



Resource Center Dallas and Subsidiaries

**Consolidated Financial Statements with Supplementary Information
and Compliance Reports
September 30, 2019 and 2018**

Resource Center Dallas and Subsidiaries

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Independent Auditors' Report

To the Board of Directors of
Resource Center Dallas and Subsidiaries

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Resource Center Dallas and Subsidiaries, which comprise the consolidated statements of financial position as of September 30, 2019 and 2018, and the related consolidated statements of activities, functional expenses and cash flows for the years 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 U.S. generally accepted accounting principles; 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 audits. We conducted our audits in accordance with U.S. generally accepted auditing standards 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 of material misstatement. The financial statements of Resource Center Dallas Foundation, Resource Center LGBTQ Health and Wellness Center and Resource Center Title Holding Corporation were not audited in accordance with *Government Auditing Standards*.

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 entity'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 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 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 Resource Center Dallas and Subsidiaries as of September 30, 2019 and 2018, and the changes in its net assets and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

Effect of Adopting New Accounting Standards

As discussed in Note 2 to the financial statements, management has adopted ASU 2016-14, *Presentation of Financial Statements for Not-for-Profit Entities* and ASU 2018-18, *Statement of Cash Flows (Topic 230): Restricted Cash*. The requirements of the ASUs have been applied retrospectively to all periods presented with exception to liquidity and availability, which Resource Center Dallas and Subsidiaries opted not to disclose for 2018 as permitted under ASU 2016-14, *Presentation of Financial Statements for Not-for-Profit Entities* in the year of adoption. Our opinion is not modified with respect to this matter.

Other Matters

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying consolidating statements of financial position and activities of Resource Center Dallas, Resource Center Dallas Foundation, Resource Center Title Holding Corporation and Resource Center LGBTQ Health and Wellness Center, Inc. are presented for the purpose of additional analysis and are not a required part of the consolidated financial statements. The accompanying schedule of expenditures of federal awards, as required by Title 2 U.S. *Code of Federal Regulation (CFR) Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, is also presented for the purpose of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with U.S. generally accepted auditing standards. In our opinion, such information is fairly stated, in all material respects, in relation to the consolidated financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated March 2, 2020, on our consideration of Resource Center Dallas' 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 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 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 Resource Center Dallas' internal control over financial reporting and compliance.



A Limited Liability Partnership

Arlington, Texas
March 2, 2020

Resource Center Dallas and Subsidiaries
Consolidated Statements of Financial Position
September 30, 2019 and 2018

	2019	2018
Assets		
Cash and cash equivalents	\$ 1,843,944	\$ 1,343,672
Investments	1,008,734	802,672
Grants receivable	560,359	532,779
Unconditional promises to give, net	958,496	834,958
Accounts receivable	965,597	735,119
Other receivables	42,690	73,877
Prepaid expenses and other assets	80,800	34,588
Restricted cash	187,830	216,080
Loan receivable - new market tax credit	4,475,250	4,475,250
Property and equipment, net	9,527,132	9,013,286
Endowment investments	1,858,703	1,940,772
Total assets	\$ 21,509,535	\$ 20,003,053
Liabilities and Net Assets		
Liabilities:		
Accounts payable	\$ 176,547	\$ 575,940
Accrued expenses	194,642	173,215
Deferred rent	64,781	-
Notes payable - new market tax credit	6,370,000	6,370,000
Total liabilities	6,805,970	7,119,155
Net assets:		
Without donor restrictions:		
Undesignated	11,015,600	9,586,702
Board designated reserve	720,766	521,466
Total net assets without donor restrictions	11,736,366	10,108,168
Net assets with donor restrictions	2,967,199	2,775,730
Total net assets	14,703,565	12,883,898
Total liabilities and net assets	\$ 21,509,535	\$ 20,003,053

See notes to consolidated financial statements.

Resource Center Dallas and Subsidiaries
Consolidated Statement of Activities
Year Ended September 30, 2019

	Without Donor Restrictions	With Donor Restrictions	Total
Revenue and support:			
Contributions	\$ 1,460,453	\$ 415,144	\$ 1,875,597
Government grants	3,229,456	-	3,229,456
340B pharmacy revenue	7,710,642	-	7,710,642
Fees for services	322,169	-	322,169
Special events, net of direct costs of \$77,460	398,721	-	398,721
Investment income	74,037	37,145	111,182
Other income	81,431	-	81,431
Net assets released from restrictions	260,820	(260,820)	-
Total revenue and support	13,537,729	191,469	13,729,198
Expenses:			
Program:			
HIV services	5,223,242	-	5,223,242
LGBTQ services	3,929,889	-	3,929,889
Prevention services	1,653,379	-	1,653,379
Total program	10,806,510	-	10,806,510
Supporting services:			
Administrative	475,914	-	475,914
Fundraising	627,107	-	627,107
Total supporting services	1,103,021	-	1,103,021
Total expenses	11,909,531	-	11,909,531
Change in net assets	1,628,198	191,469	1,819,667
Net assets at beginning of year	10,108,168	2,775,730	12,883,898
Net assets at end of year	\$ 11,736,366	\$ 2,967,199	\$ 14,703,565

See notes to consolidated financial statements.

Resource Center Dallas and Subsidiaries
Consolidated Statement of Activities
Year Ended September 30, 2018

	Without Donor Restrictions	With Donor Restrictions	Total
Revenue and support:			
Contributions	\$ 1,550,855	\$ 366,480	\$ 1,917,335
Government grants	3,487,808	-	3,487,808
340B pharmacy revenue	4,568,566	-	4,568,566
Fees for services	304,416	-	304,416
Special events, net of direct costs of \$59,947	164,629	-	164,629
Net investment income	92,547	24,891	117,438
Other income	1,609	-	1,609
Net assets released from restrictions	649,962	(649,962)	-
Total revenue and support	10,820,392	(258,591)	10,561,801
Expenses:			
Program:			
HIV services	4,225,715	-	4,225,715
LGBTQ services	2,171,296	-	2,171,296
Prevention services	1,441,272	-	1,441,272
Total program	7,838,283	-	7,838,283
Supporting services:			
Administrative	706,461	-	706,461
Fundraising	532,063	-	532,063
Total supporting services	1,238,524	-	1,238,524
Total expenses	9,076,807	-	9,076,807
Bad debt loss	-	12,176	12,176
Total expenses and losses	9,076,807	12,176	9,088,983
Change in net assets	1,743,585	(270,767)	1,472,818
Net assets at beginning of year	8,364,583	3,046,497	11,411,080
Net assets at end of year	\$ 10,108,168	\$ 2,775,730	\$ 12,883,898

See notes to consolidated financial statements.

Resource Center Dallas and Subsidiaries
Consolidated Statement of Functional Expenses
Year Ended September 30, 2019

	HIV Services	LGBTQ Services	Prevention Services	Total Program	Administrative	Fundraising	Total
Personnel	\$ 2,115,503	\$ 984,138	\$ 989,796	\$ 4,089,437	\$ 239,668	\$ 433,302	\$ 4,762,407
Facilities	324,983	104,846	262,665	692,494	31,975	114,305	838,774
Client payments	649,523	-	-	649,523	73,553	92,469	815,545
Pharmaceuticals	1,132,700	2,333,103	-	3,465,803	-	-	3,465,803
Other client services	676,072	377,840	262,762	1,316,674	-	-	1,316,674
General operations	148,609	52,068	47,115	247,792	116,698	56,570	421,060
Other	175,852	77,894	91,041	344,787	14,020	7,921	366,728
Total expenses by function	5,223,242	3,929,889	1,653,379	10,806,510	475,914	704,567	11,986,991
Less: expenses included with revenues on the statement of activities - Special events	-	-	-	-	-	(77,460)	(77,460)
Total expenses included in the expense section on the statement of activities	\$ 5,223,242	\$ 3,929,889	\$ 1,653,379	\$ 10,806,510	\$ 475,914	\$ 627,107	\$ 11,909,531

See notes to consolidated financial statements.

Resource Center Dallas and Subsidiaries
Consolidated Statement of Functional Expenses
Year Ended September 30, 2018

	HIV Services	LGBTQ Services	Prevention Services	Total Program	Administrative	Fundraising	Total
Personnel	\$ 1,655,137	\$ 561,413	\$ 797,960	\$ 3,014,510	\$ 521,430	\$ 407,474	\$ 3,943,414
Facilities	234,960	101,322	343,997	680,279	9,631	74,073	763,983
Client payments	837,942	-	-	837,942	-	-	837,942
Pharmaceuticals	883,227	1,194,414	-	2,077,641	-	-	2,077,641
Other client services	316,505	225,276	191,502	733,283	45,741	74,483	853,507
General operations	151,938	42,573	40,055	234,566	125,031	32,956	392,553
Other	146,006	46,298	67,758	260,062	4,628	3,024	267,714
Total expenses by function	4,225,715	2,171,296	1,441,272	7,838,283	706,461	592,010	9,136,754
Less: expenses included with revenues on the statement of activities - Special events	-	-	-	-	-	(59,947)	(59,947)
Total expenses included in the expense section on the statement of activities	\$ 4,225,715	\$ 2,171,296	\$ 1,441,272	\$ 7,838,283	\$ 706,461	\$ 532,063	\$ 9,076,807

See notes to consolidated financial statements.

Resource Center Dallas and Subsidiaries
Consolidated Statements of Cash Flows
Years Ended September 30, 2019 and 2018

	2019	2018
Cash flows from operating activities:		
Change in net assets	\$ 1,819,667	\$ 1,472,818
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	363,097	267,718
Provision for bad debt loss	-	12,176
Realized and unrealized loss on investments	128,717	105,030
Donated stock	(15,667)	(10,153)
Change in discount on unconditional promises to give	(11,524)	(1,833)
Changes in operating assets and liabilities:		
Grants receivable	(27,580)	158,020
Accounts receivable	(230,478)	(322,971)
Unconditional promises to give	(112,014)	(77,659)
Other receivables	31,187	(40,312)
Prepaid expenses and other assets	(46,212)	(24,051)
Accounts payable	(399,393)	431,206
Accrued expenses	21,427	(16,293)
Deferred rent	64,781	-
Net cash provided by operating activities	1,586,008	1,953,696
Cash flows from investing activities:		
Purchases of property and equipment	(876,943)	(616,484)
Purchases of investments	(237,043)	(665,525)
Proceeds from sales of investments	-	74,088
Net cash used by investing activities	(1,113,986)	(1,207,921)
Cash flows from financing activities:		
Draws on line of credit	-	110,000
Payments on line of credit	-	(754,000)
Net cash used by financing activities	-	(644,000)
Increase in cash and cash equivalents	472,022	101,775
Cash and cash equivalents at beginning of year	1,559,752	1,457,977
Cash and cash equivalents at end of year	\$ 2,031,774	\$ 1,559,752
Supplemental cash flow information:		
Cash paid for interest	\$ 80,857	\$ 86,366
Reconciliation of cash and cash equivalents reported within the consolidated statements of financial position to the consolidated statements of cash flows:		
Cash and cash equivalents	\$ 1,843,944	\$ 1,343,672
Restricted cash	187,830	216,080
Total cash and cash equivalents shown on the consolidated statements of cash flows	\$ 2,031,774	\$ 1,559,752

See notes to consolidated financial statements.

Resource Center Dallas and Subsidiaries

Notes to Consolidated Financial Statements

1. Organization

Resource Center Dallas (RCD) is a Texas nonprofit corporation founded in 1983 with a mission to empower the lesbian, gay, bisexual, transgender and queer (LGBTQ) communities and all people affected by HIV through improving health and wellness, strengthening family and communities and providing transformative education and advocacy.

Resource Center Dallas Foundation (Foundation) is a Texas nonprofit corporation formed on July 20, 2011. The Foundation was formed exclusively for charitable purposes and is operated solely to support Resource Center of Dallas. The board of directors of RCD appoints the board of directors of the Foundation.

Resource Center Title Holding Corporation is a Texas nonprofit corporation formed on June 7, 2016. The purpose of Resource Center Title Holding Corporation is to work with RCD to obtain New Market Tax Credit (NMTC) financing and hold title to RCD property. The board of directors of RCD elects the board of directors of Resource Center Title Holding Corporation.

Resource Center LGBTQ Health and Wellness Center, Inc. (Wellness Center) is a Texas nonprofit health organization formed on February 4, 2019. The Wellness Center was formed for the purpose of employing physicians to provide medical care. RCD is the sole member of the Wellness Center.

RCD, the Foundation, Resource Center Title Holding Corporation and the Wellness Center are collectively referred to herein as the Center.

The Center is supported primarily by government and private grants, contributions from the general public, and program revenue.

The Center conducts the following programs:

- HIV Services – The Center provides case management, food pantry, hot meals, health insurance premium and medication co-pay assistance, oral health care and empowerment and support groups to people with a diagnosis of HIV/AIDS and who have an income under 300% to 400% (for insurance assistance) of the Federal Poverty Level and reside in the Center’s service area.
- LGBTQ Services – The Center provides youth and senior programming, medical support, transgender care, primary medical care, education and advocacy for the LGBTQ community.
- Prevention – The Center provides comprehensive prevention services including outreach to at-risk communities, HIV testing and STI testing and treatment.

Resource Center Dallas and Subsidiaries

Notes to Consolidated Financial Statements

2. Summary of Significant Accounting Policies

Consolidated Financial Statements

The consolidated financial statements include the accounts and transactions of RCD, the Foundation, Resource Center Title Holding Corporation and the Wellness Center. All significant inter-organizational accounts and transactions have been eliminated in consolidation.

Basis of Accounting

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

Financial Statement Presentation

Net assets and revenues, expenses, gains and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified as follows:

Net assets without donor restrictions - Net assets not subject to donor-imposed stipulations. Net assets without donor restrictions may be designated for specific purposes by action of the board of directors.

Net assets with donor restrictions - Net assets subject to donor or grantor stipulations that will be met by actions of the Center and/or the passage of time.

Some net assets with donor restrictions include a stipulation that assets provided be maintained permanently (perpetual in nature) while permitting the Center to expend the income generated by the assets in accordance with the provisions of additional donor imposed stipulations or a board of directors approved spending policy.

Revenues are reported as increases in net assets without donor restrictions unless use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in net assets without donor restrictions. Gains and losses are reported as increases or decreases in net assets without donor restrictions unless their use is restricted by explicit donor stipulation or by law. Expirations of restrictions on net assets (i.e., the donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as reclassifications between the applicable classes of net assets. Contributions with donor-imposed restrictions that are met in the same year as the contributions were received are reported as net assets without donor restrictions.

Resource Center Dallas and Subsidiaries

Notes to Consolidated Financial Statements

Cash and Cash Equivalents

The Center considers highly liquid investments available for current use with original maturities of three months or less to be cash equivalents. The Center classifies cash and money market accounts held by external investment managers as investments as these funds are not readily available for operations. The Center places cash and cash equivalents, which at times may exceed the federally insured limits, with high credit quality financial institutions to minimize risk. The Center has not experienced losses on such assets. At September 30, 2019, the Center had uninsured balances totaling \$1,630,427.

Restricted Cash

At September 30, 2019 and 2018, restricted cash represents funds held in a separate account to be used to pay interest as required by NMTC agreements.

Investments

Investment income and capital appreciation/depreciation earned on investments is reported in net assets without donor restrictions unless otherwise restricted by the donor or applicable law. All investments are carried at fair value with the related gains and losses included in the consolidated statements of activities.

The Center's investments are subject to various risks, such as interest rate, credit and overall market volatility risks. Further, because of the significance of investments to the Center's financial position and the level of risk inherent in most investments, it is reasonably possible that changes in the values of the investments could occur in the near term and such changes could materially affect the amounts reported in the consolidated financial statements. Management is of the opinion that the diversification of its invested assets among the various asset classes should mitigate the impact of changes.

Loan Receivable

The loan receivable – NMTC is collateralized by the membership interests related to the NMTC transaction (see Notes 5 and 8) and is stated at the principal amount. The Center has one class of financing receivables from a highly credible institution. Management assesses the credit quality of the NMTC note based on indicators such as collateralization and collection experience. As of September 30, 2019, no allowance has been established.

Unconditional Promises to Give, Grants Receivable and Accounts Receivable

Unconditional promises to give are unsecured and are due from various donors. Grants receivable are unsecured and are due from government agencies under cost reimbursement grants. Accounts receivable are unsecured and are due from contract pharmacies.

Resource Center Dallas and Subsidiaries

Notes to Consolidated Financial Statements

Unconditional promises to give are recorded at the estimated fair value when made, grants receivable and accounts receivable are recorded based on the reimbursable amount incurred or at the invoiced amount. The collectability of the Center's receivables is reviewed on an ongoing basis, using an assessment of the current status of individual accounts and current economic conditions. Grants and accounts receivable are expected to be collected within the next year and are fully collectible.

Property and Equipment

Property and equipment are stated at cost or, if acquired by gift, at the fair market value at the date of gift. The Center capitalizes expenditures for property and equipment with useful lives in excess of one year. Absent explicit donor stipulations about how long those long-lived assets must be maintained, the Center reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service. Depreciation is computed on the straight-line basis over the estimated useful lives of the assets, which range from five to forty years.

Impairment of Long-Lived Assets

The Center regularly evaluates its long-lived assets for indicators of possible impairment. Should impairment exist, the impairment loss would be measured based on the excess carrying value of the asset over the asset's fair value. No impairment losses were recognized for the years ended September 30, 2019 and 2018.

Revenue Recognition

Contributions are generally recorded only upon receipt, unless evidence of an unconditional promise to give has been received. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of the amounts expected to be collected. Conditional promises to give are not included as support until such time as the conditions are substantially met. Contributions are recognized as restricted if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the consolidated statements of activities as net assets released from restrictions. Contributions of materials are recorded at their estimated fair value.

Government grants are recognized as contract terms are fulfilled. Cost reimbursement grants are recognized as support when the allowable costs are incurred. Fees for contract services are recognized as revenue when the contracted services are performed

The Center's costs incurred under its government grants are subject to audit by government agencies. Management believes that disallowance of costs, if any, would not be material to the financial position or changes in net assets of the Center.

Resource Center Dallas and Subsidiaries

Notes to Consolidated Financial Statements

The Center receives a substantial amount of services donated by individuals interested in the Center's programs. Volunteers have contributed their time to the Center in the areas of the Food Pantry, Nelson-Tebedo Clinic, telephone hot-line, office, clerical support and fundraising.

Donated services are recognized as contributions if the services create or enhance nonfinancial assets or require specialized skills, are performed by people with those skills, and would otherwise be purchased by the Center. It is estimated that volunteers have contributed 37,012 and 39,087 hours of time for the years ended September 30, 2019 and 2018, respectively. No donated services were utilized that met the criteria to be recorded as revenue in the Center's consolidated financial statements.

Revenue related to the sale of prescription drugs in the Center's health centers consists of the amount paid by contracted pharmacies, net of the amount the Center has contracted to pay the pharmacy for the dispensing of such drugs together with any associated administrative fees. Revenue is recognized when prescription drugs are dispensed, and is recorded in 340B pharmacy revenue on the consolidated statements of activities.

The Center received approximately 24% and 33% of its total revenue and support for the years ended September 30, 2019 and 2018, respectively, from U.S. Department of Health and Human Services grants passed through to the Center from the Texas Department of State Health Services or Dallas County Health and Human Services.

For the years ended September 30, 2019 and 2018, 340B program revenue comprised 56% and 43% of total revenue and support, respectively.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the 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.

Functional Allocation of Expenses

The costs of providing the various programs and supporting services have been summarized on a functional basis in the consolidated statements of activities and functional expenses. Costs are allocated between program services and support services based on space used, time and effort or direct relation to the program and support service benefited.

Resource Center Dallas and Subsidiaries

Notes to Consolidated Financial Statements

Income Taxes

RCD and the Foundation are nonprofit publicly supported organizations, as defined in Section 501(c)(3) of the Internal Revenue Service Code (IRC) that are exempt from federal income taxes under Section 509(a) of the IRC. Resource Center Title Holding Corporation is exempt from federal income taxes under IRC Section 501(c)(2). The Wellness Center is a Texas Corporation subject to federal income tax and files a Form 1120. The Center did not conduct any unrelated business activities that would be subject to federal income taxes and had no uncertain tax positions. Therefore, no tax provision or liability has been reported in the accompanying consolidated financial statements.

GAAP requires the evaluation of tax positions taken in the course of preparing the Center's tax returns and recognition of a tax liability (or asset) if the Center has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service (IRS). Management has analyzed the tax positions taken by the Center, and has concluded that as of September 30, 2019 or 2018, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the consolidated financial statements. Each entity's Federal and State tax filings are subject to examination by the IRS for three years from the date of filing.

New Accounting Pronouncements

Changes to GAAP are established by the Financial Accounting Standards Board (FASB) in the form of accounting standards updates (ASU's) to the FASB's Accounting Standards Codification.

The Center considers the applicability and impact of all ASU's. ASU's not listed below were assessed and determined to be either not applicable or are expected to have minimal impact on the Center's consolidated financial position and consolidated changes in net assets.

In 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)* which is a comprehensive new revenue recognition standard that will supersede existing revenue recognition guidance. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The entity should recognize revenue when (or as) the entity satisfies a performance obligation. Not-for-profit entities must consider whether certain arrangements are fully or partially subject to Topic 606. Examples include, but are not limited to memberships, sponsorships, grants and contracts. Further, judgment is required to bifurcate transactions between contribution and exchange components. The effective date of ASU 2014-09 is for annual periods beginning after December 15, 2018 for the majority of not-for-profit organizations.

Resource Center Dallas and Subsidiaries

Notes to Consolidated Financial Statements

In 2018, the FASB issued ASU 2018-08 *Clarifying the Scope and Accounting Guidance for Contributions Received and Made* to address difficulty and diversity in practice among not-for-profit entities in (1) evaluating whether transactions should be accounted for as contributions (nonreciprocal transactions) Subject to Topic 958, Not-for-Profit Entities or as exchanges (reciprocal transactions) subject to Topic 606 and (2) determining between conditional and unconditional contributions. This ASU applies to all entities that receive or make contributions. The term used in the presentation of financial statements to label revenue (for example, contribution, grant, donation) that is accounted for within Topic 958 is *not a factor* for determining whether an agreement is within the scope of that guidance. The standard is effective for annual periods beginning after December 15, 2018.

In 2016, the FASB issued its leasing standard in ASU 2016-02, *Leases (ASC Topic 842)* for both lessees and lessors. Under its core principle, a lessee will recognize right-of-use (ROU) assets and related lease liabilities on the statement of financial position for all lease arrangements with terms longer than 12 months. The pattern of expense recognition in the statement of activities will depend on a lease's classification. For not-for-profit organizations, the standard takes effect for fiscal years beginning after December 15, 2020.

The Center is currently assessing the impact that adopting this new guidance will have on the consolidated financial statements.

Accounting Pronouncements Adopted

The Center adopted FASB ASU 2016-14, *Presentation of Financial Statements for Not-for-Profit Entities* as of and for the year ended September 30, 2019 with retrospective application for the 2018 financial statements. As a result, the major changes applicable for the Center include: (a) requiring the presentation of only two classes of net assets now entitled "net assets without donor restrictions" and "net assets with donor restrictions", (b) requiring the use of the placed in service approach to recognize the expirations of restrictions on gifts used to acquire or construct long-lived assets absent explicit donor stipulations otherwise, (c) requiring that all nonprofits present an analysis of expenses by function and nature in either the statement of activities, a separate statement, or in the notes and disclose a summary of the allocation methods used to allocate costs, (d) requiring the disclosure of quantitative and qualitative information regarding liquidity and availability of resources, and (e) presenting the investment return net of external and direct internal investment expenses. The Center opted to not disclose liquidity and availability information for 2018 as permitted under the ASU in the year of adoption. The adoption of this ASU had no effect on net assets or the changes in net assets presented for the years ended September 30, 2019 and 2018.

Resource Center Dallas and Subsidiaries

Notes to Consolidated Financial Statements

The Center adopted FASB ASU 210-18, *Statement of Cash Flows: Restricted Cash* as of and for the year ended September 30, 2019 with retrospective application for the 2018 financial statements. This ASU requires the statements of cash flows explain the change during the year in total of cash, cash equivalents and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents are included with the cash and cash equivalents to reconcile the beginning of year and end of year total amounts shown on the consolidated statement of cash flows.

Reclassifications

Certain reclassifications have been made to the September 30, 2018 consolidated financial statements to conform to the September 30, 2019 presentation.

3. Fair Value of Financial Instruments

Under the Fair Value Measurements and Disclosures topic of the Codification, ASC 820, disclosures are required about how fair value is determined for assets and liabilities and a hierarchy for which these assets and liabilities must be grouped is established, based on significant levels of inputs as follows:

- Level 1 Inputs to the valuation methodology are quoted prices available in active markets;

- Level 2 Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable

- Level 3 Inputs to the valuation methodology are unobservable inputs in which little or no market data exists, therefore requiring an entity to make its own assumptions.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies for assets and liabilities measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy:

Money market funds and cash equivalents: Valued using \$1 for the net asset value (NAV).

Common stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Resource Center Dallas and Subsidiaries

Notes to Consolidated Financial Statements

Mutual funds: Valued at the NAV of shares held by the Center at year end. The NAV is a quoted price in an active market.

The investments held by the Center are measured using Level 1 inputs.

The following table presents the financial instruments carried at fair value as of September 30:

	2019	2018
Money market funds and cash equivalents	\$ 203,011	\$ 128,378
Common stock:		
Basic industry	-	3,275
Capital goods	12,384	6,954
Communication	6,277	3,470
Consumer cyclical	-	7,092
Consumer defensive	12,341	6,735
Consumer goods	12,935	6,952
Consumer services	6,227	3,346
Entertainment	5,473	3,508
Financial	12,099	16,653
Food and beverages	13,341	6,904
Healthcare	22,485	13,610
Industrial	30,385	17,029
Technology	24,660	13,703
Utilities	25,729	13,781
Other	2,106	2,019
Mutual funds:		
Fixed income	949,349	1,025,163
Growth and income	119,791	151,292
Index funds	1,408,844	1,313,580
	\$ 2,867,437	\$ 2,743,444

Resource Center Dallas and Subsidiaries
Notes to Consolidated Financial Statements

Investment income (loss) consists of the following for the years ended September 30:

	2019	2018
Interest and dividend income	\$ 239,899	\$ 222,468
Realized gain (loss) on investments	(5,036)	175,141
Unrealized gain (loss) on investments	(123,681)	(280,171)
	\$ 111,182	\$ 117,438

4. Unconditional Promises to Give

Unconditional promises to give at September 30, 2019 and 2018 were as follows:

	2019	2018
Amounts due in:		
Less than one year	\$ 599,939	\$ 368,594
One to five years	384,397	503,728
Subtotal	984,336	872,322
Less discount to present value	(25,840)	(37,364)
Unconditional promises to give, net	\$ 958,496	\$ 834,958

Unconditional promises to give beyond September 30, 2019 and 2018 are valued using a discount rate 2.5% and 5.25%, respectively.

5. Loan Receivable - NMTC

The loan receivable – NMTC (loan) is due from Chase NMTC Resource Center Investment Fund, LLC (an unrelated party) with interest at 1% per annum until December 10, 2024; at which point interest and principal payments of \$227,628 will be due annually until maturity on December 1, 2045. The loan is collateralized by a security interest in the membership interests of the community development entity, DDF Juliet, LLC.

Resource Center Dallas and Subsidiaries
Notes to Consolidated Financial Statements

Maturity of the note receivable is as follows for the years ending September 30:

2020	\$	-
2021		-
2022		-
2023		-
2024		-
Thereafter		<u>4,475,250</u>
		<u><u>\$4,475,250</u></u>

The Loan and regulatory agreement restricts the use of the funds to Resource Center Title Holding Corporation who qualifies as a qualified active low-income community business for the term of the note. The balance due to the Center at September 30, 2019 and 2018 is \$4,475,250 (see Note 8).

The interest income on the loan receivable – NMTC is approximately \$44,750 per year. Accrued interest on the loan receivable – NMTC was \$33,565 at September 30, 2019 and 2018 and is included in other receivables on the consolidated statement of financial position.

6. Property and Equipment

Property and equipment consists of the following at September 30:

	2019	2018
Land	\$ 2,399,391	\$ 2,399,391
Building and improvements	8,377,678	7,512,847
Furniture and equipment	626,249	614,136
Vehicles	52,681	52,681
Capitalized interest	<u>72,031</u>	<u>72,031</u>
	11,528,030	10,651,086
Less accumulated depreciation	<u>(2,000,898)</u>	<u>(1,637,800)</u>
Property and equipment, net	<u><u>\$ 9,527,132</u></u>	<u><u>\$ 9,013,286</u></u>

Resource Center Dallas and Subsidiaries

Notes to Consolidated Financial Statements

7. Line of Credit

The Center has a line of credit with a bank allowing the Center to borrow up to \$700,000. The line of credit bears interest at the *Wall Street Journal* prime rate (5.00% at September 30, 2019) and matures on June 6, 2020. The line of credit is secured by equipment, inventory and receivables. No balance was outstanding on the line at September 30, 2019 or September 30, 2018.

8. Long-Term Debt

New Market Tax Credit Financing

On July 7, 2016, RCD entered into a NMTC financing transaction to partially fund the construction of a new community center and renovate an existing facility. As part of the transaction, RCD made a Loan of \$4,475,250 to Chase NMTC Resource Center Investment Fund, LLC (Investment Fund). The Loan is due December 1, 2045 and carries an annual interest rate of 1% (see Note 5).

In conjunction with RCD's Loan, Chase Community Equity, LLC (NMTC Investor), a Delaware corporation, contributed \$2,154,750 to the Investment Fund. The NMTC Investor receives tax credits in return for its investment in the Investment Fund. The Investment Fund used the collective proceeds from RCD and the NMTC Investor to fund a Community Development Entity (CDE), DDF Juliet, LLC.

Resource Center Title Holding Corporation entered into a \$6,370,000 note agreement with DDF Juliet, LLC. The note consists of two tranches, Note A in the amount of \$4,475,250 and Note B in the amount of \$1,894,750, both of which have an interest rate of 1.256% per annum. Interest payments are due and payable annually. Commencing on December 1, 2024, annual payments of principal and interest in the amount of \$279,651 are due in arrears until maturity. The note matures on December 1, 2050. The note is secured by a deed of trust, security agreement, assignment of rents and leases and financing statement on the Cedar Springs and Reagan properties.

The NMTCs were allocated in this transaction pursuant to Section 45D of the IRC. After the seven-year NMTC compliance period expires, it is anticipated that the NMTC Investor will exercise its put option to sell its ownership interest in the Investment Fund to RCD for \$1,000. If the NMTC Investor does not exercise that put option then the put and call agreement allows RCD to exercise a call option to purchase the interest in the Investment Fund at an appraised fair value. Immediately after the exit transactions are completed, RCD will be the holder of the Investment Fund's note payable and, as such the Loan will be eliminated in the consolidated financial statements. It is anticipated that the note will be discharged.

Resource Center Dallas and Subsidiaries
Notes to Consolidated Financial Statements

Principal amounts due for the notes for the next five years ending September 30 and thereafter are as follows:

2020	\$	-
2021		-
2022		-
2023		-
2024		-
Thereafter		6,370,000
		6,370,000
	\$	6,370,000

9. Net Assets with Donor Restrictions

Net assets with donor restrictions consist of amounts restricted by donors for the following purposes or periods at September 30:

	2019	2018
Time and purpose restricted pledges	\$ 150,000	\$ -
Time restricted pledges	958,496	834,958
Endowment earnings	235,400	158,364
Restricted in perpetuity	1,623,303	1,782,408
	\$ 2,967,199	\$ 2,775,730

At September 30, 2019 and 2018, net assets restricted in perpetuity consist of endowment funds to be held indefinitely, the income from which is expendable to support program services.

10. Leases

The Center leases facilities and equipment to conduct its programs under non-cancelable operating lease agreements expiring through 2029. The following are future minimum lease payments under these lease agreements for the years ending September 30:

2020	\$ 242,690
2021	187,621
2022	162,637
2023	167,742
2024	140,065
Thereafter	492,746

Resource Center Dallas and Subsidiaries

Notes to Consolidated Financial Statements

Rent expense related to facilities and equipment under non-cancelable operating lease agreements was approximately \$363,000 and \$293,000 for the years ended September 30, 2019 and 2018, respectively.

11. In-kind Contributions

The Center receives various in-kind donations of supplies, food and advertising that are provided to clients in its programs or used in operations. The estimated fair market value of these items are reflected in the accompanying consolidated statements of activities as contributions and expense in the amounts of \$203,894 and \$101,306 for the years ended September 30, 2019 and 2018, respectively.

12. Related Party Transactions

Board members contributed \$349,432 and \$195,924 during the years ended September 30, 2019 and 2018, respectively.

13. 340B Program

In October 2015, the Center was approved as a covered entity in the 340B program, which is administered by the U.S. Department of Health and Human Services Health Resources and Services Administration (HRSA). As a covered entity, as defined in section 340B of the Public Health Service Act, the Center is authorized to purchase certain outpatient drugs at reduced prices. The Center provides this service through service agreements with pharmacies. As of September 30, 2019, the Center has contracts with three pharmacies: Walgreens, AVITA, and American Specialty Pharmacy. The Center purchases the drugs and the contracted pharmacies order and dispense the drugs to the Center's eligible clients. The pharmacy bills the insurance company for the prescription, receives payment from the insurance company, and retains a management fee. The remaining payment is submitted to the Center by the pharmacy. Under the 340B program, the Center is required to expend the excess funds to provide more services and better the organization as a whole.

14. Retirement Plan

The Center adopted a tax-deferred plan under Section 403(b) of the IRC effective September 1, 1994. The plan provides that employees who work at least 30 hours per week for 90 days after hire are eligible to participate. Contributions to the plan are funded entirely by participants.

Resource Center Dallas and Subsidiaries

Notes to Consolidated Financial Statements

15. Endowment Funds

The Center's endowment consists of two donor-restricted funds established for program purposes. As required by GAAP, net assets associated with endowment funds, including funds designated by the board of directors, are classified and reported based on the existence or absence of donor-imposed restrictions.

On April 15, 1996, the Center established The John Thomas Permanent Endowment Fund for the Foundation of Human Understanding (Fund). Distributions from the Fund generally shall not exceed annual earnings; however, the finance committee may make distributions in excess of annual earnings, but only upon the approval of the board of directors. The balance in the Fund as of September 30, 2019 and 2018 is \$182,468.

On April 23, 2006, the Center received an endowment to establish the Clair and Bill MODEL Program Services Endowment Fund (MODEL Fund). The investment income may be used to pay for the Center's program services. The balance in the MODEL Fund as of September 30, 2019 and 2018 is \$1,440,835 and \$1,599,940, respectively.

Interpretation of Relevant Law

The board of directors of the Center has interpreted the Texas Uniform Prudent Management of Institutional Funds Act (TUPMIFA) as requiring the preservation of the 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 Center classifies as net assets restricted in perpetuity (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 fund.

The remaining portion of the donor-restricted endowment funds that are not classified in net assets restricted in perpetuity is classified as net assets with donor restrictions until those amounts are appropriated for expenditure by the Center in a manner consistent with the standard of prudence prescribed by TUPMIFA.

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

1. The duration of preservation of the fund
2. The purposes of 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

Resource Center Dallas and Subsidiaries

Notes to Consolidated Financial Statements

6. Other resources of the Center
7. The Center's investment policies

Endowment Investment and Spending Policies

The Center has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the principal of the endowment assets. The Center has a spending policy of appropriating for distribution each year an amount deemed prudent to carry out the charitable purposes of the Center. Distributions consist of net investment income and may, under certain conditions, include a portion of the cumulative realized and unrealized gains.

To achieve that objective, the Center has adopted an investment policy that attempts to maximize total return consistent with an acceptable level of risk. Endowment assets are invested in a well-diversified asset mix, which may include money market fund shares, commercial paper, certificates of deposit, fixed income securities, equity-based securities and mutual funds. The Center expects its endowment funds, over time, to yield annual results of 4% plus inflation. Actual results in any given year may vary from this amount.

Funds with Deficiencies

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 TUPMIFA requires the Center to retain as a fund of perpetual duration. In accordance with GAAP, deficiencies of this nature are reported as decreases in net assets without donor restrictions. There were no deficiencies in donor-restricted endowment funds as of September 30, 2019 and 2018.

Resource Center Dallas and Subsidiaries
Notes to Consolidated Financial Statements

Changes in the endowment funds for the years ended September 30, 2019 and 2018 are as follows:

	2019		
	Accumulated Gains (Losses) and Other	Restricted in Perpetuity	Total
Endowment net assets, beginning of year	\$ 158,364	\$ 1,782,408	\$ 1,940,772
Dividend and interest income	217,741	-	217,741
Net unrealized loss	(21,491)	(159,105)	(180,596)
Appropriations for expenditure	(119,214)	-	(119,214)
Endowment net assets, end of year	\$ 235,400	\$ 1,623,303	\$ 1,858,703
	2018		
	Accumulated Gains (Losses) and Other	Restricted in Perpetuity	Total
Endowment net assets, beginning of year	\$ 91,375	\$ 1,898,487	\$ 1,989,862
Dividend and interest income	156,649	-	156,649
Net unrealized loss	(15,679)	(116,079)	(131,758)
Appropriations for expenditure	(73,981)	-	(73,981)
Endowment net assets, end of year	\$ 158,364	\$ 1,782,408	\$ 1,940,772

Resource Center Dallas and Subsidiaries
Notes to Consolidated Financial Statements

16. Liquidity and Availability of Resources

Financial assets available for general expenditures within one year from September 30, 2019 are as follows:

Cash and cash equivalents	\$ 1,843,944
Investments	1,008,734
Grants receivable	560,359
Unconditional promises to give, net	958,496
Accounts receivable	965,597
Other receivables	42,690
Restricted cash	187,830
Endowment investments	<u>1,858,703</u>
Total financial assets	7,426,353
Less financial assets not available for general expenditures within one year:	
Unconditional promises to give due in more than one year	(384,397)
Restricted cash	(187,830)
Endowment investments	(1,858,703)
Board designated reserve	<u>(720,766)</u>
	<u>(3,151,696)</u>
Total financial assets available for general expenditure	<u><u>\$4,274,657</u></u>

The Center's cash flow originates from reimbursable government grants, 340B pharmacy revenue, private fundraising, and fees for services.

As of September 30, 2019, the Center had approximately 36 days of reserves on hand in cash and cash equivalents. The Center has a goal to establish financial assets in fiscal 2020, to meet 90 days of normal operating expenses, which currently averages approximately, \$3,000,000. This includes board-designated net assets without donor restrictions that, while the Center does not intend to utilize for operations, could be made available for operations if necessary. The Center has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. The Center also has a committed line of credit in the amount of \$700,000, which it could draw upon in the event of an unanticipated liquidity need.

Resource Center Dallas and Subsidiaries

Notes to Consolidated Financial Statements

17. Subsequent Events

On January 6, 2020, the Center entered into a contract to purchase three parcels of land totaling \$3,495,000. On February 4, 2020, the Center entered into a contract to purchase a parcel of land totaling \$450,000.

The Center has evaluated subsequent events through the date the financial statements were available to be issued and concluded that no additional disclosures are required.

Resource Center Dallas
Consolidating Statement of Financial Position
September 30, 2019

	Resource Center Dallas	Resource Center Dallas Foundation	Resource Center Title Holding Corporation	Resource Center LGBTQ Health and Wellness Center	Total	Eliminating Entries	Consolidated Balance
Assets:							
Cash and cash equivalents	\$ 1,836,453	\$ -	\$ -	7,491	\$ 1,843,944	\$ -	\$ 1,843,944
Investments	1,008,734	-	-	-	1,008,734	-	1,008,734
Grants receivable	560,359	-	-	-	560,359	-	560,359
Unconditional promises to give, net	872,821	85,675	-	-	958,496	-	958,496
Accounts receivable	965,597	-	-	-	965,597	-	965,597
Intercompany receivable	-	1,016,467	-	-	1,016,467	(1,016,467)	-
Other receivables	42,690	-	-	-	42,690	-	42,690
Prepaid expenses and other assets	80,800	-	-	-	80,800	-	80,800
Restricted cash	15,958	-	171,872	-	187,830	-	187,830
Loan receivable - new market tax credit	4,475,250	-	-	-	4,475,250	-	4,475,250
Property and equipment, net	1,816,127	-	7,711,005	-	9,527,132	-	9,527,132
Endowment investments	1,858,703	-	-	-	1,858,703	-	1,858,703
Total assets	\$ 13,533,492	\$ 1,102,142	\$ 7,882,877	\$ 7,491	\$ 22,526,002	\$ (1,016,467)	\$ 21,509,535
Liabilities:							
Accounts payable	\$ 176,547	\$ -	\$ -	\$ -	\$ 176,547	\$ -	\$ 176,547
Accrued expenses	187,899	-	-	6,743	194,642	-	194,642
Deferred rent	64,781	-	-	-	64,781	-	64,781
Intercompany payable	633,113	-	305,636	77,718	1,016,467	(1,016,467)	-
Notes payable - new market tax credit	-	-	6,370,000	-	6,370,000	-	6,370,000
Total liabilities	1,062,340	-	6,675,636	84,461	7,822,437	(1,016,467)	6,805,970
Net assets	12,471,152	1,102,142	1,207,241	(76,970)	14,703,565	-	14,703,565
Total liabilities and net assets	\$ 13,533,492	\$ 1,102,142	\$ 7,882,877	\$ 7,491	\$ 22,526,002	\$ (1,016,467)	\$ 21,509,535

Resource Center Dallas
Consolidating Statement of Activities
Year Ended September 30, 2019

	Resource Center Dallas	Resource Center Dallas Foundation	Resource Center Title Holding Corporation	Resource Center LGBTQ Health and Wellness Center	Total	Eliminating Entries	Consolidated Total
Revenue and support:							
Contributions	\$ 1,857,053	\$ 18,544	\$ -	\$ -	\$ 1,875,597	\$ -	\$ 1,875,597
Government grants	3,229,456	-	-	-	3,229,456	-	3,229,456
340B pharmacy revenue	7,710,642	-	-	-	7,710,642	-	7,710,642
Fees for services	317,131	-	-	5,038	322,169	-	322,169
Special events, net of direct costs of \$77,460	398,721	-	-	-	398,721	-	398,721
Net investment income	77,358	33,732	92	-	111,182	-	111,182
Other	61,429	20,002	54,000	-	135,431	(54,000)	81,431
Total revenue and support	13,651,790	72,278	54,092	5,038	13,783,198	(54,000)	13,729,198
Expenses:							
Program:							
HIV services	5,223,242	-	-	-	5,223,242	-	5,223,242
LGBTQ services	3,929,889	-	-	-	3,929,889	-	3,929,889
Prevention services	1,653,379	-	-	-	1,653,379	-	1,653,379
Total program expense	10,806,510	-	-	-	10,806,510	-	10,806,510
Supporting services:							
Administrative	219,257	2,530	226,119	82,008	529,914	(54,000)	475,914
Fundraising	627,107	-	-	-	627,107	-	627,107
Total supporting services	846,364	2,530	226,119	82,008	1,157,021	(54,000)	1,103,021
Total expenses	11,652,874	2,530	226,119	82,008	11,963,531	(54,000)	11,909,531
Change in net assets	1,998,916	69,748	(172,027)	(76,970)	1,819,667	-	1,819,667
Net assets at beginning of year	10,472,236	1,032,394	1,379,268	-	12,883,898	-	12,883,898
Net assets at end of year	\$ 12,471,152	\$ 1,102,142	\$ 1,207,241	\$ (76,970)	\$ 14,703,565	\$ -	\$ 14,703,565

Resource Center Dallas
Schedule of Expenditures of Federal Awards
Year Ended September 30, 2019

<u>Federal Grantor/Pass-through Grantor/Program Title</u>	<u>CFDA #</u>	<u>Expenditures</u>
U.S. Department of Health and Human Services:		
Texas Department of State Health Services via Dallas County Health and Human Services:		
HIV Emergency Relief Project Grants Ryan White HIV/AIDS Program Part A	93.914	\$ 1,987,489
HIV Care Formula Grants Ryan White HIV/AIDS Program Part B	93.917	104,777
Texas Department of State Health Services:		
HIV Prevention Activities Health Department Based, HERR/PCPE and HIV Planning Prevention	93.940	<u>1,149,678</u>
Total expenditures of federal awards		<u><u>3,241,944</u></u>

See notes to schedule of expenditures of federal awards.

Resource Center Dallas
Notes to Schedule of Expenditures of Federal Awards
Year Ended September 30, 2019

1. Basis of Presentation

The accompanying schedule of expenditures of federal awards (Schedule) includes the federal grant activity of Resource Center Dallas. The information in this Schedule is presented in accordance with the requirements of Title 2 *U.S. Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Because the Schedule presents only a selected portion of the operations of Resource Center Dallas, it is not intended to and does not present the consolidated financial position, changes in net assets, or cash flows of Resource Center Dallas and Subsidiaries.

2. Summary of Significant Accounting Policies

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or limited as to reimbursement. The Center has not elected to use the 10 percent de minimis indirect cost rate as allowed under the Uniform Guidance, and continues to use the cost allocation plan negotiated individually with its grantors, as applicable.

Report of Independent Auditors on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

To the Board of Directors of
Resource Center Dallas

We have audited the consolidated financial statements of Resource Center Dallas and Subsidiaries, which comprise the consolidated statement of financial position as of September 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, and have issued our report thereon dated March 2, 2020. We conducted our audit in accordance with U.S. generally accepted auditing standards and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. The financial statements of Resource Center Dallas Foundation, Resource Center Title Holding Corporation and Resource Center LGBTQ Health and Wellness Center were not audited in accordance with *Government Auditing Standards* and, accordingly, this report does not include reporting on internal control over financial reporting or instances of reportable noncompliance associated with Resource Center Dallas Foundation, Resource Center Title Holding Corporation or Resource Center LGBTQ Health and Wellness Center.

Internal Control over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered Resource Center Dallas' internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of Resource Center Dallas' internal control. Accordingly, we do not express an opinion on the effectiveness of Resource Center Dallas' 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 entity'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 may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Resource Center Dallas' consolidated 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 determination of the consolidated financial statement amounts. 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 Resource Center Dallas' internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Resource Center Dallas' internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



A Limited Liability Partnership

Arlington, Texas
March 2, 2020

**Report of Independent Auditors on Compliance for Each Major Federal Program and
on Internal Control over Compliance Required by the Uniform Guidance**

To the Board of Directors of
Resource Center Dallas

Report on Compliance for Each Major Federal Program

We have audited Resource Center Dallas' compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on Resource Center Dallas' major federal programs for the year ended September 30, 2019. Resource Center Dallas' major federal programs are identified in the summary of auditors' results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with federal statutes, regulations, and the terms and conditions of its federal awards applicable to its federal programs.

Auditors' Responsibility

Our responsibility is to express an opinion on compliance for each of Resource Center Dallas' major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with U.S. generally accepted auditing standards; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Those standards and the Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about Resource Center Dallas' compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of Resource Center Dallas' compliance.

Opinion on Major Federal Program

In our opinion, Resource Center Dallas complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended September 30, 2018.

Report on Internal Control over Compliance

Management of Resource Center Dallas is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered Resource Center Dallas' internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of Resource Center Dallas' internal control over compliance.

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

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

A Limited Liability Partnership

Arlington, Texas
March 2, 2020

Resource Center Dallas
Schedule of Findings and Questioned Costs
Year Ended September 30, 2019

Section I – Summary of Auditors’ Results

Consolidated Financial Statements

Type of auditors’ report issued: Unmodified

Internal control over financial reporting:

- Material weaknesses identified? ___yes Xno
- Significant deficiencies identified? ___yes Xnone reported

Noncompliance material to consolidated financial statements noted? ___yes Xno

Federal Awards

Internal control over major programs:

- Material weaknesses identified? ___yes Xno
- Significant deficiencies identified? ___yes Xnone reported

Type of auditors’ report issued on compliance for major programs: Unmodified

Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)? ___yes Xno

Identification of major federal programs:

<u>CFDA Number</u>	<u>Name of Federal Program</u>
93.914	HIV Emergency Relief Project Grants Ryan White HIV/AIDS Program Part A

Dollar threshold used to distinguish between type A and type B programs: \$750,000

Auditee qualified as low-risk auditee? Xyes ___no

Section II – Financial Statement Findings

None

Section III – Federal Award Findings and Questioned Costs

None

Section IV – Summary Schedule of Prior Audit Findings

None