ST. LOUIS PUBLIC SCHOOLS FOUNDATION

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITORS' REPORT
YEAR ENDED JUNE 30, 2018
(WITH COMPARATIVE TOTALS FOR 2017)

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Independent Auditors' Report

Board of Directors St. Louis Public Schools Foundation

St. Louis, Missouri

We have audited the accompanying financial statements of St. Louis Public Schools Foundation (the "Organization"), a nonprofit organization, which comprise the statement of financial position as of June 30, 2018, 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. 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 Organization'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 Organization'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 St. Louis Public Schools Foundation as of June 30, 2018, 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.

Report on Summarized Comparative Information

anders Minkler Huber & Helm LLP

We have previously audited St. Louis Public Schools Foundation's financial statements for the year ended June 30, 2017, and our report dated November 1, 2017, expressed an unmodified opinion on those audited financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2017, is consistent, in all material respects, with the audited financial statements from which it has been derived.

November 29, 2018

St. Louis Public Schools Foundation Statement of Financial Position June 30, 2018 (With comparative totals for 2017)

Assets

			Т	emporarily	To		otals		
	<u>_ L</u>	<u>Inrestricted</u>		Restricted		2018		2017	
Current Assets Cash and cash equivalents Investments Unconditional promises to give Prepaid expenses	\$	1,401,190 - - 6,932	\$	619,026 4,233,134 52,000	\$	2,020,216 4,233,134 52,000 6,932	\$	338,319 5,193,520 97,486 7,625	
Total Current Assets		1,408,122		4,904,160		6,312,282		5,636,950	
Unconditional Promises to Give		-		10,000		10,000		20,000	
Property and Equipment, net		3,001		_	_	3,001		3,685	
Total Assets	\$	1,411,123	\$	4,914,160	\$	6,325,283	\$	5,660,635	
Li	abi	lities and N	let	Assets					
Current Liabilities Accounts payable Accrued expenses Due to District Total Current Liabilities	\$	42,029 51,537 673,669 767,235	\$	- - - -	\$	42,029 51,537 673,669 767,235	\$	48,880 22,606 71,486	
Net Assets Unrestricted Unrestricted Unrestricted - Board designated Temporarily restricted		586,553 57,335	_	- - 4,914,160		586,553 57,335 4,914,160		517,297 57,335 5,014,517	
Total Net Assets		643,888		4,914,160	_	5,558,048	_	5,589,149	
Total Liabilities and Net Assets	\$	1,411,123	\$	4,914,160	\$	6,325,283	\$	5,660,635	

St. Louis Public Schools Foundation Statement of Activities Year Ended June 30, 2018 (With comparative totals for 2017)

		Temporarily	Tot	als
	Unrestricted	Restricted	2018	2017
Revenues, Gains and Other Support				
Contributions	\$ 373,092	\$ 419,940	\$ 793,032	\$ 675,362
Grants	496,428	1,019,607	1,516,035	856,571
Special events	85,240	-	85,240	33,064
In-kind contributions	14,004	-	14,004	14,004
Investment income	57,995	-	57,995	23,786
Other	40,118	-	40,118	34,603
Net Assets Released From				
Restrictions:				
Satisfaction of time and usage				
restrictions	1,539,904	(1,539,904)		<u> </u>
Total Revenues, Gains and				
Other Support	2,606,781	(100,357)	2,506,424	1,637,390
Evnences				
Expenses Program Services	2,225,951		2,225,951	2,217,845
Supporting Activities	2,220,901	· ——	2,220,901	2,217,045
Management and general	112,956		112,956	89,937
Fundraising	198,618	-	198,618	134,910
Total Supporting Activities	311,574	· 	311,574	224,847
Total Supporting Activities Total Expenses	2,537,525	· 	2,537,525	2,442,692
Total Expenses	2,007,020	· 	2,007,020	2,442,092
Change in Net Assets	69,256	(100,357)	(31,101)	(805,302)
Net Assets, Beginning of Year	574,632	5,014,517	5,589,149	6,394,451
Net Assets, End of Year	\$ 643,888	\$ 4,914,160	\$ 5,558,048	\$ 5,589,149

St. Louis Public Schools Foundation Statement of Functional Expenses Year Ended June 30, 2018 (With comparative totals for 2017)

				Su	ıppoı	rting Activit	ies					
		Program	Mar	nagement						To	otal	
		Services		d General	<u>Fu</u>	ındraising		Total		2018		2017
Salaries and wages	\$	111,154	\$	40,748	\$	160,925	\$	201,673	\$	312,827	\$	243,764
Employee benefits	•	23,957	•	7,986	•	7,986	•	15,972	•	39,929	•	29,395
Payroll taxes		13,895		4,632		4,632		9,264		23,159		18,215
Bank fees		, -		2,143		, <u>-</u>		2,143		2,143		2,160
Contracted services		16,982		28,303		11,321		39,624		56,606		37,054
Insurance		3,267		1,005		754		1,759		5,026		4,939
Miscellaneous		4,066		4,065		-		4,065		8,131		4,162
Office supplies and expenses		-		10,087		1,780		11,867		11,867		16,179
Postage expense		180		102		71		173		353		949
Printing and duplicating		3,690		2,214		8,856		11,070		14,760		5,548
Professional staff development		2,086		1,854		695		2,549		4,635		400
Travel/local meetings		6,926		2,131		1,598		3,729		10,655		5,417
Rent		7,002		7,002		-		7,002		14,004		14,004
Special program expenses												
Academic learning		524,178		-		-		-		524,178		349,857
College and career readiness		545,706		-		-		-		545,706		778,020
Community engagement		136,022		-		-		-		136,022		145,955
School leadership		142,047		-		-		-		142,047		377,496
Early childhood education		644,596		-		-		-		644,596		362,264
Health and wellness		40,197		<u> </u>						40,197		46,230
Total Expenses Before												
Depreciation		2,225,951		112,272		198,618		310,890		2,536,841		2,442,008
Depreciation		<u> </u>		684				684		684		684
Total Expenses	\$	2,225,951	\$	112,956	\$	198,618	\$	311,574	\$	2,537,525	\$	2,442,692

St. Louis Public Schools Foundation Statement of Cash Flows Year Ended June 30, 2018 (With comparative totals for 2017)

		2018		2017
Cash Flows From Operating Activities	æ	(24.404)	ው	(80E 303)
Change in net assets Adjustments to reconcile changes in net assets to net	\$	(31,101)	Ф	(805,302)
cash and equivalents provided by (used in) operating				
activities:				
Depreciation		684		684
Realized gains from sales of investments		(10,000)		(16,174)
Unrealized losses from investments		12,386		20,196
Donated securities		-		(9,498)
Decrease in assets:		FF 400		404.050
Unconditional promises to give		55,486		424,958 22
Prepaid expenses Increase (decrease) in liabilities:		693		22
Accounts payable		(6,851)		30,189
Accrued expenses		28,931		(5,718)
Net Cash Provided by (Used in) Operating Activities		50,228		(360,643)
Cash Flows From Investing Activities				
Purchases of investments		(2,330,514)		(3,130,538)
Proceeds from sales of investments		3,288,514		2,995,429
Advances from and payments to District, net		673,669		(109,403)
Net Cash Provided by (Used in) Investing Activities		1,631,669		(244,512)
Net Increase (Decrease) in Cash and Cash Equivalents		1,681,897		(605,155)
Cash and Cash Equivalents, Beginning of Year		338,319		943,474
Cash and Cash Equivalents, End of Year	\$	2,020,216	\$	338,319

1. Nature of Operations and Basis of Presentation

Organization

St. Louis Public Schools Foundation (the "Organization") is a nonprofit organization founded in 1998 to fund projects and activities that will have a measurable impact on academic achievement, high school graduation rates, and successful transition to post-secondary goals, such as college or entry into the work force, for students in the St. Louis Public Schools.

Basis of Presentation

The accompanying financial statements have been prepared in accordance with the provisions of the Financial Accounting Standards Board ("FASB"), Accounting Standards Codification (the "FASB ASC"), which is the source of authoritative, non-governmental accounting principles generally accepted in the United States of America ("GAAP"). All references to authoritative accounting guidance contained in our disclosures are based on the general accounting topics within the FASB ASC.

Net assets and revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Organization and changes therein are classified into three categories of net assets, as applicable, and reported as follows:

<u>Unrestricted net assets</u> - Net assets that are not subject to donor-imposed stipulations. Board designated funds are established by the Board of Directors and represent unrestricted net assets that have been set aside for future expenses.

<u>Temporarily restricted net assets</u> - Net assets subject to donor-imposed stipulations that may or will be met, either by actions of the Organization and/or the passage of time.

<u>Permanently restricted net assets</u> - Net assets subject to donor-imposed stipulations required to be maintained permanently by the Organization. The income earned on any related investments would also be subject to donor-imposed stipulations. As of June 30, 2018 and 2017, there were no permanently restricted net assets.

The financial statements include certain prior-year summarized comparative information in total but not by class of net assets. 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 the Organization's financial statements for the year ended June 30, 2017, from which the summarized information was derived.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Fair Value Measurements

The Organization follows guidance issued by the FASB on fair value measurements, which establishes a framework for measuring fair value, clarifies the definition of fair value within that framework, and expands disclosures about the use of fair value measurements. This guidance applies whenever fair value is the applicable measurement. The three general valuation techniques used to measure fair value are the market approach, cost approach, and income approach.

Cash and Cash Equivalents

The Organization considers all short-term, unrestricted, investments with an original maturity of three months or less at the time of purchase to be cash equivalents.

Obligations to hold certain contributions in separate accounts, as required by the funder, have been complied with by the Organization.

Investments

The Organization carries investments in marketable securities with readily determinable fair values and investments in debt securities at their fair values in the statement of financial position. 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.

Purchases and sales of securities are recorded on the trade-date basis. Unrealized gains and losses are included in the change in net assets in the statement of activities.

Unconditional Promises to Give

Unconditional promises to give due in the next year are recorded at their net realizable value. Unconditional promises to give due in subsequent years are reported at the present value of their net realizable value using risk-free interest rates applicable to the years in which the promises are to be received.

The Organization provides an allowance for doubtful promises to give equal to the estimated losses that will be incurred in the collection of unconditional promises to give. This estimate is based on historical experience coupled with a review of the current status of existing promises. The allowance and associated promises are reduced when the promises are determined to be uncollectible. The Organization considers unconditional promises to give to be fully collectible; accordingly, no allowance for doubtful promises to give is deemed necessary.

Property and Equipment

Property and equipment acquisitions with a life of one year or greater and a cost in excess of \$500 are capitalized and recorded at cost, while maintenance and repairs are expensed as incurred. Donated assets are recorded at fair value at the date of donation. Such donations are reported as increases in unrestricted net assets unless the donor has restricted the donated asset to a specific purpose or period of time. When assets are sold or otherwise disposed of, the related cost and accumulated depreciation are removed from the accounts. Any gain or loss arising from such disposition is included as income or expense in the year of disposition.

Depreciation is computed using the straight-line method over the estimated useful lives of the assets.

The estimated lives for computing depreciation on property and equipment are:

Classification	Years
Furniture and fixtures	7

Support and Revenue

Contributions, including unconditional promises to give, are recorded as received. All contributions are available for unrestricted use unless specifically restricted by the donor. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. Conditional promises to give are recognized when the conditions on which they depend are substantially met. Donor restricted contributions in which the restrictions are met within the same year as received are reported as unrestricted contributions in the accompanying financial statements.

Grants are generally recognized as income in the period that specific services are provided.

Donated Materials and Services (In Kind)

Donated noncash assets are recorded as contributions at their fair values at the date of donation. The estimated fair values of donated rent was \$14,004 for each of the years ended June 30, 2018 and 2017.

Donated services are recognized as contributions if the services create or enhance nonfinancial assets or require specialized skills, are performed by people with those skills, and would otherwise be purchased by the Organization. Volunteers provided various services throughout the year that are not recognized as contributions in the financial statements since the recognition criteria were not met.

Functional Expense Allocation

The Organization allocates expenses on a functional basis among various programs and supporting activities. Expenses that can be identified with a specific program and supporting activity are allocated directly according to their natural expenditure classifications. Other expenses that are common to several functions are allocated by various statistical bases.

Income Taxes

The Organization is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code (the "Code"), except on net income derived from unrelated business activities as defined in the Code. Accordingly, the Organization files as a tax exempt organization.

The Organization follows guidance issued by the FASB on accounting for income taxes and has evaluated its tax positions, expiring statutes of limitations, audits, proposed settlements, changes in tax law and new authoritative rulings, and believes that no provision for income taxes is necessary to cover any uncertain tax positions. The Organization's returns for tax years 2014 and later remain subject to examination by taxing authorities.

Subsequent Events

The Organization has evaluated subsequent events through November 29, 2018, the date the financial statements were available to be issued.

Recent Accounting Pronouncements

Revenue from Contracts with Customers

The FASB has issued new guidance on the recognition of revenue from contracts with customers. This guidance requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve this, an entity should apply a five step process to (1) identify the contract(s) with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when (or as) the entity satisfies a performance obligation. The guidance also requires an entity to disclose sufficient information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The guidance will be required for the first fiscal year beginning after December 15, 2018. Based on a preliminary analysis, the Foundation has not yet determined what impact, if any, this new guidance will have on its financial statements.

Not-for-profit Entities

The FASB has issued new guidance on financial reporting for not-for-profit entities. The guidance requires a not-for-profit entity to present on the face of the statement of financial position amounts for two classes of net assets at the end of the period, rather than for the currently required three classes. That is, a not-for-profit entity will report amounts for *net assets with donor restrictions* and *net assets without donor restrictions*, as well as the currently required amount for total net assets. The guidance also requires a not-for-profit entity to present on the face of the statement of activities the amount of the change in each of the two classes of net assets rather than that of the currently required three classes. Not-for-profit entities will continue reporting the currently required amount of the change in total net assets for the period. The guidance also requires a not-for-profit entity to continue to present on the face of the statement of cash flows the net amount for operating cash flows using either the direct or indirect method of reporting but no longer requires the presentation or disclosure of the indirect method (reconciliation) if using the direct method. The guidance also requires enhanced disclosures about the following:

- Amounts and purposes of governing board designations, appropriations, etc.,
- Composition of net assets with donor restrictions at the end of the period.
- Qualitative information that communicates how an entity manages its liquid resources.
- Quantitative and additional qualitative information, as necessary, that communicates the availability of an entity's financial assets,
- Amounts of expenses by both their natural classification and their functional classification.
- Method(s) used to allocate costs among program and support functions,
- Underwater endowment funds.

The guidance also requires that the Organization report investment return net of external and direct internal investment expenses, and no longer requires disclosure of those netted expenses. The guidance also requires that the Organization use, in the absence of explicit donor stipulations, the placed-in-service approach for reporting expirations of restrictions on gifts of cash or other assets to be used to acquire or construct a long-lived asset. The guidance will be required for the first fiscal year beginning after December 15, 2017. Based on a preliminary analysis, the Foundation expects the new guidance will have a significant impact on its financial statements.

3. Fair Value Measurements

The framework for measuring fair value establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into Levels 1, 2, and 3. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical instruments in active markets.

Level 2 Inputs to the valuation methodology to include quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in inactive markets, inputs other than quoted prices that are observable for the instrument, or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The instruments' fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Carrying amounts of certain financial instruments such as cash and cash equivalents, unconditional promises to give, accounts payable, and accrued expenses approximate fair value due to their short maturities or because the terms are similar to market terms. There have been no changes in the methodologies used at June 30, 2018 and 2017.

Following is a description of the valuation methodologies used for instruments measured at fair value:

Level 2 Instruments consist of certificates of deposit. These securities are valued based on yields currently available on comparable securities of issuers with similar credit rating.

All investments at fair value as of June 30, 2018 and 2017 are classified using level 2 techniques.

4. Investments

A summary of the cost and fair value of the Organization's investments as of June 30, is as follows:

	2018						
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value			
Certificates of deposit	\$ 4,244,000	\$ -	<u>\$ (10,866)</u>	\$ 4,233,134			
		20	17				
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value			
	Cost	Gairis	LUSSES	i ali value			
Certificates of deposit	\$ 5,192,000	\$ 5,700	\$ (4,180)	\$ 5,193,520			

5. Unconditional Promises to Give

Unconditional promises to give at June 30, are as follows:

		2018	2017		
Less than one year	\$	52,000	\$	97,486	
One to five years	·	10,000		20,000	
•	\$	62,000	\$	117,486	

Unconditional promises to give due in more than one year are reflected at the present value of estimated future cash flows using a discount rate, as applicable.

6. Property and Equipment

Property and equipment at June 30, is as follows:

	2016		2017
Furniture and Fixtures	\$	4,789	\$ 4,789
Less: accumulated depreciation		1,788	1,104
·	\$	3,001	\$ 3,685

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Depreciation expense for each of the years ended June 30, 2018 and 2017 totaled \$684.

2017

7. Related Party Transactions

Due to District

During the year ended June 30, 2018, the Organization was erroneously paid funds that should have been paid to St Louis Public Schools (the "District"). The District is a sister-company to the Organization, and the funds, totaling \$673,669, were paid back to the District subsequent to year end.

8. Board Designated Funds

The Organization's Board of Directors has designated unrestricted net assets at June 30, as follows:

	2018			2017		
Designated for future expenses	\$	57,335	\$	57,335		

9. Restricted Net Assets

Temporarily restricted net assets are available for the following purposes or periods at June 30, as follows:

	2018	2017
Purpose Restrictions College and career readiness Early childhood education School leadership Health and wellness	\$ 1,411,439 2,790,281 142,983 24,277	\$ 1,016,678 3,230,321 133,754 31,012
School funds Total Purpose Restrictions	525,180 4,894,160	572,752 4,984,517
Time Restrictions Year ended June 30, 2018 Year ended June 30, 2019 Year ended June 30, 2020 Total Time Restrictions	10,000 10,000 20,000	10,000 10,000 10,000 30,000
	\$ 4,914,160	\$ 5,014,517

Net assets released from restrictions for the years ended June 30, are as follows:

	<u>2018</u>			2017
Satisfaction of purpose restrictions Satisfaction of time restrictions	\$	1,529,904 10,000	\$	1,442,332
	\$	1,539,904	\$	1,442,332

10. Risks and Uncertainties

Concentrations

Contributions and grants from one and two grantors were approximately 21 and 22 percent of the Organization's contributions and grants during the years ended June 30, 2018 and 2017, respectively. Unconditional promises to give from two donors were approximately 100 and 98 percent of the Organization's unconditional promises to give at June 30, 2018 and 2017, respectively.

Concentration of Credit Risk

Financial instruments, which potentially subject the Organization to concentrations of credit risk, consist principally of cash and cash equivalents, unconditional promises to give, and investments. The Organization maintains its cash primarily with one financial institution. Deposits at this bank are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. At June 30, 2018, there were cash balances of \$578,644 in excess of federally insured limits at the bank. All certificates of deposit are fully insured by the FDIC. The Organization performs ongoing credit evaluations of its donors and maintains allowances, as needed, for potential credit losses. Although the Organization is directly affected by the financial stability of its donor base, management does not believe significant credit risk exists at June 30, 2018. The Organization maintains its cash equivalents and investments primarily with one brokerage firm. Certain cash equivalents and investments held at this firm are insured by the Securities Investor Protection Corporation ("SIPC") up to \$500,000. As of June 30, 2018, there were investment balances of \$1,126,042 in excess of SIPC limits at the brokerage firm. The Organization maintains its cash equivalents and investments with high quality brokerage firms.

Investments

The Organization 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 the amounts reported in the accompanying statements of financial position.

Contingencies

Certain revenue received by the Organization is subject to compliance audits by grantors. The findings of these audits could result in additional liabilities to the Organization. However, management believes that the Organization has complied with the provisions of each contract and the effect of such findings, if any, would not have a material impact on the financial statements.