

**MID-CITIES LEARNING CENTER, INC.
CHARTER HOLDER**

ANNUAL FINANCIAL AND COMPLIANCE REPORT

**FOR THE YEAR ENDED
AUGUST 31, 2020**

MID-CITIES LEARNING CENTER, INC.
ANNUAL FINANCIAL AND COMPLIANCE REPORT
FOR THE YEAR ENDED AUGUST 31, 2020

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ANNUAL FINANCIAL AND COMPLIANCE REPORT
FOR THE YEAR ENDED AUGUST 31, 2020**

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MID-CITIES LEARNING CENTER, INC.

CERTIFICATE OF BOARD

AUGUST 31, 2020

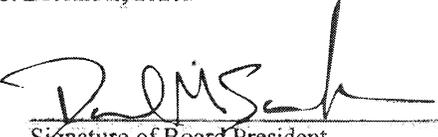
Mid-Cities Learning Center, Inc.
Name of Charter Holder
Federal EIN: 75-1336797

Tarrant
County

220801
Co.-Dist. Number

We, the undersigned, certify that the attached Financial and Compliance Report of the above-named charter holder was reviewed and (check one) approved disapproved for the year ended August 31, 2020, at a meeting of the governing body of the charter holder on the 16th day of December, 2020.

Kathy Ehmann-Clardy
Kathy Ehmann-Clardy (Dec 14, 2020 17:17 CST)
Signature of Board Secretary


Signature of Board President

If the governing body of the charter holder does not approve the independent auditors' report, the reason(s) for disapproving it is (are): (attach list as necessary)

FREEMON, SHAPARD & STORY

Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

Board of Directors
Mid-Cities Learning Center, Inc.
12500 S. Pipeline
Eules, TX 76040

Members of the Board of Directors:

Report on the Financial Statements

We have audited the accompanying financial statements of Mid-Cities Learning Center, Inc. (a nonprofit organization), which comprise the statement of financial position as of August 31, 2020 and 2019, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America 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 audits 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 auditor's 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 principles 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 Mid-Cities Learning Center, Inc. as of August 31, 2020 and 2019, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Other Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying specific-purpose financial statements and the supplementary information including the Schedule of Expenses, Schedule of Capital Assets, and Budgetary Comparison Schedule are presented for purposes of additional analysis as required by the Texas Education Agency and are not a required part of the 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 financial statements. This information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the 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 November 30, 2020, on our consideration of Mid-Cities Learning Center, Inc.'s internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of Mid-Cities Learning Center's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Mid-Cities Learning Center, Inc.'s internal control over financial reporting and compliance.

Respectfully submitted,



Freeman, Shapard, & Story
Windthorst, TX
November 30, 2020

**General-Purpose
Financial Statements**

MID-CITIES LEARNING CENTER, INC. (THE CHARTER HOLDER)
STATEMENT OF FINANCIAL POSITION
AS OF AUGUST 31, 2020 and 2019

	2020	2019
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 1,648,262	\$ 1,448,267
Due from TEA	213,122	208,368
Total Current Assets	1,861,384	1,656,635
Property and Equipment		
Land and improvements	191,700	191,700
Buildings and improvements	3,878,673	3,753,759
Furniture and equipment	176,749	166,662
Less accumulated depreciation	(1,843,790)	(1,687,251)
Total Property and Equipment	2,403,332	2,424,870
Total Assets	\$ 4,264,716	\$ 4,081,505
 LIABILITIES AND NET ASSETS		
Current Liabilities		
Accounts payable	\$ 9,972	\$ 3,681
Accrued wages payable	166,690	150,967
Accrued expenses	14,205	12,312
Vacation benefits payable	29,991	27,055
Due to student groups	15,815	13,483
Total Current Liabilities	236,673	207,498
Total Liabilities	\$ 236,673	\$ 207,498
Net Assets		
Without donor restrictions	322,928	374,321
With donor restrictions	3,705,115	3,499,686
Total Net Assets	\$ 4,028,043	\$ 3,874,007
Total Liabilities and Net Assets	\$ 4,264,716	\$ 4,081,505

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

MID-CITIES LEARNING CENTER, INC. (THE CHARTER HOLDER)
STATEMENT OF ACTIVITIES
FOR THE YEARS ENDED AUGUST 31, 2020 AND 2019

	Without Donor Restrictions	With Donor Restrictions	Total 2020
REVENUES			
Local Support:			
Contributions	\$ 14,187	\$ -	\$ 14,187
Interest Income	11,365	-	11,365
Cocurricular & Enterprising Services	-	-	-
Other Revenues	15,912	-	15,912
Total Local Support	41,464	-	41,464
State Program Revenues:			
Foundation School Program	-	3,409,113	3,409,113
State Program Revenues	-	26,531	26,531
Total State Program Revenues	-	3,435,644	3,435,644
Federal Program Revenues:			
IDEA Part B, Formula	-	52,793	52,793
IDEA Part B, Preschool	-	604	604
ESEA Title II, Part A-Teacher & Principal Training	-	5,215	5,215
Total Federal Program Revenues	-	58,612	58,612
Net Assets Released from Restrictions:			
Restrictions Satisfied by Payments	3,296,889	(3,296,889)	-
Total Revenues	\$ 3,338,353	\$ 197,367	\$ 3,535,720
EXPENSES			
Program Services:			
Instruction & Instructional-Related Services	\$ 2,584,132	\$ -	\$ 2,584,132
Instructional & School Leadership	154,985	-	154,985
Support Services:			
Student Support Services	32,203	-	32,203
Administrative Support Services	212,284	-	212,284
Support Services - Non-Student Based	406,142	-	406,142
Fundraising	-	-	-
Total Expenses	\$ 3,389,746	\$ -	\$ 3,389,746
Other Gains:			
Insurance Proceeds	-	8,062	8,062
Change in Net Assets	(51,393)	205,429	154,036
Net Assets, Beginning of Year	374,321	3,499,686	3,874,007
Net Assets, End of Year	\$ 322,928	\$ 3,705,115	\$ 4,028,043

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

MID-CITIES LEARNING CENTER, INC. (THE CHARTER HOLDER)
STATEMENT OF ACTIVITIES
FOR THE YEARS ENDED AUGUST 31, 2020 AND 2019

	Without Donor Restrictions	With Donor Restrictions	Total 2019
REVENUES			
Local Support:			
Contributions	\$ 7,944	\$ 20,000	\$ 27,944
Interest Income	10,926	-	10,926
Cocurricular & Enterprising Services	5,017	-	5,017
Other Revenues	13,641	-	13,641
Total Local Support	37,528	20,000	57,528
State Program Revenues:			
Foundation School Program	-	3,028,901	3,028,901
State Program Revenues	-	60,451	60,451
Total State Program Revenues	-	3,089,352	3,089,352
Federal Program Revenues:			
IDEA Part B, Formula	-	51,711	51,711
IDEA Part B, Preschool	-	550	550
ESEA Title II, Part A-Teacher & Principal Training	-	5,189	5,189
Total Federal Program Revenues	-	57,450	57,450
Net Assets Released from Restrictions:			
Restrictions Satisfied by Payments	3,073,080	(3,073,080)	-
Total Revenues	\$ 3,110,608	\$ 93,722	\$ 3,204,330
EXPENSES			
Program Services:			
Instruction & Instructional-Related Services	\$ 2,339,088	\$ -	\$ 2,339,088
Instructional & School Leadership	120,630	-	120,630
Support Services:			
Student Support Services	30,909	-	30,909
Administrative Support Services	193,869	-	193,869
Support Services - Non-Student Based	442,256	-	442,256
Fundraising	2,952	-	2,952
Total Expenses	\$ 3,129,704	\$ -	\$ 3,129,704
Change in Net Assets	(19,096)	93,722	74,626
Net Assets, Beginning of Year	393,417	3,405,964	3,799,381
Net Assets, End of Year	\$ 374,321	\$ 3,499,686	\$ 3,874,007

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

MID-CITIES LEARNING CENTER, INC. (THE CHARTER HOLDER)
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEARS ENDED AUGUST 31, 2020 AND 2019

	Program Services	Management and General	2020 Total
Expenses			
Salaries and Wages	\$ 2,118,546	\$ 109,067	\$ 2,227,613
Benefits	206,055	8,241	214,296
Payroll Taxes	168,012	7,627	175,639
Total Payroll Expenses	<u>2,492,613</u>	<u>124,935</u>	<u>2,617,548</u>
Professional Services	45,183	42,470	87,653
Legal	-	1,935	1,935
Education Service Center Services	30,358	7,135	37,493
Repairs and Maintenance	79,252	-	79,252
Utilities	65,790	3,463	69,253
Rentals	43,881	5,926	49,807
Maintenance Supplies	-	40,961	40,961
Instructional Materials	1,391	-	1,391
Food Service	234	-	234
General Supplies	207,073	1,302	208,375
Travel	1,877	590	2,467
Insurance	10,584	1,176	11,760
Miscellaneous	-	25,078	25,078
Total Non-Payroll Expenses	<u>485,623</u>	<u>130,036</u>	<u>615,659</u>
Total Before Depreciation	2,978,236	254,971	3,233,207
Depreciation	<u>154,591</u>	<u>1,948</u>	<u>156,539</u>
Total Expenses	<u>\$ 3,132,827</u>	<u>\$ 256,919</u>	<u>\$ 3,389,746</u>

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

MID-CITIES LEARNING CENTER, INC. (THE CHARTER HOLDER)
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEARS ENDED AUGUST 31, 2020 AND 2019

	<u>Program Services</u>	<u>Management and General</u>	<u>2019 Total</u>
Expenses			
Salaries and Wages	\$ 2,009,375	\$ 108,107	\$ 2,117,482
Benefits	157,468	7,660	165,128
Payroll Taxes	153,036	7,771	160,807
Total Payroll Expenses	2,319,879	123,538	2,443,417
Professional Services	12,677	21,626	34,303
Education Service Center Services	27,635	6,800	34,435
Repairs and Maintenance	122,460	-	122,460
Utilities	63,762	3,356	67,118
Rentals	46,241	5,567	51,808
Maintenance Supplies	-	44,461	44,461
Textbooks	5,274	-	5,274
Food Service	3,729	-	3,729
General Supplies	121,738	774	122,512
Travel	-	2,975	2,975
Insurance	10,078	1,120	11,198
Miscellaneous	-	34,011	34,011
Total Non-Payroll Expenses	413,594	120,690	534,284
Total Before Depreciation	2,733,473	244,228	2,977,701
Depreciation	149,925	2,078	152,003
Total Expenses	\$ 2,883,398	\$ 246,306	\$ 3,129,704

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

MID-CITIES LEARNING CENTER, INC. (THE CHARTER HOLDER)
STATEMENT OF CASH FLOWS
FOR THE YEARS ENDED AUGUST 31, 2020 AND 2019

	<u>2020</u>	<u>2019</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in Net Assets	\$ 154,036	\$ 74,626
Adjustments to Reconcile Change in Net Assets to Cash Provided by Operating Activities:		
Depreciation	156,539	152,003
(Increase) Decrease in due from TEA	(4,754)	(50,100)
(Increase) Decrease in other receivables	-	433
Increase (Decrease) in accounts payable	6,291	3,681
Increase (Decrease) in accrued wages payable	15,723	(37,458)
Increase (Decrease) in accrued expenses	1,893	(3,232)
Increase (Decrease) in due to student groups	2,332	(3,728)
Increase (Decrease) in vacation benefits payable	<u>2,936</u>	<u>1,347</u>
Net cash provided (used) by operating activities	<u>334,996</u>	<u>137,572</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Land Improvements, Buildings, and Equipment	(135,001)	(179,118)
Disposal of Land Improvements, Buildings, and Equipment	-	-
Net cash provided (used) by investing activities	<u>(135,001)</u>	<u>(179,118)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on long-term debt	-	-
Net cash provided (used) by financing activities	<u>-</u>	<u>-</u>
Net increase (decrease) in cash and cash equivalents	199,995	(41,546)
Cash and cash equivalents, beginning of year	<u>1,448,267</u>	<u>1,489,813</u>
Cash and cash equivalents, end of year	<u>\$ 1,648,262</u>	<u>\$ 1,448,267</u>
Interest paid during the period ended August 31, 2020 and 2019	\$ -	\$ -
Income taxes paid during the period ended August 31, 2020 and 2019	None	None

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

**Notes to the
Financial Statements**

MID-CITIES LEARNING CENTER, INC. (THE CHARTER HOLDER)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED AUGUST 31, 2020

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The general-purpose financial statements of Mid-Cities Learning Center, Inc. (the corporation) were prepared in conformity with accounting principles generally accepted in the United States. The Financial Accounting Standards Board is the accepted standard setting body for establishing not-for-profit accounting and financial reporting principles.

A. *Reporting Entity*

The corporation is a not-for-profit organization incorporated in the State of Texas in 1972 and exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code. The corporation is governed by a Board of Directors comprised of five members. The Board of Directors is selected pursuant to the bylaws of the corporation and has the authority to make decisions, appoint the chief executive officer of the corporation, and significantly influence operations. The Board of Directors has the primary accountability for the fiscal affairs of the corporation. Since the corporation received funding from local, state, and federal government sources, it must comply with the requirements of the entities providing those funds.

B. *Corporate Operations*

Mid-Cities Learning Center, Inc. is operating an open-enrollment charter school providing education to K through 12th grade students authorized under Chapter 12, Subchapter D of the Texas Education Code. The Texas State Board of Education issued the initial charter to Mid-Cities Learning Center, Inc. for a period of five years from August 1, 1998 to July 31, 2003. Total enrollment was limited to 480 students. Subsequent to the awarding of the initial charter, the corporation applied for and received a charter renewal in May 2003 extending the charter ten years to July 31, 2013. In June of 2013, the corporation received another charter renewal extending the charter an additional ten years to July 31, 2023. On March 8, 2016, a charter amendment was approved increasing maximum enrollment to 600 students.

C. *Basis of Accounting and Presentation*

The accompanying general-purpose financial statements have been prepared using the accrual basis of accounting in accordance with generally accepted accounting principles.

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

Net Assets With Donor Restrictions – Net assets subject to donor-imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Donor-imposed restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity.

MID-CITIES LEARNING CENTER, INC. (THE CHARTER HOLDER)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED AUGUST 31, 2020

Net Assets Without Donor Restrictions – Net assets available for use in general operations and not subject to donor restrictions. Assets restricted solely through the actions of the Board of Directors are reported as net assets without donor restrictions, board-designated.

D. *Use of Estimates*

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

E. *Contributions*

The corporation accounts for contributions as support without donor restrictions and with donor restrictions, depending on the existence and/or nature of any donor restrictions.

Support that is restricted by the donor is reported as an increase in net assets with donor restrictions in the reporting period in which the support is recognized. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statement of activities as net assets released from restrictions.

No amounts have been reflected in the financial statements for donated materials or services since no objective basis is available to measure the value thereof; however, a substantial number of volunteers donate their time to the School program services and in fund-raising activities.

F. *Cash and Cash Equivalents*

For financial statement purposes, the corporation considers all highly liquid investment instruments with an original maturity of twelve months or less to be cash equivalents.

G. *Capital Assets*

Capital assets, which include land, buildings and improvements, furniture and equipment, vehicles, and other personal property, are reported in the general-purpose and specific-purpose financial statements. Capital assets are defined by the corporation as assets with an individual cost of more than \$5,000. Such assets are recorded at historical cost and are depreciated over the estimated useful lives of the assets, which range from five to forty years, using the straight-line method of depreciation. Expenditures for additions, major renewals, and betterments are capitalized, and maintenance and repairs are charged to expense as incurred. Donations of assets are recorded as direct additions to net assets at fair value at the date of donation, which is then treated as cost.

H. *Functional Allocation of Expenses*

The cost of providing the various programs and other activities has been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

MID-CITIES LEARNING CENTER, INC. (THE CHARTER HOLDER)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED AUGUST 31, 2020

I. *Personal Leave*

Full-time employees of the school earn five days of paid personal leave per year, and part-time employees earn two-and-a-half days of paid personal leave per year. However, the balance does not accumulate except for the executive director. The accrued liability on the financial statements for her vested vacation payable was calculated based on her 50.5 days of accumulated personal leave at 8/31/20.

J. *New Accounting Pronouncements/Accounting Changes*

In August 2016, FASB issued ASU No. 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities*. ASU 2016-14 is effective for fiscal years beginning after December 15, 2017, and interim periods within fiscal years beginning after December 15, 2018. The ASU generally should be applied retrospectively to all prior periods presented. In prior reports, the organization presented the classification of net assets as unrestricted, temporarily restricted, and permanently restricted. The new guidance requires two categories of net assets: with donor restrictions and without donor restrictions. In addition, the new guidance requires the organization to make certain expanded disclosures relating to (1) the liquidity of financial assets, and (2) expenses by both their natural and functional classification in one location in the financial statements. ASU 2016-14 was followed for the prior year and current year financial statements.

2. CASH DEPOSITS

The corporation's funds were deposited and invested with Plains Capital Bank during the year ended August 31, 2020 and 2019. The depository bank should deposit for safekeeping and trust with the corporation's agent banks approved pledged securities in an amount sufficient to protect corporate funds on a day-to-day basis during the period of the contract. The pledge of approved securities is waived only to the extent of the depository bank's dollar amount of Federal Deposit Insurance Corporation ("FDIC") insurance.

At August 31, 2020, the carrying amount of the corporation's deposits at Plains Capital Bank (cash, certificates of deposit, and interest-bearing savings accounts included in temporary investments) was \$1,648,262, and the bank balance was \$1,704,048. The charter holder's cash deposits at August 31, 2020, and during the year ended August 31, 2020, were adequately covered by FDIC insurance and by pledged collateral held by the corporation's agent bank in the corporation's name.

At August 31, 2019, the carrying amount of the corporation's deposits at Plains Capital Bank (cash, certificates of deposit, and interest-bearing savings accounts included in temporary investments) was \$1,448,267, and the bank balance was \$1,487,392. The charter holder's cash deposits at August 31, 2019, and during the year ended August 31, 2019, were adequately covered by FDIC insurance and by pledged collateral held by the corporation's agent bank in the corporation's name.

In addition, the following is disclosed regarding coverage of combined balances on the date of highest deposit for the deposits at Plains Capital Bank:

MID-CITIES LEARNING CENTER, INC. (THE CHARTER HOLDER)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED AUGUST 31, 2020

- a. Depository: Plains Capital Bank
- b. The market value of securities pledged as of the date of the highest combined balance on deposit was \$1,922,391.
- c. The highest combined balances of cash, savings, and time deposit accounts amounted to \$1,717,049 and occurred during the month of August 2020.
- d. Total amount of FDIC coverage at the time of the largest combined balance was \$250,000.

3. DEFINED BENEFIT PENSION PLAN

A. *Plan Description*

Mid-Cities Learning Center, Inc. participates in a cost-sharing multiple-employer defined benefit pension plan that has a special funding situation. The plan is administered by the Teacher Retirement System of Texas (TRS). It is a defined benefit pension plan established and administered in accordance with the Texas Constitution, Article XVI, Sec. 67 and Texas Government Code, Title 8, Subtitle C. The pension trust fund is a qualified pension trust under Section 401(a) of the Internal Revenue Code. The Texas Legislature establishes benefits and contribution rates within the guidelines of the Texas Constitution. The pension's Board of Trustees does not have the authority to establish or amend benefit terms.

All employees of public, state-supported educational institutions in Texas who are employed for one-half or more of the standard work load and who are not exempted from membership under Texas Government Code, Title 8, Section 822.002 are covered by the system.

B. *Pension Plan Fiduciary Net Position*

Detailed information about the Teacher Retirement System's fiduciary net position is available in a separately-issued Comprehensive Annual Financial Report that includes financial statements and required supplementary information. That report may be obtained on the Internet at <https://trs.texas.gov/TRS%20documents/cafr2019.pdf>, selecting *About TRS* then *Publications* then *Financial Reports* or by writing to TRS at 1000 Red River Street, Austin, TX 78701-2698.

The information provided in the Notes to the Financial Statements in the 2019 Comprehensive Annual Financial Report for TRS provides the following information regarding the Pension Plan fiduciary net position as of August 31, 2019.

<u>Components of Net Position Liability</u>	Total
Total Pension Liability	\$209,961,325,288
Less: Plan Fiduciary Net Position	<u>(157,978,199,075)</u>
Net Pension Liability	<u>\$ 51,983,126,213</u>
Net Position as Percentage of Total Pension Liability	75.24%

MID-CITIES LEARNING CENTER, INC. (THE CHARTER HOLDER)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED AUGUST 31, 2020

C. *Benefits Provided*

TRS provides service and disability retirement, as well as death and survivor benefits, to eligible employees (and their beneficiaries) of public and higher education in Texas. The pension formula is calculated using 2.3 percent (multiplier) times the average of the five highest annual creditable salaries times years of credited service to arrive at the annual standard annuity except for members who are grandfathered, the three highest annual salaries are used. The normal service retirement is at age 65 with 5 years of credited service or when the sum of the member's age and years of credited service equals 80 or more years. Early retirement is at age 55 with 5 years of service credit or earlier than 55 with 30 years of service credit. There are additional provisions for early retirement if the sum of the member's age and years of service credit total at least 80, but the member is less than age 60 or 62 depending on date of employment, or if the member was grandfathered in under a previous rule. There are no automatic post-employment benefit changes; including automatic COLAs. Ad hoc post-employment benefit changes, including ad hoc COLAs can be granted by the Texas Legislature as noted in the Plan description in (A) above.

Texas Government Code section 821.006 prohibits benefit improvements, if, as a result of the particular action, the time required to amortize TRS' unfunded actuarial liabilities would be increased to a period that exceeds 31 years, or, if the amortization period already exceeds 31 years, the period would be increased by such action.

In May 2019, the 86th Texas Legislature approved the TRS Pension Reform Bill (Senate Bill 12) that provides for gradual contribution increases from the state, participating employers, and active employees to make the pension fund actuarially sound. This action causing the pension fund to be actuarially sound, allowed the legislature to approve funding for a 13th check in September 2019. All eligible members retired as of December 31, 2018, received an extra annuity check in either the matching amount of their month annuity or \$2,000, whichever was less.

D. *Contributions*

Contribution requirements are established or amended pursuant to Article 16, section 67 of the Texas Constitution which requires the Texas legislature to establish a member contribution rate of not less than 6.0% of the member's annual compensation and a state contribution rate of not less than 6.0% and not more than 10% of the aggregate annual compensation paid to members of the system during the fiscal year.

Employee contribution rates are set in state statute, Texas Government Code 825.402. The TRS Pension Reform Bill (Senate Bill 12) of the 86th Texas Legislature amended Texas Government Code 825.402 for member contributions and increased employee and employer contribution rates for fiscal years 2020 thru 2025. Contribution rates can be found in the TRS 2019 CAFR, Note 12 on page 76.

MID-CITIES LEARNING CENTER, INC. (THE CHARTER HOLDER)
NOTES TO THE FINANCIAL STATEMENTS
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Contribution Rates		
	2020	2019
Member	7.7%	7.7%
Non-Employer Contributing Entity (State)	7.5%	6.8%
Employers	7.7%	6.8%
Charter Holder's Employer Contributions	\$ 37,381	\$ 6,048
Charter Holder's Member Contributions	\$168,351	\$163,380
Measurement Year	2019	2018
Charter Holder's NECE On-Behalf Contributions	\$ 134,142	\$ 133,261

Contributors to the plan include members, employers, and the State of Texas as the only non-employer contributing entity. The State contributes to the plan in accordance with state statutes and the General Appropriations Act (GAA).

As the non-employer contributing entity for public education, the State of Texas contributes to the retirement system an amount equal to the current employer contribution rate times the aggregate annual compensation of all participating members of the pension trust fund during that fiscal year reduced by the amounts described below which are paid by the employers. Employers including public schools are required to pay the employer contribution rate in the following instances:

- On the portion of the member's salary that exceeds the statutory minimum for members entitled to the statutory minimum under Section 21.402 of the Texas Education Code.
- During a new member's first 90 days of employment.
- When any part or all of an employee's salary is paid by federal funding sources, a privately sponsored source, from non-educational and general, or local funds.
- When the employer is a public or charter school, the employer shall contribute 1.5% of covered payroll to the pension fund beginning in fiscal year 2020. The contribution rate called the Public Education Employer Contribution will replace the Non(OASDI) surcharge that was in effect in fiscal year 2019.

In addition to the employer contributions listed above, there is an additional surcharge an employer is subject to.

- When employing a retiree of the Teacher Retirement System, the employer shall pay both the member contribution and the state contribution as an employment after retirement surcharge.
- When a charter school does not contribute to the Federal Old-Age, Survivors, and Disability Insurance (OASDI) Program for certain employees, they must contribute 1.5% of the state contribution rate for certain instructional or administrative employees; and 100% of the state contribution rate for all other employees. This surcharge was in effect through fiscal year 2019 and was replaced with the Public Education Employer Contribution explained above.

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E. *Actuarial Assumptions*

The total pension liability in the August 31, 2018, actuarial valuation was determined using the following actuarial assumptions: Actuarial assumptions can be found in the 2019 TRS CAFR, Note 11, page 77.

Valuation Date	August 31, 2018 rolled forward to August 31, 2019
Actuarial Cost Method	Individual Entry Age Normal
Asset Valuation Method	Market Value
Single Discount Rate	7.25%
Long-Term Expected Rate	7.25%
Municipal Bond Rate	2.63%*
Last year ending August 31 in Projection Period (100 years)	2116
Inflation	2.30%
Salary Increases	3.05% to 9.05% including inflation
Ad hoc Post Employment Benefit Changes	None

**Source: Fixed Income Market Data/Yield Curve/Data Municipal Bonds with 20 years to maturity that include only federal tax-exempt municipal bonds as reported in Fidelity Index's "20-Year Municipal GO AA Index" as of August 31, 2019.*

The actuarial methods and assumptions are used in the determination of the total pension liability are the same assumptions used in the actuarial valuation as of August 31, 2018. For a full description of these assumptions, please see the actuarial valuation report dated November 9, 2018.

F. *Discount Rate*

A single discount rate of 7.25 percent was used to measure the total pension liability. The single discount rate was based on the expected rate of return on plan investments of 7.25 percent. The projection of cash flows used to determine this single discount rate assumed that contributions from active members, employers, and the non-employer contributing entity will be made at the rates set by the legislature during the 2019 session. It is assumed that future employers and state contributions will be 8.50 percent of payroll in fiscal year 2020 gradually increasing to 9.55 percent of payroll over the next several years. This includes all employer and state contributions for active and rehired retirees.

Based on those assumptions, the pension plan's fiduciary net position was projected to be available to make all future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

The long-term rate of return on pension plan investments is 7.25%. The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimates ranges of expected future real rates of return (expected returns, net of pension plan

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investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of geometric real rates of return for each major asset class included in the Systems target asset allocation as of August 31, 2019 (see page 52 of the TRS CAFR) are summarized below:

Asset Class	Target Allocation %*	New Target Allocation%**	Long-Term Expected Geometric Real Rate of Return***
Global Equity			
U.S.	18%	18%	6.4%
Non-U.S. Developed	13%	13%	6.3%
Emerging Markets	9%	9%	7.3%
Directional Hedge Funds	4%	-	-
Private Equity	13%	14%	8.4%
Stable Value			
U.S. Treasuries****	11%	16%	3.1%
Absolute Return	0%	0%	0.0%
Hedge Funds (Stable Value)	4%	5%	4.5%
Real Return			
Global Inflation Linked Bonds****	3%	-	-
Real Estate	14%	15%	8.5%
Energy, Natural Resources, and Infrastructure	5%	6%	7.3%
Commodities	0%	0%	0%
Risk Parity			
Risk Parity	5%	8%	5.8%/6.5%*****
Leverage			
Cash	1%	2%	2.5%
Asset Allocation Leverage	-	-6%	2.7%
Expected Return	100%	100%	7.23%

* Target allocations are based on the Strategic Asset Allocation as of FY2019.

** New allocations are based on the Strategic Asset Allocation to be implemented FY2020.

*** 10-Year annualized geometric nominal returns include the real rate of return and inflation of 2.1%

**** New Target Allocation groups Government Bonds within the stable value allocation. This includes global sovereign nominal and inflation-linked bonds.

***** 5.8% (6.5%) return expectation corresponds to Risk Parity with a 10% (12%) target volatility.

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G. *Discount Rate Sensitivity Analysis*

The following schedule shows the impact of the Net Pension Liability if the discount rate used was 1% less than and 1% greater than the discount rate that was used (7.25%) in measuring the Net Pension Liability. The discount rate can be found in the 2019 TRS CAFR, Note 11, page 77.

	1% Decrease in Discount Rate (6.25%)	Discount Rate (7.25%)	1% Increase in Discount Rate (8.25%)
Mid-Cities Learning Center, Inc.'s proportionate share of the net pension liability	\$138,072	\$ 89,824	\$ 50,733

H. *Pension Liabilities*

At August 31, 2019, Mid-Cities Learning Center, Inc. disclosed a liability of \$89,824 for its proportionate share of the TRS's net pension liability. This liability reflects a reduction for State pension support provided to Mid-Cities Learning Center, Inc. The amount recognized by Mid-Cities Learning Center, Inc. as its proportionate share of the net pension liability, the related State support, and the total portion of the net pension liability that was associated with Mid-Cities Learning Center, Inc. were as follows:

Charter school's proportionate share of the collective net pension liability	\$ 89,824
State's proportionate share that is associated with the charter school	<u>1,992,343</u>
Total	<u>\$2,082,167</u>

The net pension liability was measured as of August 31, 2018 and rolled forward to August 31, 2019, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of that date. The employer's proportion of the net pension liability was based on the employer's contributions to the pension plan relative to the contributions of all employers to the plan for the period September 1, 2018 through August 31, 2019. At August 31, 2019, the employer's proportion of the collective net pension liability was .0001727940% which was an increase from its proportion of .0001407348% measured as of August 31, 2018.

I. *Changes Since the Prior Actuarial Valuation*

- The single discount rate as of August 31, 2018 was a blended rate of 6.907 percent and that has changed to the long-term rate of return of 7.25 percent as of August 31, 2019.
- With the enactment of SB 3 by the 2019 Texas Legislature, an assumption has been made about how this would impact future salaries. It is assumed that eligible active members will each receive a \$2,700 increase in fiscal year 2020. This is in addition to the salary increase expected in the actuarial assumptions.
- The Texas Legislature approved funding for a 13th check. All eligible members retired as of December 31, 2018 will receive an extra annuity check in September 2019 in either the matching amount of their monthly annuity payment or \$2,000, whichever is less.

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J. *Additional Plans*

Employees of the corporation are also provided with Social Security and Medicare coverage. Under provisions of federal law, covered employees contribute 6.2% (Social Security) and 1.45% (Medicare) of their annual covered salary, and the corporation contributes 6.2% (Social Security) and 1.45% (Medicare) of the covered payroll.

4. DEFINED OTHER POST-EMPLOYMENT BENEFIT PLANS

A. *Plan Description*

Mid-Cities Learning Center, Inc. participates in the Texas Public School Retired Employees Group Insurance Program (TRS-Care). It is a multiple-employer, cost-sharing defined Other Post-Employment Benefit (OPEB) plan that has a special funding situation. The plan is administered through a trust by the Teacher Retirement System of Texas (TRS) Board of Trustees. It is established and administered in accordance with the Texas Insurance Code, Chapter 1575.

B. *OPEB Plan Fiduciary Net Position*

Detail information about the TRS-Care's fiduciary net position is available in the separately-issued TRS Comprehensive Annual Financial Report that includes financial statements and required supplementary information. That report may be obtained on the Internet at <http://www.trs.state.tx.us/about/documents/cafr.pdf#CAFR>; by writing to TRS at 1000 Red River Street, Austin, TX, 78701-2698; or by calling (512) 542-6592.

Components of the Net OPEB liability of the TRS-Care plan as of August 31, 2019 are as follows:

<u>Net OPEB Liability</u>	<u>Total</u>
Total OPEB Liability	\$ 48,583,247,239
Less: Plan Fiduciary Net Position	<u>(1,292,022,349)</u>
Net OPEB Liability	<u>\$ 47,291,224,890</u>
Net Position as a Percentage of Total OPEB Liability	2.66%

C. *Benefits Provided*

TRS-Care provides health insurance coverage to retirees from public schools, charter schools, regional education service centers, and other educational districts who are members of the TRS pension plan. Optional dependent coverage is available for an additional fee. Eligible non-Medicare retirees and their dependents may enroll in TRS-Care Standard, a high-deductible health plan. Eligible Medicare retirees and their dependents may enroll in the TRS-Care Medicare Advantage medical plan and the TRS-Care Medicare Rx prescription drug plan. To qualify for TRS-Care coverage, a retiree must have at least 10 years of service credit in the TRS pension system. The Board of Trustees is granted the authority to establish basic and optional group insurance coverage for participants as well as to amend benefit terms as needed under Chapter 1575.052. There are no automatic post-employment benefit changes; including automatic COLAs. The premium rates for retirees are reflected in the following table.

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TRS-Care Monthly Premium Rates		
	<u>Medicare</u>	<u>Non-Medicare</u>
Retiree or Surviving Spouse	\$ 135	\$200
Retiree and Spouse	\$ 529	\$689
Retiree or Surviving Spouse and Children	\$ 468	\$408
Retiree and Family	\$1,020	\$999

D. *Contributions*

Contribution rates for the TRS-Care plan are established in state statute by the Texas Legislature, and there is no continuing obligation to provide benefits beyond each fiscal year. The TRS-Care plan is currently funded on a pay-as-you-go basis and is subject to change based on available funding. Funding for TRS-Care is provided by retiree premium contributions and contributions from the state, active employees, and schools based upon public school payroll. The TRS Board of trustees does not have the authority to set or amend contribution rates.

Texas Insurance Code, Sections 1575.202 establishes the state's contribution rate which is 1.25% of the employee's salary. Section 1575.203 establishes the active employee's rate which is .65% of pay. Section 1575.204 establishes an employer contribution rate of not less than 0.25 percent or not more than 0.75 percent of the salary of each active employee of the public. The actual employer contribution rate is prescribed by the Legislature in the General Appropriations Act. The following table shows contributions to the TRS-Care plan by type of contributor.

Contribution Rates			
	<u>2020</u>	<u>2019</u>	
Active Employee	0.65%	0.65%	
State	1.25%	1.25%	
Employers	0.75%	0.75%	
Federal/Private Funding	1.25%	1.25%	
2020 Employer Contributions	\$ 16,398	2019	\$15,914
2020 Member Contributions	\$ 14,212	2019	\$13,792
2019 NECE On-Behalf Contributions	\$ 22,018	2018	\$25,216

In addition to the employer contributions listed above, there is an additional surcharge all TRS employers are subject to (regardless of whether or not they participate in the TRS-Care OPEB program). When hiring a TRS retiree, employers are required to pay to TRS-Care, a monthly surcharge of \$535 per retiree. TRS-Care received supplemental appropriations from the State of Texas as the Non-Employer Contributing Entity in the amount of \$73.6 million in fiscal year 2019.

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E. *Actuarial Assumptions*

The total OPEB liability in the August 31, 2018 actuarial valuation was rolled forward to August 31, 2019. The actuarial valuation was determined using the following actuarial assumptions: *Actuarial assumptions can be found in the 2019 TRS CAFR, Note 9, page 70.*

The actuarial valuation of the OPEB plan offered through TRS-Care is similar to the actuarial valuation performed for the pension plan, except that the OPEB valuation is more complex. All of the demographic assumptions, including rates of retirement, termination, and disability, and most of the economic assumptions, including general inflation and salary increases, used in the OPEB valuation were identical to those used in the respective TRS pension valuation. The demographic assumptions were developed in the experience study performed for TRS for the period ending August 31, 2017.

The following assumptions and other inputs used for members of TRS-Care are identical to the assumptions used in the August 31, 2018 TRS pension actuarial valuation that was rolled forward to August 31, 2019:

Rates of Mortality	General Inflation
Rates of Retirement	Wage Inflation
Rates of Termination	Expected Payroll Growth
Rates of Disability Incidence	

Additional Actuarial Methods and Assumptions:

Valuation Date	August 31, 2018 rolled forward to August 31, 2019
Actuarial Cost Method	Individual Entry Age Normal
Inflation	2.30%
Single Discount Rate	2.63% as of August 31, 2019
Aging Factors	Based on Plan Specific Experience
Election Rates	Normal Retirement: 65% participation prior to age 65 and 50% participation after age 65. 25% of pre-65 retirees are assumed to discontinue coverage at age 65
Expenses	Third-party administrative expenses related to the delivery of health care benefits are included in the age-adjusted claims costs.
Salary Increases	3.05% - 9.05%, including inflation
Ad-hoc Post Employment Benefit Changes	None

F. *Discount Rate*

A single discount rate of 2.63% was used to measure the total OPEB liability. There was a decrease of 1.06 percent in the discount rate since the previous year. The Discount Rate can be found in the 2019 TRS CAFR on page 70. Because the plan is essentially a "pay-as-you-go" plan, the single discount rate is equal to the prevailing municipal bond rate. The projection of cash flows used to determine the discount rate assumed that contributions from active members and those of the contributing employers and the non-employer contributing entity are made at the statutorily required rates. Based on those assumptions, the OPEB plan's fiduciary net position was projected to not be

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able to make all future benefit payments of current plan members. Therefore, the municipal bond rate was applied to all periods of projected benefit payments to determine the total OPEB liability.

G. *Discount Rate Sensitivity Analysis*

The following schedule shows the impact of the Net OPEB Liability if the discount rate used was 1% less than and 1% greater than the discount rate that was used (2.63%) in measuring the Net OPEB Liability.

	1% Decrease in Discount Rate (1.63%)	Current Single Discount Rate (2.63%)	1% Increase in Discount Rate (3.63%)
School's proportionate share of the Net OPEB Liability:	\$1,333,101	\$1,104,180	\$925,097

H. *OPEB Liabilities and OPEB Expense*

At August 31, 2019, Mid-Cities Learning Center, Inc. disclosed a liability of \$1,104,180 for its proportionate share of the TRS's Net OPEB Liability. This liability reflects a reduction for State OPEB support provided to the school. The amount recognized by the school as its proportionate share of the net OPEB liability, the related State support, and the total portion of the net OPEB liability that was associated with Mid-Cities Learning Center, Inc. were as follows:

School's Proportionate share of the collective net OPEB liability	\$1,104,180
State's proportionate share that is associated with the School	<u>1,467,210</u>
Total	<u>\$ 2,571,390</u>

The Net OPEB Liability was measured as of August 31, 2018 and rolled forward to August 31, 2019, and the Total OPEB Liability used to calculate the Net OPEB Liability was determined by an actuarial valuation as of that date. The employer's proportion of the Net OPEB Liability was based on the employer's contributions to OPEB relative to the contributions of all employers to the plan for the period September 1, 2018 thru August 31, 2019. At August 31, 2019, the employer's proportion of the collective Net OPEB Liability was 0.002334854% compared to 0.002339905% at August 31, 2018.

I. *Healthcare Cost Trend Rates Sensitivity Analysis*

The following schedule shows the impact of the Net OPEB liability if a healthcare trend rate that is 1% less than and 1% greater than the assumed 8.5% rate is used.

	1% Decrease in Healthcare Trend Rate (7.5%)	Current Single Healthcare Trend Rate (8.5%)	1% Increase in Healthcare Trend Rate (9.5%)
School's proportionate share of the Net OPEB Liability:	\$900,752	\$1,104,180	\$1,376,682

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J. *Changes Since the Prior Actuarial Valuation*

The following were changes to the actuarial assumptions or other inputs that affected measurement of the Total OPEB liability since the prior measurement period: *These can be found in the TRS CAFR on page 71.*

- The discount rate changed from 3.69 percent as of August 31, 2018 to 2.63 percent as of August 31, 2019. This change increased the Total OPEB Liability.
- The health care trend rates were reset to better reflect the plan's anticipated experience. This change increased the Total OPEB Liability.
- The participation rate for pre-65 retirees was lowered from 70 percent to 65 percent. The participation rate for post-65 retirees was lowered from 75 percent to 50 percent. 25 percent of pre-65 retirees are assumed to discontinue their coverage at age 65. There was no lapse assumption in the prior valuation. These changes decreased the Total OPEB Liability.
- The percentage of retirees who are assumed to have two-person coverage was lowered from 20 percent to 15 percent. In addition, the participation assumption for the surviving spouses of employees that die while actively employed was lowered from 20 percent to 10 percent. These changes decreased the Total OPEB Liability.
- Change of Benefit Terms Since the Prior Measurement Date – There were no changes in benefit terms since the prior measurement date.

5. ACCUMULATED UNPAID VACATION AND SICK LEAVE BENEFITS

At August 31, 2020 and 2019, the corporation's liability for accrued sick leave or vacation leave was \$29,991 and \$27,055.

6. HEALTH CARE COVERAGE

During the year ended August 31, 2020 and 2019, employees of the charter school were covered by a health insurance plan (the Plan). The charter school contributed \$450 per month per employee in 2019-20 and \$450 per month in 2018-19 per employee to the Plan for each employee who takes TRS Active Care Insurance. Employees, at their option, authorized payroll withholdings to pay contributions or premiums for dependents. All premiums were paid to licensed insurers.

7. COMMITMENTS AND CONTINGENCIES

The charter school receives funds through state and federal programs that are governed by various statutes and regulations. State program funding is based primarily on student attendance data submitted to the Texas Education Agency and is subject to audit and adjustment. Expenses charged to federal programs are subject to audit and adjustment by the grantor agency. The programs administered by the charter school have complex compliance requirements and should state or federal auditors discover areas of noncompliance, charter school funds may be subject to refund if so determined by the Texas Education Agency or the grantor agency. In the opinion of the charter school,

MID-CITIES LEARNING CENTER, INC. (THE CHARTER HOLDER)
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there are no significant contingent liabilities relating to compliance with the rules and regulations governing the respective grants; therefore, no provision has been recorded in the accompanying combined financial statements for such contingencies.

8. ECONOMIC DEPENDENCY

During the year ended August 31, 2020, the charter school earned revenue of \$3,435,644 from the Texas Education Agency (TEA). This constitutes approximately 97.17% of total revenue earned. Any unforeseen loss of this charter agreement with TEA or changes in legislative funding could have a material effect on the ability of the charter school to continue to provide the current level of services to its students.

9. CAPITAL ASSETS

Capital assets at August 31, 2020 and 2019, were as follows:

	Balance <u>8/31/2019</u>	<u>Additions</u>	<u>Deletions</u>	Balance <u>8/31/2020</u>
Land & Improvements	\$ 191,700	\$ -	\$ -	\$ 191,700
Buildings & Improvements	3,753,759	124,914	-	3,878,673
Furniture & Equipment	166,662	10,087	-	176,749
Accumulated Depreciation	<u>(1,687,251)</u>	<u>(156,539)</u>	<u>-</u>	<u>(1,843,790)</u>
Property & Equipment, Net	<u>\$ 2,424,870</u>	<u>\$ (21,538)</u>	<u>\$ -</u>	<u>\$ 2,403,332</u>

	Balance <u>8/31/2018</u>	<u>Additions</u>	<u>Deletions</u>	Balance <u>8/31/2019</u>
Land	\$ 191,700	\$ -	\$ -	\$ 191,700
Buildings & Improvements	3,574,641	179,118	-	3,753,759
Furniture & Equipment	166,662	-	-	166,662
Accumulated Depreciation	<u>(1,535,248)</u>	<u>(152,003)</u>	<u>-</u>	<u>(1,687,251)</u>
Property & Equipment, Net	<u>\$ 2,397,755</u>	<u>\$ 27,115</u>	<u>\$ -</u>	<u>\$ 2,424,870</u>

Capital assets acquired with public funds received by the corporation for the operation of Treetops International Schools, Inc. constitute public property pursuant to Chapter 12 of the Texas Education Code. These assets are specifically identified on the Schedule of Capital Assets.

MID-CITIES LEARNING CENTER, INC. (THE CHARTER HOLDER)
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10. NET ASSETS WITH DONOR RESTRICTIONS

Net Assets With Donor Restrictions for the years ending August 31, 2020 and 2019, consisted of the following:

	<u>2020</u>	<u>2019</u>
Foundation School Program	\$ 3,697,458	\$ 3,484,700
Sid Richardson	-	7,329
Campus Activity	<u>7,657</u>	<u>7,657</u>
Total Net Assets With Donor Restrictions	<u>\$ 3,705,115</u>	<u>\$ 3,499,686</u>

11. LEASES

A copier lease agreement was entered into with Everbank Commercial Finance for \$564 a month for 36 months beginning March 6, 2018.

A lease agreement was entered into De Lage Landen Financial Services for student chromebooks for \$10,970 a quarter for 3 years beginning June 20, 2017.

Future minimum payments under noncancelable operating leases as of August 31, 2020, are as follows:

2021	<u>\$ 3,386</u>
	<u>\$ 3,386</u>

Rent expense was \$49,807 and \$51,808 for the years ended August 31, 2020 and 2019, respectively.

12. RELATED PARTY TRANSACTIONS

Mid-Cities Learning Center, Inc. paid Mike Cox, husband of the Executive Director of Mid-Cities Learning Center, Inc., \$55,205 for repairs and maintenance on school projects such as tree removal, electrical, heating unit, and roofing. Mid-Cities Learning Center, Inc. went out for bids on the roof repairs, but Mike Cox was able to complete these services at a much lower price.

13. INCOME TAX

On December 30, 2008, FASB issued FASB Staff Position (FSP) FIN 48-3, Effective Date of FASB Interpretation No. 48 for Certain Nonpublic Enterprises. There was no unrelated business income for the year ended August 31, 2020, and as a result, there was no income tax liability.

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14. SUBSEQUENT EVENTS

Management has evaluated the impact of all subsequent events on the corporation through financial statement issuance and has determined that there were no subsequent events requiring recognition or disclosure in the financial statements other than the uncertainty of the coronavirus discussed below.

As a result of the spread of COVID-19 coronavirus, economic uncertainties have arisen which may negatively affect the financial position, statement of activities, and cash flows for Mid-Cities Learning Center, Inc. The duration of these uncertainties and the ultimate financial effects cannot be reasonably estimated at this time.

15. RESTRICTED ASSETS

\$20,000 was contributed to Mid-Cities Learning Center, Inc. from the Sid W. Richardson Foundation that was restricted for a sculpture studio and supplies for middle and high school students. For the year ended August 31, 2019, \$12,671 of these funds were spent on allowable costs. At August 31, 2019, \$7,329 of cash was still restricted for the sculpture studio and supplies. During the year ended August 31, 2020, the remaining \$7,329 was spent on allowable costs. Therefore, at August 31, 2020, there are no restrictions on cash for the Sid W. Richardson Foundation donation. All requirements of this donations were met.

16. LIQUIDITY AND AVAILABILITY

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

Cash and cash equivalents	\$ 36,846
Fixed assets	<u>286,082</u>
	<u>\$322,928</u>

Except for the financial assets listed above, Mid-Cities Learning Center Inc.'s cash, due from TEA, and fixed assets' use are restricted by the Texas Education Agency, federal agencies, and donors for charter school operations. As part of the corporation's liquidity management plan, \$858,000 of cash is invested in certificates of deposit.

**Specific-Purpose
Financial Statements**

TREETOPS SCHOOL INTERNATIONAL CHARTER SCHOOL
STATEMENT OF FINANCIAL POSITION
AS OF AUGUST 31, 2020 and 2019

	2020	2019
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 1,648,262	\$ 1,448,267
Due from TEA	213,122	208,368
Total Current Assets	1,861,384	1,656,635
Property and Equipment		
Land and improvements	191,700	191,700
Buildings and improvements	3,878,673	3,753,759
Furniture and equipment	176,749	166,662
Less accumulated depreciation	(1,843,790)	(1,687,251)
Total Property and Equipment	2,403,332	2,424,870
Total Assets	\$ 4,264,716	\$ 4,081,505
 LIABILITIES AND NET ASSETS		
Current Liabilities		
Accounts payable	\$ 9,972	\$ 3,681
Accrued wages payable	166,690	150,967
Accrued expenses	14,205	12,312
Vacation benefits payable	29,991	27,055
Due to student groups	15,815	13,483
Total Current Liabilities	236,673	207,498
Total Liabilities	\$ 236,673	\$ 207,498
Net Assets		
Without donor restrictions	322,928	374,321
With donor restrictions	3,705,115	3,499,686
Total Net Assets	\$ 4,028,043	\$ 3,874,007
Total Liabilities and Net Assets	\$ 4,264,716	\$ 4,081,505

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

**TREETOPS SCHOOL INTERNATIONAL CHARTER SCHOOL
STATEMENT OF ACTIVITIES
FOR THE YEARS ENDED AUGUST 31, 2020 AND 2019**

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>2020 Totals</u>
Revenues			
Local Support:			
5740 Other Revenues from Local Sources	\$ 41,464	\$ -	\$ 41,464
5750 Cocurricular, Enterprising Activities	-	-	-
Total Local Support	<u>41,464</u>	<u>-</u>	<u>41,464</u>
State Program Revenues:			
5810 Foundation School Program Act Revenues	-	3,409,113	3,409,113
5820 State Program Revenues Distributed by TEA	-	26,531	26,531
Total State Program Revenues	<u>-</u>	<u>3,435,644</u>	<u>3,435,644</u>
Federal Program Revenues:			
5920 Federal Revenues Distributed by TEA	-	58,612	58,612
Net Assets Released from Restrictions:			
Restrictions Satisfied by Payments	<u>3,296,889</u>	<u>(3,296,889)</u>	<u>-</u>
Total Revenues	<u>\$ 3,338,353</u>	<u>\$ 197,367</u>	<u>\$ 3,535,720</u>
Expenses			
11 Instruction	\$ 2,582,255	\$ -	\$ 2,582,255
13 Curriculum and Instructional Staff Development	1,877	-	1,877
21 Instructional Leadership	6,199	-	6,199
23 School Leadership	148,786	-	148,786
31 Guidance, Counseling, and Evaluation Services	30,780	-	30,780
33 Health Services	1,189	-	1,189
35 Food Services	234	-	234
41 General Administration	212,284	-	212,284
51 Plant Maintenance and Operations	293,168	-	293,168
53 Data Processing Services	112,974	-	112,974
81 Fundraising	-	-	-
Total Expenses	<u>\$ 3,389,746</u>	<u>\$ -</u>	<u>\$ 3,389,746</u>
Other Gains:			
Insurance Proceeds	<u>-</u>	<u>8,062</u>	<u>8,062</u>
Change in Net Assets	<u>(51,393)</u>	<u>205,429</u>	<u>154,036</u>
Net Assets, Beginning of Year	<u>374,321</u>	<u>3,499,686</u>	<u>3,874,007</u>
Net Assets, End of Year	<u>\$ 322,928</u>	<u>\$ 3,705,115</u>	<u>\$ 4,028,043</u>

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

**TREETOPS SCHOOL INTERNATIONAL CHARTER SCHOOL
STATEMENT OF ACTIVITIES
FOR THE YEARS ENDED AUGUST 31, 2020 AND 2019**

	Without Donor Restrictions	With Donor Restrictions	2019 Totals
Revenues			
Local Support:			
5740 Other Revenues from Local Sources	\$ 32,512	\$ 20,000	\$ 52,512
5750 Cocurricular, Enterprising Activities	5,016	-	5,016
Total Local Support	<u>37,528</u>	<u>20,000</u>	<u>57,528</u>
State Program Revenues:			
5810 Foundation School Program Act Revenues	-	3,028,901	3,028,901
5820 State Program Revenues Distributed by TEA	-	60,451	60,451
Total State Program Revenues	<u>-</u>	<u>3,089,352</u>	<u>3,089,352</u>
Federal Program Revenues:			
5920 Federal Revenues Distributed by TEA	-	57,450	57,450
Net Assets Released from Restrictions:			
Restrictions Satisfied by Payments	<u>3,073,080</u>	<u>(3,073,080)</u>	<u>-</u>
Total Revenues	<u>\$ 3,110,608</u>	<u>\$ 93,722</u>	<u>\$ 3,204,330</u>
Expenses			
11 Instruction	\$ 2,337,038	\$ -	\$ 2,337,038
13 Curriculum and Instructional Staff Development	2,050	-	2,050
21 Instructional Leadership	2,211	-	2,211
23 School Leadership	118,420	-	118,420
31 Guidance, Counseling, and Evaluation Services	29,488	-	29,488
33 Health Services	644	-	644
35 Food Services	777	-	777
41 General Administration	193,869	-	193,869
51 Plant Maintenance and Operations	327,267	-	327,267
53 Data Processing Services	114,988	-	114,988
81 Fundraising	2,952	-	2,952
Total Expenses	<u>\$ 3,129,704</u>	<u>\$ -</u>	<u>\$ 3,129,704</u>
Change in Net Assets	<u>(19,096)</u>	<u>93,722</u>	<u>74,626</u>
Net Assets, Beginning of Year	<u>393,417</u>	<u>3,405,964</u>	<u>3,799,381</u>
Net Assets, End of Year	<u>\$ 374,321</u>	<u>\$ 3,499,686</u>	<u>\$ 3,874,007</u>

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

TREETOPS SCHOOL INTERNATIONAL CHARTER SCHOOL
STATEMENT OF CASH FLOWS
FOR THE YEARS ENDED AUGUST 31, 2020 AND 2019

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in Net Assets	\$ 154,036	\$ 74,626
Adjustments to Reconcile Change in Net Assets to Cash Provided by Operating Activities:		
Depreciation	156,539	152,003
(Increase) Decrease in due from TEA	(4,754)	(50,100)
Increase (Decrease) in other receivables	-	433
Increase (Decrease) in accounts payable	6,291	3,681
Increase (Decrease) in accrued wages payable	15,723	(37,458)
Increase (Decrease) in accrued expenses	1,893	(3,232)
Increase (Decrease) in due to student groups	2,332	(3,728)
Increase (Decrease) in vacation benefits payable	2,936	1,347
	334,996	137,572
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Land Improvements, Buildings, and Equipment	(135,001)	(179,118)
Disposal of Land Improvements, Buildings, and Equipment	-	-
Net cash provided (used) by investing activities	(135,001)	(179,118)
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on long-term debt	-	-
Net cash provided (used) by financing activities	-	-
Net increase (decrease) in cash and cash equivalents	199,995	(41,546)
Cash and cash equivalents, beginning of year	1,448,267	1,489,813
Cash and cash equivalents, end of year	\$ 1,648,262	\$ 1,448,267
Interest paid during the period ended August 31, 2020 and 2019	\$ -	\$ -
Income taxes paid during the period ended August 31, 2020 and 2019	None	None

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

**TREETOPS SCHOOL INTERNATIONAL CHARTER SCHOOL
SCHEDULE OF EXPENSES
FOR THE YEARS ENDED AUGUST 31, 2020 AND 2019**

	Totals	
	<u>2020</u>	<u>2019</u>
Expenses		
6100 Payroll Costs	\$ 2,617,548	\$ 2,443,418
6200 Professional and Contracted Services	325,393	310,123
6300 Supplies and Materials	250,961	175,976
6400 Other Operating Costs	195,844	200,187
6500 Debt	-	-
	<u> </u>	<u> </u>
Total Expenses	<u>\$ 3,389,746</u>	<u>\$ 3,129,704</u>

The accompanying notes are an integral part of these statements

**TREETOPS SCHOOL INTERNATIONAL CHARTER SCHOOL
SCHEDULE OF CAPITAL ASSETS
FOR THE YEAR ENDED AUGUST 31, 2020**

	Ownership Interest		
	<u>Local</u>	<u>State</u>	<u>Federal</u>
1510 Land and Improvements	\$ 81,385	\$ 110,315	\$ -
1520 Buildings and Improvements	759,104	3,119,569	-
1539 Furniture and Equipment	15,301	161,448	-
1570 Less Accumulated Depreciation	(569,708)	(1,274,082)	-
Total Property and Equipment	<u>\$ 286,082</u>	<u>\$ 2,117,250</u>	<u>\$ -</u>

The accompanying notes are an integral part of these statements.

**TREETOPS SCHOOL INTERNATIONAL CHARTER SCHOOL
BUDGETARY COMPARISON SCHEDULE
FOR THE YEAR ENDED AUGUST 31, 2020**

	Budgeted Amounts		Actual Amounts	Variance from Final Budget
	Original	Final		
REVENUES				
Local Support:				
5740 Other Revenues from Local Sources	\$ 23,000	\$ 39,600	\$ 41,464	\$ 1,864
5750 Cocurricular, Enterprising Activities	-	-	-	-
Total Local Support	<u>23,000</u>	<u>39,600</u>	<u>41,464</u>	<u>1,864</u>
State Program Revenues:				
5810 Foundation School Program Act Revenues	3,393,407	3,393,407	3,409,113	15,706
5820 State Program Revenues Distributed by TEA	74,994	74,994	26,531	(48,463)
Total State Program Revenues	<u>3,468,401</u>	<u>3,468,401</u>	<u>3,435,644</u>	<u>(32,757)</u>
Federal Program Revenues:				
5920 Federal Revenues Distributed by TEA	57,505	58,612	58,612	-
Total Revenues	<u>\$ 3,548,906</u>	<u>\$ 3,566,613</u>	<u>\$ 3,535,720</u>	<u>\$ (30,893)</u>
EXPENSES				
11 Instruction	\$ 2,716,194	\$ 2,711,754	\$ 2,582,255	\$ 129,499
13 Curriculum and Instructional Staff Development	3,177	1,877	1,877	-
21 Instructional Leadership	6,972	6,182	6,199	(17)
23 School Leadership	161,639	161,639	148,786	12,853
31 Guidance, Counseling, and Evaluation Services	30,424	30,424	30,780	(356)
33 Health Services	925	1,215	1,189	26
35 Food Services	800	250	234	16
41 General Administration	217,617	217,617	212,284	5,333
51 Plant Maintenance and Operations	315,573	319,320	293,168	26,152
53 Data Processing Services	117,132	123,282	112,974	10,308
81 Fundraising	2,000	-	-	-
Total Expenses	<u>\$ 3,572,453</u>	<u>\$ 3,573,560</u>	<u>\$ 3,389,746</u>	<u>\$ 183,814</u>
Other Gains				
Insurance Proceeds	-	-	8,062	8,062
Change in Net Assets	<u>(23,547)</u>	<u>(6,947)</u>	<u>154,036</u>	<u>160,983</u>
Net Assets, Beginning of Year	<u>3,874,007</u>	<u>3,874,007</u>	<u>3,874,007</u>	<u>-</u>
Net Assets, End of Year	<u>\$ 3,850,460</u>	<u>\$ 3,867,060</u>	<u>\$ 4,028,043</u>	<u>\$ 160,983</u>

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

**Compliance
and
Internal Control**

FREEMON, SHAPARD & STORY

Certified Public Accountants

Independent Auditors' Report 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*

Board of Directors
Mid-Cities Learning Center, Inc.
12500 S. Pipeline
Eules, TX 76040

Members of the Board of Directors:

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Mid-Cities Learning Center, Inc. (a nonprofit organization), which comprise the statement of financial position as of August 31, 2020, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated November 30, 2020.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered Mid-Cities Learning Center, Inc.'s 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 financial statements, but not for the purpose of expressing an opinion on the effectiveness of Mid-Cities Learning Center, Inc.'s internal control. Accordingly, we do not express an opinion on the effectiveness of Mid-Cities Learning Center Inc.'s internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or 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 Mid-Cities Learning Center, Inc.'s financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of 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 matter that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

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

Respectfully submitted,



Freeman, Shapard, & Story
Windthorst, TX
November 30, 2020

**MID-CITIES LEARNING CENTER, INC. (THE CHARTER HOLDER)
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
FOR THE YEAR ENDED AUGUST 31, 2020**

I. Summary of Auditor’s Results

Financial Statements

Type of auditor’s report issued Unmodified

Internal control over financial reporting:

Material weakness identified? ___ Yes X No

Significant deficiencies identified that are not considered to be material weaknesses? ___ Yes X No

Noncompliance material to financial statements noted? ___ Yes X No

Federal Awards

Not Applicable – Under the guidelines of OMB Uniform Guidance, a Single Audit was not required for the year ended August 31, 2020.

II. Financial Statement Findings

None identified

III. Findings and Questioned Costs for State and Federal Awards

None identified

**MID-CITIES LEARNING CENTER, INC. (THE CHARTER HOLDER)
SCHEDULE OF PRIOR AUDIT FINDINGS
FOR THE YEAR ENDED AUGUST 31, 2020**

N/A No prior audit findings.