

Financial Statements and Independent Auditors' Report For the Years Ended December 31, 2017 and 2016



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EKS&H LLLP

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
The Teammates for Kids Foundation
Denver, Colorado

We have audited the accompanying financial statements of The Teammates for Kids Foundation, which are comprised of the statements of assets and net assets - modified cash basis as of December 31, 2017 and 2016, and the related statements of activities and changes in net assets - modified cash basis and functional expenses - modified cash basis 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 the modified cash basis of accounting; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

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

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

To the Board of Directors
The Teammates for Kids Foundation
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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 assets and net assets of The Teammates for Kids Foundation as of December 31, 2017 and 2016, and its revenues and expenses for the years then ended in accordance with the modified cash basis of accounting described in Note 1.

EMPHASIS OF OTHER MATTERS

We draw attention to Note 1 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

EKS+H LLLP

Denver, Colorado May 25, 2018

Statements of Assets and Net Assets - Modified Cash Basis

		December 31,				
			2017		2016	
	Assets					
Assets						
Cash and cash equivalents		\$	6,139,129	\$	8,631,018	
Investments			51,727,497		39,414,115	
Total assets		<u>\$</u>	57,866,626	\$	48,045,133	
	Net Assets					
Net assets						
Unrestricted		\$	21,108,374	\$	16,203,067	
Temporarily restricted			36,758,252		31,842,066	
Total net assets		\$	57,866,626	\$	48,045,133	

Statements of Activities and Changes in Net Assets - Modified Cash Basis

	For the Years Ended										
		December 31, 2017		December 31, 2016							
		Temporarily			Temporarily						
	Unrestricted	Restricted	Total	Unrestricted	Restricted	Total					
Operating revenues											
Contributions and support											
Athlete contributions	\$ -	\$ 1,386,670			\$ 877,171						
Individual, corporate, and foundation contributions	389,298	1,877,201	2,266,499	616,235	1,563,806	2,180,041					
Special event	-	4,069,885	4,069,885	2,240,878	-	2,240,878					
Net assets released from restriction	2,417,570	(2,417,570)		2,162,461	(2,162,461)						
Total contributions and support	2,806,868	4,916,186	7,723,054	5,019,574	278,516	5,298,090					
Operating expenses											
Program services											
Children's health	955,514	-	955,514	1,454,666	-	1,454,666					
Children's education	737,357	-	737,357	267,246	-	267,246					
Children's inner city needs	793,956		793,956	711,532		711,532					
Total program services	2,486,827		2,486,827	2,433,444		2,433,444					
Supporting services											
General and administrative	122,793	-	122,793	121,382	=	121,382					
Fundraising	197,248	_	197,248	195,467	-	195,467					
Total supporting services	320,041		320,041	316,849		316,849					
Total operating expenses	2,806,868	_	2,806,868	2,750,293	_	2,750,293					
Change in net assets before other revenues		4,916,186	4,916,186	2,269,281	278,516	2,547,797					
Other revenues (expenses)											
Interest and dividend income	1,276,021	-	1,276,021	1,099,646	-	1,099,646					
Exchange currency conversion	1,869	-	1,869	813	-	813					
Net realized loss on sale of investments	(31,655)	-	(31,655)	(33,738)	-	(33,738)					
Unrealized gain on investments	3,866,338	-	3,866,338	1,351,143	-	1,351,143					
Investment fees	(207,266)		(207,266)	(162,132)		(162,132)					
Total other revenues	4,905,307		4,905,307	2,255,732		2,255,732					
Change in net assets	4,905,307	4,916,186	9,821,493	4,525,013	278,516	4,803,529					
Net assets at beginning of year	16,203,067	31,842,066	48,045,133	11,678,054	31,563,550	43,241,604					
Net assets at end of year	\$ 21,108,374	\$ 36,758,252	\$ 57,866,626	\$ 16,203,067	\$ 31,842,066	\$ 48,045,133					

Statement of Functional Expenses - Modified Cash Basis For the Year Ended December 31, 2017

	Program Services									Sı						
	(Children's	(Children's		Children's Inner City		Total Program		General and			ç	Total Supporting	1	Total Functional
	`	Health		Education		Needs		Services		dministrative	Fı	undraising		Services		Expenses
Expenses		Hearth		<u> </u>		rteeds	_	Bervices	71	<u>ammstrative</u>		andraising_		Bervices		<u> </u>
Awards and grants to																
organizations	\$	853,126	\$	680,500	\$	673,289	\$	2,206,915	\$	-	\$	-	\$	-	\$	2,206,915
Salaries and bonuses		61,476		17,323		51,970		130,769		17,323		69,292		86,615		217,384
Professional fees and																
services		14,000		14,000		14,000		42,000		95,569		9,000		104,569		146,569
Travel and lodging		17,984		17,984		47,147		83,115		-		53,953		53,953		137,068
Marketing and promotional		5,119		5,119		5,119		15,357		-		48,845		48,845		64,202
Office and administrative		1,104		1,104		1,104		3,312		4,967		8,279		13,246		16,558
Insurance		982		982		982		2,946		4,417		7,362		11,779		14,725
Occupancy		1,723		345		345	_	2,413	_	517		517	_	1,034	_	3,447
Total expenses	\$	955,514	\$	737,357	\$	793,956	\$	2,486,827	\$	122,793	\$	197,248	\$	320,041	\$	2,806,868

Statement of Functional Expenses - Modified Cash Basis For the Year Ended December 31, 2016

	Program Services								Supporting Services								
		Children's Health		Children's Education		Children's Inner City Needs		Total Program Services		General and Administrative	F	undraising		Total Supporting Services		Total Functional Expenses	
Expenses																	
Awards and grants to																	
organizations	\$	1,353,631	\$	212,500	\$	596,330	\$	2,162,461	\$		\$	-	\$	-	\$	2,162,461	
Salaries and bonuses		61,538		17,479		52,437		131,454		17,479		69,916		87,395		218,849	
Professional fees and																	
services		14,000		14,000		14,000		42,000		94,386		9,000		103,386		145,386	
Travel and lodging		15,558		15,558		41,056		72,172		-		46,769		46,769		118,941	
Marketing and promotional		5,222		5,222		5,222		15,666		-		54,479		54,479		70,145	
Insurance		1,080		1,080		1,080		3,240		4,860		8,100		12,960		16,200	
Office and administrative		849		849		849		2,547		3,820		6,366		10,186		12,733	
Occupancy		2,788	_	558	_	558	_	3,904	_	837		837	_	1,674	_	5,578	
Total expenses	\$	1,454,666	\$	267,246	\$	711,532	\$	2,433,444	\$	121,382	\$	195,467	\$	316,849	\$	2,750,293	

Notes to Financial Statements

Note 1 - Organization and Summary of Significant Accounting Policies

Organization

The Teammates for Kids Foundation ("Foundation") is a non-profit corporation formed on January 9, 1999 in accordance with the Colorado Nonprofit Corporation Act. The Foundation's primary focus is to contribute financial resources to selected non-profit entities that have consistently demonstrated the capacity to efficiently and effectively deliver educational programs, health care services, other recreation/faith activities, and social interactive opportunities to needy children. Funding is received from fundraising events, individuals, private corporate donors, and foundations.

The Foundation has enlisted and will continue to enlist the participation of professional athletes who contribute predetermined donations. The Foundation also enlists corporate "teammates" that match the contributions made by players. Of the contributions by these individuals or entities, 100% have been used and will continue to be used by the Foundation for children's charities unless specifically authorized for operations by the donors.

The Foundation, in a partnership with other private and corporate donors, also focuses on child life zones. The goal of these zones is to create a state-of-the-art, high-tech interactive play area for children in hospitals in various cities. Expenses related to these zones are included in the children's health program services on the statements of functional expenses - modified cash basis.

Basis of Accounting

The accompanying financial statements of the Foundation have been prepared using the modified cash basis of accounting. This basis differs from accounting principles generally accepted in the United States of America primarily as follows:

Unconditional promises to give are recognized upon receipt rather than when the pledge is made.

Business expenses and grant obligations are recognized when paid instead of when incurred.

Investments are stated at fair value, and unrealized gains and losses are included on the statements of activities and changes in net assets - modified cash basis.

Basis of Presentation

The accompanying financial statements of the Foundation have been prepared in accordance with Accounting Standards Codification ("ASC") Topic 958, *Not-for-Profit Entities*. Under ASC Topic 958, the Foundation reports information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Unrestricted amounts are those not subject to donor-imposed restrictions.

<u>Temporarily restricted amounts</u> are assets restricted by donors specifically for certain time periods, purposes, or programs.

Notes to Financial Statements

Note 1 - Organization and Summary of Significant Accounting Policies (continued)

Basis of Presentation (continued)

<u>Permanently restricted amounts</u> are assets that must be maintained permanently by the Foundation as required by the donors, but the Foundation is permitted to use or expend part of or all of any income derived from those assets. The Foundation does not currently maintain any permanently restricted net assets.

Cash and Cash Equivalents

The Foundation considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents, unless held as part of the Foundation's investment portfolio and intended to be used to purchase additional investments. In addition, the Foundation maintains cash equivalents within its investment portfolio to mitigate the exposure to market risks. Therefore, these amounts have been presented as cash and cash equivalents on the accompanying statements of assets and net assets - modified cash basis. The Foundation also maintains an insignificant cash balance in a Canadian bank. At various times throughout the year, the Foundation held cash balances in excess of federally insured limits.

Investments

The Foundation accounts for investments at fair value with the change in unrealized gains and losses included on the statements of activities and changes in net assets - modified cash basis. Realized gains and losses on the sale of investments are calculated using the specific identification method. Dividend and interest income are recorded as earned. Investment income and net gains and losses on the sale of investments are recognized as increases or decreases in unrestricted net assets unless their use is temporarily or permanently restricted by the donors.

The Foundation holds alternative investments, which are not readily marketable and are carried at fair value based on the net asset value ("NAV") as provided by the investment managers. The Foundation reviews and evaluates the value provided by the investment managers and agrees with the valuation methods and assumptions used in determining the fair value of the alternative investments. Those estimated fair values may differ significantly from the values that would have been used had a ready market for these securities existed.

The Foundation's assets are invested in financial instruments that are inherently subject to a certain amount of risk. The Foundation reduces its credit and market risks related to investments by investing primarily in high-grade bonds, equity securities, and alternative investments.

Notes to Financial Statements

Note 1 - Organization and Summary of Significant Accounting Policies (continued)

Revenue Recognition

All contributions are considered to be available for unrestricted use unless specifically restricted by the donors. All donor-restricted support is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. If a restriction is fulfilled in the same time period in which the contribution is received, the Foundation reports the support as unrestricted. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported as net assets released from restrictions.

Contributed Facilities, Goods, and Services

Contributed facilities and goods are recorded at fair value on the date of donation. If donors stipulate how long the assets must be used, the contributions are recorded as restricted support. In the absence of such stipulations, contributions of facilities and goods are recorded as unrestricted support.

The Foundation generally pays for services requiring specific expertise, with the exception of legal services, which are provided by a board member at no cost.

Functional Allocation of Expenses

The costs of providing the various program services and fundraising activities have been summarized on a functional basis on the statements of functional expenses - modified cash basis. Accordingly, certain costs have been allocated among the programs and supporting services benefited. Expenses are allocated based upon, among other things, evaluations of employees' time incurred on each program. General and administrative expenses include subscriptions/dues, postage and shipping, supplies, telephone, bank service charges, and computer support.

Income Taxes

The Foundation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code ("Code"). The Foundation is not a private foundation within the meaning of Section 509(a) of the Code.

The Foundation applies a more-likely-than-not measurement methodology to reflect the financial statement impact of uncertain tax positions taken or expected to be taken in a tax return. After evaluating the tax positions taken, none are considered to be uncertain; therefore, no amounts have been recognized as of December 31, 2017 or 2016, respectively.

Interest and penalties associated with tax positions are recorded in the period assessed as miscellaneous general and administrative expense. No interest or penalties have been assessed as of December 31, 2017 and 2016, respectively.

Notes to Financial Statements

Note 1 - Organization and Summary of Significant Accounting Policies (continued)

Recently Issued Accounting Pronouncements

In August 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-14, Not-For-Profit Entities (Topic 958): Presentation of Financial Statements of Not-For-Profit Entities. The amendment applies to all not-for-profit entities. The amendment reduces the classes of net assets to net assets with donor restrictions and net assets without donor restrictions; removes the reconciliation of cash flows to the indirect method if using the direct method; requires the reporting of investment returns, net of expenses, with no disclosure of netted expenses required; and requires the use, in the absence of explicit donor stipulations, of the placed-inservice approach for reporting expiration of restrictions on cash or other asset donations and requires disclosure of expenses by both their natural and functional classification on the face of the statement of activities, as a separate statement, or in the notes to the financial statements. In addition, the amendment provides enhanced disclosures on amounts and purposes of board designations and appropriations, composition of net assets with donor restrictions, discussion of liquidity for the year following year-end, discussion of liquidity of financial assets at year-end, methodology used to allocate costs between program, and support functions and underwater endowment funds. The amendment is effective for the Foundation as of December 31, 2018. Entities should apply the amendment in this update retrospectively to all periods presented. The Foundation is currently evaluating the impact of this standard on its financial statements.

Use of Estimates

The preparation of financial statements in conformity with the modified cash basis requires management to make estimates and assumptions that affect the reported amounts of assets and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue, expenses, gains, losses, and other changes in net assets during the reporting period. Actual results could differ from those estimates.

Subsequent Events

The Foundation has evaluated all significant subsequent events through the auditors' report date, which is the date the financial statements were available to be issued, and determined that there were no material subsequent events requiring recognition or disclosure.

Note 2 - Major Contributions

For the year ended December 31, 2017, there were no significant contributions made by any one donor. For the year ended December 31, 2016, contributions by one donor to the Foundation amounted to \$590,500 (11.1% of total contributions and support). This contribution was considered to be unrestricted support for the sole purpose of funding the general and administrative expenses of the Foundation. This donor also contributed restricted support to the Foundation of \$605,427 (11.4% of total contributions and support) during the year ended December 31, 2016.

Notes to Financial Statements

Note 3 - Investments

The Foundation utilizes the services of an advisor at an investment firm to manage its investments. The Board of Directors has designated a group of individuals that is responsible for these functions and serves as the Finance Committee. Management, the investment advisor, and the Finance Committee monitor, on a periodic basis, the trades, balances, and performance of the investment portfolio.

The fair values of investments consist of the following:

	December 31,						
		2017		2016			
Corporate fixed-income securities	\$	24,514,369	\$	18,936,871			
Equities		17,153,337		13,125,949			
Exchange-traded funds		8,137,380		5,763,897			
Alternative							
Hedge fund		1,418,901		1,312,402			
Managed futures		242,474		251,716			
Private equity		241,988		-			
Municipal bonds		19,048		23,280			
	<u>\$</u>	51,727,497	\$	39,414,115			

Note 4 - Fair Value Accounting

The Foundation values its financial assets and liabilities based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, the following fair value hierarchy prioritizes inputs used to measure fair value into three broad levels, which are described below:

- Level 1: Quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities;
- Level 2: Observable prices that are based on inputs not quoted on active markets but corroborated by market data; or
- Level 3: Unobservable inputs are used when little or no market data is available.

The determination of where assets and liabilities fall within this hierarchy is based upon the lowest level of input that is significant to the fair value measurement. These classifications (Levels 1, 2, or 3) are intended to reflect the observability of the inputs used in the valuation of investments and are not necessarily an indication of risk or liquidity.

Notes to Financial Statements

Note 4 - Fair Value Accounting (continued)

The following tables set forth by level, within the fair value hierarchy, the Foundation's financial instruments measured at fair value on a recurring basis:

	December 31, 2017												
Description		Level 1		Level 2		Total							
Investments Corporate fixed-income securities Equities Exchange-traded funds Municipal bonds	\$	17,153,337 8,137,380	\$	21,017,871 - - 19,048	\$	21,017,871 17,153,337 8,137,380 19,048							
Total equities	\$	25,290,717	\$	21,036,919		46,327,636							
Investments valued at NAV						5,399,861							
Total					\$	51,727,497							
			Dec	ember 31, 201	6								
Description		Level 1		Level 2		Total							
Investments Corporate fixed-income securities Equities Exchange-traded funds Municipal bonds	\$	13,125,949 5,763,897	\$	18,936,871 - - 23,280	\$	18,936,871 13,125,949 5,763,897 23,280							
Total equities	\$	18,889,846	\$	18,960,151		37,849,997							
Investments valued at NAV						1,564,118							
Total					_	39,414,115							

Level 1 assets in the Foundation include equities, which are comprised of exchange-traded funds ("ETFs"), money market funds, and stocks. ETFs, money market funds, and stocks are valued based on quoted daily market values that are directly observable in the marketplace by market participants, and the fair values of the ETFs, money market funds, and stocks are equivalent to the market value at the close of business on the reporting date.

Level 2 assets in the Foundation include corporate fixed-income securities and municipal bonds. The corporate fixed-income securities and municipal bonds are valued based on trades of the securities within a publicly observable marketplace and are based on negotiated contracts between a limited number of parties rather than high-volume exchange transactions. The determination of pricing for corporate fixed-income securities and municipal bonds can be determined through review of transactions involving the specified security or a similar security.

Notes to Financial Statements

Note 4 - Fair Value Accounting (continued)

The following table sets forth a summary of certain investments that are valued based on NAV per share.

	De	NAV ecember 31,	De	NAV scember 31,	U	nfunded	Redemption	Redemption
Fund Description		2017		2016	Cor	<u>mmitments</u>	Frequency	Notice Period
Mutual fund	\$	3,496,498	\$	-	\$	-	Daily	None required
Hedge fund		1,418,901		1,312,402		-	Quarterly to	
							annually	30 to 90 days
Managed futures		242,474		251,716		-	Monthly	30 days
Private equity		241,988		-		575,125	No redemption	
							available	N/A
Total	\$	5,399,861	\$	1,564,118	\$	575,125		

The Foundation has multiple types of alternative investment funds with the goal of providing additional diversification to the overall investment portfolio and seeking to realize attractive risk-adjusted returns over a medium time horizon. The Foundation has funds of hedge funds and private equity with the goal of diversification, stability, and growth and income. The Foundation has managed futures with the goal of uncorrelated returns relative to the equity and fixed income markets.

The Foundation has one mutual fund position with a three to five year investment time horizon. The goal of this particular investment is to provide additional income to the portfolio.

There were no changes to the valuation methodologies during the years ended December 31, 2017 and 2016.

Note 5 - Temporarily Restricted Assets

At December 31, 2017 and 2016, the temporarily restricted net assets had been restricted by donors to either be spent specifically for children's charities and specific child life zones or had been restricted by donors to fund only administrative expenses. Temporarily restricted net assets are released from restriction when appropriate expenses have been incurred.

Included within temporarily restricted net assets are Zone Angel accounts in the amounts of \$10,141,655 and \$8,678,138 as of December 31, 2017 and 2016, respectively. Zone Angel accounts are established by donors with the intent of supporting the future maintenance and refurbishment of existing child life zones. Although intended to provide long-term support, these accounts are not established as perpetual endowments.

Included within temporarily restricted net assets are amounts restricted for future operational expenses in the amounts of \$3,859,230 and \$0 as of December 31, 2017 and 2016, respectively.

Notes to Financial Statements

Note 6 - Commitments

Building Lease Agreements

The Foundation occupied office space and had office equipment under lease with monthly payments of approximately \$460 through May 2017. The office space was provided by a board member at a discounted rent rate. The Foundation occupies storage space under a month-to-month operating lease with monthly payments of approximately \$183 and has no expiration date. Rent expense under these leases for the years ended December 31, 2017 and 2016 was \$5,819 and \$9,068, respectively.