FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

FOR THE YEAR ENDED AUGUST 31, 2017

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(Federal Employer Identification Number: 75-2742162) CERTIFICATE OF BOARD August 31, 2017

We, the undersigned, certify that the attached Annual Financial and Compliance Report of A.W. Brown Leadership Academy was reviewed and _____approved _____ disapproved for the year ended August 31, 2017, at a meeting of the governing body of said charter school on the _____ day of _____, 20____.

Signature of Board Secretary

Signature of Board President

GOMEZ & COMPANY

CERTIFIED PUBLIC ACCOUNTANTS 5177 RICHMOND AVE. SUITE 1100 HOUSTON, TX 77056 TEL: (713) 666-5900 FAX: (713) 666-1049 http://www.gomezandco.com

INDEPENDENT AUDITOR'S REPORT

To The Board of Directors of A.W. Brown Leadership Academy Dallas, Texas

Report on the Financial Statements

We have audited the accompanying financial statements of A.W. Brown Leadership Academy (a nonprofit organization), which comprise the statement of financial position as of August 31, 2017, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America 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 financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of A.W. Brown Leadership Academy as of August 31, 2017, 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

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying schedule of expenditures of federal awards, as required by Title 2 U.S. *Code of Federal Regulations (CFR) Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 27, 2017, on our consideration of A.W. Brown Leadership Academy'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 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 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 A.W. Brown Leadership Academy's internal control over financial reporting and compliance.

lomen + Company

Houston, TX December 27, 2017

STATEMENT OF FINANCIAL POSITION

AUGUST 31, 2017

ASSETS

Current Assets:		
Cash and cash equivalents	\$	2,121,205
Investments		4,652,212
Amounts due from state		1,582,890
Other receivables		110
Deposits		10,511
Prepaid expenses		164,952
Total Current Assets:		8,531,880
Property & Equipment:		
Land		5,000,322
Buildings and improvements		23,849,441
Furniture and equipment		3,953,277
Vehicles		226,000
		33,029,040
Less: Accumulated depreciation		(8,949,696)
		24,079,344
Other Assets:		,,.
Restricted cash - bond trustee		5
Total Assets	\$	32,611,229
LIABILITIES AND NET ASSETS		
Current Liabilities:		
Accounts payable	\$	846,931
Interest payable	Ψ	42,225
Accrued payroll liabilities		540,086
Accrued compensated absences		173,858
Current portion of long-term debt		1,832,420
Total Current Liabilities		3,435,520
Total Current Elabinites		3,433,320
Long-term debt		
(net of issuance costs, premium and current portion)		22,531,914
Total Liabilities		25,967,434
Net Assets:		
Unrestricted		925,791
Town on original Deschipted		743,171
Temporarity Restricted		
Temporarily Restricted		5,718,004
Total Net Assets		
· ·	\$	5,718,004

STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED AUGUST 31, 2017

	Unrestricted	Temporarily Restricted	Total
REVENUES	Onestreted	Restreted	10141
Local Support:			
5740 Other Revenues from Local Sources	\$ 315,252	\$ 11,784	\$ 327,036
5750 Revenues from Cocurricular Activities	35,723		35,723
Total Local Support	350,975	11,784	362,759
State Program Revenues 5810 Foundation School Program Act Revenues 5820 State Program Revenues Distributed by		16,848,886	16,848,886
Texas Education Agency		233,240	233,240
Total State Program Revenues		17,082,126	17,082,126
Federal Program Revenues: 5910 Federal Revenues Distributed by			
Education Service Center 5920 Federal Revenues Distributed by		601,323	601,323
Texas Education Agency 5940 Federal Revenues Distributed Directly		1,336,139	1,336,139
From the Federal Government		205,942	205,942
Total Federal Program Revenues		2,143,404	2,143,404
Net assets released from restrictions:			
Restrictions satisfied by payments	20,168,017	(20,168,017)	
Total Revenues	20,518,992	(930,703)	19,588,289
		() 5 0; (05)	19,000,209
EXPENSES 11 Instruction	12,070,531		12,070,531
13 Curriculum Development and Instructional	12,070,331		12,070,331
Staff Development	246,495		246,495
23 School Leadership	1,061,527		1,061,527
31 Guidance, Counseling, and Evaluation	264,346		264,346
33 Health Services	100,762		100,762
34 Student (Pupil) Transportation	64,998		64,998
35 Food Services	1,389,424		1,389,424
36 Cocurricular/Extracurricular Activities	117,258		117,258
41 General Administration	1,885,448		1,885,448
51 Plant Maintenance and Operations	1,685,064		1,685,064
52 Security and Monitoring Services	260,170		260,170
53 Data Processing Services	404,673		404,673
71 Debt Services	968,296		968,296
Total Expenses	20,518,992		20,518,992
Total Change in Net Assets		(930,703)	(930,703)
Net Assets, Beginning of Year	925,791	6,648,707	7,574,498
Net Assets, End of Year	\$ 925,791	\$ 5,718,004	\$6,643,795

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED AUGUST 31, 2017

Cash Flows from Operating Activities	
Increase (Decrease) in Net Assets	\$ (930,703)
Adjustments to Reconcile Increase (Decrease) in Net	
Assets to Net Cash Provided (Used) by Operating Activities	
Depreciation and Amortization	1,105,573
(Increase) Decrease in Grants Receivables	353,764
(Increase) Decrease in Other Receivables	131,274
(Increase) Decrease in Prepaid Expenses	25,920
Increase (Decrease) in Accounts Payable	539,756
Increase (Decrease) in Interest Payable	(495)
Increase (Decrease) in Accrued Payroll Liabilities	(57,077)
Increase (Decrease) in Compensated Absences	 (22,175)
Total Adjustments	 2,076,540
Net Cash Provided (Used) by Operating Activities	1,145,837
	 _, ,
Cash Flows from Investing Activities	
Purchase of Securities	(232,147)
Purchase of Fixed Assets	(1,480,358)
	 · · · · ·
Net Cash Provided (Used) by Investing Activities	 (1,712,505)
Cash Flows from Financing Activities	
Proceeds from Debt	672,514
Net Proceeds from Restricted Cash - Bond Trustee	6,495
Repayment of Debt	 (1,518,071)
Net Cash Provided (Used) by Financing Activities	(839,062)
NET INCREASE (DECREASE) IN CASH	(1,405,730)
CASH AT BEGINNING OF YEAR	3,526,935
	 3,320,735
CASH AT END OF YEAR	\$ 2,121,205
Supplemental Disclosures of Cash Flow Information	
Cash Paid During the Year for:	
Interest	\$ 908,796

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2017

A. Organization

A.W. Brown Leadership Academy (formerly known as A.W. Brown Fellowship Leadership Academy) is an open enrollment charter school, which opened in August 1999. The Contract for Charter was granted by the State Board of Education of the State of Texas pursuant to Chapter 12 of the Texas Education Code, which expired July 31, 2013. The Charter School's charter has been renewed through July 31, 2026.

The Charter School's programs include classroom instruction with funding provided by Public Charter School's Foundation Formula, School Breakfast/Lunch Programs, Title I Part A, Title II, Title III, and IDEA-B program.

The Charter School is exempt from federal income taxes under Section 501(c) (3) of the Internal Revenue Code. Accordingly, the financial statements do not include a provision for income taxes.

B. Summary of Significant Accounting Policies

The general purpose financial statements of A. W. Brown Leadership Academy (the "Charter School") were prepared in conformity with accounting principles generally accepted in the United States. The Financial Accounting Standards Board is the accepted standard setting body for establishing not-for-profit accounting and financial reporting principles. The Charter Holder's sole purpose is to operate the A. W. Brown Leadership Academy.

Reporting Entity

The Charter School is a not-for-profit organization incorporated in the State of Texas in July 1999, as A. W. Brown Fellowship Educational Learning Center, which has as its sole operations the A.W. Brown Leadership Academy charter school, and then in 2012 it changed its name to A. W. Brown Fellowship Leadership Academy. The name was changed once more in 2017 to the A.W. Brown Leadership Academy. A Board of Directors comprised of seven members governs the Charter School. The Board of Directors is selected pursuant to the bylaws of the Charter School and has the authority to make decisions, appoint the chief executive officer of the Charter School, and significantly influence operations. The Board of Directors has the primary accountability for the fiscal affairs of the Charter School. Since the Charter School received funding from local, state, and federal government sources, it must comply with the requirements of the entities providing those funds.

Basis of Presentation

The accompanying general purpose financial statements represent the only activity of the Charter School and have been prepared using the accrual basis of accounting in accordance with generally accepted accounting principles. Accordingly, management made certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Net assets and revenues, expenses, gains, and losses are classified based on the existence or absence of donor imposed restrictions. Restricted revenues whose restrictions are met in the same year as received are shown as unrestricted revenues. Accordingly, net assets of the organization and changes therein are classified and reported as follows:

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2017

B. <u>Summary of Significant Accounting Policies</u> (continued)

<u>Unrestricted</u> - net assets that are not subject to donor imposed stipulations.

<u>Temporarily restricted</u> - net assets subject to donor imposed stipulations or otherwise restricted that may or will be met, either by actions of the Charter School, and/or the passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

<u>Permanently restricted</u> - net assets required to be maintained in perpetuity with only the income to be used for the charter school's activities due to donor-imposed restrictions.

Change for New Accounting Pronouncement

Effective September 1, 2016, the Charter School retroactively changed its method for presenting debt issuance costs within the statement of financial position to conform with Accounting Standards Update (ASU) No. 2015-03, *Interest – Imputation of Interest: Simplifying the Presentation of Debt Issuance Costs*. The pronouncement requires that debt issuance costs related to debt be reported within the statement of financial position as a direct deduction from the face amount of the debt and that amortization of debt issuance costs be reported as interest expense. The pronouncement does not affect current guidance regarding the recognition and measurement of debt issuance costs. The cost of issuance of bonds is amortized over the life of each bond. The Charter School reclassified issuance costs from other assets and netted the amounts against long-term bonds payable amounts.

Contributions

Contributions are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions. Support that is restricted by the donor is reported as an increase in temporarily restricted or permanently restricted net assets in the reporting period in which the support is recognized. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Cash and Cash Equivalents

Cash and investment instruments with an original maturity of three months or less are considered to be cash equivalents.

Receivables

Accounts receivable are presented net of estimated allowances for doubtful amounts. The Charter School's policy is to write-off receivables as they are deemed uncollectible or as notified by grantor agencies. All federal and state receivable amounts due at August 31, 2017 are considered fully collectible. Therefore, management has not recorded an allowance for the federal and state receivables that pass through the Texas Education Agency (TEA).

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2017

B. <u>Summary of Significant Accounting Policies</u> (continued)

Capital Assets and Other Assets

Capital assets, which include buildings and improvements, furniture and equipment, vehicles, and other personal property, are reported in the general purpose and specific purpose financial statements. Capital assets are defined by the Charter School as assets with an individual cost of more than \$500. Such assets are recorded at historical cost and are depreciated over the estimated useful lives of the assets, which range from three to forty years, using the straight-line method of depreciation. Depreciation for the year totaled \$1,045,573. Expenditures for additions, major renewals and betterments are capitalized, and maintenance and repairs are charged to expense as incurred. Donations of assets are recorded as direct additions to net assets at fair value at the date of donation, which is then treated as cost.

Compensated Absences

The Charter School's full-time instructional employees accumulate and vest vacation leave at varying rates depending on longevity. Managerial and part-time staff do not accumulate or vest vacation leave. Accumulated vacation leave cannot exceed 160 hours.

Estimates

Management has elected to use generally accepted accounting principles and in doing so is required to use estimates in certain account balances and notes to the financial statements. Actual results could differ from those estimates.

Fair Value

Fair value of assets and liabilities approximate the carrying value.

Fair Value Measurements

FASB ASC 820 *Fair Value Measurement* establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1: Unadjusted quoted prices for identical assets or liabilities in active markets;

Level 2: Significant direct or indirect, observable inputs other than quoted prices;

Level 3: Unobservable inputs based on assumptions of the reporting entity.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2017

C. Cash Equivalents and Restricted Cash

Unrestricted cash at August 31, 2017 is comprised of \$2,121,205 deposited with financial institutions. The Federal Depository Insurance Corporation (FDIC) insures these bank deposits to certain limits. \$1,186,669 of unrestricted cash deposits were fully insured by the FDIC at August 31, 2017 and \$934,535 was unsecured.

Restricted cash balances of \$5 are related to restricted bond debt service accounts that are held in the required separate bank accounts.

D. Long-Term Debt

Series 2016A- \$18,580,000 Tax-Exempt Education Revenue Bonds With Arlington Higher Education Finance Corporation secured by Permanent School Fund (PSF). Semi-annual coupon rates between 2%-4% and final maturity in 2042.	\$ 17,875,000
Series 2016B - \$1,615,000 Taxable Education Revenue Bonds with Arlington Higher Education Finance Corporation. Secured by PSF. 2.0% coupon rate and final maturity in 2022.	1,325,000
Insurance note payable due in August 2018.	172,514
Commercial line of credit at 1.0% plus variable prime rate; current interest rate of 5.25%. Debt is payable on demand and secured by investment securities account held with same bank and having a fair market value of \$1,371,922 at August 31, 2017.	500,000
Series 2011Q Taxable Education Construction Bonds – Direct Pay at 4.5% plus a variable component and the tax credit reducing the rate to approximately 1.73%. The 2011Q bonds mature in 2026 and are secured by a Deed of Trust and priority lien on unrestricted assets.	3,756,242
Total debt	<u>\$ 23,628,756</u>
Plus premium on bonds payable	1,580,436
Less unamortized costs of issuance	(844,858)
Less current portion of debt	(1,832,420) \$ 22,531,914

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2017

D. Long-Term Debt (continued)

Debt Covenants

The Series 2016 bonds have multiple debt covenants as outlined by the "Master Trust Indenture and Security Agreement" (the Agreement) between the Charter School and the Trustee. These debt covenants include, but are not limited to the following: meeting certain debt service coverage ratios and providing audited financial statements at fiscal year-end. Non-compliance with debt covenants may be considered an "Event of Default" as defined by the Agreement and may, under certain circumstances, make all outstanding bond debt due immediately. In the year ended August 31, 2017, the Charter School failed to meet minimum requirements for the debt service coverage ratio and maximum balance sheet leverage.

Fiscal Years	 Principal	 Interest	Total
2018	\$ 1,832,420	\$ 927,886	\$ 2,760,306
2019	1,367,741	854,882	2,222,623
2020	1,423,036	799,447	2,222,483
2021	1,471,009	741,366	2,212,375
2022	976,897	680,874	1,657,771
Thereafter	 16,557,653	 5,705,652	 22,263,305
	23,628,756	\$ 9,710,107	\$ 33,338,863
Plus premium on bonds	1,580,436		
Less issuance costs	 (844,858)		
Total Debt, as presented	\$ 24,364,334		

Schedule of future principal and interest requirements are as follows:

E. <u>Revolving Line of Credit</u>

The Charter School has a \$500,000 revolving line of credit, with a balance of \$500,000 at August 31,2017. Interest related to bank advances on the credit line is payable on a monthly basis and is computed as the lender's variable prime rate plus 1%. An investment account held with the lending institution has been pledged as collateral against the line of credit. The full amount of advances obtained under the line of credit are due on demand.

F. Operating Lease Commitment

The Charter School leases facilities under non-cancelable operating leases. The minimum annual lease commitment is as follows:

Twelve months ending August 31,	Amount
2018	\$ 125,738
2019	68,929
2020	46,532
2021	47,923
2022	4,003
Total	\$ 293,125

Operating lease expense amounted to \$182,087 for the year ended August 31, 2017. -10-

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2017

G. <u>Health Care Coverage</u>

During the year ended August 31, 2017, employees of the Charter School were covered by a Health Insurance Plan (the Plan). The Charter School contributed \$225 per month per employee to the Plan. Employees, at their option, authorized payroll withholdings to pay contributions or premiums for dependents. All premiums were paid to licensed insurers.

H. Pension Plan Obligations

Plan Description

The Charter School contributes to the Teacher Retirement System of Texas ("TRS"), a cost sharing, multiple-employer defined benefit pension plan with one exception; all risks and costs are not shared by the Charter School, but are the liability of the State of Texas. TRS administers retirement and disability annuities, and death and survivor benefits to employees and beneficiaries of employees of the public school systems of Texas.

The plan operates primarily under the provisions of the Texas Constitution, Article XVI, Sec. 67, and Texas Government code, Title 8, Chapters 803 and 805 respectively. The Texas State legislature has the authority to establish and amend benefit provisions of the pension plan and may, under certain circumstances, grant special authority to the TRS Board of Trustees. TRS issues a publicly available financial report that includes financial statements and required supplementary information for the defined benefit plan. That report may be obtained by writing to the TRS Communications Department, 1000 Red River Street, Austin, Texas 78701 or by calling the TRS Communications Department at 1-800-223-8778, or by downloading the report form the TRS Internet website, www.trs.state.tx.us, under the TRS Publications Heading.

Charter schools are legally separate entities from the State and each other. Assets contributed by one charter or independent school district ("ISD") may be used for the benefit of an employee of another ISD or charter. The risk of participating in multi-employer pension plans is different from single-employer plans. Assets contributed to a multi-employer plan by one employer may be used to provide benefits to employees of other participating employers. If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers. There is no withdrawal penalty for leaving the TRS system. There is no collective-bargaining agreement. The latest TRS Comprehensive Annual Financial Report available dated August 31, 2017 provided the following information (ABO refers to the accumulated benefit obligation):

Pension	Total Plan Assets	ABO	Percent
Fund	2017	2017	Funded
TRS	\$ 165,379,342,000	\$ 179,336,535,000	82.17%

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2017

H. Pension Plan Obligations (continued)

Funding Policy

Contribution requirements are not actuarially determined but are established and amended by the Texas state legislature. The state funding policy is as follows: (1) the state constitution requires the legislature to establish a member contribution rate of not less than 6.0% and not more than 10% of the aggregate annual compensation of all members of the system; (2) A state statute prohibits benefit improvements or contribution reductions if, as a result of a particular action, the time required to amortize TRS' unfunded actuarial liabilities would be increased to a period that exceeds 31 years, or, if the amortization period already exceeds 1 year, the period would be increased by such action. State law provides for a member contribution rate of 7.7% for the 2017 fiscal period. The state's contribution rate as a non-employer contributing entity was 6.8% in 2017. The Charter School's employees' contributions to the system for the year ended August 31, 2017 were \$572,958, equal to the required contributions for the year.

Other contributions made from federal and private grants and from the Charter School for salaries above the statutory minimum were contributed at a rate of 6.8% totaling \$49,667 for the year ended August 31, 2017. The Charter School's contributions into this plan do not represent more than 5% of the total contributions to the plan and the charter school was not assessed a surcharge.

I. Temporarily Restricted Net Assets

Temporarily restricted net assets at August 31, 2017, are available for the following periods:

Periods after August 31, 2017	
State restricted funds	\$ 5,718,004
Total restricted funds	\$ 5,718,004

Net assets were released from restrictions by incurring expenses satisfying the restricted purposes or by occurrence of other events specified by donors as follows:

Texas Education Agency	
State Funds	\$ 18,024,613
Federal Funds	1,937,462
Q-series Bond	205,942
Total Restrictions Released	\$ 20,168,017

The Charter School has no permanently restricted net assets at August 31, 2017.

J. <u>Related Parties</u>

The President of the Board of Directors performed legal services for the Charter School. The Board President was paid \$2,366 for reimbursements for travel and training by the Charter School in the current fiscal year.

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2017

J. <u>Related Parties</u> (continued)

A founding member and a former President of the Board of Directors was hired at the beginning of the 2016-17 academic year as a consultant to the Board to assist in the transition of administrative responsibilities to the new Superintendent and Chief Executive Officer. The employment agreement was terminable at any time and was enforceable in the 2016-17 and 2017-18 academic years. Compensation paid to the former President under this agreement totaled \$150,000 in base salary for the 2016-17 fiscal year, and \$25,000 in retirement contributions. The Charter School decided to terminate its consulting-employment agreement with the former President at the conclusion of the 2016-17 fiscal year.

A second founding member and former COO of the school district was also hired at the beginning of the 2016-17 academic year as a consultant to the school district. In this role, the former Superintendent was to assist in the transition of administrative responsibilities to the new Superintendent and Chief Executive Officer. The agreement was terminable at any time and was enforceable in the 2016-17, 2017-18, and 2018-19 academic years. Compensation paid to the former Superintendent under this agreement in the 2016-17 fiscal year totalled \$150,000 in base salary, and \$25,000 in retirement contributions. The Charter School decided to terminate its consulting-employment agreement with the former Superintendent at the conclusion of the 2016-17 fiscal year.

The Charter School has contracted with an educational foundation that the school created 10 years ago to provide afterschool and childcare services for some of the Charter School's students. Non-director employees of the Charter School manage and direct the educational foundation, which was designed to raise money for student scholarships. The Charter School paid the educational foundation \$106,606 in the fiscal year for managing the student care program.

K. Donated Goods and Services

Donated goods or services are not recorded at fair value on the date of contribution. The Board has implemented the securing of a separate entity to raise funds for the Charter School and student scholarships. The Charter School had no significant goods donations, nor donated skilled services for fiscal year 2017.

L. <u>Commitments and Contingencies</u>

The Charter School receives funds through state and federal programs that are governed by various statutes and regulations. State program funding is based primarily on student attendance data submitted to the Texas Education Agency ("TEA") and is subject to audit and adjustment. Expenses charged to federal programs are subject to audit and adjustment by the grantor agency. The programs administered by the charter school have complex compliance requirements, and should state or federal auditors discover areas of noncompliance, charter school funds may be subject to refund if so determined by the Texas Education Agency or the grantor agency.

The Charter School is subject to various claims, legal proceedings, and investigations covering a wide range of matters that arise in the ordinary course of business. Subsequent to year end, in November 2017, the Charter School was notified of a formal complaint and investigation being carried out by TEA. The complaint alleges the school may have been in violation of Texas Education Code sections 12.107 and 12.1053 and Texas Local Government Code section 176.003.

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2017

L. Commitments and Contingencies (continued)

In the opinion of management, any liability resulting from such proceedings, and any legal expenses incurred in defending itself from legal claims, would not have a material adverse effect on the financial statements.

M. Concentrations

The Charter School receives substantially all of its funding from Texas Foundation Funds through the Texas Education Agency (TEA). Approximately 96 percent of receivables at August 31, 2017 were due from TEA. Major asset acquisitions are financed primarily with the use of state funds. Title to these assets may revert to the resource provider in the event of an adverse regulatory action. The Charter School's classes are dependent primarily on students from a specific geographical area. The students have choices of charter, private and public schools.

N. <u>Investments</u>

Investment balances within the fair value hierarchy at August 31, 2017 are as follows:

	Fair	Value Measureme	nts at August 31, 20)17
	Quoted Price			
	In Active	Significant		
	Markets	Observable	Significant	
	Identical	Other	Unobservable	
	Assets	Inputs	Inputs	
	Level 1	Level 2	Level 3	Totals
Cash/Money Market	\$ 2,189,494	\$	\$	\$ 2,189,494
Fixed Income	934,029			934,029
Equities	68,955			68,955
Mutual Funds	1,459,734			1,459,734
Exchange-Traded products	-			
Total Investments at Fair Value:	\$ 4,652,212	\$ -	\$ -	\$ 4,652,212

Net unrealized losses and investment account fees for the year totaled \$26,654 and \$17,492, respectively.

O. <u>Subsequent Events</u>

The Charter School closed on November 30, 2017, \$2,705,000 of Arlington Higher Education Finance Corporation Education Revenue Refunding Bonds Series 2017A and \$6,650,000 in Taxable Education Revenue Bonds, Series 2017B. The bonds carry a net premium of \$358,379. Proceeds of the 2017A bonds will be used to refund the Charter School's 2011Q series bonds. Proceeds of the 2017B bonds will be used to acquire a building for administrative offices, reimburse certain general fund expenditures for renovating and improving existing campuses, make improvements to campuses and pay costs of issuance. Principal and interest will be paid semi-annually on February 15th and August 15th for both bond issues, commencing August 15, 2018.

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2017

P. Subsequent Events

The Charter School's management has evaluated subsequent events through December 27, 2017, which is the day these statements were available to be issued.

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INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY INFORMATION

To The Board of Directors of A.W. Brown Leadership Academy Dallas, Texas

We have audited the financial statements of A.W. Brown Leadership Academy as of and for the year ended August 31, 2017, and our report thereon dated December 27, 2017, which expressed an unmodified opinion on those financial statements, appears on page 1. Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The Schedules for Individual Charter School dated August 31, 2017, and appearing on pages 17 to 20, are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

may & Company

Houston, TX December 27, 2017

SCHEDULE OF EXPENSES

FOR THE YEAR ENDED AUGUST 31, 2017

Expenses	
6100 Payroll Costs	\$ 13,254,352
6200 Professional and Contracted Services	2,343,397
6300 Supplies and Materials	1,995,789
6400 Other Operating Costs	1,956,658
6500 Debt Service	968,796
Total Expenses	<u>\$ 20,518,992</u>

SCHEDULE OF CAPITAL ASSETS

FOR THE YEAR ENDED AUGUST 31, 2017

	Ownership Interest			
		Local	State	Federal
1110 Cash and Temporary Investments	\$	186,307	\$ 1,934,898	\$
1510 Land Purchase and Improvements			5,000,322	
1520 Buildings and Improvements		39,628	23,061,146	748,667
1539 Furniture and Equipment		89,667	3,180,119	909,491
Total Property and Equipment	\$	315,602	\$33,176,485	<u>\$ 1,658,158</u>

BUDGETARY COMPARISON SCHEDULE

FOR THE YEAR ENDED AUGUST 31, 2017

	Budgeted Amounts			Variance
	Original	Final	Actual Amounts	from Final Budget
REVENUES	Oligiliai	Filla	Amounts	Dudget
Local Support:				
5740 Other Revenues from Local Sources	\$ 175,500	\$ 175,500	\$ 327,036	\$ 151,536
5750 Revenues from Cocurricular Activities	91,500	91,500	35,723	(55,777)
Total Local Support	267,000	267,000	362,759	95,759
State Program Revenues:				
5810 Foundation School Program Act Revenues	16,632,416	16,632,416	16,848,886	216,470
5820 State Program Revenues Distributed by			, ,	,
Texas Education Agency	136,080	231,080	233,240	2,160
Total State Program Revenues	16,768,496	16,863,496	17,082,126	218,630
Federal Program Revenues:				
5910 Federal Revenues Distributed by				
Education Service Center	601,323	601,323	601,323	
5920 Federal Revenues Distributed by				
Texas Education Agency	1,313,688	1,313,688	1,336,139	22,451
5940 Federal Revenues Distributed Directly	205.000	205 000	205.042	0.42
From the Federal Government	205,000	205,000	205,942	942
Total Federal Program Revenues	2,120,011	2,120,011	2,143,404	23,393
Total Revenues	19,155,507	19,250,507	19,588,289	337,782
EXPENSES				
11 Instruction	10,588,608	11,358,608	12,070,531	(711,923)
13 Curriculum Development and Instructional				
Staff Development	55,000	240,000	246,495	(6,495)
23 School Leadership	1,221,060	1,121,060	1,061,527	59,533
31 Guidance, Counseling, and Evaluation Services	127,842	277,842	264,346	13,496
33 Health Services 34 Student (Dunit) Transportation	61,000	98,000	100,762	(2,762)
34 Student (Pupil) Transportation35 Food Service	58,800 1,411,545	62,800 1,411,545	64,998 1,389,424	(2,198) 22,121
36 Cocurricular/Extracurricular Activities	205,500	105,500	1,589,424	(11,758)
41 General Administration	1,691,401	1,756,401	1,885,448	(129,047)
51 Plant Maintenance and Operations	1,570,510	1,688,510	1,685,064	3,446
52 Security and Monitoring Services	220,000	260,000	260,170	(170)
53 Data Processing Services	454,626	434,626	404,673	29,953
71 Debt Services	1,043,061	1,043,061	968,296	74,765
Total Expenses	18,708,953	19,857,953	20,518,992	(661,039)
*				
Change in Net Assets from Operations	446,554	(607,446)	(930,703)	(323,257)
Net Operating Assets, Beginning of Year Net Operating Assets, End of Year	7,574,498 \$ 8,021,052	7,574,498	7,574,498 \$6,643,795	\$ (323,257)
The operating Assets, the of Teat	<u>ψ 0,021,032</u>	<u>40,207,032</u>	Ψ 0,043,773	Ψ (323,237)

BUDGETARY VARIANCE EXPLANATION

FOR THE YEAR ENDED AUGUST 31, 2017

MATERIAL BUDGET VARIANCE EXPENDITURES

- (1) The following is an explanation of the 10% variances <u>from original budget to final budget</u> reported on the Budgetary Comparison Schedule for the year ending August 31, 2017.
- Object 5820 Qualifying for High Quality PreK Grant for fiscal year 2017.
- Function 13 Additional programs for curriculum and staff development added by school leadership.
- Function 31 Additional programs for curriculum and staff development added by school leadership.
- Function 33 Additional programs for curriculum and staff development added by school leadership.
- Function 36 Reduction of extracurricular activities staff.

Function 52 - Adding before and after school security program, in order to protect the children who are waiting to be pick up from school.

MATERIAL BUDGET VARIANCE REVENUE

(1) The following is an explanation of the 10% variances from <u>final budget to actual revenue reported</u> on the Budgetary Comparison Schedule for the year ending August 31, 2017.

Object 5740 – Higher returns on investments.

Object 5750 – Reduction in extra-curricular programs.

MATERIAL BUDGET VARIANCE EXPENDITURES

(2) The following is an explanation of the 10% variances <u>from final budget to actual expenses</u> reported on the Budgetary Comparison Schedule for the year ending August 31, 2017.

Function 36 – Additional part-time coaching employed, because of higher student participation in selected activities.

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INDEPENDENT AUDITOR'S 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*

To The Board of Directors of A.W. Brown Leadership Academy Dallas, Texas

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 financial statements of A.W. Brown Leadership Academy (a nonprofit organization), which comprise the statement of financial position as of August 31, 2017, and the related statements of activities, and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated December 27, 2017.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered A.W. Brown Leadership Academy'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 financial statements, but not for the purpose of expressing an opinion on the effectiveness of A.W. Brown Leadership Academy's internal control. Accordingly, we do not express an opinion on the effectiveness of A.W. Brown Leadership Academy'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 entity's 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 A.W. Brown Leadership Academy's 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 organization'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 organization's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Emer + Company

Houston, TX December 27, 2017

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INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE FOR EACH MAJOR PROGRAM AND ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY THE UNIFORM GUIDANCE

To The Board of Directors of A.W. Brown Leadership Academy Dallas, Texas

Report on Compliance for Each Major Federal Program

We have audited A.W. Brown Leadership Academy's (a nonprofit organization) compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on each of A.W. Brown Leadership Academy's major federal programs for the year ended August 31, 2017. A.W. Brown Leadership Academy's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

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

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of A.W. Brown Leadership Academy'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 A.W. Brown Leadership Academy'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 A.W. Brown Leadership Academy's compliance.

Opinion on Each Major Federal Program

In our opinion, A.W. Brown Leadership Academy 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 August 31, 2017.

Report on Internal Control over Compliance

Management of A.W. Brown Leadership Academy 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 A.W. Brown Leadership Academy'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 A.W. Brown Leadership Academy'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 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 in internal control over compliance, 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.

lomen & Company

Houston, TX December 27, 2017

SCHEDULE OF FINDINGS AND QUESTIONED COSTS

FOR THE YEAR ENDED AUGUST 31, 2017

Summary of Audit Results

- 1. The auditor's report expresses an unmodified opinion on whether the financial statements were prepared in accordance with GAAP.
- 2. No significant deficiencies or material weaknesses on internal control over financial statements.
- 3. No instances of noncompliance material to the financial statements, which would be required to be reported in accordance with *Government Auditing Standards*, were disclosed during the audit.
- 4. No significant deficiencies or material weaknesses on internal control over major federal award programs.
- 5. The auditor's report on compliance for the major federal award programs expresses an unmodified opinion on all major federal programs.
- 6. The audit did not disclose any audit findings which are required to be reported in accordance with 2 CFR section 200.516(a).
- 7. Major programs:

U.S. Department of Agriculture Passed – Through Texas Education Agency National School Lunch Program* School Breakfast Program*

CFDA Number 10.555 CFDA Number 10.553

- 8. The threshold used for distinguishing between Type A and Type B programs was \$750,000.
- 9. A.W. Brown Leadership Academy qualifies as a low-risk auditee.

Current Year Findings	Questioned Cost
No audit findings were noted as per governmental auditing standards and 2 CFR section 200.516 (a).	\$-0-

* Denotes cluster

SCHEDULE OF PRIOR YEAR FINDINGS

FOR THE YEAR ENDED AUGUST 31, 2017

No findings were noted as per governmental auditing standards and 2 CFR section 200.516 (a) for the year ended August 31, 2016.

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

FOR THE YEAR ENDED AUGUST 31, 2017

Federal Grantor/ Pass - Through Grantor/ Program Title	Federal CFDA Number	Pass - Through Entity Identifying Number	Federal Expenditures
U.S. Department of Education			
Passed - Through Texas Education Agency:			
Idea - B Formula	84.027A	176600010578166600	\$ 320,578
Idea - B Preschool	84.173A	176610010578166610	753
U.S. Department of Education			
Passed - Through Education Service Center:			
Title I, Part A, School Improvement	84.010A	17610101057950	523,113
Title II, Part A, Teacher/Principal Training &			
Recruiting	84.367A	17694501057950	76,440
Tittle III, Part A, English Language Acquisitions			
and Language Enhancement	84.365A	17671001057950	1,770
Total U.S. Department of Education			922,654
U.S. Department of Agriculture			
Passed - Through Texas Education Agency			
Federal Food Service Reimbursement			
School Breakfast	10.553	71401601	27,217
School Breakfast	10.553	71401701	198,525
National School Lunch	10.555	71301601	89,952
National School Lunch	10.555	71301701	613,521
Passed - Through Texas Department of Agriculture			
USDA Commodity Food Distribution	10.555		85,593
Total U.S. Department of Agriculture			1,014,808
Total Expenditures of Federal Awards			\$ 1,937,462

NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

FOR THE YEAR ENDED AUGUST 31, 2017

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying schedule of federal awards (the Schedule) includes federal award activity of A.W. Brown Leadership Academy under programs of the federal government for the year ended August 31, 2017. The information in this Schedule is presented in accordance with the 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). Because the Schedule presents only a selected portion of the operation of A.W. Brown Leadership Academy, it is not intended to and does not present the financial position, changes in net assets, or cash flows of A.W. Brown Leadership Academy.

Summary of Significant Accounting Policies

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement.

Pass-through entity identifying numbers are presented where available.

Indirect Cost Rate

A.W. Brown Leadership Academy has elected not to use the 10% de minimis indirect cost rate as allowed under the Uniform Guidance.

NOTE 2 – OTHER SOURCES OF FEDERAL REVENUES

Other sources of federal revenues are \$205,942 in tax credits for qualifying bonds, which are not includible in the Schedule of Expenditures of Federal Awards (SEFA).

Reconciliation of Federal Revenues and (SEFA):

Total expenditure of federal awards per the SEFA	\$ 1,937,462
Q-Series Bond Subsidy Revenue	205,942
Total federal revenues per the	<u>\$2,143,404</u>
Statement of Activities	