EL SEGUNDO EDUCATION FOUNDATION FINANCIAL STATEMENTS FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1 - 2
FINANCIAL STATEMENTS	
Statements of Financial Position	3
Statements of Activities	4
Statements of Functional Expenses	5 - 6
Statements of Cash Flows	7
NOTES TO FINANCIAL STATEMENTS	8 - 18



beach, freeman, lim & cleland, LLP

INDEPENDENT AUDITORS' REPORT

To the Board of Directors

EL SEGUNDO EDUCATION FOUNDATION

We have audited the accompanying financial statements of El Segundo Education Foundation (a nonprofit organization), 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 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.

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 El Segundo Education Foundation 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 accounting principles generally accepted in the United States of America.

El Segundo, California

December 11, 2018

STATEMENTS OF FINANCIAL POSITION

JUNE 30, 2018 AND 2017

ASSETS		
Current Assets	 2018	 2017
Cash and cash equivalents Prepaid expenses and other current assets Funds held in trust	\$ 528,075 5,232 24,728	\$ 604,499 3,985 26,728
Total current assets	558,035	635,212
Endowment	 2,855,436	 2,802,788
Total assets	\$ 3,413,471	\$ 3,438,000
LIABILITIES AND NET ASSETS		
Current Liabilities Deferred revenue Funds held in trust	\$ 225,981 24,728	\$ 294,142 26,728
Total current liabilities	250,709	320,870
Net assets without donor restrictions	3,162,762	3,117,130
Total liabilities and net assets without donor restrictions	\$ 3,413,471	\$ 3,438,000

STATEMENTS OF ACTIVITIES

FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

D		2018		2017
Revenues Contributions	\$	1 177 544	¢	1 160 204
Program income	Ф	1,177,544 348,663	Ф	1,160,294 294,894
Fundraising event income		506,253		430,780
Donated goods and services		50,105		50,105
Investment earnings, net		52,870		239,475
Total revenues		2,135,435		2,175,548
Expenses				
Program services		1,920,846		1,715,733
Management and general		58,306		40,319
Fundraising		110,651		84,292
Total expenses		2,089,803		1,840,344
Change in net assets without donor restrictions		45,632		335,204
Net assets without donor restrictions, beginning of year		3,117,130		2,781,926
Net assets without donor restrictions, end of year	\$	3,162,762	\$	3,117,130

STATEMENT OF FUNCTIONAL EXPENSES

FOR THE YEAR ENDED JUNE 30, 2018

		Program	n Services				
	ESUSD Support	Academy	Seaside Strings	Total Program	Management and General	Fundraising	Total
Grants made to ESUSD and its							
schools	\$ 1,500,000	\$ -	\$ -	\$ 1,500,000	\$ -	\$ -	\$ 1,500,000
Direct expenses	10,778	9,325	3,155	23,258	-	45,149	68,407
Salaries and related costs	82,177	214,948	40,293	337,418	30,924	53,776	422,118
Advertising and promotion	781	391	195	1,367	-	586	1,953
Office expenses	1,950	975	487	3,412	487	975	4,874
Information technology	1,364	1,023	341	2,728	341	341	3,410
Travel and meetings	163	82	-	245	-	163	408
Insurance	1,307	3,420	641	5,368	492	856	6,716
Donated goods and services	10,794	4,474	1,711	16,979	26,062	7,064	50,105
Credit card fees	19,289	10,055	727	30,071		1,741	31,812
	\$ 1,628,603	\$ 244,693	<u>\$ 47,550</u>	\$ 1,920,846	\$ 58,306	<u>\$ 110,651</u>	\$ 2,089,803

STATEMENT OF FUNCTIONAL EXPENSES

FOR THE YEAR ENDED JUNE 30, 2017

		Program	n Services				
	ESUSD	_	Seaside	Total	Management		
	Support	Academy	Strings	Program	and General	Fundraising	<u>Total</u>
Grants made to ESUSD and its							
schools	\$ 1,300,000	\$ -	\$ -	\$ 1,300,000	\$ -	\$ -	\$ 1,300,000
Direct expenses	18,536	7,215	1,233	26,984	-	40,866	67,850
Salaries and related costs	108,319	200,254	24,224	332,797	15,516	33,518	381,831
Advertising and promotion	1,702	-	-	1,702	-	189	1,891
Office expenses	695	347	173	1,215	173	343	1,731
Information technology	1,704	1,193	68	2,965	-	443	3,408
Travel and meetings	89	44	-	133	-	89	222
Insurance	2,756	2,742	406	5,904	456	651	7,011
Donated goods and services	15,173	4,789	1,273	21,235	24,174	4,696	50,105
Credit card fees	14,516	7,897	385	22,798		3,497	26,295
	<u>\$ 1,463,490</u>	<u>\$ 224,481</u>	<u>\$ 27,762</u>	\$ 1,715,733	\$ 40,319	<u>\$ 84,292</u>	\$ 1,840,344

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

	2018	2017		
Cash Flows from Operating Activities				
Change in net assets without donor restrictions	\$ 45,632	\$	335,204	
Adjustments to reconcile change in net assets without				
donor restrictions to net cash provided by (used in)				
operating activities:				
Realized and unrealized gains (losses) on investments				
in endowment	11,835		(186,472)	
Contributed stock	(16,714)		(17,680)	
(Increase) decrease in operating assets:			40.500	
Other current receivable	-		18,500	
Prepaid expenses	(1,247)		(1,762)	
Funds held in trust	2,000		(2,858)	
Increase (decrease) in operating liabilities:				
Deferred revenue	(68,161)		28,983	
Funds held in trust	 (2,000)		2,858	
Net cash provided by (used in) operating activities	 (28,655)		176,773	
Cash Flows from Investing Activities				
Purchase of investments in endowment	(1,601,260)		(671,279)	
Proceeds from sale of investments in endowment	 1,553,491		636,149	
			,	
Net cash used in investing activities	 <u>(47,769</u>)	-	(35,130)	
Net increase (decrease) in cash and cash equivalents	(76,424)		141,643	
Cash and Cash Equivalents, beginning of year	604,499		462,856	
Cash and Cash Equivalents, end of year	\$ 528,075	\$	604,499	

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

NOTE 1 - NATURE OF OPERATIONS

El Segundo Education Foundation (the "Foundation") was formed as a nonprofit public benefit corporation in the State of California in February 1983. The Foundation's purpose is to support the educational mission of the El Segundo Unified School District ("ESUSD"). The Foundation is supported primarily through donations from the public.

The Foundation, also known as Ed! or ESEF, was founded by concerned parents and community leaders of the South Bay. The Foundation helps to narrow the widening gap between the state funds required to maintain excellence in El Segundo schools and the state funds received.

The Foundation's goal is to unite businesses, corporations and residents throughout the community to provide sustainable and consistent funding directly to the public schools of the El Segundo Unified School District.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

New Accounting Pronouncement

On August 18, 2016, the Financial Accounting Standards Board issued Accounting Standards Update 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities ("ASU 2016-14")* effective for fiscal years beginning after December 15, 2017, however, early adoption is permitted. The Foundation has adopted ASU 2016-14 for the year ended June 30, 2018 with retrospective application. The new standard changes the following aspects of the Foundation's financial statements:

- The unrestricted net asset class has been renamed net assets without donor restrictions.
- Further expounding of methods used to allocate costs among program and support functions.
- The financial statements include a new disclosure about liquidity and availability of financial assets (Note 2).

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New accounting Pronouncement (Continued)

• Realized and unrealized gains and (losses) are reported net of investment fees which resulted in the following effect on 2017 financial statement captions:

	As Originally Presented			ter Adoption of ASU 2016-14
Investment earnings	\$	260,904	\$	239,475
Program services	\$	1,728,590	\$	1,715,733
Management and general	\$	48,891	\$	40,319

In addition, certain amounts in prior year financial statements have been reclassified to conform with current year presentation. Such reclassifications had no effect on net assets without donor restrictions or the change in net assets without donor restrictions reported as of and for the year ended June 30, 2017.

Basis of Accounting

The accounts of the Foundation are maintained on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Cash Equivalents

The Foundation considers all highly liquid investments with an initial maturity of three months or less at the date of purchase to be cash equivalents.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash Reserve Policy

The Foundation's goal is to maintain cash reserves, exclusive of the endowment and other restricted funds, at the end of each fiscal year, equal to at least twelve (12) months of certain operating expenses as defined in the policy. The Foundation increases cash reserves by a minimum of \$30,000 each year until the desired level is reached. According to management, the Foundation is meeting their cash reserve levels.

Funds Held in Trust

The Foundation has received unsolicited funds from donors, who have specifically designated the funds for scholarships to graduating El Segundo High School students. The Foundation is required to maintain a separate bank account, and will act solely as custodian. The funds will be dispersed as determined by The Alumni Association, and as such the funds are reflected as an asset with a corresponding liability on the financial statements.

During the years ended June 30, 2018 and 2017, the Foundation received unsolicited funds from a donor organization, who has specifically designated the funds for band teacher salaries. There is an agreement in which the Foundation funds monthly payroll for band teachers and subsequently requests reimbursement from the donor organization for related payroll expenses. The funds received by the Foundation are kept in a separate bank account and transferred to the operating account from which payroll is withdrawn.

Endowment

The Endowment reported on the statements of financial position consists of the Foundation's investments in marketable securities which are reported at fair value. Investment transactions are recorded on the trade date and investment income is recognized as revenue in the period earned. Realized and unrealized gains and losses are recognized as changes in net assets without donor restrictions in the period in which they occur.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue Recognition

All contributions and grant support are considered available for the Foundation's general programs unless specifically restricted by the donor. Amounts received that are designated for future periods or restricted by the donor are reported as net assets with donor restrictions and increase that respective net asset class. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statement of activities as net assets released from restriction. Restricted support with restrictions that are met in the same reporting period are recorded as unrestricted support.

Contributions are also recognized when a donor makes a promise to give that is in substance unconditional. Conditional promises to give are recorded when the condition set by the donor is met. During the year ended June 30, 2017, the Foundation received a conditional grant of \$1,000,000 to be paid in five installments of \$200,000 beginning in the year ended June 30, 2017. The grant requires the Foundation to raise a minimum of \$200,000 each year from the El Segundo community in order to receive the installment. The grant condition was met during the years ended June 30, 2018 and 2017, and the Foundation received a \$200,000 contribution from the donor in each year.

Deferred revenue arises when potential revenue does not meet the criteria for recognition in the current period and when resources are received by the Foundation prior to the incurrence of qualifying expenditures. In subsequent periods, when both revenue recognition criteria are met or when the Foundation has a legal claim to the resources, the liability for deferred revenue is removed from the statement of financial position and revenue is recognized.

Contributed Services and Equipment

Contributed services and equipment are reported in the financial statements at fair value on the date of the voluntary donation when those services or equipment (1) create or enhance non-financial assets or (2) require specialized skills provided by individuals possessing those skills and are services which would typically be purchased if not provided by donation.

During the years ended June 30, 2018 and 2017, many volunteers donated time and services in an effort to advance the programs and objectives of the Foundation. These volunteer services have not been recorded in the financial statements as they do not meet the criteria required by U.S. GAAP.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

<u>Functional Expenses</u>

The financial statements report certain categories of expenses that are attributable to more than one program or supporting function. Therefore, these expenses require allocation on a reasonable basis that is consistently applied. Operating expenses directly identified with a functional area are charged to that area. Expenses affecting more than one area, such as salaries and other employee expenses have been allocated based on estimates of time and effort. Donated facilities and insurance are allocated in accordance with payroll. Credit card fees are allocated based on percentages of revenue type processed via credit card.

Income Taxes

The Foundation is a not-for-profit corporation that is exempt from the payment of income taxes under Internal Revenue Code ("IRC") Section 501(c)(3) and the California Revenue and Taxation Code Section 23701(d). Accordingly, no provision has been made for income taxes.

The Foundation evaluates uncertain tax positions whereby the effect of the uncertainty would be recorded if the tax positions were more likely than not to be sustained upon examination. The Foundation has evaluated its tax positions and management believes there are no uncertain positions required to be recorded or disclosed for the years ended June 30, 2018 and 2017.

By statute, the Foundation's federal and state income tax returns generally remain subject to examination by taxing authorities for three and four years, respectively, from the date the return is filed.

Concentrations of Risk

The Foundation's cash and cash equivalents, and investment balances held at financial institutions generally exceed federally insured limits or exceed amounts insured by Securities Investor Protection Corporation ("SIPC"). The Foundation's total investment balances are covered due to additional insurance carried at the financial institutions holding the Foundation's funds. The Foundation has not experienced and does not anticipate any losses as a result of the nonperformance of custodians and investment managers of its cash and cash equivalents, or investments.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Concentrations of Risk (Continued)

Investments in marketable securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investments in marketable securities, it is reasonably possible that changes in the value of investments could materially change and that such change could materially affect the amounts reported in the statements of financial position.

For the years ended June 30, 2018 and 2017, the Foundation received grants from one donor that constituted approximately 10% of total revenues in each year, respectively.

Liquidity and Availability of Financial Assets

The Foundation's financial assets available within one year of the statement of financial position date for general expenditure are as follows:

		2018		2017
Cash and cash equivalents Endowment	\$	528,075 2,855,436	\$	604,499 2,802,788
	<u>\$</u>	3,383,511	\$	3,407,287

As part of the Foundation's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. In addition, the Foundation invests cash in excess of daily requirements in the endowment fund.

NOTE 3 - ENDOWMENT

Board Designated Endowment

The Foundation maintains a general endowment consisting of board designated investments to support the mission of the Foundation. Since that amount resulted from an internal designation and is not donor-restricted, it is classified and reported as net assets without donor restrictions.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

NOTE 3 - ENDOWMENT (CONTINUED)

Spending Policy

The Foundation's annual appropriation, on a fiscal year basis, is determined by the growth in principal, amount of donations, earnings performance and the endowment's value as of March 31 of each year (end of the 3rd quarter). Once approved, the annual appropriation is funded into the Foundation's account at the end of the next subsequent fiscal year. The amount of the annual appropriation made from the endowment should not exceed 5% of the net value of the endowment as established at the end of the 3rd quarter of the fiscal year; nor, should the annual appropriation equal or exceed the growth of the endowment from all sources in the same time frame. This is consistent with the Foundation's objective to increase the principal balance of the endowment, after all costs are paid and appropriations are made.

Investment Return Objectives, Risk Parameters and Strategies

To achieve the endowment objectives, the Foundation has adopted an investment policy that attempts to provide for the preservation and safety of the endowment's principal and to provide for a steady stream of interest and/or dividend income to fund the annual appropriation to the Foundation. The Foundation's investment policy objectives also are targeted to create new programs aimed at enhancing alternative methods of giving to the fund by its constituents and to grow the endowment.

According to the investment policy, endowment assets are invested in a balanced, conservative growth and income investment strategy of equity, fixed income, alternative, and cash investments, in a mix which is conducive to the endowment's participation in rising markets while providing adequate protection from falling markets, while growing the endowment's assets if possible. Accordingly, the Foundation expects its endowment assets, over time, to produce a net real rate of return equal or greater than 2% above the consumer price index compounded annually for the aggregate of all investment funds over a full investment cycle (three-year period). Actual returns in any given year may vary from this amount. On a risk-adjusted basis, the endowment's total return is expected to have less risk than the Standard & Poor's 500 benchmark. Risk and volatility will be measured by standard deviation. An investment restriction policy is in place and is designed to minimize interference with the Investment Committee's efforts to attain the overall fund objectives.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

NOTE 3 - ENDOWMENT (CONTINUED)

Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

The three levels of the fair value hierarchy under Financial Accounting Standards Board Accounting Standards Codification 820 are described as follows:

Level 1	Inputs	to	the	valuat	tion	methodology	are	unadjusted	quoted

prices for identical assets or liabilities in active markets that

the Foundation 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; 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.

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

There have been no changes in the methodologies used at June 30, 2018 and 2017.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

NOTE 3 - ENDOWMENT (CONTINUED)

Fair Value Measurements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Foundation's endowment assets at fair value:

Endowment Assets at Fair Value as of June 30, 2018

	Lev	<u>el 1</u>	L	evel 2		Level 3		<u>Total</u>
Cash and cash equivalents	\$ 8	3,182	\$	-	\$		-	\$ 83,182
Equities	1,46	1,153		-			-	1,461,153
Fixed income	1,08	0,109		-			-	1,080,109
Alternative investments	23	<u>0,992</u>		<u> </u>	_		=	230,992
Total	\$ 2,85	5,436	\$		\$		<u>-</u>	\$ 2,855,436

Endowment Assets at Fair Value as of June 30, 2017

	<u>Level 1</u>	Level 2	Level 3	<u>Total</u>
Cash and cash equivalents	\$ 99,292	\$ -	\$ -	\$ 99,292
Equities	1,453,243	-	-	1,453,243
Fixed income	935,765	-	-	935,765
Alternative investments	314,488			314,488
Total	\$ 2,802,788	\$ -	\$ -	\$ 2,802,788

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

NOTE 3 - ENDOWMENT (CONTINUED)

Endowment Activity

The composition of and changes in endowment net assets by net asset classification for the years ended June 30, 2017 and 2018, were as follows:

	Without Donor Restrictions			
Board designated endowment net assets at July 1, 2016	\$	2,563,506		
Contributions Appropriations Investment income, net Net appreciation (depreciation) of investments	_	17,680 (17,680) 57,715 181,567		
Board designated endowment net assets at June 30, 2017		2,802,788		
Contributions Appropriations Investment income, net Net appreciation (depreciation) of investments	_	16,714 (16,714) 68,608 (15,960)		
Board designated endowment net assets at June 30, 2018	\$	2,855,436		

NOTE 4 - CONTRIBUTED SERVICES AND EQUIPMENT

The value of donated services and equipment included as contributions in the financial statements and the corresponding expenses for the years ended June 30, 2018 and 2017, are as follows:

		2018	 2017
Facilities Professional fees	\$	28,105 22,000	\$ 28,105 22,000
	<u>\$</u>	50,105	\$ 50,105

Additionally, the Foundation received \$245,068 and \$217,376 of donated goods related to special events for the years ended June 30, 2018 and 2017, which have been excluded from the presentation of fundraising event income and expense in the financial statements.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

NOTE 5 - RELATED PARTIES

Related parties exist as a result of Board member connections. Several Board members have made significant contributions to the Foundation, either individually or via their corporate affiliations. Contributions received from Board members or their affiliates totaled \$389,564 and \$447,970 for the years ended June 30, 2018 and 2017, respectively. In addition, one Board member is employed by a banking institution where the Foundation maintains an account.

NOTE 6 - SUBSEQUENT EVENTS

The Foundation evaluated subsequent events through December 11, 2018, the date at which the financial statements were available to be issued. The Foundation is not aware of any significant events that occurred subsequent to the statement of financial position date, but prior to December 11, 2018, that would have a material impact on its financial statements.