Financial Statements for the Years Ended September 30, 2019 and 2018 and Independent Auditors' Report





## INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Loaves & Fishes, Inc.:

We have audited the accompanying financial statements of Loaves & Fishes, Inc. (the "Organization") which comprise the statements of financial position as of September 30, 2019 and 2018, and the related statements of activities, the statement of functional expenses for the year ended September 30, 2019, 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 generally accepted accounting principles 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 generally accepted auditing standards in the United States of America. Those standards require that we plan and perform the audits 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 auditors' judgment, including 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 Organization'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 Organization'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 Loaves & Fishes, Inc. as of September 30, 2019 and 2018, and the changes in its net assets and its cash flows for the years then ended in accordance with generally accepted accounting principles in the United States of America.

Certified Public Accountants February 6, 2020 Charlotte, NC

near Walker LLP

# STATEMENTS OF FINANCIAL POSITION SEPTEMBER 30, 2019 AND 2018

<u>ASSETS</u>	<u>2019</u>	2018		
CURRENT ASSETS: Cash and cash equivalents Unconditional promises to give	\$ 1,671,272 23,625	\$	1,673,206 77,648	
Food on hand Prepaid expenses and other current assets Total current assets	225,772 111,241 2,031,910		181,578 135,892 2,068,324	
PROPERTY, NET	259,356		113,714	
OTHER ASSETS: Investments Intangible assets, net Total other assets	2,301,958 78,188 2,380,146		1,973,411 1,340 1,974,751	
TOTAL	\$ 4,671,412	\$	4,156,789	
LIABILITIES AND NET ASSETS				
CURRENT LIABILITIES: Accounts payable and other current liabilities	\$ 54,892	_\$	36,645	
NET ASSETS: Without donor restrictions Without donor restrictions - board designated for operating expenses Without donor restrictions - board designated for endowment With donor restrictions Total net assets	1,273,591 1,051,736 2,120,375 170,818 4,616,520		1,087,902 934,543 1,819,075 278,624 4,120,144	
TOTAL	\$ 4,671,412	\$	4,156,789	

STATEMENTS OF ACTIVITIES (CONTINUED ON PAGE 4)
FOR THE YEARS ENDED SEPTEMBER 30, 2019 AND 2018

	Year ended September 30, 2019					
	Without Donor Restrictions		With Donor			
			Re	estrictions		Total
SUPPORT:						
Contributed food	\$	1,964,016	\$	-	\$	1,964,016
Individual, church and other contributions		1,826,654		33,625		1,860,279
Other grants		407,596		20,000		427,596
Beverly Howard endowment fund		-		11,879		11,879
Special event revenue, net		53,826		-		53,826
Emergency Food & Shelter Program grant		-		6,000		6,000
Contributed advertising		56,409		-		56,409
Contributed office and warehouse space		32,700		-		32,700
Gain on investments, net		28,547		-		28,547
Interest		10,695		-		10,695
Net assets released from restrictions		179,310		(179,310)		-
Total support		4,559,753		(107,806)		4,451,947
EXPENSES:						
Program services		3,314,547		-		3,314,547
General and administrative		304,316		-		304,316
Fundraising		336,708				336,708
Total expenses		3,955,571		-		3,955,571
CHANGE IN NET ASSETS		604,182		(107,806)		496,376
NET ASSETS, BEGINNING OF YEAR	-	3,841,520		278,624	***************************************	4,120,144
NET ASSETS, END OF YEAR	\$	4,445,702	\$	170,818	\$	4,616,520

STATEMENTS OF ACTIVITIES (CONTINUED FROM PAGE 3) FOR THE YEARS ENDED SEPTEMBER 30, 2019 AND 2018

		Ye	ar ended	September 30, 2	018		
		thout Donor		With Donor			
CURRENT	<u>F</u>	testrictions	Re	estrictions		Total	
SUPPORT: Contributed food	\$	1,714,674	\$		\$	1,714,674	
Individual, church and other contributions	Φ	3,106,339	φ	19,650	Φ	3,125,989	
Other grants		337,391		134,300		471,691	
Beverly Howard endowment fund		6,450		704,000		6,450	
Special event revenue, net		43,674		_		43,674	
Emergency Food & Shelter Program grant		2,250		32,750		35,000	
Contributed advertising		47,930		, -		47,930	
Contributed office and warehouse space		32,700		-		32,700	
Gain on investments, net		48,484		-		48,484	
Interest		6,996		-		6,996	
Net assets released from restrictions	-	58,750		(58,750)			
Total support		5,405,638		127,950		5,533,588	
EXPENSES:							
Program services:							
Contributed food		1,775,229		-		1,775,229	
Aid to pantries		387,918		-		387,918	
Salaries		328,009		=		328,009	
Rent and utilities		249,346		-		249,346	
Insurance		59,485		-		59,485	
Truck and delivery		34,493		-		34,493 24,402	
Depreciation		24,402 24,718		-		24,402	
Payroll taxes Retirement plan contributions		14,850		-		14,850	
Emergency Food & Shelter Program grant services		9,090		_		9,090	
Telephone		5,505		-		5,505	
Office supplies		2,743		_		2,743	
Other		5,745		_		5,745	
Total program services		2,921,533		-		2,921,533	
Supporting services:							
Salaries		262,642		-		262,642	
Fundraising		143,246		-		143,246	
Professional fees		37,045		-		37,045	
Insurance		46,107		-		46,107	
Printing		47,287		-		47,287	
Payroll taxes		19,158		-		19,158	
Rent and utilities		19,619		-		19,619	
Bank fees		12,941		-		12,941	
Retirement plan contributions		11,510		-		11,510	
Depreciation and amortization		3,904		=		3,904	
Computer		2,873		-		2,873	
Telephone		9,933		-		9,933	
Office supplies		8,229		-		8,229	
Other Total supporting services		20,442 644,936		_		20,442 644,936	
Total expenses		3,566,469		_		3,566,469	
CHANGE IN NET ASSETS		1,839,169		127,950		1,967,119	
NET ASSETS, BEGINNING OF YEAR		2,002,351		150,674		2,153,025	
NET ASSETS, END OF YEAR	\$	3,841,520	\$	278,624	\$	4,120,144	

See notes to financial statements.

# STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED SEPTEMBER 30, 2019

•		Support Services				
	Program	Ge	neral and			
	Services	Adn	Administrative		ındraising	Total
Contributed food	\$ 1,919,822	\$	_	\$	_	\$ 1,919,822
Salaries	388,757		120,806	•	155,346	664,909
Aid to pantries	396,208		-		-	396,208
Rent and utilities	269,001		12,537		6,541	288,079
Fundraising	69,667		-		106,232	175,899
Insurance	67,878		21,142		27,187	116,207
Printing	-		57,316		7,038	64,354
Depreciation and amortization	60,810		2,244		666	63,720
Payroll taxes	28,818		8,976		11,543	49,337
Truck and delivery	42,829		-		1,302	44,131
Professional fees	16,541		26,128		-	42,669
Emergency Food & Shelter Program grant services	30,800		-		-	30,800
Retirement plan contributions	15,976		4,976		6,399	27,351
Bank fees	-		8,258		4,067	12,325
Computer	-		11,583		-	11,583
Telephone	4,632		4,426		2,213	11,271
Office supplies	2,808		5,617		2,808	11,233
Other	-		20,307		5,366	25,673
Total expenses	\$ 3,314,547	\$	304,316	\$	336,708	\$ 3,955,571

# STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED SEPTEMBER 30, 2019 AND 2018

	<u>2019</u>			<u>2018</u>	
CASH FLOWS FROM OPERATING ACTIVITIES:					
Change in net assets	\$	496,376	\$	1,967,119	
Adjustments to reconcile change in net assets to net					
cash from operating activities:					
Depreciation and amortization		63,720		28,306	
Contributions of property and intangible assets		(114,500)		-	
Change in reserve and allowances		(100)		-	
Gain on investments, net		(28,547)		(48,484)	
Changes in operating assets and liabilities:					
Promises to give		54,123		(30,446)	
Food on hand		(44,194)		60,555	
Prepaid expenses and other current assets		24,650		(41,492)	
Accounts payable and other liabilities		18,247		9,521	
Net cash provided by operating activities		469,775		1,945,079	
CASH FLOWS FROM INVESTING ACTIVITIES:					
Purchases of investments		(300,000)		(1,600,000)	
Purchases of property		(171,709)		(40,495)	
Net cash applied to investing activities		(471,709)		(1,640,495)	
NET CHANGE IN CASH AND CASH EQUIVALENTS		(1,934)		304,584	
CASH AND CASH EQUIVALENTS BALANCE,					
BEGINNING OF YEAR	<u> </u>	1,673,206		1,368,622	
CASH AND CASH EQUIVALENTS BALANCE, END OF YEAR	\$	1,671,272	\$	1,673,206	

# NOTES TO FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2019 AND 2018

#### SUMMARY OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES

<u>Operations</u> - Loaves & Fishes, Inc. (the "Organization") operates as a not-for-profit organization whose principal function is to reduce the incidence of hunger and malnutrition in Mecklenburg County, North Carolina by procuring and distributing food supplies to the needy.

New Accounting Pronouncement - On August 18, 2016, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") 2016-14, Not-for-Profit Entities (Topic 958) - Presentation of Financial Statements of Not-for-Profit Entities. The update addresses the complexity and understandability of net asset clarification, deficiencies in information about liquidity and availability of resources, and the lack of consistency in the type of information provided about expenses and investment return. The ASU is effective for annual periods beginning after December 15, 2017. The Organization has adjusted the presentation of these financial statements accordingly such that the temporarily and permanently restricted net asset class have been combined and renamed net assets with donor restrictions and the unrestricted net asset class has been renamed net assets without donor restrictions.

<u>Use of Accounting Estimates</u> - The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of certain assets, liabilities and disclosures. Accordingly, the actual amounts could differ from those estimates. Any adjustments applied to estimated amounts are recognized in the fiscal year in which such adjustments are determined.

<u>Financial Statement Presentation</u> - The net assets of the Organization and changes therein are classified and reported as follows:

Net assets without donor restrictions - Net assets that are not restricted by donors or for which donor-imposed restrictions have expired.

*Net assets with donor restrictions* - Net assets that contain donor-imposed time or purpose restrictions that have not currently been met or restrictions stipulating that the amounts be maintained by the Organization in perpetuity.

<u>Cash and Cash Equivalents</u> - The Organization considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. The Organization maintains cash deposits with financial institutions that, at times, may exceed federally insured limits.

<u>Food on Hand</u> - Food on hand represents food which has been contributed or purchased and is available to be distributed. Such food is valued using the average cost per pound for contributed food or purchase cost for purchased food.

<u>Property</u> - Property is recorded at cost, if purchased, and at the estimated fair market value at the date of receipt, if contributed. Depreciation and amortization are calculated using the straight-line method over the estimated useful lives of the related assets. Contributed property is reported as unrestricted support unless the donor restricts the contributed asset to a specific purpose. The Organization records capital expenditures greater than \$250 as property.

<u>Donated Services and Materials</u> - A number of volunteers, including members of the Board of Directors and its committees, as well as various volunteer assistants contribute significant amounts of time to the Organization's program and support functions. The value of this contributed time does not meet the criteria for recognition of contributed services and, accordingly, is not reflected as support in the accompanying financial statements. Donated services that do meet the criteria for recognition, along with donated materials, are recorded at the estimated fair value as revenue and expense. (See Note 9.)

<u>Advertising</u> - The Organization's policy is to expense the cost of advertising as it is incurred.

<u>Income Taxes</u> - The Organization is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for income taxes has been made in the accompanying financial statements. The Organization records liabilities for income tax positions taken or expected to be taken when those positions are deemed uncertain to be upheld in an examination by taxing authorities. No liabilities for uncertain income tax positions were recorded as of September 30, 2019 and 2018.

<u>Functional Expense Classification</u> - The Organization's functional expense classification and allocation policy is based on a review of the current organizational structure, and the identification, reclassification and allocation of certain employee, facility, and departmental expenses, which serve multiple functional areas.

<u>Reclassifications</u> - Certain amounts in the 2018 financial statements have been reclassified to conform with 2019 presentation. Such reclassifications had no effect on the previously reported net assets.

<u>Subsequent Events</u> - In preparing its financial statements, the Organization has evaluated subsequent events through February 6, 2020, which is the date the financial statements were available to be issued.

#### 2. LIQUIDITY AND AVAILABILITY

Financial assets at year-end: Cash Investments Pledges receivable, net Total financial assets	\$ 	1,671,272 2,301,958 23,625 3,996,855
Less amounts not available to be used for general expenditures within one year: Restricted by donors with purpose restrictions Restricted by donors in perpetuity Designated by the Board of Directors for endowment fund Financial assets not available to be used within one year		47,390 103,803 2,120,375 2,271,568
Financial assets available to meet general expenditures within one year	<u>\$</u>	1,725,287

The Organization is substantially supported by contributions; however, a portion of its support is also received as restricted contributions. Because a donor's restriction requires resources to be used in a particular manner or in a future period, the Organization must maintain sufficient resources to meet those responsibilities to its donors. Thus, financial assets may not be available for general expenditure within one year. As part of the Organization's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. In order to accomplish this, each year the board designates net assets to cover at least half the following year's cash operating expenses. In addition, it invests cash in excess of daily requirements in investments funds that are able to be drawn on fore general expenditures.

## PROMISES TO GIVE

Promises to give are recognized when a donor makes an unconditional promise to give cash or property to the Organization. Contributions that are restricted by the donor are reported as increases in net assets without donor restrictions if restrictions expire in the fiscal year. All other donor restricted net assets are reported as net assets with donor restrictions. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions, as appropriate.

Promises to give as of September 30, 2019 and 2018 consisted of the following:

	<u> </u>	<u>2018</u>		
Promises to give due in less than one year Less: Allowance	\$	24,450 <u>825</u>	\$	78,573 925
Current promises to give	\$	23,625	\$	77,648

#### 4. PROPERTY

Property as of September 30, 2019 and 2018 consisted of the following:

	<u>2019</u>	<u>2018</u>
Office equipment	\$ 66,985	\$ 74,886
Vehicles	323,510	184,943
Furniture and fixtures	17,663	13,530
Warehouse equipment	505,147	449,045
·	913,305	722,404
Less: Accumulated depreciation	653,949	608,690
Property, net	<u>\$ 259,356</u>	<u>\$ 113,714</u>

## 5. FAIR VALUE MEASUREMENTS

The Board of Directors of the Organization has interpreted the Uniform Prudent Management of Institutional Funds Act ("UPMIFA") as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Organization classifies as net assets with donor restrictions (a) the original value of gifts donated to the endowment, (b) the original value of subsequent gifts to the endowment, and (c) accumulations to the 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 is also classified as net assets with donor restrictions until those amounts are appropriated for expenditure by the Organization in a manner consistent with the standard of prudence prescribed by UPMIFA. In accordance with UPMIFA, the Organization considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- 1) The duration and preservation of the fund
- 2) The purposes of the Organization and the donor-restricted endowment fund
- 3) General economic conditions
- 4) The possible effect of inflation and deflation
- 5) The expected total return from income and the appreciation of investments
- 6) Other resources of the Organization
- 7) The investment policy of the Organization

The Organization has investments that are reported at fair value in the accompanying statements of financial position.

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 inputs used for valuing the Organization's investments are summarized in the three broad levels listed below:

- Level 1 guoted prices in active markets for identical assets
- Level 2 other significant observable inputs either directly or indirectly (including quoted prices for similar securities, interest rates, yield curves, credit risk, etc.)
- Level 3 significant unobservable inputs

The inputs or methodologies used for valuing investments are not necessarily an indication of the risk associated with investing in those investments.

The fair value of investments is determined by reference to exchange or dealer-quoted market prices. If a quoted market price is not available, fair value is estimated using quoted market prices for similar investment securities.

The following table sets forth by level, within the fair value hierarchy, the Organization's investments at fair value as of September 30, 2019:

	Level 1	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments with community foundations	<u>\$</u>	<u>\$</u>	<u>\$ 2,301,958</u>	<u>\$ 2,301,958</u>
Total investments at fair value	<u>\$</u>	<u>\$</u>	<u>\$ 2,301,958</u>	<u>\$ 2,301,958</u>

The following table sets forth by level, within the fair value hierarchy, the Organization's investments at fair value as of September 30, 2018:

	Level 1	Level 2	Level 3	<u>Total</u>
Investments with community foundations	<u>\$</u>	<u>\$</u>	<u>\$ 1,973,411</u>	<u>\$ 1,973,411</u>
Total investments at fair value	<u>\$</u>	<u>\$</u>	<u>\$ 1,973,411</u>	<u>\$ 1,973,411</u>

The following table presents additional information about Level 3 assets and liabilities measured at fair value. Both observable and unobservable inputs may be used to determine the fair value of positions that the Organization has classified within the Level 3 category. As a result, the unrealized gains and losses for assets and liabilities within the Level 3 Category may include changes in fair value that were attributable to both observable (e.g., changes in market interest rates) and unobservable (e.g., changes in unobservable long-dated volatilities) inputs.

Changes in funds held by the Organization, Level 3 assets, measured at fair value on a recurring basis consisted of the following:

For the year ended September 30	<u>2019</u>	<u>2018</u>
Balance, beginning of year Unrealized gain, net Purchases, sales, issuances and settlements, net	\$ 1,973,411 28,547 300,000	\$ 324,927 48,484 1,600,000
Balance, end of year	<u>\$ 2,301,958</u>	<u>\$ 1,973,411</u>

## 6. AID TO PANTRIES

The Organization provides assistance to food pantries, located in certain Charlotte area churches and community centers, through distribution of food (including donated and purchased), supplies and administrative support. The pantries operate autonomously and are independent of the Organization. Accordingly, the results of these pantry operations are not reflected in the financial statements of the Organization.

## 7. EMERGENCY FOOD AND SHELTER PROGRAM

The Organization receives grants from the Emergency Food & Shelter Program ("EFSP"), a United States government program, which are to be used specifically for providing emergency shelter and food. Funds provided by the grants are used to purchase food certificates for individuals in need of assistance who cannot visit a pantry and to purchase low salt foods and fruit in light syrup to meet individuals' special dietary needs. The Organization received an EFSP grant of \$6,000 for the year ended September 30, 2019. As of September 30, 2019, the Organization had distributed \$2,190 worth of food and food certificates related to the prior year's undistributed food certificates. Food certificates (included in other current assets in the accompanying statement of financial position) as of September 30, 2019 and 2018 totaled \$6,390 and \$2,190, respectively.

#### 8. NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions as of September 30, 2019 and 2018 are available for the following purposes or periods:

purposes of periods.	<u>2019</u>			<u>2018</u>	
Investments held in perpetuity Emergency Food & Shelter Program grant Funds from various organizations restricted by time Funds from various organizations with capital restrictions Total	\$	103,803 12,390 19,625 35,000 170,818	\$ <u>\$</u>	91,924 32,750 39,650 114,300 278,624	
Net assets released from restrictions are as follows:					
		2019		<u>2018</u>	
Time restricted: Contributions restricted for operations Purpose restricted:	\$	18,650	\$	49,720	
Emergency Food & Shelter Program grant Capital expenditures Other		26,360 114,300 20,000		9,030	
Total	<u>\$</u>	179,310	<u>\$</u>	<u>58,750</u>	

## 9. CONTRIBUTED MATERIALS

The Organization received contributions of food valued at \$1,964,016 and \$1,714,674 during the years ended September 30, 2019 and 2018, respectively. These amounts are recognized as support in the accompanying statements of activities.

The Organization paid a reduced rate for use of its warehouse facility during the years ended September 30, 2019 and 2018. The value of this donated rent was \$32,700 for each of the years ended September 30, 2019 and 2018. These amounts have been included as contributions and as rent expense in the accompanying statements of activities.

The Organization received donated advertising valued at \$56,409 and \$47,930 during the years ended September 30, 2019 and 2018, respectively. This amount has been included in contributions and as fundraising expense in the accompanying statements of activities.

The Organization received donated legal services valued at approximately \$23,000 during the year ended September 30, 2018. This amount has been included in contributions and as professional fees expense in the accompanying statements of activities.

#### 10. RETIREMENT PLAN

Eligible employees of the Organization participate in a Simplified Employee Pension Plan which is administered by an unaffiliated agency. Employees must be employed for one year to be eligible to participate in the plan. The Organization contributes 5% of each employee's salary to the plan annually. Contributions to the plan by the Organization totaled \$27,351 and \$26,360 for the years ended September 30, 2019 and 2018, respectively.

## 11. LEASE COMMITMENTS

The Organization leases certain office and warehouse space and office equipment under agreements which are classified as operating leases. For the years ended September 30, 2019 and 2018, expenses, including donated rent, under these leases totaled approximately \$211,000 and \$182,000, respectively.

Approximate future lease commitments are as follows:

Year ending September 30:		
2020	\$ 178,00	0
2021	178,00	0
2022	178,00	0
2023	146,00	0
Total	\$ 680.00	Ō

# 12. RELATED PARTIES

During the years ended September 30, 2019 and 2018, the Organization received contributions from board members and key employees totaling approximately \$39,000 and \$36,000, respectively.