

Shepherds, Inc. Financial Statements (Together with Independent Auditors' Report)

For the Years Ended June 30, 2020 and 2019



ACCOUNTANTS & ADVISORS

SHEPHERDS, INC.

FINANCIAL STATEMENTS (Together with Independent Auditors' Report)

FOR THE YEARS ENDED JUNE 30, 2020 AND 2019

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors Shepherds, Inc.

We have audited the accompanying financial statements of Shepherds, Inc. (the "Organization"), which comprise the statements of financial position as of June 30, 2020 and 2019, and the related statements of activities and change in net assets, 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.

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. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

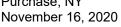
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Shepherds, Inc. as of June 30, 2020 and 2019, 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.

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SHEPHERDS, INC. STATEMENTS OF FINANCIAL POSITION JUNE 30, 2020 AND 2019

	2020	2019
ASS	ETS	
ASSETS		
Cash and cash equivalents	\$ 298,093	\$ 161,030
Investments Short-term promises to give	131,147 27,500	311,794 98,750
Prepaid expenses	-	-
•	456,740	571,574
Other Asset		
Long-term promises to give	7,000	15,000
TOTAL ACCETS	¢ 462.740	¢ 506 574
TOTAL ASSETS	<u>\$ 463,740</u>	<u>\$ 586,574</u>
LIABILITIES AN	D NET ASSETS	
Liabilities		
Accounts payable and accrued liabilities	\$ 13,370	\$ 12,194
Current portion of long-term debt	15,786	<u>-</u>
	29,156	12,194
Long-term Debt	25,231	
Net Assets		
Without donor restrictions	323,954	443,355
With donor restrictions	85,399	131,025
TOTAL NET ASSETS	409,353	574,380
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 463,740</u>	<u>\$ 586,574</u>

SHEPHERDS, INC. STATEMENTS OF ACTIVITIES AND CHANGE IN NET ASSETS FOR THE YEARS ENDED JUNE 30, 2020 AND 2019

	2020	 2019
NET ASSETS WITHOUT RESTRICTIONS		
SUPPORT AND REVENUE		
Contributions – sponsors	\$ 167,403	\$ 204,589
Contributions – foundations	99,413	109,094
Contributions – corporate	4,500	20,574
Contributions – other	176,133	151,137
Program fees	15,090	14,398
Investment return	8,924	6,239
Special event revenue	-	501,609
Less: net direct benefits to donors	-	(54,140)
Net assets released from restrictions	 56,000	 38,000
TOTAL SUPPORT AND REVENUE	 527,463	 991,500
FUNCTIONAL EXPENSES		
Program expenses	519,994	527,390
Management and general	69,724	42,606
Fundraising	57,146	84,466
TOTAL EXPENSES	 646,864	 654,462
TOTAL EXI ENGES	 0.10,001	 001,102
CHANGE IN NET ASSETS WITHOUT RESTRICTIONS	 (119,401)	 337,038
NET ASSETS WITH RESTRICTIONS		
Contributions – sponsors	10,000	41,000
Contributions – foundations	-	30,000
Contributions – corporate	-	-
Contributions – other	- 074	- 0.40
Investment return Net assets released from restrictions	374	342
Net assets released from restrictions	 (56,000)	 (38,000)
CHANGE IN NET ASSETS WITH RESTRICTIONS	 (45,626)	 33,342
CHANGE IN NET ASSETS	(165,027)	370,380
Not assets - haginging of year	57/ 320	204 000
Net assets - beginning of year	 574,380	 204,000
NET ASSETS - END OF YEAR	\$ 409,353	\$ 574,380

SHEPHERDS, INC. STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED JUNE 30, 2020

	Program xpenses	agement General	Fur	ndraising	FUN	TOTAL NCTIONAL PENSES
Salaries Employee benefits and taxes	\$ 145,322 17,467	\$ 15,138 1,820	\$	41,377 4,973	\$	201,837 24,260
Payroll and Related Expenditures	162,789	16,958		46,350		226,097
Tuition payments College preparation and organizational	279,000	-		-		279,000
workshop services	27,134	-		-		27,134
Professional fees	-	21,487		5,845		27,332
Program recruitment and training	25,119	819		1,365		27,303
Student services	9,173	-		-		9,173
Insurance	2,532	7,595		-		10,127
Meals and entertainment	-	-		-		-
Advertising, design and media	-	-		-		-
Occupancy	2,880	360		360		3,600
Bad debt expense	-	21,250		-		21,250
Office expense and other	 11,367	 1,255		3,226		15,848
TOTAL EXPENSES	519,994	69,724		57,146		646,864
Less: Net direct benefits to donors	 <u>-</u>	 				
TOTAL FUNCTIONAL EXPENSES	\$ 519,994	\$ 69,724	\$	57,146	\$	646,864

SHEPHERDS, INC. STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED JUNE 30, 2019

	Program Expenses	Management and General	Fundraising	TOTAL FUNCTIONAL EXPENSES
Salaries Employee benefits and taxes Payroll and Related Expenditures	\$ 155,550 19,052 174,602	\$ 9,150 1,121 10,271	\$ 18,300 2,242 20,542	\$ 183,000 22,415 205,415
Tuition College preparation and organizational workshop services	276,732	-	-	276,732
Professional fees	30,229	- 22,287	- 15,262	30,229 37,549
Program recruitment and training	17,186	548	548	18,282
Student services	9,531	-	-	9,531
Insurance	2,532	7,595	-	10,127
Meals and entertainment	-	-	54,140	54,140
Advertising, design and media	-	-	24,864	24,864
Occupancy	2,590	555	555	3,700
Office expense and other	13,988	1,350	22,695	38,033
TOTAL EXPENSES	527,390	42,606	138,606	708,602
Less: Net direct benefits to donors			(54,140)	(54,140)
TOTAL FUNCTIONAL EXPENSES	\$ 527,390	\$ 42,606	\$ 84,466	\$ 654,462

SHEPHERDS, INC. STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED JUNE 30, 2020 AND 2019

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES Change in Net Assets	<u>\$ (165,027)</u>	\$ 370,380
Adjustments to Reconcile Change in Net Assets		
to Net Cash (Used In) Provided by Operating Activities:	(0.000)	(0.070)
Unrealized gain on investments Changes in Operating Assets and Liabilities:	(8,923)	(6,273)
Promises to give	79,250	(108,562)
Prepaid expenses	-	21,663
Accounts payable and accrued liabilities	1,176	3,122
Total Adjustments	71,503	(90,050)
Net Cash (Used In) Provided by Operating Activities	(93,524)	280,330
CASH FLOWS FROM INVESTING ACTIVITIES Purchase of investments	(57,365)	(386,401)
Proceeds from sale of investments	246,935	162,000
Net Cash Provided by (Used In) by Investing Activities	189,570	(224,401)
Net out 1 To vided by (Osed III) by Investing Activities	100,070	(224,401)
CASH ELONG EDOM FINANCING ACTIVITIES		
CASH FLOWS FROM FINANCING ACTIVITIES Proceeds from long-term debt	41,017	_
Trocoste nominang term dept		
NET INCREASE IN CASH AND CASH EQUIVALENTS	137,063	55,929
Cash and cash equivalents - beginning of year	161,030	105,101
	<u></u>	<u> </u>
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ 298,093	\$ 161,030

NOTE 1 - OPERATIONS

Shepherds, Inc. ("Shepherds" or the "Organization") is a Connecticut corporation that was founded in September 1998 and is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code. Shepherds affords at-risk, inner-city Connecticut youth the opportunity to receive a quality college preparatory education at a non-public high school. Shepherds recruits sponsors who make a four-year commitment to pay part or all of a student's tuition and mentors who work one-on-one with a student providing direction and support.

During 2020, Shepherds, Inc.'s provided financial support for 60 students enrolled in the program across two partnership high schools: Kolbe Cathedral in Bridgeport and Notre Dame of West Haven. Eighteen students graduated from their respective high schools during the year ended June 30, 2020.

Shepherds management's intent is to administer its programs in a prudent and fiscally responsible manner. To this end, management has negotiated tuition commitments with the partnership schools and will strive to meet those commitments while being mindful of the fiscal needs of the Organization.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Basis

Shepherds, Inc.' financial statements are presented in accordance with Financial Accounting Standards Board ("FASB") guidance on reporting information regarding its financial position and activities for not-for-profit organizations. Under that guidance, the Organization is required to report information regarding its net assets and revenues, gains, and losses based on the existence or absence of donor-imposed restrictions. Accordingly, the net assets of the Organization and changes therein are classified and reported as follows:

- Without donor restrictions Net assets that are not subject to donor-imposed stipulations.
- With donor restrictions Net assets subject to donor-imposed stipulations, including stipulations that will be met either by actions of the Organization or the passage of time, stipulations that they be maintained permanently by the Organization, and unappropriated endowment earnings.

Revenue Recognition

Contributions: The Organization reports gifts of cash and other assets as restricted support if they are received with donor stipulations that indicate a donor preference for the use of the donated assets. When a donor restriction expires, that is when a stipulated time restriction ends or purpose restriction is accomplished, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statements of activities and change in net assets as net assets released from restrictions. If a restriction is fulfilled in the same time period in which the contribution is received, the Organization recognizes the support as without restriction.

Promises to Give: Unconditional promises to give are recognized as revenue in the period received and recorded as assets or decreases of liabilities or expenses, depending on the form of the benefits received as a result of the gift. Conditional promises to give are recognized when the conditions on which they depend are substantially met.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue Recognition (Continued)

Non-cash Contributions: The Organization receives a substantial amount of volunteer services in carrying out its programs and activities. Volunteers serve as mentors to students in the program providing guidance and support through the students' four years of high school. However, no amounts have been reflected in the financial statements for those services since they do not meet the criteria for recognition. Contributed services are not recognized unless the donated services create or enhance non-financial assets or require specialized skills that would typically be purchased if not donated. In-kind contributions are measured at the fair value of the asset transferred to the Organization or the liability cancelled or settled. Donated marketable securities and other non-cash donations are recorded as contributions at their estimated fair value at the date of donation.

Promises to Give

The Organization carries promises to give at net realizable value and uses the specific write-off method for doubtful accounts. Experience and management's estimation indicate an allowance for such accounts is immaterial. On a periodic basis, the Organization evaluates its promises to give and whether the balances are collectible.

Property and Equipment

Expenditures for property and equipment over \$2,500 are capitalized at cost or at estimated fair value on the date of gift, if donated. Property and equipment are depreciated using the straight-line method based on their respective estimated useful lives. Repairs and maintenance are expensed as incurred.

Fair Value Measurement

Shepherds, Inc. follows FASB guidance on fair value, which, among other things, defines fair value, establishes a hierarchal framework for measuring fair value, and expands disclosure about fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy is organized into three levels based upon the assumptions (referred to as "inputs") used in pricing the asset or liability, as follows:

- Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- Level 2: Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, with fair value being determined through the use of models or other valuation methodologies.
- Level 3: Inputs are unobservable inputs for the asset or liability and are used to the extent that observable inputs do not exist. Level 3 inputs require significant management judgment and estimation. Factors considered include the purchase cost, prices of recent private placements of the same issuer, liquidity of the investment, changes in financial condition of the issuer, and valuations of similar companies.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments

Shepherds, Inc. values its investments using Level 1 and 3 inputs. The Organization reports investment income and gains and losses as increases or decreases in net assets without donor restrictions in the statements of activities and change in net assets unless a donor or law restricts their use. Investments are managed in accordance with a board-approved investment and spending policy.

Cash and Cash Equivalents

The Organization considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents.

Uncertainty in Income Taxes

The Organization evaluates all significant tax positions as required by accounting principles generally accepted in the United States of America. As of June 30, 2020, the Organization does not believe that it has taken any positions that would require the recording of any additional tax liability nor does it believe that there are any unrealized tax benefits that would either increase or decrease within the next year.

Use of Estimates

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

Functional Expenses

The costs of program and supporting services activities have been summarized on a functional basis in the statements of activities and change in net assets.

The financial statements report certain categories of expenses that are attributed to more than one program or supporting function. Therefore, expenses require allocation on a reasonable basis that is consistently applied. The expenses that are allocated include occupancy, which is allocated on a square footage basis, as well as salaries and wages, employee benefits and payroll taxes, which are based on time and effort within each functional area. Professional fees, program development and insurance are based on expenses tracked by account across functions.

Recently Adopted Accounting Standards

The FASB issued Accounting Standards Update ("ASU") 2018-08, "Clarifying the Scope and Accounting Guidance for Contributions Received and Contributions Made." Topic 958 was also adopted by the Organization for the year ended June 30, 2020. The core guidance is to assist entities in evaluating whether transactions should be accounted for as contributions (nonreciprocal transactions) or as exchange (reciprocal) transactions and determining whether a contribution or government grant is conditional.

NOTE 3 - LIQUIDITY AND AVAILABILITY OF FINANCIAL ASSETS FOR GENERAL EXPENDITURES

The Organization regularly monitors liquidity required to meet its operating needs, while also striving to maximize the investment of its available funds. The Organization has various sources of liquidity at its disposal, including cash and cash equivalents, and accounts receivable. For purposes of analyzing resources available to meet general expenditures over a 12-month period, the Organization considers all expenditures related to its ongoing activities as well as services undertaken to support those activities to be general expenditures. In addition to financial assets available to meet general expenditures over the next 12 months, the Organization anticipates collecting sufficient revenue to cover general expenditures not covered by donor-restricted resources. The restricted resources on hand at year end will be used in the subsequent year for specific operating expenditures of the Organization.

As of June 30, 2020, the Organization's financial assets were as follows:

	2020	2019
Cash and cash equivalents Investments Short-term promises to give	\$ 298,093 131,147 <u>27,500</u>	\$ 161,030 311,794 98,750
Financial assets at year end	456,740	571,574
Less: amounts with limits on usage: Spendable net assets with donor restrictions	<u>85,399</u>	<u>131,025</u>
Total financial assets available for general use within one year	<u>\$ 371,341</u>	<u>\$ 440,549</u>

NOTE 4 - INVESTMENTS

At June 30, 2020, Level 3 assets comprised approximately 43% of the Organization's total investment portfolio fair value.

Financial assets:	Fair Value	Level 1	Level 3
Community Foundation of Greater			
New Haven (pooled fund)	\$ 55,759	\$ -	\$ 55,759
Corporate and Government Bonds	<u>75,388</u>	<u>75,388</u>	
Total Investments	<u>\$ 131,147</u>	<u>\$ 75,388</u>	\$ 55,759

NOTE 4 - INVESTMENTS (Continued)

At June 30, 2019, Level 3 assets comprised approximately 19% of the Organization's total investment portfolio fair value.

	Fair Value	Level 1	Level 3
Financial assets:			
Community Foundation of Greater			
New Haven (pooled fund)	\$ 60,385	\$ -	\$ 60,385
Corporate and Government Bonds	<u>251,409</u>	<u>251,409</u>	_
Total Investments	\$ 311,794	\$ 251,409	\$ 60,385

The following table presents a reconciliation of all Level 3 assets measured at fair value for the years ended June 30:

	2020	2019
Financial assets:		
Beginning balance, July 1	\$ 60,385	\$ 59,519
Investment earnings	646	1,134
Payouts	(5,000)	-
Management fees and other	(272)	(268)
Ending Balance, June 30	<u>\$ 55,759</u>	<u>\$ 60,385</u>

The components of investment return for the years ended June 30 are summarized as follows:

	2020	2019
Interest and dividend income (loss) Net realized and unrealized gains	\$ 1 	\$ (34) <u>6,615</u>
Total Investment Return	<u>\$ 9,298</u>	<u>\$ 6,581</u>

The Shepherds, Inc. Fund was established in honor of Shepherds' tenth anniversary. The original \$100,000 donation is restricted for future Kolbe Cathedral High School student support. The funds are held at the Community Foundation of Greater New Haven. Under the agreement with the community foundation, Shepherds can withdraw the fund with 30 to 60 days' notice.

NOTE 5 - PROMISES TO GIVE

Unconditional promises to give at June 30 were as follows:

	2020	2019
Promises to give, due within one year Promises to give, due between one and five years	\$ 27,500 7,000	\$ 98,750 <u>15,000</u>
Pledges Receivable, net	\$ 34,500	<u>\$ 113,750</u>

Promises to give within one and five years were not discounted due to materiality.

NOTE 6 - NET ASSETS

Net Assets with Donor Restrictions: Amounts with donor restrictions at June 30, 2020 were restricted for various program costs and subsequent year's tuition. Net assets with donor restrictions were released for scholarships.

NOTE 7 - NOTES PAYABLE

Paycheck Protection Program Loan

On April 22, 2020, the Organization qualified for and received a loan pursuant to the Paycheck Protection Program, a program implemented by the U.S. Small Business Administration under the Coronavirus Aid, Relief, and Economic Security Act, from a qualified lender (the "PPP Lender"), for an aggregate principal amount of \$41,017 (the "PPP Loan"). The PPP Loan bears interest at a fixed rate of 1.0% per annum, with the first six months of interest deferred, has a term of two years, and is unsecured and guaranteed by the U.S. Small Business Administration.

The principal amount of the PPP Loan is subject to forgiveness under the Paycheck Protection Program upon the Organization's request to the extent that the PPP Loan proceeds are used to pay expenses permitted by the Paycheck Protection Program, including payroll costs, covered rent and mortgage obligations, and covered utility payments incurred by the Organization. The Organization intends to apply for forgiveness of the PPP Loan with respect to these covered expenses and expects to qualify for full forgiveness. To the extent that all or part of the PPP Loan is not forgiven, the Organization will be required to pay interest on the PPP Loan at a rate of 1.0% per annum, and commencing in November 2020, principal and interest payments will be required through the maturity date in April 2022.

The terms of the PPP Loan provide for customary events of default including, among other things, payment defaults, breach of representations and warranties, and insolvency events. The PPP Loan may be accelerated upon the occurrence of an event of default. Principal payments on this debt, if not forgiven, will be as follows:

2021	\$ 15,786
2022	<u>25,231</u>
Total PPP Loan Payable	<u>\$ 41,017</u>

NOTE 8 - INCOME TAXES

The Organization is exempt from federal income taxes under Internal Revenue Code section 501(c)(3). Contributions made to the Organization are qualified for the maximum tax deductions allowable under the United States Internal Revenue Code.

NOTE 9 - CONCENTRATIONS AND CONTINGENCIES

The Organization maintains its cash and cash equivalents in bank deposit accounts at a high-credit, quality financial institution. The balances in cash accounts may at times exceed federally insured limits.

Shepherds, Inc. currently rents office space on a month-to-month basis for \$300 a month.

NOTE 10 - COVID-19 PANDEMIC

The COVID-19 pandemic remains a rapidly evolving situation. The extent of the impact of COVID-19 on our business and financial results will depend on future developments, including the duration and spread of the outbreak. Due to the rapidly changing business environment, unprecedented market volatility, and other circumstances resulting from the COVID-19 pandemic, we are currently unable to fully determine the extent of COVID-19's impact on our business in future periods. Our performance in future periods will be heavily influenced by the timing, length, and intensity of the economic recovery in the United States. We continued to monitor evolving economic and general business conditions and the actual and potential impacts on our financial position and results.

NOTE 11 - SUBSEQUENT EVENTS

The Organization has evaluated subsequent events through November 16, 2020, the date the financial statements were available to be issued.