Financial Statements

June 30, 2018



# **Independent Auditors' Report**

Board of Directors
Boys and Girls Republic, Inc.

We have audited the accompanying financial statements of Boys and Girls Republic, Inc., which comprise the statement of financial position as of June 30, 2018, and the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements.

# Management's Responsibility for the Financial Statements

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

# Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the 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.

**Board of Directors Boys and Girls Republic, Inc.**Page 2

# **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Boys and Girls Republic, Inc. as of June 30, 2018, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

# Report on Summarized Comparative Information

PKF O'Connor Davies, LLP

We have previously audited Boys and Girls Republic, Inc.'s 2017 financial statements, and we expressed an unmodified audit opinion on those financial statements in our report dated February 12, 2018. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2017, is consistent, in all material respects, with the audited financial statements from which it has been derived.

January 25, 2019

# Statement of Financial Position June 30, 2018

(with comparative amounts at June 30, 2017)

	2018	2017
ASSETS Cash Investments (Note 3) Due from contracting agencies Contribution receivable Prepaid expenses Fixed assets, net (Note 4)	\$ 331,715 2,128,957 359,896 - 1,981 168,310	\$ 332,260 2,085,098 491,063 20,000 14,875 185,998
	\$ 2,990,859	\$ 3,129,294
LIABILITIES AND NET ASSETS Liabilities Accounts payable and accrued expenses Refundable advances Due to Henry Street Settlement	\$ 11,315 - 404,206	\$ 6,469 5,733 421,182
Total Liabilities  Net Assets	415,521	433,384
Unrestricted Temporarily restricted (Note 6) Permanently restricted (Note 7) Total Net Assets	92,662 670,960 1,811,716 2,575,338	192,043 692,151 1,811,716 2,695,910
	\$ 2,990,859	\$ 3,129,294

# Statement of Activities Year Ended June 30, 2018 (with summarized totals for the year ended June 30, 2017)

		Unrestricted					
	Operating	Plant		Temporarily	Permanently	Tc	otal
	Fund	Fund	Total	Restricted	Restricted	2018	2017
REVENUE, GAINS AND OTHER SUPPORT							
Contributions	\$ 69,818	\$ -	\$ 69,818	\$ 80,000	\$ -	\$ 149,818	\$ 181,106
Grants and fees from contracting agencies	1,170,253	-	1,170,253	-	-	1,170,253	1,115,820
Grant from Henry Street Settlement	50,000	-	50,000	-	-	50,000	50,000
Program service fees	1,300	-	1,300	-	-	1,300	-
Realized gain on investments	-	-	-	235,761	-	235,761	52,661
Unrealized (loss) gain on investments	-	-	-	(184,047)	-	(184,047)	114,528
Interest and dividends	63	-	63	54,095	-	54,158	54,727
Donated occupancy (Note 8)	312,000	-	312,000	-	-	312,000	312,000
Rental revenue	5,600	-	5,600	-	-	5,600	9,445
Net assets released from restrictions (Note 6)	207,000		207,000	(207,000)	<del>-</del>	<u>-</u>	<del>_</del>
Total Revenue, Gains and Other Support	1,816,034		1,816,034	(21,191)		1,794,843	1,890,287
EXPENSES							
Program services - Youth Programs	1,710,409	21,848	1,732,257	-	-	1,732,257	1,710,464
Management and general	182,196	962	183,158	-	-	183,158	177,274
Total Expenses	1,892,605	22,810	1,915,415			1,915,415	1,887,738
Change in Net Assets Before Other Changes	(76,571)	(22,810)	(99,381)	(21,191)	-	(120,572)	2,549
OTHER CHANGES							
Transfer to plant fund	(5,122)	5,122					
Change in Net Assets	(81,693)	(17,688)	(99,381)	(21,191)	-	(120,572)	2,549
NET ASSETS (DEFICIT)							
Beginning of year	6,045	185,998	192,043	692,151	1,811,716	2,695,910	2,693,361
End of year	\$ (75,648)	\$ 168,310	\$ 92,662	\$ 670,960	\$ 1,811,71 <u>6</u>	\$ 2,575,338	\$ 2,695,910

# Statement of Functional Expenses Year Ended June 30, 2018 (with summarized totals for the year ended June 30, 2017)

	Program Services -		Management and		Total			
	You	th Programs		General		2018		2017
Salaries	\$	792,219	\$	106,886	\$	899,105	\$	909,848
Payroll taxes and employee benefits		179,021		28,249		207,270		272,018
Total Salaries and Related Expenses		971,240		135,135		1,106,375		1,181,866
Professional fees and contract								
service payments		113,163		15,255		128,418		114,866
Supplies		96,876		4,746		101,622		91,034
Telephone		16,225		2,601		18,826		17,120
Postage and shipping		1,379		4,276		5,655		5,877
Occupancy		441,989		1,244		443,233		350,755
Equipment rental and maintenance		29,184		2,415		31,599		34,101
Transportation		25,273		606		25,879		25,801
Insurance		-		636		636		605
Bank charges and custodial fees		1,138		9,099		10,237		7,026
Food		4,409		1,888		6,297		30,358
Membership fees and conferences		6,140		515		6,655		3,960
Depreciation		21,848		962		22,810		23,591
Miscellaneous		3,393		3,780	_	7,173	_	778
	\$	1,732,257	\$	183,158	\$	1,915,415	\$	1,887,738

# Statement of Cash Flows Year Ended June 30, 2018 (with comparative amounts for the year ended June 30, 2017)

		2018		2017
CASH FLOWS FROM OPERATING ACTIVITIES Change in net assets Adjustments to reconcile change in net assets to net cash from operating activities	\$	(120,572)	\$	2,549
Depreciation		22,810		23,591
Realized gain on investments		(235,761)		(52,661)
Unrealized loss (gain) on investments Changes in operating assets and liabilities		184,047		(114,528)
Due from contracting agencies		131,167		(152,445)
Contribution receivable		20,000		(20,000)
Prepaid expenses		12,894		12,513
Accounts payable and accrued expenses		4,846		(4,836)
Refundable advances		(5,733)		5,733
Due to Henry Street Settlement		(16,976)		247,218
Net Cash from Operating Activities		(3,278)	_	(52,866)
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of fixed assets		(5,122)		-
Purchase of investments		(988,129)		(341,217)
Proceeds from the sale of investments	_	995,984	_	393,371
Net Cash from Investing Activities		2,733		52,154
Net Change in Cash		(545)		(712)
CASH				
Beginning of year		332,260		332,972
End of year	\$	331,715	\$	332,260

Notes to Financial Statements June 30, 2018

# 1. Organization and Tax Status

Boys and Girls Republic, Inc. ("BGR") operates programs devoted to teaching the principles of self-government to young boys and girls. The programs include the city clubhouse, which provides comprehensive athletic, recreational and educational supportive programming, correlated with extensive intra-community activity. BGR is funded primarily by contributions, grants and fees from contracting agencies, and a grant from Henry Street Settlement.

BGR is a membership corporation. Henry Street Settlement (the "Settlement") is the sole member and appoints the Board of Directors of the corporation. The Settlement is a nonprofit organization exempt from federal income tax under Internal Revenue Service Code Section 501(c)(3). The Settlement receives cash and expends funds on behalf of BGR. Administrative overhead costs are allocated from the Settlement.

BGR is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and has been classified as an organization that is not a private foundation under Section 509(a).

# 2. Summary of Significant Accounting Policies

### Basis of Presentation and Use of Estimates

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") which 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 these estimates.

Resources are classified for accounting and reporting purposes into net asset classes according to donor imposed restrictions. Unrestricted net assets are those whose use is not subject to any donor imposed restrictions. Temporarily restricted net assets are those resulting from contributions and other inflows of assets whose use by BGR is limited by donor imposed stipulations that will be met either by passage of time or that can be fulfilled and removed by actions of BGR pursuant to those stipulations. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. Permanently restricted net assets are donor restricted gifts that must be maintained permanently by BGR to provide present and future income for operations.

Notes to Financial Statements
June 30, 2018

# 2. Summary of Significant Accounting Policies (continued)

## Summarized Financial Information

The financial statements include certain prior-year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity U.S. GAAP. Accordingly, such information should be read in conjunction with BGR's financial statements as of and for the year ended June 30, 2017, from which the summarized information was derived.

# Fair Value Measurement

BGR follows U.S. GAAP guidance on fair value measurements which defines fair value and establishes a fair value hierarchy organized into three levels based upon the input assumptions used in pricing assets. Level 1 inputs have the highest reliability and are related to assets with unadjusted quoted prices in active markets. Level 2 inputs relate to assets with other than quoted prices in active markets which may include quoted prices for similar assets or liabilities or other inputs which can be corroborated by observable market data. Level 3 inputs are unobservable inputs and are used to the extent that observable inputs do not exist.

Pursuant to U.S. GAAP guidance, alternative investments where fair value is measured using the Net Asset Value ("NAV") per share as a practical expedient is not categorized within the fair value hierarchy.

#### Investments Valuation

Investments are carried at fair value.

# **Investment Income Recognition**

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date. Realized and unrealized gains and losses are included in the determination of the change in net assets.

### Due from Contracting Agencies and Allowance for Doubtful Accounts

BGR records revenue and receivables for grants from contracting agencies based on claims for expense reimbursements and program utilization at contracted rates. Factors used to determine whether an allowance should be recorded include the age of the receivable and a review of payments subsequent to year end. Receivables are charged to the allowance when they are determined to be uncollectible based upon a periodic review of the accounts by management. Management has determined that an allowance was not required as of June 30, 2018 or 2017. Interest is not accrued or recorded on outstanding accounts receivables.

Notes to Financial Statements
June 30, 2018

# 2. Summary of Significant Accounting Policies (continued)

### Fixed Assets

BGR capitalizes all expenditures for its fixed assets in excess of \$5,000 and a useful life of more than one year. Maintenance and repairs of a routine nature are charged to expense, while those that extend the life of existing assets are capitalized. Depreciation is provided over the estimated useful lives of each class of depreciable assets and is computed using the straight-line method. The estimated lives by asset class are as follows:

Building and building improvements 10-40 years Furniture and equipment 10-20 years

# Impairment of Long-Lived Assets

Long-lived assets such as property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. BGR records impairment losses on long lived assets used in operations when the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of those assets. No impairment charges were recognized during the years ended June 30, 2018 and 2017.

# Conditional Asset Retirement Obligations

BGR accounts for Conditional Asset Retirement Obligations ("CARO") in accordance with U.S. GAAP, which defines a conditional asset retirement obligation as a legal obligation to perform an asset retirement activity in which the timing and/or method of settlement are conditional on a future event that may or may not be within the control of the entity. Uncertainty with respect to the timing and/or method of settlement of the asset retirement obligation does not defer recognition of a liability. The fair value of the CARO is recorded on a discounted basis and accreted over time for the change in fair value. Management has determined that there are no CARO liabilities that are required to be recorded.

# Refundable Advances

Refundable advances consist of unspent cash receipts from contracting agencies as well as the cumulative excess of allowable program revenues over allowable program expenses.

Notes to Financial Statements June 30, 2018

# 2. Summary of Significant Accounting Policies (continued)

### **Contributions**

Unconditional contributions, including promises to give cash and other assets, are reported at fair value at the date the contribution is received. The gifts are reported as either temporarily or permanently restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified as unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

# Grants and Fees from Contracting Agencies

BGR receives funding for many of its programs through contracts principally entered into with New York State and New York City. Certain governmental revenues are recorded based on estimated expenditures incurred and are subject to audit and adjustment by regulatory agencies. Third-party reimbursement adjustments are recorded when reasonably determinable. Revenues from fee-for-service and reimbursement contracts with New York State and New York City are recorded at rates established by the governmental payors. Revenues are recorded based on estimated allowable costs and are subject to audit and adjustment by governmental payors. The effects of such adjustments are recorded when reasonably determinable.

# **Donated Occupancy**

BGR records various types of in-kind support, including rent. Contributions of donated rent are recognized at fair value. The amounts reflected in the accompanying financial statements as donated occupancy are offset by like amounts included in expenses.

# Rentals

All leases are operating leases and are reflected on the straight-line basis when there are material step-ups in the required payments under the lease.

# Functional Allocation of Expenses

The costs of providing BGR's services have been summarized on a functional basis. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Notes to Financial Statements
June 30, 2018

# 2. Summary of Significant Accounting Policies (continued)

# Accounting for Uncertainty in Income Taxes

BGR recognizes the effect of tax positions only when they are more likely than not to be sustained. Management has determined that BGR had no uncertain tax positions that would require financial statement recognition or disclosure. BGR is no longer subject to examinations by the applicable taxing jurisdictions for periods prior to June 30, 2015.

# Subsequent Events Evaluation by Management

Management has evaluated subsequent events for disclosure and/or recognition in the financial statements through the date that the financial statements were available to be issued, which date is January 25, 2019.

# 3. Investments

The following are major categories of investments measured at fair value on a recurring basis at June 30, 2018 and 2017, grouped by the fair value hierarchy, for those investments subject to categorization within such hierarchy:

	June	30, 2018	June 30, 2017			
	Level 1	Total	Level 1	Total		
Short-term investments	\$ 429,293	\$ 429,293	\$ 429,549	\$ 429,549		
Common and Preferred Stock						
U.S. large cap equity	369,771	369,771	277,305	277,305		
U.S. mid cap equity	115,352	115,352	61,984	61,984		
U.S. small cap equity	-	-	22,185	22,185		
International equity	552,390	552,390	461,714	461,714		
	1,037,513	1,037,513	823,188	823,188		
Mutual Funds						
Intermediate-term bonds	8,317	8,317	8,373	8,373		
Large cap-blend	40,224	40,224	34,809	34,809		
Large cap-growth	21,486	21,486	18,106	18,106		
Large cap-value	26,243	26,243	25,508	25,508		
Medium cap-growth	45,898	45,898	39,734	39,734		
Medium cap-value	24,985	24,985	23,626	23,626		
Small cap-value	3,867	3,867	3,553	3,553		
Real estate and commodities	177,464	177,464	166,688	166,688		
	348,484	348,484	320,397	320,397		
Investment in limited partnerships (1)	-	313,667	-	511,964		
	\$ 1,815,290	\$ 2,128,957	\$ 1,573,134	\$ 2,085,098		

Notes to Financial Statements June 30, 2018

# 3. Investments (continued)

(1) As discussed in Note 2, investments that are measured using the practical expedient are not classified within the fair value hierarchy. The fair value amounts presented in the total column of this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statement of financial position.

There were no transfers between levels of the fair value hierarchy during 2018 and 2017.

Information regarding alternative investments measured at NAV using the practical expedient is as follows at June 30:

	2018						
			Unfunded Commitments		Redemption	Redemption	
	Fair Va	lue			Frequency	Notice Period	
Equity long/short hedge funds (a) Private equity (b)	\$ 169, 143, \$ 313,	995	\$ <u>\$</u>	87,465 87,465	varies N/A	7-70 days N/A	
				20	17		
			Un	funded	Redemption	Redemption	
	Fair Va	lue	Comi	mitments	Frequency	Notice Period	
Equity long/short hedge funds (a) Private equity (b)	\$ 349, 162,	<u>665</u>	\$	58,015	varies N/A	7-70 days N/A	
	<u>\$ 511,</u>	964	\$	58,015			

- (a) This category includes investments in hedge funds that invest both long and short primarily in U.S. common stocks. Management of the hedge funds has the ability to shift investments from value to growth strategies, from small to large capitalization stocks, and from a net long position to a net short position. The fair values of the investments in this category have been estimated using the net asset value per share of the investments. Investments representing approximately 10 percent of the value of the investments in this category cannot be redeemed because the investments include restrictions that do not allow for redemption in the first 12 to 18 months after acquisition.
- (b) This category includes several private equity funds that invest primarily in foreign technology companies. These investments can never be redeemed with the funds. Instead, the nature of the investments in this category is that distributions are received through the liquidation of the underlying assets of the fund. Management has estimated that the underlying assets of the fund will be liquidated over 10 to 11 years.

Notes to Financial Statements
June 30, 2018

# 3. Investments (continued)

At June 30, 2018, two individual investments represented 10% and 7% of total investments. At June 30, 2017, two individual investments represented 17% and 8% of total investments.

# 4. Fixed Assets

The components of fixed assets, including accumulated depreciation, are as follows at June 30:

2018	2017
\$ 596,796	\$ 592,636
235,305	234,343
832,101	826,979
(663,791)	(640,981)
\$ 168,310	\$ 185,998
	\$ 596,796 235,305 832,101 (663,791)

# 5. Concentration of Credit Risk

Financial instruments which potentially subject BGR to a concentration of credit risk consist primarily of cash, investments, and due from contracting agencies. At times, the cash balance may be in excess of the Federal Deposit Insurance Corporation's insurance limit. At June 30, 2018 and 2017, there were no uninsured portions of these balances.

The investment portfolio is diversified by type of investment and industry concentrations so that no individual group of investments represents a significant concentration of risk. Amounts due from contracting agencies are expected to be collected in the normal course of business operations.

# 6. Temporarily Restricted Net Assets

Temporarily restricted net assets at June 30, are available for the following purpose:

	 2018	2017		
Youth Programs	\$ 670,960	\$	692,151	

Notes to Financial Statements June 30, 2018

# 6. Temporarily Restricted Net Assets (continued)

Net assets were released from donor restrictions by satisfying the purpose or time restrictions for years ended June 30, as follows:

	 2018		
Youth programs	 		
Program restrictions	\$ 107,000	\$	219,806
Income distribution	 100,000		86,272
	\$ 207,000	\$	306,078

#### 7. Endowment Fund

### General

BGR's permanently restricted net assets consist of three endowment fund assets to be held in perpetuity. The income from the assets can be used to support the youth programs.

# Interpretation of Law

The Board of Directors of BGR has adopted the New York Prudent Management of Institutional Funds Act ("NYPMIFA"). NYPMIFA moves away from the "historic dollar value" standard, and permits charities to apply a spending policy to endowments based on certain specified standards of prudence. BGR is now governed by the NYPMIFA spending policy, which establishes a standard maximum prudent spending limit of 7% of the average of its previous five years' balances. As a result of this interpretation, BGR classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by BGR in a manner consistent with the standards of prudence prescribed by NYPMIFA.

# Return Objectives and Strategies Employed

The objective of BGR is to maintain the principal endowment funds at the original amount designated by the donor. The investment policy to achieve this objective is to invest in low-risk securities. Interest earned in relation to the endowment funds is recorded as temporarily restricted income and released from restriction upon expenditure for the program for which the endowment fund was established.

Notes to Financial Statements
June 30, 2018

# 7. Endowment Fund (continued)

### Funds with Deficiencies

BGR does not have any funds with deficiencies.

# Spending Policy

The Board of Directors, in compliance with the applicable state regulations, will appropriate as much of net appreciation as is prudent considering BGR's long and short-term needs, present and anticipated financial requirements, expected total return on its investments, price level trends and general economic conditions. Under the BGR's spending policy, the adjusted average market value of certain investments measured at March 31 of each of the three immediately preceding years is made available on each July 1 to support current operations of the BGR and certain non-operating activities as designated by the Board of Directors.

The following is a reconciliation of the activity in the donor restricted endowment funds portion of the investment portfolio for the years ended June 30, 2018 and 2017:

	Temporarily Restricted		Permanently Restricted		Total
Balance, June 30, 2016	\$	512,070	\$	1,811,716	\$ 2,323,786
Interest and dividends		54,665		-	54,665
Investment gain, net		167,189		-	167,189
Appropriation for expenditure		(86,272)			 (86,272)
Balance, June 30, 2017		647,652		1,811,716	2,459,368
Interest and dividends		54,095		-	54,095
Investment gain, net		51,714		-	51,714
Appropriation for expenditure		(100,000)			 (100,000)
Balance, June 30, 2018	\$	653,461	\$	1,811,716	\$ 2,465,177

Notes to Financial Statements June 30, 2018

# 8. Donated Occupancy

The BGR Clubhouse is located at 888 East 6th Street, New York, New York in a building provided by the City of New York without a rental charge. In accordance with U.S. GAAP, the value of donated occupancy of \$312,000 in each of the years ended 2018 and 2017 is included in donated occupancy and occupancy expense in the financial statements to reflect the estimated fair value.

# 9. Pension Expense

BGR provides a 403(b) defined-contribution plan and contributes 5% of base salary for eligible employees. Pension expense for the years ended June 30, 2018 and 2017 was \$23,294 and \$44,238.

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