Financial Statements and Report of Independent Auditors

June 30, 2020 and 2019

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INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees of Boys & Girls Clubs of Oklahoma County, Inc.

We have audited the accompanying financial statements of Boys & Girls Clubs of Oklahoma County, Inc. (a nonprofit organization), which comprise the statements of financial position as of June 30, 2020 and 2019, and the related statements of activities, functional expenses, 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.

Auditor's 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 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 Boys & Girls Clubs of Oklahoma County, Inc. as of June 30, 2020 and 2019, 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.

Russell + Williams CA's, P.C.

Russell & Williams CPA's, P.C. Oklahoma City, Oklahoma April 6, 2021

Boys & Girls Clubs of Oklahoma County, Inc. Statement of Financial Position June 30, 2020 and 2019

	2020			2019		
Assets						
Cash and Cash Equivalents	\$	3,876,119	\$	4,237,889		
Grants Receivable		78,344		93,506		
Accounts Receivable		119,486		258,665		
Pledges Receivable, Net		1,124,923		1,739,266		
Beneficial Interest in Assets Held by Others		559,762		266,973		
Prepaid Expenses		36,330		19,884		
Other Assets		28,339		23,186		
Property and Equipment, Net		4,619,332		4,497,449		
Total Assets	\$	10,442,635	\$	11,136,818		
Liabilities and Net Assets						
Liabilities						
Accounts Payable	\$	44,990	\$	59,742		
Accrued Liabilities		386		3,737		
Accrued Compensated Absences		39,013		36,143		
PPP Loan		389,300		-		
Total Liabilities		473,689		99,622		
Net Assets						
Without Donor Restrictions						
Board Designated		3,752,738		5,244,566		
General Use		686,805		721,076		
Invested in Property & Equipment (Net of Debt)		4,619,332		4,497,449		
Total Without Donor Restrictions		9,058,875		10,463,091		
With Donor Restrictions		910,071		574,105		
Total Net Assets		9,968,946		11,037,196		
Total Liabilities and Net Assets	\$	10,442,635	\$	11,136,818		

Boys & Girls Clubs of Oklahoma County, Inc. Statement of Activities For the Years Ending June 30, 2020 and 2019

	2020				2019					
	Wit	hout Donor	W	ith Donor		Without Donor Restrictions		With Donor Restrictions		
	R	estricitons	Re	strictions	Total					Total
Revenues, Gains and Other Support										
Grants and Contributions	\$	815,107	\$	483,347	\$ 1,298,454	\$	1,977,950	\$	231,671	\$ 2,209,621
Government Grants		375,481		-	375,481		295,538		-	295,538
Program Service Fees		32,779		-	32,779		55,827		_	55,827
Special Events (Net of Donor Benefits of \$65,245 and \$82,214, respectively)		325,445		-	325,445		463,138		-	463,138
In-Kind Contributions		-		-	-		102		-	102
Other Income		3,756		-	3,756		3,191		-	3,191
Investment Income		55,905		9,683	65,588		79,689		4,886	84,575
Net Unrealized Gains (Losses)		(46)		-	(46)		1,542		-	1,542
Net Assets Released from Restrictions		157,064		(157,064)	-		257,968		(257,968)	-
Total Revenues, Gains and Other Support		1,765,491		335,966	2,101,457		3,134,945		(21,411)	3,113,534
Expenditures										
Program Expenses		2,753,420		-	2,753,420		2,376,358		-	2,376,358
Management and General		215,932		-	215,932		198,877		-	198,877
Fundraising		200,355		-	200,355		189,594		-	189,594
Total Expenditures		3,169,707		-	3,169,707		2,764,829		-	2,764,829
Change in Net Assets		(1,404,216)		335,966	(1,068,250)		370,116		(21,411)	348,705
Beginning Net Assets		10,463,091		574,105	11,037,196		10,092,975		595,516	10,688,491
Ending Net Assets	\$	9,058,875	\$	910,071	\$ 9,968,946	\$	10,463,091	\$	574,105	\$11,037,196

Boys & Girls Clubs of Oklahoma County, Inc. Statement of Cash Flows For the Years Ended June 30, 2020 and 2019

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income (Loss)	\$ (1,068,247)	\$ 348,716
Adjustments to reconcile Net Income (Loss) to net		
Cash Provided by (used in) operating activities:		
Depreciation and Amortization	222,940	159,233
Unrealized Beneficial Interest Activity	(292,790)	(4,886)
Decrease (Increase) in Operating Assets		
Receivables	768,683	625,904
Others Assets	(5,155)	(8,151)
Prepaid Insurance	(16,446)	(1,368)
(Decrease) Increase in Operating Liabilities		
Accounts Payable	(14,752)	33,798
Accrued Liabilities	(3,350)	(5,319)
Accrued Compensated Absences	2,870	16,167
Total Adjustments	662,000	815,378
Net Cash Provided By (Used in) Operating Activities	(406,247)	1,164,094
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(344,823)	(1,425,987)
Net Cash Provided By (Used In) Investing Activities	(344,823)	(1,425,987)
CASH FLOWS FROM FINANCING ACTIVITIES		
Loan Proceeds	389,300	-
Net Cash Provided By (Used In) Financing Activities	389,300	-
NET INCREASE (DECREASE) IN CASH		
AND CASH EQUIVALENTS	(361,770)	(261,893)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	 4,237,889	4,499,782
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 3,876,119	\$ 4,237,889

Boys & Girls Clubs of Oklahoma County, Inc. Statement of Functional Expense For the Years Ending June 30, 2020 and 2019

2020 2019 Management Management & General **Fundraising Total Program** & General **Fundraising Total Program** Salaries & Wages 1,667,458 85,807 \$ 106,472 \$ 1,859,737 1,389,821 93,411 116,941 1,600,173 \$ \$ \$ \$ \$ **Employee Benefits** 120,221 8,518 12,593 141,332 148,607 12,230 12,475 173,312 Payroll Taxes 124,877 9,189 8,892 142,958 113,688 3,243 9,001 125,932 1,912,556 103,514 127,957 2,144,027 108,884 138,417 1,899,417 **Total Personnel Costs** 1,652,116 Depreciation 215,260 3,840 3,840 222,940 155,873 3,360 159,233 48 1,580 21,125 6,886 869 9,253 19,497 1,498 Dues 110,200 3,663 1,979 115,842 88,334 2,517 844 91,695 Insurance 9,829 1,404 6,205 17,438 8,097 691 13,223 Information Technology 4,435 103,501 11,152 10,689 125,342 81,532 13,212 13,915 108,659 Occupancy **Organized Activities** 1,288 189,826 995 201,848 187,478 1,060 201,362 (509)108,739 1,885 62,127 76,844 Office & Supplies 16,928 127,552 10,052 4,665 287 Printing & Postage 6,266 1,823 1,486 9,575 1,284 6,167 7,738 **Professional Fees** 9,421 38,090 98,704 63,050 35,669 108,140 51,366 9,248 Repairs & Maintenance 38,067 1,100 39,167 39,408 39,416 8 Seminars & Conferences 6,586 8,929 237 15,752 10,595 8,066 152 18,813 Other Fundraising Activitie 2,245 135 6,440 8,820 9,258 9,332 74 Travel & Related Expenses 386 386 Vehicle Expense 23,775 23,775 30,654 30,654 215,932 200,355 2,376,358 **Total Expenses** 2,753,420 \$ \$ \$ 3,169,707 \$ 198,877 \$ 189,594 \$ 2,764,829 \$

BOYS & GIRLS Clubs OF OKLAHOMA COUNTY, INC. NOTES TO FINANCIAL STATEMENTS JUNE 30, 2020 AND 2019

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION

Boys & Girls Clubs of Oklahoma County, Inc. (the Clubs) is a non-profit, community-based organization devoted to providing the children of Oklahoma County with leadership development, cultural enrichment, sports and arts and crafts in a safe, supervised environment. The Clubs is primarily supported by individual and corporate donations and foundation grants.

BASIS OF PRESENTATION

Financial statement presentation follows the recommendation of the Financial Accounting Standards Board in its Statement of Financial Accounting Standards (ASU No. 2016-14, *Presentation of Financial Statements of Not-for-Profit Organizations*. Under FASB ASU No. 2016-14, the Network is required to report information regarding its financial position and activities according to two classes of net assets; without donor restrictions and with donor restrictions. As of June 30, 2020, the Organization had net assets with and without donor restrictions.

ESTIMATES

The preparation of financial statements in conformity with USGAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure to contingent assets and liabilities at the date of the financial statement. Actual results could differ from those estimates. It is at least reasonably possible that the significant estimates used will change within the next year.

The Clubs has estimated an allowance for uncollectible in the amount of \$310,042.

CASH AND CASH EQUIVALENTS

The Clubs considers highly liquid investments with original maturities of three months or less to be cash equivalents.

INVESTMENTS

The Clubs reports investments, if any, in equity securities with readily determinable market values and all investments in debt securities at fair value with gains and losses included in the statement of activities.

FAIR VALUE MEASUREMENTS

Accounting Standards Codification (ASC) Topic 820 requires the Clubs to disclose estimated fair values for all financial instruments and establishes a fair value hierarchy for inputs used in measuring fair value. The fair value hierarchy distinguishes between market participant assumptions

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2020 AND 2019

based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Level 1 or 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

Financial instruments in the statement of financial position have included investments and beneficial interests. Investments, if held, would consist of debt and equity securities, would be considered Level 1 assets and would be reported at fair value based on quoted prices in active markets for identical assets at the measurement date. The beneficial interest in assets held by others is considered a Level 2 asset and is reported at fair value based on the valuation provided by the fund manager.

PROPERTY AND EQUIPMENT

Purchased assets are recorded at cost, and donated assets are recorded at market value at the time of donation. Property and equipment with initial values of \$2,500 or more are capitalized and depreciated over their estimated useful lives of three to forty years on a straight-line basis.

CONTRIBUTIONS

Gifts of cash and other assets are reported as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, with donor restriction net assets are reclassified to without donor restriction net assets and reported in the statement of activities as net assets released from restrictions. Contributions may be reported as unrestricted support if a time restriction ends or a purpose restriction is accomplished within the same reporting period. The Clubs reports gifts of land, buildings and equipment as without donor restriction support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, expirations of donor restrictions are reported when the donated or acquired long-lived assets are placed in service.

Contributed materials are recorded at market value at the time of donation, and contributed services are recorded at the fair value of the services, provided they meet the following criteria:

- o Create or enhance non-financial assets: or
- Require specialized skills, are provided by individuals possessing those skills and would typically be purchased if not provided by donation.

The Clubs receives services from volunteers who give significant amounts of their time to the Club's programs and fund-raising campaigns. No amounts have been reflected for these types of donated services, as they do not meet the criteria outlined above.

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2020 AND 2019

FUNCTIONAL EXPENSES

Expenses are charged to each program based on direct expenditures incurred. Certain expenditures, which are not directly chargeable to a single function, are allocated based on applicable estimates.

INCOME TAXES

The Clubs is an exempt organization under Internal Revenue Service (IRS) Code Section 501(c)(3) and is not classified as a private foundation within the meaning of IRS Code Section 509(a). Therefore, no provision has been made in the financial statements for income taxes.

ENDOWMENT INVESTMENT AND SPENDING POLICIES

The Club's endowment consists of approximately one individual fund established for a variety of purposes. The endowment consists of both donor-restricted endowment funds and funds designated by the Board of Directors to function as endowments. Net assets associated with endowment funds, including funds designated by the Board of Directors to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

The Board of Directors of the Clubs has interpreted the Oklahoma Prudent Management of Institutional Funds Act (OKPMIFA) as requiring the preservation of the fair value of the original gift as of the date of the donor-restricted endowment fund gift, absent explicit donor instructions to the contrary. As a result of this interpretation, the Clubs classifies as net assets with donor restriction (a) the original fair value of gifts to the permanent endowment, (b) the original fair value of any subsequent gifts to the permanent endowment and (c) accumulations to the permanent endowment made in accordance with the explicit donor instructions at the time of the gift.

In accordance with OKPMIFA, the Clubs considered the following factors in making its determination to appropriate or accumulate donor-restricted endowment funds:

- The duration and preservation of the fund;
- The purposes of the Clubs and the donor-restricted endowment fund;
- General economic conditions;
- The possible effect of inflation and deflation;
- The expected total return from income and the appreciation and depreciation of investments;
- Other resources of the Clubs; and
- The investment policy of the Clubs.

RECLASSIFICATION

Certain reclassifications have been made to the prior year presentation to conform to the current year presentation.

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2020 AND 2019

NOTE 2 – OKLAHOMA CITY COMMUNITY FOUNDATION

The Clubs and other donors have contributed to funds administered by the Oklahoma City Community Foundation, Inc. (OCCF) for the benefit of the Clubs. According to OCCF policy, the principal amounts of such contributions become the legal assets of OCCF.

Financial accounting standards provide that the value of reciprocal transfer assets, that is assets transferred by the Clubs to organizations raising or holding contributions for others, such as OCCF, be recognized as assets in the financial statements of the transferor. They also provide that the value of assets contributed by others to these types of organizations for the benefit of a specified beneficiary specifically not be recognized and recorded by the beneficiary. The Club's beneficial interest in reciprocal transfer assets was \$559,762 and \$266,973 as of June 30, 2020 and 2019, respectively.

The market value of assets contributed by others to OCCF for the benefit of the Clubs and, therefore, not recorded in the financial statements was \$398,724 and \$300,878 at June 30, 2020 and 2019, respectively. Annual distributions from income are made to the Clubs based on OCCF's spending policy, which is currently five percent of the average market value over the previous twelve quarters of all assets held for the benefit of the Clubs.

NOTE 3 – INCOME TAXES

On July 1, 2009, the Clubs adopted the recognition requirements for uncertain income tax positions as required by generally accepted accounting principles with no cumulative effect adjustment required. Income tax benefits would be recognized for income tax positions taken or expected to be taken in a tax return only when it is determined that the income tax position would more-likely-than-not be sustained upon examination by taxing authorities. The Clubs has analyzed tax positions taken for filing with the Internal Revenue Service and the Oklahoma Tax Commission. The Clubs believes that income tax filing positions will be sustained upon examination and does not anticipate any adjustments that would result in a material adverse effect on the Club's financial condition, results of operations or cash flows. Accordingly, the Clubs has not recorded any reserves or related accruals for interest and penalties for uncertain income tax positions at June 30, 2020.

The Clubs is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Clubs believes it is no longer subject to income tax examinations for years prior to 2018.

NOTE 4 – CONCENTRATIONS

The Club's services are concentrated in the Oklahoma County area with its contributors almost exclusively individuals, businesses and foundations in the Central Oklahoma metropolitan area. As a result, the Club's support is highly dependent upon the general economic conditions in the area. However, the risk of near-term severe impact on the operations and mission of the Clubs due to these concentrations is limited by the diversity among entities making up the donor base.

BOYS & GIRLS Clubs OF OKLAHOMA COUNTY, INC. NOTES TO FINANCIAL STATEMENTS JUNE 30, 2020 AND 2019

The Clubs is highly dependent on its relationship with certain schools in the Oklahoma City metropolitan area and a lease with the City of Oklahoma City to help house and facilitate its numerous programs.

NOTE 5 – AVAILABILITY OF RESOURCES AND LIQUIDITY

The Organization has \$1,446,134 of financial assets available within 1 year of the balance sheet date to meet cash needs for general expenditure consisting of cash of \$1,248,304, contributions and grants receivable of \$197,830, and short-term investments of \$-0-. None of the financial assets are subject to donor or other contractual restrictions that make them unavailable for general expenditure within one year of the balance sheet date. The contributions receivable are subject to time restrictions but are expected to be collected within one year. The Organization has a goal to maintain financial assets, which consist of cash and short-term investments, on hand to meet 60 days of normal operating expenses, which are, on average, approximately \$528,285. The Organization has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. In addition, as part of its liquidity management, the Organization invests cash in excess of daily requirements in various short-term investments including, certificate of deposits and short-term treasury instruments. The Organization also has \$3,752,738 of financial assets available within 1 year of the balance sheet date to meet cash needs for projects included in the Great Futures Comprehensive Campaign. These consist of cash of \$2,627,815, pledges receivable of \$1,124,923, and short-term investments of \$-0-. These monies are to be used solely for the Comprehensive Campaign projects.

NOTE 6 – PROPERTY AND EQUIPMENT

Property and Equipment Consisted of the Following:

2020		2019
\$ 273,32	5 \$	145,183
52,92	4	52,924
464,63)	347,799
89,659	9	89,659
91,04	2	91,042
202,81	5	202,816
5,568,66	7	4,078,828
-		1,389,990
41,189	9	41,189
6,784,25	1	6,439,429
2,164,92)	1,941,980
\$ 4,619,33	2 \$	4,497,449
	\$ 273,325 52,924 464,630 89,655 91,042 202,816 5,568,666 - 41,189 6,784,25 2,164,920	

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2020 AND 2019

NOTE 7 - ENDOWMENT

Net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions. The Clubs holds a donor-restricted and board-designated endowment fund that is further described in Note 2 above.

Changes in Endowment Included:

	 2020	2019		
Endowment Net Assets, Beginning of Year	\$ 266,972	\$	262,086	
Investment Return (Loss)	12,560		17,907	
Contributions	300,000		-	
Appropriated for Expenditure	 (19,770)		(13,021)	
Endowment Net Assets, End of Year	\$ 559,762	\$	266,972	

By placing their endowment funds with the Oklahoma City Community Foundation, the Clubs hopes to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. This method of investing endowment assets is intended, over the long-term to:

- Enhance the total value of the endowment through appreciation and additions and/or the reinvestment of earnings in excess of spending appropriations;
- Preserve capital and avoid the risk of large loss

NOTE 8 – RETIREMENT PLAN

All part-time and full-time employees who work 1,000 hours or more a year are eligible to participate in the retirement plan after one year of employment. The Clubs makes contributions to the plan equal to 5% of employee compensation. During the year ended June 30, 2020 and 2019, the Clubs contributions to the plan totaled \$52,107 and \$43,585, respectively.

NOTE 9 – LEASES

The Clubs leases office space under a lease which expires November 30, 2020. Rent expense incurred under this lease in 2020 and 2019, was \$22,687 and \$23,331, and is allocated to various categories in the accompanying statement of functional expenses. Future minimum lease payments are due as follows:

Year Ending June 30: 2021 \$ 9,453

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2020 AND 2019

NOTE 10 – COMPREHENSIVE CAMPAIGN

In order to ensure the continued growth, impact, and sustainability of the Boys & Girls Clubs of Oklahoma County, a \$7.8MM Great Futures Comprehensive Campaign was begun during FY17. The campaign will support enhanced efforts through FY2022 that will allow us to reach more kids, more often, and with a deeper impact. Funds will go toward three general areas:

- 1) Capital and Infrastructure Includes the construction of a new 6,000+ s.f. Teen Center, parking lot and safety improvements, and technology enhancements. This will allow us to increase our enrollment by about 500 teens.
- 2) Program Enhancements Allows us to offer new and stronger programs that support key youth and teen outcomes. It includes enhanced STEAM (Science, Technology, Engineering, Arts, and Math) programming, career and college prep, and increased staff capacity and training.
- 3) Capacity & Sustainability Ensures the sustainable operations, resources, and stability for our existing school sites, and allows us to open an additional Clubs site. It also allows for a modest increase in professional and administrative capacity in line with organizational growth.

Positive results from the Great Futures Campaign fundraising efforts can be seen in the financials with the increase in cash, receivables, pledges, and revenues. Cash received under the Great Futures Campaign is set aside by the Board and is held outside the operating account. This is reflected in the Statement of Position as Net Assets Without Donor Restrictions-Board Designated. These funds will be released in accordance with the Board-approved campaign budget, objectives, and timelines, and are monitored on a regular basis by the Board's Finance Committee. As of June 30, 2020, campaign activity consisted of the following:

Total Pledged	\$ 8,003,070		
Expended:		Cash	\$ 2,627,815
Capital & Infrastructure	(1,792,022)	Pledge Receivables	1,124,923
Program Enhancements	(919,722)		\$ 3,752,738
Capacity & Sustainability	(1,538,588)		
Remaining To Be Expended	\$ 3,752,738		

NOTE 11 – SBA Paycheck Protection Loan

On April 10, 2020, the Organization received loan proceeds in the amount of approximately \$389,300 under the Paycheck Protection Program ("PPP"). The PPP, established as part of the Coronavirus Aid, Relief and Economic Security Act ("CARES Act"), provides for loans to qualifying businesses for amounts up to 2.5 times of the average monthly payroll expenses of the qualifying business. The loans and accrued interest are forgivable after twenty-four weeks as long as the borrower uses the loan proceeds for eligible purposes, including payroll, benefits, rent and utilities, and maintains its payroll

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2020 AND 2019

levels. The amount of loan forgiveness will be reduced if the borrower terminates employees or reduces salaries during the twenty-four week period. As of July 31, 2020, the Organization had used all of the proceeds for payroll and payroll related benefits but had not applied for the loan forgiveness. The Organization fully anticipates the loan to be forgiven in full. In the event the PPP loan is not forgiven the Organization will have five years at an interest rate of 1% to payback the loan.

NOTE 12 – SUBSEQUENT EVENTS

Subsequent events have been evaluated through April 6, 2021, which is the date the financial statements were available to be issued.