

BOYS & GIRLS CLUBS OF GREATER SALT LAKE

**Financial Statements with
Federal Grant Awards (Uniform Guidance)
and
Independent Auditors' Report
For the Year Ended June 30, 2018
With Summarized Comparative Information for the
Year Ended June 30, 2017**

H B M E

**Hansen, Bradshaw, Malmrose & Erickson
CERTIFIED PUBLIC ACCOUNTANTS**

BOYS & GIRLS CLUBS OF GREATER SALT LAKE

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INDEPENDENT AUDITORS' REPORT

Board of Directors
Boys & Girls Clubs of Greater Salt Lake
Murray, Utah

Report on the Financial Statements

We have audited the accompanying statements of financial position of Boys & Girls Clubs of Greater Salt Lake (“the Club”) (a nonprofit organization) as of June 30, 2018 and 2017 and the related statements of activities and functional expenses for the year ended June 30, 2018, and the statements of cash flows for the years ended June 30, 2018 and 2017 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 audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits 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 auditors consider internal control relevant to the Club'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 Club'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 the Boys & Girls Clubs of Greater Salt Lake as of June 30, 2018 and 2017 and the related statements of activities and functional expenses for the year ended June 30, 2018, and the statements of cash flows for the years ended June 30, 2018 and 2017, in accordance with accounting principles generally accepted in the United States of America.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated November 11, 2018 on our consideration of the Club's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Club's internal control over financial reporting and compliance.

Other Matters

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental information is presented for purposes of additional analysis. The Schedule of Expenditures of Federal Awards as required by the audit requirements of Title 2 U.S. Code of Federal Regulations (CFR) Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance), and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Schedule of Expenditures of Federal Awards is fairly stated in all material respects in relation to the financial statements as a whole.

The prior year summarized comparative information has been derived from the Boys & Girls Clubs of Greater Salt Lake's June 30, 2017 financial statements and, in our report dated November 7, 2017, we expressed an unmodified opinion on those financial statements.

Hansen, Bradshaw, Mahrose & Erickson, P.C.

November 11, 2018

BOYS & GIRLS CLUBS OF GREATER SALT LAKE
Statements of Financial Position
June 30, 2018 and 2017

	2018	2017
<u>ASSETS</u>		
Current assets:		
Cash and cash equivalents (note 1)	\$ 443,697	\$ 267,057
Cash and cash equivalents, restricted (note 1)	2,453,295	676,360
Investments	632	583
Pledge receivable (no allowance necessary)	3,305,493	1,706,699
Accounts and grants receivable (no allowance necessary, \$2,308 in 2017)	300,088	483,964
Assets held in endowment (note 7)	6,924	6,924
Prepaid expenses and other assets	2,253	3,559
Total current assets	6,512,382	3,145,146
Property and equipment, net (notes 1, 3)	5,123,125	5,077,944
Total assets	\$ 11,635,507	\$ 8,223,090
<u>LIABILITIES AND NET ASSETS</u>		
Current liabilities:		
Accounts payable	\$ 152,898	\$ 146,853
Accrued liabilities	241,213	331,509
Deferred revenue	155,212	162,503
Deferred gain on sale-leaseback transaction (note 5)	11,441	11,441
Note payable, current portion (note 5)	6,028	6,028
Mortgage note payable, current portion (note 5)	51,526	16,692
Total current liabilities	618,318	675,026
Noncurrent liabilities:		
Note payable (note 5)	19,592	25,620
Mortgage note payable (note 5)	1,618,587	1,670,706
Deferred gain on sale-leaseback transaction (note 5)	188,772	200,213
Total noncurrent liabilities	1,826,951	1,896,539
Total liabilities	2,445,269	2,571,565
Net assets:		
Unrestricted	3,832,898	3,742,166
Permanently and temporarily restricted (note 2)	5,357,340	1,909,359
Total net assets	9,190,238	5,651,525
Total liabilities and net assets	\$ 11,635,507	\$ 8,223,090

The accompanying notes are an integral part of these financial statements.

BOYS & GIRLS CLUBS OF GREATER SALT LAKE
Statement of Activities
For the Year Ended June 30, 2018

	2018			2017
	Unrestricted	Permanently / Temporarily Restricted	Total	(summarized info)
REVENUES				
Public support:				
Government support	\$ 1,630,597	\$ -	\$ 1,630,597	\$ 2,181,866
Individual and corporate contributions	1,700,452	3,939,893	5,640,345	4,048,493
Total public support	3,331,049	3,939,893	7,270,942	6,230,359
Other revenue:				
Program fees and membership dues	1,183,863	-	1,183,863	1,150,783
Miscellaneous and in-kind revenue	99,079	-	99,079	46,875
Realized and unrealized gain (loss) on assets	7,201	(26,378)	(19,177)	(11,090)
Deferred gain on sale-leaseback transaction	11,441	-	11,441	11,441
Net assets released from restrictions	465,534	(465,534)	-	-
Total other revenue	1,767,118	(491,912)	1,275,206	1,198,009
Total public support and other revenues	5,098,167	3,447,981	8,546,148	7,428,368
EXPENSES				
Program services:				
Youth programs	3,928,610	-	3,928,610	4,572,902
Capital campaign	220,916	-	220,916	251,840
Total program services	4,149,526	-	4,149,526	4,824,742
Supporting services:				
Administration	521,626	-	521,626	668,891
Marketing and fund-raising	336,283	-	336,283	212,035
Total supporting services	857,909	-	857,909	880,926
Total expenses	5,007,435	-	5,007,435	5,705,668
Changes in net assets	90,732	3,447,981	3,538,713	1,722,700
Net assets at beginning of year, as restated	3,742,166	1,909,359	5,651,525	4,043,825
Net assets at end of year	<u>\$ 3,832,898</u>	<u>\$ 5,357,340</u>	<u>\$ 9,190,238</u>	<u>\$ 5,766,525</u>

The accompanying notes are an integral part of these financial statements.

BOYS & GIRLS CLUBS OF GREATER SALT LAKE
Statement of Functional Expenses
For the Year Ended June 30, 2018

	Program Services				Supporting Services			2017
	Youth Programs	Capital Campaign	Total	Administration	Fundraising	Total	Total Expenses	
Salaries and wages	\$ 2,232,745	\$ 46,796	\$ 2,279,541	\$ 245,198	\$ 143,180	\$ 388,378	\$ 2,667,919	\$ 2,959,988
Payroll taxes and employee benefits	342,006	7,481	349,487	-	41,737	102,890	452,377	596,813
Building maintenance and expense	403,097	19,968	423,065	-	-	-	423,065	546,286
Meals and snacks	122,495	-	122,495	-	-	-	122,495	157,755
Other program supplies	117,618	-	117,618	-	-	-	117,618	167,356
Equipment rental and expense	77,669	-	77,669	9,514	320	9,834	87,503	111,523
Travel and training	43,051	63	43,114	21,667	2,719	24,386	67,500	76,167
Office supplies and expense	39,848	2,039	41,887	14,249	18,887	33,136	75,023	74,507
Insurance expense	86,502	5,422	91,924	-	-	-	91,924	87,544
Professional fees	149,193	60,000	209,193	90,497	2,351	92,848	302,041	357,914
Interest and other financial	18,825	79,066	97,891	5,379	4,045	9,424	107,315	69,210
Scholarships	21,355	-	21,355	-	-	-	21,355	36,933
Events	-	81	81	-	123,009	123,009	123,090	104,222
Other expenses	188	-	188	-	35	35	223	40,431
Total expenses before non-cash expenses	3,654,592	220,916	3,875,508	447,657	336,283	783,940	4,659,448	5,386,649
Non-cash expenses:								
Depreciation and amortization	271,996	-	271,996	25,969	-	25,969	297,965	331,660
Bad debts (recoveries)	2,022	-	2,022	-	-	-	2,022	(12,641)
In-kind expenses (note 4)	-	-	-	48,000	-	48,000	48,000	-
	274,018	-	274,018	73,969	-	73,969	347,987	319,019
Total expenses	\$ 3,928,610	\$ 220,916	\$ 4,149,526	\$ 521,626	\$ 336,283	\$ 857,909	\$ 5,007,435	\$ 5,705,668

The accompanying notes are an integral part of these financial statements.

BOYS & GIRLS CLUBS OF GREATER SALT LAKE
Statements of Cash Flows
For the Years Ended June 30, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Cash flows from operating activities:		
Change in net assets	\$ 3,538,713	\$ 1,722,700
Adjustments to reconcile change in net assets to net cash from operating activities:		
Depreciation and amortization	297,965	331,660
Deferred gain on sale leaseback	(11,441)	(11,441)
Unrealized (gain) loss on investments	(49)	(343)
Loss on sale of fixed assets	-	12,561
Changes in assets and liabilities:		
Pledge receivable	(1,598,794)	(1,696,699)
Accounts and grants receivable	183,876	(61,659)
Prepaid expenses and deposits	1,306	30,790
Accounts payable	6,045	(85,743)
Accrued liabilities	(90,296)	(16,303)
Deferred revenue	(7,291)	154,333
Net cash provided by operating activities	<u>2,320,034</u>	<u>379,856</u>
Cash flows from financing activities:		
Principal payments on notes payable	(6,028)	(160,406)
Principal payments on mortgage payable	(17,285)	-
Net cash used by financing activities	<u>(23,313)</u>	<u>(160,406)</u>
Cash flows from investing activities:		
Increase in assets held in endowment	-	(486)
Proceeds from sale of fixed asset	-	399
Purchases of fixed assets	(343,146)	(259,575)
Net cash used by investing activities	<u>(343,146)</u>	<u>(259,662)</u>
Net increase (decrease) in cash and cash equivalents	1,953,575	(40,212)
Cash and cash equivalents at beginning of year	<u>943,417</u>	<u>983,629</u>
Cash and cash equivalents at end of year	<u>\$ 2,896,992</u>	<u>\$ 943,417</u>
Cash and cash equivalents, as reported:		
Cash and cash equivalents	\$ 443,697	\$ 267,057
Cash and cash equivalents, restricted	2,453,295	676,360
	<u>\$ 2,896,992</u>	<u>\$ 943,417</u>
Non-cash supplemental disclosures:		
Cash paid for interest	\$ 107,315	\$ 69,210
Fixed assets acquired with long-term debt	\$ -	\$ 1,736,169

BOYS & GIRLS CLUBS OF GREATER SALT LAKE
Notes to the Financial Statements
June 30, 2018 and 2017

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

The Boys & Girls Clubs of Greater Salt Lake (“the Club”) was organized by various cities and civic clubs in the Salt Lake Valley to provide recreation, learning activities, and behavior guidance to promote the health, social, educational, vocational and character development of young boys and girls. The Club relies primarily upon public support, membership dues and revenues from the Club's Child Care Program for its continued existence, serving over 7,000 youth throughout the Greater Salt Lake area.

Basis of presentation

The financial statements are presented in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 958-205, Not-for-Profit Entities, Presentation of Financial Statements. Under FASB ASC 958-205, the Club is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted, temporarily restricted, and permanently restricted. Unrestricted net assets are those whose use by the Club can be for any purpose to support the Club’s activities. Temporarily restricted net assets are those whose use by the Club has been limited by donors to a specific time period, purpose, or both. Permanently restricted assets are those whose original endowment are always restricted, but its related interest earnings are then considered unrestricted.

Functional allocation of expenses

The costs of programs and supporting services have been summarized on a functional basis in the statement of activities. All direct costs are charged to the functional area to which they pertain. Indirect costs are charged to programs and supporting services based on estimates made by management taking into account the nature of the expense and how it relates to the functional area. General and administrative costs include those expenses that are not directly identifiable with any other specific function but provide for the overall support and direction of the Club. The Club is considered to be a voluntary health and welfare organization, and as such, the statement of functional expenses is a required statement.

Use of estimates

In preparing financial statements in conformity with accounting standards generally accepted in the United States of America (U.S. GAAP), management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reported period. Actual results could differ from these estimates.

BOYS & GIRLS CLUBS OF GREATER SALT LAKE
Notes to the Financial Statements (Continued)
June 30, 2018 and 2017

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and cash equivalents

All highly liquid debt instruments with the maturity of three months or less when purchased are considered to be cash equivalents.

Investments

Investments in marketable debt and equity securities are reported at their fair value in the statement of financial position. Unrealized gains and losses are included in the change in net assets.

Grants and accounts receivable

Grants and accounts receivable are recorded at the invoiced amount and do not bear interest. An allowance for doubtful accounts is recorded when the Club determines, based on historical experience and collection efforts, that an account is uncollectible. The Club reviews its allowance for doubtful accounts periodically. Account balances are charged off after all means of collection have been exhausted and the potential for recovery is considered remote.

Contributions and pledges receivable

Contributions receivable that are to be collected within one year are recorded at net realizable value. When applicable, significant contributions receivable that are expected to be collected in future years are initially recorded at the fair value of their estimated future cash flows as of the date of the promise to give through the use of a present value discount technique. In periods subsequent to initial recognition, contributions receivable is reported at the amount management expects to collect and are discounted over the collection period using the same discount rate as determined at the time of initial recognition.

The discount rate determined at the initial recognition of the contribution receivable is based upon management's assessment of many factors, including when the receivable is expected to be collected, the creditworthiness of the other parties, the Club's past collection experience and its policies concerning the enforcement of contributions receivable, expectations about possible variations in the amount or timing, or both, of the cash flows, and other factors concerning the receivable's collectability. The Club uses the allowance method to determine uncollectible contributions. The allowance is based on historical experience and management's analysis of specific balances.

Assets held in endowment

Amounts reported as assets held in endowment are made through the Community Foundation of Utah ("CFU"), and represent the net cumulative contributions made to the CFU, as well as earnings thereon. The CFU holds and invests the funds on behalf of the Club. The CFU has variance power to modify any restriction or condition on the distribution of funds if, at the sole discretion of the CFU, the specified charitable purpose becomes unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community.

BOYS & GIRLS CLUBS OF GREATER SALT LAKE
Notes to the Financial Statements (Continued)
June 30, 2018 and 2017

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Public support and revenues

The Club derives its revenues from program fees, government contracts and grants, contributions and grants, and miscellaneous sources. Child care and program revenue is recognized in the period to which the service or activity relates.

The Club conducts special events in which a portion of the gross proceeds paid by the participant represents payment for the direct cost of the benefits received by the participant at the event. Unless a verifiable objective means exists to demonstrate otherwise, the fair market value of meals and entertainment provided at special events is measured at actual cost to the Club. The direct costs of the special events, which ultimately benefit the donor rather than the Club, are recorded as costs of direct donor benefits.

Grants and other contributions of cash and other assets are reported at fair value at the date the written promise to give is received. Conditional promises to give or indications of intentions to give are not reported until the condition(s) are met. Restricted gifts are recorded as revenue when cash is received or a written promise is given by a donor.

Contributions of donated non-cash assets are recorded at their fair market values when received. A substantial number of volunteers have donated significant amounts of time and services to the Club's program operations and fund-raising efforts. However, such contributed services do not meet the criteria for recognition of contributed services contained in U.S. GAAP and, accordingly, are not reflected in the accompanying financial statements. Other contributions of donated services that create or enhance non-financial assets or that require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation, are recorded at their fair market values when received.

The land on which the Murray Club building was originally constructed is leased from Murray City Corporation through the year 2046 for \$1 per year. Also, the land on which the Sugarhouse Club was originally constructed is leased from Salt Lake City Corporation through the year 2027 for \$1 per year. Neither the donee nor the donor is able to determine the fair value of the leases; therefore, the related revenues and expenses are not recognized in these financial statements.

Income taxes

The Club is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code and is exempt from federal and state income taxes. The Club does not believe it has any material uncertain tax positions. The Club's 2015 and future tax returns, though not currently under audit, are subject to examination by both the Internal Revenue Service and applicable state tax commissions.

BOYS & GIRLS CLUBS OF GREATER SALT LAKE
Notes to the Financial Statements (Continued)
June 30, 2018 and 2017

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair value measurements

FASB ASC 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

- *Level 1:* Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Club has the ability to access.
- *Level 2:* Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in inactive markets; inputs other than quoted market prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- *Level 3:* Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's 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 used need to maximize the use of observable inputs and minimize the use of unobservable inputs. At June 30, 2018, all investments were considered Level 1.

Advertising

Advertising costs are expensed when incurred. Advertising expense for the year ended June 30, 2018 was \$8,647. Advertising expenses are included in marketing and fund-raising on the Statement of Activities.

Property and Equipment

Purchases of capital assets are recorded at cost. Donated assets are capitalized at their fair value at the date of donation. Depreciation is provided on the straight-line method over estimated useful lives of 40 years for buildings and improvements, three to eight years for equipment and vehicles or over the lease term where applicable.

The Club receives significant building use at Oquirrh Hills Elementary for amounts much less than market value. Although management considers these in-kind donations critical to the success of the Club's operations, they have chosen to not record the donated value and the off-setting expense. For the year ended June 30, 2018, the estimated value of these donations was \$21,000 for Club space. An accurate valuation for school-based usage is not determinable.

BOYS & GIRLS CLUBS OF GREATER SALT LAKE
Notes to the Financial Statements (Continued)
June 30, 2018 and 2017

2. RESTRICTED NET ASSETS

Permanently and temporarily restricted net assets consist of the following at June 30, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Promises to give restricted for:		
Pledges - time and purpose restricted		
Capital campaign	\$ 5,152,375	\$ 1,690,699
Other	16,000	16,000
Advanced scholarships	107,952	54,234
Technology grant	-	5,750
Capital campaign	74,000	131,648
Departmental funds	2,013	6,028
Endowment fund - permanently restricted	5,000	5,000
	<u>\$ 5,357,340</u>	<u>\$ 1,909,359</u>

3. PROPERTY AND EQUIPMENT

Property and equipment consist of the following, at June 30, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Land	\$ 235,928	\$ 235,928
Building and improvements	7,945,347	7,891,883
Equipment	904,669	998,682
Vehicles	396,495	371,219
Furniture and fixtures	66,915	66,915
Software	-	12,163
Construction in Progress	256,081	47,139
	<u>9,805,435</u>	<u>9,623,929</u>
Less: accumulated depreciation	<u>(4,682,310)</u>	<u>(4,545,985)</u>
Net property and equipment	<u>\$ 5,123,125</u>	<u>\$ 5,077,944</u>

4. COMMITMENT AND CONTINGENCIES

Operating Leases

The Organization is obligated under certain operating leases for vehicles, equipment and office space. Total lease expense for these operating leases for the year ended June 30, 2018 was approximately \$180,000 including in-kind rental benefit of \$48,000 for the Administrative Office. A new lease agreement was signed September 1, 2018, executing a month-to-month lease for \$1,000 per month. The agreement is cancellable by either party with 30 days' notice. Management intends to remain in the building for the foreseeable future.

BOYS & GIRLS CLUBS OF GREATER SALT LAKE
Notes to the Financial Statements (Continued)
June 30, 2018 and 2017

4. COMMITMENT AND CONTINGENCIES (CONTINUED)

Legal Proceedings

Management is not currently aware of claims or threatened claims that reasonably would be expected to exceed insurance limits, or otherwise have a material adverse effect upon the Club's financial position or activities.

5. LONG-TERM DEBT

Note Payable and New Building Sale-Leaseback Agreement

In January 2013, the Club entered into a sale-leaseback agreement with Midvale City, Utah, wherein the City purchased the Midvale Building for \$1,050,000. Future minimum monthly payments consist of \$5,859, for a period of 23 years, commencing February 2013. This lease is accounted for as an operating lease. Approximately \$848,000 of the proceeds were used to pay off the note payable and line of credit with a local financial institution. The agreement was established to assist the Club in increasing its cash flow position and re-finance the note on the building. Lease expense totaled \$70,308 during the fiscal year ended June 30, 2018.

The agreement resulted in a gain on sale of the building and land of \$263,137, including an offset of \$7,513 in closing costs. Financial Accounting Standards Codification Topic 840, *Leases*, requires that the seller-lessee shall recognize any profit over the life of the lease. The Club recognized \$11,441 of the gain during the fiscal year ended June 30, 2018. \$200,213 remains as of June 30, 2018.

Note Payable - Mortgage

During August 2016, the Club entered into a new mortgage note for \$1,700,000. The proceeds from this note were used to acquire a new building and pay off the existing mortgage note and line of credit. The mortgage note is payable to a bank, with interest only payments for the first 18 months based on the one-year LIBOR rate plus 2.75% (4.50% at June 30, 2018), secured by real property, maturing in August 2021 with a balloon payment of approximately \$1,500,000. Principal and interest amounts will be determined on the 19th month of the note. At June 30, 2018, the outstanding balance was \$1,670,113. During the fiscal year ended June 30, 2018, \$93,681 was paid on this obligation, including \$17,285 in principal, as authorized by the bank. As discussed in note 10, this mortgage was paid in full during August 2018.

Future maturities of the note payable are as follows for the years ended June 30:

2019	\$ 51,526
2020	53,865
2021	56,328
2022	1,508,394
2023	-
	<u>\$ 1,670,113</u>

BOYS & GIRLS CLUBS OF GREATER SALT LAKE
Notes to the Financial Statements (Continued)
June 30, 2018 and 2017

5. LONG-TERM DEBT (CONTINUED)

Line of Credit

The Club entered into an agreement with a local financial institution to establish a line of credit totaling up to \$250,000. The interest rate is variable, based on the 30-day LIBOR. At June 30, 2018, the rate was 5.87%, and the account balance was \$0. The line is secured by the Capitol West Building. The agreement expires in September 2019 and is annually renewable.

Note Payable – Vehicle

During October 2016, the Club entered into a note payable of \$36,169 with Ford Motor Company to purchase a passenger van for the purpose of transporting kids. The agreement calls for monthly payments of \$503, with 0% interest, through maturity in September 2022. At June 30, 2018, the outstanding balance was \$25,620.

6. ASSETS HELD IN ENDOWMENT

The Club has entered into an agreement with a local not-for-profit foundation, wherein the Club has unconditionally donated \$2,500 to establish an endowment fund for the benefit of the Club. The endowment fund will be actively marketed by the foundation to attract public and private contributions. During the fiscal year ended June 30, 2018, no contributions were made to the fund, with interest earnings and unrealized gains totaling \$96. As of June 30, 2018 and 2017, all of the assets held in fund are invested in long-term, risk-free U.S. securities investments. As discussed in Note 1 on page 9, the CFU has variance power to modify any restricted donation; therefore, the Club recorded these assets as unrestricted.

7. CAPITAL CAMPAIGN

A Capital Campaign was initiated during 2017 by the Board of Directors to increase the scope and reach of Boys & Girls Clubs services to youth in two of Salt Lake County's fastest growing neighborhoods – the Murray and the Fair Park community – where youth are particularly at risk. The goal is to raise \$7,000,000 for the acquisition and construction of a new Capitol West Club and for the expansion and remodel of the Murray Club. These two clubs are operating at capacity and have waiting lists for admission. Together, these two projects will enable the Club to provide better services to at least 200 more kids and their families every day. The Campaign is expected to conclude in June 2019. Restricted revenue received through June 30, 2018 was \$6,136,621, of which, \$3,305,493 is pledged. Expenses during the year related to the Campaign totaled \$220,916 and are included in the Statement of Functional Expenses under *Capital Campaign*.

8. RETIREMENT PLAN

The Club sponsors and maintains a 401(k) profit sharing plan (the Plan). The Plan covers qualifying employees age 21 or older who work 1,000 hours or more per year and complete one year of employment. The Club's contributions to the Plan totaled approximately \$28,600 for the year ended June 30, 2018, all of which remained payable at June 30, 2018, and is included with accrued liabilities on the balance sheet.

BOYS & GIRLS CLUBS OF GREATER SALT LAKE
Notes to the Financial Statements (Continued)
June 30, 2018 and 2017

9. RELATED PARTY TRANSACTIONS

The Club pays dues to Boys and Girls Clubs of America. Payments were \$16,482 for the year ending June 30, 2018.

Donations received from various members of the Board of Directors were approximately \$132,000, including \$29,000 in pledges to the Capital Campaign, during the year ended June 30, 2018.

The Club entered into an agreement with a local architectural firm, with whom a member of the board of directors is the former owner, and who was the original designer of the Murray club, for future renovations due to institutional knowledge of the existing facility. During 2018, approximately \$33,000 in payments have been made to the firm.

10. PRIOR PERIOD ADJUSTMENT

During the fiscal year ended June 30, 2017, management recorded in-kind donations totaling \$115,000 as a pledge receivable for the capital campaign in error, thus overstating accounts receivable and understating expenses. An adjustment was recorded in the fiscal year ended June 30, 2018 to properly remove the receivable and decrease equity by \$115,000 for the capital campaign fund.

11. SUBSEQUENT EVENTS

During August 2018, the Club paid off the remaining outstanding mortgage note with proceeds from the capital campaign for approximately \$1,670,000.

Management has evaluated for other subsequent events through November 11, 2018, the date which these financial statements were available to be issued.

SUPPLEMENTAL INFORMATION
FEDERAL SINGLE AUDIT AND SCHEDULES
(UNIFORM GUIDANCE)

Hansen, Bradshaw, Malmrose & Erickson

A Professional Corporation

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REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

Independent Auditors' Report

To the Board of Directors
Boys and Girls Clubs of Greater Salt Lake

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the governmental activities, the discretely presented component unit, each major fund, and the aggregate remaining fund information of Boys and Girls Clubs of Greater Salt Lake (the Club) as of and for the year ended June 30, 2018, and the related notes to the financial statements, which collectively comprise the Club's basic financial statements, and have issued our report thereon dated November 11, 2018.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Club's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Club's internal control. Accordingly, we do not express an opinion on the effectiveness of the Club's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the Club's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be material weaknesses or significant deficiencies, therefore, material weaknesses or significant deficiencies may exist that were not identified. Given these limitations, during our audit we did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Club's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests did not disclose an instance of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Club's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Club's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in black ink that reads "Hansen, Bradshaw, Mahrose & Erickson, P.C." The signature is written in a cursive, flowing style.

November 11, 2018

Hansen, Bradshaw, Malmrose & Erickson

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REPORT ON COMPLIANCE FOR EACH MAJOR FEDERAL PROGRAM AND REPORT ON INTERNAL CONTROL OVER COMPLIANCE IN ACCORDANCE WITH *THE UNIFORM GUIDANCE*

Independent Auditors' Report

To the Board of Directors
Boys and Girls Clubs of Greater Salt Lake

We have audited the Boys & Girls Clubs of Greater Salt Lake's (the Club) compliance with the types of compliance requirements described in the U.S. Office of Management and Budget (OMB) Compliance Supplement that could have a direct and material effect on each of the Club's major federal programs for the year ended June 30, 2018. The Club's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to its federal programs.

Auditors' Responsibility

Our responsibility is to express an opinion on compliance for each of the Club's major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. Code of Federal Regulations (CFR) Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Those standards and the Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the Club's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of the Club's compliance.

Opinion on Each Major Federal Program

In our opinion, the Boys & Girls Clubs of Greater Salt Lake's complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2018.

Report on Internal Control over Compliance

Management of the Club is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the Club's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program as a basis for designing auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Club's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct noncompliance with a type of compliance requirement of a federal program on a timely basis. A *material weakness in internal control over compliance* is a deficiency, or combination of deficiencies in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected on a timely basis. A *significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Purpose of This Report

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

Hansen, Bradshaw, Mahrose & Erickson, P.C.

November 11, 2018

BOYS AND GIRLS CLUBS OF GREATER SALT LAKE
Schedule of Expenditures of Federal Awards
For the Year Ended June 30, 2018

Federal Grantor/Pass-Through Grantor/Program or Cluster Title	Federal CFDA Number	Award Amount	Expenditures
US Department of Agriculture			
Pass-through Utah State Office of Education			
Child and Adult Care Food Program			
Lunch Program Reimbursements	10.558	\$ 93,597	\$ 93,597
Greater Salt Lake	10.558	9,297	9,297
Total Pass-through Utah State Office of Education		<u>102,894</u>	<u>102,894</u>
Total US Department of Agriculture		<u>102,894</u>	<u>102,894</u>
US Department of Housing and Urban Development			
Pass-through Salt Lake City Corporation			
Community Development Block Grants	14.218	30,000	30,000
Total US Department of Housing and Urban Development		<u>30,000</u>	<u>30,000</u>
US Department of Justice, Office of Juvenile Justice and Delinquency Prevention			
Pass-through Boys and Girls Clubs of America			
Juvenile Mentoring Program	16.726	10,500	10,500
Juvenile Mentoring Program	16.726	17,380	17,380
Total Pass-through Boys and Girls Clubs of America		<u>27,880</u>	<u>27,880</u>
Total US Department of Justice		<u>27,880</u>	<u>27,880</u>
US Department of Health and Human Services			
Pass-through Utah Department of Health and Human Services			
CDC - Rape Prevention Grant	93.136	19,034	19,034
Temporary Assistance for Needy Families			
Rape Prevention Grant	93.558	42,000	42,000
Total Pass-through Utah Department of Health and Human Services		<u>61,034</u>	<u>61,034</u>

(Continued)

BOYS AND GIRLS CLUBS OF GREATER SALT LAKE
Schedule of Expenditures of Federal Awards (Continued)
For the Year Ended June 30, 2018

Federal Grantor/Pass-Through Grantor/Program or Cluster Title	Federal CFDA Number	Award Amount	Expenditures
US Department of Health and Human Services (Continued)			
Pass-through Salt Lake County			
Personal Responsibility Education Program	93.092	132,930	132,930
Block Grant for Prevention / Treatment of Substance Abuse	93.959	60,000	60,000
Total Pass-through Salt Lake County		<u>192,930</u>	<u>192,930</u>
Pass-through Tooele County			
Social Services Block Grant	93.092	14,800	14,800
Personal Responsibility Education Program	93.667	15,000	15,000
Pass-through Tooele County		<u>29,800</u>	<u>29,800</u>
Pass-through State Alliance of Boys and Girls Clubs			
Temporary Assistance for Needy Families			
South Valley	93.558	138,147	55,228
Greater Salt Lake	93.558	187,200	103,952
Carbon County	93.558	37,700	11,451
Total Pass-through State Alliance of Boys and Girls Clubs		<u>363,047</u>	<u>170,631</u>
Pass-through Utah Department of Workforce Services			
Temporary Assistance for Needy Families			
Teen Afterschool Program	93.558	119,000	119,000
Shelter Outreach	93.558	58,509	58,509
Quality Improvement	93.558	159,733	159,733
Child Care and Development Block Grant			
Afterschool Match	93.575	500,000	500,000
Total Pass-through Utah Department of Workforce Services		<u>837,242</u>	<u>837,242</u>
Total US Department of Health and Human Services		<u>1,484,053</u>	<u>1,291,637</u>
Total Expenditures of Federal Awards		<u>\$ 1,644,827</u>	<u>\$ 1,452,411</u>

BOYS AND GIRLS CLUBS OF GREATER SALT LAKE
Notes to the Schedule of Expenditures of Federal Awards
For the Year Ended June 30, 2018

1. Basis of presentation

The accompanying Schedule of Expenditures of Federal Awards (the Schedule) includes the federal grant activity of the Boys and Girls Clubs of Greater Salt Lake (the Club) under programs of the federal government for the year ended June 30, 2018. The information in this Schedule is presented in accordance with the requirements of Title 2 U.S. Code of Federal Regulations (CFR) Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (the Uniform Guidance). Because the Schedule presents only a selected portion of the operations of the Club, it is not intended to and does not present the financial position, changes in net assets or cash flows of the Club.

2. Summary of significant accounting policies

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the Uniform Guidance, where certain types of expenditures are not allowable or are limited as to reimbursement. Pass-through entity identifying numbers are presented where available.

BOYS AND GIRLS CLUBS OF GREATER SALT LAKE
Schedule of Findings, Questioned Costs, and Recommendations
For the Year Ended June 30, 2018

A. Summary of Auditors' Results

1.	Type of Report Issued:	Unmodified
2.	Internal Control over Financial Reporting:	
	Material Weaknesses Identified:	None
	Significant Deficiencies Identified that were not Considered to be Material Weaknesses:	None
3.	Non-compliance Material to Financial Statements Noted:	None
4.	Internal Control over Major Programs:	
	Material Weaknesses Identified:	None
	Significant Deficiencies Identified that were not Considered to be Material Weaknesses:	None reported
5.	Type of Auditors' Report Issued on Compliance for Major Programs:	Unmodified
6.	Any Audit Findings Disclosed That Are Required to be Reported in Accordance with the Uniform Guidance:	None
7.	Federal Programs Tested as Major Programs:	
	Temporary Assistance for Needy Families Grant	CFDA # 93.558
8.	Dollar Threshold Used to Distinguish Between Type A and Type B Programs:	 \$750,000
9.	Auditee Qualification as High or Low Risk:	Low

(Continued)

BOYS AND GIRLS CLUBS OF GREATER SALT LAKE
Schedule of Findings, Questioned Costs, and Recommendations (Continued)
For the Year Ended June 30, 2018

- B. Findings Related to the Financial Statements Required to be Reported in Accordance with Government Auditing Standards:

None.

- C. Findings and Questioned Costs Related to Federal Awards Required to be Reported in Accordance with the Uniform Guidance:

None

BOYS AND GIRLS CLUBS OF GREATER SALT LAKE
Balance Sheet Information
June 30, 2018

	<u>Operating</u>	<u>Capital Campaign</u>	<u>Total</u>
<u>ASSETS</u>			
Current assets:			
Cash and cash equivalents	\$ 443,697	\$ -	\$ 443,697
Cash and cash equivalents, restricted	365,969	2,087,326	2,453,295
Investments	632	-	632
Pledge receivable (no allowance necessary)	9,750	3,295,743	3,305,493
Accounts and grants receivable, net	300,088	-	300,088
Assets held in endowment	6,924	-	6,924
Prepaid expenses and other assets	2,253	-	2,253
Total current assets	1,129,313	5,383,069	6,512,382
Property and equipment, net	3,195,440	1,927,685	5,123,125
Total assets	<u>\$ 4,324,753</u>	<u>\$ 7,310,754</u>	<u>\$ 11,635,507</u>
<u>LIABILITIES AND NET ASSETS</u>			
Current liabilities:			
Accounts payable	\$ 121,593	\$ 31,305	\$ 152,898
Accrued liabilities	241,213	-	241,213
Deferred revenue	155,212	-	155,212
Deferred gain on sale-leaseback transaction	11,441	-	11,441
Note payable, current portion	6,028	-	6,028
Mortgage note payable, current portion	-	51,526	51,526
Total current liabilities	535,487	82,831	618,318
Noncurrent liabilities:			
Note payable	19,592	-	19,592
Mortgage note payable	-	1,618,587	1,618,587
Deferred gain on sale-leaseback transaction	188,772	-	188,772
Total noncurrent liabilities	208,364	1,618,587	1,826,951
Total liabilities	743,851	1,701,418	2,445,269
Net assets:			
Unrestricted	3,832,898	-	3,832,898
Permanently and temporarily restricted	(251,996)	5,609,336	5,357,340
Total net assets	3,580,902	5,609,336	9,190,238
Total liabilities and net assets	<u>\$ 4,324,753</u>	<u>\$ 7,310,754</u>	<u>\$ 11,635,507</u>

BOYS AND GIRLS CLUBS OF GREATER SALT LAKE
Revenues and Expenses Information
For the Year Ended June 30, 2018

	<u>Operating</u>	<u>Capital Campaign</u>	<u>Total</u>
<u>REVENUES</u>			
Public support:			
Government support	\$ 1,630,597	\$ -	\$ 1,630,597
Individual and corporate contributions	1,896,461	3,743,884	5,640,345
Total public support	3,527,058	3,743,884	7,270,942
Other revenue:			
Program fees and membership dues	1,183,863	-	1,183,863
Miscellaneous and in-kind revenue	99,079	-	99,079
Realized and unrealized gain (loss) on assets	6,826	(26,003)	(19,177)
Deferred gain on sale-leaseback transaction	11,441	-	11,441
Net assets released from restrictions	-	-	-
Total other revenue	1,301,209	(26,003)	1,275,206
Total public support and other revenues	4,828,267	3,717,881	8,546,148
<u>EXPENSES</u>			
Program services:			
Youth programs	3,928,610	-	3,928,610
Capital campaign	-	220,916	220,916
Total program services	3,928,610	220,916	4,149,526
Supporting services:			
Administration	521,626	-	521,626
Marketing and fund-raising	336,283	-	336,283
Total supporting services	857,909	-	857,909
Total expenses	4,786,519	220,916	5,007,435
Changes in net assets	41,748	3,496,965	3,538,713
Net assets at beginning of year, as restated	3,539,154	2,112,371	5,651,525
Net assets at end of year	<u>\$ 3,580,902</u>	<u>\$ 5,609,336</u>	<u>\$ 9,190,238</u>

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