

**Children's Place Association
and Its Affiliated Organizations**

Independent Auditor's Report and Consolidated Financial Statements
June 30, 2019 and 2018



**Children’s Place Association
and Its Affiliated Organizations**
June 30, 2019 and 2018

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Independent Auditor's Report

Board of Directors
Children's Place Association
and Its Affiliated Organizations
Chicago, Illinois

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Children's Place Association and Its Affiliated Organizations (collectively, the Association), which comprise the consolidated statements of financial position as of June 30, 2019, and the related consolidated statements of activities, functional expenses and cash flows, for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated 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 consolidated 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 consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Association's preparation and fair presentation of the consolidated 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 Association'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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Association as of June 30, 2019, and the change in their net assets and the cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As described in Note 12 to the consolidated financial statements, in 2019, the Association adopted Accounting Standards Update (ASU) 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities*. Our opinion is not modified with respect to this matter.

Prior Year Audited by Other Auditors

The 2018 consolidated financial statements were audited by other auditors, and their report thereon, dated March 27, 2019, expressed an unmodified opinion.

Other Reports Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 23, 2020, on our consideration of the Association's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Association's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Association's internal control over financial reporting and compliance.

BKD, LLP

Oakbrook Terrace, Illinois
October 23, 2020

**Children's Place Association
and Its Affiliated Organizations**
Consolidated Statements of Financial Position
June 30, 2019 and 2018

Assets

| | 2019 | 2018 |
|---|--------------|--------------|
| Current Assets | | |
| Cash and cash equivalents | \$ 320,318 | \$ 231,363 |
| Accounts receivable, net of allowance for doubtful accounts of \$0 at June 30, 2019 and \$25,000 at June 30, 2018 | 868,361 | 1,108,594 |
| Pledges receivable, net | 16,500 | 53,620 |
| Interest receivable | 1,458 | 1,458 |
| Investments | 1,460,843 | 1,387,482 |
| Prepaid expenses | 37,765 | 85,429 |
| Deposits | 236,271 | 215,869 |
| Total current assets | 2,941,516 | 3,083,815 |
| Property and Equipment | | |
| Land | 271,110 | 271,110 |
| Buildings and improvements | 8,065,765 | 8,006,546 |
| Furniture and fixtures | 297,815 | 297,815 |
| Equipment | 603,233 | 547,214 |
| Construction in progress | 124,044 | 124,044 |
| | 9,361,967 | 9,246,729 |
| Less accumulated depreciation | 3,342,879 | 3,054,140 |
| | 6,019,088 | 6,192,589 |
| Other Assets | | |
| Investments held for deferred compensation plan | 110,761 | 99,372 |
| Total assets | \$ 9,071,365 | \$ 9,375,776 |

Liabilities and Net Assets

| | <u>2019</u> | <u>2018</u> |
|---|---------------------|---------------------|
| Current Liabilities | | |
| Accounts payable | \$ 78,634 | \$ 158,123 |
| Line of credit | 200,000 | 125,000 |
| Current maturities of notes payable | 46,403 | 45,566 |
| Accrued payroll and payroll taxes | 306,210 | 259,152 |
| Other accrued liabilities | <u>107,266</u> | <u>113,245</u> |
| Total current liabilities | <u>738,513</u> | <u>701,086</u> |
| Long-Term Liabilities | | |
| Deferred compensation plan liability | 110,761 | 99,372 |
| Notes payable, less current maturities | <u>529,246</u> | <u>574,011</u> |
| | <u>640,007</u> | <u>673,383</u> |
| Total liabilities | <u>1,378,520</u> | <u>1,374,469</u> |
| Net Assets | | |
| Net assets without donor restrictions | | |
| Undesignated | 1,586,708 | 1,834,696 |
| Net investment in property and equipment | <u>5,443,439</u> | <u>5,573,013</u> |
| Total net assets without donor restrictions | 7,030,147 | 7,407,709 |
| Net assets with donor restrictions | <u>662,698</u> | <u>593,598</u> |
| Total net assets | <u>7,692,845</u> | <u>8,001,307</u> |
| Total liabilities and net assets | <u>\$ 9,071,365</u> | <u>\$ 9,375,776</u> |

**Children's Place Association
and Its Affiliated Organizations
Consolidated Statements of Activities
Years Ended June 30, 2019 and 2018**

| | 2019 | 2018 |
|---|------------------|----------------|
| Net Assets Without Donor Restrictions | | |
| Revenue, gains and other support | | |
| Revenue and grants from government agencies | \$ 6,466,186 | \$ 6,151,138 |
| Contributions for programs, restrictions met in current year | 618,473 | 191,358 |
| Special events | 439,667 | 636,781 |
| Other grants and contributions | - | 104,069 |
| Investment income, net | 90,945 | 104,254 |
| Fees and other revenues | 478,053 | 297,234 |
| Net assets released from restrictions | 5,800 | 493,807 |
| Total revenue, gains and other support | 8,099,124 | 7,978,641 |
| Expenses | | |
| Program services | 6,966,810 | 6,624,669 |
| Supporting services | | |
| Management and general | 866,365 | 698,148 |
| Fundraising | 643,511 | 659,792 |
| Total supporting services | 1,509,876 | 1,357,940 |
| Total expenses | 8,476,686 | 7,982,609 |
| Change in Net Assets Without Donor Restrictions | (377,562) | (3,968) |
| Net Assets With Donor Restrictions | | |
| Contributions | 74,900 | 255,204 |
| Net assets released from restrictions | (5,800) | (493,807) |
| Change in net assets with donor restrictions | 69,100 | (238,603) |
| Change in Net Assets | (308,462) | (242,571) |
| Net Assets, Beginning of Year | 8,001,307 | 8,243,878 |
| Net Assets, End of Year | \$ 7,692,845 | 8,001,307 |

**Children's Place Association
and Its Affiliate Organization**
Consolidated Statement of Functional Expenses
Year Ended June 30, 2019

| | Program Services | | | | |
|---|---------------------|-------------------------|------------------------|----------------------------|----------------------------|
| | Residential Care | Family and Community | West Humboldt Place | Foster Care Specialized | Foster Care Traditional |
| Functional Expenses | | | | | |
| Salaries | \$ 553,782 | \$ 137,784 | \$ 42,037 | \$ 606,806 | \$ 151,701 |
| Employee benefits | 104,453 | 35,005 | 27,160 | 99,278 | 24,820 |
| Payroll taxes, etc. | 30,925 | 6,211 | - | 36,491 | 9,123 |
| Total salaries and related expenses | <u>689,160</u> | <u>179,000</u> | <u>69,197</u> | <u>742,575</u> | <u>185,644</u> |
| Professional fees, including nurses' salaries and related expenses of approximately \$711,859 | 319,104 | 17,734 | 2,143 | 242,306 | 60,577 |
| Supplies | 53,624 | 12,273 | 4,269 | 24,869 | 6,217 |
| Telephone | 26,945 | 21,980 | 7,959 | 9,265 | 2,316 |
| Postage and shipping | 328 | 684 | - | 1,941 | 485 |
| Occupancy | 96,841 | 34,627 | 78,642 | 128,138 | 32,034 |
| Interest and bank service charges | 448 | 30 | 35 | - | - |
| Rental and maintenance of equipment | 4,446 | 356 | - | - | - |
| Printing and publications | 148 | 129 | - | 57 | 14 |
| Travel and transportation | 13,784 | 10,215 | 1,776 | 78,598 | 19,649 |
| Conference, conventions and meetings | 4,254 | 1,120 | 24 | 2,277 | 569 |
| Specific assistance to individuals | 450 | 23,819 | 574 | 439,219 | 109,804 |
| Membership dues | 399 | 778 | 630 | 342 | 85 |
| Insurance | 10,331 | 259 | 1,982 | 12,281 | 3,070 |
| Other expenses | 3,919 | 3,777 | 1,075 | 3,499 | 875 |
| Special event - cost of direct benefit to participants | - | 110 | - | - | - |
| Depreciation and amortization | 119,387 | 11,188 | 135,652 | 1,742 | 436 |
| Bad debt expense | - | - | - | - | - |
| Total expenses included in the expense section on the consolidated statement of activities | <u>\$ 1,343,568</u> | <u>\$ 318,079</u> | <u>\$ 303,958</u> | <u>\$ 1,687,107</u> | <u>\$ 421,777</u> |

| Program Services | | | Supporting Services | | | |
|-------------------------|-------------------|---------------------|------------------------|-------------------|---------------------|---------------------|
| Early Learning Programs | International | Total | Management and General | Fundraising | Total | Total |
| \$ 1,333,349 | \$ 247,936 | \$ 3,073,395 | \$ 296,165 | \$ 241,538 | \$ 537,703 | \$ 3,611,098 |
| 210,692 | 21,029 | 522,437 | 33,776 | 27,546 | 61,322 | 583,759 |
| 87,523 | 18,311 | 188,584 | 22,918 | 18,691 | 41,609 | 230,193 |
| 1,631,564 | 287,276 | 3,784,416 | 352,859 | 287,775 | 640,634 | 4,425,050 |
| 270,659 | 33,938 | 946,461 | 77,768 | 107,300 | 185,068 | 1,131,529 |
| 99,116 | 10,425 | 210,793 | 42,532 | 94,699 | 137,231 | 348,024 |
| 20,027 | 5,157 | 93,649 | 6,017 | 4,454 | 10,471 | 104,120 |
| 1,597 | 790 | 5,825 | 3,391 | 3,311 | 6,702 | 12,527 |
| 146,780 | 4,339 | 521,401 | 18,626 | 9,736 | 28,362 | 549,763 |
| - | 413 | 926 | 43,608 | 7,320 | 50,928 | 51,854 |
| - | 72 | 4,874 | - | - | - | 4,874 |
| 71 | 609 | 1,028 | 607 | 62,879 | 63,486 | 64,514 |
| 19,395 | 29,618 | 173,035 | 2,088 | 2,310 | 4,398 | 177,433 |
| 5,810 | 85 | 14,139 | 1,801 | 139 | 1,940 | 16,079 |
| 16,880 | 226,197 | 816,943 | 564 | 1,586 | 2,150 | 819,093 |
| 1,344 | 265 | 3,843 | 20,318 | 1,345 | 21,663 | 25,506 |
| 7,761 | 7,508 | 43,192 | 45,024 | 983 | 46,007 | 89,199 |
| 7,958 | 302 | 21,405 | 46,945 | 1,000 | 47,945 | 69,350 |
| - | 37,259 | 37,369 | - | 58,487 | 58,487 | 95,856 |
| 18,319 | 787 | 287,511 | 1,041 | 187 | 1,228 | 288,739 |
| - | - | - | 203,176 | - | 203,176 | 203,176 |
| <u>\$ 2,247,281</u> | <u>\$ 645,040</u> | <u>\$ 6,966,810</u> | <u>\$ 866,365</u> | <u>\$ 643,511</u> | <u>\$ 1,509,876</u> | <u>\$ 8,476,686</u> |

**Children's Place Association
and Its Affiliated Organizations**
Consolidated Statement of Functional Expenses
Year Ended June 30, 2018

| Functional Expenses | Program Services | | | | |
|---|---------------------|-------------------------|------------------------|----------------------------|----------------------------|
| | Residential Care | Family and Community | West Humboldt Place | Foster Care Specialized | Foster Care Traditional |
| Salaries | \$ 492,555 | \$ 187,597 | \$ 47,037 | \$ 561,294 | \$ 136,910 |
| Employee benefits | 49,941 | 28,938 | 11,907 | 64,137 | 16,035 |
| Payroll taxes, etc. | 64,432 | 11,022 | - | 39,875 | 9,969 |
| Total salaries and related expenses | 606,928 | 227,557 | 58,944 | 665,306 | 162,914 |
| Professional fees, including nurses' salaries and related expenses of approximately \$602,093 | 511,418 | 24,446 | 17,170 | 222,922 | 71,090 |
| Supplies | 34,308 | 11,621 | 2,154 | 21,993 | 5,528 |
| Telephone | 18,598 | 5,236 | 11,679 | 10,783 | 2,696 |
| Postage and shipping | 1,065 | 761 | - | 1,982 | 496 |
| Occupancy | 80,595 | 88,727 | 26,669 | 55,013 | 13,753 |
| Interest and bank service charges | 2,006 | 1,212 | 69 | 356 | 89 |
| Rental and maintenance of equipment | 3,468 | 3,314 | - | 3,777 | 944 |
| Printing and publications | 111 | 206 | 36 | 391 | 97 |
| Travel and transportation | 9,398 | 13,685 | 4,320 | 73,493 | 22,716 |
| Conference, conventions and meetings | 1,987 | 405 | 711 | 6,988 | 1,747 |
| Specific assistance to individuals | 1,727 | 18,528 | 252 | 432,664 | 102,440 |
| Membership dues | 22 | 25 | 375 | 12 | 4 |
| Insurance | 10,518 | 1,187 | 8,114 | 10,418 | 98 |
| Other expenses | 4,116 | 4,897 | 1,014 | 5,900 | 1,475 |
| Special event - cost of direct benefit to participants | - | - | - | - | - |
| Depreciation and amortization | 46,981 | 36,594 | 123,140 | 12,344 | 3,086 |
| Bad debt expense | - | - | 2,779 | - | - |
| Total expenses included in the expense section on the consolidated statement of activities | \$ 1,333,246 | \$ 438,401 | \$ 257,426 | \$ 1,524,342 | \$ 389,173 |

| Program Services | | | Supporting Services | | | |
|-------------------------|-------------------|---------------------|------------------------|-------------------|---------------------|---------------------|
| Early Learning Programs | International | Total | Management and General | Fundraising | Total | Total |
| \$ 1,189,994 | \$ 261,939 | \$ 2,877,326 | \$ 219,320 | \$ 224,771 | \$ 444,091 | \$ 3,321,417 |
| 107,211 | 21,017 | 299,186 | 40,216 | 26,370 | 66,586 | 365,772 |
| 102,148 | 17,939 | 245,385 | 56,996 | 23,778 | 80,774 | 326,159 |
| 1,399,353 | 300,895 | 3,421,897 | 316,532 | 274,919 | 591,451 | 4,013,348 |
| 223,253 | 91,522 | 1,161,821 | 157,684 | 71,742 | 229,426 | 1,391,247 |
| 120,879 | 13,206 | 209,689 | 56,016 | 26,133 | 82,149 | 291,838 |
| 29,678 | 8,889 | 87,559 | 12,148 | 4,431 | 16,579 | 104,138 |
| 1,927 | 864 | 7,095 | 1,738 | 2,416 | 4,154 | 11,249 |
| 108,699 | 26,337 | 399,793 | 40,995 | 18,914 | 59,909 | 459,702 |
| 3,202 | 1,214 | 8,148 | 16,713 | 4,746 | 21,459 | 29,607 |
| 30,124 | 958 | 42,585 | 3,284 | 3,671 | 6,955 | 49,540 |
| 241 | 3,672 | 4,754 | 191 | 17,758 | 17,949 | 22,703 |
| 20,947 | 31,571 | 176,130 | 5,166 | 3,561 | 8,727 | 184,857 |
| 13,015 | 27 | 24,880 | 1,840 | 74 | 1,914 | 26,794 |
| 13,924 | 132,497 | 702,032 | 531 | - | 531 | 702,563 |
| 518 | 244 | 1,200 | 9,768 | 2,087 | 11,855 | 13,055 |
| 6,898 | 4,889 | 42,122 | 15,258 | - | 15,258 | 57,380 |
| 13,656 | 573 | 31,631 | 49,844 | 167 | 50,011 | 81,642 |
| - | - | - | - | 226,169 | 226,169 | 226,169 |
| 76,818 | 1,591 | 300,554 | 10,153 | 3,004 | 13,157 | 313,711 |
| - | - | 2,779 | 287 | - | 287 | 3,066 |
| <u>\$ 2,063,132</u> | <u>\$ 618,949</u> | <u>\$ 6,624,669</u> | <u>\$ 698,148</u> | <u>\$ 659,792</u> | <u>\$ 1,357,940</u> | <u>\$ 7,982,609</u> |

**Children's Place Association
and Its Affiliated Organizations
Consolidated Statements of Cash Flows
Years Ended June 30, 2019 and 2018**

| | <u>2019</u> | <u>2018</u> |
|---|-------------------|-------------------|
| Operating Activities | | |
| Change in net assets | \$ (308,462) | \$ (242,571) |
| Items not requiring (providing) cash | | |
| Depreciation and amortization | 288,739 | 313,711 |
| Provision for losses on accounts receivable | 203,176 | 3,066 |
| Net realized and unrealized gains on investments | (10,593) | (23,853) |
| Changes in | | |
| Accounts receivable | 37,057 | (473,299) |
| Pledges receivable | 37,120 | 56,380 |
| Interest receivable | - | (194) |
| Prepaid expenses | 47,664 | (9,468) |
| Deposits | (20,402) | 105,596 |
| Accounts payable | (79,489) | 75,584 |
| Accrued payroll and payroll taxes | 47,058 | 3,576 |
| Deferred compensation plan liability | 11,389 | - |
| Other accrued liabilities | (5,979) | (287,260) |
| | <u>247,278</u> | <u>(478,732)</u> |
| Net cash provided by (used in) operating activities | | |
| Investing Activities | | |
| Purchase of property and equipment | (115,238) | (148,928) |
| Purchases of investments | (74,157) | (87,575) |
| | <u>(189,395)</u> | <u>(236,503)</u> |
| Net cash used in investing activities | | |
| Financing Activities | | |
| Net borrowings (repayments) under line of credit | 75,000 | (50,000) |
| Proceeds on long-term notes payable | - | 405,060 |
| Payments on long-term notes payable | (43,928) | (35,081) |
| | <u>31,072</u> | <u>319,979</u> |
| Net cash provided by financing activities | | |
| Increase (Decrease) in Cash and Cash Equivalents | 88,955 | (395,256) |
| Cash and Cash Equivalents, Beginning of Year | <u>231,363</u> | <u>626,619</u> |
| Cash and Cash Equivalents, End of Year | <u>\$ 320,318</u> | <u>\$ 231,363</u> |
| Supplemental Cash Flow Information | | |
| Interest Paid | \$ 25,872 | \$ 13,679 |

**Children's Place Association
and Its Affiliated Organizations
Notes to Consolidated Financial Statements
June 30, 2019 and 2018**

Note 1: Description of Program and Supporting Services

The following programs and supporting services are included in the accompanying consolidated financial statements:

Residential Care Program

The 10-bed residential center is a transitional home for children with serious or life-threatening conditions. When a child's illness or the illness or absence of a parent necessitate placement in the home, social work and nursing staff assess the child's needs and attempt to reunite the child with his/her family, or to find another permanent family for him/her. Approximately 30 children are served in the residence each year.

Family and Community Services

Family and Community Services strengthens health compromised families in their efforts to remain together, by providing services such as supportive housing, counseling, case management, summer camp, and support groups. Approximately 200 individuals from 100 families in the community are served in Family and Community Services. Nine very low income and health compromised families live in subsidized apartments owned by the Housing Corporation or leased by the Association. Thirteen additional families currently live in West Humboldt Place.

West Humboldt Place

The West Humboldt Place is a 13-unit apartment building offering supportive housing for families challenged by serious illness and homelessness.

Foster Care Program - Specialized Traditional Adoption

The Foster Care Program addresses the needs of children unable to return to their birth families and in need of a foster or adoptive home. The goal of the Foster Care Program is to see that every child grows up in a stable and loving family. To that end, staff works to reunite children with their birth families whenever possible and assist their foster families in adopting them if parental rights are terminated. Approximately 80 children are served in foster care each year.

Early Learning Programs

The Early Learning Center serves 133 children from infancy through age five in a center-based and a home-based early childhood education program. Priority is given to children from very low-income families where either the child or parent or both are living with a serious health condition.

**Children's Place Association
and Its Affiliated Organizations
Notes to Consolidated Financial Statements
June 30, 2019 and 2018**

International Program

Children's Place International partners with front line organizations to provide health, nutrition, and education to approximately 4,400 individuals in Haiti, Kenya, Tanzania, and Zambia.

Management and General

Includes the functions necessary to maintain an equitable employment program; ensure an adequate working environment; provide coordination and articulation of the Association's program strategy through the office of the executive director; secure proper administrative functioning of the board of directors; maintain competent legal services for the program administration of the Association; and manage the financial and budgetary responsibilities of the Association.

Fundraising

Provides the structure necessary to encourage and secure private financial support from individuals, foundations, and corporations and to organize and manage the Association's special events.

Note 2: Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

Children's Place Association (the Association) was incorporated on April 10, 1989, in the State of Illinois under the *General Not-For-Profit Corporation Act of Illinois*. The mission of the Association is to build a secure and hopeful today so children facing health issues and poverty succeed tomorrow. The Association's five Affiliated Organizations - The Children's Place Housing Corporation, The Children's Place Home Health Corporation, The Children's Place Foundation, The Children's Place International NFP and Children's Place Community Living LLC were incorporated under the *Illinois General Not-For-Profit Corporation Act* in 1996, 1997, 1999, 2008 and 2011, respectively, to support the Association and its programs.

The Association is the only agency of its kind in the Midwest and serves children from the greater Chicago metropolitan area. The Association's revenues are derived primarily from various governmental agencies and the Association's accounts receivables consist of amounts due primarily from the State of Illinois. The Association's fiscal year ends on June 30. Significant accounting policies followed by the Association are presented below.

**Children's Place Association
and Its Affiliated Organizations**
Notes to Consolidated Financial Statements
June 30, 2019 and 2018

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Association and its five Affiliated Organizations that it controls through common management, board membership, and economic interest. Inter-organization transactions and balances have been eliminated in consolidation. The Affiliated Organizations of the Association are as follows:

The Children's Place Housing Corporation

The purpose of The Children's Place Housing Corporation (Housing Corporation) is to own all real property for the Association and any other of its Affiliated Organizations. The Housing Corporation charges a fee to the Association for the Association's use of the properties in running its programs.

The Children's Place Home Health Corporation

The purpose of The Children's Place Home Health Corporation (Health Corporation) is to provide skilled nursing and ancillary services to children in programs of the Association. The Health Corporation charges the Association for the costs of the skilled nursing provided to the Association's programs.

Children's Place Community Living LLC

The purpose of Children's Place Community Living LLC is to own and operate a facility to provide supportive housing for 13 low-income families living with disabilities or chronic illness. The name of this facility is West Humboldt Place.

The Children's Place Foundation

The Children's Place Foundation (the Foundation) raises the funds for the Association and its Affiliated Organizations. It also manages the Association's investments. The Foundation charges a fee to the Association and related organizations for its fundraising and fund management activities.

The Children's Place International NFP

Children's Place International advances equitable access to health, education and opportunity so children and youth can grow to contribute their gifts to their communities, communities and the world.

**Children's Place Association
and Its Affiliated Organizations
Notes to Consolidated Financial Statements
June 30, 2019 and 2018**

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash Equivalents

The Association considers all liquid investments with a maturity of three months or less when purchased to be cash equivalents. At June 30, 2019 and 2018, cash equivalents consist of interest earning money market accounts. The Association maintains its cash and cash equivalents on deposit with various financial institutions and investment companies, which at times may exceed federally insured limits.

Accounts Receivable

Accounts receivable are uncollateralized funding source obligations, which are generally paid within 30 days from the billing date. Accounts receivable are stated at the invoice amount.

Payments of accounts receivable are generally applied to the specific invoices identified on the funding source's remittance advice or, in some cases, to the earliest unpaid invoices.

The carrying amount of accounts receivable is reduced by a valuation allowance that reflects management's best estimate of amounts that will not be collected. The allowance for doubtful accounts is based on management's assessment of the collectability of specific funding source accounts and the aging of accounts receivable. If actual collections are lower than historical experience, management's estimates of the recoverability of recorded amounts due the Association could be adversely affected. All accounts or portions thereof deemed to be uncollectible or to require an excessive collection cost are written off to the allowance for doubtful accounts.

Pledges Receivable

Pledges receivable are unconditional promises to give and are recognized as revenues or gains in the period that the pledge is made and as net assets, decreases in liabilities or expenses depending on the form of the benefits received. Conditional promises to give are recognized when the conditions on which they depend are substantially met.

**Children's Place Association
and Its Affiliated Organizations
Notes to Consolidated Financial Statements
June 30, 2019 and 2018**

Investments

Investments are carried at fair value with gains and losses included in the consolidated statements of activities. Donated securities are recorded at market value on the date received or at nominal value when the market value is not readily available.

Property and Equipment

Acquisitions of property and equipment in excess of \$500 and expenditures that materially increase the value of the assets or prolong their useful lives are capitalized.

The Association depreciates its property and equipment on the straight-line method over the following estimated useful lives:

| | |
|---------------------------|---------------|
| Building and improvements | 5 - 40 years |
| Furniture and fixtures | 5 to 10 years |
| Equipment | 3 to 10 years |

Long-Lived Asset Impairment

The Association evaluates the recoverability of the carrying value of long-lived assets whenever events or circumstances indicate the carrying amount may not be recoverable. If a long-lived asset is tested for recoverability and the undiscounted estimated future cash flows expected to result from the use and eventual disposition of the asset are less than the carrying amount of the asset, the asset cost is adjusted to fair value and an impairment loss is recognized as the amount by which the carrying amount of a long-lived asset exceeds its fair value.

No asset impairment was recognized during the years ended June 30, 2019 and 2018.

Net Assets

Net assets, revenues, gains and losses are classified based on the existence or absence of donor or grantor restrictions.

Net assets without donor restrictions are available for use in general operations and not subject to donor or certain grantor restrictions.

Net assets with donor restrictions are subject to donor or certain grantor restrictions. Some restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other restrictions are perpetual in nature, where the donor or grantor stipulates that resources be maintained in perpetuity.

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Contributions

Contributions are provided to the Association either with or without restrictions placed on the gift by the donor. Revenues and net assets are separately reported to reflect the nature of those gifts – with or without donor restrictions. The value recorded for each contribution is recognized as follows:

| Nature of the Gift | Value Recognized |
|--|---|
| <i>Conditional gifts, with or without restriction</i> Gifts that depend on the Association overcoming a donor-imposed barrier to be entitled to the funds | Not recognized until the gift becomes unconditional, <i>i.e.</i> the donor-imposed barrier is met |
| <i>Unconditional gifts, with or without restriction</i> Received at date of gift – cash and other assets | Fair value |
| Received at date of gift – property, equipment and long-lived assets | Estimated fair value |
| Expected to be collected within one year | Net realizable value |
| Collected in future years | Initially reported at fair value determined using the discounted present value of estimated future cash flows technique |

In addition to the amount initially recognized, revenue for unconditional gifts to be collected in future years is also recognized each year as the present-value discount is amortized using the level-yield method.

When a donor-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 statements of activities as net assets released from restrictions. Absent explicit donor stipulations for the period of time that long-lived assets must be held, expirations of restrictions for gifts of land, buildings, equipment and other long-lived assets are reported when those assets are placed in service.

Gifts and investment income having donor stipulations which are satisfied in the period the gift is received are recorded as revenue and net assets without donor restrictions.

Conditional contributions having donor stipulations which are satisfied in the period the gift is received are recorded as revenue and net assets without donor restrictions.

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Revenue and Grants From Government Agencies

Support funded by grants is recognized as the Organization meets the conditions prescribed by the grant agreement, performs the contracted services or incurs outlays eligible for reimbursement under the grant agreements. Grant activities and outlays are subject to audit and acceptance by the granting agency and, as a result of such audit, adjustments could be required.

Income Taxes

The Association and its Affiliated Organizations is exempt from income taxes under Section 501 of the Internal Revenue Code and a similar provision of state law. However, the Association and its Affiliated Organizations is subject to federal income tax on any unrelated business taxable income.

The Association and its Affiliated Organizations file tax returns in the U.S. federal jurisdiction.

Functional Allocation of Expenses

The costs of supporting the various programs and other activities have been summarized on a functional basis in the statements of activities. The statements of functional expenses present the natural classification detail of expenses by function. Certain costs have been allocated among the program, management and general and fundraising categories based on salaries, square footage and other methods.

Change in Accounting Principle

In 2019, the Organization, adopted ASU 2016-14, *Not-For-Profit Entities (Topic 958): Presentation of Financial Statements of Not-For-Profit Entities*. See Note 12 for more information on this change.

Note 3: Pledges Receivable

Pledges receivable at June 30, 2019 and 2018, are all classified as current. Based on management's assessment of the collectability of specific promises to give, no provision has been made for uncollectible amounts as of June 30, 2019 and 2018.

Note 4: Line of Credit

The Association has a line of credit agreement that provides borrowing of up to \$450,000, under which \$200,000 and \$125,000 was outstanding at June 30, 2019 and 2018, respectively. The line of credit agreement is dated May 5, 2019, and matured May 5, 2020. The agreement has an auto renewal where each year on the anniversary date the maturity date is automatically extended for a period of one year unless the lender gives notice at least 30 days prior to anniversary date, and

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therefore, was auto renewed until May 5, 2021. Amounts drawn against the line of credit are payable on demand and bear interest at prime (5.50% and 5.00% at June 30, 2019 and 2018, respectively), subject to a 4.00% minimum rate. The line of credit is collateralized by substantially all of the Association's assets.

Note 5: Long-Term Debt

At June 30, 2019 and 2018, mortgage and term notes payable consist of the following:

| | <u>2019</u> | <u>2018</u> |
|---|-------------------|-------------------|
| Illinois Housing Development Authority, term note, monthly payments of \$1,608, including interest at 1.00% per year, due in December 2021, secured by property on Augusta Boulevard in Chicago, Illinois | \$ 49,195 | \$ 67,900 |
| Illinois Housing Development Authority, term note, monthly payments of \$1,305, noninterest bearing, due in July 2034, secured by mortgage on West Humboldt Place property | 283,484 | 297,504 |
| Illinois Facilities Fund, term note, monthly payments of \$2,101; interest at 5.625% per year through January 31, 2023. Starting February 1, 2023, through maturity date of February 1, 2033, fixed interest rate equal to the greater sum of the yield to maturity plus 2.00% or 5.00%; secured by mortgage on property on Humboldt Boulevard in Chicago, Illinois | <u>242,970</u> | <u>254,173</u> |
| | 575,649 | 619,577 |
| Less current portion | <u>46,403</u> | <u>45,566</u> |
| | <u>\$ 529,246</u> | <u>\$ 574,011</u> |

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Future maturities of the mortgage and term notes are as follows:

| <u>Year Ending June 30</u> | <u>Amount</u> |
|----------------------------|-------------------|
| 2020 | \$ 46,403 |
| 2021 | 47,276 |
| 2022 | 40,135 |
| 2023 | 220,990 |
| 2024 | 15,660 |
| Thereafter | <u>205,185</u> |
| | <u>\$ 575,649</u> |

Interest expense recognized in 2019 and 2018 was \$25,405 and \$13,679, respectively.

Note 6: Operating Leases

The Association leases office space, miscellaneous equipment and rental apartments under operating leases expiring in various years through 2024. Under the Association's lease for office space, the Association is also liable for its proportionate share of real estate taxes, assessments and other operating costs.

Future minimum lease payments under these leases are as follows:

| <u>Year Ending June 30</u> | <u>Amount</u> |
|----------------------------|-------------------|
| 2020 | \$ 157,704 |
| 2021 | 157,704 |
| 2022 | 157,704 |
| 2023 | 157,704 |
| Thereafter | <u>55,563</u> |
| | <u>\$ 686,379</u> |

Total rental expense on these leases for the years ended June 30, 2019 and 2018, was \$152,233 and \$216,368, respectively.

Note 7: Deferred Compensation Agreements

The Association has a deferred compensation arrangement with its executive director, which will provide benefits to the executive director upon retirement. The Association entered into a Section 457(b) deferred compensation arrangement effective December 1, 2008. Amounts

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contributed on an annual basis are at the discretion of the Association and will be invested in a portfolio determined by the executive director. Expense incurred by the Association for contributions made to the deferred compensation arrangement totaled \$10,000 and \$5,000 for the years ended June 30, 2019 and 2018, respectively. The value of the plan assets held by the Association for the deferred compensation plan was \$110,761 and \$99,372 at June 30, 2019 and 2018, respectively. The corresponding liability to the plan participant was \$110,761 and \$99,372 at June 30, 2019 and 2018, respectively.

Note 8: Net Assets

Net Assets With Donor Restrictions

At June 30, 2019 and 2018, net assets with donor restrictions are restricted for the following purposes or periods:

| | <u>2019</u> | <u>2018</u> |
|---|-------------------|-------------------|
| Restricted for purpose | | |
| Early Learning Center and Family Care program | \$ 570,477 | \$ 409,077 |
| Residential Program | 79,300 | 79,300 |
| West Humboldt Place | <u>12,921</u> | <u>105,221</u> |
| | <u>\$ 662,698</u> | <u>\$ 593,598</u> |

Net Assets Released From Restrictions

For the years ended June 30, 2019 and 2018, net assets were released from donor restrictions when payments were made satisfying the restricted purposes are as follows:

| | <u>2019</u> | <u>2018</u> |
|---|-----------------|-------------------|
| Payments for Family Care services | \$ - | \$ 44,176 |
| Payments for Early Learning Center services | - | 201,813 |
| Payments of International Program | - | 245,868 |
| Payments for West Humboldt Place | <u>5,800</u> | <u>1,950</u> |
| | <u>\$ 5,800</u> | <u>\$ 493,807</u> |

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Note 9: Liquidity and Availability

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of June 30, 2019, comprise the following:

| | |
|---|--------------------------------|
| Financial assets | |
| Cash and cash equivalents | \$ 320,318 |
| Accounts receivable | 868,361 |
| Pledges receivable | 16,500 |
| Interest receivable | 1,458 |
| Investments | <u>1,460,843</u> |
| Total financial assets | 2,667,480 |
| Donor-imposed restrictions | |
| Restricted funds | <u>662,698</u> |
| Financial assets available to meet cash needs for general expenditures within one year | <u><u>\$ 2,004,782</u></u> |

The Association is substantially supported by grants and contributions without donor restrictions. The Association manages its liquidity following these guiding principles: operating within a prudent range of financial soundness and stability and maintaining adequate liquid assets to fund near-term operating needs. As part of the Association's liquidity management plan, the Association invests in cash and cash equivalents. Another part of the Plan is the approval of the annual budget in June every year. The Association forecasts its future cash flows and monitors its liquidity monthly and monitors its reserves quarterly. During the year ended June 30, 2019, the level of liquidity and reserves was managed within the policy requirements.

Note 10: Disclosures About Fair Value of Assets and Liabilities

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. The hierarchy comprises three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs supported by little or no market activity and that are significant to the fair value of the assets or liabilities

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Recurring Measurements

The following table presents the fair value measurements of assets and liabilities recognized in the accompanying statements of financial position measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at June 30, 2019 and 2018:

| | <u>Fair Value Measurements Using</u> | | | |
|--|--------------------------------------|---|--|--|
| | <u>Total Fair Value</u> | <u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u> | <u>Significant Other Observable Inputs (Level 2)</u> | <u>Significant Unobservable Inputs (Level 3)</u> |
| June 30, 2019 | | | | |
| Investments | | | | |
| Mutual funds | | | | |
| Large value | \$ 64,053 | \$ 64,053 | \$ - | \$ - |
| Large growth | 69,871 | 69,871 | - | - |
| Large blend | 384,484 | 384,484 | - | - |
| Mid blend | 99,643 | 99,643 | - | - |
| Intermediate term bond | 38,543 | 38,543 | - | - |
| Nontraditional bond | 39,466 | 39,466 | - | - |
| Short term bond | 70,915 | 70,915 | - | - |
| Tactical Allocation | 21,789 | 21,789 | - | - |
| Exchange traded funds | 672,079 | 672,079 | - | - |
| Total investments | <u>1,460,843</u> | <u>1,460,843</u> | <u>-</u> | <u>-</u> |
| Investments held for deferred compensation plan | | | | |
| Mutual funds | | | | |
| Government money market | 869 | 869 | - | - |
| Large growth | 12,258 | 12,258 | - | - |
| Large blend | 20,582 | 20,582 | - | - |
| Large value | 9,790 | 9,790 | - | - |
| Mid blend | 9,230 | 9,230 | - | - |
| Intermediate term bond | 8,571 | 8,571 | - | - |
| Short term bond | 15,762 | 15,762 | - | - |
| Exchange traded funds | 33,699 | 33,699 | - | - |
| Total investments held for deferred compensation plan | <u>110,761</u> | <u>110,761</u> | <u>-</u> | <u>-</u> |
| Total assets | <u>\$ 1,571,604</u> | <u>\$ 1,571,604</u> | <u>\$ -</u> | <u>\$ -</u> |
| Deferred compensation plan liability | <u>\$ 110,761</u> | <u>\$ 110,761</u> | <u>\$ -</u> | <u>\$ -</u> |

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| | Total Fair Value | Fair Value Measurements Using | | |
|--|---------------------|--|---|--|
| | | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| June 30, 2018 | | | | |
| Investments | | | | |
| Mutual funds | | | | |
| Large value | \$ 63,029 | \$ 63,029 | \$ - | \$ - |
| Large growth | 216,607 | 216,607 | - | - |
| Large blend | 449,921 | 449,921 | - | - |
| Mid value | 53,137 | 53,137 | - | - |
| Mid blend | 95,236 | 95,236 | - | - |
| Intermediate term bond | 36,222 | 36,222 | - | - |
| Nontraditional bond | 28,185 | 28,185 | - | - |
| Short term bond | 57,688 | 57,688 | - | - |
| Exchange traded funds | 345,457 | 345,457 | - | - |
| Corporate bonds | 42,000 | - | 42,000 | - |
| Total investments | <u>1,387,482</u> | <u>1,345,482</u> | <u>42,000</u> | <u>-</u> |
| Investments held for deferred compensation plan | | | | |
| Mutual funds | | | | |
| Government money market | 705 | 705 | - | - |
| Large growth | 18,953 | 18,953 | - | - |
| Large blend | 18,963 | 18,963 | - | - |
| Large value | 9,350 | 9,350 | - | - |
| Mid blend | 8,822 | 8,822 | - | - |
| Intermediate term bond | 3,567 | 3,567 | - | - |
| Short term bond | 14,997 | 14,997 | - | - |
| Exchange traded funds | 24,015 | 24,015 | - | - |
| Total investments held for deferred compensation plan | <u>99,372</u> | <u>99,372</u> | <u>-</u> | <u>-</u> |
| Total assets | <u>\$ 1,486,854</u> | <u>\$ 1,444,854</u> | <u>\$ 42,000</u> | <u>\$ -</u> |
| Deferred compensation plan liability | <u>\$ 99,372</u> | <u>\$ 99,372</u> | <u>\$ -</u> | <u>\$ -</u> |

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in

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Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. There were no level 3 investments as of June 30, 2019 and 2018.

Note 11: Significant Estimates and Concentrations

Liability for Excess Revenues

The liability for excess revenues is based on management's assessment of the estimated amounts due to funding sources for program revenues in excess of program expenses. If actual excess revenues are higher than the historical experience, management's estimates of the amounts due from the Association could be adversely affected. A liability of \$61,994 and \$94,682 as of June 30, 2019 and 2018, respectively, has been included in other accrued liabilities on the consolidated statements of financial position.

Allowance for Doubtful Accounts

The allowance for doubtful accounts is based on management's assessment of the estimated amounts of accounts receivable that may not be collected. If actual write offs are higher than the historical experience, management's estimates of the allowance could be adversely affected. An allowance of \$0 and \$25,000 as of June 30, 2019 and 2018, respectively, has been netted against accounts receivable on the consolidated statements of financial position.

Concentrations

Approximately 58% and 53% of the Association's revenues without donor restrictions for the years ended June 30, 2019 and 2018, respectively, were from one department of the state of Illinois.

Amounts due from this agency represent 10% and 0% of the total outstanding accounts receivable balance as of June 30, 2019 and 2018, respectively.

Investments

The Organization invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the accompanying statements of financial position.

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Note 12: Change in Accounting Principle

In 2019, the Association adopted ASU 2016-14, *Not-For-Profit Entities (Topic 958): Presentation of Financial Statements of Not-For-Profit Entities*. A summary of the changes is as follows:

Consolidated Statement of Financial Position

- The consolidated statement of financial position distinguishes between two new classes of net assets – those with donor-imposed restrictions and those without. This is a change from the previously required three classes of net assets – unrestricted, temporarily restricted and permanently restricted.

Consolidated Statement of Activities

- Expenses are presented by function in the consolidated statement of activities and in the consolidated statement of functional expenses which presents expenses by both natural and functional amounts.
- Investment return is shown net of external and direct internal investment expenses. Disclosure of the expenses netted against investment income is no longer required.

Notes to the Consolidated Financial Statements

- Enhanced quantitative and qualitative disclosures provide additional information useful in assessing liquidity and cash flows available to meet operating expenses for one-year from the date of the consolidated statement of financial position.

This change had no impact on previously reported total change in net assets.

Note 13: Future Change in Accounting Principle

Revenue Recognition

The Financial Accounting Standards Board (FASB) issued ASU No. 2014-09, *Revenue from Contracts with Customers*, amending its standards related to revenue recognition. This amendment replaces all existing revenue recognition guidance and provides a single, comprehensive revenue recognition model for all contracts with customers. The guidance provides a five-step analysis of transactions to determine when and how revenue is recognized. Other major provisions include capitalization of certain contract costs, consideration of the time value of money in the transaction price and allowing estimates of variable consideration to be recognized before contingencies are resolved in certain circumstances. The amendment also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts,

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including significant judgments and changes in those judgments and assets recognized from costs incurred to fulfill a contract. The standard allows either full or modified retrospective adoption effective for nonpublic entities for annual periods beginning after December 15, 2019, and any interim periods within annual reporting periods that begin after December 15, 2020. The Association expects to first apply the ASU during its fiscal year ending June 30, 2021. The impact of applying the ASU has not yet been determined.

Contributions Received and Contributions Made

The FASB issued ASU No. 2018-08, *Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made*. The new guidance applies to all entities that receive or make contributions. The new guidance clarifies the definition of an exchange transaction. The criteria for evaluating whether contributions are unconditional (and thus recognized immediately as revenue) or conditional (for which revenue recognition is deferred) have been clarified. The focus is whether a gift or grant agreement both (1) specifies a “barrier or hurdle” that the recipient must overcome to be entitled to the resources, and (2) releases the donor from its obligation to transfer resources if the barrier or hurdle is not achieved. An agreement that includes both is a conditional contribution. The Association expects to first apply the ASU during its fiscal year ending June 30, 2020. The impact of applying the ASU has not yet been determined.

Accounting for Leases

The FASB issued ASU No. 2016-02, *Leases*, the long-awaited standard on lease accounting. Under the new standard, lessees will now be required to recognize substantially all leases on the statement of financial position as both a right-of-use asset and a liability. The standard has two types of leases for statement of activities recognition purposes: operating leases and finance leases. Operating leases will result in the recognition of a single lease expense on a straight-line basis over the lease term similar to the treatment for operating leases under existing standards. Finance leases will result in an accelerated expense similar to the accounting for capital leases under existing standards. The determination of lease classification as operating or finance will be done in a manner similar to existing standards. The new standard is effective for annual periods beginning after December 15, 2021, and any interim periods within annual reporting periods that begin after December 15, 2022. The Association expects to first apply the ASU during its fiscal year ending June 30, 2023. The impact of applying the ASU has not yet been determined.

Note 14: Subsequent Events

As a result of the spread of the SARS-CoV-2 virus and the incidence of COVID-19, economic uncertainties have arisen which may negatively affect the financial position, results of operations and cash flows of the Association. The duration of these uncertainties and the ultimate financial effects cannot be reasonably estimated at this time.

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On March 27, 2020, President Trump signed into law the *Coronavirus Aid, Relief, and Economic Security Act*. On May 13, 2020, the Association borrowed \$289,539 under the Paycheck Protection Program. The Association anticipates using all of the proceeds to make eligible payments, and therefore expects substantially all of the loan to be forgiven.

The Children's Place Association discontinued the Residential Services program as of June 30, 2020.

Subsequent events have been evaluated through October 23, 2020, which is the date the consolidated financial statements were available to be issued.