing contribution based on the Company’s financial performance. The amount of the contribution, if made, is equal to a percentage of the participant’s compensation, but in no event will exceed 3% of compensation. To receive a profit sharing contribution, participants must be actively employed at the end of the plan year and no longer accruing additional benefits under any of the Company’s pension plans. There were zero and \$4,521,973 discretionary contributions recognized in 2017 and 2016, respectively.

In addition, the Company also makes transitional contributions to former pension plan participants, calculated based on age and completed years of service. However, these contributions will end with respect to Plan years beginning on or after January 1, 2018.

Participant Accounts

Each participant’s account is credited with the participant’s contributions, the Company’s fixed match, discretionary profit sharing, and transitional contributions (when applicable), and an allocation of Plan earnings or losses (including unrealized appreciation or depreciation of Plan assets). Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. Forfeited balances of terminated participants’ nonvested accounts are typically used to reduce future Company contributions to the Plan and administrative expenses. The benefit to which a participant is entitled is the vested portion of the participant’s account balance.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company contributions plus actual earnings thereon is based on years of service. Under a graded vesting schedule, a participant is 100% vested after five years of credited service.

Notes Receivable from Participants

Participants may borrow from their vested account balance a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or one-half of their vested account balance. Principal and interest must be repaid over a period not to exceed five years, unless the loan is used for a residential purchase. Interest rates are established based on the prime rate provided by the Plan’s trustee on the last business day of the calendar quarter preceding or coinciding with the loan request, plus 2%. All loans are collateralized by the participants’ vested account balance in the Plan and are repaid through payroll deductions.

Administrative Costs

The Plan's administrative costs, other than those related to the management of investments and transaction fees, which totaled \$329,317 and \$226,283 for the years ended December 31, 2017 and 2016 respectively, are paid by the Company. Expenses related to the management of investments are allocated to each participant's account. Allocations are based on participant earnings or account balances, as defined in the Plan Agreement.

Knoll Retirement Savings Plan
Notes to Financial Statements
December 31, 2017 and 2016

Forfeited Accounts

As of December 31, 2017 and 2016 forfeited employer matching non-vested accounts amounted to \$130,650 and \$247,124 respectively. Forfeitures of employer matching non-vested accounts are used for administrative expenses and to reduce the employer's matching contributions. During the years ended December 31, 2017 and 2016, forfeitures applied against administrative expenses amounted to \$93,800 and \$59,121 respectively. Forfeitures applied against employer matching contributions during the years ended December 31, 2017 and 2016 amounted to \$263,492 and \$166, respectively.

Payment of Benefits

On termination of service, a participant will receive a lump-sum amount if the total of their vested account balance does not exceed \$1,000. If the vested account balance exceeds \$1,000, the assets will generally continue to be held in the Plan until the participants' normal or early retirement date, however, terminated participants may elect to receive their vested account balance at any time. Upon death, permanent disability, or retirement, a participant or beneficiary may elect to receive a lump-sum payment or periodic installments over a specified period that does not exceed the longest of: ten years, the participant's life expectancy, or the beneficiary's life expectancy.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

2. Summary of Significant Accounting Policies

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

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

As described in the appropriate accounting guidance, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts and the contract value of the fully benefit-responsive investment contracts. The Statements of Changes in Net Assets Available for Benefits are prepared using the contract value basis for fully benefit-responsive investment contracts.

Investment Valuation

The Plan's investments are composed of the following:

Mutual funds and equity securities: The Plan's investments in mutual funds and equity securities are stated at fair value. Fair value is 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. See Note 4 for a discussion of fair value measurements.

Common collective trusts: The Plan's interest in common collective trusts is valued at the net asset value (NAV) per unit as determined by the collective trusts as of the valuation date. They are valued on the basis of the relative interest of each participating investor at the fair value of the underlying assets. The NAV is used as a practical expedient to estimate fair value. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. There are no unfunded commitments with respect to these investments. Participant-directed redemptions of these investments have no restrictions.

Stable value funds: The Plan's investment in stable value funds are fully benefit-responsive and therefore, contract value is the relevant measurement attribute for the portion of the net assets available for benefits attributable to the fund contract value. The funds' investment objective is to preserve invested principal while providing a competitive

current rate of return. The underlying investments of the funds consist primarily of guaranteed investment contracts (GICs), money market funds, money market instruments, repurchase agreements, private placements, bank investment contracts, and synthetic GICs. The funds are not subject to any withdrawal restrictions and distributions may be taken at any time.

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Knoll Retirement Savings Plan
 Notes to Financial Statements
 December 31, 2017 and 2016

Investment Income Recognition

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation includes Plan's gains and losses on investments bought and sold as well as held during the year.

Investment Fees

Net investment returns reflect certain fees paid by the investment funds to their affiliated investment advisors, transfer agents, and others as further described in each fund prospectus or other published documents. These fees are deducted prior to allocation of the Plan's investment earnings activity and are not separately identifiable as an expense.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest rates for outstanding notes receivable ranged from 5.25% to 10.25% as of December 31, 2017. Delinquent notes receivable are recorded as distributions based upon the terms of the Plan document.

Loan origination fees are included in gross loan withdrawals. Origination fees totaled \$7,850 and \$6,925 for the years ended December 31, 2017 and 2016, respectively.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Recent Accounting Pronouncements

The Plan's management continuously monitors and reviews all current accounting pronouncements and standards from the Financial Accounting Standards Board (FASB) and other authoritative sources of U.S. GAAP for applicability to the Plan's operations. As of December 31, 2017, there were no new pronouncements, interpretations or staff positions that had or were expected to have, including those not yet adopted, a significant impact on the financial statements of the Plan.

Subsequent Events

The Plan has evaluated the effects of events that occurred subsequent to December 31, 2017, through the filing date of this Form 11-K.

Effective January 1, 2018, Holly Hunt Enterprises, Inc. became a participating employer in the Plan. Effective May 8, 2018, Muuto, Inc. became a participating employer in the Plan.

3. Investments

During 2017 and 2016, the Plan's investments appreciated (depreciated) in fair value (including gains and losses on investments bought, sold, as well as held during the year) as follows:

	Year ended December 31,	
	2017	2016
Mutual Funds	\$25,372,930	\$6,112,966
Common/Collective Trusts	6,331,598	3,380,565
Knoll Common Stock Fund	(599,528)	1,180,561
	\$31,105,000	\$10,674,092

Knoll Retirement Savings Plan
Notes to Financial Statements
December 31, 2017 and 2016

Investments that represent 10% or more of the Plan's net assets available for benefits are as follows:

	December 31,	
	2017	2016
Vanguard Windsor II Fund	\$54,409,325	\$48,661,471
Vanguard Retirement Savings Trust III ⁽¹⁾	54,070,268	5,219,671
Harbor Cap Appr Ret Cl	38,079,975	28,333,621
ABN Amro Income Plus Fund H ⁽¹⁾⁽²⁾	—	48,366,998

(1) Amounts represent contract value.

(2) Amounts did not exceed 10% at December 31, 2017, but are shown for comparison purposes.

4. Fair Value Measurements

The fair value framework provides a 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 unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs are quoted prices for similar assets or liabilities in an active market, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable and market-corroborated inputs which are derived principally from or corroborated by observable market data.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement. The asset's or liability's fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used during the years ended December 31, 2017 and 2016.

Knoll Common Stock Fund: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the closing price reported on the active market on which the individual funds are traded.

Common collective trusts: Valued at the NAV per unit, as a practical expedient to estimate fair value, as determined by the common collective trust as of the valuation date. The net asset value of the funds are calculated daily and distributions from net investment income and net realized gains are retained by and reinvested in the fund.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Knoll Retirement Savings Plan
Notes to Financial Statements
December 31, 2017 and 2016

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2017 and 2016.

Description	Assets at fair value as of December 31, 2017			
	Level 1	Level 2	Level 3	Total
Knoll Common Stock Fund	\$ 2,765,724	\$ —	\$ —	\$ 2,765,724
Mutual funds	232,549,522	—	—	232,549,522
Total assets in the fair value hierarchy	235,315,246	—	—	235,315,246
Investments measured at net asset value ⁽¹⁾	—	—	—	37,945,698
Investments at fair value	\$ 235,315,246	\$ —	\$ —	\$ 273,260,944
Description	Assets at fair value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Knoll Common Stock Fund	\$ 3,419,234	\$ —	\$ —	\$ 3,419,234
Mutual funds	189,827,419	—	—	189,827,419
Total assets in the fair value hierarchy	193,246,653	—	—	193,246,653
Investments measured at net asset value ⁽¹⁾	—	—	—	32,805,533
Investments at fair value	\$ 193,246,653	\$ —	\$ —	\$ 226,052,186

(1) In accordance with Subtopic 820-10, certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in these tables are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of net assets available for benefits.

5. Related Party Transactions

At December 31, 2017 and 2016, the Plan held investments totaling \$2,765,724 and \$3,419,234 respectively, in shares of common stock of the Company. Dividend income on Company stock totaled \$72,485 and \$76,371 for the years ended December 31, 2017 and 2016, respectively. Total shares at December 31, 2017 and 2016 equaled 120,180 and 123,260, respectively.

Shares held in the Knoll Common Stock Fund may be sold at any time at participant discretion at the closing price of the Knoll, Inc. common stock on the New York Stock Exchange.

Certain Plan investments are shares of registered investment companies (mutual funds) managed by Vanguard Fiduciary Trust Company, the trustee as defined by the Plan. Additionally, the Plan issues loans to participants, which are secured by the balances in participant's accounts. These transactions qualify as party-in-interest transactions. All other transactions which may be considered party-in-interest transactions relate to normal plan management and administrative services, and the related payment of fees.

Certain administrative functions of the plan are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

6. Income Tax Status

The Plan has been operating under a determination letter from the IRS dated May 15, 2013, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code. U.S. GAAP requires plan management to evaluate tax positions taken by the plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2017 and 2016, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2014.

Knoll Retirement Savings Plan
Notes to Financial Statements
December 31, 2017 and 2016

7. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Supplemental Schedule

Knoll Retirement Savings Plan
EIN 13-3873847, Plan 002

Schedule H, Line 4(i)—
Schedule of Assets (Held at End of Year)
December 31, 2017

(b) (a) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
* Vanguard Windsor II Fund Adm	Registered Investment Company	**	\$54,409,325
* Vanguard Retirement Savings Trust III	Stable Value Fund	**	54,070,268
Harbor Cap Appr Ret C1	Registered Investment Company	**	38,079,975
NT C SP500 DC NL T3	Common/Collective Trust	**	22,414,595
* Vanguard Inst Target Ret 2025 Fund	Registered Investment Company	**	21,590,214
* Vanguard Inst Target Ret 2020 Fund	Registered Investment Company	**	20,813,652
Amer Funds EuroPacific Gr	Registered Investment Company	**	16,341,865
* Vanguard Inst Target Ret 2030 Fund	Registered Investment Company	**	13,586,167
NT C Ext Mkt Ind DC NL T3	Common/Collective Trust	**	13,492,721
Met West Total Ret Bond P	Registered Investment Company	**	11,760,627
* Vanguard Explorer Adm	Registered Investment Company	**	11,616,610
* Vanguard Inst Target Ret 2035 Fund	Registered Investment Company	**	9,145,043
* Vanguard Inst Target Ret 2015 Fund	Registered Investment Company	**	8,493,886
* Vanguard Inst Target Ret Income Fund	Registered Investment Company	**	7,092,867
* Vanguard Inst Target Ret 2040 Fund	Registered Investment Company	**	6,445,283
* Vanguard Inst Target Ret 2045 Fund	Registered Investment Company	**	4,196,136
* Knoll Common Stk	Company Stock Fund	**	2,765,724
* Vanguard Inst Target Ret 2050 Fund	Registered Investment Company	**	2,387,576
GS Sm Cap Val R6	Registered Investment Company	**	1,686,243
MM Sel MdCp Gro Eq II C I	Registered Investment Company	**	1,486,277
* Vanguard Inst Target Ret 2055 Fund	Registered Investment Company	**	1,482,814
NT C Agg Bd NL T3	Common/Collective Trust	**	1,215,657
MFS Mid Cap Value R6	Registered Investment Company	**	1,211,461
NT C ACWI ex-US IMI T3	Common/Collective Trust	**	822,725
* Vanguard Inst Target Ret 2060 Fund	Registered Investment Company	**	382,439
* Vanguard Inst Target Ret 2065 Fund	Registered Investment Company	**	171,967
* Vanguard Fed Money Mkt	Registered Investment Company	**	169,095
* Participant loans	5.25% - 10.25% and maturity dates through 2027	\$0	4,640,904
			\$331,972,116

* Party-in-interest to the Plan, as defined by ERISA.

** Cost is not required for participant-directed investments.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Knoll Retirement Plans Administration Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

KNOLL RETIREMENT SAVINGS
PLAN

Date:

By: ~~15~~ Brian J. Reuter
2018

Brian J. Reuter

Authorized Committee Member

Date:

By: ~~15~~ Charles W. Rayfield
2018

Charles W. Rayfield

Authorized Committee Member

EXHIBIT INDEX

Exhibit 23.1 Consent of Independent Registered Public Accounting Firm

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