

TEACH, INC.
**CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION**
YEAR ENDED JUNE 30, 2019

OPERATING:
TEACH Academy of Technologies - #1206
TEACH Tech Charter High School - #1658
**TEACH Preparatory Mildred S. Cunningham & Edith H. Morris
Elementary - #2004**



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CONSULTING**

TEACH, INC.
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YEAR ENDED JUNE 30, 2019

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INDEPENDENT AUDITORS' REPORT

Board of Directors
Teach, Inc.
Los Angeles, California

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Teach, Inc. (the Organization), a California nonprofit public benefit corporation, which comprise the consolidated statement of financial position as of June 30, 2019, and the related consolidated statements of activities, cash flows, and functional expenses for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated 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 consolidated 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 consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements referred to on page 1 present fairly, in all material respects, the financial position of the Organization as of June 30, 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.

Other Matters

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the Organization's consolidated financial statements as a whole. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by Title 2 Code of Federal Regulations (CFR) Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*. The accompanying supplementary schedules as identified in the table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statement. 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 consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated 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 consolidated financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued a report dated December 11, 2019 on our consideration of the Organization's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness on the Organization's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Organization's internal control over financial reporting and compliance.



CliftonLarsonAllen LLP

Glendora, California
December 11, 2019

TEACH, INC.
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
JUNE 30, 2019

ASSETS

CURRENT ASSETS

Cash and Cash Equivalents	\$ 1,399,866
Accounts Receivable - Federal and State	1,360,599
Accounts Receivable - Other	193,864
Prepaid Expenses and Other Assets	368,580
Total Current Assets	3,322,909

LONG-TERM ASSETS

Restricted Cash and Cash Equivalents	1,174,633
Property, Plant, and Equipment, Net	11,702,446
Total Long-Term Assets	12,877,079

Total Assets	\$ 16,199,988
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LIABILITIES AND NET ASSETS

CURRENT LIABILITIES

Accounts Payable and Accrued Liabilities	\$ 600,333
Deferred Rent Liability, Current Portion	14,892
Interest Payable	59,936
Notes Payable, Current Portion	44,960
Bonds Payable, Current Portion	135,000
Total Current Liabilities	855,121

LONG-TERM LIABILITIES

Deferred Rent Liability	662,914
Notes Payable	287,504
Bonds Payable	11,879,291
Total Long-Term Liabilities	12,829,709

NET ASSETS

Without Donor Restrictions	2,515,158
Total Net Assets	2,515,158

Total Liabilities and Net Assets	\$ 16,199,988
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See accompanying Notes to Consolidated Financial Statements.

TEACH, INC.
CONSOLIDATED STATEMENT OF ACTIVITIES
YEAR ENDED JUNE 30, 2019

REVENUES, WITHOUT DONOR RESTRICTIONS

State Revenue:	
State Aid	\$ 6,853,410
Other State Revenue	1,822,686
Federal Revenue:	
Grants and Entitlements	1,255,431
Local Revenue:	
In-Lieu Property Tax Revenue	1,999,963
Contributions	351,204
Other Revenue	199,191
Total Revenues	<u>12,481,885</u>

EXPENSES

Program Services	8,451,546
Management and General	3,236,102
Fundraising and Development	69,573
Total Expense	<u>11,757,221</u>

CHANGE IN NET ASSETS

724,664

Net Assets Without Donor Restrictions - Beginning of Year

1,790,494

NET ASSETS WITHOUT DONOR RESTRICTIONS - END OF YEAR

\$ 2,515,158

See accompanying Notes to Consolidated Financial Statements.

TEACH, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
YEAR ENDED JUNE 30, 2019

CASH FLOWS FROM OPERATING ACTIVITIES	
Change in Net Assets	\$ 724,664
Adjustments to Reconcile Change in Net Assets to Net Cash Provided by Operating Activities:	
Depreciation	391,985
Amortization of debt issuance cost and discount	15,655
(Increase) Decrease in Assets:	
Accounts Receivable - Federal and State	(484,069)
Accounts Receivable - Other	(113,684)
Prepaid Expenses and Other Assets	(180,332)
Deferred Rent Asset	(76,859)
Increase (Decrease) in Liabilities:	
Accounts Payable and Accrued Liabilities	239,351
Deferred Rent Liability	335,404
Deferred Revenue	(13,987)
Net Cash Provided by Operating Activities	<u>838,128</u>
CASH FLOWS FROM INVESTING ACTIVITIES	
Purchases of Property, Plant, and Equipment	<u>(453,787)</u>
Net Cash Used by Investing Activities	(453,787)
CASH FLOWS FROM FINANCING ACTIVITIES	
Proceeds of Notes Payable	372,360
Repayments of Equipment Lease	(39,896)
Repayments of Notes/Bonds Payable	<u>(30,000)</u>
Net Cash Provided by Financing Activities	<u>302,464</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	686,805
Cash and Cash Equivalents - Beginning of Year	<u>1,887,694</u>
CASH AND CASH EQUIVALENTS - END OF YEAR	<u><u>\$ 2,574,499</u></u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION	
Cash Paid for Interest	<u><u>\$ 772,724</u></u>

See accompanying Notes to Consolidated Financial Statements.

TEACH, INC.
CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
YEAR ENDED JUNE 30, 2019

	<u>Program Services</u>	<u>Management and General</u>	<u>Fundraising</u>	<u>Total Expenses</u>
Salaries and Wages	\$ 3,255,044	\$ 993,961	\$ -	\$ 4,249,005
Pension Expense	432,585	99,085	-	531,670
Other Employee Benefits	340,911	61,611	8,214	410,736
Payroll Taxes	170,891	54,840	3,226	228,957
Management Fees	-	260,839	-	260,839
Legal Expenses	-	37,648	-	37,648
Accounting Expenses	-	26,814	-	26,814
Instructional Materials	1,558,363	-	-	1,558,363
Other Fees for Services	759,667	358,666	2,373	1,120,706
Advertising and Promotion Expenses	-	628	628	1,256
Office Expenses	133,494	110,819	3,040	247,353
Printing and Postage Expenses	-	-	16,362	16,362
Occupancy Expenses	1,408,606	318,032	32,530	1,759,168
Travel Expenses	-	37,635	-	37,635
Interest Expense	-	781,266	-	781,266
Depreciation Expense	391,985	-	-	391,985
Insurance Expense	-	62,194	-	62,194
Other Expenses	-	32,064	3,200	35,264
Total Expenses by Function	<u>\$ 8,451,546</u>	<u>\$ 3,236,102</u>	<u>\$ 69,573</u>	<u>\$ 11,757,221</u>

See accompanying Notes to Consolidated Financial Statements.

TEACH, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2019

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities

Teach, Inc. (the Organization) was incorporated in the state of California on January 2, 2001, under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The Organization is comprised of TEACH Public Schools, Inc. (charter management organization), TEACH Academy of Technologies, TEACH Tech Charter High School, TEACH Preparatory Mildred S. Cunningham & Edith H. Morris Elementary (TEACH Preparatory Elementary), and Cunningham & Morris, LLC (the LLC). TEACH Academy of Technologies petitioned and was approved through Los Angeles Unified School District for a charter for a five-year period ending in 2020 under the Education Code Section 47612 and 47613.5, and began operations in 2010. TEACH Tech Charter High School petitioned and was approved through Los Angeles Unified School District for a charter for a five-year period ending in 2019 under the Education Code Section 47612 and 47613.5, and began operations in 2014. TEACH Preparatory Elementary petitioned and was approved through Los Angeles Unified School District for a charter for a five-year period ending in 2023 under the Education Code Section 47612 and 47613.5, and began operations in August 2018.

The Organization currently serves approximately 785 students in Transitional Kindergarten through Grade 1 and Grade 5 through Grade 12.

The mission of the Organization is to create a high quality, innovative teaching, and learning environment that focuses on literacy; integrating state-of-the-art technologies across the core curriculum to achieve academic proficiency for all students.

Principles of Consolidation

The consolidated financial statements include the accounts of TEACH, Inc. and its single member limited liability company subsidiary: Cunningham & Morris, LLC. All material intercompany transactions have been eliminated.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America as prescribed by the Financial Accounting Standards Board.

Basis of Accounting

The consolidated financial statements have been prepared on the accrual method of accounting and accordingly reflect all significant receivables and liabilities.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and disclosures. Accordingly, actual results could differ from those estimates.

TEACH, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2019

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Functional Allocation of Expenses

Costs of providing the Organization's programs and other activities have been presented in the consolidated statement of functional expenses. Accordingly, certain costs have been allocated among the program services based on employees' time incurred and management's estimates of the usage of resources. The expenses that are allocated include management fees, legal, accounting, advertising, travel, interest, depreciation, insurance and other expenses, which are allocated on a directly allocation basis, as well as salaries and wages, benefits, payroll taxes, other fees for service, office expenses, and occupancy, which are allocated on the basis of estimates of time and effort.

Net Asset Classes

Net assets, revenues, gains, and losses are classified based on the existence or absence of donor or grantor imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

Net Assets Without Donor Restrictions – Net assets available for use in general operations and not subject to donor (or certain grantor) restrictions.

Net Assets With Donor Restrictions – Net assets subject to donor- (or certain grantor-) imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. Gifts of long-lived assets and gifts of cash restricted for the acquisition of long-lived assets are recognized as revenue when the assets are placed in service. Donor-imposed restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both.

Cash and Cash Equivalents

The Organization defines its cash and cash equivalents to include only cash on hand, demand deposits, and liquid investments with original maturities of three months or less.

Accounts Receivable

Accounts receivable primarily represent amounts due from federal and state governments as of June 30, 2019. Management believes that all receivables are fully collectible, therefore no provisions for uncollectible accounts were recorded.

Property, Plant, and Equipment

Property, plant, and equipment are stated at cost if purchased or at estimated fair value if donated. Depreciation is provided on a straight-line basis over the estimated useful lives of the asset. The useful lives range varies from 3 to 35 years.

TEACH, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2019

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property Taxes

Secured property taxes attach as an enforceable lien on property as of January 1. Taxes are levied on September 1 and are payable in two installments on or before November 1 and February 1. Unsecured property taxes are not a lien against real property and are payable in one installment on or before August 31. The County bills and collects property taxes for all taxing agencies within the County and distributes these collections to the various agencies. The sponsor agency of the Organization is required by law to provide in-lieu property tax payments on a monthly basis, from August through July. The amount paid per month is based upon an allocation per student, with a specific percentage to be paid each month.

Revenue Recognition

Amounts received from the California Department of Education are recognized as revenue by the Organization based on the average daily attendance (ADA) of students. Revenue that is restricted is recorded as an increase in net assets without donor restriction, if the restriction expires in the reporting period in which the revenue is recognized. All other restricted revenues are reported as increases in net assets with donor restriction.

Contributions

All contributions are considered to be available for use unless specifically restricted by the donor. Amounts received that are restricted to specific use or future periods are reported as contributions with donor restrictions. Restricted contributions that are received and released in the same period are reported as promises to give without donor restrictions. Unconditional promises to give expected to be received in one year or less are recorded at net realizable value. Unconditional promises to give expected to be received in more than one year are recorded at fair value at the date of the promise. Conditional promises to give are not recognized until they become unconditional, that is, when the conditions on which they depend are substantially met.

Compensated Absences

The Organization does not allow employees to carryover unused vacation. Accordingly, there were no accumulated absence benefits at June 30, 2019.

Income Taxes

The Organization is a nonprofit entity exempt from the payment of income taxes under Internal Revenue Code Section 501(c)(3) and California Revenue and Taxation Code Section 23701d. Accordingly, no provision has been made for income taxes. Management has determined that all income tax positions are more likely than not of being sustained upon potential audit or examination; therefore, no disclosures of uncertain income tax positions are required. The School is subject to income tax on net income that is derived from business activities that are unrelated to the exempt purposes. The School files and exempt School return and applicable unrelated business income tax return in the U.S. federal jurisdiction and with the California Franchise Tax Board.

TEACH, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2019

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Change in Accounting Principle

On August 18, 2016, FASB 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 classification, 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 School has implemented ASU 2016-14 and have adjusted the presentation in these financial statements accordingly.

Evaluation of Subsequent Events

The Organization has evaluated subsequent events through December 11, 2019, the date these consolidated financial statements were available to be issued.

NOTE 2 LIQUIDITY AND AVAILABILITY

Financial assets available for general expenditure are those without donor or other restrictions limiting their use within one year of the statement of financial position date. Financial assets available for general expenditures comprise cash and cash equivalents and accounts receivable for the total amount of \$2,954,329.

As part of its liquidity management plan, the School monitors liquidity required and cash flows to meet operating needs on a monthly basis. The School structures its financial assets to be available as general expenditures, liabilities and other obligations come due.

NOTE 3 CONCENTRATION OF CREDIT RISK

The Organization also maintains cash balances held in banks and revolving funds which are insured up to \$250,000 by the Federal Depository Insurance Corporation (FDIC). At times, cash in these accounts exceeds the insured amounts. The Organization has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on its cash and cash equivalents.

NOTE 4 PROPERTY, PLANT AND EQUIPMENT

Property, plant, and equipment in the accompanying consolidated financial statements are presented net of accumulated depreciation. The Organization capitalizes all expenditures for land, buildings, and equipment in excess \$1,000. Depreciation expense was \$391,985 as of June 30, 2019.

TEACH, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2019

NOTE 4 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The components of property, plant, and equipment as of June 30, 2019 are as follows:

	TEACH Academy of Technologies	TEACH Tech Charter High School	TEACH Preparatory Elementary	TEACH Public Schools, Inc.	Cunningham and Morris, LLC	Total
Construction in Progress	\$ 778,966	\$ -	\$ -	\$ -	\$ -	\$ 778,966
Land	-	-	-	-	3,280,111	3,280,111
Buildings	-	-	-	-	7,678,269	7,678,269
Leasehold Improvements	415,698	100,130	47,600	62,881	-	626,309
Furniture, Fixtures, and Equipment	155,617	110,896	12,709	25,875	-	305,097
Total Property, Plant, and Equipment	1,350,281	211,026	60,309	88,756	10,958,380	12,668,752
Less: Accumulated Depreciation Property, Plant, and Equipment, Net	(145,331)	(67,642)	(3,401)	(24,232)	(725,700)	(966,306)
	<u>\$ 1,204,950</u>	<u>\$ 143,384</u>	<u>\$ 56,908</u>	<u>\$ 64,524</u>	<u>\$ 10,232,680</u>	<u>\$ 11,702,446</u>

NOTE 5 BONDS PAYABLE

In November 2016, Cunningham & Morris, LLC obtained financing through the CSFA. The amount loaned to the LLC was \$12,530,000 to be applied to the finance or refinance certain costs of the acquisition, construction, improvement, equipping and furnishing of charter school facilities. The loan agreement requires the LLC and TEACH, Inc. to comply with various covenants, conditions, and restrictions, including maintaining certain financial ratios. The bonds bear interest rates ranging from 5.250% to 5.875%.

The LLC is required to maintain in a bond reserve cash account an amount equal to the bond reserve requirement which is calculated as the least of (a) 10% of the proceeds from the bonds (b) maximum annual debt service with respect to the bonds outstanding, (c) 125% of average annual debt service with respect to the bonds or (d) the last bond year only, the total debt service with respect to the bonds outstanding.

Bonds payable are reported on the consolidated statement of financial position, net of a discount of \$217,108 and net of issue costs of \$268,601. The discount and issue costs are amortized to amortization expense over the life of the bonds.

A portion of the bonds are subject to early redemption at the option of the LLC on any date after June 1, 2026 together with accrued interest.

Future maturities of bonds payable are as follows:

<u>Year Ending June 30,</u>	
2020	\$ 135,000
2021	145,000
2022	150,000
2023	160,000
2024	170,000
Thereafter	11,740,000
Total Future Maturities	<u>12,500,000</u>
Bond Issue Costs	(268,601)
Bond Discount	(217,108)
Total Bond Payable	<u>\$ 12,014,291</u>

TEACH, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2019

NOTE 6 NOTES PAYABLE

In August 2018, the School obtained a note payable in the amount of \$372,360. The note is secured by modular buildings previously purchase by the School. The note does not have a stated interest rate, but requires monthly payments of \$5,721.22 and has an imputed interest rate of 7.55%. The note matures on July 1, 2025. The balance as of June 30, 2019 was \$332,464. Future maturities are as follows:

<u>Year Ending June 30,</u>	
2020	\$ 44,960
2021	48,476
2022	52,267
2023	56,354
2024	60,762
Thereafter	69,645
Total Future Maturities	<u>\$ 332,464</u>

NOTE 7 PARTICIPATION IN JOINT POWERS AUTHORITY

The Organization entered into a Joint Powers Agreement (JPA) known as “CharterSAFE” through the California Charter Schools Association Joint Powers Authority (CCSA-JPA), a self-insurance plan for workers' compensation, property/casualty, and school board liability insurance. The CCSA-JPA is governed by a board consisting of a representative from each member organization. The board controls the operation of the CCSA-JPA including selection of management and approval of operating budgets, independent of any influence by the member organizations beyond their representation on the board. Each member organization pays a premium commensurate with the level of coverage requested and share surpluses and deficits proportionate to their participation in the CCSA-JPA. The CCSA-JPA is a separate entity which is audited by an independent accounting firm.

NOTE 8 EMPLOYEE RETIREMENT

Multi-Employer Defined Benefit Pension Plans

Qualified employees are covered under multi-employer defined benefit pension plans maintained by agencies of the state of California.

The risks of participating in these multi-employer defined benefit pension plans are different from single-employer plans because: (a) assets contributed to the multi-employer plan by one employer may be used to provide benefits to employees of other participating employers, (b) the required member, employer, and state contribution rates are set by the California Legislature, and (c) if the Organization chooses to stop participating in the multi-employer plan, it may be required to pay a withdrawal liability to the plan. The School has no plans to withdraw from this multi-employer plan.

TEACH, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2019

NOTE 8 EMPLOYEE RETIREMENT (CONTINUED)

State Teachers' Retirement System (STRS)

Plan Description

The School contributes to the State Teachers' Retirement System (STRS), a cost-sharing multiple-employer public employee retirement system defined benefit pension plan administered by STRS.

The plan provides retirement, disability and survivor benefits to beneficiaries. Benefit provisions are established by State statutes, as legislatively amended, within the State Teachers' Retirement Law. According to the most recently available Comprehensive Annual Financial Report and Actuarial Valuation Report for the year ended June 30, 2018 total STRS plan net assets are \$225 billion, the total actuarial present value of accumulated plan benefits is \$374 billion, contributions from all employers totaled \$4.9 billion, and the plan is 64% funded. The School did not contribute more than 5% of the total contributions to the plan.

Copies of the STRS annual financial report may be obtained from STRS, 7667 Folsom Boulevard, Sacramento, CA 95826 and www.calstrs.com.

Funding Policy

Active plan members hired before January 1, 2013 are required to contribute 10.25% of their salary and those hired after are required to contribute 9.205% of their salary. The School is required to contribute an actuarially determined rate. The actuarial methods and assumptions used for determining the rate are those adopted by the STRS Teachers' Retirement Board. Under the 2014 funding plan, employer contributions on compensation creditable to the program will increase every year for the next seven years, up to 19.10% in 2020-21. The required employer contribution rate for year ended June 30, 2019 was 16.28%. The contribution requirements of the plan members are established and may be amended by State statute.

The Organization's contributions to STRS for the past three years are as follows:

<u>Year Ending June 30,</u>	<u>Required Contribution</u>	<u>Percent Contributed</u>
2017	\$ 248,478	100 %
2018	\$ 327,072	100 %
2019	\$ 482,987	100 %

TEACH, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2019

NOTE 8 EMPLOYEE RETIREMENT (CONTINUED)

Public Employees' Retirement System (PERS)

Plan Description

The Organization contributes to the School Employer Pool under the California Public Employees' Retirement System (CalPERS), a cost-sharing multi-employer public employee retirement system defined benefit pension plan administered by CalPERS. Benefit provisions are established by State Statutes, as legislatively amended, within the Public Employees' Retirement Law. According to the most recently available Actuarial Valuation Report for the year ended June 30, 2018, the Organization Employer Pool total plan assets are \$60.9 billion, the present value of accumulated plan benefits is \$99.6 billion, contributions from all employers totaled \$1.8 billion, and the plan is 72.1% funded. The Organization did not contribute more than 5% of the total contributions to the plan.

Copies of the CalPERS' annual financial reports may be obtained from the CalPERS Executive Office, 400 P Street, Sacramento, CA 95814 and www.calpers.ca.gov.

Funding Policy

Active plan members brought into PERS membership prior to January 1, 2013 are required to contribute 7.0% of their salary while new members after January 1, 2013 are required to contribute 6.5% of their salary. The actuarial methods and assumptions used for determining the rate are those adopted by the CalPERS Board of Administration. The required employer contribution rate for year ended June 30, 2019 was 18.062%. The contribution requirements of the plan members are established and may be amended by state statute.

The Organization's contributions to PERS for each of the last three years are as follows:

<u>Year Ending June 30,</u>	<u>Required Contribution</u>	<u>Percent Contributed</u>
2017	\$ 11,472	100 %
2018	\$ 50,260	100 %
2019	\$ 48,684	100 %

NOTE 9 OPERATING LEASES

In January 2018, the Organization entered into a lease agreement for the High School campus, which expires in December 2037. The monthly rent for the year ended June 30, 2019 was \$67,707.

In July 2017, the Organization entered into a lease agreement for facilities, which expires in June 2020. The monthly rent for the year ended June 30, 2019 was \$5,333.

In November 2016, the Organization leased facilities from its intercompany entity, Cunningham & Morris LLC, which expires in June 2052. Intercompany transactions are eliminated upon consolidation.

TEACH, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2019

NOTE 9 OPERATING LEASES (CONTINUED)

Applicable accounting standards require the Organization to record lease expense on a straight-line basis for these leases that have fluctuating payments throughout the lease term. Accordingly, rent expense will differ from actual rent payments made. Rent expenses and actual rent payments (net of eliminations) for the year ended June 30, 2019 totaled \$1,235,563 and \$576,345.

The future minimum lease payments are as follows:

<u>Year Ending June 30,</u>	<u>External</u>	<u>Intercompany</u>	<u>Total</u>
2020	\$ 1,065,064	\$ 879,811	\$ 1,944,875
2021	941,763	882,217	1,823,980
2022	970,016	872,972	1,842,988
2023	999,116	870,943	1,870,059
2024	1,029,089	871,253	1,900,342
Thereafter	17,321,043	24,246,453	41,567,496
Total	<u>\$ 22,326,091</u>	<u>\$ 28,623,649</u>	<u>\$ 50,949,740</u>

NOTE 10 CONTINGENCIES

The Organization has received state and federal funds for specific purposes that are subject to review and audit by the grantor agencies. Although such audits could generate disallowances under terms of the grants, it is believed that any required reimbursement would not be material.

NOTE 11 SUBSEQUENT EVENT TRANSACTIONS

In July 2019, Cunningham & Morris, LLC signed a settlement agreement on a lease litigation matter in the amount of \$233,344 to be paid in installments through July 1, 2023. Annual settlement installments are as follows:

<u>Year Ending June 30,</u>	
2020	\$ 80,558
2021	83,336
2022	33,336
2023	33,336
2024	2,778
Total	<u>\$ 233,344</u>

In August 2019, Teach Preparatory Elementary entered into a Charter School Revolving Loan with the California School Finance Authority, in the amount of \$150,000. The loan bears an interest rate of equal to the rate earned by money in the Pooled Money Investment Account as of the date of disbursement of the funds to the charter school. .

TEACH, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2019

NOTE 11 SUBSEQUENT EVENT TRANSACTIONS (CONTINUED)

In November 2019, the Board of Directors approved to enter into bond financing agreement. The bond financing will be for approximately \$33,410,000 for the purpose of financing the costs of acquisition, construction, and expansion of facilities. Negotiations for the placement of the bond is expected to be completed at the end of December 2019.

SUPPLEMENTARY INFORMATION

**TEACH, INC.
LOCAL EDUCATION AGENCY ORGANIZATION STRUCTURE (CONTINUED)
YEAR ENDED JUNE 30, 2019**

The Organization was established in the state of California on January 2, 2001, when it was granted its charter under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The Organization was granted its charter by the Los Angeles Unified School District (the District) and its charter school status from the California Department of Education. The charter may be revoked by the District for material violations of the charter, failure to meet or make progress toward student outcomes, failure to meet generally accepted standards of fiscal management, or violation of any provision of the law.

The charter schools operated and charter numbers are as follows:

TEACH Academy of Technologies – charter number 1206.

TEACH Tech Charter High School – charter number 1658.

TEACH Preparatory Mildred S. Cunningham & Edith H. Morris Elementary – charter number 2004.

The Board of Directors and the Administrator as of June 30, 2019 were as follows:

BOARD OF DIRECTORS

<u>Member</u>	<u>Office</u>	<u>Term Expires (2 year term)</u>
Lori Butler	Chairman	February 2020
Sonali Tucker	Secretary	September 2020
Justin Shahbaz	Member	March 2019
Earl Turner	Member	June 2019
Kelvin Piazza	Member	May 2020
James Lobdell	Member	September 2020
Luz Castillo	Member	April 2021
Spencer Burrows	Member	April 2021

ADMINISTRATOR

Raul Carranza	Superintendent
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TEACH, INC.
SCHEDULE OF INSTRUCTIONAL TIME
YEAR ENDED JUNE 30, 2019

	Instructional Minutes		Traditional Instructional Days	Status
	Requirement	Actual		
TEACH Preparatory Elementary:				
Grade TK/K	36,000	57,840	184	In compliance
Grade 1	50,400	54,360	184	In compliance
TEACH Academy of Technologies:				
Grade 5	54,000	64,800	184	In compliance
Grade 6	54,000	64,800	184	In compliance
Grade 7	54,000	64,800	184	In compliance
Grade 8	54,000	64,800	184	In compliance
TEACH Tech Charter High School:				
Grade 9	64,800	69,120	184	In compliance
Grade 10	64,800	69,120	184	In compliance
Grade 11	64,800	69,120	184	In compliance
Grade 12	64,800	69,120	184	In compliance

See Independent Auditors' Report and accompanying Notes to Supplementary Information

TEACH, INC.
SCHEDULE OF AVERAGE DAILY ATTENDANCE
YEAR ENDED JUNE 30, 2019

	Second Period Report		Annual Report	
	Classroom Based	Total	Classroom Based	Total
TEACH Preparatory Elementary:				
Grades TK/K-1	69.35	69.35	68.93	68.93
ADA Totals	69.35	69.35	68.93	68.93
TEACH Academy of Technologies:				
Grades 5-6	171.68	171.68	170.29	170.29
Grades 7-8	217.72	217.72	216.05	216.05
ADA Totals	389.40	389.40	386.34	386.34
TEACH Tech Charter High School:				
Grades 9-12	327.43	327.43	323.86	323.86
ADA Totals	327.43	327.43	323.86	323.86
ADA Totals	786.18	786.18	779.13	779.13

See Independent Auditors' Report and accompanying Notes to Supplementary Information

TEACH, INC.
RECONCILIATION OF ANNUAL FINANCIAL REPORT WITH
AUDITED FINANCIAL STATEMENTS
YEAR ENDED JUNE 30, 2019

	TEACH Academy of Technologies	TEACH Tech Charter High School	TEACH Preparatory Elementary
June 30, 2019 Annual Financial Report Fund Balances (Net Assets)	\$ 2,386,969	\$ 277,580	\$ 341,686
Adjustments and Reclassifications:			
Increase (Decrease) of Fund Balance (Net Assets):			
Accounts Receivable - Federal and State	54,987	65,479	33,474
Accounts Receivable - Other	3,310	-	-
Accounts Payable and Accrued Liabilities	(21,325)	(77,315)	(35,300)
Net Adjustments and Reclassifications	<u>36,972</u>	<u>(11,836)</u>	<u>(1,826)</u>
June 30, 2019 Audited Financial Statement Fund Balances (Net Assets)	<u>\$ 2,423,941</u>	<u>\$ 265,744</u>	<u>\$ 339,860</u>

See Independent Auditors' Report and accompanying Notes to Supplementary Information

TEACH, INC.
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
YEAR ENDED JUNE 30, 2019

Federal Grantor/Pass-Through Grantor Program or Cluster Title	Federal CFDA Number	Pass-Through Entity Identifying Number	TEACH Academy of Technologies	TEACH Tech Charter High School	TEACH Preparatory Elementary	Total
U.S. Department of Education						
Pass-Through Program From						
California Department of Education:						
No Child Left Behind Act						
Title I, Part A, Basic Grants:						
Low-Income and Neglected	84.010	14329	\$ 160,393	\$ 118,356	\$ -	\$ 278,749
Title II, Part A, Teacher Quality	84.367	14341	18,777	14,047	-	32,824
Title IV, Part A, Student Support and Academic Enrichment Grants	84.424	15391	10,167	10,000	-	20,167
Title V, Part B PCSGP	84.282A	N/A	-	-	214,746	214,746
Special Education Cluster - IDEA Basic Local Assistance	84.027	13379	80,867	67,997	14,402	163,266
<i>Total U.S. Department of Education</i>			<u>270,204</u>	<u>210,400</u>	<u>229,148</u>	<u>709,752</u>
U.S. Department of Agriculture						
Pass-Through Program From						
California Department of Education:						
Child Nutrition Cluster:						
School Breakfast Program Especially						
Needy Breakfast	10.553	N/A	98,527	52,453	21,322	172,302
National School Lunch Program	10.555	N/A	204,012	119,858	36,416	360,286
Meal Supplements	10.555	N/A	13,091	-	-	13,091
Child Nutrition Cluster Subtotal			<u>315,630</u>	<u>172,311</u>	<u>57,738</u>	<u>545,679</u>
<i>Total U.S. Department of Agriculture</i>			<u>315,630</u>	<u>172,311</u>	<u>57,738</u>	<u>545,679</u>
Total Federal Expenditures			<u>\$ 585,834</u>	<u>\$ 382,711</u>	<u>\$ 286,886</u>	<u>\$ 1,255,431</u>

N/A - Pass-through entity number not readily available or not applicable.

See Independent Auditors' Report and accompanying Notes to Supplementary Information

TEACH, INC.
CONSOLIDATING STATEMENT OF FINANCIAL POSITION
JUNE 30, 2019

	TEACH Academy of Technologies	TEACH Tech Charter High School	TEACH Preparatory Elementary	TEACH Public Schools, Inc.	Cunningham and Morris, LLC	Eliminations	Consolidated Total
ASSETS							
CURRENT ASSETS							
Cash and Cash Equivalents	\$ 1,118,622	\$ 44,260	\$ 116,168	\$ 67,310	\$ 53,506	\$ -	\$ 1,399,866
Accounts Receivable - Federal and State	567,754	656,205	136,640	-	-	-	1,360,599
Accounts Receivable - Other	166,364	-	-	24,000	3,500	-	193,864
Intercompany Receivables	88,926	-	85,002	17,861	1,552	(193,341)	-
Prepaid Expenses and Other Assets	45,583	261,799	8,070	53,128	-	-	368,580
Total Current Assets	<u>1,987,249</u>	<u>962,264</u>	<u>345,880</u>	<u>162,299</u>	<u>58,558</u>	<u>(193,341)</u>	<u>3,322,909</u>
LONG-TERM ASSETS							
Restricted Cash and Cash Equivalents	-	-	-	-	1,174,633	-	1,174,633
Deferred Rent Asset	-	-	-	-	268,285	(268,285)	-
Property, Plant, and Equipment, Net	1,204,950	143,384	56,908	64,524	10,232,680	-	11,702,446
Total Long-Term Assets	<u>1,204,950</u>	<u>143,384</u>	<u>56,908</u>	<u>64,524</u>	<u>11,675,598</u>	<u>(268,285)</u>	<u>12,877,079</u>
Total Assets	<u>\$ 3,192,199</u>	<u>\$ 1,105,648</u>	<u>\$ 402,788</u>	<u>\$ 226,823</u>	<u>\$ 11,734,156</u>	<u>\$ (461,626)</u>	<u>\$ 16,199,988</u>
LIABILITIES AND NET ASSETS							
CURRENT LIABILITIES							
Accounts Payable and Accrued Liabilities	\$ 181,685	\$ 67,384	\$ 28,299	\$ 89,621	\$ 233,344	\$ -	\$ 600,333
Intercompany Payables	-	109,606	20,453	60,113	3,169	(193,341)	-
Deferred Rent Liability, Current Portion	-	-	-	14,892	-	-	14,892
Interest Payable	-	-	-	-	59,936	-	59,936
Notes Payable, Current Portion	44,960	-	-	-	-	-	44,960
Bonds Payable, Current Portion	-	-	-	-	135,000	-	135,000
Total Current Liabilities	<u>226,645</u>	<u>176,990</u>	<u>48,752</u>	<u>164,626</u>	<u>431,449</u>	<u>(193,341)</u>	<u>855,121</u>
LONG-TERM LIABILITIES							
Deferred Rent Liability	254,109	662,914	14,176	-	-	(268,285)	662,914
Notes Payable	287,504	-	-	-	-	-	287,504
Bonds Payable	-	-	-	-	11,879,291	-	11,879,291
Total Long-Term Liabilities	<u>541,613</u>	<u>662,914</u>	<u>14,176</u>	<u>-</u>	<u>11,879,291</u>	<u>(268,285)</u>	<u>12,829,709</u>
NET ASSETS							
Without Donor Restriction	<u>2,423,941</u>	<u>265,744</u>	<u>339,860</u>	<u>62,197</u>	<u>(576,584)</u>	<u>-</u>	<u>2,515,158</u>
Total Net Assets	<u>2,423,941</u>	<u>265,744</u>	<u>339,860</u>	<u>62,197</u>	<u>(576,584)</u>	<u>-</u>	<u>2,515,158</u>
Total Liabilities and Net Assets	<u>\$ 3,192,199</u>	<u>\$ 1,105,648</u>	<u>\$ 402,788</u>	<u>\$ 226,823</u>	<u>\$ 11,734,156</u>	<u>\$ (461,626)</u>	<u>\$ 16,199,988</u>

See Independent Auditors' Report and accompanying Notes to Supplementary Information

TEACH, INC.
CONSOLIDATING STATEMENT OF ACTIVITIES
YEAR ENDED JUNE 30, 2019

	TEACH Academy of Technologies	TEACH Tech Charter High School	TEACH Preparatory Elementary	TEACH Public Schools, Inc.	Cunningham and Morris, LLC	Eliminations	Consolidated Total
REVENUES, WITHOUT DONOR RESTRICTION							
State Revenue:							
State Aid	\$ 3,037,105	\$ 3,227,539	\$ 588,766	\$ -	\$ -	\$ -	\$ 6,853,410
Other State Revenue	939,841	756,798	126,047	-	-	-	1,822,686
Federal Revenue:							
Grants and Entitlements	585,834	382,711	286,886	-	-	-	1,255,431
Local Revenue:							
In-Lieu Property Tax Revenue	990,595	832,949	176,419	-	-	-	1,999,963
Contributions	1,100	1,400	325,000	23,704	-	-	351,204
Other Revenue	48,025	64,370	-	1,170,060	885,396	(1,968,660)	199,191
Total Revenues	<u>5,602,500</u>	<u>5,265,767</u>	<u>1,503,118</u>	<u>1,193,764</u>	<u>885,396</u>	<u>(1,968,660)</u>	<u>12,481,885</u>
EXPENSES							
Program Services	3,756,045	3,535,073	799,972	696,920	283,914	(620,378)	8,451,546
Management and General	1,358,506	1,417,502	357,561	469,827	980,988	(1,348,282)	3,236,102
Fundraising and Development	23,884	33,702	5,725	6,262	-	-	69,573
Total Expense	<u>5,138,435</u>	<u>4,986,277</u>	<u>1,163,258</u>	<u>1,173,009</u>	<u>1,264,902</u>	<u>(1,968,660)</u>	<u>11,757,221</u>
CHANGE IN NET ASSETS	464,065	279,490	339,860	20,755	(379,506)	-	724,664
Net Assets Without Donor Restriction - Beginning of Year	<u>1,959,876</u>	<u>(13,746)</u>	<u>-</u>	<u>41,442</u>	<u>(197,078)</u>	<u>-</u>	<u>1,790,494</u>
NET ASSETS WITHOUT DONOR RESTRICTION - END OF YEAR	<u>\$ 2,423,941</u>	<u>\$ 265,744</u>	<u>\$ 339,860</u>	<u>\$ 62,197</u>	<u>\$ (576,584)</u>	<u>\$ -</u>	<u>\$ 2,515,158</u>

See Independent Auditors' Report and accompanying Notes to Supplementary Information

TEACH, INC.
CONSOLIDATING STATEMENT OF CASH FLOWS
YEAR ENDED JUNE 30, 2019

	TEACH Academy of Technologies	TEACH Tech Charter High School	TEACH Preparatory Elementary	TEACH Public Schools, Inc.	Cunningham and Morris, LLC	Eliminations	Consolidated
CASH FLOWS FROM OPERATING ACTIVITIES							
Change in Net Assets	\$ 464,065	\$ 279,490	\$ 339,860	\$ 20,755	\$ (379,506)	\$ -	\$ 724,664
Adjustments to Reconcile Change in Net Assets to Net Cash Provided (Used) by Operating Activities:							
Depreciation	63,876	29,819	3,401	10,975	283,914	-	391,985
Amortization	-	-	-	-	15,655	-	15,655
(Increase) Decrease in Assets:							
Accounts Receivable - Federal and State	(107,926)	(239,503)	(136,640)	-	-	-	(484,069)
Accounts Receivable - Other	(130,704)	-	-	20,520	(3,500)	-	(113,684)
Intercompany Receivables	71,575	-	(85,002)	(17,861)	(1,552)	32,840	-
Prepaid Expenses and Other Assets	(30,041)	(106,595)	(8,070)	(35,626)	-	-	(180,332)
Deferred Rent Asset	-	-	-	-	(76,859)	-	(76,859)
Increase (Decrease) in Liabilities:							
Accounts Payable and Accrued Liabilities	(32,805)	8,271	28,299	7,242	228,344	-	239,351
Intercompany Payables	-	(47,749)	20,453	56,967	3,169	(32,840)	-
Deferred Rent Liability	62,683	275,265	14,176	(16,720)	-	-	335,404
Deferred Revenue	-	(13,987)	-	-	-	-	(13,987)
Net Cash Provided by Operating Activities	360,723	185,011	176,477	46,252	69,665	-	838,128
CASH FLOWS FROM INVESTING ACTIVITIES							
Purchases of Property, Plant, and Equipment	(272,216)	(113,483)	(60,309)	(7,779)	-	-	(453,787)
Net Cash Used in Investing Activities	(272,216)	(113,483)	(60,309)	(7,779)	-	-	(453,787)
CASH FLOWS FROM FINANCING ACTIVITIES							
Proceeds from Notes Payable	372,360	-	-	-	-	-	372,360
Repayments of Equipment Lease	(39,896)	-	-	-	-	-	(39,896)
Repayments of Notes/Bonds Payable	-	-	-	-	(30,000)	-	(30,000)
Net Cash Provided by (Used in) Financing Activities	332,464	-	-	-	(30,000)	-	302,464
NET CHANGE IN CASH AND CASH EQUIVALENTS							
	420,971	71,528	116,168	38,473	39,665	-	686,805
Cash and Cash Equivalents - Beginning of Year	697,651	(27,268)	-	28,837	1,188,474	-	1,887,694
CASH AND CASH EQUIVALENTS - END OF YEAR							
	<u>\$ 1,118,622</u>	<u>\$ 44,260</u>	<u>\$ 116,168</u>	<u>\$ 67,310</u>	<u>\$ 1,228,139</u>	<u>\$ -</u>	<u>\$ 2,574,499</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION							
Cash Paid for Interest	<u>\$ 12,884</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 27,618</u>	<u>\$ 732,222</u>	<u>\$ -</u>	<u>\$ 772,724</u>

See Independent Auditors' Report and accompanying Notes to Supplementary Information

TEACH, INC.
NOTES TO SUPPLEMENTARY INFORMATION
YEAR ENDED JUNE 30, 2019

PURPOSE OF SCHEDULES

NOTE 1 SCHEDULE OF INSTRUCTIONAL TIME

This schedule presents information on the amount of instructional time offered by the Organization and whether the Organization complied with the provisions of California Education Code.

NOTE 2 SCHEDULE OF AVERAGE DAILY ATTENDANCE

Average daily attendance is a measurement of the number of pupils attending classes of the Organization. The purpose of attendance accounting from a fiscal standpoint is to provide the basis on which apportionments of state funds are made to charter schools. This schedule provides information regarding the attendance of students at various grade levels.

NOTE 3 RECONCILIATION OF ANNUAL FINANCIAL REPORT WITH AUDITED FINANCIAL STATEMENTS

This schedule provides the information necessary to reconcile the net assets of the charter schools as reported on the Annual Financial Report form to the audited consolidated financial statements.

NOTE 4 SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

The accompanying schedule of expenditures of federal awards (the Schedule) includes the federal award activity of the School under programs of the federal governmental for the year ended June 30, 2019. The information in the Schedule is presented on the accrual basis of accounting in accordance with the requirements of the Title 2 U.S. *Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Because the Schedule presents only a selected portion of operations of the School, it is not intended to and does not present the financial position, change in net assets, or cash flows of the School.

NOTE 5 INDIRECT COST RATE

The School has elected to use a rate other than the 10-percent de minimis indirect cost rate allowed under the Uniform Guidance.

NOTE 6 SUPPLEMENTARY STATEMENTS BY LOCATION AND ENTITY

These statements report the financial position, activities and cash flows for each of TEACH, Inc.'s charter schools, departments, and subsidiaries.



**INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS
BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED
IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS***

Board of Directors
Teach, Inc.
Los Angeles, California

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the consolidated financial statements of Teach, Inc. (the Organization), a nonprofit California public benefit corporation, which comprise the consolidated statement of financial position as of June 30, 2019, and the related consolidated statements of activities, cash flows, and functional expenses for the year then ended, the related notes to the consolidated financial statements, and have issued our report thereon dated December 11, 2019.

Internal Control Over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered the Organization's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency or a combination of deficiencies in internal control such that there is a reasonable possibility that a material misstatement of the consolidated financial statements will not be prevented or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Organization's consolidated financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in cursive script that reads "CliftonLarsonAllen LLP".

CliftonLarsonAllen LLP

Glendora, California
December 11, 2019



INDEPENDENT AUDITORS' REPORT ON COMPLIANCE FOR EACH MAJOR FEDERAL PROGRAM, AND REPORT ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY THE UNIFORM GUIDE

Board of Directors
Teach, Inc.
Los Angeles, California

Report on Compliance for Each Major Federal Program

We have audited the compliance of Teach, Inc. (the Organization) with the types of compliance requirements described in the U.S. Office of Management and Budget (OMB) *Compliance Supplement* that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2019. The Organization's major federal programs are identified in the summary of auditors' results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with federal statutes, regulations, and terms and conditions of federal awards applicable to its federal program.

Auditors' Responsibility

Our responsibility is to express an opinion on compliance for each of the Organization's major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. *Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Those standards and the Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the Organization's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of the Organization's compliance.

Opinion on Each Major Federal Program

In our opinion, the Organization complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2019.

Report on Internal Control Over Compliance

Management of the Organization is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the Organization's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance, for each major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect and correct noncompliance with a type of compliance requirement of a federal program on a timely basis. *A material weakness in internal control over compliance* is a deficiency, or combination of deficiencies in internal control over compliance such that there is a reasonable possibility, that material noncompliance with a type of compliance requirement of a federal program will not be prevented or detected and corrected on a timely basis. *A significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.



CliftonLarsonAllen LLP

Glendora, California
December 11, 2019



INDEPENDENT AUDITORS' REPORT ON STATE COMPLIANCE

Board of Directors
Teach, Inc.
Los Angeles, California

We have audited Teach, Inc.'s (the Organization) compliance with the types of compliance requirements described in the *2018-2019 Guide for Annual Audits of K-12 Local Education Agencies and State Compliance Reporting*, published by the Education Audit Appeals Panel for the year ended June 30, 2019. The Organization's state compliance requirements are identified in the table below.

Management's Responsibility

Management is responsible for the compliance with the state laws and regulations as identified below.

Auditors' Responsibility

Our responsibility is to express an opinion on the Organization's compliance based on our audit of the types of compliance requirements referred to below. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America, the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, and the *2018-2019 Guide for Annual Audits of K-12 Local Education Agencies and State Compliance Reporting*, published by the Education Audit Appeals Panel. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the specific areas listed below has occurred. An audit includes examining, on a test basis, evidence about the Organization's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion on state compliance. Our audit does not provide a legal determination of the Organization's compliance.

Compliance Requirements Tested

In connection with the audit referred to above, we selected and tested transactions and records to determine the Organization's compliance with the laws and regulations applicable to the following items:

<u>Description</u>	<u>Procedures Performed</u>
School Districts, County Offices of Education, and Charter Schools:	
California Clean Energy Jobs Act	Not applicable
Before and After School Education and Safety Program	Yes
Proper Expenditure of Education Protection Account Funds	Yes

Board of Directors
Teach, Inc.

<u>Description</u>	<u>Procedures Performed</u>
Unduplicated Local Control Funding Formula Pupil Counts	Yes
Local Control and Accountability Plan	Yes
Independent Study-Course Based	Not applicable
Charter Schools:	
Attendance	Yes
Mode of Instruction	Yes
Nonclassroom-based instructional/independent study	Not applicable
Determination of funding for nonclassroom-based instruction	Not applicable
Annual instructional minutes – classroom based	Yes
Charter School Facility Grant Program	Yes

¹ We did not perform testing for independent study because the independent study ADA was under the level which requires testing.

Opinion on State Compliance

In our opinion, the Organization complied with the laws and regulations of the state programs referred to above in all material respects for the year ended June 30, 2019.

Purpose of this Report

The purpose of this report on state compliance is solely to describe the results of testing based on the requirements of the *2018-2019 Guide for Annual Audits of K-12 Local Education Agencies and State Compliance Reporting*, published by the Education Audit Appeals Panel. Accordingly, this report is not suitable for any other purpose.



CliftonLarsonAllen LLP

Glendora, California
December 11, 2019

TEACH, INC.
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
YEAR ENDED JUNE 30, 2019

Section I – Summary of Auditors’ Results

Consolidated Financial Statements

1. Type of auditors’ report issued: Unmodified
2. Internal control over financial reporting:
- Material weakness(es) identified? _____ yes x no
 - Significant deficiency(ies) identified? _____ yes x none reported
3. Noncompliance material to financial statements noted? _____ yes x no

Federal Awards

1. Internal control over major federal programs:
- Material weakness(es) identified? _____ yes x no
 - Significant deficiency(ies) identified? _____ yes x none reported
2. Type of auditors’ report issued on compliance for major federal programs: Unmodified
3. Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)? _____ yes x no

Identification of Major Federal Programs

CFDA Number(s)	Name of Federal Program or Cluster
84.010	Title I, Part A, Basic Grants: Low-Income and Neglected
10.553, 10.555	Child Nutrition Cluster

Dollar threshold used to distinguish between Type A and Type B programs:

\$ 750,000

Auditee qualified as low-risk auditee? _____ yes x no

TEACH, INC.
SCHEDULE OF FINDINGS AND QUESTIONED COSTS (CONTINUED)
YEAR ENDED JUNE 30, 2019

All audit findings must be identified as one or more of the following categories:

<u>Five Digit Code</u>	<u>Finding Types</u>
10000	Attendance
20000	Inventory of Equipment
30000	Internal Control
40000	State Compliance
42000	Charter School Facilities Program
43000	Apprenticeship
50000	Federal Compliance
60000	Miscellaneous
61000	Classroom Teacher Salaries
62000	Local Control Accountability Plan
70000	Instructional Materials
71000	Teacher Misassignments
72000	School Accountability Report Card

Section II – Financial Statement Findings

Our audit did not disclose any matters required to be reported in accordance with *Government Auditing Standards*.

Section III – Findings and Questioned Costs – Major Federal Programs

Our audit did not disclose any matters required to be reported in accordance with 2 CFR 200.516(a).

TEACH, INC.
SUMMARY SCHEDULE OF PRIOR AUDIT FINDINGS
YEAR ENDED JUNE 30, 2019

There were no findings and questioned costs related to the consolidated financial statements, federal or state awards for the prior year.

Investment advisory services are offered through CliftonLarsonAllen Wealth Advisors, LLC,
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