FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT FRAMEWORKS OF TAMPA BAY, INC.

June 30, 2019

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INDEPENDENT AUDITORS' REPORT

Board of Directors Frameworks of Tampa Bay, Inc.

We have audited the accompanying financial statements of Frameworks of Tampa Bay, Inc. (the "Organization") (a Florida corporation, not-for-profit) which comprise the statement of financial position as of June 30, 2019, and the related statements of activities and changes in net assets, cash flows, and functional expenses 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. 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 Frameworks of Tampa Bay, Inc. 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.

Report on Summarized Comparative Information

We have previously audited the Organization's 2018 financial statements, and our report dated October 17, 2018, expressed an unmodified opinion on those audited financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2018, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Buieco, Dordiner & Company, P.A

Tampa, Florida November 20, 2019

STATEMENT OF FINANCIAL POSITION

June 30, 2019 (With comparative total for 2018)

	Without donor		With donor		Total		
	re	strictions	res	strictions	2019	2	2018
ASSETS							
Cash Investments Accounts receivable (note A7) Prepaid expenses Beneficial interest in assets held by others (note A8) Equipment and leasehold improvements, net of accumulated depreciation	\$	657,331 102,081 34,426 12,342	\$	20,000 11,993	\$677,331 102,081 34,426 12,342 11,993	\$ 8	4,020 11,962 11,614
(notes A9 and E) Other		27,003 4,837		-	27,003 4,837		31,255 4,837
Total assets	\$	838,020	\$	31,993	\$870,013	\$ 9	923,250
LIABILITIES AND NET ASSETS							
Accounts payable Accrued expenses Deferred revenue (note A11) Commitments (note F)	\$	4,233 25,433 - -	\$	- - -	\$ 4,233 25,433 - -	\$	4,115 72,628 3,500
Total liabilities		29,666		-	29,666		80,243
Net assets		808,354		31,993	840,347	8	343,007
Total liabilities and net assets	\$	838,020	\$	31,993	\$870,013	\$ 9	23,250

STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS

For the year ended June 30, 2019 (With comparative total for 2018)

	Without donor		With donor		Total		
	re	strictions	res	strictions	2019		2018
Revenues Public support and revenue							
Public support Contributions (note A4) Grants (note A7) Special events, net of direct	\$	663,159 22,954	\$	20,000	\$ 683,159 22,954	\$	662,938
expenses of \$26,676 (note G)		26,143			26,143		26,676
Total public support		712,256		20,000	732,256		689,614
Other revenue Program service revenue Gain on beneficial interest in assets		222,565		-	222,565		193,571
held by others Investment income, net		379 2,151		-	379 2,151		710 72
Total revenues		937,351		20,000	957,351		883,967
Expenses Program services		696,931			696,931		658,517
Supporting services Management and general Fundraising		134,471 128,609		-	134,471 128,609		139,767 134,225
Total supporting services		263,080			263,080		273,992
Total expenses		960,011			960,011		932,509
Change in net assets		(22,660)		20,000	(2,660)		(48,542)
Net assets at beginning of year		831,014		11,993	843,007		891,549
Net assets at end of year	\$	808,354	\$	31,993	\$ 840,347	\$	843,007

STATEMENT OF CASH FLOWS

For the year ended June 30, 2019

Cash flows from operating activities	
Change in net assets	\$ (2,660)
Adjustments to reconcile change in net assets to net cash	
provided by operating activities	
Depreciation and amortization	9,478
Increase in receivables	(30,406)
Increase in prepaid expenses	(380)
Increase in accounts payable	118
Decrease in accrued expenses	(47,195)
Decrease in deferred revenue	(3,500)
Net realized and unrealized gain on investments	(2,460)
Total adjustments	(74,345)
Net cash used by operating activities	(77,005)
Cash flows from investing activities	
Fixed asset purchases	(5,226)
Purchase of invesments	(100,000)
Net cash used by investing activities	(105,226)
Net decrease in cash and cash equivalents	(182,231)
Cash and cash equivalents at beginning of year	859,562
Cash and cash equivalents at end of year	\$ 677,331
Supplemental disclosures of cash flow information Cash paid during the year	
Interest	\$ -
Income taxes	_\$

STATEMENT OF FUNCTIONAL EXPENSES

For the year ended June 30, 2019 (With comparative total for 2018)

		Sup	porting Service			
	Program	Management and	Fund	Total		otal
	Services	General	Raising	Support	2019	2018
Salaries	\$ 456,893	\$ 65,364	\$ 67,637	\$ 133,001	\$ 589,894	\$ 605,855
Employee benefits	18,805	4,319	2,584	6,903	25,708	29,189
Payroll taxes	46,864	5,691	5,517	11,208	58,072	61,249
Total salaries and related expenses	522,562	75,374	75,738	151,112	673,674	696,293
Contract services	34,137	14,263	18,364	32,627	66,764	30,494
Supplies and food	356	2,846	54	2,900	3,256	3,897
Program supplies	14,339	49	-	49	14,388	21,711
Training supplies	8,791	241	-	241	9,032	895
Telephones	7,838	951	923	1,874	9,712	10,256
Postage and shipping	-	75	595	670	670	2,400
Occupancy	54,766	6,651	6,447	13,098	67,864	60,825
Insurance	9,920	1,204	1,168	2,372	12,292	12,295
Equipment costs	17,756	2,156	2,090	4,246	22,002	16,722
Printing, publicity, and promotion	4,861	1,517	18,531	20,048	24,909	14,122
Travel	10,042	4,103	322	4,425	14,467	16,048
Conferences, conventions and meetings	3,869	2,459	438	2,897	6,766	15,891
Merchant fees	-	4,372	328	4,700	4,700	3,572
Membership, dues and licenses	45	2,781	2,711	5,492	5,537	4,490
Legal and professional fees	-	14,500	-	14,500	14,500	13,500
Subtotal	689,282	133,542	127,709	261,251	950,533	923,411
Depreciation	7,649	929	900	1,829	9,478	9,098
Total expenses	\$ 696,931	\$ 134,471	\$ 128,609	\$ 263,080	\$ 960,011	\$ 932,509

NOTES TO FINANCIAL STATEMENTS

June 30, 2019

NOTE A - DESCRIPTION OF THE ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A brief description of the organization and a summary of its significant accounting policies consistently applied in the preparation of the accompanying financial statements follow:

1. Organization

Frameworks of Tampa Bay, Inc. (the "Organization") is a not-for-profit corporation established in 2007 when the Ophelia Project and the Boys Initiative merged to form OPBI, Inc. In 2011, the Organization changed its name to Frameworks of Tampa Bay, Inc. Its mission is to teach youth to manage their emotions, develop healthy relationships and make good decisions for academic, career and personal success. Utilizing social and emotional learning, the Organization teaches a core set of social and emotional attitudes, values and skills that help children, teens and adults to more effectively handle life challenges to succeed in academic, social and professional environments.

2. Basis of Accounting

The Organization follows the provisions of the Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") and the standards of financial reporting for not-for-profit organizations as described in the American Institute of Certified Public Accountants' Industry Guide for Not-for-Profit Organizations. Accordingly, the financial statements are prepared on an accrual basis of accounting. The financial statements of the Organization are the representation of management and include estimates of amounts and judgments it believes are reasonable under the circumstances.

FASB ASC 958-205 (*Presentation of Financial Statements*) establishes standards for general purpose external financial statements of not-for-profit organizations and requires a statement of financial position, a statement of activities and changes in net assets, and a statement of cash flows.

FASB ASC 956-605 (*Revenue Recognition*) requires the Organization to distinguish between contributions that are subject to donor-imposed restrictions and those that are not subject to donor-imposed restrictions. It also requires recognition of contributed services meeting certain criteria at fair value. These financial statements have been prepared to focus on the Organization as a whole and to present balances and transactions according to the existence or absence of donor-impaired restrictions. This has been accomplished by classifications of assets, liabilities and net assets into two self-balancing net asset groups as follows:

- Net assets without donor restrictions the portion of the organization's net assets that is not subject to donor-imposed restrictions
- <u>Net assets with donor restrictions</u> the portion of the organization's net assets that is subject to donor-imposed restrictions

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2019

NOTE A - DESCRIPTION OF THE ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

A donor-imposed restriction is a stipulation that specifies a use for a contributed asset that is more specific than broad limits resulting from the nature of the organization, the environment in which it operates, or its mission. A donor-imposed restriction may be temporary or permanent. Temporary restrictions may be fulfilled by actions of the organization to meet stipulations or be fulfilled by the passage of time. Permanent restrictions stipulate that the resources must be maintained in perpetuity.

3. Change in Accounting Principle

During 2019 the Organization adopted ASU 2016-14, Presentation of Financial Statements of Not-for-Profit Entities (Topic 958). The ASU amends the current reporting model for nonprofit organizations and enhances their required disclosures. The major changes include:

- Requiring the presentation of only two classes of net assets now titled "net assets without donor restrictions" and "net assets with donor restrictions
- Requiring that all nonprofits present an analysis of expenses by function and nature in
 either the statement of activities, a separate functional expense statement, or in the
 notes and disclose a summary of the allocation methods used to allocate costs
- Requiring the disclosure of quantitative and qualitative information regarding liquidity and availability of resources
- Presenting investment return net of external and direct internal investment expenses, and
- Modifying other financial statement reporting requirements and disclosures intended to increase the usefulness of nonprofit financial statements

In addition, ASU 2016-14 removes the requirement that not-for-profit entities that chose to prepare the statement of cash flows using the direct method must also present a reconciliation (the indirect method).

4. Contributions

Contributions, including unconditional promises to give, are recorded as received. All contributions are available for unrestricted use unless specifically restricted by the donor.

Conditional promises to give are recognized when the conditions on which they depend are substantially met. Unconditional promises to give, due in the current year, are recorded at their net realizable value. Unconditional promises to give, due in subsequent years, are reported at the present value of their net realizable value, using risk-free interest rates applicable to the years in which the promises are to be received. Contributions with donor-imposed restrictions that are met in the same accounting period are recorded as unrestricted support and revenue.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2019

NOTE A - DESCRIPTION OF THE ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

5. Investments

Investments held by the Organization include a money market mutual fund and are reported at fair value in the Statement of Financial Position. Investment income or loss (including gains or losses on investments, interest and dividends) is included in the Statement of Activities as increases or decreases in net assets without donor restriction unless the income or loss is restricted by donor or law.

6. Donated Materials and Services

Donations of materials are recorded as support at their estimated fair value at the date of donation. Donations of services are recorded as support at their estimated fair value if the services create or enhance non-financial assets, or the services require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not donated.

A number of volunteers have donated their time to the Organization to assist them in their mission. The value of this contributed time is not reflected in these financial statements since these services do not meet the requirements for recognition.

7. Grant Revenue

Revenue from state and local grants is recorded as public support grants based upon the terms of the grantor, which generally provide that revenue is earned when the allowable costs of the specific grant provisions have been incurred. Such revenue is subject to audit by the grantor and, if the examination results in a deficiency of allowable expenses, the Organization may be required to refund any deficiencies. Management is of the opinion that none of the amounts recognized as revenue would be disallowed.

8. Accounts Receivable

The Organization provides for accounts receivable at estimated net realizable value. Accordingly, as of June 30, 2019, no allowances for doubtful accounts are deemed necessary.

9. Beneficial Interest in Assets Held by Others

The Organization has transferred assets to a community foundation which holds assets for its benefit. When a nonprofit transfers assets to a charitable trust or community foundation in which the resource provider names itself as beneficiary, the economic benefit of the transferred asset remains with the resource provider. The asset received in exchange is a beneficial interest in assets held by others, measured at fair value of the asset contributed. Changes in the value are recognized in the Statement of Activities and Changes in Net Assets as "change in beneficial interest in assets held by others."

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2019

NOTE A - DESCRIPTION OF THE ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

10. Equipment and Leasehold Improvements

Equipment and leasehold improvements are recorded at cost. The Organization capitalizes all expenditures for equipment and leasehold improvements in excess of \$500.

11. Depreciation

Depreciation is provided for in amounts sufficient to relate the cost of depreciable assets to operations over their estimated service lives by the straight-line method. Estimated service lives for the Organization's equipment and leasehold improvements is five years.

12. Deferred Revenue

Program fees received are recorded as revenue in the period in which the program services are provided.

13. Functional Allocation of Expenses

The statement of functional expenses present expenses by function and natural classification. Expenses directly attributable to a specific functional area of the Organization are reported as expenses of those functional areas. Expenses that benefit multiple functional areas have been allocated across programs, general and administrative, and fundraising expenses based on the proportion of employee time involved. These expenses include salaries, payroll taxes and benefits, occupancy, utilities, telephone, insurance, and equipment costs.

14. Use of Estimates

The preparation of 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 and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates.

15. Concentrations of Credit Risk

Financial instruments that potentially subject the Organization to concentrations of credit risk consist principally of cash and cash equivalents. The Organization manages its risk with cash and cash equivalents through the use of high credit worthy financial institutions. All cash accounts are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. Approximately \$252,000 was uninsured at June 30, 2019.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2019

NOTE A - DESCRIPTION OF THE ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

16. Presentation

The financial statements include certain prior year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended June 30, 2018, from which the summarized information was derived.

NOTE B - LIQUIDITY

The Organization has \$825,831 of financial asses available within one year of the date of the statement of financial position. This consists of \$677,331 of cash, \$102,081 of short-term investments, \$34,426 of accounts receivable, and a \$11,993 beneficial interest in assets held by others. The beneficial interest in assets held by others is subject to donor restrictions that make them unavailable for general expenditures within one year of the balance sheet date. Additionally, \$20,000 of cash contributions are subject to time restrictions that make them unavailable for general expenditures until time restrictions are met. The Organization maintains a policy of structuring its financial assets to be available as its general expenditures, liabilities, and other obligations come due. In addition, the Organization invests cash in excess of weekly requirements in short term Money Market accounts with a financial institution. To help manage unanticipated liquidity needs, the Organization has a committed line of credit of \$90,000, which it could draw upon.

NOTE C - INCOME TAX STATUS

The Organization has been granted an exemption from federal income tax under Section 501 (c)(3) of the Internal Revenue Code and from Florida income tax under Chapter 220 of the Florida Statutes. Accordingly, no provision for income taxes has been included in the accompanying financial statements. The Internal Revenue Code provides for taxation of unrelated business income under certain circumstances.

Management is not aware of any activities that would jeopardize the Organization's tax exempt status. The Organization is not aware of any tax positions it has taken that are subject to a significant degree of uncertainty. Tax years after June 30, 2015 remain subject to examination by taxing authorities.

NOTE D - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board *Accounting Standards Codification* 820 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.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2019

NOTE D - FAIR VALUE MEASUREMENTS - Continued

The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement), a middle priority to quoted prices for similar assets or liabilities (level 2 measurements), and the lowest priority to unobservable inputs (level 3 measurements).

An 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.

Following is a description of the valuation methodologies used for significant assets measured at fair value at June 30, 2019:

Beneficial interest in assets held by others: Consists of funds held by a community foundation. The beneficial interest is not actively traded and significant other observable inputs are not available. Thus, the fair value is equal to the value reported by the trustee.

Money Market Mutual Fund: Consist of mutual fund investing in U.S. Government Securities. Valued at the closing quoted price reported in the active market using market pricing and other observable inputs.

The methods described above may produce a fair value calculation that may not be indicative of the net realizable value or reflective of future fair values. Furthermore, while the Organization believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. The following table presents financial assets measured at fair value on a recurring basis as of June 30, 2019:

	F	air Value	 Level 1 Inputs	evel 2 puts	Level 3 Inputs
Beneficial interest in assets held by others Money Market Mutual Fund	\$	11,993 102,081	\$ - 102,081	\$ -	\$ 11,993
	\$	114,074	\$ 102,081	\$ -	\$ 11,993

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2019

NOTE D - FAIR VALUE MEASUREMENTS - Continued

The following illustrates a roll forward for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (level 3) for the year ended June 30, 2019:

Assets		
Beneficial interest in assets held by others		
at June 30, 2018	\$	11,614
Dividends and interest		228
Realized and unrealized gain on investments		269
Investment expenses		(118)
Beneficial interest in assets held by others	<u></u>	
at June 30, 2019	\$	11,993

NOTE E - EQUIPMENT AND LEASEHOLD IMPROVEMENTS

Equipment and leasehold improvements and related accumulated depreciation consisted of the following at June 30, 2019:

Office and computer equipment	\$ 123,867
Leasehold improvements	10,335
	134,202
Less accumulated depreciation	107,199
	\$ 27,003

NOTE F - COMMITMENTS AND CONTINGENCIES

1. Operating Leases

The Organization conducts its operations in a leased facility. The lease is classified as an operating lease. Approximate future minimum payments under the operating lease agreement are as follows:

2023	56,600
— 	56,600
2022	
2022	65,700
2021	63,200
2020 \$	60,700
Year ending June 30.	

Rent expense for the year ended June 30, 2019 was approximately \$59,000.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2019

NOTE F - COMMITMENTS AND CONTINGENCIES - Continued

2. Line of Credit

The Organization has a \$90,000 unsecured revolving line of credit with a financial institution with variable interest at the prime rate plus 1%, due upon demand. The interest rate at June 30, 2019 was 6.5%. The note is renewed at the lender's discretion. There was no amount outstanding at June 30, 2019.

3. 401(k) Plan

The Organization established a 401(k) Retirement Plan (the "Plan") effective January 1, 2015. The Plan covers substantially all employees over the age of 21 and with a minimum service of three months. The Organization adopted a matching policy during the year ended June 30, 2016. The Organization will make non-discretionary matching contributions of 50% of the first 4% of the employee's contributions, not to exceed 2% of the employee's eligible compensation. The annual expense incurred was approximately \$500 for the year ended June 30, 2019.

NOTE G - SPECIAL EVENTS

The Organization holds one primary special event each year in order to raise funds for its mission, which consists of the following at June 30,:

	2019		2018		
Gross receipts Less contributions Less direct expenses	\$	344,265 (226,205) (91,917)	\$	217,989 (151,002) (40,311)	
	\$	26,143	\$	26,676	

NOTE H - NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions are net assets subject to donor-imposed stipulations that may be fulfilled by actions of the Organization to meet the stipulations, that may become undesignated by the passage of time, or that require net assets to be permanently maintained, thereby restricting the use of principal.

Permanent restrictions are restricted to investment in perpetuity, any gain or loss from which is expendable to support net assets without donor restrictions. Permanent restrictions consist of an Endowment Fund with a balance of \$11,993 at June 30, 2019.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2019

NOTE I - ENDOWMENT NET ASSETS

Interpretation of Relevant Law

In accordance with FASB ASC 958-205-50 "Endowments of Not-for-Profit Organizations: Net Asset Classification of Funds Subject to an Enacted Version of the Uniform Prudent Management of Institutional Funds Act, and Enhanced Disclosures of All Endowment Funds," the Organization has established a permanently restricted endowment fund. This fund is invested in accordance with the investment policy of the Organization.

In July 2011, the State of Florida adopted the Florida Uniform Prudent Management of Institutional Funds Act ("FUPMIFA"). The Organization has interpreted the FUPMIFA as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulation to the contrary. As a result of this interpretation, Frameworks of Tampa Bay, Inc. classifies assets transferred to the permanent endowment as net assets with donor restrictions. The restricted balance at June 30, 2019 represents the original investment plus any investment gains related to the endowments.

Changes in the endowment's net assets are as follows for the year ended June 30, 2019:

	Without Donor Restrictions	With Donor Restrictions	Total
Endowment net assets at June 30, 2018 Dividends and interest Realized and unrealized gain on investments Investment expenses	\$ - - - -	\$ 11,614 228 269 (118)	\$ 11,614 228 269 (118)
Endowment net assets at June 30, 2019	\$ -	\$ 11,993	\$ 11,993

NOTE J - ECONOMIC DEPENDENCY

The Organization receives a substantial amount of its funding (approximately 60% during the year ended June 30, 2019) from one private foundation.

NOTE K - SUBSEQUENT EVENTS

The Organization has evaluated events and transactions occurring subsequent to June 30, 2019 as of November 20, 2019 which is the date the financial statements were available to be issued.