Financial Statements and Independent Auditors' Report for the years ended August 31, 2019 and 2018

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Independent Auditors' Report

To the Board of Directors of Galveston College Foundation:

We have audited the accompanying financial statements of Galveston College Foundation, which comprise the statement of financial position as of August 31, 2019 and the related statements of activities, of functional expenses, and of 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 our 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.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Galveston College Foundation as of August 31, 2019 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.

Prior Year Independent Auditors' Report

The financial statements of Galveston College Foundation as of August 31, 2018 and for the year then ended were audited by other auditors whose report dated November 29, 2018 expressed an unmodified opinion on those statements.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. Information in the supplemental statement of financial position by fund as of August 31, 2019 and the supplemental statement of activities by fund for the year ended August 31, 2019 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

January 23, 2020

Blazek & Vetterling

Statements of Financial Position as of August 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
ASSETS		
Cash Contributions receivable (Note 4) Investments (Note 5) TOTAL ASSETS	\$ 39,610 38,561 15,255,373 \$ 15,333,544	\$ 20,108 1,563,270 15,886,155 \$ 17,469,533
LIABILITIES AND NET ASSETS		
Liabilities: Accounts payable	<u>\$ 4,961</u>	
Net assets: Without donor restrictions With donor restrictions (Notes 6 and 7) Total net assets	155,628 15,172,955 15,328,583	\$ 226,348 17,243,185 17,469,533
TOTAL LIABILITIES AND NET ASSETS	\$ 15,333,544	\$ 17,469,533
See accompanying notes to financial statements.		

Statement of Activities for the year ended August 31, 2019

	WITHOUT DONOR RESTRICTIONS		
REVENUE:			
Contributions Net investment return (<i>Note 5</i>)	\$ 65,785 (17,586)	\$ 218,380 317,737	\$ 284,165 300,151
Total revenue	48,199	536,117	584,316
Net assets released from restrictions	2,606,347	(2,606,347)	
Total	2,654,546	(2,070,230)	584,316
EXPENSES:			
Program services: College support grants awarded Universal Access scholarship grants awarded College scholarship grants awarded Program administration	2,321,152 167,299 98,594 26,410		2,321,152 167,299 98,594 26,410
Total program services	2,613,455		2,613,455
Management and general Fundraising	84,172 27,639		84,172 27,639
Total expenses	2,725,266		2,725,266
CHANGES IN NET ASSETS	(70,720)	(2,070,230)	(2,140,950)
Net assets, beginning of year	226,348	17,243,185	17,469,533
Net assets, end of year	<u>\$ 155,628</u>	<u>\$ 15,172,955</u>	<u>\$ 15,328,583</u>
See accompanying notes to financial statements.			

Statement of Activities for the year ended August 31, 2018

	WITHOUT DONOR RESTRICTIONS	WITH DONOR RESTRICTIONS	TOTAL
REVENUE:			
Contributions Net investment return (<i>Note 5</i>)	\$ 58,012 (62,292)	\$ 3,225,551 1,252,683	\$ 3,283,563 1,190,391
Total revenue	(4,280)	4,478,234	4,473,954
Net assets released from restrictions	369,575	(369,575)	
Total	365,295	4,108,659	4,473,954
EXPENSES:			
Program services: Universal Access scholarship grants awarded College scholarship grants awarded	186,355 109,069		186,355 109,069
Total program services	295,424		295,424
Management and general	80,711		80,711
Total expenses	376,135		376,135
CHANGES IN NET ASSETS	(10,840)	4,108,659	4,097,819
Net assets, beginning of year (Note 2)	237,188	13,134,526	13,371,714
Net assets, end of year	<u>\$ 226,348</u>	<u>\$ 17,243,185</u>	\$ 17,469,533
See accompanying notes to financial statements.			

Statements of Functional Expenses for the years ended August 31, 2019 and 2018

<u>EXPENSES</u>	PROGRAM SERVICES	MANAGEMENT AND GENERAL	FUNDRAISING	2019 <u>TOTAL</u>
College support grants awarded Universal Access scholarship grants awarded College scholarship grants awarded Professional services Occupancy and other costs	\$ 2,321,152 167,299 98,594 18,464 7,946	\$ 79,352 4,820	\$ 19,550 <u>8,089</u>	\$ 2,321,152 167,299 98,594 117,366 20,855
Total expenses	\$ 2,613,455	<u>\$ 84,172</u>	\$ 27,639	\$ 2,725,266
EXPENSES	PROGRAM <u>SERVICES</u>	MANAGEMENT AND GENERAL	<u>FUNDRAISING</u>	2018 <u>TOTAL</u>
Universal Access scholarship grants awarded College scholarship grants awarded Professional services Occupancy and other costs	\$ 186,355 109,069	\$ 64,314 16,397		\$ 186,355 109,069 64,314 16,397
Total expenses	<u>\$ 295,424</u>	\$ 80,711	<u>\$</u> 0	\$ 376,135

See accompanying notes to financial statements.

Statements of Cash Flows for the years ended August 31, 2019 and 2018

See accompanying notes to financial statements.

	<u>2019</u>	<u>2018</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Changes in net assets Adjustments to reconcile changes in net assets to net cash provided (used) by operating activities:	\$ (2,140,950)	\$ 4,097,819
Contributions restricted for perpetual endowment	(101,161)	(3,154,655)
Net realized and unrealized (gain) loss on investments Changes in operating assets and liabilities:	329,007	(711,728)
Contributions receivable	24,710	(32,969)
Accounts payable	4,961	(43,902)
Net cash provided (used) by operating activities	(1,883,433)	154,565
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of investments	(6,579,837)	(3,665,197)
Proceeds from sales and maturities of investments	6,881,612	1,760,265
Net cash provided (used) by investing activities	301,775	(1,904,932)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from contributions restricted for perpetual endowment	1,601,160	1,732,373
NET CHANGE IN CASH	19,502	(17,994)
Cash, beginning of year	20,108	38,102
Cash, end of year	<u>\$ 39,610</u>	\$ 20,108

Notes to Financial Statements for the years ended August 31, 2019 and 2018

NOTE 1 – ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization – Galveston College Foundation (the Foundation) is a nonprofit organization chartered under the laws of the State of Texas. The Foundation has been formed to generate philanthropic support for the Galveston Community College District (the College) with a primary emphasis on Universal Access. The Universal Access program is to provide scholarships to graduates of Galveston, Texas high schools, thereby encouraging universal access to higher education. In addition to Universal Access, the Foundation solicits, invests, and manages funds to support educational activities of the College.

The Foundation is managed by a Board of Directors (the Board) of no less than three and no more than twenty-one. The President of the College and the Executive Director of the Foundation serve as ex-officio members of the Board. The remainder of the Board is elected by a majority of the quorum of the Directors then serving.

<u>Federal income tax status</u> – The Foundation is exempt from federal income tax under §501(c)(3) of the Internal Revenue Code and is classified as a public charity under §509(a)(1) and §170(b)(1)(A)(vi).

<u>Contributions receivable</u> that are expected to be collected within one year are reported at net realizable value. Amounts expected to be collected in future years are discounted to estimate the present value of future cash flows, if material. An allowance for uncollectible contributions receivable is provided when it is believed balances may not be collected in full.

<u>Investments</u> are reported at fair value. Net investment return consists of interest and dividends, realized and unrealized gains and losses, net of external and direct internal investment expenses.

<u>Net asset classification</u> – Net assets, revenue, gains, and losses are classified based on the existence or absence of donor-imposed restrictions, as follows:

- *Net assets without donor restrictions* are not subject to donor-imposed restrictions even though their use may be limited in other respects such as by contract or board designation.
- Net assets with donor restrictions are subject to donor-imposed restrictions. Restrictions may be temporary in nature, such as those that will be met by the passage of time or use for a purpose specified by the donor, or may be perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. Net assets are released from restrictions when the stipulated time has elapsed, or purpose has been fulfilled, or both. Donor-restricted endowment earnings are released when those earnings are appropriated in accordance with spending policies and are used for the stipulated purpose.

<u>Contributions</u> are recognized as revenue at fair value when an unconditional commitment is received from the donor. Contributions received with donor stipulations that limit their use are classified as *with donor restrictions*. Conditional contributions are recognized in the same manner when all conditions have been met and the Foundation is entitled to receive or retain funding.

<u>In-kind contributions</u> — Contributions of nonfinancial assets are recognized as revenue at fair value when an unconditional commitment is received from the donor. The related expense is recognized as the contributed asset is used. Contributions of services received from personnel of an affiliate are recognized as revenue and expense at the estimated cost of those services when the services are provided. Contributions of other services are recognized as revenue at fair value when those services create or enhance nonfinancial assets, or require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation.

<u>Grants awarded</u> are recognized as expense when the Foundation approves an unconditional commitment to a recipient. Conditional grants awarded are recognized as expense when all conditions have been met and the Foundation has an obligation to transfer the award to the recipient.

<u>Functional allocation of expenses</u> – Expenses are reported by their functional classification. Program services are the direct conduct or supervision of activities that fulfill the purposes for which the organization exists. Fundraising activities include the solicitation of contributions of money, securities, materials, facilities, other assets, and time. Management and general activities are not directly identifiable with specific program or fundraising activities. Expenses that are attributable to more than one activity are allocated among the activities benefitted. Professional services are allocated on the basis of estimated time and effort expended in each activity. Occupancy costs are allocated based on estimated square footage used for each activity.

<u>Estimates</u> – Management must make estimates and assumptions to prepare financial statements in accordance with generally accepted accounting principles. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, the reported amounts of revenue and expenses, and the allocation of expenses by functional classification. Actual results could vary from the estimates that were used.

NOTE 2 – ADOPTION OF ACCOUNTING STANDARDS UPDATE 2016-14

Effective September 1, 2018, the Foundation adopted the amendments of Accounting Standards Update (ASU) 2016-14, *Presentation of Financial Statements of Not-for-Profit Entities*. Under this guidance, net assets are presented in two classes: *net assets with donor restrictions* and *net assets without donor restrictions*, investment return is presented net of external and direct internal investment expenses, expenses are presented by both nature and function, and information about the liquidity and availability of resources for general operating expenditures within one year is disclosed. These amendments have been applied on a retrospective basis to the financial statements for the year ended August 31, 2018. Adoption of this ASU resulted in reclassification of previously reported activities and net assets to conform to the 2019 presentation but had no impact on total net assets or total changes in net assets for 2018.

NOTE 3 – LIQUIDITY AND AVAILABILITY OF RESOURCES

The Foundation's financial assets are invested for long-term appreciation and current income for the purpose of providing scholarships to qualified students and support for the educational activities of the College. The Foundation has financial assets of \$15.3 million at August 31, 2019 and \$17.5 million at August 31, 2018, most of which are subject to donor restrictions and prudent spending policies. The Foundation's general expenditures consist of grants and operating costs. The Foundation makes financial assets available to fund its general expenditures as needed.

NOTE 4 – CONTRIBUTIONS RECEIVABLE

Contributions receivable at August 31, 2019 are expected to be collected as follows:

Less than one year One to five years	\$ 13,128 25,433
Total contributions receivable	\$ 38,561

NOTE 5 – INVESTMENTS AND FAIR VALUE MEASUREMENTS

Generally accepted accounting principles require that certain assets and liabilities be reported at fair value and establish a hierarchy that prioritizes inputs used to measure fair value. Fair value is 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 three levels of the fair value hierarchy are as follows:

- Level 1 Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the reporting date.
- Level 2 Inputs are other than quoted prices included in Level 1, which are either directly observable or can be derived from or corroborated by observable market data at the reporting date.
- Level 3 Inputs are not observable and are based on the reporting entity's assumptions about the inputs market participants would use in pricing the asset or liability.

Assets measured at fair value at August 31, 2019 are as follows:

	LEVEL 1	LEVEL 2 LEVEL 3		TOTAL
Investments:				
Equity mutual funds:				
Domestic	\$ 8,947,147			\$ 8,947,147
International	1,652,304			1,652,304
Fixed-income mutual funds:				
Domestic	4,132,981			4,132,981
International	106,671			106,671
Money market mutual funds	416,270			416,270
Total assets measured at fair value	<u>\$ 15,255,373</u>	<u>\$</u>	<u>\$</u>	<u>\$ 15,255,373</u>
Assets measured at fair value at August 31,	2018 are as follows:			
	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Investments:				
Equity mutual funds:				
Domestic	\$ 7,480,029			\$ 7,480,029
International	1,005,845			1,005,845
Fixed-income mutual funds:				
Domestic	5,440,438			5,440,438
Money market mutual funds	1,959,843			1,959,843
Total assets measured at fair value	<u>\$ 15,886,155</u>	<u>\$</u> 0	<u>\$ 0</u>	<u>\$ 15,886,155</u>

Mutual funds are valued at the reported net asset value of shares held. This valuation method may produce a fair value that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Foundation believes its valuation method is appropriate, the use of different methods or assumptions could result in a different fair value measurement at the reporting date.

Net investment return comprises the following:

		<u>2019</u>	<u>2018</u>
Interest, dividends, and capital gain distributions Net realized gain on sales	\$	722,687 20,184	\$ 552,814 236,710
Net unrealized gain (loss) External investment management		(349,191) (93,529)	 475,018 (74,151)
Net investment return	<u>\$</u>	300,151	\$ 1,190,391

NOTE 6 - NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions are restricted as follows:

		<u>2019</u>		<u>2018</u>
Endowment funds subject to spending policy and appropriation:				
Universal Access	\$	8,648,258	\$	8,886,304
Universal Access (non-tuition)		3,570,816		3,393,151
Foundation managed scholarships		1,920,900		1,719,473
Title V – Institutional Advancement		916,814		1,051,882
College capital improvements				2,058,144
Other	_	116,167	_	134,231
Total net assets with donor restrictions	\$	15,172,955	\$	17,243,185

NOTE 7 – ENDOWMENT

The Foundation's endowment consists of donor-restricted funds established to provide scholarships and to support the College. Donor-restricted endowment funds are maintained in accordance with explicit donor stipulations and are subject to the Texas Uniform Prudent Management of Institutional Funds Act (TUPMIFA). In the absence of explicit donor stipulations, TUPMIFA provides guidelines about what constitutes prudent spending and explicitly requires consideration of preservation of the fund. The Board has interpreted TUPMIFA as requiring a focus on the entirety of donor-restricted endowment funds, including original contribution amounts and net appreciation, allowing the Foundation to appropriate for expenditure or to accumulate as much of an endowment fund as considered prudent for the uses, benefits, purposes, and duration for which the fund was established, subject to explicit donor stipulations.

As a result of this interpretation, the Foundation classifies contributions specified as a perpetual endowment plus any donor-stipulated accumulations as *net assets with donor restrictions* required to be maintained in perpetuity. This amount is not reduced by investment losses or by appropriation and spending. Contributions not specified as a perpetual endowment and undistributed net investment return also are classified as *net assets with donor restrictions* until appropriated in accordance with spending policies and used for the stipulated purpose, if any.

An endowment fund is *underwater* if the fair value of the fund's investments falls below the amount required to be maintained in perpetuity because of declines in the fair value of investments and/or continued appropriation and spending in accordance prudent spending. There were no such deficiencies at August 31, 2019 or 2018.

Changes in the donor-restricted endowment fund are as follows:

	WITH DONOR RESTRICTIONS					
	NOT REQUIRED TO REQUIRED TO BE					
	BE	MAINTAINED	N	MAINTAINED		
	IN	PERPETUITY	IN	N PERPETUITY	1	ΓΟΤΑL
Endowment net assets, August 31, 2017	\$	5,694,401	\$	7,440,125	\$ 13	,134,526
Contributions		70,547		3,154,862	3	,225,409
Net investment return		1,178,674			1	,178,674
Appropriation for grants awarded		(295,424)				(295,424)
Endowment net assets, August 31, 2018		6,648,198		10,594,987	17	,243,185
Contributions		117,219		101,161		218,380
Net investment return		317,737				317,737
Appropriation for grants awarded		(2,606,347)			(2	,606,347)
Endowment net assets, August 31, 2019	\$	4,476,807	\$	10,696,148	\$ 15	,172,955

Investment Return Objectives and Spending Policies

The Foundation has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by the endowment in such a manner as to preserve and enhance the net asset value, while assuming a moderate level of risk. The Finance Committee provides investment guidance for, and monitors the growth and maintenance of, the endowment funds.

For Universal Access scholarships, distributions of up to 5% may be approved on an annual basis based upon the average market value of the investments as of December 31 of the preceding three years. For managed college scholarships, distributions are determined based on student need and availability of scholarship funds. The Finance Committee determines the amount to be distributed annually and determines the use of the funds, subject to approval by the Board.

The Foundation's endowment includes a donor-restricted term endowment to support institutional advancement of the College. Earnings are distributed in the College at the Board's discretion. When the term expires in 2027, the original contributions of \$700,000 may also be distributed at the Board's discretion.

NOTE 8 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through January 23, 2020, which is the date that the financial statements were available for issuance. As a result of this evaluation, no events were identified that are required to be disclosed or would have a material impact on reported net assets or changes in net assets.

Supplemental Statement of Financial Position by Fund as of August 31, 2019 with summarized information as of August 31, 2018

ASSETS	UNIVERSAL <u>ACCESS</u>	NON-TUITION EDUCATIONAL EXPENSES	<u>TITLE V</u>	CAPITAL <u>CAMPAIGN</u>	FOUNDATION MANAGED SCHOLARSHIPS	OTHER <u>FUNDS</u>	2019 <u>TOTAL</u>	2018 <u>TOTAL</u>
Cash Contributions receivable	\$ 16,298 8,766				\$ 23,312 1,282	\$ 28,513	\$ 39,610 38,561	\$ 20,108 1,563,270
Interfund receivable (payable) Investments	8,623,194	\$ 3,570,816	\$ 916,814		1,896,306	248,243	15,255,373	15,886,155
TOTAL ASSETS	\$ 8,648,258	\$ 3,570,816	\$ 916,814	<u>\$</u> 0	<u>\$ 1,920,900</u>	\$ 276,756	\$15,333,544	\$17,469,533
LIABILITIES AND NET ASSETS								
Liabilities: Accounts payable						\$ 4,961	\$ 4,961	
Net assets: Without donor restrictions With donor restrictions	\$ 8,648,258	\$ 3,570,816	\$ 916,814		\$ 1,920,900	155,628 116,167	155,628 15,172,955	\$ 226,348 17,243,185
Total net assets	8,648,258	3,570,816	916,814		1,920,900	271,795	15,328,583	17,469,533
TOTAL LIABILITIES AND NET ASSETS	\$ 8,648,258	\$ 3,570,816	\$ 916,814	<u>\$</u> 0	\$ 1,920,900	\$ 276,756	\$15,333,544	<u>\$17,469,533</u>

Supplemental Statement of Activities by Fund for the year ended August 31, 2019 with summarized information for the year ended August 31, 2018

	UNIVERSAL <u>ACCESS</u>		NON-TUITION EDUCATIONAL EXPENSES		TITLE V		CAPITAL CAMPAIGN		FOUNDATION MANAGED SCHOLARSHIPS		OTHER FUNDS	2019 TOTAL	2018 TOTAL
REVENUE: Contributions Net investment return Total revenue	\$	36,003 39,614 75,617	\$	27,547 54,941 82,488	\$	33,932 33,932		93,518 93,518	\$	154,830 70,776 225,606	\$ 65,785 7,370 73,155	\$ 284,165 300,151 584,316	\$ 3,283,563 1,190,391 4,473,954
EXPENSES:		/3,01/		02,400		33,932		95,318		223,000	 /3,133		4,473,934
Program services: College support grants awarded Universal Access scholarship grants						169,490	2,1	51,662				2,321,152	
awarded College scholarship grants awarded Program administration	·	135,583		31,716						98,594	 26,410	167,299 98,594 26,410	186,355 109,069
Total program services		135,583		31,716		169,490	2,1	51,662		98,594	26,410	2,613,455	295,424
Management and general Fundraising											 84,172 27,639	84,172 27,639	80,711
Total expenses		135,583		31,716		169,490	2,1	51,662		98,594	 138,221	2,725,266	376,135
CHANGES IN NET ASSETS		(59,966)		50,772	((135,558)	(2,0	58,144)		127,012	(65,066)	(2,140,950)	4,097,819
Net assets, beginning of year	8,8	886,304	3,	,393,151	1	,051,882	2,0	58,144	1	1,719,473	360,579	17,469,533	13,371,714
Reclassification between funds		<u>178,080</u>)		126,893		490				74,415	 (23,718)		
Net assets, end of year	\$ 8,0	648,258	\$ 3.	,570,816	\$	916,814	\$	0	\$ 1	1,920,900	\$ 271,795	<u>\$15,328,583</u>	<u>\$17,469,533</u>