

G.R.A.C.E. SCHOLARS, INC.

Financial Statements

May 31, 2015 and 2014



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G.R.A.C.E. Scholars, Inc.
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Independent Auditors' Report

Board of Directors
G.R.A.C.E. Scholars, Inc.
Atlanta, Georgia

We have audited the accompanying financial statements of G.R.A.C.E. Scholars, Inc. (the Organization), which comprise the statements of financial position as of May 31, 2015 and 2014, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the 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 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 G.R.A.C.E. Scholars, Inc. as of May 31, 2015 and 2014, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 10 to the financial statements, management has changed the calculation of net assets released from restrictions to be the net present value of the scholarships awarded. Our opinion is not modified with respect to that matter.

Caru, Riggs & Ingram, L.L.C.

Atlanta, Georgia
September 23, 2015

G.R.A.C.E. Scholars, Inc.

Statements of Financial Position

May 31,	2015	2014
Assets		
Cash	\$ 240,721	\$ 287,020
Restricted cash	8,909,389	5,302,489
Investments, restricted	4,082,762	7,071,790
Other assets	15,564	29,845
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Total assets	\$ 13,248,436	\$ 12,691,144
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Liabilities and net assets		
Liabilities		
Accounts payable	\$ 3,244	\$ 2,638
Accrued expenses	17,000	14,183
Due to related party	29,899	21,111
Scholarships payable	11,875,396	10,725,069
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Total liabilities	11,925,539	10,763,001
Net assets		
Unrestricted	391,624	328,413
Temporarily restricted	931,273	1,599,730
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Total net assets	1,322,897	1,928,143
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Total liabilities and net assets	\$ 13,248,436	\$ 12,691,144
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The accompanying notes are an integral part of these statements.

G.R.A.C.E. Scholars, Inc.**Statement of Activities**

	Year Ended May 31, 2015		
	Unrestricted	Temporarily Restricted	Total
Revenues and other support			
Program revenue - scholarship contributions	\$ -	\$ 3,275,000	\$ 3,275,000
Administrative	274,250	(274,250)	-
Investment income	166,040	-	166,040
Realized and unrealized loss on investments	(11,431)	-	(11,431)
Net assets released from restrictions	3,669,207	(3,669,207)	-
Total revenues, gains, and support	4,098,066	(668,457)	3,429,609
Expenses			
Program expense - scholarship awards	3,705,133	-	3,705,133
General and administrative	324,722	-	324,722
Amortization	5,000	-	5,000
Total Expenses	4,034,855	-	4,034,855
Change in net assets	63,211	(668,457)	(605,246)
Net assets at beginning of year	328,413	1,599,730	1,928,143
Net assets at end of year	\$ 391,624	\$ 931,273	\$ 1,322,897

The accompanying notes are an integral part of this statement.

G.R.A.C.E. Scholars, Inc.**Statement of Activities**

	Year Ended May 31, 2014, Restated		
	Unrestricted	Temporarily Restricted	Total
Revenues and other support			
Program revenue - scholarship contributions	\$ -	\$ 3,263,702	\$ 3,263,702
Administrative	273,459	(273,459)	-
Investment income	117,213	-	117,213
Realized and unrealized loss on investments	(17,306)	-	(17,306)
Net assets released from restrictions	2,909,757	(2,909,757)	-
Total revenues, gains, and support	3,283,123	80,486	3,363,609
Expenses			
Program expense - scholarship awards	3,666,857	-	3,666,857
General and administrative	275,372	-	275,372
Amortization	5,000	-	5,000
Total Expenses	3,947,229	-	3,947,229
Change in net assets	(664,106)	80,486	(583,620)
Net assets at beginning of year, as restated	992,519	1,519,244	2,511,763
Net assets at end of year	\$ 328,413	\$ 1,599,730	\$ 1,928,143

The accompanying notes are an integral part of this statement.

G.R.A.C.E. Scholars, Inc.

Statements of Cash Flows

Years Ended May 31,	2015	2014
Operating activities		
Change in net assets	\$ (605,246)	\$ (583,620)
Adjustments to reconcile change in net assets to cash used in operating activities		
Amortization	5,000	5,000
Realized and unrealized loss on investments	11,431	17,306
Net present value adjustment	668,457	(284,795)
Changes in assets and liabilities		
Restricted cash	(3,606,900)	(3,116,156)
Other assets	9,281	1,958
Accounts payable	606	(16,230)
Accrued expenses	2,817	(1,817)
Due to related party	8,788	(24,940)
Scholarship payable	481,870	1,872,703
Net cash used in operating activities	(3,023,896)	(2,130,591)
Investing activities		
Purchase of investments	(3,172,954)	(953,945)
Proceeds from sale of investments	6,150,551	2,344,563
Net cash provided by investing activities	2,977,597	1,390,618
Net decrease in cash and cash equivalents	(46,299)	(739,973)
Cash and cash equivalents, beginning of year	287,020	1,026,993
Cash and cash equivalents, end of year	\$ 240,721	\$ 287,020

The accompanying notes are an integral part of these statements.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

G.R.A.C.E. Scholars, Inc. (the Organization) was formed on July 7, 2008, as a Georgia nonprofit Student Scholarship Organization (SSO). The mission of the Organization is to provide children from families with financial need throughout the state of Georgia with greater opportunities to secure a quality PK-12 Catholic education. As a qualified SSO, the Organization receives tax-deductible contributions from individuals and businesses and awards scholarships to eligible students. Under the SSO regulations, ninety to ninety-five percent of the scholarship contributions that SSO's receive must be used to fund scholarships, with the remaining percentage available to cover administrative and operating expenses. The required percentage used for scholarships increases as annual revenues increase.

Basis of Reporting

The preparation of the 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 amounts reported in the financial statements. Actual results could differ from those estimates.

The Organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, or permanently restricted net assets based on stipulations made by the donor.

A summary of the significant accounting principles of the Organization applied in the preparation of the accompanying financial statements follows.

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Organization considers all unrestricted, highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Contributions

Unconditional promises to give and contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of donor restrictions on the use of contributions to provide scholarships at the Organization's discretion at participating eligible schools. Conditional promises to give are recognized when the conditions on which they depend are substantially met.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Contributions (continued)

In prior years, the Organization reported gifts of cash and other assets as restricted support to the extent that, under Georgia law, the Organization must obligate at least ninety percent of its annual revenue received from donations for scholarship awards or tuition grants; however, up to twenty-five percent of this amount could be carried forward for the next fiscal year. When a scholarship or tuition grant was awarded, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities and as net assets released from restrictions.

Georgia law was amended in 2013 which became effective during the Organization's fiscal year ended May 31, 2014, whereby the Organization is required to obligate at least ninety percent of its first \$1.5 million of annual revenue, ninety-three percent of its revenue between \$1.5 million and \$10 million, ninety-four percent of revenue between \$10 million and \$20 million and ninety-five percent of revenue in excess of \$20 million. The twenty-five percent carry forward is no longer allowed.

Other assets acquired by gift are recorded at their fair market value on the date of receipt. A number of volunteers have donated their time to the Organization's programs and supporting services. If donated services received either create or enhance non-financial assets or require specialized skills which would need to be purchased if not donated, the value of those donated services are recorded. There were no donated services for the years ended May 31, 2015 and 2014.

Income Taxes

The Organization is considered to be an integrated auxiliary of the Archdiocese of Atlanta and is, therefore, not required to file federal or state income tax returns. The Internal Revenue Service and State of Georgia have the right to examine the Organization from its inception, but have not indicated any intent to do so. The Organization is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. However, income from certain activities not directly related to the Organization's tax-exempt purpose is subject to taxation as unrelated business income. The Organization considers all of its activities to be directly related to its exempt purpose in 2015 and 2014, and does not believe it has any uncertain tax positions through the year ended May 31, 2015.

Advertising and Promotion

Advertising and promotion costs are expensed as incurred.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments

The Organization carries investments in marketable securities with readily determinable fair values and all investments in debt securities at their fair values in the statements of financial position. Unrealized gains and losses are recognized as changes in net assets in the periods they occur. Investment income and realized and unrealized gains and losses are included in the change in net assets in the accompanying statements of activities.

Scholarships Payable

The Organization awards student scholarships based on financial need and normally covers multiple years. In accordance with financial accounting standards, scholarship awards are considered to be unconditional promises to give when there are no significant conditions associated with the scholarship awards and there are no provisions preserving a right of return of the scholarship award. As such, the scholarship awards are considered to be unconditional promises to give and are recorded at the cumulative award amount in the year the unconditional promise was made, discounted to the net present value of the future cash flows.

NOTE 2 - CONCENTRATIONS OF CREDIT RISK

Cash consists of demand deposits with financial institutions. Restricted cash consists of funds on deposit with the Archdiocese of Atlanta (Note 7). The Federal Deposit Insurance Company (FDIC) insures coverage limited to \$250,000 for all funds in non-interest bearing bank accounts. Funds on deposit with the Archdiocese of Atlanta are not FDIC insured.

NOTE 3 - RESTRICTED CASH AND INVESTMENTS

Georgia law requires that SSO's use at least ninety percent of the scholarship contributions they receive to fund scholarships and that the scholarship funds be maintained in separate accounts from the organization's general operating funds. The Organization deposits into a separate interest bearing investment account, the required percentage of all contributions received plus any additional portion of contributions that the Organization intends to use for scholarship awards. Restricted cash and investment balances at May 31, 2015 and 2014, were \$12,992,151 and \$12,374,279, respectively.

G.R.A.C.E. Scholars, Inc.
Notes to Financial Statements

NOTE 4 - INVESTMENTS

At May 31, 2015 and 2014, investments consisted of the following:

	2015		2014	
	Fair Value	Cost	Fair Value	Cost
Short-term investment and money market funds	\$ 297,385	\$ 297,385	\$ 164,224	\$ 164,224
U.S. government and agency bonds	2,266,640	2,260,638	4,389,141	4,401,795
Corporate obligations	1,518,737	1,552,381	2,452,809	2,481,063
Foreign obligations	-	-	65,616	64,977
	\$ 4,082,762	\$ 4,110,404	\$ 7,071,790	\$ 7,112,059

The Organization pays fees for the management of its investments. These fees are netted against investment income and totaled \$21,712 and \$30,579 for the years ended May 31, 2015 and 2014, respectively.

NOTE 5 - RESTRICTIONS ON NET ASSETS

Temporarily restricted net assets of \$931,273 and \$1,599,730 at May 31, 2015 and 2014, respectively, were restricted for the net present value adjustment to scholarships payable as described in Note 6.

NOTE 6 - SCHOLARSHIPS PAYABLE

In accordance with financial accounting standards, scholarship awards are considered to be unconditional promises to give when there are no significant conditions associated with the scholarship awards and there are no provisions preserving a right of return of the scholarship award. These scholarship awards are considered to be unconditional. As such, the scholarship awards were recorded at their discounted values in the year the unconditional promise to give was made.

Scholarships payable are reflected in the statements of financial position as of May 31, 2015 and 2014, in the amount of \$11,875,396 and \$10,725,069, respectively.

G.R.A.C.E. Scholars, Inc.
Notes to Financial Statements

NOTE 6 - SCHOLARSHIPS PAYABLE (CONTINUED)

Remaining commitments associated with these scholarships are as follows:

Year ending May 31,	Scheduled Cash Outlay	Discount Component	Net Present Value
2016	\$ 2,700,107	\$ -	\$ 2,700,107
2017	2,567,090	117,008	2,450,082
2018	2,182,028	147,473	2,034,555
2019	1,583,171	141,033	1,442,138
2020	1,205,250	132,680	1,072,570
Thereafter	2,569,023	393,079	2,175,944
	\$ 12,806,669	\$ 931,273	\$ 11,875,396

The schedule below is a reconciliation of scholarships awarded and scholarships payable. The amounts below do not include the discount required to reflect future scholarships payable at net present value.

	2015	2014
Scholarships payable, beginning of year	\$ 12,324,799	\$ 10,452,096
Scholarships awarded	3,038,439	3,951,652
Scholarships payments	(2,556,569)	(2,078,949)
Scholarships payable, end of year	\$ 12,806,669	\$ 12,324,799

NOTE 7 - RELATED PARTY TRANSACTIONS

Restricted Cash

A portion of the scholarship funds (Note 3) are invested with the Archdiocese of Atlanta in the Archdiocese Deposit and Loan Fund (an interest-bearing deposit account). The Organization's funds invested in the Deposit and Loan Fund earn interest at the rate of 2.25%. Funds on deposit in the Archdiocese of Atlanta Deposit and Loan Fund total \$8,909,389 and \$5,302,489, at May 31, 2015 and 2014, respectively.

G.R.A.C.E. Scholars, Inc.
Notes to Financial Statements

NOTE 7 - RELATED PARTY TRANSACTIONS (CONTINUED)

Management Services

During the year ended May 31, 2010, the Organization entered into a Management Agreement (the Agreement) with the Archdiocese whereby the Organization will be billed annually by the Archdiocese for the following services:

Financial reporting	\$ 7,000
Cash management	3,500
Accounts payable	3,500
Payroll	3,500
Office space	5,400
IT and telephone usage	1,100
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Total	<u>\$ 24,000</u>

The Agreement covered the twenty-four month period June 1, 2009 through May 31, 2011, and automatically renews for twelve months on June 1 of each succeeding year unless either party wishes to cancel the Agreement by giving notice to the other party.

As part of the Agreement, the Archdiocese hired onto its payroll full-time employees who work one-hundred percent of the time for the Organization. These employees are employed by the Archdiocese and receive all pay and benefits other full-time employees of the Archdiocese in similar positions receive. The Archdiocese processes all payroll and related costs for these employees and charges the Organization one-hundred percent of the actual cost. Payroll and related costs charged to the Organization for the employees are billed on a monthly basis. During the years ended May 31, 2015 and 2014, there were two and three employees, respectively, covered under this arrangement.

In addition to the annual management fee, the Archdiocese billed the Organization a one-time fee in the amount of \$25,000, in the year-ended May 31, 2010, to cover the costs associated with the development and installation of a software system that will track donations and a website that will allow donors to submit donations online. The fee is reflected as an other asset in the statement of financial position and is being amortized over a five-year period beginning June 1, 2010. The asset was fully amortized as of May 31, 2015.

The amounts due to related party totaled \$29,899 and \$21,111 as of May 31, 2015 and 2014, respectively.

NOTE 8 - CERTIFICATION FOR GEORGIA DEPARTMENT OF REVENUE

For the years ended May 31, 2015 and 2014, the Organization has met all the requirements under Georgia law O.C.G.A. § 20-2A-2, and is a SSO as defined in O.C.G.A. § 20-2A-1. The 2014 and 2013 calendar year reports submitted to the Georgia Department of Revenue pursuant to O.C.G.A. § 20-2A-3 are correct in all material respects.

NOTE 9 - FAIR VALUE MEASUREMENTS

Generally accepted accounting principles require that certain assets and liabilities be measured at fair value on a recurring basis. For the Organization, assets and liabilities that are adjusted to fair value on a recurring basis are investments and scholarships payable. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Additionally, the inputs used to measure fair value are prioritized based on a three-level hierarchy. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 - Valuations based on unadjusted quoted prices for identical instruments in active markets that are available as of the measurement date.

Level 2 - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

Cash, restricted cash, other assets, accounts payable, accrued expenses, and related party payables - reported at carrying value which approximates fair value based upon the nature of the instruments.

Investments - reported at fair value utilizing Level 1 and 2 inputs utilizing quoted market prices, if available. If quoted prices are not available, fair values are based on observable data that may include dealer quotes, market spreads, cash flows, U.S. Treasury yield curve, credit information and other similar attributes.

Scholarships payable - reported at fair value utilizing Level 3 inputs, based on the present value of expected future cash flows and a discount rate of 2.36% and 4.0% at May 31, 2015 and 2014, respectively. A decrease in the discount rate would increase the scholarships payable obligation. The valuation of the scholarships payable is determined annually by management.

G.R.A.C.E. Scholars, Inc.
Notes to Financial Statements

NOTE 9 - FAIR VALUE MEASUREMENTS (CONTINUED)

The following tables set forth by level within the fair value hierarchy, the Organization's financial assets and liabilities measured at fair value on a recurring basis as of May 31, 2015 and 2014:

May 31, 2015	Total	Level 1	Level 2	Level 3
Investments				
Short-term investment and money market funds	\$ 297,385	\$ 297,385	\$ -	\$ -
U.S. government and agency bonds	2,266,640	-	2,266,640	-
Corporate obligations	1,518,737	-	1,518,737	-
	<u>\$ 4,082,762</u>	<u>\$ 297,385</u>	<u>\$ 3,785,377</u>	<u>\$ -</u>
Scholarships payable	<u>\$ 11,875,396</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 11,875,396</u>

May 31, 2014	Total	Level 1	Level 2	Level 3
Investments				
Short-term investment and money market funds	\$ 164,224	\$ 164,224	\$ -	\$ -
U.S. government and agency bonds	4,389,141	-	4,389,141	-
Corporate obligations	2,452,809	-	2,452,809	-
Foreign Obligations	65,616	-	65,616	-
	<u>\$ 7,071,790</u>	<u>\$ 164,224</u>	<u>\$ 6,907,566</u>	<u>\$ -</u>
Scholarships payable	<u>\$ 10,725,069</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 10,725,069</u>

The following is a reconciliation of the change in fair value for the years ended May 31, 2015 and 2014, for Level 3:

	2015	2014
Beginning of period	\$ 10,725,069	\$ 9,137,161
Scholarship awards	3,038,439	3,951,652
Scholarship payments	(2,556,569)	(2,078,949)
Discount to net present value	668,457	(284,795)
	<u>\$ 11,875,396</u>	<u>\$ 10,725,069</u>

G.R.A.C.E. Scholars, Inc.
Notes to Financial Statements

NOTE 9 - FAIR VALUE MEASUREMENTS (CONTINUED)

Considerable judgment is required in interpreting market data to develop the estimates of fair value, and accordingly, the estimates are not necessarily indicative of the amounts that the Organization could realize in a current market exchange.

NOTE 10 - RECLASSIFICATION AND RESTATEMENT OF PRIOR YEAR FINANCIAL STATEMENTS

During prior years, the Organization reflected the release of restricted contribution as the cumulative scholarship award amount, without regard to the discount to present value. The Organization believes the financial statements would more accurately reflect restrictions on net assets by releasing from temporarily restricted net assets the net present value of the scholarships awarded. The amount reflecting the net present value discount will be released from restrictions in future years as the net present value discount is amortized and additional scholarship expense is recorded. In accordance with generally accepted accounting standards, the financial statements for the year ended May 31, 2014, have been restated to reflect this change as of May 31, 2013. The effects of this change are as follows:

	Unrestricted Net Assets	Temporarily Restricted Net Assets	Total
Balance as originally stated, May 31,2013	\$ 2,307,454	\$ 204,309	\$2,511,763
Reclass May 31, 2013 discount	(1,314,935)	1,314,935	-
Balance as restated, May 31,2013	\$ 992,519	\$ 1,519,244	\$2,511,763
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Statement of Activities for the year ended May 31, 2014			
Net assets released from restrictions, originally stated			\$3,194,552
Restatement for net present value discount			(284,795)
Net assets released from restrictions, as restated			\$2,909,757

NOTE 11 – SUBSEQUENT EVENTS

Subsequent events have been evaluated through September 23, 2015, which is the date that the financial statements were available to be issued.