

**FUNDING AGREEMENT BETWEEN THE CITY OF FRANKLIN AND
BOYS AND GIRLS CLUBS OF MIDDLE TENNESSEE**

COF Contract No. 2018-0113

This Funding Agreement is effective on July 1, 2018, between and among the City of Franklin, Tennessee, a political subdivision of the State of Tennessee (the "City") and BOYS AND GIRLS CLUBS OF MIDDLE TENNESSEE (the "Agency"), a Tennessee nonprofit corporation.

RECITALS

WHEREAS, Tennessee Code Annotated ("TCA") Section 6-54-111, as amended, authorizes a municipality's governing body to appropriate funds for the financial aid of any nonprofit charitable organization that provides year-round services benefiting the general welfare of the residents of the municipality or any nonprofit civic organization working to maintain and increase employment opportunities in the municipality; and

WHEREAS, the TCA also provides for the Comptroller of the Treasury to establish standard procedures to assist the municipal governing body in the disposition of funds so appropriated; and

WHEREAS, the municipality wishes to comply with the following laws and rules:

1. A municipality may appropriate funds for only those nonprofit charitable organizations that provide year-round services benefiting the general welfare of the residents of the municipality, or any nonprofit civic organization classified under Sections 501(c)(4) or (6) of the Internal Revenue Code working to maintain and increase employment opportunities in the municipality.

2. The governing body of each municipality shall adopt an adequate agreement stating the purpose for which the funds are being appropriated, for each nonprofit organization that is to receive municipal funds.

3. The budget document of the municipality shall include the name of each nonprofit organization and the specific amount appropriated for each organization.

4. Municipal payments to nonprofit organizations shall be limited to the amounts appropriated for such purposes and in keeping with the municipality's guidelines for how the appropriated funds may be spent.

5. Pursuant to Tennessee Code Annotated §6-54-111(c), the Agency shall file with the City a copy of the annual report of its business affairs and transactions that includes, but is not limited to:

- (a) Either a copy of the Agency's most recently completed annual audit or an annual report detailing all receipts and expenditures in a form prescribed by the comptroller of the treasury (a blank copy of which is attached as Exhibit A) and certified by the chief financial officer of the Agency;
- (b) A description of the program that serves the residents of the municipality (a blank copy of which is attached as Exhibit B); and
- (c) The proposed use of the municipal assistance (a blank copy of which is attached as Exhibit C).

The report filed shall be open for public inspections during regular business hours of the City.

6. For appropriations to nonprofit civic organizations, notices shall be published in a newspaper of general circulation in the municipality of the intent to make an appropriation, specifying the intended amount and purpose; and

WHEREAS, the City and the Agency intend to enter into this agreement for the purpose of defining the Agency's use of the monies received from the City in fiscal year 2018-2019.

NOW, THEREFORE, in consideration of the mutual covenants and promises, the parties agree as follows:

1. TERM

This agreement shall be effective from and after the effective date and shall extend through June 30, 2019, unless otherwise terminated in accordance herewith.

2. OBLIGATIONS OF CITY OF FRANKLIN

2.1 In accordance with City guidelines after all administrative costs are deducted therefrom, the City will contribute to the Agency the amount of EIGHTEEN THOUSAND and 00/100 DOLLARS (\$18,000.00).

2.2 Payments will be made in quarterly installments, payable at or near the beginning of each quarter.

3. OBLIGATIONS OF THE AGENCY

3.1 Use of Funds. The Agency shall use the City funds for the sole and limited purpose of community and economic development of the City of Franklin according to the Statement of Work and Program Objectives provided in Exhibit B, a copy of which is attached hereto and incorporated by reference herein.

3.2 Work Plan. In order to accomplish the objective(s) set forth in paragraph 3.1, the agency shall submit to the City a Work Plan that describes, in detail, the efforts to be undertaken by the Agency to accomplish the performance objectives set forth in Exhibit B, a copy of which is attached hereto as Exhibit C and incorporated by reference herein. At a

minimum, the Work Plan shall include that information required by Exhibit B. The Agency shall coordinate its performance under this Agreement with the City. The Agency shall advise and consult with the City Administrator or his/her designee, with respect to its performance under this Agreement.

3.3 Annual Budget. The Agency shall submit an annual budget in a form and on a schedule acceptable to the City. The annual budget shall contain a detailed analysis of the project administrative expenses for operations and reasonable estimates of the projected amounts to be spent for the services to be provided and Work Plan to be implemented for the calendar year. The budget shall be submitted to the City with this agreement.

3.4 Reporting. Pursuant to Tennessee Code Annotated §6-54-111(c), the Agency shall file with the City a copy of the annual report of its business affairs and transactions that includes, but is not limited to:

- (a) Either a copy of the Agency's most recently completed annual audit or an annual report detailing all receipts and expenditures in a form prescribed by the comptroller of the treasury (a blank copy of which is attached as Exhibit A) and certified by the chief financial officer of the Agency;
- (b) A description of the program that serves the residents of the municipality; and
- (c) The proposed use of the municipal assistance.

The report filed shall be open for public inspections during regular business hours of the City.

3.5 Insurance. The Agency shall maintain professional liability and general liability insurance coverages as are reasonably necessary to cover any liability arising out of the acts or omissions of the Agency and its employees. The Agency shall maintain workers' compensation insurance as required by the laws of the State of Tennessee.

The Agency shall require all third parties utilized by the Agency ("Contractors") to maintain professional liability and general liability insurance coverages as are reasonably necessary to cover any liability arising out of the acts or omissions of the Contractors and its employees. The Agency shall require contractors to maintain workers' compensation as required by the State of Tennessee. The contractor's general liability insurance shall be of sufficient limits to provide defense and settlement expenses for Agency that result from the contractor liability. To the extent permissible, the Agency shall require each Contractor to endorse the Agency as an additional insured on the Contractor's general liability policies.

To the extent permitted by law, the Agency shall require such Contractor to indemnify and hold the Agency harmless against any liability caused by acts or omissions of the Contractor and its employees.

Insurance information will be provided to the City upon request. The Agency shall notify the City immediately of incidents that could lead to a major claim against the Agency.

4. RESTRICTION ON USE OF FUNDS

The Agency does hereby warrant and represent that the City Funds shall not be utilized by either the Agency or any of its Contractors for the following purposes:

- 4.1 Any claim or litigation against the City or any department or division of the City.
- 4.2 Any political or levy campaigning purposes.

5. RECORDS AND AUDITS

5.1 **Accounting.** The Agency shall maintain full, accurate and complete financial and accounting books, records and reports ("Records") of all direct and indirect uses and expenditures of the City Funds consistent with generally accepted accounting principles (GAAP).

5.2 **Maintenance of Records.** The Agency shall keep records relating to all uses and expenditures of the City Funds received pursuant to this Agreement. The Agency shall maintain a system of bookkeeping adequate for its operations hereunder and shall submit reports from such system to the City and the Agency on an annual basis for review and approval. The Agency shall keep and preserve for at least five (5) years following each calendar year all sales slips, rental agreements, purchase orders, sales books, cash register tapes, credit card invoices, payroll records, duplicate deposit tapes and invoices, bank accounts, cash receipts and cash disbursements, bank books and other evidence of receipts and expenditures for such period.

5.3 **Audit.** The City or the City's designated representative, at the City's cost and expense, shall have the right to audit the Agency's Records at any time but shall not unreasonably interfere with the Agency's business or operations in connection with any such audit. The Agency acknowledges that this Agreement may be subject to audit by the Auditor of the State of Tennessee.

5.4 **Repayment.** If an audit discloses the Agency has received or retained City Funds in error or in excess of those to which the Agency is entitled under this Agreement or has used the City Funds for a purpose not authorized by this Agreement, the Agency agrees to promptly repay to the City the full amount of such City Funds, with interest thereon at the rate equal to the 90-day U.S. Treasury Note at the time. In the event the Agency fails to promptly repay to the City the full amount of such City Funds, the City may elect to withhold said City Funds from any future payments to the Agency.

5.5 **Additional Remedies.** In addition to the repayment remedy set forth in paragraph 5.4 herein, the City may elect to terminate this Agreement as set forth in section 6, herein with a minimum of 30 days written notice to the Agency's President and Chair of the Board with opportunity to cure any breach.

6. TERMINATION

If either party hereto breaches any term, condition, representation, warranty or covenant contained in this Agreement, or if the Agency engages in any malfeasance or misfeasance with respect to the City Funds, the non-breaching party may elect to terminate this Agreement with a minimum of 30 days written notice to the other party with opportunity to cure any breach.

7. MISCELLANEOUS PROVISIONS

7.1 The Agency and the City agree that, as a condition to this Agreement, they shall not discriminate against any employee on the basis of race, color, sex, religion, natural origin, handicap, or any other factor specified in Title VI of the Civil Rights Act of 1964, the Rehabilitation Act of 1973, the Americans with Disabilities Act, and subsequent amendments thereto, and all other federal and state laws regarding such discrimination.

7.2 The Agreement may be amended at any time, or any provision hereof may be waived, by written consent of all parties hereto.

7.3 This Agreement shall be governed by and construed under the laws of the State of Tennessee.

7.4 The Agency and the City shall conform to the requirements of all applicable laws and regulations of the State of Tennessee governing the execution of their respective duties under this Agreement.

(Signatures on next page)

IN WITNESS WHEREOF, THE PARTIES HAVE EXECUTED THIS Agreement as of
this _____ day of _____, 2018 by

BOYS AND GIRLS CLUBS OF MIDDLE TENNESSEE

By: Denise Carothers

Name: Denise Carothers

Title: Director of Resource Development Williamson County

Date: 7-11-18

CITY OF FRANKLIN

By: Eric S. Stuckey
Eric Stuckey, City Administrator

Date: 7-12-2018

Approved as to form:

By: Tiffani M. Pope
Tiffani M. Pope, Staff Attorney

EXHIBIT A

Annual Reporting Form for Nonprofit Organizations
Seeking Financial Assistance from Local Governments

Audit

Attached

Name of Nonprofit Organization

Street Address

City

County

State

Zip

Annual Financial Report of Cash Receipts, Disbursements, and Balances

For the Fiscal Year from _____ through _____

Report Required by Title 5, Chapter 9, Part 1,

And Title 6, Chapter 54, Part 1, *Tennessee Code Annotated*

Receipts

Federal Grants

\$ _____

State Grants

Financial Assistance from Local
Governments

Donations and Gifts from Citizens

Membership Dues

Fees/Charges for Services

Fundraising Events

Sale of Assets

Loans-Borrowed Funds

Investment Income

Other Receipts

Total Receipts

\$ _____ (A)

Disbursements

Grants and Other Assistance Paid to Other Organizations and Individuals	\$ _____	
Salaries and Wages	_____	
Employee Benefits	_____	
Payroll Taxes	_____	
Fees for Services (non-employee)	_____	
Advertising and Promotion	_____	
Office Expenses	_____	
Leases/Rentals	_____	
Maintenance and Repairs	_____	
Supplies	_____	
Travel	_____	
Utilities	_____	
Insurance	_____	
Conferences, Conventions and Meetings	_____	
Interest	_____	
Purchase of Capital Assets – Vehicles and Equipment	_____	
Purchase of capital Assets – Property and Buildings	_____	
Loan Payments	_____	
Other	_____	
Total Disbursements		\$ _____ (B)

Cash Receipts Less Disbursements for the fiscal Year (A-B=C)	\$ _____ (C)
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Cash Balance - at the beginning of the fiscal year	\$ _____ (D)
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Cash Balance - at the end of the fiscal year (C+D=E)	\$ _____ (E)
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**Details of Cash Balance - at the end of
the fiscal year**

Cash on Hand	\$ _____	
Cash in Bank – Checking	_____	
Cash in Bank – Savings Accounts	_____	
Cash in Bank – Certificates of Deposits	_____	
Other Cash	_____	
Total Cash - at the end of the fiscal year		\$ _____(E)

Please Explain Proposed Use of the Financial Assistance from Local Governments.

I certify that this report accurately presents the cash receipts, disbursements, and balances of the
_____ for the fiscal year noted above.

Name of Nonprofit Organization

Person Preparing Report

Printed Name

Signature

Phone Number _____ Email Address _____ Date _____

EXHIBIT B

STATEMENT OF WORK AND PROGRAM OBJECTIVES

The Agency 2018-2019 Statement of Work and Program Objectives (description of the program) shall include:

1. Provide academic enrichment with a focus on science, technology, engineering, the arts, math and technology to increase the abilities of lower performing students along with other academic activities.
2. Provide methods to increase parental participation with their children.
3. To provide an intense intervention program for those residing in economically and socially disadvantaged neighborhoods.

EXHIBIT C

WORK PLAN

The Agency 2018-2019 Annual Work Plan (how the funds will be used) shall include:

1. To reach the outcome of Academic Success, we will provide each member the opportunity to receive tutoring to correctly complete school assignments and recognition for achievement through the Power Hour program. In addition each member participates in the KidzLit reading program. Other programs offered in the area of Academic Success are Career Launch focusing on resume writing and job applications, NetSmartz and Skill Tech which focus on computer technology and Science Buddies.

2. To reach the outcome of Good Character and Citizenship we enable youth to become productive, caring, and responsible citizens. Club members ages 11-13 and 14 to 19 participate in either Torch or Keystone Clubs. These are small group leadership Clubs focusing on service to Club and community; education; health and fitness; and social recreation.

3. The outcome of Healthy Lifestyles is reached through the use of programs such as: SMART Moves, Passport to Manhood, and SMART Girls. These programs encourage youth to resist alcohol and drug use, make healthy relationship choices, and avoid peer pressure. The gender targeted programs (Passport to Manhood and SMART Girls) assist adolescent youth to navigate the space between childhood and adulthood. SMART Moves and Passport to Manhood run for consecutive 12 week sessions.

EXHIBIT D

Budget for Current Year

EXPENDITURES	
Employee Salaries and Benefits	\$326,968
Payroll Taxes	\$23,328
Service Fees	\$17,280
Office Expenses	\$1,800
Information Technology	\$5,639
Occupancy	\$33,303
Travel	\$2,700
Conferences and Meetings	\$2,710
Payment to Affiliates	\$18,080
Depreciation	\$17,000
Insurance	\$13,344
Program Supplies, Buses and Transportation	\$141,807
All other	
Total Budget	\$603,959

REVENUES: (include any fund raising events)	
Williamson County Government	\$8,960
City of Franklin Government	\$18,000
United Way	\$111,950
Other Government	\$113,000
Fundraising	\$188,120
Other Contributions	\$67,070
Program Service Fees	\$87,902
Membership dues	\$7,300
Investment Income	
Other Revenue	
TOTAL REVENUES	\$602,302

2017
Financial Statements
With
Auditor's Letters

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE

FINANCIAL STATEMENTS

DECEMBER 31, 2017

WITH SUMMARIZED COMPARATIVE TOTALS AS OF DECEMBER 31, 2016

(With Independent Auditor's Report Thereon)

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
FINANCIAL STATEMENTS
DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS AS OF DECEMBER 31, 2016

CONTENTS

	<u>PAGE</u>
Independent Auditor's Report	1 - 2
Audited Financial Statements:	
Statement of Financial Position	3
Statement of Activities	4
Statement of Functional Expenses	5
Statement of Cash Flows	6
Notes to Financial Statements	7 - 20



PATTERSON, HARDEE & BALLENTINE, P.C.

Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
of the Boys & Girls Clubs of Middle Tennessee

We have audited the accompanying financial statements of the Boys & Girls Clubs of Middle Tennessee (a nonprofit organization), which comprise the statement of financial position as of December 31, 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.

Auditor's 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 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 Boys & Girls Clubs of Middle Tennessee as of December 31, 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.

Emphasis of Matter

As discussed in NOTE 20 to the financial statements, temporarily restricted net assets were overstated in previously issued financial statements. Our opinion is not modified with respect to that matter.

Report on Summarized Comparative Information

We have previously audited the Boys & Girls Clubs of Middle Tennessee's 2016 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated March 28, 2017. In our opinion, except as noted in the Emphasis of Matter paragraph, the summarized comparative information presented herein as of and for the year ended December 31, 2016, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Patterson Handley & Bellentine

April 13, 2018

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
STATEMENT OF FINANCIAL POSITION
DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS AS OF DECEMBER 31, 2016

	<u>ASSETS</u>	
	<u>2017</u>	<u>2016</u>
Current Assets:		
Cash and cash equivalents	\$ 1,129,662	\$ 1,421,935
Grants and contracts receivable	415,314	77,373
Contributions receivable, net	2,615	97,119
Prepaid expenses and deposits	16,574	41,792
Investments	416,344	328,018
Total current assets	<u>1,980,509</u>	<u>1,966,237</u>
Property and Equipment, net	1,365,452	1,449,741
Membership rights, net	17,333	7,500
	<u>1,382,785</u>	<u>1,457,241</u>
Assets Held for Sale, net	<u>29,965</u>	<u>29,965</u>
Assets Whose Use is Limited:		
Cash	125,543	151,524
Grants receivable	56,184	55,058
Restricted pledges, net	72,199	78,547
Beneficial interest in agency endowment fund held by the Community Foundation of Middle Tennessee	32,964	28,981
Investments	938,498	938,498
Total assets whose use is limited	<u>1,225,388</u>	<u>1,252,608</u>
	<u>\$ 4,618,647</u>	<u>\$ 4,706,051</u>

	<u>LIABILITIES AND NET ASSETS</u>	
Current Liabilities:		
Note payable - current portion	\$ 44,917	\$ 39,229
Accounts payable	46,767	42,245
Accrued expenses	79,676	81,047
Total current liabilities	<u>171,360</u>	<u>162,521</u>
Note payable - long-term portion	<u>220,633</u>	<u>269,200</u>
Total liabilities	<u>391,993</u>	<u>431,721</u>
Net Assets:		
Unrestricted	<u>3,001,266</u>	<u>3,014,222</u>
Restricted Net Assets:		
Temporarily restricted	253,926	292,629
Permanently restricted	971,462	967,479
Total restricted net assets	<u>1,225,388</u>	<u>1,260,108</u>
Total Net Assets	<u>4,226,654</u>	<u>4,274,330</u>
	<u>\$ 4,618,647</u>	<u>\$ 4,706,051</u>

See accompanying notes to financial statements.

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2016

	2017			Total	Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	2017	2016
Public Support and Revenue:					
Gross special events revenue	\$ 670,217	\$ -	\$ -	\$ 670,217	\$ 593,821
Less direct cost of special events	(292,901)	-	-	(292,901)	(246,428)
Net special events revenue	377,316	-	-	377,316	347,393
Individual gifts and contributions	584,470	3,652	-	588,122	881,241
Grants and contracts	895,770	4,500	-	900,270	766,020
United Way grants, allocations, and designations	63,577	51,684	-	115,261	125,284
Program service fees	619,458	-	-	619,458	520,948
Gain on sale of asset	2,000	-	-	2,000	-
Donated rent	86,790	-	-	86,790	107,267
Investment income - net	7,968	188,432	3,983	200,383	85,591
Recovery of bad debt	25,000	-	-	25,000	-
Other, net of \$38,118 direct expenses in in 2016, \$0 in 2017	45,515	29	-	45,544	58,643
Net assets released from restrictions	287,000	(287,000)	-	-	-
Total public support and revenue	2,994,864	(38,703)	3,983	2,960,144	2,892,387
Expenses:					
Program services:					
Comprehensive youth development	2,578,285	-	-	2,578,285	2,294,836
Supporting services:					
Management and general	289,603	-	-	289,603	310,457
Fundraising	139,932	-	-	139,932	304,955
Total expenses	3,007,820	-	-	3,007,820	2,910,248
Increase (decrease) in net assets	(12,956)	(38,703)	3,983	(47,676)	(17,861)
Net assets at beginning of year:					
As previously reported	2,255,485	1,051,366	967,479	4,274,330	4,292,191
Adjustment for release of restriction	758,737	(758,737)	-	-	-
Balance at beginning of year, as restated	3,014,222	292,629	967,479	4,274,330	4,292,191
Net assets at end of year	\$ 3,001,266	\$ 253,926	\$ 971,462	\$ 4,226,654	\$ 4,274,330

See accompanying notes to financial statements.

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2016

	2017				
	Program Services	Supporting Services			
	Comprehensive Youth Development	Management and General	Fundraising	Total 2017	Total 2016
Salaries	\$ 1,394,628	\$ 140,575	\$ 96,083	\$ 1,631,286	\$ 1,608,543
Employee taxes & benefits	226,738	26,347	18,588	271,673	227,216
Total payroll & related expenses	1,621,366	166,922	114,671	1,902,959	1,835,759
Awards and grants	685	-	-	685	3,236
Communications	15,767	1,982	-	17,749	17,503
Increase in allowance for doubtful accounts	-	-	-	-	15,000
Depreciation & amortization	116,645	2,381	16,167	135,193	134,331
Equipment rental and maintenance	25,704	7,020	-	32,724	51,296
Field trips & other youth events	45,308	-	-	45,308	32,319
In-kind expense	86,790	-	-	86,790	107,267
Interest expense	13,436	-	-	13,436	10,043
Marketing	7,958	-	3,411	11,369	16,846
Membership dues	28,966	3,287	-	32,253	30,222
Miscellaneous	20,041	33,843	2,992	56,876	66,986
Postage	465	1,395	465	2,325	2,337
Professional fees	69,864	26,333	925	97,122	101,101
Special events	104,610	-	188,291	292,901	246,428
Supplies	217,182	15,754	118	233,054	179,585
Training and conferences	15,282	12,926	-	28,208	34,337
Transportation	76,105	-	-	76,105	57,696
Travel and mileage	8,973	1,500	1,125	11,598	10,460
Utilities and occupancy costs	207,748	16,260	58	224,066	203,924
Total expenses by function	2,682,895	289,603	328,223	3,300,721	3,156,676
Less expenses included with revenues on the statement of activities:					
Direct cost of special events	(104,610)	-	(188,291)	(292,901)	(246,428)
Total expenses included in the expense section on the statement of activities	\$ 2,578,285	\$ 289,603	\$ 139,932	\$ 3,007,820	\$ 2,910,248

See accompanying notes to financial statements.

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2016

	<u>2017</u>	<u>2016</u>
Cash Flows From Operating Activities:		
Decrease in net assets	\$ (47,676)	\$ (17,861)
Adjustments to reconcile decrease in net assets to net cash provided by (used in) operating activities:		
Depreciation and amortization	135,193	134,331
Realized (gain) loss on investments	(92,352)	12,801
Adjustments to allowance	25,000	(11,720)
Bad debts	-	39,790
Present value discount	-	(13,070)
Unrealized gains on investments	(80,274)	(72,756)
Change in value of beneficial interest in agency endowment fund	(3,983)	(2,373)
Changes in:		
Grants and contracts receivable	(337,941)	(717)
Contributions receivable	69,504	(53,813)
Prepaid expenses and deposits	25,218	(17,331)
Assets whose use is limited	31,203	(171,053)
Accounts payable	4,522	9,317
Accrued expenses	(1,371)	27,510
Total adjustments	(225,281)	(119,084)
Net cash used in operating activities	(272,957)	(136,945)
Cash Flows From Investing Activities:		
Proceeds from sale of investment	545,009	532,393
Purchase of investments	(460,709)	(673,621)
Purchase of property and equipment	(34,737)	-
Purchase of intangible asset	(26,000)	-
Net cash provided by (used in) investing activities	23,563	(141,228)
Cash Flows From Financing Activities:		
Payments on long-term debt	(42,879)	(27,501)
Net cash used in financing activities	(42,879)	(27,501)
Net decrease in cash	(292,273)	(305,674)
Cash and cash equivalents - beginning of year	1,421,935	1,727,609
Cash and cash equivalents - end of year	<u>\$ 1,129,662</u>	<u>\$ 1,421,935</u>

Supplemental Cash Flow Information

Interest paid during the year ended December 31, 2017 and 2016, was \$13,436 and \$10,043, respectively.

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS AS OF DECEMBER 31, 2016

NOTE 1 – Summary of Significant Accounting Policies

Nature of Activities

In these notes, the terms "Organization", "we", "us" or "our" mean Boys & Girls Clubs of Middle Tennessee. We have chosen to present our name how it is recognized nationally as "Boys & Girls Clubs of Middle Tennessee," rather than our official name of "Boys and Girls Clubs of Middle Tennessee" in accordance with the Secretary of State. We are a nonprofit organization affiliated with the Boys & Girls Clubs of America. Founded in 1917, the Boys & Girls Clubs of Middle Tennessee consist of eight Club facilities throughout the region. The goal of the organization is to enable all young people, especially those who need us most, to reach their full potential as productive, caring, and responsible citizens. We strive to improve each child's life by instilling in them a sense of competence, usefulness, belonging, and power/influence. We focus on three priority outcomes: academic success, healthy lifestyles, good character and citizenship.

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles. Net assets and revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, our net assets and changes therein are classified and reported as follows:

Unrestricted net assets - Net assets that are not subject to donor-imposed stipulations.

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

Permanently restricted net assets - Net assets subject to donor-imposed stipulations that they be maintained permanently by us. Generally, the donors of these assets permit us to use all or part of the income earned and any related investments for general or specific purposes.

Prior Year Summarized Financial Information

While comparative information is not required under United States generally accepted accounting principles ("US GAAP"), we believe this information is useful and have included certain summarized financial information from our 2016 financial statements. Such summarized information is not intended to be a complete presentation in conformity with US GAAP. Accordingly, such information should be read in conjunction with our financial statements as of and for the year ended December 31, 2016, from which it was derived.

Reclassifications

Certain reclassifications of prior year summarized amounts have been made to conform to the current year presentation.

Revenue

We recognize revenue as it is received or promised to us in accordance with generally accepted accounting principles for non-profit organizations.

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS AS OF DECEMBER 31, 2016

NOTE 1 – Summary of Significant Accounting Policies (continued)

Cash Equivalents

For the purposes of the Statement of Cash Flows, we consider all unrestricted cash and investment instruments purchased with an original maturity date of ninety days or less from the date of issuance to be a cash equivalent. At December 31, 2017, we had cash equivalents in the amount of \$142,910. At December 31, 2016, we had cash equivalents in the amount of \$34,837.

Contributions Receivable

Unconditional promises to give (pledges) are recognized as contribution revenue when the donor's commitment is received. Pledges with payments due to us in future periods are recorded as increases in temporarily restricted or permanently restricted net assets at the estimated present value of future cash flows, net of an allowance for estimated uncollectible promises. Allowance is made for uncollectible contributions receivable based upon our analysis of past collection experience and other judgmental factors. At December 31, 2017 and 2016, an allowance of \$0 and \$25,000, respectively, was considered necessary.

In contrast to unconditional promises as described above, conditional promises are not recorded until donor contingencies are substantially met.

Grant Receivable

We recognize grant revenue when the grant is awarded. At December 31, 2017 and 2016, no allowance was considered necessary for uncollectible grant receivables based upon our analysis of past collection experience with grantors.

Prepaid expenses

Prepaid expenses consist of insurance premiums paid by us in advance.

Property and Equipment

Property and equipment is recorded at cost, or, if donated, at the estimated fair market value at the date of donation. Our capitalization policy is to capitalize any expenditure over \$5,000 for property and equipment, and any expenditure over \$500 for leasehold improvements. Depreciation is provided utilizing the straight-line method over the estimated useful lives of the respective assets. Expenditures for repairs and maintenance are charged to expense as incurred.

Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate the related carrying amount may not be recoverable. At December 31, 2017 and 2016, no assets were considered to be impaired.

Functional Allocation of Expenses

The costs of providing program services and supporting services have been summarized on a functional basis in the Statement of Activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Marketing

Marketing is expensed as incurred. Total marketing expense for the years ended December 31, 2017 and 2016, was \$11,369 and \$16,846, respectively.

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS AS OF DECEMBER 31, 2016

NOTE 1 – Summary of Significant Accounting Policies (continued)

Donated Services and Goods

Donated services are recognized if they create or enhance non-financial assets, or the donated service requires specialized skills, was performed by a donor who possesses such skills, and would have been purchased by us if not donated. Such services are recognized at fair value as support and expense in the period the services are performed.

We received donated rent for the years ended December 31, 2017 and 2016, of \$86,790 and \$107,267, respectively. See NOTE 13.

Income Taxes

We are a tax-exempt organization under Section 501(c) (3) of the Internal Revenue Code and are classified as an organization that is not a private foundation as defined in Section 509(a) of the Internal Revenue Code. Therefore, no provision for federal income taxes is included in the accompanying financial statements. We do not believe there are any uncertain tax positions. Further, we do not believe that we have any unrelated business income, which would be subject to federal taxes.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires us to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Fair Values of Financial Instruments

The carrying values of current assets and current liabilities approximate fair values due to short maturities of these instruments. The fair value of the note payable approximates the carrying amount and is estimated based on current rates offered to us. All of our financial instruments are categorized as level 1 in the fair value hierarchy.

NOTE 2 – Contributions Receivable

Contributions receivable consisted of the following at December 31:

	<u>2017</u>	<u>2016</u>
Due in less than one year	\$ 12,615	\$ 132,119
Due in one or more years	<u>80,000</u>	<u>90,000</u>
	92,615	222,119
Less: discounts to net present value	(17,801)	(21,453)
Less: allowance for doubtful accounts	<u>-</u>	<u>(25,000)</u>
Net contributions receivable	<u>\$ 74,814</u>	<u>\$ 175,666</u>

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS AS OF DECEMBER 31, 2016

NOTE 2 – Contributions Receivable (continued)

Contributions receivable as shown on the Statement of Financial Position as follows at December 31:

	<u>2017</u>	<u>2016</u>
Contributions receivable, net	\$ 2,615	\$ 97,119
Restricted pledges, net	<u>72,199</u>	<u>78,547</u>
Net contributions receivable	<u>\$ 74,814</u>	<u>\$ 175,666</u>

Gross restricted pledges receivable of \$100,000 for golf membership renewal rights in 2017 have been discounted for the time value of money using a discount rate of 4.65%. The rate was determined using the interest method after an allowance had been established. The net restricted pledges for the golf membership rights at December 31, 2017 and 2016 was \$72,199 and \$78,547, respectively.

NOTE 3 – Investments

Investments consisted of the following at December 31:

	<u>2017</u>		<u>2016</u>	
	<u>Market Value</u>	<u>Cost</u>	<u>Market Value</u>	<u>Cost</u>
LLC Ownership	\$ 135,098	\$ 133,506	\$ 127,130	\$ 133,506
Equity	845,744	641,448	786,673	658,693
Fixed Income Taxable	340,579	339,649	277,448	278,835
Real Estate	19,545	14,862	65,176	66,265
Commodities	<u>13,876</u>	<u>12,822</u>	<u>10,089</u>	<u>9,711</u>
	1,354,842	<u>\$ 1,142,287</u>	1,266,516	<u>\$ 1,147,010</u>
Less: restricted investments	<u>(938,498)</u>		<u>(938,498)</u>	
	<u>\$ 416,344</u>		<u>\$ 328,018</u>	

Investment income (loss) consisted of the following for the years ended December 31:

	<u>2017</u>	<u>2016</u>
Interest and dividend income	\$ 38,236	\$ 36,149
Realized gain (loss) - net	92,352	(12,801)
Unrealized gain - net	80,274	72,756
Investment fees	(14,462)	(11,886)
Change in value of beneficial interest		
In agency endowment fund (see NOTE 9)	<u>3,983</u>	<u>1,373</u>
Investment income - net	<u>\$ 200,383</u>	<u>\$ 85,591</u>

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS AS OF DECEMBER 31, 2016

NOTE 3 – Investments (continued)

At December 31, 2017, our investments were held in a trust, we are the sole beneficiary of this trust.

At December 31, 2017, we owned units of ownership in a limited liability company (LLC). Our ownership is a result of a contribution made in 2010.

We have elected to report other investments that do not have a readily determinable value, at carrying value, except those for which the fair value option has been elected.

We have recognized our LLC ownership interest at fair market value in accordance with generally accepted accounting principles under the fair value option. The fair value of the ownership interest is measured annually based on the values of the underlying investment held in the LLC. As of December 31, 2017 and 2016, the fair value of this ownership interest was \$135,098 and \$127,130, respectively.

NOTE 4 – Fair Value Measurements

We use a framework for measuring fair value and disclosing fair values. We define fair value at the price which would be received to sell an asset in an orderly transaction between market participants at the measurement date. We use this framework for all assets and liabilities measured and reported on a fair value basis and enable the reader of the financial statements to assess the inputs used to develop those measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. Each asset and liability carried at fair value is classified into one of the following categories:

- Level 1 - Quoted market prices in active markets for identical assets or liabilities
- Level 2 - Observable market based inputs or unobservable inputs corroborated by market data
- Level 3 - Unobservable inputs not corroborated by market data.

The following table summarizes our financial assets measured at fair value on a recurring basis segregated by level of valuation inputs within the fair value hierarchy utilized to measure fair value as of December 31, 2017:

	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Common Stocks-Public	\$ 845,744	\$ 845,744	\$ 845,744	\$ -	\$ -
LLC Ownership	135,098	135,098	-	135,098	-
Fixed Income Taxable	340,579	340,579	340,579	-	-
Real Estate	19,545	19,545	19,545	-	-
Commodities	13,876	13,876	13,876	-	-
Beneficial interest in agency endowment fund	32,964	32,964	-	-	32,964
	<u>\$ 1,387,806</u>	<u>\$ 1,387,806</u>	<u>\$ 1,219,744</u>	<u>\$ 135,098</u>	<u>\$ 32,964</u>

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS AS OF DECEMBER 31, 2016

NOTE 4 – Fair Value Measurements (continued)

As shown on the financial statements as follows at December 31:

	<u>2017</u>	<u>2016</u>
Unrestricted investments	\$ 416,344	\$ 328,018
Restricted investments	<u>938,498</u>	<u>938,498</u>
	1,354,842	1,266,516
Beneficial interest in agency endowment fund	<u>32,964</u>	<u>28,981</u>
	<u>\$ 1,387,806</u>	<u>\$ 1,295,497</u>

The following table summarizes our financial assets measured at fair value on a recurring basis segregated by level of valuation inputs within the fair value hierarchy utilized to measure fair value as of December 31, 2016:

	<u>Carrying Value</u>	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Common Stocks-Public	\$ 786,673	\$ 786,673	\$ 786,673	\$ -	\$ -
LLC Ownership	127,130	127,130	-	127,130	-
Fixed Income Taxable	277,448	277,448	277,448	-	-
Real Estate	65,176	65,176	65,176	-	-
Commodities	10,089	10,089	10,089	-	-
Beneficial interest in agency endowment fund	<u>28,981</u>	<u>28,981</u>	<u>-</u>	<u>-</u>	<u>28,981</u>
	<u>\$ 1,295,497</u>	<u>\$ 1,295,497</u>	<u>\$ 1,139,386</u>	<u>\$ 127,130</u>	<u>\$ 28,981</u>

There were no transfers between Level 1, Level 2, and Level 3 investments during the years ended December 31, 2017 and 2016.

A reconciliation of changes in the amounts reported for the asset valued using Level 3 inputs is included in NOTE 9.

NOTE 5 – Property and Equipment

Property and equipment consisted of the following at December 31:

	<u>2017</u>	<u>2016</u>
Land	\$ 26,530	\$ 26,530
Buildings and improvements	1,997,719	1,962,982
Vehicles	652,495	652,495
Furniture, equipment and software	<u>504,890</u>	<u>504,890</u>
	3,181,634	3,146,897
Less accumulated depreciation	<u>(1,816,182)</u>	<u>(1,697,156)</u>
Net property and equipment	<u>\$ 1,365,452</u>	<u>\$ 1,449,741</u>

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS AS OF DECEMBER 31, 2016

NOTE 5 – Property and Equipment (continued)

Total depreciation expense for the years ended December 31, 2017 and 2016, was \$119,026 and \$104,331, respectively.

The Thompson Lane facility is not currently in use and has a net book value of \$29,965 as of December 31, 2017. This fixed asset is segregated on the face of the financials. See NOTE 18.

NOTE 6 – Membership Rights

During 2007, we entered into a membership purchase agreement with the Golf Club of Tennessee (the "Club") and paid \$300,000 for membership rights. We received a restricted contribution to finance the membership, which allows for 10 years of annual fundraising golf tournaments at the Club and the right to unlimited use of the Club's facilities for the cultivation and solicitation of donors. We have no equity or ownership or any other property interest in the Club. We are amortizing the cost of the membership rights over the term of the agreement. For the years ended December 31, 2017 and 2016, we reported amortization expense of \$7,500 and \$30,000, respectively.

In 2017, we renewed the membership purchase agreement with the Club for \$260,000 for an additional 10 years. A \$100,000 cash contribution and a \$100,000 pledge were made in 2016 specifically to cover the cost. We will pay the balance of \$60,000 if we are unable to receive more contributions. In the agreement, the Club allowed for 10 \$26,000 annual payments to cover the cost. See NOTE 2 for the pledge receivable and NOTE 7 for the inclusion of membership rights, net of amortization. The amortization expense for December 31, 2017 is \$8,667. Total amortization expense for the year for membership rights was \$16,167.

NOTE 7 – Temporarily Restricted Net Assets

Temporarily restricted net assets consisted of the following at December 31:

	<u>2017</u>	<u>2016</u>
Scholarship - Youth of the Year	\$ 30,165	\$ 30,156
United Way of Williamson County	51,684	51,250
City of Franklin grant	4,500	3,808
Ray White Fund	20,370	20,360
Golf Membership Renewal	146,199	178,547
Membership rights - net of amortization	-	7,500
Scholarships	1,008	1,008
Capital Campaign	<u>-</u>	<u>758,737</u>
Total, as previously reported		1,051,366
Prior period adjustment (NOTE 20)	<u>-</u>	<u>(758,737)</u>
	<u>\$ 253,926</u>	<u>\$ 292,629</u>

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS AS OF DECEMBER 31, 2016

NOTE 8 – Permanently Restricted Net Assets

Permanently restricted net assets consisted of the following at December 31:

	<u>2017</u>	<u>2016</u>
Beneficial interest in agency endowment fund	\$ 32,964	\$ 28,981
Endowment fund	<u>938,498</u>	<u>938,498</u>
	<u>\$ 971,462</u>	<u>\$ 967,479</u>

NOTE 9 – Beneficial Interest in Agency Endowment Fund

In the years ended December 31, 2017 and 2016, the Community Foundation of Middle Tennessee, (the Foundation) a non-profit organization, is in control of an endowment fund for us. The endowment has been recorded as permanently restricted. The Foundation has ultimate authority and control over all property of the fund and the income derived therefrom. The endowment is considered a reciprocal transfer and is therefore recorded as an asset on our Statement of Financial Position.

The Board of Directors has interpreted the Uniform Prudent Management of Institutional Funds Act of 2006 (UPMIFA) as requiring the preservation of the fair value of the original gifts as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary.

Since the Foundation has control over the fund and the earnings, we have not established an investment policy for the fund nor have we established policies for expenditures from the fund. We are not aware of any deficiencies in the fair value of assets in the fund as compared to the required amounts by the donors. We recognize contribution income when the Foundation makes a distribution to us. We recognize investment earnings and fees in the Statement of Activities, as they are reported to us by the Foundation.

The following is the balance and activity reported in our financial statements for the years ended December 31:

	<u>2017</u>	<u>2016</u>
Balance - beginning of period	\$ 28,981	\$ 26,608
Change in value of beneficial interest in agency endowment fund:		
Contributions	-	1,000
Investment income	4,183	1,621
Administrative expenses	<u>(200)</u>	<u>(248)</u>
Total change in value of beneficial interest in agency endowment fund	<u>3,983</u>	<u>2,373</u>
Balance - end of period	<u>\$ 32,964</u>	<u>\$ 28,981</u>

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS AS OF DECEMBER 31, 2016

NOTE 10 – Endowment Funds

Our endowment consists of funds established by donors to be held in perpetuity, including gifts requiring that the principal be invested and the income or specific portions thereof be used for operations. Our permanently restricted endowment funds are based on the spending policies described below which follow the Uniform Prudent Management of Institutional Funds Act of 2006 (UPMIFA) and the State of Tennessee's State Uniform Prudent Management of Institutional Funds Act (SUPMIFA).

Financial accounting standards provide guidance on the net asset classification of donor-restricted endowment funds for a nonprofit organization that is subject to an enacted version of UPMIFA. Financial accounting standards also require additional disclosures about our endowment funds (both donor-restricted endowment funds and board-designated endowment funds), whether or not we are subject to UPMIFA.

Interpretation of applicable law - The Board of Directors has interpreted UPMIFA as requiring the preservation of the fair value of the original gifts as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, we classify as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, and (b) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund.

The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by us in a manner consistent with the standard of prudence prescribed by UPMIFA.

Spending policy - we have a policy of appropriating for distribution each year a payout equal to the total earnings from the funds. Funds released from restriction as of December 31, 2017, were \$(188,432). Funds released from restriction as of December 31, 2016, were \$(89,283).

Investment return objective, risk parameters and strategies - The objective of our endowment portfolio is a balanced approach between equities and fixed income securities. The investment horizon is long-term and balances the need for income and growth. The portfolio allows for a 30% to 70% investment in equities and a 30% to 70% investment in fixed income.

At December 31, 2017, our investments were held in a trust, we are the sole beneficiary of this trust.

A schedule of endowment net asset composition (including both the cash and investments) by type of fund as of December 31, 2017, is as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment funds	\$ 424,157	\$ -	\$ 938,498	\$ 1,362,655

A schedule of endowment net asset composition by type of fund as of December 31, 2016, is as follows:

	<u>Unrestricted (Deficit)</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment funds	\$ 235,725	\$ -	\$ 938,498	\$ 1,174,223

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS AS OF DECEMBER 31, 2016

NOTE 11 – Changes in Endowment Fund Net Assets

The following is a schedule of changes in endowment net assets for the two years ended December 31, 2017:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, January 1, 2016	\$ 146,442	\$ -	\$ 938,498	\$ 1,084,940
Investment income	-	36,149	-	36,149
Administrative expenses	-	(11,886)	-	(11,886)
Net appreciation (realized and unrealized)	-	65,020	-	65,020
Amounts released from restriction	89,283	(89,283)	-	-
Endowment net assets, December 31, 2016	235,725	-	938,498	1,174,223
Investment income	-	38,236	-	38,236
Administrative expenses	-	(14,463)	-	(14,463)
Net appreciation (realized and unrealized)	-	164,659	-	164,659
Amounts released from restriction	188,432	(188,432)	-	-
Endowment net assets, December 31, 2017	\$ 424,157	\$ -	\$ 938,498	\$ 1,362,655

NOTE 12 – Joint Costs

During the year ended December 31, 2017, we had certain joint costs pertaining to special events that have been allocated between fundraising and program expense as follows:

	<u>Program</u>	<u>Fundraising</u>	<u>Total</u>
Special events	\$ 104,610	\$ 188,291	\$ 292,901

During the year ended December 31, 2016, we had certain joint costs pertaining to special events that have been allocated between fundraising and program expense as follows:

	<u>Program</u>	<u>Fundraising</u>	<u>Total</u>
Special events	\$ 90,965	\$ 155,463	\$ 246,428

All criteria required to allocate joint costs were met during the years ended December 31, 2017 and 2016.

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS AS OF DECEMBER 31, 2016

NOTE 13 – Leases

We have an agreement with another organization to lease administrative office space and reimburse certain operating costs through June 2017. The agreement calls for a reimbursement of actual costs to operate the facility including association fees, utilities, janitorial costs, insurance, maintenance and other items. Operating costs reimbursable under the agreement include a prorata share of an office services associate, telephone and internet service, consumable supplies and other items. An accounting of the actual costs is prepared on a semi-annual basis and any adjustment from the projected cost to the actual cost is reimbursed at that time. For the years ended December 31, 2017 and 2016, expenses under this agreement totaled \$24,408 and \$24,408 respectively.

On December 1, 2007, we entered into a lease agreement for a club facility that has been extended and expires October 31, 2018. Expenses under this agreement totaled \$13,200 for the year ended December 31, 2017, and \$13,200 for the year ended December 31, 2016.

We currently have a variable lease for 3 of our locations. The rent expense as of December 31, 2017, totaled \$10,522. The monthly rent charged is calculated as follows: \$2.80 per week per child based on the average number of children in attendance each week.

We also lease various office equipment under operating lease agreements. Equipment rental expense for the years ended December 31, 2017 and 2016, was \$8,273 and \$7,779, respectively, which is included in equipment rental and maintenance on the Statement of Functional Expenses.

Expenses incurred under operating leases for the year ended December 31, 2017, were \$56,403, not including donated rent of \$86,790 from five club locations that we do not have a lease agreement with and one with whom we do. Expenses incurred under operating leases for the year ended December 31, 2016, were \$46,920, not including donated rent of \$107,267. As of the date of this report, the lease for one of the office spaces has not been renewed but has been properly accrued for since it is expected to be renewed.

The following is a schedule of future minimum lease payments:

Year Ending December 31,

2018	\$ 7,440
2019	6,995
2020	<u>1,098</u>
	<u>\$ 15,533</u>

NOTE 14 – Concentrations of Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk consist of cash and cash equivalents, and various grant, contract and contributions receivables. Grant, contract and contributions receivable represent concentrations of credit risk to the extent they are receivable from concentrated sources.

Four donors represent 79% of total receivables at December 31, 2017. Four donors represent 73% of total receivables at December 31, 2016. Four vendors represent 70% of total accounts payable at December 31, 2017. Two vendor represents 30% of total accounts payable at December 31, 2016.

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS AS OF DECEMBER 31, 2016

NOTE 14 – Concentrations of Credit Risk (continued)

We maintain our cash in bank accounts which, at times, may exceed federally insured limits. We have not experienced any losses in such accounts and do not believe this exposes us to any significant credit risk on our cash. At December 31, 2017, we had \$788,087 of uninsured cash and cash equivalents.

Investments are subject to market risk, the risk inherent in a fluctuating market. The broker/dealer that is the custodian of the Organization's securities is covered by the Securities Investor Protection Corporation ("SIPC"), which provides protection to investors in certain circumstances such as fraud or failure of the institution. Coverage is limited to \$500,000, including up to \$250,000 in cash. The SIPC does not insure against market risk.

NOTE 15 – Employee Benefit Plan

Substantially all of our employees are covered by a defined contribution money purchase plan known as the Boys & Girls Clubs of America Master Pension Plan and Trust (the "Plan"). We fund our share of pension expense for the year in quarterly contributions to the Plan.

The plan provides for elective employer contributions. We contribute five percent of eligible employees' annual compensation to the Plan. Employees become eligible to participate on the plan anniversary date if they are at least 21 years of age and have worked at least 1,000 hours in the immediately preceding twelve months. Employee benefits are fully vested after six years of service as a plan participant.

For the year ended December 31, 2017, we contributed \$63,407 to the plan, which is included in employee taxes and benefits on the Statement of Functional Expenses. For the year ended December 31, 2016, we contributed \$32,910 to the plan, which is included in employee taxes and benefits on the Statement of Functional Expenses.

We have an HRA plan that is administered by a third party. Various times we have been underfunded and overfunded by an amount immaterial to the financial statements as a whole. Due to the amounts being immaterial, we expense the amounts as bills are due.

NOTE 16 – Related Parties

We are a locally governed affiliate that is required to pay membership dues to the national organization. In return, we receive support from the national organization which helps fund our programs. During the year ended December 31, 2017, we remitted a total of \$9,946 respectively, in membership dues and received \$305,951 in funding. As of December 31, 2017, we were due \$151,088 from our national affiliate, which is grouped with grants and contract receivable. During the year ended December 31, 2016, we remitted a total of \$9,155 respectively, in membership dues and received \$366,015 in funding. As of December 31, 2016, we were due \$33,042 from our national affiliate, which is grouped with grants and contract receivable.

We are also part of the Tennessee Alliance which is a collective of all Boys & Girls Clubs of Tennessee which raises money to distribute to the Tennessee clubs. During the year ended December 31, 2017, we remitted \$22,307 in membership dues and received funding of \$198,970. As of December 31, 2017, we were due \$69,060 from Tennessee Alliance, which is grouped with grants and contracts receivable. During the year ended December 31, 2016, we remitted \$17,796 in membership dues and received funding of \$203,047. As of December 31, 2016, we were due \$50,842 from Tennessee Alliance, which is grouped with grants and contracts receivable.

NOTE 17 – Contingencies

From time to time, we may be and have been named as a defendant in lawsuit. At December 31, 2017, we do not believe that any claims have merit and intend to vigorously defend our position. At December 31, 2017, we have not accrued any legal fees.

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS AS OF DECEMBER 31, 2016

NOTE 18 – Assets Held for Sale

At December 31, 2016, we included assets in property, plant, and equipment on the statement of financial position that are held for sale. As of December 31, 2017 the assets were not sold. Accounting principles generally accepted in the United States of America require that assets that are held for sale be recorded as a separate line item on the statement of financial position. The net book value of these assets at December 31, 2017, and 2016, was \$29,965.

NOTE 19 – Note Payable

In April 2016, we entered into an agreement to purchase four vehicles for \$335,930. The vehicles are secured by a loan which bears interest annually at 4.650% annually. Until maturity, the loan requires a minimum monthly payment of \$4,693, which will be applied to the monthly interest calculation with any excess applied to principal. The note matures in April 2023, with any unpaid principal due at that time.

Year ending December 31,

2018	\$ 44,917
2019	47,050
2020	49,285
2021	51,627
2022	54,079
Thereafter	<u>18,592</u>
Total	<u>\$ 265,550</u>

NOTE 20 – Prior Period Adjustment

A reclass from temporarily restricted to unrestricted net assets was made to the beginning net assets for \$758,737 with a net effect of \$0 in relation to the release of the capital campaign funds.

NOTE 21 – New Pronouncements

In May 2014, FASB issued Accounting Standards Update 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The Update provides guidance about recording contract revenue on an organization's statement of activities. The amendments in this Update are effective for annual periods beginning after December 15, 2018, and for annual periods and interim periods thereafter with early adoption permitted for annual periods beginning after December 15, 2016. We are currently evaluating the impact of adopting this statement.

In February 2016, FASB issued Accounting Standards Update 2016-02, *Leases (Topic 842)*. The Update provides guidance about recording lease transactions on an organization's statements of financial position and activities. The amendments in this Update are effective for annual periods beginning after December 15, 2019, and for annual periods and interim periods thereafter with early adoption permitted. We are currently evaluating the impact of adopting this statement.

In August 2016, FASB issued Accounting Standards Update 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities*. The Update provides guidance about the presentation of financial statements for non-profit organizations. The amendments in this Update are effective for annual periods beginning after December 15, 2017, and for annual periods and interim periods thereafter with early adoption permitted. We are currently evaluating the impact of adopting this statement.

BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2017
WITH SUMMARIZED COMPARATIVE TOTALS AS OF DECEMBER 31, 2016

NOTE 21 – New Pronouncements (continued)

In August 2016, FASB amended the Statement of Cash Flows topic of the Accounting Standards Codification to clarify how certain cash receipts and cash payments are presented and classified in the Statement of Cash Flows. The amendments will be effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Early adoption is permitted. We are currently evaluating the impact of adopting this statement.

In November 2016, FASB amended the Statement of Cash Flows topic of the Accounting Standards Codification to clarify how restricted cash is presented and classified in the statement of cash flows. The amendments will be effective for the organization for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019, with early adoption permitted. We are currently evaluating the impact of adopting this guidance on the financial statements

NOTE 22 – Subsequent Events

We have evaluated events subsequent to the year ending December 31, 2017. As of April 13, 2018, the date that the financial statements were available to be issued, we are not aware of any material subsequent events which would require recognition or disclosure in the accompanying financial statements.