PENDLETON PLACE, INC.

AUDITED FINANCIAL STATEMENTS

JUNE 30, 2020

PENDLETON PLACE, INC.

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McKinley, Cooper & Co., LLC
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditor's Report

The Audit Committee
Pendleton Place, Inc.
Greenville, South Carolina

We have audited the accompanying financial statements of Pendleton Place, Inc. (a not-for-profit organization), which comprise the statement of financial position as of June 30, 2020, and the related statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Pendleton Place, Inc. as of June 30, 2020, 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.

McKinley, Cooper & Co., LLC

Greenville, South Carolina
December 9, 2020

PENDLETON PLACE, INC.

STATEMENT OF FINANCIAL POSITION
JUNE 30, 2020

ASSETS

ASSETS		
Cash and cash equivalents	$	266,452
Accounts receivable		31,800
Prepaid expenses		34,745
Investments, at fair value		1,437,948
Property and equipment, net		581,632
Total assets	$	2,352,577

LIABILITIES AND NET ASSETS

LIABILITIES		
Accrued expenses and payroll liabilities	$	77,660
Line of credit		180,000
PPP loan		12,000
Deferred revenue		12,500
Total liabilities		282,160
NET ASSETS		
Net assets without donor restrictions		
Board-designated - endowment		1,437,948
Undesignated		625,220
Net assets with donor restrictions		7,249
Total net assets		2,070,417
Total liabilities and net assets	$	2,352,577

The accompanying notes are an integral part of these financial statements.

PENDLETON PLACE, INC.

STATEMENT OF ACTIVITIES
YEAR ENDED JUNE 30, 2020

	Without Donor Restrictions	With Donor Restrictions	Total
SUPPORT, REVENUE, AND GAINS			
Contributions	$ 909,115	$ 32,969	$ 942,084
Contract revenue - DSS	263,037	-	263,037
United Way allocations	253,264	-	253,264
Fundraising income	33,519	-	33,519
Other government revenue	295,552	-	295,552
In-kind revenue	2,151	-	2,151
Investment income	44,938	-	44,938
Other income	22	-	22
Net assets released from restrictions	362,049	(362,049)	-
Total support, revenue, and gains	2,163,647	(329,080)	1,834,567
EXPENSES AND LOSSES			
Program services	1,606,928	-	1,606,928
Supporting services	427,685	-	427,685
Total expenses and losses	2,034,613	-	2,034,613
INCREASE (DECREASE) IN NET ASSETS	129,034	(329,080)	(200,046)
NET ASSETS, beginning of period	1,934,134	336,329	2,270,463
NET ASSETS, end of period	$ 2,063,168	$ 7,249	$ 2,070,417

The accompanying notes are an integral part of these financial statements.

PENDLETON PLACE, INC.

STATEMENT OF FUNCTIONAL EXPENSES
YEAR ENDED JUNE 30, 2020

	Program Services				Supporting Services		
	Assessment Center	Residential Services	Youth Resource Center	Total Programs	Administrative	Development	TOTAL
Salaries	$ 293,507	$ 502,502	$ 139,480	$ 935,489	$ 25,196	$ 138,660	$ 1,099,345
Employee benefits	33,944	54,015	7,766	95,725	54,786	8,660	159,171
Payroll taxes	22,101	41,210	10,335	73,646	1,890	11,786	87,322
	349,552	597,727	157,581	1,104,860	81,872	159,106	1,345,838
Insurance	10,586	12,773	5,840	29,199	7,423	2,149	38,771
Auto	59	9,322	180	9,561	363	-	9,924
Advertising and promotions	214	175	870	1,259	969	22,226	24,454
Recreation	-	8,272	306	8,578	59	-	8,637
Consulting and contracted services	170,736	-	2,000	172,736	9,373	-	182,109
Supplies and furnishings	6,402	7,460	5,011	18,873	18,783	4,751	42,407
Repairs and maintenance	1,797	7,282	5,104	14,183	2,046	494	16,723
Medical and children's needs	17,192	17,308	1,852	36,352	1,222	356	37,930
Utilities	3,192	10,527	4,362	18,081	16,229	1,651	35,961
Board of Directors	-	-	-	-	331	-	331
Postage/printing	1,119	1,255	678	3,052	1,118	526	4,696
Food and clothing	-	23,912	504	24,416	49	-	24,465
Dues and subscriptions	50	40	45	135	6,761	80	6,976
Bank fees	-	-	4	4	889	1,502	2,395
Miscellaneous	-	-	-	-	156	-	156
Security	2,172	2,788	2,345	7,305	14,739	148	22,192
Employee costs	1,140	6,110	1,226	8,476	4,442	660	13,578
Volunteer costs	32	8	-	40	97	33	170
Training	1,046	1,671	716	3,433	3,853	59	7,345
Taxes and licenses	-	-	94	94	52	-	146
Telephone	2,054	4,481	2,431	8,966	765	437	10,168
Interest	-	-	-	-	5,438	-	5,438
Client support	-	-	32,047	32,047	140	(350)	31,837
Total expenses before depreciation	567,343	711,111	223,196	1,501,650	177,169	193,828	1,872,647
Depreciation	48,590	48,590	8,098	105,278	48,590	8,098	161,966
Total expenses	$ 615,933	$ 759,701	$ 231,294	$ 1,606,928	$ 225,759	$ 201,926	$ 2,034,613

The accompanying notes are an integral part of these financial statements.

PENDLETON PLACE, INC.

STATEMENT OF CASH FLOWS
YEAR ENDED JUNE 30, 2020

CASH FLOWS FROM OPERATING ACTIVITIES		
(Decrease) in net assets	$	(200,046)
Adjustment to reconcile changes in net assets		
to net cash provided by operating activities		
Depreciation		161,966
Net income, realized and unrealized (gain) loss on investments		25,197
(Increase) in grants and accounts receivable		(21,721)
(Increase) in prepaid expenses		(3,989)
(Decrease) in accrued expenses and payroll liabilities		(5,879)
Increase in deferred revenue		12,500
NET CASH (USED) BY OPERATING ACTIVITIES		(31,972)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment		(160,826)
NET CASH (USED) BY INVESTING ACTIVITIES		(160,826)
CASH FLOWS FROM FINANCING ACTIVITIES		
Line of credit proceeds, net		103,009
PPP loan		12,000
NET CASH PROVIDED BY FINANCING ACTIVITIES		115,009
NET (DECREASE) IN CASH		(77,789)
CASH AND CASH EQUIVALENTS, beginning of period		344,241
CASH AND CASH EQUIVALENTS, end of period	$	266,452

The accompanying notes are an integral part of these financial statements.

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Pendleton Place Youth Hostelry of Greenville, Inc. was established in December 1975 and changed its name to Pendleton Place, Inc. ("Pendleton Place" or the "Organization") in 1983. Pendleton Place is a not-for-profit, 501(c)(3) organization which strives to provide a safe, temporary home for children and to support families in crisis through prevention, assessment, and intervention. Pendleton Place serves children and families through a focus on residential care, supportive community services for teenagers, safe family visitation and custody exchange, and comprehensive assessment for children and families in the foster care system.

Basis of Accounting and Fiscal Year

The financial statements of the Organization have been prepared on the accrual basis of accounting and, accordingly, reflect all significant receivables, payables, and other liabilities.

Financial Statement Presentation

The Organization has presented its financial statements in accordance with generally accepted accounting principles for not-for-profit organizations. The Organization has adopted ASU 2016-14, Not-for-Profit Entities (Topic 958): *Presentation of Financial Statements for Not-for-Profit Entities*, as it relates to net asset classification and liquidity disclosure. This requires the Organization to report donor contributions as unrestricted support or restricted support, in accordance with donor stipulations. In addition, the Organization is required to present a statement of cash flows.

Net assets without donor restrictions represent resources whose use is not limited or restricted by donors. They generally arise as a result of exchange transactions, contributions without restrictions, or contributions with restrictions whose restrictions have expired. All contributions are considered to be available as without restriction use unless specifically restricted by the donor.

Net assets with donor restrictions are those net assets whose use has been limited by donors to specified purposes or to later periods of time.

Contributions: Consistent with the provisions of FASB ASC 958-605, *Accounting for Contributions Received and Contributions Made*, the Organization recognizes contributions received, including unconditional promises to give, as revenues in the period(s) received at their fair values. Contributions received and unconditional promises to give with payments in future periods are recorded as with donor restriction or without donor restriction, depending on the existence and/or nature of any donor restrictions.

Support that is restricted by the donor is reported as an increase in net assets without donor restriction, if the restriction expires in the reporting period in which the support is recognized. All other donor-restricted support is reported as an increase in net assets with donor restriction, depending on the nature of the restriction. When a restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, net assets with donor restriction are reclassified to net assets without donor restriction and reported in the statement of activities as net assets released from restrictions.

Cash and Cash Equivalents

For purposes of the Statement of Cash Flows, the Organization considers all unrestricted, highly liquid investments with an initial maturity of three months or less to be cash equivalents.

Grants Receivable

Grants receivable are stated at the amount management expects to collect from outstanding balances. No provision has been made for uncollectible accounts, as management considers all accounts to be currently collectible.

Pledges Receivable

Pledges receivable represents the amount of unconditional promises to give expected to be collected during the next fiscal year. Absent donor stipulations, the Organization classifies all pledges as increases in unrestricted net assets.

Property and Equipment

Property and equipment are reported at cost. Maintenance and repairs are charged to expense as incurred and renewals and improvements, valued at $500 or more, are capitalized.

The Organization provides for depreciation using the straight-line method over the estimated useful lives of the assets ranging from five to twenty years. Depreciation expense for the year ended June 30, 2020 was $161,966.

Investments

Investments with readily determinable fair values are stated at their fair values in the Statement of Financial Position. Unrealized gains and losses are included in the change in net assets.

Fair Value of Financial Instruments

The carrying values of cash and cash equivalents, accounts, grants, and pledges receivable, and accrued expenses and payroll liabilities approximate fair value because of the terms and relative short maturity of the financial instruments. The carrying values, which are the fair values of investments, are based on values provided by an external investment manager or comparison to quoted market values.

Advertising, Promotions, and Special Events

Advertising, promotions, and special events costs are expensed as incurred by the Organization. During the year ended June 30, 2020, advertising and marketing expenses were $24,454.

Income Taxes

The Organization has obtained exemption from federal income taxes under Section 501(c)(3) of the Internal Revenue Code as an organization which is not a private foundation as well as eleemosynary corporation recognized in South Carolina. Therefore, no provision for income taxes has been included in the financial statements.

Financial Accounting Standards Board (FASB) ASC 740-10 prescribes a comprehensive model for how an organization should measure, recognize, present, and disclose in its financial statements uncertain tax positions that the Organization has taken or expects to take on a tax return. In accordance with ASC 740-10, the Organization recognizes the tax benefits from uncertain tax positions only if it is more-likely-than-not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The Organization's income tax filings are subject to audit by various taxing authorities.

Contributed Assets and Services

Donated marketable securities and other noncash donations are recorded as contributions at their estimated fair values at the date of donation. In-kind donations such as volunteer services and advertising are not recorded in the financial statements.

Expense Allocation

The costs of providing various programs and other activities have been summarized on a functional basis in the Statement of Activities and in the Statement of Functional Expenses. Accordingly, all costs have been allocated among the program and supporting services benefited.

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 certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Endowment Funds

The Organization reports endowment funds consistent with the provisions of FASB ASC 958-205-50-1A, Reporting Endowment Funds, which provides guidance on the net asset classification of donor restricted endowment funds for a not-for-profit organization that is subject to an enacted version of the Uniform Prudent Management of Institutional Funds Act of 2006 ("UPMIFA").

NOTE 2 – LIQUIDITY AND AVAILABILITY OF FUNDS

The Organization's financial assets available for general expenditures, that is, without donor or other restrictions limiting their use, within one year of the date of the statements of assets, liabilities and net assets, are as follows:

Cash and cash equivalents	$ 266,452
	$ 266,452

As part of the Organization's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures and other obligations come due.

NOTE 3 – CONCENTRATION OF CREDIT RISK

The Federal Deposit Insurance Corporation ("FDIC") currently insures up to $250,000 of substantially all depository accounts held at each financial institution. At various times during the year, the Organization's cash deposits may exceed the federal insured limits. The Organization has not experienced any losses in such accounts and management believes it is not exposed to any significant credit risk on cash and cash equivalents.

NOTE 4 – FAIR VALUE MEASUREMENTS

The accounting standards establish a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to measurements involving significant unobservable inputs (Level 3). The three levels of the fair value hierarchy are as follows:

Level 1 – financial instruments with quoted prices in active markets for identical assets or liabilities.

Level 2 – financial instruments with valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 – financial instruments that are not actively traded on a market exchange and require using significant unobservable inputs in determining fair value. The inputs into the determination of fair value require significant judgment or estimation by the investment manager.

Inputs refer broadly to the assumptions that market participants use to make valuation decisions, including assumptions about risk. Inputs may include price information, volatility statistics, specific and broad credit data, liquidity statistics and other factors. Accounting standards require that the fair value determination be based on maximum use of observable inputs (Levels 1 and 2) and minimum use of unobservable inputs (Level 3). The Organization considers observable data to be that market data which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary and provided by independent sources that are actively involved in the relevant market.

The following tables summarize the valuation of the Organization's financial assets and liabilities measured at fair value as of June 30, 2020, based on the level of input utilized to measure fair value:

	Level 1	Total
Short-term investments		
Money Market Funds	$ 171,798	$ 171,798
Fixed income investments	414,115	414,115
Equity investments	852,035	852,035
Total assets at fair value	$ 1,437,948	$ 1,437,948

The following methods and assumptions were used to estimate the fair value for each class of financial instrument measured at fair value.

Short-term investments - The fair value of short-term investments, consisting primarily of money market funds, is classified as Level 1. The money market mutual fund consists primarily of domestic commercial paper and other cash management instruments, such as repurchase agreements and master notes, U.S. government and corporate obligations and other securities of foreign issuers. The fund seeks to maintain a stable net asset value ("NAV") of $1.

Equity Investments - Investments in equity vehicles are comprised of corporate stocks and daily traded mutual funds. Securities held in corporate stocks and daily traded mutual funds are generally valued based on quoted market prices in active markets obtained from exchange or dealer markets for identical assets, and are accordingly categorized as Level 1, with no valuation adjustments applied.

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 estimate of fair value at the reporting date.

NOTE 5 – INVESTMENTS

Investments are summarized as follows as of June 30, 2020:

	Cost	Fair Value
Money Market Funds	$ 171,798	$ 171,798
Fixed income investments	395,682	414,115
Equity investments	647,625	852,035
Total investments	$ 1,215,105	$ 1,437,948

Investment income from cash equivalents and investments comprises the following for the year ended June 30, 2020:

	Unrestricted
Dividends and interest	$ 50,235
Realized and unrealized gains (losses)	6,028
Account fees	(11,325)
	$ 44,938

NOTE 6 – PROPERTY AND EQUIPMENT

A summary of property and equipment as of June 30, 2020 is as follows:

Land	$ 64,285
Buildings	2,150,905
Furniture and equipment	543,192
Building improvements	556,428
Vehicles	136,533
	3,451,343
Less: accumulated depreciation	(2,869,711)
	$ 581,632

NOTE 7 – LINE OF CREDIT

The Organization has established a $300,000 line of credit with BB&T. The balance owed on the line of credit at June 30, 2020 was $180,000. The interest rate was 3.25 percent.

NOTE 8 – ENDOWMENT ASSETS

At June 30, 2020, the Organization's endowment consists of one individual fund that includes funds designated by the Board of Directors to function as an endowment. Net assets associated with the endowment fund are classified and reported based on the existence or absence of donor-imposed restrictions.

Interpretation of Relevant Law

The Board of Directors of the Organization has interpreted the Uniform Prudent Management of Institutional Funds Act ("UPMIFA") enacted July 1, 2008 in the State of South Carolina as requiring the preservation of the fair value of the original gift as of the date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Organization would classify as permanent endowment (a) the original value of the gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulation of earnings required to be added to the permanent endowment as stipulated by the donor-applicable donor gift instrument. At June 30, 2020, the Organization has not received any gifts that are classified as permanent endowment.

The Organization considers the following factors in making a determination to appropriate or accumulate endowment funds:

1. The duration and preservation of the fund.
2. The purposes of the Organization and the Board-designated 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.

Endowment net assets consist of the following at June 30, 2020:

	Unrestricted
Board-designated endowment funds	$ 1,437,948
Total endowed net assets	$ 1,437,948

Changes in endowment net assets for the year ended June 30, 2020 are as follows:

	Unrestricted - Board Designated
Endowment Fund net assets, June 30, 2019	$ 1,463,145
Investment return	
Investment income	38,910
Net appreciation (realized and unrealized)	6,028
Amounts appropriated for expenditure	(70,135)
	(25,197)
Endowment Fund net assets, June 30, 2020	$ 1,437,948

Return Objectives and Risk Parameters

The Organization has adopted investment and spending policies for endowment assets that attempt to provide a relatively predictable, stable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Endowment assets include Board-designated funds. As authorized by Board-approved policies, these assets are invested to maximize long-term returns, while simultaneously mitigating risk through maintaining a diversified portfolio. A multi-generational window not only allows for the typical diversification across asset classes, but also for time diversification across both up and down markets. The assets are invested in a manner that is intended to produce results that meet or exceed the composite return and are within the risk parameters of an appropriate benchmark. The long-term objective is to attain, within acceptable risk parameters, an average annual total return that exceeds the sum of the Organization's approved payout rate plus inflation, plus investment management and related fees plus the endowment growth rate. The objective is expected to be obtained over time but not in each and every reporting period.

Strategies Employed for Achieving Objectives

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

Spending Policy and How the Investment Objectives Relate to Spending Policy

The current spending policy of the Organization proposes that the endowment assets grow through new gifts and investment return. Accordingly, over the long-term, the Organization expects current spending policy to allow its endowment assets to grow at an average rate to enable the Organization to maintain the purchasing power of the endowment assets, achieve a reasonable degree of stability and predictability in income availability for operation, and to achieve a balance between present and future needs. Under the current spending policy, 4% of the prior 3 years balances as of June 30 may be transferred to the general account of the Organization to be used for operating purposes, unless otherwise approved by the Board of Directors.

NOTE 9 –NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions at June 30, 2020, consist of contributions collected during the year ended June 30, 2020 but not yet disbursed for intended purposes. Net assets with donor restrictions comprise the following amounts and purposes at June 30, 2020:

Assessment Center	$	3,601
Youth Resource Center		3,648
	$	7,249

Net assets were released from donor restrictions during the year ended June 30, 2020 by incurring expenses satisfying the restricted purposes or by the occurrence of other events specified by donors.

NOTE 10 – RISK AND UNCERTAINTIES

The Organization's investments are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with these investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the statement of financial position.

The Organization receives a significant amount of revenue from the state of South Carolina Department of Social Services (SCDSS). The awarding of appropriations and contracts is at the sole discretion of the SCDSS.

NOTE 11 – SUBSEQUENT EVENTS

On January 30, 2020 the World Health Organization declared the novel Coronavirus (COVID-19) a Public Health Emergency of International Concern. Later, on March 11, 2020, the World Health Organization made the assessment that COVID-19 was a global health pandemic. Measures taken by federal, state, and local officials to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of nonessential services have triggered significant disruptions to business, resulting in an economic slowdown.

In wake of the pandemic, the United States government has made available economic injury loans to qualifying small businesses and not-for-profit entities. The Organization obtained $243,450 in loan funds available through the federal Paycheck Protection Program; a program designed to provide a direct incentive for businesses to keep their workforce employed during the Coronavirus crisis. The loan will be fully forgiven if the funds are used for payroll costs, interest on mortgages, rent and utilities. Loan payments on portions to be repaid will be deferred for six months. Forgiveness will be reduced if full-time headcount declines, or if salaries and wages decrease.

Subsequent events have been evaluated through the date of the auditor's report, which is the date the financial statements were available to be issued.