



CITY YEAR, INC.

Financial Statements

June 30, 2018 and 2017

(With Independent Auditors' Report Thereon)



KPMG LLP
Two Financial Center
60 South Street
Boston, MA 02111

Independent Auditors' Report

The Board of Trustees
City Year, Inc.:

Report on the Financial Statements

We have audited the accompanying financial statements of City Year, Inc. (City Year), which comprise the statements of financial position as of June 30, 2018 and 2017, 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 U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the 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 City Year as of June 30, 2018 and 2017, and the changes in its net assets and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

KPMG LLP

Boston, Massachusetts
November 2, 2018

CITY YEAR, INC.

Statements of Financial Position

June 30, 2018 and 2017

Assets	<u>2018</u>	<u>2017</u>
Cash and equivalents:		
Unrestricted	\$ 21,825,953	20,836,417
Restricted for future periods	<u>11,453,951</u>	<u>9,507,837</u>
Total cash and equivalents	33,279,904	30,344,254
Government grants receivable, net	14,013,709	10,601,666
Contributions receivable, net (note 9)	5,076,085	6,838,232
Other assets (note 15)	2,373,462	2,081,007
Investments, at fair value (note 7)	15,302,883	14,105,400
Property and equipment, net (note 10)	<u>16,180,046</u>	<u>17,225,302</u>
Total assets	<u><u>\$ 86,226,089</u></u>	<u><u>81,195,861</u></u>
Liabilities and Net Assets		
Liabilities:		
Accounts payable and accrued expenses	\$ 3,350,332	2,484,985
Accrued payroll and related expenses	5,032,857	5,060,013
Interest rate swaps (note 14)	269,473	444,544
Bonds payable (note 14)	<u>6,900,000</u>	<u>7,125,000</u>
Total liabilities	<u>15,552,662</u>	<u>15,114,542</u>
Commitments and contingencies (notes 11, 12, and 14)		
Net assets:		
Unrestricted	45,478,390	42,045,263
Temporarily restricted (note 3)	18,923,013	17,854,403
Permanently restricted (note 4)	<u>6,272,024</u>	<u>6,181,653</u>
Total net assets	<u>70,673,427</u>	<u>66,081,319</u>
Total liabilities and net assets	<u><u>\$ 86,226,089</u></u>	<u><u>81,195,861</u></u>

See accompanying notes to financial statements.

CITY YEAR, INC.

Statements of Activities

Years ended June 30, 2018 and 2017

	2018	2017
Changes in unrestricted net assets:		
Operations:		
Revenues and other support:		
Contributions and private grants (note 6)	\$ 73,970,132	71,605,526
Federal grants – Corporation for National and Community Service (note 11)	38,135,163	37,452,206
School District and other government grants	36,464,295	34,764,960
Investment return utilized for operations (note 7)	560,136	541,328
Other income	243,905	209,050
Board designated surplus funds authorized for operations	1,578,027	1,340,000
Net assets released from restrictions (note 5)	11,365,281	9,411,879
Total operating revenues and other support	162,316,939	155,324,949
Expenses (note 6):		
Program services	126,536,298	120,102,565
Supporting services:		
Organizational support	14,667,815	14,351,324
Fundraising	16,276,743	16,508,516
Total expenses	157,480,856	150,962,405
Change in unrestricted net assets from operations	4,836,083	4,362,544
Nonoperating transactions:		
Board designated surplus funds authorized for operations	(1,578,027)	(1,340,000)
Investment return above that utilized for operations (note 7)	—	46,004
Unrealized net gains on changes in fair value of interest-rate swaps (note 14)	175,071	318,193
Change in unrestricted net assets from nonoperating transactions	(1,402,956)	(975,803)
Change in unrestricted net assets	3,433,127	3,386,741
Changes in temporarily restricted net assets:		
Contributions	11,986,915	8,157,424
Return on endowments not utilized (note 7)	446,976	898,646
Net assets released from restrictions (note 5)	(11,365,281)	(9,411,879)
Change in temporarily restricted net assets	1,068,610	(355,809)
Changes in permanently restricted net assets:		
Contributions	90,371	100,000
Change in permanently restricted net assets	90,371	100,000
Change in net assets	4,592,108	3,130,932
Net assets, beginning of year	66,081,319	62,950,387
Net assets, end of year	\$ 70,673,427	66,081,319

See accompanying notes to financial statements.

CITY YEAR, INC.

Statement of Functional Expenses

Year ended June 30, 2018

	<u>Program services</u>	<u>Organizational support</u>	<u>Fundraising</u>	<u>Total</u>
Personnel expenses:				
Staff salaries	\$ 48,235,685	7,171,090	9,583,725	64,990,500
Corp member stipends	39,800,197	—	—	39,800,197
Payroll taxes and employee benefits	<u>15,021,760</u>	<u>1,067,711</u>	<u>1,883,978</u>	<u>17,973,449</u>
	<u>103,057,642</u>	<u>8,238,801</u>	<u>11,467,703</u>	<u>122,764,146</u>
Other expenses:				
Consulting and professional services	3,375,838	1,738,219	610,115	5,724,172
Transportation, travel, and lodging	4,412,651	334,227	448,751	5,195,629
Conferences and training seminars	245,012	20,799	49,137	314,948
Advertising and recruiting	1,033,247	216,937	65,631	1,315,815
Materials and supplies	4,845,522	165,650	1,280,574	6,291,746
Information technology	943,775	1,595,185	41,442	2,580,402
Telecommunications	952,208	471,021	21,501	1,444,730
Dues and fees	349,862	193,908	270,885	814,655
Occupancy and insurance	5,328,695	477,257	16,324	5,822,276
Event venue expense	1,166,905	1,364	1,913,270	3,081,539
Interest	113,886	156,729	11,797	282,412
Depreciation and amortization	<u>711,055</u>	<u>1,057,718</u>	<u>79,613</u>	<u>1,848,386</u>
	<u>23,478,656</u>	<u>6,429,014</u>	<u>4,809,040</u>	<u>34,716,710</u>
Total expenses	\$ <u><u>126,536,298</u></u>	<u><u>14,667,815</u></u>	<u><u>16,276,743</u></u>	<u><u>157,480,856</u></u>

See accompanying notes to financial statements.

CITY YEAR, INC.

Statement of Functional Expenses

Year ended June 30, 2017

	<u>Program services</u>	<u>Organizational support</u>	<u>Fundraising</u>	<u>Total</u>
Personnel expenses:				
Staff salaries	\$ 43,816,396	6,940,302	9,832,671	60,589,369
Corp member stipends	38,929,662	—	—	38,929,662
Payroll taxes and employee benefits	<u>13,678,119</u>	<u>1,042,826</u>	<u>1,913,212</u>	<u>16,634,157</u>
	<u>96,424,177</u>	<u>7,983,128</u>	<u>11,745,883</u>	<u>116,153,188</u>
Other expenses:				
Consulting and professional services	3,290,417	1,055,007	801,670	5,147,094
Transportation, travel, and lodging	5,017,688	312,134	320,349	5,650,171
Conferences and training seminars	356,630	24,531	50,644	431,805
Advertising and recruiting	753,788	78,051	101,384	933,223
Materials and supplies	4,655,795	166,957	1,227,756	6,050,508
Information technology	965,404	1,741,464	30,913	2,737,781
Telecommunications	1,108,210	751,566	26,235	1,886,011
Dues and fees	359,618	176,939	173,787	710,344
Occupancy and insurance	5,008,657	495,411	52,698	5,556,766
Event venue expense	1,387,751	21,890	1,860,963	3,270,604
Interest	119,889	164,466	12,380	296,735
Depreciation and amortization	<u>654,541</u>	<u>1,379,780</u>	<u>103,854</u>	<u>2,138,175</u>
	<u>23,678,388</u>	<u>6,368,196</u>	<u>4,762,633</u>	<u>34,809,217</u>
Total expenses	\$ <u><u>120,102,565</u></u>	<u><u>14,351,324</u></u>	<u><u>16,508,516</u></u>	<u><u>150,962,405</u></u>

See accompanying notes to financial statements.

CITY YEAR, INC.

Statements of Cash Flows

Years ended June 30, 2018 and 2017

	2018	2017
Cash flows from operating activities:		
Change in net assets	\$ 4,592,108	3,130,932
Adjustments to reconcile increase in net assets to net cash provided by operating activities:		
Depreciation and amortization	1,848,386	2,138,175
Realized and unrealized net gains on investments	(1,007,112)	(1,485,978)
Changes in fair value of interest-rate swaps	(175,071)	(318,193)
Contributions restricted for long-term investment	(90,371)	(100,000)
Changes in operating assets and liabilities:		
Government grants receivable, net	(3,412,043)	(1,253,503)
Contributions receivable, net	1,762,147	866,938
Other assets	(292,455)	149,098
Accounts payable and accrued expenses	865,347	(658,028)
Accrued payroll and related expenses	(27,156)	1,110,945
Net cash provided by operating activities	4,063,780	3,580,386
Cash flows from investing activities:		
Purchases of investments	(190,371)	(200,000)
Purchases of equipment	(803,130)	(636,372)
Net cash used in investing activities	(993,501)	(836,372)
Cash flows from financing activities:		
Repayments of bond payable	(225,000)	(260,000)
Contributions restricted for long-term investment	90,371	100,000
Net cash used in financing activities	(134,629)	(160,000)
Net increase in cash and equivalents	2,935,650	2,584,014
Cash and equivalents, beginning of year	30,344,254	27,760,240
Cash and equivalents, end of year	\$ 33,279,904	30,344,254
Supplemental data:		
Cash paid for interest	\$ 287,895	297,479

See accompanying notes to financial statements.

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Notes to Financial Statements

June 30, 2018 and 2017

(1) Organization Background and History

City Year Inc. (the Organization or City Year) was founded in Boston, Massachusetts in 1988 and now operates in twenty-eight locations across the United States, including Columbia, SC, Providence, RI, Chicago, IL, Columbus, OH, San Jose, CA, San Antonio, TX, Cleveland, OH, Philadelphia, PA, Seattle, WA, Detroit, MI, Washington, DC, Manchester, NH, New York City, NY, Little Rock, AR, Baton Rouge, LA, New Orleans, LA, Los Angeles, CA, Miami, FL, Milwaukee, WI, Denver, CO, Orlando, FL, Sacramento, CA, Jacksonville, FL, Tulsa, OK, Dallas, TX, Kansas City, MO and Memphis, TN. In 2005, City Year established its first international program, City Year South Africa Citizen Service Organization, in Johannesburg, South Africa and in 2009, City Year collaborated with an organization in the UK to establish a second international City Year program with operations in London, Manchester, and Birmingham.

City Year's vision is that one day the most commonly asked question of a young person will be, "Where are you going to do your service year?" City Year supports this vision in three primary ways:

- (a) The City Year youth service corps annually unites young people age 17 – 24 for a year of full-time community service and leadership development at locations across the country. As tutors, mentors and role models, they help students and schools succeed, and embody the power of national service to address pressing domestic issues.
- (b) City Year seeks to inspire citizen service with high-impact community events that engage people and institutions through major physical service projects – such as renovating schools, refurbishing playgrounds and painting over graffiti with murals.
- (c) City Year promotes citizen service and builds awareness of and support for increasing service opportunities by engaging policy makers and convening service organizations.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (GAAP).

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

Unrestricted net assets – Net assets not subject to donor-imposed stipulations.

Temporarily restricted net assets – Net assets subject to donor-imposed stipulations that may or will be met either by actions of the Organization and/or the passage of time.

Permanently restricted net assets – Net assets subject to donor-imposed stipulations that they be maintained in perpetuity and represents the historic value of donor-restricted endowments funds.

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Revenues are reported as increases in unrestricted net assets unless use of the related assets is limited by donor-imposed restrictions, including time restrictions. Expenses are reported as decreases in unrestricted net assets. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor stipulations or law. Expirations of temporary restrictions on net assets are reported as reclassifications between the applicable classes of net assets.

Expirations of temporary restrictions occur when donor-imposed stipulated purposes have been accomplished and/or the stipulated time period has elapsed. If an expense is incurred for a purpose for which both unrestricted and temporarily restricted net assets are available, a donor-imposed restriction is fulfilled to the extent of the expense incurred unless the expense is incurred for a purpose that is directly attributable to another specific external source of revenue.

Contributions, including unconditional promises to give, are recognized as revenues in the period received. Contributions and earnings subject to donor-imposed stipulations that are met in the same reporting period are reported as unrestricted revenue. Promises from donors that are scheduled to be received after the statement of financial position date are shown as increases in unrestricted net assets or temporarily restricted net assets. Temporarily restricted net assets are reclassified to unrestricted net assets when the purpose or time restrictions are met. Promises from donors subject to stipulations that the original gift be maintained permanently are shown as increases in permanently restricted net assets. Conditional promises are not recognized until they become unconditional; that is, when the conditions on which they depend are substantially met. Contributions of assets other than cash are recorded at their estimated fair value. Contributions to be received after one year are discounted at the appropriate rate commensurate with the risks and duration involved. Amortization of the discount is recorded as additional contribution revenue in accordance with the donor-imposed restrictions, if any.

Dividends, interest, and net unrealized gains (losses) on long-term investments are reported as follows:

- increases in permanently restricted net assets if the terms of the contributions required these to be added to principal;
- increases (decreases) in temporarily restricted net assets if the terms of the contributions impose restrictions on the use of the income and gains; or
- increases (decreases) in unrestricted net assets in all other cases.

(b) Operating and Nonoperating Activities

The statements of activities report all changes in net assets, including changes in unrestricted net assets from operating and nonoperating transactions. Operating revenues consist of those items attributable to City Year's ongoing service efforts. Unrestricted contributions are reported as operating revenues. City Year's spending rule allows for the expenditure of up to 4.5% of the average investment balance of certain qualifying investments for the trailing eight quarters, starting with March 31st of the prior fiscal year, to fund operations. Board-designated surplus funds appropriated for spending by the Board of Trustees are also presented as operating revenue. The amount of board-designated surplus available for appropriations is defined as total unrestricted net assets in excess of 10% budgeted expenses for the upcoming fiscal year, less property and equipment net of related debt. For the years ended June 30, 2018 and 2017, City Year authorized \$1,578,027 and \$1,340,000, respectively, for

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Notes to Financial Statements

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operations. The balance of board designated surplus available for appropriation as of June 30, 2018 and 2017 was \$24,076,077 and \$21,945,618, respectively.

Certain amounts included in operations as defined for purposes of the statements of activities differ from amounts reported as cash flows from operating activities. Investment return in excess of amounts authorized for operations, unrealized net gains or losses from changes in fair value of interest rate swaps, board-designated surplus funds appropriated for spending, and any contributions received for nonoperating purposes are reported as nonoperating items in the statements of activities.

(c) Cash and Cash Equivalents

For purposes of the statements of cash flows, cash and equivalents consist of cash, money market mutual funds and short-term investments with original maturity dates of three months or less at date of acquisition.

(d) Investments

Investments are reported at fair value. Shares in registered funds are based on published share values reported by the funds.

(e) Property and Equipment

Property and equipment are stated at cost, except for donated assets, which are recorded at fair value at the date of gift. Ordinary repairs and maintenance are expensed as incurred. Depreciation and amortization are calculated on a straight-line basis over the following estimated useful lives:

Building	40 years
Furniture and fixtures	3–15 years
Equipment and software	3–10 years
Leasehold improvements	Shorter of life of lease or improvements

(f) Contributed Goods and Professional Services

As more fully described in note 6, contributed goods and professional services are reflected as contributions in the accompanying statements of activities at their estimated fair value at the date received or provided.

(g) Program Services

Program services consist of expenses related to operations, education, training, corps member development, new site development, special events, external affairs, and organizational development.

(h) Derivative Instruments

City Year utilizes interest-rate swap agreements to effectively convert a portion of its long-term variable-rate debt to fixed rates and not for speculative purposes. FASB ASC 815, Derivatives and Hedging, requires the swaps' fair value and changes therein to be recognized in the financial statements. Differences between the fixed and variable rates in effect at each interest due date are settled net under each swap, increasing or decreasing interest expense. The net termination value

CITY YEAR, INC.

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(cost) of each swap is measured at each reporting date and presented as an asset (liability) using techniques such as discounted cash flow analysis and option pricing models that incorporate assumptions about future market interest or exchange rates, as appropriate.

(i) Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the dates of the financial statements and the reported amounts of revenues and expenses during the reported periods. Actual results could differ from those estimates.

(j) Allocations

The Organization reports expenses by their functional classification. Expenses related directly to a program are charged to that program while indirect expenses are allocated principally on time and effort related to that function.

(k) Tax Status

The Organization generally does not provide for income taxes since it is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ASC 740, *Income Taxes*, permits an entity to recognize the benefit and requires accrual of an uncertain tax position only when the position is “more likely than not” to be sustained in the event of examination by tax authorities. In evaluating whether a tax position has met the recognition threshold, the Organization must presume that the position will be examined by the appropriate taxing authority that has full knowledge of all relevant information. ASC 740 also provides guidance on the recognition, measurement, and classification of income tax uncertainties, along with any related interest or penalties. Tax positions deemed to meet the “more-likely-than-not” threshold are recorded as a tax expense in the current year. There were no uncertain tax positions as of June 30, 2018 and 2017.

On December 22, 2017, the President signed into law H.R. 1, originally known as the Tax Cuts and Jobs Act. The new law includes several provisions that result in substantial changes to the tax treatment of tax-exempt organizations and their donors. The Organization has reviewed these provisions and the potential impact and concluded the enactment of H.R. 1 will not have a material effect on the operations of the organization.

CITY YEAR, INC.
Notes to Financial Statements
June 30, 2018 and 2017

(3) Temporarily Restricted Net Assets

Temporarily restricted net assets consisted of the following at June 30:

	<u>2018</u>	<u>2017</u>
Time restrictions	\$ 10,718,418	11,533,513
Purpose restrictions	2,039,699	702,970
Board-designated endowment funds	3,461,118	3,361,118
Accumulated unspent return on endowment funds:		
Donor-restricted	1,763,193	1,538,789
Board-designated	940,585	718,013
Total	<u>2,703,778</u>	<u>2,256,802</u>
	<u>\$ 18,923,013</u>	<u>17,854,403</u>

Unexpended cash received from donors in fiscal year 2018 and 2017 for expenditures expected in subsequent fiscal years totaled \$11,453,951 and \$9,507,837, respectively.

(4) Permanently Restricted Net Assets

Permanently restricted net assets at June 30 consisted of endowment gifts whose income is restricted for the following purpose:

	<u>2018</u>	<u>2017</u>
Donor-restricted endowment funds – program sponsorships	\$ <u>6,272,024</u>	<u>6,181,653</u>

(5) Net Assets Released from Restrictions

Net assets released from restrictions consisted of the following for the years ended June 30:

	<u>2018</u>	<u>2017</u>
Expiration of time restrictions	\$ 11,105,281	9,161,879
Satisfaction of purpose restrictions	260,000	250,000
	<u>\$ 11,365,281</u>	<u>9,411,879</u>

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Notes to Financial Statements

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(6) In-Kind Contributions

Contributed goods and services included in program and support services during the years ended June 30 were for the following purposes:

<u>Nature</u>	<u>2018</u>	<u>2017</u>
Program services:		
Transportation and travel	\$ 501,556	1,013,947
Rent	<u>144,650</u>	<u>147,400</u>
Total program services	<u>646,206</u>	<u>1,161,347</u>
Support services:		
Professional services	640,516	439,065
Rent	<u>—</u>	<u>36,850</u>
Total support services	<u>640,516</u>	<u>475,915</u>
Total	<u>\$ 1,286,722</u>	<u>1,637,262</u>

(7) Investments

GAAP establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. 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 US GAAP are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

City Year invests in the TIFF Multi-Asset Fund (MAF) managed by The Investment Fund for Foundations (TIFF) Investment Program Inc., which is registered under the Investment Act of 1940 with the Securities and Exchange Commission. MAF prices and makes funds available for redemption daily.

The following table summarizes the classification of the Organization's investments in accordance with the fair value hierarchy as of June 30, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
MAF (Level 1)	\$ 15,302,883	14,105,400
Total investments	<u>\$ 15,302,883</u>	<u>14,105,400</u>

The following are the components of the return on investments for the years ended June 30:

	<u>2018</u>	<u>2017</u>
Dividends and interest	\$ 45,188	46,571
Realized and unrealized net gains on investments	961,924	1,439,407
Total return on investments	<u>\$ 1,007,112</u>	<u>1,485,978</u>

Following is a reconciliation of total investment return to amounts reported in the statements of activities for the years ended June 30:

	<u>2018</u>	<u>2017</u>
Investment return utilized for operations	\$ 560,136	541,328
Investment return utilized for operations – nonoperating	—	46,004
Return on endowments not utilized – temporarily restricted	446,976	898,646
Total return on investments	<u>\$ 1,007,112</u>	<u>1,485,978</u>

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(8) Endowment

City Year's endowment consists of approximately 15 individual funds established for a variety of purposes, including both donor-restricted endowment funds and funds designated by the Board of Trustees to function as endowments. Net assets associated with endowment funds, including funds designated by the Board of Trustees to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

(a) Interpretation of Relevant Law

The Board of Trustees of the Organization has interpreted the Uniform Prudent Management of Institutional Funds Act (the Act) 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 stipulations to the contrary. As a result of this interpretation, the Organization classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund.

The remaining portion of a donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Organization in a manner consistent with the standard of prudence prescribed by the Act. In accordance with the Act, the Organization considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

1. The duration and preservation of the fund
2. The purposes of the Organization and the donor-restricted endowment fund
3. General economic conditions
4. The possible effect of inflation and deflation
5. The expected total return from income and the appreciation of investments
6. Other resources of the Organization
7. The investment policies of the Organization

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Endowment net assets consisted of the following at June 30, 2018:

	<u>Unrestricted</u>	<u>Temporarily restricted</u>	<u>Permanently restricted</u>	<u>Total</u>
Donor-restricted endowment funds	\$ —	1,763,193	6,272,024	8,035,217
Board-designated endowment funds	<u>2,865,963</u>	<u>4,401,703</u>	<u>—</u>	<u>7,267,666</u>
Total	\$ <u>2,865,963</u>	<u>6,164,896</u>	<u>6,272,024</u>	<u>15,302,883</u>

Endowment net assets consisted of the following at June 30, 2017:

	<u>Unrestricted</u>	<u>Temporarily restricted</u>	<u>Permanently restricted</u>	<u>Total</u>
Donor-restricted endowment funds	\$ —	1,538,789	6,181,653	7,720,442
Board-designated endowment funds	<u>2,305,827</u>	<u>4,079,131</u>	<u>—</u>	<u>6,384,958</u>
Total	\$ <u>2,305,827</u>	<u>5,617,920</u>	<u>6,181,653</u>	<u>14,105,400</u>

Changes in endowment net assets for the year ended June 30, 2018 are as follows:

	<u>Unrestricted</u>	<u>Temporarily restricted</u>	<u>Permanently restricted</u>	<u>Total</u>
Endowment net assets, June 30, 2017	\$ 2,305,827	5,617,920	6,181,653	14,105,400
Investment return:				
Interest and dividends	—	45,188	—	45,188
Net appreciation	<u>—</u>	<u>961,924</u>	<u>—</u>	<u>961,924</u>
Total investment return	—	1,007,112	—	1,007,112
Transfers in	560,136	—	—	560,136
Contributions	—	100,000	90,371	190,371
Endowment return appropriated	<u>—</u>	<u>(560,136)</u>	<u>—</u>	<u>(560,136)</u>
Endowment net assets, June 30, 2018	\$ <u>2,865,963</u>	<u>6,164,896</u>	<u>6,272,024</u>	<u>15,302,883</u>

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Changes in endowment net assets for the year ended June 30, 2017 are as follows:

	<u>Unrestricted</u>	<u>Temporarily restricted</u>	<u>Permanently restricted</u>	<u>Total</u>
Endowment net assets, June 30, 2016	\$ 1,718,495	4,619,274	6,081,653	12,419,422
Investment return:				
Interest and dividends	—	46,571	—	46,571
Net appreciation	46,004	1,393,403	—	1,439,407
Total investment return	46,004	1,439,974	—	1,485,978
Transfers in	541,328	—	—	541,328
Contributions	—	100,000	100,000	200,000
Endowment return appropriated	—	(541,328)	—	(541,328)
Endowment net assets, June 30, 2017	\$ <u>2,305,827</u>	<u>5,617,920</u>	<u>6,181,653</u>	<u>14,105,400</u>

(b) Funds with Deficiencies

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor or the Act requires the Organization to retain as a fund of perpetual duration. No deficiencies of this nature were reported in unrestricted net assets as of June 30, 2018 and 2017, respectively. Subsequent gains that restore the fair value of the assets of the endowment funds to the required level are classified as an increase in unrestricted net assets.

(c) Return Objectives and Risk Parameters

The Organization has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that the organizations must hold in perpetuity or for a donor-specified period as well as board-designated funds. Under this policy, as approved by the Board of Trustees, the endowment assets are invested in a manner that is intended to produce results that exceed the price and yield results of relative benchmarks while assuming a moderate level of investment risk. The Organization expects its endowment funds to provide, over the long term (rolling three – to five year periods) an average annual total return (net of fees), equal to the spending rate plus inflation, defined as the Consumer Price Index. Actual returns in any given year may vary from this amount.

(d) Strategies Employed for Achieving Objectives

To satisfy its long-term rate-of-return objectives, the Organization relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Organization targets a diversified asset allocation that places

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a greater emphasis on investments in equity-based investments to achieve its long-term return objectives within prudent risk constraints.

(e) Spending Policy and How the Investment Objectives Relate to Spending Policy

The Organization has a policy of appropriating for distribution each year up to 4.5% of its endowment funds' average fair value over the prior eight quarters through the quarter ending March 31st preceding the fiscal year in which the distribution is planned. The Board of Trustees elected to appropriate distributions for operations of \$560,136 in fiscal 2018 and \$541,328 in fiscal 2017. These amounts are classified as unrestricted operating revenue in the statement of activities. In establishing these policies, the Organization considered the long-term expected return on its endowment. Accordingly, the Organization expects the current spending policy to allow its endowment to maintain its purchasing power by growing at a rate equal to planned payouts plus inflation, defined as the Consumer Price Index. Additional real growth will be provided through new gifts and any excess investment return.

(9) Contributions Receivable

Contributions receivable consisted of the following at June 30:

	<u>2018</u>	<u>2017</u>
Unrestricted	\$ 141,000	678,667
Restricted to future periods	<u>5,238,000</u>	<u>6,914,333</u>
	<u>\$ 5,379,000</u>	<u>7,593,000</u>

Contributions receivable were scheduled to be received as followed as of June 30:

	<u>2018</u>	<u>2017</u>
Due within one year	\$ 4,854,000	7,260,000
Due within two to five years	<u>525,000</u>	<u>333,000</u>
	5,379,000	7,593,000
Less present value discount (ranging from 3.71% to 6.11%) and other allowances	<u>(302,915)</u>	<u>(754,768)</u>
	<u>\$ 5,076,085</u>	<u>6,838,232</u>

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(10) Property and Equipment

Property and equipment consisted of the following at June 30:

	<u>2018</u>	<u>2017</u>
Land	\$ 4,884,000	4,884,000
Building	13,119,706	13,048,358
Furniture, fixtures and equipment	3,600,323	3,065,678
IT hardware and IT software	7,782,894	7,782,894
Leasehold improvements	<u>2,141,583</u>	<u>1,953,045</u>
	31,528,506	30,733,975
Less accumulated depreciation and amortization	<u>(15,348,460)</u>	<u>(13,508,673)</u>
	<u>\$ 16,180,046</u>	<u>17,225,302</u>

(11) Federal Grants

City Year received grant awards from the Corporation for National and Community Service (CNCS) totaling \$39,490,753 and \$37,953,766 for fiscal years 2018 and 2017, respectively. The funds were awarded through the AmeriCorps program administered by CNCS. Funds expended and recognized as revenue in fiscal year 2018 and 2017 totaled \$38,135,163 and \$37,452,206, respectively.

The Organization's federal grant programs are subject to financial and compliance audits. In addition, various federal, state, and private funding agencies reserve the right to perform separate program audits. Management does not believe that any potential liability resulting from these audits would have a material effect on the financial position of City Year.

(12) Leases

Rental expense for office space was \$4,057,777 and \$3,501,914 for the years ended June 30, 2018 and 2017, respectively, inclusive of certain in-kind arrangements. Lease arrangements with an original term of more than one year expire on various dates through 2026.

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Future minimum lease payments under operating leases as of June 30, 2018 are as follows:

	Amount due
Fiscal years ending June 30:	
2019	\$ 4,079,518
2020	3,805,869
2021	2,688,921
2022	1,993,896
2023	1,591,151
Thereafter	4,343,491
	\$ 18,502,846

The Organization is also responsible for reimbursing certain real estate taxes and operating costs under certain of the office lease terms.

(13) Credit Facility

The Organization has a \$6,000,000 credit facility (the Facility) with Bank of America, N.A. (BoA) maturing on March 2, 2019. The Facility is secured by all assets of the Organization, except for the portion of assets equal to the amount of permanently restricted net assets.

City Year has the option of borrowing at BoA's prime lending rate plus a lender's margin or at the LIBOR rate plus a lender's margin. The lender's margin is adjusted based upon specified compliance levels as determined under City Year's debt service coverage ratio as defined in the Facility. The Facility Line contains certain financial covenants, including a debt service coverage ratio requirement, an annual clean-up period, and a limitation on the amount of the Organization's annual capital expenditures. The Organization was in compliance with such covenants at June 30, 2018 and 2017. There were no borrowings under the Facility Line during the years ended June 30, 2018 and 2017.

On February 8, 2017, the Organization has secured from BoA an irrevocable standby letter of credit, for the benefit of the landlord as required security deposit on their New York office facility. The letter of credit expires on February 7, 2019 but may renewed through December 31, 2027. City Year purchased a certificate of deposit as collateral as required by the Security Agreement with BoA. The certificate of deposit is presented as restricted for future periods in the accompanying financial statements.

(14) Long-Term Debt

(a) Bonds Payable

City Year entered into a Loan and Security Agreement, dated May 1, 2013, with Massachusetts Development Finance Agency, Banc of America Public Capital Corp., and Bank of America, N.A. This agreement provided, among other things, for the issuance of Massachusetts Development Finance Agency Revenue Bonds, City Year Issue, Series 2013, in the aggregate principal amount of \$8,100,000. City Year used the proceeds from the issuance of those bonds to refund the outstanding amount of the Variable Rate Demand Revenue Bonds, City Year Issue, Series 2006, issued in the original principal amount of \$9,000,000. The bonds were purchased by Banc of America Public Capital

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Corp. as a Nonbank qualified tax exempt loan facility, with a put term of five years from the date of closing, May 7, 2013.

City Year entered into the First Amendment to the Loan and Security Agreement, dated May 1, 2018, with Massachusetts Development Finance Agency, Banc of America Public Capital Corp., and Bank of America, N.A. This amendment provided, among other things, to amend and restate the Series 2013 Bond in the amount of \$8,100,000. The restated bonds were purchased by Banc of America Public Capital Corp. as a Nonbank qualified tax exempt loan facility, with a put term of five years from the date of closing, May 1, 2018.

The bond matures through July 1, 2036 and bears interest at a tax exempt rate equal to 80% of the 30-day BBA LIBOR plus the Applicable Margin. The interest rate at June 30, 2018 and 2017 was 2.1860% and 1.3038%, respectively. The debt repayment schedule provides for principal payments beginning June 1, 2013 and continuing over the remainder of the term.

Payment of the principal and interest on the bonds is secured by a mortgage on the real property located at 287 Columbus Avenue, Boston, Massachusetts.

In addition to and in conjunction with the Loan and Security Agreement, City Year entered into a Continuing Covenants Agreement with Banc of America Public Capital Corp., and other related agreements, dated May 7, 2013, and amended May 1, 2018. The agreement contains certain financial covenants, including a ratio requirement, minimum liquidity requirement, and limitations on the amount of annual capital expenditures. The Organization was in compliance with such covenants at June 30, 2018 and 2017.

Aggregate scheduled annual principal repayments for bonds payable as of June 30, 2018 were as follows:

2019	\$	235,000
2020		245,000
2021		260,000
2022		265,000
2023		280,000
Thereafter		<u>5,615,000</u>
Total	\$	<u><u>6,900,000</u></u>

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(b) Interest Rate Swaps

City Year has two interest rate swap agreements with BoA to mitigate its exposure to variability in interest payments on the bonds payable. The terms of the swap agreements were as follows at June 30, 2018 and 2017:

Counterparty	Effective date	Expiration date	Remaining notional amount	Swap fixed rate	Liability fair value at June 30	
					2018	2017
Bank of America, N.A.	07/01/06	07/01/26	\$ 1,740,000	4.2100 %	\$ (237,683)	(338,798)
Bank of America, N.A.	07/01/18	07/01/26	<u>5,160,000</u>	2.5540	<u>(31,790)</u>	<u>(105,746)</u>
			<u>\$ 6,900,000</u>		<u>\$ (269,473)</u>	<u>(444,544)</u>

While the swaps' fair values were zero at inception of the agreements, interest rate volatility, remaining outstanding principal, and time to maturity will affect each swap's fair value at subsequent reporting dates. The fair value of the liability as of June 30, 2018 and 2017 represents the amount City Year would have had to pay BoA to terminate the swaps as of that date. To the extent City Year holds a swap through its expiration date, the swap's fair value will reach zero. Interest payable or receivable under the swaps settles monthly. Because the swap fair values are based predominantly on observable inputs that are corroborated by market data, they are categorized in Level 2 of the fair value hierarchy. Changes in fair value of interest-rate swaps for the period ending June 30, 2018 and 2017 were \$175,071 and \$318,193, respectively.

(15) Retirement Plans

The Organization participates in the City Year 401(k) Savings Plan (the Plan), which is a defined contribution plan covering all employees of City Year who have at least six months of service with the Organization. Employer contributions are fully vested when made. Matching contributions are made in an amount equal to 100% of the first 3% of eligible compensation and 50% of the next 2% of eligible compensation for total matching contributions of up to 4% each pay period. Employer matching contributions for the years ended June 30, 2018 and 2017 were \$1,765,900 and \$1,515,623, respectively.

City Year has established an Internal Revenue Code Section 457(b) plan for a limited number of the Organization's top management employees. Under this plan, participating employees can elect to defer compensation within the Internal Revenue Code limits. The Organization will pay the deferred compensation under this Plan upon the employee leaving the Organization or under certain conditions outlined in the Plan. The compensation deferred under this plan is credited with earnings or losses measured by the mirrored rate of return on the investments selected by the participant. The deferred compensation had a market value as of June 30, 2018 and 2017 of \$120,334 and \$173,667, respectively, and is included with other assets in the accompanying financial statements.

(16) Affiliations

City Year is affiliated with international programs in Johannesburg, South Africa and in London, Manchester, and Birmingham in the UK which are legally separate from City Year and separately governed. Accordingly, the financial records of the organizations are not consolidated herein.

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(17) Subsequent Events

In connection with the preparation of these financial statements, the Organization evaluated subsequent events after the statement of financial position date of June 30, 2018 through November 2, 2018, which was the date the financial statements were issued. No subsequent events were noted.