

PENCIL FOUNDATION
FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITOR'S REPORT
JUNE 30, 2021 AND 2020

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TABLE OF CONTENTS

	<u>PAGE</u>
<u>INDEPENDENT AUDITOR'S REPORT</u>	1 - 2
 <u>FINANCIAL STATEMENTS</u>	
Statements of Financial Position.....	3
Statement of Activities - 2021	4
Statement of Activities - 2020	5
Statement of Functional Expenses - 2021	6
Statement of Functional Expenses - 2020	7
Statements of Cash Flows.....	8
Notes to Financial Statements.....	9 - 26

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
PENCIL Foundation
Nashville, Tennessee

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of PENCIL Foundation ("PENCIL"), a Tennessee not-for-profit corporation, which comprise the statements of financial position as of June 30, 2021 and 2020, and the related statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of 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 PENCIL Foundation as of June 30, 2021 and 2020, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Kraft CPAs PLLC

Nashville, Tennessee
October 20, 2021

PENCIL FOUNDATION

STATEMENTS OF FINANCIAL POSITION

JUNE 30, 2021 AND 2020

	<u>2021</u>	<u>2020</u>
<u>ASSETS</u>		
Cash and cash equivalents	\$ 482,627	\$ 392,372
Contributions, grants and other receivables	247,993	295,547
Inventory	456,936	440,263
Prepaid expenses and other assets	87,352	69,044
Investments	788,790	652,056
Endowment:		
Contributions receivable	6,185	-
Investments	117,272	-
Beneficial interest in agency endowment fund held by the Community Foundation of Middle Tennessee	70,020	59,344
Property and equipment, net	<u>278,206</u>	<u>127,186</u>
 TOTAL ASSETS	 <u>\$ 2,535,381</u>	 <u>\$ 2,035,812</u>
<u>LIABILITIES AND NET ASSETS</u>		
<u>LIABILITIES</u>		
Paycheck Protection Program loan	\$ -	\$ 222,915
Accounts payable	26,756	17,341
Payroll liabilities	<u>94,008</u>	<u>90,333</u>
 TOTAL LIABILITIES	 <u>120,764</u>	 <u>330,589</u>
 <u>NET ASSETS</u>		
Without donor restrictions:		
Board-designated	1,139,196	823,670
Undesignated	<u>837,344</u>	<u>509,402</u>
Total without donor restrictions	1,976,540	1,333,072
With donor restrictions	<u>438,077</u>	<u>372,151</u>
 TOTAL NET ASSETS	 <u>2,414,617</u>	 <u>1,705,223</u>
 TOTAL LIABILITIES AND NET ASSETS	 <u>\$ 2,535,381</u>	 <u>\$ 2,035,812</u>

See accompanying notes to financial statements.

PENCIL FOUNDATION

STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED JUNE 30, 2021

	<u>Without Donor</u> <u>Restrictions</u>	<u>With Donor</u> <u>Restrictions</u>	<u>Total</u>
REVENUES AND SUPPORT			
Government grants and contracts	\$ 897,529	\$ -	\$ 897,529
Corporate and foundation contributions	647,954	112,774	760,728
Individual contributions	426,893	113,932	540,825
United Way and other grants	71,000	-	71,000
In-kind contributions	2,862,565	-	2,862,565
Special events	303,562	14,052	317,614
Consulting services	1,610	-	1,610
Other revenue	17	-	17
Investment income	161,594	9,912	171,506
Change in value of beneficial interest in agency endowment fund held by the Community Foundation of Middle Tennessee	13,775	-	13,775
Net assets released from restrictions	<u>184,744</u>	<u>(184,744)</u>	<u>-</u>
TOTAL REVENUES AND SUPPORT	<u>5,571,243</u>	<u>65,926</u>	<u>5,637,169</u>
EXPENSES			
Program services	4,428,581	-	4,428,581
Supporting services:			
Management and general	109,900	-	109,900
Fundraising	<u>389,294</u>	<u>-</u>	<u>389,294</u>
TOTAL EXPENSES	<u>4,927,775</u>	<u>-</u>	<u>4,927,775</u>
CHANGE IN NET ASSETS	643,468	65,926	709,394
NET ASSETS - BEGINNING OF YEAR	<u>1,333,072</u>	<u>372,151</u>	<u>1,705,223</u>
NET ASSETS - END OF YEAR	<u>\$ 1,976,540</u>	<u>\$ 438,077</u>	<u>\$ 2,414,617</u>

See accompanying notes to financial statements.

PENCIL FOUNDATION

STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED JUNE 30, 2020

	<u>Without Donor</u>	<u>With Donor</u>	<u>Total</u>
	<u>Restrictions</u>	<u>Restrictions</u>	
REVENUES AND SUPPORT			
Government grants and contracts	\$ 350,999	\$ -	\$ 350,999
Corporate and foundation contributions	291,512	354,298	645,810
Individual contributions	246,784	1,433	248,217
United Way and other grants	89,745	-	89,745
In-kind contributions	2,038,287	-	2,038,287
Special events	265,770	8,500	274,270
Consulting services	47,815	-	47,815
Other revenue	6,138	-	6,138
Investment income	19,117	-	19,117
Change in value of beneficial interest in agency endowment fund held by the Community Foundation of Middle Tennessee	1,605	-	1,605
Net assets released from restrictions	<u>260,911</u>	<u>(260,911)</u>	<u>-</u>
TOTAL REVENUES AND SUPPORT	<u>3,618,683</u>	<u>103,320</u>	<u>3,722,003</u>
EXPENSES			
Program services	3,243,647	-	3,243,647
Supporting services:			
Management and general	93,432	-	93,432
Fundraising	<u>353,774</u>	<u>-</u>	<u>353,774</u>
TOTAL EXPENSES	<u>3,690,853</u>	<u>-</u>	<u>3,690,853</u>
CHANGE IN NET ASSETS	(72,170)	103,320	31,150
NET ASSETS - BEGINNING OF YEAR	<u>1,405,242</u>	<u>268,831</u>	<u>1,674,073</u>
NET ASSETS - END OF YEAR	<u>\$ 1,333,072</u>	<u>\$ 372,151</u>	<u>\$ 1,705,223</u>

See accompanying notes to financial statements.

PENCIL FOUNDATION

STATEMENT OF FUNCTIONAL EXPENSES

FOR THE YEAR ENDED JUNE 30, 2021

	Program Services	Supporting Services		Total Supporting Services	Total
		Management and General	Fundraising		
Personnel	\$ 1,039,857	\$ 48,907	\$ 198,634	\$ 247,541	\$ 1,287,398
Equipment	54,343	11,181	10,484	21,665	76,008
Depreciation	30,875	1,390	2,500	3,890	34,765
Travel	1,145	432	77	509	1,654
Professional services	193,899	16,473	22,962	39,435	233,334
Program expenses	311,133	-	-	-	311,133
Grant to Metro Nashville Public Schools	3,800	-	-	-	3,800
Supplies	-	1,509	-	1,509	1,509
Supplies - donated	2,575,670	-	-	-	2,575,670
Facility expenses	(648)	10,596	19,072	29,668	29,020
Communications	10,328	5,472	10,415	15,887	26,215
Commercial insurance	16,050	805	1,448	2,253	18,303
Staff development and community events	9,479	1,910	2,869	4,779	14,258
Donor cultivation	-	-	871	871	871
Events	-	-	35,707	35,707	35,707
Events - donated	-	-	52,140	52,140	52,140
Fees & bank charges	-	712	15,319	16,031	16,031
Miscellaneous	-	16	-	16	16
Occupancy - donated	182,650	10,497	16,796	27,293	209,943
TOTAL EXPENSES	\$ 4,428,581	\$ 109,900	\$ 389,294	\$ 499,194	\$ 4,927,775

See accompanying notes to financial statements.

PENCIL FOUNDATION

STATEMENT OF FUNCTIONAL EXPENSES

FOR THE YEAR ENDED JUNE 30, 2020

	<u>Program Services</u>	<u>Supporting Services</u>		<u>Total Supporting Services</u>	<u>Total</u>
		<u>Management and General</u>	<u>Fundraising</u>		
Personnel	\$ 1,002,101	\$ 51,115	\$ 189,525	\$ 240,640	\$ 1,242,741
Equipment	38,127	1,740	2,632	4,372	42,499
Depreciation	46,578	2,677	4,283	6,960	53,538
Travel	8,685	979	546	1,525	10,210
Professional services	94,522	5,965	10,501	16,466	110,988
Program expenses	58,143	978	609	1,587	59,730
Grant to Metro Nashville Public Schools	28,341	-	-	-	28,341
Supplies	960	1,281	767	2,048	3,008
Supplies - donated	1,817,722	-	-	-	1,817,722
Facility expenses	7,741	9,099	16,378	25,477	33,218
Communications	29,647	5,787	8,853	14,640	44,287
Commercial insurance	13,006	2,554	1,343	3,897	16,903
Staff development and community events	10,555	5,033	1,868	6,901	17,456
Donor cultivation	288	174	1,319	1,493	1,781
Events	3,338	824	37,929	38,753	42,091
Events - donated	-	-	62,375	62,375	62,375
Fees & bank charges	2,284	536	7,341	7,877	10,161
Miscellaneous	-	-	-	-	-
Occupancy - donated	81,609	4,690	7,505	12,195	93,804
TOTAL EXPENSES	\$ 3,243,647	\$ 93,432	\$ 353,774	\$ 447,206	\$ 3,690,853

See accompanying notes to financial statements.

PENCIL FOUNDATION

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2021

	<u>2021</u>	<u>2020</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	\$ 709,394	\$ 31,150
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	34,765	53,538
Net realized and unrealized (gains) losses on investments	(154,140)	1,183
Grant received from agency endowment fund	3,099	3,101
Contributions made to agency endowment fund	-	(125)
Contributions restricted for endowment	(113,545)	-
Paycheck Protection Program loan forgiveness	(222,915)	-
Change in value of beneficial interest in agency endowment fund	(13,775)	(1,605)
(Increase) decrease in:		
Contributions, grants and other receivables	47,554	(95,033)
Prepaid expenses and other assets	(18,308)	(57,187)
Inventory	(16,673)	(41,027)
Increase (decrease) in:		
Accounts payable	9,415	(14,124)
Payroll liabilities	3,675	24,264
Other liabilities	-	(3,840)
TOTAL ADJUSTMENTS	<u>(440,848)</u>	<u>(130,855)</u>
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	<u>268,546</u>	<u>(99,705)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(185,785)	-
Proceeds from sale or maturity of investments	179,824	169,947
Purchases of investments	<u>(279,690)</u>	<u>(157,447)</u>
NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES	<u>(285,651)</u>	<u>12,500</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from contributions restricted for investment in endowment	107,360	-
Proceeds from Paycheck Protection Program loan	<u>-</u>	<u>222,915</u>
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>107,360</u>	<u>222,915</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	90,255	135,710
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	<u>392,372</u>	<u>256,662</u>
CASH AND CASH EQUIVALENTS - END OF YEAR	<u>\$ 482,627</u>	<u>\$ 392,372</u>

See accompanying notes to financial statements.

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2021 AND 2020

NOTE 1 - GENERAL

PENCIL Foundation (“PENCIL”) is a not-for-profit organization formed in 1982 to link community resources to Nashville public schools to help young people achieve academic success and prepare for life.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements of PENCIL have been prepared in accordance with generally accepted accounting principles (“GAAP”), which require PENCIL to report information regarding its financial position and activities according to the following net asset classifications:

Net assets without donor restrictions: Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the organization. These net assets may be used at the discretion of PENCIL’s management and the Board of Directors.

Net assets with donor restrictions: Net assets subject to stipulations imposed by donors, and grantors. Some donor restrictions are temporary in nature; those restrictions will be met by actions of PENCIL or by the passage of time. There are currently no donor restrictions that are perpetual in nature.

PENCIL reports contributions restricted by donors as increases in net assets without donor restrictions if the restrictions expire (that is, when a stipulated time restriction ends or purpose restriction is accomplished) in the reporting period in which the revenue is recognized. All other donor-restricted contributions are reported as increases in net assets with donor restrictions, depending on the nature of the restrictions. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statements of activities as net assets released from restrictions.

Revenue Recognition

Contributions - Contributions are recognized when cash, securities or other assets, or an unconditional promise to give are received. A contribution is conditional if an agreement includes a barrier that must be overcome and either a right of return of assets transferred or a right of release of promisor’s obligation to transfer assets exists. The presence of both a barrier and a right of return or right of release indicates that a recipient is not entitled to the contribution until it has overcome the barrier(s) in the agreement. Conditional promises to give are not recognized until the barrier(s) in the agreement are overcome.

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2021 AND 2020

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue Recognition (continued)

Government grants and contracts - A portion of PENCIL's revenue is derived from cost reimbursable grants and contracts, which are conditioned upon certain performance requirements and/or the incurrence of allowable qualifying expenses. Amounts received are recognized as revenue when PENCIL has incurred expenditures in compliance with specific contract or grant provisions. Amounts received in advance of the expenditure are recorded as deferred revenue. Additionally, certain grants qualify as exchange transactions. PENCIL recognizes grant revenue for exchange transactions at the time the services are provided.

In-kind contributions - PENCIL reports any gifts of property, equipment, or materials at the estimated fair value at the date of gift as support without donor restrictions unless explicit donor restrictions specify how the assets must be used. Gifts of long-lived assets with explicit restrictions as to how the assets are to be used or funds restricted for the acquisition of long-lived assets are reported as support with donor restrictions. Expirations of donor restrictions are recognized when the donated or acquired long-lived assets are placed in service. Donated services are recognized if they create or enhance non-financial assets, or the donated service requires specialized skills, were performed by a donor who possesses such skills, and would have been purchased by PENCIL if not donated. Such services are recognized at fair value as support and expense in the period the services are performed.

Special events - Special event revenue is generated from sponsorships, ticket sales and sale of auction items at events held during the year and are recognized when the events occur, which is when PENCIL completes its performance obligation.

Consulting and fiscal services - Consulting revenue is generated from services provided to communities across the nation that are interested in building a network of strong partnerships within their school district, as well as for accounting services provided to another organization. PENCIL recognizes revenue at the time the services are provided, which is when PENCIL's performance obligation is fulfilled.

Donated Services

A substantial number of unpaid volunteers have made contributions of their time to serve as tutors, mentors, teacher supply store volunteers and in other capacities in order to serve Nashville public school students. The total value of time contributed by these volunteers for the year ended June 30, 2021 has been estimated to be approximately \$728,000 (\$1,363,780 for the year ended June 30, 2020). This amount has not been recorded in the accompanying financial statements as it does not meet GAAP recognition criteria.

Other individuals volunteer their time and perform a variety of tasks that assist PENCIL with program services and fundraising events. No amounts have been reflected in the financial statements for volunteer time since these donated services do not meet the criteria for recognition under GAAP.

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2021 AND 2020

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and Cash Equivalents

PENCIL considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Contributions Receivable

Unconditional contributions receivable that are expected to be collected within one year are recorded at their net realizable value. Unconditional contributions receivable that are expected to be collected in future years are recorded at the present value of estimated future cash flows. As of June 30, 2021, management deemed the discount to be insignificant. The discount on those amounts is computed using a risk-free interest rate applicable to the year in which the promise is received. Conditional promises to give are not included as support until such time as the conditions are substantially met.

An allowance for uncollectible contributions is provided based on management's estimate of uncollectible pledges and historical trends. Contributions receivable are written off when deemed to be uncollectible. In management's opinion, no allowance for uncollectible contributions was necessary as of June 30, 2021 and 2020.

Inventory

Inventory consists of donated school supplies received primarily from school supply drives and supply distributors. Inventory is recorded at its estimated fair value at the time the goods are received from the donor. Provision is made to reduce any excess, obsolete or slow-moving inventory to net realizable value.

Investments

Investments consist of money market funds, certificates of deposit, bonds, mutual funds, equities and exchange traded funds. Money market funds and certificates of deposit are carried at cash value plus accrued interest. Bonds, mutual funds, equities and exchange traded funds are carried at their quoted market value on the last business day of the reporting period. Interest and dividends, as well as changes in unrealized gains and losses are recognized currently in the statement of activities.

PENCIL has invested in certificates of deposit with a financial institution with maturities ranging from fiscal year 2022 to 2025. These certificates of deposits have an average yield of 2.35% as of June 30, 2021 (2.31% as of June 30, 2020).

Agency Endowment Fund

PENCIL's beneficial interest in an agency endowment fund held by the Community Foundation of Middle Tennessee ("CFMT") is recognized as an asset. Investment income and changes in the value of the fund are recognized in the statement of activities, and distributions received from the fund are recorded as increases (decreases) in the beneficial interest.

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2021 AND 2020

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property and Equipment

Property and equipment are recorded at cost at the date of purchase, or at estimated fair value at the date of gift. Depreciation expense is calculated using the straight-line method over the estimated useful lives of the assets, except for leasehold improvements, which are depreciated over the shorter of their estimated useful lives or the expected lease term.

Fair Value Measurements

PENCIL classifies its assets based on a hierarchy consisting of: Level 1 (valued using quoted prices from active markets for identical assets), Level 2 (not traded on an active market but for which observable market inputs are readily available), and Level 3 (valued based on significant unobservable inputs).

An asset's 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 maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis.

Investments - Mutual funds, equities and exchange traded funds are classified within Level 1 where quoted market prices are available in an active market for identical assets. If quoted market prices are unavailable, fair value is estimated using quoted market prices of investments with similar characteristics, and the investments are classified within Level 2. Bonds are valued on the basis of information provided by pricing services that employ valuation matrices that may incorporate both broker/dealer-supplied valuations as well as valuation models reflecting factors such as benchmark yields, reported trades, broker/dealer quotes, bid/offer data and other relevant elements, and are classified within Level 2 of the valuation hierarchy

Beneficial interest in agency endowment fund held by the Community Foundation of Middle Tennessee - The agency endowment fund held at the CFMT represents PENCIL's interest in pooled investments with other participants in the funds. The CFMT prepares a valuation of the fund based on the fair value of the underlying investments using quoted market prices and allocates income or loss to each participant based on market results. PENCIL reflects this asset within Level 2 of the valuation hierarchy.

There have been no changes in the valuation methodologies used at June 30, 2021 or 2020.

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

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2021 AND 2020

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Endowment Funds

PENCIL's 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 to provide long-term stability for PENCIL. PENCIL's 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").

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, PENCIL classifies as net assets with donor restrictions (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.

Spending policy - The board of directors has formally adopted an endowment spending policy. The policy does not allow distributions to be made from the endowment account unless the balance in the account is greater than \$350,000 or as otherwise approved by the board of directors. When distributions are made, the amount will be calculated using a rolling 36 month, quarterly average balance. The finance committee will then consider a distribution between 3-5% of that average balance.

Investment policy - The purpose and objectives of the investment policy is to maximize long-term investment performance, within appropriate risk limits and diversification parameters. Given the long-term nature of the endowment fund and that no current distributions are anticipated from the fund, the fund carries a modestly higher than average risk tolerance. The policy allows substantial discretion in the asset allocation and diversification of the assets for the purposes of increasing investment return and/or reducing risk exposure. The target investment allocation follows:

Cash and cash equivalents	2% - 10%
Equity	36% - 80%
Fixed income	25% - 50%
Alternative investments	0% - 9%

Income Taxes

PENCIL qualifies as a not-for-profit organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, income taxes are not provided.

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2021 AND 2020

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes (continued)

Management performs an evaluation of all income tax positions taken or expected to be taken in the course of preparing PENCIL's income tax returns to determine whether the income tax positions meet a "more likely than not" standard of being sustained under examination by the applicable taxing authorities. Management has performed its evaluation of all income tax positions taken on all open income tax returns and has determined that there were no positions taken that do not meet the "more likely than not" standard. Accordingly, there are no provisions for income taxes, penalties or interest receivable or payable relating to uncertain income tax positions in the accompanying financial statements.

Program and Supporting Services

The following program and supporting services are included in the accompanying financial statements:

Program Services

PENCIL Partners and PENCIL Academy Partners are businesses and organizations committed to student success through organized, coordinated activities that match the unique attributes of each Partner with the specific needs of each school or academy. Schools turn to us and our wide network of business contacts to help them find Partners that are a good match for their school. Businesses and organizations turn to us and our comprehensive knowledge of Nashville Public Schools when they want to connect with a school where they can help students. PENCIL also serves as the coordinator of these ongoing Partnership relationships. We facilitate communication, provide activity ideas, advise on volunteer management and help the school and Partner develop a year-long strategic plan. In addition, PENCIL hosts the PENCILMeIn615.org website where schools, Partners and individuals log their volunteer hours and in-kind gifts.

PENCIL's Family Resource Centers ("FRCs") act as a hub for community resources, helping families navigate outside agencies that can assist with social, emotional and physical needs. FRCs stock emergency food/clothing and develop services tailored to their school population, such as GED and English-language classes, parenting classes, eye exams and glasses, individual counseling and student leadership groups.

The LP PENCIL Box makes sure students have the school supplies necessary for success in the classroom - and that teachers do not have to spend their own money to buy those supplies. Through generous donations from businesses, organizations and individuals, the Box is stocked with school supplies such as pencils, pens, notebooks, crayons, scissors, reading books, backpacks and much more. Every Metro teacher can make four shopping trips per school year for free supplies.

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2021 AND 2020

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Supporting Services

Management and General relates to the overall direction of PENCIL. These expenses are not identifiable with a particular program or event, or with fundraising, but are indispensable to the conduct of those activities and are essential to PENCIL. Specific activities include organization oversight, business management, recordkeeping, budgeting, financing and other administrative activities.

Fundraising includes costs of activities directed toward appeals for financial support, including special events. Other activities include the creation and distribution of fundraising materials.

Allocation of Functional Expenses

The costs of program and supporting service activities have been summarized on a functional basis in the statements of activities. The statements of functional expenses presents the natural classification detail of expenses by function. Expenses that can be directly attributed to a particular function are charged to that function. Certain costs have been allocated among the programs and supporting services benefited. The expenses that are allocated include personnel, equipment, travel, professional services, supplies, facility expenses, occupancy, communications, commercial insurance, staff development and community events, donor cultivation, event expenses, fees and bank charges which are allocated on the basis of estimates of time and effort.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Recent Authoritative Accounting Guidance

In February 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-02, *Leases (Topic 842)*. The guidance in this ASU supersedes the leasing guidance in Topic 840, *Leases*. Under the new guidance, lessees are required to recognize lease assets and lease liabilities on the statement of financial position for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the statement of activities. In July 2018, the FASB issued ASU 2018-10, *Codification Improvements to Topic 842, Leases*, which makes narrow scope improvements to the standard for specific issues. In July 2018, the FASB also issued ASU 2018-11 *Leases (Topic 842): Targeted Improvements*, which provides an optional transition method allowing the standard to be applied at the adoption date.

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2021 AND 2020

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Authoritative Accounting Guidance (continued)

A modified retrospective transition approach is required. An entity may adopt the guidance either (1) retrospectively to each prior reporting period presented in the financial statements with a cumulative-effect adjustment recognized at the beginning of the earliest comparative period presented or (2) retrospectively at the beginning of the period of adoption through a cumulative-effect adjustment. The Foundation expects to adopt the guidance retrospectively at the beginning of the period of adoption, January 1, 2022, through a cumulative-effect adjustment, and will not apply the new standard to comparative periods presented.

The new standard provides a number of practical expedients. Upon adoption, the Foundation expects to elect all the practical expedients available. The Foundation does not expect the adoption of the new standard to have a material impact on the financial statements.

In September 2020, the FASB issued ASU 2020-07, *Not-for-Profit Entities (Topic 958): Presentation and Disclosures by Not-for-Profit Entities for Contributed Nonfinancial Assets*, which requires a not-for-profit entity to present contributed nonfinancial assets in the statement of activities as a line item that is separate from contributions of cash or other financial assets. ASU 2020-07 also requires additional qualitative and quantitative disclosures about contributed nonfinancial assets received, disaggregated by category. This ASU is effective for the Foundation beginning on January 1, 2022. The Foundation is currently evaluating the impact of this new guidance on its consolidated financial statements.

Reclassifications

Certain reclassifications were made to the 2020 financial statements to conform to the current year presentation. Such reclassifications had no impact on the change in net assets previously reported.

Events Occurring After Reporting Date

PENCIL has evaluated events and transactions that occurred between June 30, 2021 and October 20, 2021, the date the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2021 AND 2020

NOTE 3 - LIQUIDITY AND AVAILABILITY

The following reflects PENCIL's financial assets at June 30, 2021 and 2020, reduced by amounts not available for general use within one year of the statement of financial position date because of donor-imposed restrictions. Amounts not available include amounts set aside by the Board of Directors that could be drawn upon if the governing board approves that action.

	<u>2021</u>	<u>2020</u>
Financial assets at year end:		
Cash and cash equivalents	\$ 482,627	\$ 392,372
Contributions, grants and other receivables	254,178	295,547
Investments	<u>906,062</u>	<u>652,056</u>
Total financial assets	<u>1,642,867</u>	<u>1,339,975</u>
Less amounts not available to be used within one year:		
Donor restricted endowment	123,457	-
Receivables due in more than one year	30,000	-
Board designations	<u>1,139,196</u>	<u>823,670</u>
	<u>1,292,653</u>	<u>823,670</u>
Financial assets available to meet general expenditures over the next twelve months	<u>\$ 350,214</u>	<u>\$ 516,305</u>

In addition, PENCIL has a \$100,000 line of credit available to meet cash flow needs.

NOTE 4 - CONTRIBUTIONS, GRANTS AND OTHER RECEIVABLES

Contributions, grants and other receivables consisted of the following at June 30:

	<u>2021</u>	<u>2020</u>
Contributions receivable	\$ 75,185	\$ 23,440
Grants receivable	172,808	251,250
Other receivables	<u>-</u>	<u>20,857</u>
	<u>\$ 247,993</u>	<u>\$ 295,547</u>

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2021 AND 2020

NOTE 4 - CONTRIBUTIONS, GRANTS AND OTHER RECEIVABLES (CONTINUED)

Contributions receivable, including those restricted for the endowment, were due as follows at June 30:

	<u>2021</u>	<u>2020</u>
Due in less than one year	\$ 51,370	\$ 23,440
One to five years	<u>30,000</u>	<u>-</u>
	<u>\$ 81,370</u>	<u>\$ 23,440</u>

NOTE 5 - INVESTMENTS

Investments consisted of the following at June 30:

	<u>2021</u>	<u>2020</u>
Money market funds	\$ -	\$ 25,000
Certificates of deposit	61,266	77,345
Bonds	51,692	64,244
Mutual funds	193,195	91,979
Equities	85,076	34,055
Exchange traded funds	<u>514,833</u>	<u>359,433</u>
	<u>\$ 906,062</u>	<u>\$ 652,056</u>

NOTE 6 - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at June 30:

	<u>2021</u>	<u>2020</u>
Equipment	\$ 35,532	\$ 35,532
Software	20,000	-
Leasehold improvements	<u>406,897</u>	<u>241,112</u>
	462,429	276,644
Less: Accumulated depreciation	<u>(184,223)</u>	<u>(149,458)</u>
	<u>\$ 278,206</u>	<u>\$ 127,186</u>

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2021 AND 2020

NOTE 7 - AGENCY ENDOWMENT FUND

PENCIL established and holds a beneficial interest in an agency endowment fund held by CFMT. PENCIL has granted variance power to CFMT and CFMT has the ultimate authority and control over the Fund and the income derived therefrom. The Fund is charged a .4% administrative fee by CFMT annually. Upon request by PENCIL, income may be distributed to PENCIL annually.

A schedule of changes in PENCIL's beneficial interest in this fund for the years ended June 30, 2021 and 2020 follows:

	<u>2021</u>	<u>2020</u>
Beginning balance	\$ 59,344	\$ 60,715
Contributions to the fund	-	125
Grants paid to the agency	(3,099)	(3,101)
Change in value of beneficial interest in agency endowment fund:	<u>13,775</u>	<u>1,605</u>
Ending balance	<u>\$ 70,020</u>	<u>\$ 59,344</u>

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2021 AND 2020

NOTE 8 - FAIR VALUE MEASUREMENTS

The following table summarizes 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 June 30:

<u>2021</u>	<u>Level 1 Inputs</u>	<u>Level 2 Inputs</u>	<u>Level 3 Inputs</u>	<u>Total Value</u>
<u>Investments:</u>				
Bonds	\$ -	\$ 51,692	\$ -	\$ 51,692
Mutual Funds:				
High Yield Bond	8,313	-	-	8,313
Foreign Stock	24,794	-	-	24,794
Market Neutral	26,677	-	-	26,677
Foreign Large Blend	16,076	-	-	16,076
Multialternative	55,165	-	-	55,165
Small Growth	10,122	-	-	10,122
Large Growth	29,989	-	-	29,989
Mid-Cap Growth	22,059	-	-	22,059
	<u>193,195</u>	<u>-</u>	<u>-</u>	<u>193,195</u>
Equities:				
Communication Services	23,721	-	-	23,721
Technology	19,448	-	-	19,448
Banking	4,759	-	-	4,759
Utilities	37,148	-	-	37,148
	<u>85,076</u>	<u>-</u>	<u>-</u>	<u>85,076</u>
Exchange Traded Funds:				
Foreign Large Blend	41,042	-	-	41,042
Diversified Emerging Markets	38,741	-	-	38,741
Ultrashort Bond	50,780	-	-	50,780
Large Growth	137,667	-	-	137,667
Mid-Cap Blend	39,988	-	-	39,988
Real Estate	24,818	-	-	24,818
Short Government Fund	25,135	-	-	25,135
US Fund Inflation Protected Bond	19,202	-	-	19,202
Small Value	137,460	-	-	137,460
	<u>514,833</u>	<u>-</u>	<u>-</u>	<u>514,833</u>
Total Investments	<u>\$ 793,104</u>	<u>\$ 51,692</u>	<u>\$ -</u>	<u>\$ 844,796</u>
Beneficial interest in agency endowment fund	<u>\$ -</u>	<u>\$ 70,020</u>	<u>\$ -</u>	<u>\$ 70,020</u>

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2021 AND 2020

NOTE 8 - FAIR VALUE MEASUREMENTS (CONTINUED)

2020	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Value
<u>Investments:</u>				
Bonds	\$ -	\$ 64,244	\$ -	\$ 64,244
<u>Mutual Funds:</u>				
High Yield Bond	7,336	-	-	7,336
Market Neutral	17,850	-	-	17,850
Foreign Large Blend	13,267	-	-	13,267
Multialternative	19,633	-	-	19,633
Foreign Stock	18,103	-	-	18,103
Mid-Cap Growth	15,790	-	-	15,790
	91,979	-	-	91,979
<u>Equities:</u>				
Communication Services	18,983	-	-	18,983
Utilities	15,072	-	-	15,072
	34,055	-	-	34,055
<u>Exchange Traded Funds:</u>				
Foreign Large Blend	31,820	-	-	31,820
Diversified Emerging Markets	18,226	-	-	18,226
Large Growth	139,038	-	-	139,038
Large Value	99,590	-	-	99,590
Mid-Cap Blend	25,406	-	-	25,406
Real Estate	2,749	-	-	2,749
Short Government Fund	15,089	-	-	15,089
Small Blend Fund	15,320	-	-	15,320
Small Value	12,195	-	-	12,195
	359,433	-	-	359,433
Total Investments	\$ 485,467	\$ 64,244	\$ -	\$ 549,711
Beneficial interest in agency endowment fund	\$ -	\$ 59,344	\$ -	\$ 59,344

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2021 AND 2020

NOTE 9 - LINE OF CREDIT

PENCIL has a \$100,000 revolving line of credit maturing in January 2023. Interest is payable monthly at a variable rate of Prime + 1.00% (4.25% at June 30, 2021), with the outstanding principal balance payable at maturity. The line is secured by PENCIL's investments. As of June 30, 2021 and 2020, there was no outstanding balance under this line of credit.

NOTE 10 - PAYCHECK PROTECTION PROGRAM

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security ("CARES") Act was signed into law. The CARES Act provides an economic relief package to many businesses in the U.S. as a direct response to the adverse impacts of COVID-19. Section 1102 of CARES Act establishes the Paycheck Protection Program ("PPP"), which is implemented by the Small Business Administration, and is intended to provide small businesses (generally those with 500 or less employees) with funds to pay up to 24 weeks of payroll costs and benefits, interest on mortgages, rent and utilities. On April 30, 2020, PENCIL received \$222,915 from a PPP loan. On November 4, 2020 PENCIL received notification of full forgiveness of the PPP loan. Accordingly, PENCIL recorded this as government grant revenue upon forgiveness being granted.

NOTE 11 - LEASES

PENCIL leases certain office equipment under non-cancelable operating leases which expire at various dates through February 2025.

Lease expense paid for all operating leases was \$21,480 for the year ended June 30, 2021 (\$11,832 for the year ended June 30, 2020)

A summary of future minimum lease payments for equipment as of June 30, 2021, follows:

Year ending June 30,

2022	\$ 11,620
2023	9,648
2024	9,648
2025	<u>6,432</u>
	<u>\$ 37,348</u>

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2021 AND 2020

NOTE 11 - LEASES (CONTINUED)

PENCIL receives rent-free office and warehouse space under a lease that expires in October 2022. In June 2020, PENCIL entered into a restated lease agreement extending the cancellable lease through October 2027. Subsequently, PENCIL began utilizing the entire building. Either party may terminate the lease upon 90 days advance written notice. The estimated fair market value of the space is \$20,721 per month starting October 1, 2020 (\$7,817 per month in fiscal year ended 2020 through September 2020) and is recorded as an in-kind contribution.

NOTE 12 - NET ASSETS

Board-designated net assets consisted of the following at June 30:

	<u>2021</u>	<u>2020</u>
Education of future healthcare providers	\$ 5,710	\$ 37,491
Reserve fund	1,037,013	667,061
Beneficial interest in agency endowment fund	70,020	59,344
Capacity campaign	<u>26,453</u>	<u>59,774</u>
	<u>\$ 1,139,196</u>	<u>\$ 823,670</u>

Subsequent to year end, the Board designated \$100,000 for the Sue Spickard Endowment Fund.

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2021 AND 2020

NOTE 12 - NET ASSETS (CONTINUED)

Net assets with donor restrictions consisted of the following at June 30:

	<u>2021</u>	<u>2020</u>
<i>Temporary in nature - subject to expenditure for specified time or purpose:</i>		
Future year partnerships	\$ 220,004	\$ 294,884
LP PENCIL Box	65,000	65,000
Back to School Breakfast	17,552	3,500
Eyecare	7,373	7,920
Other	4,691	847
	<u>314,620</u>	<u>372,151</u>
<i>Temporary in nature - endowment- subject to appropriation:</i>		
General use	9,912	-
	<u>9,912</u>	<u>-</u>
<i>Perpetual in nature - endowment:</i>		
Sue Spickard Endowment Fund	113,545	-
	<u>113,545</u>	<u>-</u>
	<u>\$ 438,077</u>	<u>\$ 372,151</u>

NOTE 13 - ENDOWMENT FUNDS

The endowment net asset composition by type of fund is as follows as of June 30, 2021:

	<u>Net Assets Without Donor Restrictions</u>	<u>Net Assets With Donor Restrictions</u>	<u>Total</u>
Donor-restricted endowment funds	\$ -	\$ 117,272	\$ 117,272

From time to time, certain donor-restricted endowment funds may have fair values less than the amount required to be maintained by donors or by law (underwater endowments). PENCIL has interpreted UPMIFA to permit spending from underwater endowments in accordance with prudent measures required by law. There were no underwater endowments as of June 30, 2021.

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2021 AND 2020

NOTE 13 - ENDOWMENT FUNDS (CONTINUED)

A summary of changes in endowments follows for the year ended June 30, 2021:

	<u>Without Donor</u> <u>Restrictions</u>	<u>With Donor</u> <u>Restrictions</u>	<u>Total</u>
Endowment net assets, July 1, 2020	\$ -	\$ -	\$ -
Dividends	-	752	752
Interest	-	231	231
Realized gain on investments	-	27	27
Unrealized gain on investments	-	9,290	9,290
Contributions	-	107,360	107,360
Professional fees	-	(388)	(388)
	<hr/>	<hr/>	<hr/>
Endowment net assets, June 30, 2021	\$ <u>-</u>	\$ <u>117,272</u>	\$ <u>117,272</u>

NOTE 14 - RETIREMENT PLAN

PENCIL sponsors a Section 401(k) defined contribution plan for the benefit of eligible employees. The plan provides for PENCIL to make a matching contribution for each employee deferral contribution, subject to limitations. Total contributions by PENCIL to the plan amounted to \$24,458 in 2021 (\$16,676 in 2020).

NOTE 15 - CONCENTRATIONS OF CREDIT RISK

Financial instruments that potentially subject PENCIL to concentrations of credit risk consist principally of cash and cash equivalents, and various contributions, grants, contracts and related receivables. PENCIL maintains cash and cash equivalents and investments in certificates of deposit at reputable financial institutions insured by the Federal Deposit Insurance Corporation ("FDIC") up to statutory limits. PENCIL's balances may, at times, exceed statutory limits. PENCIL has not experienced any losses in these accounts and management considers this to be a normal business risk.

There were no contribution concentrations for the year ended June 30, 2021. Contributions received from one source totaled approximately \$129,500, or 13%, of total contribution revenue received for the year ended June 30, 2020.

PENCIL FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2021 AND 2020

NOTE 16 - RELATED PARTIES

PENCIL has certain members of its board of directors who are employed by or have financial interests in entities which engage in business transactions with PENCIL. These entities include a financial institution, higher education institutions, a construction company, an entertainment facility, an insurance broker, and a construction aggregate company from which PENCIL receives free rent (see Note 11 for lease details).

NOTE 17 - COVID-19

On January 30, 2020, the World Health Organization declared the coronavirus outbreak a “Public Health Emergency of International Concern” and on March 10, 2020, declared it to be a pandemic. Actions taken around the world to help mitigate the spread of the coronavirus included restrictions on travel, quarantines in certain areas and forced closures for certain types of public places and businesses. The coronavirus and actions taken to mitigate it have had and are expected to continue to have an adverse impact on the economies and financial markets of many countries including the geographical area in which PENCIL operates. While it is unknown how long these conditions will last and what the complete financial effect will be to PENCIL, management is continuing to evaluate the evolving situation and will implement appropriate countermeasures as needed.