Resource Area for Teaching

Financial Statements

June 30, 2018

Frank, Rimerman + Co. LLP

CONTENTS

Frank, Rimerman + Co. LLP

Certified
Public
Accountants

Palo Alto
San Francisco
San Jose
St. Helena

Audit Committee and
Board of Directors
Resource Area for Teaching
San Jose, California

INDEPENDENT AUDITORS' REPORT

We have audited the accompanying financial statements of The Resource Area for Teaching (d.b.a. Resource Area for Teaching) (the Organization), which comprise the statement of financial position as of June 30, 2018, the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Resource Area for Teaching as of June 30, 2018, and the changes in its net assets and its cash flows for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

Frank, Rimerman & Co. LLP

San Jose, California
January 11, 2019

Resource Area for Teaching
Statement of Financial Position
June 30, 2018

ASSETS		
Cash and Cash Equivalents	$	31,282
Accounts Receivable		7,080
Grants and Pledges Receivable		67,144
Prepaid Expenses and Other Assets		16,857
Investments		1,332,792
Inventory		202,522
Property and Equipment, net		9,583,399
Total assets	$	11,241,076
LIABILITIES AND NET ASSETS		
Liabilities		
Accounts payable and accrued liabilities	$	96,490
Deferred revenue		34,285
Total liabilities		130,775
Contingencies (Note 6)		
Net Assets		
Unrestricted		10,860,550
Temporarily restricted		152,373
Permanently restricted		97,378
Total net assets		11,110,301
Total liabilities and net assets	$	11,241,076

See Notes to Financial Statements

Resource Area for Teaching
Statement of Activities
Year Ended June 30, 2018

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenues and Other Support				
Contributions and grants	$ 534,549	$ 254,500	$ -	$ 789,049
Fundraising event, net of expenses of $50,586	172,279	-	-	172,279
In-kind contributions	123,624	-	-	123,624
Net realized and unrealized gain on investments	63,409	2,262	-	65,671
Interest and dividends	32,180	4,095	-	36,275
Membership dues	119,730	-	-	119,730
Workshop fees	104,957	-	-	104,957
Sales to public, net of direct expenses of $257,035	704,009	-	-	704,009
Other income	32,065	-	-	32,065
Net assets released from restrictions	460,158	(460,158)	-	-
Total revenues and other support	2,346,960	(199,301)	-	2,147,659
Expenses				
Program	2,614,507	-	-	2,614,507
Management and general	245,792	-	-	245,792
Fundraising	286,625	-	-	286,625
Total expenses	3,146,924	-	-	3,146,924
Change in Net Assets	(799,964)	(199,301)	-	(999,265)
Net Assets, beginning of year	11,660,514	351,674	97,378	12,109,566
Net Assets, end of year	$ 10,860,550	$ 152,373	$ 97,378	$ 11,110,301

Resource Area for Teaching
Statement of Functional Expenses
Year Ended June 30, 2018

	Program	Management and General	Fundraising	Total
Salaries, Payroll Taxes and Benefits	$ 1,586,949	$ 145,780	$ 239,273	$ 1,972,002
Professional Fees	10,561	32,100	-	42,661
Contract Services	214,422	63,165	25,276	302,863
Recruiting	51,013	-	695	51,708
Supplies	58,320	150	1,272	59,742
Communications	20,482	1,203	932	22,617
Utilities	110,063	-	-	110,063
Postage and Shipping	2,765	-	245	3,010
In-Kind Rent	123,624	-	-	123,624
Occupancy	8,450	-	-	8,450
Dues and Subscriptions	6,039	-	-	6,039
Repairs and Maintenance	89,623	-	10,002	99,625
Truck Expense and Travel	25,471	-	216	25,687
Conference and Meetings	2,381	15	343	2,739
Insurance	59,434	1,564	3,008	64,006
Advertising	301	-	-	301
Credit Card and Bank Charges	33,325	-	-	33,325
Depreciation	209,253	1,340	4,323	214,916
Payroll Services	2,031	475	1,040	3,546
Total expenses	$ 2,614,507	$ 245,792	$ 286,625	$ 3,146,924
Percent of Total Expenses	83%	8%	9%	100%

Resource Area for Teaching
Statement of Cash Flows
Year Ended June 30, 2018

Cash Flows from Operating Activities:		
Change in net assets	$	(999,265)
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Depreciation		214,916
Net realized and unrealized gain on investments		(65,671)
Changes in operating assets and liabilities:		
Receivables		45,877
Prepaid expenses and other assets		11,803
Inventory		71,881
Accounts payable and accrued liabilities		(17,170)
Deferred revenue		(14,957)
Net cash used in operating activities		(752,586)
Cash Flows from Investing Activities:		
Net proceeds from sale of investments		866,765
Purchase of property and equipment		(93,831)
Purchase of investments		(36,275)
Net cash provided by investing activities		736,659
Net Decrease in Cash and Cash Equivalents		(15,927)
Cash and Cash Equivalents, beginning of year		47,209
Cash and Cash Equivalents, end of year	$	31,282

See Notes to Financial Statements

1. Organization and Nature of Activities

Organization

The Resource Area for Teaching (d.b.a. Resource Area for Teaching) (the Organization) is a not-for-profit organization with locations in San Jose, Sunnyvale and Redwood City, California. The Organization's specific and primary purpose is to offer ideas, information and a source of materials diverted from industry's material waste stream to teachers and others who work with children.

The Organization provides a vital connection between the business community and educators so that surplus materials can be reused creatively to enhance children's learning. The Organization also conducts demonstrations and workshops to help educators find ways to use these materials in math, science and art projects.

Program Services:

<u>Core Program</u>

The Organization believes that every child deserves a powerful learning experience. The Organization's mission is to help educators transform a child's learning experience through hands-on education to inspire the joy and discovery of learning.

<u>Education Program</u>

The Organization provides hands-on tools and training to educators, helping them engage their students for deeper learning in their classrooms. The Organization's professional learning sessions allow teachers to learn new skills, share best practices and grow as an educational community. In fiscal 2018, the Organization hosted 60 professional development workshops for approximately 1,700 participants. The Organization also creates curricula and hands-on learning activities that align with current educational standards and provide educators with affordable options for use in their classrooms to inspire a lifelong love of learning among their students.

1. Organization and Nature of Activities (continued)

<u>Resource Centers and Website</u>

The Organization has two Member Resource Centers, located in Redwood City, California and San Jose, California, where members are able to shop for affordable, pre-packaged learning activities, upcycled bulk materials and additional classroom supplies. The Organization's use of repurposed and donated materials allows the Organization to keep prices low and educators are able to stretch their budgets twice as far. At the Organization's Volunteer Resource Center and Warehouse in Sunnyvale, California, donated materials are sorted and approximately 5,000 community volunteers prepare and assemble hands-on learning activities annually. The Organization's website and online store offer 24/7 access to the educational resources. In fiscal 2018, educators from 191 countries visited the Organization's free online library.

<u>Material Donations and Upcycling Program</u>

In fiscal 2018, the Organization diverted 67,643 cubic feet of useful materials and made them available for members in the Member's Resource Centers. Over 200 Bay Area companies worked with the Organization to collect and upcycle materials they no longer needed, from office supplies to lab equipment, so that the Organization can repurpose them into hands-on learning materials for members to buy in bulk to create their own learning materials. Since being founded in 1994, the Organization has received 3,226,000 cubic feet of donated materials.

2. Significant Accounting Policies

Basis of Presentation:

The Organization prepares its financial statements on the accrual basis of accounting under accounting principles generally accepted in the United States of America.

Not-for-profit organizations are required to segregate their assets, liabilities and operations into three categories: unrestricted, temporarily restricted, and permanently restricted. Unrestricted assets are those available for use in the general activities of the Organization, without restrictions by donors. Temporarily restricted assets are those whose use is restricted by the donor, based on time or purpose. Generally, these funds will be expended for a specified purpose or over a period of time and are not currently available for general use. Permanently restricted assets are endowment assets restricted by the donor in perpetuity.

2. Significant Accounting Policies (continued)

Basis of Presentation: (continued)

There are no permanent donor restrictions on investment income and gains from permanently restricted assets. Investment earnings are recorded as temporarily restricted net assets until appropriated for expenditure by the Board of Directors.

Revenue Recognition:

The Organization recognizes contributions, including promises to give (pledges), in the period the donor makes a promise to give that is, in substance, unconditional. Contributions restricted by the donor are reported as increases in unrestricted net assets if the restrictions expire in the fiscal year in which the revenue is recognized. All other donor-restricted contributions are reported as increases in temporarily or permanently restricted net assets depending on the nature of the restrictions. When a restriction as to time or use expires, temporarily restricted net assets are reclassified to unrestricted net assets.

In-Kind Support:

The Organization regularly accepts donated merchandise from the general public for resale in its stores. The nature and quality of the merchandise donated varies considerably. The fair value of these donations is not recorded by the Organization until sold or provided for free to teachers.

The Organization receives materials and equipment from the general public for use in its programs. The Organization also benefits from the donated services of a number of professionals in the provision of its services, as well as free rent at its Redwood City location. Contributions of services are recognized as revenue and expense if the services received (1) create or enhance non-financial assets or (2) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased by the Organization if not provided by donation. During fiscal 2018, the Organization received $123,624 of donated services, items and rent, which have been recorded by the Organization at estimated fair value. These amounts are reflected in the accompanying financial statements as in-kind support revenue and are offset by corresponding amounts of program expenses.

Cash and Cash Equivalents:

For purposes of the statement of cash flows, cash and cash equivalents include all short-term highly liquid investments purchased with maturities of three months or less. Cash equivalents are carried at cost, which approximates fair value. Cash and cash equivalent balances held temporarily with brokerage firms are considered investments.

2. Significant Accounting Policies (continued)

Concentrations of Credit Risk:

Financial instruments which potentially subject the Organization to concentrations of credit risk consist primarily of cash and cash equivalents, investments, and receivables. The Organization maintains its cash and cash equivalents at a commercial bank. The Organization is exposed to credit risk in the event of default by the commercial bank to the extent that cash and cash equivalent balances are in excess of the amount insured by the Federal Deposit Insurance Corporation. Additionally, cash and cash equivalents and investments balances are maintained at one major brokerage firm, which exceeded the amount insured by the Securities Investor Protection Corporation at June 30, 2018.

The Organization estimates the collectability of its receivables based on the allowance method. Management has determined that an allowance for bad debts is not required.

Inventory:

Purchased inventory is valued at the lower of cost or market and consists primarily of purchased components held for resale or included in kits.

Property and Equipment:

Purchased, donated or constructed assets are recorded at cost. Acquisitions of property and equipment with a cost or fair value in excess of $1,000 are capitalized. Expenditures that increase the life of existing assets are capitalized; however, maintenance and repairs are charged to operations as incurred. Depreciation is provided on a straight-line basis over the following estimated useful lives:

Land improvements	40 years
Building and improvements	40 years
Furnishings and equipment	10 years
Computer hardware and software	3 - 5 years

2. Significant Accounting Policies (continued)

Investments and Investment Income:

The Organization's investments are presented at fair value based on prices quoted on established securities exchanges. Investment income represents interest and dividends earned and net investment gains, less investment-related expenses. Realized gains and losses on investments are calculated as the difference between proceeds received and the original cost of the investment. Unrealized gains and losses represent the difference between the current fair value of the investments and their cost basis, if purchased during the year, or their fair value at the beginning of the year.

Accounting for Impairment of Long-Lived Assets:

The Organization reviews its long-lived assets for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Recoverability of assets held and used is measured by comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of their carrying cost amount or fair value less cost to sell. The Organization has not recorded any expenses related to impairment of long-lived assets in fiscal 2018.

Income Taxes:

The Organization is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and state franchise taxes under Section 23701d of the California Revenue and Taxation Code.

Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues, support and expenses during the reporting period. Estimates are used in accounting for, among other things, allowance for uncollectible accounts, inventory obsolescence, estimated future breakage of deferred revenue, useful lives of property and equipment and long-lived asset impairment. Actual results could differ from those estimates.

2. Significant Accounting Policies (continued)

Use of Estimates: (continued)

The Organization recognizes breakage when the probability of customers redeeming gift cards becomes improbable. The Organization presents deferred revenue net of estimated future breakage. The estimated future breakage is $31,701 at June 30, 2018.

Risks and Uncertainties:

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

Fair Value Measurement:

The Organization uses a three-level hierarchy for fair value measurement based on the nature of inputs used in the valuation of an asset or liability as of the measurement date. The three-level hierarchy prioritizes within the measurement of fair value, the use of market-based information over entity-specific information. Fair value focuses on an exit price and is defined as 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. The inputs or methodology used for valuing assets and liabilities are not necessarily an indication of the risk associated with those assets and liabilities.

The three-level hierarchy for fair value measurements is defined as follows:

Level I: Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level II: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

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

A financial investment's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

2. Significant Accounting Policies (continued)

Recent Accounting Pronouncements Not Yet Effective:

Presentation of Financial Statements:

In August 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-14, *Presentation of Financial Statements of Not-for-Profit Entities.* The standard changes the financial reporting requirements for not-for-profit organizations by reducing the number of net asset classes from three to two ("with donor restrictions" and "without donor restrictions"); requiring expenses to be reported by function and nature; and providing disclosures on the entity's operating measures and liquidity. ASU 2016-14 is effective for the Organization as of July 1, 2018 and requires a retrospective transition approach for its adoption. The Organization is currently evaluating the impact of ASU 2016-14 on its financial statements and related disclosures.

Contributions Received and Contribution Made:

In June 2018, the FASB issued ASU 2018-08, *Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made*. The standard clarifies the definition of an exchange transaction, and provides guidance for evaluating whether contributions are unconditional or conditional. ASU 2018-08 is effective for the Organization as of July 1, 2019 for transactions in which it is the resource recipient and July 1, 2020 for transactions in which it is the resource provider. ASU 2018-09 allows a retrospective or modified prospective transition approach for its adoption. The Organization believes ASU 2018-08 will have a minimal impact on its financial statements and related disclosures.

Revenue Recognition:

In May 2014, the FASB issued Accounting Standards Codification (ASC) Topic 606, *Revenue from Contracts with Customers*. This standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers to reflect the consideration to which the entity expects to be entitled to in exchange for those goods and services.

The standard will replace most existing revenue recognition guidance generally accepted in the United States of America. Topic 606 is effective for the Organization as of July 1, 2019, and permits the use of either a retrospective or cumulative effect transition method. The Organization has not selected a transition method and is currently evaluating the effect Topic 606 will have on its financial statements and related disclosures.

2. Significant Accounting Policies (continued)

Fair Value Disclosures:

In August 2018, the FASB issued ASU 2018-13, *Disclosure Framework — Changes to the Disclosure Requirements for Fair Value Measurement*. The standard eliminates certain disclosures and modifies others about recurring and nonrecurring fair value measurement disclosures. ASU 2018-13 is expected to reduce the cost of preparing fair value measurement disclosures, while providing more decision-useful information for financial statement users. The standard is effective for the Organization as of July 1, 2020 and early adoption is permitted. The Organization is currently evaluating the impact of ASU 2018-13 on its fair value measurement disclosures.

3. Investments

The Organization's investments are as follows at June 30, 2018 under the fair value hierarchy:

	Level I	Level II	Level III	Total
Cash equivalents	$ 15,687	$ -	$ -	$ 15,687
Mutual funds	1,317,105	-	-	1,317,105
Total	$ 1,332,792	$ -	$ -	$ 1,332,792

4. Property and Equipment

Property and equipment consists of the following at June 30, 2018:

Land and improvements	$ 5,451,240
Building and improvements	6,192,557
Furniture, equipment and vehicles	501,530
Computer hardware and software	200,278
	12,345,605
Less accumulated depreciation	(2,762,206)
	$ 9,583,399

5. Income Taxes

The Organization uses the "more likely than not" criterion for recognizing the income tax benefit of its income tax exempt status, and establishing measurement criteria for liabilities resulting from the loss of that status. The Organization believes that all income tax filing positions will be sustained upon examination and, accordingly, has not recorded any accruals for interest and penalties at June 30, 2018 for uncertain income tax positions. In the event the Organization should need to recognize interest and penalties related to unrecognized tax liabilities, this amount will be recorded as an accrued liability and an increase to income tax expense.

Although the Organization is recognized as tax exempt, it is still liable for income tax on its unrelated business taxable income (UBTI). The Organization does not believe it has UBTI that would have resulted in an income tax liability at June 30, 2018.

The Organization's federal exempt organization business income tax return (Form 990) is subject to examination, generally for three years after it is filed with the Internal Revenue Service. The Organization's California exempt organization business income tax return is subject to examination, generally for four years after it is filed with the Franchise Tax Board.

6. Legal Contingency

In the normal course of business, the Organization may receive inquiries or become involved in legal disputes that are not covered by insurance. In the opinion of management, any potential liabilities resulting from such claims would not have a material adverse effect on the Organization's financial position or results of operations.

7. Related Party Transactions

The Organization received contributions from members of the Board of Directors in the amount of $45,300 in 2018.

8. Temporarily Restricted Net Assets

Temporarily restricted net assets are restricted for the following purposes at June 30, 2018:

		2018
Unappropriated endowment income	$	89,469
Education program		56,646
Other programs		6,258
	$	152,373

9. Endowment

The Organization's endowment consists of donor restricted endowment funds and accumulated earnings on those funds. As required by generally accepted accounting principles, net assets associated with endowment funds are classified and reported based on the existence or absence of donor imposed restrictions.

The Organization's Board of Directors has interpreted the State Prudent Management of Institutional Funds Act (SPMIFA) as requiring the preservation of fair value of the original gift as of the gift date of the donor restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Organization classifies as permanently restricted net assets: (a) the original value of gifts donated to the permanent endowment; (b) the original value of subsequent gifts to the permanent endowment; and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the endowment. The remaining portion of the donor restricted endowment consisting of endowment income that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Organization in a manner consistent with the standard of prudence prescribed by SPMIFA. Once appropriated, these amounts are classified as unrestricted net assets.

9. Endowment (continued)

In accordance with SPMIFA, the Organization considers the following factors in making a determination to appropriate or accumulate donor restricted endowment funds:

(1) The duration and preservation of the fund;

(2) The purposes of the Organization and the donor restricted endowment fund;

(3) General economic conditions;

(4) The possible effect of inflation and deflation;

(5) The expected total return from income and the appreciation of investments;

(6) Other resources of the Organization;

(7) The Organization's investment policies.

The Organization has adopted investment and spending policies, approved by the Board of Directors, for endowment assets that conserve capital and maintain liquidity, while at all times maintaining cash or maturing investments to cover expected operating expenses for a six month period. In establishing this policy, the Organization considers the long-term expected return on its investment assets and the nature and duration of the individual endowment funds and relies on a total return strategy in which investment returns are achieved through both capital appreciation, both realized and unrealized, and current yield, such as interest and dividends.

Endowment assets are invested in a well-diversified asset mix through the purchase of mutual funds. The targeted asset allocation is: 20 - 40% domestic equity securities; 5 – 20% international equity securities; 40 - 60% fixed income securities; 1-5% specialty investments and 1% cash and cash equivalents. Endowment assets are subject to asset class diversification and limitation guidelines in order to avoid excessive investment concentration and to protect the portfolio against unfavorable outcomes within an asset class.

From time to time, the fair value of assets associated with individual donor restricted endowment funds may fall below the level that the donor or SPMIFA requires the Organization to retain as a fund of perpetual duration. The fair value of the endowment net assets exceeded the value of the original donor gifts at June 30, 2018.

9. Endowment (continued)

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

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Endowment net assets, beginning of year	$ -	$ 83,112	$ 97,378	$ 180,490
Interest and dividends	-	2,262	-	2,262
Net realized and unrealized gain on investments	-	4,095	-	4,095
Endowment net assets, end of year	$ -	$ 89,469	$ 97,378	$ 186,847

Endowment net assets are composed entirely of donor-restricted funds at June 30, 2018.

10. Subsequent Events

Subsequent events have been evaluated through the date of the independent auditors' report, which is the date the financial statements were approved by the Organization and available to be issued.