

Financial Statements and Reports of
Independent Certified Public
Accountants

Harlem Children's Zone
Promise Academy Charter School

June 30, 2022 and 2021

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Board of Trustees of
Harlem Children's Zone Promise Academy Charter School

Report on the financial statements**Opinion**

We have audited the financial statements of Harlem Children's Zone Promise Academy Charter School (the "School"), which comprise the statements of financial position as of June 30, 2022 and 2021, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the School as of June 30, 2022 and 2021, 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.

Basis for opinion

We conducted our audits of the financial statements in accordance with auditing standards generally accepted in the United States of America (US GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States (*Government Auditing Standards*). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the School and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the School's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with US GAAS and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 School's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the School's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other reporting required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated November 1, 2022 on our consideration of the School'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 School'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 School's internal control over financial reporting and compliance.

Grant Thornton LLP

New York, New York
November 1, 2022

**Harlem Children's Zone
Promise Academy Charter School**

STATEMENTS OF FINANCIAL POSITION

June 30,

	2022	2021
ASSETS		
Cash	\$ 9,594,348	\$ 9,261,452
Restricted cash	70,842	70,829
Government grants and contracts receivable	2,162,265	464,330
Due from related parties	-	865,782
Due from Harlem Children's Zone - deferred compensation plans	7,413,155	8,235,667
Property and equipment, net	313,147	5,899
Other assets	443,760	138,978
Contribution receivable - contributed space	58,623,330	60,455,309
Total assets	\$ 78,620,847	\$ 79,498,246
LIABILITIES AND NET ASSETS		
Liabilities		
Accounts payable and accrued expenses	\$ 3,470,435	\$ 3,112,364
Due to related parties	821,791	-
Refundable advance	-	500,000
Deferred compensation payable	5,733,107	5,844,011
Total liabilities	10,025,333	9,456,375
Contingencies		
Net assets		
Without donor restrictions	9,972,184	9,586,562
With donor restrictions	58,623,330	60,455,309
Total net assets	68,595,514	70,041,871
Total liabilities and net assets	\$ 78,620,847	\$ 79,498,246

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

**Harlem Children's Zone
Promise Academy Charter School**

STATEMENT OF ACTIVITIES

Year ended June 30, 2022

	Without Donor Restrictions	With Donor Restrictions	Total
Revenue and support			
Revenue:			
Government grants and contracts	\$ 24,118,143	\$ -	\$ 24,118,143
Other income	52,636	-	52,636
Total revenue	24,170,779	-	24,170,779
Support:			
Contributions:			
Related parties	2,544,198	-	2,544,198
Others	1,250,000	-	1,250,000
Contributions in-kind:			
Related parties	518,346	-	518,346
Others	70,715	-	70,715
Total support	4,383,259	-	4,383,259
Net assets released from restrictions	1,831,979	(1,831,979)	-
Total revenue and support	30,386,017	(1,831,979)	28,554,038
Expenses			
Program services:			
Regular education	24,256,377	-	24,256,377
Special education	4,462,106	-	4,462,106
Total program services	28,718,483	-	28,718,483
Management and general	1,281,912	-	1,281,912
Total expenses	30,000,395	-	30,000,395
CHANGE IN NET ASSETS	385,622	(1,831,979)	(1,446,357)
Net assets, beginning of year	9,586,562	60,455,309	70,041,871
Net assets, end of year	\$ 9,972,184	\$ 58,623,330	\$ 68,595,514

The accompanying notes are an integral part of this financial statement.

**Harlem Children's Zone
Promise Academy Charter School**

STATEMENT OF ACTIVITIES

Year ended June 30, 2021

	Without Donor Restrictions	With Donor Restrictions	Total
Revenue and support			
Revenue:			
Government grants and contracts	\$ 22,372,655	\$ -	\$ 22,372,655
Other income	147,865	-	147,865
Total revenue	22,520,520	-	22,520,520
 Support:			
Contributions:			
Related parties	2,207,430	-	2,207,430
Contributions in-kind:			
Related parties	635,900	-	635,900
Others	92,707	-	92,707
Total support	2,936,037	-	2,936,037
Net assets released from restrictions	1,831,979	(1,831,979)	-
Total revenue and support	27,288,536	(1,831,979)	25,456,557
 Expenses			
Program services:			
Regular education	21,478,015	-	21,478,015
Special education	3,895,586	-	3,895,586
Total program services	25,373,601	-	25,373,601
Management and general	1,238,027	-	1,238,027
Total expenses	26,611,628	-	26,611,628
CHANGE IN NET ASSETS	676,908	(1,831,979)	(1,155,071)
Net assets, beginning of year	8,909,654	62,287,288	71,196,942
Net assets, end of year	\$ 9,586,562	\$ 60,455,309	\$ 70,041,871

The accompanying notes are an integral part of this financial statement.

**Harlem Children's Zone
Promise Academy Charter School**

STATEMENT OF FUNCTIONAL EXPENSES

Year ended June 30, 2022

	<u>Regular Education</u>	<u>Special Education</u>	<u>Management and General</u>	<u>Total</u>
Salaries	\$ 13,033,971	\$ 2,397,677	\$ 744,084	\$ 16,175,732
Payroll taxes	977,719	179,857	55,816	1,213,392
Employee benefits	4,003,920	736,545	228,576	4,969,041
Retirement plan contribution	254,926	46,895	14,553	316,374
Total personnel services	18,270,536	3,360,974	1,043,029	22,674,539
Admissions	13,451	2,474	768	16,693
Classroom supplies	207,009	38,081	-	245,090
Contracted services	966,990	177,884	55,204	1,200,078
Depreciation	6,761	1,244	386	8,391
Equipment rental and maintenance	124,378	22,880	7,101	154,359
Food	1,096,776	201,759	-	1,298,535
Insurance	138,728	25,520	7,920	172,168
Occupancy	2,050,268	377,159	117,046	2,544,473
Office supplies and furniture	155,905	28,680	8,897	193,482
Printing, publications, and memberships	48,784	8,974	2,785	60,543
Software and hardware	517,389	95,177	29,537	642,103
Special client services and incentives	258,934	47,632	-	306,566
Staff travel	2,972	547	170	3,689
Student travel	99,639	18,329	-	117,968
Telecommunications	77,524	14,261	4,426	96,211
Training	81,326	14,960	4,643	100,929
Uniforms	139,007	25,571	-	164,578
Total other than personnel services	5,985,841	1,101,132	238,883	7,325,856
Total expenses	\$ 24,256,377	\$ 4,462,106	\$ 1,281,912	\$ 30,000,395

The accompanying notes are an integral part of this financial statement.

**Harlem Children's Zone
Promise Academy Charter School**

STATEMENT OF FUNCTIONAL EXPENSES

Year ended June 30, 2021

	<u>Regular Education</u>	<u>Special Education</u>	<u>Management and General</u>	<u>Total</u>
Salaries	\$ 12,236,746	\$ 2,219,445	\$ 744,851	\$ 15,201,042
Payroll taxes	983,857	178,448	59,887	1,222,192
Employee benefits	3,049,247	553,059	185,608	3,787,914
Retirement plan contribution	222,842	40,418	13,564	276,824
Total personnel services	16,492,692	2,991,370	1,003,910	20,487,972
Admissions	31,886	5,783	1,941	39,610
Classroom supplies	190,196	34,497	-	224,693
Contracted services	436,005	79,081	26,540	541,626
Depreciation	361	65	22	448
Equipment rental and maintenance	129,982	23,576	7,912	161,470
Food	579,941	105,187	-	685,128
Insurance	121,688	22,071	7,407	151,166
Occupancy	2,130,830	386,480	129,704	2,647,014
Office supplies and furniture	71,195	12,913	4,334	88,442
Printing, publications, and memberships	61,098	11,082	3,719	75,899
Software and hardware	621,556	112,735	37,834	772,125
Special client services and incentives	272,281	49,385	-	321,666
Staff travel	136	25	8	169
Student travel	11,363	2,061	-	13,424
Telecommunications	126,547	22,953	7,703	157,203
Training	75,874	13,762	4,618	94,254
Uniforms	85,332	15,477	-	100,809
Miscellaneous	39,052	7,083	2,375	48,510
Total other than personnel services	4,985,323	904,216	234,117	6,123,656
Total expenses	\$ 21,478,015	\$ 3,895,586	\$ 1,238,027	\$ 26,611,628

The accompanying notes are an integral part of this financial statement.

**Harlem Children's Zone
Promise Academy Charter School**

STATEMENTS OF CASH FLOWS

Years ended June 30,

	2022	2021
Cash flows from operating activities:		
Change in net assets	\$ (1,446,357)	\$(1,155,071)
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	8,391	448
Change in contribution receivable - contributed space	1,831,979	1,831,979
Changes in assets and liabilities:		
Decrease in contributions receivable	-	625,000
Increase in government grants and contracts receivable	(1,697,935)	(18,749)
Decrease in due from/to related parties	1,687,573	784,901
Decrease (increase) in due from Harlem Children's Zone - deferred compensation plans	822,512	(1,494,561)
(Increase) decrease in other assets	(304,782)	29,302
Increase (decrease) in accounts payable and accrued expenses	358,071	(447,020)
(Decrease) increase in deferred compensation payable	(110,904)	1,665,824
(Decrease) increase in refundable advance	(500,000)	500,000
	648,548	2,322,053
Net cash provided by operating activities		
Cash flows from investing activities:		
Purchases of property and equipment	(315,639)	-
NET INCREASE IN CASH AND RESTRICTED CASH	332,909	2,322,053
Cash and restricted cash, beginning of year	9,332,281	7,010,228
Cash and restricted cash, end of year	\$ 9,665,190	\$ 9,332,281

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

**Harlem Children’s Zone
Promise Academy Charter School**

NOTES TO FINANCIAL STATEMENTS

June 30, 2022 and 2021

NOTE 1 - NATURE OF OPERATIONS

Harlem Children’s Zone Promise Academy Charter School (the “School”) is a public charter school that is open to all New York City public school children via a lottery. Opened in 2004, the School features small class sizes, an extended day and year, high expectations, and access to an extended support system through its Institutional Partner, Harlem Children’s Zone, Inc. (“HCZ”).

HCZ is a not-for-profit organization that offers a wide array of education and social programs to the children and families of Harlem. Created in 1970 as a truancy prevention agency (then called “Rheedlen Centers for Children and Families”), HCZ has expanded its services to address the needs of children from birth through college, and as part of that mission, it also works to strengthen families and the surrounding community.

Pandemic Implications

In March 2020, the World Health Organization officially declared COVID-19, a disease caused by the novel coronavirus, a pandemic. This caused many local and national governments, including New York State, to impose restrictions on business operations, travel and public gatherings. The outbreak has adversely impacted the level of economic activity around the world and disrupted normal business activity in every sector of the economy.

During the pandemic, the School implemented a hybrid learning model that allowed for both virtual and on-site instruction for our scholars. On-site learning was made possible by enhanced social distancing, use of personal protective equipment, and frequent testing aligned to guidance from the CDC and other public health agencies. Our virtual learning was facilitated by providing students with the technological resources needed to conduct schooling in a virtual environment. During fiscal year 2022, we transitioned to fully on-site instruction while maintaining appropriate precautions and surveillance testing procedures.

The full impact of the COVID-19 outbreak continues to evolve as of the date of this report. External factors, including policy-making in response to the pandemic and its impact on education and the economy, could impact the financial position of the School.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

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

The School classifies its net assets in the following categories:

Net Assets Without Donor Restrictions

Net assets that are not subject to donor-imposed stipulations and are, therefore, available for the general operations of the School.

**Harlem Children’s Zone
Promise Academy Charter School**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2022 and 2021

Net Assets With Donor Restrictions

Represent net assets which are subject to donor-imposed restrictions whose use is restricted by time and/or purpose. Net assets with donor restrictions are subject to donor-imposed restrictions that require the School to use or expend the gifts as specified, based on purpose or passage of time. When donor restrictions expire, that is, when a purpose restriction is fulfilled or a time restriction ends, such net assets are reclassified to net assets without donor restrictions and reported on the statement of activities as net assets released from restrictions.

Net assets with donor restrictions also includes the corpus of gifts, which must be maintained in perpetuity, but allows for the expenditure of net investment income and gains earned on the corpus for either specified or unspecified purposes in accordance with donor stipulations. At June 30, 2022 and 2021, the School did not possess any funds required to be maintained in perpetuity.

Functional Expenses

The costs of providing the various programs and other activities of the School have been summarized on a functional basis in the statements of activities and functional expenses, which includes all operating expenses incurred during the year. Accordingly, certain costs have been allocated among the programs and supporting services benefited. Management allocates the direct costs of its operations to its programs and services on an equitable basis based on either financial or non-financial data, such as the percentage of direct labor costs charged to each program and supporting services by the School staff.

Property and Equipment

Property and equipment purchased for a value greater than \$5,000 and with depreciable lives greater than one year are carried at cost, net of depreciation. Significant additions or improvements extending asset lives are capitalized; normal maintenance and repair costs are expensed as incurred. Leasehold improvements are amortized based on the lesser of the estimated useful life or remaining lease term.

Property and equipment used in operations are depreciated over their estimated useful lives using the straight-line method, as follows:

	<u>Useful Life (Years)</u>
Furniture, fixtures, and equipment	5
Leasehold improvements	5 - 31.5

Revenue

The School derives its revenue principally from the New York State and New York City governments, through the New York City Department of Education (“DOE”) Office of Charter Schools, based on pupil enrollment for regular and special education. The balance of the revenue and support is derived from contributions and other government grants and contracts.

Revenues are reported as increases in net assets without donor restrictions unless use of the related assets is limited by explicit donor-imposed restrictions. Revenues based on pupil enrollment are recognized over the period earned. Revenue from grants and contracts is recognized as the related expenses are incurred, or services performed, in accordance with the terms of the respective grant or contract agreement. Amounts received in advance are reported as deferred revenue.

**Harlem Children's Zone
Promise Academy Charter School**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2022 and 2021

The School records contributions of cash and other assets when an unconditional promise to give such assets is received from a donor. Contributions are recorded at the fair market value of the assets received and are classified as either support without donor restrictions or with donor restrictions, depending on whether the donor has imposed a restriction on the use of such assets. When a donor restriction expires (i.e., when a stipulated time restriction ends and/or a purpose restriction is accomplished), such 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.

The School follows guidance which requires organizations to determine whether a contribution is conditional based on whether an agreement includes a barrier that must be overcome and either a right of return of assets transferred or a right of release of a promisor's obligation to transfer assets. If the agreement (or a referenced document) includes both, the recipient is not entitled to the transferred assets (or a future transfer of assets) until it has overcome the barriers in the agreement.

The School received an advance payment towards a conditional contribution in the amount of \$500,000 during the year ended June 30, 2021. This gift was conditioned upon the satisfaction of certain milestones and other requirements stipulated within the related agreement, and as such has been reflected as a refundable advance on the accompanying statement of financial position as of June 30, 2021. The remaining \$2,500,000 of conditional support related to this pledge will be recognized as revenue as the milestones and other requirements stipulated within the agreement are satisfied. \$1,250,000 of conditional support related to this pledge was recognized as revenue during the year ended June 30, 2022 as the milestones and other requirements stipulated within the agreement were satisfied during the fiscal year.

Receivables

Receivables contain some level of uncertainty surrounding timing and amount at collection. Therefore, management provides an allowance for doubtful accounts based on the consideration of the type of receivable, responsible party, the known financial condition of the respective party, historical collection patterns and comparative aging. These allowances are maintained at a level management considers adequate to provide for subsequent adjustments and potential uncollectible accounts. These estimates are reviewed periodically and, if the financial condition of a party changes significantly, management will evaluate the recoverability of any receivables from that organization and write off any amounts that are no longer considered to be recoverable. Any payments subsequently collected on such written-off receivables are recorded as income in the period received. As of June 30, 2022 and 2021, no allowance for doubtful accounts was required. Receivables as of June 30, 2022 and 2021 are expected to be collected within one year.

Contributions In-Kind

The School receives certain nonfinancial assets that meet the criteria established by U.S. GAAP for recognition as contributions. Such contributions, which are primarily professional services, space and utilities, are recognized at fair value within contributions in-kind in the statements of activities with corresponding amounts recorded within expenses as they were utilized during the same fiscal year. During the years ended June 30, 2022 and 2021, the School received donations of books and software with a fair value of \$70,715 and \$92,707, respectively, which were utilized in operations during those fiscal years and are reflected as contributions in-kind - other on the accompanying statements of activities. Contributions in-kind received from related parties are detailed in Note 8. Contributions in-kind received during the years ended June 30, 2022 and 2021 did not carry any donor-imposed restrictions.

In September 2020, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") 2020-07, *Presentation and Disclosures by Not-for-Profit Entities for Contributed Nonfinancial Assets*, which improves transparency in the reporting of contributed nonfinancial assets, also known as

**Harlem Children's Zone
Promise Academy Charter School**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2022 and 2021

gifts-in-kind, for not-for-profit organizations. The adoption of ASU 2020-07, which is effective for the School for the year ended June 30, 2022, did not have a material impact on the School's financial statements.

Accounting for Income Taxes

The School recognizes the tax effects from an uncertain tax position in the financial statements only if the position is "more-likely-than-not" to be sustained if the position were to be challenged by a taxing authority. The assessment of the tax position is based solely on the technical merits of the position, without regard to the likelihood that the tax position may be challenged.

The School is exempt from federal income tax under Internal Revenue Code ("IRC") section 501(c)(3), though it is subject to tax on income unrelated to its exempt purpose, unless that income is otherwise excluded by the IRC. The School has processes presently in place to ensure the maintenance of its tax-exempt status, to identify and report unrelated income, to determine its filing and tax obligations in jurisdictions for which it has nexus, and to identify and evaluate other matters that may be considered tax positions. The School has determined that there are no material uncertain tax positions that require recognition or disclosure in the financial statements for the years ended June 30, 2022 or 2021.

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, disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 3 - CASH

The School maintains cash balances in financial institutions, which generally exceed the amount insured by the Federal Depository Insurance Corporation and subject the School to credit risk. The School monitors this risk on a regular basis and has not experienced, nor does it anticipate, nonperformance by any of these financial institutions.

NOTE 4 - RESTRICTED CASH

Pursuant to an addendum to the Charter Agreement dated May 14, 2014 with the DOE, the School is required to set up an escrow of at least \$70,000. In the event of termination of the Charter, whether prematurely or otherwise, the School shall establish and follow procedures consistent with those required by Section 2851(2)(t) of the New York State Education Law in its use of the escrow.

NOTE 5 - PUPIL ENROLLMENT AND OTHER REVENUES FROM GOVERNMENT AGENCIES

Under the School's Charter Agreement and the Charter Schools Act, the School is entitled to receive funding from state and federal sources that are available to public schools. These funds include New York City pupil enrollment funds, federal food subsidies, and Title I and Title II funds. The calculation of the amounts to be paid to the School under these programs is determined by the State and is based on complex laws and regulations, enrollment levels, and economic information related to the home school districts of the children enrolled in the School. If these regulations, some of which are relatively new in the State of New York, were to change, or other factors included in the calculations were to change, the level of funding that the School receives could vary significantly.

**Harlem Children’s Zone
Promise Academy Charter School**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2022 and 2021

The amounts received and receivable from government agencies and included as revenue in the financial statements consisted of the following as of and for the years ended June 30, 2022 and 2021:

	2022		2021	
	Revenues	Receivable	Revenues	Receivable
Per Pupil Funding	\$ 20,725,417	\$ 218,743	\$ 20,167,133	\$ 130,231
CARES Act PPP	-	-	795,891	-
Title I	457,651	301,237	427,129	195,951
Title II	52,308	43,903	41,090	6,492
Title IV	37,748	8,330	37,641	12,044
E-rate	-	-	-	-
ESSER	1,678,561	1,175,817	454,622	-
Food Service - Federal and State of New York	1,111,648	414,235	449,149	119,612
ARP Homeless	5,306	-	-	-
Emergency Connectivity Fund	49,504	-	-	-
Total government grants and contracts	<u>\$ 24,118,143</u>	<u>\$ 2,162,265</u>	<u>\$ 22,372,655</u>	<u>\$ 464,330</u>

In April 2020, the School was granted a loan (the “Loan”) in the aggregate amount of \$3,415,520, pursuant to the Paycheck Protection Program (the “PPP”) under Division A, Title I of the CARES Act. As management believed there was reasonable assurance that the School would meet the terms for forgiveness of the Loan, the Loan was treated as a government grant whereby revenue is recognized as the related qualifying expenses are incurred.

Funds from the Loan were only to be used for certain costs, such as payroll costs and occupancy expenses. The School used the remaining \$795,891 of the Loan amount for qualifying expenses during the year ended June 30, 2021. The School determined that the criteria for forgiveness under the terms of the Loan were met for this portion of the Loan during the year ended June 30, 2021 and accordingly recognized \$795,891 as revenue within government grants and contracts revenue on the accompanying statement of activities for the year ended June 30, 2021.

NOTE 6 - PROPERTY AND EQUIPMENT, NET

At June 30, 2022 and 2021, property and equipment consisted of the following:

	2022	2021
Equipment	\$ 348,297	\$ 348,297
Leasehold improvements	277,398	6,720
Furniture and fixtures	64,538	19,577
	690,233	374,594
Less: accumulated depreciation	(377,086)	(368,695)
Total	<u>\$ 313,147</u>	<u>\$ 5,899</u>

Depreciation expense for the years ended June 30, 2022 and 2021 amounted to \$8,391 and \$448, respectively.

**Harlem Children's Zone
Promise Academy Charter School**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2022 and 2021

NOTE 7 - RETIREMENT PLAN

The School maintains the Alerus Tax Deferred Annuity Plan (the "Plan") with Alerus Retirement Solutions for all eligible employees. The Plan is non-contributory and employees become eligible once they have reached age 21 and have completed one year of service. Employees participating in the Plan will be fully vested after completing six years of service. Employer contributions made to the Plan are discretionary. For the years ended June 30, 2022 and 2021, contributions made to the Plan amounted to \$316,374 and \$276,824, respectively.

NOTE 8 - RELATED-PARTY TRANSACTIONS

Contributions

Deferred Compensation Plans

HCZ maintains a discretionary 457(f) plan and a Supplemental Bonus Plan for Teachers (effective January 1, 2016) for certain eligible employees of the School. Employees become eligible to participate in these plans based solely at the discretion of the School's Board of Trustees. The amounts contributed to the 457(f) plan and the Supplemental Bonus Plan for Teachers become vested five and three years, respectively, after the date of the initial contribution for all eligible employees. Amounts contributed to these plans are paid to eligible employees when vested. Terminated employees become vested immediately at the date of their termination. HCZ provides the School with an annual subsidy to cover this cost by contributing to a HCZ investment account. During fiscal 2022 and 2021, HCZ provided a net subsidy of \$1,254,590 and \$1,355,002, respectively, for contributions to these plans. These amounts are recorded within contributions - related parties and a corresponding expense on the accompanying statements of activities. The cumulative amount due from HCZ relating to these plans totaled \$7,413,155 and \$8,235,667 at June 30, 2022 and 2021, respectively. The cumulative amount due to eligible employees totaled \$5,733,107 and \$5,844,011 at June 30, 2022 and 2021, respectively. Amounts due from HCZ in excess of amounts due to eligible employees represents reimbursements of amounts already paid by the School in advance of receiving the funds from HCZ.

Other

Certain expenses are shared amongst the School, HCZ and Harlem Children's Zone Promise Academy II Charter School ("PA II"). Shared expenses primarily relate to prorated salaries and other expenses that are allocated amongst the School, HCZ and PA II. Amounts may also be received by the School on behalf of HCZ or PA II, and amounts may also be granted to the School from HCZ. At June 30, 2022 and 2021, due (to) from related parties totaled \$(821,791) and \$865,782, respectively, pertaining to these related party transactions.

HCZ also provided the School with grants in the amounts of \$1,289,608 and \$852,428 in fiscal years 2022 and 2021, respectively, which are included within contributions - related parties on the accompanying statements of activities.

Contributed Services

HCZ provides the School with certain services at no cost. For the years ended June 30, 2022 and 2021, the School recognized revenues and corresponding expenses for contributed services of \$518,346 and \$635,900, respectively.

Contributed services are valued and reported at their estimated fair value based on current rates for similar services. Contributed space and utilities are valued at their estimated fair values based on current rates for the use of similar space and associated utilities.

**Harlem Children's Zone
Promise Academy Charter School**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2022 and 2021

Contribution Receivable - Contributed Space

During the fiscal year ended June 30, 2011, HCZ entered into agreements for the construction of a new charter school (the "School Project"). The agreements provided that the New York School Construction Authority contribute up to \$60,000,000 towards the School Project, with the estimated balance of approximately \$40,000,000, to be contributed by HCZ or other donors. After completion of construction and issuance of the certificate of occupancy, title to the School Project was transferred to the DOE, leased back to HCZ, and portions of the premises sub-leased to the School. The lease agreement designates HCZ and the School as initial users of the premises.

Upon execution of the sublease agreement in fiscal year 2015, the School recorded \$73,279,162 as a contribution receivable - contributed space and recognized contribution revenue with donor restrictions, which represents the imputed fair value of the space under the lease. The receivable is being amortized to rent expense, and the related net assets with donor restrictions are released from restrictions over the term of the lease. For each of the years ended June 30, 2022 and 2021, amortization expense totaled \$1,831,979. The sub-lease is for a period of 40 years and will expire in August 2054. Under the terms of the lease, the School is not required to pay any consideration for use of the space. Net assets with donor restrictions of \$58,623,330 and \$60,455,309 as of June 30, 2022 and 2021, respectively, represent the unamortized receivable pertaining to the sublease agreement.

NOTE 9 - CONCENTRATION OF RISK

The School is dependent on various government agencies for funding and is responsible for meeting the requirements of such agencies. If the School were to lose students or the related government funding, it could have a substantial effect on the School's ability to continue operations.

As discussed in Note 8, HCZ makes contributions to the School and donates services. If this relationship were to change or cease, such change could have a substantial effect on the School's ability to continue operations.

NOTE 10 - CONTINGENCIES

Government Agency Audits

The School participates in a number of federal and state programs. These programs require that the School comply with certain requirements of laws, regulations, contracts, and agreements applicable to the programs in which it participates. All funds expended in connection with government grants and contracts are subject to audit by government agencies. While the ultimate liability, if any, from any such audits of government contracts by government agencies is presently not determinable, it should not, in the opinion of management, have a material effect on the School's financial position or change in net assets. Accordingly, no provision for any such liability that may result has been made in the accompanying financial statements.

Litigation

The School, in the normal course of its operations, is a party to various legal proceedings and claims. While it is not feasible to predict the ultimate outcomes of such matters, management of the School is not aware of any claims or contingencies that would have a material adverse effect on the School's financial position or change in net assets.

**Harlem Children's Zone
Promise Academy Charter School**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2022 and 2021

NOTE 11 - LIQUIDITY AND AVAILABILITY OF RESOURCES

The School closely monitors cash flows to ensure adequate resources are available at any given time to meet current and upcoming obligations. Strong emphasis on budget and treasury management is undertaken in an effort to anticipate organizational needs during both the short- and long-term.

Government grant revenue represents the majority of funding received for School operations. As such, the School puts considerable focus on grants management to make certain that necessary funding is both calculated accurately and received timely.

Finally, if significant unforeseen liquidity issues arise, the School would seek funding and assistance from its Instructional Partner, Harlem Children's Zone, Inc., to address potential shortfalls, mitigate any operational issues that could result, and develop a long-term remedy.

The School's financial assets available within one year of June 30, 2022 for general expenditure are as follows:

Cash	\$ 9,594,348
Government grants and contracts receivable	<u>2,162,265</u>
Financial assets available for general expenditures within one year	<u>\$ 11,756,613</u>

The School's financial assets available within one year of June 30, 2021 for general expenditure are as follows:

Cash	\$ 9,261,452
Government grants and contracts receivable	464,330
Due from related parties	<u>865,782</u>
Financial assets available for general expenditures within one year	<u>\$ 10,591,564</u>

NOTE 12 - SUBSEQUENT EVENTS

The School evaluated its June 30, 2022 financial statements for subsequent events through November 1, 2022, the date the financial statements were available to be issued. The School is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS REQUIRED BY *GOVERNMENT AUDITING STANDARDS*

To the Board of Trustees of
Harlem Children's Zone Promise Academy Charter School

We have audited, 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 (*Government Auditing Standards*), the financial statements of Harlem Children's Zone Promise Academy Charter School (the "School"), which comprise the statement of financial position as of June 30, 2022, and the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated November 1, 2022.

Report on internal control over financial reporting

In planning and performing our audit of the financial statements, we considered the School's internal control over financial reporting ("internal control") as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the School's internal control. Accordingly, we do not express an opinion on the effectiveness of the School's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the School's financial statements will not be prevented, or detected and corrected, on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that were not identified.

Report on compliance and other matters

As part of obtaining reasonable assurance about whether the School's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the School's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the School's internal control and compliance. Accordingly, this report is not suitable for any other purpose.

Grant Thornton LLP

New York, New York
November 1, 2022

**Harlem Children's Zone
Promise Academy Charter School**

SCHEDULE OF FINDINGS AND QUESTIONED COSTS

Year ended June 30, 2022

None noted.